

1 BEFORE THE PUBLIC SERVICE COMMISSION OF THE
2 DISTRICT OF COLUMBIA

3 - - - - - x

4 IN THE MATTER OF: :

5 THE PROPOSED MERGER OF : FC 1142

6 ALTAGAS LTD AND WGL HOLDINGS, :

7 INC. :

8 - - - - - x VOLUME VI

9 Washington, D.C.

10 Tuesday, December 12, 2017

11 The hearing in the above-captioned matter
12 began at 10:20 a.m., at the Public Service
13 Commission of the District of Columbia, 1325 G
14 Street, Northwest, Washington, D.C.

15 BEFORE: BETTY ANN KANE, CHAIRMAN
16 RICHARD BEVERLY, COMMISSIONER
17 WILLIE L. PHILLIPS, COMMISSIONER

18 REPORTED BY: Ryan K. Black, RPR, CLR

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21 (PAGE 1642/LINE 21 through PAGE 1660/LINE 21
22 DESIGNATED CONFIDENTIAL)

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(Appearances continued on the next page.)

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(Appearances continued on the next page.)

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1 CHAIRMAN KANE: Good morning.

2 Back on the record in the evidentiary
3 hearings in Formal Case 1142, and it is Tuesday,
4 December 12th, 2017. It is 10:20 a.m.

5 Before we proceed with our next
6 witness, or resume with our witness, are there
7 any preliminary matters of any of the parties?

8 MS. FRANCIS: Yes, Your Honor.

9 CHAIRMAN KANE: Ms. Francis.

10 MS. FRANCIS: Very briefly, in lieu
11 of cross-examining Dr. Goins, we only had one
12 or two questions, we have agreed with the
13 Department of Defense to put in a data request
14 in his response. That was filed with the
15 Commission this morning. That response is on
16 our today's cross-examination exhibit list.

17 So at this time I would just like
18 to identify what has been pre-identified as
19 AOBA 33, which is the DOD/FEA response to
20 AOBA Data Request 1. I would like to have that
21 marked for the record as AOBA 23 and admitted
22 into the evidence.

1 CHAIRMAN KANE: It is so marked.

2 (Exhibit No. AOBA 23 marked.)

3 MR. PIZOR: Your Honor, one other
4 similar --

5 CHAIRMAN KANE: First, let me ask DOD
6 to confirm if they agree?

7 MS. MEDLYN: No objection.

8 CHAIRMAN KANE: No objection?

9 Thank you.

10 CHAIRMAN KANE: Yes. Who's next?

11 MR. PIZOR: Your Honor, I guess we can
12 toss a coin.

13 CHAIRMAN KANE: Yes, sir.

14 MR. PIZOR: NCLC has a similar
15 exhibit. In lieu of bringing in Asa Hopkins, we
16 agreed to submit written cross-examination. And
17 we've filed that and we would like that marked
18 as NCLC Exhibit Number 8 and moved into evidence

19 CHAIRMAN KANE: It is so marked, and
20 it is moved in, if there is being no objection?

21 (Exhibit No. NCLC 8 marked.)

22 (Exhibit No. NCLC 8 admitted.)

1 CHAIRMAN KANE: Thank you.

2 All right. And then the Commission
3 has a ruling. If you recall last Friday,
4 OPEIU sought to introduce the testimony of
5 Alan Lanier that was admitted in the Columbia
6 Gas rate case in Maryland. And according to
7 Page 1131 of the December 8th, 2017, hearings
8 transcript from this hearing, OPEIU's argument
9 is that the testimony, which was proffered as
10 Exhibit Number 9, is not being offered, quote,
11 to bind the joint applicants, but it is being
12 offered as illustrative of industry practice,
13 feasibility and the benefit to customers of the
14 in-sourcing of the customer call center by
15 another gas utility in the region.

16 The joint applicants objected to the
17 introduction of that exhibit on the grounds of
18 relevance.

19 We're ruling that since the purpose of
20 the testimony is for illustrative purposes only,
21 we don't believe it's necessary for it to be
22 introduced in the record in order to permit

1 citation of the testimony in OPEIU's brief,
2 and, therefore, we deny admission of the
3 cross-examination Exhibit Number 9 because
4 OPEIU is free to cite it in their brief.

5 All right. We're going to start,
6 NCLC, with your witness.

7 MR. PIZOR: Thank you, Your Honor,
8 NCLC would like to introduce Mr. Ned Hopkins as
9 their witness.

10 CHAIRMAN KANE: Mr.?

11 MR. PIZOR: Excuse me. Todd Nedwick.

12 CHAIRMAN KANE: Todd Nedwick. Thank
13 you.

14 MR. PIZOR: As far as I know, there is
15 no Ned Hopkins.

16 CHAIRMAN KANE: I thought we had a
17 surprise witness here, you know, like in Perry
18 Mason when the door opens.

19 * * *

20 Whereupon --

21 TODD NEDWICK,
22 called to testify, having been first duly sworn

1 or affirmed, was examined and testified as
2 follows:

3 MR. PIZOR: Your Honor, Mr. Nedwick's
4 testimony has previously been admitted, and he's
5 available for cross-examination.

6 CHAIRMAN KANE: Thank you.

7 CROSS EXAMINATION

8 BY MS. FRANCIS:

9 Q. Yes. Good morning, Mr. Nedwick.

10 A. Good morning.

11 Q. Most of your testimony --

12 CHAIRMAN KANE: Mr. Nedwick, would you
13 be sure, number one, that your green light is on
14 on your microphone, --

15 THE WITNESS: Okay. Now it is.

16 CHAIRMAN KANE: Thank you.

17 -- and to speak up. You have a soft
18 voice. I can tell already.

19 THE WITNESS: Thank you.

20 BY MS. FRANCIS:

21 Q. Mr. Nedwick, most of your testimony
22 focuses on affordable multifamily housing. Is

1 there anything in your pre-filed testimony
2 that defines what you include in affordable
3 multifamily housing?

4 A. I don't think explicitly there is,
5 but, generally, we define affordable multifamily
6 housing in a couple of ways. One being, if
7 there's any sort of, you know, city or federal
8 rent restrictions as a result of subsidies, or
9 if it's housing that has rents that are
10 affordable to households making 80 percent
11 of the area median income or less.

12 Q. So there's no specific definition
13 applicable to the DC area in your testimony,
14 right?

15 A. No. No, there's not.

16 Q. Am I correct that your pre-filed
17 direct testimony provides no definition of the
18 criteria that you use to identify affordable
19 multifamily housing structures in the District
20 of Columbia?

21 MR. PIZOR: Objection; vague.

22 MS. FRANCIS: I'm sorry?

1 MR. PIZOR: Objection as to vagueness;
2 definition of structure?

3 MS. FRANCIS: Buildings. Buildings.
4 BY MS. FRANCIS:

5 Q. Am I correct that your pre-filed
6 direct testimony provides no definition of the
7 criteria that you used to identify affordable
8 multi-housing [sic] buildings in the District of
9 Columbia?

10 A. Well, in terms of defining
11 multifamily, I believe in the testimony it
12 says five-plus units in a structure. As to
13 affordability, as I just mentioned, there's
14 various ways to define affordability. I don't
15 think we explicitly, you know, focused on
16 that -- selected one approach in the testimony.

17 Q. Now, is there a minimum number or
18 a percent of tenants in a building that must
19 qualify as low or limited-income before a
20 building is classified as affordable multifamily
21 housing?

22 A. There are various approaches to that.

1 I think in DC the DCSCU, in their low-income
2 programs, uses a threshold of 66 percent for the
3 building to be considered affordable.

4 Q. Now, at Page 29, Line 9 through 10 of
5 your direct testimony, and again at Page 39,
6 Lines 13 through 15, you advocate that \$31.6
7 million, or \$200 per customer, should be
8 provided as direct and tangible benefits to
9 Washington Gas's DC customers. Am I correct
10 that the math supporting that recommendation is
11 there shown in your Footnote 29 on Page 29 of
12 your direct testimony?

13 A. Yes. That's correct.

14 Q. Now, in Footnote 29 on Page
15 29 of your direct testimony, you show the
16 multiplication of 158,000 customers by \$200
17 per customer, and that yields 31.6 million.
18 Am I correct that the 158,000 customers you use
19 in that footnote approximates the total number
20 of DC customers that Witness Chapman shows in
21 his Exhibit JAD 1?

22 A. Yes. I believe that -- I believe

1 that's the case.

2 Q. Okay. Now, Witness Chapman shows
3 158,255 customers, so is that difference between
4 that number and your 158,000 number of customers
5 simply a matter of rounding?

6 A. Yes.

7 Q. So where Witness Chapman's Exhibit JAD
8 that's from his direct testimony shows total
9 rate credits of 12 million 25 -- \$12.25 million
10 for all DC ratepayers, you believe that amount
11 should be increased to 31.6 million, an increase
12 of 19.35 million or 158 percent; is that
13 correct?

14 A. Can you just repeat the question?

15 Q. So where Witness Chapman's Exhibit
16 JAD 1 shows total credits of \$12.25 million for
17 DC ratepayers, you believe that amount should be
18 increased to \$31.6 million, which is a \$19.35
19 million increase or 158 percent increase; is
20 that correct?

21 A. Well, the 31.6 million refers to all
22 benefits, and I assume that the credits are a

1 subset of that, so I'm not -- I don't think
2 we're suggesting that the rate credits should
3 total 31.6 million.

4 Q. Now, could we look, please, at Witness
5 Chapman's computed rate credits by class in his
6 Exhibit JAD 1, and I'm going to ask you to first
7 look at the column labeled GMA greater than
8 3,075 therms.

9 MR. PIZOR: I believe that might be
10 -- there should be a notebook in front of you
11 that has the tabs Adrian Chapman's testimony in
12 there, do you see that?

13 THE WITNESS: Rebuttal testimony
14 or --

15 MS. FRANCIS: You can use either one,
16 either the top chart on the rebuttal testimony
17 or the direct. It doesn't matter.

18 MR. PIZOR: The exhibit should be at
19 the back of the testimony.

20 THE WITNESS: Okay.

21 MR. PIZOR: Do you see -- have you
22 found it?

1 THE WITNESS: Yeah. Could you just
2 repeat the exhibit number?

3 BY MS. FRANCIS:

4 Q. The exhibit number is JAD 1, or you
5 can use JA 2D-1.

6 A. Okay. I have it.

7 Q. Now, please focus on the top chart,
8 if you're using JAD 2D-1, and look at the column
9 headed GMA greater than 3,075 therms. Do you
10 see that?

11 A. Yes.

12 Q. Now, looking at that Witness Chapman's
13 computed rate credits by class, we see the GMA
14 heating is greater than 3,075 therms of \$786 per
15 customer. Is it your position that those
16 accounts would receive only \$200 per customer?

17 A. You know, I don't think we've -- I've
18 taken a position in my testimony on, you know,
19 getting that specific in terms of the
20 methodology of distributing the credits.

21 Q. So your testimony does not suggest a
22 reduction in the group metered apartment greater

1 than 3,075 therm class from two -- from \$786 per
2 credit to \$200?

3 A. No.

4 Q. Based on the number of customers shown
5 by class in Exhibit JAD-1, for each of the GMA
6 classes would you agree that the GMA heating
7 greater than 3,075 therms represents more than
8 half of all GMA accounts?

9 A. This is the first time I'm looking at
10 this chart, so it's a little bit challenging.

11 Q. Well, would you accept that, subject
12 to check?

13 A. Yes.

14 Q. Could you tell -- tell us where in the
15 record of this proceeding the Commission would
16 find the number of residential dwelling units
17 in buildings that are served under each of
18 Washington Gas's group metered apartment
19 rate classifications in the District?

20 A. I don't know if that was in.

21 Q. Can you cite to any document in the
22 record that identifies the number of dwelling

1 units in group metered apartment buildings that
2 are occupied by low-income or limited-income
3 tenants?

4 A. No, I cannot.

5 Q. Can you cite to any document in
6 the record that identifies the number of
7 dwelling units in individually metered apartment
8 buildings that are occupied by low-income or
9 limited-income tenants?

10 A. No, I cannot.

11 Q. If we sum the numbers of customers
12 in all of the group metered apartment and
13 individually metered apartment classes and
14 multiply by \$200 per customer, would you accept,
15 subject to check, that the result is less than
16 \$3 million and less than 9.4 percent of the
17 total 31.6 million of direct benefits that you
18 propose?

19 A. Yes. Subject to -- subject to check.

20 Q. Now, please turn to Page 29 of your
21 testimony.

22 Now, at Page 29, Lines 11 through 15,

1 you suggest that 15 percent of the total direct
2 merger benefits, or approximately \$5 million,
3 should be dedicated to funding investments in
4 energy efficiency for affordable multifamily
5 housing, do you see that?

6 A. Yes.

7 Q. If the equivalent of less than \$3
8 million would be assigned to multifamily housing
9 structures served by Washington Gas based on
10 \$200 per customer, where do you propose to
11 derive the balance of your proposed \$5 million
12 of funding for multifamily housing?

13 A. So maybe if I can just clarify one
14 thing: The \$200 figure was to estimate the
15 total amount of benefits that the utilities
16 should make available. I wasn't saying that the
17 credit value should be \$200.

18 Q. Okay. So you're not advocating taking
19 dollars away from the group metered apartment
20 class to make up the difference?

21 A. No.

22 Q. When you referenced energy efficiency

1 investments for affordable multifamily housing,
2 would that funding be distributed to building
3 owners or their tenants?

4 A. I would say both. I think some of
5 the successful programs address both the -- the
6 -- the energy use of the owners as well as the
7 tenants.

8 Q. Now, what types of energy efficiency
9 investments do you perceive that tenants in
10 multifamily housing that use gas service would
11 be able to implement?

12 A. Well, if they are using gas for
13 cooking, more efficient appliances.

14 Q. Like?

15 A. Like more efficient stoves.

16 Q. That would be cooking, correct?

17 A. Yeah. Correct.

18 Q. What else?

19 A. I mean, I think that, to the extent
20 that you, you know, weatherize a building,
21 improve the shell, you know, improve the
22 insulation, there are benefits to residents

1 beyond even just any financial benefits or
2 health benefits.

3 Q. Are those the benefits that tenants
4 are capable of implementing themselves?

5 A. No.

6 Q. Could the energy efficiency
7 investments that you envision be replacement of
8 less-efficient boilers in older group metered
9 apartment buildings?

10 A. Could you repeat that question? I'm
11 sorry.

12 Q. The energy efficiency investments that
13 you envision, --

14 A. Yeah.

15 Q. -- would they include replacements of
16 less-efficient boilers in older group metered
17 apartment buildings?

18 A. Yes. Yes. I'd say so.

19 Q. What types of energy efficiency
20 investments do you perceive that tenants in
21 individually metered gas service apartments
22 would be able to implement?

1 MR. PIZOR: Objection. Asked and
2 answered.

3 MS. FRANCIS: No. Actually, the first
4 time I asked about group metered apartments.
5 Now I'm asking about individually metered
6 apartments.

7 CHAIRMAN KANE: Yeah. I'll allow it.

8 BY MS. FRANCIS:

9 Q. Should I ask the question again?

10 A. Yes, please.

11 Q. What type of energy efficiency
12 investments do you perceive that tenants in
13 individually metered gas service apartments
14 would be able to implement?

15 A. So I thought I did address this, but
16 in terms of -- so I -- yeah, I guess -- I guess
17 it would be the owners that would be making the
18 decisions to implement energy efficiency
19 investment since the owners, you know, own
20 the appliances and --

21 Q. Mr. Nedwick, now I'm going to ask you
22 to take a look at two of AOBA's premarked

1 exhibits.

2 A. All right.

3 MS. FRANCIS: First, Your Honor, I
4 would like to mark what's been preliminarily
5 identified as AOBA 28, which is a -- a page
6 from the internet for the DCSCU. That was
7 pre-identified as AOBA 28. I'd like to have it
8 marked for the record as AOBA 24.

9 (Exhibit No. AOBA 24 marked.)

10 CHAIRMAN KANE: It will be so marked.

11 BY MS. FRANCIS:

12 Q. And turn to the next tab, Mr. Nedwick,
13 and you can see that there's some selected pages
14 from the Apartment Hunters Program searching for
15 energy savings in multifamily buildings.

16 A. Can you -- I'm not sure where that
17 -- where those exhibits are, actually.

18 MR. PIZOR: Did you provide them?

19 MS. FRANCIS: Several days ago.

20 You don't have those exhibits?

21 CHAIRMAN KANE: If counsel would help
22 the witness, please.

1 MS. FRANCIS: They are Numbers 28 and
2 29.

3 CHAIRMAN KANE: Aren't they up on the
4 witness stand?

5 MS. FRANCIS: Unless counsel posted
6 them. I can show him my exhibit.

7 CHAIRMAN KANE: AOBA cross-examination
8 witness -- excuse me, exhibits. All of the
9 cross-examination exhibits should be up there.

10 MS. FRANCIS: May I hand these to the
11 witness?

12 CHAIRMAN KANE: No. His counsel can
13 find them. Thank you.

14 MR. PIZOR: Could you repeat the
15 numbers?

16 MS. FRANCIS: They're 28 and 29.
17 Why don't you give the witness that
18 whole book? Are you going to cite other --

19 MS. FRANCIS: No. Just these two.

20 CHAIRMAN KANE: That's fine.

21 MS. FRANCIS: And I'm almost wrapping
22 up.

1 Your Honor, I would like to mark what
2 has been preliminary identified as AOBA 29.
3 There's selected pages from the Apartment
4 Hunters Program searching for energy savings
5 in multifamily buildings done by the American
6 Council for Energy Efficiency Economy. I'd like
7 to mark that for AOBA 25.

8 CHAIRMAN KANE: So marked.

9 (Exhibit No. AOBA 25 marked.)

10 BY MS. FRANCIS:

11 Q. Mr. Nedwick, do you have those two
12 exhibits?

13 A. Yes, I do.

14 Q. Okay. Now, just briefly, on Page 15
15 of your direct testimony, --

16 A. Yes.

17 Q. -- you do cite the American Council
18 for Energy Efficiency -- for Energy Efficiency
19 Economy, do you not, on Line 12?

20 A. Yes, I do.

21 Q. So you're familiar with that
22 organization?

1 A. Yes.

2 Q. If you could just take a minute to
3 yourself briefly look at AOBA Exhibit 28, and,
4 please, you may want to just read for yourself
5 Paragraphs 8 and 10 on Pages 5 and 6 of what was
6 now marked as AOBA 25.

7 A. Can you repeat the pages?

8 Q. If you take a look, just briefly at
9 what was preliminarily identified as AOBA 28, it
10 is a one-page copy of something from the DCSCU.

11 A. Yes.

12 Q. You are familiar with the DCSCU?

13 A. Yes. I see that.

14 Q. Now turn to the next exhibit.

15 A. Yep.

16 Q. And I'm going to ask you to take a
17 look, these are selected pages, take a look at
18 Page Little 5 -- Roman Numeral 5 from the bottom
19 of the page, and just briefly read to yourself
20 Paragraph 8 and Paragraph 10.

21 A. Okay.

22 Q. And while you're reading, Mr. Nedwick,

1 the question that I'm going to ask you is, am I
2 correct that the DCSCU already offers at least
3 two programs for improved energy efficiency in
4 multifamily housing structures, and we can see
5 those referenced in Paragraphs 8 and 10?

6 A. Yes, that's true. I see that.

7 Q. Okay. Now, if you take a look back
8 one page, little Roman Numeral 3, you can see
9 that Paragraphs 8 and 10 are under the section,
10 the best practices and examples of programs
11 using them are ... so that the DCSCU has been
12 cited for two programs that are considered best
13 practices, would you agree with that?

14 A. Yes. Yes, I would.

15 Q. What data or studies have you
16 presented that identify and quantify needs for
17 additional programs and/or additional funding
18 for energy efficiency in multifamily housing in
19 the District?

20 A. Well, I -- I would -- I would just
21 point out that, although DCSCU does administer
22 these programs that are considered best

1 practices, I think the challenges of the level
2 of resources are low, considering just how many
3 multifamily rental households are cost burdened
4 in the District.

5 Q. Have you quantified that number of
6 how many DC rental -- how many DC properties
7 -- affordable -- how many units are
8 cost-burdened in the District anywhere in
9 your testimony?

10 A. Yes. In my direct testimony, Page 8,
11 it says, about half, 46 percent of the renters
12 in the District, are housing cost-burdened,
13 meaning they pay more than 30 percent of their
14 monthly income for combined rent and utilities.

15 Q. Do you have the number of households
16 or just a percent?

17 A. Just -- just the percent. I would
18 need to look at the underlying data to provide
19 the actual numbers, but --

20 Q. Mr. Nedwick, why shouldn't the
21 Commission assume that the DCSCU will address
22 any further needs for energy efficiency in

1 multifamily housing in the District through
2 its existing ratepayer provided funding?

3 A. Well, like I said, I think
4 the challenge is, you know, DCSCU has a good
5 infrastructure and they're administering
6 successful programs, but I think if you look at
7 the number of units that DCSCU can address in a
8 year, it's something -- it's less than one
9 percent of the housing stock in the District.
10 So I think the challenge is that there's a need
11 for additional resources in addition to those
12 ratepayer funds that are currently available.

13 Q. But there is no specific study
14 in the record in this case that identifies and
15 quantifies the need for the additional programs
16 or the additional funding; isn't that correct?

17 A. That's correct.

18 Q. Are you recommending that any funding
19 provided by AltaGas for multifamily affordable
20 housing to obtain merger approval should be used
21 to reduce funding currently provided through the
22 SCU through rates charged to Washington Gas

1 customers?

2 A. No. I'm suggesting that it be
3 incremental to the existing funding sources.

4 MS. FRANCIS: Your Honor, that's the
5 only questions I have of Mr. Nedwick.

6 CHAIRMAN KANE: Thank you.

7 MS. FRANCIS: Since I'm the only one
8 who has questions, can I move my two exhibits at
9 this time?

10 CHAIRMAN KANE: I just had a couple of
11 follow-up questions, Mr. Nedwick.

12 MS. FRANCIS: Oh, I'm sorry.

13 CHAIRMAN KANE: That's okay.

14 If you turn to Page 10 of your
15 testimony, your direct testimony starting at in
16 Line 6, --

17 THE WITNESS: Mm-hmm,

18 CHAIRMAN KANE: -- you cite here
19 an example: The NHT Enterprise completed
20 the retrofitted Channel Square, a 223-unit
21 affordable-housing complex in southwest, and
22 described all the things that were done, the

1 heating, the ventilating, the air conditioning,
2 domestic hot water up to higher efficiency
3 levels, and resulted in a 60 percent reduction
4 in natural gas consumption.

5 Do you know, what was the cost of
6 that retrofit or those things that were heating,
7 ventilation, air conditioning and hot water
8 system?

9 THE WITNESS: You know, I don't -- I
10 don't have that data off the top of my head.
11 I'm certainly happy to provide it. I would have
12 to check with someone in my organization who
13 would know that.

14 CHAIRMAN KANE: I asked that question
15 because on Page 18 of your testimony you say
16 that the \$2,000 per unit, which the joint
17 applicants are proposing, while you say it's a
18 long-term benefit -- the investment would be a
19 long-term benefit, you say it's not enough
20 money. So I'm looking for --

21 THE WITNESS: Right.

22 CHAIRMAN KANE: -- real examples in

1 the District, the one you cited, where 223
2 units were upgraded and there was a 60 percent
3 reduction in natural gas. If \$2,000 is not
4 adequate, what -- are you recommending a
5 specific number?

6 THE WITNESS: Yeah. I mean, so in
7 reference to the 2,000 per unit, you know, that
8 relates to the Affordable Housing Natural Gas
9 Initiative, which would provide incentives to
10 install natural gas infrastructure in buildings.
11 And my point there was saying --

12 CHAIRMAN KANE: I'm sorry to interrupt
13 you. The 2000 per unit, this was for new
14 construction?

15 THE WITNESS: I believe the intent
16 was for the program to be new construction,
17 yeah, and to, basically, incent developers to
18 use natural gas.

19 CHAIRMAN KANE: Then let me ask you
20 to turn to Page 29 of your testimony on Line 11,
21 where you recommend that the amount be increased
22 to \$5 million per year -- excuse me, not per

1 year, \$5 million one time, and again I'm asking
2 how many units would that do?

3 THE WITNESS: I mean, it depends on
4 how the program is structured, you know, what
5 level of comprehensiveness is there, in terms
6 of, you know, the -- you know -- you know, I'd
7 say, in a ballpark, a comprehensive program that
8 addresses both gas and electric would be maybe
9 in the range of \$3,500 per unit, just sort of
10 ballpark.

11 CHAIRMAN KANE: Okay. And if you can
12 provide, if it's available, the -- the cost for
13 the Channel Square --

14 THE WITNESS: Sure.

15 CHAIRMAN KANE: -- of 220, because
16 there are specific things that you cited were
17 done and a specific result.

18 Let me ask you, in general, are you
19 aware of the, I'll call it, one-time payment
20 programs that are available to low-income
21 customers in the District, gas customers,
22 for help with their bills?

1 THE WITNESS: I'm generally aware.

2 CHAIRMAN KANE: Such as LIHEAP, such
3 as the Fuel Fund, such as the Urban League
4 Program?

5 THE WITNESS: Yes.

6 CHAIRMAN KANE: And are you aware of
7 the ongoing discount program, the Residential
8 Essentials Services Program that this Commission
9 has required funded by ratepayers?

10 THE WITNESS: Yes, I am aware.

11 CHAIRMAN KANE: And you're aware that
12 that provides about a 25 percent discount on the
13 overall bill?

14 THE WITNESS: Yes.

15 CHAIRMAN KANE: You're aware of that?

16 THE WITNESS: Yes.

17 CHAIRMAN KANE: In your work
18 working with low-income housing and working with
19 retrofits, energy efficiency, et cetera, do you
20 or do the organizations that you represent have
21 a view on the value, the benefit of one-time
22 assistance programs, emergency assistance,

1 versus long-term investments, such as you've
2 cited in Channel Square?

3 THE WITNESS: We would say they
4 work together, that you need both good energy
5 assistance programs, especially to help
6 households that might be -- might have acute
7 needs and need help right away, but you also
8 want to invest in energy efficiency to ensure
9 that, over time, you're reducing energy
10 consumption and saving -- saving money over
11 the long run.

12 CHAIRMAN KANE: Thank you. Those are
13 all my questions.

14 MR. PIZOR: Your Honor, --

15 CHAIRMAN KANE: Redirect?

16 MR. PIZOR: Sorry.

17 No redirect. Just clarification:
18 My guess is, the data on Channel Square, is that
19 a Commission data request?

20 CHAIRMAN KANE: Yes. We would like to
21 get that, obviously, as soon as possible, yeah,
22 to get it into the record.

1 Thank you.

2 All right. No redirect?

3 All right. Exhibits?

4 MS. FRANCIS: Your Honor, I'd like to
5 move in AOBA Exhibits 24 and 25.

6 CHAIRMAN KANE: They are in.

7 (Exhibit No. AOBA 24 admitted.)

8 (Exhibit No. AOBA 25 admitted.)

9 CHAIRMAN KANE: The testimony is
10 already in the record.

11 Thank you. You may be excused.

12 All right. Who's next? Joint
13 applicants?

14 MR. CURRAN: Your Honor, I believe we
15 were calling Ms. Luanne Gutermouth to the stand.

16 CHAIRMAN KANE: Right.

17 MR. DODGE: Good morning, Your Honor.
18 One preliminary matter:

19 Yesterday we had a discussion
20 regarding one or two data requests and the
21 responses being moved in as a supplement to
22 JA 3. I believe we reached resolution on that

1 issue, subject to check with all counsel here at
2 the table. DCG has proposed the inclusion of
3 OPC Response 17-19 in a package of exhibits, I
4 believe, and that would satisfy Joint
5 Applicants.

