# COMMONWEALTH OF KENTUCKY BEFORE THE PUBLIC SERVICE COMMISSION 

In the Matter of:

| ELECTRONIC APPLICATION OF SOUTHERN | ) |
| :--- | :--- |
| WATER AND SEWER DISTRICT FOR AN | CASE NO. |
| ALTERNATIVE RATE ADJUSTMENT | ) |

## NOTICE OF FILING

Notice is given to all parties that the stenographic transcript of the January 8, 2019 and January 24, 2019 hearings in this proceeding, as transcribed by the court reporter, has been filed into the record of this proceeding.

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CHAIRMAN SCHMITT: We are now on the record. This is the Kentucky Public Service Commission. My name is Michael Schmitt. I'm chairman of the Commission. Seated to my right is Vice Chairman Robert Cicero and to my left Dr. Talina Matthews.

We are here today on Case No. 2018-0022 -- 00230, the application of Southern Water and Sewer District for an Alternative Rate Adjustment.

The reason for this hearing, which is basically to consider Southern's application for a rate increase, is for basically the following reasons. Although the application was filed here on, I think, July 3rd, 2018, information was obtained through data requests and otherwise. A staff report was issued and a few days after the staff report, Southern sent a letter, by and through its Chairman, I think, Paula Johnson, that the staff report was accepted. The Commission, however, is not bound to accept the staff report. And because of other issues that have come up in the case, we felt that it best to hold a hearing.

Some of those issues essentially are as follows: Prior to this case ever being filed late April, May -- I don't know -- I got a phone call from, I think, Joe Jacobs, who was then a Commissioner here, who indicated that a -- the Commission -Commissioners of Southern Water District were in need of a rate increase on an expedited basis, and I told him, well, they would have to file something.

He indicated that he had heard me speak at Pine Mountain State Park at a training session where $I$ indicated that the Commission was open, due to the problems of local rural water districts, to pipeline replacement programs which were different, or added on to a rate increase, but were basically where the water district would be required to replace infrastructure, fix leaks in other words.

Subsequent to that, I think I got a call or had a phone conversation with Holly Nicholas, who called and indicated she was working for the District and would be putting their rate case together. I then --
information was that basically nothing could be done until after the primary because of county judge and others perhaps were -- did not ask that no application be filed prior to the election.

I then got a call from Ben Hayden, who told me that they wanted -- needed to file a rate increase, that he doubted the District could survive for a period of six months without going into insolvency or bankruptcy because it couldn't pay its bills, and that was associated with somehow the City of Prestonsburg, the Prestonsburg Utility Commission's acquisition of not the sewer systems in question, but the -- the water assets in, what, Pyramid, Betsy Layne, Mare Creek area.

Subsequent to that there have been all kinds of things. The Attorney General -- we got a notice here that the Attorney General, I guess, was investigating some allegation that the general manager had -- was allowing people to have free water in exchange for, I guess, food or other services. We got -- we got customer comments from various people
that meters weren't being read and that their bills do not reflect what the -- what the true, I guess, nature of their water use was.

Subsequently, we had -- well, I guess before the rate increase was filed we had an inspector make a report, an inspection report of the District, who ultimately reported that employees told her that Southern was the next Martin County. And so that basically, along with, you know, isolated rumors here and there caused us to conclude that perhaps we better have a hearing and not necessarily go into great detail, but to try to get some understanding of what occurred.

In 2017 the Commission approved the proposed transfer of water assets and sewer assets from Southern to the Prestonsburg City Utility Commission, and at that time, based on the information that the Commission had, it looked like a win-win situation for both entities. We had no idea that there were other potential problems in the offing and -- but apparently that transaction has
not been fully completed at this time. I know that apparently in, what, July -- June, July of this year maybe sewer assets were transferred. I don't know if water assets were transferred or not.

We had communication from U.S. Department of Agriculture Rural Development that they had liens on the project. Somebody from county government, I think initially Judge Hale, before the case was filed, and then later somebody else called in here and said that Floyd County -actually, Floyd County government owned the assets of the water system. So we don't know exactly what's going on, but we got a drop-dead date of February 12th to try to sort some of this stuff out, and our goal is to be as fair as possible to the water district to provide the money it needs to survive, but by the same token there are a number of other issues here that at least require some explanation, to the extent we can do it, in this limited -- this limited hearing.

So having given that explanation --
and I also want to point out that Mr. McNeil, from the Attorney's General's Office, filed comments to the staff report. The staff report recommended more money for Southern than Southern had asked for, and that's not unusual because -- in the rural water districts that happens many times. But the Attorney General, after reviewing the information -- and I don't know anything else about the other things the AG's been doing -- recommended that an investigation be opened, that certain requirements be placed, reporting requirements be placed on Southern if the rate increase and the additional money were granted. And for that reason also we're -- we're here basically just to try to see where we are.

We have in this case, and in prior cases, much to my regret, but it's been necessary I think, subpoenaed Mr. Campbell and -- and Mr. Stapleton, or whoever from City of Prestonsburg, to try to get additional information from a third party. And so I'll say this now as we go forward. Mr. Campbell has had to stay here sometimes
into the late afternoon on these hearings, and so today what we would like to do is, when we get into the hearing, is call Mr. Campbell first to try to get some information from him on the present status of the water assets and the transfer, and then to allow everybody to ask Mr. Campbell questions that might want to, but so that he could leave and not be stuck here all day on something that is probably of only collateral interest perhaps, and perhaps not, to him.

Okay. So at this time moving forward, would counsel for Southern Water District please state for the record your names, the names of your firm, your address, the clients that you represent, and the people you have here perhaps that will testify today.

MR. STROBO: Thank you, Mr. Chairman. My name is Randy Strobo. I'm with Strobo Barkley, PLLC, 239 South 5th Street, Louisville, Kentucky 40202. To my left is Ned Pillersdorf; to his left is Clay Barkley. And we all represent Southern

Water District, Southern Water and Sewer District.

We are here today with Mr. Dean Hall, who is the manager of the District, and the five board members, as requested by the Commission. And we also have present Danny Stinson, Kentucky Rural Water Association, and -- and Holly, who is with the -- the engineer that filed the original rate application.

I would also like to say thank you to the Commission. It's partly my fault that we have been delayed, and you-all have accommodated my family issues, so I really appreciate that.

CHAIRMAN SCHMITT: No. Thank you. It was obviously justified and we were happy to do it. It's unfortunate that we -- that not only that happened, but we had to request an extension because our staff has been substantially reduced, and it's important that we get as much information and are able to dissect it or digest it prior to the time that rates can be put into effect, and so that was reasonable -- we're happy
to accommodate you on that -MR. STROBO: Thank you.

CHAIRMAN SCHMITT: -- under those circumstances.

All right. For the Attorney General? MR. McNEIL: Yes. Justin McNeil on behalf the Attorney General's Office.

CHAIRMAN SCHMITT: Okay, thank you. And staff?

MR. BOWKER: Andrew Bowker, Ariel Miller and Eddie Beavers on behalf of the staff, Commission staff.

CHAIRMAN SCHMITT: Okay, thank you.
We had subpoenaed, I guess, Terry Fyffe, the individual who did the appraisal, but apparently he's out of state for a while, so we excused him with the understanding that we may have to take his testimony either by getting him in here sometime between now and the 12th, or making arrangements to depose him on some basis to get his evidence into the record.

Now, has -- can counsel for Southern advise as to whether or not a notice of this hearing has been published?

MR. STROBO: It has.
CHAIRMAN SCHMITT: And if you -- have you filed it? If you have -- and are you in a position to do so now, if not?

MR. STROBO: We have copies of the notice and I believe it was filed this morning electronically. Was it?

MR. BARKLEY: It's going to be, but, yeah.
MR. STROBO: So I can bring this to you now.

CHAIRMAN SCHMITT: If you could, yeah, just give it to the reporter and she'll hold it. There's no need to mark that, but if you could just take custody of it.

All right. Before we begin, Mr. Strobo, are there any pending motions or anything you'd like to bring before the Commission before we start?

MR. STROBO: Chairman, no, we don't have any pending motions. The one concern that, you know, we've -- we've been discussing this for, you know, the past month or so, and as you know there's a previous case, the 2017 case, the asset transfer case, and we understand that the Commission needs to
review that for purposes of this rate case, but we also wanted to, you know, put forward that that case was finally adjudicated. The AG's office did not intervene in that case, and the PSC made a decision based on what was before them at that time. You know, hindsight is 20/20. Maybe some things weren't the way or -- you know, we didn't see things the way that we see them today, but we're here today for a rate case. We're here because Southern District desperately needs help.

So to the extent that we're going to go and re-adjudicate that case, I don't think today is the time for that, although we understand that you want to know more information about it. We are here to get some relief for my client and through the rate case. So I know there's a fine line there between being able to, you know, go back and not re-adjudicate that case. I don't think it's appropriate to re-adjudicate that case, it's final, but at the same time we understand that there's some information that you need to know about
that case. So I just wanted to make that clear before we start.

CHAIRMAN SCHMITT: Well, we don't intend to re-adjudicate that case. That case is over. However, the rates in this case, in some respects, will be based on whether or not those assets have been transferred, whether they are going to be transferred. Whether that transaction needs to be unwound, we don't know at this point and -so, yeah, but we understand, but we don't intend to relitigate that case here today. Although, I will say I don't know what the evidence will show as to whether, you know, there will be any further proceedings, additional proceedings under a different case number arising from that. We just don't have any information.

MR. STROBO: And we would agree with that. We're here for the rate case, and Southern District is, you know, hurting right now, so we're hoping that we can get a decision quickly from this Commission to help them out.

CHAIRMAN SCHMITT: Yeah. Well, we want to
know how bad you're hurting, too. MR. STROBO: Right, I understand. CHAIRMAN SCHMITT: That's one of the reasons why you're here.

MR. STROBO: Right, yeah. Understand. CHAIRMAN SCHMITT: Right? Okay.

Now, before we start these -- these hearings, or the testimony, the public is always given an opportunity to step forward and make any comment that that person or persons may have into the record. At this time is there anyone here who would like to step forward and make a comment or a statement to the Commission about the matters that are before the Commission today, that being this rate case?

I think we got a phone call yesterday from some member of the public that indicated he or she -- I'm not sure who or which gender it was -- intended to be here perhaps and make a statement, but there doesn't appear to be anyone in the hearing room at this time. If someone later comes, we'll consider perhaps letting them -letting them speak.

Okay. Mr. Strobo, how we'll handle this is we'll call Mr. Campbell first. The Commissioners, normally we would allow the attorneys to ask questions, but because we want to get to the heart of the issue, the Commissioners will ask questions first of Mr. Campbell, followed by staff and then the AG if he wants to, and then you can -- you can have the last -- the last bite at the apple. Okay? After that, as we put on other witnesses, your witnesses, you can just -- we can basically call them, put them under oath. Staff will ask questions to get the information we think we need, and then you'll always be able to follow up, and the AG will follow -- follow staff. Is that okay with you?

MR. McNEIL: Perfectly acceptable, Chairman. CHAIRMAN SCHMITT: Thank you. All right. At this time, Mr. Campbell, will you please take the stand.

Will you please raise your right hand.
THE WITNESS: (Witness does same.)
CHAIRMAN SCHMITT: Do you solemnly swear or
affirm under penalty of perjury that the testimony you are about to give will be the truth, the whole truth and nothing but the truth?

THE WITNESS: I do, sir.
CHAIRMAN SCHMITT: Thank you. Please be seated.

*     *         *             *                 *                     * 

The witness, TURNER E. CAMPBELL, after first being duly sworn, was examined and testified as follows:

## EXAMINATION

BY CHAIRMAN SCHMITT:
Q Okay. Would you please state your name and business address for the record, please?

A Turner E. Campbell. Business address is Prestonsburg City Utilities Commission, 2560 South Lake Drive, Prestonsburg, Kentucky.

Q And, Mr. Campbell, are you here today testifying pursuant to a subpoena?

A I am, sir.
Q The Prestonsburg's mayor, Less Stapleton, is he here?

A Yes, he is.
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Q Okay, thank you.
Now, Mr. Campbell, you're aware that, I guess, in 2017 a joint application or petition was filed, was it not, by the City of Prestonsburg Utility Commission and Southern Water and Sewer District asking for an order from the Commission permitting the transfer of sewer assets and water distribution assets to the Prestonsburg Utility Commission; is that correct?

A That's correct, sir.
Q Now, without going into all of the detail, but for the benefit of making a record here, $I$ know you filed a letter in that case in response, $I$ guess, in this case and in response to Southern's position that it needed the funds because of the acquisition of those assets, or at least the water assets by Prestonsburg; is that correct?

$$
\begin{array}{ll}
\text { A } & \text { That's correct, yes. } \\
Q & \text { Can you tell -- tell the }
\end{array}
$$

Commission briefly what the impetus was or the reason for Southern wanting to convey the sewer assets and/or water assets to the City of Prestonsburg?

A Being as brief as I can -- it's
kind of a long process at the time. But nearly three years ago now, the judge executive at the time came to our organization with -- our former superintendent was still there, and he met with both of us. And he basically stated that he's come to us because we need to get Southern out of the sewer business. I said, well, you know -- and David Ellis, our former superintendent, and I both agreed, well, you know, that's doable, but we would need to have at least the water customers in the sewer served areas for billing purposes. It's just simpler process to have that arrangement.

At first he, you know, said, well, no way, that's not what we need to do. And I said, well, then we don't have a way to negotiate and no point to negotiate. And after talking for probably 30 minutes to an hour, he came around to see that that was something that would make the transaction work better for Prestonsburg City Utilities and to relieve Southern of the responsibility for providing sewer services in the -- those areas in question.

Q Okay. What problems, if you know, was Southern having with respect to operating its sewer facilities?

A The biggest problem they had was
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with the Wayland Wastewater Treatment Plant and collection area. It's simply gone to the total state of disrepair and was at the point where that the Division of Water was very close to beginning enforcement action and fines. Much more limited at the Eastern system, and Harold, Betsy Layne was functioning, but had some problems as well. So that's where the -- that's where they were at. It was at a -- kind of like looking across the Grand Canyon for them. No way of getting across and getting it repaired.

Q Did Southern have operators who were qualified to run those plants?

A They did not, I understand.
Q
Do you know, either from Southern or from -- subsequently from taking operational control of those plants, the potential fines or civil penalties that were -- could possibly be assessed against Southern?

A I don't know the exact amount, but they were -- they were imminent. And we helped Southern draft a letter stating that -- what we were getting ready to do, step in and assume operational control and hopefully bring the -- at least the Wayland plant back into compliance as
soon as possible.
Q Has that been done?
A It has. It was done early on, yes, sir.

Q
Now, with respect to the water -services of the water distribution system, exactly where in Floyd County are those -- are those systems? Apparently, there were, what, two? And they may or may not be connected?

A Well, both systems, both of those areas were contiguous to our system, but they were in the remote part of Southern's system. The Harold, Betsy Layne distribution system was across the Big Sandy River from Southern's actual original operating area. And the Pyramid, small system, was across the mountain, Hippo Mountain, from Southern's actual operating area. Much harder for those two areas to be served by Southern. We provided most of the water in the Harold, Betsy Layne system already through wholesale agreement, and then a lot of times we had to provide the water in the Pyramid system as well.

Q And with the transfer of both the sewer assets and the water assets, were apparently to be accomplished through the terms and provisions
of an asset purchase agreement which has been filed in the record in one or both of these cases --

A Yes, sir.
Q -- is that correct?
A That's correct.
Q And what was the original purchase price that was agreed on between Southern and Prestonsburg?

A The original purchase agreement between Southern and Prestonsburg was 2.14 million. In addition to that -- I'm not sure if that's been a part of the record or not, but the judge executive -- early on in this $I$ stated that $I$ felt like that the -- the asset transfer would be worth between 4.1 and 4.3 million dollars.

And he said, well, that's -- that's okay, but he said what about the loan that the fiscal court owes, the bond issue the fiscal court owes on behalf of Southern.

I said, well, that's not something that we at Prestonsburg can decide on for you. I'm telling you -- you know, that's while I'm speaking to him -that that is what this deal is worth to Prestonsburg City Utilities. The pieces of it fitting together, I would rather see us pay off more debt for

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Southern, direct debt.
He said -- and I'm just going to state it the way he said it. He said, well, politically for him it would be better for Prestonsburg City Utilities to pay that bond issue that -- from funds that had been spent on behalf of Southern, but was actually fiscal court's liability.

Q And the judge executive that these discussions were with, was that Judge Hale?

A Yes.
Q And was Judge Hale also the person who came to you several years ago to discuss a transfer of the sewer assets from Southern to Prestonsburg?

A Those two conversations actually happened the same day.

Q So the -- we had a copy, or were furnished, I guess, a copy of a statement of intent, and I don't think it was -- I don't know if it was -- a lot of documents we've gotten here aren't signed, so I assume that it's -- that the statement of intent at some point was executed --

A Yes.
Q -- is that correct?
And it indicated that the -- I guess the
total here was $\$ 2,139,715.08$, and maybe it was a little more than that. I don't know.

A That's correct.
Q But the payments to be made were, one, the long-term loans and bonds; right? KIA Loan A0406, another KIA Loan, two more -- three KIA loans, one USDA Rural Development Bond, No. 9105. And the total of those loans were $\$ 1,478,010.20$.

A That's correct.
Q Now, the consideration involved Prestonsburg actually paying off these loans?

A Yes, sir. Paying off an assumption.

Q Okay. Well, the payment, I assume, of a million-478 or so would -- that would pay off -- make payments, but if there were other debts outstanding or other amounts outstanding on those loans, they would be assumed by Prestonsburg; is that correct?

A That's correct. We did, in actuality, assume the two KIA loans that were against the Wayland plant and the Harold plant. We just assumed those loans through KIA and then we paid off directly the USDA RD loan.

Q Okay. So the KIA loans,
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Prestonsburg is presently making payments on those loans today --

A Yes, sir.
Q -- is that correct?
A Absolutely.
Q
Then there were short-term loans: First Guaranty Bank, office building; First Guaranty Bank, trucks; First Guaranty Bank, Dean's truck; Citizens National Bank, excavator; First Guaranty Bank, line of credit. All right.

Now, were those loans assumed by Prestonsburg or paid off?

A Neither, sir. They were -- that was the intent, of course, the statement of intent.

Q All right.
A And funds that we issued actually in the transaction early on, more like earnest money or down payment, or whatever, we purchased some trucks and we purchased a new computer and billing system, and we had to advance some funds in order for Southern to have matching funds for a FEMA project. And then after we assumed the operating control of the assets July 1 of '17, shortly thereafter we were having to advance more money, some money each month, to Southern to assist

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them in operating. So that, I guess you would say, took the place of paying off those local loans that was in the original statement of intent.

Q Okay. Well, in the statement of intent the total of those local loans was $\$ 314,694.88$. Do you know approximately -specifically if you know, but if you don't, approximately how much Prestonsburg paid for the -the, I guess, computer system, the other items that you mentioned, plus the advancing of additional funds? What did all that amount to, about?

A That would amount to the difference between what you see there as the payoff and assumption of those loans and the 2.139 figure from the original statement of intent. So you're talking another, whatever that is, 750, 800,000 dollars probably.

Q That actually has been paid in addition --

A Oh, yes, sir.
Q -- is that correct?
A Yes, sir. We at Prestonsburg have -- have actually either paid out or paid off loans, or assumed loans, that total 2,139,715. That's -- that's history now.

Q Then there was capital
improvement purchases, a rehabilitation of Wayland Wastewater Treatment Plant and lift stations, 145,000, and then the billing software and four desktop computers, $\$ 38,510$. Was that included in the amount that you --

A Yes, sir.
Q -- just mentioned?
And then there's the last group of items called cash payments to Southern for vehicles and equipment. Mini excavator $\$ 50,000$, new trailer for mini excavator $\$ 3,500$, one-ton dump style four-wheel drive truck $\$ 50,000$, two new four-wheel drive extended-cab pickups 60,000, for a total of $\$ 163,500$. Has that been paid?

A Not in that exact detail. There was no excavator and no trailer purchased. There was a dump truck, a one-ton series dump truck, and a crew cab four-wheel drive heavy duty pickup, and another crew cab pickup, a total about 115,000 actually.

Q So how much approximately has Prestonsburg paid toward the total consideration that's set out in the statement of intent of 239 -\$2,139,715.08?

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A
Q

A than that, no. We've been out substantial hundreds of thousands for, you know, rehab of the infrastructure system in the water areas in particular, rehab of the Wayland sewer plant, Eastern plant and Harold and Betsy Layne plant.

Q Now, when the 2017 transfer case was filed with the Public Service Commission, of course, these documents were filed, the proposed asset purchase agreement. I think later the operation maintenance agreement. After there was a -- I guess a delay or something that prohibited the transaction from closing --

A Correct.
Q -- last year.
So I'd like for you to tell us for the record, please, what was it that prohibited the transaction from closing June, July of 2017.

A We were informed by USDA RD that certain, I guess you want to call it -- the regs stated that certain steps had to be taken before they could release the liens that they hold on the debt service, income for Southern, and officially
sign off on the transaction. A part of that was having to -- an appraisal done that basically would state the value that -- of the transaction based on present value of future income being changed from Southern over to Prestonsburg, and the appraisal would also have to assess an opinion on the viability of both concerns going forward after the transaction.

Q Did Prestonsburg Utility Commission have loans with USDA Rural Development?

A Yes.
Q So they were interested in both entities?

A Yes, sir.
Q They had loaned money to Prestonsburg, which was outstanding, and also to Southern, obviously?

A That's -- that's right.
Q Now, this long-term -- under A in the statement of intent, the USDA RD Bond No. 9105 for $\$ 512,990$, was there one or more other Rural Development loans other than that one?

A Not in our transaction.
In the beginning, to step back to the discussion that David Ellis and I had with Judge

Hale, I wanted to pay off another couple of million of the USDA RD debt, and that quickly was put to rest because he wanted to be -- the fiscal court had to be paid off, okay. That just gives you a little bit more details of the transaction. That was -- we didn't pay off any more RD debt other than the 400 and some thousand.

Q But there is more RD debt --
A Yes, sir.
Q -- outstanding to Southern?
A Absolutely.
Q Is that correct?
A Yes, sir. About 4.4 million.
Q Now, I know from looking at the asset purchase agreement, one of the conditions going forward was that -- that lienholders had to approve the transaction, and one of those lienholders was Rural Development --

A Yes.
Q -- right?
A That's correct.
Q This appraisal, that we got a copy of a week or two ago for the first time, values the -- values the transaction at a little more than 4 million dollars; does it not?

A That's correct.
Q And is that about what you think the transaction was worth?

A In the beginning. I had studied it quite extensively and I felt like between 4.1 and 4.3 should have been an appropriate figure.

Q Okay. But at the time the agreement, initial agreement, was reached and the asset purchase agreement was executed, the consideration was about half of that amount; is that correct?

A Directly to Southern or on behalf of Southern, yes.

Q Well, I guess I mean if -- if the -- if Rural Development had approved the transaction, I assume Prestonsburg didn't intend to pay any more than the $\$ 2,139,000$; would that be fair to say?

A At that point in time, that's correct.

Q Now, we got, I guess, or this year a letter, maybe from Mr. Talley, who was an attorney in the case. Was he Prestonsburg's attorney or was he representing all parties, or can you tell us?

A
We kind of threw that out for -for an opinion at the time. When we first began some of the early talks, we were utilizing our own corporate attorney, Kip McNally from Louisville. And talks were seemingly going kind of nowhere. So Mayor Stapleton and I met with Chairman Johnson, Paul Johnson, to see -- you know, give us an idea of what you think as -- what we should do as far as an attorney. And Mr. Talley's name was mentioned, and she was very encouraged by that and had known him for a long time and felt like that -- he would be a good attorney, because we kind of threw it out there, well, who would you-all like basically, and that's -- that's where it ended up with Damon Talley representing both parties in this joint application.

Q So these agreements that were drafted -- well, the asset purchase agreement and the operation and the maintenance agreement, all were drafted by Mr. Talley --

A Yes, sir.
Q -- is that correct? Representing
both parties?
A Yes, sir.
Q
With the consent of both parties?
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A
Q
So I think Mr. Talley sent a letter June, July, perhaps, of 2018, in the transfer case indicating that the sewer assets, all right, had been transferred.

A Yes.
Q All right. But I -- now, did somebody have to approve the transfer of those sewer assets? Did Rural Development have to -have to approve that transfer?

A No, sir. It was -- it was determined that -- that the loan covenants had not addressed the sewer assets of Southern Water, so they were, to put it in a short manner, free and clear to be transferred. So June 28th of 2017 all sewer assets, sewer-related assets were transferred to Prestonsburg officially.

Q Okay. But from the date of -the date the operation and maintenance agreement was executed, I think maybe effective July 1st, 2017 forward, any money that was put into those systems by Prestonsburg was not toward paying any consideration for those assets; is that --

A That's correct.
Q -- fair to say?
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A That's correct, sir.
That was just an expense that Prestonsburg absorbed on the faith that ultimately it would acquire legal title to those properties -A Absolute.

Q -- is that correct?
So as of today has Rural Development approved the transfer of the water distribution assets from Southern to Prestonsburg?

A They have not.
Q Has Rural Development indicated to you or to Southern, to your knowledge, based on hearsay or anything else, when or if at all they expect to approve such a transfer?

A No, they haven't. They have -it's almost like they're -- they've not changed the rules of the game, but addressed them in a different manner. They're asking that we pay off another huge chunk of Southern's RD debt in order to make the transaction take place.

Q Okay.
A And did not give Prestonsburg City Utilities credit for a substantial portion of the original 2.14 million toward the purchase of the water assets. So in all we would be paying off
probably 3.5 million of Southern's outstanding 4.4 million $R D$ debt in order to satisfy RD at this point in time.

I might add that we, with the mayor's guidance, we've been able to determine that the fiscal court will not get 2 million dollars in this transaction. That particular $\$ 1,865,000$ is sitting in the City of Prestonsburg's coffers to be paid on RD debt for Southern, and that's where we stand to date.

Q All right. Let me see if I can clear this up so I can understand it. It appears complicated.

All right. Rural Development -- is your understanding Rural Development, by virtue of its loan to Southern, has a lien on the assets in question, or is it that basically if there's a transfer without -- without approval the outstanding balance becomes due and somebody's got to pay it?

A Well, it's technically still Southern's debt, so that's -- that's the -- the payor, I guess you would say, the debtor. We have no problem at all with paying the million-865 to complete this deal, which basically puts the deal where $I$ said it should be in the beginning and
where the appraiser has said the deal is worth, and that's a little more than $\$ 4,000,000$.

Q All right. So -- all right. At this point it's Prestonsburg's position that based on what you believe to be the fair market value of the assets, the sewer assets and the water assets combined; right --

A Yes.
Q -- that being between 4.1 and $\$ 4.3$ million, and that's not inconsistent with the Fyffe appraisal which --

A That's correct.
Q -- report which was apparently from November or something of this year?

A I might add that the -- not to interrupt you, but I wanted to add one more little item there. USDA RD has taken the position that the appraisal that Mr. Fyffe has put out to Southern and Prestonsburg is only on the water assets.

Q Okay.
A And that, to me, is a big point that, you know, should have been cleared up early on that, you know, it's 4.1 whatever million for the sewer and water assets. We've all known that
from the beginning. And the appraiser, you know, based his appraisal on the loss of revenue by Southern reported to your Commission. So I'm not seeing where that USDA RD is coming from in saying that his appraisal is only on the water assets.

Q So for Rural Development to approve the transfer of the water assets, they tell you, at least, they're going to require $\$ 3.5$ million paid to them?

A Yes. Would substantially --
Q In cash --
A -- relieve them.
Q They don't want to let you assume that obligation. They want their money in "coin of the realm" or will they let you assume that obligation?

A Well, I think they would if we were in agreement with that. We are in total agreement with paying $\$ 1,865,000$ to them on Southern's RD debt. That's not a problem.

Q But that's \$2,000,000 less than Rural Development wants --

| A | Yeah. |
| :--- | :--- |
| Q | -- correct? |
| A | Basically. |

Okay. Now, before I go forward there, let me digress and ask you about Floyd County, because Floyd County has indicated, I guess, in calls to us that somehow they think they own these assets, or have some lien or title, if not legal, equitable, to the water distri- -- all or part of this water distribution system. What do you know or think about that?

A I can clear that up pretty quick. This has been an ongoing question for a substantial number of years now in front of your body and a big --

Q Unfortunately, we've got to try to solve this problem.

A And that's what I hope to do today -- or hope to give some assistance.

The -- what they're talking about there is that when this -- this bond issue was set up by the fiscal court several years ago on behalf of Southern, the Kentucky Area Development Leasing Trust, I believe is the program they went through, and Southern had to deed, I think it was either nine or ten tank sites and maybe some pump station sites to Floyd County for Floyd County to be able to borrow against some type of Southern assets because
the funds were going to be spent on Southern infrastructure. Those are the assets they're claiming that they own. And they do own them. I don't mean to say claiming. But they do own those -- those tank sites and pump station sites. That's it. No other assets that have anything to do with the transfer between Prestonsburg and Southern that Floyd County owns, and as far as I can remember none of these tank sites and pump station sites are involved in the asset transfer that we are involved in.

Q This is the first time I think we've heard this. So there are assets, it's your understanding at least -- and Ms. Johnson and others, I guess, can clear this up later. But it's your belief or understanding that there are physical assets that are being used by Southern Water District that, in fact, are owned by Floyd County?

A Correct.
Q Do you know if there's a list of those assets someplace?

A Yes, there is.
Q Have you seen --
A (Witness nods head.)

Where would such a list be in your opinion?

A I have it in my work papers from -- from all the last three years of studying Southern, so that's...

Q Would you -- would you be kind enough and willing to forward that to us by sending them to the executive director --

A Absolutely.
Q -- after, within, you know, a week or so after this hearing?

A I'd be glad to.
Q Do you know if any of those assets have been appraised or if anybody has assigned a value to them at all?

A In the documents that I reviewed, and it's been now two and a half, three years ago, there was a value placed on each one of these tank sites and pump station sites, kind of like an average of -- it was in the 19,5 range per site, $\$ 19,500$. I may be off a little, but that's...

Q Do you know about how many sites that was supposed to --

A I want to say that was nine or ten of them. Possibly...

Now, what is -- we haven't had somebody from Floyd County here. At some point in some other proceeding maybe we're going to have to try to solve this. But how much does Floyd County claim, in your opinion, in terms of debt that they think that Southern ought to -- ought to pay?

A It's -- when we talked about it, when Judge Executive Hale wanted us to pay off an amount, it was in the 2 million-dollar range. Subsequently we have paid a little bit of money on that particular bond issue, which brings it down to about the million, eight or nine that we still owe.

Q So, what, you paid a couple hundred dollars, is that what you're saying?

A We did.
Q And why would you do that?
A Well, in the beginning, you know, that's what we had agreed to. I guess you call it a gentleman's handshake with the Judge Executive. A decision $I$ regret substantially, but we did. We paid the first payment -- after your body approved the transfer, we paid a little, I don't know, hundred-and-some-thousand-dollar payment on their behalf, and then an interest payment later. And then thanks to discussions between the mayor and $I$,
we decided that that money desperately needed to go to help Southern Water. So we decided that was it, and if we paid it, it would be paid on Southern's debt.

Q Now, is it your understanding that Floyd County government is still making a claim somehow that somebody owes them that money?

A Not that I've heard of.
Q Okay. Well, I mean they got you to pay it, pay $\$ 200,000$ of it.

A Yeah, yeah, like I say in the beginning, gentlemen's handshake type stuff that I highly regret. But, no, they -- they have -matter of fact, their county treasurer called me probably six, eight weeks ago now, because I think the November payment was coming up on that particular bond issue, and said are you-all going to pay this, and I said, I'll let you know as soon as I talk to Mayor Stapleton. Mayor Stapleton said, absolutely not, and this is what I relayed to the county treasurer.

Q But from what you're telling me, and I know we're just supposing I guess, but it seems to me that Floyd County is still asserting a claim of some amount. I mean, they called and
asked Prestonsburg to make the payment. I mean, and they were either doing that because they thought you legally ought to, or they just -- out of the goodness of your heart you'd be making that payment for another governmental entity.

A I can't dispute what you're saying. Yeah, they wouldn't have called if they didn't think, you know, hey, maybe they'll still make another payment. But it was almost like offhandedly said by the treasurer, he said, well, I didn't think you would. So that's the way it went.

Q Who is the treasurer?
A David Layne.
Q Now, when in -- effective July 1st, 2017, Prestonsburg City Utility Commission undertook to begin operations of both the water distribution system and the -- all of the sewer assets that Southern owned; is that correct?

A Yes, sir.
Q Now, I saw in the Operation and Maintenance Agreement that any upgrades, infrastructure improvements, changes that were made -- and I interpreted that to mean water as well as sewer -- that were made by Prestonsburg after July 1st, '17, up and to and through closing,
would be on Prestonsburg. That would be Prestonsburg's expense and Prestonsburg would not expect any reimbursement or indemnification from Southern; is that correct?

A Yes, sir.
Q And after, from July 1st, 2017 until today, has City of Prestonsburg Utility Commission actually made any infrastructure improvements or upgrades to the water distribution system and, if so, what and when?

A Well, we immediately -- after July 1 , of course, we immediately began replacing all the meters in both areas.

Q All right. Why --
A We --
Q -- why did you -- okay, I'm sorry. Why would you do that?

A We operate our system, our large system, using radio-read meters. So that's what we wanted to do in both those systems since they were coming into our system, is just upgrade them to brand new radio-read meters, and that was the first step we took. Within about three and a half months, we had replaced all 1175 meters in the two areas.

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Another item that we had to get involved in fairly quickly was the rehab of the Stanville tank and its pump station and the Pinhook tank for the same reason. We just had to get it operationally and hydraulically ready to serve that area. That was substantial expense in both cases. Several sizeable leaks we repaired. And since July 1 of '17, we have had to rehab and -- and discover 46 or 47 valves that had been basically covered over, over time with soil. One major valve that needed to be -- because we knew there was something wrong hydraulically between where our system serves that area and the Pinhook tank. It -- it was just not filling properly. We were having to get -- Southern had been utilizing Pikeville to fill the tank. And, of course, we didn't need that after we assumed control of the assets. And we finally found a 12-inch valve that needed attention. And once we had took care of that one -- and, of course, at our expense, everything is flowing very well, being served quite well now. But those are the types of expenses. We were out hundreds of thousands of expense.

MR. CICERO: Do you know how much that was?
A Off the top of my head I'm going
to say that, just on the water side, we are about half a million to 600,000 range of --

MR. CICERO: In improvements?
A -- improvements. Meters alone were -- materials only for the meters alone were 225 to 250,000 and -- not counting our own labor. BY CHAIRMAN SCHMITT:

Q Were there -- did Southern have any maps or plats or surveys that would indicate where these valves were or where its lines were?

A We -- they did not directly. We were able to obtain from a -- a former Sandy Valley water employee some mapping that -- and his -- also his expertise of helping us. He was tremendous to help us where he remembered. That was the only assistance we got in starting to determine where these valves. Some -- some critical valves that we needed to locate were in -- and our people just managed to do it. With that little bit of assistance and their own abilities, came up with the valves and -- because you -- you know, you can tell it's the areas that were weak in pressures and volumes, and our people were able to determine those. So in the end that's how we did it.

Q And what was wrong with the two
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water tanks that you mentioned?
A Water tanks, you know, need periodic maintenance to start with. And I think that's what had happened down through the years. They just hadn't had the -- the maintenance and care that they needed, simply because Southern just more than likely didn't have the assets -- you know, the financial assets to do so. And we simply drained the Stanville tank and repainted, resurfaced it, and -- and like I say, improved the pumping system for it. And with Pinhook, we didn't have to take it completely down, but just improve the pumping system and that major valve.

Q When you -- now, at the time of the -- you began operating the water distribution assets July 1 of 2017. Were the new customers that you undertook to serve, how were they notified that it would now be the City of Prestonsburg who would be operating their water system and would be billing for services?

A More our field personnel, word of mouth situation, and then the billing itself started coming from Prestonsburg. It wasn't real -- no hear- -- no public notice, public hearing or anything. We just -- it had been out in the
community that it was coming and just developed in that way.

Q So how many billing cycles would you estimate that you went through or that Prestonsburg billed these new customers using the old Southern meters?

A Of course, it was gradual
transition, so I would think that three billing cycles would have taken care of most of the customers.

Q Now, as you replaced -- when you managed to replace the meters with the new automatic AMR or something, you just drive by and --

A Yes.
Q -- and record it?
The other -- the meters that were there in place would require, I take it, a human being to go and look in to the -- to the meter and actually take a -- physically take a reading; would that be true?

A Yes.
Q Okay. So when -- once the meters were replaced in the areas where you assumed control, can you tell us how, if at all, that affected water sales?

A
Yeah. Probably an uptick of no more than 15 percent. We -- we thought that --

Q And that would be -- the bills would be increased 15 percent because the new meters would be more accurate than the old meters that were replaced; is that correct?

A That's correct. And I will say that it was a little surprising, because even Dean Hall and I felt like that some -- a lot of the meters in those two areas was -- were quite slow because they were aged. But we were quite surprised at the small amount of uptick or increase in revenue that the new meters generated.

Q You thought it would be more than that?

A I did.
Q Okay. What happened to the old meters that were removed? Did Prestonsburg keep those or were those given to Southern?

A We -- we kept most of them. But Dean and I had talked, that he had some areas that he felt like some of those meters if they tested out properly and still at least reading somewhat accurate, that he could use. So I passed along several of the meters to -- to Dean. Less than

100, you know, not a huge amount.
Q Do you know if those meters that you passed along were tested?

A I think they were. I'm not sure. Now, we didn't test them.

Q You didn't test them?
A No.

Q Did you test any of the old meters that were taken out?

A We did not.
Q I noticed in the various agreements that were executed between Southern and Prestonsburg, Southern was required to make records available to Prestonsburg that you might want or need in the operation of the water distribution system; is that correct?

A That's correct.
Q Did they make records available to you?

A Billing -- you know, billing registers were readily available, but past that, there weren't a lot of records passed along to us as far as, you know, the -- like I said while ago, mapping and stuff like that, nor -- we've not had an actual listing showing all the customer
deposits. That's something that still has to be settled on before we -- I mean, when the transaction is actually closed.

Q Yeah. You won't take possession of the deposits until there's actually a closing --

A Exactly.
Q -- and you own the assets;
correct?
A Yes, sir.
Q
Did you see any records -- any meter records or records of meter testing in the areas where -- areas the water distribution system of Prestonsburg took over?

A No.
Q Did you ask for any such records?
A No, sir.
Q Do you know --
A We -- we -- you know, we were
going to replace the meters with radio-read anyways, so it was kind of moot that we ask for any kind of records of that nature.

Q After Prestonsburg took over the operation and maintenance of the water -- the two water distribution areas, did Prestonsburg Utilities find or discover that there were people
who were using or getting water service, but had not been billed for those services?

A We did, but not a -- not a huge proportion. Here and there.

Q Were there people that didn't have meters?

A Yes. And, again, it was not a high volume of people.

Q Well, I understand. How were you able to determine that those people were being -or were receiving water service but didn't have -but no meter had ever been installed on their property?

A Well, our people are -- are pretty good at going out into these systems and examining meter boxes and stuff like that. If you see a meter box, you're going to assume there's a meter in it and then actually -- when we were -- as we were replacing meters, we would run across straight pipe, cups and stuff like that. And like I say, not a high volume, but, yes, some.

Q Well, let me tell you what I've been told, that there were about 40 customers or people who were receiving water but were not paying -- billed -- were not paying for it. Would
that be too high, too low, about right?
A Has to be about right, I would think. Out of 1,175 customers, I would think so. And I can get -- I can get you an accurate record of that because --

Q Well, if you could, would you do that?

A Yeah. Each time we replace meters, we -- we have a work order with serial numbers and everything on it. So if you'd like, I can come up with that as well.

Q I'd appreciate it -- I'd appreciate it, if you would.

A Okay.
Q Do you know of any reason why
Southern -- which actually used supposedly meter readers to check the meters, why they wouldn't have been able to have found the same -- these customers or these -- not customers, people were getting water but weren't being metered? Is there any reason why they couldn't have found that out?

A I have no idea why they wouldn't find them. I mean, yeah, that's something that we found. But now we were going to every meter replacing each -- in each meter box. Now, I
can't -- you know, I don't have an opinion on their operational capabilities in that.

Q You run a water company?
A We do.
Q And you run what's generally considered to be a good water company, a well-run operation; would you agree with that?

A I agree that we've got -- in my opinion. I've been in several industries. We've got the best workforce that I've seen in my career and they -- they're very conscientious.

Q At any time -- you know, I'm going to ask you about this Fyffe appraisal. Who selected Terry Fyffe; do you know?

A That was a joint selection, basically, because we didn't want to just jump in there and say, oh, we'll get an appraiser. We first asked RD about maybe someone that had done an appraisal for them in the past. We were given a name; I made contact with that person. I can't recall the name exactly right now. I can get that for you as well. And he could not get to it very quickly, on a timely basis. He then suggested Mr. Fyffe as being just as -- as he said, just as good as I am or better, and he would be a good
selection for you-all. I kept in touch with Southern's folks and mayor and judge executive and everybody about that selection process, but I was going to stay clear and just give them the facts and let them say, okay, we agree. And that's how we came to agree on Terry Fyffe as the appraiser. We actually paid Mr. Fyffe his -- his fee, his retainer, and it went forward.

It seemed stalled for a little while, so I finally asked him, I said, you know, What's going on? I said, We'd kind of like to see this happen for RD's purposes. And he said that he'd had a little bit of trouble getting the records he needed. And about that time is when you-all had issued your order on the rate increase -- alternative rate increase. And I sent -- sent it to him as a -- as a, you know, favor, I guess, to let him see what was going on. He then utilized those numbers that Southern had submitted for their rate increase request, and committed -- completed his appraisal within days.

Q So, yeah, I was going to ask you -- obviously, you agree with the appraisal. You paid the appraiser; correct?

A Yes, sir.

Q So you hadn't -- Prestonsburg didn't -- other than the gentleman whose name you can't presently remember, you didn't contact anybody else about doing the appraisal; correct?

A No.
What, in your view, Mr. Campbell, is the end game here in terms of the transfer or potential transfer of the assets of the water distribution system that Prestonsburg has -- would like to acquire and that Southern has agreed to transfer? I mean, you say, Prestonsburg, we're willing to pay 1.85 million dollars, which is what we think it's worth. Rural Development wants 3.85 million dollars and we think that's too much money. So what is the -- I mean, ultimately, you're in a position here where it's been a year and a half from the date when the transaction hopefully would have closed. So how does this end?

A I think that RD is going to have to realize that the appraisal is what they asked for. And, yeah, it was delayed several months just by bad communication, but that's what we did. We -- we paid for the appraisal to be done. He completed his appraisal based on numbers that was -- were submitted to the Commission, and -- but
then in the end, they're -- they're taking the opinion that that's just for the water assets and not for the whole transaction. What we see as should be fair is that we pay $\$ 1,865,000$ to RD on behalf of Southern, reduces their Rural Development debt by that much, and they sign off on this transaction and we all go forward, because I think that -- I know Southern and Prestonsburg have forged quite a partnership and expertise in communication and help each other tremendously now, but this is -- that we've been doing this for three years. So I think Southern is being given a chance to -- to go forward in a viable state because of the rate increase that should have been taking place. They should have requested it three and a half years ago, but they were held off by political people. So I think that now that these pieces are seemingly in place, that all this needs to be put to rest by us paying the million-865 to RD, and the rate increase being approved as far as being initiated.

Q And then if that -- if
Prestonsburg paid $\$ 1,850,000$ to Rural Development, this Rural Development loan -- I think you answered this question earlier. Rural Development would
release whatever -- Prestonsburg would -- would expect not to be held accountable or responsible to Rural Development to pay any other debt to Rural Development that Southern has --

A Exactly.
Q -- is that correct?
A Yes, sir.
Q Get Prestonsburg clean of any
debt that -- that Southern has to Rural Development, and Southern's debt to Rural Development would be reduced by --

A A million -- yes, sir.
Q -- \$1,850,000?
A
Yes, sir. That's the way I see it, and that's the way $I$ see a fair way of doing it.

Q Now, I guess the issue always is, well, you know, how much time will it take? You're actually in possession of the assets, the water distribution assets?

A Yes, sir.
Q Prestonsburg is in possession. Prestonsburg is upgrading and will continue to upgrade, make infrastructure improvements, and is continuing to build; right?

A And the rates were frozen at --
Q At three years?
A Yes.
Q
Okay. And so -- so, I mean, at -- at some point somebody -- somehow this thing has to be resolved or the transaction has to be unwound. If it were unwound, would Prestonsburg's position change to the extent it would claim that Southern owed it some of this money back?

A There's no question that we would -- we would take that position, but I think the agreements would definitely nullify anything we've spent to upgrade the infrastructure. But the monies we spent of the $2,139,715.08$, those funds would definitely -- we'd say, hey, we want something back. We would still own the wastewater assets. That's done. And, you know, if that's -if that's, you know, something that comes to fruition, then, yeah, we would have to have a way of collecting our wastewater revenue and they'd be back -- Southern would be back operating those water systems that we have improved, and we would need to get our wastewater revenue from them each month if it was unwound, which I don't think is a good decision, but that's your-all's decision.

Q
I understand.
You know, the Kentucky General Assembly and the statute has basically expressed the public policy of Kentucky is to consolidate ownership and operation of water utilities, publicly-owned water utilities throughout the state.

A Yes.
Q Are you aware of that?
A I am, sir.
Q Would Prestonsburg have any interest going forward in either owning all of the Southern Water distribution assets or managing them on a professional basis?

A There's no question that at this point in time, I would have to say no, because it would -- operationally, it would really stretch us, and financially as well, to just simply own that system. We are in the northern end of Floyd County, as you well know. Our system is mainly the top 30, 40 percent of the county there of the northern section. And for us to operate that system in the southern end would be a stretch for us. But there's no question that if -- if Southern is not given -- is not given what is basically waiting on them, a rate increase, that in my
opinion will enable Southern to go forward in a very positive manner, then no question as us being the other utility in the county, we would have to consider, if it came down to that point of --

Q Well, and as a municipal utility, the rate structure would be entirely up to Prestonsburg?

A Yes, sir.
Q
It wouldn't be subject to Public
Service Commission oversight or approval for anything --

A Exactly.
Q -- correct?
A Yes, sir. I -- it's my
opinion -- I want to -- I know I'm going to be preaching to the choir, as the old mountain saying goes. But these fiscal courts are a very negative factor for these water districts. And I think now that the people of Floyd County have seen fit to elect a political novice but very astute businessman as their judge executive, I think that, really, Southern has a shot of turning things around, not overnight, not real short term, but at least in a certain number of years. And we want to be part of that, at least an extended part of that,
in expertise, physical help, whatever we can do, more of a partner to them. I think that would make it all go in a more positive manner.

CHAIRMAN SCHMITT: I don't have any other questions. Mr. Cicero, questions?

A Can I clear up one little --
little --
Q Yeah.
A -- thing about the RD side of it?
Q
A Sure.

The difference between the
million-865, that we're very willing to write a check to RD for, and this 3.5 million that they claim we should pay, what that is, is that difference of the original 2.14 million and what they gave us so-called credit for, they're saying that there -- since there was no lien on the sewer revenue, that we -- not a problem. We own it now. And that we're only going to be given credit towards the water assets of the amount we paid to Rural Development of a little less than half a million and then the computer system that we bought for Southern. So that is that difference that's -they're asking us to come up with over and above the million-865 that we're willing to pay.

Q
Well, in the agreements that were executed, the Asset Purchase Agreement and the other related agreements, the -- there was not a specific -- it was not specifically -- the value or the amount paid for the water assets and the sewer assets was not specifically designated. Would that be fair to say?

A Absolutely. Yeah, the 2.14 was the whole ball of wax.

CHAIRMAN SCHMITT: Everything, yeah. Commissioner Cicero?

EXAMINATION

## By Mr. Cicero:

Q So just to follow up on that line of questioning. You paid 2.14 million, or whatever it was, of which a million-five was for debt reduction for Southern; is that right?

A That's correct.
Q And Southern selected who those payments for debt reduction would go to. So it was three KIA loans and some other loans; is that right?

A In the end when -- when it's finally settled, it was actually two KIA loans and one RD loan.

Q
Okay. And that money could have gone to reduce the outstanding three-and-a-half million RD loan; is that right?

A Well, in essence, that money went to reduce RD loan, the $\$ 485,000$ deal.

Q But the KIA loans --
A Were assumed.
Q -- were assumed. But at that point you just went forward with that and took them over?

A Yes, absolutely.
Q Okay. So there was no pay-down of debt; it was just you took -- you assumed the loans and went forward?

A Yeah. I mean, we -- we paid down the debt, but through assumption rather than writing a check, of course.

Q Right. So there was -- there's two agreements. An operating and maintenance agreement was for the water, and an operating agreement was for the sewer?

A Yes, sir.
Q And you have since taken over the sewer assets, so the operating agreement for the sewer is basically --

A It's null and void now.
Q Null and void.

But the water, since those assets haven't been transferred, that's still in effect?

A Yes, sir.
Q And the copies that we've received from Southern are not executed, but you have an executed copy?

A I have them with me, if you need them today.

Q I would like to get an executed copy --

A
Okay.
Q -- if you have both signatures on it.

A I do, sir.
Q That would be wonderful.
So let's go to the appraisal that everyone has talked about. In the assignment objective, it says, "We were engaged by Dean Hall, President, Southern Water and Sewer, to issue a detailed report. Our objective was to estimate the Fair Market Value of lost revenues due to a transfer of customer accounts and related assets of Southern Water and Sewer District's system as of June 28,
2018." And it doesn't say whether it's for water and sewer, for water or what -- any detail beyond that general statement; is that --

A That's correct.
Q That's correct.
The summary income statement projections include $\$ 656,122$ as the revenue projections going forward. And then, of course, it takes out the cost of goods sold, comes up with a net income and it projects it forward to give a fair market value of the 1. -- 4.1 million $I$ think that RD --

A Yeah, in that ballpark.
Q -- is claiming.
So is the 656,000 just -- I know the number came from the PSC. Is it strictly a water revenue number or a sewer and water revenue number?

A It's my understanding that when Southern submitted it, I think that was on paper water revenue. But if you've looked at it the way I have over the past three years, that number represents about the amount of revenue that Southern gave up in this transaction for both utilities. So the dollars themselves are very close if you -- I'm not sure how they came up with the 600 and some thousand of just water revenue,
but --
Q Well, it is a 2016 test year; right? Which was before the transaction occurred?

A Uh-huh (affirmative).
Q
So that's why I'm curious whether the 656 is inclusive of both sewer and water or just water. And either way you look at it, that would have been an indicator of whether the valuation was based on water and sewer or just water assets for RD purposes?

