

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

STATE OF MISSOURI
PUBLIC SERVICE COMMISSION

TRANSCRIPT OF PROCEEDINGS
Evidentiary Hearing
March 14, 2018
Jefferson City, Missouri
Volume 3

In the Matter of Great)
Plains Energy Incorporated)
for Approval of its) File No. EM-2018-0012
Merger with Westar)
Energy, Inc.)

MICHAEL BUSHMANN, Presiding,
REGULATORY LAW JUDGE.
DANIEL Y HALL, Chairman,
WILLIAM KENNEY,
SCOTT T. RUPP,
MAIDA J. COLEMAN,
COMMISSIONERS.

REPORTED BY:
KELLENE K. FEDDERSEN, CSR, RPR, CCR NO. 838
ALARIS LITIGATION SERVICES

1 APPEARANCES:
2 ROGER W. STEINER, Attorney at Law
Kansas City Power & Light Company
3 1200 Main - 19th Floor
Kansas City, MO 64105
4 (816)556-2110
roger.steiner@kcpl.com
5
6 JAMES M. FISCHER, Attorney at Law
Fischer & Dority
101 Madison, Suite 400
7 Jefferson City, MO 65101
(573)636-6758
8 jfischerpc@aol.com
9 KARL ZOBRIST, Attorney at Law
Dentons US, LLP
10 4520 Main Street, Suite 1100
Kansas City, Missouri 64111
11 (816) 460-2400
karl.zobrist@dentons.com
12
13 FOR: Great Plains Energy
Incorporated, Kansas City Power
& Light Company and KCP&L
14 Greater Missouri Operations
Company.
15
16 MARTIN J. BREGMAN, Attorney at Law
Bregman Law Office, LLC
311 Parker Circle
17 Lawrence, KS 66049
(785)760-0319
18 mjb@mbjregmanlaw.com
19 FOR: Westar Energy, Inc.
20 TIMOTHY OPITZ, Staff Attorney
Renew Missouri
21 409 Vandiver Drive
Building 5, Suite 205
22 Columbia, MO 65202
(402)943-7938
23 Tim@renewmo.org
24 FOR: Renew Missouri.
25

1 PEGGY A. WHIPPLE
Healy Law Offices, LLC
2 514 East High Street, Suite 22
Jefferson City, MO 65101
3 (573)415-8379
peggy@healylawoffices.com

4 FOR: MJMEUC.

5 ANDREW O. SCHULTE, Attorney at Law
6 POSINELLI, PC
900 W. 48th Place, Suite 900
7 Kansas City, MO 64112-1895
(816)691-3731
8 aschulte@polsinelli.com

9 FOR: Kansas Electric Power.

10 LERA SHEMWELL, Senior Public Counsel
Office of the Public Counsel
11 P.O. Box 2230
200 Madison Street, Suite 650
12 Jefferson City, MO 65102-2230
(573)751-4857

13 FOR: Office of the Public Counsel
14 and the Public.

15 KEVIN A. THOMPSON, Chief Staff Counsel
Missouri Public Service Commission
16 P.O. Box 360
200 Madison Street
17 Jefferson City, MO 65102
(573)751-3234

18 FOR: Staff of the Missouri Public
19 Service Commission.
20
21
22
23
24
25

1 P R O C E E D I N G S

2 (WHEREUPON, the evidentiary hearing
3 began at 9:00 a.m.)

4 JUDGE BUSHMANN: Good morning. Today
5 is March 14, 2018. It's the second day of the
6 hearing in EM-2018-0012. At our last hearing day
7 we completed all of the company witnesses. We are
8 now ready for Staff's witness.

9 MR. THOMPSON: Thank you, Judge. We
10 would call Natelle Dietrich.

11 (Witness sworn.)

12 JUDGE BUSHMANN: Please be seated.

13 NATELLE DIETRICH testified as follows:

14 DIRECT EXAMINATION BY MR. THOMPSON:

15 Q. Please state your name.

16 A. Natelle Dietrich.

17 Q. Could you spell your last name for
18 the reporter, please.

19 A. D-i-e-t-r-i-c-h.

20 Q. And how are you employed?

21 A. Commission Staff Director.

22 Q. Are you the same Natelle Dietrich
23 that prepared or caused to be prepared rebuttal
24 testimony that's been marked as Exhibit 200 and
25 surrebuttal testimony that's been marked as

1 **Exhibit 201?**

2 A. Yes.

3 Q. **And do you have any corrections to**
4 **that testimony?**

5 A. I do not.

6 Q. **So if I were to ask you the same**
7 **questions today, would your answers be the same?**

8 A. Yes, they would.

9 Q. **And those answers would be true to**
10 **the best of your knowledge and belief?**

11 A. That's correct.

12 MR. THOMPSON: I would offer Staff's
13 Exhibits 200 and 201.

14 JUDGE BUSHMANN: Are there any
15 objections?

16 (No response.)

17 JUDGE BUSHMANN: Hearing none, those
18 are admitted.

19 (STAFF EXHIBITS 200 AND 201 WERE
20 MARKED AND RECEIVED INTO EVIDENCE.)

21 MR. THOMPSON: I tender the witness
22 for cross-examination.

23 JUDGE BUSHMANN: First cross would be
24 by Applicants.

25 MR. ZOBRIST: No questions, Judge.

1 JUDGE BUSHMANN: MJMEUC?

2 MR. WHIPPLE: No questions. Thank
3 you, Judge.

4 JUDGE BUSHMANN: Public Counsel?

5 MS. SHEMWELL: Just a couple. Thank
6 you.

7 CROSS-EXAMINATION BY MS. SHEMWELL:

8 Q. Good morning, Ms. Dietrich.

9 A. Good morning.

10 Q. I'm Lera Shemwell. Staff signed two
11 Stipulations & Agreements with the company in this
12 case?

13 A. That's correct.

14 Q. When Staff entered into those, had
15 Staff seen the Stipulation & Agreement offered by
16 the parties to the case at the Kansas Corporation
17 Commission? Had you seen that stipulation
18 presented to the KCC?

19 A. I had not.

20 Q. In either situation, at either time?

21 A. Oh, correct. It was after both
22 stipulations in Missouri.

23 MS. SHEMWELL: Thank you.

24 JUDGE BUSHMANN: Cross by Division of
25 Energy?

1 MR. POSTON: No questions.

2 JUDGE BUSHMANN: Renew Missouri?

3 MR. OPITZ: Thank you, Judge.

4 CROSS-EXAMINATION BY MR. OPITZ:

5 Q. Good morning, Ms. Dietrich. The
6 Joint Applicants filed their direct testimony in
7 this case on August 31st; is that right?

8 A. Yes.

9 Q. And Ms. Shemwell was asking about the
10 two stipulations that the Staff has signed. The
11 first stipulation that the Staff joined with the
12 Applicants was filed on January 12th; is that
13 correct?

14 A. That sounds right.

15 Q. And that testimony -- or that
16 agreement was filed prior to any rebuttal testimony
17 being filed in this case?

18 A. That's correct.

19 Q. Then on January 16th, you were the
20 sole Staff witness to file testimony in this case?

21 A. That's correct.

22 Q. Is it accurate to say that your
23 testimony was filed in support of the Stipulation &
24 Agreement?

25 A. Yes.

1 **Q. However, in that testimony would you**
2 **agree that you don't identify any possible**
3 **detriments to the public interest?**

4 A. That's correct. On page 5 of my
5 testimony, starting at line 22, I state that Staff
6 recommends the Commission approve the agreement as
7 it provides key protections for Missouri
8 ratepayers, helping to ensure the transaction is
9 not detrimental to the public interest.

10 **Q. So in the event that a party were to**
11 **object to that stipulation, as Renew Missouri**
12 **ultimately did, how is the Commission supposed to**
13 **know what aspects of the public interest those**
14 **conditions in your testimony were meant to address?**

15 A. Well, my understanding, and I'm not
16 an attorney, is that if a stipulation is objected
17 to, it becomes the position of the party. And so
18 our position would still be that if the Commission
19 approves the merger with the conditions contained
20 in the stipulation or approves the stipulation as
21 it is, then it would be providing the protections
22 that are needed so that there would not be a
23 detriment to the public interest.

24 **Q. So your testimony is more akin to a**
25 **position statement than something that identifies**

1 the particular detriments; is that correct?

2 A. It's supporting the conditions to
3 alleviate or reduce any detriments.

4 Q. Okay. So can you tell me what those
5 detriments were that those conditions were designed
6 to guard against?

7 A. Well, we did not identify specific
8 detriments saying this will happen, so do this to
9 protect it. We put consumer protections in place
10 to prevent any potential of detriment.

11 Q. So you were taking a sort of
12 proactive role in identifying conditions that would
13 ensure there was no detriment to the public
14 interest?

15 A. Correct.

16 Q. Were you in the hearing room on
17 Monday during your counsel's opening statement?

18 A. I was.

19 Q. And there was some questions, I
20 believe, from the Chairman about -- and I can't
21 recall the correct -- the exact phrasing, but a
22 most favored nations discussion. Can you, I guess,
23 help clarify what the Staff's position is related
24 to that?

25 A. In my surrebuttal testimony, I noted

1 that Dr. Marke expressed some concerns. He called
2 it equal outcomes. And then also I was summarizing
3 the KCC staff testimony, and they had expressed
4 some concerns about anything that the Missouri
5 Commission might do that would affect the Kansas
6 situation or the Kansas ratepayers.

7 And so my recommendation was that
8 this Commission condition its approval on the
9 concept that there would be no detriment to
10 Missouri ratepayers from anything that the KCC
11 might do. I think Mr. Thompson characterized that
12 as the possibility of the Commission holding off on
13 its decision until after the KCC reaches its
14 decision.

15 That was not my intent. My intent
16 was that, I think all along people were
17 anticipating that the Missouri Commission would act
18 before the KCC just because of the different types
19 of procedures and different standards and that type
20 of thing.

21 So my intent was that the Commission
22 would make a statement that anything that the KCC
23 might do that would harm Missouri ratepayers would
24 be considered. I think it's likely that that would
25 be in a future rate case, perhaps in the pending

1 rate cases. I don't think it's anything that we
2 would know on day one after the KCC approval unless
3 it was just something extreme.

4 **Q. So you're aware that a Nonunanimous**
5 **Stipulation & Agreement was filed in the KCC,**
6 **correct?**

7 A. Right, after my testimony.

8 **Q. And have you had a chance to review**
9 **or see that stipulation filed by the KCC?**

10 A. I have.

11 **Q. So now that you have seen that KCC**
12 **stipulation, what additional conditions do you**
13 **believe should be applied by the Missouri**
14 **Commission in this case?**

15 A. I think the KCC stipulation
16 alleviates any potential concerns. I guess there's
17 always the opportunity for the Kansas Corporation
18 Commission to do something, but the agreement was
19 between many of the parties in Kansas, including
20 CURB, the Kansas OPC if you will, and so I think it
21 alleviates concerns that we would have.

22 **Q. So in your view, there's nothing in**
23 **that document that would, by being adopted in**
24 **Kansas, would be a detriment to Missouri**
25 **ratepayers?**

1 A. That's correct.

2 MR. OPITZ: That's all I have. Thank
3 you.

4 JUDGE BUSHMANN: Kansas Electric
5 Power?

6 MR. SCHULTE: No questions. Thank
7 you.

8 JUDGE BUSHMANN: Is Mr. Woodsmall
9 here? I don't see him. Questions by
10 Commissioners?

11 QUESTIONS BY CHAIRMAN HALL:

12 Q. Good morning.

13 A. Good morning.

14 Q. So based on your responses to
15 questions from Public Counsel, it is my
16 understanding that you do not believe it is
17 necessary for this Commission to wait for Kansas,
18 the Kansas Corporation Commission to make a
19 determination before we make a determination; is
20 that correct?

21 A. That's correct. That was never my
22 intent.

23 Q. And you also believe that there is
24 nothing in the stipulation filed in the Kansas case
25 that, if approved, would present a detriment to

1 Missouri ratepayers?

2 A. Correct.

3 Q. Is there anything in that stipulation
4 that is an advantage for Kansas ratepayers that
5 Missouri ratepayers are not also going to recognize
6 if the stipulations filed in this case get
7 approved?

8 A. I don't believe so. There are some
9 differences, but a lot of it is related to the
10 different constructs between the two states and
11 timing of rate cases, different mechanisms that
12 they have in Kansas versus Missouri, things like
13 that.

14 Q. Well, if there is something in the
15 stipulations that is good for Kansas ratepayers
16 that is not in the stipulations here, is that in
17 and of itself a detriment to Missouri ratepayers?

18 A. If there's something that's good for
19 Kansas, would it be a detriment for Missouri, is
20 that what you asked?

21 Q. I mean, there are things in the
22 Kansas stipulation that are -- that present
23 benefits for Kansas ratepayers that does not exist
24 in the Missouri stipulations. Now, I do not
25 believe that that in and of itself means that the

1 proposed transaction presents a detriment to
2 Missouri ratepayers, but I want to make sure that
3 you agree with that.

4 A. Yes, I agree. The differences, like
5 I said, are largely due to the difference,
6 differences in regulations and some of the things
7 that they have in Kansas that they don't have in
8 Missouri. So I don't know that I would be
9 comfortable agreeing with some of the proposals
10 that are different just because of those
11 differences.

12 Q. Well, for example, in Kansas the
13 stipulation includes a rate moratorium for five
14 years?

15 A. Correct.

16 Q. Now, I personally would view a
17 similar provision in the stipulations here a good
18 thing, and I think that would be a benefit for
19 Missouri ratepayers. But the fact that -- the
20 benefit in one state and its lack in this state
21 does not mean that the transaction itself is
22 detrimental to Missouri ratepayers?

23 A. I would agree.

24 Q. Do you also agree that a rate
25 moratorium for five years would be a good thing for

1 **Missouri ratepayers?**

2 A. In and of itself, yes, but it depends
3 on, I guess, what would be associated with that.
4 For instance, as part of the rate moratorium in
5 Kansas, my understanding of the agreement is there
6 were also some additional bill credits. There
7 is --

8 **Q. There are some additional bill**
9 **credits for whom?**

10 A. For Kansas customers. In other
11 words, Missouri gets the bill credits up front, and
12 then there's an analysis done in the next rate case
13 which would be tied to the fuel adjustment charge.

14 In Kansas they don't have that. So
15 my understanding of the agreement is that they have
16 the rate moratorium, but then they don't get all of
17 the bill credits up front like they are in
18 Missouri. There is some provisions for spreading
19 that out based on the timing of different
20 adjustments that they have in Kansas and that type
21 of thing.

22 So there are differences that -- if
23 you do a rate moratorium in Missouri, it may affect
24 the timing of the bill credits. We haven't thought
25 that through.

1 **Q. How do you interpret the ROE**
2 **provision in the Kansas stipulation?**

3 A. My interpretation of it is that the
4 parties agree to support a 9.3 percent ROE. There
5 also is a range, I think it's 20 basis points above
6 or below, something like that, but it's also tied
7 to their periodic adjustments and an earnings
8 sharing mechanism. So there's several different
9 moving pieces to it. And I don't read it that it's
10 a guaranteed 9.3, but that's what the parties would
11 support in their next rate case.

12 **Q. Wouldn't a similar provision have**
13 **been advantageous to Missouri ratepayers?**

14 A. Not necessarily. We've had
15 discussions with the companies over the past few
16 years in different rate cases about trying to
17 establish an ROE in a settlement agreement, as an
18 example, and without getting into any details,
19 there is just a difference of opinion between the
20 different parties.

21 There's also not all the different
22 mechanisms, so the company is not as willing to
23 perhaps negotiate on ROE in Missouri. We're not,
24 we being Staff, are not necessarily willing to
25 agree to some of the terms in capital structure

1 that the company may want in accordance with
2 setting an ROE. And then I think you mentioned on
3 Monday, the Commission also suggested that it may
4 want to look at capital structure if the merger is
5 approved.

6 So while if we could have gotten
7 there it may have provided some advantages, there
8 are just so many differences between Kansas and
9 Missouri that I don't think we could have gotten
10 there, and I would not have felt comfortable
11 locking the Commission into something unless it
12 could have been advantageous.

13 **Q. Can you explain to me why Staff**
14 **supports the waiver of the affiliate transaction**
15 **rule?**

16 A. I was reviewing the affiliate
17 transaction rule after your questions on Monday,
18 and the rule talks about in the purpose regulated
19 and nonregulated entities, and in this case we have
20 two regulated entities, but then some of the other
21 provisions of the rule seem to apply to regulated.

22 But what it anticipates to me is
23 something that the regulated entities would be able
24 to purchase or sell to the market and/or get from
25 another source. And so the intent of the affiliate

1 transaction rule is that if they're doing it
2 between each other, they would not be providing
3 some kind of preferential treatment as opposed to
4 going outside.

5 The types of transactions that we're
6 talking about here to allow the integration and the
7 merger moving forward, while many of the services
8 possibly could be purchased from external sources,
9 I don't know that it would be advantageous. And so
10 it makes sense to approve the waiver and allow them
11 to do it at cost instead of trying to basically bid
12 against each other.

13 **Q. So you don't believe that costs**
14 **between KCP&L and transmission-owning affiliates**
15 **would be included within the waiver; is that**
16 **correct? Because I believe what you said is that**
17 **it would be between regulated entities, and I**
18 **assume that that also would include Westar, but it**
19 **should not include, for obvious reasons,**
20 **transactions with transmission-owning affiliates;**
21 **is that correct?**

22 A. The stipulation says signatories'
23 rights and obligations. So to me that would not
24 include the transmission-owning affiliates.

25 **Q. Isn't Great Plains Energy a**

1 signatory?

2 A. Yes.

3 Q. Doesn't Great Plains Energy own
4 Transource?

5 A. Good point.

6 Q. Now, there is a -- I mean, it does in
7 paragraph 17 say, except for wholesale power
8 transactions, which would be based on rates
9 approved by FERC, but I don't know if that
10 necessarily covers all transactions between KCP&L,
11 GMO, Holdco and transmission companies. That may
12 have been the intent. I'm not sure that language
13 actually covers that.

14 A. In my opinion, the intent would not
15 include the transmission companies.

16 Q. I believe that to be the case. I'm
17 not sure that the language does that.

18 Okay. Well, concerning future
19 mergers on the second Stipulation & Agreement, and
20 I -- you were in the hearing room when this came up
21 at the beginning of the hearing, correct?

22 A. Yes.

23 Q. And Mr. Bassham made it clear that it
24 was his understanding that that provision would
25 involve any acquisition by a public utility,

1 **whether in Missouri or outside Missouri, of Holdco**
2 **or its subsidiaries, and that would also include**
3 **consolidation. Is that your understanding as well?**

4 A. Yes, when read in combination with
5 Case No. EM-2001-464, and I guess also the
6 Commission's order in EC-2017-0107.

7 **Q. Are there -- are there other**
8 **provisions in the Kansas stipulation that are not**
9 **in the Missouri stipulations that are particularly**
10 **significant?**

11 A. The only other significant difference
12 is related to things such as reliability metrics,
13 call center metrics, those types of things. I
14 believe you had a discussion with Mr. Akin on
15 those.

16 And I would point out that while the
17 language is different and it appears that the
18 Kansas stipulation has more provisions in there,
19 the Missouri stipulations refer to previous
20 Commission cases and commitments that were made in
21 previous Commission cases, and so I think, in my
22 opinion, the terms are comparable. It's just we,
23 we meaning Missouri, have already had a lot of that
24 in place. We already have rules related to SAIDI,
25 SAIFI, CAIDI, CAIFI, those types of things. So I

1 think it wasn't necessary to be as explicit in our
2 stipulation because we incorporated it in other
3 ways or we have rules that cover those things.

4 Q. So any other major differences?

5 A. No.

6 Q. The first Stipulation & Agreement,
7 paragraph 14, I believe Mr. Ives testified that it
8 was his understanding -- and somebody correct me if
9 I've got the wrong witness or I mischaracterize the
10 testimony, please -- it was his understanding that
11 that provision was designed to ensure that all
12 savings from this merger related to cost of service
13 would inure to the benefit of ratepayers --

14 A. That's correct.

15 Q. -- in future rate cases?

16 A. That's correct. I think his
17 characterization of increased cost of service is
18 the protection. I would agree with that.

19 Q. And in the Kansas case, there was a
20 requirement that those savings be reflected in the
21 revenue requirement in the next rate case. Is
22 there a similar requirement under these
23 stipulations or would this provision essentially
24 require it?

25 A. I don't recall anything specific that

1 says in the next rate case. I think this provision
2 would require it. And I would also note that there
3 is some testimony addressing it in the pending rate
4 cases.

5 I would also add, too, in addition to
6 this provision, there are also some provisions in
7 the first stipulation that talk about rates cannot
8 be increased as a result of the merger and things
9 like that. So I think there's a couple other
10 protections, too.

11 **Q. You're familiar with KCP&L and GMO's**
12 **MEEIA programs generally?**

13 A. Generally, yes.

14 **Q. Do you have any reason to believe**
15 **that post merger, if the merger is approved, that**
16 **KCP&L and GMO would take a different approach**
17 **towards energy efficiency as reflected in those**
18 **programs?**

19 A. I do not.

20 **Q. Why is that?**

21 A. Well, I think, first of all, they've
22 demonstrated that they are committed to energy
23 efficiency. I would point out that the Missouri
24 MEEIA statute is voluntary, but there are also
25 provisions in there that talk about valuing supply

1 side and demand side equally, benefits to all
2 consumers whether they take advantage of the
3 programs or not. So there are some provisions in
4 the statute that may change what is necessary, but
5 I don't think KCP&L, based on what they've
6 demonstrated in the past, would on their own just
7 make the change.

8 Q. And it is true that the MEEIA program
9 provides a financial incentive to participate?

10 A. That's correct.

11 Q. And GMO and KCP&L make the decision
12 based upon many factors, but included in those
13 factors would be the opportunity to profit from
14 those programs?

15 A. Correct.

16 Q. And as long as that opportunity to
17 profit doesn't change, their incentive to
18 participate post merger should not change?

19 A. Correct.

20 Q. Would -- regarding KCP&L and GMO's
21 interest, focus on clean energy, in particular wind
22 energy, would you say that it's accurate that that
23 is at least in part motivated by the financial
24 rewards that those types of generation could
25 provide? I.e. low-cost -- low-cost generation is

1 **attractive to those two companies?**

2 A. I would say that's true, and also
3 Missouri has the IRP process, and so they do a lot
4 of analysis through that, the integration as to
5 what would be the proper combination of renewables,
6 energy efficiency and nonrenewable type energy.

7 **Q. You wouldn't expect KCP&L and GMO's**
8 **interest in clean energy to change in any way as a**
9 **result of this merger, would you?**

10 A. Not as a result of the merger. Again,
11 you know, the IRP process may show something
12 different, but the merger itself, no.

13 **Q. Looking at the merger commitments and**
14 **conditions, starting on page -- starting on page 5**
15 **of Exhibit A and going to page 7, it would appear**
16 **that the parties, including Staff, were concerned**
17 **that possible -- this merger could possibly affect**
18 **the credit rating of Holdco, GMO, KCP&L; is that**
19 **correct?**

20 A. I wouldn't characterize it as a
21 concern. These sections came partially out of
22 response to the previous merger proposal, and so
23 they provide a protection should there be a
24 downgrade, but I -- especially with the merger of
25 equals and the restructuring and some of the things

1 that we've seen coming out of the credit rating
2 agencies since the announcement of the change. I
3 wouldn't characterize it that we had a concern, but
4 we wanted the protections in place in case.

5 **Q. And is it, in fact, true that the**
6 **credit ratings -- the credit ratings have improved**
7 **post announcement of this particular merger?**

8 A. I'm not familiar with all of the
9 agencies that were discussed on Monday, but of the
10 ones I've seen, they have had positive statements
11 or improved, improvement.

12 CHAIRMAN HALL: I have no further
13 questions. Thank you.

14 QUESTIONS BY JUDGE BUSHMANN:

15 **Q. Good morning, Ms. Dietrich.**

16 A. Good morning.

17 **Q. I have a few questions. In your**
18 **rebuttal testimony, you summarized provisions of**
19 **the January stipulation and stated that the**
20 **stipulation provides key protections for Missouri**
21 **ratepayers. Could you elaborate a little bit**
22 **generally on why those provisions are important and**
23 **what kind of benefits would be provided to**
24 **ratepayers?**

25 A. I think a lot of it goes to the

1 discussion that I was having with the Chairman.
2 For instance, the credit ratings, it provides
3 protections so that the Commission is made aware
4 should there be a downgrade, and then it provides
5 that the companies will have a plan to address
6 that.

7 There are the various meetings with
8 Staff related to such things as reliability,
9 consumer call centers, those types of issues.
10 There are requirements -- there are employee
11 commitments, so the Kansas -- Kansas City office
12 will remain in place, which would provide benefits
13 to Missouri. There are commitments that there will
14 be no voluntary -- involuntary -- try this again --
15 involuntary severances. So that provides
16 protections.

17 There are various reporting
18 requirements that provide Staff and the Commission
19 access to records so that we can be proactive
20 should there be a concern. Of course, there's a
21 commitment that the Staff and Commission have
22 access to records, which I think we generally have
23 anyway, but this codifies it or makes it more
24 apparent.

25 **Q. Okay. And the March Stipulation &**

1 Agreement seems to supplement or modify that
2 January stipulation; is that correct?

3 A. Supplement, yes.

4 Q. Do you have a copy of that March
5 stipulation?

6 A. I do.

7 Q. So starting on page 4, could you
8 briefly describe each of the new provisions of that
9 agreement and explain what benefit that provision
10 provides to ratepayers?

11 A. On transition costs, that just puts a
12 specific dollar amount or limitation of what could
13 be included in rate cases. The previous
14 stipulation discussed transition costs. This puts
15 a dollar amount so that ratepayers would have no
16 further potential of transition costs being
17 included in rates.

18 Future mergers is the discussion I
19 was having with the Chairman that the Holdco agrees
20 that it will come in for Commission authority for
21 any future mergers no matter the type of structure
22 anticipated.

23 The name changes is to provide the
24 customer clarity. Right now we have KCP&L and GMO,
25 and so their bills indicate which entity is serving

1 the customer. We don't know yet what a new name
2 would be, but ABC Company doing business as GMO or
3 something like that is what that provision means so
4 that, again, it will be clear which entity is
5 providing service.

6 Industrial customer meetings, I'm not
7 sure about that one. Since that's between the
8 industrials and the companies, I'm not sure what
9 they anticipated meeting about.

10 Go on to page 5?

11 **Q. Yes, if you would.**

12 A. My interpretation of OPC agreeing to
13 withdraw its equal outcome is similar to what I was
14 suggesting, that there were some concerns that the
15 KCC might impose some conditions that could affect
16 Missouri, but I think those are no longer the
17 concern. I'm assuming that's why OPC agreed to
18 withdraw that condition.

19 Up-front bill credits, the -- the
20 first stipulation outlined that there would be bill
21 credits and that it would be \$50 million. I
22 believe this incorporates an additional \$25 million
23 in bill credits. Yes, it does. And then it talks
24 about how those will be divvied up among the
25 different customer classes. In the first

1 stipulation we were still working through that and
2 anticipated a process where that division would be
3 brought to the Commission once it was finalized.
4 This just memorializes it.

5 **Q. Is this allocation between rate**
6 **classes and among rate classes, are there any**
7 **further calculations that would need to be made in**
8 **the future or does this complete that? Would that**
9 **take care of it here in this -- if the Commission**
10 **were to adopt these allocations?**

11 A. There would have to be calculations
12 as to, you know, divide -- dividing it equally,
13 what the energy usage would be and the calculations
14 based on that, but the methodology is formalized
15 here.

16 **Q. In your opinion, is this allocation**
17 **fair and reasonable between the rate classes and**
18 **among the rate classes?**

19 A. Yes.

20 **Q. And finally, on page 6, the provision**
21 **number 16, do you have any information about that**
22 **that you can provide or is that best directed to**
23 **another witness?**

24 A. That would be best directed to
25 Mr. Hyman.

1 Q. A few minutes ago you said, I
2 believe, that you thought at least at this point
3 that the Kansas stipulation did not have any
4 provisions that would be harmful to Missouri
5 ratepayers; is that right?

6 A. That's correct.

7 Q. Is it still your recommendation that
8 the statement in your rebuttal testimony on page 10
9 that the condition be included that -- that
10 Missouri ratepayers not be harmed by any condition
11 imposed by the KCC, are you still recommending that
12 that be included since we don't know what the
13 Kansas Commission's doing or going to do at this
14 point?

15 A. My recommendation would be that
16 something similar to that be included, but not to
17 hold up the approval, just that it would be
18 analyzed in future rate cases, that obviously Staff
19 could bring a complaint to the Commission should
20 there be a need, those types of things.

21 JUDGE BUSHMANN: Thank you. Recross
22 based on bench questions, Applicants?

23 MR. ZOBRIST: Yes, a couple of
24 questions, Judge.

25 RECROSS-EXAMINATION BY MR. ZOBRIST:

1 Q. Ms. Dietrich, let me follow up on the
2 questions that the Chairman asked you about the
3 affiliate transaction rule. Am I correct that in
4 the application the Applicants requested that the
5 variance of the affiliate transactions rule only
6 occur with regard to the regulated entities, Kansas
7 City Power & Light Company, KCP&L Greater Missouri
8 Operations Company, and their dealings with Westar
9 Energy as a regulated entity?

10 A. Correct.

11 Q. And if there's any language that may
12 not make that distinction, it was the intent of the
13 applicants as well as the parties to the January
14 Stipulation & Agreement that Staff was a party to
15 to limit any waiver of the rule to the regulated
16 public utilities, correct?

17 A. It's my understanding that was the
18 Applicants' intent and Staff's intent. I'm not
19 sure about other signatories.

20 Q. And the application as well as I
21 believe the stipulations say that excepted from
22 that waiver are wholesale power transactions which
23 would be based on rates approved by the Federal
24 Energy Regulatory Commission, right?

25 A. Correct.

1 Q. And there was never any discussion of
2 any of the affiliates of Great Plains Energy, like
3 Transource Missouri or any of those type of
4 transmission companies, correct?

5 A. That's correct.

6 Q. And to your knowledge, there was no
7 intent to try to include that kind of a company or
8 specifically Transource Missouri to get some kind
9 of a waiver of the affiliate transactions rule?

10 A. That's correct.

11 Q. Thank you. Were you provided by the
12 company, I believe it was yesterday or maybe late
13 Monday, a summary of the Kansas and the Missouri
14 agreements that Westar and Great Plains Energy
15 published on their respective corporate websites?

16 A. I was provided what appears to be a
17 PowerPoint or something similar to that, and I did
18 check and it is on their websites.

19 MR. ZOBRIST: Exhibit 16, Judge?

20 JUDGE BUSHMANN: Yes.

21 (APPLICANTS' EXHIBIT 16 WAS MARKED
22 FOR IDENTIFICATION BY THE REPORTER.)

23 BY MR. ZOBRIST:

24 Q. Do you have a copy of that,
25 Ms. Dietrich, or do you need one?

1 A. I have one.

2 Q. Now, Ms. Dietrich, does this summary
3 in form describe the terms of the two Missouri
4 Stipulations & Agreement? And I'm inviting your
5 attention, if I might, to page 2 of Exhibit 16.

6 A. Page 2 of my copy is --

7 Q. I'm sorry.

8 A. -- the forward-looking statement.

9 Q. Right. Page 3.

10 A. Page 3 is a summary of the Kansas
11 agreement.

12 Q. Right. Okay. Let me rephrase the
13 question. I'll get the page numbers right here.
14 Pages 3, 4 and 5 review the details of the Kansas
15 settlement agreement, correct?

16 A. Correct.

17 Q. And then when we go to page 6, that
18 summarizes the, they call it the settlement
19 agreement, but the Stipulations & Agreements in
20 Missouri, correct?

21 A. Correct.

22 Q. And then page 7 contains a graph at
23 the bottom that compares the elements of the
24 Stipulations & Agreement of the states, correct?

25 A. That's correct.

1 Q. And then the final page deals with
2 other regulatory approvals that are required and
3 the anticipated time that they will occur, correct?

4 A. Correct.

5 Q. And have you had an opportunity to
6 compare this with the provisions of the two
7 stipulations in Missouri?

8 A. I have.

9 Q. And are they true and accurate as far
10 as you are concerned?

11 A. Pages 1 through 6 are. Page 7, since
12 it's a comparison of the dollar amounts, I -- I
13 mean, those weren't part of the stipulations.

14 Q. Right. That's the summary that the
15 company provided, correct?

16 A. Right. Uh-huh.

17 Q. And based upon your review, not only
18 of the stipulations themselves and the settlement
19 agreement in Kansas, it's -- is it your opinion
20 that the Missouri stipulations, both of them
21 provide equivalent benefits to Missouri ratepayers
22 when compared to the benefits provided to Kansas
23 ratepayers?

24 A. When you consider the timing and the
25 differences in provisions and how they're worded,

1 yes.

2 Q. And I think you were responding to
3 the Judge's question, maybe it was the Chairman's,
4 about the up-front bill credits in Missouri. Is it
5 correct that they are credited to Missouri
6 customers sooner than the bill credits that are
7 anticipated on the Kansas settlement?

8 A. That's my understating, yes.

9 Q. So the provision in Missouri is that
10 within 120 days of closing the bill credits will be
11 credited to Missouri ratepayers?

12 A. The reason I'm hesitating is I was
13 thinking that was changed in the second
14 stipulation, so I'm double checking.

