

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

In the Matter of the Application of Osage)
Utility Operating Company, Inc. to Acquire)
Certain Water and Sewer Assets and for a)
Certificate of Convenience and Necessity) **File No. WA-2019-0185**

**ORDER SETTING TIME FOR OBJECTIONS TO MAKING PORTIONS OF
THE TRANSCRIPT (VOLUME 3) PUBLIC AND SETTING DEADLINE
FOR THE FILING OF LATE-FILED EXHIBIT 406**

Issue Date: September 25, 2019

Effective Date: September 25, 2019

On September 17, 2019, a hearing was held in this matter. A portion of the hearing was *in camera* and that volume of the official transcript has been marked “Confidential” in the Commission’s Electronic Filing and Information System (EFIS). In order to make as much of the testimony public as possible, the Regulatory Law Judge has redacted Volume 3 of the hearing transcript so that only the numbers remain confidential. The Commission will set a deadline for any objections to making the redacted version of Volume 3 public.

Additionally, the record was held open for post-hearing Exhibit 406, a letter regarding violations from the Missouri Department of Natural Resources. Unless there is an agreement of the parties to extend the briefing deadlines, the Commission will set a deadline by which Exhibit 406 must be filed. If not filed by that date, any request to file post-hearing evidence must be accompanied by a motion to reopen the record showing good cause to allow the additional evidence.

THE COMMISSION ORDERS THAT:

1. Any objections to the Commission making the attached redacted version of the Transcript, Volume 3 (*In Camera*), a public document, shall be filed no later than September 30, 2019.
2. Any exhibit, including post-hearing Exhibit 406, filed after September 30, 2019, must be accompanied by a motion to reopen the record.



BY THE COMMISSION

A handwritten signature in black ink that reads "Morris L. Woodruff". The signature is written in a cursive, flowing style.

Morris L. Woodruff
Secretary

Nancy Dippell, Senior Regulatory
Law Judge, by delegation of authority
under Section 386.240, RSMo 2016.

Dated at Jefferson City, Missouri,
on this 25th day of September, 2019.

Application of Osage Utility Operating Company, Inc.

WA-2019-0185 VOL 3 (IN-CAMERA)

September 17, 2019



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STATE OF MISSOURI
PUBLIC SERVICE COMMISSION

TRANSCRIPT OF PROCEEDINGS
Evidentiary Hearing
In-Camera Proceeding
September 17, 2019
Jefferson City, Missouri
Volume 3

In The Matter Of The)
Application Of Osage Utility)
Operating Company, Inc. To) File No.
Acquire Certain Water And) WA-2019-0185
Sewer Assets And For A)
Certificate of Convenience)
And Necessity)

NANCY DIPPELL, Presiding
SENIOR REGULATORY LAW JUDGE

RYAN A. SILVEY, Chairman,
WILLIAM P. KENNEY,
SCOTT T. RUPP
COMMISSIONERS

REPORTED BY:
Beverly Jean Bentch, CCR No. 640
TIGER COURT REPORTING, LLC

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1 JUDGE DIPPELL: All right. Then, Mr. Comley,

2 if you'd like to go ahead.

3 MR. COMLEY: Thank you very much. I intend to

4 make this very brief.

5 JOSIAH COX, testified as follows:

6 CONTINUED CROSS-EXAMINATION BY MR. COMLEY:

7 Q. Could you turn to I think it's Exhibit 3C,

8 your confidential schedule that's been marked Schedule

9 JC-3C on your direct testimony?

10 A. I'm there, sir.

11 Q. And this would represent the weighted average

12 cost of capital projections or cash flow statement for

13 your company; is that correct?

14 A. That is correct. Those are our pro forma

15 statements.

16 Q. Join me in looking at the customer revenue

17 that you've set aside for years one, two and three on

18 this schedule. You have noted that the revenue for year

19 one will be \$284,877; is that correct?

20 A. That is correct.

21 Q. And that represents what you would be getting

22 in revenue from the current rate structure for Osage

23 Water Company and I think Reflections is involved in

24 this as well?

25 A. That is correct, it's a combination of both.

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1 You are correct, it's using the existing rate structure.