A Absolutely.
Q Now, other than that, I can't determine how the appraiser came up with the number he came up with anyway, because he takes five years of historical, which is the 2016 test year, and projects that forward. I have -- we're going to talk to Mr. Fyffe later on and find out --

A Yeah.
Q -- how he came up with this number.

But at any rate, the 4.1 million has been established as what $R D$ is looking for. You agree that it's somewhere between 4.1 and 4.3 million. So from everybody's perspective, the value of the assets is accurate; is that right?

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A
Well, I don't -- I have to say
that $I$ don't think RD's perspective --
Q Well, I mean --
A But for --
Q They agree that the asset value is 4.1. Now it comes down to determining whether 4.1 is sewer and water or just water?

A Yes.
Q
So that's where the discrepancy
comes in. And the fact that they're owed $\$ 4.4$ million is probably part of the reason why there is this desire to generate more money out of Prestonsburg for Southern's benefit?

A Absolutely.
Q That's an accurate statement?
Can I ask if -- if there was such a desire to include the water with the sewer, why there wasn't a contingency written in that said that the sewer assets couldn't be transferred without the water assets in a written agreement?

A That I couldn't give an opinion on. I'm not sure of that. In my -- I guess I'm looking at it from day one as hopefully a win-win for both utilities. And so I was looking at it as, okay, let's get these water and sewer assets
transferred over. And I'm not a lawyer. So as far as that contingency, no, I -- I did not think of that.

Q So at this point -- and I think the Chairman has summed it up -- there's this transaction that has become much more complicated than it should be because of established liens, potential liens. Although, I think maybe the Floyd County lien isn't as much as we might have thought it might -- might have been.

A It's not.
Q But you have already made improvements to the tune of $\$ 600,000$ on a system that you don't know whether you're actually going to receive?

A Yeah, that's technically the bottom line. Yes, sir.

Q Okay.
A We -- we have the O\&M Agreement in place, operating the system that both boards agreed on. It should proceed in that fashion and that -- that's the legal document that is driving Prestonsburg City Utilities operating those two water distribution areas.

Q Can you viably operate the sewer
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without the water?
A We have had some discussions as of late, because my assistant and I have simply gotten kind of tired of this whole process of just here you go, take them back and all this stuff. But then we got to thinking, we're going to have to have some way of collecting our sewer revenue. And to do that, it would have to be, in my opinion, some sort of flat-fee billing, with Southern having to pay that flat fee and collect the revenue the best way they could from their customers as far as Southern. And what we don't -- what we would do as well, we would simply read the meters that we've put in the ground and pass along the net water revenue to Southern at the end of each month. And we don't want to go through all that because we've got a lot more investment in that. But this process has taken much longer than it should have. Q Well, I'm not going to pursue it any farther because enough questions have been asked. I can see that you might be back here later on if this progresses into some other type of hearing --

A Yes.
Q -- with regard to the transfer.

We're not re-litigating that or trying to go back through. We're just trying to get an understanding of what the value is that Southern owns at this point and what's actually generating revenue and what the potential revenue is, because that's the only way we can make a determination of what the proper rate increase is.

A Yes, sir.
MR. CICERO: So I'm going to say that I'm done with my questioning and ask

Dr. Mathews if she has any questions.
THE WITNESS: Thank you, sir.
MR. CICERO: Thank you.
THE WITNESS: You're welcome.

## EXAMINATION

By Dr. Mathews:
Q Okay. I've written a lot of questions and then they get answered and then I come back, so --

A Take your time.
Q What was your estimate of the -you were doing your internal calculations to decide whether to take over the sewer assets. What was your estimate of what the liability would be if they weren't taken over and, say, DOW took
enforcement action; do you have any idea?
A I'm not sure as to the level of fines that DOW would -- would assess. We heard as much as thousands per day or whatever. Like I say, I'm not --

Q But it was likely substantial?
A Yes. Yes, absolutely.
Q And you made the decision that you could spend some money rehab to wastewater plants and --

A Yeah, the -- the original agreement, July 1, '16, was to assume operational control of the wastewater plants and collection systems for a $\$ 3,000$ a month fee to be paid by Southern.

Q Okay.
A And -- but we immediately
began -- we had to spend substantial funds at Wayland to get that plant and system simply in compliance. So several thousands of dollars went toward that early on.

Q And back to the question of, could you operate the sewer assets that have been transferred if the water assets are not cleared by RD to be transferred, could you not work out a
billing arrangement with Southern where they -they bill for the sewer based upon gallons used --

A Well, no question --
Q -- whatever formula and then they --

A -- that would be the --
Q -- they send you a notice --
A -- that would be the first choice, but what we -- since we've put new meters in the -- the one area -- and even we would put new meters in Wayland and Eastern as well. It would be better operationally for Prestonsburg to read the meters where we have sewer service, collect all the revenue and turn the net water revenue over to Southern. It -- it's a cleaner transaction.

Q It could work one way; it could work the other.

A It -- it --
Q They could read and bill you or -- and they could read and then grant -- you know, give you the totals and you could bill again, or they could transfer the revenue to you?

A Not our first choice, but --
Q But it would be --
A -- works both ways.

Q -- you know, I mean, because it seems like there's a $\$ 1.7$ million difference here.

A Yeah, I agree.
Q And we -- we did try to ask RD some questions, but they are furloughed, so...

A That's true.
CHAIRMAN SCHMITT: Everybody has
requirements, but nobody has any money -THE WITNESS: Exactly.

CHAIRMAN SCHMITT: -- including the federal government.

DR. MATHEWS: That's all the questions I have.

MR. BOWKER: No questions.
CHAIRMAN SCHMITT: Mr. McNeil, questions?
MR. McNEIL: Yes, a few, Chairman. Thank
you.

## EXAMINATION

By Mr. McNeil:
Q Mr. Campbell, good morning.
A Good morning.
Q On the assets that Floyd County claims ownership over, are there any other liens on those assets that you know of?

A Not that I know of. Just that
large bond issue.
Q Okay. Are the Stanville and Pinhook tanks, are those part of the tanks -- part of those assets claimed by Floyd County?

A I do not think so.
Q Can you tell us, how did you -how did you fund the improvements to the transferred system? Were those paid through loans, through cash from operations?

A We -- it was a mixture. We were -- we spent a substantial amount of money out of our own operating funds, but then we -- when we took care of a bond issue funding to actually fund the transfer of assets, the 2.41 million, when we did that we asked for another amount of funding for what we felt like would be potential infrastructure improvements. So the most of the funds that were spent were loan.

Q Was that additional amount, is that a dedicated loan for this -- for that reason?

A Yeah, improvements to the two acquired systems.

Q What about the cost of the new meters you've installed, were those made though loans?

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A
Same funding, yes, sir.
Same funding?
A Yes, sir.
Q
Okay. Who's getting the revenues from the transferred water customers right now?

A Prestonsburg.
The O\&M Agreement, July 1, 2017, states that all revenue would come to Prestonsburg City Utilities for operating, maintaining, repairing those two systems.

Q So you're billing, collecting, all that? It's --

A Absolutely.
Q Absolute, okay.
A And essentially with that agreement -- in my opinion, we're essentially operating like a contractor, you know, for Southern.

Q Right. Okay.
A We're performing the service, you know, operating the system and collecting the revenue from the system directly.

Q For those customers that you stated had been getting free water, can you recall whether any were businesses?

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A I can't recall.
Q Can't recall? Okay.
Do you know the average residential bill for a Southern customer, ballpark?

A Yeah. You're probably talking about $\$ 50,50$ to $\$ 52$.

Q Okay. I can tell you it's probably more like 42 a month before rates. Does that sound right, subject to check?

A Exactly. Exactly.
Q I didn't mean to put you on the spot with that.

I'm just curious, if those customers have had been getting free water, if you use the residential bill of about 42 a month, those 40 customers, that ends up being about $\$ 20,000$ a year that, I guess, Southern was not collecting that revenue; is that correct?

A If the facts are all correct, yes, the dollar amount is about right.

Q Do you have any idea what percentage of the transferred customers have new meters at this point?

A All of them.
Q All of them?
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A Uh-huh (affirmative). 1,050, approximately, in the Harold, Betsy Layne area and 125 in the Pyramid area, so...

Q And you made it clear in your letter in the record that you did not regard the customer transfer as hostile; is that right?

A Absolutely.
Q Was your impression that then both sides negotiated in good faith and had equal bargaining power in that transaction?

A I do.
Q Has a full takeover of Southern by Prestonsburg City Utilities been discussed either at that time or since then?

A Not at that time at all. And really, only recently has that even come up with anyone's discussion, is the potential that we would assume control of the rest of the county, their water district.

Q So the time the transfer was discussed, did either utility do any kind of internal cost base analysis on the efficiency of maybe doing that or was it not discussed at all?

A Not discussed at all. We felt like the -- in my opinion at the time, I felt like

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once we worked things out with the judge executive, it gave Southern the opportunity to shrink their district to a more manageable district, back to where -- I call it the old boundaries that they had before 2007 when they assumed the Sandy Valley Water District customers.

Q Do you think the transferred customers are profitable for Prestonsburg at this moment?

A No doubt they are -- they're -it's -- it's paying for itself with some -naturally, some contribution to debt service. So I guess you can call that profit, yes.

Q Do you think they were profitable for Southern Water before the transfer?

A I would assume they would have had to have been profitable, you know, because it's a -- it's a pretty good group of customers. Out of their 67, 6800 customers, you know, I'd say those 1,175 customers were contributing in a positive manner, no doubt. It was about 18 percent of their customers is what we transferred over.

MR. McNEIL: Nothing further, Chairman.
CHAIRMAN SCHMITT: Do you have another
question, Mr. Cicero?

MR. CICERO: I do.

## RE-EXAMINATION

By Mr. Cicero:
Q It's in regard to the transfer.
The assets for the sewer now transferred, you have those on your books and you're depreciating those assets; right?

A Yes, sir.
Q But the water assets didn't
officially transfer, so you were not depreciating those because you don't officially have them?

A Yes, sir.
Q But the improvements you made on the system, you are depreciating those?

A It's not in depreciation status yet. They're a construction in progress.

Q But they will be transferred into the asset complete --

A Yes, sir.
Q -- whatever asset the class of it
is once --
A Whatever the number comes down to, that's what I'll -- I'll probably depreciate at least 80 percent of the total transfer. The rest is truly more expense related. So there's a little
mix there.
Q That's all right. So in the end if the transaction becomes unwound, those assets will have to be transferred back to somehow to be put on Southern's books? Or you would think that they would be, because you wouldn't want to be depreciating assets on your books --

A Exactly.
Q -- that somebody else --
A
We -- we would have to make a substantial financial adjustment on our books for the amount of money spent to improve the infrastructure naturally. But, again, there would have to be an accounting entry of some sort. Of course, the original assets are still on Southern's books that they acquired from Sandy Valley, but, yes, what you're saying is correct.

MR. CICERO: Okay. Thank you.
CHAIRMAN SCHMITT: Mr. Strobo, questions?
MR. STROBO: Few questions.

## EXAMINATION

By Mr. Strobo:
Q Mr. Campbell, I'm Randy Strobo.
I represent Southern. Thank you for --
A Good morning.
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Q -- being here this morning.
A You're welcome.
Q So you previously testified that one of the main reasons why this whole transfer of assets took place originally is because the judge executive came to you and said Southern needs to be off sewers; is that accurate?

A Yes. They need the relief of giving up the sewer.

Q Did Prestonsburg have any infrastructure needs at that time as well?

A Infrastructure needs?
Q In the sewers, with sewer and wastewater treatment.

A No.
Q Did you -- Prestonsburg's main wastewater treatment plant, was it, at the time, almost at capacity or past capacity?

A It was probably, at the time of the transfer, at capacity, at or near capacity.

Q And did Prestonsburg switch some of the wastewater flows from that wastewater treatment plant to the recently built and, I think, well-functioning Harold wastewater treatment plant of Southern's?

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A
We have not as of yet. It's a project -- a KIA-funded project. We'll make that come to fruition in the next few weeks.

Q Did Prestonsburg, your utility, ever do any type of estimates or any costs of how much it would need to expand your wastewater treatment plant?

A We expanded in '09, so we're -we had that expansion. We have had some discussion just recently as to increasing the capacity of the Prestonsburg plant.

Q Do you think by acquiring these properties from -- these assets from Southern, that that has delayed the amount of time that you needed to build out your existing wastewater treatment facilities?

A Yeah, I think it's safe to say that. I really do.

Q Can you put a dollar figure on that?

A No.
Q Is it safe to say that the transfer of assets, the sewer assets from Southern to Prestonsburg was in some ways a win-win situation?

A big win for Southern simply because of being relieved of -- of that utility. For Prestonsburg, we're getting some revenue from the Harold and Betsy Layne area, so naturally that is somewhat of a win at some level for us there. Southern has not been able to pass along the revenue from Wayland and Eastern to us completely yet each month, so that's definitely not a win. We're operating those two systems with no revenue.

Q And at the time of the transaction -- or, I'm sorry, at the time the agreement was signed and during the previous 2017 case in the -- in the Public Service Commission, the Public Service Commission requested information, $I$ think an appraisal was done, to value the assets that were being transferred. Do you recall that?

A I don't think we were ever asked about appraisals by the Commission until the RD situation came along that they required one.

Q Well, there was a request for information. Whether or not you did one, they did --

A Sure.
Q -- but -- and you -- it was a
combined response from representatives of your utility and Mr. Hall. And you-all replied that no appraisals were needed at the time, because -- and you complained it was an arm's length transaction and that you-all came to a mutually-agreeable price?

A Exactly. You're right.
Q But no value was ever put on any of these assets that you're aware of?

A Just by me.
Q Okay. And how did you base that value? How did you come up with that value?

A The bulk of it was the debt, payoff and debt assumptions. And then ways that we could improve their system in place at the time through -- via through vehicles, equipment, assets, computer, billing system or whatever. And that is basically what we utilized to come up with the figure, plus the debt payoff of the fiscal court. Q Would you say that you have received value from the -- putting the water customers aside and the water district. For just the sewer infrastructure, they -- Prestonsburg has received value for that?

A Again, the only value that we've
received in that transaction is the amount of revenue we are collecting through our meter reading in the Harold, Betsy Layne system, because the Wayland and Eastern treatment plants and collection systems are still a drain on the -- on the financial side for Prestonsburg.

Q Going back to the Harold wastewater treatment plant, would you say that was a well-functioning plant at the time of the acquisition?

A It had its problems, but of the three, the least amount of problems, and our people were able to fairly quickly get it running quite well.

Q What capacity level is it at right now?

A 100,000 per day.
Q I guess a percentage of total --
I can't think of the word, but, you know, the total amount of wastewater sewage it can take on. What percentage of the total capacity is it designed by currently?

A I'm going to say --
Q (Interrupting)
A -- yeah, 65 percent.

Okay. So and -- and Prestonsburg still has plans to transfer some of the flows to that wastewater treatment plant?

A Absolutely.
Q Okay. And that will allow you to divert some of the flows that are currently going to -- and I'm forgetting the name, but your existing water treatment plant to this Harold treatment plant?

A Yes. We will need to spend more money of our own, naturally, through either loans or whatever, to increase the capacity of the Harold, Betsy Layne plant to enable us to utilize it to what we -- at the level we would like to.

Q
So going back again to the 2017 case and the negotiations, did you ever recommend to Southern to retain their own counsel in those negotiations?

A No. I just -- like I was telling them a while ago, I simply -- when -- when utilizing just our corporate counsel was not going very smoothly, we decided at the mayor's discussion suggestion to get the chair of the Southern Commission basically in a room and let's hash this out. And you-all select an attorney you want to
use, or let's come up with one we can both use or whatever. And that's how we came up with Mr. Talley.

Q Did -- are you aware of Prestonsburg Utility ever signing any kind of waiver of conflict document or anything like that for representation?

A I'm not sure.
Q Are you aware of anybody else that ever recommended to Southern to get their own counsel or their own consultants?

A I'm not aware of it, no.
Q Was it ever discussed?
A Not with us.
Q So at the time of the
negotiations you-all came to a mutually-agreeable price of $\$ 2.1$ million or so; correct? But also at the time -- and this is noted in -- and I'm going to quote from Page 20 of the settle -- of the Asset Transfer Agreement. This is on Page 20. "Southern District acknowledges that the City, PC -- and PCUC are engaged in discussions with Floyd County officials to acquire these property interests. All the assets are in operating condition for the purposes used."

To your knowledge was the fiscal court demanding their $\$ 2$ million that you talked about previously at that time?

A Demanding what?
Q For their -- for the -- so we're going back to the gentlemen's handshake. So was that part of --

A Absolutely.
Q -- that was part of the negotiations at the time?

A Absolutely.
Q
Do you think that \$2 million -that $\$ 2$ million demanded by the fiscal court influenced the amount of money that was offered to Southern by Prestonsburg at the time?

A Oh, no doubt, because I looked at it as a total transaction to Floyd County as a whole being they were responsible for the water district and then they had this debt on behalf of water district. And like I said in the beginning with the judge executive, I'm looking at this as a little more than a 4 million-dollar transaction no matter how the pieces fit together. And, again, he made the statement that politically for him, it would be better to pay the 2 million that the
fiscal court owed on behalf of Southern.
Q Was that, the $\$ 2$ million
indicated anywhere in any of this documentation?
A No.
Q Why not?
A Like I say, it was -- again, I don't know why he didn't want to mention it, but it was just an agreement that we came up with, gentlemen's handshake.

Q Okay. Were you -- what was your position with Prestonsburg in 2012?

A 2012?
Q Uh-huh (affirmative).
A Chief Financial Officer.
Q Okay. Were you familiar with the Public Service Commission Case Number -- and you probably don't number the number, but I'll say, 2012-309, and that had to do -- this is where the gentlemen's handshake was quoted in the PSC Order?

A In 2012?
Q In 2012.
A Not with us.
Q So you weren't involved in that --

A No.

Q
I'll tell you, it was a Southern rate case. So I'm just asking if you're familiar with it.

A I think that's the case dealing with this 2 plus million dollars.

Q It is. So back in 2012, when the Commission essentially ruled -- and I'm paraphrasing -- that there was no obligation by anyone to pay back the fiscal court that \$2 million, there was no written settlement, no written agreement, no contract, nothing, were you aware of that at the time?

A I became aware of it shortly
after because it was a pretty big discussion in our county and our city back there of how that transaction took place, and it was -- it was dealing with Southern had no obligation. I didn't know if you mentioned that or not.

Q All right. And do you -- are you aware that the Attorney General at the time submitted comments agreeing with the PSC Order, essentially saying that there was no obligation for anybody to pay back fiscal court for that property?

A Absolutely.
Q
So why, in 2017, was that part of
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negotiations for this transfer of assets?
A To make the transaction happen, I think that's what the judge felt like -- again, to benefit he and the fiscal court politically, reduce their debts by 2 million, and they saw an opportunity to make that happen with the transaction of Southern and Prestonsburg.

Q And I think it was your testimony that you said that $\$ 2.1$ million that you did pay to Southern, that was kind of -- it was mainly based on money that was owed back -- loan money that was owed, but it also sort of combined both the water infrastructure -- infrastructure assets and the sewer assets?

A Oh, yeah.
Q But there was no money figure, no value given to those assets at that time, and there still really isn't?

A We did not divvy it up, so to speak.

Q And following up on the Commissioner's questions regarding whether or not the appraisal in 2018, the most recent appraisal, there -- it's still unclear whether or not that value was just for the water customers or both
water customers and infrastructure -- I'm sorry -water customers and sewer infrastructure?

A I think we've established that here today, but there's no question that he was looking at the amount of revenue given up by Southern in the transaction. I'm not even sure if he had the opportunity to look at the -- how much of the revenue was water and how much of it was sewer. I think that they benefited from the way -the approach he took as far as the evaluation, because for Southern sewer has always been a losing venture.

Q Is it your opinion that Southern is still owed at least 1.86 million, around that, sitting in your account right now?

A Absolutely.
Q Okay. Is it your opinion that they're owed more than that?

A They're owed more than that?
Q Uh-huh (affirmative).
A No.
MR. STROBO: No further questions. Thank you.

THE WITNESS: Okay. Thank you.
CHAIRMAN SCHMITT: I have a couple. Maybe just one.

## RE-EXAMINATION

## By Chairman Schmitt:

Q Mr. Campbell, you -- I think you said that, at least as of this time, that Prestonsburg City Utility Commission was not receiving any revenue from, what, Wayland and Eastern?

A That's correct.
Q And why would that be?
A I would assume it's just
financial reasons. They're just -- they're not able to, you know, give up any revenue.

Q Well, I mean, let me understand. Right now Prestonsburg is the owner of the sewer assets at Harold, Eastern and Wayland?

A That's correct.
Q And on Harold, Prestonsburg also
is operating the water system that basically provides the water that the sewage -- that allows the sewer system to work --

A That's correct.
Q -- correct?
But at Eastern and Wayland, while Prestonsburg owns the sewer system, it's Southern

Water District that operates the water --
A Correct.
Q -- correct?
And so Prestonsburg then doesn't -Prestonsburg is dependent on Southern to collect its sewer bill and send it to -- and send the revenues?

A Yes.
Q Okay.
A There's been an agreement whereby Southern would retain a 3 percent administrative fee.

Q But since you took over, Prestonsburg took over operation of the Eastern and Wayland sewer systems, Prestonsburg has received no revenue from Southern at all?

A We actually received probably the first three months of that fiscal year, meaning probably, August, September and October, the revenue.

Q Of '17?
A Yes.
Q But you haven't received any money since then?

A No, sir.
Q So Southern is running up a debt
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to Prestonsburg for the revenue Prestonsburg ought to be receiving for furnishing sewer services to -to Southern's water customers --

A That's correct.
Q -- correct?
A Yes, sir.
Q Do you have any idea how much
that is?
A
It's got to be pushing 90 to
$\$ 100,000$ at the present time.
MR. CICERO: How much per month?
THE WITNESS: I'm going to say per month it
should be in the 7500 to 8,000-dollar
range, I would think, for the two areas.
MR. CICERO: Is there some target date that
they're -- that you have reached an
agreement for those funds to be transferred
or paid down, or is it just going to be open-ended?

THE WITNESS: Currently, we don't have a target date for anything with all this going on. So, yes, we -- we would like for next week to start receiving the -- the -not to be comical about this. It's just
that, no, there's not a target date for
that to be paid down.
MR. CICERO: So if Southern received a rate increase from the Commission, would that -is that the trigger, the event that starts generating revenue payments to

Prestonsburg?
THE WITNESS: Absolutely.
MR. CICERO: So that is something that's been --

THE WITNESS: Yeah, that's -- I should have said that is a target date, because Mr. Hall and I have discussed that very subject, that, okay, you know, once your rate increase does kick in, then we will expect you to start, you know, paying us the sewer revenue for Wayland and Eastern. That has been addressed by Mr. Hall and I. MR. CICERO: Okay. So there -- there is some date that says this liability will be satisfied and you'll be made whole and that will go off their books as a -THE WITNESS: Absolutely.

MR. CICERO: Okay. Could be as much as 120,000 by the time the rate increase kicks in and the payment starts to be made?

THE WITNESS: Well, it will -- all
together -- you know, it's got to be the amount in arrears, plus then start each month turning over the sewer revenue, so it's -- it's a combination of liability. MR. CICERO: Yeah.

THE WITNESS: Future and present.
MR. CICERO: I don't have anything else. BY CHAIRMAN SCHMITT:

Q This is a verbal agreement or understanding?

A No. This -- this is in the -this is in the 2017 O\&M Agreement.

Q Oh, I understand, but the idea that you're supposed to get paid once this rate increase has been granted is -- is just an understanding or an oral communication between you and Mr. Hall; correct?

A Absolutely, yes, sir.
Q You have no written agreement?
A Not right now, no.
Q It's a gentlemen's agreement?

A
Absolutely. It needs to be set to print for sure, but that's where we're at today.

RE-EXAMINATION
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BY MR. CICERO:
Q I think it's a bit of concern for the Commission because, you know, everybody talks about Martin County, and the issue that Martin County has right now is a huge debt that goes back on unpaid invoices to their vendors.

A Yes.
Q And --
CHAIRMAN SCHMITT: Of which you're one.
A Which we're one. BY MR. CICERO:

Q Which you're one. Exactly.
A Yes.
Q Yes, I receive your e-mail every month that tells me what the meter reading is and how much the increase has been.

A Yes, sir.
Q But that's -- if we're going to get Southern in a position where they are viable, they can't be cash strapped in paying old debt while going forward with the rate increase. It's not -- you know, a rate increase, as you know, is supposed to satisfy future infrastructure needs and...

A
Well, in my opinion, what we need
is once things do get settled -- and I know they will by you-all as soon as possible -- for Southern's benefit, we will desperately need to come up with a legal document. And we will set Southern up on a -- some sort of a payment plan on the arrears amount, and then just simply be collecting their revenue in the future from the Wayland and Eastern customers. And I see no problem with that being worked out, but that is a liability right now.

Q You could put yourself in a position where you've got Martin County owing you money for water bills and Southern owing you money for sewer bills and a large cash outflow that takes care of capital improvements you're making. I know there's -- you're talking about a loan that you obtained for some of those, but...

A Yes. We've been paying debt service on the Southern transaction for a year and a half now. So, I mean, it's -- we're out the debt service, plus the improvements and everything as we speak, and not been able to collect the revenue from Wayland and Eastern.

MR. CICERO: I don't have anything else.
CHAIRMAN SCHMITT: Commissioner Mathews?
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## RE-EXAMINATION

By Dr. Mathews:
Q I'm going to show my ignorance.
How many customers are in the Wayland and Eastern areas?

A It's about 115, I would think. 118 possibly.

Q Are they included in the 1175 --
A No.
Q -- that you did meters?
A No.
Q Okay. So they're not included in the water customers that you want?

A No. They're --
Q There's not a --
A -- they're not truly --
Q -- one-to-one match?
A -- truly contiguous to us like the other two areas, simply turn on a valve and serve those customers.

Q Okay.
A But Wayland and Eastern is over deeper into Southern's system.

Q Okay. But still part of the sewer assets?

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A Oh, yes.
Q Are they connected --
A No.
Q -- as part of the sewer assets?
A Those are two separate areas.
Two communities up there.
Q My far eastern Kentucky geography
is -- I'm better in the southeast.
A I got you.
Q Okay. You just -- maybe you want to get that in writing.

A No question. That's our intent.
DR. MATHEWS: Just -- just thinking.
CHAIRMAN SCHMITT: Is Floyd Central High
School a sewer customer?
THE WITNESS: Yes.
CHAIRMAN SCHMITT: And that -- that has how
many people in it? It's 6, 700 people?
THE WITNESS: Oh, at least, I would think. I've not been up there much to that school, but it's a big consolidated school. That also includes the Duff Elementary School
there too nearby, sewer customer as well.
CHAIRMAN SCHMITT: Yeah. So you have two
fairly large --
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THE WITNESS: Yeah.
CHAIRMAN SCHMITT: -- customers?
THE WITNESS: They're treating them now at the Eastern sewer plant, both those schools.

CHAIRMAN SCHMITT: Okay. Mr. McNeil, questions?

MR. MCNEIL: No further questions.
CHAIRMAN SCHMITT: May this witness be excused? Okay. Thank you. You may step down. You may be excused.

THE WITNESS: Okay. Thank you-all.
CHAIRMAN SCHMITT: Why don't we take a -- I think that Mayor Stapleton will be real short, so why don't we take him now and then we'll take a 10 or 15 -minute break. Is that okay? I know he hopes it's short; right?

No. I thought we'd ask the mayor basically -- if he had anything else to add, and rather than -- and then maybe that would be better. Then you could leave before you had to stay here --

THE WITNESS: Oh, okay. I misunderstood.
I thought you --

CHAIRMAN SCHMITT: That's okay. Please raise your right hand.

THE WITNESS: (Witness does same.)
CHAIRMAN SCHMITT: Do you solemnly swear or affirm under penalty of perjury that the testimony you're about to give will be the truth, the whole truth and nothing but the truth?

THE WITNESS: I do, sir.
CHAIRMAN SCHMITT: Please be seated.

The witness, LLOYD LESLIE STAPLETON, after first being duly sworn, was examined and testified as follows:

## EXAMINATION

By Chairman Schmitt:
Q Would you state your name and business address for the record, please?

A Lloyd, L-L-O-Y-D, Leslie Stapleton, 200 North Lake Drive, Prestonsburg, Kentucky.

Q And you're the mayor of Prestonsburg, Kentucky; is that correct?

A Yes, sir, I am.
Q And how long have you been mayor?
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A I've -- I'm in my fifth year right now, second term.

Q And what is the relationship between the City of Prestonsburg and the City of Prestonsburg Utility Commission?

A
It's a -- it's complicated, as I have found out throughout the years. The utilities is set up as an independent component, and I -- I have no authority there other than to appoint the commission members.

Q We have the City of Prestonsburg Utility Commission wants to raise rates. Do those rates have to be approved by the City of Prestonsburg?

A No, sir.
Q City council doesn't approve?
A No, sir.
Q If the -- if the City of
Prestonsburg Utility Commission needs to institute a condemnation action to acquire easements for the purpose of extending water and sewer lines, does the City of Prestonsburg have to approve that or actually be a party to the litigation or -- if you know?

I'm not sure. I don't know what
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to tell you on that.
Q Have you been part of the -- were you part of the negotiations between the City of Prestonsburg Utility Commission and Southern Water District that led to the Asset Purchase Agreement which was to have gone into effect on July lst, 2017?

A No, sir, I was not a part of it at that time.

Q Okay. All right. So what is your -- have you been a part of any kind of negotiations or problem-solving team since that date?

A I have helped facilitate some -some negotiations. I've helped bring some people together, and I've helped try to iron out some issues that were involved with the transactions.

Q Rather than go through all of this again, I'd simply ask, you've -- you've been present here in the hearing room when Mr. Campbell, the general manager of Prestonsburg City Utility Commission has testified; is that correct?

A Yes.
Q And you've heard all of his testimony?

A
Yes, sir. I stepped out a couple of times, but most of it, yes, sir.

Q Do you have any dispute or disagree in any way with any of the testimony he has given? Or do you have anything further to say that might enlighten the Commission as to the City of Prestonsburg Utility Commission's position?

A You're asking an opinion there, sir, and $I$ don't know that $I$ can testify to opinion. Or do you want me to testify to opinion?

Q Well, you can give us your opinion.

A My opinion is, now that I've had some meetings and I've been involved in some meetings and I've gotten more information, that had we done this appraisal two years ago, this deal probably would have never made it this far.

Q What do you mean? You would not have entered into the agreement --

A I --
Q -- if this appraisal had been done earlier --

$$
\begin{array}{ll}
\text { A } & \text { I -- } \\
\text { Q } & \text {-- and the position of Rural }
\end{array}
$$

Development had been known then?

A
It's my understanding that the position of Rural Development was known then, yes, sir, that the appraisal had to be done.

Q But if the appraisal -- I thought you said if the appraisal had been done two years ago and it was known that Rural Development wanted more money than the appraisal would -- would, I guess, justify based on their position, would the -- you think the deal wouldn't have gone forward?

A I think there would have been some issues then that would have caused us to probably not proceed with the agreement, yes, sir.

Q Do you have any other observations or insights relative to the present status of the parties and this --

A Let me --
Q -- this present situation?
A
I think it would be easier for me to briefly explain my -- what I have done in my capacity.

Q Sure, okay. Fine.
A I was -- I knew there was a transaction going on. I knew it was being negotiated and all that. I really wasn't bought
on -- brought on board until I found out about this 2 million-dollar revenue bond that was taken out that was going to be paid to the county. At that point, I think I met with Paula Gail and Dean. And Paula said, Look, that's not our bond. That's not our problem. That's the whole handshake deal. And then when I found out about it, I told them I wasn't going to pay it. Just fortunately the money was dropped into our general fund. And I told them I wasn't going to pay it to the county, that I didn't feel like it was a part of the transaction -- should have been part of the transaction.

From then, I got involved with some transaction, trying to make things happen. I also tried to contact $R \& D$ and see what $R \& D$ really required. And that's when we found out about the -the appraisal that they had asked for for quite some time. I've been in subsequent meetings then with R\&D, Southern and our -- and Eddie and myself and one of our account- -- commission members. And that's about all I've done.

Q And so what's your impression of R\&D's position? Do they basically intend to hold firm to -- at least is that the impression you
get -- have at the present time?
A In my opinion, I feel comfortable in saying that $R \& D$, until this appraisal is worked out and all of their debt service is taken care of that involves that particular -- that particular water system, that they will not sign off on the transaction.

CHAIRMAN SCHMITT: Okay.
Commissioner Cicero, anything?

## EXAMINATION

## By Mr. Cicero:

Q So not to throw any lawyers under the bus, but going through this whole -- this is a gentlemen's handshake, these are the operating agreements, this is the asset transfer -- do you think that the legal advice that Prestonsburg received was adequate given that there's so many loose ends and areas that probably could have been covered that weren't?

> A You're asking me to go back and -- and look at something that happened without my knowledge, without my interest. But what I will say is, had I been involved early on from the first time the county judge come up, there wouldn't have been a handshake deal. The diligence would have
been done on the bond issue to see if that would have been effective and we would have done an appraisal with $R \& D$ early on.

Q So I'm going to ask, after the fact and the process you weren't included in but now have been enjoined in, was the legal advice that was received, do you think was it adequate for the transaction that was entered into?

A I don't think that's an opinion I could make unless $I$ was involved in the discussions at that time.

Q That's all right. I won't -- I won't pin you down. I think I made my point, is the fact that there's many things in these agreements that I would have thought would have been covered and are not.

A Yes, sir. I will say that prior experience in my life, it ain't on paper -- if it's not on paper, it didn't happen.

MR. CICERO: That's exactly right.
THE WITNESS: Okay.
MR. CICERO: Thank you.
CHAIRMAN SCHMITT: Commissioner Mathews?
DR. MATHEWS: I don't have anything.
MR. BOWKER: No questions, Mr. Chairman.

CHAIRMAN SCHMITT: Mr. McNeil?
MR. McNEIL: No questions, Mr. Chairman. MR. STROBO: Mr. Pillersdorf has a few. THE WITNESS: Oh, no.

## EXAMINATION

## By Mr. Pillersdorf:

Q Let me ask you, Mayor, so to be clear, you mentioned there's a 2 million-dollar revenue bond, which $I$ guess is a source of consternation; correct?

A It was a bond that was taken out by PCUC that was supposed to go to pay the county bond off, yes, sir.

Q I guess, historically what happened in Floyd County, I guess when Judge Executive Thompson was in office prior to Judge Hale, he kind of went on a spending spree and caused city water to get 99 percent of the county; is that true?

A I'm sorry, I -- I'm not sure I understand your question.

Q A reason we have been talking about that Southern Water was asked to pay an indebtedness owed by the fiscal court; correct?

A Yes, sir.
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Q
And the history of that was, that all started when Judge Thompson was in office and he had incurred this debt. And, basically, the debt he incurred was that basically make available city water to 99 percent of the county; correct?

A To make good -- yes. You talking about city utilities water or just good water?

Q City water --
A Good -- good water.
Q Good water.
A Yes, sir. From what I understand, yes, sir, but I can't -- I don't know any of that to be a fact, but, yes, sir.

Q Well, what is true and what's unusual about Floyd County is 99 percent of our citizens have access to good water; correct?

A Yes, sir.
Q And that's unusual for Eastern Kentucky?

A It's -- yes, sir. It's unusual in a lot of different areas, not just Eastern Kentucky.

Q And the decision to extend water lines to geographically difficult areas has put a financial strain on everybody involved in this;

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A Yes, sir.
MR. PILLERSDORE: That's all.
CHAIRMAN SCHMITT: I have no further
questions. Anyone else? May Mayor
Stapleton be excused?
MR. BOWKER: Yes, sir.
CHAIRMAN SCHMITT: Thank you, Mayor. You may stand down. You may be excused.

THE WITNESS: Thank you.
CHAIRMAN SCHMITT: Let's take a break until -- we'll be in recess until 11:25.
(THEREUPON, A BREAK WAS TAKEN.)
CHAIRMAN SCHMITT: Back on the record. And I think counsel -- staff counsel has requested that Paula Johnson be the first witness. We may not finish by noon. We'll take a break and then come back and try to expedite things.

THE WITNESS: I'm slow.
CHAIRMAN SCHMITT: Do you solemnly swear or affirm under penalty of perjury that the testimony you're about to give will be the truth, the whole truth and nothing but the truth?

THE WITNESS: Yes, sir.
CHAIRMAN SCHMITT: Thank you. Please be seated.

*     *         *             *                 *                     *                         * 

The witness, PAULA GAIL JOHNSON, after first being duly sworn, was examined and testified as follows:

## EXAMINATION

By Mr. Bowker:
Good morning.
A Hi. Good morning.
Q I'm Andrew Bowker. I'm with the Commission staff. I just have a few questions for you.

When were you first appointed to the Southern District Water Commissioners?

A I was originally appointed in approximately '95 to be their Elkhorn, and we merged around 2000 into Southern Water.

Q And when did you become the chairperson of the Board?

A Approximately 10 years ago.
Q Okay. And which county judge executive appointed you?

A Bob Meyers, Judge Meyers did,
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originally in '95.
Q Okay. And when does your term end?

A Let's see, 2023.
Q Are the terms of Southern District's Board of Commissioners, are they staggered?

A Yes.
Q And how is that arranged?
A When we merged with Mud Creek Water District, we staggered the districts so we would have -- the judge did at that time, so someone would be on the Board that was -- had knowledge of the operation when a new one come on, so we -- he staggered the terms at that time.

Q Which county judge executive, I'm sorry?

A That was Judge Thompson when he merged Beaver-Elkhorn, which we were, with Mud Creek Water District in 2000, the terms were staggered.

Q Okay. And have they been readjusted since then of the terms the Commissioners -- has any other county judge executive since that time created different
staggered terms since then?
A No.
Q And I assume you live within Southern's service area currently?

A Yes. I live in the southern part of it.

Q Okay. Is Joe Jacobs still on the Southern District's Water Board of Commissioners?

A He's not been reappointed to my knowledge.

Q Okay. Is his -- has his seat been declared vacant?

A I'm not sure of Joe Jacob's
status. To my knowledge, he's not been reappointed, because technically he won't be in the water district. When the water assets have been transferred, Joe will not be in our district.

Q And has any -- who will be appointed to Mr. Jacobs' term?

A It's my understanding, Eula Hall will be, or has been. I'm not sure the status of that. I haven't seen no paperwork.

Q And when was that -- when was that done?

A It was discussed in December in
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the fiscal court meeting.
Q Is Hayes Hamilton, is he on the Board currently?

A Yes, he is.
Q Okay. Do you know when his term ends?

A No, I'm not sure. They've done the others in December and I haven't seen the documentation as to their terms.

Q Does Southern District currently have an ethics policy?

A Yes, we do.
Q And when was that ethics policy instituted, first put in -- when was it first put into place?

A When Southern was originally organized, we adopted the county ethics.

Q Has it ever been revised?
A Not to my knowledge.
Q How much does a -- a commissioner, how much do they get paid?

A Five hundred (500) a month.
Q And any benefits?
A No.
Q So you've been on the Board, I'm
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sorry, since what year?
$A \quad 195$.
Q '95. So you were on the Board when -- back in 2012, the 2012 Case, Case No. 2012-309 was in front of the Commission; is that correct?

A I'm not sure of the case.
Q You were -- you were on the Board in 2012; is that --

A Yes.
MR. BOWKER: Okay. I'm going to ask to approach and show you a letter. May I approach?

CHAIRMAN SCHMITT: Yes, you may. BY MR. BOWKER:

Q Ask you to review briefly, Ms. Johnson, a letter. This letter was sent in. It was received as part of the post case files in Case No. 2012-309. It's a letter to the PSC from Hubert Halbert. Do you know who Mr. Halbert is?

A $\quad$ He was our former chair.
Q Former chair?
A Yes.
Q And throughout the letter, it mentions some different -- different actions that

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the Commissioners were trying to take to improve water line loss. I'm going to ask to direct you to the -- to the letter. In the second paragraph, Mr. Halbert states that, "Southern District is currently working on funding through USDA Rural Development to replace its main distribution line from the Water plant to the main storage tank at Martin."

Was Southern District able to replace its main distribution line?

A Yes.
Q That has occurred?
A Yes.
Q And has Southern seen benefits from that project?

A I can't answer that truly. I would assume dramatically, yes, but I can't answer that.

Q Okay. In that same letter, in the next paragraph down, Mr. Halbert explains that Kentucky Rural Water has been helping Southern District to identify unaccounted for water loss and that the master meter at the water treatment plant -- at the water treatment plant showed that it was inaccurate and approximately 11 percent to

13 percent fast. He stated that this would be corrected with the Rural Development project.

Do you know if that's occurred?
A Yes, it has.
Q It has?
A Yes.
Q And when was -- when was that done?

A We done improvements to the plant -- I don't have my paperwork with me as to what year we done that, but we completed the main master meter when we done the water plant improvements, which I'm trying to recall if that was not the same time we done the main water line.

Q Okay. And that's also shown improvement?

A Yes.
Q In the next paragraph down in the same letter, Mr. Halbert states that, "A leak detection crew was formed and will be working no less than three nights a week to help identify water leaks." Was this done and, if so, what were the results of that project?

A We still have that in -- in position. We have a leak detection team now that
three -- three crew member work five days a week on nothing but leak detection.

Q And has that also been a successful project?

A Yes. We find leaks daily.
Q Mr. Halbert then states that Southern District is now replacing small service lines to fix leaks by using a second work crew. Was this also done and what were the results of that?

A Leak -- all leaks are being addressed as we find them. But now what I'd like to say is, our leaks, we have a leak detection plan in process right now that I'm sure Mr. Hall can elaborate on, but leak detection in our area is very difficult. Geographically, we are very strapped as -- when we find them and where they're at. You're talking about the heart of the Appalachia. And to find a leak there is not like going down the road and saying, oh, there's a leak. You know, it may leak in the river for weeks before we can detect it or in the mountainside coming up through there. So leaks are very difficult in our area. And we are addressing that as a Board. And Dean is addressing that at every Board meeting.

And daily he has a team out looking for leaks. And every leak you find is a plus, and he's finding them.

Q What is the current -- what am I looking for -- the current percentage of line loss right now?

A Leak loss?
Q Yes.
A Sixty (60) percent.
Q
Okay. And do you know what it was back in 2013 when the letter was written?

A Not right offhand, no, sir.
Q But is it fair to say that water
line loss has increased since 2012, 2013?
A I don't know that it's increased or just a more accurate way of recording it.

Q So it may have actually been
higher, just not actually recorded back in 2012?
A A possibility.
MR. CICERO: May I ask a quick question?
MR. BOWKER: Yes.
MR. CICERO: When you say it's a
possibility, is it something that you're
familiar with? I mean, I'm looking at
water loss back in 2009 was somewhere --
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was reported around 20 percent, and now it's 60 percent after doing all these improvements. So are you attributing that, what is basically a 300 percent increase, to reporting or what -THE WITNESS: I just -- you know, I'm sure Dean can answer that better. But what I'm saying is, a true leak loss is hard to detect in the area. For one thing, we've got volunteer fire departments that may tap into the system and we have no way of knowing what they're using. Fire -- you know, fire attendant, they go, they use water. We have no way of recording. So to get an accurate read -- even saying 60 percent, I'm not so sure we're losing 60 percent. It's just unaccounted water. So you're doing a formula of water purchase, water sold, and I think that doesn't allow other factors to intercede in that.

MR. CICERO: Actually, the water loss does allow for system use and fire department usage. And I know that they're estimated numbers, because, obviously, nobody puts a
meter on a fire truck and says they pumped this much out of the hydrant, so this is what we consumed. But usually on an annual basis you can -- you can be plus or minus within some range. So that -- that number does come out of there and it's such a drastic increase that I'm -- I didn't know if there was something that you were specifically familiar with or not -THE WITNESS: No, I'm not.

MR. CICERO: -- when you said possible. THE WITNESS: I'm -- I'm not familiar with that.

MR. CICERO: So Dean Hall would be a better one to pursue as far as the water lines? THE WITNESS: Yes.

MR. CICERO: Okay. I'm sorry. Please continue, Mr. Bowker.

BY MR. BOWKER:
Q In that same letter he states
that "master meters throughout the system are having comparisons done through flow rates." Was this also done?

A Yes, it was.
Q With good results?
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A
Q
Okay. And then, lastly,
Mr. Halbert states that Southern District has "been in contact with multiple professional leak detection experts and are currently pursuing ways to find funding to use them."

Was that also done?
A Yes, it was.
Q In the Final Order for Case No. 2012-309, that was issued on July 12, 2013, the Commission ordered Southern District to file with the Commission, "A comprehensive unaccounted for water loss reduction plan that identifies the sources of unaccounted for water loss, the amount of water loss from each source and establishes priorities and a time schedule for eliminating each source of unaccounted for water loss."

Was this done to your knowledge?
A I can't answer that right offhand.

Q
A No, I can't -- no, I'm not.
Q And has the Board made a request to Kentucky Rural Water Association to conduct a water meter audit?

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A Yes.
Q And that's to determine whether District's line loss is within the system?

A Yes.
Q That's the purpose of that? And to see if there are any meter issues?

A Yes.
Q So that was also -- when was that done?

A I'm -- roughly, this issue, we had Rural Water come in and -- and go through the system and help with the crew, trying to find the leaks. And we met with Dean recently since and he -- we have a new system that they're implementing with the crew out, the leak detection crew out, plus Rural Water is assisting us right now with -- with the new policy to go out and check this.

Q Okay. In your opinion, what is Southern Water District's -- and Sewer District, what is the -- well, Water District. What is Southern Water District's number one problem as of now, in your opinion?

A Finances.
Q Excuse me?
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A
Q And can you expand on that?
A Well, it's --
Q water line loss?

A Well, I'm sure that plays a role also, but, no, I don't believe that's our financial situation problem. It's -- it's a long process. You know, it's complicated. We're trying to deal with a lot of issues in a rural area. We have customers that don't pay, water theft. I've heard them mention about 40-some customers with free water. No. You know, we may have 40-some customers stealing water. Not that they'd do that in our county, but, anyhow, I'm just saying there's a lot of issues to address in a water system. And money is a big issue with Southern Water now. We've lost customers. Willingly or unwillingly, they're not there, and that has put a financial strap on Southern Water.

Q You mentioned that you have an issue with theft in the area. To your knowledge, what has the Board of Commissioners done to specifically address that problem to account for people that are stealing water?

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A
We've prosecuted. Been very successful with that. When the crew finds it, we do dig-outs. You know, they'll pull the meters and they'll backtrack a couple of days, find out if they managed to do a new way of getting water, so you dig it out. And, finally, you have to take a backhoe over there and dig the whole hole out. So they address it constantly.

Q When you say prosecuted, is there a procedure in place that when you find a theft to take it to the local county attorney?

A Yes. We go to the county attorney, file charges, and pursue it through the court system.

Q And to your knowledge do you know approximately how many times that's been done?

A I don't have a total figure.
Q But that's a regular -- regular occurrence?

A Yes. If it's found, we find them, we -- we definitely prosecute.

Q Any other projects that -- that you've been involved in as a -- as a Commissioner during your time that the water district has taken on to reduce the amount of line loss that has not
been mentioned yet, specific projects?
A Well, no, not none that we have not already discussed.

Q The ones we've discussed, is -that's all?

A The main water line, the leak detection crew, check them for water theft where we can.

Q And water district -- well, I'll get back to that.

Has the Board ever hired an outside consultant to assist the water district in detecting and repairing leaks?

A Yes, we have.
Q And other than Kentucky Rural Water, anyone else?

A No, not to my knowledge.
Q Just been using Kentucky Rural Water?

A Yes.
Q And you mentioned that there's some areas where water line loss is significantly worse than other line loss. And your statement is, that's generally just due to geography?

A Well, that and our system is 40
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years old. You know, we've combined three districts. And some of the district is newer than the older, and we've got some areas that are 40 to 45, 50-year-old lines. And they're just getting old and deteriorating.

Q Has the water district had any issues regarding the hydraulics or the pressure of the line within the distribution area, such as when the water district fixes one leak at a certain location, does that cause pressure to build and cause line breaks somewhere else down the line?

A Well, it's possible, but we don't have customers without water. Is that what you're asking?

Q Well, it just -- to your knowledge, is there problems with the hydraulics in the area?

A None to my knowledge. I -- I can't answer that.

Q Would that be a better question for Mr. Hall?

A Yes, it would.
Q Okay. Is it fair to say that the district is experiencing a significant loss of revenue because of the line loss?

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A
No, I don't think line loss is our financial issues. It is -- it attributes -everything attributes to finances, from customers not paying, to water loss, to customer loss, to -so everything contributes, so it's -- it's just one piece of the puzzle.

Q In your approximation, how much -- how much does the district lose in revenue -- in lost revenues due to water line loss, an approximation?

A I don't think I could answer that.

Q Moving on to another topic. Does the Board have a policy in place to direct its Commissioners to attend the Commission's or the Commission's approved Water District Commissioner Training Programs?

A We come to the annual training every year and have since we've been on the Boards.

Q But do you have a specific policy in place, like a written policy to direct to -- to make sure it gets done?

A Other than a Public Service policy that requires us to come, no, that's -- not to my knowledge.

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Q
Okay. And are the Commissioners to attend at least six hours every year?

A Yes.
Q And to your knowledge they --
they do so?
A Yes, we do.
Q Is there any way that you keep up with who has gone to training and who hasn't gone to training?

A Yes, we do.
Q And how is that done, just on a computer program or...

A We receive -- we register, come to our training, and the Public Service issues our training certificates and we keep them on file at the water office.

Q And did you, yourself obtain the additional training requirement of 12 hours within the first 12 months that you were on the Board of Commissioners?

A Yes, I did.
Q Okay. And you attend every year, you stated?

A Yes, I have.
MR. BOWKER: I have no further questions of
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Ms. Johnson.
CHAIRMAN SCHMITT: Mr. McNeil, any
questions?
MR. McNEIL: Was the Chairman to go --
Direct after that or --
CHAIRMAN SCHMITT: Well, I was going to ask you if you wanted to and then --

MR. McNEIL: I have questions, Your Honor, yes.

CHAIRMAN SCHMITT: Then I'll let counsel ask at the end since he -- clear up any issue.

MR. McNEIL: That would be fine. Thank you.

## EXAMINATION

By Mr. McNeil:
Q Ms. Johnson, good morning.
A Good morning.
Q So you are not personally aware
of Southern providing water for free to any number of customers?

A No.
Q You're not aware that something
like 40 people might not have meters?
A No.
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Q
Okay. Can you identify or provide documentation of the last prosecution for water theft?

A I don't have that with me, but I'm sure that's attainable through the courts. I could -- you know, I'm sure we could get that. I just don't have that with us today.

Q Do you have any idea when the last one might have occurred?

A Not right off the top of my head, no, I can't answer that.

Q Okay. As a post-hearing data request, could you provide record of the last prosecution that Southern performed for water theft?