6 CHAIRMAN KANE: Mr. Strauss, comment
7 on that?

8 MR. STRAUSS: I don't think that was
9 the proposal from us.

10 MR. DODGE: We're going to need a few
11 minutes, because the representation to me was
12 DCG had included that in a list that it provided
13 to joint applicant's outside counsel. So if we
14 could just have a minute?

15 CHAIRMAN KANE: Yes.

16 (Recess taken.)

17 MR. DODGE: Your Honor, I believe
18 Mr. Strauss is going to clarify for the record
19 what's going on.

20 CHAIRMAN KANE: Thank you.

21 Mr. Strauss.

22 MR. STRAUSS: I'm going to try.

1 We have a stipulation that includes
2 the admission of the document that Mr. Dodge
3 mentioned. I believe it's OPC 17-19. And we
4 have agreement from the joint applicants to
5 have that document, and a number of others,
6 stipulated into the record. The confusion was,
7 the way Mr. Dodge explained it this morning, I
8 thought it was some sort of quid pro quo
9 involving this witness's testimony. I think
10 it's just a separate arrangement we have with
11 the Joint Applicants.

12 Apologies for the confusion.

13 CHAIRMAN KANE: So the documents you
14 have a stipulation on are OPC --

15 MR. STRAUSS: 17-19, I believe, is the
16 only document.

17 CHAIRMAN KANE: That's the only one?

18 MR. DODGE: That's the one relevant to
19 this witness.

20 MR. STRAUSS: That's the one relative
21 to right now. There are a number of others.

22 CHAIRMAN KANE: All right. You may

1 proceed.

2 MR. DODGE: With that, Ms. Gutermouth
3 is available, again, for cross-examination.

4 CHAIRMAN KANE: Thank you.

5 MS. CLAIR: Morning, Your Honor.

6 Thank you.

7 * * *

8 Whereupon --

9 LUANNE GUTERMOUTH,
10 called to testify, having been previously first
11 duly sworn or affirmed, was examined and
12 testified as follows:

13 CROSS EXAMINATION

14 BY MS. CLAIR:

15 Q. Ms. Gutermouth, You have your rebuttal
16 testimony on the stand, --

17 A. I do.

18 Q. -- Exhibit 2H?

19 Did you write your rebuttal testimony?

20 A. I did.

21 Q. And then if you turn to Pages 2 and 3
22 of that rebuttal testimony, beginning at Line 15

1 you were answering the question about whether or
2 not you have any updates to report regarding the
3 merger integration planning. And can you just
4 take a moment and review the question and answer
5 that starts at Page 2 and goes over to Page 3, I
6 think it stops at Page 3, and confirm that in
7 those pages there aren't any exhibits that are
8 referenced there, are there?

9 A. No. Because I believe we had already
10 provided the functional work team plans in
11 mid-November.

12 Q. Okay. In the document that was I
13 guess introduced yesterday, but it's Exhibit
14 -- I mean, it's OPC 17-19, --

15 A. Correct.

16 Q. -- and I think it -- can you repeat
17 why you wanted to have this included? You said
18 it yesterday, but I missed it, so do you mind,
19 please?

20 A. Not at all. I think there were some
21 comments on Friday that the -- excuse me, the
22 applicants had not provided updates on our

1 integration planning process, and I wanted to
2 make sure that we were clear that not only had
3 we provided DCG 6-60 in July, we supplemented
4 that in August. In August we also referred OPC
5 to that set of documents in OPC 9-9, and then
6 in November we provided OPC 17-19, which
7 provides more detail around the integration
8 process.

9 Q. And the first page of what is -- is
10 this -- I think it's JA 3, is that what it is?

11 MR. DODGE: 6-60.

12 MS. CLAIR: So this exhibit that is
13 the response to OPC 17-19, it's Exhibit JA 6.
14 It's been marked as that, so I'll refer to it
15 that way, so I'll stop saying 17-19.

16 MR. DODGE: Time out. JA 3 is JCG
17 6-60. I don't think we have a designation yet
18 for 17-19.

19 MS. CLAIR: We did it yesterday.

20 MR. DODGE: It was not admitted as
21 that yesterday. Pursuant to stipulation with
22 DCG just described a few minutes ago, that will

1 be going in, I believe, as DCG exhibit. We're
2 happy to label it as a JA exhibit. I'm not sure
3 if it makes any difference.

4 MS. CLAIR: It doesn't matter to me.
5 I was trying to make sure the record is clear.
6 I thought yesterday it was marked for
7 identification as JA 12 or something. Whatever
8 we should call it, I just want to make sure the
9 record is clear.

10 CHAIRMAN KANE: We'll check with the
11 secretary.

12 Was this exhibit marked yesterday?

13 THE SECRETARY: No.

14 CHAIRMAN KANE: We don't have it
15 marked yesterday. It was just referred to.

16 MS. CLAIR: Thank you. What should I
17 call it?

18 MR. DODGE: How about referring to it
19 by its original designation, 17-19, or JA 12.
20 We're happy to make it JA 12.

21 CHAIRMAN KANE: It needs to be
22 preliminarily marked so we know what we're

1 talking about.

2 MR. DODGE: Let's mark it as JA 12.

3 CHAIRMAN KANE: Preliminarily marked
4 as JA 12, formerly known at OPC 17-19.

5 MS. CLAIR: Thank you, Your Honor.

6 (Exhibit No. JA 12 marked.)

7 BY MS. CLAIR:

8 Q. So, Ms. Gutermouth, on the first page
9 of the document that has been marked for
10 identification as Exhibit JA 12, there's a date
11 of September 29th, 2017. Do you see that?

12 A. I don't have that document in front of
13 me. Should it be?

14 Q. Maybe your counsel -- it's the
15 document you said should be in yesterday.
16 I'm sorry.

17 MR. DODGE: Counsel is approaching.

18 THE WITNESS: September 29th.

19 BY MS. CLAIR:

20 Q. I'm going to back up a step. I'm
21 sorry. The document marked as JA 12 is the
22 document which yesterday, when you were on

1 the stand, your counsel suggested should be
2 included, and I think you explained why you
3 thought it should be this morning; is that
4 correct?

5 A. Correct.

6 Q. Okay. On the first page of that
7 document, JA 12, do you see the date September
8 29th, 2017?

9 A. Yes.

10 Q. And that is prior to the submission of
11 rebuttal testimony in this proceeding; is that
12 correct?

13 A. That's my understanding.

14 Q. And this document, to be clear,
15 was not included with the Joint Applicant's
16 rebuttal, was it?

17 A. It was not an exhibit.

18 Q. Thank you.

19 A. It was provided, though, in response
20 to the data request.

21 Q. If you'll turn to the response to
22 17-19, so the first page of JA 12, it's subpart

1 B.

2 Are you there?

3 A. Yes.

4 Q. Okay. The response to Subpart B, in
5 part, the very last clause in it says to see
6 Subpart A, and then it says, and produced as
7 DGCG 6-60 Attachment 5. Do you see where I'm
8 reading?

9 A. I do.

10 Q. And do you have on the stand the
11 response to OPC 6-60, which I believe was
12 Exhibit JA 3?

13 A. I do not.

14 Q. DCG. Excuse me. I keep saying OPC.
15 It should be -- thank you.

16 If you'll let me know when you have
17 that before you, Ms. Gutermouth?

18 A. I do.

19 Q. Thank you.

20 And that's -- Exhibit JA 3, which is
21 the response to DCG 6-60, is a two-page exhibit
22 that references other documents, but the exhibit

1 itself that was admitted here is the two-page
2 document; is that correct? Is that what you
3 have before you?

4 A. I have a document that's significantly
5 more than two pages.

6 Q. Okay. So can you go to Subpart D of
7 the answer itself, not the attachments?

8 If you'll look at Page 2, there's a
9 Subpart D that says, information for the May 3rd
10 through 5th, 2017, meeting, please refer to ...
11 and it goes on.

12 Do you see where I'm reading?

13 A. I do.

14 Q. And it references Attachments 2, 3 and
15 4. Do you see where I'm reading?

16 A. I do.

17 Q. Okay. And the stack of documents
18 that you just said you had up there, does that
19 include Exhibits 2, 3 and 4?

20 While you're doing that, just so
21 I don't waste your time, the question is
22 going to be whether that's the entirety of the

1 attachments or whether there are other documents
2 that were attached that hadn't been identified
3 in the response itself?

4 A. Okay. Well, I see Attachment 3,
5 Attachment 1. They seem to be out of order.
6 Attachment 5. It looks like Attachment 4.
7 Attachment 6. I don't think I said 2.

8 So, in summary, I see three, one and
9 some of the tops of the documents aren't shown,
10 so it might be that I'm just missing the
11 designation. Four.

12 MR. DODGE: Your Honor, I may be able
13 to help clarify.

14 CHAIRMAN KANE: Do you know what the
15 title of the document is?

16 MR. DODGE: JA 3, which was
17 introduced and moved into evidence earlier,
18 is the supplemental response, dated July 13,
19 2017, and includes only one attachment, the
20 integration update. That's all we intended to
21 provide.

22 So I believe counsel has provided the

1 entirety of the original response to the witness
2 on the stand, but we are happy to live with our
3 earlier submission of the skinnier document that
4 includes only the integration update itself.

5 I'm now informed that the Secretary's
6 copy may include everything. One moment.

7 CHAIRMAN KANE: Is it a confidential
8 document?

9 THE SECRETARY: Yes.

10 MR. DODGE: I think we've identified
11 the source of the confusion, and I apologize to
12 OPC and the Bench. It appears that what we
13 passed out to at least OPC, and maybe the rest
14 of the parties, did not include all attachments.

15 Again, while the official copy in
16 front of the Secretary includes all attachments,
17 we're happy to withdraw all but Attachment 05,
18 which is the actual integration update itself,
19 if that helps move things along.

20 MS. CLAIR: Your Honor, I apologize,
21 but I need just a moment to figure out what
22 we've got versus what's missing and how to

1 question on a document that I'm not sure which
2 version is in front of you or me or the witness.
3 If I could have just a few moments to figure
4 this out?

5 CHAIRMAN KANE: Attachment 05, you
6 said, Counsel?

7 MR. DODGE: That's correct, Your
8 Honor. That's, apparently, what was passed
9 out, and we'll have to live with that if
10 everybody did not receive the full exhibit
11 package.

12 CHAIRMAN KANE: I have Attachment 06.
13 How many pages are in Attachment 05?

14 MR. DODGE: I apologize, Your Honor?

15 CHAIRMAN KANE: How many pages are in
16 Attachment 05?

17 MR. DODGE: One moment.

18 I believe 20.

19 My count by Bates stamp is 20.

20 CHAIRMAN KANE: Perhaps, OPC, if
21 you could also give us some indication of the
22 purpose of this line of questioning so we know

1 what the importance of the document is?

2 MS. CLAIR: Certainly. I'm first
3 trying to figure out what integration process
4 or plan documents have been either introduced
5 through direct, supplemental direct or rebuttal,
6 of which I don't think there are many. And then
7 the witness consistently says, we gave you that
8 in discovery and moved into evidence a copy of
9 some document that she said is helpful to
10 understand integration planning.

11 I just want to understand what's in
12 front of us, what's in the record versus what
13 they're asserting they've given us in discovery
14 versus what's now been moved in that I don't
15 have in front of me, all of which goes to the
16 issue of integration planning, which OPC
17 believes is critical and which the witness,
18 in her cross-examination on direct, agreed was
19 critical.

20 So it is about integration planning.
21 I'm just a little handicapped right now on
22 figuring out which documents we have.

1 MR. DODGE: Again, Your Honor, I will
2 repeat, if it is our mistake that we did not
3 pass out all attachments to DCG 6-60, we will
4 live with what was passed out, which was
5 Attachment 05, which was the integration
6 planning update.

7 CHAIRMAN KANE: And when was that
8 done?

9 MR. DODGE: That was introduced
10 through Ms. Gutermouth's redirect and admitted
11 on that same day.

12 MS. CLAIR: So here's our problem,
13 I believe, Your Honor. The document that is
14 attached to JA 3 -- there was a Discovery
15 Response 6-60.

16 CHAIRMAN KANE: Right.

17 MS. CLAIR: And there were certain
18 attachments to that, which Ms. Gutermouth had on
19 the stand, and, absolutely, she's reading the
20 right exhibit numbers from those. There's
21 certain attachments. Number 5 is one that she
22 did not indicate was -- was on the stand, I

1 believe.

2 THE WITNESS: I apologize. It is on
3 the stand.

4 MS. CLAIR: Okay. It is on the stand.
5 Good.

6 THE WITNESS: Number 5 is on the
7 stand. Number 2 is what's missing.

8 MS. CLAIR: Thank you.

9 Number 5 itself is not listed on the
10 response to 6-60. There's no reference to an
11 Attachment 5 on that document. And so counsel
12 said the supplemental response was dated July
13 13th, I thought you said?

14 MR. DODGE: That's correct.

15 MS. CLAIR: That's what I'm looking
16 at, and my copy doesn't -- maybe I'm missing
17 something.

18 THE WITNESS: I believe there was an
19 update in August of 6-60.

20 MS. CLAIR: We don't have that.

21 MR. DODGE: We don't have to go that
22 far.

1 One more moment, Your Honor.

2 CHAIRMAN KANE: Yeah. We're going to
3 take a recess -- this is ridiculous, playing
4 this out for the public -- to figure it out.
5 We'll be back in 10 minutes.

6 (Recess taken.)

7 CHAIRMAN KANE: All right. Get this
8 straightened out?

9 MR. DODGE: Yes, Your Honor. Thank
10 you for your patience. Ms. Clair and I have
11 agreed to three things: First, that I confused
12 everybody; second, that she and I knew
13 immediately what was going on, even though I had
14 confused everybody; and, third, we have worked
15 out what JA 3 will look like in the official
16 record. It will include the supplemental
17 response, which is two pages, dated July 13th,
18 2017, and only what was pre-marked as Attachment
19 05. And joint applicants will make a filing
20 with the Commission clarifying that the other
21 attachments, which may or may not have been
22 associated, will be withdrawn.

1 CHAIRMAN KANE: And is that a
2 confidential document?

3 MR. DODGE: It is, Your Honor.

4 CHAIRMAN KANE: So when questions are
5 asked --

6 MR. DODGE: We apologize. We believe
7 we handed out something different than was
8 handed with the Secretary. So, again, we
9 will live with the shorter document. And I
10 apologize, again, and thank OPC counsel for
11 accommodating that confusion.

12 CHAIRMAN KANE: All right. Ms. Clair.

13 MS. CLAIR: Thank you, Your Honor.
14 And thank you to Joint Applicant's counsel for
15 working through my rage.

16 BY MS. CLAIR:

17 Q. I think we stopped with the document
18 that's been marked as JA 12, and I was asking
19 Ms. Gutermouth -- no, I'm sorry. I was on your
20 testimony. Forgive me.

21 Can you tell me how many people are on
22 the integration committee now?

1 A. We have two --

2 CHAIRMAN KANE: Microphones.

3 THE WITNESS: We have two different
4 groups, and I want to make sure I'm being clear
5 about each of them. We have what's been termed
6 a merger integration committee. There are six
7 primary members of that. We also have a more
8 extensive integration team, which includes all
9 the functional leads and other SMEs that are
10 appropriate, and that group is well over 20.

11 BY MS. CLAIR:

12 Q. And PWC -- is PWC still consulting on
13 merger integration efforts?

14 A. I believe they are available to
15 support the AltaGas team as needed.

16 MS. CLAIR: Your Honor, I'd like to
17 mark for identification a document. It was
18 pre-marked for identification as Exhibit OPC
19 70-A, and it is an eight-page document titled,
20 Seven Fundamental Tenets of Successful
21 Integration. And I'd like to have it marked
22 as Exhibit OPC 27.

1 CHAIRMAN KANE: So marked.

2 (Exhibit No. OPC 27 marked.)

3 BY MS. CLAIR:

4 Q. Do you have that before you, Ms.
5 Gutermonth?

6 A. I do.

7 Q. Thank you.

8 This document is one produced by
9 Price Waterhouse Coopers. Can you tell me,
10 please, who at Price Waterhouse Coopers you've
11 been working with on the integration effort?

12 A. There are individuals out of the PWC
13 Calgary office who have been working with the
14 AltaGas team. I'm not aware of their names.
15 Specifically, I've interacted with Todd Jirovec,
16 who's a witness in this case, and two or three
17 of his associates.

18 Q. Okay. But you don't know their names?

19 A. One of them is not with PWC
20 any longer. I guess I can provide their names.
21 Sena Smith [phonetic], and the other two
22 gentlemen's names I will admit to not having

1 in my short-term memory currently.

2 Q. Okay. Thank you.

3 If you'll turn to Page 3 of the
4 document, and let me know when you're there,
5 please.

6 A. I'm here.

7 Q. Number 2 is titled, define the
8 integration strategy. And there's a sentence
9 about halfway in that paragraph that states,
10 developing and documenting an integration
11 roadmap and set of guiding principles to be used
12 in pinpointing and executing a clear integration
13 strategy is a critical first step.

14 Do you see where I'm reading?

15 A. I do.

16 Q. And has that been done for this
17 merger?

18 A. Yes.

19 Q. And is there documentation included
20 in your testimony or exhibits -- your rebuttal
21 testimony or exhibits in this proceeding with
22 respect to that process?

1 A. Yes. It's one of the documents that
2 has been provided as part of DCG 6-60.

3 Q. I'm sorry. I asked if it was included
4 in your rebuttal testimony or exhibits?

5 A. Oh. I'm sorry.

6 Q. That's okay.

7 Was it?

8 A. That was not specifically addressed in
9 my rebuttal.

10 Q. And then turning on that same
11 document, on the same page, actually,
12 Page 3, Number 3, under Number 3 there are two
13 sentences, they're quick, so I'll read them just
14 so they're in the record, and we both know which
15 ones I'm referring to: Resource workload
16 limitations demand that integration efforts be
17 prioritized, and shareholder value must drive
18 the allocation of resources for meeting these
19 priorities.

20 Do you see where I'm reading?

21 A. I do.

22 Q. And has shareholder value driven the

1 allocation of resources for the integration
2 priorities in this proceeding?

3 A. Well, I'll speak personally. My focus
4 has been on making sure that we have the right
5 resources represented of the appropriate groups
6 to develop an integration plan that will allow
7 us to deliver on merger commitments and to
8 deliver on the synergy savings that we've
9 identified and validated, and will make for
10 a successful combination if the merger is
11 approved.

12 Q. Thank you.

13 Turning over to Page 4 of the
14 document, Number 4 is titled, Prepare for Day 1.
15 And the final sentence reads, a detailed plan
16 should be -- should then be created, excuse me,
17 including all actions that will be put in place
18 on Day 1. And I apologize, it's the penultimate
19 sentence. It's not the last one. I apologize.

20 Has a detailed plan been created
21 including all actions that will be put in place
22 on Day 1 for this merger?

1 A. I'll answer that in two parts:
2 Firstly, as I mentioned on Friday, the
3 functional work teams are in the process of
4 finalizing their Day 1 plans. We look forward
5 to getting those at some point this month so
6 that next month, and, perhaps, into February,
7 they will go through an executive and legal
8 review process.

9 The second part of my answer would be
10 that, in response to OPC 17-19, we have provided
11 a list of Day 1 activities.

12 Q. Thank you.

13 And so on that first part, the Day 1
14 plans, which you said you explained to me on
15 Friday, those are in the process of
16 being finalized, is that correct, based on your
17 answer to me?

18 A. That's correct.

19 Q. Okay. And that was not included -- no
20 part of that was included in your rebuttal
21 testimony, was it?

22 A. No part of what?

1 Q. The Day 1 plan which you said is being
2 finalized?

3 A. There was no exhibit to my rebuttal.
4 I do reference the functional work plans in
5 process within my rebuttal.

6 Q. Okay. And just so the -- we're clear,
7 OPC 17-19 was not included in your rebuttal case
8 either, was it?

9 A. It was a response to the data request.

10 Q. Was it included in your rebuttal
11 testimony or exhibits?

12 A. By reference it was. The specific
13 document was not included as a rebuttal exhibit.

14 Q. Okay. I missed it.

15 Can you tell me where you said by
16 reference it was? Could you identify where in
17 your rebuttal testimony it was referenced?

18 A. Page 2, Lines 19 through 22.

19 Q. Ms. Gutermouth, the date of your
20 rebuttal testimony is October 27th, and the
21 response to 17-19 was after that date, correct?

22 A. Subject to check.

1 Q. It's on -- it should be on the stand
2 with you. It's JA 12, Exhibit JA12. And the
3 very first page of it says, OPC data request,
4 Question Number 19, and at the bottom of it
5 there's a date, November 14, 2017?

6 A. That's correct.

7 Q. Do you see where I'm reading?

8 A. I see the date on the response.

9 Q. Okay. And then the date of your
10 rebuttal testimony, which I believe was before
11 the document that you said was referenced in
12 your rebuttal testimony is October 27th. It
13 should be on first page, the cover page to your
14 testimony itself.

15 A. I see that, as well.

16 Q. Okay. So you're suggesting that your
17 rebuttal testimony referenced the document that
18 hadn't yet been provided in discovery?

19 A. It referenced the fact that the plans
20 were in the process of being developed.

21 Q. Okay. Going back to the document
22 that's been marked for identification as Joint

1 Applicant's Exhibit 27, I think we were on Page
2 4 of that document.

3 A. Just for clarity, it's the document
4 that you had identified as 70A?

5 Q. Yes. Yeah. It's been marked for
6 identification as Exhibit 27.

7 A. All right.

8 Q. And number -- Paragraph 5 states -- is
9 titled, communicate with all stakeholders.
10 And it -- the first sentence of that says,
11 communicate early and often with all
12 stakeholders, including customers, employees,
13 investors, suppliers, vendors, and it goes on.

14 Have these communications been had by
15 the Joint Applicants?

16 A. Oh, absolutely. There's been
17 significant communication starting with the
18 announcement, but also deliberate reach-out
19 to key stakeholders, including public officials,
20 members of the community, employees. Certainly,
21 there is a whole set of communications that are
22 required to investors, and those have occurred.

1 We've reached out to our vendors. We have
2 continued a communication process, particularly
3 to employees so they're updated about the
4 process. And, certainly, as I think was
5 referenced earlier, there have been thousands
6 of pages provided as a part of the regulatory
7 process.

8 Q. And last question: On Page -- still
9 on Page 4 of the document at Paragraph 6, it
10 states that early and swift selection of key
11 management posts for the transition is critical
12 to minimize uncertainty, and then it goes on yet
13 again.

14 Has that been done, the early and
15 swift selection of key management posts?

16 A. For the transition, yes, I
17 believe as early as February Karine Bush Field
18 [phonetic] was identified as the integration
19 lead for AltaGas, and I was identified as the
20 integration lead for Washington Gas, WGL.

21 Q. Thank you. I'm done with that
22 document for now.

1 You've referenced in your response to
2 some of my questions a moment ago the response
3 to 17-19, which is marked for identification
4 -- it's JA 12. I'll try to keep the record
5 straight. Can you get that before you and just
6 let me know when you have it?

7 A. I have it.

8 MS. CLAIR: And I would note, Your
9 Honor, the attachment to the document has been
10 marked as privileged and confidential. I'm
11 assuming privilege has been waived because
12 it's shared beyond counsel at this point. With
13 respect to confidentiality, I'm only looking to
14 counsel to be sure before I go somewhere he
15 would prefer I not.

16 MR. DODGE: If you can ask the
17 questions so they don't elicit confidential
18 information in public session, we would
19 appreciate that.

20 MS. CLAIR: Sure. For what it's
21 worth, I think everybody in the room yesterday
22 got a copy, but I'll try -- well, I'll try.

1 BY MS. CLAIR:

2 Q. On Page 2 of the document, there's a
3 -- I'm going to try to do this without saying
4 anything specific, so there's a -- there's a
5 hashtag -- I'm on the second chart of the
6 document, the bottom, the second half of the
7 page, and there's a column that's just a
8 hashtag. You see that? It's the second column
9 over from the left. Do you see where I'm
10 looking?

11 A. Yes. The number sign? Yeah.

12 Q. Yes.

13 And if you go down, there's a -- under
14 the hashtag column, or the number sign column,
15 it says F, as from Frank, 13.2. Do you see
16 where I'm reading?

17 A. Yes.

18 Q. And there's a name listed there as
19 the person accountable. And without saying the
20 name, can you identify, I guess by position, who
21 that person is?

22 A. As I understand it, this individual

1 is responsible for some of the gas and/or power
2 lines of business for AltaGas and also for risk
3 management for AltaGas. That's my
4 understanding.

5 Q. Okay. And then going over to where it
6 says, status of Day 1 items, on that same row
7 there's a -- there's a phrase that starts with
8 the word, impact of, and I'll stop there so that
9 I don't describe it with too much specificity.

10 Do you see where I'm reading?

11 A. I do.

12 Q. And the person who you just described
13 is with AltaGas, they're accountable for this
14 item with respect to impact of; --

15 A. They are --

16 Q. -- is that correct?

17 A. They are the AltaGas representative
18 on this item. Now, we have individuals paired,
19 so while the accountable parties listed here are
20 AltaGas individuals, each has a counterpart at
21 Washington Gas, WGL.

22 Q. And the action item that we're

1 discussing, that I won't read into the record,
2 has a percentage of zero percent, and this was
3 as of, I guess, September. Is there an update
4 to that completion percentage?

5 A. I don't have that on the top of my
6 head.

7 Q. Okay.

8 A. I apologize.

9 Q. Thank you.

10 Turning next to Page 6 of the same
11 document, Item Number 5, it's the first chart
12 which says, Day 1 major milestones in progress,
13 Item Number 5, which I won't read into the
14 record, has a design and build test of Q3 '17.
15 Is there an update on that? Has that occurred?

16 A. It has occurred, and it was also
17 provided as a document update to DCG 6-60. I
18 believe it's the Attachment 6.

19 Q. Okay. And when was that completed?

20 A. In September.

21 Q. In September. Okay.

22 And -- and there's nothing in

1 -- nevermind. I already know that. Nevermind.

2 Turning next, please, to Page 17 of
3 the document, are you there, or if you'll let me
4 know when you get there, please?

5 A. I am.

6 Q. The very last bullet says, submit, and
7 I'll leave the rest of that out. I'd like to
8 understand what that means, and I'm -- I'm
9 looking to your counsel, because I don't -- I
10 don't know if you can --

11 MR. DODGE: Actually, I think you can
12 just call it out.

13 MS. CLAIR: Can I just say it?

14 Thank you.

15 BY MS. CLAIR:

16 Q. So the final bullet says, submit
17 contract request to PWC clean room?

18 A. Yes.

19 Q. I'd just like to know what that means?

20 A. Yes. And I think I mentioned
21 this on Friday, but I'm happy to go into some
22 explanation today. We have to be careful before

1 we're one company, assuming the merger's
2 approved, not to share proprietary data.
3 And we also know that one of the potential
4 merger savings is around economy to scale,
5 taking advantage of most favorable terms
6 for our materials and services contracts. So
7 specifically so that we are able to make some
8 progress during the pendency period, but not run
9 afoul of gun-jumping, Washington Gas, WGL, has
10 provided contract information to PWC, which they
11 are putting in what they call a clean room.
12 AltaGas has done the same thing. We can't see
13 AltaGas's information. They can't see ours.
14 But PWC has access to both sets of information.
15 And with that they're able to identify some
16 priority activities for us to pursue once we
17 do close, assuming the merger is approved.

18 Q. Thank you.

19 Next page, Page 19, and I will have
20 questions that aren't deciphering, but I've got
21 another one, can you tell me what EH&S stands
22 for?

1 A. Environment, health and safety.

2 Q. Thank you.

3 Turning next to Page 31 of the
4 document, and this is a subject area which has
5 been treated as confidential throughout the
6 proceeding, so I will ask you if you can review
7 the document itself -- the page, 31 itself, and
8 there are several bullets here of action items.
9 And the question, if you want to refer -- in
10 your response, if you'd like to refer to bullets
11 by numbers so that you don't rely anything
12 confidential, that should be just fine. The
13 question is whether or not each of these items
14 has happened?