15 Q. If you'd turn to page 5 of the second
16 stipulation, I think it still has that 120-day
17 figure in paragraph 15.

18 A. Yes. Correct. I'm sorry. I was
19 thinking it was adjusted.

20 Q. Well, it was adjusted and an
21 additional \$25 million was agreed upon, correct?

22 A. Correct.

23 Q. And is it also correct, to your
24 understanding, on page 7 that in Missouri there are
25 approximately 610,900 retail electric customers?

1 A. Yes.

2 Q. And in Kansas there's almost a
3 million, it's 964,200, correct?

4 A. That's correct.

5 Q. So, in essence, a smaller group of
6 Missouri ratepayers will share in an equivalent
7 amount of money when you spread this out over the
8 timeline; is that a fair conclusion?

9 A. An equivalent amount of the up-front
10 credits and then the ongoing adjustments, yes.

11 Q. Now, the Chairman asked you about the
12 mechanisms in Kansas we don't have in Missouri. Do
13 you recall that?

14 A. We had a discussion about them, yes.

15 Q. Do you have a copy of the Kansas
16 stipulation in front of you?

17 A. I do.

18 Q. If you could turn, please, to page 14
19 of the Kansas settlement agreement.

20 A. Okay.

21 Q. At the bottom do you see the last
22 paragraph that starts with the two little I's?

23 A. I do.

24 Q. Am I correct that the settlement
25 agreement in Kansas was based upon the ability of

1 Westar and the Kansas operations of KCP&L to
2 continue to recover appropriate costs under those
3 five mechanisms there?

4 A. That's correct. The provision says
5 it shall not -- does not preclude Westar and KCP&L
6 from changing rates or tariffs pursuant to the
7 various mechanisms.

8 Q. And one of those mechanisms is a
9 property tax surcharge which allows increases in
10 property taxes to be flowed through to ratepayers
11 without a general rate case, correct?

12 A. Correct.

13 Q. And we can't do that in Missouri, can
14 we?

15 A. No.

16 Q. And there's also a transmission
17 delivery charge mechanism under Kansas law that
18 permits those kinds of charges to be flowed through
19 to ratepayers in Kansas, correct?

20 A. Correct.

21 Q. And again, we don't have that kind of
22 mechanism in Missouri, do we?

23 A. We do not.

24 Q. And is that also true for the other
25 elements that are spoken of there, the RECA, the

1 retail energy cost adjustment, an annual cost
2 adjustment, and finally the energy efficiency
3 rider?

4 A. The RECA retail energy adjustment in
5 my -- to my understanding is equivalent to the fuel
6 adjustment charge in Missouri, although it's my
7 understanding that it's permanent in Missouri -- I
8 mean in Kansas, whereas it's subject to each rate
9 case in Missouri.

10 Q. Thank you.

11 A. And then the -- I'm not familiar with
12 the terms of the energy efficiency rider.

13 Q. But overall, these are the mechanisms
14 in Kansas that we don't have a -- we may have
15 certain equivalent concepts here, but we don't have
16 the exact mechanisms that they have in Kansas,
17 correct?

18 A. It's not the exact mechanisms. I'm
19 not sure how the energy efficiency rider compares
20 to MEEIA.

21 Q. Now, is it also correct that if the
22 merger is approved and it's closed, that Missouri
23 will gain a Fortune 500 company and that the
24 headquarters of the holding company will be in
25 Kansas City?

1 A. The headquarters will be in
2 Kansas City. I'm not sure about the Fortune 500
3 part.

4 Q. Okay. And overall, based upon your
5 review of these agreements, the Kansas settlement
6 agreement and the two Stipulations & Agreement in
7 Missouri, do you believe that they ensure that the
8 merger is not detrimental to the public interest?

9 A. The two Missouri standard -- or
10 stipulations do.

11 Q. And do you believe that the elements
12 of the Kansas settlement do not shift risks to
13 Missouri ratepayers that would cause this merger to
14 be detrimental to the public interest?

15 A. I would agree with characterizing it
16 that way.

17 Q. And so it's your opinion, if I
18 understand you, that the merger should be approved
19 consistent with the terms of the two Missouri
20 Stipulations & Agreements?

21 A. That's correct.

22 MR. ZOBRIST: That's all I have,
23 Judge. Thank you.

24 JUDGE BUSHMANN: Do you want to
25 offer --

1 MR. ZOBRIST: I do. I offer
2 Exhibit 16 into evidence.

3 JUDGE BUSHMANN: Are there any
4 objections to its receipt?

5 (No response.)

6 JUDGE BUSHMANN: Hearing none, it's
7 admitted.

8 (APPLICANTS' EXHIBIT 16 WAS RECEIVED
9 INTO EVIDENCE.)

10 JUDGE BUSHMANN: Recross by MJMEUC?

11 MR. WHIPPLE: None. Thank you.

12 JUDGE BUSHMANN: Public Counsel?

13 MS. SHEMWELL: Just a couple. Thank
14 you.

15 RECROSS-EXAMINATION BY MS. SHEMWELL:

16 Q. Ms. Dietrich, I'm seeing this for the
17 first time this morning. I'm assuming you are,
18 too.

19 A. The presentation?

20 Q. Yes.

21 A. I had a chance to review it
22 yesterday.

23 Q. Looking at the bottom of page 4,
24 let's look at the bill credits. It's your
25 testimony that the 29 million up-front bill credits

1 to Missouri is essentially equivalent to the
2 75 million bill credits for Kansas customers?

3 A. No. What I said was the 29 million
4 and the 30 million up front were comparable, and
5 then the provision to consider sharing in future
6 benefits in the next rate case in Missouri is
7 equivalent to what would be the 45 million.

8 Q. If you look at the very last line, it
9 addresses treatment of tax reform benefits?

10 A. Yes.

11 Q. That's something that is not included
12 in Missouri, the Missouri stipulations, correct?

13 A. It's not included in the Missouri
14 stipulations, but it is being addressed by the
15 Commission in another forum in KCP&L and GMO's case
16 in their pending rate cases.

17 Q. But here the Applicants have actually
18 made a commitment to Kansas as part of their
19 stipulation to Kansas that they won't attempt an
20 offset, is what this says?

21 A. That's what it says, yes.

22 MS. SHEMWELL: That's all I have.

23 Thank you, Ms. Dietrich.

24 JUDGE BUSHMANN: Division of Energy?

25 MR. POSTON: No questions.

1 JUDGE BUSHMANN: Renew Missouri?

2 MR. OPITZ: Yes, Judge.

3 RECROSS-EXAMINATION BY MR. OPITZ:

4 Q. Ms. Dietrich, the Chairman, I
5 believe, was asking you about the Missouri
6 Applicants' approach to MEEIA, and in response you
7 mentioned the IRP process. Do you recall that?

8 A. Yes.

9 Q. And are you aware, I guess, based on
10 either reviewing the case or from being in the
11 hearing room on Monday, that the Joint Applicants
12 did put forward a combined IRP as a part of their
13 plans in this case?

14 A. They committed to looking at it.
15 They didn't put forth a combined IRP.

16 Q. So you heard -- do you recall
17 discussion on Monday by Applicants' witnesses about
18 how they had evaluated certain retirements based on
19 a combined IRP?

20 A. Yes.

21 Q. Did you review that combined IRP as a
22 part of your review in this case?

23 A. I don't remember specifically seeing
24 it, no.

25 Q. The Commission Staff does have a

1 group of experts dedicated to reviewing IRPs; is
2 that correct?

3 A. Yes, under my purview.

4 Q. And did they review the combined IRP
5 in this merger application?

6 A. They did not, that I'm aware of.

7 Q. So would you agree that Staff doesn't
8 have a position on whether the combined IRP was
9 adequate?

10 A. We don't have a position on a
11 proposed combined IRP at all.

12 Q. And so you don't have -- the Staff
13 doesn't have a position on whether the analysis in
14 that combined IRP was realistic?

15 A. We don't have a position on the
16 combined IRP at all.

17 Q. And you don't have a position on
18 whether the choices in that -- or scenarios in that
19 combined IRP were the most beneficial to
20 ratepayers?

21 A. We don't have a position, but my
22 understanding was it was not a full-blown analysis
23 because of the legal limitations on being able to
24 access each company's information. So I'm not
25 sure, even if we had put a lot of faith in it, how

1 much you could rely on it since it wasn't all the
2 information that could be available post merger in
3 a combined company IRP review.

4 **Q. Do you agree that doing comprehensive**
5 **resource planning is something that is important to**
6 **protecting the public interest?**

7 A. Yes, and I think that's why we have
8 the robust IRP process in Missouri.

9 **Q. But you don't believe that it should**
10 **have been done ahead of this merger?**

11 A. I don't think that it was -- was
12 appropriate to the analysis for the merger,
13 necessary for the analysis of the merger beyond
14 what they did.

15 **Q. Doesn't the merger have all sorts of**
16 **implications about how the combined company will**
17 **utilize its resources?**

18 A. There are provisions related to
19 retirement of plants and that type of thing, if
20 that's what you mean.

21 **Q. And the retirement of those plants**
22 **is -- do you understand that to be an integral part**
23 **of achieving the merger savings proposed in this**
24 **case?**

25 A. It's a part of it, yes.

1 **Q. And so in your evaluation of the**
2 **merger, the Staff believes that it didn't need to**
3 **look at how those integrated resources might be**
4 **used to attain the proposed savings?**

5 A. Well, I said we didn't review the
6 combined IRP. I did not say or mean to imply that
7 we did not consider the effects of what they were
8 proposing.

9 **Q. Tell me how you went about**
10 **considering those effects of what they were**
11 **proposing.**

12 A. Basically looking at the retirement
13 dates, what they have as far as current resources,
14 what we know about their Missouri IRP, which is
15 relevant for Missouri, and then going forward from
16 there.

17 **Q. So the Staff didn't perform a**
18 **comprehensive evaluation of the costs or the**
19 **benefits of the kind of generation that might be**
20 **retired as a part of this merger?**

21 A. We did not perform a cost/benefit
22 analysis. We reviewed the information the company
23 provided.

24 **Q. Would you agree that, in general, a**
25 **comprehensive evaluation of the costs and benefits**

1 of the company's generation would be in the public
2 interest?

3 A. Could you repeat that, please?

4 Q. Would you agree that a comprehensive
5 evaluation of the costs and benefits of the various
6 generation units would be in the public interest?

7 A. I guess where I'm struggling is what
8 you mean by would be in the public interest since
9 the -- since the standard is not detrimental to the
10 public interest.

11 Q. Would it be detrimental to the public
12 interest if the company did not perform a
13 comprehensive evaluation of the costs and benefits
14 of its various generating units?

15 A. I don't know that it would be
16 detrimental to not do the -- to perform the
17 analysis. The analysis would demonstrate whether
18 there were detriments or not.

19 Q. So would you -- would you agree that
20 that kind of analysis of the costs and benefits of
21 a generating unit should be performed on both
22 utility-owned and customer-owned generation?

23 A. At each level, is that what you're
24 suggesting?

25 Q. For -- well, help me understand what

1 **you mean by each level.**

2 A. Well, you said at utility-owned and
3 at -- I'm drawing a blank on what the other one
4 was.

5 Q. **So in terms of resource planning, as**
6 **the company is doing that, would you agree that a**
7 **part of resource planning should include a**
8 **comprehensive evaluation of the costs and benefits**
9 **of a generating unit?**

10 A. I'm not sure that the analysis gets
11 to that level. I'm struggling with generating
12 unit. And when I say --

13 Q. **So I'll step it back. So as a part**
14 **of the resource planning, a utility should evaluate**
15 **the costs and benefits of a kind of generation?**

16 A. Correct.

17 Q. **Okay. And would you agree that they**
18 **should do that, evaluate the costs and benefits as**
19 **a part of resource planning, for kinds of**
20 **generation that may be owned by customers?**

21 A. That -- I would say that probably
22 should be part of the analysis. Whether it is or
23 not, I don't know that our rules are that clear at
24 this point.

25 Q. **So the closure and retirement of**

1 certain plants implies selection of which plants to
2 retire. How do you know that there is a benefit or
3 a detriment from the merger without an analysis of
4 the plants that were selected?

5 A. From -- it's my understanding that
6 the company did the analysis. We reviewed the
7 analysis that the company did. We did not review
8 the IRP itself. So we reviewed what was in
9 testimony, what was in the application.

10 Q. Isn't the IRP the method of analysis
11 for selecting the units to retire?

12 A. In Missouri, yes.

13 Q. So do you have a position on whether
14 applicants chose the best plants to retire as a
15 part of this merger?

16 A. I do not.

17 Q. Judge Bushmann asked you a few
18 questions. Do you recall that?

19 A. Yes.

20 Q. And one of -- in response to one of
21 his questions, you talked about -- he was walking
22 you through the Stipulation & Agreement in
23 Missouri, and in response you mentioned that there
24 were certain employee commitments in the
25 stipulation. Do you recall that?

1 A. I do.

2 Q. So would you agree that evaluating
3 employment considerations would be something that
4 is appropriate when evaluating whether this merger
5 is not detrimental to the public interest?

6 A. Commitments to employment
7 considerations, yes.

8 MR. OPITZ: That's all I have. Thank
9 you.

10 JUDGE BUSHMANN: Cross by Kansas
11 Electric Power?

12 MR. SCHULTE: No cross.

13 JUDGE BUSHMANN: Redirect by Staff?

14 MR. THOMPSON: No questions. Thank
15 you, Judge.

16 JUDGE BUSHMANN: Thank you,
17 Ms. Dietrich. You may step down.

18 (Witness sworn.)

19 JUDGE BUSHMANN: Be seated.

20 GEOFF MARKE testified as follows:

21 DIRECT EXAMINATION BY MS. SHEMWELL:

22 Q. Good morning.

23 A. Good morning.

24 Q. Dr. Marke, would you please state
25 your name and spell it for the court reporter.

1 A. It's Geoff, G-e-o-f-f, Marke,
2 M-a-r-k-e.

3 **Q. Where do you work?**

4 A. I work for the Missouri Office of the
5 Public Counsel.

6 **Q. What do you do there?**

7 A. I'm the Chief Economist.

8 **Q. Have you prepared testimony in this**
9 **case?**

10 A. Yes, I have.

11 MS. SHEMWELL: Judge, I apologize.
12 Neither of us knows the number of this.

13 JUDGE BUSHMANN: Your first number is
14 350.

15 MS. SHEMWELL: 350?

16 THE WITNESS: Yes.

17 BY MS. SHEMWELL:

18 **Q. Do you have any changes to your**
19 **testimony?**

20 A. I do not. Oh, other than to say that
21 our position now with the stipulation would be to
22 strike the outstanding concern.

23 **Q. You're saying that you have agreed in**
24 **the Stipulation & Agreement that you will strike**
25 **the even or equivalent outcomes section?**

1 A. Yes. And that's Section 3, page 6
2 and page 7.

3 **Q. And that's upon approval of the**
4 **Stipulation & Agreement?**

5 A. That's correct.

6 **Q. Any other changes?**

7 A. No.

8 **Q. Additions?**

9 A. No.

10 **Q. With that, is your testimony true and**
11 **correct to the best of your knowledge and belief?**

12 A. Yes.

13 MS. SHEMWELL: I tender the witness
14 for cross. Thank you.

15 JUDGE BUSHMANN: Do you want to offer
16 that into evidence?

17 MS. SHEMWELL: I do, please.

18 JUDGE BUSHMANN: Are there any
19 objections to Exhibit 350, Marke rebuttal?

20 (No response.)

21 JUDGE BUSHMANN: Hearing none, it is
22 received.

23 (OPC EXHIBIT 350 WAS MARKED AND
24 RECEIVED INTO EVIDENCE.)

25 JUDGE BUSHMANN: First cross would be

1 Division of Energy.

2 MR. POSTON: No questions. Thank
3 you.

4 JUDGE BUSHMANN: Renew Missouri?

5 CROSS-EXAMINATION BY MR. OPITZ:

6 Q. Good morning, Dr. Marke.

7 A. Good morning.

8 Q. In your rebuttal testimony you talk
9 about concerns about conditions that might be
10 attached to a Kansas order which would have a
11 negative or detrimental impact to Missouri
12 ratepayers; is that correct?

13 A. That's correct.

14 Q. And have you had a chance to review
15 the Stipulation & Agreement that's been filed in
16 the KCC?

17 A. Yes.

18 Q. And having reviewed that stipulation,
19 are there any conditions contained in there that
20 would have a negative impact on Missouri
21 ratepayers?

22 A. No.

23 MR. OPITZ: That's all the questions
24 I have. Thank you.

25 JUDGE BUSHMANN: Kansas Electric

1 Power?

2 CROSS-EXAMINATION BY MR. SCHULTE:

3 Q. Good morning, Mr. Marke.

4 A. Good morning.

5 Q. Dr. Marke. I'm sorry. Just one
6 question. Do you believe that this Commission
7 should wait to make its decision until after the
8 KCC issues its order?

9 A. Out of an abundance of caution, I
10 think that would probably -- if I was the
11 Commission, that would make sense.

12 MR. SCHULTE: No further questions.

13 JUDGE BUSHMANN: Cross by MJMEUC?

14 MR. WHIPPLE: None. Thank you.

15 JUDGE BUSHMANN: Commission Staff?

16 MR. THOMPSON: No questions. Thank
17 you.

18 JUDGE BUSHMANN: Applicants?

19 MR. ZOBRIST: No questions, Judge.

20 JUDGE BUSHMANN: Any bench questions?

21 QUESTIONS BY CHAIRMAN HALL:

22 Q. Good morning, Dr. Marke.

23 A. Good morning.

24 Q. Turning to the second Stipulation &
25 Agreement, paragraph 13 on page 5.

1 A. Page 3?

2 Q. Page 5, paragraph 13.

3 A. Yes.

4 Q. Can you explain to me why OPC
5 withdrew the equal outcome provision that you
6 explained in your written testimony?

7 A. My understanding is that at the time
8 of withdrawal, we were operating with the best
9 knowledge that we had available to us at that
10 moment, and that the provisions that were put in
11 place would help ensure a favorable treatment for
12 Missouri ratepayers.

13 Q. So based upon provisions in the
14 second stipulation, you no longer believe it is
15 necessary to condition approval of the two pending
16 stipulations on some type of most favored nation
17 provision; is that correct?

18 A. Yes.

19 Q. Can you tell me specifically what
20 provisions in the second stipulation caused you to
21 take that position?

22 A. My understanding in combination with
23 the provisions that were signed on to the first
24 stipulation, Section 9 over transition cost,
25 section 10 over future mergers.

1 **Q. Let's go one by one. So paragraph 9,**
2 **what is it in paragraph 9 that you believe is of**
3 **significance and at least in part caused you to**
4 **believe that there would be no need for this MFN**
5 **provision?**

6 A. Specifically that there are tangible
7 dollar amounts attached to that. That's not
8 something that for a future rate case where
9 reasonable minds might differ and -- or the error
10 band might be very large on how we differ on this
11 transition cost. Being able to have the certainty
12 of this is what we're talking about gives us --
13 gives our office a level of comfort.

14 **Q. Do you believe that the actual**
15 **transition costs exceed these dollar amounts, or do**
16 **you know?**

17 A. I don't know. I don't think I can
18 tell you with full confidence.

19 **Q. There was at least a position voiced**
20 **by the Applicants that their merger transition**
21 **costs exceeded those amounts?**

22 A. There was -- there was that position,
23 yes.

24 **Q. All right. What other paragraphs in**
25 **the second stipulation?**

1 A. Section 10 for future mergers. I
2 think it clarifies or resupports, I think, the
3 position that carries over from the previous merger
4 and acquisition where that was at least at some
5 point a contested issue, whether or not Missouri
6 had jurisdiction over future mergers or --

7 **Q. And so you believe that, in**
8 **paragraph 10, if there are future mergers which**
9 **include public utilities that may not be in**
10 **Missouri, Holdco would need to come to this**
11 **Commission for approval under that provision?**

12 A. Yes.

13 **Q. What other paragraphs?**

14 A. I think those are the primary ones.
15 Section 5 -- 15 as far as bill credits resolves
16 sort of an outstanding issue we had sort of kicked
17 to the back burner, but that was an issue that all
18 parties collectively felt was a fair outcome.

19 **Q. So these bill credits will inure to**
20 **the benefit of ratepayers prior to the next rate**
21 **case or prior to the effective date of new rates in**
22 **the next rate case?**

23 A. That's correct.

24 **Q. Any other provisions in here relevant**
25 **to your view that it was appropriate to withdraw**

1 **that equal outcomes provision?**

2 A. No.

3 CHAIRMAN HALL: I have no further
4 questions. Thank you.

5 COMMISSIONER KENNEY: No questions.

6 COMMISSIONER COLEMAN: No questions.

7 JUDGE BUSHMANN: Recross based on
8 Bench questions. Division of Energy?

9 MR. POSTON: No questions.

10 JUDGE BUSHMANN: Renew Missouri?

11 MR. OPITZ: No, thank you, Judge.

12 JUDGE BUSHMANN: Kansas Electric
13 Power?

14 MR. SCHULTE: No questions.

15 JUDGE BUSHMANN: MJMEUC?

16 MR. WHIPPLE: No questions. Thank
17 you.

18 JUDGE BUSHMANN: Commission Staff?

19 MR. THOMPSON: No questions. Thank
20 you, Judge.

21 JUDGE BUSHMANN: Applicants?

22 MR. ZOBRIST: Just a couple.

23 RE CROSS-EXAMINATION BY MR. ZOBRIST:

24 **Q. Dr. Marke, on paragraph 15 the**
25 **Chairman was asking you about, that not only**

1 resolved the allocation of bill credit amounts
2 between rate classes and within rate classes, but
3 it also provided an additional \$25 million in
4 up-front bill credits, correct?

5 A. Correct.

6 Q. Now, in response to, I think it was
7 the Chairman's questions about why you withdrew the
8 equal outcomes provision, you still stand by that
9 today in light of your review of the two Missouri
10 stipulations as well as the terms of the Kansas
11 settlement agreement; is that correct?

12 A. That's the office's position, yes.

13 Q. And would you agree that the outcome
14 in Missouri, given all of these agreements, is
15 materially equivalent to the outcome in Kansas in
16 that it's fair and equitable to both Missouri and
17 Kansas ratepayers?

18 MS. SHEMWELL: Judge, Mr. Marke has
19 not had time to review the KCC and decide if it's
20 fair to Kansas. He's not testifying about what's
21 fair or not fair to Kansas.

22 MR. ZOBRIST: I think then he can say
23 that on the record, Judge.

24 JUDGE BUSHMANN: I agree. Objection
25 overruled.

1 THE WITNESS: So I haven't -- I would
2 say that the Kansas stipulation allows for a
3 greater degree of certainty moving forward, where
4 that question's still an outstanding concern for
5 future rate cases here in Missouri.

6 BY MR. ZOBRIST:

7 Q. Are you generally aware that Kansas
8 provides cost recovery to its public utilities for
9 things like transmission charges, property taxes,
10 elements of recovery that we cannot get in Missouri
11 except through a general rate case; is that
12 correct?

13 A. That is true. Different regulatory
14 environment.

15 MR. ZOBRIST: That's all I have,
16 Judge. Thank you.

17 JUDGE BUSHMANN: Redirect?

18 MS. SHEMWELL: Thank you.

19 REDIRECT EXAMINATION BY MS. SHEMWELL:

20 Q. Dr. Marke, you agreed to withdraw
21 your equal outcomes requirement or recommendation
22 to the Commission upon approval of the
23 Stipulation & Agreement, correct?

24 A. That is correct.

25 Q. At that time that you entered into

1 **the second stipulation, had you seen the KCC order?**

2 A. I had not.

3 **Q. You recommended that the Commission**
4 **wait to see what Kansas actually does?**

5 A. Yes.

6 **Q. Why?**

7 A. There is a degree of uncertainty, I
8 think, that is permeating between the two states as
9 to what the ultimate outcome would be as far as a
10 Commission ruling. Again, out of an abundance of
11 caution, I think that it would make sense to see
12 what outcome Kansas would agree to if they do
13 ultimately approve this merger.

14 **Q. Do you take any position on this**
15 **Commission's ability to order specific conditions?**

16 A. I think the Commission is in a unique
17 position to order, to have the freedom to order
18 additional conditions if they feel that's in
19 ratepayers' best interests.

20 MS. SHEMWELL: Thank you.

21 JUDGE BUSHMANN: You may step down.

22 THE WITNESS: Thank you.

23 JUDGE BUSHMANN: Let's go ahead and
24 take the Division of Energy witness.

25 MR. POSTON: Division of Energy calls

1 Martin Hyman.

2 (Witness sworn.)

3 JUDGE BUSHMANN: Be seated.

4 MARTIN HYMAN testified as follows:

5 DIRECT EXAMINATION BY MR. POSTON:

6 **Q. Please state your name.**

7 A. Martin Hyman, H-y-m-a-n.

8 **Q. And by whom are you employed and in**
9 **what capacity?**

10 A. I'm employed by the Missouri
11 Department of Economic Development, Division of
12 Energy as an Energy Policy Analyst.

13 **Q. And are you the same Martin Hyman**
14 **that prepared and caused to be filed rebuttal and**
15 **surrebuttal testimony that's been premarked as**
16 **Exhibits 300 and 301?**

17 A. Yes.

18 **Q. And do you have any corrections to**
19 **your testimony?**

20 A. Just one. On page 5, line 1 of my
21 rebuttal, it should be presents rather than
22 resents. I never resent information.

23 **Q. So you don't resent Mr. Ives' direct**
24 **testimony?**

25 A. No, I do not.

1 Q. And with that correction, if I asked
2 you the same questions that are in your testimony
3 today, would your answers be the same?

4 A. They would.

5 Q. Are they true to the best of your
6 knowledge and belief?

7 A. Yes.

8 MR. POSTON: Your Honor, I offer
9 Exhibits 300 and 301.

10 JUDGE BUSHMANN: Any objections?

11 (No response.)

12 JUDGE BUSHMANN: Hearing none,
13 they're admitted.

14 (DIVISION OF ENERGY EXHIBITS 300 AND
15 301 WERE MARKED AND RECEIVED INTO EVIDENCE.)

16 MR. POSTON: Tender the witness for
17 cross.

18 JUDGE BUSHMANN: First cross would be
19 by Public Counsel.

20 MS. SHEMWELL: I have no questions.
21 Thank you.

22 JUDGE BUSHMANN: Renew Missouri?

23 CROSS-EXAMINATION BY MR. OPITZ:

24 Q. Good morning, Mr. Hyman.

25 A. Good morning.

1 Q. The Division of Energy did not sign
2 onto either of the Nonunanimous Stipulation &
3 Agreements filed in this case; is that correct?

4 A. In the first one, we didn't sign. In
5 the second one, we did not oppose.

6 Q. Okay. And so you'd agree that the
7 Division of Energy also filed a position statement
8 as part of this case?

9 A. Yes. I believe that was prior to the
10 second stipulation.

11 Q. And had you read that position
12 statement?

13 A. Yes. It is our office's position.

14 Q. So within that position statement
15 there were several conditions that your agency
16 suggested should be applied to this merger; is that
17 correct?

18 A. At that time, yes.

19 Q. And one of those conditions was to
20 work with stakeholders to develop and file one or
21 more green tariff options for customers of both
22 KCP&L and GMO in the event that the green tariffs
23 offered by KCP&L and GMO in their current rate
24 cases are not approved?

25 A. Yes, I would agree with that.

1 **Q. How would a condition like that**
2 **protect the public interest?**

3 A. I would start by saying that where we
4 are with the current stipulation again is
5 non-opposition rather than full support or
6 advocacy.

7 I think it would have been helpful to
8 have additional conditions like that to protect the
9 public interest, for example, if for some reason
10 the green tariff or other renewable energy
11 proposals in the case fall through, that it would
12 have been helpful to have a backstop, if you will.

13 Again, you know, some of that,
14 though, is adapting to changing circumstances
15 where, as of the time of rebuttal, we didn't have
16 any sort of rate case to pin such a condition on
17 and now we do.

18 **Q. Well, in your rebuttal you didn't**
19 **actually offer any testimony about green tariff**
20 **options. That's correct, right?**

21 A. No. I disagree.

22 **Q. Can you point to me in your rebuttal**
23 **where you discuss that?**

24 A. Let's see. I would direct you to
25 pages 6 and 7, lines 1 through 15 and 1 through 4.

1 Let's see. Specifically, starting on page 6,
2 line 12, quote, Holdco could consider the creation
3 of options for businesses and households to
4 purchase additional renewable energy as had been
5 proposed or agreed to by other Missouri utilities
6 and could also consider continuing to employ or
7 contract to provide energy efficiency services or
8 incentives. Both actions would enable Holdco to
9 reassign employees that already have the
10 appropriate skills to work on expanded customer-
11 oriented programs such as, quote/unquote, community
12 solar, quote/unquote, subscriber solar and green
13 tariffs, as well as on KCP&L's and GMO's existing
14 and plant renewable energy and energy efficiency
15 initiatives.

16 **Q. Thank you. And so would you agree**
17 **that doing all of those things would be in the**
18 **public interest?**

19 A. I would say so, yes.

20 **Q. In the Division's position statement,**
21 **one of the proposed conditions was also that the**
22 **Holdco would continue the pursuit of all cost**
23 **effective demand side savings under the Missouri**
24 **Energy Efficiency Investment Act. Can you tell me**
25 **how that condition would protect the public**

1 **interest?**

2 A. So there was discussion earlier today
3 just a bit ago with Ms. Dietrich about the
4 circumstances under which MEEIA currently operates,
5 and she did point out that it's voluntary and that
6 some of it has to do with the profit motive, as
7 with any other utility decision.

8 However, I think the other part of
9 that consideration is that the MEEIA statute
10 explicitly says that it's the policy of the state
11 to pursue -- to find ways to pursue all cost
12 effective demand side savings. So I think it goes
13 beyond just the simple engineering and economic
14 analyses and IRP.

15 MR. OPITZ: That's all I have. Thank
16 you.

17 THE WITNESS: Thank you.

18 JUDGE BUSHMANN: Kansas Electric
19 Power?

20 MR. SCHULTE: No questions.

21 JUDGE BUSHMANN: MJMEUC?

22 MR. WHIPPLE: No questions.

23 JUDGE BUSHMANN: Staff?

24 MR. THOMPSON: No questions. Thank
25 you, Judge.

1 JUDGE BUSHMANN: Applicants?

2 Questions from Applicants?

3 MR. BREGMAN: No questions.

4 JUDGE BUSHMANN: Any questions from
5 Commissioners?

6 QUESTIONS BY CHAIRMAN HALL:

7 Q. Good morning.

8 A. Good morning.

9 Q. Turning to your conclusions on
10 page 14 of your surrebuttal.

11 A. One second. Okay. I'm there.

12 Q. Do you believe that the Commission
13 should insert those four conditions as part of any
14 approval of the two stipulations at issue in this
15 case and the transaction as a whole?

16 A. So given that we are not opposed to
17 the second stipulation and the Commission's
18 approval of this transaction, I would also say that
19 we would not be opposed to other conditions that
20 would ensure no detriment to the public interest.

21 Q. So the answer is yes?

22 A. Yeah. We would not be opposed to
23 that, no.

24 Q. I'm not asking what you might not be
25 opposed to. I'm asking whether or not you believe

1 that the Commission should condition approval of
2 the two stipulations and the transaction in general
3 upon these four conditions set forth on pages 14
4 and 15 of your surrebuttal testimony.

5 A. Again, I would say that we're
6 certainly not opposed and we probably would support
7 that action by the Commission.

8 Q. That's as close as I'm going to get
9 to an answer, huh?

10 A. Afraid so today.

11 Q. Concerning the stakeholder process
12 for the green tariff option on Condition 2 --

13 A. Uh-huh.

14 Q. -- and the Missouri-based generation
15 facilities stakeholder process on paragraph 3, the
16 Commission could require or establish those kind of
17 working dockets separate and apart from an approval
18 of this particular merger; is that correct?

19 A. They could. I think that might not
20 be a bad idea, quite honestly, given the increased
21 interest we've seen in these kinds of initiatives
22 not only by utilities and by, you know, Division of
23 Energy or Renew, but frankly by a lot of companies
24 as well at this point. I think that might be a
25 helpful docket.

1 **Q.** And concerning Condition 4, do you
2 have any reason to believe that KCP&L and GMO might
3 be less aggressive on demand side savings in the
4 MEEIA program post merger than they are now?

5 A. I don't nec-- I don't -- I have not
6 seen any concrete evidence, if you will, that would
7 lead me to that conclusion, no.

8 **Q.** And then concerning Condition 1, what
9 is it that you are advocating for?

10 A. So in the context -- when the
11 surrebuttal testimony was filed, that was, of
12 course, in response partly to OPC's position at the
13 time as well as prior to the filing of a
14 stipulation before the Kansas Corporation
15 Commission. So at that time it seemed reasonable
16 to us to support a provision that would make sure
17 that there was no harm to Missouri customers from
18 what was agreed to in Kansas and that, in fact, we
19 might even be able to get a better deal if
20 possible.

21 Since that time, we've seen -- we've
22 had the Kansas stipulation filed. OPC has looked
23 at -- well, I don't want to speak for OPC, but I
24 would note that they agreed to withdraw the equal
25 outcome provision since that time. And all

1 relevant factors considered, such as the two of the
2 three employment outcomes that we were looking for,
3 employment-related companies, we were able to get
4 to not oppose without the equal outcome provision.

5 **Q. So do you believe that there is**
6 **anything in the Kansas stipulation that should be**
7 **in either a Missouri stipulation or in a Commission**
8 **order approving the transaction?**

9 A. From the Kansas stipulation, I
10 haven't seen anything that I would necessarily say
11 we just cut and paste into the Missouri
12 stipulation. I don't believe there's anything that
13 would harm Missouri ratepayers. And as others have
14 noted, there's a different regulatory environment
15 in Kansas in terms of the available riders that
16 allowed -- evidently allowed parties to get to a
17 position where they could agree on things, such as
18 a 9.3 return on equity, rate case moratorium,
19 annual bill credits, et cetera.