A Yes, we could.
MR. McNEIL: Okay. Thank you.
MR. STROBO: We have no questions, Chair.
No questions.
MR. CICERO: Were you done?
MR. McNEIL: Oh, I'm sorry, I had a few more.

CHAIRMAN SCHMITT: Oh, no, he's not.
MR. STROBO: Oh, I thought you were done. I'm sorry.

MR. McNEIL: No, no. Sorry.
CHAIRMAN SCHMITT: Okay. Normally, he would basically let us know when he was finished.

MR. STROBO: I'm hearing things, I think. CHAIRMAN SCHMITT: And then we'd probably go to the Commissioners and then to you so you could -- you know, you'd have the last say.

BY MR. McNEIL:
Q Does Southern have any procedure other than just discussion at a Board meeting to take on new debt?

A I'm not sure what you're asking
me. Ask that --
Q So I'm thinking about the loans obtained from First Guaranty Bank and Citizens National Bank for the trucks, the other --

A Uh-huh (affirmative).
Q -- I think the excavator?
A Yes.
Q Could you describe the process you would go through to obtain that kind of financing?

A We advertise for low bid,
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advertise for bids. We open the bids sealed and -and take the low bid. We have erred. In our last training we picked up -- I'm not sure who was doing the instructing that day -- that anything over two years, we were to ask for permission. And one of our notes, we come out and said, well, I think we goofed up there. We did a five-year note on a pickup, a truck. I said pickup. I'm sorry. We knew then at that point, after our training, that we should have asked for permission at that time.

Q Does a -- does the Board usually obtain legal assistance in obtaining financing like that or is that --

A We have a CPA that we rely on. And we dropped the ball. We have to own that mistake.

Q As to the transfer of customers, did the Southern Board ever perform an internal cost-benefit analysis of that transfer? Did you go through how it would affect the utility?

A This transfer of customers and the assets and all that, that issue was kind of brought to us by our judge and our fiscal court. And it was -- we did need out of the sewer business. It -- to find a certified paper person
to do that work, we could not find. We had one. We had to dismiss him. And that was the reason one of the sewer plants was in the condition it was in, is we had to dismiss him for lack of duty.

So at that point, we outsourced our sewer overseers with -- so they would have the certification. However, that became so expensive. And when this deal came up about the sewer business, we talked about it and thought that was a good idea. We needed out of the sewer business. We did. Qualifications for someone we did not have and have to hire them to come in, that is a hard person for us to locate in our area.

Q So at the time the financials didn't make sense to -- to perform the transfer?

A This -- yes, at that time, the way it was presented, yes, we -- it was a win-win according to everybody at that time.

Q Do you feel the same today?
A No, I do not.
Q Do you know if the District has submitted contracts for its three wholesale customers into the record?

A Are you talking about our Pikeville and Prestonsburg that -- yes, that's part
of our application on our rate increase.
Q I believe staff had mentioned that the actual contracts were not in the record before. I didn't know if you had submitted -- if you knew if the District had submitted those contracts.

A I don't know. I'd have to refer to Holly. She's doing our rate increase.

Q Okay. If not, could you provide them in a post-hearing data request?

A Yes.
MR. McNEIL: Okay. No further questions.
CHAIRMAN SCHMITT: Commissioner Cicero, questions?

## EXAMINATION

By Mr. Cicero:
Q In following up on the line of questioning that the Attorney General was just asking, at the time that they brought this transfer deal to you, you thought it was a good idea because of the difficulty to obtain operators to run the sewer plants; is that correct?

A Yes.
At that time was the water asset transfer also presented or was it just presented as

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a sewer trans- --
A We first initially started talking about the sewage. And then as the negotiations went on, Prestonsburg wanted the water, and I could see what they were saying at that time. And we were saying we wanted to keep the water customers. And, finally, through a push and shove -- and I must say, we were persuaded heavily by our fiscal court to go ahead with the -as it was, so...

Q So you would -- I'm going to put words in your mouth and you can correct me if I'm wrong.

A Okay.
Q You were persuaded to do this transfer, not on the basis of a cost-benefit analysis, but because of political pressure? You can say yes or no.

A I'm trying to be as delicate as I can, but, yes, we were -- we -- we wanted rid of the sewage. We did not want rid of our water. But as time passed and things become more complicated, and the money issue they -- you know, Mr. Campbell referred to the 2 million here and the 2 million this account, it -- it got so complicated that
finally it was just a matter of we were persuaded strongly to go with -- go ahead and complete it.

Q So was the fiscal court or the Commission the primary negotiators in this transaction for sewer and water assets?

A On -- I think our judge and fiscal court was the primary negotiator.

Q That makes it more interesting.
A It was on our part, too.
Q I'll switch out that line of questioning for a second.

You said that customers that don't pay is one of the financial difficulties being experienced. Do you know how much bad debt the District writes off annually?

A Well, we've not -- we've -- we did on our -- the CPA done a -- he's not completed the writeoffs. I don't have that figure. But that's just a part of it, you know -- part of our financial issues, the bad debt. You know, we have people leave the area. They just pack up and move, go from one place to the other and come in and get water in another area under another name. It's -it's a difficult rundown, if -- you know, to keep up with that part of it.

Q
And I think everybody understands that theft is a problem, bad debt is a problem. But I understand when the staff asks you if you thought that water loss was significant, and you indicated you weren't sure how much it was a problem. But would you be surprised if I told you that the value was about $\$ 386,000$ annually over and above 15 percent, which is the standard permitted by the PSC --

A No.
Q -- for unaccounted water loss that the District is losing because of the rate of loss?

A No, I would not.
Q And I think this is what the concerning part is, is that when you look at that $\$ 386,000$-- and I think I mentioned to you before, that in 2009 the water loss rate was somewhere around 20 percent. And I know that maybe how it's accounted for or reported or whether it's plant usage or fire department usage, for it to go to 60 percent at the same time that all of these leak detection processes have been put in place and this concerted effort, we're -- we're trying to reconcile how this increase in water loss has
occurred, because I can't imagine what it would be like if you weren't going through all of this process of leak detection.

A I think it's a better
accountability now than it was when it was reported. I think we have a better accountability of our water loss now due to the implementation of leak detection. I think we have a better accountability of our loss.

Q
Well, I will give you credit, it has stayed relatively constant, unfortunately, at the wrong level since this letter was written. It just means that there's really been no progress made. If anything, it's trended slightly upward.

When staff referred to this letter and he went down through all of the different items in it, one of the questions he didn't ask, and I was hoping that he would was, it says that "Southern Water and Sewer District will keep the PSC updated in any and all progress made in respect to lowering our monthly water loss."

Do you know if any reports have been generated or any communication made as to water loss progress?
A I'm not -- I don't -- I can't
answer that.
Q
In another line of questioning that was -- you were asked about staggered terms and the Commission members' different terms and when they expired or whatever. And you said there was a lot of activity that occurred in the December fiscal court meeting. Can you provide fiscal court minutes as a post-hearing data request, just so that we can get an idea of who's being considered for appointment and what the fiscal court is doing in terms of filling the expired or transferred Commissioners, so that we -- we have an idea?

A Yes.
Q I'm going to ask one more line of questioning on the loans. And I know you said that -- and the pickup truck loan that you did mea culpa that you went more than the two years. And so, therefore, you learned at the training that that was statutorily outside of what you were able to do without contacting the PSC for CPCN.

I'm also looking at a loan here for an excavator and the amortization schedule for this 41,355-dollar loan through Citizens National Bank was set up on a five-year plan. And then the initial amortization was done with 23 payments and a

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balloon payment, then rolled over to finish out the portion of the remaining balance, unfortunately, at a higher interest rate. It almost looks like the Commission was looking to avoid coming to the Public Service Commission for that debt. Can you comment on that?

A No, I don't -- I wouldn't think we would avoid anything to the Public Service. As a consumer and a Board member, I think Public Service would be the way -- we depend on the Public Service to advise us. It's a -- to advise us as Board members or to help us as a consumer. I don't think we dance around the Commission in no way. We depend on the CPA to set that up. I'm not -- that would be a question I probably would go back and ask him. You know, at a higher rate, I don't understand that. But I'm sure he learned at that point about that also. So I would have to ask him why that would be at a higher rate. I can't answer that.

Q Well, 23 payments were made at $\$ 939.61$ and a balloon payment at 22,425.98. Then the loan was reestablished at 40 -- at 22,000 -approximately the same amount, plus a loan initiation fee, and then it was extended out to
continue the payments. So, I mean, I understand that loans can be rolled over for certain debt, but this is almost a -- it looks like an intentional trying to beat the statute.

A I would do nothing intentional to violate any statute of anything. I have spent my career in law enforcement. And there is no way I would do anything illegal or immoral to jeopardize myself as a person or the water district as a representation.

Q Well, as I said, I understand the training became a bigger issue for the Public Service Commission over the last 18 months to two years in trying to make sure the Commissioners understood the importance of following all the statutory guidelines. By guidelines would mean the law, and so we're trying to enforce those. And it just -- we're just trying to make a point here that when loans are entered into, whether it's for equipment or whatever it happens to be, that if it's going to exceed the two-year duration, you need to come to the Public Service Commission for a CPCN.

A I appreciate that. Thank you.
MR. CICERO: I don't really have any other
questions.
CHAIRMAN SCHMITT: Commissioner Mathews? DR. MATHEWS: I don't have any questions. CHAIRMAN SCHMITT: I'm going to have a few questions, so it's going to take some time, so -- but at this time it's five after 12:00. Let's go into recess until 1:05 p.m. (THEREUPON, A BREAK WAS TAKEN.) CHAIRMAN SCHMITT: We are now back on the record and it's approximately eight minutes after 1:00 in the afternoon. And Ms. Johnson is on the stand and ready for additional questions.

## EXAMINATION

## By Chairman Schmitt:

Q Ms. Johnson, you have been on, I guess, the -- you've been a member of the Commission, Southern Water -- Southern Water and Sewer District's Commission since it was formed in about 2000; correct?

A Yes.
Q And prior to that you were on one of its predecessors?

A Beaver-Elkhorn.
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Q
A Uh-huh (affirmative).
Q Sounds like a coal company or something, doesn't it?

A It does. Well, it isn't.
Q Anyway, now, I don't understand. I don't know -- we've gone back to try to see when -- what everybody's terms were and that's not always an easy thing to do, because during the course of serving on boards and commissions, it seems as if many times when someone leaves early, maybe wants to resign or dies --

A Uh-huh (affirmative).
Q -- and the vacancy is filled, whoever appoints that person, appoints them and they think it's for four years and they stay on. And then all of the terms get out of -- I guess out of whack or something, how you say it. But there was a complaint, I guess, registered, maybe one or more here, telephonically about the terms of the present Commissioners and -- not so much that as much as the, I guess, Judge Executive Hale and the fiscal court taking some kind of action in December. And before I get -- well, let me just say we -- the records we have here, of course, are

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based upon annual reports that are filed.
A Uh-huh (affirmative).
Q And if we go back to 2000 or close to it -- I just pulled some at random. 2003, it had -- the chairperson was Hubert Halbert and it had Bert Layne as treasurer. You were the secretary. Palmer Frazier was a Commissioner and so was Eula Hall.

A Uh-huh (affirmative).
Q Because that's the same Eula Hall that apparently was appointed in December; correct?

A Yes.
Q And it had everybody on the report. Over on the far right-hand side, it has term expires. And it had everybody's term expiring on December the 16th, 2004. Okay?

So if that were the case and these terms are for four years, then those terms would have expired. Yours, for instance, 2004, 2008, 2012, 2016 and 2020. Okay? And that would have been the same for these other people, none of whom is on the Board now apparently other than you; right?

Then if we go to 2006 -- I just pulled 2006. And here the terms have changed, because it has Chairperson Paula G. Johnson, has your term expiring
on December 15th, 2010, okay. I don't know how that -- you know, obviously, there's a discrepancy. Then it had Bert Layne treasurer and his term expires December 15, 2010. Palmer Frazier: December 15, 2010. Then it has Scarlet Stumbo: Term expires January 1st, 2011. And Cleveland Tackett's term: June 1st, 2011.

A Mr. Frazier passed away and so did Clee, Clee Tackett, his -- he passed away. He become ill and had to resign. Scarlet was not reappointed. I don't recall the exact years, Mr. Schmitt. I -- you know, but --

Q Oh, I know. I understand.
A Yeah.
Q I'm just saying that -- that if we have somebody -- if you tried to sort it out, if you looked at the 2003 Annual Report, it has five commissioners, all of whom's terms expires on December 16, 2004. Now that's probably not correct because the terms ought to be staggered. But here it had every term expired December 16, 2004. And then three years later, it has three of the terms expiring on December 15th, not 16th, 2010, which couldn't be correct, if these other terms are -terms are for four years. Then it has Scarlet

Stumbo January 1st, 2011, starts a different month. And Mr. Tackett's term expiring June the 1st, 2011. And the only reason I say that is, I've gone through here over several years. And we get to 2015, and in 2015 it has your term, Paula Johnson, expiring December the 1st, not the 16th, but the 1st of 2017, which couldn't be at any possibly correct order. Larry Joe Osborne: December 1st, 2017. Barry Hall, the same date. Hayes Hamilton, the same date. And Joe Jacobs, the same date, January 1st, 2017. But then -- now, that's 2015 Annual Report. In 2017 Annual Report, it has your term expiring January -- December 16th, '18. All right? Larry Joe Osborne: December 16th, 2018. Joe Jacobs: December 16, 2018. Barry Hall: December 14th, 2019. And Hayes Hamilton: December 14, 2019. Well, you see the --

A I see --
Q -- issue?
A I know in the November fiscal court of this year, I was reappointed and so was Larry Joe -- Larry Osborne, I'm sorry. We were just reappointed in the November fiscal court meeting --

Okay.
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A
-- because they was not sure they were having one in December due to the Christmas holidays, whatever, but --

Q Okay.
A -- they did have one. I can speak for November, because they called. Other than that, I'm not sure how -- I'm thinking -- and I'm not -- I'm not sure on the other terms. I can only speak for mine and Larry Joe's. We were done together that day in fiscal court in November. The exact date, I don't know.

Q Well, if nobody else was appointed on that day in November of '18 -- you were at the fiscal court meeting?

A No.
Q Were you there?
A I was called.
Q Okay. But you don't know if Mr. Jacobs -- I don't know what happened, whether any -- was anybody appointed in December?

A Eula Hall was appointed in Joe Jacobs' position.

Q In December --
A In December.
Q -- 2018? Was anybody else
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appointed?
A I'm not sure.
Q I mean, I guess it all depends on when somebody's term was actually up, if we know.

A Yeah.
Q Now, Eula Hall is -- is Eula Hall Dean Hall's mother?

A Yes.
Q And he's the general manager?
A Yes.
Q Has she attended a meeting yet or have you had a meeting yet?

A We haven't had a meeting yet.
Q Now, someone said that what happened at the meeting was, is that Mr. Jacobs', I don't know, term expired or whatever. But Mr. Jacobs was not reappointed, but that Commissioner Hamilton was appointed to fill Mr. -it's too convoluted for me. Commissioner Hamilton was -- who was on the Board, was appointed to fill Joe Jacobs' position, and that Eula Hall was then appointed to fill Mr. Hamilton's. Do you know anything about that?

A No. I was not there.
It's better. It's too confusing
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to --
A Yeah.
Q I just wondered if -- if anyone knew.

And these appointments were made by Ben Hale; correct?

A Yeah, Ben and the fiscal court, yes.

Q And confirmed by the fiscal court at their last meeting before their terms expired; correct?

A Mine was in November, yes.
Q Yeah, yours was in November.
A Yeah.
Q Assuming the other actually
happened was in December.
Now, Judge Executive Hale was defeated in the Democratic primary in May of 2018; correct?

A Yes.
Q And with three of the fiscal court members, there was a change. I don't know if they didn't run or if they ran or were defeated, but three fiscal court -- three of the five fiscal court members are not the same in January of 2019 as they were in December of 2018 --

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A Correct.
Q -- is that correct?
Now, annual reports -- water districts are required to file annual reports that have a lot of different information in them every year. And I don't have -- I've got them somewhere, but I didn't bring them down. But usually somebody signs those -- back of those annual reports. And some of them have your signature, I think, and some of them have Dean Hall's signature. And most of those times, there's a jurat, or there's an affidavit that swears that the information contained in those annual reports is correct. And I'm -- what I'd like to ask you is, is do you -- when any of these reports that you may have signed, who prepared the information that went into the annual report?

A I'm not -- I don't -- I can't answer that.

Q Okay. I mean, I assume you didn't as a Commissioner?

A I would assume that CPA Dean and the Board together reviewed and prepared the annual report. But an exact answer, I'm not sure.

Q When you say the Board, do you mean you and the other Commissioners?

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A
We would have reviewed the annual report, yes.

Q Before it was filed?
A Yes.
Q Well, you know, in the annual report there's all kinds of -- maybe 65, 70 pages of detailed information, including information about the number of customers, how much money was -- revenue was collected, what the expenses were and so forth. And the accountant, whoever that was, would have to have gotten that information from somebody or some source; right?

A Yes.
Q Somebody -- some source at the -Southern Water District; correct?

A Yes.
Q But you don't -- you wouldn't know who that source would be?

A No.
Q When Commissioner Cicero, I guess, made the statement to you that the water loss at the level that you admitted or said that the District had, 60 percent, that that costs about 385, \$387,000 a year. Did you have any idea that -- that unaccounted for water loss or

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non-revenue water loss could amount to that kind of money?

A No.
Q And that's not included in like what the fire department used or what you used. That's just water that went out in the ground or spilled over the top of the tank or something.

A Uh-huh (affirmative).
Q If you had that water loss down to 15 percent, your money troubles would be over, wouldn't they?

A I can't answer that.
Q If you had an extra 380,
$\$ 400,000$, wouldn't that help out?
A That would be ideal.
Q One of the things that I -- well,
I think I understand it, but that's inconsistent in Southern's position is, is that over the years, despite all of the statements that Southern is taking action to -- to repair lines, fix leaks and have extra crews on to discover leaks to eliminate water loss, the water loss hasn't gotten any better. I mean, do you discuss these things at your -- at any of your meetings with --

A We discuss --

Q -- Mr. Hall or --
A Yes.
Q Okay.
A We discuss them. Dean prepares a report that he submits, along with our agenda, on the leak detection, number of leaks, where they're at, what the pipe was to repair it, how many hours the guys worked to repair it, and that goes to every Board member in our packet. He addresses it monthly with the -- with the Board.

Q When you have gone to training, at least the last two years -- I know I saw you at Pine Mountain.

A Uh-huh (affirmative).
Q I saw Mr. Jacobs and maybe some others the first day at --

A Uh-huh (affirmative).
Q -- Prestonsburg this year, and you were probably the second day?

A Yeah.
Q So -- but I know water loss -and I know water loss was specifically addressed at those two training sessions. I mean, and I just wonder if -- not that you don't take it seriously, but if you've kind of gotten the idea there's just
nothing we can do about it?
A No. No, I wouldn't take that -that is a very serious issue with our company, the water loss, and it does play a major role in our finances. We address it constantly. It's a difficult -- the structure is old and it is very -it's an obstacle for us to deal with this, but we deal with this. We don't -- anything that is said, we take very serious.

You know, we go to training for a purpose to retain something. When we come back out, we want to know we've learned something, you know, and it's a -- it's always been a great training seminar for us. And we pick up something on each thing. Just like the -- the two-year thing, we picked that up immediately and come out and said, you know, we -we made a mistake. And when you go and learn something like that, you take it back.

Q Now, you said we learned about the two year on the -- I guess financing --

A Uh-huh (affirmative).
Q -- right?
A (Witness nods head.)
Q And so when did you learn that?
A At one of the -- the last year
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training seminar at Jenny Wiley, I believe it was.
Q Ms. Johnson, in 2012 the Public Service Commission, in a Final Order, basically addressed the fact that Southern Water District had obtained several loans, some for a lot of money, without Public Service Commission approval. And the Order recited that the Commissioners had understood that -- that that was in violation of the law, the statutes, and that basically they would see to it it didn't happen again. You don't have any recollection of that?

A I'm sure I do if I seen it. You know, I'm sitting here trying to pick my brain as you're discussing these things. We relied on the CPA to prepare our finances. I don't know if it was an oversight on his part or an oversight on all of our parts to prepare those truck loans.

Q Who's your CPA?
A Good God, I've got -- I mean --
Q Mr. Spears? Is it Spears?
A Yeah, Mike Spears and Jeff. Yes.
Q And Mike Spears is in Pikeville?
A Yes.
Q Is Reed -- Mr. Reed is that --
A Yeah.

Q
-- is he in the same office as Mr. Spears?

A He's in Prestonsburg -- Jeff, he -- they're -- yes, it's same two in the firm. Jeff comes to our meetings. And we discuss that with Mike also. He knew we were upset with this.

Q Do you have -- does Southern have a local attorney that it uses to come to the meetings or to give you advice?

A Our assistant county attorney comes.

Q Your assistant county attorney?
A Uh-huh (affirmative).
Q And who is that?
A Keith Bartley is our -- Tyler
Green.
Q And, I guess, does he do that as a -- just as a public service or do you pay him for his service?

A We pay him.
Q And does he come just occasionally or does he come to all your meetings?

A He doesn't come to all of them, but he comes when we have issues we feel we need to discuss with legal.

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Q
So if you need legal advice, you got somebody to talk to; right?

A Uh-huh (affirmative). Yes, sir.
Q
Has Mr. Green or Mr. Bartley ever talked to you about the requirements of the open meetings law?

A I don't recall that as --
Q Well, the reason I say -- I know you get that in training, too.

A Yeah, I was going to say --
Q It's always in training.
A -- we picked that up in Public Service training.

Q Well, I know I've seen some of your minutes.

A Uh-huh (affirmative).
Q And your minutes all show
violations of the Kentucky Open Meetings Act. And I'm not going to get into any advice, but I suspect if you took those minutes by your lawyer, they could probably tell you in a few minutes what you needed to do so you didn't run into those issues again. Because what might happen to you is, you might come out of executive session, you might take some action. And in the infamous case of Tommy

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Thompson, et al vs. Floyd County Board of Education, your -- you might -- your actions you took might be invalidated and you might never be able to fix the problems. That's just a suggestion, okay. You might --

A Thank you.
Q -- you might think about it.
Now, you heard, I guess, Mr. Campbell
discuss the fact that the City of Prestonsburg Utility Commission replaced the -- all of the water meters on the areas where the water distribution system was transferred to Southern to Prestonsburg; correct?

A Yes. Yes.
Q And that the meters that -- the meters that Southern owned were mechanical meters, meters that required a human being to go --

A Uh-huh (affirmative).
Q -- look down in the hole or
whatever and read the meter and report on it; correct?

A Yes.
Q You don't have, I assume, any so-called smart meters or meters that would --

A No.

Q -- allow them to be -- somebody drives up the road in a truck, and the computer sends a signal and it automatically gets the reading without the driver having to go out and look at the meter --

A No, we do not.
Q -- personally?
Okay. Have you ever considered buying such meters?

A
Yes, we have. And we have talked to some vendors about that, but we have not been able financially to invest in that.

Q Well, see, this is what I don't understand. I think you can. I don't see how you can afford not to. All you got to do is come to the Public Service Commission and file a case and ask, and I can't think of a time we've turned down anybody that had meters -- 5,000 meters, according to our latest inspection report, that were 13 to 15 years old and had never been tested. And, I mean, you might say, I don't want to charge my customers for this, but by the same token, how can you afford to operate with your meters running at 15 percent slow. So in addition to the -- to the 60 percent water loss -- I guess that's all part of it -- your

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water is going through the meter that you're not really billing for. So for whatever, I -- I notice that in the inspection report that was done by our water inspector in May of this year, May the 16th, the question came up about meters.

And let me -- let me just give you -- might be easier if $I$ do it this way. I don't know, we may not have enough for everybody. Counsel, would you give your -- give your client, give Ms. Johnson one of these, and here's one for you and -- would you like one, Mr. McNeil? You may or may not. It may not make any difference.

MR. McNEIL: Sure, if it's...
CHAIRMAN SCHMITT: Would you like one? I just have one left, so...

MR. McNEIL: Thank you. I appreciate it. BY CHAIRMAN SCHMITT:

Q Let me see, Ms. Johnson, if I can get the right page. Page 17. We look at -- do you see additional inspector comments?

A Uh-huh (affirmative).
Q It has "Utility" -- that's
Southern -- "stated they have 5,000 meters that are 13 to 15 years old that have never been tested, and 500 meters that are less than two years old." I

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mean -- and I know you're not the operational person.

A No.
Q But did you understand that meters are supposed to be tested at least every 10 years? And that before a meter is installed, if it's taken out or put back into service, it's supposed to be tested before it goes on the customer's line? Did you know that?

A I can't -- no.
Q Then the third one out of that says, "Utility stated the average distribution of the service line in the system is 50 years old. This along with pressure zones and terrain have contributed to the Utility's water loss issues."

And I think you said something earlier that the lines were at 40 to 50 years?

A Yes.
Q Do you have any idea as to what the expected life of a water line is, or your water lines are?

A No, sir, not -- not to say that outright, no.

Q Well, if they're 50 years, you're going to be --

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A
Q -- under the PSC's depreciation schedule. You know, you're probably looking at the average of $121 / 2$ years and -- they may last longer than that and they may -- they may not. But does Southern Water District have a capital improvement plan, a plan in place that would provide a schedule of replacing all of your water mains and service lines?

A I don't know that we have a written plan, but this is discussed also with Holly and Dean and the Board about the lines being older, what we need to do, we're trying to figure out funding and get something more concrete put down on paper. But, yeah, we -- we definitely discuss that, because that's -- we know that's part of our water loss is these old lines. When you're 50 year old and they're like they are, they definitely need replaced. But the funding for it is -- we've tried funding at several sources, you know, and we know the road.

Q Is funding hard to come by?
A Yes, it is. There's no more AML. That's wasted out. Coal is not running, so there's no AML money flowing like it did. The grants are
harder to get ahold of. You have to do loans. We don't want to incur debt at this point. We can't -- can't, so our funding sources are difficult to obtain.

Q It's hard to get debt because people don't want to loan you money; is that fair to say?

A That -- yes, that's fair to say.
Q And on the same report, our -our deputy executive director is also our director of our inspection services for water, gas and electricity. I had asked our inspector, here's -here's what he noted. And this was May 21st, 2018 from John Lyons. And he says to the inspector, "In the previous inspection response in 2017, the District stated their plan was to get a KIA loan to --

A Uh-huh (affirmative).
Q -- or loans to replace aging
infrastructure." Okay? "And acquire AMR" -that's those advanced meters; right -- "AMR meters. A check of the WRIS database reveals they've been approved for an infrastructure project that would replace the existing water line from Lackey along Route 7 to Wayland, Kentucky. This project will
replace approximately 20,000 linear feet of existing 8 to 10 -inch PVC asbestos concrete lines with 6 and 8-inch PVC water line along Route 7 to the City of Wayland. Aaron" -- that's the inspector. "Aaron, please check on the status of this project and if PSC granted approval." Of course, nobody ever applied to the PSC for approval, but her response was, "After speaking to Mr. Dean" -- I guess that's Mr. Hall. That sounds like an Indian doctor. They always get -- you know, the first name.

A Yeah, Doctor. Dr. Don.
Q Yeah. Yeah, Dr. Chandler or somebody.
"After speaking to Mr. Dean at Southern Water and Sewer District, he stated that funding for the Mink Branch tank replacement and the Lackey Route 7 to Wayland project was pulled" --

A Uh-huh (affirmative).
Q -- "by KIA due to fear of
Southern not being able to pay the loan back." Is that -- was that what happened?

A Yes.
Q So I think some of the problem, Ms. Johnson, is maybe Southern not understanding
that if you're willing to do the work, you could probably come to the PSC and maybe get some relief -- get some relief.

Were you present whenever I spoke to one of the training sessions about our intent to have an infrastructure program to replace old pipelines and water mains and service lines?

A I think you done that at Pine- --
Q And I think Mr. --
A Yeah.
Q -- Mr. Jacobs asked me about it?
A He did.
Q But you got to come in, you know, and -- and then have a plan, which would be like a chart where, you know, we'd like to between this date and that date, replace lines between Point A and Point B. I mean, that other utilities do that, is what I'm saying. Large gas companies, Atmos, Columbia, they actually have a schedule. And I know you say, well, somebody in your organization could do it or maybe Kentucky Rural Water Association could help you. But we can't help you unless you know that we're available and try to use what resources we have to help you keep your system up and running.

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A
I would like to say, it would be safe for me to say we'll be coming back.

Q Well, I think that probably -- I think that probably is right.

A Not on the hot seat, I hope. Not on the hot seat.

Q Well -- but in terms of -- of meters -- now, I hate to do all this to you, but you're the chairman. Maybe we can "me too" everybody else later on.

Now, the Southern Water and Sewer District presumably has records or is supposed to have records, written records, of what it does and where it does it and who its customers are --

A Uh-huh (affirmative).
Q -- and that sort of thing; right?
A (Witness nods head.)
Q If you'll look -- well, I know you indicated that you didn't have -- you didn't know that meters were required to be tested, and then I read the other. But if you'll look at Page 6 and Page 7 of the inspection report. And I'll just read this into the record and you correct me if I make a mistake on it. Page 6, the bottom, Section 17 meter testing: "Does the utility
maintain meter standards and test facilities as more specifically established in 807 KAR 5:066? No.
"Before being installed for use by a customer, are all meters tested and in good working order and adjusted as close to the optimum operating tolerance as possible as more specifically required by in the section cited? No.
"Does the utility have all or part of its testing meters performed by another utility or agency? No.
"Does the utility or agency doing meter testing for a utility have in its employ meter testers certified by the commission? No.
"Does the utility or agency employ apprentices in training for certification as meter testers? No.
"Are all tests performed during this period by an apprentice witnessed by a certified meter tester? No.
"Meter test records. Does the utility maintain a complete record of all meter tests and adjustments and data sufficient to allow checking of test calculations? No.
"Do records include the following:
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Information to identify the unit and its location? No.
"Date of test? No.
"Reason for test? No.
"Reading before and after the test? No.
"Statement of 'as failed' and 'as left' accurate -- accuracy sufficiently complete to permit testing of calculations employed? No.
"Statement of repairs made, if any? No.
"Identifying number of meter? No.
"Type and capacity of meter? No.
"Does the utility maintain a complete record of tests of each meter continuous for at least two test periods and shall in no case be less than two years? No."

And it goes on for pages. But they're all no. And if you don't keep -- if you don't test meters, I mean, as you're legally required to do, and you don't keep any -- well, I guess you don't have any records. I don't know how you -- how you operate, I guess. And I know your -- your job isn't operations, but the Commissioners' job -- isn't it the Commissioners' duty to see that the manager is doing his or her job?

A Yes, that's our job.
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I mean, were you ever advised by Mr. Hall or Mr. Halbert that meters weren't being tested, that there weren't any records?

A I don't recall that, no.
Q Throughout -- throughout the annual reports, from at least 2011 or 2012 forward, prior to that time, the amounts are much smaller, but -- but it always shows every year, without fail, that Southern Water and Sewer District uses 60 million gallons of water for its own purposes, and that the fire departments in Southern District use 60 million gallons of water every year free of charge. And those reports indicate and suggest that there must be some basis for that, that that's being reported.

Now, in answer to financial analyst data request in -- in this case, Southern said it didn't have any records to support either of those figures. And in this inspection report of May the 18th, 2018 it says, "Does the utility allow a utility to withdraw water from its distribution system for fire protection and training purposes at no charge? Yes.
"Does the utility require a fire department to submit quarterly reports demonstrating its water usage?" And the answer is no. All right.

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"Does the utility tariff state that the penalty to be assessed for failure to submit water usage reports?" And it says yes. So, presumably, there's a penalty that can be assessed against these fire departments if they don't provide it. But for years, somebody -- not the fire department presumably -- somebody has been putting 60 million gallon of water use by fire departments every single year when there's no evidence to support what that usage was, but it's easy -- it can be calculated. It can be calculated, what's used in flushing by Southern and used by fire departments. That's not a -- that's not an impossible concept.

I just wondered did you know that none of that -- those things weren't being done, but those figures were being used?

A Well, I know we have attempted to get some kind of water use by the fire department. Of course, you're talking about a lot of volunteer fire departments that don't give that information.

Q Well, you know what, of course, part of it's like, I try to get Johnny to, you know, go to school and, or to do this or to do that, do his homework, but he just won't do it. Sometimes you have to exact a price of people that
don't -- don't do what you need to do; isn't that right?

A It's true. I mean, you -- why don't you start charging for the water? I wouldn't let them have the water. I mean, it's -- all I'm saying is -- and I'm not addressing this to you personally, but it's the Commissioners' job to see that this District is properly run and that the manager is running it. And the manager, for all I know, he may come to the Commission and say, I told them we had these problems, but nobody did anything and I work for them. In any event, it's no excuse, is all I -- just no -- it's no excuse.

Because, ultimately, when somebody says, well, this is all okay, what you don't realize is all your pipes in the ground are rotting. And at some point in time, it's like your roof, you say, well, I ain't going to fix the shingles. I'll just put a bucket all over the kitchen and the bedroom. But at some point your whole house rots down. And that's what's happening, not just to Floyd -- not just to Southern in Floyd County, but to Martin County and dozens of other rural water districts across the state.

And if -- it's a hard job, is what I'm saying. And I don't know, you know, with local politicians involved, whether that problem can ever be solved absent just total regionalization of water district management. But, I guess, one of our -- I asked one of our people to see what the fire department usage would normally be expected to be, and I was told about 3 million gallons a year. I don't know if that's accurate, but $I$ throw it out for what it's worth. But, obviously, it's not 60 million every --

| A | Well -- |
| :--- | :--- |
| Q | -- every year. |
| A | -- that will be something we'll | address definitely when we go back. But I'd like to say one thing, we keep -- you know, you refer to Martin County. I can understand that because they are very public. But $I$ want to say one thing about our system. We may have debt and we may be here for -- on the hot seat, $I$ call it, but $I$ can say one thing about our water: We've got it to 99 percent in a rural area and it's clean, it's drinkable and it's serviceable and we're getting it there. It's been at a great cost, but the people in Floyd County have decent running, drinkable,

useable water. I'd like to just add that. CHAIRMAN SCHMITT: Okay.

MR. CICERO: So can $I$ just add one thing? And that's -- you're to be commended for that statistic, but on the other hand, as with Martin County, if your water loss is 60 percent, at what cost to your rate payers are you delivering that? Because the 60 million gallons that he refers to for the water department or the system usage, your loss of 1,160 customers to Prestonsburg, their consumption was approximately 60,744,000. So each of those figures for the fire department usage and for the system usage is equivalent to the loss of those customers that were -- we don't know whether they're transferred yet or not to Prestonsburg. But that gives you an idea the magnitude of what's been reported as that type of consumption. And, yes, your delivering clean water, which is -- we're not certain where Martin County is on that, but there's a cost for that. And, yes, AML money is drying up, grant money is drying up, but a system is
supposed to support itself on the revenues generated from its ratepayers, not operating and maintenance money that's obtained from grants or loans or whatever. It should sustain itself on its own operations and that's not occurring right now with Southern. And I don't really know how it can at that level of water loss. I think that's why the Commission has been focusing so much recently -- recently over the last 12 to 18 months on the level of water loss, because it is a disaster for rural water and has to be addressed and we have to find a way to put that infrastructure to a level where it's at least delivering without losing the majority of the water before it reaches the end user. And I think that's the big concern.

THE WITNESS: I understand that. BY CHAIRMAN SCHMITT:

Q I guess we got some information in the rate case, a schedule somewhere of lack of salaries for Southern water employees and they were all on an hourly basis. Are all employees paid by the hour?

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A
They are -- no. I'd have to ask Dean that. The girls aren't, are they? I will let Mr. Hall address that part to be sure.

Q Okay. There wasn't anybody here to make a public comment. Somebody -- I didn't talk to them, but somebody said a call had been made yesterday that somebody was supposed to be here. The only reason that was an issue, because I noted in a meeting we had about 4:00 yesterday that the notice hadn't been filed and you'd probably bring it today. And somebody said, well, they must have filed it -- they just must have published it because somebody called, but we -- we do get -- I guess when it was published in the newspaper that a rate increase had been requested, some customers wrote in, okay, but -- but some of the customers were upset, not just because of the rate increase, but they claim that your meter readers don't ever read the meters. Have you heard that? Have you heard that before?

A That's the first complaint you get when someone's water is a little higher than normal. Well, they're not reading my meter, you know. That is a big issue that Dean -- Mr. Hall. I keep saying Dean. I'll say Dean. Dean, that is
something that he stresses with them meter -that's our livelihood. They don't read them meters, they're not going to stay. And Dean has backtracked to make sure the meter readers are doing their job. And they switch them off to where they're not going to the same area to where they get comfortable with someone. He'll rotate them to keep them from -- from that issue.

Q Right.
A That's a normal complaint.
Q Well, let me just read one.
A Yeah.
Q I'll just read one.
A Yeah.
Q Just one, from a Rosetta Tackett, okay. Rosetta Tackett. And she says -- says --

A I don't know Rosetta.
Q -- "My concern is about the
upcoming rate increase. We, as Southern Water customers, already pay a large amount for our water and garbage. Hundreds of customers have watched the meter readers pass our homes without stopping to read the meter, and then later send us a bill that is estimated. We went as far as covering our meter with brush and dirt to show they hadn't read
it. This company is a joke and needs deeply investigated. They need the increase to keep the doors open, they said. Well, they need to stop neglecting money and the funds and stop punishing" -- doesn't make any sense -- "punishing the customers for their overspending on their personal things that don't pertain to the company. This place is a joke, to say the least. And we, as customers who barely can pay the bill now, will have to pay for it." And then it says, she's contacted -- that question: "Have you contacted the utility about the problem?" And she said yes. I don't know if she did. But there were several that say that the meters weren't being read. But if you had the AMR meters, you would never have to worry about -- you could save the cost of some meter -- meter readers maybe. But, anyway, I just wondered if you -- if you had had any complaints of people saying that the meter readers never really read the meters?

A I think the girls in the office get a complaint every time a bill goes out. That's not right, you know, they didn't read my meter, you know. That -- that to me is not -- that's an everyday complaint at the water company. Dean

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knows that and that's the reason he switched them around. And the meters, to be honest, they're in the ground. Even water -- you can wipe it off and go back out there the next day and you'll still have dirt on there. I mean, the meters are on the side of their properties. Even mine does that. And I know they read them because I go out and holler at them when $I$ see them in the yard, so...

Q If I figured if they weren't going to read a meter, it would be yours; right?

A No. I holler at mine all the time: What are you doing out there? Yeah. No, mine -- $I$ pay my bill, and my bill is above average.

Q You indicated that -- you mentioned the transfer and testified about the transfer of the sewer assets and the water distribution assets to Prestonsburg Utilities. And you seemed to indicate that it was the county judge executive and the fiscal court which were the prime movers in pushing that transaction; is that correct?

A At first it was presented by a Judge Hale, Ben, and -- and Eddie. We all worked -- Eddie presented it, and Ben, to our

Board. And after lengthy, lengthy discussions, we knew we didn't need the sewer. We could not find qualified people. There was no question about it. We tried. Rural Water tried to help us find them. We could not find the necessary qualifications. At the time we agreed to this transaction, the Board decided this was the best measure at the time for us.

Q That's your Board; right?
A Yes, Southern's Board.
Q And so then explain to me why -why the water, these two water assets were transferred. I assume Prestonsburg wanted those water assets?

A They wanted it. I could see their point, too. I could see Eddie's point, collecting the water, collecting the sewage, trying to separate. It become a difficult situation all the way around. And at the time it was presented -- I think I'm like the mayor, later on it did not -- things did not work out as we expected with the loss of the revenue. They -- the judge kept insisting this would work out, we're not giving it time, but it just -- financially, those customers become a greater loss than we

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anticipated.
I assume, at the time you expected that if when the water assets were transferred to Prestonsburg, that you would no longer have those expenses and it would be a wash, that you wouldn't lose -- you actually wouldn't lose money as a result of transferring those assets to Prestonsburg?

A Yes. We thought we would be -with the debt payoff, that we would be more financially stable.

Q Did your accountant or anything run any numbers or give you any advice about -about the economics of that?

A I don't -- there was so much discussion going on at the time between all of us. I just don't recall specific numbers. I -- you know, I don't recall that.

Q Was the impetus or the reason behind trying to get rid of the sewer assets because you were incurring numerous violations and possible civil penalties?

A That was part of it, yes.
Q I mean, I think in one of these filings -- maybe it was in the 2017 case -- it was

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suggested that maybe it might go into the hundreds of thousands of dollars?

A Well, we didn't -- you know, they suggested -- what we became -- you know, trying to find someone to help us with it, and the plant going down, the Wayland plant especially, we decided that the sewage was not feasible for Southern to maintain. We just could not maintain it.

Q How were your sewer fees or your sewer rates compared to your water rates in Wayland, for instance?

A At least 50 percent, wasn't it,
Dean? I'd have -- can I ask him?
CHAIRMAN SCHMITT: Yeah, sure. I don't care.

THE WITNESS: Dean --
CHAIRMAN SCHMITT: Just to get a general idea.

THE WITNESS: -- what was the sewage rate in Wayland?

MR. HALL: Rate?
THE WITNESS: Yeah.
CHAIRMAN SCHMITT: What, was it 50 percent
of the water rate, or the same as the water
rate?
MR. HALL: Hundred (100) percent. I mean,
the sewer -- the sewer --
THE WITNESS: I thought it was a match, like --

MR. HALL: -- like, 100 percent of the water bill.

BY CHAIRMAN SCHMITT:
Q All right. That's the way
most --
A Yeah. I know we were --
Q Water bill was --
A Yeah.
Q -- water bill was \$40 dollars, the sewer bill might be 40; right?

A Yeah. I was -- I was thinking 50, but it's 100 percent rate -- match, 100 percent match.

Q Now, when -- until Mr. Campbell testified this morning that Prestonsburg was not being paid --

A Uh-huh (affirmative).
Q -- its sewer rates in Wayland and Eastern --

A Uh-huh (affirmative).
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Q -- were you aware of that?
A Yes.
Q Can you explain to the Commission why Southern has not been paying Prestonsburg the rate for sewage use that it's entitled to?

A Well, we became financially strapped with the loss of the customers on the 23 Route. And they have not been that persistent on collecting and we have been negligent on paying. So it -- and we have also been in negotiations about the money, the -- the remaining 1.9. So we've kind of all been on a Chinamen standoff, to be polite, as to this and that. It -- Mike, it's been a disaster.

Q That's --
A It's hard to explain.
Q We had an idea, but we had no idea it was this convoluted until --

| A | It -- it -- |
| :--- | :--- |
| Q | -- we started this this morning. |

So I understand. You say we have been negotiating --

A Well --
Q -- this. Tell me about the negotiations.

A Well, Less will call. Dean and I will go down. And we don't really get a lot of answers. And I'll -- we'll say, we want our money, and he'll say, well, I'm not doing nothing now. We'll come back, we'll -- it's...

Q So you're saying -- do you think Prestonsburg still owes you money?

A Yes.
Q What do they owe you money for --
A One --
Q -- this additional 1.85 --
A Yes.
Q -- million --
A Yes.
Q -- or something?
And you're thinking, well, I can -- we need the money, and I can kind of hold their sewer rates as an offset --

A No, we're not --
Q -- against what they owe us?
A -- we're not playing a --
Q Is that what --
A
We're not playing hostage. We just have not financially been able to pay that part of it. And they have been gracious. And

Eddie's been great to work with as to not insist on that at this present time. I -- I really feel that RD's holding us at some points. We -- we have to work something out.

Q Have you-all had any -- you or any of your group, as opposed to Mr. Campbell and Prestonsburg, have you had any direct conversations with Hilda Legg or anybody at --

A We've met with Hilda --
Q -- Rural Development?
A -- and we've met with Doug Hall. And, you know, Doug said, well, you're due more money. They didn't know about the 1.9 million that Eddie had holding over here. So I'm not sure if they've come back to work. We could go back and say, hey, they're going to do this, will you sign off.

Q Well, we tried -- I tried to call them yesterday and they were -- all it said was we're furloughed --

A I know.
Q -- until the budget crisis is over.

A That would be all right if they'd pay them.

Q
Well, according to the president,
it may be years.
A
I know. This may be going -- I know.

CHAIRMAN SCHMITT: So --
MR. CICERO: I have a couple questions.
CHAIRMAN SCHMITT: Go ahead.
MR. CICERO: So I have to be a little critical here, because you've talked about consistently that the loss of the water revenue has caused your problems and -THE WITNESS: I said it contributed, sir.

MR. CICERO: It contributed to your
problems. But I can't believe that there was never a due diligence done that said, when I lose these customers, this is my water -- my loss of revenue and this is what I expect my income statement to look
like once I lose those, and that this
wasn't done before this deal was entered into, and it doesn't appear that that happened.

THE WITNESS: Yes, it was discussed a lot.
That was the --
MR. CICERO: But a make-good analysis done
by somebody that looked at the numbers and prepared a pro forma income statement, it doesn't appear that ever occurred, because now you're saying after those customers were transferred, this loss of revenue has caused your financial problem. It's no different now than it was before the transaction occurred. If you had done the numbers, you would have said, oh, my goodness, the revenue loss is too great. But it appears that never happened. THE WITNESS: It was discussed at great lengths.

MR. CICERO: It was discussed, but never done in a format that allowed people to make a decision based on actual numbers. That's the problem right now. And the $\$ 1.9$ million that now is contended to be owed to Southern, that number was never even discussed. But now it comes up because RD has a problem. What's the monthly payment that goes to pay that loan? What's the cash flow impact of that loan repayment?

THE WITNESS: On what loan? I'm not
understanding what loan you're -MR. CICERO: The RD, the three and a half million dollars, of which they're still looking for 1.9 million contribution from Prestonsburg to pay that down.

THE WITNESS: I don't have that spreadsheet. I need a spreadsheet. You're asking numbers that $I$ don't have access to. I'm sorry.

MR. CICERO: Well, my only point is, the amount associated with the cash flow on that loan on an annual basis is not causing the problems that Southern is experiencing. And I think one of the things that's being overlooked here is, you would have had a major outflow had you had to pay for the sewer problems that were coming up with Department of Water at the Cabinet, because those were going to be penalties you were going to have to pay. This -- this problem -- I think we found out today this problem is way worse than we ever thought that it could possibly be. And I'm a little concerned because from a management perspective, I'm not sure you -- that you
guys have your handle on what's going on. It appears that decisions were made without checking the impact of what was going to occur and that -- that is a big concern from my perspective anyways.

I don't have anything else.
BY CHAIRMAN SCHMITT:
Q Ms. Johnson, just a couple things and then we'll move on and let somebody else ask you some questions.

I guess, Southern Water pumps and treats most of the water that it sells from the Big Sandy River; right?

A Uh-huh (affirmative).
Q You got your own plant?
A Yes.
Q And then you buy water from
Prestonsburg and from -- from Pikeville --
A Pikeville.
Q -- is that correct?
A Yes.
Q All right. Do you have a contract with Prestonsburg and a contract with Pikeville for the purchase of that water --

A Yes.
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Q -- from them?
Okay. Let me ask you and your counsel if you would supply us later -- we'll have a formal data request -- with copies of those two contracts, okay?

A Yes.
Q I notice that Pikeville apparently raised its rate in maybe September.

A Yes.
Q And you don't object to that raise. You know the Public Service Commission can control those things after a hearing. But you didn't object. You -- I'm not saying it's unfair or fair. But as far as you're concerned, that rate increase is not too high; right?

A Yes.
Q Okay. Now, during the course of this proceeding, you -- Southern has asked for an increase in rates for its own residential and business customers; correct?

A Yes.
Q But Southern also sells water at wholesale to the City of Hindman, to Knott County Water District, and to the town of Wheelwright; correct?

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A Wheelwright was only an emergency situation. We do not sell water to Wheelwright. They went totally dry and we sold them water, roughly, a month maybe.

Q Do they get water from a mine or something?

A From abandoned mine in
Wheelwright.
Q That's what I thought.
A
That was an emergency situation only that we supplied them.

Q The water in their mine went dry?
A $\quad$ Went dry --
Q Right.
A -- for about three to four weeks.
Q I understand.
A Then it come back.
Q I was thinking that Wheelwright
did get their water --
A Yeah.
Q -- from a mine.
Well, you don't -- you don't have a contract with Wheelwright? They just --

A No.
Q -- they just paid what you
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thought was a fair rate or what you charged others?
A Yes, compared to that. Dean walked out on me. I'm trying to think. We put a meter down at Burton and the -- registered it that way.

Q Do you have a contract with the City of Hindman and with the Knott County Water District?

A Yes.
Q And we ask that you file copies of those --

A Yes.
Q -- contracts as well.
And the last question $I$ have is, when -when you sought the rate increase on the residents in your service territory, why did you not seek a rate increase for -- on the wholesale water rates to Hindman and Knott County, do you know?

A No, I do not.
CHAIRMAN SCHMITT: I don't have anything
else. Do you have any other questions?
Dr. Mathews?
DR. MATHEWS: I don't have.
CHAIRMAN SCHMITT: Any questions --
MR. BOWKER: Just briefly, Mr. Chairman.

During the break, counsel for Mr. Campbell gave us a copy, a signed copy of both the water operating and maintenance agreement and the sewer operating agreement. If I may approach the witness to let her -CHAIRMAN SCHMITT: Yes, you may.

MR. BOWKER: Please review those.
THE WITNESS: This one?
MR. BOWKER: Yes.
THE WITNESS: Yeah.
MR. BOWKER: Is your signature on both the operating agreement for the sewer and for the water systems?

THE WITNESS: Yeah, it's on there. Trying to find them. I'm sure it is, but I'm -yes.

MR. BOWKER: And to your knowledge, are those both accurate copies as far as -- and take as much time as you need to review them -- both accurate copies of the water and the sewer system?

THE WITNESS: Yes, they are.
MR. BOWKER: Mr. Chairman, I'd ask to move these into --

CHAIRMAN SCHMITT: Any objection? I'll let
them be marked and filed as what -MR. BOWKER: I hadn't moved to -CHAIRMAN SCHMITT: -- Staff Exhibit 1 and 2?

MR. BOWKER: This will be 2.
THE WITNESS: This is Mr. Mike's. Does he want it back? Do I take it? Okay.

MR. BOWKER: I have no further questions. CHAIRMAN SCHMITT: Mr. McNeil, any questions?

MR. McNEIL: No questions, Your Honor.
CHAIRMAN SCHMITT: Any Direct of your witness?

MR. STROBO: No questions, Your Honor. CHAIRMAN SCHMITT: Is there any reason why Ms. Johnson should not be permitted to step down and be excused?

MR. BOWKER: No, sir.
CHAIRMAN SCHMITT: You may step down, Ms. Johnson.