15 A. No. They're in process.

16 Q. They're in process.

17 Are they all still in process, or
18 are there certain of them that have already
19 occurred? And for me -- so number one is the
20 comparable, number two is identify, three is
21 benchmark, four is should. I've numbered each
22 bullet. And so if you don't mind, are all of

1 those still in process?

2 A. They're all in process, to my
3 understanding.

4 Q. Okay. Thank you.

5 On Page 33 of the document, now I
6 guess this -- there's an acronym that's on
7 several pages, so I have to ask what SCM stands
8 for?

9 A. Supply chain management.

10 Q. Thank you.

11 On Page 39, there's a table, and
12 one of the -- it's the brighter red bar on the
13 graph, I believe, it's for a certain item.
14 Can you tell me what's included in that item?

15 MR. DODGE: Excuse me, Counsel. You
16 mean the horizontal axis on the bottom?

17 MS. CLAIR: Yes.

18 THE WITNESS: Are you talking about
19 the vertical bar?

20 BY MS. CLAIR:

21 Q. So there's a horizontal at the bottom
22 -- there are three -- the code -- the key,

1 excuse me, to the chart, there are three
2 different colors. The tan is for one thing,
3 the bright red is for a second thing, and the,
4 sort of, burgundy is for a final category. It's
5 the second one, the bright red, that I'd like to
6 understand what that includes.

7 Do you see where I'm reading?

8 A. I do.

9 Q. You do.

10 Can you tell me what's included in
11 that?

12 A. It includes -- I'm trying to make sure
13 I don't run afoul of any confidentiality, but it
14 includes the cost of services that we procure
15 from outside parties.

16 Q. And then turning over to Page 41 of
17 the document, there have been some questions by
18 Chairman Kane, and I'm now losing track of days,
19 about, sort of, pre and post-merger, Washington
20 Gas's ability to procure services on its on
21 behalf, and I'd like to understand what this
22 page of the document means with respect to that

1 issue, or that area.

2 And so at Page 41 -- I'm trying to
3 figure out how to ask you a question without
4 saying a thing about what this says. So at Page
5 41 there's a first blue rectangle with two words
6 in it and a number of bullets that describe it.
7 There's a second hash mark or dash that starts
8 with the word, pricing advantages. I'd like
9 to understand what that means, what that action
10 item is, what will happen in the process for
11 that?

12 A. That represents our opportunities to
13 leverage economy to scale and achieve better
14 pricing for materials, as an example, that
15 would be part of the merger savings that
16 were identified.

17 Q. Okay. And then the second blue
18 rectangle on the page, it sounds like I'm
19 talking to my kid, which has two words in it,
20 the fourth -- the very last bullet in that
21 section, which says apply volumes, can you
22 explain what that means?

1 A. When the teams are able to work as one
2 team, assuming the merger is approved, we'll be
3 able to look at our volume of spend across the
4 total organization and look at what the -- you
5 know, the unit cost is on an industry benchmark
6 basis and make sure that we are achieving at
7 least as favorable as industry benchmarks.

8 Q. And then on the last row of the
9 document, I mean on Page 41, there's a last item
10 that starts with, integrated supplier. What is
11 that?

12 A. Integrated suppliers can be used in
13 different ways. Currently, Washington Gas has
14 an integrated supply arrangement with Ferguson.
15 They do warehousing, transport of materials,
16 so that is an example of integrating supplier.

17 We're looking to see how else we can
18 take advantage of those types of models, again,
19 once we're one entity, assuming the merger's
20 approved.

21 Q. And what does ECI stand for?

22 A. I don't remember.

1 Q. And, sorry, could you turn to Page 46
2 of the document? And at the top of the page,
3 the very first bullet, it starts, success on Day
4 -- I think I can read this out loud, right?

5 MR. DODGE: I apologize. Success on
6 Day 1, if we could stop, please.

7 MS. CLAIR: Stop there?

8 MR. DODGE: Yes.

9 MS. CLAIR: Okay.

10 BY MS. CLAIR:

11 Q. Could you explain what is meant by
12 that? Is this -- what the remainder of that
13 bullet says, is that your understanding of
14 something that has to happen in order for there
15 to be success on Day 1?

16 A. This bullet refers to a regulatory
17 requirement in Virginia regarding services that
18 are provided between entities. And so can you
19 restate your question? I want to make sure I'm
20 answering it appropriately.

21 Q. Sure. My question was whether or not
22 it's your understanding that this action item is

1 a requirement in order for there to be success
2 on Day 1?

3 A. Yes, and then I'll refer you to the
4 header, for appropriate cost allocation.

5 Q. Thank you.

6 And has that occurred yet? The action
7 item that's contemplated in the penultimate
8 bullet, it says target to file, and then it
9 goes on, has that happened?

10 A. It's well underway.

11 Q. So it has been filed?

12 A. I know that it's near -- it's either
13 just been filed or it's nearing its filing date.

14 Q. Okay. In the binder of OPC
15 cross-examination exhibits, there are two
16 discovery requests that we had offered to
17 stipulate, and we hadn't heard back. And I
18 just thought it would be efficient since
19 Ms. Gutermonth's on the stand to do them now
20 and not wait.

21 So if you could turn to the tab that's
22 OPC 67, please.

1 A. I'm there.

2 Q. Do you recognize this --

3 MS. CLAIR: Oh, I'm sorry, Your
4 Honor. This document has been pre-marked for
5 identification as Exhibit OPC 67, it's the
6 response to OPC 17-12, and we would ask to have
7 it marked for identification as Exhibit OPC 28.

8 CHAIRMAN KANE: So marked.

9 (Exhibit No. OPC 28 marked.)

10 MS. CLAIR: Thank you.

11 BY MS. CLAIR:

12 Q. Do you recognize this document,
13 Ms. Gutermonth?

14 A. I see the document. What does not
15 seem to be here is the attachment.

16 Q. Okay. Do you recognize this document?

17 A. I do.

18 Q. Thank you.

19 And if asked these questions today,
20 you can take a moment to read the response,
21 would your answer be the same?

22 A. Yes.

1 MS. CLAIR: And then if you could
2 turn, please, to the tab OPC 16 -- OPC 69,
3 excuse me, which has been pre-marked for
4 identification, Your Honor, as Exhibit OPC 69.
5 It's the response to OPC Discovery Request
6 17-20, and we would ask to have it marked for
7 identification as Exhibit OPC 29.

8 CHAIRMAN KANE: So marked.

9 (Exhibit No. OPC 29 marked.)

10 BY MS. CLAIR:

11 Q. Ms. Gutermonth, do you recognize this
12 response, as well?

13 A. I do.

14 Q. And if asked today, would your answer
15 be the same?

16 A. It would, yes.

17 Q. Yes? Okay.

18 MS. CLAIR: Those are all of my
19 questions. Thank you.

20 CHAIRMAN KANE: Thank you.

21 Ms. Francis?

22 MS. FRANCIS: No questions, Your

1 Honor.

2 CHAIRMAN KANE: DC government?

3 MR. STRAUSS: No questions, Your

4 Honor.

5 CHAIRMAN KANE: Department of Defense?

6 MS. MEDLYN: No questions, Your Honor.

7 MR. PIZOR: No questions, Your Honor.

8 MR. WILDER: None. Thank you, Your

9 Honor.

10 CHAIRMAN KANE: Redirect?

11 MR. DODGE: No redirect, Your Honor.

12 CHAIRMAN KANE: Okay.

13 MR. DODGE: And I believe Ms.

14 Gutermouth's rebuttal is already in the record.

15 And do we want to handle JA 12 now? If so, I

16 move its admission.

17 CHAIRMAN KANE: Are you moving for its
18 admission?

19 MR. DODGE: We move for the admission
20 of JA 12.

21 CHAIRMAN KANE: So admitted.

22 (Exhibit No. JA 12 admitted.)

1 CHAIRMAN KANE: People's Counsel?

2 Exhibits?

3 MS. CLAIR: Your Honor, move for
4 admission of exhibits OPC 27, 28 and 29, please?

5 MR. DODGE: Your Honor, if I can be
6 heard. We're not going to object to OPC 28. I
7 wonder if counsel would stipulate to including
8 the attachment to make it complete?

9 MS. CLAIR: Yes.

10 CHAIRMAN KANE: With the attachment,
11 that is entered into evidence.

12 (Exhibit No. OPC 27 admitted.)

13 (Exhibit No. OPC 28 admitted.)

14 (Exhibit No. OPC 29 admitted.)

15 CHAIRMAN KANE: If there's nothing
16 further from Ms. Gutermouth, she may be excused.

17 THE WITNESS: Thank you.

18 CHAIRMAN KANE: We'll take a break.
19 We'll come back at 1:00 after lunch. If there
20 are any other stipulations or anything else
21 you've gotta work out, let's see if we can do
22 that so we can go more smoothly. After lunch

1 we will have Mr. O'Brien, and then the DC
2 government's got some brief questions, and the
3 Commission has some questions for Mr. O'Brien,
4 probably 20, 30 minutes. Federal government has
5 some questions.

6 Okay. Anybody else? People's
7 Counsel, do you have any questions of
8 Mr. O'Brien on rebuttal?

9 MS. CLAIR: No, Your Honor.

10 CHAIRMAN KANE: Thank you.

11 And then we should be able to get
12 to, certainly, Mr. Harris, Mr. Chapman, and,
13 perhaps, Mr. Ammann this afternoon.

14 All right. Thank you.

15 (Lunch recess.)

16 CHAIRMAN KANE: Good afternoon. We
17 are resuming with Formal Case 1142. It is 1:05
18 p.m.

19 Before we start with our next witness,
20 I did want to introduce a Commission exhibit.
21 This was the -- this is, rather, the
22 supplemental public response to the Public

1 Service Commission's Data Request Number 1,
2 dated December 12th, 2017. And this is the
3 question that we asked about including property
4 tax in the calculation of infrastructure
5 long-term savings.

6 We'll mark this as PSC Number 2, and
7 put it into the record.

8 (Exhibit No. PSC 2 marked.)

9 (Exhibit No. PSC 2 admitted.)

10 CHAIRMAN KANE: All right. Call your
11 next witness, or unless there are any other
12 preliminary items or matters of any other
13 parties, or any parties, I should say?

14 MR. CURRAN: Your Honor, we would call
15 to the witness stand Mr. John O'Brien.

16 He is available for cross-examination.

17 THE SECRETARY: He's been sworn.

18 CHAIRMAN KANE: And, Mr. O'Brien, you
19 are still under oath.

20 THE WITNESS: Yes, Chairman Kane.

21 MR. GRAY: Your Honor, OPC does not
22 have any questions at this time for Mr. O'Brien.

1 We do have some documents that we have
2 identified in the list of cross-examination
3 exhibits. And in an effort to streamline the
4 hearing, as we indicated yesterday, we're
5 attempting to reach stipulations with the joint
6 applicants so that those documents can be filed,
7 rather than asking each witness to identify
8 every document.

9 We're getting close to the end of
10 the hearing. We still do not have an answer on
11 those requests for stipulations. So I hope we
12 can avoid this, and I will continue working with
13 the Joint Applicants, and we raised it again
14 over the lunch hour, but the worst-case scenario
15 is that we would have to recall every witness
16 that we waived cross on and go through the
17 motion of going through those documents in. So
18 I just wanted to make the Commission aware of
19 that, that we're trying to work through the
20 issue, and I think we can, but as of yet we do
21 not have any resolution.

22 CHAIRMAN KANE: Joint Applicants?

1 MR. CURRAN: Sure. We're continuing
2 to work with OPC. Some of these documents are
3 continuing to come in, and we will review and we
4 will work with our colleagues at OPC and others
5 to get those stipulations.

6 CHAIRMAN KANE: Thank you.

7 DC government, you have some questions
8 for this witness?

9 MR. HOPKINS: Thank you, Your Honor.
10 Yes.

11 * * *

12 Whereupon --

13 JOHN O'BRIEN,
14 called to testify, having been previously first
15 duly sworn or affirmed, was examined and
16 testified as follows:

17 CROSS EXAMINATION

18 BY MR. HOPKINS:

19 Q. Mr. Hopkins for DC government.

20 Good afternoon, Mr. O'Brien. How are
21 you?

22 A. Hey, Mr. Hopkins. How are you?

1 Q. Very good. Thank you.

2 I'd like to briefly focus on
3 the Maryland settlement and a question that
4 Mr. Harris suggested might be better put to
5 you. Just to reestablish, you were here for
6 Mr. Harris's direct examination, correct?

7 A. I was.

8 Q. Do you recall Mr. Harris being asked
9 why the Maryland settlement provision concerning
10 NAFTA appears under the subheading, quote,
11 ensuring safe and reliable service, unquote?

12 A. I do recall the question.

13 Q. And Mr. Harris suggested that you
14 might be able to answer that question. Do you
15 recall that?

16 A. I recall that. I know the org chart,
17 as well. I'd have to answer anyway.

18 Q. Do you know why the Maryland
19 settlement provision concerning NAFTA appears
20 under the subheading, ensuring safe and relying
21 service?

22 A. You know, I apologize. I do.

1 I mean, it's really about drafting, and it was
2 coming together late. It probably should have
3 its own separate title, because it is a separate
4 provision. So it's merely a matter of titling
5 the document. And, certainly, the titles, we
6 don't think, are the matter of the settlement.
7 The actual settlement language is important, so
8 it probably should have its own separate title.

9 Q. Thank you for that.

10 And as we sit here today, the joint
11 applicants have not proposed any commitment in
12 this proceeding concerning NAFTA, correct?

13 A. That's correct.

14 MR. HOPKINS: That's all I have.

15 Thank you.

16 CHAIRMAN KANE: Thank you.

17 Federal government?

18 MS. MEDLYN: Good afternoon. Emily
19 Medlyn for the United States Department of
20 Defense and all other Federal Executive
21 Agencies.

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CROSS EXAMINATION

BY MS. MEDLYN:

Q. Hello, Mr. O'Brien.

A. Good afternoon.

Q. I just a few questions for you.

A. Sure.

Q. On Page -- Line -- on Page 1, Line 19 through 23, through Page 20, Lines 1 through 20 of your rebuttal testimony, you state that the purpose of your rebuttal testimony is to review and discuss many commitments that the applicants have made, which includes discussing clarifying language that has been incorporated into several of them.

Did I state that accurately?

A. Yes, you did.

Q. And included in that is Commitment 38 of the Commitments, on Page 17 of 27 of Exhibit JA3C-1, which is the so-called Hold Harmless Commitment.

A. That's correct.

Q. Are you familiar with that commitment?

1 A. I am.

2 Q. Okay. Have you also reviewed John
3 Reed's rebuttal testimony?

4 A. I'm familiar with Mr. Reed's
5 testimony, yes.

6 Q. Okay. And is it up there? I have
7 some questions, and it might be easier if you
8 have a copy of it.

9 A. It's probably right in front of me.
10 My mother, the librarian, would have
11 been very upset with that, not finding it.

12 Mr. Reed's testimony?

13 Q. Correct.

14 If you could turn to Page 52.

15 A. Sure.

16 Of his rebuttal or his direct?

17 Q. Correct. His rebuttal.

18 A. Page 52. I got it. Yes.

19 Q. Okay. If you will look on Mr. Reed's
20 rebuttal testimony, Page 52, Lines 3 through 18,
21 to Page 53, Lines 1 through 5, particularly, are
22 you familiar with the clarification language

1 that Mr. Reed discusses regarding Commitment 38
2 in the exceptions clause?

3 A. In terms of the positive changes, the
4 exception clause, is that what you're referring
5 to?

6 Q. Correct.

7 A. Yes.

8 Q. And I believe it states that customers
9 of Washington Gas will be held harmless for a
10 period of eight years from adverse rate impacts
11 due to an increase in Washington Gas's cost of
12 debt that is caused by the merger with AltaGas
13 or the ongoing affiliation with AltaGas and its
14 affiliates after the merger, except to the
15 extent that such adverse rate impacts have been
16 mitigated by positive changes and any other cost
17 of capital element.

18 And then he goes on to clarify that
19 exceptions clause on Page 52, Lines 10 through
20 15, and he states that that means that
21 Washington Gas may offset increases in the cost
22 of debt with decreases in other elements of the

1 cost of capital only when those decreases are
2 the result of actions taken by AltaGas, WGL
3 Holdings or Washington Gas, and not when the
4 positive change is due to market condition.

5 Is that correct?

6 A. That's correct.

7 Q. Okay. However, that clarification
8 language was not added to Commitment 38,
9 correct?

10 A. That's correct.

11 Q. Okay. And if this merger were be
12 to be approved, Commitment 38, as it is written
13 right now, would allow Washington Gas to offset
14 increases in the cost of debt with decreases in
15 other elements of the cost of capital for both
16 actions taken by AltaGas, WGL Holdings and
17 Washington Gas and changes in capital market
18 conditions; is that correct?

19 A. It could be read that way.

20 Q. Okay. So but in the future, if the
21 merger is approved, someone who is interpreting
22 and applying Commitment 38, if they were not

1 aware of Mr. Reed's rebuttal language, it could
2 be read for including positive changes in market
3 conditions, correct?

4 A. Yes. I think the record would reflect
5 that -- well, first of all, if I could, could I
6 step back for a moment?

7 Q. Sure.

8 A. If I -- if I -- as a -- if I thought
9 again about drafting this language, instead of
10 the term except, where it says, except to the
11 extent that such adverse rate impact has been
12 mitigated by positive changes and other cost of
13 capital elements, I probably would have used the
14 term, including to the extent. Because I think
15 except begins to put into people's minds that we
16 are trying to do something which is not the
17 intent here of the commitment.

18 However, your question is a bit
19 broader, and what I -- what I would suggest is
20 that I was asked on my first time on the stand
21 whether or not we had the burden of proof in
22 demonstrating all of this, in terms of the hold

1 harmless, which we do, we have the burden of
2 proof before this Commission to demonstrate that
3 we are not harming customers in any way. So it
4 is, you know, the case that if that language
5 gives some people pause to think that we're
6 meaning more, or we're going more broadly than
7 Mr. Reed, you know, we'd certainly welcome, you
8 know, others' accepting of language that did not
9 include that clause. We want to come before
10 this Commission and show that we are holding
11 customers harmless for any change in cost of
12 debt as a result of this merger.

13 We believe that, even if we did not
14 have that clause there, for instance, we would
15 put together -- we would put forward our case
16 demonstrating, if, in fact, there was a harm,
17 in terms of the cost of debt, and, B, anything
18 that we did to mitigate that, and that would
19 absolutely be in line with Mr. Reed's testimony,
20 that we could not take advantage of the fact
21 that there was some other positive market
22 change; that we would have to demonstrate that

1 we were mitigating that harm without reliance on
2 a positive change that customers would otherwise
3 benefit from.

4 So if the language causes concern,
5 that is not our intent to do that. We wanted
6 to just recognize that we, again, under the
7 Commission having jurisdiction over this matter,
8 in these matters when we come back for any rate
9 case, that, A, we have the burden of proof, but
10 that we are able to put in our case, showing, in
11 fact, if there were any mitigating circumstances
12 that we could demonstrate.

13 Q. Thank you.

14 So you would agree, then, with the
15 clarification included in Mr. Reed's rebuttal?

16 A. I would.

17 Q. Okay.

18 A. We don't in any way want to say that,
19 based on a market condition, we're going to use
20 a market condition to try and lean on that. We
21 want to show that we've either addressed the
22 harm through a mitigation or we're going to hold

1 the customers harmless for that cost, that would
2 be demonstrated.

3 And Mr. Ammann, not to over-volunteer
4 people, but Mr. Ammann can make clear again what
5 I tried to do in my earlier testimony, that this
6 can be a very transparent process, that you can
7 see by different bond market, either periodicals
8 or actions that are taken, or S&P review, we
9 can make very clear what rates our cost of debt
10 should be for similarly sized debt issuances by
11 similar entities.

12 So we do believe we can make that case
13 either way to show that harm, or show there is
14 no harm, and then, if the mitigation is there,
15 it would actually have to be in line with what
16 Mr. Reed has testified to.

17 Q. Okay. And I believe that you said
18 the joint applicants would be open to revising
19 Commitment 8 [sic] to clarify --

20 A. Thirty-eight, yes. Yes.

21 Q. All right. Thank you very much.
22 That's all I have.

1 A. Absolutely. Thank you.

2 MR. PIZOR: NCLC has no questions,
3 Your Honor.

4 CHAIRMAN KANE: Thank you.

5 The Commission does have some
6 questions, Mr. O'Brien, mostly on clarification.

7 First of all, again on Commitment 38,
8 and I'm referring to, of course, Exhibit 1, with
9 your rebuttal testimony, JA 3C, you have -- the
10 Joint Applicants have revised Commitment 38 to
11 extend the hold harmless provision from five
12 years to eight years. It was five years in the
13 original commitment, now proposed to be eight
14 years.

15 Can you explain in greater detail how
16 the Joint Applicants plan to demonstrate that
17 any increase costs in debt are not related to
18 the merger?

19 THE WITNESS: Yes. And, again,
20 that's why I did volunteer Mr. Ammann to maybe
21 supplement my answer, Chairman Kane. But I
22 think what we would be demonstrating, and I

1 think Mr. Ammann earlier in the Maryland
2 proceeding used an example, for instance, if
3 an entity went out for a hundred million dollar
4 debt issuance, you can demonstrate, due to the
5 market conditions when that debt issuance is
6 issued, any difference in cost of that debt
7 between different credit-rated entities. And I
8 think Mr. Ammann can give you a more detailed
9 description of the evidence that we would put
10 forward to show what -- if there was any cost
11 difference between debt issuances.

12 CHAIRMAN KANE: My question, though,
13 is how you would demonstrate that the increased
14 costs of debt are not related to the merger?
15 And I think your answer --

16 THE WITNESS: Oh, I'm sorry.

17 CHAIRMAN KANE: -- went to how you
18 could demonstrate what the market conditions
19 were that may have influenced or spurred the
20 change in the cost in debt.

21 The question is, how you would
22 demonstrate, how do you plan to demonstrate,

1 that any increased costs of debt are not related
2 to the merger and not as a consequence of the
3 merger or as a result of the merger?

4 THE WITNESS: And, again, I'll rely
5 a bit on Mr. Ammann and Mr. Toivanen in this
6 instance, but I do think there could, in fact,
7 be other cost measures that we'd take internally
8 that we could demonstrate. But I also believe
9 that there could be other market changes that we
10 could demonstrate that impact the industry as a
11 whole, and, in fact, impact the cost of debt,
12 but I would leave that with Mr. Ammann and
13 Mr. Toivanen.

14 CHAIRMAN KANE: Okay. I'll take that
15 up with them.

16 Then I want to turn to Commitment 43,
17 the revised 43, again, in Exhibit 1 in JA 3C1.
18 And if you would turn to Page 20 of that
19 exhibit. It's labeled 20 of 26.

20 THE WITNESS: Okay.

21 CHAIRMAN KANE: And I'm just going
22 to quote some things from it and ask you

1 questions on it.

2 Starting about -- the exhibit doesn't
3 have any line numbers, --

4 THE WITNESS: Sorry.

5 CHAIRMAN KANE: -- but starting about
6 halfway down the page, and it's all one great,
7 big paragraph, too, so, at least your mother
8 wasn't an English teacher. She was a librarian.

9 THE WITNESS: Exactly. I apologize.
10 My middle name is run-on.

11 CHAIRMAN KANE: About halfway through
12 the page there's a sentence that starts, and
13 I'll just quote it to you, if Washington Gas is
14 included in a consolidated group with AltaGas
15 subsidiaries for the purpose of filing federal
16 or state income tax returns and the ratings for
17 AltaGas's senior unsecured long-term public
18 debt securities without third-party credit
19 enhancement is downgraded to a rating that
20 indicates new, quote, substantial risks, colon,
21 paren, below B3 by Moody's, or B minus by S&P or
22 Fitch, by, and I want to focus on these words,

1 any of these three major credit agencies. And
2 then little while further down in that same
3 paragraph, Washington Gas shall be required to
4 surrender or release such collateral or security
5 to AltaGas, colon, one, promptly after the
6 rating of AltaGas's senior unsecured long-term
7 public debt without third-party enhancement is
8 restored to a rating above, quote, substantial
9 risks, and it's, paren, at or above B3 by
10 Moody's, B minus by S&P or Fitch, or B by DBRS.
11 And then what I want to emphasize is by at least
12 two of the four credit rating agencies.

13 So can you claim a difference -- one
14 time you say any of the three major credit
15 rating agencies in the case of AltaGas's senior
16 unsecured long-term debt downgrade, and when
17 you're talking about senior unsecured long-term
18 debt upgrade, you use the phrase, at least two
19 out of the four credit agencies -- credit rating
20 agencies.

21 Why is there -- why does one say, any
22 of -- I guess that would be any one of the three

1 major credit agencies for downgrading, at least
2 two of the four for upgrading?

3 THE WITNESS: Yes. Well, first of
4 all, I think any of the four, and, again, I will
5 defer a bit to Mr. Toivanen on this, but --

6 CHAIRMAN KANE: Correction. It says
7 any of the three.

8 THE WITNESS: That's right.

9 The any of the three is any one of the
10 three.

11 CHAIRMAN KANE: Right.

12 THE WITNESS: The restoration
13 of two of the four, I will double-check with
14 Mr. Toivanen on this, DBRS is a credit rating
15 agency in Canada that currently rates on debt,
16 and is not probably as well-used here in the
17 U.S. So I would just double-check with
18 Mr. Toivanen as to why we're saying two there.
19 But it is, in fact, just -- it is one of the
20 three that we have to put up the protection,
21 and we have to emerge after two of four on
22 restoring our credit to their appropriate

1 ratings.

2 CHAIRMAN KANE: Okay. And could you
3 just identify another place you used the word
4 -- well, in the first quote that I had, you had
5 the three major credit rating agencies. Are
6 there other credit rating agencies that aren't
7 considered major?

8 THE WITNESS: I would defer to
9 Mr. Toivanen on that. I do believe that major
10 is modified by that Moody's, S&P or Fitch.

11 CHAIRMAN KANE: Okay. So my question
12 is, who are the major three and who are the
13 four?

14 THE WITNESS: Yes. Yeah.

15 CHAIRMAN KANE: Okay. Now, AltaGas is
16 rated only by one -- is it true that AltaGas is
17 rated only by one rating agency in the United
18 States?

19 THE WITNESS: S&P, subject to check
20 with Mr. Toivanen, but I believe that's correct.

21 CHAIRMAN KANE: And so if -- as you
22 said, since the upgrade requires at least two

1 credit opinions, would it be necessary to obtain
2 AltaGas ratings from another U.S.-based major
3 credit agency, such as Moody's or Fitch?

4 THE WITNESS: No. We in this -- we
5 are adding the two of the four, which I think is
6 -- would be one of the U.S., plus -- or it could
7 be two of the U.S., or it could be S&P and DBRS
8 in the way we read -- the way this commitment is
9 written.

10 CHAIRMAN KANE: It could be two of the
11 four if you're only rated by one in the U.S.,
12 right?

13 THE WITNESS: Yes. But I think what
14 happens post-merger is we will -- I apologize.

15 CHAIRMAN KANE: Yeah.

16 THE WITNESS: We will, post-merger, by
17 definition, be rated by someone else in the
18 U.S., in addition to the S&P, I apologize.

19 CHAIRMAN KANE: Okay. Thank you.

20 Changing subjects now, just one quick
21 question on the Special Entity Purpose, SPE,
22 excuse me, Special Purpose Enterprise. We have

1 information in the record in a confidential
2 filing about the number of people, et cetera, on
3 that board, you know, that would be a board at
4 SPE. But could you indicate, if it's not
5 confidential, who would be the chairman of
6 the SPE, either which position or if there's a
7 person already in mind?