20 **Q. So there's nothing in the Kansas**
21 **stipulation that is not in either the Missouri**
22 **stipulations that you would like to see?**

23 A. From my review, I don't believe so,
24 no.

25 CHAIRMAN HALL: I have no further

1 questions. Thank you.

2 COMMISSIONER KENNEY: I have none.

3 QUESTIONS BY COMMISSIONER RUPP:

4 Q. Good morning.

5 A. Good morning, sir.

6 Q. Following up on the Chairman's
7 questions about the items in your conclusions and
8 potential recommendations, do you believe that all
9 of those would benefit the people in Missouri?

10 A. And are you referring to --

11 Q. In your surrebuttal, the one we were
12 just talking about.

13 A. The four in the surrebuttal?

14 Q. Yes.

15 A. I believe that those in addition to
16 the recommendations from my rebuttal that were in
17 my surrebuttal, all of those would be beneficial to
18 Missourians, yes.

19 Q. And do you agree that this is an
20 appropriate forum of which to put those?

21 A. So that's a bit more of a difficult
22 question, to be honest. We -- Kansas is a net
23 benefit, uses a net benefit standard, which
24 Missouri doesn't precisely use. It uses a no
25 detriment standard. But my understanding from a

1 policy perspective is that that is still based on a
2 balance of costs and benefits. So I think to some
3 extent we can consider those additional
4 recommendations that I had, but we do have to keep
5 in mind that the standard is slightly different
6 here and that there are other venues which we will
7 certainly pursue for some of our recommendations,
8 such as during IRP cases, during rate cases, during
9 MEEIA cases. So even if those things are not
10 ordered in this case, we will certainly still
11 pursue them.

12 **Q. But if they were ordered, you think**
13 **that it was in the Commission's purview that this**
14 **could be an appropriate place to make those**
15 **determinations?**

16 A. Well, I'm always hesitant to tell the
17 Commission what it should do or what I think its
18 power is, but I don't see any reason why you
19 couldn't order it.

20 **Q. Okay. So in Renew Missouri's**
21 **position, they had three conditions. One was an**
22 **energy storage demonstration program. Do you**
23 **believe that that type of program would be**
24 **beneficial for the ratepayers and for the state?**

25 A. I believe it would be, yes. We've

1 seen the cost of storage drop very rapidly over the
2 past year, year plus. It's been a few years, as I
3 understand, since the smart grid demonstration
4 pilot wrapped up with the battery that KCP&L used.
5 So I think it would be beneficial for Missourians
6 to move forward on even using what could be a
7 domestic resource since, you know, with stationary
8 batteries it's not as much an issue with the weight
9 of a lead battery, and Missouri, of course, has
10 lead resources.

11 **Q. And in previous testimony the company**
12 **had stated that they didn't believe that this was**
13 **the correct venue to be making condition of**
14 **approval on those types of programs. How would you**
15 **respond to that?**

16 **A.** I guess I partially agree. I mean,
17 given that we are a no net detriment -- or no
18 detriment state, I think it does become a little
19 trickier to discuss everything we might want to see
20 the company do. But to the extent that it does get
21 us to no detriment, I think it certainly could be
22 something considered by the Commission.

23 **Q. Another one they had was the value of**
24 **solar study. Do you believe that would be a**
25 **benefit for the state and for the ratepayers?**

1 A. I think the caveat I would add is we
2 would like to see it as a value of distributed
3 energy resource study since the solar is important,
4 distributed solar is important to consider for the
5 future, but it's certainly not the only resource;
6 for example, distributed storage.

7 **Q. And same question about the company**
8 **said this was not an appropriate forum for that.**
9 **Would you have a similar answer or different?**

10 A. Same answer, I would say.

11 **Q. And then the third one was commitment**
12 **to have no tariff or rate design adverse to**
13 **applying distributed energy resources. Do you**
14 **believe that would be a benefit to the state of**
15 **Missouri and ratepayers?**

16 A. I do. I think the caveat is that
17 here we have a different regulatory environment
18 with regards to tariffs on distributed energy. At
19 the very least under the Net Metering and Easy
20 Connection Act, it's my understanding that you
21 cannot -- that a utility cannot charge a customer
22 with distributed generation as defined under the
23 act differently than any other customers.

24 However, that doesn't necessarily
25 preclude, say, proposing a higher customer charge

1 or some other fixed charge, which the company might
2 try to conceivably use to address such a question.
3 So certainly I don't think that -- I think that
4 might be something that would be beneficial to
5 Missouri ratepayers, but then again that's also
6 something that could be considered in the context
7 of a rate case.

8 **Q. So my next follow-up question is, the**
9 **company has stated this is not an appropriate forum**
10 **for those types of conditions. Do you have the**
11 **same response as the last two or anything**
12 **different?**

13 A. Yes, with more of a focus on rate
14 cases perhaps and even to some extent distribution
15 planning in the IRP process.

16 **Q. If the Commission were to condition**
17 **those three as part of approval, would the Division**
18 **of Energy be supportive of those provisions?**

19 A. We'd be supportive of those
20 provisions, I think. I think, you know, what we
21 got in the stipulation was part of what we were
22 asking for on the employment outcomes. We got
23 additional reporting through five years on changes
24 in employment.

25 I think -- the company was unable to

1 agree to our retraining provision that was
2 included, and I think that would have been one
3 thing that could have helped us get to supporting
4 the merger rather than just simply not standing in
5 the way, if you will.

6 But I think that and some of the
7 other things you were discussing would certainly be
8 helpful in determining our position, you know, what
9 we might think of the merger and moving forward.

10 COMMISSIONER RUPP: Thank you.

11 That's all I have.

12 QUESTIONS BY JUDGE BUSHMANN:

13 Q. I just have one question about the
14 **March stipulation.**

15 A. Sure.

16 Q. On page 6, paragraph 16, do you have
17 **any opinion about whether or not that particular**
18 **provision would be of any benefit to ratepayers and**
19 **why?**

20 A. I think it's beneficial to ratepayers
21 and Missourians to make sure that we are looking at
22 making sure that the savings that inure to
23 ratepayers are not coming at the cost of changes in
24 employment beyond voluntary severance, if you will.
25 This gets back to my discussion with Commissioner

1 Rupp that these were conditions that -- these were
2 two of the three conditions effectively that we
3 were hoping for out of this merger, and the one --
4 one of the ones that certainly -- things that
5 certainly kept us from fully supporting the
6 transaction was that there was no commitment to
7 employee retraining in the event of involuntary
8 severance.

9 I understand that the Applicants have
10 committed to no involuntary severance, and given
11 that we did not get the retraining safeguard, we
12 will certainly be looking at these reports very
13 carefully over the next few years.

14 JUDGE BUSHMANN: Thank you. Recross
15 based on bench questions, Public Counsel?

16 RE-CROSS-EXAMINATION BY MS. SHEMWELL:

17 **Q. Mr. Hyman, just a couple. Are you**
18 **aware that Kansas City Power & Light has already**
19 **done a battery storage experimental program and**
20 **abandoned that program?**

21 A. I don't know that I agree that they
22 abandoned the program. I think the --

23 **Q. Let me rephrase, then. Are you aware**
24 **that they have done a battery experimental program?**

25 A. I am aware that a few years back when

1 there were different economics around batteries,
2 that they did do a program, as I was discussing
3 with the Commission.

4 **Q. And that program is not continuing?**

5 A. It is not.

6 **Q. If they do another, who pays for the**
7 **experimental program?**

8 A. I think that would be for the
9 Commission to determine.

10 **Q. Would it be customers?**

11 A. Potentially it could be customers.

12 **Q. Shareholders?**

13 A. Again, I think that's for the
14 Commission to determine based on prudence review.

15 **Q. What about in this case, should that**
16 **be decided by the Commission?**

17 A. While it could be, I think generally
18 in Missouri my understanding is that we make
19 determinations about prudence in the context of
20 rate cases. We don't do ratemaking in a single-
21 issue ratemaking except for -- except for limited
22 exceptions, such as the FAC.

23 **Q. But isn't that what you're**
24 **recommending the Commission do in this case?**

25 A. Can you clarify what you mean by what

1 I'm recommending the Commission do in this case?

2 **Q. You're recommending the Commission**
3 **adopt certain programs?**

4 A. I'm saying that we would not be
5 opposed to those and that certainly they would be
6 beneficial.

7 **Q. Is that a recommendation?**

8 A. I think my -- I would stop short of
9 calling it a recommendation given that I said not
10 oppose.

11 **Q. Is Westar pursuing a battery program?**

12 A. I believe so, but I'm not entirely
13 sure.

14 **Q. And should the results of that inform**
15 **KCP&L?**

16 A. It could. It certainly could. But I
17 think there is a difference between doing things in
18 the context of Kansas and doing things in the
19 context of Missouri, particularly when one starts
20 to consider the economic development implications
21 of lead acid batteries.

22 **Q. What are those implications?**

23 A. Well, as I'm sure you are aware,
24 historically we have been quite -- been a lead
25 producer. We are a still a significant producer of

1 lead. And lead acid batteries, while they are
2 heavier than the lithium ion option, that the
3 weight is not as much an issue when you're talking
4 about applications such as stationary storage. For
5 example, I would note that the Springfield, City
6 Utilities of Springfield is doing a pilot project,
7 if you will, using batteries from Northstar.

8 **Q. You're not suggesting, however, that**
9 **KCP&L should not gain every bit of information it**
10 **can from other pilot programs?**

11 A. Oh, no. Of course not, but as was --

12 MS. SHEMWELL: Okay. Thank you, sir.

13 JUDGE BUSHMANN: Renew Missouri?

14 MR. OPITZ: Thank you.

15 RECROSS-EXAMINATION BY MR. OPITZ:

16 **Q. Mr. Hyman, in your discussion with**
17 **Commissioner Rupp, you were talking about various**
18 **conditions that you have put forward in testimony.**

19 A. Yes.

20 **Q. And your conditions are designed to**
21 **prevent detriments to the public interest; is that**
22 **correct?**

23 A. I would agree that they were written
24 with the -- with the intention that one could at
25 least reduce the likelihood of a detriment by

1 ensuring beneficial outcomes.

2 Q. So you would agree that it's
3 appropriate for the Commission to order conditions
4 in order to protect the public interest?

5 A. I would agree that if there are
6 conditions the Commission believes could protect
7 the public interest, that they -- that it would be
8 wise to do so, yes.

9 Q. And in some of the questions from
10 Commissioner Rupp, you were asked about whether
11 certain conditions were benefits. Do you recall
12 that?

13 A. I do.

14 Q. And you're aware that -- or would you
15 agree that Missouri uses a balancing approach when
16 evaluating the benefits and the detriments?

17 A. From my understanding as a policy
18 analyst, yes, that is -- I believe we mentioned
19 that in our position statement actually.

20 Q. So would you agree that even if a
21 condition or something that's a benefit, that that
22 would be an important factor in the overall
23 evaluation of whether the merger is detrimental to
24 the public interest?

25 A. Depending on the condition, I would

1 say yes, it could be used in the balancing, again,
2 from a policy perspective.

3 Q. Would you say that that's true of the
4 conditions that you proposed in your testimony?

5 A. I would say so in general, yes.

6 Q. Would you agree that the conditions
7 in the testimony of Renew Missouri's witness would
8 be appropriate to consider in reviewing the not
9 detrimental to the public interest?

10 A. I would say that some of those could
11 certainly be considered.

12 Q. Which of those should be considered?

13 A. In my surrebuttal, I specifically
14 discuss the green tariff and subscriber/shared/
15 community renewable proposals as well as the energy
16 efficiency proposal.

17 Q. And on questions from Commissioner
18 Rupp, you agreed that consideration could be given
19 to the distributed generation study?

20 A. Are you referring to the --

21 Q. I believe you called it a -- he was
22 asking about a value of solar study, and you used a
23 different term.

24 A. Right. Value of distributed energy
25 resources. Yes, I believe that is another

1 condition that the Commission could consider.

2 MR. OPITZ: That's all I have. Thank
3 you.

4 JUDGE BUSHMANN: Kansas Electric
5 Power?

6 MR. SCHULTE: No questions. Thank
7 you.

8 JUDGE BUSHMANN: MJMEUC?

9 MR. WHIPPLE: No questions. Thank
10 you.

11 JUDGE BUSHMANN: Staff?

12 MR. THOMPSON: Thank you, Judge.

13 THE WITNESS: Good morning,
14 Mr. Thompson.

15 RECROSS-EXAMINATION BY MR. THOMPSON:

16 Q. Good morning, Mr. Hyman. Do you
17 agree it would be more appropriate for the
18 Commission to achieve additional renewables through
19 the IRP process than simply to mandate them in this
20 case?

21 A. I guess I'm not clear what you mean
22 by mandate them in this case. I don't know which
23 proposal you're referring to on that one.

24 Q. Well, I think there's some proposals
25 out there, are there not, to require specific

1 commitments towards increasing renewables or
2 maintaining at least the current level of
3 involvement in renewables?

4 A. There are some proposals that would
5 get to that, yes. Again, I don't think --

6 Q. So my question is, is it not more
7 appropriate to do that through the existing IRP
8 process than simply do it by fiat in this case?

9 A. Generally, I think it's better to
10 look at the merger from the context of no
11 detriment. So I would say to some extent it's less
12 of a -- it's not necessarily something that has to
13 be done in this case, but I would also note that I
14 have some reservations about the current structure
15 of the IRP process, which I've certainly talked
16 about before, most recently in a working docket.

17 Q. Okay. You're aware, are you not,
18 that KCP&L and GMO have filed rate cases in
19 Missouri?

20 A. I am.

21 Q. And those cases are pending now?

22 A. I am.

23 Q. So isn't that something that could be
24 addressed in the context of those rate cases?

25 A. It could, and that's certainly

1 something we intend to look at in the context of
2 those rate cases.

3 MR. THOMPSON: Thank you. No further
4 questions.

5 JUDGE BUSHMANN: Questions by
6 Applicants?

7 MR. BREGMAN: Just a few, your Honor.
8 Thank you.

9 RE-CROSS-EXAMINATION BY MR. BREGMAN:

10 Q. Mr. Hyman, during your discussion
11 with Commissioner Rupp, you talked about some of
12 the conditions that were proposed by Renew
13 Missouri. Do you recall that?

14 A. Yes.

15 Q. And one of those conditions was a
16 suggestion that the Applicants be prohibited from
17 filing tariffs that might have negative impact on
18 distributed generation. Do you remember that
19 proposed condition?

20 A. I remember discussing that, yes.

21 Q. Do you agree that the Commission --
22 in order to put a tariff in place that might have
23 an impact on distributed generation, the Applicants
24 would have to get approval from this Commission?

25 A. Yes, through a rate case.

1 **Q. And the determination of whether to**
2 **approve such a tariff and the design of such a**
3 **tariff would come after review of a class cost of**
4 **service, among other evidence?**

5 A. I'm glad you brought that up
6 actually. One of the things that I've been
7 concerned about with all of these proposals that
8 would adversely affect distributed generation is
9 that there have not been very good data to back
10 that up in the Missouri context.

11 That's -- I personally think that
12 that's one of the important reasons to do a value
13 of distributed energy resources study would be all
14 parties would get the chance to look at these
15 questions about costs and benefits of renewables
16 rather than simply throwing policy statements at
17 each other about renewables are always beneficial
18 or renewables are eroding the utility's profit
19 margin.

20 **Q. Would a study of that nature include**
21 **a view of an attempt to quantify externalities**
22 **related to solar?**

23 A. Absolutely. We would be remiss not
24 to look at all aspects of market decisions.

25 **Q. Hasn't the Commission traditionally**

1 **set rates based on cost of service?**

2 A. Traditionally, though I would note
3 that the new MEEIA rules do allow for some
4 consideration of non-energy benefits.

5 Q. Now, as I understand it, the Division
6 of Energy originally opposed the merger on the
7 grounds that it did not meet the no detriment test;
8 is that correct?

9 A. I don't recall that. If you could
10 point me to a part of my testimony that said that.

11 Q. Well, didn't you propose conditions
12 that you believe were necessary to allow the merger
13 to pass the test?

14 A. I proposed conditions that -- if you
15 will give me one second -- help to assure the
16 Commission that the merger will not be detrimental
17 to the public interest but will instead provide a
18 net benefit to the public.

19 Q. So --

20 A. That's on page 8 of my rebuttal.

21 Q. Division of Energy has withdrawn its
22 objection to the merger?

23 A. I wouldn't say we've withdrawn our
24 objection per se. We simply don't oppose. Not
25 that we ever had an objection, a hard objection

1 that we had thrown out there. I would note, for
2 example, we did not oppose the first stipulation
3 that came out, though we were certainly
4 disappointed that it did not include all of the
5 outcomes we were hoping for.

6 **Q. If you don't oppose the merger if**
7 **it's conditioned under the two stipulations that**
8 **have been provided, does that mean that the**
9 **Division of Energy believes that the merger as**
10 **conditioned under those stipulations meets the**
11 **requirements of the Missouri no detriment test?**

12 A. So to rephrase, you're asking if no
13 position equates to supporting the merger under no
14 detriment?

15 **Q. I'm asking whether not opposing**
16 **indicates that the Division of Energy believes that**
17 **the merger meets the requirements of Missouri law**
18 **to be approved by this Commission?**

19 A. I would say it means that we neither
20 oppose it on that ground nor support it on those
21 grounds. As I was noting earlier, we did not get
22 all of the employment-related outcomes that we were
23 hoping for from this merger. Had we gotten those,
24 we would have been closer to being able to support
25 it on the basis of no detriment.

1 MR. BREGMAN: Thank you. I have no
2 further questions.

3 JUDGE BUSHMANN: Redirect?

4 MR. POSTON: No questions.

5 JUDGE BUSHMANN: You may step down,
6 sir. Why don't we take a short break. Be in
7 recess until about 10 minutes after 11.

8 (A BREAK WAS TAKEN.)

9 JUDGE BUSHMANN: Let's go back on the
10 record. Just a brief scheduling note. The
11 Commission does have an agenda session scheduled
12 for noon today. So if we're not finished with our
13 final witness by then, we'll have to break a few
14 minutes before that and maybe come back at 1:30 to
15 finish that witness.

16 I think we are ready for our final
17 witness from Renew Missouri.

18 MR. OPITZ: Thank you, Judge. Renew
19 Missouri calls Mr. Karl Rabago.

20 (Witness sworn.)

21 KARL R. RABAGO testified as follows:

22 DIRECT EXAMINATION BY MR. OPITZ:

23 **Q. Mr. Rabago, would you please state**
24 **and spell your name for the record.**

25 A. Yes. My name is Karl Rabago. Last

1 name is spelled R-a-b-a-g-o. And, of course, Karl
2 is with a K.

3 **Q. And where are you employed and in**
4 **what capacity?**

5 A. I'm employed by the Pace Energy and
6 Climate Center, which is located at the Elisabeth
7 Haub School of Law, a part of Pace University in
8 White Plains, New York.

9 **Q. And in this case, did you prepare**
10 **prefiled testimony on behalf of Renew Missouri that**
11 **has been premarked as Exhibit 450?**

12 A. Yes.

13 **Q. Do you have any corrections or**
14 **changes to that testimony?**

15 A. I do not have any corrections or
16 changes. I do want to note sort of in the interest
17 of disclosure that after I filed this -- after you
18 caused this testimony to be filed, I did submit
19 testimony in the Kansas side of this case on behalf
20 of the Sierra Club. I'm just sort of getting it
21 out there.

22 **Q. So for your testimony in Missouri, if**
23 **I were to ask you the questions posed in that**
24 **document, would your answers be the same?**

25 A. Yes, they would, or substantially the

1 same.

2 Q. And that testimony is true and
3 accurate to the best of your knowledge and belief?

4 A. Yes, it is.

5 MR. OPITZ: Judge, at this time I
6 would offer Exhibit 450 into evidence.

7 JUDGE BUSHMANN: Any objections?

8 (No response.)

9 JUDGE BUSHMANN: Hearing none, it's
10 admitted.

11 (RENEW MISSOURI EXHIBIT 450 WAS
12 MARKED AND RECEIVED INTO EVIDENCE.)

13 MR. OPITZ: Thank you, Judge. I'll
14 tender the witness for cross-examination.

15 JUDGE BUSHMANN: First cross would be
16 by Public Counsel.

17 MS. SHEMWELL: Thank you.

18 CROSS-EXAMINATION BY MS. SHEMWELL:

19 Q. Good morning.

20 A. Good morning.

21 Q. I'm looking at page 23 of your
22 rebuttal testimony.

23 A. Okay. Got it.

24 Q. Lines 3 through 5.

25 A. Yes.

1 **Q. In that sentence you say, a value of**
2 **solar study should be funded by the Applicants,**
3 **overseen by the Commission Staff, and conducted by**
4 **a third-party consultant with stakeholder**
5 **investment?**

6 A. Yes, ma'am.

7 MS. SHEMWELL: That's all I have.
8 Thank you.

9 JUDGE BUSHMANN: Division of Energy?

10 MR. POSTON: No questions.

11 JUDGE BUSHMANN: Kansas Electric
12 Power?

13 MR. SCHULTE: No questions.

14 JUDGE BUSHMANN: MJMEUC?

15 MR. WHIPPLE: None. Thank you.

16 JUDGE BUSHMANN: Commission Staff?

17 MR. THOMPSON: No questions. Thank
18 you, Judge.

19 JUDGE BUSHMANN: Questions by
20 Applicants.

21 MR. FISCHER: Thank you, Judge.

22 CROSS-EXAMINATION BY MR. FISCHER:

23 **Q. Good morning, Mr. Rabago. My name is**
24 **Jim Fischer, representing the Applicants in this**
25 **case. I understand you're missing a performance of**

1 **Hamilton by being with us tonight?**

2 A. On Broadway, yeah. But the
3 granddaughter and the wife are having a good time.

4 Q. Well, they're also experiencing a
5 snowstorm out on the east coast, I think.

6 A. Yeah.

7 Q. Well, welcome to Missouri in any
8 event. I have just a few questions for you.

9 On page 1 of your rebuttal testimony,
10 you state you're appearing on behalf of Renew
11 Missouri Advocates and then in parentheses, in
12 quotation marks, Renew Missouri; is that correct?

13 A. Yes, sir.

14 MR. FISCHER: Judge, I'd like to have
15 an exhibit marked. I think it's 17. Is that
16 right?

17 JUDGE BUSHMANN: 17 would be the next
18 number.

19 (APPLICANTS' EXHIBIT 17 WAS MARKED
20 FOR IDENTIFICATION BY THE REPORTER.)

21 BY MR. FISCHER:

22 Q. Mr. Rabago, I'd like to show you a
23 copy of the Articles of Incorporation of an
24 organization called Renew Missouri Advocates, which
25 I obtained from our Missouri Secretary of State's

1 website. Does this appear to be the Articles of
2 Incorporation of Missouri -- Renew Missouri
3 Advocates?

4 A. I am not an expert on that, but it
5 looks like Articles of Incorporation that I've seen
6 before, and it appears to have the kind of
7 information that I would expect and it is titled as
8 such. So what's that phrase we use? Subject to
9 check, I'll assume this is a legitimate copy of a
10 legitimate document.

11 Q. I'd like to ask you to turn to page 2
12 of that.

13 A. Okay.

14 Q. Where it has a statement, the
15 specific purpose for which the corporation is
16 organized is to transform Missouri into a leading
17 state in renewable energy and energy efficiency
18 within the meaning of Section 170(b)(1)(a), little
19 6, I guess, of the code. Do you see that?

20 A. Yes, sir.

21 Q. Is that your understanding of the
22 specific purpose of your client?

23 MR. OPITZ: Mr. Fischer, can you
24 point me to where that's at?

25 MR. FISCHER: Yeah. It's on the

1 second page, at the very top of the page. It runs
2 over from the bottom.

3 MR. OPITZ: Okay. Thank you.

4 BY MR. FISCHER:

5 Q. Is that right?

6 A. So I -- I don't have any, you know,
7 expertise to state what specific purpose means
8 under Articles of Incorporation. I don't know what
9 that code section is. I will say that I know Renew
10 Missouri to be a group that advocates for clean and
11 renewable energy, that participates in commission
12 processes, and I'm not surprised that they would
13 have an aspirational goal of Missouri being a
14 leading state in renewable energy and energy
15 efficiency. So it comports with my understanding
16 of what the group works for.

17 Q. And it looks like on the front corner
18 there at the top it was filed on July 13 of 2016;
19 is that right?

20 A. That is the date that appears on what
21 you gave me, yes.

22 MR. FISCHER: Judge, I'd move for
23 admission of 17.

24 MR. OPITZ: Judge, I don't have any
25 objection to the document as for speaking for

1 itself, but I do note that the registered agent on
2 the front of this page is a prior registered agent
3 who's no longer the registered agent. So I wonder
4 if this is an outdated form. However, if the
5 purpose is to ask about the purpose of being
6 incorporated, I have no objection to it.

7 JUDGE BUSHMANN: All right. Then
8 Exhibit 17 will be admitted.

9 (APPLICANT'S EXHIBIT 17 WAS RECEIVED
10 INTO EVIDENCE.)

11 BY MR. FISCHER:

12 Q. I also took a look at the website of
13 Renew Missouri, and it also indicated that Renew
14 Missouri's interests were to advance renewable
15 energy and energy efficiency in the state of
16 Missouri. And I believe you testified that's your
17 understanding of what their purpose is?

18 A. Yes, sir.

19 Q. But it indicated that the
20 organization was founded in 2006. Do you know,
21 Mr. Rabago, is there a difference between the Renew
22 Missouri Advocates which was formed by the filing
23 of this Secretary of State document in 2016 and the
24 Renew Missouri which had a website in 2006?

25 A. No, sir, I do not know.

1 Q. You don't know. Okay. Mr. Opitz, I
2 think on Monday it was -- you may not have been in
3 the hearing room. I don't think you were.

4 A. No, sir.

5 Q. -- asked the Commission to take
6 official notice of a decision involving GMO's
7 request for permission to build a utility scale
8 solar plant near Greenwood, Missouri.

9 A. Okay.

10 Q. And that was Case No. EA-2015-0256.
11 I'd like to show you a copy of an application to
12 intervene in that case by Renew Missouri, if that
13 would be all right.

14 A. Sure.

15 Q. I don't think I need to make it an
16 exhibit. I'll give your counsel one. Judge, I can
17 let you follow along if you'd like.

18 In this application to intervene in
19 that case, there's an entity called Earth Island
20 Institute, doing business as Renew Missouri, and
21 they requested to intervene. Is this the same
22 legal entity that's your client in this case?

23 A. I don't know for sure, but given the
24 dates and what's going on here, this does not
25 surprise me. I've done -- I spent many years

1 working in the nonprofit sector, and many times
2 nonprofit advocacy organizations will operate under
3 the IRS approval of a parent organization. A lot
4 of city community trust type organizations set up
5 that way and -- or community foundations set up
6 that way to sponsor up and coming organizations as
7 they move towards incorporation in their own right.

8 Q. Let me just ask you this question:
9 On paragraph 2 it says, Earth Island Institute is a
10 nonprofit corporation organized under the laws of
11 California --

12 A. Right.

13 Q. -- with its principal place of
14 business at 2150 Alston Way, Suite 460, Berkeley,
15 California, and then down below it says, Renew
16 Missouri is a registered fictitious name of Earth
17 Island Institute. Do you see that?

18 A. Yes, sir.

19 Q. With its principal place of business
20 there and address in Columbia?

21 A. Yes, sir.

22 Q. And then it goes on to say, Renew
23 Missouri is a nonprofit policy group whose mission
24 is to transform Missouri into a leading state in
25 renewable energy and efficiency by 2016. Is that

1 what it says?

2 A. It appears to say that, yes.

3 Q. There's also an Earth Island
4 Institute website --

5 A. Okay.

6 Q. -- which indicated that Earth Island
7 Institute was formed by a David Brower, who was the
8 first executive director of the Sierra Club. Is
9 that your understanding?

10 A. I don't know.

11 Q. Okay.

12 A. I know David Brower was --

13 MR. OPITZ: I'm going to object to
14 this line of questioning as irrelevant.

15 MR. FISCHER: I think it's going to
16 become relevant if you give me a few questions.

17 MR. OPITZ: Renew Missouri is no
18 longer associated or under the umbrella of Earth
19 Island Institute.

20 MR. FISCHER: Maybe counsel could
21 explain that.

22 MR. OPITZ: My understanding is there
23 was a period of time several years ago, and it may
24 have been up to within the last year or two, prior
25 to my joining Renew Missouri, that they were

1 operating under the umbrella of Earth Island
2 Institute, doing business as Renew Missouri.
3 However, and I don't have documentation prepared to
4 show it, but we are -- Renew Missouri is a
5 standalone operation now, no longer under the
6 purview of Earth Island Institute.

7 And I'm happy to provide counsel
8 that. I guess it would probably take me a day to
9 track that down since I don't have access to a
10 printer here, but --

11 MR. FISCHER: Judge, if I could just
12 do some more cross, I think we can probably go
13 there and see some of that.

14 JUDGE BUSHMANN: And you're preparing
15 to lay a foundation, I assume, for what you're
16 coming to?

17 MR. FISCHER: Yes.

18 JUDGE BUSHMANN: I'll give you a
19 little leeway and overrule the objection.

20 BY MR. FISCHER:

21 Q. It goes on to say, as I think we've
22 already established, that Renew Missouri has a
23 mission to transform Missouri into a leading state
24 in renewable energy and efficiency by 2016.

25 So as I understand counsel's

1 **statement, your client, Renew Missouri, is a**
2 **different legal entity than the Earth Island**
3 **Institute that intervened in the GMO solar case?**

4 A. That's the assumption I would make as
5 well based on the documents you've shown me.

6 Q. **And the application to intervene in**
7 **that GMO solar case was signed by Mr. Andrew J.**
8 **Linhares; is that correct?**

9 A. It appears so, yes.

10 Q. **And he's also counsel in this case as**
11 **a Staff attorney for your client in this case; is**
12 **that true?**

13 A. I don't know what his current status
14 is, but I do know his name also appears on the
15 Articles of Incorporation you showed me. But I
16 don't know his formal status with Renew Missouri.

17 Q. **Can you explain the relationship**
18 **between your client in this case and the**
19 **organization that intervened in the GMO solar case?**

20 A. It appears that the -- it is a, you
21 might say a successor organization or a new
22 corporate form for a group of people with a
23 particular mission.

24 Q. **Well, is Renew Missouri Advocates,**
25 **your client in this case, are they funded by Earth**

1 **Island Institute or persons associated with Earth**
2 **Island Institute?**

3 A. I don't know anything about the
4 funding of -- I'm not -- I'm sorry. I shouldn't
5 say that. I don't know the answer to that
6 question. I believe, based on conversations with
7 folks at Renew Missouri, they are recipients of
8 some funds from the Energy Foundation, which we
9 haven't mentioned or haven't talked about so far.
10 That's the one thing I have in my mind about any
11 funding that Renew gets.

12 **Q. What's the Energy Foundation?**

13 A. It's a foundation that -- a
14 charitable foundation that is headquartered in
15 San Francisco, California that has been funding
16 clean energy advocates around the country for
17 20 years now almost or maybe more.

18 **Q. Is that --**

19 A. No. I'm sorry. Almost 30 years, I
20 think.

21 **Q. Is that the same funding source which**
22 **would fund Sierra Club, which is an intervenor and**
23 **represented by another group in this case?**

24 A. I do not know what Sierra Club's
25 funding is in this case or in any other case. I

1 will tell you, I work -- at Pace we're a recipient
2 of Energy Foundation funds, too, but we have other
3 sources of funds. So I can't --

4 **Q. So who funded the Energy Foundation?**

5 A. Other funds. So, for example, the
6 MacArthur Fund, the Rockefeller Brothers Fund,
7 the -- other funds like that gathered together in
8 1990 to form the Energy Foundation to
9 collaboratively create an initial budget of
10 \$10 million to try to at some very modest level
11 meet the ratepayer-funded advocacy of electric
12 utilities in the energy space.

13 **Q. Do you believe that's the funding**
14 **source for your client, Renew Missouri Advocates,**
15 **in this case?**

16 A. I do not know what their funding
17 source is in this case, but I do remember having
18 conversations that they -- I was just trying to be
19 complete in my answer. I remember talking with
20 Mr. Owen I think in some conversations that they
21 get Energy Foundation funds. I'm just telling you
22 the extent of my knowledge.

23 **Q. Mr. James Owen is the Executive**
24 **Director of Renew Missouri Advocates; is that**
25 **right?**

1 A. Yes.

2 Q. And he was the same James Owen that
3 was formerly the acting public counsel here in the
4 state of Missouri?

5 A. I believe that was a position he held
6 before, yes.

7 Q. I found a Tweet from Renew Missouri's
8 Twitter account which stated that our mission is to
9 transform Missouri into a top 20 state in renewable
10 energy and efficiency by 2020. Does that sound
11 consistent with what you understand their goals
12 are?

13 A. It's consistent with the -- it's
14 consistent with the advocacy I understand that they
15 undertake. It's consistent with the kind of goals
16 that you described in the previous two documents
17 that you showed me. Maybe they're aiming a little
18 low, but...

19 Q. 2020's not very far off, though, is
20 it?

21 A. Yeah.

22 Q. Okay. Well, is your testimony in
23 this proceeding intended to promote those goals
24 that Renew Missouri Advocates have announced?

