STATE OF NEW HAMPSHIRE

PUBLIC UTILITIES COMMISSION

NHPUC 180CT'19H2:36

October 3, 2019 - 10:13 a.m. Concord, New Hampshire

RE: DW 19-084 PENNICHUCK WATER WORKS, INC. REQUEST FOR CHANGE IN RATES

PRESENT: Presiding Chairperson Kathryn M. Bailey Commissioner Michael S. Giaimo

Sandy Deno, Clerk

APPEARANCES:

Reptg. Pennichuck Water Works, Inc.:
Marcia A. Brown, Esq.
Larry Goodhue, Don Ware, Carol Ann Howe

Reptg. City of Nashua: Steven Bolton, Esq.

Reptg. Residential Ratepayers:
D. Maurice Kreis, Esq. Cons. Adv.
James Brennan, Dir. of Finance
Christa Shute, Esq.

Reptg. PUC Staff:

Christopher R. Tuomala, Esq.
Jayson Laflamme, Asst. Dir. Gas & Water
Robyn Descoteau, Analyst
David Goyette, Analyst
Anthony Leone, Analyst

COURT REPORTER: SUSAN J. ROBIDAS, N.H. LCR NO. 44

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PROCEEDINGS

morning. We're here today in Docket No.

DW 19-84 to consider Pennichuck's request to increase rates and alter the ratemaking methodology applicable to Pennichuck. We received an affidavit of publication on August 21st. I note we have one intervention request from the City of Nashua, and the OCA filed a letter indicating that it would participate in this docket. We also have a motion for confidential treatment of certain officer and director compensation and employee wages. Before we get started, let's take appearances.

MS. BROWN: Good morning,
Commissioner Giaimo, and then may I say Chair
Bailey today.

PRESIDING CHAIRPERSON BAILEY: It's acting chair, I guess.

MS. BROWN: Thank you. I am Marcia
Brown. I'm with NH Brown Law, representing
Pennichuck Water Works in this rate case. And
to my right is Larry Goodhue, who is chief

executive officer of Pennichuck. To his right it Don Ware, who is the chief operating officer. And to his right is Carol Ann Howe, who is the assistant treasurer and director of regulatory and business services.

MR. BOLTON: Steve Bolt, city corporation counsel for the City of Nashua.

MR. KREIS: My turn. Thank you.

Good morning, Commissioners. I am D. Maurice
Kreis, doing business as Don Kreis. I'm a

consumer advocate. My job here is to

represent the interests of the utility's

residential customers. I have a distinguished

team with me today. Jim Brennan, our director

of finance, and our new Staff attorney,

Christa Shute. And we're sorry it isn't

Commissioner Giaimo's turn to be the presiding

officer, but we take the Commission as we can.

PRESIDING CHAIRPERSON BAILEY: Well, thanks a lot, Mr. Kreis.

MR. KREIS: Well, it was your turn yesterday.

MR. TUOMOLA: Good morning,
Commissioners. Christopher Tuomola,

representing the Public Utilities Commission.

To my left I have Jayson Laflamme, assistant director of Gas & Water Division; to his left, Robyn Descoteau, utility analyst in the same division; to her left I have David Goyette, another analyst in the division; and at the end, Anthony Leone, another analyst in the Gas & Water Division.

Kreis.

PRESIDING CHAIRPERSON BAILEY: All right. Are there any objections to the City's motion to intervene?

MS. BROWN: None from the Company.

PRESIDING CHAIRPERSON BAILEY: Mr.

MR. KREIS: Commissioner Bailey, the OCA doesn't have any objection to the City of Nashua's intervention, but we do note that the City of Nashua is the ultimate owner of this utility. And it is I think unusual, if not unprecedented, for shareholders of investor-owned utilities to intervene as shareholders in proceedings. My understanding is that the City of Nashua is here in its capacity as a customer of Pennichuck Water

Works. That strikes me as eminently reasonable. But the Commission should consider limiting the scope of the City's intervention along those lines so that essentially there aren't two votes in favor of the shareholders' interests here in a docket like this.

MS. BROWN: If the Company may ask that the City of Nashua just concur with that characterization on its scope of involvement?

