COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

ELECTRONIC APPLICATION OF SOUTHERN)WATER AND SEWER DISTRICT FOR AN)ALTERNATIVE RATE ADJUSTMENT)2018-00230

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Gwen R. Pinson Executive Director Public Service Commission P.O. Box 615 Frankfort, KY 40602

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cc: Parties of Record

1	COMMONWEALTH OF KENTUCKY	
2	KENTUCKY PUBLIC SERVICE COMMISSION	
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4	CASE NO. 2018-00230	
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8	IN RE:	
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10	APPLICATION OF SOUTHERN WATER AND SEWER	
11	DISTRICT FOR AN ALTERNATIVE RATE ADJUSTMENT	
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17	HEARING HELD ON:	
18	JANUARY 8, 2019	
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1	CHAIRMAN SCHMITT: We are now on the
2	record. This is the Kentucky Public
3	Service Commission. My name is Michael
4	Schmitt. I'm chairman of the Commission.
5	Seated to my right is Vice Chairman Robert
6	Cicero and to my left Dr. Talina Matthews.
7	We are here today on Case No.
8	2018-0022 00230, the application of
9	Southern Water and Sewer District for an
10	Alternative Rate Adjustment.
11	The reason for this hearing, which is
12	basically to consider Southern's application
13	for a rate increase, is for basically the
14	following reasons. Although the application
15	was filed here on, I think, July 3rd, 2018,
16	information was obtained through data
17	requests and otherwise. A staff report was
18	issued and a few days after the staff
19	report, Southern sent a letter, by and
20	through its Chairman, I think, Paula
21	Johnson, that the staff report was accepted.
22	The Commission, however, is not bound to
23	accept the staff report. And because of
24	other issues that have come up in the case,
25	we felt that it best to hold a hearing.

1	Some of those issues essentially are
2	as follows: Prior to this case ever being
3	filed late April, May I don't know I
4	got a phone call from, I think, Joe Jacobs,
5	who was then a Commissioner here, who
6	indicated that a the Commission
7	Commissioners of Southern Water District
8	were in need of a rate increase on an
9	expedited basis, and I told him, well, they
10	would have to file something.
11	He indicated that he had heard me
12	speak at Pine Mountain State Park at a
13	training session where I indicated that the
14	Commission was open, due to the problems of
15	local rural water districts, to pipeline
16	replacement programs which were different,
17	or added on to a rate increase, but were
18	basically where the water district would be
19	required to replace infrastructure, fix
20	leaks in other words.
21	Subsequent to that, I think I got a
22	call or had a phone conversation with Holly
23	Nicholas, who called and indicated she was
24	working for the District and would be
25	putting their rate case together. I then

1	information was that basically nothing could
2	be done until after the primary because of
3	county judge and others perhaps were did
4	not ask that no application be filed prior
5	to the election.
6	I then got a call from Ben Hayden, who
7	told me that they wanted needed to file a
8	rate increase, that he doubted the District
9	could survive for a period of six months
10	without going into insolvency or bankruptcy
11	because it couldn't pay its bills, and that
12	was associated with somehow the City of
13	Prestonsburg, the Prestonsburg Utility
14	Commission's acquisition of not the sewer
15	systems in question, but the the water
16	assets in, what, Pyramid, Betsy Layne, Mare
17	Creek area.
18	Subsequent to that there have been all
19	kinds of things. The Attorney General we
20	got a notice here that the Attorney General,
21	I guess, was investigating some allegation
22	that the general manager had was allowing
23	people to have free water in exchange for, I
24	guess, food or other services. We got we
25	got customer comments from various people

1 that meters weren't being read and that 2 their bills do not reflect what the -- what 3 the true, I quess, nature of their water use 4 was. 5 Subsequently, we had -- well, I quess before the rate increase was filed we had an 6 7 inspector make a report, an inspection 8 report of the District, who ultimately 9 reported that employees told her that 10 Southern was the next Martin County. And so 11 that basically, along with, you know, 12 isolated rumors here and there caused us to 13 conclude that perhaps we better have a 14 hearing and not necessarily go into great 15 detail, but to try to get some understanding 16 of what occurred. 17 In 2017 the Commission approved the 18 proposed transfer of water assets and sewer 19 assets from Southern to the Prestonsburg 20 City Utility Commission, and at that time, 21 based on the information that the Commission 22 had, it looked like a win-win situation for 23 both entities. We had no idea that there 24 were other potential problems in the offing 25 and -- but apparently that transaction has

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1	not been fully completed at this time. I
2	know that apparently in, what, July June,
3	July of this year maybe sewer assets were
4	transferred. I don't know if water assets
5	were transferred or not.
6	We had communication from U.S.
7	Department of Agriculture Rural Development
8	that they had liens on the project.
9	Somebody from county government, I think
10	initially Judge Hale, before the case was
11	filed, and then later somebody else called
12	in here and said that Floyd County
13	actually, Floyd County government owned the
14	assets of the water system. So we don't
15	know exactly what's going on, but we got a
16	drop-dead date of February 12th to try to
17	sort some of this stuff out, and our goal is
18	to be as fair as possible to the water
19	district to provide the money it needs to
20	survive, but by the same token there are a
21	number of other issues here that at least
22	require some explanation, to the extent we
23	can do it, in this limited this limited
24	hearing.
25	So having given that explanation

1	and I also want to point out that
2	Mr. McNeil, from the Attorney's General's
3	Office, filed comments to the staff report.
4	The staff report recommended more money for
5	Southern than Southern had asked for, and
6	that's not unusual because in the rural
7	water districts that happens many times.
8	But the Attorney General, after reviewing
9	the information and I don't know anything
10	else about the other things the AG's been
11	doing recommended that an investigation
12	be opened, that certain requirements be
13	placed, reporting requirements be placed on
14	Southern if the rate increase and the
15	additional money were granted. And for that
16	reason also we're we're here basically
17	just to try to see where we are.
18	We have in this case, and in prior
19	cases, much to my regret, but it's been
20	necessary I think, subpoenaed Mr. Campbell
21	and and Mr. Stapleton, or whoever from
22	City of Prestonsburg, to try to get
23	additional information from a third party.
24	And so I'll say this now as we go forward.
25	Mr. Campbell has had to stay here sometimes

1	into the late afternoon on these hearings,
2	and so today what we would like to do is,
3	when we get into the hearing, is call
4	Mr. Campbell first to try to get some
5	information from him on the present status
6	of the water assets and the transfer, and
7	then to allow everybody to ask Mr. Campbell
8	questions that might want to, but so that he
9	could leave and not be stuck here all day on
10	something that is probably of only
11	collateral interest perhaps, and perhaps
12	not, to him.
13	Okay. So at this time moving forward,
14	would counsel for Southern Water District
15	please state for the record your names, the
16	names of your firm, your address, the
17	clients that you represent, and the people
18	you have here perhaps that will testify
19	today.
20	MR. STROBO: Thank you, Mr. Chairman. My
21	name is Randy Strobo. I'm with Strobo
22	Barkley, PLLC, 239 South 5th Street,
23	Louisville, Kentucky 40202. To my left is
24	Ned Pillersdorf; to his left is Clay
25	Barkley. And we all represent Southern

1	Water District, Southern Water and Sewer
2	District.
3	We are here today with Mr. Dean Hall,
4	who is the manager of the District, and the
5	five board members, as requested by the
6	Commission. And we also have present Danny
7	Stinson, Kentucky Rural Water Association,
8	and and Holly, who is with the the
9	engineer that filed the original rate
10	application.
11	I would also like to say thank you to
12	the Commission. It's partly my fault that
13	we have been delayed, and you-all have
14	accommodated my family issues, so I really
15	appreciate that.
16	CHAIRMAN SCHMITT: No. Thank you. It was
17	obviously justified and we were happy to do
18	it. It's unfortunate that we that not
19	only that happened, but we had to request
20	an extension because our staff has been
21	substantially reduced, and it's important
22	that we get as much information and are
23	able to dissect it or digest it prior to
24	the time that rates can be put into effect,
25	and so that was reasonable we're happy

1	to accommodate you on that
2	MR. STROBO: Thank you.
3	CHAIRMAN SCHMITT: under those
4	circumstances.
5	All right. For the Attorney General?
6	MR. McNEIL: Yes. Justin McNeil on behalf
7	the Attorney General's Office.
8	CHAIRMAN SCHMITT: Okay, thank you. And
9	staff?
10	MR. BOWKER: Andrew Bowker, Ariel Miller
11	and Eddie Beavers on behalf of the staff,
12	Commission staff.
13	CHAIRMAN SCHMITT: Okay, thank you.
14	We had subpoenaed, I guess, Terry
15	Fyffe, the individual who did the appraisal,
16	but apparently he's out of state for a
17	while, so we excused him with the
18	understanding that we may have to take his
19	testimony either by getting him in here
20	sometime between now and the 12th, or making
21	arrangements to depose him on some basis to
22	get his evidence into the record.
23	Now, has can counsel for Southern
24	advise as to whether or not a notice of this
25	hearing has been published?

1	MR. STROBO: It has.
2	CHAIRMAN SCHMITT: And if you have you
3	filed it? If you have and are you in a
4	position to do so now, if not?
5	MR. STROBO: We have copies of the notice
6	and I believe it was filed this morning
7	electronically. Was it?
8	MR. BARKLEY: It's going to be, but, yeah.
9	MR. STROBO: So I can bring this to you
10	now.
11	CHAIRMAN SCHMITT: If you could, yeah, just
12	give it to the reporter and she'll hold it.
13	There's no need to mark that, but if you
14	could just take custody of it.
15	All right. Before we begin,
16	Mr. Strobo, are there any pending motions or
17	anything you'd like to bring before the
18	Commission before we start?
19	MR. STROBO: Chairman, no, we don't have
20	any pending motions. The one concern that,
21	you know, we've we've been discussing
22	this for, you know, the past month or so,
23	and as you know there's a previous case,
24	the 2017 case, the asset transfer case, and
25	we understand that the Commission needs to

1 review that for purposes of this rate case, 2 but we also wanted to, you know, put 3 forward that that case was finally adjudicated. The AG's office did not 4 5 intervene in that case, and the PSC made a decision based on what was before them at 6 7 that time. You know, hindsight is 20/20. 8 Maybe some things weren't the way or -- you 9 know, we didn't see things the way that we 10 see them today, but we're here today for a 11 rate case. We're here because Southern 12 District desperately needs help. 13 So to the extent that we're going to 14 go and re-adjudicate that case, I don't 15 think today is the time for that, although 16 we understand that you want to know more information about it. We are here to get 17 18 some relief for my client and through the 19 rate case. So I know there's a fine line 20 there between being able to, you know, go 21 back and not re-adjudicate that case. Ι 22 don't think it's appropriate to 23 re-adjudicate that case, it's final, but at 24 the same time we understand that there's 25 some information that you need to know about

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1	that case. So I just wanted to make that
2	clear before we start.
3	CHAIRMAN SCHMITT: Well, we don't intend to
4	re-adjudicate that case. That case is
5	over. However, the rates in this case, in
6	some respects, will be based on whether or
7	not those assets have been transferred,
8	whether they are going to be transferred.
9	Whether that transaction needs to be
10	unwound, we don't know at this point and
11	so, yeah, but we understand, but we don't
12	intend to relitigate that case here today.
13	Although, I will say I don't know what the
14	evidence will show as to whether, you know,
15	there will be any further proceedings,
16	additional proceedings under a different
17	case number arising from that. We just
18	don't have any information.
19	MR. STROBO: And we would agree with that.
20	We're here for the rate case, and Southern
21	District is, you know, hurting right now,
22	so we're hoping that we can get a decision
23	quickly from this Commission to help them
24	out.
25	CHAIRMAN SCHMITT: Yeah. Well, we want to

1	know how bad you're hurting, too.
2	MR. STROBO: Right, I understand.
3	CHAIRMAN SCHMITT: That's one of the
4	reasons why you're here.
5	MR. STROBO: Right, yeah. Understand.
6	CHAIRMAN SCHMITT: Right? Okay.
7	Now, before we start these these
8	hearings, or the testimony, the public is
9	always given an opportunity to step forward
10	and make any comment that that person or
11	persons may have into the record. At this
12	time is there anyone here who would like to
13	step forward and make a comment or a
14	statement to the Commission about the
15	matters that are before the Commission
16	today, that being this rate case?
17	I think we got a phone call yesterday
18	from some member of the public that
19	indicated he or she I'm not sure who or
20	which gender it was intended to be here
21	perhaps and make a statement, but there
22	doesn't appear to be anyone in the hearing
23	room at this time. If someone later comes,
24	we'll consider perhaps letting them
25	letting them speak.

1	Okay. Mr. Strobo, how we'll handle
2	this is we'll call Mr. Campbell first. The
3	Commissioners, normally we would allow the
4	attorneys to ask questions, but because we
5	want to get to the heart of the issue, the
6	Commissioners will ask questions first of
7	Mr. Campbell, followed by staff and then the
8	AG if he wants to, and then you can you
9	can have the last the last bite at the
10	apple. Okay? After that, as we put on
11	other witnesses, your witnesses, you can
12	just we can basically call them, put them
13	under oath. Staff will ask questions to get
14	the information we think we need, and then
15	you'll always be able to follow up, and the
16	AG will follow follow staff. Is that
17	okay with you?
18	MR. McNEIL: Perfectly acceptable,
19	Chairman.
20	CHAIRMAN SCHMITT: Thank you. All right.
21	At this time, Mr. Campbell, will you
22	please take the stand.
23	Will you please raise your right hand.
24	THE WITNESS: (Witness does same.)
25	CHAIRMAN SCHMITT: Do you solemnly swear or

1	affirm under penalty of perjury that the
2	testimony you are about to give will be the
3	truth, the whole truth and nothing but the
4	truth?
5	THE WITNESS: I do, sir.
6	CHAIRMAN SCHMITT: Thank you. Please be
7	seated.
8	* * * * *
9	The witness, TURNER E. CAMPBELL, after
10	first being duly sworn, was examined and testified
11	as follows:
12	EXAMINATION
13	BY CHAIRMAN SCHMITT:
14	Q Okay. Would you please state
15	your name and business address for the record,
16	please?
17	A Turner E. Campbell. Business
18	address is Prestonsburg City Utilities Commission,
19	2560 South Lake Drive, Prestonsburg, Kentucky.
20	Q And, Mr. Campbell, are you here
21	today testifying pursuant to a subpoena?
22	A I am, sir.
23	Q The Prestonsburg's mayor, Less
24	Stapleton, is he here?
25	A Yes, he is.

1	
	Q Okay, thank you.
2	Now, Mr. Campbell, you're aware that, I
3	guess, in 2017 a joint application or petition was
4	filed, was it not, by the City of Prestonsburg
5	Utility Commission and Southern Water and Sewer
6	District asking for an order from the Commission
7	permitting the transfer of sewer assets and water
8	distribution assets to the Prestonsburg Utility
9	Commission; is that correct?
10	A That's correct, sir.
11	Q Now, without going into all of
12	the detail, but for the benefit of making a record
13	here, I know you filed a letter in that case in
14	response, I guess, in this case and in response to
15	Southern's position that it needed the funds
16	because of the acquisition of those assets, or at
17	least the water assets by Prestonsburg; is that
18	correct?
19	A That's correct, yes.
20	Q Can you tell tell the
21	Commission briefly what the impetus was or the
22	reason for Southern wanting to convey the sewer
23	assets and/or water assets to the City of
24	Prestonsburg?
25	A Being as brief as I can it's

1 kind of a long process at the time. But nearly 2 three years ago now, the judge executive at the 3 time came to our organization with -- our former 4 superintendent was still there, and he met with 5 both of us. And he basically stated that he's come 6 to us because we need to get Southern out of the 7 sewer business. I said, well, you know -- and 8 David Ellis, our former superintendent, and I both agreed, well, you know, that's doable, but we would 9 10 need to have at least the water customers in the 11 sewer served areas for billing purposes. It's just 12 simpler process to have that arrangement.

13 At first he, you know, said, well, no way, 14 that's not what we need to do. And I said, well, 15 then we don't have a way to negotiate and no point 16 to negotiate. And after talking for probably 30 17 minutes to an hour, he came around to see that that 18 was something that would make the transaction work 19 better for Prestonsburg City Utilities and to 20 relieve Southern of the responsibility for providing 21 sewer services in the -- those areas in question. 22 Okay. What problems, if you Ο 23 know, was Southern having with respect to operating 24 its sewer facilities? 25 The biggest problem they had was Α

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1 with the Wayland Wastewater Treatment Plant and 2 collection area. It's simply gone to the total 3 state of disrepair and was at the point where that 4 the Division of Water was very close to beginning enforcement action and fines. Much more limited at 5 the Eastern system, and Harold, Betsy Layne was 6 7 functioning, but had some problems as well. So 8 that's where the -- that's where they were at. Ιt 9 was at a -- kind of like looking across the Grand 10 Canyon for them. No way of getting across and getting it repaired. 11 12 Did Southern have operators who 13 were qualified to run those plants? 14 Α They did not, I understand. 15 Do you know, either from Southern Ο 16 or from -- subsequently from taking operational 17 control of those plants, the potential fines or 18 civil penalties that were -- could possibly be 19 assessed against Southern? 20 I don't know the exact amount, Α 21 but they were -- they were imminent. And we helped 22 Southern draft a letter stating that -- what we 23 were getting ready to do, step in and assume 24 operational control and hopefully bring the -- at 25 least the Wayland plant back into compliance as

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1	
1	soon as possible.
2	Q Has that been done?
3	A It has. It was done early on,
4	yes, sir.
5	Q Now, with respect to the water
6	services of the water distribution system, exactly
7	where in Floyd County are those are those
8	systems? Apparently, there were, what, two? And
9	they may or may not be connected?
10	A Well, both systems, both of those
11	areas were contiguous to our system, but they were
12	in the remote part of Southern's system. The
13	Harold, Betsy Layne distribution system was across
14	the Big Sandy River from Southern's actual original
15	operating area. And the Pyramid, small system, was
16	across the mountain, Hippo Mountain, from
17	Southern's actual operating area. Much harder for
18	those two areas to be served by Southern. We
19	provided most of the water in the Harold, Betsy
20	Layne system already through wholesale agreement,
21	and then a lot of times we had to provide the water
22	in the Pyramid system as well.
23	Q And with the transfer of both the
24	sewer assets and the water assets, were apparently
25	to be accomplished through the terms and provisions

1 of an asset purchase agreement which has been filed 2 in the record in one or both of these cases --3 Α Yes, sir. -- is that correct? 4 Ο 5 Α That's correct. 6 Ο And what was the original 7 purchase price that was agreed on between Southern 8 and Prestonsburg? 9 А The original purchase agreement 10 between Southern and Prestonsburg was 2.14 million. 11 In addition to that -- I'm not sure if that's been 12 a part of the record or not, but the judge 13 executive -- early on in this I stated that I felt 14 like that the -- the asset transfer would be worth between 4.1 and 4.3 million dollars. 15 16 And he said, well, that's -- that's okay, 17 but he said what about the loan that the fiscal 18 court owes, the bond issue the fiscal court owes on 19 behalf of Southern. 20 I said, well, that's not something that we 21 at Prestonsburg can decide on for you. I'm telling 22 you -- you know, that's while I'm speaking to him --23 that that is what this deal is worth to Prestonsburg 24 City Utilities. The pieces of it fitting together, 25 I would rather see us pay off more debt for

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1 Southern, direct debt. 2 He said -- and I'm just going to state it 3 the way he said it. He said, well, politically for 4 him it would be better for Prestonsburg City 5 Utilities to pay that bond issue that -- from funds 6 that had been spent on behalf of Southern, but was 7 actually fiscal court's liability. 8 And the judge executive that 9 these discussions were with, was that Judge Hale? 10 Α Yes. 11 And was Judge Hale also the 0 12 person who came to you several years ago to discuss 13 a transfer of the sewer assets from Southern to 14 Prestonsburg? 15 А Those two conversations actually 16 happened the same day. 17 So the -- we had a copy, or were 0 18 furnished, I guess, a copy of a statement of 19 intent, and I don't think it was -- I don't know if 20 it was -- a lot of documents we've gotten here 21 aren't signed, so I assume that it's -- that the 22 statement of intent at some point was executed --23 А Yes. 24 -- is that correct? 0 25 And it indicated that the -- I guess the

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total here was \$2,139,715.08, and maybe it was a 1 2 little more than that. I don't know. 3 That's correct. Α But the payments to be made were, 4 0 5 one, the long-term loans and bonds; right? KIA 6 Loan A0406, another KIA Loan, two more -- three KIA 7 loans, one USDA Rural Development Bond, No. 9105. 8 And the total of those loans were \$1,478,010.20. 9 Α That's correct. 10 Q Now, the consideration involved 11 Prestonsburg actually paying off these loans? 12 Yes, sir. Paying off an А 13 assumption. 14 Okay. Well, the payment, I Ο 15 assume, of a million-478 or so would -- that would 16 pay off -- make payments, but if there were other 17 debts outstanding or other amounts outstanding on 18 those loans, they would be assumed by Prestonsburg; 19 is that correct? 20 That's correct. We did, in Α 21 actuality, assume the two KIA loans that were 22 against the Wayland plant and the Harold plant. We 23 just assumed those loans through KIA and then we paid off directly the USDA RD loan. 24 25 So the KIA loans, Q Okay.

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1 Prestonsburg is presently making payments on those 2 loans today --3 Yes, sir. А -- is that correct? 4 Q 5 А Absolutely. 6 Then there were short-term loans: Ο 7 First Guaranty Bank, office building; First 8 Guaranty Bank, trucks; First Guaranty Bank, Dean's 9 truck; Citizens National Bank, excavator; First 10 Guaranty Bank, line of credit. All right. 11 Now, were those loans assumed by 12 Prestonsburg or paid off? 13 Α Neither, sir. They were -- that 14 was the intent, of course, the statement of intent. 15 All right. Ο 16 Α And funds that we issued actually 17 in the transaction early on, more like earnest 18 money or down payment, or whatever, we purchased 19 some trucks and we purchased a new computer and 20 billing system, and we had to advance some funds in 21 order for Southern to have matching funds for a 22 FEMA project. And then after we assumed the 23 operating control of the assets July 1 of '17, 24 shortly thereafter we were having to advance more 25 money, some money each month, to Southern to assist

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1	them in operating. So that, I guess you would say,
2	took the place of paying off those local loans that
3	was in the original statement of intent.
4	Q Okay. Well, in the statement of
5	intent the total of those local loans was
6	\$314,694.88. Do you know approximately
7	specifically if you know, but if you don't,
8	approximately how much Prestonsburg paid for the
9	the, I guess, computer system, the other items that
10	you mentioned, plus the advancing of additional
11	funds? What did all that amount to, about?
12	A That would amount to the
13	difference between what you see there as the payoff
14	and assumption of those loans and the 2.139 figure
15	from the original statement of intent. So you're
16	talking another, whatever that is, 750, 800,000
17	dollars probably.
18	Q That actually has been paid in
19	addition
20	A Oh, yes, sir.
21	Q is that correct?
22	A Yes, sir. We at Prestonsburg
23	have have actually either paid out or paid off
24	loans, or assumed loans, that total 2,139,715.
25	That's that's history now.

1 0 Then there was capital 2 improvement purchases, a rehabilitation of Wayland 3 Wastewater Treatment Plant and lift stations, 4 145,000, and then the billing software and four desktop computers, \$38,510. Was that included in 5 6 the amount that you --7 Yes, sir. А 8 Ο -- just mentioned? 9 And then there's the last group of items 10 called cash payments to Southern for vehicles and 11 equipment. Mini excavator \$50,000, new trailer for 12 mini excavator \$3,500, one-ton dump style four-wheel 13 drive truck \$50,000, two new four-wheel drive 14 extended-cab pickups 60,000, for a total of 15 \$163,500. Has that been paid? 16 Not in that exact detail. There Α 17 was no excavator and no trailer purchased. There 18 was a dump truck, a one-ton series dump truck, and 19 a crew cab four-wheel drive heavy duty pickup, and 20 another crew cab pickup, a total about 115,000 21 actually. 22 So how much approximately has Ο 23 Prestonsburg paid toward the total consideration 24 that's set out in the statement of intent of 239 --25 \$2,139,715.08?

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1	A All of that has been paid, sir.
2	Q Have you paid more than that?
3	A We have not paid to Southern more
4	than that, no. We've been out substantial hundreds
5	of thousands for, you know, rehab of the
6	infrastructure system in the water areas in
7	particular, rehab of the Wayland sewer plant,
8	Eastern plant and Harold and Betsy Layne plant.
9	Q Now, when the 2017 transfer case
10	was filed with the Public Service Commission, of
11	course, these documents were filed, the proposed
12	asset purchase agreement. I think later the
13	operation maintenance agreement. After there was
14	a I guess a delay or something that prohibited
15	the transaction from closing
16	A Correct.
17	Q last year.
18	So I'd like for you to tell us for the
19	record, please, what was it that prohibited the
20	transaction from closing June, July of 2017.
21	A We were informed by USDA RD that
22	certain, I guess you want to call it the regs
23	stated that certain steps had to be taken before
24	they could release the liens that they hold on the
25	debt service, income for Southern, and officially

1 sign off on the transaction. A part of that was 2 having to -- an appraisal done that basically would 3 state the value that -- of the transaction based on 4 present value of future income being changed from 5 Southern over to Prestonsburg, and the appraisal 6 would also have to assess an opinion on the 7 viability of both concerns going forward after the transaction. 8 9 Did Prestonsburg Utility 0 10 Commission have loans with USDA Rural Development? 11 Α Yes. 12 So they were interested in both Ο 13 entities? 14 Α Yes, sir. 15 They had loaned money to 0 16 Prestonsburg, which was outstanding, and also to 17 Southern, obviously? 18 That's -- that's right. Α 19 Now, this long-term -- under A in 0 20 the statement of intent, the USDA RD Bond No. 9105 21 for \$512,990, was there one or more other Rural 22 Development loans other than that one? 23 А Not in our transaction. 24 In the beginning, to step back to the 25 discussion that David Ellis and I had with Judge

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1 Hale, I wanted to pay off another couple of million 2 of the USDA RD debt, and that quickly was put to 3 rest because he wanted to be -- the fiscal court had 4 to be paid off, okay. That just gives you a little 5 bit more details of the transaction. That was -- we 6 didn't pay off any more RD debt other than the 400 7 and some thousand. 8 But there is more RD debt --Ο 9 Α Yes, sir. 10 -- outstanding to Southern? Q 11 А Absolutely. 12 Is that correct? Q 13 Yes, sir. About 4.4 million. Α 14 Now, I know from looking at the 0 15 asset purchase agreement, one of the conditions 16 going forward was that -- that lienholders had to 17 approve the transaction, and one of those 18 lienholders was Rural Development --19 Α Yes. 20 -- right? Ο 21 That's correct. А 22 This appraisal, that we got a Q 23 copy of a week or two ago for the first time, 24 values the -- values the transaction at a little 25 more than 4 million dollars; does it not?

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1	A That's correct.
2	Q And is that about what you think
3	the transaction was worth?
4	A In the beginning. I had studied
5	it quite extensively and I felt like between 4.1
6	and 4.3 should have been an appropriate figure.
7	Q Okay. But at the time the
8	agreement, initial agreement, was reached and the
9	asset purchase agreement was executed, the
10	consideration was about half of that amount; is
11	that correct?
12	A Directly to Southern or on behalf
13	of Southern, yes.
14	Q Well, I guess I mean if if
15	the if Rural Development had approved the
16	transaction, I assume Prestonsburg didn't intend to
17	pay any more than the \$2,139,000; would that be
18	fair to say?
19	A At that point in time, that's
20	correct.
21	Q Now, we got, I guess, or this
22	year a letter, maybe from Mr. Talley, who was an
23	attorney in the case. Was he Prestonsburg's
24	attorney or was he representing all parties, or can
25	you tell us?