25 A. I testify in this proceeding as an

1 expert witness offering my opinion based on the
2 evidence that I reviewed in the application, but
3 I --

4 **Q. So it's not to support Renew**
5 **Missouri's goals and purposes?**

6 A. I'm sorry?

7 **Q. So your testimony is not designed to**
8 **support Renew Missouri's goals and purposes?**

9 A. I think I focused on those issues and
10 my -- I do share those goals, advancing clean
11 energy, wherever I work. And so I think there's an
12 alignment of interests between us. I'm just -- I'm
13 hesitating because I don't want to have this
14 colloquy sound like I'm agreeing that I was
15 directed in my examination, findings and
16 conclusions in this testimony.

17 **Q. Did Mr. Owen approve the filing of**
18 **your testimony in this case?**

19 A. I believe he was a reviewer on it.
20 Mr. Opitz was the primary person I worked with.

21 **Q. So he would have been, as the**
22 **executive director, the policy person, right, for**
23 **the Renew Missouri group?**

24 A. The ultimate policy director for that
25 group as the executive director.

1 **Q. He would have approved your filing?**

2 MR. OPITZ: Judge, I'm going to renew
3 my relevance objection.

4 MR. FISCHER: I'm trying to
5 understand who this client is -- or who this man is
6 representing, what their goals are and who we're
7 talking to.

8 JUDGE BUSHMANN: Overruled.

9 THE WITNESS: I'm sorry. Could you
10 repeat that last question?

11 BY MR. FISCHER:

12 **Q. I think I just asked you whether**
13 **Mr. Owen as the policymaker would have approved**
14 **your testimony?**

15 A. I have to assume so. It would be
16 reasonable to assume that he did approve it.

17 **Q. Okay. I'd like to show you another**
18 **document that is just a LinkedIn document that**
19 **shows Mr. Owen's background a little bit. Make**
20 **sure we're talking about the same people.**

21 JUDGE BUSHMANN: Are you marking
22 this?

23 MR. FISCHER: Yeah, that would be
24 fine, Judge.

25 JUDGE BUSHMANN: That would be 18.

1 (APPLICANTS' EXHIBIT 18 WAS MARKED
2 FOR IDENTIFICATION BY THE REPORTER.)
3 BY MR. FISCHER:

4 Q. Does this appear to be a LinkedIn
5 profile of Mr. James Owen that indicates he's the
6 executive director of your client, Renew Missouri,
7 at the present time?

8 A. Yeah. It appears to be his face,
9 appears to be his name, his title, and a bunch of
10 other information that appears to be in one
11 continuous website posting as evidenced by the URLs
12 that appear on the bottom of the pages. I can't
13 obviously testify as to the veracity of any of the
14 information here, and neither should you. It's the
15 Internet.

16 Q. Can you testify he is executive
17 director --

18 A. Yes.

19 Q. -- of Renew Missouri now?

20 A. Yes.

21 Q. And it also indicates, doesn't it,
22 that Renew Missouri is committed to promoting
23 renewable energy and energy efficiency throughout
24 Missouri by engaging with businesses, cities, the
25 state government and other interested stakeholders.

1 I currently oversee attorneys, policy
2 professionals, administrative staff, interns,
3 clerks, all working toward making our state a top
4 20 state for renewable energy and energy
5 efficiency?

6 A. Yes. It says that under the
7 experience heading for the position executive
8 director.

9 Q. Yeah. And that indicates he's been
10 the executive director from May 2017 to the
11 present, right?

12 A. That's what it says.

13 Q. And then also indicates that he was
14 the acting director of the Office of Public Counsel
15 from February 2016 to February 2017, right?

16 A. That's on the second page. Yes. If
17 this is still him, looks like it is, it says acting
18 director Office of the Public Counsel, yes.

19 Q. Are you aware that GMO has been given
20 permission by the Commission to construct a utility
21 scale solar plant near Greenwood, Missouri?

22 A. I have a general knowledge that that
23 sounds right, but I don't know the specifics.

24 Q. Okay. Well, Mr. Opitz asked the
25 Commission to take official notice or

1 administrative notice of the Report and Order in
2 that case earlier. I'd like to show you a
3 statement of position of Renew Missouri in that
4 case.

5 A. All right.

6 MR. FISCHER: Judge, I don't think I
7 need to mark it as an exhibit.

8 BY MR. FISCHER:

9 Q. On the first page of that Renew
10 Missouri position statement it states, Renew
11 Missouri believes the evidence is sufficient to
12 establish that the project described in GMO's
13 application is necessary or convenient for the
14 public service within the meaning of Section, it
15 says 303.170. I believe it should be 393.170. In
16 addition, the substantial and growing demand for
17 solar energy in GMO's territory and the state of
18 Missouri demonstrates that GMO's project is an
19 attempt to meet the demands and preferences of the
20 utility customers. Do you see that? Is that true?

21 A. Yes, sir, I do see that language.

22 Q. Based upon that statement, would you
23 conclude that Renew Missouri was supportive of
24 GMO's application to build a solar facility in
25 Missouri?

1 A. Just that's sort of just a factual
2 description. I'm going to see if there's a sort of
3 recommendation on the document that you gave me.

4 I would generally consider a
5 statement like this affirmative, but reading this
6 sort of very carefully, what it really just says is
7 that the application is sufficient to meet the
8 legal standard and that it comports with or it is
9 consist -- it appears to be an effort to meet the
10 demands and preferences for solar energy. So they
11 seem to be factual decisions as opposed to
12 conclusions on the application in general.

13 **Q. It wouldn't surprise you, though,**
14 **would it, that Renew Missouri would support solar**
15 **facilities in Missouri?**

16 A. It would not surprise me at all, no.

17 **Q. I'd like to show you another**
18 **statement of position in that case.**

19 A. Okay.

20 **Q. This one is by the Office of the**
21 **Public Counsel. If you would take a look at page 1**
22 **under the first issue, it's framed as -- the issue**
23 **is framed as, does the evidence establish the solar**
24 **generation project in GMO's application in this**
25 **docket and for which GMO is seeking a certificate**

1 of convenience and necessity is necessary or
2 convenient for the public service within the
3 meaning of Section 393.107? Do you see that?

4 A. Yes, sir.

5 Q. Now, if you read down below the
6 answer, the Public Counsel answers no, and then at
7 the end of that he says, the evidence in this case
8 will show that GMO's application does not meet the
9 criteria set forth in Section 393.170. Is that
10 right?

11 A. That is what this document that you
12 gave me says. I want to reiterate that I really
13 don't know this case well, but that's what the
14 document you gave me says, and it appears to be a
15 document that's a statement of position that sort
16 of mirrors the one you showed me for Renew
17 Missouri.

18 Q. Except it comes to a different
19 conclusion?

20 A. Yes. By a different party, right.

21 Q. It indicates that Public Counsel was
22 opposed to that project; is that right?

23 A. Well, that's a -- again, this is a
24 conclusion. It says that Public Counsel -- at
25 least what I'm reading says that Public Counsel

1 comes to the conclusion that it doesn't meet the
2 criteria of the statute or the -- and it does not
3 meet the criteria established by the Commission in
4 a cited case they call Tartan, which I am not
5 familiar with.

6 Q. I believe during the hearings on
7 Monday Mr. Opitz indicated that he'd been involved
8 in the case and the subsequent appeal to the courts
9 and the Public Counsel was opposing the solar
10 facility in that case. Were you informed that --
11 by Mr. Opitz or Mr. Owen that they had opposed
12 their solar facility here in Missouri?

13 A. I do not recall ever discussing that,
14 no.

15 Q. Okay. Well, that's understandable.
16 Renew Missouri was supportive of GMO's application,
17 but the Office of the Public Counsel under the
18 direction of Mr. Owen was opposed to it and
19 appealed it to courts. Is that what you
20 understood?

21 A. Again, you're using the conclusory
22 terms oppose, support. One group came to a
23 conclusion that it meets the criteria. One group
24 comes to the conclusion, one party comes to the
25 conclusion it does not meet the criteria. I don't

1 know the actual posture they took on what the
2 Commission should do, but yes, that's --

3 **Q. Were you informed that the appeal of**
4 **that decision was unsuccessful and the courts**
5 **upheld this Commission's decision to build the**
6 **solar facility?**

7 A. I am not familiar with the subsequent
8 history of that application.

9 **Q. From the perspective of Renew**
10 **Missouri, do you believe it's a positive**
11 **development that GMO is permitted to construct a**
12 **solar facility in Missouri?**

13 A. Well, I'd start by wanting to believe
14 it would be a positive, but I'd need a lot of facts
15 and circumstances to render a professional opinion
16 on it.

17 **Q. But Renew Missouri's mission is to**
18 **encourage renewable energy development by -- in**
19 **Missouri by the year 2020, right?**

20 A. Right. But I -- what I'm saying is
21 that I think a conclusory statement of purpose
22 doesn't mean that all you have to do is put solar
23 on it and, you know, somebody's going to approve
24 it. I at least would want to look at facts and
25 circumstances. I'm assuming Renew Missouri would,

1 too.

2 Q. It's important to know the costs and
3 the benefits and who's paying for it and all those
4 kinds of things when you look at a solar project,
5 right?

6 A. I would think so, yes.

7 Q. And that's true for a wind project,
8 you need to know how much it's going to cost, how
9 it's going to benefit, do you have transmission
10 facilities. You can't just say building wind is a
11 good thing?

12 A. Like I said, my predilection is to
13 start with, it looks like a good thing. Let's see
14 if it really pencils out. But I think all those
15 factors are important to consider in every and any
16 individual proposal.

17 Q. And that would be true of a value of
18 solar study or a value of distributed energy study,
19 we need to know the costs and who's going to
20 benefit, who's going to pay for it, whether it's
21 going to be worth it in the end?

22 A. I think that's reasonable.

23 Q. Okay. I'd like to show you another
24 document. This is a Stipulation & Agreement in
25 Case No. EE-2017-0113, which is our previous case

1 associated with this merger transaction. I only
2 have a couple copies, but I'm not going to go too
3 far with it.

4 MR. FISCHER: Judge, I am showing the
5 witness a copy of the Stipulation & Agreement
6 between GPE, KCP&L and GMO with the Missouri Office
7 of the Public Counsel in Case No. EE-2017-0113
8 dated October 26, 2016. And this is the case
9 involving GPE, KCP&L and GMO's request for a
10 variance on the affiliate transaction rule related
11 to the initial transaction. I'd ask the Commission
12 to take official notice of that.

13 JUDGE BUSHMANN: To that particular
14 document?

15 MR. FISCHER: Yeah. To the
16 stipulation. It was dated October 26th, and it
17 was the stipulation between the applicants and the
18 Office of the Public Counsel.

19 JUDGE BUSHMANN: October 26th of what
20 year?

21 MR. FISCHER: 2017. I'm sorry.

22 JUDGE BUSHMANN: Are there any
23 objections to taking official notice of that
24 document?

25 (No response.)

1 JUDGE BUSHMANN: Hearing none,
2 official notice is taken.

3 BY MR. FISCHER:

4 Q. Mr. Rabago, would you turn to page 2.

5 A. Yes, sir.

6 Q. At the very top it says, the
7 signatories hereto recommend that the Commission
8 grant the requested variance subject to the
9 following conditions and subject to the Stipulation
10 & Agreement between the joint applicants and the
11 Staff of the Commission.

12 A. I see that.

13 Q. Okay. Down below there are several
14 conditions, including the second one there is
15 the -- there's a stipulation related to the
16 employment in the state of Missouri. Do you see
17 that?

18 A. Yes, sir.

19 Q. And then if you turn over to the
20 third page, there's another stipulation with the
21 Public Counsel involving independent third-party
22 management audits of the affiliate transactions and
23 corporate cost allocations. Do you see that?

24 A. Yes, sir.

25 Q. And then there's also one on page 4

1 related to corporate social responsibility. Do you
2 see that?

3 A. I see that.

4 Q. And then if you flip over to the last
5 one on page 6, relates to parent company
6 conditions?

7 A. Yes, sir.

8 Q. Okay. And would you turn to the
9 signature page on page 9?

10 A. All right. I'm there.

11 Q. Does that have a signature by Mr. Tim
12 Opitz on behalf of the Office of the Public
13 Counsel?

14 A. Yes, sir, it does.

15 Q. And this was dated October 26th.
16 That would have been a time when Mr. Owen was
17 acting director of the Office of Public Counsel,
18 right? We already established that.

19 A. Based on the LinkedIn data that you
20 showed me. And by the way, the date is on page 10.
21 Yes.

22 Q. Is it your understanding that the
23 Office of the Public Counsel has the responsibility
24 to represent the public in public utility merger
25 cases like this one?

1 A. I don't have personal knowledge of
2 their statutory or other obligations, but that kind
3 of obligation is consistent with my experiences for
4 offices of public counsel.

5 **Q. Let's just confirm that. I'll hand**
6 **you a copy of Section 386.710 of our statutes here**
7 **in Missouri. Would you read the second**
8 **subparagraph there.**

9 A. Assuming this is a -- well, this
10 document says Chapter 386, Section 386.710,
11 subparagraph 2.

12 **Q. Yes.**

13 A. He may represent -- I'm assuming he
14 or she -- may represent and protect the interests
15 of the public in any proceeding before or appeal
16 from the Public Service Commission.

17 **Q. Does Renew Missouri have any**
18 **statutory authority to represent the public in this**
19 **case?**

20 A. I don't know, sir. I'm assuming that
21 whatever legal authority or -- I don't know if
22 there's statutory authority for public interest
23 participation in cases.

24 **Q. Mr. Opitz didn't tell you that there**
25 **was, correct?**

1 A. I didn't -- no, I don't recall that
2 anybody said that to me.

3 **Q. Does Renew Missouri have any**
4 **statutory to represent any particular interest at**
5 **all?**

6 MR. OPITZ: Objection. Calls for
7 legal conclusion.

8 JUDGE BUSHMANN: What's your
9 response, calls for legal conclusion?

10 MR. FISCHER: I think Mr. Rabago is a
11 lawyer, right?

12 THE WITNESS: I am, but I'm not here
13 in my capacity as an attorney. I'm certainly not a
14 Missouri attorney.

15 MR. FISCHER: I can rephrase the
16 question, Judge.

17 JUDGE BUSHMANN: Go ahead.

18 BY MR. FISCHER:

19 **Q. Were you provided any statutory**
20 **authority that Renew Missouri has for any purpose?**

21 A. No. I have not seen anything
22 statutory that states what their purposes are.

23 JUDGE BUSHMANN: Mr. Fischer, we're
24 getting close to time to break. Is there an
25 appropriate --

1 MR. FISCHER: I'm about ready to be
2 finished soon, Judge. Just give me two more
3 minutes and I think I'll be done.

4 JUDGE BUSHMANN: Very good.

5 BY MR. FISCHER:

6 Q. If we turn back to the Articles of
7 Incorporation, just to remind us, the specific
8 purpose for which the corporation is organized is
9 to transform Missouri into a leading state in
10 renewable energy and energy efficiency, right?
11 That's what the purpose is?

12 A. Yes, sir.

13 Q. Does the stated purpose of Renew
14 Missouri include a purpose that it's to represent
15 the public?

16 A. This document does not state that's a
17 purpose, but it also says it's organized and
18 operated for charitable, educational, scientific
19 purposes, and that this is a -- the language about
20 renewable energy and energy efficiency is a
21 specific purpose.

22 So I don't know how it works in
23 Missouri, whether that allows for other purposes,
24 general supporting purposes to accomplish this
25 specific purpose or any other construction like

1 that.

2 Q. And it doesn't state that the purpose
3 of Renew Missouri is to represent the public
4 interest; is that right?

5 A. I would offer the same answer I gave
6 you. I don't know --

7 Q. So the answer is no?

8 A. The language that you shared with me
9 is the answer is no.

10 Q. Wouldn't you agree that the
11 responsibility to represent the public in this
12 merger proceeding, according to that statute you
13 looked at, is assigned to the Office of the Public
14 Counsel?

15 A. I'd say it another way. The Office
16 of the Public Counsel is assigned the -- is granted
17 the power and duty, and I'm not sure which this is,
18 to represent and protect the interests of the
19 public in any proceeding.

20 Q. So that's an affirmative?

21 A. It's not -- it's not an affirmative
22 to the question you asked me, the way you asked it.
23 I'm sorry.

24 Q. Okay. Let me ask it to you again.
25 Wouldn't you agree that the responsibility in this

1 **case is to represent the public, that's the**
2 **responsibility of the Office of the Public Counsel?**

3 A. I think the way I would phrase it is
4 that I would -- the Public Counsel has in this --
5 as a -- as a participant in this proceeding, is
6 charged with taking positions, advancing a case,
7 whatever it is, that represents and protects the
8 interests of the public.

9 Q. **Would you agree that the**
10 **responsibilities of the Office of the Public**
11 **Counsel, according to that statute, are different**
12 **from the specific purposes of Renew Missouri**
13 **contained in the Articles of Incorporation?**

14 A. The language in the statute differs
15 from the language in the Articles of Incorporation,
16 yes, sir.

17 Q. **The interests of Renew Missouri are**
18 **narrower than the statutory interests of the Office**
19 **of the Public Counsel; wouldn't you agree with**
20 **that?**

21 A. The language about the Public
22 Counsel's duties and responsibilities is broader in
23 nature than the specific purpose statement in the
24 document that is the Articles of Incorporation.

25 Q. **And the Office of the Public Counsel**

1 is recommending approval of the merger between GPE
2 and Westar subject to the conditions contained in
3 the two stipulations filed earlier in this case; is
4 that your understanding?

5 A. That comports with my understanding.

6 MR. FISCHER: That's all I have,
7 Judge.

8 JUDGE BUSHMANN: At this point let's
9 break. We'll be in recess until 1:30.

10 MR. THOMPSON: Judge, Ms. Dietrich
11 has to go to the Capitol this afternoon. Can she
12 be excused?

13 JUDGE BUSHMANN: She may.

14 MR. THOMPSON: Thank you.

15 (A BREAK WAS TAKEN.)

16 JUDGE BUSHMANN: We can pick up where
17 we left off, and the next item would be questions
18 from the Commissioners.

19 QUESTIONS BY CHAIRMAN HALL:

20 Q. Good afternoon.

21 A. Hi. How are you doing, Mr. Chairman?

22 Q. I'm doing well. Thank you. Can you
23 turn to page 17 --

24 A. Yes.

25 Q. -- of your rebuttal?

1 A. Yes, sir. I'm here.

2 Q. Okay. And on lines 8 through 19, you
3 list a number of examples of clean energy
4 development that could result from this merger; is
5 that true?

6 A. Yes, sir.

7 Q. So with a merger, these examples all
8 become more likely in your view?

9 A. Yes, sir. And the only sort of
10 modification I'd make to my answer is that it also
11 has to be taken in context. There's a general
12 trend toward a lot of these things happening
13 anyway. The combined entity should, if it's more
14 efficient and if it has more resources, should be
15 able to do more than the baseline trajectory of
16 what's going on in the industry by virtue of the
17 asserted benefits of the combination.

18 Q. So even without any of the conditions
19 that you're advocating for, you believe this merger
20 is a good thing?

21 A. I think that if the assertions of the
22 enhanced capabilities bear fruit and those
23 capabilities turn into action, which is the second
24 if, and if they're not waylaid by the challenges
25 and frustration and attention grabbing of the

1 integration process, then there's room for this to
2 be positively beneficial to the state of Missouri,
3 to the customers of the merged entity. But I have
4 to put those conditions on.

5 Q. None of those conditions are in here.
6 You come right out and say that these are examples
7 of clean energy development that could result by
8 this merger, as a result of this merger?

9 A. Yes, they should be able to -- my
10 words are they should be able to accomplish the
11 following. A larger enterprise should be able to
12 do it, yes, sir.

13 Q. I mean, to me, that sure sounds like
14 you're saying this merger is a good thing, and
15 you'd like -- you on behalf of your client would
16 like to take advantage of this situation to lock in
17 some of these possibilities. But even without
18 having locked in these possibilities, the merger
19 does present the likelihood that all of these will
20 occur, making it good for Missouri. Am I missing
21 something?

22 A. I generally agree. I think I'd
23 phrase it a little bit differently because of the
24 merger standard in Missouri. So what I would say
25 is that we think it's necessary -- I come to the

1 conclusion it's necessary to lock these in with
2 firm commitments in order to ensure or not -- you
3 can't guarantee -- so to maximize the potential for
4 this merger to not be a detriment to the public
5 interest. So I'm just converting -- I think I'm
6 taking your words and I'm putting them in the
7 context of the no detriment standard.

8 **Q. What reason do you have to believe**
9 **that post merger KCP&L and GMO would be less**
10 **focused on energy efficiency than they are now?**

11 A. My experience is that merger
12 integration is difficult, it is consuming of
13 energy, of time, of resources, I mean electrical
14 energy, just personal organizational energy. And
15 if -- even if all that integration is managed, you
16 will -- unless the company, unless the merged
17 entity is committed to doing better, at best
18 they'll maintain the status quo. And there's a
19 significant risk that they'll backslide because
20 just all the stuff that has to be done and all the
21 changes and all the learnings and the hiccups that
22 goes with realizing the benefits of these changed
23 procurement approaches and all these other things
24 gets in the way or at least becomes the priority.

25 And that's why I recommended

1 commitments on energy efficiency to make sure it
2 had a priority that was just important to
3 management.

4 Q. Are you familiar with the MEEIA
5 statutes in Missouri?

6 A. I'm generally familiar with it, yes,
7 sir.

8 Q. And you're aware that they are
9 voluntary?

10 A. Yes, sir.

11 Q. And you are aware that there is a
12 financial incentive built into that program to
13 incentivize utilities to take advantage of them?

14 A. Yes, sir.

15 Q. You don't think that KCPL and GMO are
16 doing MEEIA just out of the goodness of their
17 heart, do you?

18 A. No, sir. I don't think they --

19 Q. Or just because they believe in a --
20 because they believe in renewable energy or energy
21 efficiency, I should say. They're doing it at
22 least in part because they are financially
23 incentivized to do so?

24 A. Yes, sir.

25 Q. And those financial incentives will

1 continue post merger, correct?

2 A. Yes, sir.

3 Q. Would you agree that the main reason
4 why utilities are -- the resource mix for utilities
5 nationwide but certainly with regard to GMO, KCP&L
6 and Westar, one of the main reasons why they're
7 moving towards wind is because of new technology,
8 reducing the prices, tax incentives, and also
9 demand from customers?

10 A. Yes, I agree those are all
11 significant driving factors.

12 Q. Would you say those are the main
13 significant driving factors?

14 A. Yes. We can probably quibble about
15 the order, but I think those are the top of the
16 list.

17 Q. And that's fine. And all of those
18 factors will be in place post merger, is that not
19 true?

20 A. I expect those drivers to continue,
21 yes, sir.

22 CHAIRMAN HALL: I have no further
23 questions. Thank you.

24 THE WITNESS: Thank you.

25 COMMISSIONER KENNEY: No questions.

1 Thank you.

2 QUESTIONS BY COMMISSIONER RUPP:

3 Q. Good afternoon.

4 A. Hi. How are you doing, Commissioner?

5 Q. I'm good. How was your lunch?

6 A. It was good. We had Madison's, but
7 they're always reliable.

8 Q. I asked three questions to the
9 Division of Energy. I'm going to pose the same
10 three to you. In your view, what are the benefits
11 to an energy storage demonstration program for
12 Missouri?

13 A. Yes, sir. First is technical. There
14 are technical configurations of electric systems
15 that need to be physically sort of verified with
16 storage operating in them. So there's just a bunch
17 of technical things you've got to work out.

18 Second, it seems like every utility
19 is from a show-me state. It's not real to them
20 until their staff puts their hands on it, till
21 management has seen how it works and what it yields
22 and they can start incorporating it. So there's
23 just sort of an experience factor with it.

24 Then there's just the system-wide
25 benefits that you get. You get -- it's supportive

1 of, I would say, a perhaps even accelerating shift
2 towards more distributed resources. So storage can
3 facilitate the more rapid and deeper deployment of
4 intermittent distributed renewables as well as
5 large renewables.

6 When I was at AES Corporation, we
7 were putting big storage right at the busbar of
8 large coal plants in like Chile and found out that
9 the economics of central station plants can
10 dramatically be improved by collocating storage at
11 the busbar.

12 There are huge potential economic
13 development benefits for anybody who gets to be
14 first in line for manufacturing. And like most
15 relatively distributed energy resources, they're
16 capital intensive, so you get collateral economic
17 development and job creation benefits as well.
18 That's off the top of my head.

19 **Q. And then the company, when I**
20 **discussed this earlier, they stated that they**
21 **didn't think that this is the appropriate forum for**
22 **us to condition approval on something. What is**
23 **your comments on that?**

24 **A.** So the first gets to the points that
25 I was sharing with the Chair, and that is that I do

1 believe that there's a trajectory towards more
2 storage use as the economies are improving and the
3 industry in general gains experience. I think that
4 if nothing happened, if there was no merger, you
5 would expect to see more storage showing up in what
6 the company was doing. It would show up as cost
7 effective in IRPs. It would -- there's a level of
8 growth as more of these states undertake to
9 understand it, your grid modernization proceedings
10 bear fruit, utility of the future type inquiries.
11 So you're going to get more storage anyway.

12 What we recommend in the way I viewed
13 it in my testimony is that, to make sure that you
14 don't lose ground against this tide that's out
15 there, it is appropriate to commit to doing it in a
16 merger and to lock in the benefits, to make this
17 theoretically sort of arguably more efficient
18 merged entity take advantage of its efficiencies
19 and its strength, you should get more storage than
20 you would have gotten under a baseline assumption.

21 You can promise it in a rate case or
22 an IRP, but we don't -- this merger doesn't
23 produce -- doesn't include any commitments or
24 obligations of sort of, you know, litigation
25 posture. So it's a little bit of a pig in a poke

1 to say it's going somewhere else.

2 And finally, I guess I just tie it
3 all up by saying, in my view of the merger
4 standard, to make sure you don't go backwards, and
5 it's appropriate for the Commission to take a wide
6 look at what this merged entity can do in a wide
7 range of areas. And, you know, if you can talk
8 about closing a power plant, you can talk about
9 adding a battery. I don't see a conceptual
10 difference that says that in some way a storage
11 program is not germane to a merger. That would be
12 my argument.

13 **Q. Thank you on that. What would the**
14 **detriment be to the state or the people if you**
15 **include that condition in a merger case?**

16 A. That's an interesting question. If
17 we're -- if you assume that sort of the costs of
18 the merger, including dedication to particular
19 technologies, all amounts to a zero-sum game, then
20 anything they promise to do means something else
21 they can't afford to promise to do.

22 So there's -- if you assume that's
23 the case, that it is a zero-sum game, then making a
24 commitment to do more storage or the other things
25 that I recommended would arguably cut into some

1 other benefit.

2 I'm not sure I accept that
3 proposition. The company asserts it's able to do a
4 whole lot more things once it merges, the basic
5 bigger is better argument. So I don't think it's a
6 zero-sum game, but if you have a zero-sum game sort
7 of approach to it, then you'd have to be practical
8 about the tradeoffs.

9 **Q. And then similar questions on the**
10 **benefits and the forum and everything on the value**
11 **of solar. What would be derived out of that?**

12 A. I think that this also -- without
13 fully repeating myself, it would put the companies
14 and the Commission and the broader, you know,
15 community at large in a position to appropriately
16 appreciate and take advantage of the revolution in
17 scale that is the growth of distributed energy
18 resources, technologies, markets and options.

19 It would also significantly buttress
20 the implied picking and choosing that's already in
21 the merger commitments. As I said, the company's
22 committing to closing some power plants. We don't
23 technically have an analysis that tells us those
24 wouldn't close anyway. So I'm a little concerned
25 about that.

1 But we also don't know whether those
2 are the best plants to close, whether other plants
3 could close, or whether similar benefits could be
4 obtained by pursuing distributed energy resources.

5 So taking advantage of the merger to
6 say let's all get smarter about valuing distributed
7 energy resources, and I'll accept sort of the
8 friendly amendment that you could even go from
9 value of solar to value of DER, puts you in a
10 position to take full advantage of the combined
11 merger entity, would be a relatively modest price,
12 and would get a commitment that otherwise you'll
13 have to wait and see if you could get through some
14 other litigated process some way down the road.

15 **Q. And then the third one was the**
16 **commitment to no tariff on rate designs adversely**
17 **applying to distributed energy resources. I assume**
18 **your previous answers apply to that?**

19 A. All that and I'll add in the fact
20 that there's a whole lot of rate impacting
21 commitments, you know, in this proposed -- in the
22 application and the stipulation. So I
23 categorically reject the concept that doing
24 something like freezing rates, freezing rate
25 changes that would be adverse to DER, it should be

1 off the table. I think it's just as relevant as
2 those other rate-related changes or non-changes
3 that are contained in the application and, as I
4 understand it, the proposal for a settlement.

5 I think it's also really important,
6 going back to all of the comments I've said about
7 the fact that everything else that's going on -- I
8 did specifically point to this in my testimony as
9 well. These entities are in the perfect posture
10 that we've seen around the country for companies
11 that would try to do things like increase fixed
12 charges, fixed customer charges, increase
13 distributed energy resource access charges, propose
14 residential demand charges, those kinds of things
15 that I'm concerned with.

16 They're in the perfect posture
17 because their sales have been flat and they're --
18 they share the common utility concern about revenue
19 certainty, cash flow. So just call it preventive
20 medicine as well. While you're working through the
21 merger, don't go throwing out these kinds of rates
22 until we see what this well-oiled, integrated
23 machine can do.

24 **Q. So can I basically sum up your**
25 **conversation with me is that all three of those**

1 proposals are in this merger in different forms or
2 different types some way, shape or form? So these
3 are not concepts or things that are completely out
4 of left field that are within other forms or areas
5 of this merger?

6 A. I think there's a logical touch point
7 for all of these from things that are already in
8 the application and the proposed settlement. So
9 yeah, I don't think they're left field.

10 Q. I'm going to change tracks here. I
11 appreciate your comments. You may not have answers
12 for my next series of questions.

13 A. Okay.

14 Q. If you don't, totally get it because
15 I don't either. What did we witness before lunch,
16 the interaction with you and the company? What was
17 it?

18 A. It was -- me and my counsel had a
19 whole lunchtime conversation about it. There's
20 probably some sort of rule about what I can
21 discuss. Let me just take a fresh look at it.

22 This thing that we're in, even sort
23 of -- even before I sat on the commission from
24 around 1992, '93, '94, this used to be a really
25 closed community. You had to be, you know, a

1 regulatory nerd. You had to be, you know, in an
2 endearing way crazy enough to be a commissioner.
3 You had to be a regulated utility company, you
4 know. And by -- sort of by the nature of the
5 sophistication, the complexity, the oddness of what
6 we do in this space, it was a very closed
7 community.

8 There's even a movement now -- things
9 are changing. There's even a movement now, people
10 talking about, you know, they call it utility
11 democratization. Right. It's actually pretty
12 similar to least cost planning push and when we
13 push for public participation in integrated
14 resource plans.

15 There are historical antecedents to
16 it, but the closed community is opening to a lot of
17 voices, and some of them have pretty narrow
18 agendas. Some of them have statutorily imposed
19 broad agendas. The conversation is getting messier
20 and noisier. It's more of a town hall meeting than
21 a smoke-filled room, if you will, to just use the
22 extremes.

23 And I think some of the established
24 old players are still working through that and
25 figuring out how -- how these processes should

1 proceed with these different voices and maybe
2 want -- maybe want to offer you their thoughts on
3 how those voices should be evaluated. I trust you.
4 I think you guys can work it out.

5 Q. That's an interesting take. I guess
6 it was three years ago, I was pretty new on the
7 Commission. I butted heads with this company a
8 little bit over some customer service issues. And
9 in my subsequent dealings with them, it was kind of
10 that conversation of the changing the culture from
11 an old school, you know, very engineering focus
12 type of we're fixing this problem, we got it, to an
13 open community customer service type of mindset and
14 this difficulty of changing that culture over time,
15 especially as much more technology is coming in.

16 And I've seen huge strides in this
17 company from my perspective on customer service.
18 I've seen that, and their conversations with me
19 were poignant and they were -- I've seen a lot of
20 progress. What your take is on that, then we took
21 a big step backward earlier today. I don't know
22 what we witnessed, but I don't know if it was a
23 character attack on Renew Missouri, if was a
24 character attack on Jim Owen, but that's kind of
25 how it came across.

1 I mean, I look at Jim Owen's LinkedIn
2 profile, and what was read in was the paragraph
3 under his experience which was, Renew Missouri is
4 committed to promoting renewable energy and energy
5 efficiency throughout Missouri by engaging with
6 businesses, cities, state governments and other
7 interested stakeholders.

8 I argue that if you take out Renew
9 Missouri and you put in the company's name and say,
10 the company is committed to promoting renewable
11 energy and energy efficiency throughout Missouri by
12 engaging with businesses, cities, the state
13 government and other interested stakeholders, that
14 statement is completely true.

15 We had the new CEO, both the CEOs
16 that were touting we're going to be fifth in the
17 country in wind and renewable energy and we're
18 going in this trajectory. But the conversation
19 that was happening in front of me was, you know,
20 kind of like yesterday we were all pro but now it's
21 a bunch of California Berkeley hippies that are
22 coming in with tree-hugging, dirt-munching druids
23 and you don't want to trust them. It was like,
24 whoa. I could not understand the path that was
25 being taken in front of us.