8 THE WITNESS: I would leave that to
9 Mr. Harris. I don't know that there's a person
10 in mind. I do think -- I'm -- yes, I'd leave it
11 to Mr. Harris.

12 CHAIRMAN KANE: Mr. Harris. Okay.
13 Thank you.

14 And, again, would you clarify
15 this, maybe Mr. Harris too, who, and I mean
16 what position, not the name of the person but
17 where they would come from, would serve as the
18 chairperson or chairman of the Board for
19 Washington Gas, the regulated utility?

20 THE WITNESS: I will again defer to
21 Mr. Harris on that.

22 CHAIRMAN KANE: Okay. Maybe you can

1 answer this one: There's information in the
2 record about the fact that Washington Gas -- the
3 cash-pooling arrangement. Could you confirm
4 that Washington Gas, the regulated utility, will
5 not participate in a cash-pooling arrangement
6 with Washington Gas Light Holdings?

7 THE WITNESS: Yes, I believe I can
8 confirm that.

9 CHAIRMAN KANE: Can you clarify any
10 changes which might be needed in the regulated
11 utilities liquidity position, again, we're
12 talking about Washington Gas, the distribution
13 and default commodity provider, any changes
14 which may be needed in Washington Gas's
15 liquidity position given the currently
16 contemplated ring-fencing measures?

17 THE WITNESS: Mr. Ammann can answer
18 that.

19 CHAIRMAN KANE: Okay. I hope
20 Mr. Ammann is taking notes, and maybe this
21 is for him, too: To bolster the regulated
22 utilities liquidity position as a ring-fenced

1 entity, will the Joint Applicants need to
2 establish a minimum cash position target for the
3 utility?

4 THE WITNESS: I don't believe so, but,
5 again, double-check with Mr. Ammann.

6 CHAIRMAN KANE: It's our information
7 that the regulated utility has carried a
8 thousand dollar cash position as of the end of
9 the last two fiscal years despite its current
10 asset base of approximately \$5 billion. We
11 understand -- would you confirm that the
12 regulated utility has access to an unsecured
13 credit line of \$350 million?

14 THE WITNESS: I would subject -- I
15 would let Mr. Ammann confirm that.

16 CHAIRMAN KANE: Okay. All the rest
17 of that.

18 We'll also be asking to confirm it has
19 the capability to issue commercial paper, and
20 the question would be, would it be prudent to
21 establish a minimum cash position for the
22 regulated utility at a meaningful level, and the

1 implication being that the thousand dollars
2 might not be terribly meaningful.

3 THE WITNESS: Okay.

4 CHAIRMAN KANE: In terms of the board,
5 again, one of the clarifications that on one of
6 the commitments is to maintain four independent
7 directors on the board.

8 THE WITNESS: That's correct.

9 CHAIRMAN KANE: Would that be a
10 permanent long-term arrangement on the board?

11 THE WITNESS: Yes. The intent would
12 be that the four members -- if one of the four,
13 for instance, rotated off the board, there
14 would be an attempt, if there were another WGLH
15 current board member who could come on but met
16 the independence test, and, if not, it would
17 still be an independent member, meaning a
18 non-WGL -- in other words; if there were a WGLH
19 current board member that was not on the new WG
20 board, and met the independence test, we would
21 try for that first, just because of their
22 knowledge of the utility and so forth.

1 CHAIRMAN KANE: Where is Washington
2 Gas incorporated, for the record?

3 THE WITNESS: Delaware.

4 Am I right? I'm not right.

5 Mr. Ammann.

6 CHAIRMAN KANE: I'll be asking
7 Mr. Ammann, then, about, obviously, amendments
8 to articles of incorporation.

9 THE WITNESS: Yes.

10 CHAIRMAN KANE: Commitment Number 60
11 has to do with costs relate to disaffiliation
12 and divestiture.

13 THE WITNESS: Yes.

14 CHAIRMAN KANE: Could you clarify
15 -- let me ask you to clarify the responsibility
16 for any costs related to just any potential or
17 future disaffiliation or divestiture provision,
18 such as divestiture, spin-off, re-registration
19 with the SEC, and, specifically, will the
20 regulated utility be responsible or would the
21 regulated utility be responsible for such costs?

22 THE WITNESS: No. Our intent is that

1 we would have to be responsible for those costs.

2 CHAIRMAN KANE: You?

3 THE WITNESS: ALA, AltaGas.

4 CHAIRMAN KANE: AltaGas.

5 In the final Virginia merger
6 and acquisition approval order, there's a
7 reference to safety requirements. Are you the
8 person who can clarify the extent to which
9 those safety requirements that are in the final
10 Virginia order would be adopted in both DC and
11 Maryland, I mean, given that the company
12 operates as one system?

13 THE WITNESS: I believe they would be,
14 but I want to make sure, when Mr. Chapman is up,
15 to make sure that that is correct.

16 CHAIRMAN KANE: Okay. And you may
17 direct this one -- you may decide to direct
18 this to Mr. Chapman, too, but Washington Gas
19 in the District has a FMCSA, a Federal DOT
20 designation as a high-consequence utility given
21 its location.

22 The question is, will the Joint

1 Applicants include any additional commitments
2 regarding gas safety and reliability
3 specifically in the District given that
4 high-consequence designation?

5 THE WITNESS: I would -- I would make
6 sure with Mr. Chapman that we answer that
7 correctly.

8 CHAIRMAN KANE: I have a question
9 about project pipes, but probably that's for
10 Mr. Chapman, too?

11 THE WITNESS: Yes.

12 CHAIRMAN KANE: Okay. Going back
13 quickly to Commitment 38, there is a hold
14 harmless provision in there?

15 THE WITNESS: Yes.

16 CHAIRMAN KANE: And there are some
17 additional conditions and caveats which were
18 added in the revised Commitment 38. Explain
19 a little bit more, given that the regulated
20 utility is going to be ring-fenced, or proposed
21 to be ring-fenced, and there will be a Special
22 Purpose Entity, and although we haven't gotten

1 an answer, but presuming that the liquidity
2 position of the regulated utility would be
3 bolstered, why did you feel there was a
4 necessity for the additional conditions and
5 caveats regarding all the changes in credit
6 ratings, which was my first question? I should
7 have asked them together; in other words, the
8 one of three, the two of four?

9 THE WITNESS: Well, just stepping
10 back, I think that we wanted to make sure that,
11 you know -- I think stepping back when we filed
12 this application, Chairman Kane, we recognized
13 that AltaGas may not be a household name in
14 terms of the energy industry. And I think that
15 we wanted to make sure that people knew -- from
16 a protection-of-the-customer profile or
17 position, that we wanted to make sure that we
18 were representing to all three Commissions that
19 we would -- that we're a strong company and that
20 we would also provide commitments to make sure
21 that there would be no impact because we are at
22 a Triple B credit rating and the utility is at a

1 higher credit rating.

2 And so we wanted to make sure that
3 -- and, again, Mr. Harris talked a little bit
4 about the combination of the two utilities and
5 why we believe, at the end of that day, that's
6 strong, because, you know, you have both the new
7 energy economy of advanced technology or changes
8 in policy, but you also want to make sure that
9 you maintain the stability of the utility.

10 So we put in commitments here
11 to ensure that we were protecting, and could
12 demonstrate to the Commission that we were
13 protecting customers from any possible impacts
14 on the credit rating differential.

15 I think when the application
16 began, for instance, we might have talked,
17 for instance, about two of the credit agencies,
18 instead of one. But we recognize -- and there
19 are an anomalies that can happen in credit,
20 there are examples of credit rating agencies
21 doing things that might be anomalous, and that's
22 why we said two instead of one. But we

1 recognized throughout this process that it
2 continued to be a concern, so we wanted to
3 demonstrate that we had no fear of that concern,
4 and we wanted to make sure the customers were
5 protected.

6 So there may be changes you see in
7 terms of one to two, in terms of credit rating
8 agencies tied to certain commitments. We've,
9 I'm not sure lessened is the right term, but we
10 wanted to make sure that we tried to answer some
11 of the intervenor's concerns.

12 CHAIRMAN KANE: Thank you. Let me
13 just follow up two things on that, particularly
14 in the context of the revised ring-fencing --

15 THE WITNESS: Yes.

16 CHAIRMAN KANE: -- provisions.

17 Have you received any advanced or
18 any direct guidance from any of the major credit
19 rating agencies, the ones we've been talking
20 about, as to their views regarding the potential
21 impact on the credit rating -- excuse me, credit
22 ratings of the utility in consideration, in

1 light of the proposed ring-fencing measures?

2 THE WITNESS: No; however, Mr. Harris
3 has been more direct than I have in his meetings
4 with the credit agencies. What I would say is
5 that, from a legal perspective, I believe one
6 of the commitments that is important here is the
7 need to get a non-consolidation opinion. So one
8 of the commitments in our Special Purpose
9 entity commitments is that we have to get a
10 non-consolidation opinion that certifies that
11 we have more than adequately created the
12 ring-fencing protection. And that is a -- a
13 document that will be before all of the
14 Commissions, number one, and number two, then,
15 if, for any reason there were changes down the
16 road in terms of organizational changes in the
17 company, we would have to demonstrate to this
18 Commission that the non-consolidation opinion
19 still applied and we were meeting the standards
20 of an SPE.

21 If there are more direct conversations
22 that Mr. Harris can speak about in terms of the

1 rating agencies, then I would defer to him on
2 that.

3 CHAIRMAN KANE: Thank you. And what
4 I specifically wanted to focus on is, again, in
5 Commitment 38, I guess it's, like, the third
6 or fourth sentence in, it says, in any rate
7 proceeding for this eight-year period after the
8 merger closed, any increase of Washington Gas
9 cost of debt for which rate recovery is sought
10 will be supported by documentation showing that
11 either the increase is a result of factors not
12 associated with the merger, or the post-merger
13 operations of AltaGas and its Washington Gas
14 affiliates, or that the increase has been
15 mitigated by positive changes in other costs
16 of capital elements.

17 And the question is, given the
18 ring-fencing, I guess I'm trying to find out,
19 again, have you gotten any guidance from
20 the rating agencies that if these revised
21 ring-fencing provisions were to be put in place
22 that it would influence how they rated the

1 company?

2 THE WITNESS: I believe that, yes, and
3 I believe that Mr. Harris can be more direct in
4 how we have either -- described our proposal to
5 the rating agencies, either pre or post-filing,
6 but I think that that's best for him because
7 he's actually talked with them.

8 CHAIRMAN KANE: Maybe I didn't listen
9 correctly, but I thought you had said that you
10 had not sought any such guidance?

11 THE WITNESS: I apologize. I don't
12 know that we sought guidance. I don't -- what
13 I would like is for Mr. Harris to explain it and
14 whether or not there's been any briefing or
15 discussion with the rating agencies.

16 CHAIRMAN KANE: Thank you.

17 I think I have just one more
18 question: Let's assume there is a near-term
19 credit rating downgrade of at least two notches,
20 that's been talked about as a possibility, could
21 you clarify the potential effects of any
22 deterioration on the regulated utility's

1 flexible access to capital in a down market
2 regardless of the cost of such debt? So what
3 I'm going to is, you said AltaGas is Triple B,
4 Washington Gas right now is A minus. And
5 Washington Gas -- does Washington Gas now have
6 any difficulty raising capital?

7 THE WITNESS: No.

8 CHAIRMAN KANE: No.

9 Would you agree that when a company's
10 rating is downgraded, its access to capital may
11 become more difficult or more expensive?

12 THE WITNESS: I think -- there are two
13 things. I don't think that -- I think -- first
14 of all, AltaGas has not had any trouble getting
15 access to capital at a Triple B. And I think
16 that when we're talking about either one of
17 those ratings, there is not a trouble getting
18 access to capital.

19 There could be a cost differential,
20 and, again, Mr. Ammann is best to give you a
21 couple examples of what that differential might
22 be. So Commitment 38 recognizes there could

1 be a cost differential, but in terms of both
2 companies before you today, there has not been a
3 difficulty of getting access to capital.

4 CHAIRMAN KANE: And I guess then my
5 question goes, there's a cost differential, --

6 THE WITNESS: There might be.

7 CHAIRMAN KANE: There might be.

8 -- so that the rate that you'd have to
9 pay as a Triple B company might be higher than
10 what you would be paying as Triple A. So if
11 there were to be a two-notch downgrade on the
12 regulated utility, am I correct in assuming
13 that, then, they would be paying more for their
14 borrowing, --

15 THE WITNESS: Again, they might be --

16 CHAIRMAN KANE: -- all other things
17 being equal?

18 THE WITNESS: All other things being
19 equal, there could be an increase in cost.

20 CHAIRMAN KANE: Who would make up that
21 cost?

22 THE WITNESS: We in 38 are saying we

1 would, if that was the -- because that's a
2 result of the merger.

3 CHAIRMAN KANE: And for eight years?

4 THE WITNESS: Yes.

5 CHAIRMAN KANE: But what happens after
6 eight years? Who makes it up?

7 THE WITNESS: Well, what we -- we
8 don't believe, based on what we believe we put
9 into the record is, if you look at Washington
10 -- WGLH as a standalone, --

11 CHAIRMAN KANE: Yes.

12 THE WITNESS: -- five years hence,
13 that, in fact, where WGLH is going will not be
14 much of a credit rating differential than ALA is
15 today, at the parent level. So that we -- we,
16 A, believe, and we started out at five years,
17 and we got these questions in Maryland, that we
18 increase the number of years, but we believe
19 that we will show at a period ending in five
20 years, as our original commitment was, or in
21 eight years, that there would not be this
22 differential as a result of the merger.

1 If there is, and if we cannot show
2 that has changed, we -- we are in front of -- we
3 always are in front of the Commission and the
4 Commission's jurisdiction to demonstrate, if
5 we have, in fact, satisfied this commitment.
6 And if we have not, we fully expect that this
7 Commission would recognize that in any future
8 rate case.

9 CHAIRMAN KANE: And --

10 We believe the time is -- I apologize,
11 Chairman Kane.

12 CHAIRMAN KANE: Finish your sentence.

13 THE WITNESS: No. We believe that the
14 time period is a reasonable amount of time to
15 get to what a combined entity with a credit
16 rating would be that is a strong credit rating
17 and that recognizes and reflects the combined
18 entity as similar to where WGLH would be by
19 itself in five to eight years. But if there is
20 an impact to the customers, we fully recognize
21 that either you, directly as the Commission, or
22 intervenors would raise that. And we would

1 either have to demonstrate that we mitigated
2 or erase that harm, or we recognize that the
3 Commission could take action on that.

4 CHAIRMAN KANE: As a result of -- so
5 you're saying -- interesting question. Were
6 there not to be a merger, you're saying that the
7 direction that Washington Gas Holdings is headed
8 by expanding into unregulated areas, their
9 credit rated is headed down anyway?

10 THE WITNESS: I'm saying it could be.

11 CHAIRMAN KANE: It could be.

12 THE WITNESS: Because, in fact, I
13 believe it's in the record, but there is an
14 agency that, basically, downgraded WGLH
15 -- there's reference made to the merger, but, in
16 fact, it's because of the unregulated business.
17 And I think that, when you look at it, Triple B
18 as -- you know, there are many companies in our
19 industry that are at Triple B, and we believe
20 it's a very strong credit rating. But we do
21 believe five years' hence that WGLH will go from
22 70/30, in terms of earnings or revenue out of

1 the utility, to about 50/50. And when you look
2 at that, a credit rating agency will take
3 that into account when it looks at a rating.

4 CHAIRMAN KANE: And a Commission to
5 take that into account, too, both in how it
6 separates -- I mean, it could -- it could
7 separate out -- I mean, let's talk
8 theoretically, if the Commission saw that a
9 company that it was regulating, that its
10 credit rating was going down, presumably, the
11 Commission would have authority to say, get out
12 of that business or separate -- not get out of
13 that business, I'm sorry, I don't have that
14 authority, but keep the -- separate out the
15 regulated utility from the unregulated
16 activities, in terms of operations, in terms
17 of borrowing, in terms of, therefore, rates.

18 THE WITNESS: Yes. And I think that's
19 what we are laying the beginnings of in this
20 combination.

21 If you take the Special Purpose
22 Entity, and, again, there are some questions

1 that I have deferred to Mr. Ammann, but if you
2 take the Special Purpose Entity to make sure you
3 are ring-fencing the utility, protecting the
4 stability of the utility, you are, de facto,
5 right now, beginning to make sure that the
6 utility is protected from anything that might
7 happen on the unregulated side of the business.

8 Now, again, when we look at
9 this combination, the unregulated side of the
10 business that we are talking about is fairly
11 well-contracted business, either the distributed
12 generation that WGLH has, or the power business
13 that we have or the midstream business that we
14 have.

15 So we still believe both companies
16 are before you today with very strong credit
17 ratings, but we do -- the -- the picture we are
18 trying to paint is that this combined entity,
19 and the commitments we have put in seeking your
20 approval, begin to protect that utility in a way
21 it is not protected today, with the Special
22 Purpose Entity and the other commitments.

1 CHAIRMAN KANE: But there won't be
2 separate Washington Gas stock, --

3 THE WITNESS: That's correct.

4 CHAIRMAN KANE: -- or separate stock
5 for the regulated utilities as a group?

6 THE WITNESS: That's correct.

7 But in terms of debt and capital,
8 we've made commitments as to Washington Gas and
9 that separateness.

10 CHAIRMAN KANE: Thank you. That's my
11 questions.

12 MR. CURRAN: No redirect, Your Honor.

13 CHAIRMAN KANE: No redirect?

14 And no exhibits because, everything
15 was already in the record, correct?

16 MR. CURRAN: Correct.

17 CHAIRMAN KANE: Thank you, Mr.
18 O'Brien.

19 THE WITNESS: Thank you, Chairman
20 Kane.

21 Thank you, Commissioners.

22 MR. DUBOIS: Your Honor, William

1 Dubois for Joint Applicants. Could I offer one
2 non-substantive clarification on the discussion
3 on Condition 43A?

4 CHAIRMAN KANE: Can you offer that?

5 MR. DUBOIS: Yes. It's not something
6 the witness, I think, could have answered.
7 It's, again, non-substantive.

8 To the extent there are questions
9 about some of the contents or the meaning of
10 words in that commitment, applicant witnesses
11 can certainly try to answer those. That
12 commitment, however, was drafted by DC
13 government. That was in Mr. Smith's testimony.
14 It was at Page 24 of 24.

15 CHAIRMAN KANE: Which commitment are
16 you talking about?

17 MR. DUBOIS: This is Commitment 43A,
18 which was where you were discussing the one out
19 of three and two out of four.

20 CHAIRMAN KANE: Mm-hmm.

21 MR. DUBOIS: So I'm not sure that
22 applicant witnesses can answer intent questions

1 on that, because Mr. Smith drafted that
2 commitment.

3 CHAIRMAN KANE: But the applicants are
4 presenting it to us, not DC government.

5 MR. DUBOIS: Right. But the applicant
6 can't answer what the applicant was thinking
7 when it wrote the commitment. We can try to
8 answer how we understood it, certainly, but not
9 drafting questions.

10 CHAIRMAN KANE: Wait a minute.

11 MR. DUBOIS: That's all I was
12 trying --

13 CHAIRMAN KANE: It's your commitment
14 that AltaGas will be held responsible for --

15 MR. DUBOIS: Yes.

16 CHAIRMAN KANE: -- so --

17 MR. DUBOIS: Your Honor, I'm just
18 trying to distinguish between meaning and what
19 was meant when the words were chosen.

20 CHAIRMAN KANE: But you accepted the
21 words.

22 MR. DUBOIS: Yeah.

1 CHAIRMAN KANE: All right. Thank you.

2 Mr. Caldwell?

3 MR. CALDWELL: I was just going to
4 offer the observation that the District of
5 Columbia government did not draft the
6 commitments for the Joint Applicants.

7 CHAIRMAN KANE: You may have suggested
8 things that would be acceptable.

9 MR. CALDWELL: Correct.

10 CHAIRMAN KANE: Thank you.

11 All right. Call your next witness.

12 MR. CURRAN: Yes, Your Honor, we'll be
13 calling Mr. David Harris to the witness stand.

14 Your Honor, the witness is available
15 for cross-examination.

16 CHAIRMAN KANE: Thank you. Questions
17 for Mr. Harris?

18 MR. GRAY: Same caveat as to
19 continuing to work on a stipulation as to
20 cross-examination exhibits. OPC does not have
21 any questions.

22 MS. FRANCIS: No questions.

1 CHAIRMAN KANE: DC government?

2 MR. STRAUSS: Yes, Your Honor.

3 * * *

4 Whereupon --

5 DAVID HARRIS,
6 called to testify, having been previously first
7 duly sworn or affirmed, was examined and
8 testified as follows:

9 CROSS EXAMINATION

10 BY MR. STRAUSS:

11 Q. Mr. Harris, we're old friends. Let's
12 get started. Please turn to your rebuttal at
13 Page 7, please.

14 A. Yes, sir.

15 Q. And starting at Line 1 over to Page 8,
16 you address what you refer to as DCG Witness
17 McMichael's perceptions about issues with
18 AltaGas's cybersecurity programs; is that
19 correct?

20 A. Correct.

21 Q. And at Line 7 there on Page 7 you
22 reference the Price Waterhouse Coopers report on

1 cybersecurity measures, correct?

2 A. Yes, I do.

3 Q. All right. I have two initial, and I
4 believe simple yes or no questions. Here's the
5 first one: Is it your testimony that the Price
6 Waterhouse assessment concludes that AltaGas's
7 cybersecurity programs are consistent with
8 industry best practices?

9 A. I guess the -- that's a tough yes
10 or no, as I think we've asked Price Waterhouse
11 -- excuse me, PWC to come on in and do a cyber
12 assessment as a result of where we are or where
13 our trajectory was. So I think it's reflective
14 of where we were at the time, and then where we
15 need to go to our satisfaction.

16 Q. Well, actually, my question was where
17 you were at the time. Did Price Waterhouse
18 conclude that your cyber programs are consistent
19 with industry best practices? Did they reach
20 that conclusion?

21 A. No. I think they indicated there's
22 room for improvement.

1 Q. Okay. And would I also be correct
2 that Price Waterhouse did not conclude that
3 your cybersecurity programs are consistent
4 with excellence in utility operations; is that
5 correct?

6 A. Yes. But, again, I would like to just
7 refine that is, the reason we've done that is we
8 knew where we wanted to migrate to, all right?
9 So even internally we knew there were some gaps
10 that we wanted to fill or needed to fill.
11 Cybersecurity is not something that stands
12 still, right?

13 At the end of the day, as people
14 turn around and get countermeasures to their
15 cybersecurity, all right, the folks that are
16 trying to hack in on companies change their
17 dynamics, so it's part a constant improvement
18 process.

19 Q. Sure. But I'm asking you, at
20 the time they did the assessment, based on the
21 assessment, is it correct that they did not find
22 that your programs were consistent at that point

1 in time with excellence in operations?

2 A. Well, correct. What they added,
3 though, is, we were aware of that ourselves and
4 knew where we needed to go because of changes
5 that were going on in the cyber arena. So we
6 were looking to have them come in, give us the
7 verification system, and to be efficient and
8 effective with how we closed that gap in a swift
9 and meaningful way, which we're actually doing.

10 Q. You knew that before they did the
11 assessment, is what you told me?

12 A. Well, yeah, because we started to look
13 at cybersecurity way back in 2014.

14 Q. Okay. Back on Page 7, there in the
15 question at Line 3 you used the word, perceives
16 -- issues that Witness McMichael perceives,
17 correct?

18 It's a reality, not a perception, that
19 there are issues with AltaGas's cybersecurity
20 programs; isn't that correct?

21 A. No. I wouldn't agree with that.

22 Q. You would not?

1 A. No. Because, again, like I'm saying,
2 companies are constantly ebbing and flowing and
3 making changes to a number of different
4 practices they have. As a matter of fact,
5 that's a standard for best practices, all right?
6 You cannot stay still, especially in an area
7 like cyber. So we are constantly turning around
8 and assessing ourselves in a number of areas,
9 and cyber is one of them.

10 To me, perception would be we're not
11 at best -- not at a high standard is somebody
12 who is not doing anything about adjusting the
13 constant changes that come in the cyber arena.

14 Q. So the issues raised in the Price
15 Waterhouse report, without going into any
16 specifics, the concerns raised there are not
17 trivial concerns, sir, are they?

18 A. No. We're not saying they are. What
19 we're saying is, they were initiated by us to
20 do a self-assessment, because we know where we
21 wanted to go, all right? The conditions are
22 always changing with respect to cybersecurity.

1 That's a best practices and a matter of fact.

2 It's a best practice we plan on
3 bringing on a post-close basis, if we're
4 afforded the opportunity and it's approved, to
5 turn around and do self-assessment at the WGL
6 level, as well.

7 Q. Has Price Waterhouse done another
8 assessment of the AltaGas cybersecurity program
9 since the one completed in June of 2017?

10 A. We have, but I'll defer --

11 MR. CURRAN: Your Honor, I would
12 just caution if we're going to get into the
13 assessments, we may have to go into confidential
14 session. But if it's about whether or not
15 things took place, we may be able to stay out,
16 but the actual content, we may need to go to
17 confidential discussions.

18 MR. STRAUSS: No. Actually, the
19 question is just whether an assessment had been
20 done, not the content.

21 MR. CURRAN: Thank you.

22 THE WITNESS: I'll answer it this way:

1 We are in continual contact with PWC as relates
2 to how we're migrating our cybersecurity, and I
3 will defer the specifics of that to that to Paul
4 Selway when he comes up on the stand following
5 me.

6 BY MR. STRAUSS:

7 Q. Would your answer be the same for
8 this: Has AltaGas has a third-party evaluation
9 of cybersecurity done by anyone other than PWC
10 since the assessment in June 2017?

11 A. I don't believe we have, but, again,
12 I'll defer that to Paul. I'm pretty sure we
13 have not.

14 Q. On Page 8 of your rebuttal, at Lines 3
15 to 5, you offer the possibility that if the
16 Commission approves the transaction, AltaGas
17 would, likewise, expect and require WGL to
18 conduct assessments. Do you see that?

19 A. That's correct.

20 Q. Is it your testimony that WGL has
21 failed to conduct sufficient or adequate
22 assessments of their cybersecurity programs?

1 A. We haven't -- that's -- that would not
2 be my assessment or my testimony this morning.
3 It is we haven't dug into that end of it that
4 deep. It's on a post-close basis. There's
5 certain things, because of the sensitivities
6 within cyber and the like between the companies,
7 that you just can't get access to see.

8 I expect Terry and his team to do a
9 very good job in that area, but, again, prudent
10 and best practice is you do not want to rest on
11 your laurels of what was been successful in the
12 past because the cyber arena constantly changes.
13 These folks will find ways to turn around and
14 access and hack into companies even after you
15 put countermeasures in. So you constantly want
16 to be vigilant, standing watch, constantly doing
17 self-assessment to make sure you're staying
18 ahead of the curve.

19 So I guess the way to answer that
20 question, it's really not material where you've
21 been with respect to cybersecurity, even if you
22 had an A rating. You can rest assured that

1 people that are trying to do harm in
2 cybersecurity are going to change ways to get
3 at you, so, hence, you've got to be vigilant
4 and constantly be changing your ways, doing
5 assessments and putting countermeasures in,
6 taking advancements in the IT arena to prevent
7 that from happening.

8 That, to me, is best practices, and
9 that is something, certainly, I would expect the
10 Commission to want us to follow.

11 Q. On Page 8 at Line 6 you talk about the
12 strong IT team you've assembled. Do you see
13 that?

14 A. Yes.

15 Q. Did you have the District of Columbia
16 cross-examination books up there?

17 A. I do, sir.

18 Q. Would you look at the document that's
19 at Tab 42?

20 MR. STRAUSS: Your Honor, this is the
21 response to DCG Data Request 25-5, and I'd ask
22 that it be marked as the next DCG exhibit, which

1 I'll find the number of in a moment.

2 CHAIRMAN KANE: And the original
3 number was?

4 MR. STRAUSS: It was Tab 42, DCG 42.

5 If you'll give me a moment, I'll find
6 out what the next number is.

7 I believe the number would be DCG 26.

8 CHAIRMAN KANE: It will be so marked.

9 (Exhibit No. DCG 26 marked.)