PRESIDING CHAIRPERSON BAILEY: My understanding from the motion is that you're here as a ratepayer. Is that correct?

MR. BOLTON: That is correct.

PRESIDING CHAIRPERSON BAILEY: Do you have any objection to being limited in scope as to your status as a ratepayer?

MR. BOLTON: No objection.

PRESIDING CHAIRPERSON BAILEY: Okay.

Thank you. All right. We're going to grant
the motion to intervene, but limit it to your
interest as a ratepayer.

MR. BOLTON: Thank you.

PRESIDING CHAIRPERSON BAILEY: All

right. Shall we take up the positions on the motion for confidential treatment of the employee wages and officer and director compensation?

MR. TUOMOLA: Staff doesn't have a position at this time, Commissioners, so we weren't prepared to go forward with an argument for or against.

PRESIDING CHAIRPERSON BAILEY: Okay.
All right.

MS. BROWN: And neither was the Company. But having said that, the arguments that are in that motion would be, if it needed to make a position today, would be what is already stated in the motion.

PRESIDING CHAIRPERSON BAILEY: All right. Mr. Kreis, do you have any position on what we should do about that?

MR. KREIS: I think that you should deny the motion.

PRESIDING CHAIRPERSON BAILEY: All right. Well, then we're not going to take it up today. We'll leave it to -- we'll treat it as confidential until there's a ruling.

Okay. With that, Ms. Brown, why don't you start us off with your initial position.

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MS. BROWN: Thank you,

Commissioners. I'm going to remain seated

just because I do have some prepared remarks

that I hope to abide by.

Thank you for your time this morning. And just to summarize the petition, Pennichuck Water Works has filed this general rate case because it's presently in an earnings deficiency. And to remedy that deficiency, Pennichuck has calculated that it needs to increase its revenue requirement by approximately 3.7 million. And in the petition it cited that bump in revenue requirement would result in a 11.91 percent rate increase. But it is complicated, or there's some nuance to that 11.91, in that, if you look at the impact to the customers on the bingo, what we call the "bingo sheet" at Tab 5, it comes out to a 7.85 percent increase.

There is also a QCPAC program for

the City of Nashua, a new intervenor this proceeding. The QCPAC is a qualified capital project adjustment charge. It's an annual true-up, and it's intended to incent aging infrastructure or replacement. And that annual true-up is happening. And part of the mechanism for the QCPAC is it gets absorbed into the rate case. So, even though the petition states it's 11.91, when you start adding and subtracting other rate mechanisms, the rate is either going to be 7.85 or actually less for the general metered customers because they will have the credit of the -- or they will have already had the QCPAC changing their bills.

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I'd like to move on to the notice issue --

PRESIDING CHAIRPERSON BAILEY: Before you move off of the QCPAC issue, can you explain to me why it makes sense to file a QCPAC in 2020 for recovery of the 2019 investments rather than do it as part of the rate case with a step adjustment?

MS. BROWN: Don would like to

address that.

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So, back when the QCPAC MR. WARE: was granted, at the time Mr. Naylor was head of the division, and he said this is in lieu of a step. We don't want to see step increases associated with rate cases anymore. Because basically we had a -- if you look at this, this was an 18-year test year. normally we would have gotten a step for capital invested in '19. That's effectively what the QCPAC is. So we could do it as a step, you know, instead of doing a QCPAC filing for the investments made in '19, which we would file for in '20 if we wanted to wrap. it up as a step, or we simply do the QCPAC process.

PRESIDING CHAIRPERSON BAILEY: Okay.

It seems to me like while you're in the middle of a rate case, it may make sense to do it as part of the rate case. But I think -- could you talk about that with Staff in the technical session and figure out what the most efficient use of resources is for that?

MR. WARE: Sure.

PRESIDING CHAIRPERSON BAILEY: Okay.

Thank you.

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All right. I'm sorry, Ms. Brown. Go ahead.

MS. BROWN: Thank you. I was just going to make note for the record all of the numerous notifications that the Company has undertaken to notify the public and its customers of this rate case. And as you noted earlier, the affidavit of publication was filed noting that the notice of the rate case was published in the newspaper, general circulation, within its service territory. addition, the customer notice that appears at Tab 6 of the rate case filing was also mailed through a special mailing to each and every customer of Pennichuck, and that included its special contract customers. The Company has posted a hyperlink on its web site to the Commission's docket informing customers of the pendency of this rate case. And it also has a Q&A, Answers to Commonly Asked Questions about the rate case to help inform its customers who visit the web site of issues in the rate case.