1 I'm going to make the assumption
2 that's not how they were attempting to portray it,
3 but to me it was a cheap shot. Don't have an
4 argument. I'm going to go after this organization
5 with veiled character attacks. I mean, we see this
6 in politics now with the argument isn't the
7 substantive nature; it's the demonization of the
8 opposing party.

9 And I had not witnessed that to this
10 level in this hearing room in my four years here.
11 So hopefully it was just an aberration, or maybe it
12 was presented in a different way than what it was
13 intended, but that's how it came across to me. And
14 I still don't understand the relevance of that
15 hour-long testimony that was there. But I
16 appreciate you opining on your opinion.

17 JUDGE BUSHMANN: Recross based on
18 bench questions, Public Counsel?

19 MS. SHEMWELL: No questions. Thank
20 you.

21 JUDGE BUSHMANN: Division of Energy?

22 MR. POSTON: No questions.

23 JUDGE BUSHMANN: Kansas Electric
24 Power?

25 MR. SCHULTE: No questions.

1 JUDGE BUSHMANN: MJMEUC?

2 MS. WHIPPLE: None. Thank you.

3 JUDGE BUSHMANN: Commission Staff?

4 MR. THOMPSON: No questions. Thank
5 you, Judge.

6 JUDGE BUSHMANN: Applicants?

7 MR. FISCHER: Yes, your Honor.

8 RECROSS-EXAMINATION BY MR. FISCHER:

9 Q. I appreciate the opportunity to visit
10 with you, Mr. Rabago. I want to go to the last
11 question, because counsel for the company obviously
12 did a lousy job about trying to explain where he
13 was going, and I'd like to ask you a couple
14 questions because you had it right, I have a lot of
15 respect for Mr. Opitz and Mr. Owen and their
16 various roles.

17 But as roles change in this, wouldn't
18 you agree that if you're the Public Counsel, your
19 role is different than if you are a head of an
20 environmental group?

21 A. Yes. Each brings -- and I think sort
22 of by rules of intervention here in Missouri, each
23 brings a different perspective to the proceeding.

24 Q. At it's not a cheap shot, would you
25 agree, to point out that whenever I was the Public

1 Counsel, my role was different than whenever I was
2 counsel for a company?

3 A. Yeah. I don't -- your role in each
4 of those different positions would be different,
5 yes.

6 Q. And when you happen to be the Public
7 Counsel and endorse a merger with certain
8 conditions that did not include any energy
9 efficiency or renewable energy, that's not anything
10 bad, it's just a different role; wouldn't you
11 agree?

12 A. A different perspective, yes, sir.

13 Q. And I believe you did indicate that
14 the role of Renew Missouri is much narrower than
15 the Office of the Public Counsel; isn't that right?

16 A. The way -- we were talking about sort
17 of the words you put in front of me. Let me sort
18 of -- I was trying to address your question
19 specifically. One talked about the specific
20 purpose and one talked about a broad statutory
21 obligation.

22 I will tell you that I've been
23 working on trying to advance energy efficiency and
24 renewable energy a lot in -- over the past many
25 years. And just like this merger proceeding, you

1 can find yourself having to look at the much bigger
2 picture in order to understand where and how you
3 can best advance the interests of clean energy.

4 So, you know, I wouldn't say that a
5 clean energy focused organization necessarily looks
6 at any smaller part of the pie, but those two
7 specific charter languages that we were looking at
8 from the documents you shared with me, those are
9 different. One is narrower. One is broader.

10 Q. And that's a legitimate point to
11 make, wouldn't you agree?

12 A. It's a point. I wouldn't personally
13 give it much weight, but it is a point to make,
14 yes, sir.

15 Q. I apologize to the Commission for
16 taking an hour to get to that point, and I
17 apologize to Commissioner Rupp if you thought I was
18 taking a cheap shot.

19 I would like to ask you about a
20 couple of the substantive discussions that you had
21 with the Commissioners today.

22 A. Yes, sir.

23 Q. Particularly I believe you talked
24 with the Chairman about the MEEIA statute.

25 A. Yes, we -- yes, I remember that.

1 **Q. From Renew Missouri's perspective,**
2 **was the adoption of the Missouri Energy Efficiency**
3 **Investment Act a positive development for the**
4 **promotion of energy efficiency programs?**

5 A. I'm sorry. I can't speak to that. I
6 don't know what their position is on it. I would
7 assume that they favor moving forward on energy
8 efficiency, and to the extent that that statute
9 does it, I would imagine they'd be supportive. It
10 would be consistent.

11 **Q. Do you believe from your professional**
12 **perspective that the adoption of legislation that**
13 **encourages the development of energy efficiency**
14 **programs and aligns the interests of public**
15 **utilities with their customer interests in energy**
16 **efficiency, that that's reasonable and appropriate**
17 **public policy?**

18 A. I think it's a good start. I've
19 actually been at a utility that managed much more
20 aggressive energy efficiency programs and went much
21 further in embracing the resource, but I can't -- I
22 can't reasonably disagree with all those attributes
23 of the program here in Missouri that are good. I
24 think you could go further.

25 **Q. When you filed your testimony, were**

1 you aware that KCP&L and GMO were among the primary
2 opponents of that legislation, that type of
3 legislation?

4 A. No, I didn't.

5 Q. Proponents.

6 A. Proponents. Okay. You got me for a
7 minute. I would not be surprised. I think it was
8 the Chairman mentioned that -- or I think it was
9 the Chairman mentioned that there were several
10 reasons why these things are starting to happen,
11 customer demand, cost effectiveness, you know,
12 benefits to the system.

13 So to actually get an incentive
14 payment to do something that's so good for the
15 company, if I was a utility, I'd jump at it, and
16 I've been at utilities that jumped at it even
17 harder.

18 Q. And did you read Mr. Crawford's
19 testimony in the case?

20 A. I believe I did. I'd say almost
21 certainly because I read every bit of testimony,
22 but if you have a specific question, you can --

23 Q. Did you see anywhere in his testimony
24 that the proposed merger would result in the
25 cancellation or reduction of any of KCP&L or GMO or

1 **Westar's energy efficiency programs?**

2 A. No. My testimony was -- I did not
3 see that. My testimony was that I would have liked
4 to have seen a commitment to do better and more.

5 Q. **And as I understand your testimony,**
6 **Renew Missouri would like to see an expansion of**
7 **the energy efficiency efforts, not just stay in the**
8 **status quo?**

9 A. Yes. And not just the current
10 trajectory, which is generally upward.

11 Q. **Even though there's no evidence in**
12 **the record that there's going to be a reduction in**
13 **any energy efficiency programs of the Applicants,**
14 **correct?**

15 A. Right. I would like to see a
16 backstop against backsliding.

17 Q. **And I believe there was also some**
18 **discussions about the closing of coal-fired or gas**
19 **generation plants --**

20 A. Yes.

21 Q. **-- on an accelerated basis. And I**
22 **believe that you pointed out in your testimony that**
23 **the companies have suggested the merger will enable**
24 **Westar to accelerate the closing of a number of**
25 **fossil fuel generation units by five to ten**

1 **years --**

2 A. Right.

3 Q. -- is that right?

4 **From the perspective of Renew**
5 **Missouri or as a professional in the environmental**
6 **area, would it be a positive development if Westar**
7 **was able to accelerate the closing of a number of**
8 **fossil fuel generation units by five or ten years?**

9 A. I think I can say on behalf of Renew
10 and certainly in my opinion it would be good if
11 that happened. My testimony was that that
12 trajectory should be backed up by a firm
13 commitment.

14 Q. **So that would be a public benefit of**
15 **the merger if that kind of acceleration could**
16 **occur?**

17 A. It's actually critical to -- I think
18 it's critical the way that Applicants have postured
19 the application because so many of the merger
20 savings are associated with savings that are
21 generated from those -- that would -- wrong word --
22 that would result from the closing of those
23 generation units.

24 Q. **Is there anything that you saw in the**
25 **Applicants' application or their testimony that**

1 suggested that they were going to delay the closing
2 of those fossil fuel plants for Westar because of
3 this merger?

4 A. I did not see evidence of the
5 negative. I was looking for evidence affirming the
6 positive.

7 Q. You also had a discussion about the
8 grid connected energy storage?

9 A. Yes, sir.

10 Q. Mr. Crawford discussed in his
11 testimony the past KCPL energy storage initiatives
12 that were looked at beginning in year 2012. Do you
13 recall reading that?

14 A. I think there was a stimulus act
15 demonstration project that was --

16 Q. I think it was called smart grid
17 demonstration. Do you remember that?

18 A. Yes, sir.

19 Q. And I believe he indicated that while
20 these -- while those particular storage facilities
21 were still in place, they had reviewed it, and
22 these systems are still in place and KCP&L
23 continues to track the development and cost of
24 storage technologies for future resource and demand
25 side program planning.

1 A. I do recall that that was what they
2 said, that they're continuing to track the
3 technology.

4 **Q. Did you find anywhere in the**
5 **company's testimony where they stated the proposed**
6 **merger would result in a reduction or a**
7 **cancellation of those particular grid connected**
8 **storage units?**

9 A. No, but in honesty, in this day and
10 age, utilities of this size that don't have at
11 least one staff person tracking market developments
12 would be so ridiculous as to be unbelievable, and
13 that's all they really said they're doing is
14 tracking developments going forward.

15 **Q. I believe you've been a participant,**
16 **haven't you, in the Commission's emerging issues**
17 **workshop?**

18 A. Yes, on two occasions, one on PURPA
19 and more recently on some distributed energy
20 resource issues.

21 **Q. And do you recall that some of the**
22 **parties have discussed the value of solar studies**
23 **or the value of distributed energy resources in**
24 **those dockets?**

25 A. Yes, and I was a part of some of

1 those discussions.

2 Q. Do you recall that some of the
3 parties raised concerns about mandating a value of
4 solar study, particularly having to pay for one?

5 A. I do recall that, yes.

6 Q. Particularly industrial
7 representatives, do you recall that?

8 A. Yes. I do recall that they took that
9 position.

10 Q. Would it be appropriate to discuss
11 that kind of study in a broader context than in
12 a -- just in a merger proceeding where not
13 everyone's participating?

14 A. I'm sorry. I might have been unclear
15 in my testimony. I did not recommend that the
16 parties to the merger sort of adjourn this case and
17 then move into a stakeholder group or something
18 like that.

19 What I would envision, that this be a
20 commitment to form a broad stakeholder engagement
21 effort to analyze the benefits of solar distributed
22 energy resources and to develop frameworks for
23 evaluating those resources, assessing all the costs
24 and benefits.

25 So I didn't want to just limit it to

1 those parties. What I was seeking was the
2 commitment in this proceeding, but not that it just
3 be merger parties that would do it.

4 Q. And isn't that what is somewhat going
5 on in that working docket where we're talking about
6 those studies?

7 A. I can't -- I didn't -- I don't see a
8 commitment coming out of it. I heard some people
9 opposing it, and I didn't see the companies
10 embracing it. So for the reasons that I stated to
11 the Commissioner, I think it's appropriate to put
12 that kind of commitment in this proceeding.

13 MR. FISCHER: Okay. That's all the
14 questions I have for Mr. Rabago, but I would be
15 happy to answer any questions from the bench about
16 what you saw this morning.

17 JUDGE BUSHMANN: Redirect by Renew
18 Missouri?

19 MR. OPITZ: No, thank you, Judge.

20 JUDGE BUSHMANN: Thank you,
21 Mr. Rabago. You may step down. You're excused.

22 THE WITNESS: Thank you.

23 JUDGE BUSHMANN: That's all of our
24 witnesses that are scheduled. Do any parties have
25 any other matters that need to be discussed right

1 now? Don't hear any.

2 Expedited transcript should be
3 available two business days after each hearing
4 date. We do have a briefing schedule. Initial
5 briefs are due on March 30th. Reply briefs are due
6 on April 13th. I believe the Chairman had a
7 request about briefs.

8 CHAIRMAN HALL: I'll be interested in
9 the parties' thoughts on a slight modification to
10 the affiliate transaction variance, and there's two
11 components to that. One, simply saying the
12 variance only applies to transactions between
13 affiliates that provide retail electricity service
14 regulated by the Missouri Public Service Commission
15 or the Kansas Corporation Commission.

16 My sense is that that's what is
17 intended by the waiver, but I'm -- but at least for
18 me, this clears it up. For example, in the
19 language in the variance proposal there's a
20 reference to Westar. It's unclear to me if that's
21 intended to include the transmission company or
22 not.

23 The other thing, and this is
24 probably -- I will say right here is probably not
25 necessary, but I'll be interested in the parties'

1 thoughts. Something along the lines of expressly
2 saying that this waiver does not in any way limit
3 any party from asserting that a particular
4 transaction is imprudent or limit the Commission's
5 capacity to make such a finding. Again, I think
6 that is consistent with the parties' intent, but I
7 might support making that express.

8 And if there was anyone had a
9 question, I'd be available to answer it.

10 MR. ZOBRIST: I think that's pretty
11 clear, and we'll be glad to address it.

12 JUDGE BUSHMANN: Anything further
13 from the parties?

14 MR. SCHULTE: One point of
15 clarification on the transcripts. Will they be
16 available on a publicly posted website?

17 JUDGE BUSHMANN: Yes, they will.

18 MR. SCHULTE: Thank you.

19 JUDGE BUSHMANN: Anything further?

20 MR. OPITZ: Judge, can I confirm that
21 Mr. Rabago's testimony was admitted into evidence?

22 JUDGE BUSHMANN: Yes, it was. In
23 fact, the only -- the only exhibit that was marked
24 that was not admitted was Exhibit 18, which was the
25 LinkedIn profile, because it was not offered.

1 Mr. Fischer, did you intend to offer that?

2 MR. FISCHER: I did not, no.

3 JUDGE BUSHMANN: In that case,
4 everything else that was marked has been admitted
5 into the record.

6 MR. OPITZ: Thank you, Judge.

7 JUDGE BUSHMANN: All right. Hearing
8 nothing, then we are adjourned. Go off the record.

9 (WHEREUPON, the evidentiary hearing
10 concluded at 2:15 p.m.)

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25

1	I N D E X	
2	STAFF'S EVIDENCE:	
3	NATELLE DIETRICH	
	Direct Examination by Mr. Thompson	265
4	Cross-Examination by Ms. Shemwell	267
	Cross-Examination by Mr. Opitz	268
5	Questions by Chairman Hall	273
	Questions by Judge Bushmann	286
6	Recross-Examination by Mr. Zobrist	291
	Recross-Examination by Ms. Shemwell	301
7	Recross-Examination by Mr. Opitz	303
8	OPC'S EVIDENCE:	
9	GEOFF MARKE	
	Direct Examination by Ms. Shemwell	310
10	Cross-Examination by Mr. Opitz	313
	Cross-Examination by Mr. Schulte	314
11	Questions by Chairman Hall	314
	Recross-Examination by Mr. Zobrist	318
12	Redirect Examination by Ms. Shemwell	320
13	DIVISION OF ENERGY'S EVIDENCE:	
14	MARTIN HYMAN	
	Direct Examination by Mr. Poston	322
15	Cross-Examination by Mr. Opitz	323
	Questions by Chairman Hall	328
16	Questions by Commissioner Rupp	332
	Questions by Judge Bushmann	337
17	Recross-Examination by Ms. Shemwell	338
	Recross-Examination by Mr. Opitz	341
18	Recross-Examination by Mr. Thompson	344
	Recross-Examination by Mr. Bregman	346
19	RENEW MISSOURI'S EVIDENCE:	
20	KARL R. RABAGO	
21	Direct Examination by Mr. Opitz	350
	Cross-Examination by Ms. Shemwell	352
22	Cross-Examination by Mr. Fischer	353
	Questions by Chairman Hall	384
23	Questions by Commissioner Rupp	390
	Recross-Examination by Mr. Fischer	402
24		
25		

1	EXHIBITS INDEX		
2	APPLICANT'S EXHIBITS		
3		MARKED	REC'D
4	EXHIBIT 16		
5	PowerPoint, Merger Approval		
6	Update March 12, 2018	293	301
7	EXHIBIT 17		
8	Articles of Incorporation of a		
9	Nonprofit Corporation	354	357
10	EXHIBIT 18		
11	LinkedIn Pages, James Owen	368	
12	STAFF'S EXHIBITS		
13	EXHIBIT 200		
14	Rebuttal Testimony of Natelle		
15	Dietrich	266	266
16	EXHIBIT 201		
17	Surrebuttal Testimony of Natelle		
18	Dietrich	266	266
19	DIVISION OF ENERGY'S EXHIBITS		
20	EXHIBIT 300		
21	Rebuttal Testimony of Martin Hyman	323	323
22	EXHIBIT 301		
23	Surrebuttal Testimony of Martin R.		
24	Hyman	323	323
25	OPC'S EXHIBITS		
26	EXHIBIT 350		
27	Rebuttal Testimony of Geoff Marke	312	312
28	RENEW MISSOURI'S EXHIBITS		
29	EXHIBIT 450		
30	Rebuttal Testimony of Karl R.		
31	Rabago	352	352

1 C E R T I F I C A T E


2 STATE OF MISSOURI)

3) ss.

4 COUNTY OF COLE)

5 I, Kellene K. Feddersen, Certified
6 Shorthand Reporter with the firm of Midwest
7 Litigation Services, do hereby certify that I was
8 personally present at the proceedings had in the
9 above-entitled cause at the time and place set
10 forth in the caption sheet thereof; that I then and
11 there took down in Stenotype the proceedings had;
12 and that the foregoing is a full, true and correct
13 transcript of such Stenotype notes so made at such
14 time and place.

15 Given at my office in the City of
16 Jefferson, County of Cole, State of Missouri.

17
18 
19 _____
20 Kellene K. Feddersen, RPR, CSR, CCR
21
22
23
24
25

EVIDENTIARY HEARING - Vol. 3 3/14/2018

A				
a.m 265:3	acid 340:21	415:8	355:3 356:10	306:24 307:4
abandoned	341:1	adjusted	357:22	307:19 308:6
338:20,22	acquisition	296:19,20	362:24	308:17 310:2
ABC 289:2	280:25 317:4	adjustment	363:16 364:14	319:13,24
aberration	act 271:17	276:13 299:1	364:24	321:12 324:6
401:11	326:24	299:2,4,6	365:24	324:25
ability 297:25	335:20,23	adjustments	advocating	326:16 331:17
321:15	405:3 409:14	276:20 277:7	330:9 385:19	332:19 334:16
able 278:23	acting 365:3	297:10	AES 391:6	337:1 338:21
304:23 316:11	369:14,17	administrative	affect 271:5	341:23 342:2
330:19 331:3	378:17	369:2 370:1	276:23	342:5,15,20
349:24	action 329:7	admission	285:17 289:15	343:6 344:17
385:15 386:9	385:23	356:23	347:8	346:21 382:10
386:10,11	actions 326:8	admitted	affiliate 278:14	382:25 383:9
394:3 408:7	actual 316:14	266:18 301:7	278:16,25	383:19
above-entitled	374:1	323:13 352:10	292:3,5	386:22 389:3
418:9	adapting	357:8 414:21	293:9 376:10	389:10 402:18
Absolutely	325:14	414:24 415:4	377:22 413:10	402:25 403:11
347:23	add 283:5	adopt 290:10	affiliates 279:14	404:11
abundance	335:1 395:19	340:3	279:20,24	agreed 289:17
314:9 321:10	adding 393:9	adopted	293:2 413:13	296:21 311:23
accelerate	addition 283:5	272:23	affirmative	320:20 326:5
407:24 408:7	332:15 370:16	adoption 405:2	371:5 382:20	330:18,24
accelerated	additional	405:12	382:21	343:18
407:21	272:12 276:6	advance 357:14	affirming 409:5	agreeing 275:9
accelerating	276:8 289:22	403:23 404:3	afford 393:21	289:12 366:14
391:1	296:21 319:3	advancing	Afraid 329:10	agreement
acceleration	321:18 325:8	366:10 383:6	afternoon	267:15 268:16
408:15	326:4 333:3	advantage	384:11,20	268:24 269:6
accept 394:2	336:23	274:4 284:2	390:3	272:5,18
395:7	344:18	386:16 388:13	age 410:10	276:5,15
access 287:19	Additions 312:8	392:18 394:16	agencies 286:2	277:17 280:19
287:22	address 269:14	395:5,10	286:9	282:6 288:1,9
304:24 361:9	287:5 336:2	advantageous	agency 324:15	292:14 294:4
396:13	359:20	277:13 278:12	agenda 350:11	294:11,15,19
accomplish	403:18 414:11	279:9	agendas 398:18	294:24
381:24 386:10	addressed	advantages	398:19	295:19 297:19
account 365:8	302:14	278:7	agent 357:1,2,3	297:25 300:6
accurate	345:24	adverse 335:12	aggressive	300:6 309:22
268:22	addresses	395:25	330:3 405:20	311:24 312:4
284:22 295:9	302:9	adversely 347:8	ago 291:1 327:3	313:15 314:25
352:3	addressing	395:16	360:23 399:6	319:11 320:23
achieve 344:18	283:3	advocacy	agree 269:2	375:24 376:5
achieving	adequate	325:6 359:2	275:3,4,23,24	377:10
305:23	304:9	364:11 365:14	277:4,25	agreements
	adjourn 411:16	advocates	282:18 300:15	267:11 293:14
	adjourned	354:11,24	304:7 305:4	294:19 300:5

EVIDENTIARY HEARING - Vol. 3 3/14/2018

300:20 319:14 324:3 agrees 288:19 ahead 305:10 321:23 380:17 aiming 365:17 akin 269:24 281:14 ALARIS 262:24 alignment 366:12 aligns 405:14 alleviate 270:3 alleviates 272:16,21 allocation 290:5,16 319:1 allocations 290:10 377:23 allow 279:6,10 348:3,12 allowed 331:16 331:16 allows 298:9 320:2 381:23 Alston 359:14 amendment 395:8 amount 288:12 288:15 297:7 297:9 amounts 295:12 316:7 316:15,21 319:1 393:19 analyses 327:14 analysis 276:12 285:4 304:13 304:22 305:12,13 306:22 307:17,17,20 308:10,22 309:3,6,7,10 394:23 analyst 322:12	342:18 analyze 411:21 analyzed 291:18 and/or 278:24 Andrew 264:5 362:7 announced 365:24 announcement 286:2,7 annual 299:1 331:19 answer 328:21 329:9 335:9 335:10 363:5 364:19 372:6 382:5,7,9 385:10 412:15 414:9 answers 266:7 266:9 323:3 351:24 372:6 395:18 397:11 antecedents 398:15 anticipated 288:22 289:9 290:2 295:3 296:7 anticipates 278:22 anticipating 271:17 anybody 380:2 391:13 anyway 287:23 385:13 392:11 394:24 apart 329:17 apologize 311:11 404:15,17 apparent 287:24 appeal 373:8 374:3 379:15 appealed 373:19	appear 285:15 355:1 368:4 368:12 APPEARANC... 263:1 appearing 354:10 appears 281:17 293:16 355:6 356:20 360:2 362:9,14,20 368:8,9,10 371:9 372:14 APPLICANT'S 357:9 417:2 applicants 266:24 268:6 268:12 291:22 292:4,13 302:17 303:11 309:14 314:18 316:20 318:21 328:1,2 338:9 346:6,16,23 353:2,20,24 376:17 377:10 402:6 407:13 408:18 Applicants' 292:18 293:21 301:8 303:6 303:17 354:19 368:1 408:25 application 292:4,20 304:5 309:9 358:11,18 362:6 366:2 370:13,24 371:7,12,24 372:8 373:16 374:8 395:22 396:3 397:8 408:19,25 applications 341:4 applied 272:13	324:16 applies 413:12 apply 278:21 395:18 applying 335:13 395:17 appreciate 394:16 397:11 401:16 402:9 approach 283:16 303:6 342:15 394:7 approaches 387:23 appropriate 298:2 305:12 310:4 317:25 326:10 332:20 333:14 335:8 336:9 342:3 343:8 344:17 345:7 380:25 391:21 392:15 393:5 405:16 411:10 412:11 appropriately 394:15 approval 262:13 271:8 272:2 291:17 312:3 315:15 317:11 320:22 328:14,18 329:1,17 334:14 336:17 346:24 359:3 384:1 391:22 417:4 approvals 295:2 approve 269:6 279:10 321:13 347:2 366:17 367:16 374:23 approved 273:25 274:7	278:5 280:9 283:15 292:23 299:22 300:18 324:24 349:18 367:1 367:13 approves 269:19,20 approving 331:8 approximately 296:25 April 413:6 area 408:6 areas 393:7 397:4 arguably 392:17 393:25 argue 400:8 argument 393:12 394:5 401:4,6 Articles 354:23 355:1,5 356:8 362:15 381:6 383:13,15,24 417:6 aschulte@pol... 264:8 asked 274:20 292:2 297:11 309:17 323:1 342:10 358:5 367:12 369:24 382:22,22 390:8 asking 268:9 303:5 318:25 328:24,25 336:22 343:22 349:12,15 aspects 269:13 347:24
---	--	--	--	--

EVIDENTIARY HEARING - Vol. 3 3/14/2018

aspirational 356:13	attributes 405:22	284:5,12 290:14 291:22	289:22 291:2 292:21 293:12	334:25 335:14 337:18
asserted 385:17	audits 377:22	292:23	300:7,11	342:21 348:18
asserting 414:3	August 268:7	295:17	303:5 305:9	375:9,20
assertions 385:21	authority 288:20	297:25 300:4	314:6 315:14	394:1 408:14
asserts 394:3	379:18,21,22	303:9,18	316:2,4,14	benefits 274:23
assessing 411:23	380:20	315:13 318:7	317:7 324:9	284:1 286:23
assigned 382:13,16	available 305:2	333:1 338:15	328:12,25	287:12 295:21
associated 276:3 360:18	315:9 331:15	339:14 348:1	330:2 331:5	295:22 302:6
363:1 376:1	413:3 414:9,16	362:5 363:6	331:12,23	302:9 306:19
408:20	aware 272:4	366:1 370:22	332:8,15	306:25 307:5
assume 279:18	287:3 303:9	378:19 401:17	333:23,25	307:13,20
355:9 361:15	304:6 320:7	baseline 385:15	334:12,24	308:8,15,18
367:15,16	338:18,23,25	392:20	335:14 340:12	333:2 342:11
393:17,22	340:23	basic 394:4	342:18 343:21	342:16 347:15
395:17 405:7	342:14 345:17	basically 279:11	343:25	348:4 375:3
assuming 289:17 301:17	369:19 388:8	306:12	348:12 357:16	385:17 387:22
374:25 379:9	388:11 406:1	396:24	363:6 364:13	390:10,25
379:13,20		basis 277:5	365:5 366:19	391:13,17
assumption 362:4 392:20		349:25	370:15 373:6	392:16 394:10
401:1		407:21	374:10,13	395:3 406:12
assure 348:15	B	Bassham 280:23	385:19 387:8	411:21,24
attached 313:10	back 308:13	batteries 334:8	388:19,20	Berkeley 359:14 400:21
316:7	317:17 337:25	339:1 340:21	392:1 403:13	best 266:10
attack 399:23	338:25 347:9	341:1,7	404:23 405:11	290:22,24
399:24	350:9,14	battery 334:4,9	406:20	309:14 312:11
attacks 401:5	381:6 396:6	338:19,24	407:17,22	315:8 321:19
attain 306:4	backed 408:12	340:11 393:9	409:19 410:15	323:5 352:3
attempt 302:19	background 367:19	bear 385:22	413:6	387:17 395:2
347:21 370:19	backslide 387:19	392:10	believes 306:2	404:3
attempting 401:2	backsliding 407:16	began 265:3	342:6 349:9	better 330:19
attention 294:5	backstop 325:12 407:16	beginning 280:21 409:12	349:16 370:11	345:9 387:17
385:25	backward 399:21	behalf 351:10,19	bench 291:22	394:5 407:4
attorney 263:2	backwards 393:4	354:10 378:12	314:20 318:8	beyond 305:13
263:5,9,15,20	bad 329:20	386:15 408:9	338:15 401:18	327:13 337:24
264:5 269:16	403:10	belief 266:10	412:15	beneficial 304:19 332:17
362:11 380:13	balance 333:2	312:11 323:6	benefit 275:18	333:24 334:5
380:14	balancing 342:15 343:1	352:3	336:4 337:20	340:6 342:1
attorneys 369:1	band 316:10	believe 270:20	347:17 386:2	340:6 342:1
attractive 285:1	based 273:14	272:13 273:16	benefit 275:18	347:17 386:2
	276:19 280:8	273:23 274:8	275:20	282:13 288:9
		274:25	309:2 317:20	309:2 317:20
		279:13,16	332:9,23,23	332:9,23,23
		280:16 281:14		
		282:7 283:14		

EVIDENTIARY HEARING - Vol. 3 3/14/2018

317:19 319:1,4 331:19 bills 288:25 bit 286:21 327:3 332:21 341:9 367:19 386:23 392:25 399:8 406:21 blank 308:3 bottom 294:23 297:21 301:23 356:2 368:12 Box 264:11,16 break 350:6,8 350:13 380:24 384:9 384:15 Bregman 263:15,16 328:3 346:7,9 350:1 416:18 brief 350:10 briefing 413:4 briefly 288:8 briefs 413:5,5,7 bring 291:19 brings 402:21 402:23 broad 398:19 403:20 411:20 broader 383:22 394:14 404:9 411:11 Broadway 354:2 Brothers 364:6 brought 290:3 347:5 Brower 360:7 360:12 budget 364:9 build 358:7 370:24 374:5 building 263:21 375:10 built 388:12	bunch 368:9 390:16 400:21 burner 317:17 busbar 391:7,11 Bushmann 262:17 265:4 265:12 266:14 266:17,23 267:1,4,24 268:2 273:4,8 286:14 291:21 293:20 300:24 301:3 301:6,10,12 302:24 303:1 309:17 310:10 310:13,16,19 311:13 312:15 312:18,21,25 313:4,25 314:13,15,18 314:20 318:7 318:10,12,15,18 318:21 319:24 320:17 321:21 321:23 322:3 323:10,12,18 323:22 327:18,21,23 328:1,4 337:12 338:14 341:13 344:4,8,11 346:5 350:3,5 350:9 352:7,9 352:15 353:9 353:11,14,16,19 354:17 357:7 361:14,18 367:8,21,25 376:13,19,22 377:1 380:8,17 380:23 381:4 384:8,13,16 401:17,21,23 402:1,3,6 412:17,20,23 414:12,17,19	414:22 415:3,7 416:5,16 business 289:2 358:20 359:14,19 361:2 413:3 businesses 326:3 368:24 400:6,12 butted 399:7 buttress 394:19 <hr/> C C 265:1 418:1,1 CAIDI 281:25 CAIFI 281:25 calculations 290:7,11,13 California 359:11,15 363:15 400:21 call 265:10 281:13 287:9 294:18 373:4 396:19 398:10 called 271:1 343:21 354:24 358:19 409:16 calling 340:9 calls 321:25 350:19 380:6 380:9 cancellation 406:25 410:7 capabilities 385:22,23 capacity 322:9 351:4 380:13 414:5 capital 277:25 278:4 391:16 Capitol 384:11 caption 418:10 care 290:9 carefully 338:13 371:6	carries 317:3 case 267:12,16 268:7,17,20 271:25 272:14 273:24 274:6 276:12 277:11 278:19 280:16 281:5 282:19 282:21 283:1 286:4 298:11 299:9 302:6 302:15 303:10 303:13,22 305:24 311:9 316:8 317:21 317:22 320:11 324:3,8 325:11,16 328:15 331:18 333:10 336:7 339:15,24 340:1 344:20 344:22 345:8 345:13 346:25 351:9 351:19 353:25 358:10,12,19 358:22 362:3 362:7,10,11,18 362:19,25 363:23,25,25 364:15,17 366:18 370:2 370:4 371:18 372:7,13 373:4,8,10 375:25,25 376:7,8 379:19 383:1 383:6 384:3 392:21 393:15 393:23 406:19 411:16 415:3 cases 272:1 274:11 277:16 281:20,21	282:15 283:4 288:13 291:18 302:16 320:5 324:24 333:8 333:8,9 336:14 339:20 345:18,21,24 346:2 378:25 379:23 cash 396:19 categorically 395:23 cause 300:13 418:9 caused 265:23 315:20 316:3 322:14 351:18 caution 314:9 321:11 caveat 335:1,16 CCR 262:24 418:18 center 281:13 351:6 centers 287:9 central 391:9 CEO 400:15 CEOs 400:15 certain 299:15 303:18 309:1 309:24 340:3 342:11 403:7 certainly 329:6 333:7,10 334:21 335:5 336:3 337:7 338:4,5,12 340:5,16 343:11 345:15 345:25 349:3 380:13 389:5 406:21 408:10 certainty 316:11 320:3 396:19 certificate 371:25
---	--	--	--	---