THE WITNESS: Thank you.
CHAIRMAN SCHMITT: You're excused.
Anyone -- your next witness, who would you like to --

MR. BOWKER: Mr. Chairman, if we could call

Mr. Dean Hall, please.
(DISCUSSION OFF THE RECORD)
CHAIRMAN SCHMITT: What we could do, why don't we just call Mr. Jacobs or something for a second. He won't take very long, and that will take up some time. Mr. Jacobs, would you -- would you take the stand? Please raise your right hand. THE WITNESS: (Witness does same.)

CHAIRMAN SCHMITT: Do you solemnly swear or affirm under penalty of perjury that the testimony you are about to give will be the truth, the whole truth and nothing but the truth?

THE WITNESS: I do, sir.
CHAIRMAN SCHMITT: Please be seated.

*     *         *             *                 *                     *                         * 

The witness, JOSEPH JACOBS, after first being duly sworn, was examined and testified as follows:

## EXAMINATION

BY CHAIRMAN SCHMITT:
Q Would you state your name and business address for the record, please.

A My name is Joseph G. Jacobs. My
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business address is 29 Porter Hill, Post Office Box 249, Stanville, Kentucky.

Q And are you now or have you been a member or a Commissioner for the Southern Water and Sewer District?

A Well, I guess I learned today that I have been.

Q Well, I -- well, let me ask it. Let's just cut to the chase. Before you got here today, did you -- when you walked in here this morning, did you still believe that you were a member of this Commission?

A If I had known I was not a member of this Commission, I would not have been here today, sir.

Q All right. So from --
DR. MATHEWS: You get an honest answer.
Q From whom -- from whom did you learn that you apparently were no longer a Commissioner?

A When you-all were talking about the -- about the changes in who the Board members were. And I -- I heard something that -- and then I went to Mr. Hall and I asked him, what's -what's the deal, and he said, well, your term was
to expire. And -- and, really, I knew all along that when the transfer occurred, that I would be living outside -- because $I$ was in those 1,125 customers, I would be living outside the water district, so it would be wrong for me to continue on the Board and I would need to step aside. And I -- I was fine with that, and so that -- that's fine. That's fine with me.

Q Well, just to give you the other side of it, when -- when we understood that the transfer was going to -- this was going on, that you'd probably be then within -- you'd be a customer of Prestonsburg?

A Yes, sir.
Q And that at such time -- in fact, we even had some of our lawyers do a little work on it, and they said, well, you'd still be eligible to be a Commissioner until there was actually a legal transfer.

A That --
Q And so we --
A That was --
Q -- had no idea until somebody
called in here with a complaint and said that you had been replaced or you hadn't been reappointed or
something. And we didn't know that until two or three days ago.

A Yeah. Well, I --
Q We knew it before you did, unfortunately.

A Yeah, apparently so. But that's fine. I mean, you know, it's not anything that's going to cause me to have a heart attack or anything like that, but...

Q So how long did you serve as a Commissioner?

A Well, I think I was appointed about a month or so after Ben became the county judge, and I guess my term expired sometime in December.

Q Okay. And that's Ben Hale; right?

A Yes.
Q Did you replace someone else whose term had expired or who died or quit, or do you know?

A I don't know, sir.
Q So, I mean, you've heard some of these questions --

A Uh-huh (affirmative).
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Q -- of Ms. Johnson about who served what term and when --

A Yeah.
Q -- they were actually up?
A Yeah.
Q And right now we don't know. And all you know is you were appointed in December of probably, what, 2014; right?

A Somewhere around there. Mr. -Mr. Hale called me and said, I want you to serve on my water board. You need to come to the office and I'll administer the oath. I did that and I started serving.

Q
But Mr. Hale didn't call you and tell you --

A No, he didn't.
Q -- that you were no longer on the water board?

A No, sir.
Q And neither did anybody else?
A No.
Q Were you a part or present for any negotiations with the City of Prestonsburg Utility with respect to the transfer of the water assets and sewer assets for --

A I was --
Q -- a certain sum of money?
A -- at the meetings when -- when they came and explained what they were doing. And then I went to the meeting -- I asked the judge for a meeting. I went to a meeting with the judge and Mr. Campbell. Sat down and talked to them and I told -- I told them my feelings about it at that time. And then --

Q And what were your feelings?

A
My feelings was, is that we would be better off to have them take the sewage business and for Sandy -- or for Southern Water to keep the water customers. However, after thinking about that, I thought they may -- someone may think that that was me being prejudice because I would move outside the district, and so I -- I kindly just backed off of that, because I didn't want that to be perceived that $I$ was trying to perpetuate my appointment on the Board. I didn't want to do that. You know, I've been a water commissioner for a long time, as you know, on another -- another water district and -- and I always tried to do what's right as best I could, and -- and I think we ran a pretty good system at Sandy Valley.

Q
You understand that the duty of a water district commissioner is to the water district as if he was a member of the board of directors of a corporation?

A Absolutely, yes. Yeah.
Q Was there -- do you have an opinion or an observation or impression as to whether there was pressure from the county judge executive and fiscal court to facilitate this transaction as soon as possible?

A To my -- my personal opinion is that there was, because there was a lot of animosity because of a previous loan that was acquired by a previous administration.

Q Is that the bond --
A Yes, it is.
Q -- issue or something where the
money --
A Yes.
Q -- went to a Southern -- a water district -- water and sewer district project where apparently there was nothing in writing, and that basically Southern was not to be responsible for the -- paying part of the debt?

A That's -- that's my
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understanding. I have -- you know, but -- but that was -- that was always brought up at a fiscal court meeting that you would see on TV, you know. And the newspaper accounts were that, you know, they owe us a lot of money and we're paying their bills. And I asked that question at a Board meeting, and I was told that we had an Attorney General's opinion, we had a Public Service Commission opinion that we didn't owe that money. And I felt better about it, so that was...

Q In the 2012 rate case, the Public Service Commission, the Southern Water District apparently had been paid sporadically money to the fiscal court, and apparently had paid in one year $\$ 100,000$ and had asked the Commission to include that in their rates for the ratepayers to pay, and the Commission refused to do it on the basis that there was nothing in writing which would obligate the Southern Water and Sewer District to pay that money and that it was never intended for -- because it was the county had donated the money and it was never intended for the water district to pay it back. So the holding was, is that the money couldn't be included and any money paid to Floyd County Fiscal Court couldn't be recovered in rates.

One of the questions I was going to have -and I neglected to ask Ms. Johnson -- is, as far as you know, has Southern Water and Sewer District been making any payments since you've been on the Commission --

A No, they have not.
Q -- to Floyd Fiscal Court?
A They have not.
CHAIRMAN SCHMITT: I don't think I have any other questions. Mr. Cicero?

EXAMINATION
BY MR. CICERO:
Q So does the Water District Commission keep track of their meetings? In other words, does it run according to Robert's Rules of Orders? Is there minutes kept?

A There is minutes kept. We do the best we can. We're -- we're citizen government people.

Q Right.
A And we're -- we do a -- our
normal jobs during the month. We go to the monthly meetings. Some -- some of the folks spend more time at the water office than the rest of us because they have other obligations, such as the
chairman and the secretary or the treasurer. We do have -- we do have minutes and we do have -there's minutes and those minutes are read and approved. And we do have -- we do have financial reports that is presented to the Board members and the -- and the minutes are presented. And then there is a report that we started asking the -- the administrator to start preparing for us as to how many leaks he had found and how many he -- they had fixed and those kind of things, because in -- in the training that we took we learned some things that we didn't know, every one of us. And -- and I will say this for the training that the Public Service Commission requires, you can learn something at every one of these and you can't -you cannot digress (verbatim) every bit of it at one time. But over time you do pick up a little more and then you exchange ideas with other individuals that also serve on other boards in other parts of the country.

And one of the things that -- that we learned was, is that we're not the only ones that were having problems with water loss situations. We're not the only ones that were having problems with antiquated water lines in the ground. And when
the Chairman made his remarks at the last meeting, he talked about a temporary rate increase for if you wanted to replace a certain branch line or trunk line, that we could come in and apply for a rate increase to offset the cost of that and put that line in place. Then we would -- we would be able to apply for a rate increase to do that.

I was always taught that the best thing for water companies to do, like ours, is to have a smaller rate increase periodically instead of asking for a larger rate increase all at one time. And these water lines have really been in the ground for over 50 years. And some of them are very antiquated. Some of them are buried deeper than what they really should be, because there's been road construction, there's been -- there's been fills by various things of the road construction that have covered the water lines. Some of them we have -- we have raised through the help of when the state came through to build the roads, we got to replace some of the water lines, but not all of them. And -- and so those are the kind of things that we were starting to work on.

Now, we came in here and -- and what we did is we -- we got our numbers together. And when we
got our numbers together, it was alarming, I'll tell you that, that this rate increase was going to be large. Always before we tried to hold our rates to where the common mom and pop who were retired would not be adversely affected, because you got to take into consideration the demographics of your -- of your public. And we did not want to adversely affect those people, because here we had a rate increase that was coming along that's -- that's going to disturb everybody and -- and on top of that it's going to -- it's going to affect whether they can buy groceries or whether they can buy medicine. Those are the kind of things that we've got to look at.

And here we -- here we had this rate study done, and it looked like we were, you know -- and we were really "behind the eight ball." We know that. And in doing that, we need -- we need this money so that we can start -- and it's going to be a hard pill -- pill to swallow, but this rate increase is needed. And this rate increase is needed primarily because there's got to be some new lines put in and there's got to be -- and you're going to demand accountability. There's nothing wrong with that. And -- and as to the water loss that we're talking
about here, it's astronomical. We all know that. We, every one, know that. And this -- this water loss is gigantic.

So what my ten cents worth is, is that we ought to start making these replacements. And then as we make these replacements, we ought to be reporting to you on how our water loss is dropping, and that we ought to be keeping up with that. And I won't be around anymore, but, I mean, there's still quality people that can be there to do this, that this stuff needs to be looked after. And I think after this hearing, that you're going to find that these people will -- this is a good board. Now, this -- this water company may have been run loose. I don't know, because $I$ wasn't there.

But -- but for the time I've been there, they have done the best they could with what they've had. And, yes, we have people that call and -- and they call and they say they didn't read my meter. I can tell you that I'm on the Prestonsburg system. They send me -- they send me a bill. There is not that much difference between my bill today and my bill when -- when it was serviced by Southern Water, even before $I$ was on the Board. It's just not there.

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Q
So I'm going to respond to a little bit of your commentary and then I'll go back to the original question I asked. And I appreciate the fact that you gave us that, at least your outlook on what you believe, you know, the problem is and how it needs to be addressed. And, obviously, the Commission is taking a more favorable approach to -- they're called pipeline replacement programs.

A Yes.
Q It's a surcharge. It's not a rate that goes in -- it's not an increase that goes into the base rate.

A It's a surcharge.
Q You do the project, it goes away.
A Yes.
Q It's not a continuous, I did it this time and now I get to keep this money for forever.

A Right.
Q And there is accountability, because if you're going to do one of these projects, then -- and the Commission is going to grant the extra, then, obviously, you're going to have to show that you did what you said you were
going to do. So, you know, in regards to that, I understand economics. And the comment is, sometimes when you try to address the short-term economics of people's problems, everybody becomes impacted because now you've got a situation -- and I'm going to go and make a statement that $I$ think while you probably have a lot of good people that are trying to do their best on the Board, I think it's been a management failure in terms of doing those types of activities that show where the state of the water district, what its future is, and how those activities are impacted by the decisions that are made. I would say that's probably, in my opinion, the biggest downfall, because, again, as I told the Chairman of the Commission, the water loss revenue was there before the deal and after the deal, you know. If you would have looked at it and said that's going to cause us to have a catastrophic failure, then you knew that before as well as afterwards, not -- not after it occurred. That's -- that's a known activity. So giving you -- I'm just giving you a little feedback.

And I asked you the question about whether you had ran the -- the Commission according to Robert's Rules of Orders, and you answered that,
yes, you do keep minutes. So I presume that the secretary is responsible for preparing and publishing the minutes and then it's voted on. So we can probably obtain a copy of those minutes; right?

A Yes, sir.
Q I would like to see the minutes that are associated with this transaction when it was going on and the Commission was making a determination of whether to proceed with it or not. And I would also like to know if there was a vote taken by the Commission that said, yes, I am in agreement or, no, I oppose it, or whether the deal was done with the fiscal court and the Commission was stuck with it. Does that exist? Does -- was there a vote taken that says --

A There absolutely was.
Q Okay. So those minutes do exist?
A Those minutes exist.
Q Okay. So I'm going to -- I'll
request that your counsel -- it will be put in a written form --

A That's fine.
Q -- and we'll -- we'll ask for
that.

A
That's fine.
MR. CICERO: I don't have anything else. Thank you.

CHAIRMAN SCHMITT: Before I pass you off to Dr. Mathews, I need to ask you this.

I guess you were here when
Mr. Campbell testified this morning, and I had asked him questions because we had gotten calls in here that the fiscal court claimed they own some of your assets. And I know if you were appointed four years ago by Judge Executive Hale, and I think Judge Executive Hale indicated something like that to me when he called before this rate case was filed. At least it was the loan, I think, that he was primarily concerned with.

But do you -- do you as a
Commissioner, have you been told or has the fiscal court ever indicated to you that they actually have title to or own some of the assets --

THE WITNESS: No, no, no.
CHAIRMAN SCHMITT: -- of the Southern Water and Sewer District?

THE WITNESS: No, sir. Now, that's not to
say they don't, but they have not indicated to me that.

CHAIRMAN SCHMITT: Okay. Commissioner Mathews?

DR. MATHEWS: I don't have any questions. CHAIRMAN SCHMITT: Mr. Bowker, questions? MR. BOWKER: Nothing further. No.

CHAIRMAN SCHMITT: Mr. McNeil --
MR. McNEIL: No questions, Your Honor.
CHAIRMAN SCHMITT: -- questions?
May Mr. Jacobs stand down and may he be excused?

MR. BOWKER: Yes.
CHAIRMAN SCHMITT: Thank you, Mr. Jacobs. I'm sorry you made this trip for nothing. As they say, you learn something new every day.

THE WITNESS: Yeah, it's been --
CHAIRMAN SCHMITT: You came along way unfortunately to learn that.

THE WITNESS: That's fine. That's fine.
No problem.
CHAIRMAN SCHMITT: I'm sorry for that. THE WITNESS: Thank you.

CHAIRMAN SCHMITT: Mr. Hall, please raise
your right hand.
THE WITNESS: (Witness does same.)
CHAIRMAN SCHMITT: Do you solemnly swear or affirm under penalty of perjury that the testimony you are about to give will be the truth, the whole truth and nothing but the truth?

THE WITNESS: I do.
CHAIRMAN SCHMITT: Please be seated.
Mr. Bowker?
MR. BOWKER: Thank you, sir. May I approach the witness? May I approach? CHAIRMAN SCHMITT: Yes, you may.

*     *         *             *                 *                     *                         * 

The witness, DEAN HALL, after first being duly sworn, was examined and testified as follows:

## EXAMINATION

By Mr. Bowker:
Q Mr. Hall, will you please state your full name and work address for the record, please?

A My name is Dean M. Hall and I'm -- I'm the general manager of Southern Water, P.O. Box 610, McDowell, Kentucky.

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Q
that same job?
A about four years.

Q I'm sorry, how long?
A About four years I've been the general manager, but I have -- I've been working with this utility for 25 plus years. Southern Water makes up what used to be three different water districts. I was the manager at Mud Creek. Mud Creek and Beaver-Elkhorn Water District merged together in around March of 2000 to form Southern Water. I continued to work with Southern Water until now. Then Southern Water, due to consolidation, absorbed the Floyd County part of Sandy Valley Water District, and the City of Pikeville received the Pike County portions of Sandy Valley. So for 25 plus years I've been, I guess, involved with these -- with Mud Creek portions, and 18 years with the Beaver-Elkhorn, Mud Creek, and probably 10 years with all of it, so...

Q Okay. Thank you for that.
Were you in the hearing room when I was asking questions to Ms. Johnson regarding water line loss -- regarding the letter that $I$ just gave to you

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that we received? It was written October 7, 2013. We received it October 9, 2013, from Hubert Halbert, then manager of the Southern Water District. Were you in the hearing room when $I$ was asking those questions?

A I was in here for the biggest part of her testimony, yes.

Q Okay. Did you specifically hear what I was -- the questions that I was asking her regarding -- regarding this letter?

A Yes, I think I was.
Q Okay. I'll give you just a few moments to look over that, if you don't mind, and then I'm going to ask you a few questions about it.

A Okay. (Witness reads document.)
Q The projects and the efforts of reducing Southern District's water line loss as described in this letter, did you become a part of those efforts when you came on Board or were you made aware of these efforts to reduce water line loss?

A When I became the general manager, are you asking --

Q Yes.
A -- did I know of this?
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Q Yes.
A This is the first time I've seen this letter. But when I become general manager of Southern Water, I knew then and as well -- well, before then that we had a high water loss and we've always had a high water loss. And if I could --

Q Sure, go ahead.
A -- I mean, I would like to
explain a little of that and I --
Q Please, go ahead.
A -- I think a couple of the
Commissioners has explained it to -- excuse me -as well.

I would ask any of you to take a look at Southern Water's boundaries, its district boundaries, and look and see where you think a water line should be, and then take a look at where Southern Water's water lines are located. Our lines are not located in pasture fields, tobacco fields. They're not located in the ditch lines of most places. Our water lines are laid on the slope side of the highway with the guardrail barely holding them intact. And if the road breaks or the creek breaks, our water line breaks, goes into the creek. And that explains about 50 or 60 percent of our
water line placements.
So we're dealing -- we deal with tough
terrain. We -- we deal with high pressures. And that in itself makes it tough to keep the water loss down, and as far as that goes, even to keep the water on. It's a constant, daily battle to keep our tanks full and service uninterrupted.

And as I have worked with rural water for several years, Southern Water and Mud Creek as well, become comfortable with a 50 plus percent water loss. If -- if we had water in our tanks and the water on, we were -- we thought we had done a pretty good job that night, because it's basically a day-to-day operation. You never know from the first day you -- when you go in there every morning, what's broke. You don't know where your troubles are. So you assess the situation daily, and you work on it as much as you can to keep the water on.

Q And regarding the hydraulics
issue you just touched on, Southern District also has that -- that issue where you fix a leak one point in a line and then that causes it to break somewhere else down the line?

A Sir, I believe that. I believe if -- we've had lines leak and then when we find a
leak and repair it, we don't know how long it's leaked. It could have leaked -- been leaking a day; it could have been leaking a month. So if we patch up two or three lines in one certain area, I believe that the pressure in that system in that area will climb to 3 pounds. And if it does, it's very possible to move on down the line to the next weakest point. I do believe that.

Q What are the -- what are, in your opinion, the worst areas regarding water line loss?

A The worst area that I feel like is the -- the area where we applied for the KIA loan, the Lackey, Wayland area. We fix -- and I'm going to guess to say 25 or 30 leaks a month in Lackey to Wayland on the service lines alone. We average probably 50 leaks a month total, but Lackey to Wayland is my first -- is always -- well, not always, but it's been my concern for the last few years, is to where we need to start replacing the infrastructure.

Q What kind of assistance have you requested and received from Kentucky Rural Water regarding trying to fix water line loss?

A We have a, I would guess -- I want to call it a yearly contract. We have a -- a
contract with rural water and we -- every year we -- we rely on them to help us with leak detection or finding leaks, and also with paperwork, necessary things to keep us in compliance with the Division of Water and PSC. So we rely on them heavily. And it's a year -- I'm pretty sure it's a yearly contract that we pay at the beginning of January or February.

Q And have you found their systems to be helpful, fruitful?

A Absolutely.
Q Are there any other projects that are not mentioned in this -- in the letter that we're referring to, any other specific projects that you've been involved in that you've consulted with the Board of Commissioners with that you've taken on in order to reduce water line loss, specific -- specific projects that come to mind, other than just going out and trying to find and fix leaks? I understand that that's happening, but is there any -- any projects you've been directed to do by the Water District Commissioners, or you have discussed with and said we're going to focus on this -- this area and this issue to solve a problem?

A
We've also -- I would address my Board several times probably for the last two or three years that we needed to work on our meters. I -- I let them know that we were out of compliance as far as testing. I have been asking for radio-read meters for quite some time. We have --

Q Let me stop you there. When you -- when you told the Commissioners that you're out of compliance with the testing of the meters, did you get a response?

A I don't remember exactly what their response was, but it always goes back to money and having enough money to pull $X$ amount of meters from an area and send it off to be tested and then what do we have to replace it with. I don't think they ever -- never denied it, but -denied me of doing -- for doing that, but the money has always been the issue of testing. That's the reason why it's never been done. So it's -- it's always been a money issue and...

Q When did you bring that issue up with the Commissioners?

A I couldn't --
Q Just approximately.
A -- I couldn't give you a date.
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It's been going on for a couple of years that I've addressed meters needing to be retested or needing to be tested, meters that needed to be replaced. I have -- I filed, applied with ARC for grant money to replace our meters with radio-read meters. I was denied, I think, in '17 and we reapplied in '18. But I've addressed with the Board that we needed meters replaced. We needed accurate meters. I was under the impression or belief that our meters are slow. I mean, anything with age eventually wears out. And I -- I would have guessed in my head that I was figuring 10 percent water loss in the meters themselves. So we -- I wanted to start trying to get meters in the system.

And our meters being 15 plus years old, didn't think it was feasible to re- -- start testing those meters. And if they're testing bad and not having the money to replace them, I figured it would be better to save that money and buy new radio-read meters with. So that's what I -- that's kind of been my plan the whole time, is to replace my existing meters with new radio-read meters and not -- even though it's not what I'm supposed to be doing -- as far as the testing the meters, I felt like it was better off to get new radio-read meters
into my system instead of wasting money on testing the meters I thought that was already bad.

Q So essentially the Commission --
A Or slow. Not bad, but slow.
Q -- so essentially the Commission would state we just don't have the funds, when you'd bring this up, and funds are not available at the time?

A
Commission could have said the funds are not available, and we could have said -we could have raised rates. Raising rates is never a popular discussion to have with your board or with anybody in the county. No one wants to pay a higher bill for anything. So that's always a sensitive area, is to raise rates. And it would probably -- I mean, we would discuss it and that could very well have been the end of it until the next meeting or a couple meetings down the road.

You were probably in the hearing room when it was mentioned there's been some public comments to the effect that the -- not all the customers' meters have been being read. Do you have a response to that? Or how -- how do you go about -- what is the process that you go about for reading all of your meters?

A
Sir, I would love to -- I would love to try to explain that. Excuse me, I'm a little hoarse.

Q That's fine, take your --
A
But, basically, after the
transfer of assets, Southern has about 5,400 water customers left. And we have three guys that reads those meters every month. It takes about 10 to 12 business days to read them. I ask them to try to read 200 meters a day to get done in the 10 to 12-day range area. And they go out every day. I send them out with a list of meters and routes. They know where to go. They know where the meters are. And as far as I know, they read them.

Now, it's easy to say that they don't. I can't say that they read 100 percent of them because I'm not with them. I know they -- they know if I catch them estimating meters, they're terminated. I put that pressure on them, that their -- their job to read those meters is very important to our water system and it is our cash register. They know that. You can go out today and, especially if you live in a low-laying area, your water meter may be full of water right now. You can go read that meter today. And if a customer goes out tomorrow, it's full of
water again. They can easily call here and say, hey, they never read my meter, but that may not be the case.

Q And do you have your employees come back to you and state that they just -- they couldn't get to all the meters because of the geography of the county? They're -- the customers are so spread out that they just -- they ever tell you that they couldn't get to reading all the meters they were supposed to read?

A I've never had a conversation that I can recall of them coming back and telling me they could not read all the meters in that route that day. I -- I'm pretty sure that has happened. I'm sure due to accidents or someone moving a mobile home or tractor going up the highway, that they got delayed and couldn't read all their meters. If for any reason that they could not actually read that meter and write it on a piece of paper, then they would have been estimate -- it would say on that bill, that that customer got, that that reading for that particular time was estimated. But that very seldom happens as far as I know. But now that is a possibility that it could -- it may happen a couple of times a month,
but I think it happens very few times.
Q Do you have -- or does Southern have a complete mapping of the system? Do you know where all the service lines -- where all your lines are in the ground?

A No, sir.
Q Has that ever --
A We have a -- we have a map. We have -- excuse me. We have a fairly accurate up-to-date -- we have an updated map that's been provided to us by Big Sandy Area Development. And we also have maps that was produced to us by our engineering group, Kentucky Engineering. It does not -- neither do I know where all of our service lines are in the county because of the simple fact that when these systems were being built in the late '60s and early '70s, they went through transitional periods where some of the offices burnt. The records were burnt, the maps were burnt. All the taps that were put in in certain areas, there's no documentation. So I don't know where every meter in my system is. I'm sure there's a bunch buried. And I don't know where every service line is in the area. I have a pretty good idea. I know where most of the main lines are
and where a lot of the gate valves are, but I don't -- I can honestly say I don't know where everything is because of the way our system has been hodgepodged together with little bit of information here, a little bit of information there, transition of employees in and out with -not documented any of the changes that took place. No, I don't know where everything is.

Q In going back to this letter again from Mr. Hubert Halbert, Ms. Johnson was stating on the stand that she believed that these projects had been completed. Is that -- is that accurate? Do you know if these projects were also -- were all completed?

A If you would be more specific, yeah, most of these projects that I see on here, the water line from Allen, the five miles of water line from the water plant to Martin, most of that's -- I mean, that project is done. I don't know that we did five miles. We did as much as we could with the type -- with the pipe and everything that we had, because I think there was a time -maybe a delay when the project was bid -- or not bid, but priced. And then when we actually done the work, the cost of material could have went up.

But I don't think we did the full five miles, but we did do at least two-thirds of it. I'm -- I mean, that I know. And it did have an impact on our system. We were having daily -- not daily. We were having monthly leaks on this certain portion of pipe, which is a -- it was a 12-inch plastic pipe that fed from the water plant to the main tank in Martin, which is a million gallons. It fed that tank, which -- and that tank feeds both left and right Beaver, the two branches of our system that our plant mostly serves.

So when that 12 -inch line would break, it would take any -- from the time we found it, rolled up on the scene, anywhere from 12 hours plus to repair. And it was draining our Martin tank, causing outages up left and right Beaver because of the amount of time it took to replace it, or to repair it. So that particular project, replacing that much of that line, has been a major help to our system.
As far as the -- there's a flow
test that was done on the master meter at the water treatment plant that showed it was inaccurate, possibly running 11 to 13 percent fast; will be corrected with the Rural Development project. Was
that done?
A Yes, sir. The meters -- the meter didn't -- the meter which was perceived to be running fast, sir, was installed in the wrong place. It was -- it was installed when the plant was built. It was -- it was not given the proper pipe diameters. It required to be in front of the pumps to register accurately. So it did need to be replaced and it was replaced.

Q And these -- the work crews that are to go out and find -- find and fix lines, leaky lines, are those -- do you still have those crews working to do that?

A Since this --
Q It makes it sound like there's maybe two different crews that go out and look for broken lines; is that -- is that right?

A Sir, we have not followed this to the extent to the letter of the -- to the letter to which it is written. It was originally followed as much as possible, then -- and then when certain emergencies would happen, you would have to pull men and personnel from these particular duties to do other things. I imagine through time, over time, that this policy had been relaxed a little.

And there probably was not daily leak detection, per se, strictly going meter to meter looking for leaks, but we fixed and found leaks daily. But we probably never followed this to the letter that it's written.

Q But you still have a crew of employees that go out and find leaks?

A Absolutely. Started last month. After we had much conversations with this case here and water loss being an issue and I had been questioned on several of my reporting numbers and water loss being as high as it was, I have a three-men crew that works every day -- or five days a week, eight hours a day in areas where we have verified through our water plant. And they're using their telemetry and their tank draw-downs and their pump station run times to determine where we have a higher loss that night. So I will send my guys into that area and we will work there as long as it takes. And sometimes you can find it in a day, sometimes it's a week. Sometimes you may not even find it. You may have to move on to the next one. But, yes, I have a leak detection crew working eight hours a day or more for at least -at least the last month.

And do you have to pay those employees overtime on a regular basis?

A Absolutely.
Q And is that due to just the emergency nature of getting it fixed, getting the lines fixed?

A That's due to there's just not enough hours in the day to do what we have to do. We have -- our guys work their regular eight-hour shifts. And I'm fortunate enough to have a crew of men that does not care to double back and work the extra six, eight, 10 hours it takes to fix these water line breaks and to keep the water on. But, yes, overtime is an issue and it would be cut drastically if we could get lines replaced and slow the leaks down.

MR. BOWKER: I have no further questions,
Mr. Chairman.
CHAIRMAN SCHMITT: Mr. McNeil, questions?
MR. McNEIL: Yes, a few. Thank you.

## EXAMINATION

By Mr. McNeil:
Q Mr. Hall, good afternoon. Give you a second.

A Good afternoon, sir.
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Q
Can you tell me, are you personally aware of Southern providing free water to any customers without meters?

A No, sir, I'm not.

Q
Okay. Are you personally aware of Southern providing free water to customers that might have a meter in exchange for services?

A No, sir, I'm not. Could I ask what kind of service you're referring?

Q Any goods -- exchange of goods in exchange for water service.

A Free -- your question is free water for services. That's ridiculous.

Q Okay. And do you currently have a written water loss management plan?

A I have -- last month I've -along with the aid of Kentucky Rural Water, I have a couple of water loss prevention plan, leak detection plans. I think -- I think I do, yes.

Q Do you know if those have been entered into the record in this case yet?

A I think I may have provided them to my attorney. I don't know. He -- I'm not sure if they have or not.

Q I'll just ask if they have not
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been, could you provide those in a post-hearing data request, please. Thank you.

Do you have any idea of any timelines in those prevention plans for reducing leaks? Any ballpark?

A I think it would be -- I don't think it would be fair. I don't think it would -I don't think there's no way I would, or anyone else could possibly tell you how long it would take to fix these leaks and repair this broken system. I can assure you we will work every day as hard as we can. Realistically, our water loss being -well, if you want to call it 60 or 65 percent, I realistically believe 30 percent would almost be a miracle. If we could get Southern's loss to 30 percent, it would be nothing short of a miracle due to the pressures and the terrain and everything I've -- I've known and experienced through time. I --

MR. CICERO: Thirty (30) percent is worth about $\$ 126,000$ dollars or so -- actually, no, about $\$ 250,000$. It was 386,000 that was being lost.

A I assure you from last month
forward, we will do everything in our power to
reduce the water loss -- the water loss percentage. I still believe that I'm -- there's mistakes being made in my paperwork that I'm submitting. I think the PSC had noticed some numbers that had been put in. That was the numbers that have been used forever. There's no documents for that. And it's well-known. You know that.

Still yet based on meter reading cycles and in the way the -- our wholesale -- our wholesalers sell to us, the dates that they read, the dates that I read my meters, I don't know if they're getting applied from month to month the way they should be. I'm -- and I've asked the Rural Water to help me to straighten my documents up.

Historically, no matter what has been turned in for our water loss for the last 10 years, I think if you look at bought and sold, that number is going to be high. If you look at what we sell every month compared to what we produce or buy, that number is going to be pretty consistent. Now, the water loss over the years is going to be up and down, but that's just based on the numbers that's plugged in and those are estimates, so -- but I can assure you moving forward the -- we will work diligently to improve that water loss, but I can't give you -- I
cannot give you a time frame. I don't think it would be -- I don't think -- I just think we would be doing ourself an injustice trying to say, hey, we'll get it down to 30 percent in six months. I don't think that's going to happen. And we'll just do the best we can.

MR. McNEIL: Understood. Thank you. That's all I have, Chairman.

CHAIRMAN SCHMITT: Commissioner Cicero, questions?

## EXAMINATION

By Mr. Cicero:
Q I guess, in your opinion there's really nothing the District can do to reduce water loss beyond some range at the top? 30 percent would be the best you can do in a --

A Sir, I believe if we relay our complete entire water lines with ductile iron pipe and all of our copper -- all of our service tubing from that ductile iron pipe to the meter was copper, I'd say we could meet that 15 -- 10 to 15 percent water loss or maybe less. But short of replacing the vast majority of my water system, I don't think -- I think -- well, I've -- I've told you.

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So you have some kind of a capital plan that approaches this on a five-year plan, a 10-year plan that says I'm going to do this much this year or whatever? You put together some kind of a plan that says where I'm going to attack the issue?

A I don't think we have a written plan of attack. I usually identify these areas just based on the amount of time spent in those fixing leaks. I would ask my engineers to help develop a plan to -- to relay lines and stuff like that, so -- but as far as I know, we do not -- we do not have a written capital improvement plan. We may have, I may be missing it, but we do not have nothing in place to attack this problem.

Q When you went to KIA for a loan, did they not require some kind of a plan for the project that the money was going to be spent on?

A Sir, I would imagine so. I -- I rely probably 100 percent on my engineers to put together that profile and send it to KIA, and I would -- I would answer -- I mean, I would help them with questions they may have to help get that project together. But the projects are usually put together by our engineers and submitted to the
various agencies.
And KIA was on board with us originally to replace the Lackey to Wayland lines, and also to replace a potential failing water tank called Mink Branch. And after they realized or seen that Southern was in the process of transferring water customers and the immediate cash flow deficit that it caused, felt like Southern may not be able to pay that loan back -- those loans back. So they put it kindly -- they put it on hold until Southern could get a rate increase. But we were on track for that until KIA found out about the transfer of our customers.

Q So there might be a capital plan. As the general manager, I would think that you would have some input into that and would know whether it exists or not. But going to the other side, KIA did the make-good analysis that I've referred to before and decided that the revenue loss was so great that you wouldn't qualify for a loan. So someone did a make-good analysis, but, apparently, it was after the fact because your loan was denied because of revenue loss?

A I guess.
Q Which the District should have
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done before this deal was entered into. I guess that's beside the fact. Have you done any type of an estimate of what it would cost to replace your meters? Have you presented the Board with that?

A Yes.
Q So you have a number?
A Yes.
Q And you gave that to the Board and the Board has told you, no, that we can't afford it?

A In a roundabout way, I would guess that's correct.

Q So has there been an analysis done of your meters to say if $I$ eliminate three meter readers and I improve my water revenue by 10 to 15 percent because my meters are reading low, this is the benefit that $I$ receive that offsets the cost of the meters?

A There's not been an analysis to that extent presented to the -- to my water board.

Q I just don't know how Southern operates. There's a lot of discussion that goes on and good intentions. But without some kind of a management direction that says, here's my plan or this is how I'm going to attack it or here's -- and

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I know it's a small district, don't get me wrong. It's hard to afford professional services or to pay somebody on an ongoing basis for that to happen. But there still has to be some -- when a decision is made of the magnitude of some of these decisions, there should be something that occurs where the decision is based on numbers on a piece of paper, not on a discussion of the end result as I feel good about this, so I'm going to do it, because we all have good gut feelings. You know, if they work, there would be a lot of rich people at the horse track and wherever else that good gut feelings work out.

But it does seem to be an issue that there's not this next step after the problem is identified on what the decision is based on for the end result. And that's where things seem to be lacking in my opinion. It's -- I mean, I think you've got a great idea with the meters, but I'm not sure it's been presented in a manner that the Board could say, yes, hey, wait, I can save this much money by putting in the meters and letting you know that the Public Service Commission is more interested in trying to help out with infrastructure problems and pipe line replacement, whatever, maybe there's some
possibility there. But I would encourage an analysis to find out where that program could go to if you looked at all the benefits versus the cost, because it may be -- it may be financially viable.

I know that didn't require an answer, but that was...

THE WITNESS: Thank you.
MR. CICERO: I don't have anything else, Chairman.

CHAIRMAN SCHMITT: Commissioner Mathews, any questions?

EXAMINATION
By Dr. Mathews:
Q Just for my own sake, if a rate increase is granted as a result of this, you will apply for the KIA loan, or it will go back in the hopper?

A It will go back into the hopper.
Q And I don't know if you said how much of the water loss you think might be attributed to -- how much might be fixed if you replaced that Lackey to Wayland line.

A Again, I've been chastised with my estimate numbers that I've been providing --

Q Well, I'm allowing you to do an
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estimate. I'm asking you for an estimate. How's that?

A I would guess to say 10 to 15 percent water loss in that area. Could be higher, but it's pretty significant.

Q It's significant enough that you said you spent an inordinate amount of time in that particular area?

A Yes. I know that. I mean, I know how much time we spend there and what we do over there on a daily basis, so, yeah, I spend as much or more time there than I do anywhere.

DR. MATHEWS: Okay. That's all I have. EXAMINATION

BY CHAIRMAN SCHMITT:
Q Mr. Hall, I guess you were here when Mr. Campbell testified earlier today that in the two water distribution areas that Prestonsburg took over from Southern, that they found about 40 people who had -- were taking water or receiving water, but apparently had no meter. Do you recall that -- that testimony?

A Yes.
Q How can you explain that in three or four, five months Prestonsburg found these

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people who were getting water, but were never -water was never being metered, and Southern for years had allowed -- apparently allowed this to happen and never found the same thing?

A Sir, we don't allow anyone to steal water. It happens on a daily basis. I'm sure -- I don't know this, but I'm fairly confident, due to what I -- we've found in the past.

Back to the area that Prestonsburg assumed from Southern, I would imagine they had five to ten people -- they had more boots on the ground in that area finding meters that we probably didn't know about, fixing leaks, finding valves that we didn't know about. When Southern was managing that particular area, we were hardly ever -- we were never in the Sandy Valley Water area unless we were doing leak detection at night or reading the meters or fixing a leak during the day. So it would be understandable to me that if they're over there with a whole host of employees that I don't have the luxury of, over there going meter to meter hollow -every hollow, that they can uncover things that I just didn't have -- or my men, we didn't have the ability to do.

Now, we don't give anybody free water. We've never let anybody have free water. We do not authorize people to use meters or jumpers or whatnot to steal water. But I can't control people, what they do when I'm not around. And if we disconnect water meters, it's fair to say that they can go back in later that night or within a day or two and put a jumper in. I don't have the men or personnel to go meter to meter every day or to spend large amounts of time in every area. So I'm not surprised that they found 40 meters over there, but we never authorized that. That was never -- I never knew about people stealing water.

Q And you're talking about people who were receiving the benefit of Southern's water and the costs that were being borne by the other ratepayers, but they -- there was no meter; they were just -- somehow they could tap into the water line; right, the service line or something?

A Sir, I think you're -- I think you're well aware that meters can be found and purchased at flea markets. Local hardware stores sell jumpers. I think you have been aware -- made aware of that in other cases.

Q Have you seen some of that? Have
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you -- do you watch any of the Martin County cases where the --

A Unfortunately, I did watch some of it trying to get ready for this one. I wish I hadn't.

Q They had -- well, the second largest creditor was the hardware company. Also was supplying all of the material for somebody else to -- to circumvent the meter.

A That's true. That's correct.
Q That's pretty good -- that's pretty good position to be in as a business if you can --

A Yes, it is.
Q -- get away with it.
A And there's no doubt, if you know the right people, you can go to certain flea market -- you can go -- you can go in certain areas of about any county in Eastern Kentucky and find something to put in a meter setting to steal water with.

Q Now, I guess, Mr. McNeil, from the Attorney General's Office, asked you if you knew about anybody was getting water in exchange for something else, food or something. Have you
personally ever been interviewed by a police officer or somebody at the Attorney General's Office investigating a complaint that you were allowing people to receive water free in exchange for some benefit for you or your family?

A I am not.
Q You didn't -- you ever hear that before I just told you today?

A I heard it about 10 minutes -- I heard it today when I got here. I don't know -it -- it was this afternoon, that apparently I've been -- or I'm being investigated for providing free water to businesses for services that's -- but I've never been -- I've never been -- I've never spoken with a police officer or anyone of that nature. That's -- that's crazy. I mean...

Q You were never notified a complaint had been made or anything like that, to the Attorney's General's Office, apparently? We got a copy of it --

A To my knowledge --
-- our investigation.
I -- today is the first time I have heard of that. I'm not surprised with that comment. I'm not surprised with the public
comments that was made in the rate hearing. I mean, there is several -- there's a lot of disgruntled customers everywhere, not just in Southern, but there's people that don't want to pay their bills. And if you have to cause them to pay their bill -- if you make them pay their bill, if they have a higher reading and you won't budge with an adjustment, which they're allowed one a year if it meets the criteria, leak adjustment. But if we don't bend over backwards and -- and do exactly what our customers want sometimes, and we have to draw the hard line and be firm with them, it doesn't surprise me that there's people out there that's going to have negative comments toward me or my family or anything else. I mean, that's the nature of the business. I'm -- but I'm not surprised, but there's no truth to them allegations.

Q During the ordinary course of business, does Southern Water District ever contract with third parties for services like excavation services, you know, laying lines, doing leak repairs?

A Not that I'm -- no, no.
Q
So all the work done by Southern
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or for -- by or for Southern Water District would be done by Southern's employees; is that correct?

A On a daily -- on a daily basis, yeah, we do all of our work in-house. If there is special projects, like laying of the line from Allen to Martin and big projects, it is -- it's bid out. We don't contract anybody to fix our daily stuff.

Q
Do you contract with anybody to do work for or on behalf of Southern Water District for sums less than $\$ 20,000$, which would be, you know, over $\$ 20,000$ presumably you got to bid those projects out?

A Yeah.
Q Do you ever work with somebody under \$20,000?

A To my knowledge, sir, we have not. We have not worked with any contractor on any project at all. And under $\$ 20,000$-- and anything over $\$ 20,000$, big projects, is properly procured and bid out.

Q Okay. And is someone in Southern, your engineer or you, responsible for seeing that the projects are bid, advertised in the newspaper, and so forth?

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A
Yes. Usually, my engineers do 80 or 90 percent of the legwork, and I -- I advise or aid them in the process, but, yes.

Q Do you know whether or not the Southern Water -- Water and Sewer District operates under the Kentucky Model Procurement Code?

A I honestly don't know what the Kentucky Model Procurement Code is, so --

Q I assume you don't -- you're not operating under it then.

The -- I guess when Ms. Johnson was on the stand, I asked her about these issues or some of these statements that apparently appear in the most recent Public Service Commission inspection of Southern Water District such as, "Utility stated they have 5,000 meters that are 13 to 15 years old, have never been tested, and 500 meters that are less than two years old." Would that be essentially accurate or not?

A I -- I think it's fairly accurate, yes.

Q And that's why, because of those older meters, you'd rather have new meters, radio AMR meters, than you would testing all of these others that are probably toward the end of their
useful life?
A Yes, sir.
Q "Utility stated the average distribution of service line in the system is 50 years old." Is that about right, too?

A $\quad 60$ to -- 60 or 75 percent of our original lines are that old, yes, sir.

Q And I guess being in the utility business for years, you'd acknowledge that they're approaching the end of their useful life; right?

A Yes, sir.
Q And that good business practice would involve having some kind of a plan moving forward to identify the areas that needed to be replaced sooner rather than later, and if no money was available, start thinking about where the money would come from --

A Yes.
Q -- correct?
A Yes.
Q Of course, if you could borrow money from Rural Development or -- or Kentucky Infrastructure Authority, you might be able just to tell them what you were going to use it for, but they probably would never monitor you to see that
you actually used it for that purpose, would they?
A I don't know what Rural
Development or KI -- I don't know how they would monitor me on how $I$ spent the money. I mean, if I borrow money for a particular project, I would imagine -- I can't speak for them, but I would imagine they would monitor how I spend it.

Q But if you came before the Public Service Commission and had to account for a pipeline replacement program, like the largest utilities in this state do, like Atmos does, like Columbia Gas, they come in and they have a plan. And every year or so, they come in and we know what they have done. They produce receipts and we have to -- we approve their true-ups for what they've -you know, what money they've spent. Is there any reason why a small utility like Southern Water and Sewer District couldn't do that, too? I mean, you could do that, couldn't you?

A Sir, I don't know. I think I would be willing to try. I won't guarantee you that $I$ can. Sorry to say that we're not as big or as professional as some of the larger utilities are. We don't have the -- the money or probably the expertise --

Q Here's -- here's --
A -- they have.
Q -- the issue. I mean, get down to it, and it kind of startled me. One time many years ago I -- the first -- one of the first few medical malpractice cases I had, I had -- I got a summary judgment in a case for the old Paintsville Hospital Company. And it was just an old building and they even had some beds propped up on pop cases and things, and they didn't have a -- didn't have a doctor manning the emergency room. And at night the cleaning woman kind of did that and called it in and -- so in any event, $I$ was arguing in support of my position before the Court of Appeals and I said the same thing. I said, well, we're just kind of a little rural hospital and we can't afford to, you know, provide the same things they can at St. Joseph's Hospital or -- or Central Baptist. And the Court of Appeals judge said, well, maybe you ought to close your hospital down so somebody can come in there and provide the care that's necessary.

And I tell you that people in Floyd County, in rural Floyd County have the same right to good, clean water at a reasonable price that people do in

Lexington, Louisville or Frankfort. And at some point in time, you know, the fact is, we don't have the money -- you may say, well, that may be a fact, but then it becomes time to try to do something about that and get it fixed.

Has Southern been negotiating at all with any, a private company or anyone else with respect to either managing the District or selling the assets to somebody?

A Sir, we was contacted -- I don't know, the -- it was probably in the middle of last year. Someone from Kentucky American Water, I think, had picked up through the papers or through the rate cases that Southern Water had applied for this rate increase. And they had reached out to a few of my Board members and they had come to the water meetings and expressed an interest in managing Southern Water. So the answer would be yes.

Q Do you -- have you been involved in any of that? Do you know if there are any ongoing negotiations or plans?

A I have -- I guess I've been involved with it as much as any of the others. There's no ongoing -- it's kindly frozen. We've
never really -- we never asked for them to come in and -- and want to manage us. And we were waiting until after this PSC -- until this hearing was over to see how the PSC addressed our issues and what -was going to take the PSC directions.

Q Do you ever get to see any of the orders that come out of the PSC, or any things like the comments to the staff report that the Attorney General's Office filed?

A I saw those.
Q Okay. And the Attorney -- one of his suggestions the Attorney General's Office made was that maybe the Commission ought to consider trying to merge Southern Water with somebody else?

A I saw that.
Q I take it that you and maybe the Commissioners of your district wouldn't be in favor of that?

A I don't think so. I don't think it would be -- I don't think it would be fair to our customers.

Q Why would that be?
A I just think that we know our
customers better than any large utility would. And I think just on the personal level and community --

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a community system knowing its customers would provide a better service than a company outside of the region that has no connections to our -- our people in our area.

Q You don't think that a company that with the managerial expertise and resources that was able to spread the unit cost of operating the system over thousands of customers, 25, 30, 40, $50,60,000$ customers as opposed to 5,000 customers, would be better able to serve -- serve the people of Floyd County?

A I think what you're saying is correct. I mean, if you've got money to spend on the system and you can spread your rates out over the whole state, over four or five utilities that they run, yeah, I mean, I can see that benefit.

Q Well, that's what they do.
Somebody -- I'm not advocating for Kentucky American Water Company, but that's what -- that's why Lexington criticizes them, is because when they buy other systems, they spread the cost over the entire -- the entire -- the system wide as opposed to basically letting one area have to bear all the costs.

A Yeah. What you're saying is a
fair assessment. Southern Water had previously been under contract management and -- for probably five, six years. And it had little to no effect on the water loss of Southern Water. It -- it never really improved the situation. It did -- did help get water lines on out into the system that was not served. But we've been down that road before and, honestly, I can't sit here and tell you with a straight face that $I$ know they did much better than we're doing right now.

Q Mr. Hall, how long did you say you've been with Southern Water and Sewer District and its predecessor?

A Twenty --
Q Twenty-five (25), 30 years?
A Twenty-five (25) plus years,
25 1/2.
Q And now you hold a position, I guess, as administrator or general manager or whatever. So what -- what are the various positions you've actually held -- when you first came on to work in a water district, was it Big Sandy or Mud Creek?

A Mud Creek Water District. I was hired, sir, as a -- as a meter reader and general
laborer.
Q
How long did you work in that position?

A It took two years. At that time Southern Water -- shoot. Mud Creek Water never had a licensed operator. They were borrowing a operator from another utility, so I worked two years as a meter reader, general laborer. Got enough time in to go to take a test with the Division of Water Compliance. I obtained my distribution license and become the manager of Mud Creek Water in about '95, two -- two years from the time I was hired, two and a half years. And I managed Mud Creek Water up until 2000. And then we -- the merger came about, made Southern Water. Southern Water's Board at that time hired a private contractor to manage Southern Water. I worked for that private contractor. And when that contract was dissolved, went back to work for Southern Water.

Q And at one time Mr. Halbert was the general manager. And when he was, what was your position?

A I was -- I don't know if I had a particular title. I would have been a area boss, a
field supervisor, overseer of -- I done leaks, fixing leaks, setting meters.

Q Other than the work you've done at Southern Water and Sewer District, have you had any formal education or training in, like, business management? Do you have a college degree in business management or accounting?

A Sir, I have a Bachelor's degree from Morehead State University, but it is not in business nor finance.

Q What is it in?
A It's in social studies. It was in geography and history.

Q I noticed in the -- I guess the information that you-all sent, there was a list of employees and it had, I guess -- I thought it would be salaries, but it had hourly rates and it had your -- I guess 2018 -- it had your pay rate at $\$ 32.76$ an hour; is that correct?

A I believe so.
Q Are you an hourly employee?
A No, sir. I'm salary. Me and my plant manager -- there's only two people that works for Southern that are salaried, and that is myself and my water plant manager.

Q
Well, I thought it was unusual for the general manager to be an hourly employee. I take it that there are times when you have to work more than 40 hours a week?

A Yes, sir.
Q And do you get paid overtime?
A No, sir.
Q In your job as general manager or administrator, are you eligible for a bonus of any kind?

A I'm not eligible for anything -any more than the rest of my employees are.

Q Well, are you eligible for -- do you ever get a bonus?

A No, sir.
Q Any of your employees ever get a bonus, Christmas or for, you know, great service or anything like that?

A If you want to specify a bonus, we do not get a bonus per se. But our employees at Christmas and Thanksgiving do receive -- all of us receive the same thing and, you know, if that's a bonus, then I guess we get that.

Q Well, what is that same thing?
What is it that you get?
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A
Okay. For Thanksgiving our Board gives each employee $\$ 50$ for Thanksgiving. And for Christmas, each employee gets \$100 gift card. \$50 gift card for Thanksgiving, $\$ 100$ gift card for Christmas.

Q Do they withhold from that or is that something that's outside the --

A There's no with withholdings.
There's --
Q There's no withholding?
A No.
Q As part of the -- of your job, do you have a company vehicle to drive?

A Yes.
Q And do you drive that home?
A Yes.
Q Are you allowed to drive that
for, like, your personal benefit, if you had to go to grocery store or something?