1 We kind of threw that out for --Α 2 for an opinion at the time. When we first began 3 some of the early talks, we were utilizing our own 4 corporate attorney, Kip McNally from Louisville. 5 And talks were seemingly going kind of nowhere. So 6 Mayor Stapleton and I met with Chairman Johnson, Paul Johnson, to see -- you know, give us an idea 7 8 of what you think as -- what we should do as far as 9 an attorney. And Mr. Talley's name was mentioned, 10 and she was very encouraged by that and had known him for a long time and felt like that -- he would 11 12 be a good attorney, because we kind of threw it out 13 there, well, who would you-all like basically, and 14 that's -- that's where it ended up with Damon 15 Talley representing both parties in this joint 16 application. 17 Ο So these agreements that were 18 drafted -- well, the asset purchase agreement and 19 the operation and the maintenance agreement, all 20 were drafted by Mr. Talley --21 Yes, sir. А 22 -- is that correct? Representing Q 23 both parties? 24 Yes, sir. Α 25 With the consent of both parties? Q

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1 Yes, sir. Α 2 So I think Mr. Talley sent a Q 3 letter June, July, perhaps, of 2018, in the 4 transfer case indicating that the sewer assets, all 5 right, had been transferred. 6 Α Yes. 7 All right. But I -- now, did Ο 8 somebody have to approve the transfer of those 9 sewer assets? Did Rural Development have to --10 have to approve that transfer? 11 Α No, sir. It was -- it was 12 determined that -- that the loan covenants had not addressed the sewer assets of Southern Water, so 13 14 they were, to put it in a short manner, free and 15 clear to be transferred. So June 28th of 2017 all 16 sewer assets, sewer-related assets were transferred 17 to Prestonsburg officially. 18 Okay. But from the date of --0 19 the date the operation and maintenance agreement 20 was executed, I think maybe effective July 1st, 21 2017 forward, any money that was put into those 22 systems by Prestonsburg was not toward paying any 23 consideration for those assets; is that --24 That's correct. Α 25 -- fair to say? Q

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1 Α That's correct, sir. 2 That was just an expense that Q 3 Prestonsburg absorbed on the faith that ultimately 4 it would acquire legal title to those properties --5 Α Absolute. 6 -- is that correct? 0 7 So as of today has Rural Development 8 approved the transfer of the water distribution 9 assets from Southern to Prestonsburg? 10 Α They have not. 11 Ο Has Rural Development indicated 12 to you or to Southern, to your knowledge, based on 13 hearsay or anything else, when or if at all they 14 expect to approve such a transfer? 15 А No, they haven't. They have --16 it's almost like they're -- they've not changed the 17 rules of the game, but addressed them in a 18 different manner. They're asking that we pay off 19 another huge chunk of Southern's RD debt in order 20 to make the transaction take place. 21 Okav. 0 22 And did not give Prestonsburg А 23 City Utilities credit for a substantial portion of 24 the original 2.14 million toward the purchase of 25 the water assets. So in all we would be paying off

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1 where the appraiser has said the deal is worth, and 2 that's a little more than \$4,000,000. 3 All right. So -- all right. Q At 4 this point it's Prestonsburg's position that based 5 on what you believe to be the fair market value of 6 the assets, the sewer assets and the water assets 7 combined; right --8 Α Yes. 9 -- that being between 4.1 and 0 10 \$4.3 million, and that's not inconsistent with the 11 Fyffe appraisal which --12 That's correct. Α 13 -- report which was apparently Ο 14 from November or something of this year? 15 А I might add that the -- not to 16 interrupt you, but I wanted to add one more little 17 item there. USDA RD has taken the position that 18 the appraisal that Mr. Fyffe has put out to 19 Southern and Prestonsburg is only on the water 20 assets. 21 Okay. Q 22 And that, to me, is a big point Α 23 that, you know, should have been cleared up early 24 on that, you know, it's 4.1 whatever million for 25 the sewer and water assets. We've all known that

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1	from the beginning. And the appraiser, you know,
2	based his appraisal on the loss of revenue by
3	Southern reported to your Commission. So I'm not
4	seeing where that USDA RD is coming from in saying
5	that his appraisal is only on the water assets.
6	Q So for Rural Development to
7	approve the transfer of the water assets, they tell
8	you, at least, they're going to require
9	\$3.5 million paid to them?
10	A Yes. Would substantially
11	Q In cash
12	A relieve them.
13	Q They don't want to let you assume
14	that obligation. They want their money in "coin of
15	the realm" or will they let you assume that
16	obligation?
17	A Well, I think they would if we
18	were in agreement with that. We are in total
19	agreement with paying \$1,865,000 to them on
20	Southern's RD debt. That's not a problem.
21	Q But that's \$2,000,000 less than
22	Rural Development wants
23	A Yeah.
24	Q correct?
25	A Basically.

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1 Okay. Now, before I go forward 0 2 there, let me digress and ask you about Floyd 3 County, because Floyd County has indicated, I 4 quess, in calls to us that somehow they think they 5 own these assets, or have some lien or title, if not legal, equitable, to the water distri- -- all 6 7 or part of this water distribution system. What do 8 you know or think about that? 9 I can clear that up pretty quick. Α 10 This has been an ongoing question for a substantial 11 number of years now in front of your body and a 12 big --13 Unfortunately, we've got to try 0 14 to solve this problem. 15 А And that's what I hope to do 16 today -- or hope to give some assistance. 17 The -- what they're talking about there is 18 that when this -- this bond issue was set up by the 19 fiscal court several years ago on behalf of 20 Southern, the Kentucky Area Development Leasing 21 Trust, I believe is the program they went through, 22 and Southern had to deed, I think it was either nine 23 or ten tank sites and maybe some pump station sites 24 to Floyd County for Floyd County to be able to 25 borrow against some type of Southern assets because

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1 the funds were going to be spent on Southern 2 infrastructure. Those are the assets they're 3 claiming that they own. And they do own them. Ι 4 don't mean to say claiming. But they do own those 5 -- those tank sites and pump station sites. That's 6 it. No other assets that have anything to do with 7 the transfer between Prestonsburg and Southern that 8 Floyd County owns, and as far as I can remember none 9 of these tank sites and pump station sites are 10 involved in the asset transfer that we are involved 11 in. 12 This is the first time I think Ο 13 we've heard this. So there are assets, it's your 14 understanding at least -- and Ms. Johnson and 15 others, I quess, can clear this up later. But it's 16 your belief or understanding that there are 17 physical assets that are being used by Southern 18 Water District that, in fact, are owned by Floyd 19 County? 20 Α Correct. 21 Do you know if there's a list of 0 22 those assets someplace? 23 Yes, there is. А 24 Have you seen --Q 25 (Witness nods head.) Α

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1 Where would such a list be in Q 2 your opinion? 3 I have it in my work papers А from -- from all the last three years of studying 4 5 Southern, so that's... 6 Ο Would you -- would you be kind 7 enough and willing to forward that to us by sending 8 them to the executive director --9 Α Absolutely. 10 -- after, within, you know, a Ο 11 week or so after this hearing? 12 I'd be glad to. Α 13 Do you know if any of those Ο 14 assets have been appraised or if anybody has 15 assigned a value to them at all? 16 In the documents that I reviewed, Α 17 and it's been now two and a half, three years ago, 18 there was a value placed on each one of these tank 19 sites and pump station sites, kind of like an 20 average of -- it was in the 19,5 range per site, 21 \$19,500. I may be off a little, but that's... 22 Do you know about how many sites Q 23 that was supposed to --24 I want to say that was nine or Α 25 ten of them. Possibly...

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1	Q Now, what is we haven't had
2	somebody from Floyd County here. At some point in
3	some other proceeding maybe we're going to have to
4	try to solve this. But how much does Floyd County
5	claim, in your opinion, in terms of debt that they
6	think that Southern ought to ought to pay?
7	A It's when we talked about it,
8	when Judge Executive Hale wanted us to pay off an
9	amount, it was in the 2 million-dollar range.
10	Subsequently we have paid a little bit of money on
11	that particular bond issue, which brings it down to
12	about the million, eight or nine that we still owe.
13	Q So, what, you paid a couple
14	hundred dollars, is that what you're saying?
15	A We did.
16	Q And why would you do that?
17	A Well, in the beginning, you know,
18	that's what we had agreed to. I guess you call it
19	a gentleman's handshake with the Judge Executive.
20	A decision I regret substantially, but we did. We
21	paid the first payment after your body approved
22	the transfer, we paid a little, I don't know,
23	hundred-and-some-thousand-dollar payment on their
24	behalf, and then an interest payment later. And
25	then thanks to discussions between the mayor and I,

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1	we decided that that money desperately needed to go
2	to help Southern Water. So we decided that was it,
3	and if we paid it, it would be paid on Southern's
4	debt.
5	Q Now, is it your understanding
6	that Floyd County government is still making a
7	claim somehow that somebody owes them that money?
8	A Not that I've heard of.
9	Q Okay. Well, I mean they got you
10	to pay it, pay \$200,000 of it.
11	A Yeah, yeah, like I say in the
12	beginning, gentlemen's handshake type stuff that I
13	highly regret. But, no, they they have
14	matter of fact, their county treasurer called me
15	probably six, eight weeks ago now, because I think
16	the November payment was coming up on that
17	particular bond issue, and said are you-all going
18	to pay this, and I said, I'll let you know as soon
19	as I talk to Mayor Stapleton. Mayor Stapleton
20	said, absolutely not, and this is what I relayed to
21	the county treasurer.
22	Q But from what you're telling me,
23	and I know we're just supposing I guess, but it
24	seems to me that Floyd County is still asserting a
25	claim of some amount. I mean, they called and
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1 asked Prestonsburg to make the payment. I mean, 2 and they were either doing that because they 3 thought you legally ought to, or they just -- out 4 of the goodness of your heart you'd be making that 5 payment for another governmental entity. 6 А I can't dispute what you're 7 saying. Yeah, they wouldn't have called if they 8 didn't think, you know, hey, maybe they'll still 9 make another payment. But it was almost like 10 offhandedly said by the treasurer, he said, well, I 11 didn't think you would. So that's the way it went. 12 Who is the treasurer? Ο 13 Α David Layne. 14 Now, when in -- effective July Ο 15 1st, 2017, Prestonsburg City Utility Commission 16 undertook to begin operations of both the water 17 distribution system and the -- all of the sewer 18 assets that Southern owned; is that correct? 19 Yes, sir. А 20 Now, I saw in the Operation and Ο 21 Maintenance Agreement that any upgrades, 22 infrastructure improvements, changes that were 23 made -- and I interpreted that to mean water as 24 well as sewer -- that were made by Prestonsburg 25 after July 1st, '17, up and to and through closing,

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1 would be on Prestonsburg. That would be 2 Prestonsburg's expense and Prestonsburg would not 3 expect any reimbursement or indemnification from 4 Southern; is that correct? 5 Α Yes, sir. 6 And after, from July 1st, 2017 0 7 until today, has City of Prestonsburg Utility 8 Commission actually made any infrastructure 9 improvements or upgrades to the water distribution 10 system and, if so, what and when? Well, we immediately -- after 11 Α 12 July 1, of course, we immediately began replacing 13 all the meters in both areas. 14 All right. Why --0 15 А We --16 -- why did you -- okay, I'm 0 17 sorry. Why would you do that? 18 Α We operate our system, our large 19 system, using radio-read meters. So that's what we 20 wanted to do in both those systems since they were 21 coming into our system, is just upgrade them to 22 brand new radio-read meters, and that was the first 23 step we took. Within about three and a half 24 months, we had replaced all 1175 meters in the two 25 areas.

1 Another item that we had to get involved in 2 fairly guickly was the rehab of the Stanville tank 3 and its pump station and the Pinhook tank for the 4 same reason. We just had to get it operationally 5 and hydraulically ready to serve that area. That 6 was substantial expense in both cases. Several 7 sizeable leaks we repaired. And since July 1 of 8 '17, we have had to rehab and -- and discover 46 or 9 47 valves that had been basically covered over, over 10 time with soil. One major valve that needed to 11 be -- because we knew there was something wrong 12 hydraulically between where our system serves that 13 area and the Pinhook tank. It -- it was just not 14 filling properly. We were having to get -- Southern 15 had been utilizing Pikeville to fill the tank. And, 16 of course, we didn't need that after we assumed 17 control of the assets. And we finally found a 18 12-inch valve that needed attention. And once we 19 had took care of that one -- and, of course, at our 20 expense, everything is flowing very well, being 21 served quite well now. But those are the types of 22 expenses. We were out hundreds of thousands of 23 expense. 24 MR. CICERO: Do you know how much that was? 25 Off the top of my head I'm going Α

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1	to say that, just on the water side, we are about
2	half a million to 600,000 range of
3	MR. CICERO: In improvements?
4	A improvements. Meters alone
5	were materials only for the meters alone were
6	225 to 250,000 and not counting our own labor.
7	BY CHAIRMAN SCHMITT:
8	Q Were there did Southern have
9	any maps or plats or surveys that would indicate
10	where these valves were or where its lines were?
11	A We they did not directly. We
12	were able to obtain from a a former Sandy Valley
13	water employee some mapping that and his also
14	his expertise of helping us. He was tremendous to
15	help us where he remembered. That was the only
16	assistance we got in starting to determine where
17	these valves. Some some critical valves that we
18	needed to locate were in and our people just
19	managed to do it. With that little bit of
20	assistance and their own abilities, came up with
21	the valves and because you you know, you can
22	tell it's the areas that were weak in pressures and
23	volumes, and our people were able to determine
24	those. So in the end that's how we did it.
25	Q And what was wrong with the two

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water tanks that you mentioned?

2 Water tanks, you know, need Α 3 periodic maintenance to start with. And I think 4 that's what had happened down through the years. 5 They just hadn't had the -- the maintenance and 6 care that they needed, simply because Southern just 7 more than likely didn't have the assets -- you 8 know, the financial assets to do so. And we simply 9 drained the Stanville tank and repainted, 10 resurfaced it, and -- and like I say, improved the 11 pumping system for it. And with Pinhook, we didn't 12 have to take it completely down, but just improve 13 the pumping system and that major valve. 14 When you -- now, at the time of Ο

15 the -- you began operating the water distribution 16 assets July 1 of 2017. Were the new customers that 17 you undertook to serve, how were they notified that 18 it would now be the City of Prestonsburg who would 19 be operating their water system and would be 20 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

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1 community that it was coming and just developed in 2 that way. 3 So how many billing cycles would 0 4 you estimate that you went through or that 5 Prestonsburg billed these new customers using the 6 old Southern meters? 7 Of course, it was gradual Α 8 transition, so I would think that three billing 9 cycles would have taken care of most of the 10 customers. 11 0 Now, as you replaced -- when you 12 managed to replace the meters with the new 13 automatic AMR or something, you just drive by 14 and --15 А Yes. 16 -- and record it? 0 17 The other -- the meters that were there in 18 place would require, I take it, a human being to go 19 and look in to the -- to the meter and actually take 20 a -- physically take a reading; would that be true? 21 А Yes. 22 Okay. So when -- once the meters 0 23 were replaced in the areas where you assumed 24 control, can you tell us how, if at all, that 25 affected water sales?

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1 Α Yeah. Probably an uptick of no 2 more than 15 percent. We -- we thought that --3 And that would be -- the bills 0 4 would be increased 15 percent because the new 5 meters would be more accurate than the old meters 6 that were replaced; is that correct? 7 Α That's correct. And I will say 8 that it was a little surprising, because even Dean 9 Hall and I felt like that some -- a lot of the 10 meters in those two areas was -- were quite slow 11 because they were aged. But we were quite 12 surprised at the small amount of uptick or increase 13 in revenue that the new meters generated. 14 You thought it would be more than Q 15 that? 16 I did. Α 17 Okay. What happened to the old Q 18 meters that were removed? Did Prestonsburg keep 19 those or were those given to Southern? 20 We -- we kept most of them. Α But 21 Dean and I had talked, that he had some areas that 22 he felt like some of those meters if they tested 23 out properly and still at least reading somewhat 24 accurate, that he could use. So I passed along 25 several of the meters to -- to Dean. Less than

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100, vou know, not a huge amount. 1 2 Do you know if those meters that 0 3 you passed along were tested? 4 I think they were. I'm not sure. Α 5 Now, we didn't test them. 6 You didn't test them? 0 7 Α No. 8 Did you test any of the old Ο 9 meters that were taken out? 10 We did not. Α 11 I noticed in the various 0 12 agreements that were executed between Southern and 13 Prestonsburg, Southern was required to make records 14 available to Prestonsburg that you might want or 15 need in the operation of the water distribution 16 system; is that correct? 17 Α That's correct. 18 Did they make records available Q 19 to you? 20 Billing -- you know, billing Α 21 registers were readily available, but past that, 22 there weren't a lot of records passed along to us 23 as far as, you know, the -- like I said while ago, 24 mapping and stuff like that, nor -- we've not had 25 an actual listing showing all the customer

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1 deposits. That's something that still has to be 2 settled on before we -- I mean, when the 3 transaction is actually closed. 4 Yeah. You won't take possession 5 of the deposits until there's actually a closing --6 А Exactly. 7 Ο -- and you own the assets; 8 correct? 9 Α Yes, sir. 10 Did you see any records -- any Q meter records or records of meter testing in the 11 12 areas where -- areas the water distribution system 13 of Prestonsburg took over? 14 Α No. 15 Did you ask for any such records? 0 16 No, sir. А 17 Do you know --Q 18 We -- we -- you know, we were Α 19 going to replace the meters with radio-read 20 anyways, so it was kind of moot that we ask for any 21 kind of records of that nature. 22 After Prestonsburg took over the Ο 23 operation and maintenance of the water -- the two 24 water distribution areas, did Prestonsburg 25 Utilities find or discover that there were people

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1 who were using or getting water service, but had 2 not been billed for those services? 3 We did, but not a -- not a huge А 4 proportion. Here and there. 5 0 Were there people that didn't 6 have meters? 7 А Yes. And, again, it was not a high volume of people. 8 9 Well, I understand. How were you 0 10 able to determine that those people were being -or were receiving water service but didn't have --11 but no meter had ever been installed on their 12 13 property? 14 Α Well, our people are -- are 15 pretty good at going out into these systems and 16 examining meter boxes and stuff like that. If you 17 see a meter box, you're going to assume there's a 18 meter in it and then actually -- when we were -- as 19 we were replacing meters, we would run across 20 straight pipe, cups and stuff like that. And like 21 I say, not a high volume, but, yes, some. 22 Well, let me tell you what I've Ο 23 been told, that there were about 40 customers or 24 people who were receiving water but were not 25 paying -- billed -- were not paying for it. Would

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1 that be too high, too low, about right? 2 Has to be about right, I would Α 3 think. Out of 1,175 customers, I would think so. 4 And I can get -- I can get you an accurate record 5 of that because --6 Well, if you could, would you do Q 7 that? 8 Yeah. Each time we replace А 9 meters, we -- we have a work order with serial 10 numbers and everything on it. So if you'd like, I 11 can come up with that as well. 12 I'd appreciate it -- I'd appreciate it, if you would. 13 14 Α Okav. 15 Do you know of any reason why 0 16 Southern -- which actually used supposedly meter 17 readers to check the meters, why they wouldn't have 18 been able to have found the same -- these customers 19 or these -- not customers, people were getting 20 water but weren't being metered? Is there any 21 reason why they couldn't have found that out? 22 I have no idea why they wouldn't Α 23 find them. I mean, yeah, that's something that we 24 But now we were going to every meter found. 25 replacing each -- in each meter box. Now, I

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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

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selection for you-all. I kept in touch with 1 2 Southern's folks and mayor and judge executive and 3 everybody about that selection process, but I was 4 going to stay clear and just give them the facts 5 and let them say, okay, we agree. And that's how we came to agree on Terry Fyffe as the appraiser. 6 7 We actually paid Mr. Fyffe his -- his fee, his 8 retainer, and it went forward.

9 It seemed stalled for a little while, so I 10 finally asked him, I said, you know, What's going 11 on? I said, We'd kind of like to see this happen 12 for RD's purposes. And he said that he'd had a 13 little bit of trouble getting the records he needed. 14 And about that time is when you-all had issued your 15 order on the rate increase -- alternative rate 16 increase. And I sent -- sent it to him as a -- as 17 a, you know, favor, I quess, to let him see what was 18 going on. He then utilized those numbers that 19 Southern had submitted for their rate increase 20 request, and committed -- completed his appraisal 21 within days. 22 So, yeah, I was going to ask Q 23 you -- obviously, you agree with the appraisal.

24 You paid the appraiser; correct?

Α

25

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Yes, sir.

1	Q So you hadn't Prestonsburg
2	didn't other than the gentleman whose name you
3	can't presently remember, you didn't contact
4	anybody else about doing the appraisal; correct?
5	A No.
6	Q What, in your view, Mr. Campbell,
7	is the end game here in terms of the transfer or
8	potential transfer of the assets of the water
9	distribution system that Prestonsburg has would
10	like to acquire and that Southern has agreed to
11	transfer? I mean, you say, Prestonsburg, we're
12	willing to pay 1.85 million dollars, which is what
13	we think it's worth. Rural Development wants 3.85
14	million dollars and we think that's too much money.
15	So what is the I mean, ultimately, you're in a
16	position here where it's been a year and a half
17	from the date when the transaction hopefully would
18	have closed. So how does this end?
19	A I think that RD is going to have
20	to realize that the appraisal is what they asked
21	for. And, yeah, it was delayed several months just
22	by bad communication, but that's what we did.
23	We we paid for the appraisal to be done. He
24	completed his appraisal based on numbers that
25	was were submitted to the Commission, and but

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1	then in the end, they're they're taking the
2	opinion that that's just for the water assets and
3	not for the whole transaction. What we see as
4	should be fair is that we pay \$1,865,000 to RD on
5	behalf of Southern, reduces their Rural Development
6	debt by that much, and they sign off on this
7	transaction and we all go forward, because I think
8	that I know Southern and Prestonsburg have
9	forged quite a partnership and expertise in
10	communication and help each other tremendously now,
11	but this is that we've been doing this for three
12	years. So I think Southern is being given a chance
13	to to go forward in a viable state because of
14	the rate increase that should have been taking
15	place. They should have requested it three and a
16	half years ago, but they were held off by political
17	people. So I think that now that these pieces are
18	seemingly in place, that all this needs to be put
19	to rest by us paying the million-865 to RD, and the
20	rate increase being approved as far as being
21	initiated.
22	Q And then if that if
23	Prestonsburg paid \$1,850,000 to Rural Development,
24	this Rural Development loan I think you answered
25	this question earlier. Rural Development would

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1 release whatever -- Prestonsburg would -- would 2 expect not to be held accountable or responsible to 3 Rural Development to pay any other debt to Rural 4 Development that Southern has --5 А Exactly. 6 -- is that correct? 0 7 Yes, sir. А 8 Get Prestonsburg clean of any Ο 9 debt that -- that Southern has to Rural 10 Development, and Southern's debt to Rural 11 Development would be reduced by --12 A million -- yes, sir. Α 13 -- \$1,850,000? 0 14 Yes, sir. That's the way I see А 15 it, and that's the way I see a fair way of doing 16 it. 17 Now, I quess the issue always is, 0 18 well, you know, how much time will it take? You're 19 actually in possession of the assets, the water 20 distribution assets? 21 А Yes, sir. 22 Prestonsburg is in possession. Ο 23 Prestonsburg is upgrading and will continue to 24 upgrade, make infrastructure improvements, and is 25 continuing to build; right?

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1	A And the rates were frozen at
2	Q At three years?
3	A Yes.
4	Q Okay. And so so, I mean,
5	at at some point somebody somehow this thing
6	has to be resolved or the transaction has to be
7	unwound. If it were unwound, would Prestonsburg's
8	position change to the extent it would claim that
9	Southern owed it some of this money back?
10	A There's no question that we
11	would we would take that position, but I think
12	the agreements would definitely nullify anything
13	we've spent to upgrade the infrastructure. But the
14	monies we spent of the 2,139,715.08, those funds
15	would definitely we'd say, hey, we want
16	something back. We would still own the wastewater
17	assets. That's done. And, you know, if that's
18	if that's, you know, something that comes to
19	fruition, then, yeah, we would have to have a way
20	of collecting our wastewater revenue and they'd be
21	back Southern would be back operating those
22	water systems that we have improved, and we would
23	need to get our wastewater revenue from them each
24	month if it was unwound, which I don't think is a
25	good decision, but that's your-all's decision.

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1	Q I understand.
2	You know, the Kentucky General Assembly and
3	the statute has basically expressed the public
4	policy of Kentucky is to consolidate ownership and
5	operation of water utilities, publicly-owned water
6	utilities throughout the state.
7	A Yes.
8	Q Are you aware of that?
9	A I am, sir.
10	Q Would Prestonsburg have any
11	interest going forward in either owning all of the
12	Southern Water distribution assets or managing them
13	on a professional basis?
14	A There's no question that at this
15	point in time, I would have to say no, because it
16	would operationally, it would really stretch us,
17	and financially as well, to just simply own that
18	system. We are in the northern end of Floyd
19	County, as you well know. Our system is mainly the
20	top 30, 40 percent of the county there of the
21	northern section. And for us to operate that
22	system in the southern end would be a stretch for
23	us. But there's no question that if if Southern
24	is not given is not given what is basically
25	waiting on them, a rate increase, that in my

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1 opinion will enable Southern to go forward in a 2 very positive manner, then no question as us being 3 the other utility in the county, we would have to 4 consider, if it came down to that point of --5 Ο Well, and as a municipal utility, 6 the rate structure would be entirely up to 7 Prestonsburg? 8 Yes, sir. Α 9 It wouldn't be subject to Public 0 10 Service Commission oversight or approval for anything --11 12 Exactly. А 13 -- correct? 0 14 А Yes, sir. I -- it's my 15 opinion -- I want to -- I know I'm going to be 16 preaching to the choir, as the old mountain saying 17 But these fiscal courts are a very negative qoes. 18 factor for these water districts. And I think now 19 that the people of Floyd County have seen fit to 20 elect a political novice but very astute 21 businessman as their judge executive, I think that, 22 really, Southern has a shot of turning things 23 around, not overnight, not real short term, but at 24 least in a certain number of years. And we want to 25 be part of that, at least an extended part of that,

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1	in expertise, physical help, whatever we can do,
2	more of a partner to them. I think that would make
3	it all go in a more positive manner.
4	CHAIRMAN SCHMITT: I don't have any other
5	questions. Mr. Cicero, questions?
6	A Can I clear up one little
7	little
8	Q Yeah.
9	A thing about the RD side of it?
10	Q Sure.
11	A The difference between the
12	million-865, that we're very willing to write a
13	check to RD for, and this 3.5 million that they
14	claim we should pay, what that is, is that
15	difference of the original 2.14 million and what
16	they gave us so-called credit for, they're saying
17	that there since there was no lien on the sewer
18	revenue, that we not a problem. We own it now.
19	And that we're only going to be given credit
20	towards the water assets of the amount we paid to
21	Rural Development of a little less than half a
22	million and then the computer system that we bought
23	for Southern. So that is that difference that's
24	they're asking us to come up with over and above
25	the million-865 that we're willing to pay.

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1 0 Well, in the agreements that were 2 executed, the Asset Purchase Agreement and the 3 other related agreements, the -- there was not a 4 specific -- it was not specifically -- the value or 5 the amount paid for the water assets and the sewer 6 assets was not specifically designated. Would that 7 be fair to say? 8 Absolutely. Yeah, the 2.14 was Α 9 the whole ball of wax. 10 CHAIRMAN SCHMITT: Everything, yeah. 11 Commissioner Cicero? 12 EXAMINATION 13 By Mr. Cicero: 14 So just to follow up on that line Q 15 of questioning. You paid 2.14 million, or whatever 16 it was, of which a million-five was for debt 17 reduction for Southern; is that right? 18 That's correct. Α 19 And Southern selected who those 0 20 payments for debt reduction would go to. So it was 21 three KIA loans and some other loans; is that 22 right? 23 In the end when -- when it's А 24 finally settled, it was actually two KIA loans and 25 one RD loan.

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1 0 Okay. And that money could have 2 gone to reduce the outstanding three-and-a-half 3 million RD loan; is that right? 4 Well, in essence, that money went Α 5 to reduce RD loan, the \$485,000 deal. But the KIA loans --6 Ο 7 Α Were assumed. 8 -- were assumed. But at that \cap 9 point you just went forward with that and took them 10 over? 11 А Yes, absolutely. 12 Okay. So there was no pay-down Ο 13 of debt; it was just you took -- you assumed the 14 loans and went forward? Yeah. I mean, we -- we paid down 15 А 16 the debt, but through assumption rather than 17 writing a check, of course. 18 Right. So there was -- there's 0 19 two agreements. An operating and maintenance 20 agreement was for the water, and an operating 21 agreement was for the sewer? 22 Yes, sir. Α 23 And you have since taken over the Ο 24 sewer assets, so the operating agreement for the 25 sewer is basically --

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1 It's null and void now. Α 2 Null and void. 0 3 But the water, since those assets haven't 4 been transferred, that's still in effect? 5 Α Yes, sir. 6 Ο And the copies that we've 7 received from Southern are not executed, but you 8 have an executed copy? 9 Α I have them with me, if you need 10 them today. 11 Q I would like to get an executed 12 copy --13 Okay. А 14 -- if you have both signatures on Q 15 it. 16 I do, sir. А 17 That would be wonderful. 0 18 So let's go to the appraisal that everyone 19 has talked about. In the assignment objective, it 20 says, "We were engaged by Dean Hall, President, 21 Southern Water and Sewer, to issue a detailed 22 report. Our objective was to estimate the Fair 23 Market Value of lost revenues due to a transfer of 24 customer accounts and related assets of Southern 25 Water and Sewer District's system as of June 28,

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1	2018." And it doesn't say whether it's for water
2	and sewer, for water or what any detail beyond
3	that general statement; is that
4	A That's correct.
5	Q That's correct.
6	The summary income statement projections
7	include \$656,122 as the revenue projections going
8	forward. And then, of course, it takes out the
9	cost of goods sold, comes up with a net income and
10	it projects it forward to give a fair market value
11	of the 1 4.1 million I think that RD
12	A Yeah, in that ballpark.
13	Q is claiming.
14	So is the 656,000 just I know the number
15	came from the PSC. Is it strictly a water revenue
16	number or a sewer and water revenue number?
17	A It's my understanding that when
18	Southern submitted it, I think that was on paper
19	water revenue. But if you've looked at it the way
20	I have over the past three years, that number
21	represents about the amount of revenue that
22	Southern gave up in this transaction for both
23	utilities. So the dollars themselves are very
24	close if you I'm not sure how they came up with
25	the 600 and some thousand of just water revenue,

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1 but --2 Well, it is a 2016 test year; Q Which was before the transaction occurred? 3 right? 4 Α Uh-huh (affirmative). 5 So that's why I'm curious whether Ο 6 the 656 is inclusive of both sewer and water or 7 just water. And either way you look at it, that 8 would have been an indicator of whether the 9 valuation was based on water and sewer or just 10 water assets for RD purposes? 11 Α Absolutely. 12 Now, other than that, I can't Ο 13 determine how the appraiser came up with the number 14 he came up with anyway, because he takes five years 15 of historical, which is the 2016 test year, and 16 projects that forward. I have -- we're going to 17 talk to Mr. Fyffe later on and find out --18 Yeah. Α 19 -- how he came up with this 0 20 number. 21 But at any rate, the 4.1 million has been 22 established as what RD is looking for. You agree 23 that it's somewhere between 4.1 and 4.3 million. So 24 from everybody's perspective, the value of the 25 assets is accurate; is that right?