EVIDENTIARY HEARING - Vol. 3 3/14/2018

Certified 418:5	282:17	clarification	code 355:19	269:12,18
certify 418:7	characterize	414:15	356:9	271:5,8,12,17
cetera 331:19	285:20 286:3	clarifies 317:2	codifies 287:23	271:21 272:14
Chair 391:25	characterized	clarify 270:23	Cole 418:4,16	272:18 273:17
Chairman	271:11	339:25	COLEMAN	273:18 278:3
262:18	characterizing	clarity 288:24	262:20 318:6	278:11 281:20
270:20 273:11	300:15	class 347:3	collaboratively	281:21 287:3
286:12 287:1	charge 276:13	classes 289:25	364:9	287:18,21
288:19 292:2	298:17 299:6	290:6,6,17,18	collateral 391:16	288:20 290:3
297:11 303:4	335:21,25	319:2,2	collectively	290:9 291:19
314:21 318:3	336:1	clean 284:21	317:18	292:24
318:25 328:6	charged 383:6	285:8 356:10	collocating	302:15
331:25 384:19	charges 298:18	363:16 366:10	391:10	303:25 314:6
384:21	320:9 396:12	385:3 386:7	colloquy 366:14	314:11,15 317:11
389:22	396:12,13,14	404:3,5	Columbia	318:18 320:22
404:24 406:8	charitable	clear 280:23	263:22	321:3,10,16
406:9 413:6,8	363:14 381:18	289:4 308:23	359:20	328:12 329:1
416:5,11,15,22	charter 404:7	344:21 414:11	combination	329:7,16
Chairman's	cheap 401:3	clears 413:18	281:4 285:5	330:15 331:7
296:3 319:7	402:24	clerks 369:3	315:22 385:17	333:17 334:22
332:6	404:18	client 355:22	combined	336:16 339:3
challenges	check 293:18	358:22 362:1	303:12,15,19	339:9,14,16
385:24	355:9	362:11,18,25	303:21 304:4	339:24 340:1
chance 272:8	checking	364:14 367:5	304:8,11,14,16	340:2 342:3,6
301:21 313:14	296:14	368:6 386:15	304:19 305:3	344:1,18
347:14	Chief 264:15	Climate 351:6	305:16 306:6	346:21,24
change 284:4,7	311:7	close 329:8	385:13 395:10	347:25
284:17,18	Chile 391:8	380:24	come 288:20	348:16 349:18
285:8 286:2	choices 304:18	394:24 395:2	317:10 347:3	350:11 353:3
397:10 402:17	choosing	395:3	350:14 386:6	353:16 356:11
changed	394:20	closed 299:22	386:25	358:5 369:20
296:13	chose 309:14	397:25 398:6	comes 372:18	369:25 373:3
387:22	Circle 263:16	398:16	373:1,24,24	374:2 376:11
changes	circumstances	closer 349:24	comfort 316:13	377:7,11
288:23 311:18	325:14 327:4	closing 296:10	comfortable	379:16 393:5
312:6 336:23	374:15,25	393:8 394:22	275:9 278:10	394:14 397:23
337:23 351:14	cited 373:4	407:18,24	coming 286:1	399:7 402:3
351:16 387:21	cities 368:24	408:7,22	337:23 359:6	404:15 413:14
395:25 396:2	400:6,12	409:1	361:16 399:15	413:15
changing 298:6	city 262:9	closure 308:25	400:22 412:8	Commission's
325:14 398:9	263:2,3,7,10	Club 351:20	comments	281:6 291:13
399:10,14	263:13 264:2	360:8 363:22	391:23 396:6	321:15 328:17
Chapter 379:10	264:7,12,17	Club's 363:24	397:11	333:13 374:5
character	287:11 292:7	coal 391:8	commission	410:16 414:4
399:23,24	299:25 300:2	coal-fired	262:2 264:15	commissioner
401:5	338:18 341:5	407:18	264:19 265:21	318:5,6 332:2
characterizati...	359:4 418:15	coast 354:5	267:17 269:6	332:3 337:10

EVIDENTIARY HEARING - Vol. 3 3/14/2018

337:25 341:17 342:10 343:17 346:11 389:25 390:2,4 398:2 404:17 412:11 416:16 416:23 Commissioners 262:20 273:10 328:5 384:18 404:21 commit 392:15 commitment 287:21 302:18 335:11 338:6 393:24 395:12,16 407:4 408:13 411:20 412:2,8 412:12 commitments 281:20 285:13 287:11,13 309:24 310:6 345:1 387:2 388:1 392:23 394:21 395:21 committed 283:22 303:14 338:10 368:22 387:17 400:4,10 committing 394:22 common 396:18 community 326:11 343:15 359:4,5 394:15 397:25 398:7 398:16 399:13 companies 277:15 280:11 280:15 285:1 287:5 289:8 293:4 329:23	331:3 394:13 396:10 407:23 412:9 company 263:2 263:13,14 265:7 267:11 277:22 278:1 289:2 292:7 292:8 293:7 293:12 295:15 299:23,24 305:3,16 306:22 307:12 308:6 309:6,7 334:11,20 335:7 336:1,9 336:25 378:5 387:16 391:19 392:6 394:3 397:16 398:3 399:7,17 400:10 402:11 403:2 406:15 413:21 company's 304:24 307:1 394:21 400:9 410:5 comparable 281:22 302:4 compare 295:6 compared 295:22 compares 294:23 299:19 comparison 295:12 complaint 291:19 complete 290:8 364:19 completed 265:7 completely 397:3 400:14	complexity 398:5 components 413:11 comports 356:15 371:8 384:5 comprehensive 305:4 306:18 306:25 307:4 307:13 308:8 conceivably 336:2 concept 271:9 395:23 concepts 299:15 397:3 conceptual 393:9 concern 285:21 286:3 287:20 289:17 311:22 320:4 396:18 concerned 285:16 295:10 347:7 394:24 396:15 concerning 280:18 329:11 330:1,8 concerns 271:1 271:4 272:16 272:21 289:14 313:9 411:3 conclude 370:23 concluded 415:10 conclusion 297:8 330:7 372:19,24 373:1,23,24 373:25 380:7 380:9 387:1 conclusions 328:9 332:7 366:16 371:12	conclusory 373:21 374:21 concrete 330:6 condition 271:8 289:18 291:9 291:10 315:15 325:1,16 326:25 329:1 329:12 330:1 330:8 334:13 336:16 342:21 342:25 344:1 346:19 391:22 393:15 conditioned 349:7,10 conditions 269:14,19 270:2,5,12 272:12 285:14 289:15 313:9 313:19 321:15 321:18 324:15 324:19 325:8 326:21 328:13 328:19 329:3 333:21 336:10 338:1,2 341:18 341:20 342:3 342:6,11 343:4,6 346:12,15 348:11,14 377:9,14 378:6 384:2 385:18 386:4 386:5 403:8 conducted 353:3 confidence 316:18 configurations 390:14 confirm 379:5 414:20 connected 409:8 410:7	Connection 335:20 consider 295:24 302:5 306:7 326:2,6 333:3 335:4 340:20 343:8 344:1 371:4 375:15 consideration 327:9 343:18 348:4 considerations 310:3,7 considered 271:24 331:1 334:22 336:6 343:11,12 considering 306:10 consist 371:9 consistent 300:19 365:11 365:13,14,15 379:3 405:10 414:6 consolidation 281:3 construct 369:20 374:11 construction 381:25 constructs 274:10 consultant 353:4 consumer 270:9 287:9 consumers 284:2 consuming 387:12 contained 269:19 313:19 383:13 384:2 396:3 contains
--	---	--	--	---

EVIDENTIARY HEARING - Vol. 3 3/14/2018

294:22 contested 317:5 context 330:10 336:6 339:19 340:18,19 345:10,24 346:1 347:10 385:11 387:7 411:11 continue 298:2 326:22 389:1 389:20 continues 409:23 continuing 326:6 339:4 410:2 continuous 368:11 contract 326:7 convenience 372:1 convenient 370:13 372:2 conversation 396:25 397:19 398:19 399:10 400:18 conversations 363:6 364:18 364:20 399:18 converting 387:5 copies 376:2 copy 288:4 293:24 294:6 297:15 354:23 355:9 358:11 376:5 379:6 corner 356:17 corporate 293:15 362:22 377:23 378:1 corporation	267:16 272:17 273:18 330:14 355:15 359:10 381:8 391:6 413:15 417:6 correct 266:11 267:13,21 268:13,18,21 269:4 270:1 270:15,21 272:6 273:1 273:20,21 274:2 275:15 279:16,21 280:21 282:8 282:14,16 284:10,15,19 285:19 288:2 291:6 292:3 292:10,16,25 293:4,5,10 294:15,16,20 294:21,24,25 295:3,4,15 296:5,18,21 296:22,23 297:3,4,24 298:4,11,12,19 298:20 299:17,21 300:21 302:12 304:2 308:16 312:5,11 313:12 313:13 315:17 317:23 319:4,5 319:11 320:12 320:23,24 324:3,17 325:20 329:18 334:13 341:22 348:8 354:12 362:8 379:25 389:1 407:14 418:12 correction 323:1 corrections	266:3 322:18 351:13,15 cost 279:11 282:12,17 299:1,1 315:24 316:11 320:8 326:22 327:11 334:1 337:23 347:3 348:1 375:8 377:23 392:6 398:12 406:11 409:23 cost/benefit 306:21 costs 279:13 288:11,14,16 298:2 306:18 306:25 307:5 307:13,20 308:8,15,18 316:15,21 333:2 347:15 375:2,19 393:17 411:23 counsel 264:10 264:10,13,15 267:4 273:15 301:12 311:5 323:19 338:15 352:16 358:16 360:20 361:7 362:10 365:3 369:14,18 371:21 372:6 372:21,24,25 373:9,17 376:7,18 377:21 378:13 378:17,23 379:4 382:14 382:16 383:2 383:4,11,19,25 397:18 401:18 402:11,18 403:1,2,7,15 counsel's 270:17 361:25	383:22 country 363:16 396:10 400:17 County 418:4,16 couple 267:5 283:9 291:23 301:13 318:22 338:17 376:2 402:13 404:20 course 287:20 330:12 334:9 341:11 351:1 court 310:25 courts 373:8,19 374:4 cover 282:3 covers 280:10 280:13 Crawford 409:10 Crawford's 406:18 crazy 398:2 create 364:9 creation 326:2 391:17 credit 285:18 286:1,6,6 287:2 319:1 credited 296:5 296:11 credits 276:6,9 276:11,17,24 289:19,21,23 296:4,6,10 297:10 301:24 301:25 302:2 317:15,19 319:4 331:19 criteria 372:9 373:2,3,23,25 critical 408:17 408:18 cross 266:23 267:24 310:10 310:12 312:14	312:25 314:13 323:17,18 352:15 361:12 cross-examin... 266:22 267:7 268:4 313:5 314:2 323:23 352:14,18 353:22 416:4 416:4,10,10,15 416:21,22 CSR 262:24 418:18 culture 399:10 399:14 CURB 272:20 current 306:13 324:23 325:4 345:2,14 362:13 407:9 currently 327:4 369:1 customer 288:24 289:1 289:6,25 335:21,25 396:12 399:8 399:13,17 405:15 406:11 customer- 326:10 customer-ow... 307:22 customers 276:10 296:6 296:25 302:2 308:20 324:21 330:17 335:23 339:10,11 370:20 386:3 389:9 cut 331:11 393:25
<hr/> D <hr/>				
D 265:1 416:1				

EVIDENTIARY HEARING - Vol. 3 3/14/2018

D-i-e-t-r-i-c-h 265:19	370:19 371:10	337:8	differ 316:9,10	360:8 364:24
DANIEL 262:18	democratizati... 398:11	detriment 269:23	difference 275:5 277:19	366:22,24,25 368:6,17
data 347:9 378:19	demonization 401:7	270:10,13 271:9 272:24	281:11 340:17 357:21 393:10	369:8,10,14,18 378:17
date 317:21 356:20 378:20 413:4	demonstrate 307:17	273:25 274:17 274:19 275:1	differences 274:9 275:4,6 275:11 276:22	dirty-munching 400:22
dated 376:8,16 378:15	demonstrated 283:22 284:6	309:3 328:20 332:25 334:17	278:8 282:4 295:25	disagree 325:21 405:22
dates 306:13 358:24	demonstrates 370:18	334:18,21 341:25 345:11	different 271:18 271:19 274:10	disappointed 349:4
David 360:7,12	demonstration 333:22 334:3	348:7 349:11 349:14,25	274:11 275:10 276:19 277:8	disclosure 351:17
day 265:5,6 272:2 361:8 410:9	390:11 409:15 409:17	387:4,7 393:14	277:16,20,21 281:17 283:16	discuss 325:23 334:19 343:14
days 296:10 413:3	Dentons 263:9	detrimental 269:9 275:22	285:12 289:25	397:21 411:10
deal 330:19	Department 322:11	300:8,14 307:9,11,16	320:13 331:14 333:5 335:9	discussed 286:9 288:14
dealings 292:8 399:9	Depending 342:25	310:5 313:11 342:23 343:9	335:17 336:12 339:1 343:23	391:20 409:10 410:22 412:25
deals 295:1	depends 276:2	348:16	362:2 372:18 372:20 383:11	discussing 337:7 339:2 346:20 373:13
decide 319:19	deployment 391:3	detriments 269:3 270:1,3	397:1,2 399:1 401:12 402:19	discussion 270:22 281:14
decided 339:16	DER 395:9,25	270:5,8 307:18 341:21	402:23 403:1 403:4,4,10,12	287:1 288:18 293:1 297:14
decision 271:13 271:14 284:11 314:7 327:7 358:6 374:4,5	derived 394:11	342:16	404:9	303:17 327:2 337:25 341:16
decisions 347:24 371:11	describe 288:8 294:3	develop 324:20 411:22	differently 335:23 386:23	346:10 409:7
dedicated 304:1	described 365:16 370:12	development 322:11 340:20	differs 383:14 difficult 332:21	discussions 277:15 404:20
dedication 393:18	description 371:2	374:11,18 385:4 386:7	387:12 difficulty 399:14	407:18 411:1
deeper 391:3	design 335:12 347:2	391:13,17 405:3,13	direct 265:14 268:6 310:21	distinction 292:12
defined 335:22	designed 270:5 282:11 341:20	408:6 409:23	322:5,23 325:24	distributed 335:2,4,6,13 335:18,22
degree 320:3 321:7	designs 395:16	developments 410:11,14	350:22 416:3 416:9,14,21	343:19,24 346:18,23
delay 409:1	details 277:18 294:14	Dietrich 265:10 265:13,16,22	directed 290:22,24 366:15	347:8,13 375:18 391:2 391:4,15
delivery 298:17	determination 273:19,19 347:1	267:8 268:5 286:15 292:1	direction 373:18 director 265:21	394:17 395:4 395:6,17
demand 284:1 326:23 327:12 330:3 370:16 389:9 396:14 406:11 409:24	determinations 333:15 339:19	293:25 294:2 301:16 302:23		
demands	determine 339:9,14	303:4 310:17 327:3 384:10 416:3 417:11,13		
	determining			

EVIDENTIARY HEARING - Vol. 3 3/14/2018

396:13 410:19 410:23 411:21 distribution 336:14 divide 290:12 dividing 290:12 division 267:24 290:2 302:24 313:1 318:8 321:24,25 322:11 323:14 324:1,7 329:22 336:17 348:5 348:21 349:9 349:16 353:9 390:9 401:21 416:13 417:14 Division's 326:20 divvied 289:24 docket 329:25 345:16 371:25 412:5 dockets 329:17 410:24 document 272:23 351:24 355:10 356:25 357:23 367:18 367:18 371:3 372:11,14,15 375:24 376:14 376:24 379:10 381:16 383:24 documentation 361:3 documents 362:5 365:16 404:8 doing 279:1 289:2 291:13 305:4 308:6 326:17 340:17 340:18 341:6 358:20 361:2	384:21,22 387:17 388:16 388:21 390:4 392:6,15 395:23 410:13 dollar 288:12,15 295:12 316:7 316:15 domestic 334:7 Dority 263:6 double 296:14 downgrade 285:24 287:4 Dr 271:1 310:24 313:6 314:5 314:22 318:24 320:20 dramatically 391:10 drawing 308:3 Drive 263:21 drivers 389:20 driving 389:11 389:13 drop 334:1 druids 400:22 due 275:5 413:5,5 duties 383:22 duty 382:17 <hr/> <p style="text-align: center;">E</p> <hr/> E 265:1,1 416:1 418:1,1 EA-2015-0256 358:10 earlier 327:2 349:21 370:2 384:3 391:20 399:21 earnings 277:7 Earth 358:19 359:9,16 360:3,6,18 361:1,6 362:2 362:25 363:1 east 264:2	354:5 Easy 335:19 EC-2017-0107 281:6 economic 322:11 327:13 340:20 391:12 391:16 economics 339:1 391:9 economies 392:2 Economist 311:7 educational 381:18 EE-2017-0113 375:25 376:7 effective 317:21 326:23 327:12 392:7 effectively 338:2 effectiveness 406:11 effects 306:7,10 efficiencies 392:18 efficiency 283:17,23 285:6 299:2 299:12,19 326:7,14,24 343:16 355:17 356:15 357:15 359:25 361:24 365:10 368:23 369:5 381:10,20 387:10 388:1 388:21 400:5 400:11 403:9 403:23 405:2 405:4,8,13,16 405:20 407:1 407:7,13 efficient 385:14 392:17	effort 371:9 411:21 efforts 407:7 either 267:20 267:20 303:10 324:2 331:7,21 397:15 elaborate 286:21 electric 264:9 273:4 296:25 310:11 313:25 318:12 327:18 344:4 353:11 364:11 390:14 401:23 electrical 387:13 electricity 413:13 elements 294:23 298:25 300:11 320:10 Elisabeth 351:6 EM-2001-464 281:5 EM-2018-0012 262:13 265:6 embracing 405:21 412:10 emerging 410:16 employ 326:6 employed 265:20 322:8 322:10 351:3 351:5 employee 287:10 309:24 338:7 employees 326:9 employment 310:3,6 331:2 336:22,24	337:24 377:16 employment-r... 331:3 349:22 enable 326:8 407:23 encourage 374:18 encourages 405:13 endearing 398:2 endorse 403:7 energy 262:12 262:14 263:12 263:19 267:25 279:25 280:3 283:17,22 284:21,22 285:6,6,8 290:13 292:9 292:24 293:2 293:14 299:1 299:2,4,12,19 302:24 313:1 318:8 321:24 321:25 322:12 322:12 323:14 324:1,7 325:10 326:4 326:7,14,14,24 329:23 333:22 335:3 335:13,18 336:18 343:15 343:24 347:13 348:6,21 349:9,16 351:5 353:9 355:17,17 356:11,14,14 357:15,15 359:25 361:24 363:8 363:12,16 364:2,4,8,12 364:21 365:10
---	--	--	--	--

EVIDENTIARY HEARING - Vol. 3 3/14/2018

366:11 368:23 368:23 369:4 369:4 370:17 371:10 374:18 375:18 381:10 381:10,20,20 385:3 386:7 387:10,13,14 387:14 388:1 388:20,20 390:9,11 391:15 394:17 395:4,7,17 396:13 400:4 400:4,11,11,17 401:21 403:8 403:9,23,24 404:3,5 405:2,4,7,13 405:15,20 407:1,7,13 409:8,11 410:19,23 411:22 ENERGY'S 416:13 417:14 engagement 411:20 engaging 368:24 400:5 400:12 engineering 327:13 399:11 enhanced 385:22 ensure 269:8 270:13 282:11 300:7 315:11 328:20 387:2 ensuring 342:1 entered 267:14 320:25 enterprise 386:11 entirely 340:12 entities 278:19 278:20,23	279:17 292:6 396:9 entity 288:25 289:4 292:9 358:19,22 362:2 385:13 386:3 387:17 392:18 393:6 395:11 environment 320:14 331:14 335:17 environmental 402:20 408:5 envision 411:19 equal 271:2 289:13 315:5 318:1 319:8 320:21 330:24 331:4 equally 284:1 290:12 equals 285:25 equates 349:13 equitable 319:16 equity 331:18 equivalent 295:21 297:6 297:9 299:5 299:15 302:1 302:7 311:25 319:15 eroding 347:18 error 316:9 especially 285:24 399:15 essence 297:5 essentially 282:23 302:1 establish 277:17 329:16 370:12 371:23 established 361:22 373:3 378:18	398:23 et 331:19 evaluate 308:14 308:18 evaluated 303:18 399:3 evaluating 310:2,4 342:16 411:23 evaluation 306:1,18,25 307:5,13 308:8 342:23 event 269:10 324:22 338:7 354:8 everyone's 411:13 evidence 266:20 301:2 301:9 312:16 312:24 323:15 330:6 347:4 352:6,12 357:10 366:2 370:11 371:23 372:7 407:11 409:4,5 414:21 416:2,8 416:13,19 evidenced 368:11 evidentiary 262:7 265:2 415:9 evidently 331:16 exact 270:21 299:16,18 examination 265:14 310:21 320:19 322:5 350:22 366:15 416:3 416:9,12,14,21 example 275:12 277:18 325:9 335:6 341:5	349:2 364:5 413:18 examples 385:3,7 386:6 exceed 316:15 exceeded 316:21 excepted 292:21 exceptions 339:22 excused 384:12 412:21 executive 360:8 364:23 366:22,25 368:6,16 369:7,10 exhibit 265:24 266:1 285:15 293:19,21 294:5 301:2,8 312:19,23 351:11 352:6,11 354:15,19 357:8,9 358:16 368:1 370:7 414:23 414:24 417:3,5 417:7,10,12,15 417:16,19,22 Exhibits 266:13 266:19 322:16 323:9,14 417:1 417:2,9,14,18 417:21 exist 274:23 existing 326:13 345:7 expanded 326:10 expansion 407:6 expect 285:7 355:7 389:20 392:5 Expedited	413:2 experience 369:7 387:11 390:23 392:3 400:3 experiences 379:3 experiencing 354:4 experimental 338:19,24 339:7 expert 355:4 366:1 expertise 356:7 experts 304:1 explain 278:13 288:9 315:4 360:21 362:17 402:12 explained 315:6 explicit 282:1 explicitly 327:10 express 414:7 expressed 271:1 271:3 expressly 414:1 extent 333:3 334:20 336:14 345:11 364:22 405:8 external 279:8 externalities 347:21 extreme 272:3 extremes 398:22
F				
F 418:1 FAC 339:22 face 368:8 facilitate 391:3 facilities 329:15 371:15 375:10 409:20 facility 370:24				

EVIDENTIARY HEARING - Vol. 3 3/14/2018

373:10,12	figuring 398:25	371:22 390:13	357:4 362:22	frankly 329:23
374:6,12	file 262:13	391:14,24	364:8 397:2	freedom 321:17
fact 275:19	268:20	Fischer 263:5,6	411:20	freezing
286:5 330:18	324:20	353:21,22,24	formal 362:16	395:24,24
395:19 396:7	filed 268:6,12	354:14,21	formalized	fresh 397:21
414:23	268:16,17,23	355:23,25	290:14	friendly 395:8
factor 342:22	272:5,9	356:4,22	formed 357:22	front 276:11,17
390:23	273:24 274:6	357:11 360:15	360:7	297:16 302:4
factors 284:12	313:15 322:14	360:20 361:11	formerly 365:3	356:17 357:2
284:13 331:1	324:3,7 330:11	361:17,20	forms 397:1,4	400:19,25
375:15 389:11	330:22	367:4,11,23	forth 303:15	403:17
389:13,18	345:18 351:17	368:3 370:6,8	329:3 372:9	fruit 385:22
facts 374:14,24	351:18 356:18	376:4,15,21	418:10	392:10
factual 371:1,11	384:3 405:25	377:3 380:10	Fortune 299:23	frustration
fair 290:17	filing 330:13	380:15,18,23	300:2	385:25
297:8 317:18	346:17 357:22	381:1,5 384:6	forum 302:15	fuel 276:13
319:16,20,21	366:17 367:1	402:7,8	332:20 335:8	299:5 407:25
319:21	final 295:1	412:13 415:1,2	336:9 391:21	408:8 409:2
faith 304:25	350:13,16	416:22,23	394:10	full 316:18
fall 325:11	finalized 290:3	five 275:13,25	forward 279:7	325:5 395:10
familiar 283:11	finally 290:20	298:3 336:23	303:12 306:15	418:12
286:8 299:11	299:2 393:2	407:25 408:8	320:3 334:6	full-blown
373:5 374:7	financial 284:9	fixed 336:1	337:9 341:18	304:22
388:4,6	284:23	396:11,12	405:7 410:14	fully 338:5
far 295:9	388:12,25	fixing 399:12	forward-looki...	394:13
306:13 317:15	financially	flat 396:17	294:8	fund 363:22
321:9 363:9	388:22	flip 378:4	fossil 407:25	364:6,6
365:19 376:3	find 327:11	Floor 263:3	408:8 409:2	funded 353:2
favor 405:7	404:1 410:4	flow 396:19	found 365:7	362:25 364:4
favorable 315:11	finding 414:5	flowed 298:10	391:8	funding 363:4
favored 270:22	findings 366:15	298:18	foundation	363:11,15,21
315:16	fine 367:24	focus 284:21	361:15 363:8	363:25
February	389:17	336:13 399:11	363:12,13,14	364:13,16
369:15,15	finish 350:15	focused 366:9	364:2,4,8,21	funds 363:8
Feddersen	finished 350:12	387:10 404:5	foundations	364:2,3,5,7,21
262:24 418:5	381:2	folks 363:7	359:5	further 286:12
418:18	firm 387:2	follow 292:1	founded	288:16 290:7
Federal 292:23	408:12 418:6	358:17	357:20	314:12 318:3
feel 321:18	first 266:23	follow-up 336:8	four 328:13	331:25 346:3
felt 278:10	268:11 282:6	following 332:6	329:3 332:13	350:2 389:22
317:18	283:7,21	377:9 386:11	401:10	405:21,24
FERC 280:9	289:20,25	follows 265:13	framed 371:22	414:12,19
fiat 345:8	301:17 311:13	310:20 322:4	371:23	future 271:25
fictitious 359:16	312:25 315:23	350:21	frameworks	280:18 282:15
field 397:4,9	323:18 324:4	foregoing	411:22	288:18,21
fifth 400:16	349:2 352:15	418:12	Francisco	290:8 291:18
figure 296:17	360:8 370:9	form 294:3	363:15	302:5 315:25

EVIDENTIARY HEARING - Vol. 3 3/14/2018

316:8 317:1,6 317:8 320:5 335:5 392:10 409:24	311:1 416:9 417:20 germane 393:11 getting 277:18 351:20 380:24 398:19	402:10 405:24 415:8 goal 356:13 goals 365:11,15 365:23 366:5 366:8,10 367:6	386:14,20 390:3,5,6 405:18,23 406:14 408:10 goodness 388:16 gotten 278:6,9 349:23 392:20	362:22 363:23 366:23,25 373:22,23 402:20 411:17 growing 370:16 growth 392:8 394:17 guarantee 387:3 guaranteed 277:10 guard 270:6 guess 270:22 272:16 276:3 281:5 303:9 307:7 334:16 344:21 355:19 361:8 393:2 399:5 guys 399:4
G				H
G 265:1 G-e-o-f-f 311:1 gain 299:23 341:9 gains 392:3 game 393:19 393:23 394:6 394:6 gas 407:18 gathered 364:7 general 298:11 306:24 320:11 329:2 343:5 369:22 371:12 381:24 385:11 392:3 generally 283:12,13 286:22 287:22 320:7 339:17 345:9 371:4 386:22 388:6 407:10 generated 408:21 generating 307:14,21 308:9,11 generation 284:24,25 306:19 307:1 307:6,22 308:15,20 329:14 335:22 343:19 346:18 346:23 347:8 371:24 407:19 407:25 408:8 408:23 Geoff 310:20	give 348:15 358:16 360:16 361:18 381:2 404:13 given 319:14 328:16 329:20 334:17 338:10 340:9 343:18 358:23 369:19 418:15 gives 316:12,13 glad 347:5 414:11 GMO 280:11 283:16 284:11 285:18 288:24 289:2 324:22,23 330:2 345:18 362:3,7,19 369:19 371:25 374:11 376:6 387:9 388:15 389:5 406:1 406:25 GMO's 283:11 284:20 285:7 302:15 326:13 358:6 370:12 370:17,18,24 371:24 372:8 373:16 376:9 go 289:10 294:17 316:1 321:23 350:9 361:12 376:2 380:17 384:11 393:4 395:8 396:21 401:4	goes 286:25 327:12 359:22 361:21 387:22 going 274:5 279:4 285:15 291:13 306:15 329:8 358:24 360:13,15 367:2 371:2 374:23 375:8 375:9,19,20 375:21 376:2 385:16 390:9 392:11 393:1 396:6,7 397:10 400:16 400:18 401:1,4 402:13 407:12 409:1 410:14 412:4 good 265:4 267:8,9 268:5 273:12 273:13 274:15 274:18 275:17 275:25 280:5 286:15,16 310:22,23 313:6,7 314:3 314:4,22,23 323:24,25 328:7,8 332:4 332:5 344:13 344:16 347:9 352:19,20 353:23 354:3 375:11,13 381:4 384:20 385:20	goodness 388:16 gotten 278:6,9 349:23 392:20 government 368:25 400:13 governments 400:6 GPE 376:6,9 384:1 grabbing 385:25 granddaughter 354:3 grant 377:8 granted 382:16 graph 294:22 Great 262:12 263:12 279:25 280:3 293:2,14 greater 263:14 292:7 320:3 green 324:21 324:22 325:10,19 326:12 329:12 343:14 Greenwood 358:8 369:21 grid 334:3 392:9 409:8 409:16 410:7 ground 349:20 392:14 grounds 348:7 349:21 group 297:5 304:1 356:10 356:16 359:23	hall 262:18 273:11 286:12 314:21 318:3 328:6 331:25 384:19 389:22 398:20 413:8 416:5,11,15,22 Hamilton 354:1 hand 379:5 hands 390:20 happen 270:8 403:6 406:10 happened 392:4 408:11 happening 385:12 400:19 happy 361:7 412:15 hard 348:25 harder 406:17 harm 271:23

EVIDENTIARY HEARING - Vol. 3 3/14/2018

330:17 331:13 harmed 291:10 harmful 291:4 Haub 351:7 head 391:18 402:19 heading 369:7 headquartered 363:14 headquarters 299:24 300:1 heads 399:7 Healy 264:1 hear 413:1 heard 303:16 412:8 hearing 262:7 265:2,6,6 266:17 270:16 280:20,21 301:6 303:11 312:21 323:12 352:9 358:3 377:1 401:10 413:3 415:7,9 hearings 373:6 heart 388:17 heavier 341:2 held 365:5 help 270:23 307:25 315:11 348:15 helped 337:3 helpful 325:7,12 329:25 337:8 helping 269:8 hereto 377:7 hesitant 333:16 hesitating 296:12 366:13 Hi 384:21 390:4 hiccups 387:21 High 264:2 higher 335:25 hippies 400:21 historical 398:15	historically 340:24 history 374:8 hold 291:17 Holdco 280:11 281:1 285:18 288:19 317:10 326:2,8,22 holding 271:12 299:24 honest 332:22 honestly 329:20 honesty 410:9 Honor 323:8 346:7 402:7 hopefully 401:11 hoping 338:3 349:5,23 hour 404:16 hour-long 401:15 households 326:3 huge 391:12 399:16 huh 329:9 Hyman 290:25 322:1,4,7,13 323:24 338:17 341:16 344:16 346:10 416:14 417:15,17 <hr/> I <hr/> I's 297:22 I.e 284:25 idea 329:20 IDENTIFICATI... 293:22 354:20 368:2 identifies 269:25 identify 269:2 270:7 identifying 270:12	imagine 405:9 impact 313:11 313:20 346:17 346:23 impacting 395:20 implications 305:16 340:20,22 implied 394:20 implies 309:1 imply 306:6 important 286:22 305:5 335:3,4 342:22 347:12 375:2 375:15 388:2 396:5 impose 289:15 imposed 291:11 398:18 improved 286:6,11 391:10 improvement 286:11 improving 392:2 imprudent 414:4 incentive 284:9 284:17 388:12 406:13 incentives 326:8 388:25 389:8 incentivize 388:13 incentivized 388:23 include 279:18 279:19,24 280:15 281:2 293:7 308:7 317:9 347:20 349:4 381:14	392:23 393:15 403:8 413:21 included 279:15 284:12 288:13 288:17 291:9 291:12,16 302:11,13 337:2 includes 275:13 including 272:19 285:16 377:14 393:18 incorporated 262:12 263:13 282:2 357:6 incorporates 289:22 incorporating 390:22 incorporation 354:23 355:2 355:5 356:8 359:7 362:15 381:7 383:13 383:15,24 417:6 increase 396:11 396:12 increased 282:17 283:8 329:20 increases 298:9 increasing 345:1 independent 377:21 INDEX 417:1 indicate 288:25 403:13 indicated 357:13,19 360:6 373:7 409:19 indicates 349:16 368:5	368:21 369:9 369:13 372:21 individual 375:16 industrial 289:6 411:6 industrials 289:8 industry 385:16 392:3 inform 340:14 information 290:21 304:24 305:2 306:22 322:22 341:9 355:7 368:10 368:14 informed 373:10 374:3 initial 364:9 376:11 413:4 initiatives 326:15 329:21 409:11 inquiries 392:10 insert 328:13 instance 276:4 287:2 Institute 358:20 359:9,17 360:4,7,19 361:2,6 362:3 363:1,2 integral 305:22 integrated 306:3 396:22 398:13 integration 279:6 285:4 386:1 387:12 387:15 intend 346:1 415:1 intended 365:23 401:13 413:17,21
--	--	--	--	---