10 BY MR. STRAUSS:

11 Q. Could you take a look at that data
12 response, sir?

13 A. I have, sir.

14 Q. Okay. And you are the sponsor of that
15 response, correct?

16 A. I am, sir.

17 Q. All right. And this response lists
18 the AltaGas IT team, correct?

19 A. Correct.

20 Q. There are eight members of the team;
21 is that correct?

22 A. Yes, sir.

1 Q. Are these folks all full-time
2 employees at this point, sir?

3 A. They are, sir.

4 Q. Okay. Look at the heading start --

5 A. Excuse me. I just want to make --
6 jump in real quick. It's both the combination
7 of FTEs, full-time employees, and what I would
8 call seconded contractors that work just like
9 full-time employees.

10 Q. Okay. And under the heading, start
11 date with AltaGas, that's the second column
12 from the left, it appears that one of the team
13 members was hired in late April 2016, and the
14 remainder all at various points during 2017,
15 correct?

16 A. That's correct.

17 Q. And recently one of them in
18 mid-September, correct?

19 A. That's correct.

20 Q. Did AltaGas have an IT team prior to
21 mid-2016?

22 A. Oh, sure we did.

1 Q. Was that team replaced in its entirety
2 between mid-2016 and now?

3 A. Oh, not completely. I mean, our IT
4 team has about, I think it's 32, 38 folks in it.
5 So these are -- these were specific positions we
6 wanted to replace to turn around and high-grade
7 or upgrade the IT. And part of that goes to, as
8 we worked through assessments, we're looking at
9 what different type of skill sets we may want to
10 add or need to add not only to turn around and
11 get us to a point where we want to be, but make
12 sure we're prepared for the future. A lot of
13 things go into the analysis of what you want
14 and what type of talent that you need in an
15 organization from a sustainability standpoint
16 for IT.

17 Q. These people in data response, did
18 they replace people at AltaGas or were they
19 additional to the people? I wasn't sure I
20 understood what you said, sir.

21 A. Oh, I was just referring to the
22 question of how we went after the hiring. So if

1 you're asking me a slightly different question
2 is, did they replace or are they additive to,
3 I'll defer, specifically, to Paul, but I think
4 it was probably a combination thereof.

5 Q. Was there a concern prior to these
6 hires that the IT team at AltaGas lacked
7 sufficient experience?

8 A. Not from what they used to do, but as
9 you turn around and you change the landscape of
10 what you need to do in IT, there always comes a
11 time where you have to, potentially, high-grade
12 and add additional talent to the organization to
13 meet the new demands or the new needs that are
14 associated with IT.

15 Q. And you made that decision sometime in
16 mid-2016 that you needed to upgrade to address
17 new concerns in IT, would that be correct?

18 A. No, it wouldn't be. Because I think
19 if you go back, this is a snapshot in time, you
20 know, you're talking about something that
21 started for this year, and I think the reason
22 that gets a little bit of highlight, quite

1 frankly, is just because some of the discussions
2 around cyber. But if you go back over the years
3 within AltaGas, you're constant ebbing and
4 flowing and making changes not only to your IT
5 business sector, but even in other business
6 sectors, as technologies change, market
7 conditions change, different skill sets are
8 needed.

9 So this wouldn't be representative of
10 a snapshot in time -- it's representative of a
11 snapshot in time, but it's also representative
12 of, I think, the best practices. You're
13 constantly revisiting the type of skills and
14 tools that you need to be effective in your
15 businesses as it relates to whether it's IT,
16 marketing, commercial, whatever it is you're
17 doing.

18 Q. Let's turn now at the bottom of Page 8
19 at Line 17 to 19, focusing on your sentence that
20 says, furthermore. Do you see that?

21 A. Excuse me. So we're on Page 8?

22 Q. Of your rebuttal, at Line 17 to 19,

1 you have a sentence that begins, furthermore, at
2 the end of 17.

3 A. Let me just read that a second.

4 Q. Sure.

5 A. Okay.

6 Q. And is this a reference to Commitment
7 59, the cyber commitment? Is that what you're
8 referring to here?

9 A. Yes, it's tied to that commitment.

10 Q. Okay. That commitment was not offered
11 until after the intervenors' testified in this
12 proceeding; is that correct?

13 A. That's correct.

14 Q. Why did AltaGas wait until rebuttal to
15 provide assurance to the Commission concerning
16 cybersecurity? Why wasn't that provided at the
17 outset?

18 A. Well, there's a couple of different
19 things: One is, because of our best practices,
20 again, this isn't something that's been
21 happening since '17. You've gotta to go all
22 the way back, look at AltaGas over many years.

1 We've turned around and put in a new financial
2 system place, JDE. With that comes certain
3 securities and mitigates the turnaround, how --
4 just let me finish up for a minute.

5 So the reason we never put it into our
6 testimony is because we felt we knew where we
7 were in cyber, we knew where we needed to go
8 on cyber, we hadn't experienced really any
9 material impact as a result of cyber, but
10 being cognizant of what's going on within the
11 environment, we wanted to make moves to go
12 there. We had been working on -- constantly
13 working on our IT. Because data change
14 -- systems change, things need to be upgraded,
15 I'll defer more to that to Paul Selway, but
16 when it was raised as a concern, then we're not
17 worried about where we're going with cyber, so
18 we had no problem on stipulating. But we
19 weren't talking about integrating our system
20 until it was ready, no different than Semco and
21 Enstar when we acquired them, sir.

22 Q. So you knew about the status of

1 your cyber maturity level versus Washington
2 Gas's maturity level before you filed your
3 application, but you waited until after the
4 intervenors testified about cybersecurity to
5 firm up a commitment that you had in mind all
6 along, is that what your testimony is?

7 A. Well, when you look at it, you turn
8 around and you're filing not only your
9 testimony, right, but we also file with federal
10 agencies, take CFIUS, for instance, who didn't
11 have any issue with what was going on with
12 cyber. It's an area that they look at, all
13 right?

14 Q. Did you tell CFIUS that your
15 cybersecurity maturity level was not at the
16 level of Washington Gas and it would take a
17 period of time to upgrade to that level? Was
18 that told to CFIUS?

19 A. I'd have to go back and defer to what
20 we filed, but we filed the information that
21 the agencies would want to look at to make an
22 assessment, sir, all right, is how I would look

1 at it.

2 So at the end of the day, since we
3 weren't planning on integrating it, and, again,
4 I'll defer to Paul, as I say, later into this
5 sentence to get into the details of it, it
6 wasn't an issue that we were concerned about of
7 causing any harm, right? We were migrating and
8 making solid progress on our cybersecurity as
9 part of the best practices.

10 And, quite frankly, we feel by the
11 time we get to Q1 we'll be right there close to
12 the industry. And by the time we get to end of
13 2018, we will meet and exceed the industry
14 standard, and that's the trajectory we've been
15 on.

16 And, again, here's the other thing,
17 too, that people have to keep in mind with
18 assessments, all right. There's third-party
19 assessment that look at it a different number of
20 ways. So let's take a look at the three reports
21 that were done. So back in '14 there was a
22 report done that indicated we had a number, I

1 think, of, roughly, 1.5. Again, I'll defer to
2 Paul on the specifics. That same firm turned
3 around and did a number --

4 CHAIRMAN KANE: Excuse me, Mr. Harris.
5 Could you speak more slowly for our court
6 reporter here.

7 THE WITNESS: I'm sorry about that.

8 CHAIRMAN KANE: I know you're getting
9 excited by cybersecurity.

10 MR. CURRAN: Your Honor, I think
11 Mr. Harris is enthusiastic about this
12 discussion, but if we get into numbers and
13 ratings we may need to delve into confidential
14 session, which he's happy to do, obviously.

15 THE WITNESS: So, and then,
16 again, that same firm did another assessment
17 earlier this year where the number changed
18 appreciably in the right direction. And then,
19 of course, PWC came in and did an assessment,
20 right, that gave you another data point.

21 So what happens when you get multiple
22 data points, you try to correlate that so you

1 know directionally where you want to go, right?

2 And so that's why we, at the end of the day, as
3 we've seen the data points both migrating in
4 the right direction, but the last couple being
5 a little bit off, we weren't worried about the
6 fact that we weren't going to get there and we
7 knew where we wanted to go, because we've been
8 looking and working to do that even prior to
9 this transaction.

10 BY MR. STRAUSS:

11 Q. So let me be clear. I think there are
12 two issues, and I want to make sure we keep them
13 separate. There's a question of the
14 compatibility of the two systems, and,
15 separately, there's a question about the cyber
16 maturity compatibility of the two systems, and
17 they're separate, correct?

18 A. That's correct. I'd agree with that.

19 Q. And the cyber maturity issue is what's
20 covered by Commitment 59; is that correct?

21 A. Correct.

22 Q. Okay. Thank you.

1 Who made the decision to include
2 Commitment 59?

3 A. I think it's a collaboration of work
4 with the team on what we think we needed to do
5 there.

6 Q. The team being Washington Gas and
7 AltaGas, or was this mainly an AltaGas decision?

8 A. This was mainly an AltaGas decision,
9 yeah.

10 Q. Is the same commitment, Commitment 59,
11 offered in the Maryland proceeding?

12 A. I would have to go back and reflect
13 on it, but here's how you would look at it,
14 right, is, at the end of the day, you're not
15 integrating it in, so, technically, you consider
16 it as part of our overall commitment because WGL
17 spans over three jurisdictions.

18 Q. Do you recall whether there was
19 testimony in the Maryland proceeding about
20 cybersecurity along the lines of the testimony
21 presented here in the District?

22 A. I've certainly looked at a lot of

1 testimony and had a lot of questions, so
2 I'm not sure if it was actually brought up,
3 specifically. I think there may have been a few
4 questions on it, but, again, I'd have to go back
5 and just check.

6 Q. Take a look at 59 for a minute,
7 Commitment 59.

8 A. I have it, sir.

9 Q. I wanted to ask you what I hope are
10 nontechnical questions. I can actually assure
11 you they're not technical because I wrote them.

12 As I read the commitment, and correct
13 me if I'm wrong, AltaGas will make the decision
14 on when it's appropriate to integrate the
15 systems; in other words, AltaGas will make the
16 decision as to when the cyber maturity condition
17 has been met; is that correct?

18 A. Not completely, no. Because what
19 we've committed to is that we will turn around
20 and have a reputable, credible, third-party firm
21 assess what the status is of our cyber when we
22 believe we're ready, and in combination with

1 that and AltaGas, does it pass the test to turn
2 around and cyber is where it should be.

3 Q. All right. Fair enough. Let me ask
4 you this, then: The Commission will not play a
5 role in that determination under Commitment 59;
6 is that correct?

7 A. I wouldn't agree with that.

8 Q. Why?

9 A. Well, because I think this is a
10 commitment that goes in front of the Commission,
11 so I certainly would expect the Commission to
12 turn around and make sure that we followed up
13 and the conditions that need to be met and the
14 reputable firm that says, yes, this is ready to
15 go, is met before we would do it.

16 Q. So would the Commission have to
17 approve the decision to integrate the systems?
18 Would the Commission have to certify that this
19 Commitment had been met, that the maturity
20 levels were consistent?

21 A. Well, I think what the Commission
22 would be certifying is that the firm that we

1 would use would be the credible agency to
2 provide the litmus test that we've achieved
3 those goals, and, if they're satisfied, then we
4 should be okay to move forward. I would expect
5 them to rely on that technical expertise.

6 Q. In the commitment there's a statement,
7 AltaGas will not reduce the number of staff or
8 capital budget at WGL and Washington Gas
9 dedicated to cybersecurity.

10 Do you see that?

11 A. That's correct.

12 Q. Do you have any reason to believe that
13 WGL and Washington Gas are poised to cut their
14 cybersecurity staff or the budget associated
15 with cybersecurity, sir?

16 A. No, none whatsoever. I think this is
17 just in keeping with what we've been signaling
18 all along, that, as it relates to billings and
19 right down to an independent board, right down
20 to maintaining management, right down to making
21 commitment behind the total capital program over
22 the next five years, the total O&M program over

1 the next five years, and all the things they
2 need to to affect their job right way,
3 delegation of authority is being left intact.
4 So this is just a subheading that falls under
5 the same blanket of coverage that we're
6 committing to.

7 Q. Thank you.

8 The last sentence in the commitment
9 of costs to achieve and evaluate maturity, they
10 won't be included in customer rates, do you see
11 that?

12 A. That's right.

13 Q. Absent this language, was it your
14 impression that AltaGas could bill Washington
15 Gas ratepayers for the cost of raising the level
16 of AltaGas's cyber maturity, sir?

17 A. No. Not so. Like I said, we're
18 constantly -- at the corporate level, we're
19 moving our cyber forward. So at the end of the
20 day, just to be -- to chew it, I guess, a little
21 bit finer, since it became an issue or a concern
22 raised by the intervenors, right, we took a next

1 step and said we want to indemnify to hold
2 harmless the customers for us to achieve that
3 goal.

4 Q. Thank you.

5 On the -- as of Day 1 when the merger
6 is consummated, am I correct that AltaGas will
7 be providing corporate services to Washington
8 Gas?

9 A. Yes.

10 Q. Thank you.

11 If you could turn to Page 12 of
12 your rebuttal testimony, sir. I'm focusing on
13 subject you begin at Line 18. It's the -- the
14 Pomona battery storage project. If you could
15 just take a look at, I believe your discussion
16 goes over to Page 13 on Line 2.

17 A. Sure. Just let me read through it.

18 Q. Yeah. Please.

19 A. Okay.

20 Q. At Lines 21 and 22, you reference that
21 the project was completed in record time, do you
22 see that?

1 A. Yes.

2 Q. And, actually, the sentence says,
3 we did it in record time. Do you see that
4 language?

5 A. Correct.

6 Q. And the we there is AltaGas, correct?

7 A. Correct.

8 Q. Are you familiar with a company called
9 Greensmith Energy?

10 A. Sure. Very much so.

11 Q. Could you take a look at a document,
12 it's at Tab DCG 93? It is a Greensmith Energy
13 press release that's dated January 27, 2017.
14 I'd ask that that be marked as DCG Exhibit 27.

15 A. Is that in a tab, Mr. Strauss?

16 Q. Yeah. It's at Tab 93. It could be a
17 separate book.

18 CHAIRMAN KANE: So marked.

19 (Exhibit No. DCG 27 marked.)

20 MR. STRAUSS: Thank you.

21 THE WITNESS: You know you guys have
22 these tabs in pretty good order. It's in my

1 book.

2 BY MR. STRAUSS:

3 Q. If you could take a look at the press
4 release, I think it runs about, basically, a
5 page.

6 A. Sure.

7 Okay. I see the press release.

8 Q. And do you see the headline,
9 Greensmith Energy Delivers First Commission to
10 Aliso Canyon Energy Storage System, Sets
11 Industry Record for Quickest Delivery.

12 Do you see that?

13 A. Correct.

14 Q. Do you understand that title to be a
15 reference to the Pomona battery storage project
16 you mentioned in your testimony at Line 12 --
17 Page 12?

18 A. I certainly do.

19 Q. And if you look at the first
20 paragraph, the last sentence, the one that
21 says, working in close partnership with AltaGas,
22 who selected the technology company in 2016,

1 Greensmith set an industry record in the design,
2 integration and installation and so forth, do
3 you see that?

4 A. I do.

5 Q. Is it correct that AltaGas retained
6 Greensmith to work on the Pomona project?

7 A. It is.

8 Q. Is it correct that Greensmith is a
9 technology company that was involved in the
10 design, integration and installation the
11 Pomona project?

12 A. Not completely. That's not a
13 completely true statement.

14 Would you like me to explain?

15 Q. Remember my question was was it
16 involved in these things?

17 A. They were involved, yes.

18 Q. So that is a correct statement, then.

19 Is it correct that Greensmith set
20 an industry record for quickest delivery with
21 respect to the Pomona project?

22 A. No. They delivered -- what -- the

1 delivery and the execution of the construction
2 was truly AltaGas. So let me just clarify a
3 little bit. So the reason we turned around and
4 we partnered with Greensmith is because, quite
5 frankly, it was an emergency response to an RFP
6 all right, and batteries are taking a foothold
7 across the globe.

8 So the problem was was the ability to
9 get your hands on battery quickly so that you
10 could turn around and meet the timeframe
11 requirement and get it executed.

12 So Greensmith had a relationship with
13 Samsung, the battery manufacturer that we use.
14 So the reason we brought Greensmith into the
15 equation is for the access to the batteries.

16 And then Greensmith, just to take it
17 a step further, right, what they provide is
18 a control system, if you will, all right? No
19 different, quite frankly, that if General Motors
20 is building an automobile, they may get through
21 a third party the computer that runs your
22 engine, but General Motors puts the car

1 together, right?

2 So what we did is, we used them to get
3 access to the batteries, but as it relates to
4 the integrated design, as it relates to the
5 construction, as it relates to the execution,
6 the project management, deciding how we're going
7 to run it, how it's going to operate and how
8 it's going to be built, that was all AltaGAs.

9 Q. Are you familiar with the expression,
10 success has a hundred fathers but failure is an
11 orphan?

12 A. Absolutely.

13 Q. Would be I correct that Greensmith
14 is one of the fathers of whatever success was
15 achieved with respect to the Pomona Energy
16 storage facility?

17 A. They're a piece of it, no different
18 than Samsung is, right? Samsung, even though we
19 a contract with Greensmith to get the batteries
20 on time, Samsung still has got to deliver the
21 batteries, right?

22 What I'm getting at here, is I'm

1 not taking anything away from some excellent
2 partners we had on the project. I'm just saying
3 that the pieces have to be put together by
4 somebody, and you have to execute it, you have
5 to build it and you have to operate it, right?
6 So somebody has to be that high-tech brain trust
7 to pull it together, and I'm just saying that's
8 where I'm saying AltaGas came into the equation.

9 Q. To be clear, I'm not suggesting
10 AltaGas had nothing to do with it. I'm just
11 trying to figure out who did what. That's all.

12 A. And I'm not suggesting you are,
13 Mr. Strauss. I'm just providing clarification.

14 Q. Look at the press release. The
15 last paragraph right above the statement about
16 Greensmith Energy, the one that begins, since
17 2008, do you see that?

18 A. Just -- yeah, since 2008, yeah.

19 Q. Uh-huh. Yeah. Just read that for a
20 moment.

21 A. Okay.

22 Q. And you see the statement, with

1 over 180 megawatts of energy storage installed,
2 Greensmith continues to dominate the grid
3 scale energy storage market. Do you see that
4 statement?

5 A. Yes, I do.

6 Q. Do you have any reason to doubt it as
7 of January of 2017?

8 A. No, not with respect to the service
9 they provide, absolutely I don't.

10 Q. Okay. All right. AltaGas doesn't
11 have an exclusive arrangement with Greensmith;
12 is that correct?

13 A. No.

14 Q. So putting aside the merger, there's
15 nothing you're aware of that prevents Greensmith
16 from offering its services to other utilities,
17 including Washington Gas, if they wanted to; is
18 that correct?

19 A. Well, that's true. But the other
20 thing I would say is that the reason you have
21 a company like this, right, in the infant stages
22 of technology and until the industry standard

1 starts to catch up and people start to migrate
2 there, that market will get extremely
3 competitive and, actually, quite frankly, more
4 people will take those type of services, there
5 will be -- companies will be going out and
6 directly contracting with battery manufacturers,
7 they'll be integrating their own operating
8 systems and things of that nature.

9 So, certainly, they could go out and
10 contract with anybody, but I'm just saying, this
11 type of service, if left alone, is going to be
12 very challenging one. Why? Because generators
13 and operators are not going to get directly
14 involved in it anyway. Why? Because the
15 magnitude and of scale of where the battery
16 market is going on.

17 So you're going to be much better
18 off with a company that builds, owns and
19 operates down the road, because they'll have
20 the assets, they'll have reoccurring battery
21 maintenance, they'll be able to drive greater
22 competitive pricing with the battery

1 manufacturers or --

2 CHAIRMAN KANE: I'd ask you,
3 Mr. Harris, to slow down.

4 THE WITNESS: I'm sorry.

5 CHAIRMAN KANE: You're just as
6 enthusiastic about batteries as you are about
7 cybersecurity.

8 BY MR. STRAUSS:

9 Q. Thank you, Mr. Harris.

10 In the interest of calming you down,
11 we'll change subjects.

12 On Page 13 of your rebuttal, I'm
13 looking at the sentence at lines -- begins on
14 Line 17, goes to Line 19, there's no longer any
15 cast iron piping in any of your utilities. Do
16 you see that?

17 A. Yes, I do.

18 Q. Am I correct that, other than 24 miles
19 of cast iron pipe at Semco, none of the other
20 AltaGas distribution utilities had any cast
21 iron pipe in their systems; is that correct?

22 A. That's right.

1 Q. I just want to mark an exhibit to put
2 in the record. If you could look at what's been
3 preliminarily marked as DCG Cross-examination
4 Exhibit 43, that's the response to data request
5 DCG 25-9, and I'd ask that that be marked as
6 Exhibit 28 -- DCG 28.

7 CHAIRMAN KANE: Twenty-eight. So
8 marked.

9 (Exhibit No. DCG 28 marked.)

10 BY MR. STRAUSS:

11 Q. Do you have that?

12 A. I have it, sir.

13 Q. Under the part that's Semco response,
14 Item C talks about \$300,000 a mile to retire and
15 replace the mains, and it's, roughly, 25 miles
16 of main, is that what the response indicates?

17 A. Yes.

18 Q. And it's about a \$7.5 million project?

19 A. Approximately, yeah.

20 Q. Okay. Would you expect it would
21 cost substantially more than \$300,000 a mile
22 to replace cast iron pipe in Washington, DC.

1 A. It depends.

2 Q. It could? It might?

3 A. It could. It might. You know, it
4 just depends on the conditions of what you've
5 gotta replace, where the pipe's located,
6 accessibility, what it takes for planning. A
7 number of different things would come into it.

8 Q. All right. Let me -- let me ask you
9 about a different subject. Are you familiar
10 with the Most Favored Nations clause in the
11 formal commitments, --

12 A. I am.

13 Q. -- Commitment 61?

14 A. Yep.

15 Q. Could you turn to that for a minute.
16 I wanted to ask you about that.

17 Are you there, sir?

18 A. I am, sir.

19 Q. And it starts off with the statement
20 that the applicants are going to ensure that
21 the level of shareholder-funded benefits and
22 programs in the District and Maryland are

1 comparable, and then it goes onto explain

2 how that's going to work, correct?

3 A. That's correct.

4 Q. All right. Subpart 61A talks about

5 what happens in the event a settlement's

6 reached, correct?

7 A. It does.

8 Q. And so this subpart applies to the

9 settlement that was reached with some of the

10 parties in Maryland and that you filed a week

11 ago Friday here; is that right?

12 A. Yeah. It would.

13 Q. And is the -- does the first sentence,

14 the one at the top about how we're going to

15 ensure that the shareholder-funded benefits

16 are comparable, does that indicate that both the

17 dollar and non-dollar benefits in the Maryland

18 settlement will be applied here in Washington?

19 This is a subject we talked about a

20 little bit when you were up the first time.

21 MR. CURRAN: I'm just going to object

22 to the extent he's asking for a legal opinion.

1 He can answer to what his understanding is, not
2 the legal import of any of these terms.

3 MR. STRAUSS: Fair point. That's all
4 I'm asking for.

5 CHAIRMAN KANE: Thank you.

6 THE WITNESS: Yeah. I think it's
7 certainly more targeted, obviously, to the more
8 monetary ones, but the plan is to turn around
9 and make sure between, on a comparable, I guess,
10 weighted average adjusted basis, and, again, I'm
11 not familiar with all the math and calculations,
12 Mr. O'Brien would have been the one to talk more
13 about that, but the philosophy is aligned that
14 way.

15 BY MR. STRAUSS:

16 Q. Okay. The Maryland Commission's
17 going to have a proceeding about the settlement,
18 correct?

19 A. That's correct.

20 Q. And they might reject it, correct?

21 A. They could.

22 Q. And just to be clear, if they reject

1 it, this provision isn't operable, and the
2 District will not be getting those benefits;
3 is that correct?

4 MR. CURRAN: Again, objection to the
5 extent that he's asking for a legal opinion. He
6 can discuss his understanding, just not what the
7 results of any legal proceeding are or an order
8 in another jurisdiction.

9 MR. STRAUSS: That's fine.

10 THE WITNESS: Yeah. I mean, if they
11 disapprove the merger, then --

12 BY MR. STRAUSS:

13 Q. Well, I mean, if they reject the
14 settlement, what happens, if you know?

15 A. I really -- if they reject the
16 settlement, then you may go back to the drawing
17 board and start talking adjustments to the
18 settlement, potentially.

19 Q. But if they reject the settlement,
20 this provision isn't operable, and the District
21 won't be getting those benefits?

22 MR. CURRAN: Again, objection to what

1 is an operable provision of this term.

2 MR. STRAUSS: All right. Let me move
3 on.

4 BY MR. STRAUSS:

5 Q. If you look at Subpart B, that's at
6 Page 26 of 27, you see it says, in the event
7 that the Maryland Commission ...

8 A. Yes, I do.

9 Q. It says, in the event that the
10 Maryland Commission issues its final order
11 before the District enters its order, do you
12 see that?

13 A. Yes, I do.

14 Q. So if the Maryland Commission issues a
15 final order after the District rules, then is it
16 your understanding that Commitment 61 will not
17 provide benefits to ratepayers here in the
18 District?

19 MR. CURRAN: Again, objection, Your
20 Honor. He's asking him to explain the legal
21 impact of a provision and what may or may not
22 happen in another jurisdiction.

1 CHAIRMAN KANE: Well, I think he was
2 asking the question, because it says, if the
3 Maryland Commission does it before or after --

4 MR. STRAUSS: Before the District.

5 CHAIRMAN KANE: -- before the
6 District, after the District.

7 MR. STRAUSS: Yeah. I'm just asking
8 how it works.

9 THE WITNESS: Can I just read it a
10 little?

11 MR. STRAUSS: I wish you would.

12 THE WITNESS: Sure.

13 MR. STRAUSS: That would be great.

14 THE WITNESS: Okay. So just restate
15 your question for me.

16 BY MR. STRAUSS:

17 Q. My question is simply that if the
18 Maryland Commission acts and issues its final
19 order after the District acts, then the way I
20 read this, I'm asking for your understanding,
21 it sounds like the District will not receive
22 benefits comparable to those in Maryland,

1 assuming those benefits exceed whatever was
2 ordered in the District.

3 A. Yeah. I would answer the question
4 this way is I think the intent is to make sure
5 that the Most Favored Nations status protects
6 both jurisdictions, but I'd defer to legal just
7 for guidance on this on exactly how it will
8 work.

9 Q. Fair enough.

10 A. I'd leave it at that.

11 Q. I'll ask you about one
12 other commitment. It's Number 6, about the
13 biogas study. And this was revised on rebuttal,
14 and I wanted to ask you about one of the
15 revisions. It's on Page 3 of 26.

16 A. Yeah. Okay. I'm on Page 3.

17 Q. Number 6 at the bottom there, the one
18 that begins, AltaGas will provide fund to study
19 biogas.

20 A. Sure.

21 Q. My question has to do with a sentence
22 down near the bottom. It says, the study will

1 be a single study funded by AltaGas and will be
2 commenced within one year after merger close.

3 Do you see that?

4 A. Yes, I do.

5 Q. The commitment doesn't say by when
6 you'll finish, does it?

7 A. No, it doesn't.

8 Q. Is there any place in the commitment
9 where it says that the results will be filed
10 with the Commission?

11 A. No, it doesn't.

12 Q. And there's nothing in the commitment
13 that requires AltaGas to actually do anything
14 with the results either, depending on what they
15 are, correct?