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1 Well, I don't -- I have to say Α 2 that I don't think RD's perspective --Well, I mean --3 Q 4 But for --Α 5 Ο They agree that the asset value 6 is 4.1. Now it comes down to determining whether 7 4.1 is sewer and water or just water? 8 Α Yes. 9 So that's where the discrepancy 0 10 comes in. And the fact that they're owed 11 \$4.4 million is probably part of the reason why 12 there is this desire to generate more money out of 13 Prestonsburg for Southern's benefit? 14 Α Absolutely. 15 That's an accurate statement? Ο 16 Can I ask if -- if there was such a desire to include the water with the sewer, why there wasn't 17 18 a contingency written in that said that the sewer 19 assets couldn't be transferred without the water 20 assets in a written agreement? 21 That I couldn't give an opinion А 22 I'm not sure of that. In my -- I guess I'm on. 23 looking at it from day one as hopefully a win-win 24 for both utilities. And so I was looking at it as, 25 okay, let's get these water and sewer assets

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1 transferred over. And I'm not a lawyer. So as far 2 as that contingency, no, I -- I did not think of 3 that. 4 So at this point -- and I think Ο 5 the Chairman has summed it up -- there's this 6 transaction that has become much more complicated 7 than it should be because of established liens, 8 potential liens. Although, I think maybe the Floyd 9 County lien isn't as much as we might have thought 10 it might -- might have been. 11 Α It's not. 12 But you have already made Ο 13 improvements to the tune of \$600,000 on a system 14 that you don't know whether you're actually going 15 to receive? Yeah, that's technically the 16 Α 17 bottom line. Yes, sir. 18 0 Okay. 19 Α We -- we have the O&M Agreement 20 in place, operating the system that both boards 21 agreed on. It should proceed in that fashion and 22 that -- that's the legal document that is driving 23 Prestonsburg City Utilities operating those two 24 water distribution areas. 25 Can you viably operate the sewer Q

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without the water?

1

2 Α We have had some discussions as 3 of late, because my assistant and I have simply 4 gotten kind of tired of this whole process of just 5 here you go, take them back and all this stuff. 6 But then we got to thinking, we're going to have to 7 have some way of collecting our sewer revenue. And 8 to do that, it would have to be, in my opinion, 9 some sort of flat-fee billing, with Southern having 10 to pay that flat fee and collect the revenue the 11 best way they could from their customers as far as 12 Southern. And what we don't -- what we would do as 13 well, we would simply read the meters that we've 14 put in the ground and pass along the net water 15 revenue to Southern at the end of each month. And 16 we don't want to go through all that because we've 17 got a lot more investment in that. But this 18 process has taken much longer than it should have. 19 Well, I'm not going to pursue it 0 20 any farther because enough questions have been 21 I can see that you might be back here later asked. 22 on if this progresses into some other type of 23 hearing --24 Α Yes. 25 -- with regard to the transfer. Q

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1 We're not re-litigating that or trying to go back 2 through. We're just trying to get an understanding 3 of what the value is that Southern owns at this 4 point and what's actually generating revenue and 5 what the potential revenue is, because that's the 6 only way we can make a determination of what the 7 proper rate increase is. 8 Α Yes, sir. 9 MR. CICERO: So I'm going to say that I'm 10 done with my questioning and ask 11 Dr. Mathews if she has any questions. 12 Thank you, sir. THE WITNESS: 13 MR. CICERO: Thank you. 14 THE WITNESS: You're welcome. 15 EXAMINATION 16 By Dr. Mathews: 17 Ο Okay. I've written a lot of 18 questions and then they get answered and then I 19 come back, so --20 Α Take your time. 21 What was your estimate of the --0 22 you were doing your internal calculations to decide 23 whether to take over the sewer assets. What was 24 your estimate of what the liability would be if 25 they weren't taken over and, say, DOW took

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1 enforcement action; do you have any idea? 2 I'm not sure as to the level of Α 3 fines that DOW would -- would assess. We heard as 4 much as thousands per day or whatever. Like I say, 5 I'm not --6 But it was likely substantial? 0 7 Yes. Yes, absolutely. Α 8 And you made the decision that Ο 9 you could spend some money rehab to wastewater 10 plants and --11 А Yeah, the -- the original 12 agreement, July 1, '16, was to assume operational 13 control of the wastewater plants and collection 14 systems for a \$3,000 a month fee to be paid by 15 Southern. 16 Okay. 0 17 Α And -- but we immediately 18 began -- we had to spend substantial funds at 19 Wayland to get that plant and system simply in 20 compliance. So several thousands of dollars went 21 toward that early on. 22 And back to the question of, Ο 23 could you operate the sewer assets that have been transferred if the water assets are not cleared by 24 25 RD to be transferred, could you not work out a

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1	billing arrangement with Southern where they
2	they bill for the sewer based upon gallons used
3	A Well, no question
4	Q whatever formula and then
5	they
6	A that would be the
7	Q they send you a notice
8	A that would be the first
9	choice, but what we since we've put new meters
10	in the the one area and even we would put new
11	meters in Wayland and Eastern as well. It would be
12	better operationally for Prestonsburg to read the
13	meters where we have sewer service, collect all the
14	revenue and turn the net water revenue over to
15	Southern. It it's a cleaner transaction.
16	Q It could work one way; it could
17	work the other.
18	A It it
19	Q They could read and bill you
20	or and they could read and then grant you
21	know, give you the totals and you could bill again,
22	or they could transfer the revenue to you?
23	A Not our first choice, but
24	Q But it would be
25	A works both ways.

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1 -- you know, I mean, because it 0 2 seems like there's a \$1.7 million difference here. 3 А Yeah, I agree. 4 And we -- we did try to ask RD Ο 5 some questions, but they are furloughed, so... 6 That's true. Α 7 CHAIRMAN SCHMITT: Everybody has 8 requirements, but nobody has any money --9 THE WITNESS: Exactly. 10 CHAIRMAN SCHMITT: -- including the federal 11 government. 12 DR. MATHEWS: That's all the questions I 13 have. 14 MR. BOWKER: No questions. 15 CHAIRMAN SCHMITT: Mr. McNeil, questions? 16 MR. McNEIL: Yes, a few, Chairman. Thank 17 you. 18 EXAMINATION 19 By Mr. McNeil: 20 Mr. Campbell, good morning. Q 21 Α Good morning. 22 On the assets that Floyd County Q 23 claims ownership over, are there any other liens on 24 those assets that you know of? 25 Not that I know of. Just that Α

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1 large bond issue. 2 Okav. Are the Stanville and 0 3 Pinhook tanks, are those part of the tanks -- part 4 of those assets claimed by Floyd County? 5 Α I do not think so. 6 0 Can you tell us, how did you --7 how did you fund the improvements to the 8 transferred system? Were those paid through loans, 9 through cash from operations? 10 We -- it was a mixture. Α We 11 were -- we spent a substantial amount of money out 12 of our own operating funds, but then we -- when we 13 took care of a bond issue funding to actually fund 14 the transfer of assets, the 2.41 million, when we 15 did that we asked for another amount of funding for 16 what we felt like would be potential infrastructure 17 improvements. So the most of the funds that were 18 spent were loan. 19 Was that additional amount, is 0 20 that a dedicated loan for this -- for that reason? 21 Α Yeah, improvements to the two 22 acquired systems. 23 What about the cost of the new Ο 24 meters you've installed, were those made though 25 loans?

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Same funding, yes, sir. 1 Α 2 Same funding? Q 3 Yes, sir. А 4 Okay. Who's getting the revenues 0 5 from the transferred water customers right now? 6 Α Prestonsburg. 7 The O&M Agreement, July 1, 2017, states that 8 all revenue would come to Prestonsburg City 9 Utilities for operating, maintaining, repairing 10 those two systems. 11 Q So you're billing, collecting, 12 all that? It's --13 Α Absolutely. 14 Absolute, okay. 0 15 And essentially with that А 16 agreement -- in my opinion, we're essentially 17 operating like a contractor, you know, for 18 Southern. 19 Right. Okay. Q 20 We're performing the service, you Α 21 know, operating the system and collecting the 22 revenue from the system directly. 23 For those customers that you Ο 24 stated had been getting free water, can you recall 25 whether any were businesses?

1 I can't recall. Α 2 Can't recall? 0 Okav. 3 Do you know the average residential bill for 4 a Southern customer, ballpark? 5 Α Yeah. You're probably talking about \$50, 50 to \$52. 6 7 Okay. I can tell you it's 0 8 probably more like 42 a month before rates. Does 9 that sound right, subject to check? 10 Α Exactly. Exactly. 11 Ο I didn't mean to put you on the 12 spot with that. 13 I'm just curious, if those customers have 14 had been getting free water, if you use the 15 residential bill of about 42 a month, those 40 16 customers, that ends up being about \$20,000 a year 17 that, I guess, Southern was not collecting that 18 revenue; is that correct? 19 Α If the facts are all correct, 20 yes, the dollar amount is about right. 21 Do you have any idea what Ο 22 percentage of the transferred customers have new 23 meters at this point? 24 All of them. Α 25 All of them? Q

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1 Uh-huh (affirmative). Α 1,050, 2 approximately, in the Harold, Betsy Layne area and 3 125 in the Pyramid area, so... 4 And you made it clear in your 5 letter in the record that you did not regard the customer transfer as hostile; is that right? 6 7 А Absolutely. 8 Was your impression that then \cap 9 both sides negotiated in good faith and had equal 10 bargaining power in that transaction? 11 Α T do. 12 Has a full takeover of Southern Ο 13 by Prestonsburg City Utilities been discussed 14 either at that time or since then? 15 А Not at that time at all. And 16 really, only recently has that even come up with 17 anyone's discussion, is the potential that we would 18 assume control of the rest of the county, their 19 water district. 20 So the time the transfer was 21 discussed, did either utility do any kind of 22 internal cost base analysis on the efficiency of 23 maybe doing that or was it not discussed at all? 24 Not discussed at all. We felt Ά 25 like the -- in my opinion at the time, I felt like

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1 once we worked things out with the judge executive, 2 it gave Southern the opportunity to shrink their 3 district to a more manageable district, back to 4 where -- I call it the old boundaries that they had 5 before 2007 when they assumed the Sandy Valley 6 Water District customers. 7 0 Do you think the transferred 8 customers are profitable for Prestonsburg at this 9 moment? 10 А No doubt they are -- they're --11 it's -- it's paying for itself with some --12 naturally, some contribution to debt service. So I guess you can call that profit, yes. 13 14 Do you think they were profitable Ο 15 for Southern Water before the transfer? 16 I would assume they would have Α 17 had to have been profitable, you know, because it's 18 a -- it's a pretty good group of customers. Out of 19 their 67, 6800 customers, you know, I'd say those 20 1,175 customers were contributing in a positive 21 manner, no doubt. It was about 18 percent of their 22 customers is what we transferred over. 23 MR. McNEIL: Nothing further, Chairman. 24 CHAIRMAN SCHMITT: Do you have another 25 question, Mr. Cicero?

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1 MR. CICERO: T do. 2 **RE-EXAMINATION** 3 By Mr. Cicero: 4 It's in regard to the transfer. \bigcirc 5 The assets for the sewer now transferred, you have 6 those on your books and you're depreciating those 7 assets; right? 8 Yes, sir. Α 9 But the water assets didn't 0 10 officially transfer, so you were not depreciating 11 those because you don't officially have them? Yes, sir. 12 Α 13 But the improvements you made on Ο 14 the system, you are depreciating those? 15 А It's not in depreciation status 16 They're a construction in progress. vet. 17 But they will be transferred into Q 18 the asset complete --19 Yes, sir. Α 20 -- whatever asset the class of it Ο 21 is once --22 Whatever the number comes down Α 23 to, that's what I'll -- I'll probably depreciate at 24 least 80 percent of the total transfer. The rest 25 is truly more expense related. So there's a little

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1 mix there. 2 That's all right. So in the end 0 if the transaction becomes unwound, those assets 3 4 will have to be transferred back to somehow to be 5 put on Southern's books? Or you would think that 6 they would be, because you wouldn't want to be 7 depreciating assets on your books --8 Α Exactly. 9 Ο -- that somebody else --10 We -- we would have to make a Α substantial financial adjustment on our books for 11 12 the amount of money spent to improve the 13 infrastructure naturally. But, again, there would 14 have to be an accounting entry of some sort. Of 15 course, the original assets are still on Southern's 16 books that they acquired from Sandy Valley, but, 17 yes, what you're saying is correct. 18 MR. CICERO: Okay. Thank you. 19 CHAIRMAN SCHMITT: Mr. Strobo, questions? 20 MR. STROBO: Few questions. 21 EXAMINATION 22 By Mr. Strobo: 23 Mr. Campbell, I'm Randy Strobo. Ο 24 I represent Southern. Thank you for --25 Good morning. Α

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1	Q being here this morning.
2	A You're welcome.
3	Q So you previously testified that
4	one of the main reasons why this whole transfer of
5	assets took place originally is because the judge
6	executive came to you and said Southern needs to be
7	off sewers; is that accurate?
8	A Yes. They need the relief of
9	giving up the sewer.
10	Q Did Prestonsburg have any
11	infrastructure needs at that time as well?
12	A Infrastructure needs?
13	Q In the sewers, with sewer and
14	wastewater treatment.
15	A No.
16	Q Did you Prestonsburg's main
17	wastewater treatment plant, was it, at the time,
18	almost at capacity or past capacity?
19	A It was probably, at the time of
20	the transfer, at capacity, at or near capacity.
21	Q And did Prestonsburg switch some
22	of the wastewater flows from that wastewater
23	treatment plant to the recently built and, I think,
24	well-functioning Harold wastewater treatment plant
25	of Southern's?

1 We have not as of yet. Α It's a 2 project -- a KIA-funded project. We'll make that 3 come to fruition in the next few weeks. Did Prestonsburg, your utility, 4 5 ever do any type of estimates or any costs of how 6 much it would need to expand your wastewater 7 treatment plant? 8 We expanded in '09, so we're --Α 9 we had that expansion. We have had some discussion 10 just recently as to increasing the capacity of the 11 Prestonsburg plant. 12 Do you think by acquiring these 13 properties from -- these assets from Southern, that 14 that has delayed the amount of time that you needed 15 to build out your existing wastewater treatment 16 facilities? 17 А Yeah, I think it's safe to say 18 that. I really do. 19 Can you put a dollar figure on Q 20 that? 21 А No. 22 Is it safe to say that the Ο 23 transfer of assets, the sewer assets from Southern 24 to Prestonsburg was in some ways a win-win 25 situation?

1 A big win for Southern simply Α 2 because of being relieved of -- of that utility. 3 For Prestonsburg, we're getting some revenue from 4 the Harold and Betsy Layne area, so naturally that 5 is somewhat of a win at some level for us there. 6 Southern has not been able to pass along the 7 revenue from Wayland and Eastern to us completely 8 yet each month, so that's definitely not a win. 9 We're operating those two systems with no revenue. 10 And at the time of the Q 11 transaction -- or, I'm sorry, at the time the 12 agreement was signed and during the previous 2017 13 case in the -- in the Public Service Commission, 14 the Public Service Commission requested 15 information, I think an appraisal was done, to 16 value the assets that were being transferred. Do 17 you recall that? 18 I don't think we were ever asked Α 19 about appraisals by the Commission until the RD 20 situation came along that they required one. 21 Well, there was a request for 0 22 Whether or not you did one, they information. 23 did --24 Α Sure. 25 -- but -- and you -- it was a Q

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1	combined response from representatives of your
2	utility and Mr. Hall. And you-all replied that no
3	appraisals were needed at the time, because and
4	you complained it was an arm's length transaction
5	and that you-all came to a mutually-agreeable
6	price?
7	A Exactly. You're right.
8	Q But no value was ever put on any
9	of these assets that you're aware of?
10	A Just by me.
11	Q Okay. And how did you base that
12	value? How did you come up with that value?
13	A The bulk of it was the debt,
14	payoff and debt assumptions. And then ways that we
15	could improve their system in place at the time
16	through via through vehicles, equipment, assets,
17	computer, billing system or whatever. And that is
18	basically what we utilized to come up with the
19	figure, plus the debt payoff of the fiscal court.
20	Q Would you say that you have
21	received value from the putting the water
22	customers aside and the water district. For just
23	the sewer infrastructure, they Prestonsburg has
24	received value for that?
25	A Again, the only value that we've

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2 revenue we are collecting through our meter reading 3 in the Harold, Betsy Layne system, because the 4 Wayland and Eastern treatment plants and collection 5 systems are still a drain on the on the 6 financial side for Prestonsburg. 7 Q Going back to the Harold 8 wastewater treatment plant, would you say that was 9 a well-functioning plant at the time of the 10 acquisition? 11 A It had its problems, but of the 12 three, the least amount of problems, and our people 13 were able to fairly quickly get it running quite 14 well. 15 Q What capacity level is it at 16 right now? 17 A 100,000 per day. 18 Q I guess a percentage of total 19 I can't think of the word, but, you know, the total 20 amount of wastewater sewage it can take on. What 21 percentage of the total capacity is it designed by 22 A I'm going to say 24 Q (Interrupting)	1	received in that transaction is the amount of
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? 11 A 12 Th had its problems, but of the three, the least amount of problems, and our people 13 were able to fairly quickly get it running quite 14 Well. 15 Q 16 right now? 17 A 18 Q 19 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? 23 A I'm going to say Q 24 Q (Interrupting)	2	revenue we are collecting through our meter reading
5 systems are still a drain on the on the 6 financial side for Prestonsburg. 7 Q Going back to the Harold 8 wastewater treatment plant, would you say that was 9 a well-functioning plant at the time of the 10 acquisition? 11 A It had its problems, but of the 12 three, the least amount of problems, and our people 13 were able to fairly quickly get it running quite 14 well. 15 Q 16 right now? 17 A 100,000 per day. 18 Q I guess a percentage of total 19 I can't think of the word, but, you know, the total 20 amount of wastewater sewage it can take on. What 21 percentage of the total capacity is it designed by 22 A I'm going to say 24 Q (Interrupting)	3	in the Harold, Betsy Layne system, because the
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7 Q Going back to the Harold 8 wastewater treatment plant, would you say that was 9 a well-functioning plant at the time of the 10 acquisition? 11 A It had its problems, but of the 12 three, the least amount of problems, and our people 13 were able to fairly quickly get it running quite 14 well. 15 Q 16 right now? 17 A 100,000 per day. 18 Q I guess a percentage of total 19 I can't think of the word, but, you know, the total 20 amount of wastewater sewage it can take on. What 21 percentage of the total capacity is it designed by 22 A I'm going to say 23 A I'm going to say 24 Q (Interrupting)	5	systems are still a drain on the on the
8 wastewater treatment plant, would you say that was a well-functioning plant at the time of the acquisition? 11 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. 14 well. 15 Q What capacity level is it at right now? 17 A 100,000 per day. 18 Q I guess a percentage of total 19 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? 23 A I'm going to say 24 Q (Interrupting)	6	financial side for Prestonsburg.
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20amount of wastewater sewage it can take on. What21percentage of the total capacity is it designed by22currently?23AI'm going to say24Q(Interrupting)	18	Q I guess a percentage of total
21 percentage of the total capacity is it designed by 22 currently? 23 A I'm going to say 24 Q (Interrupting)	19	I can't think of the word, but, you know, the total
22 currently? 23 A I'm going to say 24 Q (Interrupting)	20	amount of wastewater sewage it can take on. What
23 A I'm going to say 24 Q (Interrupting)	21	percentage of the total capacity is it designed by
24 Q (Interrupting)	22	currently?
	23	A I'm going to say
A yeah, 65 percent.	24	Q (Interrupting)
	25	A yeah, 65 percent.

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1 Q Okay. So and -- and Prestonsburg 2 still has plans to transfer some of the flows to 3 that wastewater treatment plant? 4 Absolutely. Α 5 Ο Okay. And that will allow you to 6 divert some of the flows that are currently going 7 to -- and I'm forgetting the name, but your 8 existing water treatment plant to this Harold 9 treatment plant? 10 Α Yes. We will need to spend more 11 money of our own, naturally, through either loans 12 or whatever, to increase the capacity of the 13 Harold, Betsy Layne plant to enable us to utilize 14 it to what we -- at the level we would like to. 15 So going back again to the 2017 Ο 16 case and the negotiations, did you ever recommend 17 to Southern to retain their own counsel in those 18 negotiations? 19 I just -- like I was telling Α No. 20 them a while ago, I simply -- when -- when 21 utilizing just our corporate counsel was not going 22 very smoothly, we decided at the mayor's discussion 23 suggestion to get the chair of the Southern 24 Commission basically in a room and let's hash this 25 out. And you-all select an attorney you want to

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1	use, or let's come up with one we can both use or
2	whatever. And that's how we came up with
3	Mr. Talley.
4	Q Did are you aware of
5	Prestonsburg Utility ever signing any kind of
6	waiver of conflict document or anything like that
7	for representation?
8	A I'm not sure.
9	Q Are you aware of anybody else
10	that ever recommended to Southern to get their own
11	counsel or their own consultants?
12	A I'm not aware of it, no.
13	Q Was it ever discussed?
14	A Not with us.
15	Q So at the time of the
16	negotiations you-all came to a mutually-agreeable
17	price of \$2.1 million or so; correct? But also at
18	the time and this is noted in and I'm going
19	to quote from Page 20 of the settle of the Asset
20	Transfer Agreement. This is on Page 20. "Southern
21	District acknowledges that the City, PC and PCUC
22	are engaged in discussions with Floyd County
23	officials to acquire these property interests. All
24	the assets are in operating condition for the
25	purposes used."

1 To your knowledge was the fiscal court 2 demanding their \$2 million that you talked about 3 previously at that time? 4 Demanding what? Α 5 For their -- for the -- so we're Ο going back to the gentlemen's handshake. So was 6 7 that part of --8 Α Absolutely. 9 -- that was part of the 0 10 negotiations at the time? 11 А Absolutely. 12 Do you think that \$2 million --Ο 13 that \$2 million demanded by the fiscal court influenced the amount of money that was offered to 14 15 Southern by Prestonsburg at the time? 16 Oh, no doubt, because I looked at Α 17 it as a total transaction to Floyd County as a 18 whole being they were responsible for the water 19 district and then they had this debt on behalf of 20 water district. And like I said in the beginning 21 with the judge executive, I'm looking at this as a 22 little more than a 4 million-dollar transaction no 23 matter how the pieces fit together. And, again, he 24 made the statement that politically for him, it 25 would be better to pay the 2 million that the

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1 fiscal court owed on behalf of Southern. 2 Was that, the \$2 million Q 3 indicated anywhere in any of this documentation? 4 Α No. 5 Ο Why not? 6 А Like I say, it was -- again, I 7 don't know why he didn't want to mention it, but it 8 was just an agreement that we came up with, 9 gentlemen's handshake. 10 Q Okay. Were you -- what was your 11 position with Prestonsburg in 2012? 12 А 2012? 13 Uh-huh (affirmative). 0 14 Α Chief Financial Officer. 15 Okay. Were you familiar with the Ο 16 Public Service Commission Case Number -- and you 17 probably don't number the number, but I'll say, 18 2012-309, and that had to do -- this is where the 19 gentlemen's handshake was quoted in the PSC Order? 20 In 2012? Α 21 In 2012. 0 22 Not with us. А 23 So you weren't involved in Ο 24 that --25 Α No.

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1	Q I'll tell you, it was a Southern
2	rate case. So I'm just asking if you're familiar
3	with it.
4	A I think that's the case dealing
5	with this 2 plus million dollars.
6	Q It is. So back in 2012, when the
7	Commission essentially ruled and I'm
8	paraphrasing that there was no obligation by
9	anyone to pay back the fiscal court that
10	\$2 million, there was no written settlement, no
11	written agreement, no contract, nothing, were you
12	aware of that at the time?
13	A I became aware of it shortly
14	after because it was a pretty big discussion in our
15	county and our city back there of how that
16	transaction took place, and it was it was
17	dealing with Southern had no obligation. I didn't
18	know if you mentioned that or not.
19	Q All right. And do you are you
20	aware that the Attorney General at the time
21	submitted comments agreeing with the PSC Order,
22	essentially saying that there was no obligation for
23	anybody to pay back fiscal court for that property?
24	A Absolutely.
25	Q So why, in 2017, was that part of

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1 negotiations for this transfer of assets? 2 To make the transaction happen, I Α 3 think that's what the judge felt like -- again, to 4 benefit he and the fiscal court politically, 5 reduce their debts by 2 million, and they saw an 6 opportunity to make that happen with the 7 transaction of Southern and Prestonsburg. 8 And I think it was your testimony 9 that you said that \$2.1 million that you did pay to 10 Southern, that was kind of -- it was mainly based on money that was owed back -- loan money that was 11 12 owed, but it also sort of combined both the water 13 infrastructure -- infrastructure assets and the 14 sewer assets? 15 Oh, yeah. Α 16 But there was no money figure, no 0 17 value given to those assets at that time, and there 18 still really isn't? 19 We did not divvy it up, so to А 20 speak. 21 And following up on the 0 22 Commissioner's questions regarding whether or not 23 the appraisal in 2018, the most recent appraisal, there -- it's still unclear whether or not that 24 25 value was just for the water customers or both

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1	water customers and infrastructure I'm sorry
2	water customers and sewer infrastructure?
3	A I think we've established that
4	here today, but there's no question that he was
5	looking at the amount of revenue given up by
6	Southern in the transaction. I'm not even sure if
7	he had the opportunity to look at the how much
8	of the revenue was water and how much of it was
9	sewer. I think that they benefited from the way
10	the approach he took as far as the evaluation,
11	because for Southern sewer has always been a losing
12	venture.
13	Q Is it your opinion that Southern
14	is still owed at least 1.86 million, around that,
15	sitting in your account right now?
16	A Absolutely.
17	Q Okay. Is it your opinion that
18	they're owed more than that?
19	A They're owed more than that?
20	Q Uh-huh (affirmative).
21	A No.
22	MR. STROBO: No further questions. Thank
23	you.
24	THE WITNESS: Okay. Thank you.
25	CHAIRMAN SCHMITT: I have a couple. Maybe

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		_
1	just one.	
2	<u>RE-EXAMINATION</u>	
3	By Chairman Schmitt:	
4	Q Mr. Campbell, you I think you	
5	said that, at least as of this time, that	
6	Prestonsburg City Utility Commission was not	
7	receiving any revenue from, what, Wayland and	
8	Eastern?	
9	A That's correct.	
10	Q And why would that be?	
11	A I would assume it's just	
12	financial reasons. They're just they're not	
13	able to, you know, give up any revenue.	
14	Q Well, I mean, let me understand.	
15	Right now Prestonsburg is the owner of the sewer	
16	assets at Harold, Eastern and Wayland?	
17	A That's correct.	
18	Q And on Harold, Prestonsburg also	
19	is operating the water system that basically	
20	provides the water that the sewage that allows	
21	the sewer system to work	
22	A That's correct.	
23	Q correct?	
24	But at Eastern and Wayland, while	
25	Prestonsburg owns the sewer system, it's Southern	
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1 Water District that operates the water --2 Correct. Α 3 -- correct? 0 4 And so Prestonsburg then doesn't --5 Prestonsburg is dependent on Southern to collect its 6 sewer bill and send it to -- and send the revenues? 7 Α Yes. 8 Ο Okav. 9 Α There's been an agreement whereby 10 Southern would retain a 3 percent administrative 11 fee. 12 But since you took over, Ο 13 Prestonsburg took over operation of the Eastern and 14 Wayland sewer systems, Prestonsburg has received no 15 revenue from Southern at all? 16 We actually received probably the Α 17 first three months of that fiscal year, meaning 18 probably, August, September and October, the 19 revenue. 20 Of '17? 0 21 А Yes. 22 But you haven't received any Q 23 money since then? 24 Α No, sir. 25 So Southern is running up a debt Q

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1	to Prestonsburg for the revenue Prestonsburg ought
2	to be receiving for furnishing sewer services to
3	to Southern's water customers
4	A That's correct.
5	Q correct?
6	A Yes, sir.
7	Q Do you have any idea how much
8	that is?
9	A It's got to be pushing 90 to
10	\$100,000 at the present time.
11	MR. CICERO: How much per month?
12	THE WITNESS: I'm going to say per month it
13	should be in the 7500 to 8,000-dollar
14	range, I would think, for the two areas.
15	MR. CICERO: Is there some target date that
16	they're that you have reached an
17	agreement for those funds to be transferred
18	or paid down, or is it just going to be
19	open-ended?
20	THE WITNESS: Currently, we don't have a
21	target date for anything with all this
22	going on. So, yes, we we would like for
23	next week to start receiving the the
24	not to be comical about this. It's just
25	that, no, there's not a target date for

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1	that to be paid down.
2	MR. CICERO: So if Southern received a rate
3	increase from the Commission, would that
4	is that the trigger, the event that starts
5	generating revenue payments to
6	Prestonsburg?
7	THE WITNESS: Absolutely.
8	MR. CICERO: So that is something that's
9	been
10	THE WITNESS: Yeah, that's I should have
11	said that is a target date, because
12	Mr. Hall and I have discussed that very
13	subject, that, okay, you know, once your
14	rate increase does kick in, then we will
15	expect you to start, you know, paying us
16	the sewer revenue for Wayland and Eastern.
17	That has been addressed by Mr. Hall and I.
18	MR. CICERO: Okay. So there there is
19	some date that says this liability will be
20	satisfied and you'll be made whole and that
21	will go off their books as a
22	THE WITNESS: Absolutely.
23	MR. CICERO: Okay. Could be as much as
24	120,000 by the time the rate increase kicks
25	in and the payment starts to be made?