2 Q. Do you have any ideas now about how much of

3 that revenue was from Reflections?

4 A. I do not. And I don't have a breakout either

5 of the capital improvement that was Reflections versus

6 Osage Water.

7 Q. With respect to year two, you have projected

8 revenue of \$1,069,064; is that correct?

9 A. That is what is represented here.

10 Q. And the same thing for year three?

11 A. Yes, sir.

12 Q. With Reflections in the mix, my math would be

13 475 customers would be involved in producing this

14 revenue for you. Would that be correct?

15 A. I don't remember the exact count. I think

16 it's maybe 480. That's both water and sewer. This is a

17 combination of both water and sewer.

18 Q. All right. Do you have a calculator with you?

19 Would you divide \$1,069,064 by 480 and then divide that

20 figure by 12?

21 A. Hold on. Sorry, sir. I got a double zero

22 here I hit. So bear with me. Not doing very good on my

23 calculator skills today. Got it, sir.

24 Q. Can you come up with a quotient for me?

25 A. Yeah. It would be \$92.80 per service per

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1 customer.

2 Q. So there would be 184, maybe \$185 combined?

3 A. That is correct, sir.

4 Q. Per month? Per month?

5 A. Per month, that's correct, sir.

6 Q. Although this is a pro forma statement, are

7 you anticipating that in year two of your operations

8 rates will be set to achieve this revenue level?

9 A. Probably not. It takes longer to do a rate

10 case and it will take longer to do the improvements.

11 This is kind of a simple cash flow statement. So it

12 would be much further into year two before there would

13 be anything like that. So that probably has overstated

14 the total revenue.

15 Q. But by year three the rates will be

16 established to achieve that revenue?

17 A. That is correct, notwithstanding our plan is

18 to potentially purchase other systems inside Osage.

19 Q. And those might affect the overall rate?

20 A. That is correct.

21 MR. COMLEY: Judge Dippell, I'm finished with

22 the confidential part of my examination.

23 JUDGE DIPPELL: Okay. I will ask if there is

24 other cross-examination based on that then from Lake

25 Water -- Lake Water? I came up with a new one.

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1 MR. ELLSWORTH: Yes, Your Honor, I would have
2 a few questions.
3 CROSS-EXAMINATION BY MR. ELLSWORTH:
4 Q. Mr. Cox, if we could just stay on the Schedule
5 JC-3C for a moment. I see that you have a total
6 operating expense in years one through three projected
7 of approximately \$520,000?
8 A. That is correct.
9 Q. Who will be operating these systems?
10 A. So we don't have the contract operator
11 selected yet. We bid our contract operations every
12 group of systems we put together. So we would bid these
13 out to four or five qualified operations companies and
14 then take those costs.
15 Q. Does Central States have an entity that
16 operates these systems that would be bidding?
17 A. No, but those are true third-party contract
18 operators.
19 Q. Okay. With respect to the -- If we go down to
20 financing, in this data request or in your direct
21 testimony you have not previously provided the financial
22 terms of this transaction, have you, in any detail?
23 A. I have not.
24 Q. Isn't that a requirement when you're
25 submitting an application for acquisition incentive? Do

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1 Q. And the loan principal amount?
2 A. We use that. We previously have agreed to do
3 a 50/50 debt equity structure.
4 Q. And how did you come up with the interest
5 calculations on this schedule?
6 A. Yes. So right now we believe our interest
7 rate is going to come in between 7 and 9 percent and so
8 we use the highest of those numbers in order to give
9 kind of a worst-case scenario here.
10 Q. So this interest rate is calculated -- you
11 calculate based upon 9 percent interest?
12 A. That is true, sir.
13 Q. What did you calculate the term of the
14 financing?
15 A. 20 years.
16 Q. Mr. Cox, if we could move to Schedule JC-2C.
17 Are you there?
18 A. I'm there.
19 Q. All right. Mr. Cox, a quick question. On
20 this you have a construction work in progress of
21 \$454,200. The question is, where did you come up with
22 that amount?
23 A. That is we believe that, you know, on the day
24 that we close the systems we're projecting that's how
25 much we'll spend on final engineering, legal, title