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I'd like to turn to the issue of what's driving the revenue deficiency. Property taxes is one of them, and these are more fully described in Don Ware's testimony. Property taxes continue to be a driver of the rate increases. Pennichuck, since its last rate case, which was based on a 2015 test year, has made approximately 25 million in investment in infrastructure maintenance programs, in addition to investment in its booster station and wells. As indicated with the QCPAC, it's been making investments in aging infrastructure. And this is an important program because it's reducing leaks in unaccounted-for water. And just to highlight that, the investment in unaccounted-for water has resulted in the unaccounted-for -- or the investment in infrastructure has caused the unaccounted-for water to go from an 18.5 percent increase -or 18.5 percent down to a 13 percent drop -or it's the percentage of its water that's unaccounted for. So that's been a great improvement. And that's in the core system.

As far as the community water systems, the investments have reduced the unaccounted-for water from 10.5 percent to 8.9 percent. So it's going in the right direction, and those are -- you know, if you save water, you save money. So it's a cost control measure for the Company.

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Also, operating expenses have increased. Cost of purification chemicals, power, sludge removal, labor costs have all increased. The Company has tried to control these costs, such as using seasonal employees to undertake seasonal activities such as painting hydrants or performing water quality monitoring. Another cost control measure that the Company has testified to in its prefiled testimony regards its control of healthcare costs. It's annual increase now averages 2.46 percent. And if you compare that with other businesses that are many times that rate, that's a testament to their ability to control costs.

I'd like to note that in this rate filing, the Company has provided a cost of

service study conducted by Concentric Energy Advisors. And I think it's, you know, common knowledge that most of a water utility's costs are fixed, and very few of them are variable costs. And so as to Pennichuck's system, in the cost of service study Greg Therrien found that 82 to 91 percent of Pennichuck's costs are fixed, and only 8 percent are variable. And given that difference in costs between fixed and variable, Mr. Therrien recommended a few changes to how the revenue requirement is allocated among the customer classes. while the general meter customers would see a -- would have a 7.85 percent increase for their share of the revenue requirement, the proposal is to increase the fire protection rates by 72.9 percent so that they will more fairly share their burden of the revenue requirement.

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Municipal fire protection rates are proposed to go up by 24 percent, and thus the City of Nashua's intervention. We understand the sensitivity of changing rate design, but

in lieu of a cost of service study and making sure that rates are reflecting who is creating those costs, these tweaks will make the rate design more fair.

I would like to make note that three customers have written in. They had requests for senior discounts. One person had objected to the rate increases, claiming that they were higher than the rate of inflation. The Company respectfully disagrees with that. But I just wanted to make note that these customer issues had come in. The third customer also was taking issue to the calculation of the rate design. I just wanted to make note that the Company is aware of these issues and will continue its efforts, outreach efforts to customers to try to clarify how rates are made.

With respect to the proposed changes to the ratemaking structure, you have Larry Goodhue's testimony and his supplemental testimony. Larry works for Pennichuck Water as their CEO. However, in his own right, he's an expert in accounting,

finance and tax. So it's a wealth of information and analysis that are contained in his testimonies. And he, in consultation with the rating agencies, have come up with some tweaks that they feel are necessary, that the rating agencies agree are necessary, and they are as follows, and they're also illustrated in Mr. Goulding's testimony: Creating a material operating expense surcharge. This would be an annual surcharge, unlike the QCPAC -- or the increases would trickle down to the customer rates like a QCPAC. And this would be to adjust for inflationary increases on material operating expenses. The Company would propose that the change in customer rates would coincide with the OCPAC just to avoid customer confusion.

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Other tweaks would be to include
the actual cash basis of incurred federal and
state corporate income taxes in the operating
expenses of Pennichuck's operating expense
revenue requirement, which the Commission has
previously approved; re-prioritizing the

usage of the 0.1 debt service revenue requirement funds that are collected each year; reallocate the imprest value of Pennichuck's aggregate RSF, which is the rate stabilization fund, in order to achieve an estimated two-year coverage for individual funds. And as noted in the testimonies, cash coverage is a concern of the Company.

