

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

ELECTRONIC JOINT APPLICATION OF PNG)	
COMPANIES LLC, DRAKE MERGER SUB INC.,)	
AND DELTA NATURAL GAS COMPANY, INC.)	CASE NO.
FOR APPROVAL OF AN ACQUISITION OF)	2017-00125
OWNERSHIP AND CONTROL OF DELTA)	
NATURAL GAS COMPANY, INC.)	

NOTICE OF FILING

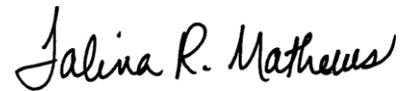
Notice is given to all parties that the following materials have been filed into the record of this proceeding:

- The digital video recording of the evidentiary hearing conducted on June 8, 2017 in this proceeding;
- Certification of the accuracy and correctness of the digital video recording;
- A written log listing, *inter alia*, the date and time of where each witness' testimony begins and ends on the digital video recording of the evidentiary hearing conducted on June 8, 2017.

A copy of this Notice, the certification of the digital video record, and hearing log have been electronically served upon all persons listed at the end of this Notice. Parties desiring to view the digital video recording of the hearing may do so at http://www.psc.ky.gov/av_broadcast/2017-00125/2017-00125_08Jun17_Inter.aspx.

Parties wishing an annotated digital video recording may submit a written request by electronic mail to pscfilings@ky.gov. A minimal fee will be assessed for a copy of this recording.

Done at Frankfort, Kentucky, this 9th day of June 2017.

A handwritten signature in black ink that reads "Talina R. Mathews". The signature is written in a cursive style with a large initial 'T'.

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Executive Director
Public Service Commission of Kentucky

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CERTIFICATE

I, Pamela Hughes, hereby certify that:

1. The attached DVD contains a digital recording of the Hearing conducted in the above-styled proceeding on June 8, 2017. Hearing Log and Witness List are included with the recording on June 8, 2017.
2. I am responsible for the preparation of the digital recording.
3. The digital recording accurately and correctly depicts the Hearing of June 8, 2017.
5. The "Hearing Log" attached to this Certificate accurately and correctly states the events that occurred at the Hearing of June 8, 2017, and the time at which each occurred.

Signed this 8th day of June, 2017.



Pamela Hughes, Notary Public
State at Large
My Commission Expires: April 22, 2019



Judge: Bob Cicero; Michael Schmitt

Witness: John Brown; Glenn R. Jennings; John MCGuire; Morgan K. O'Brien; Preston D. Poljack; Matthew Wesolosky

Clerk: Pam Hughes

Date:	Type:	Location:	Department:
6/8/2017	Transfer of Control	Hearing Room 1	Hearing Room 1 (HR 1)

Event Time	Log Event
8:26:58 AM	Session Started
8:27:00 AM	Session Paused
8:59:46 AM	Session Resumed
8:59:48 AM	Chairman Schmitt Preliminary remarks Note: Hughes, Pam Introduction of Vice Chairman Cicero
9:00:54 AM	Chairman Schmitt calss Case No. 2017-00125 Note: Hughes, Pam Joint Application of PNG Companies LLC, Drake Merger Sub, Inc. and Deltal Natural Gas
9:01:40 AM	Chairman Schmitt states notice was given and filed on 6/7/2017
9:01:57 AM	Introductions of counsel Note: Hughes, Pam Robert Watt and Monica Braun for Delta; Micheal Hornback and Frank Mellon for PNG, Drake, and Steel River; Larry Cook, Kent Chandler and Rebecca Goodman for AG; PSC staff Nancy Vinsel and Virginia Gregg
9:02:12 AM	Camera Lock PTZ Activated
9:03:09 AM	Camera Lock Deactivated
9:03:29 AM	Chairman Schmitt confidential motions to be ruled on later
9:03:57 AM	No outstanding motions
9:04:11 AM	Asks for Public Comments Note: Hughes, Pam No Public comments
9:04:42 AM	Chairman Schmitt asks for documents and exhibits Note: Hughes, Pam None
9:05:03 AM	Atty Watts calls Witness Jennings to the stand Note: Hughes, Pam Is sworn in by the Chairman. Glenn Jennings, Delta Natural Gas-Chairman of Board and CEO. No changes to testimony or Data requests and adopts his responses.
9:06:35 AM	Atty Cook - AG- cross exam of Witness Jennings Note: Hughes, Pam Regarding transfer of Delta and what does Delta do in regards to community involvement. Note: Hughes, Pam Regarding charitable contributions and what Delta does in that respect.
9:09:03 AM	Atty Cook - AG- cross exam of Witness Jennings Note: Hughes, Pam Regarding low-income funding and Delta's contributions.
9:09:36 AM	Atty Cook - AG- cross exam of Witness Jennings Note: Hughes, Pam Regards to economic development and what Delta does in that aspect.
9:10:24 AM	Atty Cook - AG- cross exam of Witness Jennings Note: Hughes, Pam Regarding low-income consumer advocates and Liheap program.
9:11:08 AM	Atty Cook - AG- cross exam of Witness Jennings Note: Hughes, Pam Regarding the four categories just discussed, need data in PHDR.
9:11:57 AM	Atty Gregg_PSC_ cross exam of Witness Jennings Note: Hughes, Pam Regarding the meeting held to approve the merger of Delta Natural Gas Co.

