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3	PUBLIC SERVICE COMMISSION
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8	Procedural Conference
	March 5, 2013
9	Jefferson City, Missouri
10	Volume 1
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18	(Starting time of conference: 9:00 a.m.)
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	Volume 1
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10	In The Matter Of The Joint )
	Application Of Entergy )
11	Arkansas, Inc., Mid South )
	Transco LLC, Transmission )
12	Company Arkansas, LLC and ITC )
	Midsouth LLC For Approval Of ) File No. E0-2013-0396
13	Transfer Of Assets And )
	Certificate Of Convenience )
14	And Necessity, And Merger And,)
	In Connection Therewith, )
15	Certain Other Related )
	Transactions )
16	
17	
18	HAROLD STEARLEY, Presiding
	DEPUTY CHIEF REGULATORY LAW JUDGE
19	
20	REPORTED BY:
21	Ms. Pamela S. Gentry, CCR
	Missouri CCR No. 426
22	Midwest Litigation Services
	3432 West Truman Boulevard
23	Suite 207
	Jefferson City, MO 65109
24	(573) 636-7551
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1	APPEARANCES
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		Page 4
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24 25		
23		

1 A P P E A R A N C E S (Cont'd.) 2 FOR MISSOURI JOINT MUNICIPAL ELECTRIC UTILITY COMMISSION: 3 MR. DOUGLAS HEALY (via telephone) 4 Attorney at Law HEALY & HEALY 5 939 Boonville, Suite A Springfield, MO 65802 6 (417-864-8800 doug@healylawoffices.com 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24			Page 5
COMMISSION:  MR. DOUGLAS HEALY (via telephone)  Attorney at Law HEALY & HEALY  5 939 Boonville, Suite A Springfield, MO 65802  6 (417-864-8800 doug@healylawoffices.com  7  8  9  10  11  12  13  14  15  16  17  18  19  20  21  22  23  24	1	APPEARANCES (Cont'd.)	
MR. DOUGLAS HEALY (via telephone)  4 Attorney at Law HEALY & HEALY  5 939 Boonville, Suite A Springfield, MO 65802  6 (417-864-8800 doug@healylawoffices.com  7  8  9  10  11  12  13  14  15  16  17  18  19  20  21  22  23  24	2	FOR MISSOURI JOINT MUNICIPAL ELECTRIC UTILITY	
MR. DOUGLAS HEALY (via telephone)  4 Attorney at Law HEALY & HEALY 5 939 Boonville, Suite A Springfield, MO 65802 6 (417-864-8800 doug@healylawoffices.com  7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24		COMMISSION:	
4 Attorney at Law HEALY & HEALY 5 939 Boonville, Suite A Springfield, MO 65802 6 (417-864-8800 doug@healylawoffices.com 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24	3		
HEALY & HEALY  5 939 Boonville, Suite A Springfield, MO 65802  6 (417-864-8800 doug@healylawoffices.com  7  8  9  10  11  12  13  14  15  16  17  18  19  20  21  22  23  24		MR. DOUGLAS HEALY (via telephone)	
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6 (417-864-8800 doug@healylawoffices.com  7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23	5	939 Boonville, Suite A	
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1	(Starting time of conference: 9:00 a.m.)
2	PROCEEDINGS
3	JUDGE STEARLEY: Good morning. Today is Tuesday,
4	March 5th, 2013. The Commission set this time for a
5	Procedural Conference in File No. EO-2013-0396, which is
6	captioned as In The Matter Of The Joint Application Of
7	Entergy Arkansas, Incorporated, Mid South Transco LLC,
8	Transmission Company Arkansas, LLC and ITC Midsouth LLC
9	For Approval Of Transfer Of Assets And Certificate Of
10	Convenience And Necessity, And Merger And, In Connection
11	Therewith, Certain Other Related Transactions.
12	My name is Harold Stearley, and I'm the Presiding
13	Officer of today's conference. We'll begin by taking
14	entries of appearance, starting with Entergy Arkansas.
15	MR. DORITY: Thank you, Judge. Larry Dority with
16	Fischer & Dority, P.C. Our address is 101 Madison Street,
17	Suite 400, Jefferson City, appearing on behalf of the
18	Joint Applicants Entergy Arkansas, Inc., Mid South TransCo
19	LLC, and Transmission Company Arkansas, LLC.
20	I have a written entry of appearance that I'll be
21	providing the Reporter. Thank you.
22	JUDGE STEARLEY: Thank you, Mr. Dority.
23	For ITC Midsouth, LLC?
24	MR. LUMLEY: Good morning, Judge. Carl Lumley
25	with the Curtis Heinz Law Firm, with outside counsel for