A No.
Q So you don't use it at any time for any kind of personal --

A If --
Q -- personal use at all?
A If I have to go -- yeah, I do use
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it for personal use. If I have to go out and monitor or visit anything in our system, look at a pump station, look at a tank, check on my work crew, various things that I might be called out to do, if I need something along the way, I mean, I would stop at a store. I wouldn't...

Q Other than you, are there other employees of Southern who -- who are provided a company vehicle that they take home at night?

A Yes.
Q Okay. And how many of those people are there?

A There's about four different vehicles that are used. My two field supervisors, as we'll -- we'll call them, are provided a truck to take home because -- because if they get called out, they'll need it. And then my on-call guy -- I have two guys on call. One is an operator, excavator operator, and one is a general laborer. So probably five vehicles that are used that are taken home.

Q Who are the -- can you tell me the names of those people who are entitled to five vehicles?

A My two field supervisors are

Chris Robinson and Reece Salyer.
Q What about the other two?
A Those vary depending on who is on call.

Q Could be anybody? They just get assigned?

A Yes.
Q And only at those times are they permitted to take the vehicles home at night; correct?

A Yes.
Q And, basically, your total salary would be, what, 65 to $\$ 70,000$ a year?

A It's never been 70 , but 65 plus,
a little over 65.
MR. CICERO: Sixty-eight (68) maybe?
Sixty-eight (68), I think that was the
last...
A I'll agree -- confer to that. BY CHAIRMAN SCHMITT:

Q In the annual reports and in these water loss statements, I guess, since at least 2012, '11 or '12, there's been a calculation put in that local fire departments use 60 million gallons of water a year. Do you know
where that figure came from or who it is that's responsible for plugging that figure in?

A Sir, I'm the one that plugs that in. It's already plugged in. I have a Excel spreadsheet on my computer that has the PSC water loss report monitor on it. That number, 5 million gallons per flushing and fire department has always been in there. I can't say that we -- I can't prove that they do that much, but I can't say that they do or don't. But that number has always been in my spreadsheet and I allowed it to stay.

Q Well, I wondered because it hadn't always been on -- in the annual report. It's only been in the annual report since the Public Service Commission started expressing a heightened interest back seven, eight years ago in water loss. And, of course, with that 120 million gallons of water in there, it's always kept your water loss at 39 to 44 percent as opposed to what we got now, about 60 percent, okay.

A Sir, I don't know where that number come from. Back in 2012, I wasn't doing that report.

You weren't the general manager then. I understand that. Mr. Halbert was.

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A
And I wasn't doing that report, but somewhere along the line, some of our -- I'm assuming some of our employees, some of -- so whoever was doing that report had come up with that number and felt like that was a fair number to put in there. And I had no reason to change it. I can't document -- I can't prove it. But since it's been called into question and I can't prove it, I have reduced it to what $I$ think is the best estimate that $I$ can provide to you. But it's an estimate nonetheless.

Q And what is that estimate?
A On fire department usage?
Q Yeah.
A Fire department usage is -- is a percentage based, I think, on . 03 times my monthly sales. And I got that number from talking with Kentucky Rural Water. They felt like that might be an accurate number to use. But it's . 03 times monthly sales to give me my fire department usage. My flushing usage that I'm currently listing is based on flushing eight different hydrants every day that we must flush every day to keep in compliance with our -- with the DBP Rule and try to stay in compliance on that. So we're flushing
eight different hydrants in certain areas of our system for at least 10 minutes at what we feel like, $I$ think, is 25 to 50 gallons per -25 gallons a minute, I think. That's how I'm getting that number, based on -- we don't have a meter, but it's based on what $I$ feel like is -what's coming out of that hydrant for the amount of time that it's coming out of that hydrant. And but --

Q You know the size of the opening of the hydrant?

A Yes.
Q In fact, your annual reports
actually show the size -- they show the meter, because you have so many 100 meters of this and -and a different size. And so I suppose if you knew the flow rate and the -- and the diameter of the pipe or opening, you -- and you knew the time, you could compute the amount of the water that supposedly came out of -- it would be close, relatively close; right?

A Yes, sir.
CHAIRMAN SCHMITT: Okay. I have no further questions. You have any questions?

MR. STROBO: Yeah.

## EXAMINATION

By Mr. Strobo:
Q Mr. Hall, going back to your relationship with other outside entities. So you list some of those you said you worked with to help you solve and address your water loss and infrastructure issues. For example, your engineer?

A Okay. Yeah. I'm -- I'm lost there, Randy.

Q Do you work with Kentucky
Engineers?
A Yes.
Q Who do you work with at Kentucky
Engineers?
A I work -- I work mainly with Troy
Hogg. He's our -- he's our -- he's what Kentucky Engineering -- he serves our -- I mean, our utility from there -- for them. I also work with Holly Nicholas, but I've also worked in times -- I've worked with just about all of them. I mean, Bob Taylor, Jim Thompson.

Q And what do they help you with?
A They help us with a lot of the paperwork that needs to be filed to get projects moving with KIA or RD. They help us in a lot of
ways with projects and making sure that we file them properly and do the procurement.

Q Do they help you prioritize what projects you need to have done?

A They help, but they -- I guess, they leave that up to us, to me and the Board, to determine the areas that we want to go into and work. And we identify that and then they help us get it together.

Q
So Kentucky Engineering, do they do some of the design work for the projects as well?

A I think they do it all.
Q And this KIA loan that we've been
talking about all day that is currently on hold, did Kentucky Engineering assist you with that?

A Yes.
Q Okay. And have they assisted you with any other projects that are currently on hold?

A They have assisted us in trying to replace the Mink Branch tank.

Q Describe that to us -- for us, if you don't mind.

A The Mink Branch water tank is 50 plus years old. It's 150,000 gallon tank.

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Somewhere around in the mid '80s there was a landslide near it or under it. And since then I think the tank structure itself has been jeopardized, because the tank walls, especially on the lower level, is starting to bulge out and showing stress. And that particular tank serves close to -- we'll say over 500 customers. There's four different pump stations that pull directly from that tank. If we lose that tank, I'm going to have people out of water for a long period of time.

Q And is it your understanding if you get a rate increase, as you have requested, would that allow those loans to move forward?

A Yes, sir. The rate increase would help with the Lackey to Wayland project, and the water tank project as well.

Q Now, going back, way back to 2017 and the Asset Purchase Agreement, were you assisting with the negotiations?

A No, I -- no, I was not. First time that Southern Water was made aware of this Asset Purchase Agreement, there was already conversation that had taken place between then county judge executive and, I think, Mr. Eddie Campbell. The county judge came to our Board
meeting saying he was going to help Southern get out of the sewer business. Basically everything you've heard up to date. He was going to help us get out of the sewer business and this was what -this was what was going to happen. This is what needed to happen to expedite that.

Q Did you have an opinion on whether or not Southern should follow through with the --

A Yes. When -- when that was first presented to our Board, the first time I heard about it, I objected, I told -- I expressed to the Board, I expressed to the judge and his -- the people that was with him, that I didn't feel like that was a good plan for Southern Water. Basically transferring 1,100 of our water customers would hurt us financially. We'd basically be left with 5,500 customers or 5,400 customers trying to pay the bills that 6,500 customers were paying. I felt like that was not a good plan. I objected. My Board objected as well, but we were -- later, after much conversations with them, I felt like I was not in a position -- as being the general manager, I was not -- I could not vote yes or no on it, but I expressed my concerns and I left it at that.

So you expressed your concerns at Board meetings?

A Yeah.
Q And did you have -- at the time of the Asset Transfer Agreement going through, did you have any opinion on how that may impact future loans?

A I didn't know how it would impact anything, but I'd -- I had a good -- which we've talked about earlier, gut feelings won't always help you, but I had a feeling. And not being a financial -- not having a business degree or financial background, I had a pretty good idea that losing those customers would hurt us in the future. And as soon as the customers were transferred, we noticed a little over a 40,000-dollar decrease in our operating expenses, in our cash flow.

Q I'm going to switch a little bit to Kentucky Rural Water Association. How long have you been, have you personally been, working with them at Southern?

A Twenty (20) -- 20 -- 20-some years. I mean, I started with Barry Back -- that's no longer with them -- when I was working at Mud Creek Water.

Q
And it's your understanding that Southern is a member of the Kentucky River Water Association -- or Kentucky River Water Association?

A Yes.
Q And through that membership you get services from --

A Yes.
Q -- the water company?
And up until recently, your point person was who, as of two years ago, for the most part?

A
Danny and Tim -- Tim for a long time, and Danny Stinson has been carrying out and been doing a very good job. It could have -- it could have been two years. Yeah, I've been working with both.

Q But more recently you've been working with Danny, Mr. Stinson?

A More recently, Danny.
Q And today?
A Yes.
Q I'm going to hand you a document. And we have copies for everybody.

For the record, can you identify it?
A (Witness reviews document.)
Q You got them all? Thanks.
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Are you familiar with the -- are you familiar with the document $I$ just handed you?

A Yes.
Q And what is it?
A Leak Detection Standard Operating Procedure.

Q And did you work on this document yourself?

A
Mr. Danny Stinson prepared
95 percent of this. I think I had some input. But for the most part, this was prepared by him. I probably had a little -- I don't know exactly how, but it was a little bit much, but I would credit Danny for the -- for the -- for this.

Q Okay. And if you turn on the second page, it says at the bottom, would you just read that for us? Who is -- who is it prepared by?

A Prepared by Danny Stinson, Kentucky Rural Water Circuit Rider.

Q Okay. I'm not going to ask you to go through this in detail, but, generally, can you tell us how this procedure works?

A Well, I touched on it earlier. We want to use our -- our tanks. Our tank draw -excuse me -- draw-down records -- our water plant
is going to monitor our tank draw-downs and our pump productions. And we're going to follow this to try to determine where we are losing the most water at that particular moment. And then we will send our three guys that we have set aside to that area to try to find the problem.

Q Is this written policy different from what you were doing prior to having this written policy?

A It's more detailed. We were going to certain areas already based on what our plant -- but this is definitely a more detailed document than what I had or what I was doing.

Q Do you think this plan helps you prioritize the problem areas on your system?

A I think it's a start. I do think it is.

Q And have you seen any successes so far with following this policy?

A I have. We -- we've developed -I mean, we have 22 tank sites and we have 27 pump stations, I believe, but we broke down our system into 20 -- 22 leak zones. Each tank is a leak zone. So we're developing putting pits in the ground so we can strap our flow meter onto the --

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onto the pipe and start to monitor how many gallons per minute we are -- is going through that pipe at that moment. We base that upon -- there's a formula based upon the amount of customers in that area, and there's a percentage we use to figure out what's the -- what they should be using. And anything over that's a leak. We start going valve to valve to try to -- to pinch it down into a certain location, then we go meter to meter. And then we -- if we can't find it, we'll walk the highway, we'll wade the creeks. We'll do -- we do whatever it takes to -- to find this particular leak that we're looking that's in question.

Q And do you know if this is -it's probably -- do you know if this is a procedure that Kentucky Rural Water Association -- probably some -- specific district that they use in other districts as well?

A I would imagine that they use this in other districts.

Q So this is probably a procedure that has shown to work for them?

A Yeah. I think it works, yes.
Q Okay. Have you-all -- have you with Kentucky Rural Water Association been able to
estimate what you think you can do to reduce water loss pursuant to this policy, procedure?

A I can't speak for what Kentucky Rural Water will say, but I -- I -- as I said earlier, I think if -- that we can get to a 30 percent water loss with what $I$ currently have in place, with the age of my pipes and my lines, with what I have, I think if I can get to 30 percent, that that's -- that's pretty good -- pretty -that's -- that's a lot of work right there to get to that.

Q Do you have -- have you or Kentucky Rural Water Association tried to do a timeline on how long that would take you to get to 30 percent?

A We have not worked on a timeline. I don't think that's realistic.

Q Can you -- what do you think -sitting here today, can you estimate, perhaps, a timeline on how long it would take you --

A If you --
Q -- to get to 30 percent?
A If you're asking me to get to 30 percent and maintain and hold it, I would say five years minimum.

Have you had any discussions with your Board to possibly hire somebody else to help with water loss and infrastructure needs?

A We -- I -- we mentioned to the Board about Mr. -- I think it's Greg Heintzelman. I'm not good with his last name. If -- if Southern Water and Kentucky Rural Water can't pull it together, then we were going to seek him for advice and his exper- -- and use his expertise to see if we can do more.

Q But you have discussed that with your Board in this?

A Yes, sir. He does not come cheap. And, again, it goes back to the money, and money seems to be our issue.

Q I'm going to switch again to another subject and that is the October 2018 appraisal.

A Yes, sir.
Q And this is the appraisal that was done to help try to find the fair market value of the assets that were -- that was purchased.

A Okay.
Q And we've been talking about this figure $\$ 656,122$. Do you recall that figure?

A
Yes. I seen it in his report.
Yeah.
A Yeah.
Q And what is your opinion of what that figure -- where that figure comes from?

A I don't know.
Q Oh, you don't know?
A I don't know. Unless you can ask me more specifically, I...

Q Do you think that this figure attempts to value, or was taken from your rate case application that was prepared by your engineer, Holly?

A Yes.
Q And do you know where she got that number from?

A I don't know. I can't answer that.

Q Okay. If I told you that number came just from the water customers, would you agree with me?

A Yes.
CHAIRMAN SCHMITT: Would you agree with about anything your lawyer says?

THE WITNESS: Yes, sir. Yes, sir.
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CHAIRMAN SCHMITT: Any other questions? MR. STROBO: No, sir.

MR. BOWKER: No further questions.
MR. CICERO: I do. I have just a couple of last comments.

## EXAMINATION

BY MR. CICERO:
Q So the Chairman asked you questions about your payroll and then people that had vehicles and whatever. That was post-hearing -- not post-hearing. It was Staff Data Request No. 2, and the request was for information to Southern to provide a detailed list of identifying all compensation and all other payments made by Southern District to each of its employees and any contract personnel for the years 2016, '17 and '18. For each item provide a detailed description of the purpose of the compensation and payment.

You filed an affidavit that said I can't do the contract employees, because it would take me too long and I'm preparing for this hearing. Do you have contract employees?

A No.
Q No. So the answer would be, we
don't have any contract employees, wouldn't it?
A Yes, but do -- I mean, honestly, I didn't know exactly what you were asking, and I didn't want to throw something together that would not be --

Q Okay. So clarifying that, if there's no contract employees, then all you need to do is send a response that says, there's no contract employees?

A Yeah.
Q And, conversely, you sent documents that show the payroll records, which is great, that's a form of compensation. But the request was for all payments, which would include transportation, expense account checks, any compensation or pay- -- or payments -- not payments just for compensation, but payments to employees, which means you still have work to do that will be followed up in a post-hearing data request to confirm that, that we're looking for that information, okay?

A Okay. I guess we misunderstood the question, sir.

MR. CICERO: I mean, and that's okay.
MR. STROBO: I think that was Request for
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Information 4.
MR. CICERO: That was the second request. Second -- Staff Second Request, I believe, Ariel, isn't that right?

MR. STROBO: Well, we'll get it. BY MR. CICERO:

Q And then I would like you to provide us a post-hearing data request, the fourth quarter monthly calculations using your formula that you describe for water loss, the 3 percent that you said was for fire department usage and whatever the formula is that you're using to determine the internal flushing use for system usage, just those three months actual -- I know we get a report, but $I$ would like you to describe, in other words, the 3 percent came from Kentucky Rural Water Association, and then what the other pieces of the formula are, okay?

A Okay. And are you going to present that question to --

Q Yeah, it will come in -- it will come in writing.

A Okay.
Q A comment about the -- the
exhibit or paper that you handed out. I don't know
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if you're going to offer it into an exhibit or not, but I've been harping on this doing an analysis to determine whether it's viable or not viable rather than gut feeling. And it's interesting that this leak detection procedure talks about it would be advantageous to consider the source of the water. For example, let's say you're purchasing water for $\$ 3.50$ per 1,000 gallons to supply a zone that has been determined to have a 40-gallon-per-minute excess flow. You are also producing water at a $\$ 1.75$ per 1,000 gallons to a zone that has been determined to have 60-gallons-per-minute excess flow. Initially, you may think the 60-gallons-per-minute loss should be assessed first. However, when analyzing the direct loss in monetary form, a 40-gallons-per-minute loss is costing 201.60 per day, while the zone with $60-$ gallons-per-minute loss is costing 151.20. That's the type of analytical -- analysis that I'm talking about that helps you decide what the best decisions that you can make. That's exactly what this paper does. It helps you out --

$$
\begin{array}{ll}
\text { A } & \text { Yes. } \\
\text { Q } & \text {-- to do that. } \\
\text { A } & \text { And -- and you're correct, sir, }
\end{array}
$$

and I want -- we'll have to work with Rural Water and my plant to work -- I mean, this is new to me and this is -- we're definitely -- that's the plan we're going to follow, but it's going to take some time for me and my guys to real -- you know, to -to make this work the way it's on that paper. We're going to do our best, but it -- it's going to take some time.

Q I have one last curiosity question. I'm looking at the Board minutes from October 23, 2014, and it says, "Mr. Hall informed the Board that the bids were open and awarded for the three surplus vehicles. As of today, two of the vehicles have already been paid for and one has not. Mr. Hall stated that Harpo was awarded the bid on one of the trucks and is refusing to pay due to the back bill he is saying the District owes for storage of the truck. While the truck was in his care, the truck has been stripped of parts. We have tried numerous times to bring the truck to our lot, but it has -- it has been fenced in and we were unable to get to the truck." What was the -what was the outcome of that?

A Sir, the best I can answer that, that problem has been resolved. We -- we had a --
we had a truck to go down. The motor expired on it. And I think he was the one that eventually had hauled it in. It was on his lot. He was applying, I guess, storage toward the -- or rent toward him holding it, and it was just a -- it was just a mess and it -- but it has -- it's been resolved.

Q That's okay. I thought it was --
A Yeah, I --
Q -- I thought it was funny to hear that the guy fenced it in, stripped it of parts, and told you that you owed it to him for fencing it in and not being able to get to it.

A Well, I know, I -- I read those notes as well and I was kindly embarrassed, so to speak, for it to be written and presented that way, but it was -- that was the minutes and that's...

CHAIRMAN SCHMITT: Commissioner Cicero doesn't know Harpo.

MR. STROBO: Mr. Schmitt, to the extent that I didn't -- I thought I introduced this and made it part of the record, but I guess I didn't. I just --

CHAIRMAN SCHMITT: Yeah, let that be introduced as Southern Exhibit 1.

MR. STROBO: Thank you.

DR. MATHEWS: I do have -- just to clarify. EXAMINATION

BY DR. MATHEWS:
Q The Chairman had a pretty lengthy discussion with you about, you know, the concept of another entity purchasing the water district or the assets of the water district. And you kept referring to the management contract that, I guess, you -- that Southern was under when it first formed. Those would be two sort of different things; right? Was the private entity that has been talking to the Board, talking about a purchase or talking about a management contract?

A It was talking about management. And that's what Southern had before, was a management contract with U.S. Filter at the time. And I -- I guess, I feel like that the conversations that I have had with Kentucky American is a similar contract with the contract management.

Q I just -- I wasn't -- I was confused, I think.

How many people do you prosecute for water theft? Because you said we can turn them off, but you can go to the hardware store and buy a jumper
bar and...
A Honest -- well, I have not prosecuted anyone since I've been general manager, but my previous manager had me to take anywhere from five to ten different people for -- for theft of service. And $I$ was spending more time in court than I was working for the water. So when I become the manager, general manager, my -- my approach now to theft of service is, if I find one illegal meter, straight pipe, I -- we take -- we send our excavator and men out there and we remove the entire service from the property. And if the customer wants water back, they must pay a new tack fee plus whatever they owed us at the time that they were either disconnected, if there's a record of that.

But at the least, if we find any illegal, we dig it out and we shut it at the curb stop and we don't have to go back to it unless they pay for service again. That has worked. It doesn't stop the -- there -- there's a lot of people in desperate needs. And we find four or five a month that's illegal that we have to dig out like that. And we can't work it out with them and we dig them out. But we don't -- oh, go ahead.

Q
Bad debt expense, has that been increasing? I mean, have you --

A Bad debt expense --
Q Are you seeing people not paying their bills more often as the --

A Yes, as --
Q -- the climate has gotten worse in the area?

A Yes. On an average -- I don't deal -- I don't work every day in our billing -with our billing. I'm in the office with -- around the billing department, but I don't have hands on. But monthly we average sending out 1,500 -- 1,000, 1,500 disconnect notices a month. We wind up disconnecting 150 to 200 a month. All those people don't come back to pay. Most of them do, but it's -- it's -- our area is -- it's tough. It's tough. And a lot of our population has been noted by the Attorney General's Office that it's one of the poorest in the country.

And being a small utility like we are, I think that benefits them because we're willing to try to work with them and be understanding to their situation and needs, and we try to help as much as possible. But $I$ don't think you'd find that with a
large company. They wouldn't -- I don't think they'd necessarily take into account the address -I mean, the -- the necessities and the conditions that our people are in. So we do the best we can. We know we make mistakes. We -- there's a -- we have a big water system. From my water plant to my last meter up left Beaver is 35 miles. It goes through six tanks, pump stations. And our system is set up like a branch -- it's called a branch system. It's not -- it doesn't have a grid. You don't have backup supplies here or there. And if you have a problem at the beginning of your system or in the middle, the people on the end of your line are going to suffer if it takes any amount of time to repair it.

So we -- we have a lot of -- a lot of conditions that are -- Eastern Kentucky, just about all the mountain district -- all our districts there are in a different situation than most water districts or utilities west of 75. We don't -- I mean, I think we have a tougher -- we just have a rougher terrain and area to work.

CHAIRMAN SCHMITT: Anything further from this witness? Any other questions?

MR. BOWKER: Just one follow-up.

Did you state that you use deposits to offset disconnects -- disconnect debt? Is that what you stated earlier?

THE WITNESS: I never stated -- I don't think I stated that.

MR. BOWKER: Okay. I'm sorry. I must have misheard. No -- no questions.

CHAIRMAN SCHMITT: Anything further? Any reason why Mr. Hall can't be excused?

MR. BOWKER: No, sir.
CHAIRMAN SCHMITT: You may step down and be excused, Mr. Hall. Thank you.

THE WITNESS: Thank you, sir.
CHAIRMAN SCHMITT: Let's take a 10-minute break 'til 20 after 4:00, and come back and then talk about what we're going to do, okay? We'll be in recess until 4:20. (THEREUPON, A BREAK WAS TAKEN.)

CHAIRMAN SCHMITT: Back on the record. Before we -- before we call any other witnesses, let's think about where we are. For our purposes, I guess, or the Commission's purposes to get information, we probably want to get the next, the remainder of the Commissioners first and
that may take us, what, an hour? It may be less, but at least they're finished. At that point, we probably will leave it up to you if you wanted to call somebody else now or -- at some point we're probably going to have to get the appraiser in here. And so, you know, you might want to come back. If your Kentucky Rural Water people are in this area anyway -- it doesn't matter to us. We're willing to go -- we went 'til, what, 25 'til 1:00 in the morning here on a -- on one time. So we're -- it doesn't matter anymore. We're -- we're used to it, but, anyway, we probably need to talk about how you might want to do this. MR. STROBO: Well, I think the Kentucky Rural American Water folks are going to want to -- you want to call them; is that correct, or --

MR. BOWKER: Maybe. We don't have to today. I think the Board members, we're wanting to do those first today.

CHAIRMAN SCHMITT: Well, I don't want to inconvenience the Board members anymore. MR. STROBO: Right. Right.

CHAIRMAN SCHMITT: I mean, they have further to come.

MR. STROBO: And I would just say, since they're already here, may want to go ahead and do Kentucky Rural Water Association folks? I think you-all would probably prefer that so you don't have to come back? And I know that's going to add a little bit more time, but, hopefully, we'll be out of here before 2:00 a.m.

CHAIRMAN SCHMITT: Okay. When all this is over, Mr. McNeil, will you want to file a brief, a short brief, or some kind of memo? MR. McNEIL: I think in light of new evidence I would want to file something short, Your Honor.

CHAIRMAN SCHMITT: Okay. And you would want to -- I mean, I don't know -- you know, the thing that always bothered me about Kentucky Public Service Commission is they always wanted to have briefs that were filed simultaneous, and of course then that raises the problem if somebody says -makes an argument that someone else doesn't get to address. So I never want to do that
unless counsel wants to agree to it.
One -- one time Mr. McNeil's colleague, Mr. Chandler, who we all think highly of, but he agreed to simultaneous briefing. And then when the other side had an argument he couldn't address, he pulled a due process card. You know, rather than stick him with waiver, we allowed him to file his brief. But -- but I would assume that when this is over, I don't know who -maybe we would get -- I'm trying to think how -- how the burden ought to go here. I guess it's your rate increase. You would brief, you could respond, and you could reply, or you could do it -- you know, I'm sure you'd want to reply if he had something that you hadn't seen. I would if I were you.

MR. STROBO: I agree it's our burden. MR. BARKLEY: Do a brief. MR. STROBO: Yeah, we should do the brief in chief and let them respond, and then WE can reply to that. That's --

CHAIRMAN SCHMITT: I mean, and we could -we could do that. If we get to the point
where all we have is the appraiser, I mean, it's hard to see how all that's going to be an argument that would be -- amount to a lot. I mean, we're facing the February 12 deadline, which we could go beyond that as long as you're not going to put the rates in effect. If you are, then, you know, then we need to get this -MR. STROBO: We can have expedited briefing schedule, that's fine, as long as -CHAIRMAN SCHMITT: All right. Well, we'll --

MR. MCNEIL: That sounds fine.
CHAIRMAN SCHMITT: We'll get to that before the end.

All right. Let's call a -- I guess a Commissioner, anyone that -DR. MATHEWS: Short straw.

CHAIRMAN SCHMITT: Yeah, you get to -- you get to pick them. You want to call Mr. Osborne, Mr. Hamilton? Whoever -whoever you can.

Will you raise your right hand, please.
THE WITNESS: (Witness does same.)

CHAIRMAN SCHMITT: Do you solemnly swear or affirm under penalty of perjury that the testimony you are about to give is the truth, the whole truth and nothing but the truth?

THE WITNESS: I do.
CHAIRMAN SCHMITT: Please be seated.

*     *         *             *                 *                     *                         * 

The witness, LARRY JOE OSBORNE, after first being duly sworn, was examined and testified as follows:

## EXAMINATION

BY CHAIRMAN SCHMITT:
Q Would you state your name and address, please, for the record?

A My name's Larry Joe Osborne. I reside at 320 Reed Branch, Hueysville, Kentucky 41640 .

Q Mr. Osborne, are you employed? Are you retired? How -- do you --

A I'm retired. I -- I do some other contract work. I was in the insurance business for several years. Still doing that part time.

Q So what, you're retired from
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what, insurance or --
A Yes.
Q How long have you been on the -how long have you been a Commissioner of Southern Water and Sewer District?

A It was in February of '15 or '16, I -- I do believe.

Q Did you -- the slot that you went into when you were appointed, was the person -- did somebody hold -- somebody in that position before you were appointed that died or retired or -- or whose term expired, or do you know?

A I don't know. It was Bert Layne. And I'm not sure. I think he had personal problems.

Q Okay. So you think he may have resigned --

A Right.
Q -- and you may have filled his unexpired term?

A Maybe.
Q We're not going to hold you to that. We're just trying to --

A Right.
Q -- get some idea of what these
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terms are. At some point that might be important. So do you know when your term is supposed to end?

A I was just reappointed. I'm assuming four years.

Q You were appointed --
A In November.
Q -- like Ms. Johnson in
November --
A Right.
Q -- for, I guess -- I don't know
if the term ended in December or what, but...
A Yeah.
Q Okay. So were you -- were you involved, and if so, to what extent, in the negotiations with the City of Prestonsburg Utility for the sale of the sewer and water distribution assets?

A Me and Joe Jacobs, I met with him a time or -- with the judge and Eddie Campbell.

Q Did you-all meet in any kind of joint session, the fiscal court and the Southern Water and Sewer District? You know, sometimes public boards will meet in joint session. You didn't --

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A No.
Q -- there was none of that?
They just come to your meeting or you meet at the local restaurant or some place or...

A Well, we met at the courthouse one time.

Q Courthouse, okay.
So at some point you voted to, I guess, transfer the assets of -- the water and the sewer assets to Prestonsburg for about, what, 2. --

A That was $\$ 2.1$ million --
Q -- a little over 2 million
dollars; right?
A -- plus the 2 million. It was about 4.1.

Q Yeah, okay. All right.
So at this point in time, are you satisfied with that transaction?

A No.
Q Why not?
A I think that we did not get paid right or the appraisal is still not right. I think the infrastructure is much more than what they're saying it is.

Q You think it's worth more than
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the 4.1 or --
A Uh-huh (affirmative).
Q -- whatever million dollars?
A Right.
Q
But Southern has been paid in cash, kind and -- and paid off some of your loans. You recognize -- you concede that Prestonsburg has paid something?

A Yes, yes.
Q Okay. But do you -- what do you -- do you think that the amount ought to be more than what Prestonsburg now says it is; is that correct?

A I -- I always thought that.
Q Well, apparently, we find out today that U.S. Department of Agriculture Rural Development says that they want an extra, what, 1.85 million or something?

A Uh-huh (affirmative).
Q Is that within the ballpark of what you think the value is or ought to be or --

A Personally, yes.
Q -- or do you believe you're entitled to more than that?

A Maybe that or just a little bit
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more.
Q Have you ever suggested to your fellow Commissioners that maybe you ought to see about another appraisal?

A We have talked about it, but we were assured that -- that this appraisal would be fair.

Q But in your opinion is it fair?
A In the way that they come about it, maybe it is. I'm not sure about that.

Q You know, as a lawyer -- and I know Mr. Pillersdorf would probably agree. You know, appraisers, they're like what -- what's that horse worth? You know how that -- what's that piece of ground worth?

A Yeah.
Q It all depends on -- it's all in the eye of the beholder; right?

A Exactly.
Q What if -- what if this -- I mean, at some point, and some reasonable period of time, this transaction either has to be concluded or it has to be unwound. How would -- have you thought about how that could be done?

A Well, with --
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Q You said we want our -- want our -- we can't go through with it. They got the sewer system, but we want our water system back. But you've gotten some money, you know --

A Tied up in it.
Q -- payments from them. Have you thought about how that might work out?

A I've give it some thought and I really haven't come up with no solution on it. I think if we had a solution, we wouldn't be here.

Q Yeah. Yeah. I -- I think you're -- I think you're right.

Anything else you'd like to tell the Commission about the -- about the transaction or about Southern Water and Sewer District, your water loss problems, management issues? Anything you'd care to relate to us?

A No. Other than being talked to by the judge in the beginning and meeting with Mr. Campbell, you know, we were led to believe that everything was a win-win situation, that it's going to get better. In the first month we saw the difference, in July of '17, and it's gotten no better. So, you know, yeah, I know that we should have done more due diligence. I do, hindsight.

But we were -- we were depending on Mr. Campbell's figures, too.

Q You just didn't have the cash flow that was necessary after the -- the water assets were transferred and Prestonsburg began receiving the payment for it; is that --

A No. It was -- it was immediate.
CHAIRMAN SCHMITT: Commissioner Cicero, any questions of this witness?

## EXAMINATION

BY MR. CICERO:
Q So how did you vote when the transaction came up for a vote?

A If I remember right, I may have voted for it, but it was very reluctant.

Q So you indicated that 1.9 million or more is what you believe Prestonsburg owes to finish the deal?

A Well, I just -- I think that the appraisal may not be accurate. I feel, in my mind, that the infrastructure is worth more, because that was the best part of our whole system.

Q So have you done -- I'm going to go back to this -- done any analysis for that number?

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A Well, that -- that ---- not just all residential? -- that stretch of U.S. 23 is about all that's growing in our county, so, yes.

Q So you could have foreseen that you would be losing revenue and really not reducing cost by a similar amount, that it wouldn't be a wash?

A Right.
DR. MATHEWS: That's all.
CHAIRMAN SCHMITT: From Mare Creek there where Blackburn is --

THE WITNESS: Uh-huh (affirmative).
CHAIRMAN SCHMITT: -- up to the Pike County line is pretty densely populated when
compared to the rest of your system; would
you agree with that?
THE WITNESS: Oh, yes.
CHAIRMAN SCHMITT: And like you say,
that's -- it's between -- well, Betsy
Layne, Stanville, and the City of
Pikeville; correct?
THE WITNESS: Exactly.
CHAIRMAN SCHMITT: Which is just a stone's
through across --

THE WITNESS: Well, it's --
CHAIRMAN SCHMITT: -- the Floyd/Pike County line?

THE WITNESS: -- six -- six miles to Coal
Run. And then you don't know when you
leave Coal Run to get to Pikeville.
CHAIRMAN SCHMITT: Mr. Bowker, any
questions?
MR. BOWKER: Just very briefly.

## EXAMINATION

BY MR. BOWKER:
Q Just making sure. Do you go to Water District Commissioner Training ever year and get your six hours every year?

A Yes.
Q Okay. And did you get your initial 12 hours when you --

A Yes.
MR. BOWKER: Okay. That's all I have. Thank you.

CHAIRMAN SCHMITT: Mr. McNeil?
MR. McNEIL: No questions, Your Honor.
MR. STROBO: No questions, Your Honor.
CHAIRMAN SCHMITT: No questions? May this
witness be excused?
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MR. BOWKER: Yes, sir.
CHAIRMAN SCHMITT: You may step down and you may be excused. Thank you.

THE WITNESS: Thank you.
MR. STROBO: Mr. Chair?
CHAIRMAN SCHMITT: Just call another.
MR. STROBO: Well, can I address one issue?
I think I may have misspoke before.
Pursuant to the order on December 17th from PSC, the deadline was extended to -- we agreed to a deadline of February 1st.

CHAIRMAN SCHMITT: Oh, I was thinking it
was the 12th. Is it the 1st?
MR. STROBO: Yeah.
MS. MILLER: February the 1 st is the day --
MR. STROBO: Right.
MR. BOWKER: Yes, yes.
MR. STROBO: So and -- and Mr. Hall
informed me while Mr. -- when the testimony was going on, that they really need to know whether or not they're getting this increase by February 1st, because they need to put it on their February bill. So that's the -- the time crunch we have. I don't know how that impacts your decision,

I think, but we do need that decision pretty quickly.

CHAIRMAN SCHMITT: Well, of course, you know, if -- the decision could be this: If you implement the rate increase, you may have to give some of it back -MR. STROBO: Uh-huh (affirmative).

CHAIRMAN SCHMITT: -- or credit customers. I mean, that's just kind of how it is. MR. STROBO: Okay. But I don't know if we can -- if it's agreeable to maybe expedite our briefing even more.

CHAIRMAN SCHMITT: Oh, we could do that. I just don't -- I think Vice Chairman Cicero may remember more about the appraiser, but isn't he gone for the entire month of January?

MR. CICERO: He's gone until January 11th, or something like that, on a trip to

Florida --
MR. STROBO: Uh-huh (affirmative). Yeah.
MR. CICERO: -- I believe. Isn't that right?

MR. STROBO: I think that's accurate.
MR. CICERO: He left on December 26th and
comes back on January 11th. So he's not even -- I can't image what his backlog is going to be after being gone for two full weeks. But I think our questions for him could be brief, because I think I know exactly how he used his numbers. I don't agree with the way he used his numbers, but I think I know how he used his numbers. We just have to have confirmation -- we have to have a brief time to sit down with him and have him confirm what we think he did. MR. STROBO: Okay.

MR. CICERO: So if you can get in contact with Mr. Fyffe, I guess it is --

MR. STROBO: Uh-huh (affirmative).
MR. CICERO: -- find out when he's available and we can -- we can really quickly depose him or -CHAIRMAN SCHMITT: We could -- yeah, or we could, you know, subpoena him again. I mean, he agreed to come; right? Well, if it's February lst, we've still got time. We'll take -- we'll find some way to take care of it.

MR. STROBO: I appreciate it. Thank you.

MR. BOWKER: He also stated that he could provide an affidavit as well in his letter --

CHAIRMAN SCHMITT: Of course, you can't ask a question of an affidavit, is the problem. Please raise your right hand. THE WITNESS: (Witness does same.) CHAIRMAN SCHMITT: Do you solemnly swear or affirm under penalty of perjury the testimony you are about to give will be the truth, the whole truth and nothing but the truth?

THE WITNESS: I do.
CHAIRMAN SCHMITT: Please be seated.

The witness, HAYES HAMILTON, after first being duly sworn, was examined and testified as follows:

## EXAMINATION

BY CHAIRMAN SCHMITT:
Q Will you state your name and address for the record, please?

A My name is Hayes Hamilton. I
live at 47 Reynolds Road, Beaver, Kentucky 41604.
Q Commissioner Hamilton, are you
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employed at this time, are you self- --
A I'm a retired schoolteacher.
Q And where did you teach?
A I coached basketball at Betsy
Layne. I started out at Johnson Central.
Q And when did you retire?
A Twenty (20) years ago.
Q Twenty (20) years ago.
So you -- how long have you been a Commissioner on the Board of Southern Water and Sewer District?

A Ten (10) years.
Q And so, I guess, that would be 2008 or so; right? '7, '8 or '9?

A I believe it was about 2010 I came in.

Q 2010. Do you know when -- when you were appointed -- there was somebody that held this seat prior to your appointment. Do you know who it was?

A Yes.
Q Who was it?
A Palmers Frazier.
Q Do you know if Mr. Frazier's term expired or if he resigned or he passed away or --

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A He passed away.
Q So you would have filled his unexpired term presumably?

A Yes.
Q Do you know -- when you came on board, did you -- were you told or did you figure out when that -- when his unexpired term would expire?

A I don't remember what -- how many years I had on that. I really don't.

Q Well, I don't know either. I mean, that's not an uncommon thing unfortunately, but to try to put it together and figure it out, sometimes becomes a problem.

A I was thinking he had one year left. I was thinking he had one year. I'm not sure.

Q Okay. All right. So have you been reappointed?

A Yes.
Q When were you reappointed?
A I think I was reappointed in
December.
Q Of this year?
A Yes.

Q December of 2018?
A Yeah.
Q And you were appointed by Judge Executive Ben Hale?

A Right.
Q And that appointment was
confirmed by the fiscal court?
A Right.
Q And were you there at the meeting where this was done?

A No.
Q So how did you learn about it?
A One of the magistrates.
Q
Can you tell me who? Somebody called you, I guess, and said you were reappointed?

A Ronnie Akers. That was one of the magistrates.

Q Is Mr. Akers, will he be serving on the fiscal court for the next four years?

A Yes.
Q Now, do you know if any other -any other people were appointed to serve as commissioners of Southern Water and Sewer District at the December court meeting other than you?

A You know, I'm not sure whether I
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got appointed in November or December.
Q Okay. Fair enough.
A I really don't.
Q Well, the reason I ask is, is that when -- the complaint that was raised here, somebody said that you -- Mr. Jacobs -- because we were told Mr. Jacobs had resigned. So anyway, Mr. -- and that although you were serving in your term, that somehow you were appointed to fill Mr. Jacobs' vacancy, and then Eula Hall was appointed to fill yours. Now why that is, I don't know. And I don't even know if it's accurate, but that -- that was the complaint. Do you know if any of that's true or --

A Yes. I was going to resign.
Q -- have you heard anything about it? I'm sorry?

A I was going to resign my -- I did resign my position.

Q Okay. When did you resign?
A I don't remember if it was October, November -- October.

Q October, November of 2018?
A Yeah.
Q
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October or November of 2018?
A I don't know. I guess I was just getting tired of it, the hassle.

Q Well, if you were getting tired of it, why did you accept a reappointment from Judge Hale and the outgoing fiscal court?

A Well, I have some people that advised me to come back. They claimed I was needed on the Board, so...

Q Would that have been Judge Hale.
A That was one of them, yes.
Q See, one could look at that transaction and conclude that you resigned basically so that Ms. Hall could then be appointed and fill your unexpired term, and you could -unbeknownst to Mr. Jacobs, you would succeed him in a full four-year term. Was that ever discussed with you at all?

A No.
Q So did you have any -- were you involved at all in the negotiations with -- with Mr. Campbell or the Prestonsburg City Utility Commission?

A Just when they came to our meeting, our Board meeting.

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Q You never met with anybody --
A No.
Q -- privately or at the Floyd County courthouse or anything like that?

A No.
Q So were you -- were you for this sale of the water distribution assets and the sewer assets?

A No.
Q Well, did you vote for it?
A Yes.
Q Well, why did you vote for it?
A Well, when the fiscal court and the judge came up there, and they suggested we did do that. And they convinced us that what a great job it was, you know, for the Southern Water and Sewer. It was -- I voted against my good judgment.

Q Well, why did they care one way or the other? If they told you obviously that -everybody says they were pushing this, why did -why were they pushing it? Did they say?

A They never actually said, but the reading between the line that -- I figured it was that 2 million dollar debt, you know.

Q That they hoped that in doing
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that, somehow Prestonsburg would come up with whatever money you received, would go to the Floyd County Fiscal Court; is that what you're saying?

A Probably. I don't know for sure.
Q I mean, that's just your
assumption?
A When I got on the Board here, I know Mr. Halbert, he advised me, he said that -- I guess the county judge preceding that had borrowed 2 million dollars against the Board. And they never got any of the stuff out of it, you know, money-wise. And we actually shouldn't have to pay for that. And I guess they sent it to the -- to Public Service Commission and the Attorney General. They ruled that we didn't have to pay for that. So I don't know.

Q Yeah. Well, it's pretty nice if you get the benefit of 2 million dollars and you don't have to pay it back. I mean, I don't blame you.

A Oh, yeah. You know, it's all right, too, if you get something out of it, but they said -- I don't know. I just -- this is hearsay, that said the water -- the water system never got any money out of it. I don't know. I
wasn't there.
Q Okay. Well, I don't either. I thought the purpose of the bonds that were sold was to raise money for the water district for Southern, but you don't know one way or the other?

A I don't know. I wasn't there, so I just -- it was just hearsay, what I had. But they said -- they told me at the time, they never got any parts or anything out of it.

Q
Did you feel any -- any loyalty to Judge Hale, Judge Executive Hale of the fiscal court, to kind of go along with what they wanted you-all to do?

A Not really, but I guess he did convince me, you know, that that was the best interest.

Q Were any members of your Commission, Ms. Johnson or Mr. Jacobs or Mr. Osborne or anybody else, that expressed any misgivings about doing this before the vote was taken?

A Basically, the group did not want to accept that, because $I$ think they felt we would get shafted, you know. Because we had been
keeping -- we had been balancing budget pretty good
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up to that time. We didn't have any trouble.
Q But now you got a problem; right?
A We got a problem, yeah.
Q And in your rate case you wanted over $\$ 900,000$ or so, and our staff said it was more than a million that you needed.

A Right.
Q You agreed to take it? I mean, you knew that; right? We -- that the staff recommended more than a million dollars, and -- and Chairperson Johnson wrote a letter saying, we basically will accept what's in the staff report? Did you know that?

A Yes, I read that.
Q You don't want to give the money back? You don't --

A Well, no, I don't want to give it back.

Q The reason I tell you this is
sometimes -- you know, the strange thing is, is that investor-owned utilities, the deal is always to try to cut out the fat. And in -- in government-owned water districts you can't give -you can't give them money. They don't want to take it.

A
Right.
Q
It tells you something about management, $I$ think, but in any event -- in any event, this deal with Prestonsburg, right now if you had to vote to either keep the deal or try to rescind it, what would you do if you thought about it?

A I'd rescind it.
Q You'd rescind it?
A Yes.
Q Have you given any thought to if the deal was rescinded, how it could be unwound? I mean, you know, a lot of people have traded money --

A Well, I --
Q -- things have been upgraded. How would that -- have you given any idea, any thought to the idea of how that would work?

A Well, yeah, I thought about that. I'd try to work out some deal with Prestonsburg, you know, to pay that money back that they have spent as we -- as we got our revenue in, you know.

Q Now, Mr. Campbell says that Southern owes Prestonsburg maybe over $\$ 90,000$ in sewer rates for Eastern -- for the Eastern and the

Wayland customers. Were you aware of that?
A Yes.
Q That would be part of the deal, too?

A
Right.
They'd get paid going forward; right?

A Yeah. I've always believed in paying my debt and I'd pay that, too. I'd figure out some way to pay that debt, and I'd work out a plan with them.

CHAIRMAN SCHMITT: Commissioner Cicero, any questions?

MR. CICERO: I do.

## EXAMINATION

BY MR. CICERO
Q So what do you believe the value of the transaction is?

A Well, I'm going to say it's a lot more than what we got.

Q The appraiser's number, 4.1, more than that or what --

A I figured it would be about 4.3 or something myself.

Q I'm going to ask the same
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question. Did you consult with an expert or -- to come up with your 4.3? Was there somebody you consulted with?

A Well, I've looked at the value of our infrastructure, you know, before now and that's what I -- that's my idea. I don't know whether I'm right or not.

Q So if it's not based on an analysis, but this is the number that -- just as a gut feeling, your part, that it's worth about 4.3?

A Yeah.
Q So when the vote was taken for this transaction, was it a unanimous vote, all yes, some nos, if you remember?

A I think it was unanimous. I'm -I'm not sure, but $I$ believe it was.

Q So unanimous vote. Everybody on the Southern Water Board was convinced that this was a great deal and they were able to obtain a unanimous vote on a transaction that everyone now believes is a bad deal?

A Yes.
Q You think that the Board did their due diligence in this transaction?

A No.
TODD \& ASSOCIATES REPORTING, INC. budget and everything was going well. If you still had the sewer assets -- and at the time of the transaction it was the sewer assets that were -what was really trying to be moved because of the potential thousands of dollars in fines that you were -- Southern was facing for that plant. Did that play some kind of a role in this whole idea of whether you should do the deal or not? Because I know it's great now in hindsight, 20/20, to say the assets are worth X number of dollars. But at the time, I would think that the sewer problems probably played some kind of role; is that true or not?

A I think that we would have tried to work this problem out with the sewer if we hadn't got the advice from the fiscal court, you know. If they hadn't come up with that plan, I think we would have tried to work that plan out. I think we could have.

Q Okay. So you're -- it's just undue influence from the fiscal court convincing the entire Board that it was a good deal when it was really -- everybody on the Board thought it was a bad deal, but you --

A
Right.
MR. CICERO: -- went forward?
Okay. I don't have any other questions.

CHAIRMAN SCHMITT: Commissioner Mathews? EXAMINATION

BY DR. MATHEWS:
Q Just to clarify for me. When you say you think it's a bad deal, is it the sale of both or the -- yeah, the water and sewer, or is it the water part that makes you think it's a bad deal?

A Well, you know, looking at it in hindsight there, I would say maybe it's the -- the sewer would have been a good tradeoff. But I think we could have corrected it. But the water system was a terrible deal. I know that area pretty good there where the water system is. And I coached basketball at Betsy Layne High School, you know, and I know how much water those people use down in there. And they were good paying customers, too. And we lost a lot there.

DR. MATHEWS: I don't have anything else.
CHAIRMAN SCHMITT: Mr. Bowker, any
questions?
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## EXAMINATION

BY MR. BOWKER:
Q I've been asking everybody, so I'll ask you as well. Are you up to date on your Commissioner training? Do you --

A Yes.
Q -- get your six hours every year?
A Yes.
Q And did you get your initial 12 hours when you're with -- within the first 12 months you were a Commissioner?

A Yes.
MR. BOWKER: I have nothing further.
CHAIRMAN SCHMITT: Mr. McNeil?
MR. McNEIL: No questions, Your Honor.
MR. STROBO: No questions.
CHAIRMAN SCHMITT: Let me ask you one, just personal information.

When did you last coach at Betsy Layne
High School?
THE WITNESS: I was assistant there in about '87 or something.

CHAIRMAN SCHMITT: That's the last time?
You weren't head coach there; right?
THE WITNESS: No. I was assistant coach.
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CHAIRMAN SCHMITT: You were head coach at Johnson Central?

THE WITNESS: I did my practice teaching at Johnson Central. Mr. Hazelett?

CHAIRMAN SCHMITT: Yeah.
THE WITNESS: You know Ed?
CHAIRMAN SCHMITT: Ed Hazelett, yeah.
Okay. Well, thank you. May this
witness be excused?
MR. BOWKER: Yes.
CHAIRMAN SCHMITT: You may step down -THE WITNESS: Thank you.

CHAIRMAN SCHMITT: -- Mr. Hamilton. Thank you.

Wow, we have one more Commissioner now; right?

Please raise your right hand.
THE WITNESS: (Witness does same.)
CHAIRMAN SCHMITT: Do you solemnly swear or affirm under penalty of perjury that the testimony you are about to give will be the truth, the whole truth and nothing but the truth?

THE WITNESS: I do.
CHAIRMAN SCHMITT: Please be seated.

* $\star \star \star \star \star \star$

The witness, BARRY HALL, after first being duly sworn, was examined and testified as follows:

## EXAMINATION

BY CHAIRMAN SCHMITT:
Q Can you state your -- please
state your name and address for the record, please.
A Barry Hall. I live at 112 Glen Ward Layne, McDowell, Kentucky 41647. I've had my 12 hours and my six hours.

MR. BOWKER: Thank you. I appreciate that.
Very efficient. Thank you, sir.
Q Are you employed or self-employed
or retired?
A I am a retired schoolteacher and basketball coach.

Q Okay. And where did you teach and coach?

A South Fork High School.
Q When did you last teach and coach there? They may not have been the same dates.

A Yeah.
Q Were you there -- you were there before Henry Webb or after?

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A I was there before Henry. And then he took over for me, and then I took back over for him. And I think the last year I coached was 2012.

Q How long have you been a member of the -- of the Commission, I guess, the Board of Commissioners of Southern Water and Sewer District?

A I believe that's three years.
Q Do you know who -- someone held this position or this slot before you did. Do you know who that was?

A It's my understanding it was Scarlet Stumbo.

Q And had Ms. Stumbo's term expired or did she resign?

A That I do not know.
Q We know she's still alive; right?
A I know her husband.
Q Scarlet Stumbo's husband was the chairman of the school board --

A Jeff.
Q -- during this time period.
Okay. So do you know when your term expires?

A I believe it expires in December
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of '19, 2019.
Q
You were the only person known to anybody who wasn't reappointed in November, or December, and that's because your term hadn't expired; right?

A If you want to speed that up, that's fine.

Q You haven't found out so far that your term ended --

A Well, no.
Q All right. To what extent, if at all, were you involved in negotiations with Prestonsburg City Utilities with respect to the transfer or sale of the sewer and the water assets?

A We were in the meeting -- or I was in the meeting when we met up with the water company and -- then that was with -- we had met, I think, with Judge Hale up there and a couple of guys from -- the magistrates of the fiscal court and Mr. Campbell.

Q Was this at a regular scheduled meeting or just an impromptu meeting where you just got together?

A It was just we got together impromptu.

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Q Who was there from Southern?
A I --
Q Was Mr. -- Mr. Hall, the manager, was he there?