9:12:44 AM	Atty Gregg _ PSC- cross exam of Witness Jennings Note: Hughes, Pam	Regarding the Form 8-K filed with the Securities and Exchange Commission on 6-2-17, shareholders voted to approve compensation paid to Delta's executive officers.
	Note: Hughes, Pam	Who were the officers, amounts paid, and terms and conditions that must be met before the change in control payments are made.
9:15:18 AM	Atty Gregg _ PSC- cross exam of Witness Jennings Note: Hughes, Pam	Regarding employment agreements with PNG.
9:16:02 AM	Atty Gregg _ PSC- cross exam of Witness Jennings Note: Hughes, Pam	Regarding how the proposed acquisition will benefit Delta's customers.
9:18:12 AM	Atty Gregg _ PSC- cross exam of Witness Jennings Note: Hughes, Pam	Current status of each of these lawsuits.
	Note: Hughes, Pam	Regarding 3 lawsuits by Delta shareholders concerning this merger.
9:21:05 AM	Atty Gregg _ PSC- cross exam of Witness Jennings Note: Hughes, Pam	Regarding underlying issues in lawsuits being resolved.
9:22:42 AM	Atty Gregg _ PSC- cross exam of Witness Jennings Note: Hughes, Pam	Settlement of remaining issues of lawsuits and how will this be resolved with the law firms.
9:23:48 AM	Atty Gregg _ PSC- cross exam of Witness Jennings Note: Hughes, Pam	Regarding Delta and PNG talks about how the negotiations would be split up.
9:24:53 AM	Atty Gregg _ PSC- cross exam of Witness Jennings Note: Hughes, Pam	Regarding employment agreement with Delta and change in control provision.
9:27:08 AM	Atty Gregg _ PSC- cross exam of Witness Jennings Note: Hughes, Pam	Regarding that the customers will not be disadvantaged by the Joint acquisition of Delta.
9:29:46 AM	Atty Gregg _ PSC- cross exam of Witness Jennings Note: Hughes, Pam	Describe any opportunities that PNG may have to serve under-served communities.
	Note: Hughes, Pam	Regarding Witness Jennings opinion about such efforts to expand Delta's service area to areas currently without gas service being cost- effective.
9:36:07 AM	Vice Chairman Cicero cross exam of Witness Jennings Note: Hughes, Pam	Regarding Delta's union with PNG to transfer control and if they sought out someone to take control of the Company.
9:40:51 AM	Vice Chairman Cicero cross exam of Witness Jennings Note: Hughes, Pam	Regarding other bids made to Delta by other companies.
9:43:27 AM	Vice Chairman Cicero cross exam of Witness Jennings Note: Hughes, Pam	Regarding change in control contract and how long ago were those contracts adopted.
	Note: Hughes, Pam	Witness Jennings is the only one with an employee contract.
9:46:05 AM	Vice Chairman Cicero cross exam of Witness Jennings Note: Hughes, Pam	New owner will pick up that contract.
	Note: Hughes, Pam	Total value of all officers regarding this change in control. \$14 million over 5 officers and Federal govt.
9:47:01 AM	Vice Chairman Cicero cross exam of Witness Jennings Note: Hughes, Pam	Regarding the agreement of 12-18 months, will this be stand-alone entity. Witness Jennings gives his opinion that PNG will continue with the workforce operations the same way as Delta has.
9:50:16 AM	Vice Chairman Cicero cross exam of Witness Jennings Note: Hughes, Pam	Regarding how long Witness Jennings will stay on with the Company.