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THE WITNESS: Well, it will -- all 1 2 together -- you know, it's got to be the 3 amount in arrears, plus then start each 4 month turning over the sewer revenue, so 5 it's -- it's a combination of liability. 6 MR. CICERO: Yeah. 7 THE WITNESS: Future and present. 8 MR. CICERO: I don't have anything else. 9 BY CHAIRMAN SCHMITT: 10 Q This is a verbal agreement or 11 understanding? 12 No. This -- this is in the --Α 13 this is in the 2017 O&M Agreement. 14 Oh, I understand, but the idea Ο 15 that you're supposed to get paid once this rate 16 increase has been granted is -- is just an 17 understanding or an oral communication between you 18 and Mr. Hall; correct? 19 Absolutely, yes, sir. Α 20 You have no written agreement? 0 21 Α Not right now, no. 22 It's a gentlemen's agreement? Q 23 Absolutely. It needs to be set Α to print for sure, but that's where we're at today. 24 25 RE-EXAMINATION

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1 BY MR. CICERO: 2 I think it's a bit of concern for 0 3 the Commission because, you know, everybody talks 4 about Martin County, and the issue that Martin 5 County has right now is a huge debt that goes back 6 on unpaid invoices to their vendors. 7 Α Yes. 8 And --Ο 9 CHAIRMAN SCHMITT: Of which you're one. 10 Which we're one. Α 11 BY MR. CICERO: 12 Which you're one. Exactly. 0 13 Α Yes. 14 Yes, I receive your e-mail every 0 15 month that tells me what the meter reading is and 16 how much the increase has been. 17 Α Yes, sir. 18 But that's -- if we're going to 0 19 get Southern in a position where they are viable, 20 they can't be cash strapped in paying old debt 21 while going forward with the rate increase. It's 22 not -- you know, a rate increase, as you know, is 23 supposed to satisfy future infrastructure needs 24 and... 25 Well, in my opinion, what we need Α

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1 is once things do get settled -- and I know they 2 will by you-all as soon as possible -- for Southern's benefit, we will desperately need to 3 4 come up with a legal document. And we will set 5 Southern up on a -- some sort of a payment plan on 6 the arrears amount, and then just simply be collecting their revenue in the future from the 7 8 Wayland and Eastern customers. And I see no 9 problem with that being worked out, but that is a 10 liability right now. 11 Ο You could put yourself in a 12 position where you've got Martin County owing you 13 money for water bills and Southern owing you money 14 for sewer bills and a large cash outflow that takes 15 care of capital improvements you're making. I know 16 there's -- you're talking about a loan that you

18 Α We've been paying debt Yes. 19 service on the Southern transaction for a year and 20 a half now. So, I mean, it's -- we're out the debt 21 service, plus the improvements and everything as we 22 speak, and not been able to collect the revenue 23 from Wayland and Eastern. 24 I don't have anything else. MR. CICERO:

obtained for some of those, but...

17

25 CHAIRMAN SCHMITT: Commissioner Mathews?

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1 **RE-EXAMINATION** 2 By Dr. Mathews: 3 I'm going to show my ignorance. Ο 4 How many customers are in the Wayland and Eastern 5 areas? It's about 115, I would think. 6 А 7 118 possibly. 8 Are they included in the 1175 --Q 9 А No. 10 -- that you did meters? Q 11 Α No. 12 Okay. So they're not included in Ο 13 the water customers that you want? 14 А No. They're --15 There's not a --0 16 А -- they're not truly --17 -- one-to-one match? Q 18 -- truly contiguous to us like Α 19 the other two areas, simply turn on a valve and 20 serve those customers. 21 Ο Okay. 22 But Wayland and Eastern is over Α 23 deeper into Southern's system. Okay. But still part of the 24 0 25 sewer assets?

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1 Α Oh, yes. 2 Are they connected --Q 3 А No. 4 -- as part of the sewer assets? Q 5 А Those are two separate areas. 6 Two communities up there. 7 0 My far eastern Kentucky geography 8 is -- I'm better in the southeast. 9 I got you. Α 10 Q Okay. You just -- maybe you want 11 to get that in writing. No question. That's our intent. 12 Α 13 DR. MATHEWS: Just -- just thinking. CHAIRMAN SCHMITT: Is Floyd Central High 14 15 School a sewer customer? 16 THE WITNESS: Yes. 17 CHAIRMAN SCHMITT: And that -- that has how 18 many people in it? It's 6, 700 people? 19 THE WITNESS: Oh, at least, I would think. 20 I've not been up there much to that school, 21 but it's a big consolidated school. That 22 also includes the Duff Elementary School 23 there too nearby, sewer customer as well. CHAIRMAN SCHMITT: Yeah. So you have two 24 25 fairly large --

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1	THE WITNESS: Yeah.
2	CHAIRMAN SCHMITT: customers?
3	THE WITNESS: They're treating them now at
4	the Eastern sewer plant, both those
5	schools.
6	CHAIRMAN SCHMITT: Okay. Mr. McNeil,
7	questions?
8	MR. McNEIL: No further questions.
9	CHAIRMAN SCHMITT: May this witness be
10	excused? Okay. Thank you. You may step
11	down. You may be excused.
12	THE WITNESS: Okay. Thank you-all.
13	CHAIRMAN SCHMITT: Why don't we take a I
14	think that Mayor Stapleton will be real
15	short, so why don't we take him now and
16	then we'll take a 10 or 15-minute break.
17	Is that okay? I know he hopes it's short;
18	right?
19	No. I thought we'd ask the mayor
20	basically if he had anything else to add,
21	and rather than and then maybe that would
22	be better. Then you could leave before you
23	had to stay here
24	THE WITNESS: Oh, okay. I misunderstood.
25	I thought you

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1	CHAIRMAN SCHMITT: That's okay. Please
2	raise your right hand.
3	THE WITNESS: (Witness does same.)
4	CHAIRMAN SCHMITT: Do you solemnly swear or
5	affirm under penalty of perjury that the
6	testimony you're about to give will be the
7	truth, the whole truth and nothing but the
8	truth?
9	THE WITNESS: I do, sir.
10	CHAIRMAN SCHMITT: Please be seated.
11	* * * * * *
12	The witness, LLOYD LESLIE STAPLETON, after
13	first being duly sworn, was examined and testified
14	as follows:
15	EXAMINATION
16	By Chairman Schmitt:
17	Q Would you state your name and
18	business address for the record, please?
19	A Lloyd, L-L-O-Y-D, Leslie
20	Stapleton, 200 North Lake Drive, Prestonsburg,
21	Kentucky.
22	Q And you're the mayor of
23	Prestonsburg, Kentucky; is that correct?
24	A Yes, sir, I am.
25	Q And how long have you been mayor?

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1	A I've I'm in my fifth year
2	right now, second term.
3	Q And what is the relationship
4	between the City of Prestonsburg and the City of
5	Prestonsburg Utility Commission?
6	A It's a it's complicated, as I
7	have found out throughout the years. The utilities
8	is set up as an independent component, and I I
9	have no authority there other than to appoint the
10	commission members.
11	Q We have the City of Prestonsburg
12	Utility Commission wants to raise rates. Do those
13	rates have to be approved by the City of
14	Prestonsburg?
15	A No, sir.
16	Q City council doesn't approve?
17	A No, sir.
18	Q If the if the City of
19	Prestonsburg Utility Commission needs to institute
20	a condemnation action to acquire easements for the
21	purpose of extending water and sewer lines, does
22	the City of Prestonsburg have to approve that or
23	actually be a party to the litigation or if you
24	know?
25	A I'm not sure. I don't know what

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1	
1	to tell you on that.
2	Q Have you been part of the were
3	you part of the negotiations between the City of
4	Prestonsburg Utility Commission and Southern Water
5	District that led to the Asset Purchase Agreement
6	which was to have gone into effect on July 1st,
7	2017?
8	A No, sir, I was not a part of it
9	at that time.
10	Q Okay. All right. So what is
11	your have you been a part of any kind of
12	negotiations or problem-solving team since that
13	date?
14	A I have helped facilitate some
15	some negotiations. I've helped bring some people
16	together, and I've helped try to iron out some
17	issues that were involved with the transactions.
18	Q Rather than go through all of
19	this again, I'd simply ask, you've you've been
20	present here in the hearing room when Mr. Campbell,
21	the general manager of Prestonsburg City Utility
22	Commission has testified; is that correct?
23	A Yes.
24	Q And you've heard all of his
25	testimony?

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1 Yes, sir. I stepped out a couple Α 2 of times, but most of it, yes, sir. 3 Do you have any dispute or Ο 4 disagree in any way with any of the testimony he 5 has given? Or do you have anything further to say 6 that might enlighten the Commission as to the City 7 of Prestonsburg Utility Commission's position? 8 Α You're asking an opinion there, 9 sir, and I don't know that I can testify to 10 opinion. Or do you want me to testify to opinion? 11 Q Well, you can give us your 12 opinion. 13 My opinion is, now that I've had Α 14 some meetings and I've been involved in some 15 meetings and I've gotten more information, that had 16 we done this appraisal two years ago, this deal 17 probably would have never made it this far. 18 What do you mean? You would not 0 19 have entered into the agreement --20 т --Α 21 -- if this appraisal had been Ο 22 done earlier --23 А T --24 -- and the position of Rural 0 25 Development had been known then?

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1 It's my understanding that the Α 2 position of Rural Development was known then, yes, 3 sir, that the appraisal had to be done. 4 But if the appraisal -- I thought 5 you said if the appraisal had been done two years 6 ago and it was known that Rural Development wanted 7 more money than the appraisal would -- would, I 8 quess, justify based on their position, would 9 the -- you think the deal wouldn't have gone 10 forward? 11 Α I think there would have been 12 some issues then that would have caused us to 13 probably not proceed with the agreement, yes, sir. 14 Do you have any other 0 15 observations or insights relative to the present 16 status of the parties and this --17 А Let me --18 -- this present situation? Q 19 I think it would be easier for me Α 20 to briefly explain my -- what I have done in my 21 capacity. 22 Sure, okay. Fine. Q 23 I was -- I knew there was a А 24 transaction going on. I knew it was being 25 negotiated and all that. I really wasn't bought

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1	on brought on board until I found out about this
2	2 million-dollar revenue bond that was taken out
3	that was going to be paid to the county. At that
4	point, I think I met with Paula Gail and Dean. And
5	Paula said, Look, that's not our bond. That's not
6	our problem. That's the whole handshake deal. And
7	then when I found out about it, I told them I
8	wasn't going to pay it. Just fortunately the money
9	was dropped into our general fund. And I told them
10	I wasn't going to pay it to the county, that I
11	didn't feel like it was a part of the
12	transaction should have been part of the
13	transaction.
14	From then, I got involved with some
15	transaction, trying to make things happen. I also
16	tried to contact R&D and see what R&D really
17	required. And that's when we found out about the
18	the appraisal that they had asked for for quite some
19	time. I've been in subsequent meetings then with
20	R&D, Southern and our and Eddie and myself and
21	one of our account commission members. And
22	that's about all I've done.
23	Q And so what's your impression of
24	R&D's position? Do they basically intend to hold
25	firm to at least is that the impression you

1	
1	get have at the present time?
2	A In my opinion, I feel comfortable
3	in saying that R&D, until this appraisal is worked
4	out and all of their debt service is taken care of
5	that involves that particular that particular
6	water system, that they will not sign off on the
7	transaction.
8	CHAIRMAN SCHMITT: Okay.
9	Commissioner Cicero, anything?
10	EXAMINATION
11	<u>By Mr. Cicero</u> :
12	Q So not to throw any lawyers under
13	the bus, but going through this whole this is a
14	gentlemen's handshake, these are the operating
15	agreements, this is the asset transfer do you
16	think that the legal advice that Prestonsburg
17	received was adequate given that there's so many
18	loose ends and areas that probably could have been
19	covered that weren't?
20	A You're asking me to go back
21	and and look at something that happened without
22	my knowledge, without my interest. But what I will
23	say is, had I been involved early on from the first
24	time the county judge come up, there wouldn't have
25	been a handshake deal. The diligence would have

1 been done on the bond issue to see if that would 2 have been effective and we would have done an 3 appraisal with R&D early on. 4 So I'm going to ask, after the 5 fact and the process you weren't included in but 6 now have been enjoined in, was the legal advice 7 that was received, do you think was it adequate for 8 the transaction that was entered into? 9 Α I don't think that's an opinion I 10 could make unless I was involved in the discussions 11 at that time. That's all right. I won't -- I 12 \cap 13 won't pin you down. I think I made my point, is 14 the fact that there's many things in these 15 agreements that I would have thought would have 16 been covered and are not. 17 Α Yes, sir. I will say that prior 18 experience in my life, it ain't on paper -- if it's 19 not on paper, it didn't happen. 20 That's exactly right. MR. CICERO: 21 THE WITNESS: Okay. 22 MR. CICERO: Thank you. 23 CHAIRMAN SCHMITT: Commissioner Mathews? 24 DR. MATHEWS: I don't have anything. 25 MR. BOWKER: No questions, Mr. Chairman.

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1 CHAIRMAN SCHMITT: Mr. McNeil? 2 MR. McNEIL: No guestions, Mr. Chairman. 3 MR. STROBO: Mr. Pillersdorf has a few. 4 Oh, no. THE WITNESS: 5 EXAMINATION 6 By Mr. Pillersdorf: 7 Ο Let me ask you, Mayor, so to be 8 clear, you mentioned there's a 2 million-dollar 9 revenue bond, which I quess is a source of 10 consternation; correct? 11 Α It was a bond that was taken out 12 by PCUC that was supposed to go to pay the county 13 bond off, yes, sir. 14 I guess, historically what 0 15 happened in Floyd County, I guess when Judge 16 Executive Thompson was in office prior to Judge 17 Hale, he kind of went on a spending spree and 18 caused city water to get 99 percent of the county; 19 is that true? 20 I'm sorry, I -- I'm not sure I Α 21 understand your question. 22 A reason we have been talking Ο 23 about that Southern Water was asked to pay an 24 indebtedness owed by the fiscal court; correct? 25 Yes, sir. Α

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1 Q And the history of that was, that 2 all started when Judge Thompson was in office and 3 he had incurred this debt. And, basically, the 4 debt he incurred was that basically make available 5 city water to 99 percent of the county; correct? 6 А To make good -- yes. You talking 7 about city utilities water or just good water? 8 City water --Ο 9 Α Good -- good water. 10 Q Good water. 11 Α Yes, sir. From what I 12 understand, yes, sir, but I can't -- I don't know 13 any of that to be a fact, but, yes, sir. 14 Well, what is true and what's Ο 15 unusual about Floyd County is 99 percent of our 16 citizens have access to good water; correct? 17 Yes, sir. А 18 And that's unusual for Eastern 0 19 Kentucky? 20 It's -- yes, sir. It's unusual Α 21 in a lot of different areas, not just Eastern 22 Kentucky. 23 And the decision to extend water Ο 24 lines to geographically difficult areas has put a 25 financial strain on everybody involved in this;

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1	correct?
2	A Yes, sir.
3	MR. PILLERSDORF: That's all.
4	CHAIRMAN SCHMITT: I have no further
5	questions. Anyone else? May Mayor
6	Stapleton be excused?
7	MR. BOWKER: Yes, sir.
8	CHAIRMAN SCHMITT: Thank you, Mayor. You
9	may stand down. You may be excused.
10	THE WITNESS: Thank you.
11	CHAIRMAN SCHMITT: Let's take a break until
12	we'll be in recess until 11:25.
13	(THEREUPON, A BREAK WAS TAKEN.)
14	CHAIRMAN SCHMITT: Back on the record. And
15	I think counsel staff counsel has
16	requested that Paula Johnson be the first
17	witness. We may not finish by noon. We'll
18	take a break and then come back and try to
19	expedite things.
20	THE WITNESS: I'm slow.
21	CHAIRMAN SCHMITT: Do you solemnly swear or
22	affirm under penalty of perjury that the
23	testimony you're about to give will be the
24	truth, the whole truth and nothing but the
25	truth?

1 THE WITNESS: Yes, sir. 2 CHAIRMAN SCHMITT: Thank you. Please be 3 seated. 4 * * * * * 5 The witness, PAULA GAIL JOHNSON, after 6 first being duly sworn, was examined and testified 7 as follows: 8 EXAMINATION 9 By Mr. Bowker: 10 Q Good morning. 11 Α Hi. Good morning. 12 I'm Andrew Bowker. I'm with the 0 13 Commission staff. I just have a few questions for 14 you. 15 When were you first appointed to the 16 Southern District Water Commissioners? 17 I was originally appointed in Α 18 approximately '95 to be their Elkhorn, and we 19 merged around 2000 into Southern Water. 20 And when did you become the \cap chairperson of the Board? 21 22 Α Approximately 10 years ago. 23 Okay. And which county judge Ο 24 executive appointed you? 25 Bob Meyers, Judge Meyers did, Α

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originally in '95. 1 2 Okay. And when does your term Q 3 end? 4 Let's see, 2023. А 5 Are the terms of Southern 0 6 District's Board of Commissioners, are they 7 staggered? 8 Α Yes. 9 0 And how is that arranged? 10 Α When we merged with Mud Creek Water District, we staggered the districts so we 11 12 would have -- the judge did at that time, so 13 someone would be on the Board that was -- had 14 knowledge of the operation when a new one come on, 15 so we -- he staggered the terms at that time. 16 Which county judge executive, I'm 0 17 sorry? 18 That was Judge Thompson when he А 19 merged Beaver-Elkhorn, which we were, with Mud 20 Creek Water District in 2000, the terms were 21 staggered. 22 Okay. And have they been Ο 23 readjusted since then of the terms the 24 Commissioners -- has any other county judge 25 executive since that time created different

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1 staggered terms since then? 2 Ά No. 3 And I assume you live within 0 4 Southern's service area currently? 5 Α Yes. I live in the southern part of it. 6 7 Okay. Is Joe Jacobs still on the 0 8 Southern District's Water Board of Commissioners? 9 Α He's not been reappointed to my 10 knowledge. 11 Okay. Is his -- has his seat 0 12 been declared vacant? 13 Α I'm not sure of Joe Jacob's 14 status. To my knowledge, he's not been 15 reappointed, because technically he won't be in the 16 water district. When the water assets have been 17 transferred, Joe will not be in our district. 18 And has any -- who will be Ο 19 appointed to Mr. Jacobs' term? 20 It's my understanding, Eula Hall Α 21 will be, or has been. I'm not sure the status of 22 that. I haven't seen no paperwork. 23 And when was that -- when was 0 24 that done? 25 It was discussed in December in Α

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1 the fiscal court meeting. 2 Is Haves Hamilton, is he on the Ο 3 Board currently? 4 Yes, he is. Α 5 Ο Okay. Do you know when his term 6 ends? 7 No, I'm not sure. They've done А the others in December and I haven't seen the 8 9 documentation as to their terms. 10 Q Does Southern District currently have an ethics policy? 11 12 Yes, we do. Α 13 And when was that ethics policy Ο 14 instituted, first put in -- when was it first put 15 into place? 16 Α When Southern was originally 17 organized, we adopted the county ethics. 18 Has it ever been revised? 0 19 Α Not to my knowledge. 20 How much does a -- a Ο 21 commissioner, how much do they get paid? 22 Α Five hundred (500) a month. 23 And any benefits? 0 24 Α No. 25 So you've been on the Board, I'm 0

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1	sorry, since what year?
2	A '95.
3	Q '95. So you were on the Board
4	when back in 2012, the 2012 Case, Case No.
5	2012-309 was in front of the Commission; is that
6	correct?
7	A I'm not sure of the case.
8	Q You were you were on the Board
9	in 2012; is that
10	A Yes.
11	MR. BOWKER: Okay. I'm going to ask to
12	approach and show you a letter. May I
13	approach?
14	CHAIRMAN SCHMITT: Yes, you may.
15	BY MR. BOWKER:
16	Q Ask you to review briefly,
17	Ms. Johnson, a letter. This letter was sent in.
18	It was received as part of the post case files in
19	Case No. 2012-309. It's a letter to the PSC from
20	Hubert Halbert. Do you know who Mr. Halbert is?
21	A He was our former chair.
22	Q Former chair?
23	A Yes.
24	Q And throughout the letter, it
25	mentions some different different actions that

1	the Commissioners were trying to take to improve
2	water line loss. I'm going to ask to direct you to
3	the to the letter. In the second paragraph,
4	Mr. Halbert states that, "Southern District is
5	currently working on funding through USDA Rural
6	Development to replace its main distribution line
7	from the Water plant to the main storage tank at
8	Martin."
9	Was Southern District able to replace its
10	main distribution line?
11	A Yes.
12	Q That has occurred?
13	A Yes.
14	Q And has Southern seen benefits
15	from that project?
16	A I can't answer that truly. I
17	would assume dramatically, yes, but I can't answer
18	that.
19	Q Okay. In that same letter, in
20	the next paragraph down, Mr. Halbert explains that
21	Kentucky Rural Water has been helping Southern
22	District to identify unaccounted for water loss and
23	that the master meter at the water treatment
24	plant at the water treatment plant showed that
25	it was inaccurate and approximately 11 percent to

1 13 percent fast. He stated that this would be 2 corrected with the Rural Development project. 3 Do you know if that's occurred? 4 Α Yes, it has. 5 0 It has? 6 Α Yes. 7 0 And when was -- when was that 8 done? 9 Α We done improvements to the 10 plant -- I don't have my paperwork with me as to 11 what year we done that, but we completed the main 12 master meter when we done the water plant 13 improvements, which I'm trying to recall if that 14 was not the same time we done the main water line. 15 Okay. And that's also shown Ο 16 improvement? 17 А Yes. 18 In the next paragraph down in the 0 19 same letter, Mr. Halbert states that, "A leak 20 detection crew was formed and will be working no 21 less than three nights a week to help identify 22 water leaks." Was this done and, if so, what were 23 the results of that project? 24 We still have that in -- in Α 25 position. We have a leak detection team now that

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1	three three crew member work five days a week on
2	nothing but leak detection.
3	Q And has that also been a
4	successful project?
5	A Yes. We find leaks daily.
6	Q Mr. Halbert then states that
7	Southern District is now replacing small service
8	lines to fix leaks by using a second work crew.
9	Was this also done and what were the results of
10	that?
11	A Leak all leaks are being
12	addressed as we find them. But now what I'd like
13	to say is, our leaks, we have a leak detection plan
14	in process right now that I'm sure Mr. Hall can
15	elaborate on, but leak detection in our area is
16	very difficult. Geographically, we are very
17	strapped as when we find them and where they're
18	at. You're talking about the heart of the
19	Appalachia. And to find a leak there is not like
20	going down the road and saying, oh, there's a leak.
21	You know, it may leak in the river for weeks before
22	we can detect it or in the mountainside coming up
23	through there. So leaks are very difficult in our
24	area. And we are addressing that as a Board. And
25	Dean is addressing that at every Board meeting.

1	And daily he has a team out looking for leaks. And
2	every leak you find is a plus, and he's finding
3	them.
4	Q What is the current what am I
5	looking for the current percentage of line loss
6	right now?
7	A Leak loss?
8	Q Yes.
9	A Sixty (60) percent.
10	Q Okay. And do you know what it
11	was back in 2013 when the letter was written?
12	A Not right offhand, no, sir.
13	Q But is it fair to say that water
14	line loss has increased since 2012, 2013?
15	A I don't know that it's increased
16	or just a more accurate way of recording it.
17	Q So it may have actually been
18	higher, just not actually recorded back in 2012?
19	A A possibility.
20	MR. CICERO: May I ask a quick question?
21	MR. BOWKER: Yes.
22	MR. CICERO: When you say it's a
23	possibility, is it something that you're
24	familiar with? I mean, I'm looking at
25	water loss back in 2009 was somewhere

1	was reported around 20 percent, and now
2	it's 60 percent after doing all these
3	improvements. So are you attributing that,
4	what is basically a 300 percent increase,
5	to reporting or what
6	THE WITNESS: I just you know, I'm sure
7	Dean can answer that better. But what I'm
8	saying is, a true leak loss is hard to
9	detect in the area. For one thing, we've
10	got volunteer fire departments that may tap
11	into the system and we have no way of
12	knowing what they're using. Fire you
13	know, fire attendant, they go, they use
14	water. We have no way of recording. So to
15	get an accurate read even saying
16	60 percent, I'm not so sure we're losing
17	60 percent. It's just unaccounted water.
18	So you're doing a formula of water
19	purchase, water sold, and I think that
20	doesn't allow other factors to intercede in
21	that.
22	MR. CICERO: Actually, the water loss does
23	allow for system use and fire department
24	usage. And I know that they're estimated
25	numbers, because, obviously, nobody puts a

1	meter on a fire truck and says they pumped
2	this much out of the hydrant, so this is
3	what we consumed. But usually on an annual
4	basis you can you can be plus or minus
5	within some range. So that that number
6	does come out of there and it's such a
7	drastic increase that I'm I didn't know
8	if there was something that you were
9	specifically familiar with or not
10	THE WITNESS: No, I'm not.
11	MR. CICERO: when you said possible.
12	THE WITNESS: I'm I'm not familiar with
13	that.
14	MR. CICERO: So Dean Hall would be a better
15	one to pursue as far as the water lines?
16	THE WITNESS: Yes.
17	MR. CICERO: Okay. I'm sorry. Please
18	continue, Mr. Bowker.
19	BY MR. BOWKER:
20	Q In that same letter he states
21	that "master meters throughout the system are
22	having comparisons done through flow rates." Was
23	this also done?
24	A Yes, it was.
25	Q With good results?

1	A Yes.
2	Q Okay. And then, lastly,
3	Mr. Halbert states that Southern District has "been
4	in contact with multiple professional leak
5	detection experts and are currently pursuing ways
6	to find funding to use them."
7	Was that also done?
8	A Yes, it was.
9	Q In the Final Order for Case
10	No. 2012-309, that was issued on July 12, 2013, the
11	Commission ordered Southern District to file with
12	the Commission, "A comprehensive unaccounted for
13	water loss reduction plan that identifies the
14	sources of unaccounted for water loss, the amount
15	of water loss from each source and establishes
16	priorities and a time schedule for eliminating each
17	source of unaccounted for water loss."
18	Was this done to your knowledge?
19	A I can't answer that right
20	offhand.
21	Q You're not aware of it?
22	A No, I can't no, I'm not.
23	Q And has the Board made a request
24	to Kentucky Rural Water Association to conduct a
25	water meter audit?