A Yes.
Q
A
Yes.
You were there?
A
Yes.
Q
Okay. What about Mr. Osborne, Mr. Hamilton?

A I can't remember. I couldn't say for sure.

Q What about Ms. Johnson, was she there?

A I believe Ms. Johnson was there.
Q So what was -- what was your take
on -- is that the only meeting you attended where this discussion took place?

A That's the only meeting that I can recollect, yes.

Q And so what was the position -did you have a position going into this meeting?

A I was openminded. And I believe at one meeting that -- that we had had a regular
scheduled meeting, we had an engineer had -- not Troy's outfit, but an engineer told us that the sewer plant at Wayland and everything, how much it was going to cost, the expense and everything. And we were encouraged, to my belief, to get rid of the sewer any way we could like that.

Q Okay. Do you have any recollection as to the approximate cost of basically rehabilitating the Wayland sewer plant as what the engineer told you?

A The best I can recollect, it was -- it was in the 100s of thousands. Over 100, right at it, maybe.

Q And so, I mean, others have said that basically Judge Executive Hale and fiscal court members were basically encouraging the Water Commission to basically work out some deal with Prestonsburg?

A Exactly. They --
Q Is that --
A -- they were encouraging that.
And I believe the rhetoric they used, it was a win-win for both -- both Prestonsburg and Southern.

Q And before the transaction took place, before any agreements were signed, what did

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you think about it yourself?
A I knew that we would probably have trouble with the sewer. And I wasn't that familiar with the -- at that time, with the water that Prestonsburg obtained. So I -- I guess saying reluctantly that, you know, I went with what -what the rhetoric that $I$ was told, that we were hearing, that it was a win-win for both.

Q So how has it turned out in your opinion? Has it turned out to be a win-win?

A No, it has not.
Q What is there about it in your view that makes it not a win-win?

A Well, we're going -- losing 40-some thousand, I believe, a month, is what it was. And I know Prestonsburg has done a lot of improvements, Eddie's company has, with -- with the water that -- that we gave up. It's just -- it's put us in a -- well, in just a bad spot.

Q If this transaction had never taken place and we take the sewer systems out of it, do you think Southern would have made the improvements Prestonsburg has to these parts of the system?

A
No.
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Q By putting in new smart meters and --

A Oh, if we --
-- doing these upgrades?
A
Yeah, if we could have done that, yeah.

Q You think you would have done that?

A If we could have done that, yeah. If -- if we would have put in -- if we could have put in those meters and done it, yeah.

Q Yeah, but you couldn't -- you couldn't have done it. Prestonsburg could do it because they had the money; right?

A That's right.
Q But Southern didn't have the money?

A At that time, no. And not at this time.

Q I mean, Prestonsburg had, according to this appraiser, 4 million dollars in the bank. They had money; right?

A Uh-huh (affirmative).
But Southern didn't have
4 million dollars?
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A No.
Q So going forward, what's your position with respect to how this ends? At some point -- right now, part of the transaction is closed. The rest of it is, Prestonsburg is improving the system, the water assets. They have invested money in it. They're making -- they're collecting the revenue from it. But if -- if Rural Development doesn't give in or Prestonsburg doesn't give in and they don't have a compromise, at some point, I mean, we -- we got a situation here where if not now, at some point in rates we can't move forward unless there's some resolution to this. I mean, at some point it has to be over. So how -how would this be resolved, in your opinion, if you have one?

A I'm no expert, but if -- the only way that $I$ see that we could resolve it, if -- if we did get that water back and -- we would have to compensate Prestonsburg for what money they have been out, for what they have spent and, you know, set up payments. That's the only way you could do it, in my opinion.

Q And pay them back -- they get paid for their sewer rates?

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A Exactly.
Q But you'd expect them to keep the sewer system?

A Yeah.
Q And you-all would bill -- do
their billing for them; right?
A Yeah.
Q For a fee, 3 percent or whatever?
A Three (3) percent, yeah.
CHAIRMAN SCHMITT: I have no further questions.

Commissioner Cicero?
EXAMINATION
BY MR. CICERO:
Q So who initiated the contact?
Was it Judge Hale or Mr. Campbell from Prestonsburg that said we need to make a deal?

A It was Judge Hale.
Q So he went to Mr. Campbell and said, we need to make a deal because we need to get rid of this sewer system, so Mr. Campbell said okay?

A I wasn't in on that conversation, so I don't -- I just know that Judge Hale initiated the contact.

Q 40,000 a month?

A Approximately.
Q Which happens to be 480,000 a year?

A Yeah.
Q Which the test year says your net income from the appraiser is 482,906, would be basically breaking even right now if you had all your water revenue customers, but you'd still have your sewer problem?

A That's a problem.
Q So you'd still be in the -- you'd still be in the red?

A Well, then what we have to do is shore up a little bit on our water leaks and...

Q Yeah, your water leaks are -they said are worth $\$ 386,000$ a year. That's -that's just the amount over 15 percent that's allowed.

A But we're working on it.
Q I know. And we like to see -- we
like to see better progress, because you've been pretty steady at the 60 percent, and I don't -- I don't know how that's going to happen without
capital improvement.
A We're not perfect, but we got perfect intentions. That don't work all the time. MR. CICERO: Well, the comment to you -- I went to school, too, and I can't find -I've never had a teacher that let me get by on good intentions, I got to admit. Just wouldn't allow that to happen. So from your past profession, I got to believe you wouldn't allow that either.

I don't have any other questions.
CHAIRMAN SCHMITT: Commissioner Mathews?
DR. MATHEWS: I don't have any.
CHAIRMAN SCHMITT: I have nothing.
Mr. Bowker?
MR. BOWKER: No, sir.
CHAIRMAN SCHMITT: Mr. McNeil?
MR. McNEIL: No questions, Your Honor.
CHAIRMAN SCHMITT: Any Redirect?
MR. STROBO: No questions.
CHAIRMAN SCHMITT: May this witness be excused?

MR. BOWKER: Yes, sir.
THE WITNESS: Thank you.
CHAIRMAN SCHMITT: You may step down.

Thank you.
DR. MATHEWS: Tell them if they go outside, they can't get back in.

CHAIRMAN SCHMITT: Oh, I forgot to tell you if anybody goes outside -- our
receptionist, at 5:00, leaves. And we're not into overtime either, given our budget constraints. So if you go outside, you may not be able to get back in.

MR. CICERO: Unless somebody opens the door for you.

CHAIRMAN SCHMITT: I didn't want to say that before all the Commissioners
testified, because I thought there would be a run on the front door. But anyway. Okay. I guess, Mr. Bowker, do you want to call some people from Kentucky Rural Water?

MR. BOWKER: Yes. We can call Mr. --
Mr. Blanton or Mr. Stinson, any order.
Mr. Blanton would be fine.
CHAIRMAN SCHMITT: Please raise your right hand.

THE WITNESS: (Witness does same.)
CHAIRMAN SCHMITT: Do you solemnly swear or affirm under penalty of perjury that the
testimony you are about to give will be the truth, the whole truth and nothing but the truth? THE WITNESS: Yes, sir.

CHAIRMAN SCHMITT: Please be seated.
Mr. Bowker, you may ask.
MR. BOWKER: Thank you, sir.

*     *         *             *                 *                     *                         * 

The witness, TIMOTHY BLANTON, after first being duly sworn, was examined and testified as follows:

## EXAMINATION

BY MR. BOWKER:
Q
the record.
A
Timothy Greg Blanton.

Q

A
Q
working there?
A This is my 13th year.
Q
A
Please state your full name for the record. And where do you work, sir?

Kentucky Rural Water Association. And how long have you been And what is your position there? I'm currently the Appalachian Regional Commission's Circuit Rider for water and wastewater.

Q I'm sorry, I didn't hear that last part.

A Appalachian Regional Center's Circuit Rider for water and wastewater.

Q Have you developed a relationship over the years with Southern Water District?

A Yes, sir.
Q And when did that relationship begin?

A About 11 years ago.
Q You have been in the hearing room here all day; correct?

A Uh-huh (affirmative).
Q Heard a lot of testimony here today. Can you give us a -- give the Commission a history, a brief history of what you've been doing with Southern District throughout the years to -to help them?

A We've done meter testing, leak detection, distribution optimization, worked in pump stations, a few managerial concepts, water auditing, policies and procedures.

Q Any specific projects with Southern District that -- that you've been involved with to help their percentage of water line loss?

A
Yeah. I've worked with several of the staffs on the -- who are no longer there, to develop systems and means for water auditing specifically, and how to break down the utility into a smaller manageable sections so that leak detection can be performed more exponentially.

Q And do you go out in the field with employees of Southern District to try to show them different techniques?

A Yes, we do.
Q And you do that fairly regularly
or --
A Yes, everywhere.
Q Have they -- have those employees been receptive to what you've tried to teach them? Have they caught on as far as the methods that you try to teach them to find leaks?

A Yes, generally speaking, when we have.

Q How would you gauge the progress that they have made with your -- with your assistance over the -- over the decades you have been working with them?

A When given the time and the tools and the funding, manpower, we've been able to do

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quite well. Those things don't seem to have been able to be consistent over the years due to budgetary reasons, staffing reasons, disasters, emergencies. Majority of my time, the longest periods of time at Southern Water and Sewer, have been spent following natural disasters.

Q Have been after natural
disasters?
A Yes, sir.
Q And do you still currently have a relationship with them ongoing or has Mr. Stinson taken over sort of what -- what you were doing with Southern?

A We generally, as the Circuit Riders for Kentucky Rural Water, we have assigned areas. We're not specific to them implicitly. We can go anywhere we need to go or are needed. But Danny took over, Mr. Stinson took over my normal operating area, and I now operate in a different zone that also includes that area. So, yeah, next week I'm planning on being in Southern Water and Sewer to start some studies on hydraulic capacity.

Q And when do you expect that to occur?

A Next week. I'm going over next
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week.
Q
Okay. And do they have
substantial issues regarding hydraulics in their geographic area?

A Absolutely. All of -- all of the utilities in the mountain area east of 75 generally suffer some considerable hydraulic issues.

Q That are different to other parts of the state; correct?

A Yes.
Q Were you part of putting together the Leak Detection Standard Operating Procedure that's been handed out as an exhibit today?

A I reviewed parts of it when it was initiated. As $I$ understand it, that is a draft or a working copy that we are developing further. We have to customize every leak detection plan to the utility itself based on what infrastructure they already own, what they have and what we might be able to acquire to make the process more quick.

Q And I guess, lastly, does Mr. Hall -- does Dean Hall reach out to you on a fairly frequent basis for -- for your advice, for assistance in ongoing matters?

A Yes.
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Q
Do you know about how -- how often you get a call from Mr. Hall for assistance? And you also have to -- other areas that you deal with as well. You don't just work with Southern District, I assume?

A Yeah. I work currently in 52 counties and anywhere else I might be needed on a spur of the moment. I've been acquainted since Hubert was in charge. And I receive calls numerous times, almost every year, from Dean.

Since Mr. Stinson has taken over that area, it's considerably less. But even in the last year and a half or so, I believe I've had calls from Dean four or five different occasions and had occasion to go down to the district twice now in the last two years.

Q And the different projects we've been mentioning here today that Mr. -- Mr. Halbert wrote -- wrote back in October of 2013 that they were going to try to -- try to institute, were you part of those projects as well with Mr. Halbert?

A I'm not familiar with what he's written up or turned in to the Division or anyone else. I know that at the time we were advising, Rural Water, that is, common practices for leak --
leak detection, water management and water controls. And I know during that time period, I had been involved with a couple of smaller disasters that had happened, and a lot of suggestions come out as to how to improve things and maybe develop means to not be affected by disasters quite so drastically as they have been. But I -- I know that I gave him quite a bit of information at the time to include in these reports and things he needed to write.

MR. BOWKER: I have no further questions. Thank you.

CHAIRMAN SCHMITT: Mr. McNeil, questions?
MR. McNEIL: Just one, Your Honor.

## EXAMINATION

BY MR. McNEIL:
Q In your opinion, do you have an estimate -- can you estimate how long it would take Southern to get down to a water loss of about 30 percent?

A I don't believe anyone ever could. The -- all the utilities are so distinct and so unique, and their needs and processes, that we would have to continue with the in-depth optimization of the utility before we could put a
time frame. And it would have to be, for lack of a better term, very elastic.

Q So even with a process in place, you couldn't have a good estimate for a long, long while; is that right?

A It would take a considerable amount of time.

Q Okay.
A I've been working on a neighboring utility for four years now. Your-all's favorite.

MR. MCNEIL: Nothing further.
CHAIRMAN SCHMITT: Don't mention that one.
THE WITNESS: I didn't want to curse in
front of the stand.
MR. McNEIL: Nothing further, Judge.
CHAIRMAN SCHMITT: Commissioner Cicero?
MR. CICERO: You mean I can't mention --
that was my next question.

## EXAMINATION

BY MR. CICERO:
Q How quickly -- how would Southern compare to other water districts that you have helped out?

A Oh, no worse, no better than
most. Better than many.
Q Better than many?
A Staffing wise and equipment and warehousing, having the materials on hand to do the job necessary. The majority of the utilities I go to can't say that. They can.

Q So I'm curious, are you the source of the 3 percent for fire usage?

A No. That's actually by rule. I know it mostly because on our water loss management spreadsheet sets, when it comes to calculating fire department usage through our spreadsheet, the rules are written right in it. And the last sentence is that, if you are not receiving reports from your fire department, . 3 percent of total sales may be accounted for as fire department use.

Q That's a Kentucky Rural Water Association number?

A No. It's got a KRS number to it. I just don't happen to know it right now. I can find it for you.

Q You know more about that one than I do.

How about the system usage formula, were you the source for that?

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No. Our spreadsheet package was developed by Clem Wethington. It uses basic engineering formulas. If we enter a size and dimensions of an opening in the pipe, whether it be a crack or a hole, the pressure that was involved at the time of the leak, and we allow it to do its job with a little bit of encouragement, we can get a very accurate reading, or use master meter readings as we can for a more accurate estimate.

Q Well, I think Mr. Hall referenced fire hydrants and the openings of fire hydrants and how many were completed on a -- I thought he said daily basis. That seems pretty frequent, but whatever that is, that formula use that's used to develop the flushing of the hydrants. Did you come up with that or is that part of the software you're talking about?

A No. That's part of the software. MR. CICERO: Okay. Well, I'll see what it is when we get our response back to our -THE WITNESS: Be happy to provide it for you.

MR. CICERO: -- post-hearing data request. That's all I have.

THE WITNESS: It's also readily available
on our web page.
CHAIRMAN SCHMITT: Commissioner Mathews?
DR. MATHEWS: I don't have anything.
CHAIRMAN SCHMITT: I don't have any questions.

Counsel?
May Mr. Blanton be excused?
MR. BOWKER: Yes, sir.
THE WITNESS: Thank you.
CHAIRMAN SCHMITT: You may be excused.
Thank you. You may step down.
Call your next.
MR. BOWKER: Mr. Chairman, we call Danny Stinson, please, Kentucky Rural Water.

CHAIRMAN SCHMITT: Please you raise your right hand.

THE WITNESS: (Witness does same.)
CHAIRMAN SCHMITT: Do you solemnly swear or affirm under penalty of perjury that the testimony you are about to give will be the truth, the whole truth and nothing but the truth?

THE WITNESS: Yes, sir.
CHAIRMAN SCHMITT: Please be seated.
Mr. Bowker?
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MR. BOWKER: Thank you, sir.

The witness, DANNY STINSON, after first being duly sworn, was examined and testified as follows:

## EXAMINATION

BY MR. BOWKER:
Q Can you please state your -- your name for the record?

A Danny Joe Stinson.
Q And same work address as
Mr. Blanton?
A Yes. Kentucky Rural Water
Association.
Q And what is your position there?
A I am a Circuit Rider.
Q And how long have you had that position?

A I've been employed with Kentucky Rural Water for two years.

Q And how long have you had a relationship with Southern Water and Sewer District?

A For approximately a year now. I visited -- actually, $I$ have a timetable, if you --

Q Sure. Yeah, please.
A I know I initially met Dean and the guys from Southern during the Wheelwright water crisis. They came over and provided assistance for them.

Let's see, I wrote down a timetable somewhere. On January 10th of 2018, I was called out on an emergency to Southern. They had a leak that they couldn't locate, as well as a time on July 16th. That's when we really began talking about their historical water loss. So I set up a time to return in August. And looks like I came back on the 21st, 22nd and 23rd. And we were trying to gather that up to develop this plan that we're talking about now. Then I later returned on the 23rd and 24th of October. And since then I have not been able to make another visit, but we've kept in contact by phone.

Q And was it your -- and I'm trying to remember from earlier today, but was it your idea to come up with the Leak Detection Standard Operating Procedure? Were you asked -- or were you asked by Southern District to come up with that, or did you think that that was something that they just needed to have?

A
Well, I thought if they had a written plan where they could, you know, refer to it at later times, that it would be real helpful to them. Because having 22 tank zones, you really need to have a plan where you can assess your whole system on a daily basis, rather than waiting a whole month and potentially losing water due to a -- due to a leak for 30 days, when you could lessen the amount of time it's leaking.

Q So you saw some issues with that and -- and then asked Mr. Hall, or someone at Southern District, whether they had a plan in place or not, a written plan?

A Yeah.
Q And then when they said no, you suggested you-all might want to go ahead and have a standard operating procedure --

A Yeah.
Q -- for leak detection?
Can you -- can you go into a little bit of detail regarding how you-all came up with the plan, with the procedure?

A Yeah, no problem. The 22 tank zones, I'm always thinking -- yeah, that will help if I had it. Each one of these -- I've done these
for a few systems and I try to make it the most efficient for each system. That way they can get more out of it.

With 22 tank zones, the most efficient way I think that a utility could assess their system on a daily basis is by their tank draw-down. And just to define that for people that haven't run a utility, say normal circumstances, you would have a pump that feeds the tank and then a pump that pulls water from the tank. When those pumps are off you can measure the flow or the demand for that area based on your number of customers.

And so your number of customers is kind of like the speed limit. And if you measure how fast your -- your tank falls, that's your miles per hour on your car. Sort of a little analogy I came up with. But, yeah, say you have 100 customers to a tank zone, it should roughly come to about 10 gallons a minute per flow. If your tank draw shows you have 100 gallons a minute per flow, well, that's -- you can readily see a 90-gallon-a-minute excess water flow in that zone. So it's just kind of like a tool to make better decisions about where you spend your resources.

Q Okay. Thank you.
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A Yes, sir.
Q Any other insights as far as how Southern District could -- could reduce their water line loss in a shorter amount of time than what we've been discussing here today, as far as since you know the geography of the area? Anything else that we've left out that you have been -- you've been sitting here listening to the hearing and thought of?

A The other side to -- there's two sides to water loss. You have the -- the water actually lost, but you also have your -- your sales, is the other side of it. Dean and I were talking about a -- their sales to the residential customers. And I was trying to determine the demand factor by dividing the total water sold by their number of customers. And it usually averages out about everywhere I go to a . 09 to . 1 gallons per minute per customer. And when I was -- when I broke it on down by each month, I noticed an anomaly that some months it was as low as .06, which that could -- that could tell you that there's possibly some meters not being read consistently. Perhaps they're skipping a month and then catching up a month later, so...

MR. BOWKER: Okay. Well, thank you for that. I have no further questions for you at this time.

THE WITNESS: Thank you.
CHAIRMAN SCHMITT: Mr. McNeil?
MR. McNEIL: No questions, Your Honor. CHAIRMAN SCHMITT: Commissioner Cicero?

## EXAMINATION

BY MR. CICERO:

Q So your analysis kind of confirms that there could be meters that are being not read and estimated?

A That is -- that's what it shows potentially. I couldn't -- I can't think of any other reason why one month you would sell 27 million gallons of water and the next month you would sell 17, residentially.

MR. CICERO: Thank you for that
confirmation. I don't have anything else.
CHAIRMAN SCHMITT: Commissioner Mathews?
DR. MATHEWS: Nothing.

## EXAMINATION

BY CHAIRMAN SCHMITT:
Q You were here when I talked about one of these people said -- I don't know if I went

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to the letter -- that her meter wasn't being read, and that in order to test it out they covered the meter with dirt and brush and it was never uncovered and yet they got the same bill every month. And when they called in, supposedly someone in the office said, well, you -- you use the same amount of water every month. But you suspect there is that -- that's more than a possibility. It's a probability, isn't it?

A In my opinion, that's --
Q More likely than not?
A Well, I -- $I$ can't think of any other explanation for the results of my numbers.

CHAIRMAN SCHMITT: Okay, thank you. No further questions.

Anything?

## EXAMINATION

BY MR. STROBO:
Q So in light of what you just disclosed, have you been working with Dean? You said you just -- you just noticed this problem or you just noticed this anomaly?

A Yes. This was actually last Friday.

Q Okay. Have you talked to Dean
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about it?
A Yes. We was on the phone when we -- yeah.

Q So is there a way that Southern can kind of isolate and try to figure out where this issue is within the system?

A
Yeah, potentially, you could -if you broke your -- your meter sales into zones. You know, besides having a route that covers five tank zones, you could break your routes down into specific tank zones and then divide your sales by your number of customers per that tank zone. It might bring some results.

Q Have you gotten that far into discussions with Dean, Mr. Hall?

A Potentially. I -- we've talked about so much.

Q So this is a new problem that you just discovered?

> A Yeah.
> Q And Mr. Hall, is he open to working with you to try to --

A Oh, absolutely. Anything that I've recommended, or just any kind of crazy thought I've had, Dean has been open to it.

TODD \& ASSOCIATES REPORTING, INC. thoughts probably.

But going back to the leak detection plan, have you seen improvements since the -- in the short time that that plan has been put into --

A Yeah. You know, it takes a little time for people to get used to operating differently. But $I$ can tell you there's one tank zone in particular, the Spurlock Tank Zone, which was initially -- a tank draw showed that it had approximately 150-gallons-a-minute excess flow. So we went out and verified that with the flow meter, and it wasn't far off, but it was -- you know, it was still 140 gallons a minute too much.

I trained Reece Salyer on how to operate the flow meter so he could, you know, validate what we was seeing at the plant on the telemetry. And then his guys were trained on how to make sure that a valve was shut off when they shut it off and interpret the results back at the flow meter. So say if it's flowing 150 gallons a minute and you turn this valve off, well, if you have -- goes back to the whole same thinking. If you have 10 customers past that valve, or 100 , says 100 , you should see a 10-gallon-per-minute decrease on your
flow meter.
Well, that was the next step of it. They done that and they were able to isolate all of the excess flow. And then the next step was to actually pinpoint the leaks with their acoustic devices, which they were successful at doing that as well. So they -- I figured it up, of the total water loss, the water they recovered just in that zone was -- I believe it was 14 percent of their total water loss. Yeah. And they were able to sustain that for three weeks until -- you know, just the nature of the beast, it's hard to keep it there. That's why we all have a job. There's always something to do.

Q Is it your expectation that if they continue to follow this plan, that they will see substantial improvements in water loss?

A Oh, yeah, I have no doubt.
MR. STROBO: No further questions.
CHAIRMAN SCHMITT: Commissioner Mathews?
DR. MATHEWS: I just have one question.

## EXAMINATION

BY DR. MATHEWS:
Q Your assumption that your anomaly was theft, could that also be aged meters that are reading slow?

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A
Yes, it could, but if you -Or a combination of the two?

A If it was an aged meter problem, it would be more consistent, I would think.

Q Maybe that's the baseline and the other anomalies are --

A Could be.
Q -- are leaks?
A Could be. I'm basing everything off of, you know, assumptions and estimates and...

Q I'm an economist. I am the queen of assumptions. I just -- I was just trying to think about, you know --

A Uh-huh (affirmative).
Q -- because the net effect on the utility for an underperforming meter and theft is the same. I mean, it shows up as water loss.

A Yeah. If you take the -- the 40 meters that Prestonsburg found out of the 1,100, that's 3.4 percent of those meters.

Q And if you take that to the 5,000 that are left --

A It's a very large number.
Q Yeah.
A Yeah.

CHAIRMAN SCHMITT: Anything further?
DR. MATHEWS: I got nothing.
CHAIRMAN SCHMITT: May this witness be excused?

MR. BOWKER: Yes.
CHAIRMAN SCHMITT: Thank you. You may step down and you're excused.

We have one more potential witness
left.
MR. BOWKER: Holly Nicholas.
CHAIRMAN SCHMITT: Ms. Nicholas.
MR. STROBO: You seem surprised.
CHAIRMAN SCHMITT: Please raise your right hand.

THE WITNESS: (Witness does same.)
CHAIRMAN SCHMITT: Do you solemnly swear or affirm under penalty of perjury that the testimony you are about to give will be the truth, the whole truth and nothing but the truth?

THE WITNESS: Yes.
CHAIRMAN SCHMITT: Please be seated.
Mr. Bowker?

The witness, HOLLY NICHOLAS, after first being duly sworn, was examined and testified as follows:

## EXAMINATION

BY MR. BOWKER:
Q
Ms. Nicholas, could you please state your full name for the record, please?

A Holly Lynn Nicholas.
Q And where do you work, ma'am?
A Kentucky Engineering Group.
Q And how long have you been there?
A Ten (10) years.
Q And do you have a relationship with Southern District?

A They are a client of ours.
Q Okay. How long have they been a client?

A
Well, with Kentucky Engineering, probably about five or six years. But I've worked with other engineering groups and they were a client of ours at that point.

Q I'm actually going to direct you to -- or I'm -- I'm going to read into the record part of our staff report in this case in 2018-230. Our staff put in the staff report regarding -- it's

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on Page 6 that -- I'm just going to read it to you. It says, "Reduction in water sales during the test year Southern District transferred its sewer operations and a portion of their water customer base of the PCUC for financial consideration, Southern District provided a billing analysis that accounts for the loss -- for the lost revenues of $\$ 656,122$ and the loss of $60,744,000$ gallons sold to these 1,160 customers. Commission staff finds that the billing analysis shows that these adjustments are reasonable and should be accepted by the Commission."

I believe we are -- the staff is basing the $\$ 656,122$ in lost revenues based on a figure that you had provided. How did you come up with 656,122?

A It was in the initial application filing. Attachment No. 6 was the billing analysis. And I did a separate one for the customers that were turned over to Prestonsburg. And I basically asked Southern Water to give me a billing printout, a billing journal printout, of those customers for the test year, which was 2016. So they gave me a listing of all those customers and their usage for that test period. And I calculated -- based on their rate structure, based on that usage, that's
where I came up with the 656,000-dollar figure. Q So it was entirely historical in nature from what Southern District provided, that number?

A Yes.
MR. BOWKER: That's actually all I have for you, ma'am. Thank you.

CHAIRMAN SCHMITT: Commissioner McNeil?
MR. McNEIL: Just a few, Your Honor.
EXAMINATION
BY MR. McNEIL:
Q Just to clarify, are you an engineer?

A No, I am not.
Q What is your title at Kentucky
Engineering?
A I'm a project administrator. I prepare government documents for Rural Development projects, KIA. I do -- try not to do too many rate studies, but I seem to be doing more and more of them. I help our clients secure funding for projects. I work with Rural Development and KIA particularly to -- to get funding.

Q Is it correct you also helped prepare Southern's application in this matter?

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A
I did their application, yes. Did the application? Did you have any legal assistance in preparing it?

A No. Well, I take that back. There were -- there were a couple of questions I might have run past Damon Talley, because I was working with Damon on another rate application at the time. But they were general questions, they weren't specific, because I knew of his relationship with Prestonsburg.

MR. McNEIL: That's all I have, Your Honor.
CHAIRMAN SCHMITT: Commissioner Cicero, any questions?

## EXAMINATION

BY MR. CICERO:
Q So has anyone ever come back and questioned your number of $\$ 656,122 ?$

A No.
Q It's never been re-audited or
verified?
A No.
Q I'm only curious because this
whole appraisal seems to be based on this one number and yet nobody has gone back and --

A Well, I assume the PSC staff
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looked at it.
Q I'm sure they did.
A And if they had --
MR. CICERO: They're basing it on the -they're basing it on the billing
information that you're providing, but I don't -- are you running the calculation that she's run or are you accepting her number? (Directed to Staff.) She's
accepting your number. Your number is golden because -- it's not been verified and it's what a $\$ 4.1$ million appraisal is based on. The appraiser never went back and did any other calculation. He accepted this number and backdated it five years, and then projected it out to come up with $\$ 4.1$ million. I guess at some point there will be an audit of your number.

I don't have any further questions. CHAIRMAN SCHMITT: Commissioner Mathews, questions?

DR. MATHEWS: I don't have any.
CHAIRMAN SCHMITT: I have none.
Counsel?
MR. STROBO: Just a few.

## EXAMINATION

BY MR. STROBO:
Q Going back to Mr. Fyffe, are you familiar with his business evaluation that was performed --

A Yes.
Q -- in 2018? You reviewed that?
A Yes.

Q
So this number that we're talking about, this 656,000-dollar number, what is it -what is the source of that? Is that water customers only, in your opinion?

A That is water customers only, because the rate application was just for water, so I only looked at water customers.

Q And as far as you know, no other number was considered by Mr. Fyffe in his appraisal?

A He never -- I mean, I -- I was never contacted when he did his appraisal, so I -I assume he just took it off the application.

MR. STROBO: No further questions.
CHAIRMAN SCHMITT: May this witness be
excused?
MR. BOWKER: Yes.
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CHAIRMAN SCHMITT: You may be excused Ms. Nicholas. Thank you.

Are there any other witnesses here that haven't testified? Anybody else just want to come forward and say their peace?

All right. Let's talk about time. The first is kind of -- puts a crunch on it. On post-hearing data requests, can those be -- can those be filed electronically, of course, so you'll get them by the end of the day on January 10th? That's two days; right?

MR. BOWKER: Yes.
CHAIRMAN SCHMITT: Tomorrow. And then -MR. BOWKER: Yes.

CHAIRMAN SCHMITT: -- would you be able to file responses by the 16 th, end of the day on the 16th?

MR. STROBO: Yeah. Sure.
CHAIRMAN SCHMITT: Of course, what's going to happen is, is you know the answers to these --

MR. STROBO: Right.
CHAIRMAN SCHMITT: -- and they don't know.
So, I mean, you're going to have to work on
your brief during this time period, whatever you want to file.

MR. STROBO: I'm trying to get it down a little bit --

CHAIRMAN SCHMITT: Okay.
MR. STROBO: -- so maybe three days. And if we need another day --

CHAIRMAN SCHMITT: Well, that would -- I mean, that would get you -- on business days, get you to the 15th. That would give you the -- that's Tuesday, Monday -- I guess that's right. If you -- they went out on the 10th, and then you had -- the 11th is Friday. The 12th, 14th, that would be -- the 15th would be Tuesday, if that's enough. I mean, if you need more time. MR. STROBO: Let's do that.

CHAIRMAN SCHMITT: Is that okay?
MR. STROBO: Yeah, let's do that.
CHAIRMAN SCHMITT: The 15th? And then -- I mean, during this time period, you know what you're going to say. You're going to write something --

MR. STROBO: Uh-huh (affirmative).
CHAIRMAN SCHMITT: -- in favor of the -- of
the increase and whatever -- any of this other testimony, whatever the effect of it has been, if anything, you'll probably, may want to comment on it. So can you have something to us by the 17th?

MR. STROBO: Yes.
CHAIRMAN SCHMITT: I mean, your client will be doing that. And then if the Attorney General's Office could get their intervenor's brief in by the 23rd; right? MR. McNEIL: That will be fine.

CHAIRMAN SCHMITT: And then that would give the applicant until Wednesday, the 23rd, or you could even have Wednesday, the 24 th, because we got to have some of that time -it's --

MR. STROBO: Let's do the 23rd.
CHAIRMAN SCHMITT: You wouldn't believe how long it takes to get an order, especially a rate order through the process here, of all the people that have to read it and review it --

MR. STROBO: No. I understand.
CHAIRMAN SCHMITT: -- make changes on it. MR. STROBO: The 23 rd is fine for us.

CHAIRMAN SCHMITT: Okay. And then -- well, if that's the 23rd for them --

MR. STROBO: I'm sorry, the --
CHAIRMAN SCHMITT: -- your reply, could do the 26th?

MR. STROBO: Okay. Are you-all okay with the 23rd?

MR. MCNEIL: 23rd is fine. Overfine.
CHAIRMAN SCHMITT: You can go to the 23rd.
Can you go the 26 th?
MR. STROBO: Yes.
CHAIRMAN SCHMITT: All right. And then
we'll have it out, one way or the other, by February 1st.

MR. STROBO: I appreciate that. Thank you. CHAIRMAN SCHMITT: Okay. Is there anything else?

DR. MATHEWS: 26th is a Saturday.
CHAIRMAN SCHMITT: Well, wait a minute.
No, the 20- -- oh, well, if the 26 th is a Saturday -- no, that's -- this calendar has Saturday and Sunday.

MR. STROBO: Well, then the --
CHAIRMAN SCHMITT: Anyway, do you want to go the -- well, if you could do it on
the -- if you do it on Saturday is fine with me. I don't care. Or -- or the 25 th. You don't have as much time on the 25 th. You just got two days.

MR. STROBO: We'll do 25th.
CHAIRMAN SCHMITT: You'll do the 25th? All right.

MR. STROBO: Our office will be very happy. DR. MATHEWS: When are we going to talk to the appraiser?

CHAIRMAN SCHMITT: Well, we're going to talk to the appraiser sometime between now and then, and counsel will just have to work with us on that. I'm not clear how -whatever changes in some -- I don't think there will be any change in anybody's position. It will just be the nuances of the -- of the appraisal.

So is there anything else that counsel would like to bring before the Commission? MR. STROBO: As far as getting Mr. Fyffe here, do you want us to reach out and try to get him here, or how do you want that to work?

CHAIRMAN SCHMITT: Well, you might -- you
might -- I mean, it would probably be better if you spoke to him. I mean, we -he wrote a letter or something here, didn't he --

MR. STROBO: Right. Yeah.
CHAIRMAN SCHMITT: -- after we -- after he got the subpoena. Apparently, it was -MR. STROBO: Uh-huh (affirmative). Yeah. CHAIRMAN SCHMITT: Yeah, if you would. And then you could contact Mr. Bowker -- you can exchange phone numbers or something -maybe try to get in touch with him and he could set it up, because they know our schedule. And then we could just take it and -- you-all are, what, in Louisville? MR. STROBO: Yes.

CHAIRMAN SCHMITT: Is that where you are? So we could just do it here and --

MR. STROBO: Right. That's fine.
CHAIRMAN SCHMITT: -- and get it done.
Mr. Pillersdorf, it's good to see you again after all this time.

MR. PILLERSDORF: Good to be here, Judge, or Chairman, whatever you are.

CHAIRMAN SCHMITT: Anything, Mr. McNeil?


STATE OF KENTUCKY ) COUNTY OF FAYETTE )

I, JOLINDA S. TODD, Registered Professional Reporter and Notary Public in and for the State of Kentucky at Large, certify that this transcript is a true and accurate record of the provided audio/visual media.

My commission expires: August 24, 2019.
IN TESTIMONY WHEREOF, I have hereunto set my hand and seal of office on this the 19th day of March 2019.

JOLINDA S. TODD, RPR, CCR (KY) NOTARY PUBLIC, STATE AT LARGE

## CHAIRMAN SCHMITT: [212] 2/19

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MR. CICERO: [55] 45/23 46/2 71/8 71/12 79/25 81/17 96/10 96/14 97/1 97/7 97/17 97/22 98/5 98/7 100/23 111/19 111/21 123/19 123/21 124/21 125/10 125/13 125/16 135/19 146/24 178/2 191/5 191/7 191/12 191/24 192/13 193/1 193/9 216/1 237/19 244/7 265/15 281/3 282/23 283/1 304/13 308/17 308/21 308/24 309/12 309/15 321/13 324/1 337/3 338/9 346/17 348/18 348/22 355/17 366/3
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THE WITNESS: [88] 16/23 17/4 71/11 71/13 74/8 93/23 96/11 96/19 97/6 97/9 97/21 97/25 98/6 102/15 102/18 102/25 103/2 103/11 103/23 104/2 104/8 111/20 112/3 114/9 114/19 114/25 124/5 125/9 125/11 125/15 179/18 186/16 186/19 186/22 187/3 191/11 191/22 192/11 192/24 193/5 198/7 198/9 198/13 198/21 199/5 199/20 200/8 200/14 216/21 216/24 217/17 217/20 217/23 218/1 218/7 244/6 280/24 291/3 291/12 295/24 296/5 305/12 305/17 305/22 305/25 306/3 307/3 310/6 310/12 325/20 325/24 326/2 326/5 326/11 326/17 326/23 337/23 338/22 339/3 346/13 348/20 348/24 349/8 349/16 349/22 355/3 361/14 361/20

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\$1,478,010.20 [1] 24/8
\$1,850,000 [2] 57/23 58/13
\$1,865,000 [3] 35/7 37/19 57/4
\$1.7 [1] 74/2
\$1.7 million [1] 74/2
\$1.75 [1] 284/11
\$1.9 [1] 192/18
\$1.9 million [1] 192/18
\$100 [2] 263/3 263/4
\$100,000 [2] 96/10 207/15
\$126,000 [1] 237/21
\$163,500 [1] 27/15
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\$20,000 [6] 77/16 251/11 251/12 251/16 251/19 251/20
\$200,000 [1] 42/10
\$250,000 [1] 237/22
\$3,000 [1] 72/14
\$3,500 [1] 27/12
\$3.5 [1] 37/9
\$3.5 million [1] 37/9
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\$32.76 [1] 261/19
\$38,510 [1] 27/5
\$386,000 [3] 142/7 142/17 336/18
\$387,000 [1] 156/24
\$4,000,000 [1] 36/2
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\$4.1 million [2] 366/12 366/17
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\$4.4 [1] 68/11
\$4.4 million [1] 68/11
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\$400,000 [1] 157/14
\$485,000 [1] 64/5
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\$50,000 [2] 27/11 27/13
\$512,990 [1] 29/21
\$52 [1] 77/6
\$600,000 [1] 69/13
\$656,122 [5] 66/7 279/25 363/8 363/14 365/17
\$70,000 [1] 265/13
\$90,000 [1] 320/24
\$900,000 [1] 319/5
\$939.61 [1] 145/22
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'12 [1] 265/23
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'16 [2] 72/12 297/6
'17 [7] 25/23 43/25 45/8 95/20 226/6
281/17 302/23
'18 [4] 151/13 152/13 226/7 281/17
'19 [1] 329/1
'60s [1] 230/17
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'70s [1] 230/17
'8 [1] 311/14
'80s [1] 271/1
'87 [1] 325/22
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'95 [5] 115/18 116/1 119/2 119/3 260/12
'as [2] 173/6 173/6
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. 03 [2] 267/16 267/19
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1,100 [2] 272/16 360/19
1,125 [1] 202/3
1,160 [2] 178/11 363/9
1,175 [2] 53/3 79/20

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| 1,500 [2] 289/13 289/14 | 16 [3] 150/19 150/21 151/15 | 2020 [1] |
| 1.85 [1] 189/11 | 16th [9] 149/16 150/23 151/6 151/1 | 2023 [1] |
| $\mathbf{1 . 8 5}$ million [2] 56/12 300/18 | 17 [3] 165/19 171/25 355/17 | $\text { 21st [2] } 168 / 13351 / 13$ |
| 1.86 million [1] 93/14 | 17th [2] 307/9 370/5 | 22 [5] 276/21 276/23 352/4 352/23 353/4 |
| 1.9 [2] 188/11 193/4 | 18 [4] 79/21 146/13 179/11 219/20 | 22,000 [1] 145/23 |
|  | 18th [1] 174/19 | 22,425.98 [1] 145/22 |
| 10 [12] 103/16 166/5 219/21 228/8 228/10 239/21 242/15 245/3 249/9 311/12 358/23 | 19,5 [1] 40/20 | 225 [1] 46/6 |
| $362 / 12$ | 199 [1] 2/9 | 22nd [1] 351/13 |
| 10 gallons [1] 353/19 | 19th [1] 375/14 | 23 [3] 145/21 285/11 305/3 |
| 10 hours [1] 235/12 | 1:00 [2] 147/12 292/ | 23 payments [1] 144/25 |
| 10 minutes [1] 268/2 | 1:05 p.m [1] 147/8 | 23 Route [1] 188 |
| 10 percent [1] 226/12 | 1st [18] 33/20 43/15 43/25 44/6 106/6 | $230 \text { [1] 362/24 }$ |
| 10 years [2] 115/22 238/16 |  |  |
| 10-gallon-per-minute [1] 358/25 | 309/22 371/14 | 370/17 370/25 371/2 371/7 371/8 371 |
|  | 1st is [1] 307/15 | 24 [1] 375/12 |
| 10-year [1] 240/3 | 2 | $12$ |
|  | 2 million [4] 35/6 89/25 92/5 299/14 2 million-dollar [2] 41/9 109/2 | $\begin{aligned} & \mathbf{2 5}\left[\begin{array}{lll} 8] & 219 / 8 & 219 / 18 \\ 259 / 16 & 268 / 3 & 292 / 11 \end{array}\right. \\ & \hline \end{aligned}$ |
| 100 gallons [1] | 2,139,715 [1] 26/24 | 25 1/2 [1] 259/17 |
| 100 percent [1] 240/20 | 2,139,715.08 [1] 59/14 | 25 gallons [1] 268/ |
| 100,000 [1] 86/17 | 2.139 [1] 26/14 | 250,000 [1] 46/6 |
| 100s [1] 331/12 | 2.14 [2] 63/8 63/15 | 2560 [1] 17/19 |
| 103 [1] 2/7 | 2.14 million [3] 22/10 34/24 62/15 | 25th [4] 372/2 372/3 372/5 372/6 |
| 10th [3] 351/7 368/11 369/13 | 2.41 million [1] 75/14 | 26th [5] 308/25 371/5 371/10 371/18 |
| 11 [3] 120/25 232/24 340/10 | 20 [11] 13/7 88/19 88/20 273/22 273/22 | 371/20 |
| 112 [1] 327/9 | 276/23 291/15 311/7 311/8 323/10 371/20 | 27 [1] 276/2 |
| 114 [1] $2 / 8$ | 20 percent [2] 124/1 142/19 | 27 million gallons [1] 355/16 |
| 115 [1] 101/6 | 20,000 [1] 169/1 | 28 [1] 65/25 |
| 115,000 [1] 27/20 | 20-some [1] 273/22 | 28th [1] 33/15 |
| 1175 [2] 44/24 101/8 | 20/20 [2] 13/7 323/10 | 29 [1] 201/1 |
| 118 [1] 101/7 | 200 [3] 104/20 228/10 289/15 | 294 [1] 2/11 |
| 11:25 [1] 114/12 | 2000 [6] 115/19 116/20 147/21 149/3 | 2:00 a.m [1] 293/10 |
| 11th [3] 308/18 309/1 369/14 | $\begin{array}{r\|l\|l\|} \hline 219 / 12 & 260 / 1 \\ \mathbf{2 0 0 3}[\mathbf{2}] & 149 \end{array}$ | 3 |
| 12 [8] 126/10 133/19 179/11 228/8 232/14 295/4 325/9 325/10 | 2004 [4] 149/16 149/19 150/19 150/21 | 3 million [1] 177/8 |
| 12 1/2 [1 | 2006 [2] 149/23 149/23 | 3 percent [2] 95/10 335/8 |
| 12 hours [3] 1 | 2007 [1] 79/5 | 3 pounds [1] 223/6 |
| 12-day [1] 228/11 | 2008 [2] 149/19 311/14 | 3.4 percent [1] 360/20 |
| 12-inch [3] 45/18 232/6 232/12 | 2009 [2] 123/25 142/18 | 3.5 million [2] 35/1 62/13 |
| 120 [1] 266/17 | 201.60 [1] 284/17 | 3.85 [1] 56/13 |
| 120,000 [1] 97/24 |  | $30[8] \quad 19 / 1660 / 20167 / 1223 / 14237 / 20$ $258 / 8$ $259 / 15$ $352 / 8$ |
| 125 [1] 78/3 | 2011 [5] 150/6 150/7 151/1 151/2 174/6 | 30 percent [10] 237/14 237/16 239/4 |
| 12:00 [1] 147/7 | 2012 [17] 90/11 90/12 90/20 90/21 91/6 | 239/15 278/6 278/8 278/15 278/22 278/24 |
| 12th [4] 7/16 11/20 307/13 369/14 | 119/4 119/4 119/9 123/14 123/18 149/19 | 345/20 |
| 13 [3] 164/19 165/24 252/16 | 160/2 174/6 207/11 265/23 266/22 328/4 | 300 percent [1] 124/4 |
| 13 percent [2] 121/1 232/24 | 2012-309 [4] 90/18 119/5 119/19 126/10 |  |
| 13th [1] 339/21 | 2013 [6] 123/11 123/14 126/10 220/1 | 320 [1] 296/17 |
| 14 [1] 151/16 14 [1] | 220/2 344/19 | 326 [1] 2/13 |
| 14 percent [1] 359/9 | 2014 [2] 204/8 285/11 | 338 [1] $2 / 14$ |
| 140 [1] 358/14 | 2015 [3] 151/5 151/5 151/11 | 349 [1] $2 / 15$ |
| 145,000 [1] 27/4 | 2016 [5] 67/2 67/15 149/19 281/17 363/22 | 35 [1] 290/7 |
| 14th [2] 151/15 369/14 | 2017 [23] 6/17 12/24 18/3 28/9 28/20 | 361 [1] $2 / 16$ |
| 15 [8] 49/2 $150 / 4150 / 5 \quad 164 / 19165 / 24$ | 33/15 33/21 43/15 44/6 47/16 76/7 84/12 | 368 [1] 2/17 |
| 226/15 239/21 252/16 | 87/15 91/25 98/13 106/7 151/7 151/8 | 380 [1] 157/13 |
| 15 percent [8] 49/4 142/8 $157 / 10 \quad 164 / 23$ 239/22 242/16 245/4 336/19 | 151/11 151/12 168/15 185/25 271/17 | 385 [1] 156/24 |
|  | 2018 [18] 3/15 33/3 66/1 92/23 151/14 | 386,000 [1] 237/22 |
| $\begin{aligned} & \text { 15-minute [1] } 103 / 16 \\ & \mathbf{1 5 0 [ 1 ] ~ 2 8 9 / 1 5} \end{aligned}$ | 151/15 152/25 154/18 154/25 168/13 | 39 [1] 266/19 |
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CHAIRMAN SCHMITT: We are now on the record. This is the Kentucky Public Service Commission. My name is Michael Schmitt. I'm Chairman of the Commission. Seated to my right is Vice-Chairman Robert Cicero, and to my left Commissioner Dr. Talina Mathews.

We are here this morning to complete a hearing in Case No. 2018-00230, Application of Southern Water and Sewer District for an Alternative Rate Adjustment.

We began our hearing a few weeks ago in this case, but one of the witnesses, Mr. Terry Fyffe, who apparently performed an appraisal for assets that were subject to a previous transfer case and which are involved, to one degree or another, in this rate case was unable to be here. And Mr. Fyffe indicated that he could be here at a later date and I think was subpoenaed to be here today. I think, perhaps, Mr. Fyffe is in the back of the hearing room today.

So once we introduce counsel of record in the case and the clients they represent, we'll try to proceed with the testimony of

Mr. Fyffe. And how that will go, I guess, is that Mr. Fyffe will take the stand. I'll put him under oath. The Commissioners will question as if on Cross-Examination, just to get some -- try to get some information on the appraisal, how it was done and what it pertains to, followed up by staff counsel, Mr. McNeil for the Attorney General's Office, and then Mr. Strobo can come on Redirect and so you can -- that gives you the last chance to clean up whatever everybody else has missed or stumbled into or over. Okay?

All right. Mr. Strobo, would you please identify yourself for the record, along with the client you represent. MR. STROBO: I'm Randy Strobo and my firm represents Southern Water and Sewer District.

CHAIRMAN SCHMITT: Okay. Mr. McNeil? MR. McNEIL: Justin McNeil on behalf of the Kentucky Attorney General.

CHAIRMAN SCHMITT: Mr. Bowker?
MR. BOWKER: Andrew Bowker and Ariel Miller for Commission staff.

CHAIRMAN SCHMITT: All right. I don't think there's -- nothing else has happened since the last hearing. I know there were some data requests and responses. And I think probably briefs haven't been filed yet. I haven't looked at the order, but they're due this or next week or something. MR. BOWKER: They have, Mr. Chairman. And we got the Attorney General's Office response yesterday. And I believe that we just have the reply brief to go. And if I'm correct, that's tomorrow, due tomorrow, and then 27 th and -- 26 th it will be ready, submitted to the Commission.

CHAIRMAN SCHMITT: That's a long weekend for you guys.

All right. And I want to note for the record I guess Mr. Eddie Campbell, Turner E. Campbell, from Prestonsburg Utilities is here in the hearing room. Mr. Campbell has been good enough, he's been with us on this -- not only in this case, but

Mr. Campbell has been involved in more than one -- more than one water district issue or case that we've -- we've held here.

All right. Mr. Fyffe, if you're ready, could you please come forward? Would you please raise your right hand.

THE WITNESS: (Witness Does Same.)
CHAIRMAN SCHMITT: Do you solemnly swear or affirm under penalty of perjury that the testimony you are about to give will be the truth, the whole truth and nothing but the truth?

THE WITNESS: I do.
CHAIRMAN SCHMITT: Please be seated. * * * * * * *

The witness, TERRY FYFFE, after first being duly sworn, was examined and testified as follows:

## EXAMINATION

BY CHAIRMAN SCHMITT:
Q Would you state your name and business address for the record, please?

A My name is Terry Fyffe. And our business address -- I'm in Ashland, Kentucky, and it's on Carter Avenue, 2155 Carter Avenue. I've also got offices in Huntington, West Virginia and Portsmouth, Ohio.

And you're testifying here today pursuant to a subpoena; is that correct?

A That's correct.
Q And on a previous occasion when this case was first heard, or when the hearing began, I think you were subpoenaed, but you contacted Public Service Commission staff and advised that you had other plans and asked to be excused, subject to testifying at a later date; is that also correct?

A That's correct.
Q Thank you.
Let me -- let me give you some background information as to what we're doing here. I know that you made an appraisal that we'll be talking about. And that is involved to some extent in this rate case, which is what the primary focus of this hearing, except to the extent of your appraisal of certain assets. These assets that were -- some were -- that were transferred, and others that apparently are part of a contractual agreement, but the transfer hasn't actually been finalized as of this date, was the subject of a -- of a case that was concluded in 2017 and the Commission approved that transfer. All right? But we're now in the --

I guess trying to sort everything out since the one party, the United States Department of Agriculture Rural Development people have loans outstanding and have a lien, apparently, on some of the assets of Southern and have not consented to the transfer free of those liens. Were you aware of any of that?