9:51:11 AM Chairman Schmitt cross exam of Witness Jennings
Note: Hughes, Pam Regarding if the Lawsuit filed in Federal court was dismissed on the merits or for another reason. Delta had never been served with the lawsuit.

9:52:45 AM Atty Watts states that lawsuits were a voluntary dismissal

9:52:59 AM Atty Watts redirect of Witness Jennings
Note: Hughes, Pam Officer agreements and change of control and qualifying event for termination.

9:53:52 AM Atty Gregg - PSC - cross exam of Witness Jennings
Note: Hughes, Pam Estimate for these discussions to occur.
Note: Hughes, Pam Negotiate further on employment agreements and if it has not been done because of Delta or PNG. Witness states there are no agreement to negotiate, 5 officers for Delta will be there as long as they decide to stay. PNG will let them know what they want as far as the officers continuing to stay.

10:00:38 AM Atty Gregg re-cross exam of Witness Jennings
Note: Hughes, Pam Statement about 5 Delta officers are waiting for PNG to propose something regarding them staying on after the transfer of ownership.

10:01:57 AM Vice Chairman Cicero re-cross exam of Witness Jennings
Note: Hughes, Pam Finalizing details. PHDR when details of 5 officers when finished.

10:02:33 AM Witness Jennings excused

10:02:41 AM Atty Watts calls John Brown to the stand.
Note: Hughes, Pam Sworn in by Chairman. John Brown - Delta Gas, Chief Operating Officer, Treasurer and Secretary. No changes to his responses.

10:03:37 AM Atty Gregg cross exam of Witness Brown
Note: Hughes, Pam Regarding no employment agreement with Delta and PNG's is pending an offer.

10:04:24 AM Vice Chairman Cicero cross exam of Witness Brown
Note: Hughes, Pam Regarding his duties with Delta.

10:04:45 AM Witness Brown Excused

10:04:58 AM Atty Braun calls Matt Wesolosky to the stand
Note: Hughes, Pam Sworn in by Chairman - Delta Gas -V. President and Controller. No changes to responses.

10:05:46 AM Atty Gregg cross exam of Witness Wesolosky
Note: Hughes, Pam Change of control agreement but no employment agreement. Waiting for PNG to propose agreement

10:06:33 AM Witness Wesolosky excused

10:06:59 AM Break

10:07:07 AM Session Paused

10:20:32 AM Session Resumed

10:20:35 AM Atty Hornback calls Morgan O'Brien to the stand
Note: Hughes, Pam Sworn in by Chairman- PNG - CEO.
Note: Hughes, Pam Adopts his testimony and responses without changes.

10:21:53 AM Atty Cook - AG _ cross exam of Witness O' Brien
Note: Hughes, Pam Would corporate office of Delta still remain in there service area. If PNG are the source of charges to Delta would they allow those records be available.
Note: Hughes, Pam Regarding books and records of Delta to be kept in Kentucky.

10:23:37 AM Atty Cook - AG _ cross exam of Witness O' Brien
Note: Hughes, Pam Question regarding taxes. Will Delta officers remain in the service area and customers will not have adverse consequences to this merger.
Note: Hughes, Pam Delta rate-payers to have no cost in regards to this transfer.