1 Α Yes. 2 And that's to determine whether Q District's line loss is within the system? 3 4 Α Yes. 5 Ο That's the purpose of that? And 6 to see if there are any meter issues? 7 Α Yes. 8 So that was also -- when was that Ο 9 done? 10 I'm -- roughly, this issue, we Α had Rural Water come in and -- and go through the 11 12 system and help with the crew, trying to find the And we met with Dean recently since and 13 leaks. 14 he -- we have a new system that they're 15 implementing with the crew out, the leak detection 16 crew out, plus Rural Water is assisting us right now with -- with the new policy to go out and check 17 18 this. 19 Okay. In your opinion, what is 0 20 Southern Water District's -- and Sewer District, 21 what is the -- well, Water District. What is 22 Southern Water District's number one problem as of 23 now, in your opinion? 24 Α Finances. 25 Excuse me? Q

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1	A Finances. Money.
2	Q And can you expand on that?
3	A Well, it's
4	Q Is it is that partially due to
5	water line loss?
6	A Well, I'm sure that plays a role
7	also, but, no, I don't believe that's our financial
8	situation problem. It's it's a long process.
9	You know, it's complicated. We're trying to deal
10	with a lot of issues in a rural area. We have
11	customers that don't pay, water theft. I've heard
12	them mention about 40-some customers with free
13	water. No. You know, we may have 40-some
14	customers stealing water. Not that they'd do that
15	in our county, but, anyhow, I'm just saying there's
16	a lot of issues to address in a water system. And
17	money is a big issue with Southern Water now.
18	We've lost customers. Willingly or unwillingly,
19	they're not there, and that has put a financial
20	strap on Southern Water.
21	Q You mentioned that you have an
22	issue with theft in the area. To your knowledge,
23	what has the Board of Commissioners done to
24	specifically address that problem to account for
25	people that are stealing water?

1 Α We've prosecuted. Been verv 2 successful with that. When the crew finds it, we 3 do dig-outs. You know, they'll pull the meters and 4 they'll backtrack a couple of days, find out if 5 they managed to do a new way of getting water, so 6 you dig it out. And, finally, you have to take a 7 backhoe over there and dig the whole hole out. So 8 they address it constantly. 9 When you say prosecuted, is there 0 10 a procedure in place that when you find a theft to 11 take it to the local county attorney? 12 We go to the county Α Yes. 13 attorney, file charges, and pursue it through the 14 court system. 15 And to your knowledge do you know Ο 16 approximately how many times that's been done? 17 А I don't have a total figure. 18 But that's a regular -- regular 0 19 occurrence? 20 If it's found, we find Α Yes. 21 them, we -- we definitely prosecute. 22 Any other projects that -- that Ο 23 you've been involved in as a -- as a Commissioner 24 during your time that the water district has taken 25 on to reduce the amount of line loss that has not

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1 been mentioned yet, specific projects? 2 Well, no, not none that we have Α 3 not already discussed. 4 The ones we've discussed, is --0 5 that's all? The main water line, the leak 6 А 7 detection crew, check them for water theft where we 8 can. 9 And water district -- well, I'll 0 10 get back to that. Has the Board ever hired an outside 11 12 consultant to assist the water district in detecting 13 and repairing leaks? 14 Α Yes, we have. 15 Ο And other than Kentucky Rural 16 Water, anyone else? 17 Α No, not to my knowledge. 18 Just been using Kentucky Rural Q 19 Water? 20 А Yes. 21 And you mentioned that there's 0 22 some areas where water line loss is significantly 23 worse than other line loss. And your statement is, that's generally just due to geography? 24 25 Well, that and our system is 40 Α

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1	years old. You know, we've combined three
2	districts. And some of the district is newer than
3	the older, and we've got some areas that are 40 to
4	45, 50-year-old lines. And they're just getting
5	old and deteriorating.
6	Q Has the water district had any
7	issues regarding the hydraulics or the pressure of
8	the line within the distribution area, such as when
9	the water district fixes one leak at a certain
10	location, does that cause pressure to build and
11	cause line breaks somewhere else down the line?
12	A Well, it's possible, but we don't
13	have customers without water. Is that what you're
14	asking?
15	Q Well, it just to your
16	knowledge, is there problems with the hydraulics in
17	the area?
18	A None to my knowledge. I I
19	can't answer that.
20	Q Would that be a better question
21	for Mr. Hall?
22	A Yes, it would.
23	Q Okay. Is it fair to say that the
24	district is experiencing a significant loss of
25	revenue because of the line loss?

1 No, I don't think line loss is Α our financial issues. It is -- it attributes --2 3 everything attributes to finances, from customers 4 not paying, to water loss, to customer loss, to --5 so everything contributes, so it's -- it's just one 6 piece of the puzzle. 7 In your approximation, how 0 8 much -- how much does the district lose in 9 revenue -- in lost revenues due to water line loss, 10 an approximation? I don't think I could answer 11 Α 12 that. 13 Moving on to another topic. Does 0 14 the Board have a policy in place to direct its 15 Commissioners to attend the Commission's or the 16 Commission's approved Water District Commissioner 17 Training Programs? 18 Α We come to the annual training 19 every year and have since we've been on the Boards. 20 But do you have a specific policy 21 in place, like a written policy to direct to -- to 22 make sure it gets done? 23 Other than a Public Service А 24 policy that requires us to come, no, that's -- not 25 to my knowledge.

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1 Okay. And are the Commissioners Q 2 to attend at least six hours every year? 3 Α Yes. 4 And to your knowledge they --Ο 5 they do so? 6 Α Yes, we do. 7 Is there any way that you keep up Ο 8 with who has gone to training and who hasn't gone 9 to training? Yes, we do. 10 Α 11 Ο And how is that done, just on a 12 computer program or... 13 Α We receive -- we register, come 14 to our training, and the Public Service issues our 15 training certificates and we keep them on file at 16 the water office. 17 And did you, yourself obtain the 0 18 additional training requirement of 12 hours within 19 the first 12 months that you were on the Board of 20 Commissioners? 21 Yes, I did. А 22 Okay. And you attend every year, Q 23 you stated? 24 Yes, I have. Α 25 I have no further questions of MR. BOWKER:

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1	Ms. Johnson.
2	CHAIRMAN SCHMITT: Mr. McNeil, any
3	questions?
4	MR. McNEIL: Was the Chairman to go
5	Direct after that or
6	CHAIRMAN SCHMITT: Well, I was going to ask
7	you if you wanted to and then
8	MR. McNEIL: I have questions, Your Honor,
9	yes.
10	CHAIRMAN SCHMITT: Then I'll let counsel
11	ask at the end since he clear up any
12	issue.
13	MR. McNEIL: That would be fine. Thank
14	you.
15	EXAMINATION
16	By Mr. McNeil:
17	Q Ms. Johnson, good morning.
18	A Good morning.
19	Q So you are not personally aware
20	of Southern providing water for free to any number
21	of customers?
22	A No.
23	Q You're not aware that something
24	like 40 people might not have meters?
25	A No.

1 Okay. Can you identify or 0 2 provide documentation of the last prosecution for 3 water theft? 4 I don't have that with me, but Α 5 I'm sure that's attainable through the courts. Ι 6 could -- you know, I'm sure we could get that. Ι 7 just don't have that with us today. 8 Do you have any idea when the 9 last one might have occurred? 10 Α Not right off the top of my head, 11 no, I can't answer that. 12 Okay. As a post-hearing data 13 request, could you provide record of the last 14 prosecution that Southern performed for water 15 theft? 16 Yes, we could. Α 17 MR. McNEIL: Okay. Thank you. 18 We have no questions, Chair. MR. STROBO: 19 No questions. 20 MR. CICERO: Were you done? 21 MR. McNEIL: Oh, I'm sorry, I had a few 22 more. 23 CHAIRMAN SCHMITT: Oh, no, he's not. 24 MR. STROBO: Oh, I thought you were done. 25 I'm sorry.

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1	MR. McNEIL: No, no. Sorry.
2	CHAIRMAN SCHMITT: Okay. Normally, he
3	would basically let us know when he was
4	finished.
5	MR. STROBO: I'm hearing things, I think.
6	CHAIRMAN SCHMITT: And then we'd probably
7	go to the Commissioners and then to you so
8	you could you know, you'd have the last
9	say.
10	BY MR. McNEIL:
11	Q Does Southern have any procedure
12	other than just discussion at a Board meeting to
13	take on new debt?
14	A I'm not sure what you're asking
15	me. Ask that
16	Q So I'm thinking about the loans
17	obtained from First Guaranty Bank and Citizens
18	National Bank for the trucks, the other
19	A Uh-huh (affirmative).
20	Q I think the excavator?
21	A Yes.
22	Q Could you describe the process
23	you would go through to obtain that kind of
24	financing?
25	A We advertise for low bid,

1 advertise for bids. We open the bids sealed and --2 and take the low bid. We have erred. In our last 3 training we picked up -- I'm not sure who was doing 4 the instructing that day -- that anything over two 5 years, we were to ask for permission. And one of 6 our notes, we come out and said, well, I think we 7 goofed up there. We did a five-year note on a 8 pickup, a truck. I said pickup. I'm sorry. We 9 knew then at that point, after our training, that 10 we should have asked for permission at that time. 11 Ο Does a -- does the Board usually 12 obtain legal assistance in obtaining financing like that or is that --13 14 А We have a CPA that we rely on. 15 And we dropped the ball. We have to own that 16 mistake. 17 As to the transfer of customers, 0 18 did the Southern Board ever perform an internal 19 cost-benefit analysis of that transfer? Did you go 20 through how it would affect the utility? 21 This transfer of customers and А 22 the assets and all that, that issue was kind of 23 brought to us by our judge and our fiscal court. And it was -- we did need out of the sewer 24 25 It -- to find a certified paper person business.

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1	to do that work, we could not find. We had one.
2	We had to dismiss him. And that was the reason one
3	of the sewer plants was in the condition it was in,
4	is we had to dismiss him for lack of duty.
5	So at that point, we outsourced our sewer
6	overseers with so they would have the
7	certification. However, that became so expensive.
8	And when this deal came up about the sewer business,
9	we talked about it and thought that was a good idea.
10	We needed out of the sewer business. We did.
11	Qualifications for someone we did not have and have
12	to hire them to come in, that is a hard person for
13	us to locate in our area.
14	Q So at the time the financials
15	didn't make sense to to perform the transfer?
16	A This yes, at that time, the
17	way it was presented, yes, we it was a win-win
18	according to everybody at that time.
19	Q Do you feel the same today?
20	A No, I do not.
21	Q Do you know if the District has
22	submitted contracts for its three wholesale
23	customers into the record?
24	A Are you talking about our
25	Pikeville and Prestonsburg that yes, that's part

1 of our application on our rate increase. 2 I believe staff had mentioned 0 3 that the actual contracts were not in the record 4 before. I didn't know if you had submitted -- if 5 you knew if the District had submitted those 6 contracts. 7 I don't know. I'd have to refer Α 8 to Holly. She's doing our rate increase. 9 Ο Okay. If not, could you provide 10 them in a post-hearing data request? 11 Α Yes. 12 MR. McNEIL: Okay. No further questions. 13 CHAIRMAN SCHMITT: Commissioner Cicero, 14 questions? 15 EXAMINATION 16 By Mr. Cicero: 17 Q In following up on the line of 18 questioning that the Attorney General was just 19 asking, at the time that they brought this transfer 20 deal to you, you thought it was a good idea because 21 of the difficulty to obtain operators to run the 22 sewer plants; is that correct? 23 А Yes. 24 At that time was the water asset \bigcirc 25 transfer also presented or was it just presented as

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2 We first initially started А 3 talking about the sewage. And then as the 4 negotiations went on, Prestonsburg wanted the 5 water, and I could see what they were saying at 6 that time. And we were saying we wanted to keep 7 the water customers. And, finally, through a push 8 and shove -- and I must say, we were persuaded 9 heavily by our fiscal court to go ahead with the --10 as it was, so... 11 0 So you would -- I'm going to put 12 words in your mouth and you can correct me if I'm 13 wrong. 14 А Okay. 15 You were persuaded to do this 0 16 transfer, not on the basis of a cost-benefit 17 analysis, but because of political pressure? You 18 can say yes or no. 19 I'm trying to be as delicate as I А 20 can, but, yes, we were -- we -- we wanted rid of 21 the sewage. We did not want rid of our water. But 22 as time passed and things become more complicated, 23 and the money issue they -- you know, Mr. Campbell 24 referred to the 2 million here and the 2 million 25 this account, it -- it got so complicated that

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1	finally it was just a matter of we were persuaded
2	strongly to go with go ahead and complete it.
3	Q So was the fiscal court or the
4	Commission the primary negotiators in this
5	transaction for sewer and water assets?
6	A On I think our judge and
7	fiscal court was the primary negotiator.
8	Q That makes it more interesting.
9	A It was on our part, too.
10	Q I'll switch out that line of
11	questioning for a second.
12	You said that customers that don't pay is
13	one of the financial difficulties being experienced.
14	Do you know how much bad debt the District writes
15	off annually?
16	A Well, we've not we've we
17	did on our the CPA done a he's not completed
18	the writeoffs. I don't have that figure. But
19	that's just a part of it, you know part of our
20	financial issues, the bad debt. You know, we have
21	people leave the area. They just pack up and move,
22	go from one place to the other and come in and get
23	water in another area under another name. It's
24	it's a difficult rundown, if you know, to keep
25	up with that part of it.

1 0 And I think everybody understands 2 that theft is a problem, bad debt is a problem. 3 But I understand when the staff asks you if you 4 thought that water loss was significant, and you 5 indicated you weren't sure how much it was a 6 problem. But would you be surprised if I told you 7 that the value was about \$386,000 annually over and 8 above 15 percent, which is the standard permitted 9 by the PSC --10 Α No. 11 -- for unaccounted water loss 0 12 that the District is losing because of the rate of 13 loss? 14 Α No, I would not. 15 And I think this is what the 0 16 concerning part is, is that when you look at that 17 \$386,000 -- and I think I mentioned to you before, 18 that in 2009 the water loss rate was somewhere 19 around 20 percent. And I know that maybe how it's 20 accounted for or reported or whether it's plant 21 usage or fire department usage, for it to go to 22 60 percent at the same time that all of these leak 23 detection processes have been put in place and this 24 concerted effort, we're -- we're trying to 25 reconcile how this increase in water loss has

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1	occurred, because I can't imagine what it would be
2	like if you weren't going through all of this
3	process of leak detection.
4	A I think it's a better
5	accountability now than it was when it was
6	reported. I think we have a better accountability
7	of our water loss now due to the implementation of
8	leak detection. I think we have a better
9	accountability of our loss.
10	Q Well, I will give you credit, it
11	has stayed relatively constant, unfortunately, at
12	the wrong level since this letter was written. It
13	just means that there's really been no progress
14	made. If anything, it's trended slightly upward.
15	When staff referred to this letter and he
16	went down through all of the different items in it,
17	one of the questions he didn't ask, and I was hoping
18	that he would was, it says that "Southern Water and
19	Sewer District will keep the PSC updated in any and
20	all progress made in respect to lowering our monthly
21	water loss."
22	Do you know if any reports have been
23	generated or any communication made as to water loss
24	progress?
25	A I'm not I don't I can't

answer that.

1

2	Q In another line of questioning
3	that was you were asked about staggered terms
4	and the Commission members' different terms and
5	when they expired or whatever. And you said there
6	was a lot of activity that occurred in the December
7	fiscal court meeting. Can you provide fiscal court
8	minutes as a post-hearing data request, just so
9	that we can get an idea of who's being considered
10	for appointment and what the fiscal court is doing
11	in terms of filling the expired or transferred
12	Commissioners, so that we we have an idea?
13	A Yes.
14	Q I'm going to ask one more line of
15	questioning on the loans. And I know you said
16	that and the pickup truck loan that you did
17	mea culpa that you went more than the two years.
18	And so, therefore, you learned at the training that
19	that was statutorily outside of what you were able
20	to do without contacting the PSC for CPCN.
21	I'm also looking at a loan here for an
22	excavator and the amortization schedule for this
23	41,355-dollar loan through Citizens National Bank
24	was set up on a five-year plan. And then the
25	initial amortization was done with 23 payments and a

TODD & ASSOCIATES REPORTING, INC. 144 859.223.2322 office@toddreporting.com 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?

7 No, I don't -- I wouldn't think Α 8 we would avoid anything to the Public Service. As 9 a consumer and a Board member, I think Public 10 Service would be the way -- we depend on the Public 11 Service to advise us. It's a -- to advise us as 12 Board members or to help us as a consumer. I don't 13 think we dance around the Commission in no way. We depend on the CPA to set that up. I'm not -- that 14 15 would be a question I probably would go back and 16 ask him. You know, at a higher rate, I don't 17 understand that. But I'm sure he learned at that 18 point about that also. So I would have to ask him 19 why that would be at a higher rate. I can't answer 20 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

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1 continue the payments. So, I mean, I understand 2 that loans can be rolled over for certain debt, but 3 this is almost a -- it looks like an intentional 4 trying to beat the statute. 5 Α I would do nothing intentional to 6 violate any statute of anything. I have spent my 7 career in law enforcement. And there is no way I 8 would do anything illegal or immoral to jeopardize myself as a person or the water district as a 9 10 representation. 11 0 Well, as I said, I understand the 12 training became a bigger issue for the Public 13 Service Commission over the last 18 months to two 14 years in trying to make sure the Commissioners 15 understood the importance of following all the 16 statutory guidelines. By guidelines would mean the 17 law, and so we're trying to enforce those. And it 18 just -- we're just trying to make a point here that 19 when loans are entered into, whether it's for 20 equipment or whatever it happens to be, that if 21 it's going to exceed the two-year duration, you 22 need to come to the Public Service Commission for a 23 CPCN. 24 I appreciate that. Thank you. Α 25 I don't really have any other MR. CICERO:

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1questions.2CHAIRMAN SCHMITT: Commissioner Mathews?3DR. MATHEWS: I don't have any questions4CHAIRMAN SCHMITT: I'm going to have a f5questions, so it's going to take some ti6so but at this time it's five after	ew
3 DR. MATHEWS: I don't have any questions 4 CHAIRMAN SCHMITT: I'm going to have a f 5 questions, so it's going to take some ti	ew
4 CHAIRMAN SCHMITT: I'm going to have a f 5 questions, so it's going to take some ti	ew
5 questions, so it's going to take some ti	
	me,
6 so but at this time it's five after	
7 12:00. Let's go into recess until	
8 1:05 p.m.	
9 (THEREUPON, A BREAK WAS TAKEN.)	
10 CHAIRMAN SCHMITT: We are now back on th	le
11 record and it's approximately eight minu	ites
12 after 1:00 in the afternoon. And	
13 Ms. Johnson is on the stand and ready for	r
14 additional questions.	
15 <u>EXAMINATION</u>	
16 <u>By Chairman Schmitt</u> :	
17 Q Ms. Johnson, you have been on,	I
18 guess, the you've been a member of the	
19 Commission, Southern Water Southern Water and	L
20 Sewer District's Commission since it was formed	in
about 2000; correct?	
22 A Yes.	
23 Q And prior to that you were on	one
24 of its predecessors?	
25 A Beaver-Elkhorn.	

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1 Beaver-Elkhorn? Q 2 Uh-huh (affirmative). Α 3 Sounds like a coal company or 0 4 something, doesn't it? 5 It does. Well, it isn't. Α 6 Ο Anyway, now, I don't understand. 7 I don't know -- we've gone back to try to see 8 when -- what everybody's terms were and that's not 9 always an easy thing to do, because during the 10 course of serving on boards and commissions, it 11 seems as if many times when someone leaves early, 12 maybe wants to resign or dies --13 Α Uh-huh (affirmative). 14 -- and the vacancy is filled, Ο 15 whoever appoints that person, appoints them and 16 they think it's for four years and they stay on. 17 And then all of the terms get out of -- I guess out 18 of whack or something, how you say it. But there 19 was a complaint, I guess, registered, maybe one or 20 more here, telephonically about the terms of the 21 present Commissioners and -- not so much that as 22 much as the, I quess, Judge Executive Hale and the 23 fiscal court taking some kind of action in December. And before I get -- well, let me just 24 25 say we -- the records we have here, of course, are

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1	based upon annual reports that are filed.
2	A Uh-huh (affirmative).
3	Q And if we go back to 2000 or
4	close to it I just pulled some at random. 2003,
5	it had the chairperson was Hubert Halbert and it
6	had Bert Layne as treasurer. You were the
7	secretary. Palmer Frazier was a Commissioner and
8	so was Eula Hall.
9	A Uh-huh (affirmative).
10	Q Because that's the same Eula Hall
11	that apparently was appointed in December; correct?
12	A Yes.
13	Q And it had everybody on the
14	report. Over on the far right-hand side, it has
15	term expires. And it had everybody's term expiring
16	on December the 16th, 2004. Okay?
17	So if that were the case and these terms are
18	for four years, then those terms would have expired.
19	Yours, for instance, 2004, 2008, 2012, 2016 and
20	2020. Okay? And that would have been the same for
21	these other people, none of whom is on the Board now
22	apparently other than you; right?
23	Then if we go to 2006 I just pulled 2006.
24	And here the terms have changed, because it has
25	Chairperson Paula G. Johnson, has your term expiring

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1	on December 15th, 2010, okay. I don't know how
2	that you know, obviously, there's a discrepancy.
3	Then it had Bert Layne treasurer and his term
4	expires December 15, 2010. Palmer Frazier:
5	December 15, 2010. Then it has Scarlet Stumbo:
6	Term expires January 1st, 2011. And Cleveland
7	Tackett's term: June 1st, 2011.
8	A Mr. Frazier passed away and so
9	did Clee, Clee Tackett, his he passed away. He
10	become ill and had to resign. Scarlet was not
11	reappointed. I don't recall the exact years,
12	Mr. Schmitt. I you know, but
13	Q Oh, I know. I understand.
14	A Yeah.
15	Q I'm just saying that that if
16	we have somebody if you tried to sort it out, if
17	you looked at the 2003 Annual Report, it has five
18	commissioners, all of whom's terms expires on
19	December 16, 2004. Now that's probably not correct
20	because the terms ought to be staggered. But here
21	it had every term expired December 16, 2004. And
22	then three years later, it has three of the terms
23	expiring on December 15th, not 16th, 2010, which
24	couldn't be correct, if these other terms are
25	terms are for four years. Then it has Scarlet

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1	Stumbo January 1st, 2011, starts a different month.
2	And Mr. Tackett's term expiring June the 1st, 2011.
3	And the only reason I say that is, I've gone
4	through here over several years. And we get to
5	2015, and in 2015 it has your term, Paula Johnson,
6	expiring December the 1st, not the 16th, but the 1st
7	of 2017, which couldn't be at any possibly correct
8	order. Larry Joe Osborne: December 1st, 2017.
9	Barry Hall, the same date. Hayes Hamilton, the same
10	date. And Joe Jacobs, the same date, January 1st,
11	2017. But then now, that's 2015 Annual Report.
12	In 2017 Annual Report, it has your term expiring
13	January December 16th, '18. All right? Larry
14	Joe Osborne: December 16th, 2018. Joe Jacobs:
15	December 16, 2018. Barry Hall: December 14th,
16	2019. And Hayes Hamilton: December 14, 2019.
17	Well, you see the
18	A I see
19	Q issue?
20	A I know in the November fiscal
21	court of this year, I was reappointed and so was
22	Larry Joe Larry Osborne, I'm sorry. We were
23	just reappointed in the November fiscal court
24	meeting
25	Q Okay.

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1 -- because they was not sure they Α 2 were having one in December due to the Christmas 3 holidays, whatever, but --4 \bigcirc Okay. 5 Α -- they did have one. I can speak for November, because they called. Other 6 7 than that, I'm not sure how -- I'm thinking -- and I'm not -- I'm not sure on the other terms. 8 I can only speak for mine and Larry Joe's. We were done 9 10 together that day in fiscal court in November. The 11 exact date, I don't know. 12 Well, if nobody else was 13 appointed on that day in November of '18 -- you 14 were at the fiscal court meeting? 15 А No. 16 Were you there? Q 17 I was called. Α 18 Okay. But you don't know if Q 19 Mr. Jacobs -- I don't know what happened, whether 20 any -- was anybody appointed in December? 21 Eula Hall was appointed in Joe А 22 Jacobs' position. 23 In December --Ο 24 In December. Α 25 -- 2018? Was anybody else 0

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1 appointed? 2 I'm not sure. Ά 3 I mean, I quess it all depends on 0 4 when somebody's term was actually up, if we know. 5 Yeah. Α Now, Eula Hall is -- is Eula Hall 6 Ο 7 Dean Hall's mother? 8 Α Yes. 9 And he's the general manager? 0 10 Α Yes. 11 Has she attended a meeting yet or 0 12 have you had a meeting yet? 13 Α We haven't had a meeting yet. 14 Now, someone said that what Ο 15 happened at the meeting was, is that Mr. Jacobs', I 16 don't know, term expired or whatever. But 17 Mr. Jacobs was not reappointed, but that 18 Commissioner Hamilton was appointed to fill Mr. --19 it's too convoluted for me. Commissioner Hamilton 20 was -- who was on the Board, was appointed to fill 21 Joe Jacobs' position, and that Eula Hall was then 22 appointed to fill Mr. Hamilton's. Do you know 23 anything about that? 24 I was not there. Α No. 25 It's better. It's too confusing 0

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1 to --2 Yeah. А 3 I just wondered if -- if anyone 0 4 knew. 5 And these appointments were made by Ben 6 Hale: correct? 7 Yeah, Ben and the fiscal court, Α 8 yes. And confirmed by the fiscal court 9 0 10 at their last meeting before their terms expired; 11 correct? 12 Mine was in November, yes. Α 13 Yeah, yours was in November. Q 14 Α Yeah. 15 Assuming the other actually 0 16 happened was in December. 17 Now, Judge Executive Hale was defeated in 18 the Democratic primary in May of 2018; correct? 19 Α Yes. 20 And with three of the fiscal Ο 21 court members, there was a change. I don't know if 22 they didn't run or if they ran or were defeated, 23 but three fiscal court -- three of the five fiscal 24 court members are not the same in January of 2019 25 as they were in December of 2018 --

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1	A Correct.
2	Q is that correct?
3	Now, annual reports water districts are
4	required to file annual reports that have a lot of
5	different information in them every year. And I
6	don't have I've got them somewhere, but I didn't
7	bring them down. But usually somebody signs
8	those back of those annual reports. And some of
9	them have your signature, I think, and some of them
10	have Dean Hall's signature. And most of those
11	times, there's a jurat, or there's an affidavit that
12	swears that the information contained in those
13	annual reports is correct. And I'm what I'd like
14	to ask you is, is do you when any of these
15	reports that you may have signed, who prepared the
16	information that went into the annual report?
17	A I'm not I don't I can't
18	answer that.
19	Q Okay. I mean, I assume you
20	didn't as a Commissioner?
21	A I would assume that CPA Dean and
22	the Board together reviewed and prepared the annual
23	report. But an exact answer, I'm not sure.
24	Q When you say the Board, do you
25	mean you and the other Commissioners?

1 We would have reviewed the annual Α 2 report, yes. 3 Before it was filed? 0 4 Α Yes. 5 Well, you know, in the annual 0 report there's all kinds of -- maybe 65, 70 pages 6 7 of detailed information, including information about the number of customers, how much money 8 9 was -- revenue was collected, what the expenses 10 were and so forth. And the accountant, whoever 11 that was, would have to have gotten that 12 information from somebody or some source; right? 13 Α Yes. 14 Somebody -- some source at the --Ο 15 Southern Water District; correct? 16 Α Yes. 17 But you don't -- you wouldn't 0 18 know who that source would be? 19 Α No. 20 When Commissioner Cicero, I Ο 21 quess, made the statement to you that the water 22 loss at the level that you admitted or said that 23 the District had, 60 percent, that that costs about 385, \$387,000 a year. Did you have any idea 24 25 that -- that unaccounted for water loss or

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1 non-revenue water loss could amount to that kind of 2 money? 3 Α No. 4 And that's not included in like \bigcirc 5 what the fire department used or what you used. 6 That's just water that went out in the ground or 7 spilled over the top of the tank or something. 8 Uh-huh (affirmative). Α 9 If you had that water loss down 0 10 to 15 percent, your money troubles would be over, 11 wouldn't they? 12 I can't answer that. Α 13 If you had an extra 380, Ο 14 \$400,000, wouldn't that help out? 15 Α That would be ideal. 16 One of the things that I -- well, \bigcirc 17 I think I understand it, but that's inconsistent in 18 Southern's position is, is that over the years, 19 despite all of the statements that Southern is 20 taking action to -- to repair lines, fix leaks and 21 have extra crews on to discover leaks to eliminate 22 water loss, the water loss hasn't gotten any 23 better. I mean, do you discuss these things at 24 your -- at any of your meetings with --25 We discuss --Α

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1	Q	Mr. Hall or
2	ž A	Yes.
3		
	Q	Okay.
4	A	We discuss them. Dean prepares a
5	report that he su	bmits, along with our agenda, on
6	the leak detectio	n, number of leaks, where they're
7	at, what the pipe	was to repair it, how many hours
8	the guys worked t	o repair it, and that goes to
9	every Board membe	r in our packet. He addresses it
10	monthly with the	with the Board.
11	Q	When you have gone to training,
12	at least the last	two years I know I saw you at
13	Pine Mountain.	
14	А	Uh-huh (affirmative).
15	Q	I saw Mr. Jacobs and maybe some
16	others the first	day at
17	А	Uh-huh (affirmative).
18	Q	Prestonsburg this year, and
19	you were probably	the second day?
20	A	Yeah.
21	Q	So but I know water loss
22	and I know water	loss was specifically addressed at
23	those two trainin	g sessions. I mean, and I just
24	wonder if not	that you don't take it seriously,
25	but if you've kin	d of gotten the idea there's just

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nothing we can do about it?