16 A. That's correct.

17 Q. Thank you.

18 A. But could I just clarify a little bit
19 on this?

20 Q. Well, I really was just asking what
21 the commitment said.

22 A. I want to just make sure people,

1 though, are grounded on how a study works,
2 right, is, you're studying something to get
3 knowledge, at the end of the day. So the reason
4 you may not see what a commitment is after, I
5 certainly have no problem with producing the
6 report or the study, but part of the study is to
7 determine the feasibility and what can be done.
8 So I think before you can make a commitment and
9 pick a direction on where you're going, you
10 would use the study as an underlayment to
11 determine direction.

12 I just wanted to just clarify that
13 the study is to get more knowledgeable, and,
14 then based off that knowledge, pick an
15 appropriate direction.

16 Q. Would it be useful in order to get the
17 knowledge to know where you're going to have a
18 date certain by which you thought you might
19 finish the study?

20 A. Once we get into the study and turn
21 around and engage somebody to start to do the
22 study and they have to look at what they will

1 analyze, what they will look at, then what you
2 want to do is get an appropriate timeframe to
3 say, hey, this is when we think we can have a
4 credible report.

5 So that's really where we're going
6 here. We didn't want to be presumptuous and
7 then set a date that may be too aggressive,
8 because once we get engaged somebody may say,
9 well, jeez, with everything we've gotta look at,
10 maybe I can't turn this thing around in three or
11 six months. It may take, you know, eight months
12 or nine months, or whatever the case may be.

13 Q. Well, the way it's written, let me
14 ask you this: If it's three years after the
15 merger's been completed and we're kind of
16 wondering where the study is and someone comes
17 to AltaGas and says, hey, when are you planning
18 to finish this, and AltaGas says, well, the
19 commitment doesn't actually give us a required
20 end date, we're not sure when we'll finish it,
21 where would be at that point, sir?

22 A. I hear you, but, again, that's really

1 not the intent. The intent is to turn around
2 and start a study, engage the appropriate
3 expertise, let them start to sink their teeth
4 into what they really need to look at, and
5 then ascertain what they think an appropriate
6 timeframe would be to complete the study and
7 have results.

8 Q. I'm sure you're familiar with the
9 question, which I get asked all the time, or
10 ask all the time, did you get it in writing?

11 Thank you. I have another subject
12 to cover.

13 I wanted to ask you about the
14 exhibit attached to your rebuttal testimony.
15 The document -- this is Exhibit JA 2-1. It's
16 2018 to 2023, strategic and financing plan for
17 the AltaGas board. It's dated June 7th, 2017.

18 A. Okay.

19 MR. STRAUSS: The document is labeled
20 confidential, Your Honor. I'm -- I would like
21 to take a whirl at seeing what we can do in
22 public session, but if we can't, Mr. Curran

1 will, no doubt, alert me to that fact and we
2 will stop.

3 I tried to arrange it so that it was
4 the last subject so that if -- and it, more or
5 less, is. I just have a little bit at the end,
6 not much.

7 CHAIRMAN KANE: That's all right.
8 We have questions for him, too.

9 MR. STRAUSS: Well, shall I proceed
10 and see what happens?

11 CHAIRMAN KANE: Yes.

12 MR. STRAUSS: Very well.

13 BY MR. STRAUSS:

14 Q. Actually, Mr. Harris, my questions are
15 all about --

16 A. Excuse me. Is there a tab that's --

17 Q. No. No. It's your documents. It's
18 in your testimony. It's your Exhibit 2A-1.
19 Exhibit to your rebuttal, sir.

20 A. Okay. I believe I have it.

21 Q. Okay. And I'm looking at Page 35
22 that's headed financing plan.

1 A. Yes.

2 MR. STRAUSS: Mr. Curran, I'd like to
3 inquire, Your Honor, Counsel, if I'm free to ask
4 questions, at least start the process on this
5 page?

6 MR. CURRAN: I think you can talk
7 about columns. I'm not sure you can talk about
8 actual figures. I'm going to ask the witness to
9 take a look at the page and see if we can get
10 through without going to specific numbers.

11 MR. STRAUSS: I'm trying not to ask
12 about specific numbers.

13 MR. CURRAN: Okay.

14 BY MR. STRAUSS:

15 Q. Let me ask you this: This is from
16 June. Do you think the figures on this page
17 are, more or less, accurate, to the best of your
18 knowledge?

19 A. Yes, I do, sir.

20 Q. Okay. And the years covered by this
21 -- the table here, they include some years that
22 have concluded and some are into the future; is

1 that correct?

2 A. That's correct.

3 Q. And the document addresses -- does
4 calculation of cash available and cash used and
5 then comes up with a cash spend over or under;
6 is that correct?

7 A. Could -- not -- not exactly. I think
8 when you look at this --

9 MR. CURRAN: Your Honor, one moment.

10 I've been advised by my co-counsel
11 that we may have a securities issue even talking
12 about directional, so we may have to go into
13 executive session. I apologize for that, but
14 we gave it a shot.

15 MR. STRAUSS: That's fine.

16 CHAIRMAN KANE: Do you have other
17 questions?

18 MR. STRAUSS: I do have one little
19 -- little bit, but it's related -- it follows
20 from this document, so I think we should do this
21 document first. I think that would make sense.
22 Because the last bit, there is a data response

1 that concerns this document that's a public
2 response.

3 CHAIRMAN KANE: Okay. The questions
4 that the Commission has do not involve any
5 confidential documents, we can do that when
6 we come back out.

7 MR. STRAUSS: Very well.

8 CHAIRMAN KANE: So I'm going to ask if
9 there is anyone in the room who has not signed
10 the appropriate confidentiality agreement, we
11 need to ask you to leave the room at this time.
12 And the Secretary's office will take care of
13 disconnecting us from public broadcast of this,
14 and you'll be sure that the door back there is
15 closed also, please.

16 Thank you.

17 We always need to confirm that we're
18 off.

19 We're off. Okay, Mr. Strauss, you may
20 proceed.

21

22

1 CHAIRMAN KANE: Mr. Strauss, you
2 indicated you might have some other questions?

3 MR. STRAUSS: No. That went -- no
4 that went to the document that I thought was
5 confidential and non-confidential.

6 CHAIRMAN KANE: Thank you. All right.
7 Federal government?

8 MS. MEDLYN: No questions, Your Honor.

9 CHAIRMAN KANE: NCLC?

10 MR. PIZOR: No questions, Your Honor.

11 CHAIRMAN KANE: Mr. Harris, I have a
12 number of questions that Mr. O'Brien indicated
13 would be better asked of you and let's see if I
14 can go through these fairly quickly?

15 THE WITNESS: Certainly.

16 CHAIRMAN KANE: First of all, I asked
17 Mr. O'Brien to clarify meaning what position
18 would serve as the chair of the board for
19 Washington Gas, the regulated utility?

20 THE WITNESS: Yes, I'll be happy to
21 answer that.

22 CHAIRMAN KANE: Thank you.

1 THE WITNESS: We actually have that
2 person identified. The person that would fill
3 the -- for the chair of the regulated utility?

4 CHAIRMAN KANE: Yes.

5 THE WITNESS: I just can't really go
6 into deeper than that.

7 CHAIRMAN KANE: I don't need,
8 necessarily, the name, but what the position
9 -- where the --

10 THE WITNESS: It's a U.S.-based
11 person. Extremely adept in the utility
12 business, all right? And that person would
13 chair, and then would be chairman of WGL
14 Holdings.

15 CHAIRMAN KANE: Would also be chairman
16 of?

17 THE WITNESS: WGL Gas & Light.

18 CHAIRMAN KANE: Which?

19 THE WITNESS: Actually, the executive
20 board is WGL Gas & Light. It would be WGL Gas &
21 Light, okay.

22 CHAIRMAN KANE: The distribution and

1 default commodity, --

2 THE WITNESS: Absolutely.

3 CHAIRMAN KANE: -- the entity that's
4 regulated by this Commission?

5 THE WITNESS: Absolutely correct.

6 CHAIRMAN KANE: Okay. Thank you.

7 And then we have the same question
8 about the board for the Special Purpose
9 Entity, --

10 THE WITNESS: Yes.

11 CHAIRMAN KANE: -- who, again meaning
12 what position, will serve as the chairman of the
13 SPE?

14 THE WITNESS: The intent, Chairwoman,
15 is that person will be the same. So the person
16 that will be the chairman of Washington Gas &
17 Light will also be the person chairing the
18 Special Purpose Entity.

19 CHAIRMAN KANE: Will that person serve
20 on any other board higher than that?

21 THE WITNESS: Potentially, yep.

22 CHAIRMAN KANE: Potentially?

1 THE WITNESS: Potentially.

2 CHAIRMAN KANE: I had asked where
3 Washington Gas Distribution Commodity is
4 incorporated?

5 THE WITNESS: Sure.

6 CHAIRMAN KANE: Or maybe I should
7 also ask where Washington Gas Holdings is
8 incorporated, if they're incorporated
9 separately?

10 THE WITNESS: Certainly. Well, WGL
11 Holdings is incorporated in Virginia, and
12 Washington Gas & light is incorporated in
13 Virginia and the District of Columbia.

14 CHAIRMAN KANE: So just to clarify,
15 I know you're not a lawyer, but these changes
16 in boards, the composition, the number of
17 independent number of directors, et cetera,
18 would require an amendment of their articles
19 of incorporation in those two states?

20 THE WITNESS: I am not an attorney. I
21 would say this: I would be happy to get back to
22 you, but I believe we don't believe the articles

1 of incorporation would. But, again, we'll be
2 happy to get back to you on that.

3 CHAIRMAN KANE: Okay. Thank you.

4 Yes, I had asked, also, of Mr. O'Brien
5 whether AltaGas had received any advanced or
6 any direct guidance from any of the major credit
7 rating agencies as to their views regarding the
8 potential impact on the credit rating of the
9 regulated utility in light of the -- or as a
10 result of or related to the proposed revised
11 ring-fencing measures?

12 THE WITNESS: Yes. So let me -- we
13 certainly have socialized ring-fencing measures
14 with S&P, that's --

15 CHAIRMAN KANE: Socialized?

16 THE WITNESS: Well, we've --

17 CHAIRMAN KANE: You've told them?

18 THE WITNESS: We've told them. Sorry.

19 CHAIRMAN KANE: When we socialize
20 things, we spread it out over all the
21 ratepayers.

22 THE WITNESS: Understood.

1 Yeah, we've certainly walked S&P
2 through the plan and the Special Purpose Entity.
3 They're actually very familiar with that.
4 They've seen it before. There's no reason to
5 believe there's anything -- any material
6 issue or concern with it.

7 I will say this, though: This is
8 what S&P does: They will wait until the final
9 resolutions of the Commissions; i.e., the deal
10 gets approved, and then they reserve to look at
11 the entire approval, and then they will give you
12 a ruling. That's how S&P works. And I'm pretty
13 confident on that, and Shaun could back me up on
14 that, as well.

15 CHAIRMAN KANE: Yeah, but I guess my
16 question is, after you revised the ring-fencing
17 commitment, did you get any indication that that
18 made a difference of the rating agency?

19 THE WITNESS: They're fully aware of
20 what we've changed, and, again, I would just say
21 this: I'm feeling confident and believe there's
22 nothing of materiality there. But, again, S&P

1 will reserve their opinion once they see
2 approval and what the overall accepted
3 conditions were. But they're very much aware
4 of the latest set of conditions with the SPE.

5 CHAIRMAN KANE: Just two quick
6 questions in follow-up on things I heard you
7 say:

8 In relation to Commitment 5, which
9 is the five megawatts of energy -- excuse me,
10 storage facility, or in Tier 1, and by Tier 1 we
11 mean solar, correct?

12 THE WITNESS: Could be. There's some
13 hybrid technologies coming out, as well, that
14 may be also part of Tier 1, but you could do
15 solar right now for Tier 1.

16 CHAIRMAN KANE: The facility that you,
17 maybe, completed in record time, or someone else
18 helped you complete in record time, was 20
19 megawatts?

20 THE WITNESS: Correct. Twenty
21 megawatts installed.

22 CHAIRMAN KANE: How big was that in

1 terms of geographic area?

2 THE WITNESS: The batteries are -- you
3 know, it's kind of relatively small. So to give
4 everybody an idea, if you take a look at this
5 room, right, you take this room and, probably,
6 one-and-a-half times, that would be the
7 footprint. One-and-a-half to two times the
8 square footage of this room would fit all the
9 batteries in, and just outside the batteries you
10 have your rectifiers, to give you an idea to
11 scale. And, roughly, this height. The
12 batteries stack up, it looks like going into,
13 kind of, a dorm room when you're in college,
14 right, and seeing the old equalizers, those
15 black boxes just stacked up. They're about,
16 maybe, six feet, so probably eight high. Each
17 one of the banks are probably three to four feet
18 wide, and they probably go for about 20 feet.
19 And so 20 megawatts would be twice room for all
20 the batteries and all the infrastructure it
21 takes to push the megawatts out the door.

22 CHAIRMAN KANE: So five megawatts

1 would be about half of the size of this room?

2 THE WITNESS: Five megawatts, yeah,
3 probably about half of this size of the room.

4 CHAIRMAN KANE: And for five
5 megawatts solar?

6 THE WITNESS: It depends. And the
7 only reason I said it depends a little bit is,
8 it depends on what type of panels you use.
9 You'd certainly use a thin-film panel, it
10 depends on the technology, it depends on
11 geographically on where it sits and what they
12 want to harvests as much megawatts out of it
13 because of the arch of the sun. But if I took a
14 look at a 20 --

15 CHAIRMAN KANE: Five megawatts.

16 THE WITNESS: I'm trying to scale it
17 for you.

18 With 10 megawatts, solar would
19 probably take up, let's see, maybe three to four
20 acres, somewhere in there.

21 CHAIRMAN KANE: Ten megawatts would?

22 THE WITNESS: No. Five.

1 CHAIRMAN KANE: Five?

2 THE WITNESS: Well, possibly three
3 to four acres, and, again, it just depends on
4 the geography, whether it's on a slope, whether
5 it's not on a slope, how efficient, how many
6 more panels you need to turn around and get
7 that. And, again, it's tough, because it really
8 depends on where you put it. Geographics play a
9 role.

10 CHAIRMAN KANE: Just one more
11 clarification. In discussing Commitment Number
12 59, which I believe I heard you say one of the
13 commitments there is that AltaGas would not
14 order or allow Washington -- would not order
15 or require Washington Gas to cut the staff or
16 reduce cap spending in any areas; is that
17 correct?

18 THE WITNESS: That's correct. Our
19 commitment is to live up to the proforma that
20 was provided us by Terry and his team across all
21 aspects of their business, so that includes both
22 their capital spend and their operating and

1 maintenance expenses for that five-year period
2 of time.

3 CHAIRMAN KANE: That was my next
4 question. That's only five years; is that
5 correct?

6 THE WITNESS: Yeah. And the only
7 reason for five years, I don't read anything
8 into it, like after that. It's just WGL does
9 the same thing that AltaGas -- I mean, it's
10 tough to predict what future look likes past
11 five years. You know, a number of different
12 things can change, you can spend more capital,
13 you can spend less. It's just, you know, most
14 companies do five-year business plans.

15 CHAIRMAN KANE: I guess it goes to my
16 question, not so much as to the five years, as
17 to the, I think you referred to it as a
18 delegation of authority?

19 THE WITNESS: Well, no. What I
20 was saying is that, when you look at our
21 commitments, it is to give added degrees of
22 security is not only are we turning around

1 and committing to the capital in O&M, but
2 there's an independent board, the management's
3 staying in place, the existing delegation of
4 authority is to spend that capital in O&M is
5 with that management team. So there isn't,
6 like, a change to the delegation of authority
7 that would require them to come up the food
8 chain.

9 You know, and even going forward,
10 I will say this: The WGL's board, WGL Gas &
11 Light's board will have the final authority to
12 approve all budgets and programs. So not only
13 for the five years, but going forward.

14 CHAIRMAN KANE: Forever?

15 THE WITNESS: Forever.

16 CHAIRMAN KANE: So if the Washington
17 Gas Distribution Utility Board wanted to double
18 its staff in a particular area 20 years from
19 now, AltaGas would not have any authority to say
20 no?

21 THE WITNESS: They have to approve
22 the -- they approve the final board.

1 CHAIRMAN KANE: They -- I'm sorry.

2 They?

3 THE WITNESS: The Washington Gas &
4 Light board.

5 CHAIRMAN KANE: They have the final
6 say? They don't need to go all the way up the
7 chain to approve anything?

8 THE WITNESS: That's correct, because
9 they have to own that budget and that program.
10 We expect they're going to do it with prudence.
11 That's why you have a board.

12 CHAIRMAN KANE: That's why we have us.

13 THE WITNESS: Exactly right. So
14 that's why we don't have that problem. There's
15 checks and balances. There's a Commissioner on
16 one side and there's a board on the other. But
17 they have the full responsibility to approve
18 their budgets.

19 CHAIRMAN KANE: So to be clear and
20 so I understand what you're saying, that the
21 Washington Gas board will have absolute
22 authority to make all final decisions about

1 borrowing, spending, staffing O&M, et cetera?

2 THE WITNESS: Yeah, with respect to
3 that.

4 CHAIRMAN KANE: With respect to what?

5 THE WITNESS: Running their business.

6 CHAIRMAN KANE: Running their
7 business.

8 Thank you. No further questions.

9 MR. CURRAN: No redirect, Your Honor.
10 Sorry.

11 CHAIRMAN KANE: All right. Exhibits?

12 MR. CURRAN: Mr. Harris's testimony is
13 already --

14 CHAIRMAN KANE: His rebuttal testimony
15 is already in the record.

16 MR. STRAUSS: We would move for the
17 admission of DCG 26 through 29.

18 CHAIRMAN KANE: They are moved in.
19 Thank you.

20 (Exhibit No. DCG 26 admitted.)

21 (Exhibit No. DCG 27 admitted.)

22 (Exhibit No. DCG 28 admitted.)

1 (Exhibit No. DCG 29 admitted.)

2 CHAIRMAN KANE: All right.

3 We've been going two hours. Let's see
4 where we are.

5 Mr. Harris. We have Mr. Chapman and
6 Mr. Ammann. And we have -- and -- and,
7 possibly, Mr. Toivanen.

8 We will take a brief break and come
9 back in about 10, 15 minutes.

10 (Recess taken.)

11 CHAIRMAN KANE: All right. You may
12 present your next rebuttal witness.

13 MR. BUCKLEY: Thank you, Your Honor.
14 The applicants recall Adrian Chapman.

15 And Mr. Chapman's rebuttal testimony
16 and the accompanying exhibits have already been
17 entered into the record, and he's available for
18 cross-examination.

19 MR. SEARS: OPC has no questions for
20 this witness, but, again, that being subject
21 to entering into a stipulation with the Joint
22 Applicants regarding admission of certain

1 documents, which we're still awaiting.

2 MS. FRANCIS: Yes, Your Honor. We
3 have questions.

4 * * *

5 Whereupon --

6 ADRIAN CHAPMAN,
7 called to testify, having been previously first
8 duly sworn or affirmed, was examined and
9 testified as follows:

10 CROSS EXAMINATION

11 BY MS. FRANCIS:

12 Q. Good afternoon, Mr. Chapman.

13 A. Good afternoon, Ms. Francis.

14 Q. I'm going ask you to start by looking
15 at Page 33 of your rebuttal testimony, Line 12.
16 I'm focusing on that page through Page 34, Line
17 4, where you described the revised rate credit
18 allocation that is presented in your rebuttal
19 Exhibit JA2D-1.

20 On Page 33, Lines 18 through 20 of
21 your rebuttal, you claim that the rate credit
22 factor for nonresidential classes is calculated

1 by dividing the total nonresidential rate credit
2 allocation of \$5,422,582 by the normal weather
3 nonresidential therms based on August 2017 data.

4 With respect to that statement, I'd
5 like to clarify some points for the record.

6 A. Okay.

7 Q. The credit of \$5,422,582 total
8 for nonresidential rate credits is not shown
9 anywhere in your Exhibit JA2D-1. Am I correct
10 that you computed that total by summing the
11 share of total credit amounts for all C&, GMA
12 and interruptible service classifications that
13 were shown in JAD1, or in the upper portion of
14 JA2D-1?

15 A. That's correct.

16 Q. Now, in Exhibit JA2D-1, where you
17 referred to normal weather nonresidential therm
18 based on August 2017, are you referring to an
19 analysis of normal weather therm requirements
20 for the 12 months ended August 2017?

21 A. That's correct.

22 Q. Have the therm measures shown for

1 nonresidential rate classes for August 2017 ever
2 been presented for review by the Commission and
3 other parties?

4 A. There's a possibility in our -- the
5 filing of our quarterly return earned that they
6 may be included in those, but that probably
7 wouldn't reflect in August 12 of that date.

8 Q. So the answer to my question is no,

9 A. Most likely, no.

10 Q. Now, I would like to you compare the
11 normal weather study therms for nonresidential
12 classes that you show in JA2D-1 with the therms
13 by class shown in Exhibit JBW-1, Schedule C,
14 Column D of the company's compliance filing in
15 Formal Case 1137. That compliance filing was
16 previously admitted as AOBA Exhibit 8. It was
17 originally marked as AOBA 2.

18 A. So you're asking me to look at column
19 D?

20 Q. You're a little ahead of me. Let me
21 get mine out.

22 Schedule C, Column D, yes. Now, would

1 you accept that the therms by class shown in
2 Column D of your March 17th, 2017, end of case
3 compliance filing in Formal Case Number 1137
4 represents the company's estimates of normal
5 weather therms for the test year in that case?

6 A. That's correct.

7 Q. Okay. Now, in Exhibit JBW-1, Schedule
8 C of the company's compliance filing in Case
9 1137, the total number of therms shown for the
10 C&I heating, less than 3,075 class, is 9,582,378
11 therms, while your August 2017 estimate in
12 JA2D-1 of normal weather therms for the same
13 class is 7,535,191 therms, do you see that?

14 A. Correct. Yeah.

15 Q. Okay. Now, would you accept that your
16 estimate of August 2017 normal weather therms
17 for the C&I less than 3,075 class is more than 2
18 million therms or 21.4 percent below the number
19 of weather normal therms for the C&I heating
20 less than 3,075 class that you show in Exhibit
21 JA2D-1?

22 A. It certainly is that differential.

1 It's certainly two different periods being
2 captured in this analysis.

3 Q. Now, in Exhibit JBW-1, which is now in
4 the record as AOBA Exhibit 8, Schedule B, of the
5 company's compliance filing in Formal Case 1137,
6 the number of therms shown for the GMA heating
7 less than 3,075 class is 1,384,357 therms, while
8 your August 2017 estimate in JA2D-1 of normal
9 weather therms for the same class is 2,071,060
10 therms.

11 Would you accept that your estimate of
12 August 2017 normal weather therms for the GMA
13 less than 3,075 class is nearly 700,000 therms,
14 or 49.6 percent above the number of normal
15 weather therms for the GMA heating less than
16 3,075 class that you show in JA2D-1?

17 A. That is the representation of these
18 two different periods. That's the difference.

19 Q. How do you explain those rather large
20 and opposite direction changes in the company's
21 estimates of normal weather therms by class?

22 A. It's probably a small explanation

1 based on the different number of customers.

2 Certainly, it's hard to use weather or any
3 other differential, so I don't have a different
4 explanation at this point in time.

5 Q. Okay.

6 A. A small piece of it is customers, but,
7 certainly, the actual results that were billed
8 adjusted for the weather differentials,
9 certainly have come up in some differences there
10 that I'm not readily able to explain with the
11 data that I have here.

12 Q. Thank you.

13 Now, please reference the sentence in
14 your testimony that starts on the last line of
15 Page 33 of your rebuttal testimony and continues
16 through Line 2 on Page 34 of your rebuttal
17 testimony.

18 And in that sentence you indicate that
19 the actual credits applied to nonresidential
20 customers will reflect the computed for
21 nonresidential volumetric credit for each
22 nonresidential customer will be multiplied by

1 the weather normalized usage of individual
2 customers for the 12 months ended April 2018.

3 Could you please point to where this
4 Commission has previously authorized weather
5 normalization of usage data for individual firm
6 gas service customers?

7 A. I'm not sure if I have a particular
8 reference, but the goal here was, through this
9 process, to be able to take actual usage for
10 each customer without having to do an actual
11 weather normalization for each customer, and
12 use that -- a proxy for that to be able to
13 then multiply it by the rate per therms.

14 So our approach we would take
15 under that circumstance is probably to make an
16 adjustment to the actual factor that would be
17 the rate per therm for each customer class based
18 on the weather normalization factor for that
19 customer class.

20 So we'll take actual billed therms,
21 we're certainly driven by whatever the weather
22 situation would be for that 12-month-ended

1 period, and then multiply that by the factor
2 that we've calculated, but that factor would be
3 adjusted by rate class for a particular weather
4 normalization for that rate class.

5 So, you know, we're doing something
6 that we don't normally do in the rate-making
7 process in calculating this type of a credit,
8 so we really are, in my mind, creating some
9 something new here, but we're trying to use the
10 principals that the Commission has embodied in
11 its prior rate-making decisions to be able to do
12 this in a reasonable manner.

13 Q. Mr. Chapman, I think your answer had a
14 little bit different focus than my question.
15 You and I have been doing this a long time,
16 and I know we can't remember everything;
17 however, I can't remember where this Commission
18 has previously authorized weather normalization
19 of usage data for an individual firm gas service
20 customer. Can you point me to where they've
21 done that before?

22 MR. BUCKLEY: Objection. Asked and

1 answered.

2 MS. FRANCIS: Your Honor, I did hear
3 an answer. It just didn't answer that question.

4 CHAIRMAN KANE: I believe the
5 witness said that he doesn't -- he can't recall
6 anytime they've done it; they're doing something
7 different in this case.

8 THE WITNESS: That's correct.

9 CHAIRMAN KANE: So the objection is
10 sustained.

11 BY MS. FRANCIS:

12 Q. Have you presented any evidence that
13 relationships between degree days and usage that
14 are estimated for a class produce reasonable or
15 appropriate results when applied to individual
16 customers within classes?

17 A. As I've stated before, we've created a
18 new process here. We've used what we think are
19 good theories to be able to apply this process.
20 Certainly, the first proposal we made was not to
21 create this factor that required usage to be a
22 driver of what the credit per customer was.

1 That was when we came up with individual
2 customer class credits. This alternative
3 methodology, in order to try to reflect the fact
4 that there is -- there are differences in the
5 -- within each subclass of customers and their
6 usage, and trying to capture that difference
7 in creating a more customized credit, it's
8 certainly a new approach. It's certainly open
9 to critique, I'm hearing it, I take it well,
10 and, certainly -- but the intent here was to do
11 this reasonably.

12 Q. What evidence have you provided for
13 assessing the reasonableness of the company's
14 methods for estimating normal weather usage for
15 individual nonresidential customers?

16 A. Once again, and I'll ask to you listen
17 closely, because we didn't -- actually, we don't
18 propose to calculate an individual customer
19 normal weather usage. Our proposal is to
20 take a customer class or subclass weather
21 normalization factor and adjust the per-therm
22 credit that would then be applied to the actual

1 usage.

2 I probably didn't answer your
3 question, but I'm at least trying to address the
4 fact that we're not doing an individual customer
5 normalization.

6 Q. Now, let's look at your JA2D-1,
7 the bottom of your page. And if we take your
8 revised total credits for the C&I less than
9 3,075 class, and that amount that I'm looking
10 at so we're in the same place is 202,198, and we
11 divide by the total number of customers for that
12 class, that's the 4,066 at the top of the page,
13 we find that using your credit per-therm
14 approach would generate an average credit for
15 customers in the C&I less than 3,075 class of
16 less than \$50 per customer. I get \$49.73 cents.