	Page 7
1	applicant ITC Midsouth, LLC, and Brett Leopold of the
2	company, as well.
3	JUDGE STEARLEY: Okay. Thank you very much.
4	The Office of Public Counsel?
5	MR. MILLS: On behalf of the Office of Public
6	Counsel and the Public, my name is Lewis Mills. My
7	address is Post Office Box 2230, Jefferson City, Missouri,
8	65102.
9	JUDGE STEARLEY: Thank you, Mr. Mills.
10	And for the Staff of the Commission?
11	MR. DOTTHEIM: On behalf of the Staff of the
12	Missouri Public Service Commission, Steven Dottheim, Amy
13	Moore, Nathan Williams, Post Office Box 360, Jefferson
14	City, Missouri, 65102.
15	JUDGE STEARLEY: Thank you, Mr. Dottheim.
16	Can everyone on the phone hear us all right?
17	MR. STEINER: Everything so far.
18	JUDGE STEARLEY: I know I had sent a group email
19	to the parties and the applicants for intervention
20	yesterday saying I was going to take up the applications
21	for intervention at today's procedural conference, but I
22	had forgotten about a prior email where Entergy had
23	notified me that they wanted the full 10-day response
24	time.
25	So, really, response deadlines on the

	Page 8
1	applications, that are being coming up the 6th and 8th, I
2	believe, based on the filing. So, I am not going to take
3	those matters up today, but it's good that the applicants
4	are present so that, when we go off the record, they can
5	participate in the discussions amongst the parties.
6	Are there any preliminary matters we need to take
7	up at this time?
8	MR. DORITY: Not for us, Judge.
9	MR. DOTTHEIM: Well, Judge, in your order of
10	February 15th, you had in the order in Paragraph No. 9 had
11	or the Commission had directed that the Staff shall
12	investigate and file a report recommendation regarding the
13	application no later than May 15, 2013. The applicants
14	had requested, if I read correctly, Commission action by
15	May 2013, and the Staff and it didn't say May 1 or May
16	30, because they apparently were hoping to consummate the
17	transaction in June, and they had specified a date in
18	June. It was by June 30th.
19	And the Staff was was hoping to address, um,
20	this morning, um, with the applicants the May 2013 date,
21	whether that was May 1 or May 30, and also, to the
22	pending applications and the fact that that Entergy,
23	uh, uh, Arkansas may be ITC holdings in filing responses,
24	possibly we're going to take some position such as
25	opposition to the interventions, and the Staff wanted to

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1	even take up what positions the possible interveners may
2	be taking in the case, whether a procedural schedule might
3	might be needed.
4	But given the fact that interventions haven't been
5	granted, I'm not sure how far we might be able to to
6	get this this morning. So, I'm really not sure what
7	the Staff is going to be able to propose until after the
8	filing that, apparently, is going to occur on March 7th.
9	So so, at the moment, the the the Staff might ask
10	you, Judge, you haven't explicitly asked for a status
11	report or anything further back from the Staff.
12	It's not that the Staff doesn't have other things
13	to do, such as other filing dates and what have you, but I
14	just might pose that question, uh, uh, for you, because
15	the Staff is is is mindful of of the pending
16	dates. And the Staff has certain individuals in the
17	hearing room this morning, and those not all the
18	individuals on the Staff who are assigned to this case are
19	in the hearing room, but they're basically the same
20	individuals who are assigned in general to transmission
21	matters, and they're assigned to some other pending
22	transmission cases that have hearings scheduled before the
23	Commission in April.
24	And, subsequently, so, the the Staff very much
25	has its eve or eves on the dates which Entergy Arkansas