Α

1

2 No, I wouldn't take that --Α No. 3 that is a very serious issue with our company, the water loss, and it does play a major role in our 4 5 finances. We address it constantly. It's a 6 difficult -- the structure is old and it is very --7 it's an obstacle for us to deal with this, but we 8 deal with this. We don't -- anything that is said, 9 we take very serious.

10 You know, we go to training for a purpose to retain something. When we come back out, we want to 11 12 know we've learned something, you know, and it's a 13 -- it's always been a great training seminar for us. 14 And we pick up something on each thing. Just like 15 the -- the two-year thing, we picked that up 16 immediately and come out and said, you know, we --17 we made a mistake. And when you go and learn 18 something like that, you take it back. 19 Now, you said we learned about 0 20 the two year on the -- I guess financing --21 Uh-huh (affirmative). А 22 -- right? Q 23 (Witness nods head.) Α 24 And so when did you learn that? Q 25

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At one of the -- the last year

1	training seminar at Jenny Wiley, I believe it was.
2	Q Ms. Johnson, in 2012 the Public
3	Service Commission, in a Final Order, basically
4	addressed the fact that Southern Water District had
5	obtained several loans, some for a lot of money,
6	without Public Service Commission approval. And
7	the Order recited that the Commissioners had
8	understood that that that was in violation of
9	the law, the statutes, and that basically they
10	would see to it it didn't happen again. You don't
11	have any recollection of that?
12	A I'm sure I do if I seen it. You
13	know, I'm sitting here trying to pick my brain as
14	you're discussing these things. We relied on the
15	CPA to prepare our finances. I don't know if it
16	was an oversight on his part or an oversight on all
17	of our parts to prepare those truck loans.
18	Q Who's your CPA?
19	A Good God, I've got I mean
20	Q Mr. Spears? Is it Spears?
21	A Yeah, Mike Spears and Jeff. Yes.
22	Q And Mike Spears is in Pikeville?
23	A Yes.
24	Q Is Reed Mr. Reed is that
25	A Yeah.

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1 -- is he in the same office as 0 2 Mr. Spears? 3 А He's in Prestonsburg -- Jeff, 4 he -- they're -- yes, it's same two in the firm. Jeff comes to our meetings. And we discuss that 5 6 with Mike also. He knew we were upset with this. 7 Ο Do you have -- does Southern have 8 a local attorney that it uses to come to the meetings or to give you advice? 9 10 А Our assistant county attorney 11 comes. 12 Your assistant county attorney? Q 13 А Uh-huh (affirmative). 14 And who is that? 0 15 А Keith Bartley is our -- Tyler 16 Green. 17 Ο And, I guess, does he do that as 18 a -- just as a public service or do you pay him for 19 his service? 20 We pay him. Α 21 And does he come just Ο 22 occasionally or does he come to all your meetings? 23 He doesn't come to all of them, А 24 but he comes when we have issues we feel we need to 25 discuss with legal.

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1 So if you need legal advice, you 0 2 got somebody to talk to; right? 3 Uh-huh (affirmative). Yes, sir. Α 4 Has Mr. Green or Mr. Bartley ever Ο 5 talked to you about the requirements of the open 6 meetings law? 7 I don't recall that as --Α 8 Ο Well, the reason I say -- I know 9 you get that in training, too. 10 А Yeah, I was going to say --11 0 It's always in training. 12 -- we picked that up in Public А 13 Service training. 14 Well, I know I've seen some of Ο 15 your minutes. 16 Uh-huh (affirmative). Α 17 And your minutes all show 0 18 violations of the Kentucky Open Meetings Act. And 19 I'm not going to get into any advice, but I suspect 20 if you took those minutes by your lawyer, they 21 could probably tell you in a few minutes what you 22 needed to do so you didn't run into those issues 23 again. Because what might happen to you is, you might come out of executive session, you might take 24 25 some action. And in the infamous case of Tommy

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1	Thompson, et al vs. Floyd County Board of
2	<i>Education,</i> your you might your actions you
3	took might be invalidated and you might never be
4	able to fix the problems. That's just a
5	suggestion, okay. You might
6	A Thank you.
7	Q you might think about it.
8	Now, you heard, I guess, Mr. Campbell
9	discuss the fact that the City of Prestonsburg
10	Utility Commission replaced the all of the water
11	meters on the areas where the water distribution
12	system was transferred to Southern to Prestonsburg;
13	correct?
14	A Yes. Yes.
15	Q And that the meters that the
16	meters that Southern owned were mechanical meters,
17	meters that required a human being to go
18	A Uh-huh (affirmative).
19	Q look down in the hole or
20	whatever and read the meter and report on it;
21	correct?
22	A Yes.
23	Q You don't have, I assume, any
24	so-called smart meters or meters that would
25	A No.

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1 -- allow them to be -- somebody 0 2 drives up the road in a truck, and the computer 3 sends a signal and it automatically gets the 4 reading without the driver having to go out and 5 look at the meter --6 Α No, we do not. 7 -- personally? 0 8 Okay. Have you ever considered buying such 9 meters? 10 Α Yes, we have. And we have talked 11 to some vendors about that, but we have not been 12 able financially to invest in that. 13 Well, see, this is what I don't 0 understand. I think you can. I don't see how you 14 15 can afford not to. All you got to do is come to 16 the Public Service Commission and file a case and 17 ask, and I can't think of a time we've turned down 18 anybody that had meters -- 5,000 meters, according 19 to our latest inspection report, that were 13 to 15 20 vears old and had never been tested. And, I mean, 21 you might say, I don't want to charge my customers 22 for this, but by the same token, how can you afford 23 to operate with your meters running at 15 percent 24 So in addition to the -- to the 60 percent slow. 25 water loss -- I guess that's all part of it -- your

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1	water is going through the meter that you're not
2	really billing for. So for whatever, I I notice
3	that in the inspection report that was done by our
4	water inspector in May of this year, May the 16th,
5	the question came up about meters.
6	And let me let me just give you might
7	be easier if I do it this way. I don't know, we may
8	not have enough for everybody. Counsel, would you
9	give your give your client, give Ms. Johnson one
10	of these, and here's one for you and would you
11	like one, Mr. McNeil? You may or may not. It may
12	not make any difference.
13	MR. McNEIL: Sure, if it's
14	CHAIRMAN SCHMITT: Would you like one? I
15	just have one left, so
16	MR. McNEIL: Thank you. I appreciate it.
17	BY CHAIRMAN SCHMITT:
18	Q Let me see, Ms. Johnson, if I can
19	get the right page. Page 17. We look at do you
20	see additional inspector comments?
21	A Uh-huh (affirmative).
22	Q It has "Utility" that's
23	Southern "stated they have 5,000 meters that are
24	13 to 15 years old that have never been tested, and
25	500 meters that are less than two years old." I

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1	mean and I know you're not the operational
2	person.
3	A No.
4	Q But did you understand that
5	meters are supposed to be tested at least every 10
6	years? And that before a meter is installed, if
7	it's taken out or put back into service, it's
8	supposed to be tested before it goes on the
9	customer's line? Did you know that?
10	A I can't no.
11	Q Then the third one out of that
12	says, "Utility stated the average distribution of
13	the service line in the system is 50 years old.
14	This along with pressure zones and terrain have
15	contributed to the Utility's water loss issues."
16	And I think you said something earlier that
17	the lines were at 40 to 50 years?
18	A Yes.
19	Q Do you have any idea as to what
20	the expected life of a water line is, or your water
21	lines are?
22	A No, sir, not not to say that
23	outright, no.
24	Q Well, if they're 50 years, you're
25	going to be

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1 Thirty (30), I'm thinking. Α 2 -- under the PSC's depreciation Q 3 schedule. You know, you're probably looking at the 4 average of 12 1/2 years and -- they may last longer 5 than that and they may -- they may not. But does 6 Southern Water District have a capital improvement 7 plan, a plan in place that would provide a schedule 8 of replacing all of your water mains and service 9 lines? 10 I don't know that we have a А written plan, but this is discussed also with Holly 11 12 and Dean and the Board about the lines being older, what we need to do, we're trying to figure out 13 14 funding and get something more concrete put down on 15 paper. But, yeah, we -- we definitely discuss 16 that, because that's -- we know that's part of our 17 water loss is these old lines. When you're 50 year 18 old and they're like they are, they definitely need 19 replaced. But the funding for it is -- we've tried 20 funding at several sources, you know, and we know 21 the road. 22 Is funding hard to come by? Q 23 Yes, it is. There's no more AML. А 24 That's wasted out. Coal is not running, so there's 25 no AML money flowing like it did. The grants are

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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 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		
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24 replace the existing water line from Lackey along	22	A check of the WRIS database reveals they've been
	23	approved for an infrastructure project that would
25 Route 7 to Wayland, Kentucky. This project will	24	replace the existing water line from Lackey along
	25	Route 7 to Wayland, Kentucky. This project will

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1	replace approximately 20,000 linear feet of
2	existing 8 to 10-inch PVC asbestos concrete lines
3	with 6 and 8-inch PVC water line along Route 7 to
4	the City of Wayland. Aaron" that's the
5	inspector. "Aaron, please check on the status of
6	this project and if PSC granted approval." Of
7	course, nobody ever applied to the PSC for
8	approval, but her response was, "After speaking to
9	Mr. Dean" I guess that's Mr. Hall. That sounds
10	like an Indian doctor. They always get you
11	know, the first name.
12	A Yeah, Doctor. Dr. Don.
13	Q Yeah. Yeah, Dr. Chandler or
14	somebody.
15	"After speaking to Mr. Dean at Southern
16	Water and Sewer District, he stated that funding for
17	the Mink Branch tank replacement and the Lackey
18	Route 7 to Wayland project was pulled"
19	A Uh-huh (affirmative).
20	Q "by KIA due to fear of
21	Southern not being able to pay the loan back." Is
22	that was that what happened?
23	A Yes.
24	Q So I think some of the problem,
25	Ms. Johnson, is maybe Southern not understanding
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1	that if you're willing to do the work, you could
2	probably come to the PSC and maybe get some
3	relief get some relief.
4	Were you present whenever I spoke to one of
5	the training sessions about our intent to have an
6	infrastructure program to replace old pipelines and
7	water mains and service lines?
8	A I think you done that at Pine
9	Q And I think Mr
10	A Yeah.
11	Q Mr. Jacobs asked me about it?
12	A He did.
13	Q But you got to come in, you know,
14	and and then have a plan, which would be like a
15	chart where, you know, we'd like to between this
16	date and that date, replace lines between Point A
17	and Point B. I mean, that other utilities do that,
18	is what I'm saying. Large gas companies, Atmos,
19	Columbia, they actually have a schedule. And I
20	know you say, well, somebody in your organization
21	could do it or maybe Kentucky Rural Water
22	Association could help you. But we can't help you
23	unless you know that we're available and try to use
24	what resources we have to help you keep your system
25	up and running.

1 I would like to say, it would be Α 2 safe for me to say we'll be coming back. 3 Well, I think that probably -- I 0 think that probably is right. 4 5 Α Not on the hot seat, I hope. Not on the hot seat. 6 7 Well -- but in terms of -- of Ο 8 meters -- now, I hate to do all this to you, but 9 you're the chairman. Maybe we can "me too" 10 everybody else later on. 11 Now, the Southern Water and Sewer District 12 presumably has records or is supposed to have records, written records, of what it does and where 13 14 it does it and who its customers are --15 А Uh-huh (affirmative). 16 -- and that sort of thing; right? Q 17 Α (Witness nods head.) 18 If you'll look -- well, I know Q 19 you indicated that you didn't have -- you didn't 20 know that meters were required to be tested, and 21 then I read the other. But if you'll look at Page 22 6 and Page 7 of the inspection report. And I'll 23 just read this into the record and you correct me 24 if I make a mistake on it. Page 6, the bottom, 25 Section 17 meter testing: "Does the utility

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1	maintain meter standards and test facilities as
2	more specifically established in 807 KAR 5:066?
3	No.
4	"Before being installed for use by a
5	customer, are all meters tested and in good working
6	order and adjusted as close to the optimum operating
7	tolerance as possible as more specifically required
8	by in the section cited? No.
9	"Does the utility have all or part of its
10	testing meters performed by another utility or
11	agency? No.
12	"Does the utility or agency doing meter
13	testing for a utility have in its employ meter
14	testers certified by the commission? No.
15	"Does the utility or agency employ
16	apprentices in training for certification as meter
17	testers? No.
18	"Are all tests performed during this period
19	by an apprentice witnessed by a certified meter
20	tester? No.
21	"Meter test records. Does the utility
22	maintain a complete record of all meter tests and
23	adjustments and data sufficient to allow checking of
24	test calculations? No.
25	"Do records include the following:

1	Information to identify the unit and its location?
2	No.
3	"Date of test? No.
4	"Reason for test? No.
5	"Reading before and after the test? No.
6	"Statement of 'as failed' and 'as left'
7	accurate accuracy sufficiently complete to
8	permit testing of calculations employed? No.
9	"Statement of repairs made, if any? No.
10	"Identifying number of meter? No.
11	"Type and capacity of meter? No.
12	"Does the utility maintain a complete record
13	of tests of each meter continuous for at least two
14	test periods and shall in no case be less than two
15	years? No."
16	And it goes on for pages. But they're all
17	no. And if you don't keep if you don't test
18	meters, I mean, as you're legally required to do,
19	and you don't keep any well, I guess you don't
20	have any records. I don't know how you how you
21	operate, I guess. And I know your your job isn't
22	operations, but the Commissioners' job isn't it
23	the Commissioners' duty to see that the manager is
24	doing his or her job?
25	A Yes, that's our job.

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1	Q I mean, were you ever advised by
2	Mr. Hall or Mr. Halbert that meters weren't being
3	tested, that there weren't any records?
4	A I don't recall that, no.
5	Q Throughout throughout the
6	annual reports, from at least 2011 or 2012 forward,
7	prior to that time, the amounts are much smaller,
8	but but it always shows every year, without
9	fail, that Southern Water and Sewer District uses
10	60 million gallons of water for its own purposes,
11	and that the fire departments in Southern District
12	use 60 million gallons of water every year free of
13	charge. And those reports indicate and suggest
14	that there must be some basis for that, that that's
15	being reported.
16	Now, in answer to financial analyst data
17	request in in this case, Southern said it didn't
18	have any records to support either of those figures.
19	And in this inspection report of May the 18th, 2018
20	it says, "Does the utility allow a utility to
21	withdraw water from its distribution system for fire
22	protection and training purposes at no charge? Yes.
23	"Does the utility require a fire department
24	to submit quarterly reports demonstrating its water
25	usage?" And the answer is no. All right.

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1 "Does the utility tariff state that the 2 penalty to be assessed for failure to submit water 3 usage reports?" And it says yes. So, presumably, 4 there's a penalty that can be assessed against these 5 fire departments if they don't provide it. But for 6 years, somebody -- not the fire department 7 presumably -- somebody has been putting 60 million 8 gallon of water use by fire departments every single 9 year when there's no evidence to support what that 10 usage was, but it's easy -- it can be calculated. 11 It can be calculated, what's used in flushing by 12 Southern and used by fire departments. That's not a 13 -- that's not an impossible concept. 14 I just wondered did you know that none of 15 that -- those things weren't being done, but those 16 figures were being used? 17 Α Well, I know we have attempted to 18 get some kind of water use by the fire department. 19 Of course, you're talking about a lot of volunteer 20 fire departments that don't give that information. 21 Well, you know what, of course, Ο 22 part of it's like, I try to get Johnny to, you 23 know, go to school and, or to do this or to do 24 that, do his homework, but he just won't do it. 25 Sometimes you have to exact a price of people that

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1	don't don't do what you need to do; isn't that
2	right?
3	A It's true.
4	Q I mean, you why don't you
5	start charging for the water? I wouldn't let them
6	have the water. I mean, it's all I'm saying
7	is and I'm not addressing this to you
8	personally, but it's the Commissioners' job to see
9	that this District is properly run and that the
10	manager is running it. And the manager, for all I
11	know, he may come to the Commission and say, I told
12	them we had these problems, but nobody did anything
13	and I work for them. In any event, it's no excuse,
14	is all I just no it's no excuse.
15	Because, ultimately, when somebody says,
16	well, this is all okay, what you don't realize is
17	all your pipes in the ground are rotting. And at
18	some point in time, it's like your roof, you say,
19	well, I ain't going to fix the shingles. I'll just
20	put a bucket all over the kitchen and the bedroom.
21	But at some point your whole house rots down. And
22	that's what's happening, not just to Floyd not
23	just to Southern in Floyd County, but to Martin
24	County and dozens of other rural water districts
25	across the state.

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1	And if it's a hard job, is what I'm
2	saying. And I don't know, you know, with local
3	politicians involved, whether that problem can ever
4	be solved absent just total regionalization of water
5	district management. But, I guess, one of our I
6	asked one of our people to see what the fire
7	department usage would normally be expected to be,
8	and I was told about 3 million gallons a year. I
9	don't know if that's accurate, but I throw it out
10	for what it's worth. But, obviously, it's not
11	60 million every
12	A Well
13	Q every year.
14	A that will be something we'll
15	address definitely when we go back. But I'd like
16	to say one thing, we keep you know, you refer to
17	Martin County. I can understand that because they
18	are very public. But I want to say one thing about
19	our system. We may have debt and we may be here
20	for on the hot seat, I call it, but I can say
21	one thing about our water: We've got it to
22	99 percent in a rural area and it's clean, it's
23	drinkable and it's serviceable and we're getting it
24	there. It's been at a great cost, but the people
25	in Floyd County have decent running, drinkable,

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1	
1	useable water. I'd like to just add that.
2	CHAIRMAN SCHMITT: Okay.
3	MR. CICERO: So can I just add one thing?
4	And that's you're to be commended for
5	that statistic, but on the other hand, as
6	with Martin County, if your water loss is
7	60 percent, at what cost to your rate
8	payers are you delivering that? Because
9	the 60 million gallons that he refers to
10	for the water department or the system
11	usage, your loss of 1,160 customers to
12	Prestonsburg, their consumption was
13	approximately 60,744,000. So each of those
14	figures for the fire department usage and
15	for the system usage is equivalent to the
16	loss of those customers that were we
17	don't know whether they're transferred yet
18	or not to Prestonsburg. But that gives you
19	an idea the magnitude of what's been
20	reported as that type of consumption.
21	And, yes, your delivering clean water,
22	which is we're not certain where
23	Martin County is on that, but there's a cost
24	for that. And, yes, AML money is drying up,
25	grant money is drying up, but a system is

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1 supposed to support itself on the revenues 2 generated from its ratepayers, not operating 3 and maintenance money that's obtained from 4 grants or loans or whatever. It should 5 sustain itself on its own operations and 6 that's not occurring right now with 7 Southern. And I don't really know how it 8 can at that level of water loss. T think 9 that's why the Commission has been focusing 10 so much recently -- recently over the last 11 12 to 18 months on the level of water loss, 12 because it is a disaster for rural water and 13 has to be addressed and we have to find a 14 way to put that infrastructure to a level where it's at least delivering without 15 16 losing the majority of the water before it 17 reaches the end user. And I think that's 18 the big concern. 19 THE WITNESS: I understand that. 20 BY CHAIRMAN SCHMITT: 21 I guess we got some information Ο 22 in the rate case, a schedule somewhere of lack of 23 salaries for Southern water employees and they were all on an hourly basis. Are all employees paid by 24 25 the hour?

1 They are -- no. Α I'd have to ask 2 The girls aren't, are they? I will let Dean that. 3 Mr. Hall address that part to be sure. 4 Okay. There wasn't anybody here 5 to make a public comment. Somebody -- I didn't 6 talk to them, but somebody said a call had been 7 made yesterday that somebody was supposed to be 8 here. The only reason that was an issue, because I 9 noted in a meeting we had about 4:00 yesterday that 10 the notice hadn't been filed and you'd probably 11 bring it today. And somebody said, well, they must 12 have filed it -- they just must have published it 13 because somebody called, but we -- we do get -- I 14 quess when it was published in the newspaper that a 15 rate increase had been requested, some customers 16 wrote in, okay, but -- but some of the customers 17 were upset, not just because of the rate increase, 18 but they claim that your meter readers don't ever 19 read the meters. Have you heard that? Have you 20 heard that before? 21 А That's the first complaint you 22 get when someone's water is a little higher than 23 normal. Well, they're not reading my meter, you 24 That is a big issue that Dean -- Mr. Hall. know. 25 I keep saying Dean. I'll say Dean. Dean, that is

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1 something that he stresses with them meter --2 that's our livelihood. They don't read them 3 meters, they're not going to stay. And Dean has 4 backtracked to make sure the meter readers are doing their job. And they switch them off to where 5 6 they're not going to the same area to where they 7 get comfortable with someone. He'll rotate them to 8 keep them from -- from that issue. 9 Right. Q 10 А That's a normal complaint. 11 Well, let me just read one. Q 12 А Yeah. 13 I'll just read one. Q 14 Α Yeah. 15 Just one, from a Rosetta Tackett, 0 16 Rosetta Tackett. And she says -- says -okay. 17 I don't know Rosetta. А 18 -- "My concern is about the 0 19 upcoming rate increase. We, as Southern Water 20 customers, already pay a large amount for our water 21 and garbage. Hundreds of customers have watched 22 the meter readers pass our homes without stopping 23 to read the meter, and then later send us a bill 24 that is estimated. We went as far as covering our 25 meter with brush and dirt to show they hadn't read

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1 it. This company is a joke and needs deeply 2 investigated. They need the increase to keep the 3 doors open, they said. Well, they need to stop 4 neglecting money and the funds and stop punishing" -- doesn't make any sense -- "punishing 5 6 the customers for their overspending on their 7 personal things that don't pertain to the company. 8 This place is a joke, to say the least. And we, as 9 customers who barely can pay the bill now, will 10 have to pay for it." And then it says, she's 11 contacted -- that question: "Have you contacted 12 the utility about the problem?" And she said yes. 13 I don't know if she did. But there were several 14 that say that the meters weren't being read. But 15 if you had the AMR meters, you would never have to 16 worry about -- you could save the cost of some 17 meter -- meter readers maybe. But, anyway, I just 18 wondered if you -- if you had had any complaints of 19 people saying that the meter readers never really 20 read the meters? 21 I think the girls in the office Α

21 A I think the girls in the office 22 get a complaint every time a bill goes out. That's 23 not right, you know, they didn't read my meter, you 24 know. That -- that to me is not -- that's an 25 everyday complaint at the water company. Dean

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1	knows that and that's the reason he switched them
2	around. And the meters, to be honest, they're in
3	the ground. Even water you can wipe it off and
4	go back out there the next day and you'll still
5	have dirt on there. I mean, the meters are on the
6	side of their properties. Even mine does that.
7	And I know they read them because I go out and
8	holler at them when I see them in the yard, so
9	Q If I figured if they weren't
10	going to read a meter, it would be yours; right?
11	A No. I holler at mine all the
12	time: What are you doing out there? Yeah. No,
13	mine I pay my bill, and my bill is above
14	average.
15	Q You indicated that you
16	mentioned the transfer and testified about the
17	transfer of the sewer assets and the water
18	distribution assets to Prestonsburg Utilities. And
19	you seemed to indicate that it was the county judge
20	executive and the fiscal court which were the prime
21	movers in pushing that transaction; is that
22	correct?
23	A At first it was presented by a
24	Judge Hale, Ben, and and Eddie. We all
25	worked Eddie presented it, and Ben, to our

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1	Board. And after lengthy, lengthy discussions, we
2	knew we didn't need the sewer. We could not find
3	qualified people. There was no question about it.
4	We tried. Rural Water tried to help us find them.
5	We could not find the necessary qualifications. At
6	the time we agreed to this transaction, the Board
7	decided this was the best measure at the time for
8	us.
9	Q That's your Board; right?
10	A Yes, Southern's Board.
11	Q And so then explain to me why
12	why the water, these two water assets were
13	transferred. I assume Prestonsburg wanted those
14	water assets?
15	A They wanted it. I could see
16	their point, too. I could see Eddie's point,
17	collecting the water, collecting the sewage, trying
18	to separate. It become a difficult situation all
19	the way around. And at the time it was
20	presented I think I'm like the mayor, later on
21	it did not things did not work out as we
22	expected with the loss of the revenue. They the
23	judge kept insisting this would work out, we're not
24	giving it time, but it just financially, those
25	customers become a greater loss than we

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1 anticipated. 2 I assume, at the time you 0 3 expected that if when the water assets were 4 transferred to Prestonsburg, that you would no longer have those expenses and it would be a wash, 5 6 that you wouldn't lose -- you actually wouldn't 7 lose money as a result of transferring those assets 8 to Prestonsburg? 9 Α Yes. We thought we would be -with the debt payoff, that we would be more 10 11 financially stable. 12 Did your accountant or anything 13 run any numbers or give you any advice about --14 about the economics of that? 15 I don't -- there was so much А 16 discussion going on at the time between all of us. 17 I just don't recall specific numbers. I -- you 18 know, I don't recall that. 19 Was the impetus or the reason \bigcirc 20 behind trying to get rid of the sewer assets 21 because you were incurring numerous violations and 22 possible civil penalties? 23 Α That was part of it, yes. 24 I mean, I think in one of these \bigcirc 25 filings -- maybe it was in the 2017 case -- it was

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1 suggested that maybe it might go into the hundreds 2 of thousands of dollars? 3 Well, we didn't -- you know, they А 4 suggested -- what we became -- you know, trying to 5 find someone to help us with it, and the plant 6 going down, the Wayland plant especially, we 7 decided that the sewage was not feasible for 8 Southern to maintain. We just could not maintain 9 it. 10 How were your sewer fees or your Q 11 sewer rates compared to your water rates in 12 Wayland, for instance? 13 At least 50 percent, wasn't it, Α 14 Dean? I'd have -- can I ask him? 15 CHAIRMAN SCHMITT: Yeah, sure. I don't 16 care. 17 THE WITNESS: Dean --18 CHAIRMAN SCHMITT: Just to get a general 19 idea. 20 THE WITNESS: -- what was the sewage rate 21 in Wayland? 22 MR. HALL: Rate? 23 THE WITNESS: Yeah. 24 CHAIRMAN SCHMITT: What, was it 50 percent 25 of the water rate, or the same as the water

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1 rate? 2 MR. HALL: Hundred (100) percent. I mean, 3 the sewer -- the sewer --4 THE WITNESS: I thought it was a match, 5 like --6 MR. HALL: -- like, 100 percent of the 7 water bill. 8 BY CHAIRMAN SCHMITT: 9 0 All right. That's the way 10 most --11 А Yeah. I know we were --12 Water bill was --0 13 Α Yeah. 14 -- water bill was \$40 dollars, Ο 15 the sewer bill might be 40; right? 16 Yeah. I was -- I was thinking Α 17 50, but it's 100 percent rate -- match, 100 percent 18 match. 19 Now, when -- until Mr. Campbell 0 20 testified this morning that Prestonsburg was not 21 being paid --22 Α Uh-huh (affirmative). 23 -- its sewer rates in Wayland and 0 24 Eastern --25 Uh-huh (affirmative). Α

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1	Q were you aware of that?
2	A Yes.
3	Q Can you explain to the Commission
4	why Southern has not been paying Prestonsburg the
5	rate for sewage use that it's entitled to?
6	A Well, we became financially
7	strapped with the loss of the customers on the
8	23 Route. And they have not been that persistent
9	on collecting and we have been negligent on paying.
10	So it and we have also been in negotiations
11	about the money, the the remaining 1.9. So
12	we've kind of all been on a Chinamen standoff, to
13	be polite, as to this and that. It Mike, it's
14	been a disaster.
15	Q That's
16	A It's hard to explain.
17	Q We had an idea, but we had no
18	idea it was this convoluted until
19	A It it
20	Q we started this this morning.
21	So I understand. You say we have been
22	negotiating
23	A Well
24	Q this. Tell me about the
25	negotiations.