10:25:07 AM	Atty Cook - AG _ cross exam of Witness O' Brien Note: Hughes, Pam	Item of 7 Data request from Commission Staff. No responses to sub parts D and E of question C. Would applicants be willing to make those?
10:27:14 AM	Atty Chandler- AG - cross exam of Witness O' Brien Note: Hughes, Pam	Page 12 of Witness O'Brien's testimony, in application. Current and revised pipeline replacement for safety issues.
10:29:28 AM	Atty Chandler- AG - cross exam of Witness O' Brien Note: Hughes, Pam	Regarding Pipeline replacement programs and any differences to the one that Delta has in place. Committed to replace over a 20 year period.
	Note: Hughes, Pam	Prioritizing the replacement of pipes.
10:30:59 AM	Atty Chandler- AG - cross exam of Witness O' Brien Note: Hughes, Pam	Regarding costs of People's replacement of pipes. Provide in PHDR.
10:31:42 AM	Atty Chandler- AG - cross exam of Witness O' Brien Note: Hughes, Pam	Has Delta approved the independent board member. PHDR to each member of the board and short bio.
	Note: Hughes, Pam	Page 14 of testimony May 25 filing and response to Staff's DR. Post closing board for Delta.
10:33:02 AM	Atty Chandler- AG - cross exam of Witness O' Brien Note: Hughes, Pam	Regarding requisite in an independent board member. Reside in KY or in Delta service area.
10:33:46 AM	Atty Chandler- AG - cross exam of Witness O' Brien Note: Hughes, Pam	Page 8 of application, Last bullet point- expand Delta's partnerships. Will PNG commit only use shareholder funds to expand economic development and not put on rate-payers.
10:36:39 AM	Atty Chandler- AG - cross exam of Witness O' Brien Note: Hughes, Pam	Regarding programs PNG uses that Delta doesn't use to implement economic development programs.
10:38:09 AM	Atty Chandler- AG - cross exam of Witness O' Brien Note: Hughes, Pam	Regarding Witness Jennings stating any amount paid through any litigation paid would be paid post closing. All costs considered transaction costs will not be put on Delta ratepayers
10:39:23 AM	Atty Vinsel -PSC - cross exam of Witness O' Brien Note: Hughes, Pam	Regarding Response to Staff's 1st DR, question 9. Chart Mr. Poljack provided. Go over Corporate structure and entity's involved in this case.
	Note: Hughes, Pam	Role PNG plays in managing all these entities.
10:44:10 AM	Atty Vinsel -PSC - cross exam of Witness O' Brien Note: Hughes, Pam	Regarding the 5 subsidiaries, only 3 are providing gas service. 700,000 retail customers are served altogether
10:45:05 AM	Atty Vinsel -PSC - cross exam of Witness O' Brien Note: Hughes, Pam	Regarding as to when the acquisition of Delta was first contemplated.
10:47:34 AM	Atty Vinsel -PSC - cross exam of Witness O' Brien Note: Hughes, Pam	Regarding how this acquisition supports PNG's strategic plan and how it advances PNG's strategic goals.
10:51:35 AM	Atty Vinsel -PSC - cross exam of Witness O' Brien Note: Hughes, Pam	Regarding the decision on the five executives currently at Delta.
10:52:01 AM	Atty Vinsel -PSC - cross exam of Witness O' Brien Note: Hughes, Pam	Regarding discussions as to Delta's officers staying with the Company after the transfer.
10:56:55 AM	Atty Vinsel -PSC - cross exam of Witness O' Brien Note: Hughes, Pam	Regarding previous acquisitions and keeping employees that were already working.