The last tweak the Company proposes is treating debt issuance costs for long-term debt other than tax-exempt and tax-aligned issuances. Again, all of these are aimed to address the cash coverage and re-establish Pennichuck's positive outlook, with the overall goal of increasing Pennichuck's overall credit rating, which would then translate into lower cost of debt and savings to customers.

The Company would also like to note for the record that the Audit Staff of the Commission has already been conducting a review the Company's books and records. And the Company appreciates Staff getting going on that because it's customary in rate cases

for the audit to be done of its books and records, and that is already underway.

So, aside from that, the Company looks forward to reviewing the proposed procedural schedule that the Staff has already disseminated among the parties here and look forward to discussing the issues in the tech session. Thank you very much.

PRESIDING CHAIRPERSON BAILEY: Ms.

Brown, can you tell me how your proposal differs from an annual rate case? If we were to approve a surcharge for maintenance and operating expense increases every year, and you have a surcharge for capital investment every year, what would be left for a rate case, and why is that not the same as an annual rate case?

MS. BROWN: It's isolated expenses that are targeted to be trued-up and tracked according to their increase.

And I guess with that, I would ask, do you have any other --

PRESIDING CHAIRPERSON BAILEY: I mean, are there any other expenses that are

excluded that would be saved for a rate case?

It seems to me like you're asking for an annual rate case. So when you get into your technical session and you deal with this case, please keep that in mind. And also keep 378:7 in mind.

MS. BROWN: Yes. Thank you.

PRESIDING CHAIRPERSON BAILEY: Okay. All right. And also, I don't know if you can answer this question. But another question that came to my mind as I was reviewing the materials on a preliminary basis is it seems like you want to be treated like a municipal utility, but you still want to be regulated by the Public Utilities Commission. Has the Company considered just becoming a municipal utility?

MS. BROWN: That would require reopening Docket 11-026, which was basically the resolution of the six-year eminent domain battle in Docket DW 04-048, where the out-of-municipal -- the non-Nashua customers and municipalities did not have a comfort level that they had a venue to air any

concerns if they only could go to the city council or the City of Nashua. So there is a historic reason why the Commission required Pennichuck to remain a regulated utility, and it was basically to offer a venue for due process for non-Nashua customers and towns.

And I'm going to --

MR. GOODHUE: Sure.

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MS. BROWN: That list is going to be supplemented by Larry Goodhue.

MR. GOODHUE: Larry Goodhue, CEO of the Company. You know, that consideration has a lot of consequences which would be various Acceleration of current debt levels: impacting the bonds that were also issued by the City relative to this deal. So, really, taking that step back and reversing what was done several years ago would have a great deal of unintended consequences, which would be very detrimental overall to the Company's ratepayers relative to current debt issues that might be accelerated and things like There are certainly advantages to the regulation, as Ms. Brown mentioned, in that

1 Pennichuck Water Works is one of three regulated utilities in the state that are 2 operated underneath a consolidated corporate 3 group. All of the manpower and resources for 4 those three utilities are actually employees 5 that are staff or fleet of Pennichuck Water 6 7 Works that are cross-charged to those others. So when you look at the benefits and the 8 consequences of that, it's not just about one 9 10 entity, but it's about 30 different towns and 11 communities that are served in this state. And in the resolution under 11-026 from the 12 eminent domain process that preceded that, 13 that was something that was highly visible and 14 15 highly taken into consideration in the ruling 16 by the Commission relative to the eminent domain hearing relative to that entire 17 18 structure. Okay. 19 PRESIDING CHAIRPERSON BAILEY: 20 Thank you. 21 Mr. Bolt, do you want to give us 22 your initial position? 23 MR. BOLTON: I'm here to learn and

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observe and understand what this means for the

City of Nashua. I may sit in. Thank you.

PRESIDING CHAIRPERSON BAILEY: Just turn your microphone on, please.

MR. BOLTON: Is that on? Thank you.

Largely, I'm here to learn and observe and understand what the proposed rate increase in municipal fire protection is going to mean for the City. I expect that we will be happier the lower that increase is.