A Somewhat.
Q Okay. All right. Well, I just wanted to -- so some of the questioning, especially questioning that I'm going to be doing from the beginning is -- is probably more background information to try to lay a foundation for what you have done, where we are here, and what ultimately needs to be done going forward to ultimately complete the transaction one way or the other.

A Okay.
Q Okay. Fair enough?
A Yes, sir.
Q And if you have any questions or issues, then don't -- don't hesitate to ask me.

Have you been deposed, have you been subject to a deposition on an appraisal in other -- in other cases?

A In other cases, yes.
Q Okay. Well, so you'll understand
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when I ask you some of the questions about who you talked to, what information did you consider and so forth. Okay.

Okay, Mr. Fyffe, can you, for the record -and I know we've seen your appraisal report. This proceeding is being streamed live over the Internet. So we're doing it, one, to make a record here permanently going forward in the case. And, also, because there are other people who presumably may be watching this and they probably appreciate having some understanding of who you are and what we're doing. So it may seem redundant or unnecessary to you in some respects, but $I$ wanted to give you -- I wanted to give you a heads up of why we're doing it, all right?

All right. Mr. Fyffe, can you tell us, for the record, something about the education, training and experience you've had which would qualify you to have performed an appraisal on certain assets of Southern Water and Sewer District?

A Yes, sir. I -- I've been in a public accounting practice for 40 years. I started my first business valuation appraisal in 1979, so I've been doing it for quite some time. I've done over 100 appraisals. I've been in court over 100
times. And I actually got started -- I was working for a firm that had -- the two partners were CPA attorneys and they were doing a lot of estate work. And in order to do estate, if there's a company or an individual that has businesses, then they would have to have the business valued in order to complete the estate work. So I kind of started off on the estate side. And then that kind of morphed into kind of -- divorces kind of took off. And if you get a divorce and you got a business, you have to have a business valuation done, so -- and then, you know, basically, doesn't matter whether it's an estate or a divorce, a business valuation is a business valuation is a business valuation.

So I think that's how I got called in on this case is -- as you might suspect, there's not a lot of us that perform business valuations in Eastern Kentucky. And so that was my understanding, is they called me. They actually had a referral from a Lexington -- Mr. Cranfield had referred me also.

Q Okay. Mr. Cranfield was, what, a CPA, a business valuation expert, apparently in Lexington?

A That's correct.

And I think Mr. Campbell previously testified that -- he didn't say who it was, but that -- that someone he contacted, or who he had been advised could do it, apparently couldn't, but then referred him to you; is that -A That is correct.

Q -- what you understood?
Okay. Now in terms of -- I know in your report you've told us about your education. You're a Certified Public Accountant; is that correct?

A That's correct.
Q And then there are I guess three initials that indicate you're -- you're a qualified Business Valuation Appraiser as well, and that would be ABV. What does that stand for specifically?

A Accredited in Business Valuations. The AICPA that accredits us as CPAs, Certified Public Accountants, they also have a designation accredited business valuation. Have to take a test similar to the CPA exam and so forth to prove that you have the knowledge. And you have to prove that you have experience in order to get that designation.
And I think I understood from

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your -- looking at your Curriculum Vitae, you worked with and, for a few years, managed Kelley \& Galloway in Ashland?

A Yeah, that's the firm I was --
Q Is that Harold Kelley? Was he alive then?

A He was. He was. That was one of the CPA attorneys that $I$ was referring to.

Q There are a lot of pictures back there, but I think Harold Kelley's picture may be on the back wall.

A He was on the Commission.
Q Yeah. All right.
Can you tell us when you were first contacted? I know one of the things that occurred to me this morning that I -- that we probably should have done is included in the subpoena maybe you would bring some notes or documents, something so you could refer to. But your best estimate, please, on when you were contacted about doing an appraisal and who contacted you.

A I'm going to estimate the date to be maybe August of '18.

Q Okay.
A And I was contacted by the
gentleman sitting back here.
Q Mr. Campbell?
A Mr. Campbell.
Q Prestonsburg Utilities?
A Yes. He -- he contacted me and had told me that Mr. Cranfield couldn't perform the services. It's not that he couldn't. He told me that he just didn't want to travel to Eastern Kentucky anymore. He had, you know, work there in Lexington. And he had done a -- a case previously, and I also got his report from that case before I accepted engagement.

And then I had an actual interview. We have to do what we call a site visit, and so I went down and -- and interviewed Mr. Campbell. And then he took me on a tour to show me what -- the area that we were talking about and what was involved in terms of the assets, so to speak. And then I later I talked to Mr. Hall and the Judge Executive of Floyd County and interviewed -- interviewed them by phone.

Q Okay. When you were -- you were contacted, you believe, your best estimate, in August of 2018 by Mr. Campbell, who was basically a general manager or president of Prestonsburg City Utility Commission; correct?

A That's correct.
Q I mean, at that point in time were you engaged to perform these services or did you have to meet with Mr. Campbell or an attorney or something in order to work out the arrangements of your appraisal and what you were going to do?

A The first thing that we do is, I told him I had to meet with him and I had to make sure I had an understanding of what the engagement was going to be. And so when I went down and interviewed with him and so forth, that was the purpose of that, is to try to determine -- to make sure I had the ability to actually perform what they were needing done.

Q And you met with him in
Prestonsburg; is that correct?
A Uh-huh (affirmative). That's correct.

Q
I know Prestonsburg Utilities, in the preceding case -- you know, because we're dealing with a public body here, public entity, the Southern Water and Sewer District, which is subject to Public Service Commission jurisdiction, Public Service Commission had to approve the sale; right? I mean, you probably know that. And that was the
subject of a previous -- of a previous case that I mentioned earlier and I may ask you about a little later.

So when -- but Mr. Damon Talley, who is an attorney, utility-focused attorney specialist, apparently filed the original joint application for transfer of those assets. And he was employed by or paid by Prestonsburg City Utilities, but may have been representing both parties or one party decided not to have counsel, I'm not sure. Did you meet with Mr. Talley at all to get an understanding of what your appraisal entailed?

A No, sir.
Q All right. So when -- when you met with Mr. Campbell, that was in Prestonsburg. Was that also in August, August of 2018?

A It would have been shortly after he contacted me to --

Q And what did Mr. Campbell tell you that the scope of the work that you were asked to do would include?

A Well, first of all, he established that I would actually be performing this service on behalf of both entities, that --

Q Both Prestonsburg Utilities and
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Southern?
A And Southern.
Q Okay.
A And, basically, it was my understanding and -- and if I remember correctly, even though I was going to be working on behalf of both entities, Prestonsburg was charged with the cost of that study. And so that was why I was meeting with him. And my engagement letter is actually with Prestonsburg from an economic standpoint, but $I$ was to actually perform the service -- not for Prestonsburg, but on behalf of both entities.

And what he told me was, is that they were -- basically, three things that I was being charged with. One was the fair market value of the transfer of the assets from the Southern District to Prestonsburg. The second thing was after the transfer, I was to opine on the stability of Southern after the transfer. And the third thing was to opine on the stability economically of Prestonsburg Utilities after the transfer.

Q All right. So when -- at the time that you met with Mr. Campbell, the first time, to discuss the scope of the work that he or
the parties would like for you to do, is that when you basically were taken on a visit to some or all of the assets that were subject to the transfer, or was that a different occasion?

A I think you're saying that right, but let me say it to make sure. In other words, I was down there first to make sure that I had an understanding of what $I$ was being asked to do. And then once I understood it, I felt like I could do that.

So then on that same visit, I told him I needed to do a site visit of what, you know, the assets were and where they were located and what was involved. And we basically started at a point where the Prestonsburg Utilities stopped at the -- you know, prior to this transaction. So that, okay, from this point on we're going to be driving and I'm going to be showing you the -- the assets of what's being transferred, or what had been proposed to be transferred. And we drove and looked at the various subdivisions -- most of it was businesses, if I remember correctly.

And we drove to the Pike County line, because it was my understanding is that's when it ended. So that was the scope of, you know, what we
were talking about. And then we went back to the office to get -- I was laying out what information I was going to need in order to perform the service. And so we were making out that list. And I did that -- Mr. Hall wasn't available that day, but I did that by -- he gave me his e-mail address and I provided the same list to Mr. Hall for the same information. And then I had to wait to get the information.

And I think it would be fair to say I was having a difficult time getting the information from Mr. Hall. And what $I$ was asking for is when you do a valuation of this type, there are two methods that -- to actually be able to go in and determine the fair market value of the actual pipe that's in the ground and that type of thing, I don't have the ability to do that. I don't know how anybody would really have the ability to do that. But there's two methods of business valuation that encompasses the -- the value process, that it also includes the value of any assets that you have.

And so what $I$ was looking for is what the income stream was, the net income stream of what those particular customer accounts consisted of so that I could utilize those two methods, because that
way when I got done, I had the value of the tangible assets already included in my value. And the concept is, is that those assets, the value of them, is based on the revenue stream that they generate. And so the -- the value that's in the report, the methodology, is the present value of the actual income stream. And then the sanity check that I used was the Capitalization of Earnings Method, which produced the same value within $\$ 4,000$. And the -- it just kind of happened that the discounted cash flow method was higher by $\$ 4,000$. So that's the method I put in the report. And then my sanity check had the Capitalization of Earnings Method that kind of supported that value.

So that was the methodology that I was using. And I was asking for what that income stream for those customer bases were, the water customers were. And, you know, I was, just to be honest with you, having a terrible time getting that from Mr. Hall. Now, Mr. Campbell provided me a calculation on his part. And at that point I was waiting for Mr. Hall's so I could compare it. And then I would have to actually go and, you know, do probably a significant amount of work, tell you the truth, to try to determine you know what the real
number is.
What I was looking for was the gross revenues from those customers that they had and then the associated cost to those -- those revenues. Now, what ended up happening is I never actually got one from Mr. Hall. What I did is, I knew that he had filed for a rate increase and the information was embedded in that rate increase. But then when -- when you-all did your work, you-all actually sent staff to the Southern District and did -- I'll be honest with you, the stuff that I would have normally -- would have had to have done. And to be honest with you, you-all probably did it in a whole lot more detail than -- than probably what I could have done.

But when I got your-all's final report, the information that I needed, being the net revenue stream from those customers, was embedded in your-all's report. And so I think if you were looking at dates, what you would be seeing is -- and I'm doing this off the top of my head, but your-all's report, October the 18th, let's say.

The audit report, I also got a copy of Southern's audit. And their 2017 audit, the audit report was like October the 22 nd. And in the audit
report what $I$ was looking for is, one, the -- the fund balance of the Southern District was 18 million dollars. And the second thing I was looking for -- which means it's decently healthy. And then the second thing I was looking for was the auditor has to -- if he's following standards, he has to do analysis of the going concern.

What going concern means is if he thought that this loss of revenue to the Southern District was going to create a situation where the Southern District was going to struggle, you know, financially, he has to footnote that there's a going concern issue with that audit. And so I went through the audit report. No indication of a going concern issue, which -- which means again if he followed standards -- which I did talk to him and it's clear to me that that's -- that he did follow standards. So the third thing I looked at in the audit is the -- the profit and loss, that you have the revenues, expenses, and then you've got either income or loss. It did have a loss of 100 and -- I want to say 147,000 , some -- somewhere in that ballpark, but depreciation was over a million bucks.

And, normally, what we do is when we look at a financial statement like that, you know,
depreciation is a non-cash transaction. And so in terms of just looking at their operations -- now there again, you got to have -- you wouldn't -- you wouldn't be able to sustain a loss every year for a great amount of time. You've got to figure out how to fix that, which the two things that -- that I perceived was why $I$ was doing this project was, one, they were going to get, you know, close to 4 million dollars in either cash or paid off debts or, you know, whatever, which would improve their financial position; and, two, a rate increase.

And so the combination of all that -- and my report was dated October the 31st, because you can see how it was coming down in terms of when $I$ got the information and when $I$ was able to actually perform, you know, the service that -- that I did do.

Q Now, let me digress a second. You spoke to the auditor; correct?

A That's correct.
Q And did you understand or come to understand that he had done -- he had audit -- he had been the person who had audited Southern Water District for six, seven, eight, nine years?

A I had five years worth, so I know
at least those five years.
Q He provided you with five years worth of audits?

A That's correct.
Q Did he ever -- the last audit that you saw would have been, what, $2017 ?$

A That's correct.
Q In 2016 or 2015 audit, did the auditor ever indicate that he had any concern about the financial strength or viability of Southern Water District?

A I don't -- I don't really
remember seeing anything. I focused on '17, because if he had it in '16 and it was still in existence in '17, it -- it required to be disclosed. And so I was looking at '17 to see what the most current status was, and it wasn't in '17. So I don't know if -- if he posted that in '16, I didn't see it. And if it was, I don't know how he kept it out of '17. Well, unless he fixed it. Unless they -- he thought that they fixed it.

Q Well, in any event, if he had -when Southern filed this rate increase, and -- and in the year before when the transfer, or the proposed transfer, was submitted in a separate case
for this Commission's consideration, we were, I think, led to believe that Southern Water District was in a state of almost financial extremis, to say that it -- basically, its survival from a financial standpoint was six months to a year away at best. Did you see anything in any of the audit records that would indicate that to you?

A In the audit itself, that's not -- like I say, it did show a loss. And I think the way that would have worked if I -- I'm following the dates right, I think the agreement was in June of '17, and so the audit for '17 would have only included six months of that loss of revenue. So it would be hard for me to project out what that would be. But there's no question if you're looking at the audit, that if you have a loss, you know, to start off with and that only represents six months of the loss of those customer base, then '18 would seemly be worse.

And so I think he didn't -- he didn't disclose anything in a footnote to that effect. He -- he mentioned in a footnote that there was a transaction and that it was pending an appraisal. And I'm trying to remember if it even mentioned the rate increase part of it. I think it just mentioned
that there was a transaction and there was pending that for an appraisal. Now, I was looking for that going concern footnote and there was none.

Q Thank you. I guess to get back to what you initially reviewed and requested. So when you went, accompanied by Mr. Campbell, to look at certain assets, is it fair to say that what you reviewed were water distribution assets from some point, Stanville, Kentucky, somewhere on U.S. 23, to the Pike County line?

A That's -- that's correct.
Q All right. Did you review or look at assets, hard assets, at any other location other than that?

A You mean along that corridor?
Q Well, along -- or any other --
A Because there's two --
Q -- any other place in Floyd
County?
A Well -- but what happened is some of the customer base were -- like I remember there was a fairly large -- so many miles. And then over here there was -- not -- not quite like this one here, but there was some off of the road on the right-hand side also. So it -- the area was bigger
than just 23.
Q See, and I -- we don't know exactly what you know and what -- you know, what all is involved in your appraisal and that's why I'm asking these questions.

Initially, the -- there was an agreement, I think, that there was to be a transfer of sewer assets. And there were three sewer plants and related mains and pump stations and so forth, together with certain water distribution assets. And so my question is, did you review for purposes of your appraisal any sewer assets?

A Okay. Let me -- let me see if I can explain that. If -- if you understand that what generates value is a positive income stream, okay, net of all expenses and so forth. And I always -- University of Kentucky asked me to go down and teach the junior class of the high school there the concept of economics and so forth. And this is just an example of how that works. I'd always use Don Gullett. He was a local, very popular baseball player. And the point is, is he could throw a baseball 90 miles an hour over the plate straight, and not very many people can do that, so he -- he was an asset. But I'd always
tell them, if nobody's willing to come and pay and watch him do that, how much is that asset worth? And basically it's zero.

And so what happened to me on the sewer side is, when I had the conversation with Mr. Hall and the judge executive, they -- it was a conference call. And how it was presented to me is that -- the judge executive, by the way, was doing most of the talking. He was saying that the Southern District didn't have the ability, didn't have the -- maybe the assets, maybe the -- he was describing it in such a way that he would like to have that area serviced by sewer and that Southern didn't have the ability to do so. And I -- if I remember correctly, was even under scrutiny, maybe subject to fines of some sort that their treatment plant just wasn't up to speed -- let's say it that way -- again, asking for documents and support and -- and that type of thing.

But the impression I got from the whole conversation was that on the sewer side there was no positive income stream. It was actually negative. So in terms of the -- the sewer assets, if that's true, and that was my understanding, there's no value there. And if you actually combined it with
the water, then now we're talking about a lower value than what my report said. And so we kind of agreed in some sort that we would say that it was zero. So it had zero impact on the water side that -- you know, it was just zero.

MR. CICERO: So is that -- is that -THE WITNESS: Net zero. I'm sorry. MR. CICERO: -- is that typical to agree to a zero value between the parties, knowing that the assets are kind of tied together? THE WITNESS: Well, the problem is, is Southern -- I'm not sure why, but basically produce very -- I didn't get a single thing from Southern other than audits and they -they sent me a depreciation schedule, okay? A depreciation schedule tells me what the cost of those lines are and so forth. And if I remember correctly, I think the cost was like 7 million dollars. But it doesn't tell me anything about the value. It tells me the date that they were installed. It tells me what the cost was. It tells me what the life that they're depreciating it over and so forth, but it doesn't really help me with value. And -- and if you
understand -- my testimony is in terms of what creates value. That's why I'm kind of halfway apologizing about the Don Gullett example, but I thought that might have been a way to help explain that the two methodologies I used, since you don't know the fair market value appraisal, you'd have to get somebody to appraise the assets in ground, and then -- then you've got a problem because the other half of that was the cost that Prestonsburg incurred in fixing them because they weren't, you know, sufficient. So that side of it was getting pretty complicated. But if the income stream, net income stream is -- is zero or negative, then it wouldn't -- it wouldn't matter. It'd still be a zero value, the same type example $I$ was using with the Don Gullett thing.

BY CHAIRMAN SCHMITT:
Q So you didn't visit the so-called sewer assets? You didn't see those sewer plants? I'm not trying to be critical. I'm just trying -A I did not.

Q -- to get an understanding --

A I did not.
Q -- of what you did.
You didn't go see the sewer systems?
A I did not.
Q And Mr. Hall, although you requested the documents or information concerning the sewer assets, those were never provided to you; is that correct?

A He provided a depreciation
schedule. And maybe in his mind that was proof of something, but no actual financial information as terms of what the revenue stream from those sewer assets --

Q What would you have wanted then? What the billing -- what they billed -- you would want to see if the income derived from providing sewer services exceeded the expenses of -- involved in providing those services?

A Yes.
Q Is that something like what you were doing?

A Yes. In other words, picture -picture taking the sewer revenue and then the expenses that are affiliated with that revenue, okay -- and, of course, depreciation is part of it,
but there are some direct expenses that will be associated with that income. And none of that was ever provided.

Q Mr. Hall never provided anything to you at all; is that -- is that what you said? Other than the --

A Other than --
Q -- the depreciation schedule and the -- and the five or six audits?

A That's correct.
Q Okay. All right. Now, you met with Mr. Campbell and he took you around and he provided you with documentation. What documentation did Mr. Campbell provide you with, if you remember?

A He -- they actually had -- they had -- since they had been billing the -- those customers, the water customers, they were actually already doing the sale of water to those customers at wholesale to Southern. So, in other words, Southern was doing the billing, but they were actually providing the actual water. So he had the ability to say, this is the water customers' gross revenues and -- and here's the expenses that are associated with it. But what I -- what I really,
really needed is what Southern's expenses related to it was. I needed to know what Southern's loss of revenue was.

Q Okay.
A See what I'm saying? And
which -- which would typically be -- their loss of revenue would be greater than what his net income is from them same customers, because what -- what happened is -- is they had personnel, for example, that was already out servicing all the other customers that they have. So they could, you know, lose some revenue. But, you know, personnel-wise they're still going to be incurring them because they're servicing other people.

So to say that another way: In terms of loss of revenue to Southern, they were going to have a greater loss than what his calculation would be. Okay. So, for example, just using numbers, the -the net loss of revenue to Southern, according to the PSC report, was $\$ 482,000$. Well, his calculation would have been, you know, let's say 200,000 . So if I used his calculation, I'm going to come up with the 2 million dollar number. Using the PSC's revenue stream, it come up to -- to 4 million dollars. So that's what I was looking for was

Southern's side of it, not necessarily his side of it.

Q So -- but Southern never provided you -- Dean Hall never provided you with -- that was some of the information you would have requested from Mr. Hall but wasn't given to you?

A Yeah.
Q But you got some of that
information from the Public Service Commission staff report --

A That -- because.
Q -- is that correct?
A
Yes. Because what specifically I was asking for was what I just said, what was your loss of revenue? Okay. That's what my valuation is going to be based on. And when I got the Public Service report, it was very specific. In fact, there was a loss of revenue number in the report from the Southern District. But your staff people went out there to do a more detailed calculation and actually came up with more, a higher rate than what they had requested, which tells me that they probably had problems before the rate increase -or the request, I should say. Does that make sense? In other words, they -- they had a specific
issue in terms of this transfer, but when your staff did the work it looked like to me, from reading the report, that there was a greater need that --

Q They were losing water -- they were losing money before the transfer --

A Yes.
Q -- is that in essence what you're saying?

A Yes.
Q They just went from a bad situation to a worse situation?

A Right. And just -- again, I'm not a water expert. I did have two clients that were subject to your-all's jurisdiction and I know a little bit about the operations and so forth. And the -- the lost water that they were incurring was -- you know, I thought, wow. You know, I don't -- I don't know how to fix that myself. I just know that --

Q They don't either.
A -- that's a huge -- well, it was
huge. But -- but, yeah, it looked like to me in the end they -- they probably needed to have done that request earlier. Let me put it that way.

Now, other than you -- the one meeting you had with Mr. Campbell, is that the only time you met with Mr. Campbell in person prior to completing your report?

A Yeah. Most -- most -- that was the only time. Most everything was done by e-mail, and I would include both Mr. Campbell and Mr. Hall on the e-mails. Now, I may have, at one time initially anyway, included the judge executive. And at one point -- I'll be honest with you, I dropped him off because I didn't really see how he was really a party to what $I$ was doing. I felt like I needed to keep Mr. Campbell and Mr. Hall in the loop, but I eventually dropped, you know, him off. But he's the one that initiated -- initiated the phone call. And, like I say, he did most of the talking and -- and it was -- he was basically just giving me the history of what he was trying to accomplish in that he wanted those businesses and individuals to have sewer service, but Southern didn't have the ability to service them. That was basically what he was saying. And so that's how the whole transaction got initiated based on my understanding.

Did Judge Executive Hale or
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Mr. Campbell or Dean Hall, or anybody, indicate if the -- if the primary concern of the judge or Southern was divesting itself of the sewer assets, why the water distribution assets were -- became a part of the transaction?

A My understanding is, is that the sewer is based on the water consumption. So when you get your -- your bill, the water is asked (phonetic) and then the sewer is added -- a calculation based on that, whether it's gallons or value -- or dollar, I mean. So in order to have -my understanding is, in order to be able to make sure that the sewer is properly billed, then Prestonsburg wanted to have the ability to service the water. They were already providing the water. And so then it was just a matter of them actually, you know, billing it, and that way they could bill the sewer.

Q So you had one conversation with Judge Hale and -- Judge Executive Hale and Dean Hall by telephone. Did you ever speak to either Judge Executive Hale or Dean Hall on any other occasion other than that one time?

A Only through e-mail from that one time.

Were you -- prior to the time that you issued your report, were you ever told or otherwise made aware that -- that there was some agreement or understanding that at the time this transaction was finalized that the Floyd County Government, the Floyd County Fiscal Court would receive about $\$ 2$ million from Prestonsburg Utilities?

A In a roundabout way. During the conversation with Mr. Hale, evidently -- and I don't have a complete understanding. It's just that there was -- the 2 million dollars, if I remember correct, was either advanced to Southern or -- I'm not sure how that debt surfaced, but I guess Southern owed the fiscal court 2 million dollars, and that -- again, I don't have a complete understanding.

Q No. I understand. Right.
A
But he -- I got the impression from the conversation that he was promoting a large transaction price so that that would be part of it, is that that would be --

Q All right. Let me -- not to put words in your mouth, but to try to sum up accurately, and tell me if this isn't accurate.

Your -- your impression, based upon your conversations with Judge Hale and Dean Hall, was that the county judge executive was promoting this transaction, was a prime mover in the transaction for the purpose of transferring sewer assets and these water distribution assets to Prestonsburg Utilities in exchange for a couple million-dollar payment that ultimately would go to the Floyd County Fiscal Court? In addition to other sums that would go for the benefit of the water district?

A Yeah. I don't know that he directly connected those two things. It was -- it was more, he initiated it and he wanted it for the betterment of his constituency and couldn't get it done any other way, other than this transaction, and was wanting to make sure that $I$ was aware that there was a significant amount of cost in these assets, which is why I think I got the depreciation schedule to support the cost. And -- and then mentioned that -- you know, I think the way it was said wasn't that this is what we're going to do. It was more that, well, there is this 2 million dollars, and if it got paid, it would improve the financial position of Southern, is kind of how it
was done. It wasn't said in such a way that this is what we're going to do. It was one of the options to do.

Q Were you -- and this was said to you by Judge Executive Hale in the phone conversation you --

A Mr. Hale was doing all the talking.

Q
Is he the one that made the phone call to you?

A Uh-huh (affirmative).
Q And then, what, you-all got Dean Hall on the line after that, or was he already on the --

A I don't know if Dean was already in the office or that he had already connected him prior to calling me and -- and then were all three on there. I'm not sure. But Mr. Hall was on there from the time $I$ got off.

Q Now, did Judge Hale, Judge
Executive Hale or Dean Hall, or anybody else, ever tell you that in 2012, the Kentucky Public Service Commission had held that Southern could not -Southern Water and Sewer District couldn't recover any payments made to Floyd County on a -- for
whatever, on this 2 million dollar bond payment that the Floyd Fiscal Court had previously undertaken on the District's behalf because it was not obligated to do so?

A That -- that was never mentioned.
Q Did Judge Hale or Dean Hall, or anybody else, ever tell you that the office of the Kentucky Attorney General had issued an opinion stating that the Southern Water District did not owe and that Floyd County Fiscal Court or government was not entitled to receive money that was otherwise held by or owned by the Southern Water District in repayment or partial payment toward a previous bond issue?

A No, sir.
Q But it's your understanding that ultimately about 4 million dollars would ultimately be paid by Prestonsburg City Utility Commission for the assets that were transferred -- or to be transferred by Southern Water and Sewer District to Prestonsburg Utilities; correct?

A I was under the impression that that was why -- that was going to be based on what I did the valuation for, not -- not what -- I think there was a contract, and I think there was some
understanding, but $I$ was under the impression that -- that ultimately it was going to be based on what I concluded.

Q What your opinion was?
A Yes.
Q
So if it -- it might be more, it might be less than the 4 million dollars?

A That's correct.
Q But did you -- were you also told or did you understand that at the time you were, I guess, contacted, that Prestonsburg City Utility Commission had already made some substantial payments to Southern Water and Sewer District, or on its behalf by way of paying for loan reduction and providing equipment and so forth?

A What I remember is there was some payments. I don't think there was -- I don't think it was complete. I think that they had either worked out to where some debt, I believe, was paid off. And if $I$ was estimating numbers, just from the top of my head, it might have been somewhere in the neighborhood of maybe 2 million.

Q And when the initial case, the case involving the proposed transfer of the sewer assets and the water assets that we've been
discussing, when that was filed in 2017 and this Commission approved it -- let me -- let me make this statement and then ask you a question or two about it.

The documentation that was filed here, including post-hearing data requests or what you would say in a civil proceeding interrogatory answers or -- what was the value? How much are -is Prestonsburg City Utility Commission paying for these assets? We were told in documentation that the consideration paid or to be transferred was $\$ 2,140,000$. Were you aware of that?

A What I remember was, is that was -- that was a number. And then there was an additional 2 million, I think -- I thought it was. In other words, there were two numbers. And -- and one number was 2 million and something, and then the second number, I thought, was even 2 million exactly.

Q Well, I don't know where you got those numbers, but in -- when we approved the sale, we understood that the -- that the total consideration was going to be $\$ 2,140,000$, and were told by both parties this was an arm's length transaction.

Now, assuming that's true, that value is -would not be correct? That would not represent, in your opinion, as to the true value of the assets transferred or to be transferred; is that correct?

A That would be correct.
Q And matter of fact, assuming that what I told you is accurate, though that proposed payment would be about one-half of the actual true value of the assets that were to be transferred; is that correct?

A That -- that would be correct.
Q You have indicated, I guess, that you had at least three types of documentation so far. One was the initial engagement letter between you or your firm and Prestonsburg Utilities -- or both, but Prestonsburg was the contact --

A That's correct.
Q -- correct?
And then there was the -- you, I guess, provided a list of documentation or information that you would like to have had from Prestonsburg and Southern; correct?

A Correct.
Q And then, three, you reference that you had email correspondence between

Mr. Campbell or Prestonsburg and also Judge Executive Hale for a time, and Dean Hall; correct?

A That's correct.
Q Would you mind providing that information to the Commission? And you can -obviously, parties will probably want a copy. Southern may have a copy; you may not. And the Attorney General's Office, I assume you would like copies as well; correct?

MR. McNEIL: Yes, sir. BY CHAIRMAN SCHMITT:

Q We can contact you later by sending, I guess, a letter with copies asking if you can provide that. And whoever you're billing for services here, Prestonsburg, Southern, we'll see to it somebody -- that you get paid for whatever your costs and expenses are.

A Yeah. So let me make sure I understand. Somebody is going to send me a letter with all the different addresses.

Q We're asking you specifically for this -- whatever the documents are.

A And I'm going to have addresses to send them to?

Q Yeah. You'll be sending here.
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We won't know, for instance, to say, well, the e-mail that you sent to Judge Executive Hale and Dean Hall on February 5th, 2018, but we'll just say all e-mail correspondence and, you know, that you have. So I guess somebody can run it, your secretary or somebody, run your outbox with them and then we can just get copies to see what information they were provided.

A Yeah, I keep a folder.
Q Okay. Thank you.
A Electronic folder.
Q So is it fair to say, is it accurate to say that based on all the information, what you saw, your conversations with the parties and their representatives, that your final opinion as represented by your business valuation of Southern Water and Sewer District dated June 28 or as of June 28, which is dated October 31st, 2018, that essentially that included all of the assets transferred or to be transferred, which was the water distribution assets and the sewer assets; correct?

A That's correct.
Q But the sewer assets were essentially valued out at zero based on discussions
with the parties and general inability to have additional information that you might have wanted --

A That -- that's correct.
Q -- is that correct?
A That's correct.
Q
Going into this transaction, had you -- as a professional accountant and business valuation expert, had you been contacted by Southern Water District or the Judge Executive of Floyd County -- no, I'm not saying had you. I'm asking if you had been and had been asked your opinion as to how to proceed with this transaction, a proposed transaction, I'd like to sell water, sewer, whatever, what would you have advised a client exercising reasonable and prudent business judgment to have done? Would you have wanted him to conduct an evaluation or hire someone such as yourself to basically determine what the -- what the financial effect of this transfer would be and how much the assets would be worth?

A I think it's fair to say that if I was going to transfer part of my income stream, I would want to know what that income stream loss was going to be and how it was going to impact my
operations.
Q Why?
A Well --
Q Sounds obvious, but I want this on the record. Why?

A Yeah, I -- I think that would be the, to be honest with you, common sense thing to do.

Q Well, in fact, it would be unreasonable and show a lack of business judgment and acumen to basically execute letters of intent, intent documents, transfer documents to go forward with this deal without having done that in advance; would you agree with that?

A Yeah. Obviously, I wasn't around during that time period, but I would have thought that would have already been done. I actually asked how they arrived at, you know, what they did and they had some kind of formula, but I don't think anybody professionally performed an evaluation or anything. Because if there -- if there was any other valuation done, I'm -- I'm actually required to also see it to make sure I have an understanding of, you know, how it might have changed or whatever. mentioned when you're talking about valuation or something someone else may have done, I noticed in your -- in your report you indicated some document that had been prepared by Kentucky American Water or the American Water Works or something. What was that? I didn't understand what it was.

A In order to determine what the cap rate is -- and I know that's a technical term, but I have to -- what I ended up using was 12 percent. I don't know if anybody's paying attention to it. But what -- what happens is things transfer -- there's -- there's a risk that, okay, I'm buying this income stream, but there's a risk that income stream may not last. You know, there's a concern, or should be a concern -- that's if you're buying a business. Well, I don't care what you did back here. I want to know what I'm going to be able to go forward. And there's a risk of whether that income stream is going to maintain for a period of time. And they -- and we call that the cap rate. It's supposed to represent what that risk is.

If $I$ was just giving you a little simple example: If I go buy a treasury bond and it's U.S.
treasury, and let's say it's paying 4 percent, I'm pretty comfortable that it's going to pay that 4 percent through the 20-year term, let's say. So when we -- it's called a build-up method because you start there. And -- and then you have known equity premiums that a Fortune 500 company consistently returns a revenue of, let's say 10 percent, okay? Maybe even 12. And you keep adding the risk that -that income stream may not continue.

Well, utility companies have a unique situation. Their industry has lower cap rates than most other industries. If we were doing a coal company, that risk premium would probably be 25 percent. In other words, and the higher that rate is -- let me -- let me say this. The higher that rate is, the less that income stream is worth, okay? Mathematically, it works out that way, okay?

So when you're building risk, what you're really doing is saying I'm only willing to pay 2 million for that income stream because I'm not sure it's going to last, okay. That -- that would be an example. So what $I$ was doing is -- you have to go to public companies because the private companies don't put that information out. So what had happened is I found, I think, seven or eight or
nine different companies that I could see what their rate, cap rate is, and it ranged from -- they all ranged from, let's say, 8 to 11 percent, somewhere in that ballpark, because utility companies have a captive revenue stream, where other businesses don't.

So if I was doing this for a regular business, you would probably see a cap rate somewhere between 18 to 20 percent, but in a utility it's going to be much less. So what I was doing was trying to find out what the public, the big ones, are. They were at ten. So there's an adjustment I made there of minus eight. That was to get me down from normal companies, down to your-all's industry down here. And then $I$ added a 2 percent specific company risk. What that means is, okay -- you know, if -- if you were trying to compare a local company here, you know, small company to a Fortune 500 company, that company is going to have a higher cap rate, and it's because there's specific company issues. It could be management. It could be -when $I$ say $I$ added a 2 percent specific company risk, I'm telling you that when I'm comparing it to a public water district like that, that they've got some inherent problems, whether it's management,
whether it's -- you know, they just don't have the -- you know, the personnel, the location maybe.

You know, you got a customer base here that based a long time on the coal industry and the coal industry went south. Now, how sure am I that I'm going to be able to maintain those revenue streams, and that's what that 2 percent represents. So that's how I got to 12 percent. And that was my cap rate.

And I'm talking a little bit of jargon here, but the method I used was discount those cash flows all back to today. That's one method. The other one is capitalization of earnings. You take that 482,000 and divide it by 12 percent, and you're going to get within $\$ 4,000$ of what my report says, because that was my sanity check. All sanity check is, is, okay, you know, here's the methodology that's more common in this situation. But when I get done, I need to have some idea that I'm in the ballpark. And I used the capitalization of earnings rate to make sure that -- that $I$ was. So that was the purpose of mentioning that company. I had about seven or eight examples of what those company cap rates were so that $I$ had a starting point and then $I$ worked from there.

Well, the reason I asked is, I -when, I guess, Mr. Hall, Dean Hall, testified at the previous hearing and it was, I guess, my understanding that they had had some type of contact with Kentucky American or the parent company. He didn't -- I wasn't clear exactly what it was, whether it was discussions concerning a possible purchase, acquisition, or a management or something. It really wasn't clear to me and I thought that --

A No -- no connection.
Q -- didn't know if you had gotten any information from them at all.

A I have -- I have to research the public records to see what information I could get of what the normal cap rates would be for your industry, and -- and that just happened to be one of the seven or eight that I had.

Q I noticed in your report you
indicated, at least looking at it from a fair market value or a market approach, there -- there were no comparable sales of utilities, of public utilities that you were able to use?

A You would really have to -- if we were selling the whole thing, you might have been
able to get a comparable. But if you think about it, we were actually taking a section or, you know, a specific area. And to find a comparable, some place that would be public information that I would be able to arrive at, I -- there's no way that's going to happen.

Q And let me -- just a couple more and I'll finish up. Do you understand, or you understood that as of today that the U.S.

Department of Agriculture has not approved this transfer of assets clear of its liens?

A That's my understanding.
Q Have you been told why? Have you spoken to anybody at U.S.D.A.?

A No, sir.
Q None of them have called you to talk about your appraisal or anything you did?

A No, sir.
Q What about Kentucky
Infrastructure Authority? They apparently had some loans that maybe were paid off. Have you had any conversations with them? Have they spoken to you at all.

A No, sir.
The reason $I$ ask is, is that $I$
think when Mr. Hall and some others, some of the Commissioners at the water district testified, there were some indication -- and there was -- I think I may have asked a question. We had an inspector's report, and we had understood there was going to be some water line improvements in Wayland, Kentucky area, Lackey and Knott County line into Wayland, Kentucky. And anyway, that -that basically Kentucky Infrastructure Authority had apparently determined not to loan money to Southern Water District, Water and Sewer, on the basis that they didn't believe they had the financial ability to repay the loans. And I -- of course, that's aside from this rate increase, all right, but I just wondered if you had spoken to them or they had had any contact with you at all?

A No, sir.
Q Mr. Campbell, Eddie Campbell, testified, I think, at the -- at the last hearing that his, I guess, initial evaluation or his -- his idea about what these assets were worth was maybe, correct me if I'm wrong, 4.1, 2, 3, 4 million, somewhere in that range, just north of 4 million dollars. We didn't ask how he arrived at that figure. That may have just been based on his
experience. But in any event, that's not far from what your estimate or your evaluation is based on the work you've done; correct?

A Yeah, I think my value was, I want to say $4,020,000$, something -- something of that...

Q Did Mr. Campbell ever tell you, prior to the time that you arrived at your appraisal figure, what his idea of the value was?

A No, sir. And I did have a very frank conversation with him because it was -- when you're representing both parties, but one party is supposed to be paying. So the engagement letter is between me and Prestonsburg. I told him that whatever I come up with -- you know, I didn't have any information at the time, so I wouldn't have any clue.

But if that income stream would have been $X$, then the mechanical part that I did, whether it's the method where we discount cash flows back to today or the capitalization earnings method, it is what it is. And you can probably see it's a mathematical calculation once you get the right information and -- and so forth. So it really all hinged on the -- the income stream. And that was --
when I got your-all's report, that was laid out very specific. So that's the income stream that I used.

Q I guess that's right when
you're -- when you're put in a bit of a spot when you're doing an appraisal and both parties are supposedly relying on it.

A You know, in West Virginia when you do a divorce case, that's what you're doing. The judge -- you're actually working for the court. You're not working for a specific client.

And so this situation was a little unique in that $I$ was meeting with one party, representing both parties. And -- and my understanding was, it was because they were charged with the cost of the study, and so that's why the engagement letter was with them.

Q When you sent the report -- I
mean, your report is addressed to -- addressed to Dean Hall. Did you send it to Mr. Hall? It says prepared for Dean Hall, President of Southern Water and Sewer District. It doesn't mention Prestonsburg City Utilities or Mr. Campbell.

A It --
Q Can you tell me why?
A -- it doesn't, because the
assets -- the transfer of the assets was actually Southern District's assets. So I addressed it to Mr. Hall. Now he got a copy of it, but the report, in my mind, was for the Southern District in terms of the actual report, because it was their assets that were being transferred.

Q All right. But Mr. Campbell or Prestonsburg City Utility Commission would have gotten a copy of the report at the same time when the -- when this went out in the mail or electronically, Prestonsburg got it --

A Same time.
Q -- the same time, same day --
A Same time.
Q -- as Southern; correct?
A Same time, yeah.
Q Did anyone else -- was anyone else sent a copy of the report, other than the parties? Were the lawyers sent copies of the reports?

A Not from me. I provided it to them and -- and they could just, you know, disburse it however they wanted to.

Q Just one last question or two and that is this: Can you tell us -- because depending
on how this works out on -- maybe on rates or maybe in the next case, what your total fees were, fees, expenses? What did you charge for your report?

A That was 15,000.
Q And I know today you're down here and you're entitled to be paid by someone. Can you tell us what the basis of your -- your charge would be --

A It's hourly.
Q -- for expenses and things coming? Yes, sir.

A Yeah. It's hourly and it's \$250 an hour, plus the -- the travel. We take mileage. And I cleared that with Mr. Campbell before I came down here.

Q Is it your understanding
Prestonsburg is going to pay you for your expenses and your fees for appearing here and testifying today?

A Yeah.
Q Or has that been determined yet?
A No. Prestonsburg will be paying my fees today.

CHAIRMAN SCHMITT: All right. See, why don't we take a 10-minute break and come
back and then try to finish up and I'll let everybody else -- I'm probably finished. Okay? All right. We'll take a break here until 10 minutes until 11:00. Thank you. (THEREUPON, A BREAK WAS TAKEN.)

CHAIRMAN SCHMITT: Back on the record.
Commissioner Mathews had to attend a telephone conference, so she -- she'll review the rest of this by video after the hearing is over.

But I have no further questions.
Vice-Chairman Cicero, questions?
MR. CICERO:
THE WITNESS:

## EXAMINATION

BY MR. CICERO:
Q Good morning, Mr. Fyffe.
A Good morning.
Q I have a little bit of a
financial background, but I'm definitely not trained in the appraisal of assets, so I have some questions on how you determined some of the values that you used in your report, if that's okay.

A Okay.
Q When I look at the report that
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was issued, you suggest to Dean Hall, and you said that's because Dean Hall was basically the party representing the party that was selling the assets, and -- but the engagement letter was with Prestonsburg.

A That's correct.
Q I'm curious why there wouldn't be some indication on here that there was a representation to both parties or that there was another party that engaged you to perform the appraisal -- and not a report. I'm familiar with that, that it would be addressed to the parties that are involved. And I'm curious -- because it misleads us in terms of who ordered the report and why it was ordered.

A I think -- I don't know that it's any -- the way I looked at it is, they had the assets -- they were the owner -- Southern District was the owner of the assets, and so I addressed it to Mr. Hall. And then the only reason that there's an engagement letter with him is he told me on the front end that they were ordered, was my understanding, to actually pay for the study. So I have an engagement letter with him.

I did not ask Mr. Hall to sign one, because,
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you know, basically, you know, the contract, so to speak, was, you know, for a payment, to make sure I got paid, and it -- it actually has a provision that said if there was an additional services needed, that it would be, you know, billed separately. So that's why I called Mr. Campbell when I got notice -- I didn't actually receive a subpoena in the beginning. It was just like a -- I believe a phone call saying that, you know, we're going to have a hearing and we'd like for you to be there. And I called him to see, you know, how -- how is that -- is that under the same engagement letter? And he said yes. So that's how -- my testimony is that he's paying for today based on that conversation.

Q So did Mr. Campbell contact you and request the appraisal, or did Mr. Hall contact you and request the appraisal?

A Actually, Mr. Campbell.
Q Because it says -- when you address it, you said, "Dear Dean Hall, at your request, we have performed valuation engagement." Which leads you to believe that Mr. Hall contacted you, and per his request, you're performing this appraisal.

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A
I guess I looked at it that he was requesting it also, because I was working for both parties. I just happened to have gotten the initial telephone conversation from Mr. Campbell.

Q Okay. Well, I mean, it's -- I'm just clarifying why the appraisal report is the subject of a lot of scrutiny, because we're trying to determine -- to give you more of a basis for it, RD, as you know, is -- or as you know now, has withheld the transfer of assets because the appraisal -- the amount that you provided at 4.1 million has been determined by them to represent an appraisal of water assets only, and that the $\$ 2$ million previously paid by Prestonsburg was for the sewer assets.

And after they made that payment, that anything now off this 4.1 million, if they had made -- they would have made the additional 2 million, which I'm not sure whether they have or not because of the deal with the fiscal court and whether those payments went through or not, but the total value of this transaction would be 6 million dollars.

So my question to you: In this appraisal of 4.1 million dollars, what does it represent?

A
It -- it represents all of the assets that were transferred from Southern to Prestonsburg Utilities.

Q Inclusive of sewer and anything else that's associated with the water assets?

A That's correct.
Q Okay. So 4.1 million in total?
A That's correct.
Q Okay. And as you previously indicated, RD did not contact you to question the appraisal or check its validity or what their understanding -- your understanding of what was transferred?

A And could you -- could you repeat who -- who did --

Q RD, Rural Development.
A Okay. No. No, sir.
Q So it says that the standard of value used in your valuation was the fair market value, which is the price at which property would change hands between a willing buyer and a willing seller, when the former is not under any compulsion to buy and the latter is not under any compulsion to sell, both parties having reasonable knowledge of relevant facts; correct?

A That --
Q That's how this was -- that's the basis for this appraisal; is that correct?

A That's correct.
Q
So when the initial transfer was requested from the Public Service Commission, I questioned the value being paid for the assets and requested that Southern provide a detailed asset ledger that indicated what the assets were that were being transferred. And I think initially they were -- they -- we had the same difficulty you did in obtaining information, but eventually they did provide it. And I think the value was at either 30 or 32 cents on the dollar of the total assets with the -- with the description of basically of what you have said here, that it was the price of two parties reaching an agreement at arm's length transaction. So we understand in the initial transfer at 2.12 million --

UNIDENTIFIED LADY: 2.14 million.
Q -- 2.14 million. That's what we understood was being transferred initially. We have not, and don't have a copy of, and there's a reference by you on the last page of the report that talks about in the initial agreement of

2 million dollars. Can you tell us if that's a written document you viewed or...

A Yeah, there's a written document that was -- was, in essence, what I understood the agreement to be.

Q
So we do not have a copy of that additional agreement, that's correct. So if you have a copy of it, it would be part of the request for information to find out about the additional 2 million dollars.

A Yes, sir.
Q When you prepare your report, you talk about a five-year projection of lost revenue based on management's assumptions as to the company's future outlook. But based on what I've heard you describe previously, you weren't able to determine any or obtain any assumptions from Southern; is that correct?

A Well, the assumption was, is that this loss of revenue --

Q Uh-huh (affirmative).
A -- the 482,000, was going to be, you know, the amount -- it might change some, you know, throughout the -- the period. But for the most part, you would think that would be pretty
standard, that it would be the same next year, the next year, the next year.

Q Did they indicate to you when they talked about the -- and I'm pretty sure you indicated that they did -- about the sewer assets that -- and you reached a value, transfer value of zero because it had a negative income impact; correct?

A
Yeah. My understanding was, is that it wasn't doing well. And that was the whole thing that was taking place here, is that they didn't have the ability to service the sewer. And my understanding was, is that there was something going on regulatory-wise with their sewer.

Q So this is where I become a little confused. When you have an event or a projected event, in this case being that the sewer assets were going to be subject to a DOW fines and penalties situation of probably a pretty big magnitude. I don't know whether you knew what that was or not, but --

A It -- I just knew that it was supposedly large. Never heard any dollars.

Q So they never provided that?
A No. No, sir.
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Q
So when you do an industry specific or a company specific cap factor, and you try to -- I know you put in the 2 percent for Southern based on some variable that you felt was applicable because of its size or where it was located, not the sewer assets, fines and penalties that were about to be applied and what that impact would be, knowing that the water assets couldn't be transferred without the sewer assets, it was a whole package and it had to be taken together?

A Well, the -- I guess the ultimate problem is this -- the question is, is what is the income stream? If the assets value are determined based on the income stream, then you have to know what the income stream is for the sewer. But my understanding was -- is, one, that was negative, that nobody gave me specific numbers, okay, and that it had problems.

And a lot of the conversation on the sewer was coming from the judge executive, Mr. Hale. He was trying to explain to me why this transaction took place, you know, what he was trying to accomplish when he was putting this proposed agreement together. And I think it would be fair that he was also trying to make sure that Southern
got sufficient compensation for those assets, but I never got a single representation of exactly what the sewer numbers were.

Q So being an accountant and looking at debits and credits, and looking at the water district as being a debit and the sewer assets being an offset to that, not only was there the DOW impact of fines and penalties, but there was a negative revenue stream. But none of that was applied -- and I understand you didn't receive it. But none of that was applied looking at the total appraisal to see if together what that value would be. And I -- again, I don't do appraisals, so I'm not certain how it works in the appraisal industry, but I'd be interested to hear.

A Well, the assumption was that the sewer was zero. The income stream for the sewer was break even, okay?

Q And that's why I asked the question when the Chairman was asking his questions, because you made the statement that the parties agreed that it would be zero. And I'm curious how, from an accounting -- that's a -that's a big assumption to make that there's a goose egg there when there is really a negative
impact, not -- not any neutral impact.
A I agree. If there was -- if the assumption is that it's negative something, $X$ negative, it would have reduced my number. There's no question about that. But I don't know what -when I say the parties agreed, it would probably be more like Southern really just didn't seem to want to provide the information because it was negative, and Prestonsburg probably knew it was -- well, he wouldn't have known, but was probably hinting that it was negative.

And, basically, we arrived at zero kind of as part of the solution so that we could move on because nothing was happening. You know, we couldn't get the information, no explanation why we weren't getting the information, but yet my understanding was is we were a little behind the gun. The transaction, I think, started in June -- I want to say June 30th of '17, and we're talking about it in August of '18. And my understanding was, is I thought it was the federal program that was, you know, basically saying they needed the report, but there was some urgency to what we were doing.

So I hear what you're saying, but if
somebody says to me, you know, it's zero, I don't know that -- I'm not sure what I was supposed to do at that point, other than that was a -- sound like more of a compromise answer and let's move on.

Q So if Prestonsburg agreed with the zero valuation of the sewer assets and the fact that there was no negative revenue impact for the total valuation --

A Can I say it this way? He -- he thought it was negative, but was willing to work with zero so that we could move on.

Q In other words, to meet the valuation deadline that you thought time was of the essence because of the $R D$ pressure to come up with an appraisal, Rural Development's request for an appraisal of the assets, because they had a lien on the assets? Was that your understanding?

A I don't know about the lien. It was just -- I thought it was a regulatory type issue that they -- they wanted the valuation. I thought they were dictating the valuation and they wanted it, like, two months ago, and we were working --

Who conveyed that to you?
Pardon?

Q Who conveyed that message?
A I believe that was from my conversation with Mr. Campbell.

Q So Mr. Campbell told you that there was a government entity looking for the appraisal to be completed as soon as possible. He was looking to get the deal completed and requested that you move as quickly as possible. I'm paraphrasing here and you tell me if I'm wrong. You requested Southern, Mr. Hall in particular, to provide data. Mr. Hall wasn't being very cooperative or was procrastinating. As a result, you received most of your information from Prestonsburg. Prestonsburg told you to continue to move forward and -- and negotiated a couple of the variables in order to make it happen?

A I think Southern may have believed that the combination of the depreciation schedule and the audit itself was maybe sufficient. That's not what $I$ was asking for, but it may be that he thought that was sufficient.

Q Did you ever go back to Mr. Hall and say what you're providing is inadequate and I need more information?

A I believe that -- that at least
one of the e-mails that you're going to see is me encouraging him to get me that information.