10:58:10 AM	Atty Vinsel -PSC - cross exam of Witness O' Brien Note: Hughes, Pam	In direct testimony stated Delta will not increase it's rates. Post-closing Delta will apply for rate increase in near future.
10:58:50 AM	Atty Vinsel -PSC - cross exam of Witness O' Brien Note: Hughes, Pam	Regarding board - Current Delta board being reconstituted. Drake entity will go away. When will this independent board member be decided?
11:00:42 AM	Atty Vinsel -PSC - cross exam of Witness O' Brien Note: Hughes, Pam	Considering board member with a Kentucky resident and having the independent director also Kentucky resident.
11:02:07 AM	Atty Vinsel -PSC - cross exam of Witness O' Brien Note: Hughes, Pam	Regarding PNG committing to having a PNG board member as a Kentucky resident.
11:07:46 AM	Atty Vinsel -PSC - cross exam of Witness O' Brien Note: Hughes, Pam	Regarding testimony, referenced that PNG will have direct oversight over Delta's operations and having a relationship with the Commission. Please expand on this statement.
11:11:02 AM	Atty Vinsel -PSC - cross exam of Witness O' Brien Note: Hughes, Pam	In testimony, reference that PNG's current regulated utility subsidiaries are expanding thier footprint into underserved rural communities. Please explain extent of that expansion and how the expansion was funded; surcharge mechanism that funds system expansion, or the expansion been funded through base rates.
11:14:51 AM	Atty Vinsel -PSC - cross exam of Witness O' Brien Note: Hughes, Pam	Regarding any particular targets for Kentucky.
11:16:58 AM	Atty Vinsel -PSC - cross exam of Witness O' Brien Note: Hughes, Pam	Regarding current revenues from Delta being sufficient to support expansion of the Delta system.
11:18:08 AM	Atty Vinsel -PSC - cross exam of Witness O' Brien Note: Hughes, Pam	Regarding People's Service company. Customer service company for customers.
11:20:14 AM	Atty Vinsel -PSC - cross exam of Witness O' Brien Note: Hughes, Pam	Regarding the 3 wholly-owned non-regulated entities and will they be merged into Delta or ownership transferred to PNG.
11:21:56 AM	Atty Vinsel -PSC - cross exam of Witness O' Brien Note: Hughes, Pam	Regarding if PNG has a centralized call center.
11:24:52 AM	Atty Vinsel -PSC - cross exam of Witness O' Brien Note: Hughes, Pam	Regarding direct testimony on establishing a call center in Kentucky.
11:27:02 AM	Vice Chairman cross exam of Witness O'Brien Note: Hughes, Pam	Regarding investing into Kentucky the SAP system. Will this be paid by rate payers or transactional?
11:31:09 AM	Vice Chairman cross exam of Witness O'Brien Note: Hughes, Pam	Delta's current IT systems have been replaced but antiquated. SAP is customized interface. How long have they been using SAP?
11:32:44 AM	Vice Chairman cross exam of Witness O'Brien Note: Hughes, Pam Note: Hughes, Pam	Regarding employment contracts and not reaching an agreement and contracts being paid out. Long term incentive for those employees to balance out not triggering a payment. 14 million would be a transactional cost not a rate base. Market base compaensation transaction could flow back into a rate base.
11:36:18 AM	Atty Chandler redirect to Witness O'Brien Note: Hughes, Pam	Regarding taxes
11:36:46 AM	Witness O'Brien excused	

11:36:55 AM	Atty Hornback calls Preston Poljack to the stand. Note: Hughes, Pam	Works for PNG as the CFO. Adopts his testimony and responses with no changes.
	Note: Hughes, Pam	Is sworn in by the Chairman.
11:38:11 AM	Atty Chandler -AG- cross exam of Witness Poljack Note: Hughes, Pam	Response to AG DR 1.8. Capitol structure of Delta. His response to AG 1.7. Capitol structure of PNG and each of its subsidiaries. PNG Companies Consolidated is combination. PHDR provide holding companies capitol structure. PNG LLC and LDC
11:41:29 AM	Atty Chandler -AG- cross exam of Witness Poljack Note: Hughes, Pam	Double leverage - will applicants commit to maintaining 40% minimum debt of total capitalization. Provide in PHDR
11:42:28 AM	Atty Chandler -AG- cross exam of Witness Poljack Note: Hughes, Pam	Regarding previous acquisitions of other companies. PHDR to be provided.
11:43:42 AM	Atty Chandler -AG- cross exam of Witness Poljack Note: Hughes, Pam	Organizational structure. Staff's initial DR, item 9. Subsidiary companies are all LLCs. Which one is the ultimate company that pays the federal tax?
11:45:07 AM	Atty Vinsel -PSC- cross exam of Witness Poljack Note: Hughes, Pam	Regarding amended complaint to add the Stell Rivers entities. If Commission approves this transaction, what is estimated date this will close?
11:46:25 AM	Atty Vinsel -PSC- cross exam of Witness Poljack Note: Hughes, Pam Note: Hughes, Pam	Expected cash purchase price to get Delta, Application and financing is through existing credit facilities and cash flow. Expand on that.
11:47:45 AM	Atty Vinsel -PSC- cross exam of Witness Poljack Note: Hughes, Pam	PNG identified any cost savings that could result from synergies resulting from acquisition of Delta.
11:48:27 AM	Atty Vinsel -PSC- cross exam of Witness Poljack Note: Hughes, Pam	Familiar with provisions of KRS 278.2201-278.2213 which deal with cost allocation, transactions
11:49:09 AM	Atty Vinsel -PSC- cross exam of Witness Poljack Note: Hughes, Pam	Employees compensation plan compared to the one Delta has in place and will Delta employees being
11:50:01 AM	PHDR Note: Hughes, Pam	Comparison of employee benefits offered by PNG and Delta, and a per employee cost for each benefit for calendar year 2016.
11:50:23 AM	Vice Chairman -PSC- cross exam of Witness Poljack Note: Hughes, Pam	Regarding allocations from corporate down into Delta.
11:51:57 AM	Vice Chairman -PSC- cross exam of Witness Poljack Note: Hughes, Pam Note: Hughes, Pam	Regarding call center allocations Regarding allocation method of companies, dividends or allocation payments. PNG does not have plans to implement dividends at Delta, but will get Commission approval
11:56:39 AM	Atty Chandler - AG - re-cross to Witness Poljack Note: Hughes, Pam	300 million refinancing to 400 million for PNGs revolving credit facility. Done this morning.
11:58:07 AM	Atty Chandler - AG - re-cross to Witness Poljack Note: Hughes, Pam Note: Hughes, Pam	Covenant to consolidate debt ratio Page 3. equity and analysis. 1st paragraph. PNG's revolving credit facility. 5 year expiration. 40 to 45 million -PHDR