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1 Well, Less will call. Α Dean and I 2 will go down. And we don't really get a lot of 3 answers. And I'll -- we'll say, we want our money, 4 and he'll say, well, I'm not doing nothing now. 5 We'll come back, we'll -- it's... 6 Q So you're saying -- do you think 7 Prestonsburg still owes you money? 8 Α Yes. 9 What do they owe you money for --Q 10 Α One --11 -- this additional 1.85 --Q 12 А Yes. 13 -- million --Q 14 Α Yes. 15 -- or something? Ο 16 And you're thinking, well, I can -- we need 17 the money, and I can kind of hold their sewer rates 18 as an offset --19 No, we're not --Α 20 -- against what they owe us? Q 21 Α -- we're not playing a --22 Is that what --Q 23 We're not playing hostage. А We 24 just have not financially been able to pay that 25 part of it. And they have been gracious. And

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1 Eddie's been great to work with as to not insist on 2 that at this present time. I -- I really feel that 3 RD's holding us at some points. We -- we have to 4 work something out. 5 Ο Have you-all had any -- you or 6 any of your group, as opposed to Mr. Campbell and 7 Prestonsburg, have you had any direct conversations 8 with Hilda Legg or anybody at --9 Α We've met with Hilda --10 Q -- Rural Development? 11 Α -- and we've met with Doug Hall. 12 And, you know, Doug said, well, you're due more 13 They didn't know about the 1.9 million that monev. Eddie had holding over here. So I'm not sure if 14 15 they've come back to work. We could go back and 16 say, hey, they're going to do this, will you sign 17 off. 18 Well, we tried -- I tried to call 0 19 them yesterday and they were -- all it said was 20 we're furloughed --21 А I know. 22 -- until the budget crisis is Q 23 over. 24 That would be all right if they'd Α 25 pay them.

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1	Q Well, according to the president,
2	it may be years.
3	A I know. This may be going I
4	know.
5	CHAIRMAN SCHMITT: So
6	MR. CICERO: I have a couple questions.
7	CHAIRMAN SCHMITT: Go ahead.
8	MR. CICERO: So I have to be a little
9	critical here, because you've talked about
10	consistently that the loss of the water
11	revenue has caused your problems and
12	THE WITNESS: I said it contributed, sir.
13	MR. CICERO: It contributed to your
14	problems. But I can't believe that there
15	was never a due diligence done that said,
16	when I lose these customers, this is my
17	water my loss of revenue and this is
18	what I expect my income statement to look
19	like once I lose those, and that this
20	wasn't done before this deal was entered
21	into, and it doesn't appear that that
22	happened.
23	THE WITNESS: Yes, it was discussed a lot.
24	That was the
25	MR. CICERO: But a make-good analysis done

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1 by somebody that looked at the numbers and 2 prepared a pro forma income statement, it 3 doesn't appear that ever occurred, because 4 now you're saying after those customers 5 were transferred, this loss of revenue has caused your financial problem. It's no 6 7 different now than it was before the 8 transaction occurred. If you had done the 9 numbers, you would have said, oh, my 10 goodness, the revenue loss is too great. 11 But it appears that never happened. 12 THE WITNESS: It was discussed at great 13 lengths. 14 MR. CICERO: It was discussed, but never 15 done in a format that allowed people to 16 make a decision based on actual numbers. 17 That's the problem right now. And the 18 \$1.9 million that now is contended to be 19 owed to Southern, that number was never 20 even discussed. But now it comes up 21 because RD has a problem. What's the 22 monthly payment that goes to pay that loan? 23 What's the cash flow impact of that loan 24 repayment? 25 THE WITNESS: On what loan? I'm not

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1	understanding what loan you're
2	MR. CICERO: The RD, the three and a half
3	million dollars, of which they're still
4	looking for 1.9 million contribution from
5	Prestonsburg to pay that down.
6	THE WITNESS: I don't have that
7	spreadsheet. I need a spreadsheet. You're
8	asking numbers that I don't have access to.
9	I'm sorry.
10	MR. CICERO: Well, my only point is, the
11	amount associated with the cash flow on
12	that loan on an annual basis is not causing
13	the problems that Southern is experiencing.
14	And I think one of the things that's being
15	overlooked here is, you would have had a
16	major outflow had you had to pay for the
17	sewer problems that were coming up with
18	Department of Water at the Cabinet, because
19	those were going to be penalties you were
20	going to have to pay. This this
21	problem I think we found out today this
22	problem is way worse than we ever thought
23	that it could possibly be. And I'm a
24	little concerned because from a management
25	perspective, I'm not sure you that you

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1 guys have your handle on what's going on. 2 It appears that decisions were made without 3 checking the impact of what was going to 4 occur and that -- that is a big concern 5 from my perspective anyways. 6 I don't have anything else. 7 BY CHAIRMAN SCHMITT: 8 Ms. Johnson, just a couple things \cap 9 and then we'll move on and let somebody else ask 10 you some questions. 11 I guess, Southern Water pumps and treats 12 most of the water that it sells from the Big Sandy 13 River; right? 14 Α Uh-huh (affirmative). 15 You got your own plant? 0 16 Α Yes. 17 And then you buy water from Q 18 Prestonsburg and from -- from Pikeville --19 Α Pikeville. 20 -- is that correct? 0 21 А Yes. 22 All right. Do you have a Q 23 contract with Prestonsburg and a contract with 24 Pikeville for the purchase of that water --25 Yes. Α

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1 -- from them? 0 2 Okay. Let me ask you and your counsel if 3 you would supply us later -- we'll have a formal 4 data request -- with copies of those two contracts, 5 okay? 6 Α Yes. 7 I notice that Pikeville Ο apparently raised its rate in maybe September. 8 9 Α Yes. 10 And you don't object to that 0 You know the Public Service Commission can 11 raise. 12 control those things after a hearing. But you 13 didn't object. You -- I'm not saying it's unfair 14 or fair. But as far as you're concerned, that rate 15 increase is not too high; right? 16 Α Yes. 17 Okay. Now, during the course of Q 18 this proceeding, you -- Southern has asked for an 19 increase in rates for its own residential and 20 business customers; correct? 21 А Yes. 22 But Southern also sells water at Ο 23 wholesale to the City of Hindman, to Knott County 24 Water District, and to the town of Wheelwright; 25 correct?

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1 Wheelwright was only an emergency Α 2 situation. We do not sell water to Wheelwright. They went totally dry and we sold them water, 3 4 roughly, a month maybe. 5 Ο Do they get water from a mine or 6 something? From abandoned mine in 7 Α 8 Wheelwright. 9 0 That's what I thought. 10 Α That was an emergency situation 11 only that we supplied them. 12 The water in their mine went dry? 0 13 А Went dry --14 Right. 0 15 -- for about three to four weeks. А 16 I understand. Q 17 Then it come back. Α 18 I was thinking that Wheelwright Q 19 did get their water --20 Α Yeah. 21 -- from a mine. Ο 22 Well, you don't -- you don't have a contract 23 with Wheelwright? They just --24 Α No. 25 -- they just paid what you Q

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1	thought was a fair rate or what you charged others?
2	A Yes, compared to that. Dean
3	walked out on me. I'm trying to think. We put a
4	meter down at Burton and the registered it that
5	way.
6	Q Do you have a contract with the
7	City of Hindman and with the Knott County Water
8	District?
9	A Yes.
10	Q And we ask that you file copies
11	of those
12	A Yes.
13	Q contracts as well.
14	And the last question I have is, when
15	when you sought the rate increase on the residents
16	in your service territory, why did you not seek a
17	rate increase for on the wholesale water rates to
18	Hindman and Knott County, do you know?
19	A No, I do not.
20	CHAIRMAN SCHMITT: I don't have anything
21	else. Do you have any other questions?
22	Dr. Mathews?
23	DR. MATHEWS: I don't have.
24	CHAIRMAN SCHMITT: Any questions
25	MR. BOWKER: Just briefly, Mr. Chairman.

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1	During the break, counsel for Mr. Campbell
2	gave us a copy, a signed copy of both the
3	water operating and maintenance agreement
4	and the sewer operating agreement. If I
5	may approach the witness to let her
6	CHAIRMAN SCHMITT: Yes, you may.
7	MR. BOWKER: Please review those.
8	THE WITNESS: This one?
9	MR. BOWKER: Yes.
10	THE WITNESS: Yeah.
11	MR. BOWKER: Is your signature on both the
12	operating agreement for the sewer and for
13	the water systems?
14	THE WITNESS: Yeah, it's on there. Trying
15	to find them. I'm sure it is, but I'm
16	yes.
17	MR. BOWKER: And to your knowledge, are
18	those both accurate copies as far as and
19	take as much time as you need to review
20	them both accurate copies of the
21	water and the sewer system?
22	THE WITNESS: Yes, they are.
23	MR. BOWKER: Mr. Chairman, I'd ask to move
24	these into
25	CHAIRMAN SCHMITT: Any objection? I'll let

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1	them be marked and filed as what
2	MR. BOWKER: I hadn't moved to
3	CHAIRMAN SCHMITT: Staff Exhibit 1 and
4	2?
5	MR. BOWKER: This will be 2.
6	THE WITNESS: This is Mr. Mike's. Does he
7	want it back? Do I take it? Okay.
8	MR. BOWKER: I have no further questions.
9	CHAIRMAN SCHMITT: Mr. McNeil, any
10	questions?
11	MR. McNEIL: No questions, Your Honor.
12	CHAIRMAN SCHMITT: Any Direct of your
13	witness?
14	MR. STROBO: No questions, Your Honor.
15	CHAIRMAN SCHMITT: Is there any reason why
16	Ms. Johnson should not be permitted to step
17	down and be excused?
18	MR. BOWKER: No, sir.
19	CHAIRMAN SCHMITT: You may step down,
20	Ms. Johnson.
21	THE WITNESS: Thank you.
22	CHAIRMAN SCHMITT: You're excused.
23	Anyone your next witness, who would
24	you like to
25	MR. BOWKER: Mr. Chairman, if we could call

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1	Mr. Dean Hall, please.
2	(DISCUSSION OFF THE RECORD)
3	CHAIRMAN SCHMITT: What we could do, why
4	don't we just call Mr. Jacobs or something
5	for a second. He won't take very long, and
6	that will take up some time. Mr. Jacobs,
7	would you would you take the stand?
8	Please raise your right hand.
9	THE WITNESS: (Witness does same.)
10	CHAIRMAN SCHMITT: Do you solemnly swear or
11	affirm under penalty of perjury that the
12	testimony you are about to give will be the
13	truth, the whole truth and nothing but the
14	truth?
15	THE WITNESS: I do, sir.
16	CHAIRMAN SCHMITT: Please be seated.
17	* * * * * *
18	The witness, JOSEPH JACOBS, after first
19	being duly sworn, was examined and testified as
20	follows:
21	EXAMINATION
22	BY CHAIRMAN SCHMITT:
23	Q Would you state your name and
24	business address for the record, please.
25	A My name is Joseph G. Jacobs. My
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1 business address is 29 Porter Hill, Post Office Box 2 249, Stanville, Kentucky. 3 And are you now or have you been 0 a member or a Commissioner for the Southern Water 4 5 and Sewer District? 6 Α Well, I guess I learned today 7 that I have been. 8 Well, I -- well, let me ask it. 9 Let's just cut to the chase. Before you got here 10 today, did you -- when you walked in here this 11 morning, did you still believe that you were a 12 member of this Commission? 13 Α If I had known I was not a member 14 of this Commission, I would not have been here today, sir. 15 16 All right. So from --0 17 DR. MATHEWS: You get an honest answer. 18 From whom -- from whom did you 0 19 learn that you apparently were no longer a 20 Commissioner? 21 А When you-all were talking about 22 the -- about the changes in who the Board members 23 were. And I -- I heard something that -- and then 24 I went to Mr. Hall and I asked him, what's --25 what's the deal, and he said, well, your term was

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1	to expire. And and, really, I knew all along
2	that when the transfer occurred, that I would be
3	living outside because I was in those 1,125
4	customers, I would be living outside the water
5	district, so it would be wrong for me to continue
6	on the Board and I would need to step aside. And
7	I I was fine with that, and so that that's
8	fine. That's fine with me.
9	Q Well, just to give you the other
10	side of it, when when we understood that the
11	transfer was going to this was going on, that
12	you'd probably be then within you'd be a
13	customer of Prestonsburg?
14	A Yes, sir.
15	Q And that at such time in fact,
16	we even had some of our lawyers do a little work on
17	it, and they said, well, you'd still be eligible to
18	be a Commissioner until there was actually a legal
19	transfer.
20	A That
21	Q And so we
22	A That was
23	Q had no idea until somebody
24	called in here with a complaint and said that you
25	had been replaced or you hadn't been reappointed or

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1 something. And we didn't know that until two or 2 three days ago. 3 Yeah. Well, I --А 4 We knew it before you did, Ο 5 unfortunately. 6 А Yeah, apparently so. But that's 7 fine. I mean, you know, it's not anything that's 8 going to cause me to have a heart attack or 9 anything like that, but... 10 So how long did you serve as a Q Commissioner? 11 12 Well, I think I was appointed Α about a month or so after Ben became the county 13 14 judge, and I guess my term expired sometime in 15 December. 16 Okay. And that's Ben Hale; Ο 17 right? 18 А Yes. 19 Did you replace someone else 0 whose term had expired or who died or quit, or do 20 21 you know? 22 Α I don't know, sir. 23 So, I mean, you've heard some of 0 24 these questions --25 Uh-huh (affirmative). Α

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1 -- of Ms. Johnson about who 0 2 served what term and when --3 Yeah. Α 4 -- they were actually up? Q 5 Α Yeah. 6 0 And right now we don't know. And 7 all you know is you were appointed in December of 8 probably, what, 2014; right? 9 Α Somewhere around there. Mr. --10 Mr. Hale called me and said, I want you to serve on 11 my water board. You need to come to the office and I'll administer the oath. I did that and I started 12 13 serving. 14 But Mr. Hale didn't call you and Ο 15 tell you --16 No, he didn't. Α 17 Q -- that you were no longer on the 18 water board? 19 No, sir. Α 20 And neither did anybody else? Q 21 А No. 22 Were you a part or present for Q 23 any negotiations with the City of Prestonsburg 24 Utility with respect to the transfer of the water 25 assets and sewer assets for --

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1	A I was
2	Q a certain sum of money?
3	A at the meetings when when
4	they came and explained what they were doing. And
5	then I went to the meeting I asked the judge for
6	a meeting. I went to a meeting with the judge and
7	Mr. Campbell. Sat down and talked to them and I
8	told I told them my feelings about it at that
9	time. And then
10	Q And what were your feelings?
11	A My feelings was, is that we would
12	be better off to have them take the sewage business
13	and for Sandy or for Southern Water to keep the
14	water customers. However, after thinking about
15	that, I thought they may someone may think that
16	that was me being prejudice because I would move
17	outside the district, and so I I kindly just
18	backed off of that, because I didn't want that to
19	be perceived that I was trying to perpetuate my
20	appointment on the Board. I didn't want to do
21	that. You know, I've been a water commissioner for
22	a long time, as you know, on another another
23	water district and and I always tried to do
24	what's right as best I could, and and I think we
25	ran a pretty good system at Sandy Valley.

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1 You understand that the duty of a 0 2 water district commissioner is to the water 3 district as if he was a member of the board of 4 directors of a corporation? 5 Absolutely, yes. Yeah. Α 6 Ο Was there -- do you have an 7 opinion or an observation or impression as to 8 whether there was pressure from the county judge 9 executive and fiscal court to facilitate this 10 transaction as soon as possible? 11 А To my -- my personal opinion is 12 that there was, because there was a lot of 13 animosity because of a previous loan that was 14 acquired by a previous administration. 15 Is that the bond --0 16 Yes, it is. Α 17 Ο -- issue or something where the 18 money --19 Yes. А 20 -- went to a Southern -- a water \cap 21 district -- water and sewer district project where 22 apparently there was nothing in writing, and that 23 basically Southern was not to be responsible for 24 the -- paying part of the debt? 25 That's -- that's my Α

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1 understanding. I have -- you know, but -- but that 2 was -- that was always brought up at a fiscal court 3 meeting that you would see on TV, you know. And 4 the newspaper accounts were that, you know, they 5 owe us a lot of money and we're paying their bills. 6 And I asked that question at a Board meeting, and I 7 was told that we had an Attorney General's opinion, 8 we had a Public Service Commission opinion that we 9 didn't owe that money. And I felt better about it, 10 so that was...

11 In the 2012 rate case, the Public Q 12 Service Commission, the Southern Water District 13 apparently had been paid sporadically money to the 14 fiscal court, and apparently had paid in one year 15 \$100,000 and had asked the Commission to include 16 that in their rates for the ratepayers to pay, and 17 the Commission refused to do it on the basis that 18 there was nothing in writing which would obligate 19 the Southern Water and Sewer District to pay that 20 money and that it was never intended for -- because 21 it was the county had donated the money and it was 22 never intended for the water district to pay it 23 So the holding was, is that the money back. 24 couldn't be included and any money paid to Floyd 25 County Fiscal Court couldn't be recovered in rates.

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1 One of the questions I was going to have --2 and I neglected to ask Ms. Johnson -- is, as far as 3 you know, has Southern Water and Sewer District been 4 making any payments since you've been on the 5 Commission --6 Α No, they have not. 7 -- to Floyd Fiscal Court? 0 8 Α They have not. 9 CHAIRMAN SCHMITT: I don't think I have any 10 other questions. Mr. Cicero? 11 EXAMINATION 12 BY MR. CICERO: 13 So does the Water District Ο 14 Commission keep track of their meetings? In other 15 words, does it run according to Robert's Rules of 16 Orders? Is there minutes kept? 17 Α There is minutes kept. We do the 18 best we can. We're -- we're citizen government 19 people. 20 Right. 0 21 And we're -- we do a -- our А 22 normal jobs during the month. We go to the monthly 23 meetings. Some -- some of the folks spend more 24 time at the water office than the rest of us 25 because they have other obligations, such as the

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1 chairman and the secretary or the treasurer. We do 2 have -- we do have minutes and we do have --3 there's minutes and those minutes are read and 4 approved. And we do have -- we do have financial 5 reports that is presented to the Board members and 6 the -- and the minutes are presented. And then 7 there is a report that we started asking the -- the 8 administrator to start preparing for us as to how 9 many leaks he had found and how many he -- they had 10 fixed and those kind of things, because in -- in 11 the training that we took we learned some things 12 that we didn't know, every one of us. And -- and I 13 will say this for the training that the Public 14 Service Commission requires, you can learn 15 something at every one of these and you can't --16 you cannot digress (verbatim) every bit of it at 17 one time. But over time you do pick up a little 18 more and then you exchange ideas with other 19 individuals that also serve on other boards in 20 other parts of the country. 21 And one of the things that -- that we 22 learned was, is that we're not the only ones that

We're not the only ones that were having problems with antiquated water lines in the ground. And when

were having problems with water loss situations.

23

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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.

8 I was always taught that the best thing for 9 water companies to do, like ours, is to have a 10 smaller rate increase periodically instead of asking 11 for a larger rate increase all at one time. And 12 these water lines have really been in the ground for 13 over 50 years. And some of them are very 14 antiquated. Some of them are buried deeper than 15 what they really should be, because there's been 16 road construction, there's been -- there's been 17 fills by various things of the road construction 18 that have covered the water lines. Some of them we 19 have -- we have raised through the help of when the 20 state came through to build the roads, we got to 21 replace some of the water lines, but not all of 22 And -- and so those are the kind of things them. 23 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

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1 got our numbers together, it was alarming, I'll tell 2 you that, that this rate increase was going to be 3 large. Always before we tried to hold our rates to 4 where the common mom and pop who were retired would 5 not be adversely affected, because you got to take 6 into consideration the demographics of your -- of 7 your public. And we did not want to adversely 8 affect those people, because here we had a rate 9 increase that was coming along that's -- that's 10 going to disturb everybody and -- and on top of that 11 it's going to -- it's going to affect whether they 12 can buy groceries or whether they can buy medicine. 13 Those are the kind of things that we've got to look 14 at.

15 And here we -- here we had this rate study 16 done, and it looked like we were, you know -- and we 17 were really "behind the eight ball." We know that. 18 And in doing that, we need -- we need this money so 19 that we can start -- and it's going to be a hard 20 pill -- pill to swallow, but this rate increase is 21 needed. And this rate increase is needed primarily 22 because there's got to be some new lines put in and 23 there's got to be -- and you're going to demand accountability. There's nothing wrong with that. 24 25 And -- and as to the water loss that we're talking

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about here, it's astronomical. We all know that. We, every one, know that. And this -- this water loss is gigantic.

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4 So what my ten cents worth is, is that we 5 ought to start making these replacements. And then 6 as we make these replacements, we ought to be 7 reporting to you on how our water loss is dropping, 8 and that we ought to be keeping up with that. And I 9 won't be around anymore, but, I mean, there's still 10 quality people that can be there to do this, that 11 this stuff needs to be looked after. And I think 12 after this hearing, that you're going to find that 13 these people will -- this is a good board. Now, 14 this -- this water company may have been run loose. 15 I don't know, because I wasn't there.

16 But -- but for the time I've been there, 17 they have done the best they could with what they've 18 had. And, yes, we have people that call and -- and 19 they call and they say they didn't read my meter. Т 20 can tell you that I'm on the Prestonsburg system. 21 They send me -- they send me a bill. There is not 22 that much difference between my bill today and my 23 bill when -- when it was serviced by Southern Water, 24 even before I was on the Board. It's just not 25 there.

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1 So I'm going to respond to a 0 2 little bit of your commentary and then I'll go back 3 to the original question I asked. And I appreciate 4 the fact that you gave us that, at least your 5 outlook on what you believe, you know, the problem 6 is and how it needs to be addressed. And, 7 obviously, the Commission is taking a more 8 favorable approach to -- they're called pipeline 9 replacement programs. 10 Α Yes. 11 Ο It's a surcharge. It's not a 12 rate that goes in -- it's not an increase that goes 13 into the base rate. 14 А It's a surcharge. 15 You do the project, it goes away. 0 16 Α Yes. 17 It's not a continuous, I did it 0 18 this time and now I get to keep this money for 19 forever. 20 Α Right. 21 And there is accountability, 0 22 because if you're going to do one of these 23 projects, then -- and the Commission is going to 24 grant the extra, then, obviously, you're going to 25 have to show that you did what you said you were

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1	going to do. So, you know, in regards to that, I
2	understand economics. And the comment is,
3	sometimes when you try to address the short-term
4	economics of people's problems, everybody becomes
5	impacted because now you've got a situation and
6	I'm going to go and make a statement that I think
7	while you probably have a lot of good people that
8	are trying to do their best on the Board, I think
9	it's been a management failure in terms of doing
10	those types of activities that show where the state
11	of the water district, what its future is, and how
12	those activities are impacted by the decisions that
13	are made. I would say that's probably, in my
14	opinion, the biggest downfall, because, again, as I
15	told the Chairman of the Commission, the water loss
16	revenue was there before the deal and after the
17	deal, you know. If you would have looked at it and
18	said that's going to cause us to have a
19	catastrophic failure, then you knew that before as
20	well as afterwards, not not after it occurred.
21	That's that's a known activity. So giving
22	you I'm just giving you a little feedback.
23	And I asked you the question about whether
24	you had ran the the Commission according to
25	Robert's Rules of Orders, and you answered that,

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1	yes, you do keep minutes. So I presume that the
2	secretary is responsible for preparing and
3	publishing the minutes and then it's voted on. So
4	we can probably obtain a copy of those minutes;
5	right?
6	A Yes, sir.
7	Q I would like to see the minutes
8	that are associated with this transaction when it
9	was going on and the Commission was making a
10	determination of whether to proceed with it or not.
11	And I would also like to know if there was a vote
12	taken by the Commission that said, yes, I am in
13	agreement or, no, I oppose it, or whether the deal
14	was done with the fiscal court and the Commission
15	was stuck with it. Does that exist? Does was
16	there a vote taken that says
17	A There absolutely was.
18	Q Okay. So those minutes do exist?
19	A Those minutes exist.
20	Q Okay. So I'm going to I'll
21	request that your counsel it will be put in a
22	written form
23	A That's fine.
24	Q and we'll we'll ask for
25	that.

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1	A That's fine.
2	MR. CICERO: I don't have anything else.
3	Thank you.
4	CHAIRMAN SCHMITT: Before I pass you off to
5	Dr. Mathews, I need to ask you this.
6	I guess you were here when
7	Mr. Campbell testified this morning, and I
8	had asked him questions because we had
9	gotten calls in here that the fiscal court
10	claimed they own some of your assets. And I
11	know if you were appointed four years ago by
12	Judge Executive Hale, and I think Judge
13	Executive Hale indicated something like that
14	to me when he called before this rate
15	case was filed. At least it was the loan, I
16	think, that he was primarily concerned with.
17	But do you do you as a
18	Commissioner, have you been told or has the
19	fiscal court ever indicated to you that they
20	actually have title to or own some of the
21	assets
22	THE WITNESS: No, no, no.
23	CHAIRMAN SCHMITT: of the Southern Water
24	and Sewer District?
25	THE WITNESS: No, sir. Now, that's not to

1	say they don't, but they have not indicated
2	to me that.
3	CHAIRMAN SCHMITT: Okay. Commissioner
4	Mathews?
5	DR. MATHEWS: I don't have any questions.
6	CHAIRMAN SCHMITT: Mr. Bowker, questions?
7	MR. BOWKER: Nothing further. No.
8	CHAIRMAN SCHMITT: Mr. McNeil
9	MR. McNEIL: No questions, Your Honor.
10	CHAIRMAN SCHMITT: questions?
11	May Mr. Jacobs stand down and may he
12	be excused?
13	MR. BOWKER: Yes.
14	CHAIRMAN SCHMITT: Thank you, Mr. Jacobs.
15	I'm sorry you made this trip for nothing.
16	As they say, you learn something new every
17	day.
18	THE WITNESS: Yeah, it's been
19	CHAIRMAN SCHMITT: You came along way
20	unfortunately to learn that.
21	THE WITNESS: That's fine. That's fine.
22	No problem.
23	CHAIRMAN SCHMITT: I'm sorry for that.
24	THE WITNESS: Thank you.
25	CHAIRMAN SCHMITT: Mr. Hall, please raise

1 your right hand. 2 THE WITNESS: (Witness does same.) 3 CHAIRMAN SCHMITT: Do you solemnly swear or 4 affirm under penalty of perjury that the 5 testimony you are about to give will be the 6 truth, the whole truth and nothing but the 7 truth? 8 THE WITNESS: I do. 9 CHAIRMAN SCHMITT: Please be seated. 10 Mr. Bowker? 11 MR. BOWKER: Thank you, sir. May I 12 approach the witness? May I approach? 13 CHAIRMAN SCHMITT: Yes, you may. * * * * * * 14 15 The witness, DEAN HALL, after first 16 being duly sworn, was examined and testified as 17 follows: 18 EXAMINATION 19 By Mr. Bowker: 20 Mr. Hall, will you please state Ο 21 your full name and work address for the record, 22 please? 23 My name is Dean M. Hall and А 24 I'm -- I'm the general manager of Southern Water, 25 P.O. Box 610, McDowell, Kentucky.

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1	Q And how long have you been at
2	that same job?
3	A I've been the general manager for
4	about four years.
5	Q I'm sorry, how long?
6	A About four years I've been the
7	general manager, but I have I've been working
8	with this utility for 25 plus years. Southern
9	Water makes up what used to be three different
10	water districts. I was the manager at Mud Creek.
11	Mud Creek and Beaver-Elkhorn Water District merged
12	together in around March of 2000 to form Southern
13	Water. I continued to work with Southern Water
14	until now. Then Southern Water, due to
15	consolidation, absorbed the Floyd County part of
16	Sandy Valley Water District, and the City of
17	Pikeville received the Pike County portions of
18	Sandy Valley. So for 25 plus years I've been, I
19	guess, involved with these with Mud Creek
20	portions, and 18 years with the Beaver-Elkhorn, Mud
21	Creek, and probably 10 years with all of it, so
22	Q Okay. Thank you for that.
23	Were you in the hearing room when I was
24	asking questions to Ms. Johnson regarding water line
25	loss regarding the letter that I just gave to you

1	that we received? It was written October 7, 2013.
2	We received it October 9, 2013, from Hubert Halbert,
3	then manager of the Southern Water District. Were
4	you in the hearing room when I was asking those
5	questions?
6	A I was in here for the biggest
7	part of her testimony, yes.
8	Q Okay. Did you specifically hear
9	what I was the questions that I was asking her
10	regarding regarding this letter?
11	A Yes, I think I was.
12	Q Okay. I'll give you just a few
13	moments to look over that, if you don't mind, and
14	then I'm going to ask you a few questions about it.
15	A Okay. (Witness reads document.)
16	Q The projects and the efforts of
17	reducing Southern District's water line loss as
18	described in this letter, did you become a part of
19	those efforts when you came on Board or were you
20	made aware of these efforts to reduce water line
21	loss?
22	A When I became the general
23	manager, are you asking
24	Q Yes.
25	A did I know of this?

1 Q Yes. 2 This is the first time I've seen Α 3 this letter. But when I become general manager of 4 Southern Water, I knew then and as well -- well, 5 before then that we had a high water loss and we've 6 always had a high water loss. And if I could --7 Q Sure, go ahead. 8 -- I mean, I would like to Α 9 explain a little of that and I --10 Q Please, go ahead. 11 Α -- I think a couple of the 12 Commissioners has explained it to -- excuse me --13 as well. 14 I would ask any of you to take a look at 15 Southern Water's boundaries, its district 16 boundaries, and look and see where you think a water 17 line should be, and then take a look at where 18 Southern Water's water lines are located. Our lines 19 are not located in pasture fields, tobacco fields. 20 They're not located in the ditch lines of most 21 places. Our water lines are laid on the slope side 22 of the highway with the guardrail barely holding 23 them intact. And if the road breaks or the creek 24 breaks, our water line breaks, goes into the creek. 25 And that explains about 50 or 60 percent of our

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water line placements.