EVIDENTIARY HEARING - Vol. 3 3/14/2018

intensive 391:16	362:6	334:8 339:21	303:2 309:17	jump 406:15
intent 271:15,15	intervened	341:3 371:22	310:10,13,15,16	jumped 406:16
271:21 273:22	362:3,19	371:22	310:19 311:11	jurisdiction
278:25	intervenor	issues 287:9	311:13 312:15	317:6
280:12,14	363:22	314:8 366:9	312:18,21,25	
292:12,18,18	intervention	399:8 410:16	313:4,25	K
293:7 414:6	402:22	410:20	314:13,15,18,19	K 262:24 351:2
intention 341:24	inure 282:13	item 384:17	314:20 318:7	418:5,18
interaction	317:19 337:22	items 332:7	318:10,11,12,15	Kansas 263:2,3
397:16	investment	ives 282:7	318:18,20,21	263:10,13
interest 269:3,9	326:24 353:5	ives' 322:23	319:18,23,24	264:7,9
269:13,23	405:3		320:16,17	267:16 271:5
270:14 284:21	inviting 294:4	J	321:21,23	271:6 272:17
285:8 300:8	involuntary	J 262:20	322:3 323:10	272:19,20,24
300:14 305:6	287:14,15	263:15 362:7	323:12,18,22	273:4,17,18,24
307:2,6,8,10	338:7,10	James 263:5	327:18,21,23	274:4,12,15,19
307:12 310:5	involve 280:25	364:23 365:2	327:25 328:1	274:22,23
325:2,9	involved 373:7	368:5 417:8	328:4 337:12	275:7,12
326:18 327:1	involvement	January 268:12	338:14 341:13	276:5,10,14
328:20	345:3	268:19 286:19	344:4,8,11,12	276:20 277:2
329:21 341:21	involving 358:6	288:2 292:13	346:5 350:3,5	278:8 281:8
342:4,7,24	376:9 377:21	Jefferson	350:9,18	281:18 282:19
343:9 348:17	ion 341:2	262:9 263:7	352:5,7,9,13	287:11,11 291:3
351:16 379:22	IRP 285:3,11	264:2,12,17	352:15 353:9	291:13 292:6
380:4 382:4	303:7,12,15,19	418:16	353:11,14,16,18	293:13 294:10
387:5	303:21 304:4	jfischerpc@ao...	353:19,21	294:14 295:19
interested	304:8,11,14,16	263:8	354:14,17	295:22 296:7
368:25 400:7	304:19 305:3	Jim 353:24	356:22,24	297:2,12,15,19
400:13 413:8	305:8 306:6	399:24 400:1	357:7 358:16	297:25 298:1
413:25	306:14 309:8	job 391:17	361:11,14,18	298:17,19
interesting	309:10 327:14	402:12	367:2,8,21,24	299:8,14,16
393:16 399:5	333:8 336:15	joined 268:11	367:25 370:6	299:25 300:2
interests 321:19	344:19 345:7	joining 360:25	376:4,13,19,22	300:5,12
357:14 366:12	345:15	joint 268:6	377:1 380:8,16	302:2,18,19
379:14 382:18	392:22	303:11 377:10	380:17,23	310:10 313:10
383:8,17,18	IRPs 304:1	Judge 262:18	381:2,4 384:7	313:25 318:12
404:3 405:14	392:7	265:4,9,12	384:8,10,13,16	319:10,15,17
405:15	irrelevant	266:14,17,23	401:17,21,23	319:20,21
intermittent	360:14	266:25 267:1	402:1,3,5,6	320:2,7 321:4
391:4	IRS 359:3	267:3,4,24	412:17,19,20	321:12 327:18
Internet 368:15	Island 358:19	268:2,3 273:4	412:23 414:12	330:14,18,22
interns 369:2	359:9,17	273:8 286:14	414:17,19,20	331:6,9,15,20
interpret 277:1	360:3,6,19	291:21,24	414:22 415:3	332:22
interpretation	361:1,6 362:2	293:19,20	415:6,7 416:5	338:18 340:18
277:3 289:12	363:1,2	300:23,24	416:16	344:4 351:19
intervene	issue 317:5,16	301:3,6,10,12	Judge's 296:3	353:11 401:23
358:12,18,21	317:17 328:14	302:24 303:1	July 356:18	413:15

EVIDENTIARY HEARING - Vol. 3 3/14/2018

Karl 263:9 350:19,21,25 351:1 416:20 417:22 karl.zobrist@d... 263:11 KCC 267:18 271:3,10,13,18 271:22 272:2 272:5,9,11,15 289:15 291:11 313:16 314:8 319:19 321:1 KCP&L 263:13 279:14 280:10 283:11,16 284:5,11,20 285:7,18 288:24 292:7 298:1,5 302:15 324:22,23 330:2 334:4 340:15 341:9 345:18 376:6 376:9 387:9 389:5 406:1 406:25 409:22 KCP&L's 326:13 KCPL 388:15 409:11 keep 333:4 Kellene 262:24 418:5,18 KENNEY 262:19 318:5 332:2 389:25 kept 338:5 KEVIN 264:15 key 269:7 286:20 kicked 317:16 kind 279:3 286:23 293:7 293:8 298:21 306:19	307:20 308:15 329:16 355:6 365:15 379:2 399:9 399:24 400:20 408:15 411:11 412:12 kinds 298:18 308:19 329:21 375:4 396:14 396:21 know 269:13 272:2 275:8 279:9 280:9 285:11 289:1 290:12 291:12 306:14 307:15 308:23 309:2 316:16,17 325:13 329:22 334:7 336:20 337:8 338:21 344:22 356:6 356:8,9 357:20,25 358:1,23 360:10,12 362:13,14,16 363:3,5,24 364:16 369:23 372:13 374:1 374:23 375:2 375:8,19 379:20,21 381:22 382:6 392:24 393:7 394:14 395:1 395:21 397:25 398:1 398:4,10 399:11,21,22 400:19 404:4 405:6 406:11 knowledge	266:10 293:6 312:11 315:9 323:6 352:3 364:22 369:22 379:1 knows 311:12 KS 263:17 <hr/> L lack 275:20 language 280:12,17 281:17 292:11 370:21 381:19 382:8 383:14 383:15,21 413:19 languages 404:7 large 316:10 391:5,8 394:15 largely 275:5 larger 386:11 late 293:12 law 262:18 263:2,5,9,15 263:16 264:1 264:5 298:17 349:17 351:7 Lawrence 263:17 laws 359:10 lawyer 380:11 lay 361:15 lead 330:7 334:9,10 340:21,24 341:1,1 leading 355:16 356:14 359:24 361:23 381:9 learnings 387:21 leeway 361:19 left 384:17	397:4,9 legal 304:23 358:22 362:2 371:8 379:21 380:7,9 legislation 405:12 406:2 406:3 legitimate 355:9,10 404:10 Lera 264:10 267:10 let's 301:24 316:1 321:23 325:24 326:1 350:9 375:13 379:5 384:8 395:6 level 307:23 308:1,11 316:13 345:2 364:10 392:7 401:10 light 263:2,13 292:7 319:9 338:18 liked 407:3 likelihood 341:25 386:19 limit 292:15 411:25 414:2,4 limitation 288:12 limitations 304:23 limited 339:21 line 269:5 302:8 322:20 326:2 360:14 391:14 lines 325:25 352:24 385:2 414:1 Linhares 362:8 LinkedIn 367:18 368:4 378:19 400:1 414:25	417:8 list 385:3 389:16 lithium 341:2 litigated 395:14 litigation 262:24 392:24 418:7 little 286:21 297:22 334:18 355:18 361:19 365:17 367:19 386:23 392:25 394:24 399:8 LLC 263:16 264:1 LLP 263:9 located 351:6 lock 386:16 387:1 392:16 locked 386:18 locking 278:11 logical 397:6 long 284:16 longer 289:16 315:14 357:3 360:18 361:5 look 278:4 301:24 302:8 306:3 345:10 346:1 347:14 347:24 357:12 371:21 374:24 375:4 393:6 397:21 400:1 404:1 looked 330:22 382:13 409:12 looking 285:13 301:23 303:14 306:12 331:2 337:21 338:12 352:21 404:7 409:5 looks 355:5
--	---	---	--	---

EVIDENTIARY HEARING - Vol. 3 3/14/2018

356:17 369:17 375:13 404:5 lose 392:14 lot 274:9 281:23 285:3 286:25 304:25 329:23 359:3 374:14 385:12 394:4 395:20 398:16 399:19 402:14 403:24 lousy 402:12 low 365:18 low-cost 284:25,25 lunch 390:5 397:15 lunchtime 397:19	387:15 405:19 management 377:22 388:3 390:21 mandate 344:19 344:22 mandating 411:3 manufacturing 391:14 March 262:8 265:5 287:25 288:4 337:14 413:5 417:4 margin 347:19 mark 370:7 Marke 271:1 310:20,24 311:1 312:19 313:6 314:3,5 314:22 318:24 319:18 320:20 416:9 417:20 marked 265:24 265:25 266:20 293:21 312:23 323:15 352:12 354:15,19 368:1 414:23 415:4 417:2 market 278:24 347:24 410:11 markets 394:18 marking 367:21 marks 354:12 Martin 263:15 322:1,4,7,13 416:14 417:15 417:17 materially 319:15 matter 262:12 288:21 matters 412:25 maximize 387:3 mean 274:21 275:21 280:6	295:13 299:8 305:20 306:6 307:8 308:1 334:16 339:25 344:21 349:8 374:22 386:13 387:13 400:1 401:5 meaning 281:23 355:18 370:14 372:3 means 274:25 289:3 349:19 356:7 393:20 meant 269:14 mechanism 277:8 298:17 298:22 mechanisms 274:11 277:22 297:12 298:3 298:7,8 299:13,16,18 medicine 396:20 MEEIA 283:12 283:24 284:8 299:20 303:6 327:4,9 330:4 333:9 348:3 388:4,16 404:24 meet 348:7 364:11 370:19 371:7,9 372:8 373:1,3,25 meeting 289:9 398:20 meetings 287:7 289:6 meets 349:10,17 373:23 memorializes 290:4 mentioned 278:2 303:7	309:23 342:18 363:9 406:8,9 merged 386:3 387:16 392:18 393:6 merger 262:13 269:19 278:4 279:7 282:12 283:8,15,15 284:18 285:9 285:10,12,13 285:17,22,24 286:7 299:22 300:8,13,18 304:5 305:2 305:10,12,13 305:15,23 306:2,20 309:3,15 310:4 316:20 317:3 321:13 324:16 329:18 330:4 337:4,9 338:3 342:23 345:10 348:6 348:12,16,22 349:6,9,13,17 349:23 376:1 378:24 382:12 384:1 385:4,7,19 386:8,8,14,18 386:24 387:4 387:9,11 389:1 389:18 392:4 392:16,22 393:3,11,15,18 394:21 395:5 395:11 396:21 397:1,5 403:7 403:25 406:24 407:23 408:15,19 409:3 410:6 411:12,16 412:3	417:4 mergers 280:19 288:18,21 315:25 317:1,6 317:8 merges 394:4 messier 398:19 Metering 335:19 method 309:10 methodology 290:14 metrics 281:12 281:13 MFN 316:4 MICHAEL 262:17 Midwest 418:6 million 289:21 289:22 296:21 297:3 301:25 302:2 302:3,4,7 319:3 364:10 mind 333:5 363:10 minds 316:9 mindset 399:13 minute 406:7 minutes 291:1 350:7,14 381:3 mirrors 372:16 mischaracteri... 282:9 missing 353:25 386:20 mission 359:23 361:23 362:23 365:8 374:17 Missouri 262:1 262:9 263:10 263:14,20,24 264:15,18 267:22 268:2 269:7,11 271:4 271:10,17,23
--	--	--	--	---

EVIDENTIARY HEARING - Vol. 3 3/14/2018

272:13,24	352:11 354:7	329:14	284:23	315:15 348:12
274:1,5,12,17	354:11,12,24	Missourians	motive 327:6	370:13 372:1
274:19,24	354:25 355:2	332:18 334:5	move 334:6	386:25 387:1
275:2,8,19,22	355:2,16	337:21	356:22 359:7	413:25
276:1,11,18,23	356:10,13	mix 389:4	411:17	necessity 372:1
277:13,23	357:13,16,22	mjb@mbjreg...	movement	need 290:7
278:9 281:1,1	357:24 358:8	263:18	398:8,9	291:20
281:9,19,23	358:12,20	MJMEUC 264:4	moving 277:9	293:25 306:2
283:23 285:3	359:16,23,24	267:1 301:10	279:7 320:3	316:4 317:10
286:20	360:17,25	314:13 318:15	337:9 389:7	358:15 370:7
287:13 289:16	361:2,4,22,23	327:21 344:8	405:7	374:14 375:8
291:4,10	362:1,16,24	353:14 402:1		375:19 390:15
292:7 293:3,8	363:7 364:14	MO 263:3,7,22	N	412:25
293:13 294:3	364:24 365:4	264:2,7,12,17	N 265:1 416:1	needed 269:22
294:20 295:7	365:9,24	modernization	name 265:15,17	negative 313:11
295:20,21	366:23 368:6	392:9	288:23 289:1	313:20 346:17
296:4,5,9,11	368:19,22,24	modest 364:10	310:25 322:6	409:5
296:24 297:6	369:21 370:3	395:11	350:24,25	negotiate
297:12 298:13	370:10,11,18	modification	351:1 353:23	277:23
298:22 299:6	370:23,25	385:10 413:9	359:16 362:14	neither 311:12
299:7,9,22	371:14,15	modify 288:1	368:9 400:9	349:19 368:14
300:7,9,13,19	372:17 373:12	moment 315:10	narrow 398:17	nerd 398:1
302:1,6,12,12	373:16 374:10	Monday 270:17	narrower	net 332:22,23
302:13 303:1	374:12,19,25	278:3,17	383:18 403:14	334:17 335:19
303:5 305:8	376:6 377:16	286:9 293:13	404:9	348:18
306:14,15	379:7,17	303:11,17	Natelle 265:10	never 273:21
309:12,23	380:3,14,20	358:2 373:7	265:13,16,22	293:1 322:22
311:4 313:4,11	381:9,14,23	money 297:7	416:3 417:10	new 288:8
313:20 315:12	382:3 383:12	moratorium	417:12	289:1 317:21
317:5,10	383:17 386:2	275:13,25	nation 315:16	348:3 351:8
318:10 319:9	386:20,24	276:4,16,23	nations 270:22	362:21 389:7
319:14,16	388:5 390:12	331:18	nationwide	399:6 400:15
320:5,10	399:23 400:3	morning 265:4	389:5	noisier 398:20
322:10	400:5,9,11	267:8,9	nature 347:20	non-changes
323:22 326:5	402:22	268:5 273:12	383:23 398:4	396:2
326:23	403:14 405:2	273:13 286:15	401:7	non-energy
330:17 331:7	405:23 407:6	286:16 301:17	near 358:8	348:4
331:11,13,21	408:5 412:18	310:22,23	369:21	non-opposition
332:9,24	413:14 418:2	313:6,7 314:3	nec-- 330:5	325:5
334:9 335:15	418:16	314:4,22,23	necessarily	nonprofit 359:1
336:5 339:18	Missouri's	323:24,25	277:14,24	359:2,10,23
340:19 341:13	333:20 343:7	328:7,8 332:4	280:10 331:10	417:6
342:15 345:19	357:14 365:7	332:5 344:13	335:24	nonregulated
346:13 347:10	366:5,8	344:16 352:19	345:12 404:5	278:19
349:11,17	374:17 405:1	352:20	necessary	nonrenewable
350:17,19	416:19 417:21	353:23 412:16	273:17 282:1	285:6
351:10,22	Missouri-based	motivated	284:4 305:13	Nonunanimous

EVIDENTIARY HEARING - Vol. 3 3/14/2018

272:4 324:2 noon 350:12 Northstar 341:7 note 283:2 330:24 341:5 345:13 348:2 349:1 350:10 351:16 357:1 noted 270:25 331:14 notes 418:13 notice 358:6 369:25 370:1 376:12,23 377:2 noting 349:21 number 290:21 311:12,13 354:18 385:3 407:24 408:7 numbers 294:13	obvious 279:19 obviously 291:18 368:13 402:11 occasions 410:18 occur 292:6 295:3 386:20 408:16 October 376:8 376:16,19 378:15 oddness 398:5 offer 266:12 300:25 301:1 312:15 323:8 325:19 352:6 382:5 399:2 415:1 offered 267:15 324:23 414:25 offering 366:1 office 263:16 264:10,13 287:11 311:4 316:13 369:14 369:18 371:20 373:17 376:6 376:18 378:12 378:17,23 382:13,15 383:2,10,18 383:25 403:15 418:15 office's 319:12 324:13 offices 264:1 379:4 official 358:6 369:25 376:12,23 377:2 offset 302:20 Oh 267:21 311:20 341:11 Okay 270:4	280:18 287:25 294:12 297:20 300:4 308:17 324:6 328:11 333:20 341:12 345:17 352:23 355:13 356:3 358:1,9 360:5 360:11 365:22 367:17 369:24 371:19 373:15 375:23 377:13 378:8 382:24 385:2 397:13 406:6 412:13 old 398:24 399:11 once 290:3 394:4 ones 286:10 317:14 338:4 ongoing 297:10 OPC 272:20 289:12,17 312:23 315:4 330:22,23 OPC's 330:12 416:8 417:18 open 399:13 opening 270:17 398:16 operate 359:2 operated 381:18 operates 327:4 operating 315:8 361:1 390:16 operation 361:5 operations 263:14 292:8 298:1 opining 401:16 opinion 277:19 280:14 281:22 290:16 295:19 300:17 337:17	366:1 374:15 401:16 408:10 Opitz 263:20 268:3,4 273:2 303:2,3 310:8 313:5,23 318:11 323:23 327:15 341:14 341:15 344:2 350:18,22 352:5,13 355:23 356:3 356:24 358:1 360:13,17,22 366:20 367:2 369:24 373:7 373:11 378:12 379:24 380:6 402:15 412:19 414:20 415:6 416:4,7,10,15 416:17,21 opponents 406:2 opportunity 272:17 284:13 284:16 295:5 402:9 oppose 324:5 331:4 340:10 348:24 349:2 349:6,20 373:22 opposed 279:3 328:16,19,22 328:25 329:6 340:5 348:6 371:11 372:22 373:11,18 opposing 349:15 373:9 401:8 412:9 option 329:12 341:2 options 324:21 325:20 326:3 394:18	order 281:6 313:10 314:8 321:1,15,17,17 331:8 333:19 342:3,4 346:22 370:1 387:2 389:15 404:2 ordered 333:10 333:12 organization 354:24 357:20 359:3 362:19,21 401:4 404:5 organizational 387:14 organizations 359:2,4,6 organized 355:16 359:10 381:8,17 oriented 326:11 originally 348:6 outcome 289:13 315:5 317:18 319:13 319:15 321:9 321:12 330:25 331:4 outcomes 271:2 311:25 318:1 319:8 320:21 331:2 336:22 342:1 349:5 349:22 outdated 357:4 outlined 289:20 outside 279:4 281:1 outstanding 311:22 317:16 320:4 overall 299:13 300:4 342:22 overrule 361:19
O				
O 264:5 265:1 object 269:11 360:13 objected 269:16 objection 319:24 348:22,24,25 348:25 356:25 357:6 361:19 367:3 380:6 objections 266:15 301:4 312:19 323:10 352:7 376:23 obligation 379:3 403:21 obligations 279:23 379:2 392:24 obtained 354:25 395:4				

EVIDENTIARY HEARING - Vol. 3 3/14/2018

<p>overruled 319:25 367:8 oversee 369:1 overseen 353:3 Owen 364:20 364:23 365:2 366:17 367:13 368:5 373:11 373:18 378:16 399:24 402:15 417:8 Owen's 367:19 400:1 owned 308:20</p> <hr/> <p style="text-align: center;">P</p> <p>P 265:1 p.m 415:10 P.O 264:11,16 Pace 351:5,7 364:1 page 269:4 285:14,14,15 288:7 289:10 290:20 291:8 294:5,6,9,10 294:13,17,22 295:1,11 296:15,24 297:18 301:23 312:1,2 314:25 315:1,2 322:20 326:1 328:10 337:16 348:20 352:21 354:9 355:11 356:1,1 357:2 369:16 370:9 371:21 377:4,20,25 378:5,9,9,20 384:23 pages 294:14 295:11 325:25 329:3 368:12 417:8 paragraph</p>	<p>280:7 282:7 296:17 297:22 314:25 315:2 316:1,2 317:8 318:24 329:15 337:16 359:9 400:2 paragraphs 316:24 317:13 parent 359:3 378:5 parentheses 354:11 Parker 263:16 part 276:4 284:23 295:13 300:3 302:18 303:12 303:22 305:22,25 306:20 308:7 308:13,19,22 309:15 316:3 324:8 327:8 328:13 336:17 336:21 348:10 351:7 388:22 404:6 410:25 partially 285:21 334:16 participant 383:5 410:15 participate 284:9,18 participates 356:11 participating 411:13 participation 379:23 398:13 particular 270:1 284:21 286:7 329:18 337:17 362:23 376:13 380:4 393:18</p>	<p>409:20 410:7 414:3 particularly 281:9 340:19 404:23 411:4 411:6 parties 267:16 272:19 277:4 277:10,20 285:16 292:13 317:18 331:16 347:14 410:22 411:3,16 412:1 412:3,24 414:13 parties' 413:9 413:25 414:6 partly 330:12 party 269:10,17 292:14 372:20 373:24 401:8 414:3 pass 348:13 paste 331:11 path 400:24 pay 375:20 411:4 paying 375:3 payment 406:14 pays 339:6 PC 264:6 PEGGY 264:1 peggy@healy... 264:3 pencils 375:14 pending 271:25 283:3 302:16 315:15 345:21 people 271:16 332:9 362:22 367:20 393:14 398:9 412:8 percent 277:4 perfect 396:9</p>	<p>396:16 perform 306:17 306:21 307:12 307:16 performance 353:25 performed 307:21 period 360:23 periodic 277:7 permanent 299:7 permeating 321:8 permission 358:7 369:20 permits 298:18 permitted 374:11 person 366:20 366:22 410:11 personal 379:1 387:14 personally 275:16 347:11 404:12 418:8 persons 363:1 perspective 333:1 343:2 374:9 399:17 402:23 403:12 405:1 405:12 408:4 phrase 355:8 383:3 386:23 phrasing 270:21 physically 390:15 pick 384:16 picking 394:20 picture 404:2 pie 404:6 pieces 277:9 pig 392:25 pilot 334:4 341:6,10 pin 325:16</p>	<p>place 264:6 270:9 281:24 286:4 287:12 315:11 333:14 346:22 359:13,19 389:18 409:21 409:22 418:9 418:14 Plains 262:12 263:12 279:25 280:3 293:2,14 351:8 plan 287:5 planning 305:5 308:5,7,14,19 336:15 398:12 409:25 plans 303:13 398:14 plant 326:14 358:8 369:21 393:8 plants 305:19 305:21 309:1,1 309:4,14 391:8,9 394:22 395:2 395:2 407:19 409:2 players 398:24 please 265:12 265:15,18 282:10 297:18 307:3 310:24 312:17 322:6 350:23 plus 334:2 poignant 399:19 point 280:5 281:16 283:23 291:2,14 308:24 317:5 325:22 327:5 329:24</p>
--	--	---	--	--

EVIDENTIARY HEARING - Vol. 3 3/14/2018

348:10	positive 286:10	353:12 382:17	334:11 365:16	356:12
355:24 384:8	374:10,14	393:8 394:22	375:25	398:25
396:8 397:6	405:3 408:6	401:24	395:18	procurement
402:25	409:6	PowerPoint	price 395:11	387:23
404:10,12,13	positively	293:17 417:4	prices 389:8	produce
404:16 414:14	386:2	practical 394:7	primary 317:14	392:23
pointed 407:22	possibilities	precisely	366:20 406:1	producer
points 277:5	386:17,18	332:24	principal 359:13	340:25,25
391:24	possibility	preclude 298:5	359:19	professional
poke 392:25	271:12	335:25	printer 361:10	374:15 405:11
policy 322:12	possible 269:2	predilection	prior 268:16	408:5
327:10 333:1	285:17	375:12	317:20,21	professionals
342:17 343:2	330:20	preferences	324:9 330:13	369:2
347:16	possibly 279:8	370:19 371:10	357:2 360:24	profile 368:5
359:23	285:17	preferential	priority 387:24	400:2 414:25
366:22,24	post 283:15	279:3	388:2	profit 284:13,17
369:1 405:17	284:18 286:7	prefiled 351:10	pro 400:20	327:6 347:18
policymaker	305:2 330:4	premarked	proactive	program 284:8
367:13	387:9 389:1	322:15 351:11	270:12 287:19	330:4 333:22
politics 401:6	389:18	prepare 351:9	probably	333:23 338:19
portray 401:2	posted 414:16	prepared	308:21 314:10	338:20,22,24
pose 390:9	posting 368:11	265:23,23	329:6 361:8	339:2,4,7
posed 351:23	Poston 268:1	311:8 322:14	361:12 389:14	340:11 388:12
POSINELLI	302:25 313:2	361:3	397:20	390:11 393:11
264:6	318:9 321:25	preparing	413:24,24	405:23
position 269:17	322:5 323:8	361:14	problem 399:12	409:25
269:18,25	323:16 350:4	present 273:25	procedures	programs
270:23 304:8	353:10 401:22	274:22 368:7	271:19	283:12,18
304:10,13,15	416:14	369:11 386:19	proceed 399:1	284:3,14
304:17,21	posture 374:1	418:8	proceeding	326:11 334:14
309:13 311:21	392:25 396:9	presentation	365:23,25	340:3 341:10
315:21 316:19	396:16	301:19	379:15 382:12	405:4,14,20
316:22 317:3	postured	presented	382:19 383:5	407:1,13
319:12 321:14	408:18	267:18 401:12	402:23	progress
321:17 324:7	potential	presents 275:1	403:25 411:12	399:20
324:11,13,14	270:10 272:16	322:21	412:2,12	prohibited
326:20	288:16 332:8	Presiding	proceedings	346:16
330:12 331:17	387:3 391:12	262:17	262:6 392:9	project 341:6
333:21 337:8	Potentially	pretty 398:11,17	418:8,11	370:12,18
342:19 349:13	339:11	399:6 414:10	process 285:3	371:24 372:22
365:5 369:7	power 263:2,13	prevent 270:10	285:11 290:2	375:4,7
370:3,10	264:9 273:5	341:21	303:7 305:8	409:15
371:18 372:15	280:7 292:7	preventive	329:11,15	promise 392:21
394:15 395:10	292:22 310:11	396:19	336:15 344:19	393:20,21
405:6 411:9	314:1 318:13	previous 281:19	345:8,15	promote
positions 383:6	327:19 333:18	281:21 285:22	386:1 395:14	365:23
403:4	338:18 344:5	288:13 317:3	processes	promoting

EVIDENTIARY HEARING - Vol. 3 3/14/2018

368:22 400:4 400:10 promotion 405:4 proper 285:5 property 298:9 298:10 320:9 Proponents 406:5,6 proposal 285:22 343:16 344:23 375:16 396:4 413:19 proposals 275:9 325:11 343:15 344:24 345:4 347:7 397:1 propose 348:11 396:13 proposed 275:1 304:11 305:23 306:4 326:5 326:21 343:4 346:12,19 348:14 395:21 397:8 406:24 410:5 proposing 306:8,11 335:25 proposition 394:3 protect 270:9 325:2,8 326:25 342:4 342:6 379:14 382:18 protecting 305:6 protection 282:18 285:23 protections 269:7,21 270:9 283:10	286:4,20 287:3,16 protects 383:7 provide 284:25 285:23 287:12,18 288:23 290:22 295:21 326:7 348:17 361:7 413:13 provided 278:7 286:23 293:11 293:16 295:15 295:22 306:23 319:3 349:8 380:19 provides 269:7 284:9 286:20 287:2,4,15 288:10 320:8 providing 269:21 279:2 289:5 provision 275:17 277:2 277:12 280:24 282:11 282:23 283:1 283:6 288:9 289:3 290:20 296:9 298:4 302:5 315:5 315:17 316:5 317:11 318:1 319:8 330:16 330:25 331:4 337:1,18 provisions 276:18 278:21 281:8,18 283:6,25 284:3 286:18 286:22 288:8 291:4 295:6 295:25 305:18 315:10	315:13,20,23 317:24 336:18 336:20 prudence 339:19 prudency 339:14 public 262:2 264:10,10,13 264:14,15,18 267:4 269:3,9 269:13,23 270:13 273:15 280:25 292:16 300:8 300:14 301:12 305:6 307:1,6 307:8,10,11 310:5 311:5 317:9 320:8 323:19 325:2 325:9 326:18 326:25 328:20 338:15 341:21 342:4,7,24 343:9 348:17 348:18 352:16 365:3 369:14 369:18 370:14 371:21 372:2,6 372:21,24,25 373:9,17 376:7,18 377:21 378:12 378:17,23,24 378:24 379:4 379:15,16,18 379:22 381:15 382:3,11,13,16 382:19 383:1 383:2,4,8,10 383:19,21,25 387:4 398:13 401:18 402:18 402:25 403:6 403:15 405:14	405:17 408:14 413:14 publicly 414:16 published 293:15 purchase 278:24 326:4 purchased 279:8 PURPA 410:18 purpose 278:18 355:15,22 356:7 357:5,5 357:17 374:21 380:20 381:8 381:11,13,14,17 381:21,25 382:2 383:23 403:20 purposes 366:5 366:8 380:22 381:19,23,24 383:12 pursuant 298:6 pursue 327:11,11 333:7,11 pursuing 340:11 395:4 pursuit 326:22 purview 304:3 333:13 361:6 push 398:12,13 put 270:9 303:12,15 304:25 315:10 332:20 341:18 346:22 374:22 386:4 394:13 400:9 403:17 412:11 puts 288:11,14 390:20 395:9 putting 387:6 391:7	question 294:13 296:3 314:6 332:22 335:7 336:2,8 337:13 345:6 359:8 363:6 367:10 380:16 382:22 393:16 402:11 403:18 406:22 414:9 question's 320:4 questioning 360:14 questions 266:7,25 267:2 268:1 270:19 273:6 273:9,11,15 278:17 286:13 286:14,17 291:22,24 292:2 302:25 309:18,21 310:14 313:2 313:23 314:12 314:16,19,20 314:21 318:4,5 318:6,8,9,14 318:16,19 319:7 323:2 323:20 327:20,22,24 328:2,3,4,6 332:1,3,7 337:12 338:15 342:9 343:17 344:6,9 346:4 346:5 347:15 350:2,4 351:23 353:10 353:13,17,19 354:8 360:16 384:17,19 389:23,25 390:2,8
Q				
quantify 347:21				

EVIDENTIARY HEARING - Vol. 3 3/14/2018

401:18,19,22 401:25 402:4 402:14 412:14 412:15 416:5,5 416:11,15,16,16 416:22,23 quibble 389:14 quite 329:20 340:24 quo 387:18 407:8 quotation 354:12 quote 326:2 quote/unquote 326:11,12	299:8 302:6 302:16 316:8 317:20,22 319:2,2 320:5 320:11 324:23 325:16 331:18 333:8 335:12 336:7,13 339:20 345:18,24 346:2,25 392:21 395:16 395:20,24 rate-related 396:2 ratemaking 339:20,21 ratepayer-fun... 364:11 ratepayers 269:8 271:6 271:10,23 272:25 274:1 274:4,5,15,17 274:23 275:2 275:19,22 276:1 277:13 282:13 286:21 286:24 288:10,15 291:5,10 295:21,23 296:11 297:6 298:10,19 300:13 304:20 313:12 313:21 315:12 317:20 319:17 331:13 333:24 334:25 335:15 336:5 337:18,20,23 ratepayers' 321:19 rates 280:8 283:7 288:17 292:23 298:6	317:21 348:1 395:24 396:21 rating 285:18 286:1 ratings 286:6,6 287:2 reaches 271:13 read 277:9 281:4 324:11 372:5 379:7 400:2 406:18 406:21 reading 371:5 372:25 409:13 ready 265:8 350:16 381:1 real 390:19 realistic 304:14 realizing 387:22 really 371:6 372:12 375:14 396:5 397:24 410:13 reason 283:14 296:12 325:9 330:2 333:18 387:8 389:3 reasonable 290:17 316:9 330:15 367:16 375:22 405:16 reasonably 405:22 reasons 279:19 347:12 389:6 406:10 412:10 reassign 326:9 rebuttal 265:23 268:16 286:18 291:8 312:19 313:8 322:14 322:21 325:15 325:18,22	332:16 348:20 352:22 354:9 384:25 417:10 417:15,20,22 REC'D 417:2 RECA 298:25 299:4 recall 270:21 282:25 297:13 303:7 303:16 309:18 309:25 342:11 346:13 348:9 373:13 380:1 409:13 410:1 410:21 411:2,5 411:7,8 receipt 301:4 received 266:20 301:8 312:22,24 323:15 352:12 357:9 recess 350:7 384:9 recipient 364:1 recipients 363:7 recognize 274:5 recommend 377:7 392:12 411:15 recommendat... 271:7 291:7,15 320:21 340:7 340:9 371:3 recommendat... 332:8,16 333:4,7 recommended 321:3 387:25 393:25 recommending 291:11 339:24 340:1,2 384:1	recommends 269:6 record 319:23 350:10,24 407:12 415:5 415:8 records 287:19 287:22 recover 298:2 recovery 320:8 320:10 Recross 291:21 301:10 318:7 338:14 401:17 Recross-Exa... 291:25 301:15 303:3 318:23 338:16 341:15 344:15 346:9 402:8 416:6,6 416:7,11,17,17 416:18,18,23 Redirect 310:13 320:17,19 350:3 412:17 416:12 reduce 270:3 341:25 reducing 389:8 reduction 406:25 407:12 410:6 refer 281:19 reference 413:20 referring 332:10 343:20 344:23 reflected 282:20 283:17 reform 302:9 regard 292:6 389:5 regarding 284:20 regards 335:18
R				
R 265:1 350:21 416:20 417:17 417:22 418:1 R-a-b-a-g-o 351:1 Rabago 350:19 350:21,23,25 353:23 354:22 357:21 377:4 380:10 402:10 412:14,21 416:20 417:23 Rabago's 414:21 raised 411:3 range 277:5 393:7 rapid 391:3 rapidly 334:1 rate 271:25 272:1 274:11 275:13,24 276:4,12,16 276:23 277:11 277:16 282:15 282:21 283:1 283:3 288:13 290:5,6,17,18 291:18 298:11				