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1 you know?
2 A. I don't know the answer to that question.
3 JUDGE DIPPELL: Let me interrupt just a
4 moment. I want to make sure that we get as much on the
5 public session as we can. So if you have questions that
6 are related to the schedule but are not specifically the
7 numbers, because it is the numbers that we're concerned
8 about being confidential; is that correct, Mr. Cooper?
9 MR. COOPER: It is.
10 JUDGE DIPPELL: I would ask that you go ahead
11 and hold those until we go back on the public session.
12 MR. ELLSWORTH: I can try to do my best in
13 that. Thank you, Judge.
14 JUDGE DIPPELL: That's fine. I just want to
15 make sure that when the Commission is making its
16 decision, and so forth, that they have as much on the
17 public record as they can.
18 MR. ELLSWORTH: Thank you.
19 BY MR. ELLSWORTH:
20 Q. Mr. Cox, on Schedule JC-3C, the total cost of
21 project \$3.6 million, how did you come to that number?
22 A. We used engineering estimates of what we
23 believe the current improvements should be and purchase
24 price of the assets. That includes Reflections and
25 Osage.

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1 work, all that to close on the systems.
2 Q. Fair enough. This is not the cost of repairs
3 and improvements that you propose in your testimony?
4 A. No, that is not.
5 MR. ELLSWORTH: I don't think I have any other
6 questions that would be confidential.
7 JUDGE DIPPELL: Okay. Thank you. Would there
8 be any questions about those confidential documents from
9 Public Counsel?
10 MR. HALL: Public Counsel has no questions on
11 that matter.
12 JUDGE DIPPELL: Commissioners, did you have
13 any questions related to those confidential numbers?
14 COMMISSIONER KENNEY: No.
15 JUDGE DIPPELL: All right. Would there be any
16 redirect based on those confidential numbers,
17 Mr. Cooper?
18 MR. COOPER: I will have redirect, but I don't
19 think it will require us to go back in camera.
20 JUDGE DIPPELL: Okay. Thank you. All right
21 then. Then we can go ahead and go back on the public
22 session. And I think someone went out of the room to
23 let the others know that they could return. Yes, thank
24 you, Mr. Busch.
25 (End of in-camera proceedings.)

<p style="text-align: right;">Page 105</p> <p>1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 (REPORTER'S NOTE: Judge Dippell requested 18 page 105, line 21 through page 106, line 21 be made part 19 of the in-camera proceedings. This is Continued 20 Cross-Examination by Mr. Ellsworth.) 21 Q. Okay. I wanted to clarify that. Also on a 22 data request issued to you by the Office of Public 23 Counsel they asked you with respect to financing, please 24 describe the details, conditions used to calculate the 25 amounts of the total project, loan principal and</p>	<p style="text-align: right;">Page 106</p> <p>1 interest under the financing section of the statement 2 shown on the JC-3C. At that time you indicated that 3 CSWR anticipates being able to secure debt using system 4 assets and interest rate of less than 10 percent, an 5 interest rate of 9 percent was expected. That's how you 6 calculated it. Do you recall that testimony or that 7 response? 8 A. I do not recall the response. 9 Q. But today you believe you can get 7 percent, 10 not 9 percent? 11 (End of in-camera proceedings.) 12 13 14 15 16 17 18 19 20 21 22 23 24 25</p>
<p style="text-align: right;">Page 107</p> <p>1 CERTIFICATE OF REPORTER 2 3 I, Beverly Jean Bentsch, RPR, CCR No. 640, 4 Certified Court Reporter with the firm of Tiger Court 5 Reporting, LLC, within the State of Missouri, do hereby 6 certify that I was personally present at the proceedings 7 had in the above-entitled cause at the time and place 8 set forth in the caption sheet thereof; that I then and 9 there took down in Stenotype the proceedings had; and 10 that the foregoing is a full, true and correct 11 transcript of such Stenotype notes so made at such time 12 and place. 13 <i>Beverly Jean Bentsch</i> 14 _____ 15 Beverly Jean Bentsch, RPR, CCR No. 640 16 17 18 19 20 21 22 23 24 25</p>	