17 Would you accept that average?

18 A. I'll accept AOBA math.

19 Q. Okay. Your initially proposed credit
20 for that class, looking at the top of the page,
21 was \$127, so you're now suggesting that the
22 average credit for customers in the C&I less

1 than 3,070 therm class should be lowered by
2 more than 60 percent?

3 A. That's the result of the approach
4 we've taken, and that's driven principally by
5 the fact that we've now included, or let's just
6 say we have not excluded interruptible revenues
7 and interruptible throughput from this analysis.
8 So, certainly, the biggest differences is that
9 we now have the opportunity for more substantial
10 credits for interruptible customers, and that's
11 come at a cost of a reduction of credits to
12 other nonresidential therm customer classes.

13 Q. I'm getting to that.

14 A. Just thought I could help us get there
15 more quickly.

16 Q. We're almost done. We're almost done.
17 Record time.

18 If we did other similar calculations
19 for each of the other C&I group metered
20 apartment classes, would you accept that all
21 of those classes would face large reductions, on
22 average of 40 percent, in their average credit

1 per customer from your original proposal in your
2 direct testimony?

3 A. That would be the result for the same
4 reasons I just identified.

5 Q. Conversely, last question, your
6 proposed credit goes from -- I'm focused on
7 interruptible customers. Conversely, your
8 proposed credit goes from \$124 for interruptible
9 customers initially presented to \$14,804 for
10 interruptible customers.

11 A. I'll accept your math.

12 MS. FRANCIS: That's all I have, Your
13 Honor.

14 CHAIRMAN KANE: Thank you, Ms.
15 Francis, DC government.

16 MS. PATEL: Anjali Patel on behalf of
17 the DC Government.

18 CROSS EXAMINATION

19 BY MS. PATEL

20 Q. Good afternoon, Mr. Chapman.

21 A. Good afternoon, Ms. Patel.

22 Q. Please turn to Page 7 of your

1 testimony -- rebuttal testimony.

2 A. I'm there.

3 Q. At Lines 16 to 18, you discuss the
4 commitment to continue to increase funding for
5 project pipes incrementally throughout the next
6 five years, do you see that?

7 A. I do.

8 Q. Which commitment would you be
9 referring to there, sir?

10 A. It's, in part, Commitment Number 12,
11 which addresses AltaGas's commitment to fund our
12 capital plan for the next five years.

13 Q. Commitment 12 is a commitment to
14 continue the plans already in place, not to
15 increase funding; isn't that correct?

16 A. Certainly the commitment is to reflect
17 the current capital plan. That's part of our
18 five-year plan. And that plan does include
19 increases in capital funding for the various
20 categories of our capital spend, one of which is
21 accelerated replacement across all three of
22 the jurisdictions, including the District of

1 Columbia.

2 And so we did include in that, and I
3 think the exhibit -- my rebuttal testimony shows
4 the increased funding for capital to support
5 project pipes that has two assumptions in it,
6 one that we haven't fulfilled and one that we
7 hope to fulfill. It has an assumption that we
8 were going to file a mid-five-year update for
9 Commission approval to increase the replacement
10 activity. And then the second is, at the end
11 of this first five-year plan, to file a second
12 five-year plan also to reflect an increase in
13 annual expenditures for project pipes.

14 Q. Project pipes is subject to the
15 Commission's authorization, though, correct; you
16 wouldn't be increasing spending without getting
17 authorization from the Commission?

18 A. That would be a good assumption,
19 correct. Yes. So we certainly have to put the
20 plan together, we have to propose that plan to
21 the Commission, and, certainly, the capital
22 budget that we put together was based on at

1 least the plan that we would have asked for
2 approval from the Commission to move forward.

3 Q. Okay. Please turn to Page 12 of your
4 testimony?

5 A. I'm there.

6 Q. At Lines 14 to 16, you discuss
7 proposed Commitment 59 and its expressed
8 prohibition of including the costs to achieve
9 this commitment from being passed onto
10 ratepayers; is that correct?

11 A. That's correct.

12 Q. The exclusion from rates refers to
13 costs from only -- refers -- sorry. Let me
14 start again.

15 The exclusion from rates refers only
16 to the costs for AltaGas to achieve comparable
17 maturity and to report to the Commission; is
18 that correct?

19 A. That's correct, yeah. I presume
20 any ongoing cyber activities that Washington Gas
21 would undertake would be considered for cost of
22 service treatment in a future rate proceeding.

1 Q. And it does not include future costs
2 of integrating the systems; is that correct?

3 A. And say that question one more time
4 for me. Maybe rephrase that.

5 Q. The exclusion from rates that's given
6 in this Commitment 59, that does not exclude
7 future costs of integrating the systems, does
8 it?

9 A. I think because we've talked about,
10 to the degree that we ever would integrate the
11 systems, it would be based on there being a
12 business case that is of benefit. And I would
13 define a business case in my role as benefit
14 to the customers, and so that would drive that
15 decision at that time.

16 Q. Had the applicants chosen to integrate
17 the systems now, the costs for such integration
18 would have been considered transition costs,
19 wouldn't they?

20 A. Most likely, yes. Not necessarily
21 excluded from future rate-making treatment,
22 either, under the conditions that we've

1 identified in Commitment 41.

2 Q. Under Commitment, I think it's 41, let
3 me just check the number, the transition cost
4 recovery is limited to a showing of synergies;
5 isn't that correct?

6 A. That's correct, yeah.

7 Q. When the systems do reach parity,
8 AltaGas's and Washington Gas's cybersecurity
9 systems and the companies decide to integrate
10 their systems, will Washington Gas seek this
11 Commission's authorization before seeking to
12 recover the integration costs and rates?

13 A. I would think if we made a decision
14 to integrate, it's based on a business case, and
15 that business case would presume that there's a
16 benefit to customers, and so we would have to
17 defend that cost recovery request at that time.

18 Q. Okay. Please turn to what has been
19 -- I'm going to give you two exhibits at one
20 time. Please turn to what has preliminarily
21 been marked as DCG Cross-examination Exhibit
22 Number 87 and 88.

1 MS. PATEL: Your Honor, we would like
2 to mark Cross-examination Number 87 and DCG 30
3 and Cross-examination Exhibit 88 as 31.

4 (Exhibit No. DCG 30 marked.)

5 (Exhibit No. DCG 31 marked.)

6 CHAIRMAN KANE: They are so marked.

7 BY MS. PATEL:

8 Q. Mr. Chapman, you are the sponsor of
9 both of these responses; isn't that correct?

10 A. That's correct.

11 Q. Could you review and just confirm that
12 they're correct still?

13 A. They're correct.

14 Q. Okay. Please turn to Page 13 of your
15 testimony.

16 A. I'm there.

17 Q. At Lines 4 to 6 you state that
18 the applicants have committed funding for
19 improvements in safety, do you see that?

20 A. I do.

21 Q. And that paragraph follows by a number
22 of commitments that are single-spaced. Is it

1 your contention that all of the commitments
2 that are listed below relate to funding for
3 improvements to safety?

4 A. Some more directly than others, or, I
5 should say, some less directly or more
6 indirectly than others.

7 Q. Several of these commitments have been
8 addressed in prior testimony, so we're going to
9 try not to recover that ground, and just address
10 issues -- certainly additional topics.

11 CHAIRMAN KANE: Thank you.

12 BY MS. PATEL:

13 Q. Starting on Line 9 there, you
14 discussed proposed Commitment Number 7, do you
15 see that?

16 A. I do.

17 Q. Neither component of the proposed
18 program is required for safety and reliability,
19 is it?

20 A. I think we've certainly discussed
21 that we currently believe we're doing what we
22 need to do to maintain a safe and reliable

1 system and balance all of those initiatives with
2 the costs of doing that, so I don't think that
3 Commitment 7 is required, but, certainly, it
4 would be an enhancement to what we're doing
5 right now.

6 Q. Turning to Part A of the commitment,
7 how many damage prevention trainer educators are
8 there in each jurisdiction currently?

9 A. I think I heard from Witness Townsend
10 that we have two across three jurisdictions.

11 Q. And this commitment is only for five
12 years; isn't that correct?

13 A. The commitment is that we would not
14 include in rates for cost recovery the cost of
15 this commitment for five years.

16 Q. What happens after those five years?
17 Will the individuals be retained?

18 A. I think to the degree that we believe
19 that the individuals serve well safety and
20 reliability, as we think that they could, then
21 we certainly would retain those individuals,
22 continue their work and would certainly include

1 them in a request for new rates at some point in
2 time post that five-year period.

3 Q. Well, you answered my next question
4 already, so thank you. We're going to go faster
5 that way.

6 With regard to Part B, AltaGas commits
7 to provide a single contribution of 350,000 over
8 all three jurisdictions; is that correct?

9 A. That's correct.

10 Q. Please turn to Page 14 of your
11 testimony.

12 A. I'm there.

13 Q. At Lines 7 to 9, we're still in Part B
14 of Commitment Number 7, you discuss here the
15 proposed commitment to invest in bilingual
16 messaging, do you see that?

17 A. I see that.

18 Q. There is nothing preventing Washington
19 Gas from investing in bilingual messaging right
20 now, is there?

21 A. No, and we currently do.

22 Q. Turning to Lines 21 to 24 on that same

1 page, you discuss the workforce development
2 initiative here; is that correct?

3 A. Correct.

4 Q. The use of these funds has not been
5 decided; isn't that correct?

6 A. That's correct.

7 Q. And so even though the commitment
8 is to support local employment in the energy
9 sector, there's no guarantee as the commitment
10 is written that it will be used to support
11 training and safety jobs; is that correct?

12 A. Well, I think we would certainly work
13 to utilize these funds in the way that they
14 were intended. We may get feedback from other
15 parties within the District of Columbia as to
16 the best way to use those funds, but, certainly,
17 that's the intention.

18 Q. But that intention is not memorialized
19 within the commitment; is that correct?

20 A. I think my expectation is that,
21 ultimately, as we go through time, we'll be
22 providing information to the Commission as we

1 go forward on the success of our implementation
2 of the commitments that are approved in any
3 order that approves this merger.

4 Q. Sir, are you saying that the
5 Commission will have authority to direct where
6 those funds go? When you say you're going to
7 provide information to the Commission, does that
8 mean the Commission can then decide what
9 programs they'll be invested in?

10 A. I described it more of as a reporting
11 of how those funds have been used.

12 Q. But it's Washington Gas that will
13 decide how those funds, or AltaGas, if the
14 merger is approved, that will decide how the
15 funds are used; is that correct?

16 A. That's true. Certainly, in working
17 with entities in the District of Columbia that
18 provide us feedback as to the best way to use
19 that, yes.

20 Q. Okay. Moving down the Page to Line
21 33, this is where you discuss Commitment Number
22 9 as modified. And Commitment Number 9 concerns

1 a proposal for supplier diversity efforts; isn't
2 that correct?

3 A. That's correct.

4 Q. This commitment does not concern
5 increasing the absolute amount of spending, does
6 it, it's just where that spending is targeted?

7 A. I think Commitment 9 targets a higher
8 percentage of our annual spending with diverse
9 suppliers.

10 Q. Correct. So it targets the percentage
11 that goes to diverse suppliers, but it doesn't
12 increase that amount of annual spending.

13 A. I'd love to think that I was able to
14 run the company even more efficiently every year
15 and be able to reduce our budgets year over
16 year, but I haven't done that yet. So my
17 expectation is that the balance will go up. It
18 certainly may be affected as you heard Witness
19 Frey talk about having specific projects, that
20 may be in one year but not in another, that give
21 us greater opportunity, but that's probably the
22 biggest driver as to the actual annual amount

1 that would be available and would be directed
2 through successful achievement of this. But I
3 would say, generally, and, unfortunately, our
4 spend goes up each year.

5 Q. Okay. That's information that's
6 appreciated, sir, but I think you didn't quite
7 answer my question. The commitment itself
8 relates to this -- to the direction of the
9 spending, not to the amount of spending; isn't
10 that correct?

11 A. Well, I think if I apply the
12 direction, which would be an increased
13 percentage each year until we achieve 35 percent
14 and that's applied to a slightly larger spend
15 total each year, the two would come together to
16 be a higher amount achieved in total spend, as
17 well as the percentage. But it wouldn't always
18 be the case because there are some unusual
19 projects, like our SAP billing system that
20 happened over a three-year period that may not
21 be replicated. But, generally, I think there's
22 an opportunity for higher spend and, therefore,

1 higher amounts dedicated to diverse suppliers.

2 Q. So is the answer to my question,
3 which is the language of the commitment, the
4 commitment does not say there will be increased
5 spending. There may be increased spending,
6 depending on what your costs end up being and
7 whether you can decrease the --

8 A. The commitment mirrors the language in
9 our current MOU as it's been adjusted, so I
10 think the Commission had every intent for
11 utilities, for whatever their level of spend
12 was, year-in and year-out, to be focused, very
13 specifically, on the benefits that we get from
14 finding a larger number of diverse suppliers
15 that we would successfully enter into contracts
16 with, so we're mirroring that intent and that
17 language through this commitment.

18 Q. Okay. If you remember, or if you
19 recall, we started this discussion as these
20 commitments were listed under increased -- your
21 claim that they increased safety. So is it your
22 claim that using diverse suppliers leads to

1 increased safety?

2 A. If you remember -- if you'll
3 recall that I answered this that some were more
4 directly related, some were less directly
5 related. Certainly, a number, or at least a
6 part of our diverse spend, is related to our
7 safety-related investments and expenditures.
8 And so that's where I say, to the degree that we
9 can continue to focus on a higher spend target
10 with diverse suppliers, then that, certainly,
11 says we're finding good or the best-possible
12 suppliers to help us achieve the spend
13 activities including our investments in safety.

14 Q. Okay. Moving down to Line 44 of
15 this page and continuing onto the next page, you
16 discuss here, applicant's proposed Commitment
17 Number 11. Do you see that?

18 A. I do.

19 Q. The other day you mentioned something
20 called a do-no-harm commitment. This would be a
21 do-no-harm commitment; is that correct?

22 A. It is what I would consider to be a

1 do-no-harm, notwithstanding the fact that I
2 think each year we continue to do more related
3 to this, but, yes, we will continue that
4 process.

5 Q. And would I be correct to understand
6 that do-no-harm means the company will continue
7 to try to provide the same level of service as
8 it does today?

9 A. Or at least certainly no less than
10 that, which I think is interesting because
11 we did make one adjustment in, I think it's
12 Commitment Number 58, as we were trying to
13 reinforce the messages that were in 11 and 12
14 that may not have been picked up by the parties
15 in the way that we had intended, while one looks
16 at Commitment Number 58, you know, we look at
17 maintaining safety and reliability standards and
18 policies that are substantially comparable to or
19 better than those standards and policies
20 maintain by Washington Gas at merger closing.

21 So, certainly, one of our enhancements
22 as we added the commitments was to move beyond

1 just a do-no-harm, but to continue to progress
2 positively.

3 Q. Do the applicants believe that
4 absent this Commitment Number 11 a post-merger
5 Washington Gas could choose not to comply with
6 the Commission's existing or future regulations?

7 A. I think we would, certainly, continue
8 to be adhering to Commission regulations as we
9 go forward --

10 Q. And --

11 A. -- after the merger.

12 Q. And do the applicants believe that,
13 absent Commitment Number 11, a post-merger
14 Washington Gas could choose not to comply with
15 the Commission's existing or future reporting
16 requirements?

17 A. It would not do so.

18 Q. Do they believe that, absent this
19 commitment, post-merger Washington Gas could
20 choose not to comply with state and federal
21 safety requirements?

22 A. We would not. Any entity could choose

1 not to, but we would not.

2 Q. And should the merger be approved,
3 absent Commitment 11, could AltaGas or the
4 post-merger Washington Gas not comply with any
5 condition, reporting or otherwise, that's
6 imposed by the Commission as a condition of the
7 approval?

8 A. It would not.

9 Q. Continuing down Page 15 on Lines 16 to
10 21, you address Joint Applicant's proposed
11 Commitment Number 12, do you see that?

12 A. I do.

13 Q. And this is another do-no-harm
14 commitment; isn't that correct?

15 A. It certainly has that component to it.
16 We certainly have a capital plan that says we're
17 going to do more, but this says that that
18 capital plan of doing more will continue in
19 place and will be funded.

20 And I would say maybe the -- the
21 little bit more than do-no-harm is just the
22 reporting requirements, because we don't have

1 these types of reporting requirements for every
2 aspect of our capital plan today. We certainly
3 do for the accelerated replacement, we certainly
4 do for aspects of capital investment that are
5 related to safety items that come out of Case
6 Numbers 977 and 1089, but many other aspects of
7 our capital plan don't have these reporting or
8 transparency requirements.

9 Q. So given that the commitment is for
10 the current five-year plan and the five-year
11 plans runs through 2021 wouldn't the capital
12 plan funding commitment, the guarantee that's in
13 that first line, that would be complete as of
14 the last day of fiscal year 2021; is that
15 correct?

16 A. Certainly as it's written, although I
17 heard from the witness who has on the stand
18 meetly before me, Witness Harris, provide a
19 slightly longer commitment timeframe.

20 Q. But that's not currently what's been
21 proposed and given to the Commission; is that
22 correct?

1 A. It's not in writing.

2 Q. Thank you.

3 A. Until the court stenographer puts it
4 in writing, and then it's in writing.

5 Q. Unfortunately as, I understand things,
6 even if the stenographer puts it in writing,
7 it's not part of the official application until
8 proposed to the Commission.

9 A. That would be a legal interpretation,
10 I would suggest.

11 Q. If you look at Line 23, where it says
12 there's the foregoing guarantee, that this
13 guarantee of meeting the 2021 year, the capital
14 plan through year 2021; is that correct?

15 A. That's correct.

16 Q. And the term foregoing, my parents
17 were not English majors either, but just to
18 check that the term foregoing refers to the
19 material that was just stated before it; is that
20 correct?

21 A. That would be my understanding of that
22 word, yes.

1 Q. So it if the funding commitment
2 expires in 2021, can you explain why the
3 reporting commitment that demonstrates
4 compliance with the foregoing guarantee does not
5 start until 2020 and then runs for 10 years
6 after that?

7 A. The starting point was to try to
8 create some post-merger actual data that made
9 sense for reporting in a post-merger world.

10 I'd say the other aspect, as you go
11 into reporting activity that's beyond the 2021
12 period, it's really going to reflect and provide
13 the Commission with significant information
14 about our overall ability to have a capital plan
15 to support safety, reliability and customer
16 service, and, certainly, provide information
17 as to whether that capital plan is shrinking or
18 it's growing.

19 And, certainly, this reporting, back
20 to my earlier answer, is -- for most aspects
21 of our capital plan is significantly greater
22 reporting to this Commission than we undertake

1 today.

2 Q. So the reporting's an independent
3 commitment from the five-year plan; is that
4 correct?

5 A. Certainly, as this commitment has
6 evolved, it has become broader than the first
7 part of Commitment Number 12, which, at least by
8 writing, has a more limited capital focus.

9 Q. And the applicants, as of now
10 in writing, have not committed to provide
11 Washington Gas continuing access to capital over
12 the subsequent 10-year period during when that
13 reporting is to occur; is that correct?

14 A. Other than Mr. Harris's statement a
15 little earlier this afternoon.

16 Q. Other than Mr. Harris's statement.
17 Thank you.

18 Starting on Line 33 of that page
19 through Line 9 of the next page, this is where
20 you address post-merger employee attrition and
21 compensation; is that correct?

22 A. That's correct.

1 Q. And this is another do-no-harm
2 commitment; is that correct?

3 A. That's correct.

4 Q. Please turn to Page 19 in your
5 testimony.

6 A. Okay.

7 Q. Starting at Line 3 and continuing
8 through Line 16, you discuss the applicant's
9 proposed Commitment Number 55, do you see that?

10 A. I do.

11 Q. And this is the proposal for a
12 seven-year timeframe to reduce the Grade 2
13 leak backlog in Washington, D.C., to a level
14 consistent with Semco Energy Gas Company's grade
15 to leak backlog; is that correct?

16 A. That's correct.

17 Q. What is the level of Semco Energy Gas
18 Company's Grade 2 leak backlog?

19 A. From what I've heard from
20 Ms. Starring, it is slightly less than the
21 35 target that they have. That obviously will
22 vary from month to month and year to year, but I

1 do believe it's slightly less than that. She'll
2 be able to confirm that when she comes up at the
3 end of the proceeding.

4 Q. Has Washington Gas conducted any
5 studies or assessments of how long it would take
6 to reduce the backlog?

7 A. I think, consistent with discovery
8 requests, that we've -- I've sat down with our
9 senior vice president of operations and Witness
10 Townsend to talk about what resources would be
11 necessary based on our Grade 2 backlog history,
12 as well as the incidence of Grade 1 leaks that
13 we've had occur, so we have to look at both
14 Grade 1s, Grade 2s, as well as, to a lesser
15 degree, Grade 3s, to see what is our overall
16 need for resources, both internal resources,
17 crews and supervisors, as well as, potentially,
18 any external resources to be able to address
19 that. So it's at least our best thinking of a
20 way to achieve what I think is an aggressive
21 goal here for us to be able to reduce this Grade
22 2 backlog.

1 Q. So just so I am clear that I
2 understand your answer, that was -- the
3 assessment of how long it would take to reduce
4 the backlog is based on conversations you've
5 had, not on any actual studies or assessments;
6 is that correct?

7 A. Correct.

8 Q. Please turn to what has been
9 preliminary marked as DCG Cross Exhibit 86.
10 This is the response to DCG Data Request Number
11 2177.

12 A. I'm there.

13 MS. PATEL: Your Honor, we would like
14 to mark this as Exhibit 32.

15 CHAIRMAN KANE: So marked.

16 (Exhibit No. DCG 32 was marked.)

17 MS. PATEL: One second. I am not
18 there yet.

19 BY MS. PATEL:

20 Q. If you turn to the second page of this
21 exhibit under the second supplemental response,
22 it states that, as of October 1st, 2017, the

1 current leak backlog was 128, do you see that?

2 A. I do.

3 Q. A year ago the backlog was 152, do you
4 see that?

5 A. I do.

6 Q. If it took one year to reduce the
7 backlog by 24 leaks, why does the company think
8 it will take seven years to further reduce it?

9 A. In part, and going back to the fact
10 that this is not just a focus on Grade 2s,
11 so Grade 2s are not hazardous, we have a period
12 of time by federal requirements to be able to
13 address those, 12 months to no greater than 15
14 months, but we also have to address Grade 1s.
15 Grade 1s are hazardous leaks. We have to
16 address those immediately. That would be the
17 priority. And so our resource base is there to
18 be able to address both Grade 1s and Grade 2s,
19 and we've been seeing an increase in Grade 1s.

20 And so that's the concern I have
21 personally in being able to make this commitment
22 happen sooner than seven years, is because

1 I've continued to see the Grade 1s increase,
2 notwithstanding our dedication and commitment to
3 the accelerated pipe replacement program. But
4 the interplay between those two gives me
5 concern, and so that's the challenge.

6 Q. And I think that's a concern that
7 DC government shares, but you don't -- the
8 applicants haven't proposed any commitments
9 concerning Grade 1 leaks; isn't that correct?

10 A. Yes, we have. Our commitment to
11 continued to accelerated pipe replacement
12 program, as well as our commitment to address
13 third-party excavation damages and work with
14 excavators, who are the largest driver behind
15 those third-party excavation damages.

16 Q. Neither of those commitments contain
17 any metrics in terms of reductions, do they?

18 A. Not specifically.

19 Q. Okay. Commitment 55 does not include
20 any language stating that Washington Gas will
21 not recover the costs for the program and rates.
22 Am I correct to assume, then, that the

1 applicant's intention is that the costs
2 associated with reducing the Grade 2 leak
3 backlog will be recovered from ratepayers?

4 A. That's the applicant's intention, yes,
5 as an ongoing cost of the services, as an going
6 part of our safety and reliability commitment.

7 Q. Should the merger be approved with
8 Commitment Number 55 as a condition, is it the
9 Applicant's position that Washington Gas will be
10 automatically entitled to recover in rates the
11 costs associated with this program?

12 A. As automatically as filing for a
13 rate case, undergoing consideration and
14 input from all the parties and waiting for a
15 Commission decision so, no, it's not automatic.
16 It would be something that would be built into
17 the cost of service, and at the time we filed a
18 rate case it would be included in those aspects
19 that we would seek recovery of.

20 Q. Okay. And I just have one last set of
21 questions.

22 Earlier we heard from Mr. Harris about

1 the -- the board makeup, so just so we're clear,
2 if the merger is consummated, AltaGas will be
3 the shareholder that owns Washington Gas; is
4 that correct?

5 A. I think so, yes.

6 Q. And as the shareholder, AltaGas has
7 the controlling vote on who gets to serve on
8 the Washington Gas board; is that correct?

9 MR. BUCKLEY: And, Your Honor, I would
10 just interpose an objection to the extent that
11 there's a request for a legal opinion from
12 Mr. Chapman.

13 THE WITNESS: The commitment -- the
14 commitments identify the makeup of the board,
15 both independent and nonindependent board
16 members. And so the decision-making around that
17 will be, certainly, based on AltaGas at this
18 point in time. So the makeup of the board will
19 be the responsibility of AltaGas, but in line
20 with the commitments that we've made here. So
21 four majority independent and four independent
22 board members, including individual board

1 members who currently are on the WGL Holdings
2 and Washington Gas board today.

3 MS. PATEL: Your Honor, if you could
4 just give me one minute?

5 CHAIRMAN KANE: Yes. Go ahead.

6 MS. PATEL: DCG has no more questions.

7 CHAIRMAN KANE: Okay. Thank you.

8 Federal government, please.

9 MS. MEDLYN: No questions, Your Honor.

10 MR. PIZOR: No questions, Your Honor.

11 CHAIRMAN KANE: All right. The
12 Commission has some questions which were
13 deferred by Mr. O'Brien, first of all, to you,
14 Mr. Chapman. And the first had to do with the
15 safety requirements that were noted in the final
16 Virginia approval, the final order in Virginia
17 approving the merger acquisition.

18 There were some safety requirements
19 there. To clarify, will these be adopted in
20 both DC and Maryland given, obviously, you act
21 as an integrated system?

22 THE WITNESS: My first answer relative

1 to Maryland, it's my understanding that we got
2 questions from the bench, similar question that
3 you have, and that, ultimately, we ended up
4 with, I think, three of the 17 coming through
5 that process.

6 So it was really what were the jurisdictionally
7 specific items from Virginia that were
8 applicable to Maryland, and so that's how that
9 -- it got narrowed down as far as a discussion
10 around that.

11 CHAIRMAN KANE: Can you give us that
12 same response for DC?

13 THE WITNESS: And, certainly, I think
14 we can look at see which ones are relevant and
15 which ones may not be relevant. And, certainly,
16 I know there's been issues around operator
17 qualification. That's fair and relevant all
18 through the jurisdictions, so that would
19 absolutely be on the list, but we can provide
20 that.

21 CHAIRMAN KANE: Thank you.

22 And then the related question on

1 safety requirements: I asked Mr. O'Brien, given
2 the high-consequence designation that FMCSA has
3 put on the distribution utility in the nation's
4 capital, will the Joint Applicants, or are you
5 aware of any additional commitments regarding
6 gas safety and reliability specifically for the
7 District? You just said you could tell us which
8 ones of the Virginia ones were applicable. Are
9 you making any additional commitments regarding
10 gas safety specifically for the District given
11 our heightened consequence designation?

12 THE WITNESS: Other than what we just
13 talked about with Ms. Patel, the Commitment
14 Number 55, which is beyond federal requirements,
15 but, certainly, you know, it's just something
16 that would be part of the discussion here. But
17 I think everything that we currently are doing
18 in the District has come as a result of us
19 working with the engineering staff, looking at
20 what FMCSA requirements are, and then as the
21 District may have amended it through Case
22 Numbers 977 and 1089.