EVIDENTIARY HEARING - Vol. 3 3/14/2018

registered 357:1,2,3 359:16	renew 263:20 263:24 268:2 269:11 303:1 313:4 318:10 323:22 329:23 333:20 341:13 343:7 346:12 350:17,18 351:10 352:11 354:10,12,24 355:2 356:9 357:13,13,21 357:24 358:12,20 359:15,22 360:17,25 361:2,4,22 362:1,16,24 363:7,11 364:14,24 365:7,24 366:4,8,23 367:2 368:6 368:19,22 370:3,9,10,23 371:14 372:16 373:16 374:9 374:17,25 379:17 380:3 380:20 381:13 382:3 383:12 383:17 399:23 400:3,8 403:14 405:1 407:6 408:4,9 412:17 416:19 417:21	381:20 388:20 400:4 400:10,17 403:9,24 renewables 285:5 344:18 345:1,3 347:15 347:17,18 391:4,5 repeat 307:3 367:10 repeating 394:13 rephrase 294:12 338:23 349:12 380:15 Reply 413:5 Report 370:1 REPORTED 262:23 reporter 265:18 293:22 310:25 354:20 368:2 418:6 reporting 287:17 336:23 reports 338:12 represent 378:24 379:13 379:14,18 380:4 381:14 382:3,11,18 383:1 representatives 411:7 represented 363:23 representing 353:24 367:6 represents 383:7 request 358:7 376:9 413:7 requested 292:4 358:21	377:8 require 282:24 283:2 329:16 344:25 required 295:2 requirement 282:20,21,22 320:21 requirements 287:10,18 349:11,17 resent 322:22 322:23 resents 322:22 reservations 345:14 residential 396:14 resolved 319:1 resolves 317:15 resource 305:5 308:5,7,14,19 334:7 335:3,5 389:4 396:13 398:14 405:21 409:24 410:20 resources 305:17 306:3 306:13 334:10 335:13 343:25 347:13 385:14 387:13 391:2,15 394:18 395:4 395:7,17 410:23 411:22 411:23 respect 402:15 respective 293:15 respond 334:15 responding 296:2 response 266:16 285:22 301:5	303:6 309:20 309:23 312:20 319:6 323:11 330:12 336:11 352:8 376:25 380:9 responses 273:14 responsibilities 383:10,22 responsibility 378:1,23 382:11,25 383:2 restructuring 285:25 result 283:8 285:9,10 385:4 386:7,8 406:24 408:22 410:6 results 340:14 resupports 317:2 retail 296:25 299:1,4 413:13 retire 309:2,11 309:14 retired 306:20 retirement 305:19,21 306:12 308:25 retirements 303:18 retraining 337:1 338:7,11 return 331:18 revenue 282:21 396:18 review 272:8 294:14 295:17 300:5 301:21 303:21,22 304:4 305:3 306:5 309:7 313:14 319:9
--	--	---	---	---

EVIDENTIARY HEARING - Vol. 3 3/14/2018

319:19 331:23 339:14 347:3 reviewed 306:22 309:6 309:8 313:18 366:2 409:21 reviewer 366:19 reviewing 278:16 303:10 304:1 343:8 revolution 394:16 rewards 284:24 rider 299:3,12 299:19 riders 331:15 ridiculous 410:12 right 268:7,14 272:7 288:24 291:5 292:24 294:9,12,13 295:14,16 316:24 325:20 343:24 354:16 356:5 356:19 357:7 358:13 359:7 359:12 364:25 366:22 369:11 369:15,23 370:5 372:10 372:20,22 374:19,20 375:5 378:10 378:18 380:11 381:10 382:4 386:6 391:7 398:11 402:14 403:15 407:15 408:2,3 412:25 413:24 415:7 rights 279:23	risk 387:19 risks 300:12 road 395:14 robust 305:8 Rockefeller 364:6 ROE 277:1,4,17 277:23 278:2 ROGER 263:2 roger.steiner... 263:4 role 270:12 402:19 403:1 403:3,10,14 roles 402:16,17 room 270:16 280:20 303:11 358:3 386:1 398:21 401:10 RPR 262:24 418:18 rule 278:15,17 278:18,21 279:1 292:3,5 292:15 293:9 376:10 397:20 rules 281:24 282:3 308:23 348:3 402:22 ruling 321:10 runs 356:1 Rupp 262:19 332:3 337:10 338:1 341:17 342:10 343:18 346:11 390:2 404:17 416:16 416:23	San 363:15 sat 397:23 savings 282:12 282:20 305:23 306:4 326:23 327:12 330:3 337:22 408:20,20 saw 408:24 412:16 saying 270:8 311:23 325:3 340:4 374:20 386:14 393:3 413:11 414:2 says 279:22 283:1 298:4 302:20,21 327:10 359:9 359:15 360:1 369:6,12,17 370:15 371:6 372:7,12,14,24 372:25 377:6 379:10 381:17 393:10 scale 358:7 369:21 394:17 scenarios 304:18 schedule 413:4 scheduled 350:11 412:24 scheduling 350:10 school 351:7 399:11 Schulte 264:5 273:6 310:12 314:2,12 318:14 327:20 344:6 353:13 401:25 414:14 414:18 416:10 scientific 381:18 SCOTT 262:19	se 348:24 seated 265:12 310:19 322:3 second 265:5 280:19 296:13 296:15 314:24 315:14,20 316:25 321:1 324:5,10 328:11,17 348:15 356:1 369:16 377:14 379:7 385:23 390:18 Secretary 354:25 357:23 section 311:25 312:1 315:24 315:25 317:1 317:15 355:18 356:9 370:14 372:3,9 379:6 379:10 sections 285:21 sector 359:1 see 272:9 273:9 297:21 321:4,11 325:24 326:1 331:22 333:18 334:19 335:2 355:19 359:17 361:13 370:20 370:21 371:2 372:3 375:13 377:12,16,23 378:2,3 392:5 393:9 395:13 396:22 401:5 406:23 407:3 407:6,15 409:4 412:7,9 seeing 301:16 303:23 seeking 371:25 412:1	seen 267:15,17 272:11 286:1 286:10 321:1 329:21 330:6 330:21 331:10 334:1 355:5 380:21 390:21 396:10 399:16 399:18,19 407:4 selected 309:4 selecting 309:11 selection 309:1 sell 278:24 Senior 264:10 sense 279:10 314:11 321:11 413:16 sentence 353:1 separate 329:17 series 397:12 service 262:2 264:15,19 282:12,17 289:5 347:4 348:1 370:14 372:2 379:16 399:8,13,17 413:13,14 services 262:24 279:7 326:7 418:7 serving 288:25 session 350:11 set 329:3 348:1 359:4,5 372:9 418:9 setting 278:2 settlement 277:17 294:15 294:18 295:18 296:7 297:19 297:24 300:5 300:12 319:11 396:4 397:8 severance 337:24 338:8
---	--	---	---	--

S

S 265:1
safeguard
338:11
SAIDI 281:24
SAIFI 281:25
sales 396:17

EVIDENTIARY HEARING - Vol. 3 3/14/2018

338:10 severances 287:15 shape 397:2 share 297:6 366:10 396:18 shared 382:8 404:8 Shareholders 339:12 sharing 277:8 302:5 391:25 sheet 418:10 Shemwell 264:10 267:5 267:7,10,23 268:9 301:13 301:15 302:22 310:21 311:11 311:15,17 312:13,17 319:18 320:18 320:19 321:20 323:20 338:16 341:12 352:17,18 353:7 401:19 416:4,6,9,12 416:17,21 shift 300:12 391:1 short 340:8 350:6 Shorthand 418:6 shot 401:3 402:24 404:18 show 285:11 354:22 358:11 361:4 367:17 370:2 371:17 372:8 375:23 392:6 show-me 390:19 showed 362:15	365:17 372:16 378:20 showing 376:4 392:5 shown 362:5 shows 367:19 side 284:1,1 326:23 327:12 330:3 351:19 409:25 Sierra 351:20 360:8 363:22 363:24 sign 324:1,4 signatories 292:19 377:7 signatories' 279:22 signatory 280:1 signature 378:9 378:11 signed 267:10 268:10 315:23 362:7 significance 316:3 significant 281:10,11 340:25 387:19 389:11 389:13 significantly 394:19 similar 275:17 277:12 282:22 289:13 291:16 293:17 335:9 394:9 395:3 398:12 simple 327:13 simply 337:4 344:19 345:8 347:16 348:24 413:11 single- 339:20 sir 332:5 341:12	350:6 354:13 355:20 357:18,25 358:4 359:18 359:21 370:21 372:4 377:5 377:18,24 378:7,14 379:20 381:12 383:16 385:1 385:6,9 386:12 388:7 388:10,14,18 388:24 389:2 389:21 390:13 403:12 404:14 404:22 409:9 409:18 situation 267:20 271:6 386:16 size 410:10 skills 326:10 slight 413:9 slightly 333:5 smaller 297:5 404:6 smart 334:3 409:16 smarter 395:6 smoke-filled 398:21 snowstorm 354:5 social 378:1 solar 326:12,12 334:24 335:3 335:4 343:22 347:22 353:2 358:8 362:3,7 362:19 369:21 370:17,24 371:10,14,23 373:9,12 374:6,12,22 375:4,18 394:11 395:9	410:22 411:4 411:21 sole 268:20 somebody 282:8 somebody's 374:23 somewhat 412:4 soon 381:2 sooner 296:6 sophistication 398:5 sorry 294:7 296:18 314:5 363:4,19 366:6 367:9 376:21 382:23 405:5 411:14 sort 270:11 317:16,16 325:16 351:16 351:20 371:1,2 371:6 372:15 385:9 390:15 390:23 392:17,24 393:17 394:6 395:7 397:20 397:22 398:4 402:21 403:16 403:17 411:16 sorts 305:15 sound 365:10 366:14 sounds 268:14 369:23 386:13 source 278:25 363:21 364:14 364:17 sources 279:8 364:3 space 364:12 398:6 speak 330:23	405:5 speaking 356:25 specific 270:7 282:25 288:12 321:15 344:25 355:15,22 356:7 381:7,21 381:25 383:12 383:23 403:19 404:7 406:22 specifically 293:8 303:23 315:19 316:6 326:1 343:13 396:8 403:19 specifics 369:23 spell 265:17 310:25 350:24 spelled 351:1 spent 358:25 spoken 298:25 sponsor 359:6 spread 297:7 spreading 276:18 Springfield 341:5,6 ss 418:3 staff 263:20 264:15,18 265:21 266:19 267:10,14,15 268:10,11,20 269:5 271:3 277:24 278:13 285:16 287:8 287:18,21 291:18 292:14 303:25 304:7 304:12 306:2 306:17 310:13 314:15 318:18
--	--	--	--	---

EVIDENTIARY HEARING - Vol. 3 3/14/2018

327:23 344:11 353:3,16 362:11 369:2 377:11 390:20 402:3 410:11 Staff's 265:8 266:12 270:23 292:18 416:2 417:9 stakeholder 329:11,15 353:4 411:17 411:20 stakeholders 324:20 368:25 400:7 400:13 stand 319:8 standalone 361:5 standard 300:9 307:9 332:23 332:25 333:5 371:8 386:24 387:7 393:4 standards 271:19 standing 337:4 start 325:3 374:13 375:13 390:22 405:18 starting 269:5 285:14,14 288:7 326:1 406:10 starts 297:22 340:19 state 262:1 265:15 269:5 275:20,20 310:24 322:6 327:10 333:24 334:18,25 335:14 350:23	354:10 355:17 356:7,14 357:15,23 359:24 361:23 365:4 365:9 368:25 369:3,4 370:17 377:16 381:9,16 382:2 386:2 390:19 393:14 400:6,12 418:2,16 State's 354:25 stated 286:19 334:12 336:9 365:8 381:13 391:20 410:5 412:10 statement 269:25 270:17 271:22 291:8 294:8 324:7,12,14 326:20 342:19 355:14 362:1 370:3 370:10,22 371:5,18 372:15 374:21 383:23 400:14 statements 286:10 347:16 states 274:10 294:24 321:8 370:10 380:22 392:8 station 391:9 stationary 334:7 341:4 status 362:13,16 387:18 407:8 statute 283:24 284:4 327:9 373:2 382:12 383:11,14	404:24 405:8 statutes 379:6 388:5 statutorily 398:18 statutory 379:2 379:18,22 380:4,19,22 383:18 403:20 stay 407:7 STEINER 263:2 Stenotype 418:11,13 step 308:13 310:17 321:21 350:5 399:21 412:21 stimulus 409:14 stipulation 267:15,17 268:11,23 269:11,16,20 269:20 272:5 272:9,12,15 273:24 274:3 274:22 275:13 277:2 279:22 280:19 281:8 281:18 282:2 282:6 283:7 286:19,20 287:25 288:2 288:5,14 289:20 290:1 291:3 292:14 296:14,16 297:16 302:19 309:22,25 311:21,24 312:4 313:15 313:18 314:24 315:14,20,24 316:25 320:2 320:23 321:1 324:2,10	325:4 328:17 330:14,22 331:6,7,9,12 331:21 336:21 337:14 349:2 375:24 376:5 376:16,17 377:9,15,20 395:22 stipulations 267:11,22 268:10 274:6 274:15,16,24 275:17 281:9 281:19 282:23 292:21 294:4 294:19,24 295:7,13,18 295:20 300:6 300:10,20 302:12,14 315:16 319:10 328:14 329:2 331:22 349:7 349:10 384:3 stop 340:8 storage 333:22 334:1 335:6 338:19 341:4 390:11,16 391:2,7,10 392:2,5,11,19 393:10,24 409:8,11,20 409:24 410:8 Street 263:10 264:2,11,16 strength 392:19 strides 399:16 strike 311:22,24 structure 277:25 278:4 288:21 345:14 struggling 307:7 308:11 studies 410:22 412:6	study 334:24 335:3 343:19 343:22 347:13 347:20 353:2 375:18,18 411:4,11 stuff 387:20 subject 299:8 355:8 377:8,9 384:2 submit 351:18 subparagraph 379:8,11 subscriber 326:12 subscriber/sh... 343:14 subsequent 373:8 374:7 399:9 subsidiaries 281:2 substantial 370:16 substantially 351:25 substantive 401:7 404:20 successor 362:21 sufficient 370:11 371:7 suggested 278:3 324:16 407:23 409:1 suggesting 289:14 307:24 341:8 suggestion 346:16 Suite 263:6,10 263:21 264:2 264:6,11 359:14 sum 396:24 summarized 286:18
---	--	---	--	--

EVIDENTIARY HEARING - Vol. 3 3/14/2018

summarizes 294:18	265:25 270:25	412:5	331:15 373:22	267:2,5,23
summarizing 271:2	322:15 328:10	talks 278:18	territory 370:17	268:3 273:2,6
summary 293:13 294:2 294:10 295:14	329:4 330:11 332:11,13,17 343:13 417:12 417:17	289:23	test 348:7,13 349:11	286:13 291:21 293:11 299:10
supplement 288:1,3	sworn 265:11 310:18 322:2 350:20	tangible 316:6	testified 265:13 282:7 310:20 322:4 350:21 357:16	300:23 301:11 301:13 302:23 310:8,14,16 312:14 313:2 313:24 314:14 314:16 318:4,11 318:16,19 320:16,18 321:20,22
supply 283:25	system 406:12	tariff 324:21 325:10,19 329:12 335:12 343:14 346:22 347:2 347:3 395:16	testify 365:25 368:13,16	323:21 326:16 327:15,17,24 332:1 337:10 338:14 341:12 341:14 344:2 344:6,9,12 346:3,8 350:1 350:18 352:13 352:17 353:8 353:15,17,21 356:3 384:14 384:22 389:23,24 390:1 393:13 401:19 402:2 402:4 412:19 412:20,22 414:18 415:6
support 268:23 277:4,11 325:5 329:6 330:16 349:20,24 366:4,8 371:14 373:22 414:7	system-wide 390:24	tariffs 298:6 324:22 326:13 335:18 346:17	testifying 319:20	390:1 393:13 401:19 402:2 402:4 412:19 412:20,22 414:18 415:6
supporting 270:2 337:3 338:5 349:13 381:24	systems 390:14 409:22	Tartan 373:4	testimony 265:24,25 266:4 268:6 268:15,16,20 268:23 269:1 269:5,14,24 270:25 271:3 272:7 282:10 283:3 286:18 291:8 301:25 309:9 311:8,19 312:10 313:8 315:6 322:15 322:19,24 323:2 325:19 329:4 330:11 334:11 341:18 343:4,7 348:10 351:10 351:14,18,19 351:22 352:2 352:22 354:9 365:22 366:7 366:16,18 367:14 392:13 396:8 401:15 405:25 406:19,21,23 407:2,3,5,22 408:11,25 409:11 410:5 411:15 414:21 417:10,12,15,17 417:20,22	390:1 393:13 401:19 402:2 402:4 412:19 412:20,22 414:18 415:6
supportive 336:18,19 370:23 373:16 390:25 405:9	<hr/> T <hr/> T 262:19 418:1,1	tax 298:9 302:9 389:8	taxes 298:10 320:9	theoretically 392:17
supports 278:14	table 396:1	technical 390:13,14,17	technical 394:23	thereof 418:10
supposed 269:12	take 283:16 284:2 290:9 315:21 321:14 321:24 350:6 358:5 361:8 369:25 371:21 376:12 386:16 388:13 392:18 393:5 394:16 395:10 397:21 399:5,20 400:8	technologies 393:19 394:18 409:24	technologies 393:19 394:18 409:24	they'd 405:9
surcharge 298:9	talk 283:7,25 313:8 393:7,8	technology 389:7 399:15 410:3	technology 389:7 399:15 410:3	thing 271:20 275:18,25 276:21 305:19 337:3 363:10 375:11,13 385:20 386:14 397:22 413:23
sure 275:2 280:12,17 289:7,8 292:19 299:19 300:2 304:25 308:10 330:16 337:15,21,22 340:13,23 358:14,23 367:20 382:17 386:13 388:1 392:13 393:4 394:2	talked 309:21 345:15 346:11 363:9 403:19 403:20 404:23	tell 270:4 306:9 315:19 316:18 326:24 333:16 364:1 379:24 403:22	tell 270:4 306:9 315:19 316:18 326:24 333:16 364:1 379:24 403:22	things 274:12,21 275:6 281:12 281:13,25
surprise 358:25 371:13,16	talking 279:6 316:12 332:12 341:3,17 364:19 367:7 367:20 398:10 403:16	tender 266:21 312:13 323:16 352:14	tender 266:21 312:13 323:16 352:14	
surprised 356:12 406:7		term 343:23	term 343:23	
surrebuttal		terms 277:25 281:22 294:3 299:12 300:19 308:5 319:10	terms 277:25 281:22 294:3 299:12 300:19 308:5 319:10	
		thank 265:9	thank 265:9	

EVIDENTIARY HEARING - Vol. 3 3/14/2018

282:3 283:8	360:15 361:12	396:25 399:6	track 361:9	279:14,20,24
285:25 287:8	361:21 363:20	throwing 347:16	409:23 410:2	Transource
291:20 320:9	364:20 366:9	396:21	tracking 410:11	280:4 293:3
326:17 331:17	366:11 367:12	thrown 349:1	410:14	293:8
333:9 337:7	370:6 374:21	tide 392:14	tracks 397:10	treatment
338:4 340:17	375:6,14,22	tie 393:2	tradeoffs 394:8	279:3 302:9
340:18 347:6	380:10 381:3	tied 276:13	traditionally	315:11
375:4 385:12	383:3 385:21	277:6	347:25 348:2	tree-hugging
387:23 390:17	386:22,25	till 390:20	trajectory	400:22
393:24 394:4	387:5 388:15	Tim 378:11	385:15 392:1	trend 385:12
396:11,14	388:18 389:15	Tim@renewm...	400:18 407:10	trickier 334:19
397:3,7 398:8	391:21 392:3	263:23	408:12	true 266:9
406:10	394:5,12	time 267:20	transaction	284:8 285:2
think 271:11,16	396:1,5 397:6	295:3 301:17	269:8 275:1	286:5 295:9
271:24 272:1	397:9 398:23	315:7 319:19	275:21 278:14	298:24 312:10
272:15,20	399:4 402:21	320:25	278:17 279:1	320:13 323:5
275:18 277:5	405:18,24	324:18 325:15	292:3 328:15	343:3 352:2
278:2,9	406:7,8 408:9	330:13,15,21	328:18 329:2	362:12
281:21 282:1	408:17 409:14	330:25 352:5	331:8 338:6	370:20 375:7
282:16 283:1	409:16 412:11	354:3 360:23	376:1,10,11	375:17 385:5
283:9,21	414:5,10	368:7 378:16	413:10 414:4	389:19 400:14
284:5 286:25	thinking 296:13	380:24	transactions	418:12
287:22	296:19	387:13 399:14	279:5,20	trust 359:4
289:16 296:2	third 335:11	418:9,14	280:8,10	399:3 400:23
296:16 305:7	377:20	timeline 297:8	292:5,22	try 287:14 293:7
305:11 314:10	395:15	times 359:1	293:9 377:22	336:2 364:10
316:17 317:2,2	third-party	timing 274:11	413:12	396:11
317:14 319:6	353:4 377:21	276:19,24	transcript	trying 277:16
319:22 321:8	Thompson	295:24	262:6 413:2	279:11 364:18
321:11,16	264:15 265:9	TIMOTHY	418:13	367:4 402:12
325:7 327:8	265:14 266:12	263:20	transcripts	403:18,23
327:12 329:19	266:21 271:11	title 368:9	414:15	turn 296:15
329:24 333:2	310:14 314:16	titled 355:7	transform	297:18 355:11
333:12,17	318:19 327:24	today 265:4	355:16	377:4,19
334:5,18,21	344:12,14,15	266:7 319:9	359:24	378:8 381:6
335:1,16	346:3 353:17	323:3 327:2	361:23 365:9	384:23
336:3,3,20,20	384:10,14	329:10 350:12	381:9	385:23
336:25 337:2	402:4 416:3	399:21 404:21	transition	Turning 314:24
337:6,9,20	416:18	tonight 354:1	288:11,14,16	328:9
338:22 339:8	thought 276:24	top 356:1,18	315:24 316:11	Tweet 365:7
339:13,17	291:2 404:17	365:9 369:3	316:15,20	Twitter 365:8
340:8,17	thoughts 399:2	377:6 389:15	transmission	two 267:10
344:24 345:5	413:9 414:1	391:18	280:11,15	268:10 274:10
345:9 347:11	three 331:2	totally 397:14	293:4 298:16	278:20 285:1
350:16 354:5	333:21 336:17	touch 397:6	320:9 375:9	294:3 295:6
354:15 358:2	338:2 390:8	touting 400:16	413:21	297:22 300:6
358:3,15	390:10	town 398:20	transmission-...	300:9,19

EVIDENTIARY HEARING - Vol. 3 3/14/2018

<p>315:15 319:9 321:8 328:14 329:2 331:1 336:11 338:2 349:7 360:24 365:16 381:2 384:3 404:6 410:18 413:3 413:10 type 271:19 276:20 285:6 288:21 293:3 305:19 315:16 333:23 359:4 392:10 399:12 399:13 406:2 types 271:18 279:5 281:13 281:25 284:24 287:9 291:20 334:14 336:10 397:2</p> <hr/> <p style="text-align: center;">U</p> <p>Uh-huh 295:16 329:13 ultimate 321:9 366:24 ultimately 269:12 321:13 umbrella 360:18 361:1 unable 336:25 unbelievable 410:12 uncertainty 321:7 unclear 411:14 413:20 understand 300:18 305:22 307:25 334:3 338:9 348:5 353:25 361:25 365:11 365:14 367:5</p>	<p>392:9 396:4 400:24 401:14 404:2 407:5 understandab... 373:15 understanding 269:15 273:16 276:5,15 280:24 281:3 282:8,10 292:17 296:24 299:5 299:7 304:22 309:5 315:7 315:22 332:25 335:20 339:18 342:17 355:21 356:15 357:17 360:9 360:22 378:22 384:4 384:5 understating 296:8 understood 373:20 undertake 365:15 392:8 unique 321:16 unit 307:21 308:9,12 units 307:6,14 309:11 407:25 408:8,23 410:8 University 351:7 unsuccessful 374:4 up-front 289:19 296:4 297:9 301:25 319:4 Update 417:4 upheld 374:5 upward 407:10 URLs 368:11 usage 290:13</p>	<p>use 332:24 336:2 355:8 392:2 398:21 uses 332:23,24 342:15 utilities 292:16 317:9 320:8 326:5 329:22 341:6 364:12 388:13 389:4 389:4 405:15 406:16 410:10 utility 280:25 308:14 327:7 335:21 358:7 369:20 370:20 378:24 390:18 392:10 396:18 398:3 398:10 405:19 406:15 utility's 347:18 utility-owned 307:22 308:2 utilize 305:17</p> <hr/> <p style="text-align: center;">V</p> <p>value 334:23 335:2 343:22 343:24 347:12 353:1 375:17 375:18 394:10 395:9,9 410:22,23 411:3 valuing 283:25 395:6 Vandiver 263:21 variance 292:5 376:10 377:8 413:10,12,19 various 287:7,17 298:7 307:5 307:14 341:17 402:16</p>	<p>veiled 401:5 venue 334:13 venues 333:6 veracity 368:13 verified 390:15 versus 274:12 view 272:22 275:16 317:25 347:21 385:8 390:10 393:3 viewed 392:12 virtue 385:16 visit 402:9 voiced 316:19 voices 398:17 399:1,3 Volume 262:9 voluntary 283:24 287:14 327:5 337:24 388:9</p> <hr/> <p style="text-align: center;">W</p> <p>W 263:2 264:6 wait 273:17 314:7 321:4 395:13 waiver 278:14 279:10,15 292:15,22 293:9 413:17 414:2 walking 309:21 want 275:2 278:1,4 300:24 312:15 330:23 334:19 351:16 366:13 372:12 374:24 399:2 399:2 400:23 402:10 411:25 wanted 286:4 wanting 374:13 wasn't 282:1 305:1 way 285:8</p>	<p>300:16 337:5 359:5,6,14 378:20 382:15,22 383:3 387:24 392:12 393:10 395:14 397:2 398:2 401:12 403:16 408:18 414:2 waylaid 385:24 ways 282:3 327:11 we'll 350:13 384:9 414:11 we're 277:23 279:5 316:12 329:5 350:12 364:1 367:6 367:20 380:23 393:17 397:22 399:12 400:16 400:17 412:5 we've 277:14 286:1 329:21 330:21,21 333:25 348:23 361:21 396:10 website 355:1 357:12,24 360:4 368:11 414:16 websites 293:15,18 weight 334:8 341:3 404:13 welcome 354:7 well-oiled 396:22 went 306:9 405:20 weren't 295:13 Westar 262:13 263:19 279:18 292:8 293:14</p>
---	--	---	--	---

EVIDENTIARY HEARING - Vol. 3 3/14/2018

298:1,5 340:11 384:2 389:6 407:24 408:6 409:2 413:20 Westar's 407:1 WHIPPLE 264:1 267:2 301:11 314:14 318:16 327:22 344:9 353:15 402:2 White 351:8 whoa 400:24 wholesale 280:7 292:22 wide 393:5,6 wife 354:3 WILLIAM 262:19 willing 277:22 277:24 wind 284:21 375:7,10 389:7 400:17 wise 342:8 withdraw 289:13,18 317:25 320:20 330:24 withdrawal 315:8 withdrawn 348:21,23 withdrew 315:5 319:7 witness 265:8 265:11 266:21 268:20 282:9 290:23 310:18 311:16 312:13 320:1 321:22 321:24 322:2 323:16 327:17 343:7 344:13 350:13,15,17 350:20 352:14 366:1	367:9 376:5 380:12 389:24 397:15 412:22 witnessed 399:22 401:9 witnesses 265:7 303:17 412:24 wonder 357:3 Woodsmall 273:8 word 408:21 worded 295:25 words 276:11 386:10 387:6 403:17 work 311:3,4 324:20 326:10 364:1 366:11 390:17 399:4 worked 366:20 working 290:1 329:17 345:16 359:1 369:3 396:20 398:24 403:23 412:5 works 356:16 381:22 390:21 workshop 410:17 worth 375:21 wouldn't 277:12 285:7,20 286:3 348:23 371:13 382:10 382:25 383:19 394:24 402:17 403:10 404:4,11,12 wrapped 334:4 written 315:6 341:23 wrong 282:9	408:21 <hr/> X X 416:1 <hr/> Y Y 262:18 yeah 328:22 354:2,6 355:25 365:21 367:23 368:8 369:9 376:15 397:9 403:3 year 334:2,2 360:24 374:19 376:20 409:12 years 275:14,25 277:16 334:2 336:23 338:13 338:25 358:25 360:23 363:17,19 399:6 401:10 403:25 408:1 408:8 yesterday 293:12 301:22 400:20 yields 390:21 York 351:8 <hr/> Z zero-sum 393:19,23 394:6,6 Zobrist 263:9 266:25 291:23,25 293:19,23 300:22 301:1 314:19 318:22 318:23 319:22 320:6,15 414:10 416:6,11	<hr/> 0 <hr/> 1 1 295:11 322:20 325:25,25 330:8 354:9 371:21 1:30 350:14 384:9 10 291:8 315:25 317:1,8 350:7 364:10 378:20 101 263:6 11 350:7 1100 263:10 12 326:2 417:4 120 296:10 120-day 296:16 1200 263:3 12th 268:12 13 314:25 315:2 356:18 13th 413:6 14 262:8 265:5 282:7 297:18 328:10 329:3 15 296:17 317:15 318:24 325:25 329:4 16 290:21 293:19,21 294:5 301:2,8 337:16 417:3 16th 268:19 17 280:7 354:15 354:17,19 356:23 357:8 357:9 384:23 417:5 170(b)(1)(a) 355:18 18 367:25 368:1 414:24 417:7 19 385:2 1990 364:8 1992 397:24	19th 263:3 <hr/> 2 2 294:5,6 329:12 355:11 359:9 377:4 379:11 2:15 415:10 20 277:5 363:17 365:9 369:4 200 264:11,16 265:24 266:13,19 417:10 2006 357:20 357:24 201 266:1,13,19 417:12 2012 409:12 2016 356:18 357:23 359:25 361:24 369:15 376:8 2017 369:10,15 376:21 2018 262:8 265:5 417:4 2020 365:10 374:19 2020's 365:19 205 263:21 2150 359:14 22 264:2 269:5 2230 264:11 23 352:21 25 289:22 296:21 319:3 26 376:8 265 416:3 266 417:11,11,13 417:13 267 416:4 268 416:4 26th 376:16,19 378:15 273 416:5
--	--	---	--	--

EVIDENTIARY HEARING - Vol. 3 3/14/2018

<p>286 416:5 29 301:25 302:3 291 416:6 293 417:4</p> <hr/> <p style="text-align: center;">3</p> <p>3 262:9 294:9 294:10,14 312:1 315:1 329:15 352:24 30 302:4 363:19 300 322:16 323:9,14 417:15 301 322:16 323:9,15 416:6 417:4,16 303 416:7 303.170 370:15 30th 413:5 310 416:9 311 263:16 312 417:20,20 313 416:10 314 416:10,11 318 416:11 31st 268:7 320 416:12 322 416:14 323 416:15 417:15,15,17,17 328 416:15 332 416:16 337 416:16 338 416:17 341 416:17 344 416:18 346 416:18 350 311:14,15 312:19,23 416:21 417:19 352 416:21 417:23,23 353 416:22</p>	<p>354 417:6 357 417:6 360 264:16 368 417:8 384 416:22 386 379:10 386.710 379:6 379:10 390 416:23 393.107 372:3 393.170 370:15 372:9</p> <hr/> <p style="text-align: center;">4</p> <p>4 288:7 294:14 301:23 325:25 330:1 377:25 400 263:6 402 416:23 402)943-7938 263:22 409 263:21 45 302:7 450 351:11 352:6,11 417:22 4520 263:10 460 359:14 460-2400 263:11 48th 264:6</p> <hr/> <p style="text-align: center;">5</p> <p>5 263:21 269:4 285:14 289:10 294:14 296:15 314:25 315:2 317:15 322:20 352:24 50 289:21 500 299:23 300:2 514 264:2 573)415-8379 264:3 573)636-6758</p>	<p>263:7 573)751-3234 264:17 573)751-4857 264:12</p> <hr/> <p style="text-align: center;">6</p> <p>6 290:20 294:17 295:11 312:1 325:25 326:1 337:16 355:19 378:5 610,900 296:25 64105 263:3 64111 263:10 64112-1895 264:7 650 264:11 65101 263:7 264:2 65102 264:17 65102-2230 264:12 65202 263:22 66049 263:17</p> <hr/> <p style="text-align: center;">7</p> <p>7 285:15 294:22 295:11 296:24 312:2 325:25 75 302:2 785)760-0319 263:17</p> <hr/> <p style="text-align: center;">8</p> <p>8 348:20 385:2 816 263:11 816)556-2110 263:4 816)691-3731 264:7 838 262:24</p> <hr/> <p style="text-align: center;">9</p> <p>9 315:24 316:1,2</p>	<p>378:9 9.3 277:4,10 331:18 9:00 265:3 900 264:6,6 93 397:24 94 397:24 964,200 297:3</p>
---	---	---	--