<p style="text-align: center;">\$</p> <p>\$185 100:2 \$3.6 102:21 \$454,200 103:21 \$520,000 101:7</p> <hr/> <p style="text-align: center;">1</p> <p>10 106:4 105 105:18 106 105:18 184 100:2</p> <hr/> <p style="text-align: center;">2</p> <p>20 103:15 21 105:18</p> <hr/> <p style="text-align: center;">5</p> <p>50/50 103:3</p> <hr/> <p style="text-align: center;">6</p> <p>640 107:3,15</p> <hr/> <p style="text-align: center;">7</p> <p>7 103:7 106:9</p> <hr/> <p style="text-align: center;">9</p> <p>9 103:7,11 106:5,10</p> <hr/> <p style="text-align: center;">A</p> <p>above-entitled 107:7 achieve 100:8,16 acquisition 101:25</p>	<p>affect 100:19 agreed 103:2 ahead 102:10 104:21 amount 103:1,22 amounts 105:25 anticipates 106:3 anticipating 100:7 application 101:25 approximately 101:7 assets 102:24 106:4</p> <hr/> <p style="text-align: center;">B</p> <p>back 102:11 104:19,21 based 100:24 103:11 104:16 Bentch 107:3,15 Beverly 107:3,15 bid 101:11,12 bidding 101:16 Busch 104:24</p> <hr/> <p style="text-align: center;">C</p> <p>calculate 103:11,13 105:24 calculated 103:10 106:6 calculations 103:5 camera 104:19 caption 107:8 case 100:10 cash 100:11 CCR 107:3,15 Central 101:15 CERTIFICATE 107:1 Certified 107:4 certify 107:6</p>	<p>clarify 105:21 close 103:24 104:1 combined 100:2 COMLEY 100:21 Commission 102:15 COMMISSIONER 104:14 Commissioners 104:12 companies 101:13 concerned 102:7 conditions 105:24 confidential 100:22 102:8 104:6,8,13,16 construction 103:20 Continued 105:19 contract 101:10,11,17 Cooper 102:8,9 104:17,18 correct 100:3,5,17,20 101:8 102:8 107:10 cost 102:20 104:2 costs 101:14 Counsel 104:9,10 105:23 Court 107:4 Cox 101:4 102:20 103:16,19 cross-examination 100:24 101:3 105:20 CSWR 106:3 current 102:23 customer 100:1</p> <hr/> <p style="text-align: center;">D</p> <p>data 101:20 105:22 day 103:23 debt 103:3 106:3 decision 102:16 describe 105:24</p>	<p>detail 101:22 details 105:24 Dippell 100:21,23 102:3,10,14 104:7,12,15,20 105:17 direct 101:20 documents 104:8</p> <hr/> <p style="text-align: center;">E</p> <p>Ellsworth 101:1,3 102:12,18,19 104:5 105:20 end 104:25 106:11 engineering 102:22 103:25 entity 101:15 equity 103:3 established 100:16 estimates 102:22 examination 100:22 expected 106:5 expense 101:6</p> <hr/> <p style="text-align: center;">F</p> <p>Fair 104:2 final 103:25 financial 101:21 financing 101:20 103:14 105:23 106:1 fine 102:14 finished 100:21 firm 107:4 flow 100:11 foregoing 107:10 forma 100:6 full 107:10</p>
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STATE OF MISSOURI

OFFICE OF THE PUBLIC SERVICE COMMISSION

I have compared the preceding copy with the original on file in this office and I do hereby certify the same to be a true copy therefrom and the whole thereof.

WITNESS my hand and seal of the Public Service Commission,
at Jefferson City, Missouri, this 25th day of September 2019.




Morris L. Woodruff
Secretary

MISSOURI PUBLIC SERVICE COMMISSION

September 25, 2019

File/Case No. WA-2019-0185

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Enclosed find a certified copy of an Order or Notice issued in the above-referenced matter(s).

Sincerely,

A handwritten signature in black ink that reads "Morris L. Woodruff". The signature is written in a cursive style with a large, prominent "M" and "W".

**Morris L. Woodruff
Secretary**

Recipients listed above with a valid e-mail address will receive electronic service. Recipients without a valid e-mail address will receive paper service.