1 So I think those two cases,
2 specifically, as well as, certainly, our
3 accelerated replacement case, really do
4 focus us as to the work we do in the District,
5 certainly continue to drive what we do and
6 provides direct feedback with the Commission
7 on what we need to do next.

8 CHAIRMAN KANE: And I just a couple
9 follow-up questions also on Commitment 55 and
10 related -- I think related 56. You've answered
11 what the backlog is for the Grade 2, and you've
12 answered to Ms. Patel that you would be going
13 -- you would be asking the Commission for a
14 cost recovery from the ratepayers for the leak
15 mitigation program?

16 THE WITNESS: To the degree that
17 We move forward with this commitment, then,
18 ultimately, at the appropriate time, once we
19 have the resources in place, then, for a
20 particular test period that they're reflected
21 in, then we would be asking for recovery. Not
22 as a result of the merger, per se, but as we go

1 forward and down the road, then those costs
2 would be embedded in our cost of service
3 identified as District of Columbia-specific
4 costs, and we would seek recovery at a future
5 time.

6 CHAIRMAN KANE: That leads -- you
7 actually anticipated my next question. You
8 said, not as a result of the merger. If you're
9 going to recover the costs from the ratepayers,
10 what's AltaGas got to do with it and what's the
11 merger got to do with it? Wouldn't you be doing
12 that anyway?

13 THE WITNESS: I would say, absent the
14 merger, we've had been working with the District
15 on items that were related to our compliance
16 with FMCSA requirements, federal requirements
17 for
18 Grade 2, --

19 CHAIRMAN KANE: Yes.

20 THE WITNESS: -- and we've been fully
21 meeting those. So the fact that we have a
22 backlog doesn't mean we're in violation of the

1 of federal requirements, as long as we're
2 meeting those heating those 12-month and
3 six-month interval requirements.

4 CHAIRMAN KANE: All right, but I don't
5 think you answered my question. What difference
6 does the merger make in -- if you're going to
7 recover the costs from the ratepayers, what does
8 AltaGas bring to the table that you couldn't do
9 anyway?

10 THE WITNESS: I'll answer it this
11 way: The other parties have made certain
12 assertions regarding the lack of commitments
13 to increased safety and reliability in the
14 District. We think we're doing very well.
15 We think we're fulfilling commitments to the
16 District of Columbia Public Service Commission
17 relative to that, and so most of the commitments
18 we have are, in a sense, no harm. But this was
19 an attempt to try to create something that was
20 beyond a no-harm, to try to address this as
21 an alternative to -- another request was to
22 reduce Grade 1s. Well, you know, we have

1 programs in place to reduce the hazardous leaks.

2 So this was an opportunity to create
3 an additional benefit from the merger if the
4 parties, and, ultimately, the Commission,
5 believed that a reduction in the backlog
6 of Grade 2s was a benefit.

7 So that's the real question. We're
8 offering it as something beyond what our current
9 practice is, something beyond what federal
10 requirements are, and something beyond what the
11 District of Columbia Public Service Commission
12 has required to us do relevant to grade.

13 CHAIRMAN KANE: So far.

14 THE WITNESS: So far. That's right.

15 CHAIRMAN KANE: So was it your
16 understanding that the concern about some of the
17 intervenors about leak mitigation included an
18 expectation that the ratepayers would pay for
19 it, or that we were asking you simply to do it
20 and have the ratepayers pay for it?

21 THE WITNESS: I think their ultimate
22 expectation that the was commitments embodied

1 here would not be ratepayer-funded commitments.

2 And I would say with the absence of -- with the
3 exception of this commitment, there's nothing in
4 this merger that drives an increase in rates for
5 customers. This is the only one that could,
6 should it be required and should it be treated
7 in that manner.

8 CHAIRMAN KANE: Do you have a cost?

9 I believe I heard you say that in one year, in
10 answer to Ms. Patel, you reduced the backlog of
11 Grade 2 by 25 -- 24. And so by my calculations,
12 to get down to 35 it would take four more years
13 at that rate. What -- is there a cost? What
14 magnitude of cost are we talking about here?

15 THE WITNESS: I think the discussions
16 I've had with Ms. Townsend and Mr. Stapler, our
17 senior VP of operations, are that in light of
18 the growing number of Grade 1s that we're still
19 experiencing, that we'll need to address, first,
20 our ability to continue the trend that these
21 numbers suggest is -- without adding to our
22 workforce is probably not going to allow us to

1 achieve this. So we think we're going to need
2 to either add to the workforce, which is
3 probably at least two crews with appropriate
4 supervision, and/or equivalent external
5 resources, if that was another alternative.

6 So there's time that would be required
7 to hire and train and get those crews into
8 place, and so, you know, I'm not sure if that's
9 in the 700,000 to million dollar-plus range,
10 ultimately.

11 CHAIRMAN KANE: Seven hundred thousand
12 to a million for two crews over, say, four
13 years?

14 THE WITNESS: With appropriate
15 supervision, yes, and that would be billed over
16 time based on the time it took to get there.

17 CHAIRMAN KANE: Thank you.

18 Let me ask you another question about
19 project pipes, which was also deferred to you.

20 I believe Mr. Harris cited, I believe
21 it was Mr. Harris, that Semco had 25 miles of
22 cast iron that they eliminated in four-and-half,

1 years and their cost was about \$300,000 a mile.

2 Does that sound correct, your
3 recollection of that?

4 THE WITNESS: I think that's what I
5 heard him say, yes. I don't know that relates
6 to what our cost is here.

7 CHAIRMAN KANE: Well, I was going
8 to ask you, I know it in the record in our
9 AP -- RP, excuse me, hearing procedure, but why
10 are you averaging costs-per-mile in the current
11 accelerated pipeline replacement program for --
12 otherwise known as project pipes in the
13 District?

14 THE WITNESS: I apologize, Chairman
15 Kane. I was hoping that Ms. Townsend would come
16 after me and I could continue to do what I
17 did the first time. I don't think she's coming
18 up, so if you want to treat that as --

19 CHAIRMAN KANE: No. I'll ask her that
20 question.

21 And then my other question is,
22 we're in the first phase, Phase 1 of five-year

1 project pipes, and I heard you say that you
2 would be filing, perhaps, for a second phase.

3 THE WITNESS: Correct.

4 CHAIRMAN KANE: Project pipes was
5 contemplated as a 40-year program, right, --

6 THE WITNESS: That's correct.

7 CHAIRMAN KANE: -- initially?

8 THE WITNESS: Yes. Initially 50, and
9 then we did 40.

10 CHAIRMAN KANE: Initially 50, and it's
11 been accelerated to 40.

12 THE WITNESS: Yes.

13 CHAIRMAN KANE: Is there anything in
14 these merger commitments that would help defray
15 the cost of the out years?

16 THE WITNESS: One, possibly, I think
17 -- let me just make sure I'm finding the right
18 one. One looks like Commitment Number 54. That
19 commitment suggests that, if the Commission
20 finds it appropriate, we'd retain, at cost to
21 AltaGas, a third-party consultant to do some
22 sensitivity analysis around additional or

1 further acceleration of project pipes and
2 minimize future leaks.

3 So that could -- that analysis
4 could help us, as we prepare the second
5 five-year filing, to identify opportunities to,
6 potentially, speed up, potentially address more
7 efficient applications, so that we can get more
8 -- more results for the dollars that we invest.
9 And so that commitment for that study, which
10 would be aligned with our next filing, would
11 help the Commission in a decision to what the
12 next phase would look like, that may address
13 lower costs and/or any other efficiencies that
14 we may bring to bear. But that was particularly
15 in response to questions as to whether we should
16 accelerate or whether we should go beyond 40
17 years in order to address the leaks rates that
18 we're experiencing.

19 CHAIRMAN KANE: So this would
20 be -- this sensitive analysis, this would be a
21 consultant who would go --

22 THE WITNESS: Yes, part of the

1 agreement.

2 CHAIRMAN KANE: Does this commitment
3 include anything other than the cost of the
4 consultant?

5 THE WITNESS: This commitment is truly
6 paying for that commitment, yes.

7 CHAIRMAN KANE: Thank you.

8 There were quite a few questions
9 deferred to you, so I just wanted to be sure.

10 Yeah, I did want to clarify Commitment
11 7, which has to do with -- let me get back to
12 Commitment 7. It's still in the same area of --

13 THE WITNESS: The excavation.

14 CHAIRMAN KANE: Excavation, yeah.
15 Excavator engagement and the damage awareness
16 in the community, outreach, education, et
17 cetera. Overall, 2.75 million total for the
18 three jurisdictions; is that correct?

19 THE WITNESS: Let me see. Yes, I
20 think if you take the Item A funding over five
21 years --

22 CHAIRMAN KANE: Mm-hmm.

1 THE WITNESS: -- and then add in the
2 350, it gets to that amount. Yes. Yes.

3 CHAIRMAN KANE: So --

4 THE WITNESS: But Item A, there would
5 be a dedication of one of those individuals of
6 the three dedicated to the District of Columbia.

7 CHAIRMAN KANE: Dedicated to the
8 District?

9 THE WITNESS: Yes. So it would be
10 160,000 for the one individual over five years.

11 CHAIRMAN KANE: And Item B, is that
12 District-specific?

13 THE WITNESS: That would be allocated
14 across all three jurisdictions.

15 CHAIRMAN KANE: Across all three
16 jurisdictions?

17 THE WITNESS: Yes.

18 An allocator of that may be the 15 to
19 25 percent range.

20 CHAIRMAN KANE: Maybe 70,000 so it's
21 550 total, then, 550,000?

22 THE WITNESS: Yes. Correct.

1 CHAIRMAN KANE: Okay. And let me just
2 clarify, on Commitment 8 the \$700,000 workforce
3 development is District only?

4 THE WITNESS: District-specific, yes.

5 CHAIRMAN KANE: District-specific.

6 Does that mean the program would be in
7 the District or it would only be for District
8 residents?

9 THE WITNESS: The program would be
10 based in the District and work -- we'd ideally
11 work with parties to focus this on District
12 residents going through that program, yes.

13 CHAIRMAN KANE: Thank you.

14 On the third-party damage issue, and
15 funding that public safety program on preventing
16 third-party excavation damages, about 71 percent
17 of the excavators in the District are not
18 controlled by Washington Gas.

19 THE WITNESS: Correct.

20 CHAIRMAN KANE: How will this new
21 entity deploy those resources to reach those
22 excavators?

1 THE WITNESS: With the individual,
2 particularly in Item A, we've historically
3 looked at those who are damaging our pipes, and,
4 certainly, focusing on those who are ones that
5 we haven't had a chance to talk to yet. So
6 we're looking at the damage experience and
7 history and using that as at least one of the
8 action items that we'll look to see to go meet
9 with them, make sure they understand the 811
10 law, make sure they understand they need to
11 call, the time they need to call before they dig
12 so that there can be paint put on the ground,
13 and then make sure that they dig appropriately
14 when they see paint on the ground to make sure
15 they minimize damages.

16 So, certainly, that's part of the
17 outreach, to make sure that we try to get in
18 touch with any current and, certainly, any new
19 excavators that come into the District. We know
20 that's a large number and certainly would work
21 to use this individual to do more outreach, and
22 hopefully that would have a positive effect in

1 minimizing damages.

2 CHAIRMAN KANE: You have a commitment
3 regarding leak mapping, and I wanted to ask
4 about mapping in general. Leak mapping is
5 54 -- 56.

6 You said it was going to complete your
7 leak mapping. How close to completion is it
8 now, or what is the status of that project now?

9 THE WITNESS: I think we're probably
10 in the last 12 months of getting this completed.

11 CHAIRMAN KANE: The last 12 months of
12 getting it completed?

13 THE WITNESS: And maybe less than
14 that, but, yes.

15 CHAIRMAN KANE: Do you have a cost,
16 or is there -- back up.

17 Is there extra dollars being provided
18 by AltaGas to complete those last 12 months?

19 THE WITNESS: Not that I've seen
20 through this commitment. No, it's not in this
21 commitment.

22 CHAIRMAN KANE: So if you're

1 in -- when did you start this project?

2 THE WITNESS: It's probably in the
3 last year we started it,

4 CHAIRMAN KANE: And you've --

5 THE WITNESS: -- 2016.

6 CHAIRMAN KANE: And you've got another
7 year to go?

8 THE WITNESS: Yeah. Probably just
9 under a year to go, yeah.

10 And this is part of our capital
11 commitment, too, so it's an example of a capital
12 item.

13 CHAIRMAN KANE: That's already
14 included in the capital plan that the Commission
15 has approved?

16 THE WITNESS: Well, it's part of
17 our capital plan that AltaGas is committed to
18 funding, yes.

19 CHAIRMAN KANE: You're getting back to
20 that question of funding again, because that's
21 what I'm asking, are they providing extra
22 dollars to -- does this commitment include extra

1 dollars from AltaGas that will not be passed
2 onto ratepayers to do the last year of the
3 mobile mapping -- leak survey mobile mapping
4 program?

5 THE WITNESS: That wasn't how this was
6 written.

7 CHAIRMAN KANE: That was not how it
8 was written, okay.

9 So you would go ahead and do that
10 anyway; is that correct?

11 THE WITNESS: Correct, yes.

12 CHAIRMAN KANE: Okay. Thank you.

13 On mapping, do you have any other
14 plans in addition -- I don't know what leak
15 mapping -- leak mapping is, what, you go around
16 with a survey. It's mobile?

17 THE WITNESS: We would translate the
18 survey results immediately onto an electronic
19 format.

20 CHAIRMAN KANE: Onto, like, an
21 electronic map?

22 THE WITNESS: Into a database.

1 And then it provides the opportunity, then, to
2 present that information for analysis in many
3 different ways. So part of these commitments is
4 to look at it by ward and then by the type of
5 pipe, mains versus services, and then the --

6 CHAIRMAN KANE: Okay. One of the
7 things that we have, it's on the public record
8 in other issues, in terms of some of the damage
9 that has occurred, has sometimes occurred
10 because the maps have not been updated?

11 THE WITNESS: Correct.

12 CHAIRMAN KANE: Okay. Is there
13 anything in these commitments that would assist
14 Washington Gas with the cost of updating its
15 overall maps, not just the leaks?

16 THE WITNESS: Not with the cost.
17 Part of the commitments, particularly Number 11,
18 where we have currently a program can be part of
19 our settlement in trying to address those
20 mapping-related issues. So if we have -- I
21 think there were two components to that. One
22 was specifically related to damage -- at least a

1 -- a -- an individual who was -- didn't cause a
2 damage, but there was a miss-mark, and so we're
3 using that type of information to make sure that
4 we're focusing on following up on those.

5 In the past, if there wasn't a damage,
6 we probably wouldn't have done the research or
7 done the follow-up. We're going to continue to
8 do that. So that's examples of commitments
9 under either settlements that we've had as part
10 of cases that we have before the Commission.

11 CHAIRMAN KANE: And by settlement
12 you mean for the Commission's notice of
13 potential probable violation, not the Maryland
14 settlement, --

15 THE WITNESS: Correct. The District
16 settlement.

17 CHAIRMAN KANE: -- which settlement
18 you're referring to?

19 THE WITNESS: Yes.

20 CHAIRMAN KANE: But, again, that is an
21 ongoing effort ordered by the Commission, and my
22 question is, again, let me be clear, there's no

1 extra dollars provided by AltaGas as part of the
2 merger in order to update the maps?

3 THE WITNESS: No.

4 CHAIRMAN KANE: Okay. Thank you.

5 Let me see if there's anything more.
6 Let me double-check before I leave the issue of
7 leak mitigation and leaks and safety.

8 Okay. Let me ask you a couple of
9 questions now about the rate credit and the
10 calculation of that.

11 You indicated the revised -- in answer
12 to particular questions to Ms. Francis, the
13 proposed and alternate where the credit
14 calculation for the nonresidential customers
15 would be volumetric?

16 THE WITNESS: That's correct. That
17 was an alternative arrangement, yeah.

18 CHAIRMAN KANE: Why have you not
19 proposed a volumetric credit for residential
20 customers?

21 THE WITNESS: It was back to the issue
22 around the homogeneity of the customer class.

1 So residential customers' usage, while there is
2 variation, it's generally within a narrow band.
3 Within each of the nonresidential customer
4 classes, there's greater variation in usage,
5 customer versus customer, in those classes.
6 And so the question had been, if you have just
7 one single credit for a subclass, such as
8 commercial and industrial greater than 3,075
9 therms, then you may be providing a large credit
10 for the smaller customer in that class, which
11 may be a much smaller relative credit for a
12 larger customer in that class. So the
13 volumetric driver created some variation that
14 aligned the credit with the size of the
15 customer.

16 For residential customers, that
17 variation is not so great, and so \$50 was
18 going to be meaningful for the vast majority of
19 residential customers. So we just looked at it
20 as to the variation in the usage of customers
21 and, therefore, the bill for customers within
22 each customer class.

1 CHAIRMAN KANE: The rate credit would
2 go against the distribution portion of the bill?

3 THE WITNESS: It certainly could be
4 seen as that. It would be a credit on the bill,
5 so it wouldn't be -- in my mind, it wasn't going
6 to be applicable only to that. If they had a
7 distribution charge and they had a purchase gas
8 charge, if they were a bundle customer they'd
9 get a \$50 credit off of that combined bill. If
10 they were a delivery customer, using a retail
11 choice competitive supplier, they would only
12 have a Washington Gas delivery charge. They
13 would still get -- as a residential heating
14 customer, they would still get the \$50 credit
15 off that bill.

16 CHAIRMAN KANE: Even if their
17 distribution charge was much less than \$50?

18 THE WITNESS: Yeah. Yeah. Mm-hmm.

19 CHAIRMAN KANE: Okay. On
20 interruptible customers, again, on this JA2D-1,
21 how many interruptions were reported in the
22 2014/2015 winter and 2015/2016 winter,

1 respectively?

2 THE WITNESS: I'd have to get you that
3 information. I don't have it immediately. We
4 can provide it.

5 CHAIRMAN KANE: And the second one
6 probably will be, too. Were there any current
7 interruptible customers who failed to interrupt,
8 but were supposed to interrupt in 2014/'15 and
9 2015/'16 winter, and, if so, please provide the
10 number of customers for each of those seasons
11 separately.

12 THE WITNESS: We will do so.

13 CHAIRMAN KANE: Okay. How do you know
14 if someone's a heating customer, a residential
15 customer?

16 THE WITNESS: When they request -- if
17 they're a brand new customer and we've not
18 served them before, then we're usually sizing
19 the service based on their demands. And so
20 we'll have a question of the customer or their
21 contractor or the developer to say, what burner
22 tips will you have in the house? So will you

1 have a furnace or a boiler? Most likely for a
2 new home it would be a furnace. And so that's
3 the driver behind that classification.

4 CHAIRMAN KANE: For new construction?

5 THE WITNESS: The decision usually
6 comes from new construction or, potentially, a
7 remodel that -- where we disconnect service and
8 then have to reconnect service after a more
9 robust remodeling may be done.

10 So we'll ask them what their uses
11 of natural gas will be and that guides us as to
12 what the size of the service will be and that
13 ultimately drives the what rate classification
14 will be.

15 CHAIRMAN KANE: So is it based on size
16 of service or, actually, whether they're heating
17 with gas?

18 THE WITNESS: Well, certainly, the
19 first question is, do they have a heating
20 appliance and that drives, primarily, the heat.

21 CHAIRMAN KANE: So Mrs. Jones buys a
22 house -- existing house, and Mrs. Jones buys a

1 house that has a old-fashioned gas boiler.

2 Mrs. Kane buys a house that has an old-fashioned
3 coal conversion. It still had the coal chute
4 there.

5 THE WITNESS: Wow.

6 CHAIRMAN KANE: It had a big boiler,
7 but it was converted. And over the 50 years --
8 46 years Mrs. Kane's owned that house, she has
9 gone through four furnaces, the most recent
10 being highly-efficient, but Mrs. Kane could have
11 put in electric heat, how would you know that
12 Mrs. Kane was no longer a -- you know, maybe she
13 just disconnected the boiler and put in electric
14 heat and the baseboards?

15 THE WITNESS: Certainly, looking
16 at the usage we'd start to see significantly
17 reduced winter usage, and that, potentially,
18 could drive a question for the customer as to
19 whether they should be reclassified.

20 CHAIRMAN KANE: Okay. How often does
21 that happen?

22 THE WITNESS: I don't know.

1 CHAIRMAN KANE: And this same question
2 came up with our electric -- our last electric
3 distribution rate case, where we actually made a
4 decision, I'm not getting into rate case issues
5 here, but I was just curious since you have such
6 a difference in the credit that is proposed and
7 in the numbers that you're talking about heating
8 and cooling versus non-heating and cooling
9 residential customers, \$15 dollars versus \$50,
10 how you -- how often does that change happen,
11 how does it happen, and whether is this an
12 appropriate way, were there to be a credit,
13 to be dividing it up into flat rates for
14 those two, rather than it gets back to my other
15 question on usage. A customer who does a lot of
16 cooking, might have a gas dryer, might have a
17 gas water heater, could, certainly, be using as
18 much gas as someone who's got an electric stove,
19 an electric dryer and a very efficient boiler,
20 right?

21 THE WITNESS: It certainly does
22 blend together what we now call the residential

1 non-heating/other versus what could be
2 residential heating. And I apologize, I
3 don't know whether our tariff drives us to
4 make some of those assessments and make some
5 investigations, Chairman Kane. I just don't
6 remember.

7 CHAIRMAN KANE: I don't ask that --
8 that will be in the next gas rate case, but my
9 question was, using that as a basis -- those two
10 categories as a basis for determining how the
11 credit would be used rather than were there
12 to be a credit, and I don't want this to be
13 interpreted as any particular view on that, were
14 there to be a credit for residential customers
15 categorical versus volumetric, okay.

16 I think that may finishes my
17 questions. Yeah. Thank you very much.

18 Okay. Redirect?

19 MR. BUCKLEY: Yes, Your Honor.

20 REDIRECT EXAMINATION

21 BY MR. BUCKLEY:

22 Q. Mr. Chapman, just a couple of matters.

1 If I can get you to stick with the
2 rate credit chart for just a moment?

3 A. Certainly.

4 Q. And just for clarity of the record, do
5 you see that there's some proposed difference in
6 the credit level for the residential heating and
7 the residential non-heating?

8 A. Yes, I do.

9 Q. And could you just state those for the
10 record, please?

11 A. Fifty dollars is the proposed credit
12 for the residential heating customer.
13 Residential non-heating/other is \$34, and then
14 a residential non-heating individually metered
15 apartment is \$15.

16 Q. Okay. Ms. Francis for AOBA, once
17 again, asked you a good number of questions
18 regarding the derivation of some of the rate
19 credit material on your exhibit. Do you recall
20 that AOBA asked any data requests regarding the
21 derivation of those numbers?

22 A. No. I do recall that they did not.

1 Q. And, secondly, Ms. Francis pointed you
2 to an exhibit from the prior rate case, which
3 had a date of 2015 for the test year. So that
4 would have -- even though you identified in
5 your testimony that there was a different time
6 period, it is over two different -- two
7 different -- excuse me, the difference in the
8 years was more than two years, correct?

9 A. Yes.

10 MR. BUCKLEY: That's all I have, Your
11 Honor, but I would like to clarify the bench
12 request before Mr. Chapman gets excused, just in
13 case there's further questions.

14 I have four. I have one listed as the
15 identifying which Virginia safety commitments
16 are applicable to the District; number two is
17 the cost-per-mile of replacements in the
18 District; number three, is the number of --

19 CHAIRMAN KANE: But that was,
20 specifically, in the context of project
21 pipes, --

22 MR. BUCKLEY: Thank you.

1 CHAIRMAN KANE: -- which is cast iron
2 and bare steel.

3 MR. BUCKLEY: Thanks.

4 Number 3, the number of interruptions
5 from 2014 forward, and also identify, to the
6 extent we have information on it, any
7 interruptible customers that failed to interrupt
8 in response to calls for interruptions.

9 CHAIRMAN KANE: Yeah. Two years in
10 the two winter seasons, 2014/'15 and 2015/'16.

11 MR. BUCKLEY: And lastly, Your Honor,
12 I think we can actually obtain this for you, the
13 routine survey of our gas usage. You asked
14 Mr. Chapman how often do we monitor gas usage,
15 and I believe we can get you some information on
16 that quickly.

17 CHAIRMAN KANE: Thank you. I know
18 it's a lot of data, but, if it's there, we would
19 like that as soon as possible.

20 MR. BUCKLEY: Yes, ma'am.

21 CHAIRMAN KANE: Okay.

22 MR. BUCKLEY: That's all we have.

1 Mr. Chapman's rebuttal, as well as his
2 exhibits, are already entered into the record.

3 MS. PATEL: DCG would like to move in
4 Exhibits 30, 31 and 32.

5 CHAIRMAN KANE: They are moved in.

6 (Exhibit No. DCG 30 admitted.)

7 (Exhibit No. DCG 31 admitted.)

8 (Exhibit No. DCG 32 admitted.)

9 CHAIRMAN KANE: All right. All right.
10 Okay, Mr. Chapman, you are excused.

11 Mr. Ammann, my indication is that
12 OPC's got about 30 minutes for Mr. Ammann and
13 AOBA has about 30 minutes for Mr. Ammann and I
14 think the Commission -- we just have a couple
15 that were deferred by Mr. Harris or Mr. O'Brien
16 to Mr. Ammann.

17 Yes. I think rather than starting
18 with the new witness, who we would probably --
19 might not get through at least in a reasonable
20 time tonight, we will start tomorrow with
21 Mr. Ammann. The Commission -- my understanding
22 is that federal government has resolved and does

1 not have questions for Mr. Reed; is that
2 correct?

3 MS. MEDLYN: That's correct.

4 CHAIRMAN KANE: That's correct.

5 And the Commission, I think, has gotten its
6 questions answered that we were going to ask
7 him, so we do not have any questions. Mr. Reed
8 will not need to appear. You can stipulate to
9 his --

10 MR. BUCKLEY: Thank you, Your Honor.

11 CHAIRMAN KANE: All right. Let me get
12 the order for tomorrow, then, yeah.

13 So we'll start with Mr. Ammann,
14 Mr. Toivanen, Selway, Mr. Reed we will not need,
15 Ms. Menaker, Mr. Hibbard, Mr. Lyons and Ms.
16 Starring, correct?

17 One to two hours?

18 Again, we do have time estimates from
19 the parties for some -- most of them are short,
20 but perhaps now that we've gone through some of
21 the questions, they may be shortened, you may
22 realize they've been answered. But if you can

1 update general counsel in any changes there. I
2 don't want to cut anybody short, but hopefully
3 maybe we can complete this tomorrow.

4 MR. SEARS: Chairman, with Witness
5 Reed being excused, we would like to note
6 that there are still some documents that we had
7 outstanding with the Joint Applicants that we're
8 seeking to have stipulated.

9 CHAIRMAN KANE: It would be dependent
10 on the stipulation for documents.

11 MR. SEARS: Correct.

12 CHAIRMAN KANE: Yeah.

13 MR. SEARS: Thank you.

14 CHAIRMAN KANE: But hopefully you will
15 get those settled and Mr. Reed will not need to
16 appear simply for the purpose of identifying
17 these documents.

18 All right. It's going to be cold
19 tonight, turn on your gas furnaces, and we'll
20 see you in the morning.

21 (Hearing suspended -- 4:59 p.m.)

22

C E R T I F I C A T E

I do hereby certify that the aforesaid testimony was taken before me, pursuant to notice, at the time and place indicated; that said deponent was by me duly sworn to tell the truth, the whole truth, and nothing but the truth; that the testimony of said deponent was correctly recorded in machine shorthand by me and thereafter transcribed under my supervision with computer-aided transcription; that the deposition is a true and correct record of the testimony given by the witness; and that I am neither of counsel nor kin to any party in said action, nor interested in the outcome thereof.

WITNESS my hand and official seal this 13th day of December 2017.



Ryan K. Black

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