11:59:50 AM Atty Chandler - AG - re-cross to Witness Poljack
Note: Hughes, Pam Response to AG's 2nd DR, amount of 140 million. Consolidated amount of goodwill across its subsidiaries. Provide exact amount of good will.

12:00:50 PM Witness Poljack excused

12:01:01 PM Atty Hornback calls Witness McQuire to the stand.
Note: Hughes, Pam Sworn in by the Chairman.
Note: Hughes, Pam John McQuire - SteelRiver, Chief Legal officer. Adopts his testimony and responses with no changes.

12:02:14 PM Atty Vinsel - PSC - cross exam of Witness McGuire
Note: Hughes, Pam Overview of SteelRiver infrastructure and confirmation that PNG and SteelRiver are under common ownership and control.

12:04:57 PM Atty Vinsel - PSC - cross exam of Witness McGuire
Note: Hughes, Pam If Order approving by July 15, 2017, when will be closing date.

12:06:57 PM Atty Vinsel - PSC - cross exam of Witness McGuire
Note: Hughes, Pam With the amended application there is a statutory deadline was moved to September.

12:07:28 PM Atty Vinsel - PSC - cross exam of Witness McGuire
Note: Hughes, Pam Regarding how this transaction fits into SteelRivers strategic goals and investment strategy.

12:08:43 PM Vice Chairman cross exam of Witness McGuire
Note: Hughes, Pam Regarding the Autonomy and which levels will run each of the entities.

12:09:56 PM Camera Lock PTZ Activated

12:10:01 PM Camera Lock Deactivated

12:10:28 PM Camera Lock PTZ Activated

12:10:31 PM Vice Chairman cross exam of Witness McGuire
Note: Hughes, Pam 20 year fund, long term ownership
Note: Hughes, Pam Target acquisition and how this occurs to acquire these entities.

12:10:50 PM Camera Lock Deactivated

12:11:30 PM Camera Lock PTZ Activated

12:11:39 PM Camera Lock Deactivated

12:12:00 PM Witness Excused

12:12:17 PM PHDR
Note: Hughes, Pam AG's office and Commission Staff PHDR. Staff by June 12, 2017. Responses by June 16th.
Note: Hughes, Pam Briefs- Delta would like to write one, PNG also. Filed by June 22nd. AG also file brief.

12:13:00 PM Camera Lock PTZ Activated

12:14:25 PM Camera Lock Deactivated

12:16:14 PM Atty Watts
Note: Hughes, Pam Delta can save money by filing audited statements but need to do so quickly.

12:17:03 PM Adjourned

12:17:17 PM Session Paused

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