But I will be -- I welcome the opportunity to understand better.

PRESIDING CHAIRPERSON BAILEY: All right. Thank you. Mr. Kreis.

MR. KREIS: Thank you, Commissioner
Bailey. The Office of Consumer Advocate is
well versed in the cash flow nature of this
company's rate design. We understand how that
rate paradigm can impact the Company's bond
rating, and we know that lower interest rates
for the Company on its bonds has a favorable
impact on customer bills. So we have, over
the years, supported and contributed to the
development of that rate paradigm, or that
revenue requirement paradigm I guess I would

say, as it's been developed in previous 1 dockets. But with respect to the Company's 2 current rate filing, we need to understand, 3 and we'll get to understand presumably through 4 5 discovery and tech sessions, exactly how and why the Company is experiencing such a 6 significant revenue deficiency under its 7 8 current operating revenue mechanisms and what adjustments to those mechanisms are needed and 9 what adjustments to the Company's rate design 10 11 are needed in light of the cost of service I share Commissioner Bailey's concern 12 study. about what is essentially a request that the 13 14 Company be in a mode of perpetual rate adjustment outside of the traditional rate 15 16 case mechanism. Pennichuck Water Works is 17 still an investor-owned utility. Commissioner Bailey alluded to RSA 378:7, which talks about 18 just and reasonable rates. The last sentence 19 20 of that statute says, "The Commission shall be 21 under no obligation to investigate any rate 22 matter which it has investigated within a 23 period of two years." And I think that has a bearing on what we're talking about here. 24

Nevertheless, I have a high degree of optimism that we'll be able to come to some reasonable resolution in this rate case, and we look forward to the technical session and we look forward to agreement on a procedural schedule and look forward to participating vigorously in this proceeding.

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PRESIDING CHAIRPERSON BAILEY: Thank you. Mr. Tuomola.

MR. TUOMALA: Thank you, Commissioners. Staff, as has already been discussed, has circulated a proposed procedural schedule, and we'll be going through that with the parties first off in the technical session that will follow immediately after the prehearing conference. anticipate several rounds of discovery and several technical sessions to follow up on that discovery throughout the course of the proceeding. And generally at a high level, Staff anticipates discussing much of what's been brought up today, including the MOES surcharge, the impact of that on customers as you and Mr. Kreis discussed; the possibility

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of almost a full to partial rate case every year that Staff would need to examine; and periodic rate adjustments the consumers would be facing. We'd also like to take a look at the tangible effects of the credit ratings upon bond issuances and that the debt percentage -- excuse me -- the interest rate, and also the general nature of this ratemaking request. Each successive rate case that's been brought to the Commission has generally veered away from what was originally approved by the Commission in 11-026. But we look forward to working with all the parties together at technical sessions and concluding its investigation for the Commission. Thank you.

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PRESIDING CHAIRPERSON BAILEY: All right. Does anybody have anything else that we need to discuss before we leave you to your technical session?

MR. TUOMALA: Commissioner, I just wanted to add for the record, because I didn't state that the Staff has no objection to Nashua as an intervenor in this case.

1	PRESIDING CHAIRPERSON BAILEY: Thank
2	you. All right. Well, I will adjourn the
3	hearing and leave you to your technical
4	session and look forward to seeing the
5	schedule that you come up with. Thank you.
6	(WHEREUPON the hearing was adjourned at
7	10:41 a.m.)
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CERTIFICATE

I, Susan J. Robidas, a Licensed
Shorthand Court Reporter and Notary Public
of the State of New Hampshire, do hereby
certify that the foregoing is a true and
accurate transcript of my stenographic
notes of these proceedings taken at the
place and on the date hereinbefore set
forth, to the best of my skill and ability
under the conditions present at the time.

I further certify that I am neither attorney or counsel for, nor related to or employed by any of the parties to the action; and further, that I am not a relative or employee of any attorney or counsel employed in this case, nor am I financially interested in this action.

(ORIGINAL CERTIFICATION FILED WITH PUBLIC UTILITIES COMMISSION)

Susan J. Robidas, LCR/RPR Licensed Shorthand Court Reporter Registered Professional Reporter N.H. LCR No. 44 (RSA 310-A:173)

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