Page 10 and ITC Holdings have put in its -- or in their joint 1 2 application, and whether -- if there are interveners in 3 this case, whether there might be or not for a hearing and what that might do to the -- to the dates that are in that 4 joint application. So, I just -- I just thought that I 5 would say that to give you a heads-up, because that's 6 7 basically what I'm going to say when we go off the record. JUDGE STEARLEY: All right. Well, you won't have 8 to repeat it now. 10 MR. DOTTHEIM: I hope I won't. 11 JUDGE STEARLEY: What I was going to do was ask 12 that you file a status report next Tuesday, the 12th. MR. DOTTHEIM: Okay. 13 JUDGE STEARLEY: And you'll have an opportunity 14 then to discuss with the parties and, potentially, the 15 potential interveners as to how things might flesh out, 16 17 and you can all let me know how you want to proceed. 18 MR. DOTTHEIM: Okay. 19 MR. LUMLEY: We would hope, speaking for ITC --20 I'm not speaking to the merits of anybody's applications 21 or anything -- but just in terms of respective of the case, you know, we're talking about a hundred miles of 22 transmission lines that come out of Arkansas and serve a 23 24 few customers here on a wholesale basis, their assets that the Staff went over pretty carefully very recently with an 25

Fax: 314,644,1334

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1	Entergy application for certificate to resurrect a
2	certificate for the assets and to do some improvements to
3	the assets.
4	And, you know, ITC is a corporate family, is an
5	entity that the Commission's already approved as a holder
6	of assets in the northeast corner of the state, so it's
7	not a stranger to the state. So, we would just hope that
8	that perspective, you know, be maintained as trying to
9	sort out the issues that he was talking about.
10	MR. DORITY: And I would echo those comments, as
11	well, Judge.
12	JUDGE STEARLEY: Okay. Very good. Well, I'll
13	anticipate your status report on the 12th, then.
14	MR. DOTTHEIM: Okay.
15	JUDGE STEARLEY: Are there any other matters we
16	need to take up while we're on the record?
17	MR. DORITY: I don't believe so. Thank you.
18	JUDGE STEARLEY: All right. Off the record.
19	We're not off the record, not not yet.
20	MR. DOTTHEIM: Judge, might might I ask, if the
21	12th isn't a date of truly great significance, if I may,
22	if I might ask for offhand the maybe the 14th? And the
23	reason for that is in the two as I refer to them
24	Transource cases, the EO excuse me EA-2013-0098 and
25	EO-2012-0367, on February 12th, we have scheduled a

	Page 12
1	settlement conference that day, and, um and I myself
2	have something scheduled that would take me out of the
3	office on the 13th. If it would not be
4	JUDGE STEARLEY: Make it the 14th?
5	MR. MILLS: Can I make another suggestion?
6	JUDGE STEARLEY: Certainly.
7	MR. MILLS: How about five days or seven days
8	after the ruling on the applications to intervene.
9	Because, if there's not a response filed until towards the
10	end of this week and then the proposed interveners may
11	want a response to that, unless you're thinking that you
12	will have ruled on the applications to intervene by the
13	12th, assuming that just, you know because it's one of
14	two possibilities.
15	Assuming they were allowed in, we won't have had a
16	whole lot of opportunity to chat with them to figure out
17	where the case is going after knowing whether they're in
18	or out, if they are in. That may make the 12th or even
19	the 14th even a little premature to have a lot of
20	knowledge about how the case is going.
21	JUDGE STEARLEY: Well, let's see. The following
22	Monday is the 18th. Can we shoot for the 18th?
23	MR. DOTTHEIM: Yes, Judge, if that wouldn't be too
24	disruptive to your schedule.
25	JUDGE STEARLEY: It's not disruptive to me at all.

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1	All right. I want to make sure everyone has an
2	opportunity for their responses and for some progressive
3	discussion.
4	Okay. All right. You can always tell me
5	something before the 18th.
6	MR. DOTTHEIM: Yes. Yes.
7	JUDGE STEARLEY: Anything else we should take up?
8	(No response.)
9	MR. DOTTHEIM: Not that I can think of, Judge.
10	JUDGE STEARLEY: All right. Very well. Now we're
11	off the record.
12	(Adjournment.)
13	(Whereupon, the record ended at 9:18 a.m.)
14	* * * *
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	Page 14
1	CERTIFICATE
2	STATE OF MISSOURI )
	) ss.
3	COUNTY OF COLE )
4	I, Pamela S. Gentry, Certified Court
5	Reporter with the firm of Midwest Litigation Services, do
6	hereby certify that I was personally present at the
7	proceedings had in the above-entitled cause at the time
8	and place set forth in the caption sheet thereof; that I
9	then and there took down in Stenotype the proceedings had;
10	and that the foregoing is a full, true and correct
11	transcript of such Stenotype notes so made at such time
12	and place.
13	Given at my office in the City of
14	Jefferson, County of Cole, State of Missouri.
15	
16	
17	
	Pamela S. Gentry, CCR #426
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