Q So how many water utilities, or utilities in general, have you appraised in the past?

A Actually, only two. And Bonzo Water Company was back in the -- I'm going to say late '70s, early '80s. And then South Shore Water was probably -- I'm going to say that was probably in the early '90s.

Q So it's been a while?
A Been a while.
Q And if I understood, you took a drive around the area in question to view who the customers were basically. And unless it involved looking at some pumps or a water tower, but, I mean, otherwise you can't really --

A Can't see the lines or anything. But the customers on 23 -- I guess I was kind of surprised at how many customers on 23 were commercial. Now, obviously, they were these, you know, residential customers on that seven-mile track, or whatever it was this way, and then another group in a subdivision over on the right -right side, but quite a bit of the 23 were
commercial.
Q
So when I look at National
Economic and Industry Conditions in your report or Oil and Gas Prices or Jobs, that's just kind of a filler in the report? It doesn't --

A
Well, what I have to do is I have to determine the general economic conditions, and so it's not really a filler-filler. In fact, there should be a two-line sentence towards the end there. But, again, what you're talking about, that cap rate is based on risk. And let's say we were in a depression. That would change that cap rate, because could the customers have the ability to -you know, if the income stream is going to sustain, then economic conditions have to be such to where that can happen. So I'm required to at least look at the economic conditions to see if I believe that it is sustainable, you know, in that particular area.

Q But you mentioned 25 percent for coal; for treasury bonds, 4 percent. And somewhere in between there comes everybody else. And utilities are typically lower because of the fact that they do have a captive customer base. So when you're talking about economic conditions, there's
some kind of marginal impact, but people will still take a bath and they're still going to drink and use the facilities or whatever, so --

A I grew up without water --
Q Okay.
A -- literally. Had no running water until $I$ was six. And then we had a cistern system because we had red water. So I can see if economics got bad enough -- and we're talking about the depression -- I could see people using rainwater again. But the point is, is I think what I was doing -- I know that's a crazy answer --

Q That's pretty dramatic, yes.
A It is. But the point is, I have to determine whether I think that income stream is sustainable. And so I -- you get the economic report right off the government. And you can see I basically -- there should be some words at the bottom there.

Q There was. There was a sentence or --

A Yeah.
Q -- something like that --
A That basically, yeah --
Q -- just talks about --
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A -- I did use that information in part of my report.

Q So do you have a copy of your report with you?

A I do.
Q And I'd just like you to take me through the historical --

MR. BOWKER: May I approach?
CHAIRMAN SCHMITT: I've got about five or six copies here. Why don't we give one to Brenda and let her file it, too. BY MR. CICERO:

Q I'm looking at your historical and normalized financial statements. I don't see a page number on here, so $I$ can't -- I can't reference the page number, but it's right after the economic data.

A Okay.
Q
So when you look at historical and you -- you took the 656,122 from a PCS staff report; right?

A That's correct.
Q So how do you -- I'm trying to understand. I told you I don't have any experience with appraisals. But how do you backfill back to

2013 with the same revenue stream? I mean, how does that give you a good historic basis when you're just taking one year and spreading the exact numbers over five? What does that do?

A Well, again, I capture -- I capture the question. But all I was trying to do is, is some point in time you have to estimate what that income stream has been through the years, okay. And, yeah, what I'm saying is that there's $\$ 656,122$ at the time the staffers did the report. Then, you know, it was probably roughly the same amount going back to '13. Now, I'm not trying to do anything there other than establish that that income stream has probably been fairly consistent over the years.

Q Although in this case, we -- we don't know. We just know that one year is 656,122. Based on the fact that they have captive customers, it's probably somewhere in there unless there's some economic boom that took place back in -- three years ago or whatever. That's basically your assumption?

A Well, that, and really the rate -- any rate increases would probably affect it more than it would the economic --

I don't think they were in for any rate increase, so...

A Yeah.
So one comment on the 656,122.
So the rate -- the staff goes through their process of developing what they believe is the required revenue in order to support covering expenses, depreciation, whatever, in order to determine what the rate increase was going to be. So what if I told you the 656,122 that you're using for this valuation is basically one month of actual extrapolated out to 12 months annualized, because they had difficulty with Southern's analysis of billing as well?

A Okay. From memory -- and I've got your-all's report here if $I$ need to go pull it. But, gosh, from memory, I thought that the -- that Southern provided that number and that the staffers decided to accept it.

Q Actually, Southern provided a number that couldn't be substantiated because they did their own billing analysis. And when they did do the billing analysis, it didn't match. But I believe they came up with one month that was used since they couldn't validate the whole annual
period, and then extrapolated it out for 12 months. So we have a $\$ 4.1$ million valuation being done on one month of water billing from 2017.

A I've got that report here. Would
I be able to pull it real quick?
MR. CICERO: I have no problem.
MR. BOWKER: Can I approach? May I approach?

CHAIRMAN SCHMITT: Sure.
A (Witness reviews document.)
BY MR. CICERO:
Q Can you go to Page 6, Billing Analysis Adjustment?

A On Page 6, it says, "Southern District provided the billing analysis that accounts for lost revenues of $\$ 656,122 . "$ That's at the top of Page 6. Now, I may have read that wrong, but I was under the impression that they provided it. And then it says, "Commission staff finds that the billing analysis shows that these adjustments are reasonable and should be accepted by the Commission." So I thought I was starting off with the number that was provided by Southern. They didn't provide it directly to me, but they provided it to the staffers.

So then did you read to B?
A Well, the -- the B part is an adjustment. But if you look over to -- let me find it.

Q
Would you read the third sentence down on that $B$ ?

CHAIRMAN SCHMITT: What page are you on?
MR. CICERO: Page 6.
A Yeah, on Page 5, the operating revenues, and you see they made the 656,122 adjustment.
$Q \quad$ Uh-huh.
A And then they made a $\$ 54,000$ adjustment that is the $B$ part, but $I$ thought that was for a specific issue someplace that -- I almost called it a penalty.

Q Can you read the sentence three in B?

A Pardon?
Q Sentence three of $B$ on Page 6 .
A To cal- -- where it says to calculate -- "to calculate the number of bills for the usage blocks, Southern District multiplied the number of customers in each usage block by 12."

Q So that was for the 12 months.
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That was the adjustment that was -- that was the extrapolation that was used; am I right?

A Well, I'm -- I'm the least among us, but when $I$ read that whole thing --

Q I'm just pointing out that the number that was used -- I'm not being critical of you for using the number you did given the circumstances that you couldn't get a number from Southern, but it's ballooned into something besides just whether Southern receives a particular rate increase. Now a valuation of assets being transferred, which has become a part of this in determining what type of rate they're going to receive and it's -- a lot of it is based on your report, and some of the assumptions, you know, may not be the best assumptions to be used.

A Well, let me say this -- and, again, I'm not saying I'm right --

Q Right.
A -- but here's -- when I read the whole report, here's what $I$ got from it. Their -the staffers accepted the loss of revenue from these customer base, okay, but then there were other adjustments -- they're not -- they're not getting a rate adjustment just because of the loss
of those customers. So there were other adjustments, and you got $B$ and you a got C. And when I read those, it looked like they were then looking at the overall picture and making adjustments. In fact, one of the adjustments I'm -- I'm looking down through there, see if I can figure out which one it was. It was almost like punishing them because of their lack of control of the lost water. They were --

Q Oh, yeah, they're penalized anything over 15 percent, because 15 is the nationally accepted level of water loss, and anything over 15 percent is not permitted to be recovered through a rate increase. So they did adjust for that.

A So see what I'm saying? I thought those adjustments, they -- it says they accepted that. But then these other adjustments appeared to me -- and, obviously, I'm wrong if you say I am -- was to look at the big picture of, okay, the total rate adjustment, not just centered on the loss of customers in this transaction. That's -- that's how $I$ read it.

Q So what I -- and I'm only bringing this up because I'm looking at the

Historical and the Normalized Financial Statements, and I know so much rests on the 2017 numbers. That's what you're basing the costs on, that's what you're basing the revenue on, and that's how you're coming up with an income number. So if I go to -so if $I$ go to -- I don't know what page -- again, there is nothing -- that would be one, two, the third page after your -- after the historical and financial data, which you're looking at equity value comparisons. And, again, going back to this 482 number, I think, which is the cost number. Yeah, 482,845-- 906. Or is that the discounted revenue stream that you've done here --

A That -- that's --
Q -- the enterprise level equity value?

A Yeah, that's the discounted -what you do is, is you get your income stream, you know, going forward. Now, if we were -- let's say we were doing the whole company. Then that would be based on a projection of what the future operations of that company was going to be. In this case I'm saying the projection of the income stream is that 482,906 number going forward. Well, you can't go to -- you know, perpetually. You got
to stop somewhere. Typically, you go five years. And then that terminal value represents a calculation of what those same revenue streams would continue to go. But when you present value and back to today, there is a point out there where the present value back to, you know, basically nothing, you know, if you get far enough out.
Q
So --

A
But that is the discounted cash
flow method.
Q So if I look at it, the future values come up to 2,280,530; right? Present value --

A Beyond -- beyond the five-year period?

Q -- 2017 -- huh?
A That -- the $2,280,530$ ?
Q Right, uh-huh.
A
That represents years six through perpetual, okay. And they call it terminal value because they're -- you can't just keep present value year six, seven, eight, nine, ten, all the way through, so there's a point where you stop. But they actually have a present value table that tells you what years through whatever would be
bringing it back to today, and that's what that 2,280,530 is.

Q So the 480 -- just so I understand. The 482,906 projected equity net cash flows, the first column is the 656,122 discounted back?

A I'm sorry, repeat that?
Q The 482,906, which is the projected equity net cash flows for years 2018 through 2022.

A That is the 656 minus the expenses that are associated with it.

Q Right.
A
Okay. And then you discount --
in year one discounted back to today, it would be worth $\$ 431,127$, okay? In year two it would be worth 384 and -- and so forth. And then finally you get to a point where year six through perpetual you do it all as one number. And there's a present value schedule for that. Now, this is all computerized.

Q Well, I understand that. I'm just trying to understand from my own purposes. I understand the 482,906 times five is 4,020,000; right?

A Uh-huh (affirmative).
Q I mean, that's how you're getting there. I just don't understand why that number stays constant through all five years.

A Now, the 4 million, that -that's not -- that shouldn't be the 482 times five.

Q -- total?
A That's -- that's how you calculate the terminal value, okay. And it represents the 482 going forward perpetually, okay. They call it the terminal value.

Q So these aren't any -- they aren't related, in other words, is what you're --

A No. There's --
Q -- saying. Okay.
A -- there's no mathematical
calculation there. I did mention that the capitalization of earnings method is my sanity check.

Q Uh-huh.
A It would take -- if you took the 482,906 and divided that by the cap rate, which was 12 percent, it comes up to 4 million, I think, 16,000. And it's the same -- the reason they're -that's similar is it's the same concept. When you
cap something, you're -- you're saying you're going to make that 482,906 going forward. And you're capping it back to today by dividing by the cap rate.

Q All right.
A So the two methods are very similar in concept, but mathematically, you know, different.

Q Well, understanding that none of these numbers are going to tie together because you don't have enough computer program, is what you're saying.

A I --
Q I can't go down --
A I'm confident that if you entered those numbers into a --

Q Yeah, your spreadsheet --
A -- discounted cash flow --
Q -- software, it'll pop out --
A -- program, it would come back to that number. And that's why I did the capitalization of earnings method as a sanity check. I knew that once I calculated that and it was similar, I knew, okay, I'm okay.

Q So then when I get back to the
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Appendix - Projections \& Assumptions, so this page is just redundancy; right? You're just -- it's the same numbers over and over again. You're not really -- there is nothing really being done here that's --

A Like the very next page, for example?

Q Uh-huh. Projection --
A That is the calculation of the cap rate that $I$ keep quoting, this 12 percent, and that's how I calculated it. That's where you see that specific company premium of 2 percent. It's kind of halfway --

Q You're talking about the page before that, aren't you?

A Well, we -- we were on the page --

Q I was -- I was going to the page Appendix - Projections \& Assumptions, which is after your qualifications, which is after --

A Yeah, yes.
Q -- your engagement and which is after -- I saw the cap --

A You are correct --
Q I saw your cap --
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A
-- that's the same information. Yeah, it's the same information, because if you go to the next page, revenues, expense and assumptions, your average annual growth rate of zero net sales revenue is estimated to grow at zero, starting from a base of 656,122 and growing up to 656,122 in the projected year, and 656,122 in projected year five. So there's really nothing being done there; right?

A No. If -- if you were doing the whole company -- and I told you we were doing projections going out. Theirs were -- it would be very specific information that -- of what we thought sales were going to increase by or what we thought this was going to be. And so in this case I'm saying that the revenue is going to stay the same.

Q So you did three -- on behalf of both entities, it was three goals or objectives; right?

A That's correct.
Q And the last two was -- one was the stability of Southern and one was post transaction and the other was stability of Prestonsburg --

A That's correct.
Q -- post transaction?
In viewing the financials -- and I
understand you relied heavily on audit reports, and the auditor didn't indicate there was any red flag that said that there -- he expected any significant issues. Do you think that this transaction affected the stability of either Prestonsburg, Southern, or both?

A Well, I think it definitely
impacted them.
Q Negatively, I meant.
A And the issue with Southern, if -- if we were standing here and there was no rate increase, there's no question in my mind that Southern was going to have problems, okay. What -what $I$ was charged with is after the transaction, okay, and -- and I may have took this for granted, but viewing that -- that there was a rate increase requested, that absent that rate increase, I would tell you they probably would have had problems, but I think they had problems before. And -- and in terms of what $I$ was asked to opine, by the time you take -- if they got 4 million dollars on the transaction, which is what my report is saying, you
know, what -- what the transfer was worth, and looking at the rate increase and applying that to the audit -- and you got to remember, the audit was showing a small loss. It had a million dollars of depreciation, which depreciation isn't something you throw out the window, as you know. I'm not saying that. But in terms of immediate cash flow, you know, the real impact for that wasn't going to happen until '18. That would be the first year, full year of loss of revenues from this transaction.

So what I was looking at on Southern is, I had the audit. I looked at the income statement; I looked at the balance sheet. It's $\$ 18$ million of assets. And then I looked at the fact that they were getting a rate increase to replace the lost revenue, and -- and then the 4 million, however they used it. I didn't care if they used it for debt service or put it in the bank account. The combination of all that, I believe I had enough information to opine that they were -- they were going to be able to remain stable based on those factors.

Q You didn't really include that statement in your report though; right, based on
these -- these events occurring? I mean, at least I didn't see it.

A I think what $I$ said -- it's on the last page -- "The Kentucky Service Commission issued a report on the determination of the rate increase filed by the District. In addition to reviewing information provided by the filing, the Commission assigned staff members to do a thorough examination of the District's finances." And I was following your-all's report. The staffers, I thought -- I don't know who wrote it, but it looked like to me it was very logical in what they did and how they determined -- like you started off -- of what the increase needed to be, as opposed to what they either initially requested or whatever.
"Their conclusion was to approve a rate increase for both the basic and second tier rates than what the District had requested." And I hope this didn't offend anybody. I didn't know this was actually coming here, which is very unusual by the Commission. I had no idea this thing was coming here. I thought $I$ was doing a report for the Ag people. So --

CHAIRMAN SCHMITT: There are a lot of people that say we do a lot of unusual
things.
A My experience on the other side of the fence was, is -- is you fought for the -for -- any increase you got, you fought for it. That's my side of it.
"The combination of these rate increases and the reduction of debt/working capital provided by the $\$ 2,140,000$ contract dated June 28, 2018 and the additional agreement of $2,000,000$, should make the viability of the District positive for many years based on my understanding." I did say, "I place a great deal of reliance on the Commission's detailed work" -- because that was the basic source I had of information -- "and confidence that the rate increase was sufficient to assure their success."

Q When did you say you found out that $\$ 2,000,000$ of the transaction was to go to the fiscal court rather than Southern?

A I don't -- I don't know. The way it was proposed is what I remember, is he didn't say he was going to do that. He was saying they -like they owe us money and that might be one of the possible things. That's the way I remember it. I don't remember him saying, yeah, we're going to take 2,000,000 of that and do this or, you know,
whatever.
Q So you really didn't -- you didn't know?

A No. I just --

Q
Because I think that's one of the large negative impacts, is the fact that 2 million that might have gone to pay off debt or help the District financially was really going to the fiscal court and not going --

A Wouldn't -- wouldn't help them.
Q -- wouldn't help them at all in terms of financial stability going into the future?

A I guess, in my mind, I was also tying it back into my 4 million number. In other words, I'm saying it's really worth 4 million. They had done 2,140,000. And then somewhere down the line they're going to get another close to 2 million.

Q And that number was earmarked by the Floyd County Fiscal Court possibly to go to them rather than -- and I'm not saying that you knew that. I -- it appears that you did not.

A I did not.
MR. CICERO: I think that's all I had.
CHAIRMAN SCHMITT: Mr. Bowker, any
questions?
MR. BOWKER: Just two follow-up questions, please.

How are you, sir?
THE WITNESS: Good. Good.
MR. BOWKER: Just got two quick questions for you.

## EXAMINATION

BY MR. BOWKER:
Q Did you examine at any time any of the annual reports filed with the Public Service Commission for the sewer assets that would have included Southern District's revenue stream on the sewer?

A No, sir.
Q And then my other question is, did the audit reports you reviewed have water and sewer operations separated?

A No, sir.
MR. BOWKER: That's all I've got for you, sir. Thank you.

CHAIRMAN SCHMITT: Mr. McNeil, questions?
MR. McNEIL: I have no questions left.
CHAIRMAN SCHMITT: Questions?
MR. STROBO: I have a few question,

Chairman.

## EXAMINATION

By Mr. Strobo:
Q Mr. Fyffe, My name is Randy
Strobo. I represent Southern Water Sewer District.
So getting back to the engagement, there's no signed engagement letter, no signed agreement with Southern Water --

A That's correct.
Q -- is that correct, with your firm?

A That's correct.
Q When did you first start -- when
was the first conversation you had with Mr. Hall or anybody else at Southern?

A I'm going to say -- I got a call
from Mr. Campbell first, went down and met with him to see if I could do the engagement, had to make sure that I had an understanding and -- and ability to do what he was asking. And Mr. Hall wasn't available that day, but him and Mr. Hale called me, I want to say, within days of that visit.

Q I'll get back to that call in a second. I know when I have an engagement letter with my client, I kind of list out the obligations
that my client needs to fulfill in order for us -our agreement to -- my representation to work. And often -- in every agreement I have I kind of outline this is what is expected of you, client. You need to return my calls, you need to provide information when asked, that sort of thing. Do your engagement letters say that?

A I think it might say that you're going to provide me the information that I need.

Q Do you think --
A It's not detailed like you're -you're talking about.

Q Do you think it's important, in hindsight, that Southern probably should have signed an engagement letter with you?

A Not really. The -- my engagement letter was, to be honest with you, more how am I going to get paid. And, you know, since Southern wasn't going to be the one paying me, was my understanding from day one, I don't know what the purpose of the engagement letter would be.

Q So even though somebody else is paying you and -- but you're doing the work for another entity, the one that's not paying, you never require an engagement letter from the entity
that's not paying you?
A Let me put it this way: This is a fairly unusual situation.

Q I agree.
A But I mentioned that West
Virginia has a fairly unique divorce type system. It's not like that in Kentucky. And I wouldn't get an engagement letter from both of those people. At that point I'm actually working for the court.

Q But in this case -- who do you think you're working for in this case?

A I was told right from the very beginning I would be working for both parties.

Q And who told you that?
A Mr. Campbell.
Q Did Mr. Hall ever tell you that?
A I don't guess -- I don't guess he specifically did. He -- he certainly indicated that from e-mails/phone call.

Q And about -- I know you don't have it in front of you, but about when was that engagement letter signed?

A I'm still back at August of 2018.
Q And when did you drive down to visit with Mr. Campbell?

A He -- when he called me, we made a -- tried to make an appointment. And I'd say that was within -- fairly quickly, one or two days of the phone call, I want to say.

Q About --
A August -- August of 2018.
Q So one or two days after you signed the engagement letter?

A Yeah. Well, he called me. I go down there, okay, and --

Q Let me -- when did he call you?
A Somewhere -- I think somewhere around August of 2018.

Q Okay. After you signed the engagement letter?

A No.
Q Okay.
A Okay. He called me first.
Q Okay.
A And said he needed a valuation done, and that he had gotten my name from Mr. Cranfield, and that would I be able to do this engagement. I told him I would have to come down and look it all over, make sure I understand what I'm supposed to be doing before I'd be able to do
that. The engagement letter was after I had seen the site visit, after I had talked to him. And then I went back and drafted the engagement letter.

Q Was Mr. Hall ever involved with the arrangements for you to come down for that first visit?

A My understanding was, is he was supposed to be and that he wasn't available. But it wasn't like I was, you know -- at that point I didn't know much about the engagement at all, tell you the truth.

Q So you were unaware that Mr. -were you aware that Mr. Hall was supposed to be involved with this engagement when you went down?

A I'm pretty sure he was invited or noted that I was coming, but he wasn't available.

Q And was that the only time that you came down?

A That's the only time I came down.
Q When did you receive that phone call from Mr. Hall and the judge executive?

A I want to think within days of me going to Prestonsburg. He wasn't available, was my understanding. He knew I was meeting with him. And thought it was a little odd that the judge
executive was calling me, but, you know, when he called I accepted the call. And Mr. Hall, I'm pretty sure, was in -- he was either in the room or the judge executive had already gotten him on the phone prior to connecting in to me, because right away when I took the call, he introduced himself, and then he said, I have, you know, Mr. Hall -either said here, too, or on here, too.

Q To the best of your knowledge, was the reason for that call the lack of communication with Mr. Hall from your firm?

A No. I'm -- I'm trying to be careful here. I'm going to tell you that the phone call -- Mr. Hale wanted to explain how this whole thing got started, what his intent was when he tried to put this thing together. And I think he was also trying to impress upon me that -- of what he thought maybe the dollars, you know, should be, more in a -- that it should be a lot of money. And that he wanted to make sure that I understood that I was working for Southern as well as Prestonsburg, and I said I did. And -- and Mr. Hall said very, very little, tell you the truth.

Q Is it your understanding that Mr. Hall was your client, but not the judge
executive?
A The judge executive was not my client, and Mr. Hall technically wasn't. It was the Southern District and the Prestonsburg Utilities.

Q Okay. But you directed your report and the cover letter to Mr. Hall?

A I directed it to him as President of the Southern Water and Sewer.

Q I'm just a little confused --
A Okay.
Q -- because you directed it --
CHAIRMAN SCHMITT: We're all confused. BY MR. STROBO:

Q This letter is directed -- this report is directed to Southern and using Southern's information to -- to formulate your report and to prepare your report, but they're not the client.

A Southern Water is.
Q Southern Water -- I thought you just said Southern Water was not the client.

A Oh, no. You said Dean Hall.
Q I apologize.
A Yeah. And I said, well, he wasn't technically --

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Q Okay.
A -- my client. Southern District was.

Q That's my apologies then.
So Southern -- you do say Southern Water is a client of yours?

A Yes, that's correct. I was performing services equally for Prestonsburg Utilities and Southern Water District, but I did put the report to Dean Hall, President of the Southern Water and Sewer.

Q Was there any discussions with Mr. Hall -- with you and Mr. Hall about whether or not Southern would pay for some of your services?

A No.
Q So you assumed that they wouldn't pay it because Prestonsburg said they would?

A Well, I believe Mr. Campbell represented to me that he was ordered to pay for it. That's my understanding.

Q Who ordered Mr. Campbell to pay for it?

A I'm not sure about that.
Q How many times did you talk to Mr. Hall on the phone, total?

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A
Just -- just that one time and everything else was by e-mail. And he did respond to -- to some of the e-mails and -- and I should have those and I think you're going to see those.

Q Did you ever do a site visit or ever visit Southern's offices?

A No.
Q Do you typically visit the offices of the entity that you're appraising?

A I -- I do it -- you do the site visit of the property that you're doing the valuation on, which was by car.

Q Do you ever, when you're doing an appraisal, review the business records of an entity?

A Well, that's what $I$ was asking for.

Q Do you typically gather those yourself or do you rely on your client to give you those, or both?

A The client gives it to us.
Q Okay. So you don't actually go
into the office and look through the records yourself or have an assistant do it for you ever?

A No.
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Can I just addendum that just a little bit? Q Sure.

A The legal system is still maybe the only, lonely system left that's not paperless. And you have -- I have to have documents physically in my possession for almost everything I do. So I -- I capture the question, but -- but normally the clients provide me the records, and that way I have them as part of my file.

Q But typically -- just going back, you don't -- did you visit Prestonsburg's office?

A When I went to meet with Mr. -- I met in their offices.

Q But just to meet there and then you went out?

A Then we went out.
Q But I assume that you talked about this project while you were at Mr. Campbell's office; right?

A That's correct.
Q And Mr. Hall was not part of those conversations; correct?

A That is correct.
Q And the only time you've ever -well, have you ever met Mr. Hall in person?

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A No, I have not.
Q And only one phone call; correct?
A That's correct.
Q Now, going to the e-mails -- and if you can approximate those for me. I know you don't have them in front of you. About how many times did you-all exchange e-mails?

A With just Mr. Hall; right?
Q Just Mr. Hall. Well, yeah, just Mr. Hall.

A You got to remember most -- most of the e-mails would have been to -- at one time including Mr. Hale, to all three, and then I dropped Mr. Hale off. And -- and then there's e-mails just to Mr. Hall reminding him that I'm waiting on, you know, this and -- like, he would send me that depreciation schedule and I probably responded with, well, "that's not really what I'm asking, this is what I need" type thing. So I would say the total e-mails that would have Mr. Hall's name on it, probably 15, somewhere in that ballpark.

Q And that's total with Mr. Hall's name on it, even though there's other people --

A Right.
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Q -- copied on the e-mail?
And did -- and, typically, Mr. Hall would respond when you asked him for a response?

A He -- he's -- I'll be honest with you, he was very unresponsive. He -- it's not like you think you're going to get a response back real soon. And I'm not even --

Q Mr. Hall --
A -- trying to be critical. I'm just saying he -- he was a -- very slow. But eventually, you know, I would -- like those audits, you know, eventually I'd get them, but it might have been a week, maybe sometimes two weeks after I asked for them.

Q Did Mr. Hall ever express any type of confusion over what you were requesting of him?

A Not to me.
Q Was there -- did Mr. Hall ever express any confusion about who was to give you that information?

A $\quad \mathrm{He}--$ he didn't name any
individual.
Q Well, as far as if you -- you sent an e-mail out for -- a request for some kind

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of information from Mr. Hall or somebody else. Did he ever express to you that he wasn't sure he had it or he thought somebody else should provide it to you?

A No, no. He -- he never -- I assume he would go to whoever is his financial person and they would provide the information. And if it wasn't available, I'd assume that he would have e-mailed me back and said that information is not available. That didn't happen.

Q You submitted your report, I think, was it October 31st, 2018?

A That's correct.
Q And by submitting that, I'm saying that you gave it -- you sent it to Mr. Hall and Mr. Campbell?

A Very close to that date.
Q Did you ever -- did you give any warning to Mr. Hall that you would be submitting that report on that date?

A No.
Q Was there outstanding requests still from Mr. Hall that he was supposed to get to you before you -- at the time you submitted this report?

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A
Well, for example, one of the requests would have been the -- the loss of revenue and related expenses to those lost customers, and I never got a response from him, but when I got the PSC report -- I read it while ago where it said that the request that they had submitted said that the lost revenue was that $\$ 656,000$ number, so -and then my understanding was, is that the PSC staffers had accepted it. So to me, if he -- if it was part of the rate increase request from Southern -- and then my understanding was, which sounds like it may not have been totally accurate, was that the staffers had accepted it, then that's the number I used. So the fact that he hadn't got back to me at that point was kind of mute on that.

Q So did you ever tell Mr. Hall that you were going to use that number from the PSC report?

A Obviously, I didn't do it by phone or by voice, but I'd have to look at my e-mails to see if I -- I'm not sure I would have specifically shot that out to him.

Q Would it surprise you if Mr. Hall -- and I'm -- well, I don't know if I should ask that question. Hang on.

The timing of the submittal of your report, do you typically submit your report without giving any warning to a client?

A I guess the -- the norm would be that the client knew I was preparing a report, that they would have some expectation that it would be coming to them.

Q Did you tell them that -- did you tell Mr. Hall that you were going to submit the report on the date that you did, prior to submitting the report?

A No.
Q Do you typically allow your clients to take a look at the report before you finalize it?

A What -- what I have to be careful about is if it appears that I'm giving them the report so that they can influence me in -- in what it says, that can't happen. Now, sometimes I have a lot more verbiage, history of the company, you know, that type of thing. This was a little bit different type of report. I will ask them to look at the verbiage, and I'll be clear to them that I'm not interested in your comments on my numbers. But in this case I didn't have the verbiage, so, you

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know, I don't know why I would be asking them to look at the preliminary report.

Q After you submitted the report and -- did you receive any feedback from Mr. Campbell?

A I think Mr. Campbell just simply said, you know, not in this -- these words, but like, I'm okay with that or, you know, whatever.

Q Did you receive any feedback from Mr. Hall?

A I did not.
Q If you were to receive some
feedback, would you go back and look at the report to make sure, you know, whatever feedback they had was accurate or make sure you did what you were supposed to do?

A In this particular case the only thing that he could have said to me, if he said the 656 was wrong, I would have just pointed out to him that it came from the rate increase application. But I -- I don't know how the numbers could have changed no matter what he said to me.

Q So I run into this problem a lot in my practice, and I know we're kind of apples to oranges. But do you -- do clients typically

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respond to your e-mails immediately?
A I don't know that e-mail is designed to be immediately, but day or two or three you would expect something. But I think you're going to see that they were far and in between.

Q Do you ever have to nag your clients to get them to send you things?

A I think you're going to see that.
Q Okay. Other clients besides Mr. Hall and Mr. Campbell?

A Yes. Yes, sir.
Q So it happens?
A It happens.
Q I'm going to ask you a few questions about the sewer infrastructure and the sewer assets.

Well, first of all, did you review the Asset Purchase Agreement that was signed back in $2017 ?$

A Yes, I did.
Q Did you review all the exhibits attached to it? There are a lot.

A I -- I probably -- I may have perused them. I don't remember that I studied them, but it was -- they were part of the agreement.

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But you made no independent analysis on your own about the value of the sewer assets; correct?

A I think that would be correct.
Q And you relied on your clients for that number?

A That's correct.
I'm going to read you something.
Now, this is a from a resolution adopted by the City of Prestonsburg, and it's attached to that Purchase Asset Agreement -- or Asset Purchase Agreement at Exhibit 5 -- oh, I'm sorry, Exhibit 6. I'm going to read it to you. So this is the -- the City of Prestonsburg adopting a resolution to agree to move forward with the deed -- agreement. "So whereas 'the City's existing wastewater treatment plant'" -- the city wastewater treatment plant in quotes -- "is currently operating a maximum capacity. Whereas, Southern District's Harold, Betsy Layne wastewater treatment plant, the Harold wastewater treatment plant is modern, operates approximately 50 percent of its rated capacity of 100,000 gallons per day, is expandable to 400,000 gallons per day, and is strategically located along the 'U.S. Highway 23 corridor'" -- the U.S. 23

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corridor in quotes.
"Whereas, if the City acquires the Harold wastewater treatment plant, Prestonsburg City Utilities can reverse the flow of wastewater, divert a substantial portion of the wastewater from its existing wastewater treatment plant to the Harold wastewater treatment plant and create additional capacity at the City wastewater treatment plant.
"Whereas, acquisition of the Harold wastewater treatment plant will enable the City to forgo substantial capital improvements at the City wastewater treatment plant.
"Whereas, acquisition of the Harold wastewater treatment plant will enable the City and PCUC" -- Prestonsburg Utility -- "to more economically extend wastewater service along the U.S. 23 corridor to the Floyd/Pike County line."

I know that's a lot of stuff that you don't typically deal with. But based on that -- I'll summarize it from my opinion what it means. It means that they're getting a new -- Prestonsburg is acquiring a new asset from -- from Southern. That asset is in good condition. It has extra capacity. Because of that, Prestonsburg does not have to expand -- invest in capital improvements in their
current wastewater treatment plant, because they're almost at capacity there. And by acquiring this wastewater treatment plant, they can divert flows to that new wastewater treatment plant and, also, potentially add new clients that can be serviced by that wastewater treatment plant.

Now, I know that's a lot. How would you evaluate that from an appraisal's perspective and how would that impact the appraisal of the sewer assets?

A Zero.
Q Zero?
A Let me --
Q Tell me why.
A -- let me tell you why. You're -- you're describing what the benefits to the buyer is, okay. And the definition of fair market value is between a buyer and seller and neither compelled, all relevant facts, and so forth. And it still comes back to, you know, what was the benefit stream to the seller, is -- is how you value. So everything that you read off there, how is that going to impact Southern Water? What -- how is that going to change their income stream for -- for the sewer? And that's all the

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benefits to a buyer, but the buyer typically ain't willing to pay you for me being able to use what I'm buying at an advantage. I'm not willing to pay you for that, okay. It -- it's almost like -- we actually run into that question. That's not an unusual question in our profession, okay.

So picture I'm going to be able to buy your company because strategically I'm going to be able to use you and I'm going to make more money, et cetera, et cetera, et cetera, but I'm not willing to pay you more than what your company is currently doing. Not what I'm going to be able to do with it once I buy it. I'm not going to compensate -- I'm not going to pay you for what I'm going to be able to do. I'm going to pay you what you're operating at. And that's a fairly common, you know, question. So I didn't mean to --

Q No. That's fine. I was kind of expecting that answer.

You never had that conversation with Mr. Hall, did you?

A No, I don't believe so.
Q You never had that conversation with Mr. Campbell, did you?

A No. If -- if there was anything
close to that, the phone call I got from Mr. Hale and Mr. Hall that day -- I don't know how to characterize that conversation any more than it wasn't just an introduction; it wasn't just a friendly, hey, here's who I am type thing. He was promoting the value for Southern District. That's how I'm going to say that.

Q And I don't want to put words in your mouth, but it sounds like you had an ill feeling about that conversation?

$$
\text { A } \quad I \text { don't -- I don't -- I don't }
$$

know that $I$ felt ill. I -- I thought it was interesting that he was promoting -- it was almost like he had a personal interest in the transaction. And I wasn't aware of that personal interest until I get that phone call. Now, I expected Mr. Hall to call me. I didn't expect Mr. Hale to call me.

Q Did you make it clear in that conversation that your client was Mr. Hall and not Judge Executive Hale?

A Well, again, the client would be Southern District.

Q I'm sorry. I know.
A And I know you --
Q I apologize.
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A
But let me -- I think -- I think I said this before, but he was also wanting to make sure that I understood that Southern was my client also. So Mr. Hall was sitting there -- or either sitting there or on the phone. And I said, I understand that fully. That was presented to me when I met with Mr. Campbell from day one. So now, did I say, now, Mr. Hale you're not my client? No, I did not.

Q And you testified previously that you -- that you performed two different utility appraisals; correct? And one was South Shore and what was the other?

A It was the city of South Shore -I'm sorry, that's not correct. That was a situation where that was a private company that the city of South Shore was going to buy, but the name of the company was just simply South Shore Water Works. And the other one was Bonzo Water Company.

Q So you've had experience with two different water company type appraisals?

A Those were full company valuations as opposed to just lost revenue.

Q Do you have any experience appraising sewer -- a sewer district itself?

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A No, sir.
Q Or sewer assets?
A No, sir.
Q It sounded like you may have consulted with Mr. Cranfield at some point in your --

A I did.
Q -- in your work for Southern and Prestonsburg?

A He had actually done one of
these --
Q Uh-huh (affirmative).
A
-- before. And I asked him to -well, first of all, I called him to thank him for the referral. And he had actually done one, which is how I think there was the connection to begin with, with Mr. Campbell and him. And I asked him to send a copy of his report, and he did the discounted cash flow method also.

Q Did Mr. Cranfield review your report before you submitted it?

A No, sir.
Q And besides that help that you just described, did he assist you in any other way?

A No, sir.
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Q Did anybody else in your office assist you with this report?

A No, sir.
Q I'm sure we'll see this in the e-mails that you provide. And to the best of your ability, can you describe some of the information that you requested from Mr. Hall that you did not receive?

A The -- the basic information that I was looking for -- this -- this is what we would call a lost revenue case, okay? So what I was asking for was what the -- the revenue stream for that customer base was, okay. And what the related expenses that -- there are certain expenses that are directly related to that revenue stream, okay? And the things that are going to continue, you wouldn't allocate -- if I'm going to -- I still have to pay four people. None of that gets allocated to the lost revenue. My expenses are going to be -- I'm still going to incur the same expenses, okay. I'm only looking for the things that were direct to that revenue, okay. And that was basically what I was, you know, asking for.

Now, I don't -- I got the impression that the records weren't very conducive to pulling that
information. Now, obviously, they had the -- the gross. If $I$-- if $I$ read the report correctly, what it looked like to me it said that, you know, that they had determined the lost revenue to be 656, whatever it was. So evidently they had the ability to arrive at that number. And I was under the impression that the staffers accepted that number. And I think they did that after reviewing, you know, the calculations and stuff. But as far as the expenses directly related to it, might have been where they were struggling a little bit.

Q Ultimately, though, you had information you needed to produce the report that you produced; correct?

A That's correct.
Q Were you aware that Southern had that information as early as July of 2018 in document form and they could have e-mailed it to you very quickly?

A No, I was not aware of that and I don't...

Q That's part of the rate case and that's -- the PSC staff report was based on the application that Southern submitted to the PSC. And you're saying the number that was provided
there, that the PSC approved of, that's what you needed to ultimately finish your report; correct?

A That's -- that's correct.
Q So that's why I go back to my confusion question as to Mr. Hall not knowing exactly what he needed from you, because they had that number for the past six months.

A That would confuse me also.
Who I actually got the Public Service Commission report from? Mr. Campbell. I was maybe complaining a little bit that he -- he was on to me. Ag people is what -- somebody was breathing down his neck for the report. And I was simply saying, I can't get it. I can't get the information. And this evidently came available October 24 th maybe, or somewhere close to that or, you know, whatever, and he's going to e-mail it to me. Now, if it didn't have the information I needed, I was still back in the same position, but it actually had the information, so I'm -- I would be just as confused as you of why I couldn't get the information.

Q Could it be possible that
Mr. Hall was relying on Mr. Campbell to provide that to you in the first place?

A He wouldn't have wanted to.
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Q Excuse me?
A He wouldn't have wanted to.
Q Why is that?
A Mr. Campbell's calculation was much, much less. He -- he had cost assigned to it that brought the net revenue down to 200 and some thousand dollars, and that -- that wouldn't have been into Southern's best interest. And I'll be honest with you, I wouldn't have accepted -- he sent it to me. I had it. I wouldn't accept it without, you know, Southern saying, yeah, that's right. But when I got the PSC report, it was 482 whatever and -- and that's what I used.

Q So you have two different numbers, but you're relying on the PSC number, not the Prestonsburg number?

A The staffers -- when I looked at the report, it looked like to me -- I think it even says in there that they spent a week down in Southern's offices, I picture pouring through the records, to come up with the report that they came up with. And so I thought that -- that -- if you're -- if you're trying to think of what the most reliable information would be, would it be from Mr. Campbell? I don't think so. But I felt
like the PSC information was accurate and that's what I used.

Q So, you know, what I'm trying to get at a little bit, too, is it seems like there's an inherent conflict here between you representing both Prestonsburg and Southern at the same time. You're getting numbers from Prestonsburg they don't agree with and, ultimately, you use numbers that benefit Southern, but you're still getting input from two different folks that you're representing at the same time, and there's not really clear boundaries over who is expected to give you what over who your loyalty -- I won't say loyalties are, but, you know, in the attorney sense we have a duty of loyalty to one of our clients -- to a client. I don't know what that is like for you, but it seems problematic and I'm just curious to know why maybe you didn't recommend Southern or Prestonsburg get separate -- you know, get their own CPA, their own appraiser to do this rather than being a joint -- a joint effort?

A Well, the reason -- reason he gave it to me is so I could compare Southern's, if I had gotten it, so I could try to determine, okay, now what do I got to do to figure out which one's
right. But then when the PSC report came out, now you've got a third -- independent third party, okay. Can't get any better than that. Actually, going down to the office, detailed work, and -- and here's the numbers. To me that was better than anything else I could have gotten from either one of them two.

Q But going beyond just that
number, I mean, the entire relationship, it seems confusing, difficult to figure out, you know, where am I getting information from, who am I listening to, whose offices am I going to go visit? You know, who am I going to talk to on the phone? Who's the point person? It just seems difficult and I'm just asking your opinion --

A Every -- every --
Q -- on why -- let me finish --
A -- every West Virginia --
Q -- let me finish -- let me
finish --
A -- divorce case is like that.
Q -- let me finish, please.
Please, let me finish.
I just want your opinion on why you thought that was okay to represent both entities at the same

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time in something like this.

A
Well, what you're implying is that I can't be objective, and that's our standard, that I can't be objective by performing a service for two different parties. And I think you can see what I've done is make sure that I maintained my independence throughout the process.

And you're right, if I hadn't have got the PSC report, I'm sitting there and I don't have information to do anything. I can't rely on his, you know, and I'm not getting anything from Southern. And why I don't -- I don't know the answer to that. It would confuse me just as much as it does you. But once I got the PSC report, I feel like that what $I$ performed is, in fact, what I was contracted to do for both parties. And I think you can see I didn't prejudice against one versus the other, in my opinion. In fact, Prestonsburg ought to be the one that's upset, not Southern, in my opinion. So I do think I had the ability to do that and we do it -- like I say, that's -- I do that every West Virginia divorce case I've got to -- have to do that.

Q And I'm by no means questioning your independence and your ability to be objective,
but -- well, you mentioned just then that you had contracted with Southern, but you never, in fact, had contracted with Southern; correct?

A Verbally, I did. Mr. -- the phone call that I had, Mr. Hall was there and Mr. Hale was trying to make sure I understood that I was also representing Southern. And I told him I was and Mr. Hale heard it. Now, like I say, I don't remember Mr. Hall saying a whole lot. I think he introduced hisself, wanted me to know, you know, who he was. And then, you know, he may have a blind e-mail account for all I know, but somebody was answering the e-mails. So I think I had a contract with Southern District.

Q And this is probably my last question, so thank you for being patient with me.

You mentioned there's a type of urgency associated with getting this report out. Where was that urgency coming from?

A My understanding was, is this transaction took place -- now I know June 28th. I think earlier I said June 30th of 2017. And I was under the impression -- I didn't even know the PSC was involved in it. My impression is the Ag people were wanting the report. And I don't know who
determined that Prestonsburg had to pay. But when I met with Mr. Campbell, he said that -- that whoever was dictating it, Prestonsburg had to pay for the valuation and so forth. So the engagement letter was just purely a compensation arrangement. And before I came down here, I conferred with him to make sure that, you know, I didn't have to have a new one just for this, that in theory it could cover that if he was okay. If not, I'll -- I'll do another one. And he said it was okay. So when they asked me who's paying for today, that's Prestonsburg Utility. And so...

Q Going back to my question about urgency, who conveyed that urgency to you?

A Mr. Campbell.
Q So Mr. Hall never conveyed any urgency to you?

A No, sir.
Q So is it reasonable to think that Mr. Hall wasn't getting you the information you needed so quickly because he didn't have that same sense of urgency that Mr. Campbell, and I guess to you as well, that you had?

A I think you're going to find out that you're talking about a period of 30 days. I
don't know. And, especially, if you say he had this information, which obviously he did, or at least he had the gross. I don't know about the -seemed like the expense side of it came, you know, strictly from the PSC. I don't know. That seemed -- I -- I don't want to misspeak here, but I want to believe that he knew that I was doing this and that there was some urgency. Now, obviously, I don't know, but that was the impression I got.

MR. STROBO: Thank you, sir. No further questions.

CHAIRMAN SCHMITT: I just have -- have a couple, just for the record.

## RE-EXAMINATION

## BY CHAIRMAN SCHMITT:

Q Mr. Fyffe, you -- did you ever have any conversation or communication, either e-mail, telephone, personal meetings with any of the members of the Commission, the Commissioners of the -- of the Southern Water and Sewer District? Let me read you their names, just so -- Paula Johnson was the Chairperson, Barry Hall, Larry Joe Osborne, Hayes Hamilton, Joe Jacobs, and then later Eula Hall, Dean Hall's mother. Do you -- have you had any communication, verbal, e-mail, or any way
with any of those people?
A No, sir. The only thing I got from you-all were the subpoena.

CHAIRMAN SCHMITT: Okay. Thank you.
Commissioner Cicero?
MR. CICERO: I just have one comment; I have two questions.

## RE-EXAMINATION

BY MR. CICERO:
Q
So with regard to representing two parties and whether there's confusion or not, you understand where the Commission is because we also understand that one attorney represented two parties in this transaction, which really makes it convoluted on who is representing who and -- and what's whose best interest. And I just make that comment in regards to the comment that was made about whether you can represent two parties at the same time. So this -- this case has a lot going forward in terms of being unusual.

So my two questions. Did anyone or Mr. Hall object to you performing the appraisal?

A No, sir.
Q So you never received any communication, e-mail, verbal or otherwise? When

TODD \& ASSOCIATES REPORTING, INC.
they found out or discovered you were going to do an appraisal of the assets, did anyone object to it?

A No, sir.
Q Did anyone call or object to you performing the appraisal and what the appraised value turned out to be?

A No, sir.
Q So when the report was issued and received by both parties, whether acknowledged or not, there was never any communication -- I guess you said Mr. Campbell made something to the comment it was about what he expected or something?

A Looked -- looked okay to me.
Q
Okay. But nothing from Southern that said, we believe this report is wrong, you're using the wrong information, we have other information that says it should be different from this? Nothing?

A Nothing.
Q Nothing from Mr. Hall?
A Nothing.
MR. CICERO: That's all I have.
CHAIRMAN SCHMITT: Mr. Bowker? Mr. McNeil?
MR. McNEIL: I have nothing, sir.
TODD \& ASSOCIATES REPORTING, INC.

CHAIRMAN SCHMITT: Anything further?
Let me -- is there any reason why Mr. Fyffe can't be excused?

MR. BOWKER: No, sir.
CHAIRMAN SCHMITT: Mr. Fyffe, thank you for coming. You may step down. You may be excused.

If you -- if you wouldn't mind waiting just for the -- after you're through, we'll have about five minutes, I'd like to ask you a question off the record -THE WITNESS: Okay.

CHAIRMAN SCHMITT: -- that has nothing to do with the case.

THE WITNESS: Sure thing. These are -MR. BOWKER: You can just leave them there. CHAIRMAN SCHMITT: Brenda, did you get copies of those?

BRENDA: I did.
CHAIRMAN SCHMITT: Okay. Well, we'll want to file both of those as exhibits. You can just call them Commission Exhibit 1 and Commission Exhibit 2.

BRENDA: Okay.
CHAIRMAN SCHMITT: Okay. I guess,

Mr. Strobo, do you have any witnesses or anybody to put on or want to call? MR. STROBO: Not today, Your Honor. CHAIRMAN SCHMITT: Okay. Mr. McNeil? MR. McNEIL: I have none.

CHAIRMAN SCHMITT: Staff?
MR. BOWKER: No, sir.
CHAIRMAN SCHMITT: So, I guess, if I
understand -- I haven't seen it. Sometimes when things come in, they don't get in our files so I can see it until a few days later, but you have the only -- Mr. Strobo, the only reply brief left?

MR. STROBO: Correct. And I believe it's due tomorrow. Probably late at night. CHAIRMAN SCHMITT: Well, what -- all right. So I guess we can adjourn at this point. But let me say this: This -- this is not a usual case. And I don't know where this is going, but I suspect there probably will be another -- at least one or two proceedings following this because of the rather unusual circumstances surrounding it. But let me put just two things in and then we'll adjourn.

One, I don't know -- maybe there was a mistake in the way it was asked, but there should have been, but perhaps wasn't, a data request that asked, I guess, Southern to see if you could get fiscal court minutes from maybe March -- or not March -- November, December, because of what I perceived as an unusual circumstance under which the county judge and fiscal court made two appointments, so...

MR. STROBO: So to -- my understanding is that the judge executive or someone from the fiscal court contacted Commission staff -- and I don't know if Mr. Bowker wants to help me out with this. And they filed something or sent you a letter that had -- not fiscal court minutes, but some information regarding the assets; correct? MR. BOWKER: Well, there was -- there was something filed by Mr. Campbell in the -in the --

CHAIRMAN SCHMITT: I think Mr. Campbell sent that and then -- but it did -- but something did happen. One day, I guess somebody had contacted the county judge,
because he called and somehow got me and said he had sent the minutes.

MR. STROBO: Correct.
CHAIRMAN SCHMITT: And I just assumed he'd sent them to you.

MR. STROBO: We have not --
CHAIRMAN SCHMITT: We didn't get them, so I don't know.

MR. STROBO: We haven't seen them. We can follow up on that, but I think Mr. Hall did contact someone at the fiscal court to request those minutes because they don't have those on file in the -- Southern's offices.

CHAIRMAN SCHMITT: Well, it may be, yeah, that they sent them to him because it was that -- I didn't go into detail. He just said, well, we sent the minutes.

MR. STROBO: Okay.
CHAIRMAN SCHMITT: And so I just assumed they sent them to --

MR. STROBO: I'll follow up. I can't -CHAIRMAN SCHMITT: I hope you don't have the same problem with Mr. Hall that

Mr. Fyffe may -- may have had. The other
thing is this: And I -- if you'd rather answer this question off of the record, that will be fine, too. But I'd like to know who your client is.

MR. STROBO: My client?
CHAIRMAN SCHMITT: Yes, sir.
MR. STROBO: Southern Water District.
CHAIRMAN SCHMITT: Okay. Your client is not the Commissioners individually or

Mr. Hall?
MR. STROBO: No. It's the entity.
CHAIRMAN SCHMITT: All right. Okay, good.
Now, at some point in time $I$ think they
need to know that.
MR. STROBO: They do.
CHAIRMAN SCHMITT: All right. Okay.
Because I foresee other -- other situations where they may need their personal counsel, okay?

MR. STROBO: Okay.
CHAIRMAN SCHMITT: All right. Is there anything else that anyone would like to say? And if not, then this hearing will be adjourned. Thank you.

STATE OF KENTUCKY )
COUNTY OF FAYETTE )

I, JOLINDA S. TODD, Registered Professional Reporter and Notary Public in and for the State of Kentucky at Large, certify that this transcript is a true and accurate record of the provided audio/visual media.

My commission expires: August 24, 2019.
IN TESTIMONY WHEREOF, I have hereunto set my hand and seal of office on this the 21st day of March 2019.

JOLINDA S. TODD, RPR, CCR(KY)
NOTARY PUBLIC, STATE AT LARGE


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