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2 So we're dealing -- we deal with tough 3 terrain. We -- we deal with high pressures. And 4 that in itself makes it tough to keep the water loss 5 down, and as far as that goes, even to keep the 6 water on. It's a constant, daily battle to keep our 7 tanks full and service uninterrupted.

8 And as I have worked with rural water for 9 several years, Southern Water and Mud Creek as well, 10 become comfortable with a 50 plus percent water 11 loss. If -- if we had water in our tanks and the 12 water on, we were -- we thought we had done a pretty 13 good job that night, because it's basically a 14 day-to-day operation. You never know from the first 15 day you -- when you go in there every morning, 16 what's broke. You don't know where your troubles 17 are. So you assess the situation daily, and you 18 work on it as much as you can to keep the water on.

19 And regarding the hydraulics 0 20 issue you just touched on, Southern District also 21 has that -- that issue where you fix a leak one 22 point in a line and then that causes it to break 23 somewhere else down the line?

24 Sir, I believe that. I believe Α 25 if -- we've had lines leak and then when we find a

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1 leak and repair it, we don't know how long it's 2 It could have leaked -- been leaking a leaked. 3 day; it could have been leaking a month. So if we 4 patch up two or three lines in one certain area, I 5 believe that the pressure in that system in that 6 area will climb to 3 pounds. And if it does, it's 7 very possible to move on down the line to the next 8 weakest point. I do believe that. 9 What are the -- what are, in your 0 10 opinion, the worst areas regarding water line loss? 11 Α The worst area that I feel like 12 is the -- the area where we applied for the KIA loan, the Lackey, Wayland area. We fix -- and I'm 13 14 going to guess to say 25 or 30 leaks a month in 15 Lackey to Wayland on the service lines alone. We 16 average probably 50 leaks a month total, but Lackey to Wayland is my first -- is always -- well, not 17 18 always, but it's been my concern for the last few 19 years, is to where we need to start replacing the 20 infrastructure. 21 What kind of assistance have you Ο 22 requested and received from Kentucky Rural Water 23 regarding trying to fix water line loss? 24 We have a, I would guess -- I Α 25 want to call it a yearly contract. We have a -- a

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1	contract with rural water and we every year
2	we we rely on them to help us with leak
3	detection or finding leaks, and also with
4	paperwork, necessary things to keep us in
5	compliance with the Division of Water and PSC. So
6	we rely on them heavily. And it's a year I'm
7	pretty sure it's a yearly contract that we pay at
8	the beginning of January or February.
9	Q And have you found their systems
10	to be helpful, fruitful?
11	A Absolutely.
12	Q Are there any other projects that
13	are not mentioned in this in the letter that
14	we're referring to, any other specific projects
15	that you've been involved in that you've consulted
16	with the Board of Commissioners with that you've
17	taken on in order to reduce water line loss,
18	specific specific projects that come to mind,
19	other than just going out and trying to find and
20	fix leaks? I understand that that's happening, but
21	is there any any projects you've been directed
22	to do by the Water District Commissioners, or you
23	have discussed with and said we're going to focus
24	on this this area and this issue to solve a
25	problem?

1	A We've also I would address my
2	Board several times probably for the last two or
3	three years that we needed to work on our meters.
4	I I let them know that we were out of compliance
5	as far as testing. I have been asking for
6	radio-read meters for quite some time. We have
7	Q Let me stop you there. When
8	you when you told the Commissioners that you're
9	out of compliance with the testing of the meters,
10	did you get a response?
11	A I don't remember exactly what
12	their response was, but it always goes back to
13	money and having enough money to pull X amount of
14	meters from an area and send it off to be tested
15	and then what do we have to replace it with. I
16	don't think they ever never denied it, but
17	denied me of doing for doing that, but the money
18	has always been the issue of testing. That's the
19	reason why it's never been done. So it's it's
20	always been a money issue and
21	Q When did you bring that issue up
22	with the Commissioners?
23	A I couldn't
24	Q Just approximately.
25	A I couldn't give you a date.

1	It's been going on for a couple of years that I've
2	addressed meters needing to be retested or needing
3	to be tested, meters that needed to be replaced. I
4	have I filed, applied with ARC for grant money
5	to replace our meters with radio-read meters. I
6	was denied, I think, in '17 and we reapplied in
7	'18. But I've addressed with the Board that we
8	needed meters replaced. We needed accurate meters.
9	I was under the impression or belief that our
10	meters are slow. I mean, anything with age
11	eventually wears out. And I I would have
12	guessed in my head that I was figuring 10 percent
13	water loss in the meters themselves. So we I
14	wanted to start trying to get meters in the system.
15	And our meters being 15 plus years old,
16	didn't think it was feasible to re start testing
17	those meters. And if they're testing bad and not
18	having the money to replace them, I figured it would
19	be better to save that money and buy new radio-read
20	meters with. So that's what I that's kind of
21	been my plan the whole time, is to replace my
22	existing meters with new radio-read meters and
23	not even though it's not what I'm supposed to be
24	doing as far as the testing the meters, I felt
25	like it was better off to get new radio-read meters

1	into my system instead of wasting money on testing
2	the meters I thought that was already bad.
3	Q So essentially the Commission
4	A Or slow. Not bad, but slow.
5	Q so essentially the Commission
6	would state we just don't have the funds, when
7	you'd bring this up, and funds are not available at
8	the time?
9	A Commission could have said the
10	funds are not available, and we could have said
11	we could have raised rates. Raising rates is never
12	a popular discussion to have with your board or
13	with anybody in the county. No one wants to pay a
14	higher bill for anything. So that's always a
15	sensitive area, is to raise rates. And it would
16	probably I mean, we would discuss it and that
17	could very well have been the end of it until the
18	next meeting or a couple meetings down the road.
19	Q You were probably in the hearing
20	room when it was mentioned there's been some public
21	comments to the effect that the not all the
22	customers' meters have been being read. Do you
23	have a response to that? Or how how do you go
24	about what is the process that you go about for
25	reading all of your meters?

1	A Sir, I would love to I would
2	love to try to explain that. Excuse me, I'm a
3	little hoarse.
4	Q That's fine, take your
5	A But, basically, after the
6	transfer of assets, Southern has about 5,400 water
7	customers left. And we have three guys that reads
8	those meters every month. It takes about 10 to 12
9	business days to read them. I ask them to try to
10	read 200 meters a day to get done in the 10 to
11	12-day range area. And they go out every day. I
12	send them out with a list of meters and routes.
13	They know where to go. They know where the meters
14	are. And as far as I know, they read them.
15	Now, it's easy to say that they don't. I
16	can't say that they read 100 percent of them because
17	I'm not with them. I know they they know if I
18	catch them estimating meters, they're terminated. I
19	put that pressure on them, that their their job
20	to read those meters is very important to our water
21	system and it is our cash register. They know that.
22	You can go out today and, especially if you live in
23	a low-laying area, your water meter may be full of
24	water right now. You can go read that meter today.
25	And if a customer goes out tomorrow, it's full of

1	water again. They can easily call here and say,
2	hey, they never read my meter, but that may not be
3	the case.
4	Q And do you have your employees
5	come back to you and state that they just they
6	couldn't get to all the meters because of the
7	geography of the county? They're the customers
8	are so spread out that they just they ever tell
9	you that they couldn't get to reading all the
10	meters they were supposed to read?
11	A I've never had a conversation
12	that I can recall of them coming back and telling
13	me they could not read all the meters in that route
14	that day. I I'm pretty sure that has happened.
15	I'm sure due to accidents or someone moving a
16	mobile home or tractor going up the highway, that
17	they got delayed and couldn't read all their
18	meters. If for any reason that they could not
19	actually read that meter and write it on a piece of
20	paper, then they would have been estimate it
21	would say on that bill, that that customer got,
22	that that reading for that particular time was
23	estimated. But that very seldom happens as far as
24	I know. But now that is a possibility that it
25	could it may happen a couple of times a month,

1	but I think it happens very few times.
2	Q Do you have or does Southern
3	have a complete mapping of the system? Do you know
4	where all the service lines where all your lines
5	are in the ground?
6	A No, sir.
7	Q Has that ever
8	A We have a we have a map. We
9	have excuse me. We have a fairly accurate
10	up-to-date we have an updated map that's been
11	provided to us by Big Sandy Area Development. And
12	we also have maps that was produced to us by our
13	engineering group, Kentucky Engineering. It does
14	not neither do I know where all of our service
15	lines are in the county because of the simple fact
16	that when these systems were being built in the
17	late '60s and early '70s, they went through
18	transitional periods where some of the offices
19	burnt. The records were burnt, the maps were
20	burnt. All the taps that were put in in certain
21	areas, there's no documentation. So I don't know
22	where every meter in my system is. I'm sure
23	there's a bunch buried. And I don't know where
24	every service line is in the area. I have a pretty
25	good idea. I know where most of the main lines are

1 and where a lot of the gate valves are, but I 2 don't -- I can honestly say I don't know where 3 everything is because of the way our system has 4 been hodgepodged together with little bit of 5 information here, a little bit of information 6 there, transition of employees in and out with --7 not documented any of the changes that took place. 8 No, I don't know where everything is. 9 In going back to this letter 0 10 again from Mr. Hubert Halbert, Ms. Johnson was 11 stating on the stand that she believed that these 12 projects had been completed. Is that -- is that 13 accurate? Do you know if these projects were 14 also -- were all completed? 15 А If you would be more specific, 16 yeah, most of these projects that I see on here, 17 the water line from Allen, the five miles of water 18 line from the water plant to Martin, most of 19 that's -- I mean, that project is done. I don't 20 know that we did five miles. We did as much as we 21 could with the type -- with the pipe and everything 22 that we had, because I think there was a time --23 maybe a delay when the project was bid -- or not bid, but priced. And then when we actually done 24 25 the work, the cost of material could have went up.

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1 But I don't think we did the full five 2 miles, but we did do at least two-thirds of it. I'm -- I mean, that I know. And it did have an 3 4 impact on our system. We were having daily -- not 5 daily. We were having monthly leaks on this certain 6 portion of pipe, which is a -- it was a 12-inch 7 plastic pipe that fed from the water plant to the 8 main tank in Martin, which is a million gallons. It 9 fed that tank, which -- and that tank feeds both 10 left and right Beaver, the two branches of our 11 system that our plant mostly serves. 12 So when that 12-inch line would break, it 13 would take any -- from the time we found it, rolled 14 up on the scene, anywhere from 12 hours plus to 15 repair. And it was draining our Martin tank, 16 causing outages up left and right Beaver because of 17 the amount of time it took to replace it, or to 18 repair it. So that particular project, replacing 19 that much of that line, has been a major help to our 20 system. 21 As far as the -- there's a flow 0 22 test that was done on the master meter at the water 23 treatment plant that showed it was inaccurate, 24 possibly running 11 to 13 percent fast; will be 25 corrected with the Rural Development project. Was

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1 that done? 2 Yes, sir. The meters -- the Α 3 meter didn't -- the meter which was perceived to be 4 running fast, sir, was installed in the wrong 5 place. It was -- it was installed when the plant 6 was built. It was -- it was not given the proper 7 pipe diameters. It required to be in front of the 8 pumps to register accurately. So it did need to be replaced and it was replaced. 9 10 And these -- the work crews that 0 are to go out and find -- find and fix lines, leaky 11 12 lines, are those -- do you still have those crews 13 working to do that? 14 Α Since this --15 It makes it sound like there's Ο 16 maybe two different crews that go out and look for 17 broken lines; is that -- is that right? 18 Α Sir, we have not followed this to 19 the extent to the letter of the -- to the letter to 20 which it is written. It was originally followed as 21 much as possible, then -- and then when certain 22 emergencies would happen, you would have to pull 23 men and personnel from these particular duties to 24 do other things. I imagine through time, over 25 time, that this policy had been relaxed a little.

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1	And there probably was not daily leak detection,
2	per se, strictly going meter to meter looking for
3	leaks, but we fixed and found leaks daily. But we
4	probably never followed this to the letter that
5	it's written.
6	Q But you still have a crew of
7	employees that go out and find leaks?
8	A Absolutely. Started last month.
9	After we had much conversations with this case here
10	and water loss being an issue and I had been
11	questioned on several of my reporting numbers and
12	water loss being as high as it was, I have a
13	three-men crew that works every day or five days
14	a week, eight hours a day in areas where we have
15	verified through our water plant. And they're
16	using their telemetry and their tank draw-downs and
17	their pump station run times to determine where we
18	have a higher loss that night. So I will send my
19	guys into that area and we will work there as long
20	as it takes. And sometimes you can find it in a
21	day, sometimes it's a week. Sometimes you may not
22	even find it. You may have to move on to the next
23	one. But, yes, I have a leak detection crew
24	working eight hours a day or more for at least
25	at least the last month.

1 And do you have to pay those 0 2 employees overtime on a regular basis? 3 А Absolutelv. 4 And is that due to just the Ο 5 emergency nature of getting it fixed, getting the lines fixed? 6 7 That's due to there's just not Α 8 enough hours in the day to do what we have to do. 9 We have -- our guys work their regular eight-hour 10 shifts. And I'm fortunate enough to have a crew of 11 men that does not care to double back and work the 12 extra six, eight, 10 hours it takes to fix these 13 water line breaks and to keep the water on. But, 14 ves, overtime is an issue and it would be cut 15 drastically if we could get lines replaced and slow 16 the leaks down. 17 MR. BOWKER: I have no further questions, 18 Mr. Chairman. 19 CHAIRMAN SCHMITT: Mr. McNeil, questions? 20 Thank you. MR. McNEIL: Yes, a few. 21 EXAMINATION 22 By Mr. McNeil: 23 Mr. Hall, good afternoon. Ο Give 24 you a second. 25 Good afternoon, sir. Α

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1 Q Can you tell me, are you 2 personally aware of Southern providing free water 3 to any customers without meters? 4 No, sir, I'm not. Α 5 Ο Okay. Are you personally aware 6 of Southern providing free water to customers that 7 might have a meter in exchange for services? 8 No, sir, I'm not. Could I ask Α 9 what kind of service you're referring? 10 Q Any goods -- exchange of goods in 11 exchange for water service. 12 Free -- your question is free Α 13 water for services. That's ridiculous. 14 Okay. And do you currently have Ο 15 a written water loss management plan? 16 I have -- last month I've --Α 17 along with the aid of Kentucky Rural Water, I have 18 a couple of water loss prevention plan, leak 19 detection plans. I think -- I think I do, yes. 20 Do you know if those have been 21 entered into the record in this case yet? 22 Α I think I may have provided them 23 to my attorney. I don't know. He -- I'm not sure 24 if they have or not. 25 I'll just ask if they have not Q

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1	been, could you provide those in a post-hearing
2	data request, please. Thank you.
3	Do you have any idea of any timelines in
4	those prevention plans for reducing leaks? Any
5	ballpark?
6	A I think it would be I don't
7	think it would be fair. I don't think it would
8	I don't think there's no way I would, or anyone
9	else could possibly tell you how long it would take
10	to fix these leaks and repair this broken system.
11	I can assure you we will work every day as hard as
12	we can. Realistically, our water loss being
13	well, if you want to call it 60 or 65 percent, I
14	realistically believe 30 percent would almost be a
15	miracle. If we could get Southern's loss to
16	30 percent, it would be nothing short of a miracle
17	due to the pressures and the terrain and everything
18	I've I've known and experienced through time.
19	I
20	MR. CICERO: Thirty (30) percent is worth
21	about \$126,000 dollars or so actually,
22	no, about \$250,000. It was 386,000 that
23	was being lost.
24	A I assure you from last month
25	forward, we will do everything in our power to

1 reduce the water loss -- the water loss percentage. 2 I still believe that I'm -- there's mistakes being 3 made in my paperwork that I'm submitting. I think 4 the PSC had noticed some numbers that had been put 5 That was the numbers that have been used in. 6 There's no documents for that. And it's forever. 7 well-known. You know that.

8 Still yet based on meter reading cycles and 9 in the way the -- our wholesale -- our wholesalers 10 sell to us, the dates that they read, the dates that 11 I read my meters, I don't know if they're getting 12 applied from month to month the way they should be. 13 I'm -- and I've asked the Rural Water to help me to 14 straighten my documents up.

15 Historically, no matter what has been turned 16 in for our water loss for the last 10 years, I think 17 if you look at bought and sold, that number is going 18 to be high. If you look at what we sell every month 19 compared to what we produce or buy, that number is 20 going to be pretty consistent. Now, the water loss 21 over the years is going to be up and down, but 22 that's just based on the numbers that's plugged in 23 and those are estimates, so -- but I can assure you 24 moving forward the -- we will work diligently to 25 improve that water loss, but I can't give you -- I

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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
<u>By Mr. Cicero</u> :
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.

1 So you have some kind of a Q 2 capital plan that approaches this on a five-year 3 plan, a 10-year plan that says I'm going to do this much this year or whatever? You put together some 4 5 kind of a plan that says where I'm going to attack 6 the issue? 7 I don't think we have a written Α plan of attack. I usually identify these areas 8 9 just based on the amount of time spent in those 10 fixing leaks. I would ask my engineers to help 11 develop a plan to -- to relay lines and stuff like 12 that, so -- but as far as I know, we do not -- we 13 do not have a written capital improvement plan. We 14 may have, I may be missing it, but we do not have 15 nothing in place to attack this problem. 16 When you went to KIA for a loan, 17 did they not require some kind of a plan for the 18 project that the money was going to be spent on? 19 Sir, I would imagine so. I -- I Α 20 rely probably 100 percent on my engineers to put 21 together that profile and send it to KIA, and I 22 would -- I would answer -- I mean, I would help 23 them with questions they may have to help get that 24 project together. But the projects are usually put 25 together by our engineers and submitted to the

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various agencies.

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2 And KIA was on board with us originally to 3 replace the Lackey to Wayland lines, and also to 4 replace a potential failing water tank called Mink 5 Branch. And after they realized or seen that 6 Southern was in the process of transferring water 7 customers and the immediate cash flow deficit that 8 it caused, felt like Southern may not be able to pay 9 that loan back -- those loans back. So they put it 10 kindly -- they put it on hold until Southern could 11 get a rate increase. But we were on track for that 12 until KIA found out about the transfer of our 13 customers.

14 So there might be a capital plan. Ο 15 As the general manager, I would think that you 16 would have some input into that and would know 17 whether it exists or not. But going to the other 18 side, KIA did the make-good analysis that I've 19 referred to before and decided that the revenue 20 loss was so great that you wouldn't gualify for a 21 loan. So someone did a make-good analysis, but, 22 apparently, it was after the fact because your loan 23 was denied because of revenue loss? 24 Α I quess. 25 Which the District should have Q

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1 done before this deal was entered into. I quess 2 that's beside the fact. Have you done any type of 3 an estimate of what it would cost to replace your 4 meters? Have you presented the Board with that? 5 А Yes. 6 0 So you have a number? 7 Α Yes. 8 And you gave that to the Board Ο 9 and the Board has told you, no, that we can't 10 afford it? 11 А In a roundabout way, I would 12 guess that's correct. 13 So has there been an analysis 0 14 done of your meters to say if I eliminate three 15 meter readers and I improve my water revenue by 10 16 to 15 percent because my meters are reading low, 17 this is the benefit that I receive that offsets the 18 cost of the meters? 19 Α There's not been an analysis to 20 that extent presented to the -- to my water board. 21 I just don't know how Southern Ο 22 There's a lot of discussion that goes on operates. 23 and good intentions. But without some kind of a 24 management direction that says, here's my plan or 25 this is how I'm going to attack it or here's -- and

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1 I know it's a small district, don't get me wrong. 2 It's hard to afford professional services or to pay 3 somebody on an ongoing basis for that to happen. But there still has to be some -- when a decision 4 5 is made of the magnitude of some of these 6 decisions, there should be something that occurs 7 where the decision is based on numbers on a piece 8 of paper, not on a discussion of the end result as 9 I feel good about this, so I'm going to do it, 10 because we all have good gut feelings. You know, 11 if they work, there would be a lot of rich people 12 at the horse track and wherever else that good gut 13 feelings work out.

14 But it does seem to be an issue that there's 15 not this next step after the problem is identified 16 on what the decision is based on for the end result. 17 And that's where things seem to be lacking in my 18 opinion. It's -- I mean, I think you've got a great 19 idea with the meters, but I'm not sure it's been 20 presented in a manner that the Board could say, yes, 21 hey, wait, I can save this much money by putting in 22 the meters and letting you know that the Public 23 Service Commission is more interested in trying to 24 help out with infrastructure problems and pipe line 25 replacement, whatever, maybe there's some

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1	possibility there. But I would encourage an
2	analysis to find out where that program could go to
3	if you looked at all the benefits versus the cost,
4	because it may be it may be financially viable.
5	I know that didn't require an answer, but
6	that was
7	THE WITNESS: Thank you.
8	MR. CICERO: I don't have anything else,
9	Chairman.
10	CHAIRMAN SCHMITT: Commissioner Mathews,
11	any questions?
12	EXAMINATION
13	By Dr. Mathews:
14	Q Just for my own sake, if a rate
15	increase is granted as a result of this, you will
16	apply for the KIA loan, or it will go back in the
17	hopper?
18	A It will go back into the hopper.
19	Q And I don't know if you said how
20	much of the water loss you think might be
21	attributed to how much might be fixed if you
22	replaced that Lackey to Wayland line.
23	A Again, I've been chastised with
24	my estimate numbers that I've been providing
25	Q Well, I'm allowing you to do an

1	estimate. I'm asking you for an estimate. How's
2	that?
3	A I would guess to say 10 to
4	15 percent water loss in that area. Could be
5	higher, but it's pretty significant.
6	Q It's significant enough that you
7	said you spent an inordinate amount of time in that
8	particular area?
9	A Yes. I know that. I mean, I
10	know how much time we spend there and what we do
11	over there on a daily basis, so, yeah, I spend as
12	much or more time there than I do anywhere.
13	DR. MATHEWS: Okay. That's all I have.
14	EXAMINATION
15	BY CHAIRMAN SCHMITT:
16	Q Mr. Hall, I guess you were here
17	when Mr. Campbell testified earlier today that in
18	the two water distribution areas that Prestonsburg
19	took over from Southern, that they found about 40
20	people who had were taking water or receiving
21	water, but apparently had no meter. Do you recall
22	that that testimony?
23	A Yes.
24	Q How can you explain that in three
25	or four, five months Prestonsburg found these
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1	people who were getting water, but were never
2	water was never being metered, and Southern for
3	years had allowed apparently allowed this to
4	happen and never found the same thing?
5	A Sir, we don't allow anyone to
6	steal water. It happens on a daily basis. I'm
7	sure I don't know this, but I'm fairly
8	confident, due to what I we've found in the
9	past.
10	Back to the area that Prestonsburg assumed
11	from Southern, I would imagine they had five to ten
12	people they had more boots on the ground in that
13	area finding meters that we probably didn't know
14	about, fixing leaks, finding valves that we didn't
15	know about. When Southern was managing that
16	particular area, we were hardly ever we were
17	never in the Sandy Valley Water area unless we were
18	doing leak detection at night or reading the meters
19	or fixing a leak during the day. So it would be
20	understandable to me that if they're over there with
21	a whole host of employees that I don't have the
22	luxury of, over there going meter to meter hollow
23	every hollow, that they can uncover things that I
24	just didn't have or my men, we didn't have the
25	ability to do.

1 Now, we don't give anybody free water. 2 We've never let anybody have free water. We do not 3 authorize people to use meters or jumpers or whatnot to steal water. But I can't control people, what 4 5 they do when I'm not around. And if we disconnect 6 water meters, it's fair to say that they can go back 7 in later that night or within a day or two and put a 8 jumper in. I don't have the men or personnel to go 9 meter to meter every day or to spend large amounts 10 of time in every area. So I'm not surprised that 11 they found 40 meters over there, but we never 12 authorized that. That was never -- I never knew 13 about people stealing water. 14 And you're talking about people Ο 15 who were receiving the benefit of Southern's water 16 and the costs that were being borne by the other 17 ratepayers, but they -- there was no meter; they 18 were just -- somehow they could tap into the water 19 line; right, the service line or something? 20 Sir, I think you're -- I think Α 21 you're well aware that meters can be found and 22 purchased at flea markets. Local hardware stores 23 sell jumpers. I think you have been aware -- made 24 aware of that in other cases. 25 Have you seen some of that? Have Q

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1	you do you watch any of the Martin County cases
2	where the
3	A Unfortunately, I did watch some
4	of it trying to get ready for this one. I wish I
5	hadn't.
6	Q They had well, the second
7	largest creditor was the hardware company. Also
8	was supplying all of the material for somebody else
9	to to circumvent the meter.
10	A That's true. That's correct.
11	Q That's pretty good that's
12	pretty good position to be in as a business if you
13	can
14	A Yes, it is.
15	Q get away with it.
16	A And there's no doubt, if you know
17	the right people, you can go to certain flea
18	market you can go you can go in certain areas
19	of about any county in Eastern Kentucky and find
20	something to put in a meter setting to steal water
21	with.
22	Q Now, I guess, Mr. McNeil, from
23	the Attorney General's Office, asked you if you
24	knew about anybody was getting water in exchange
25	for something else, food or something. Have you
	249

1	personally ever been interviewed by a police
2	officer or somebody at the Attorney General's
3	Office investigating a complaint that you were
4	allowing people to receive water free in exchange
5	for some benefit for you or your family?
6	A I am not.
7	Q You didn't you ever hear that
8	before I just told you today?
9	A I heard it about 10 minutes I
10	heard it today when I got here. I don't know
11	it it was this afternoon, that apparently I've
12	been or I'm being investigated for providing
13	free water to businesses for services that's but
14	I've never been I've never been I've never
15	spoken with a police officer or anyone of that
16	nature. That's that's crazy. I mean
17	Q You were never notified a
18	complaint had been made or anything like that, to
19	the Attorney's General's Office, apparently? We
20	got a copy of it
21	A To my knowledge
22	Q our investigation.
23	A I today is the first time I
24	have heard of that. I'm not surprised with that
25	comment. I'm not surprised with the public

1	comments that was made in the rate hearing. I
2	mean, there is several there's a lot of
3	disgruntled customers everywhere, not just in
4	Southern, but there's people that don't want to pay
5	their bills. And if you have to cause them to pay
6	their bill if you make them pay their bill, if
7	they have a higher reading and you won't budge with
8	an adjustment, which they're allowed one a year if
9	it meets the criteria, leak adjustment. But if we
10	don't bend over backwards and and do exactly
11	what our customers want sometimes, and we have to
12	draw the hard line and be firm with them, it
13	doesn't surprise me that there's people out there
14	that's going to have negative comments toward me or
15	my family or anything else. I mean, that's the
16	nature of the business. I'm but I'm not
17	surprised, but there's no truth to them
18	allegations.
19	Q During the ordinary course of
20	business, does Southern Water District ever
21	contract with third parties for services like
22	excavation services, you know, laying lines, doing
23	leak repairs?
24	A Not that I'm no, no.
25	Q So all the work done by Southern

1	
1	or for by or for Southern Water District would
2	be done by Southern's employees; is that correct?
3	A On a daily on a daily basis,
4	yeah, we do all of our work in-house. If there is
5	special projects, like laying of the line from
6	Allen to Martin and big projects, it is it's bid
7	out. We don't contract anybody to fix our daily
8	stuff.
9	Q Do you contract with anybody to
10	do work for or on behalf of Southern Water District
11	for sums less than \$20,000, which would be, you
12	know, over \$20,000 presumably you got to bid those
13	projects out?
14	A Yeah.
15	Q Do you ever work with somebody
16	under \$20,000?
17	A To my knowledge, sir, we have
18	not. We have not worked with any contractor on any
19	project at all. And under \$20,000 and anything
20	over \$20,000, big projects, is properly procured
21	and bid out.
22	Q Okay. And is someone in
23	Southern, your engineer or you, responsible for
24	seeing that the projects are bid, advertised in the
25	newspaper, and so forth?

1 Usually, my engineers do 80 Α Yes. 2 or 90 percent of the leqwork, and I -- I advise or 3 aid them in the process, but, yes. 4 Do you know whether or not the 5 Southern Water -- Water and Sewer District operates 6 under the Kentucky Model Procurement Code? 7 А I honestly don't know what the 8 Kentucky Model Procurement Code is, so --9 I assume you don't -- you're not 0 10 operating under it then. 11 The -- I guess when Ms. Johnson was on the 12 stand, I asked her about these issues or some of 13 these statements that apparently appear in the most 14 recent Public Service Commission inspection of Southern Water District such as, "Utility stated 15 16 they have 5,000 meters that are 13 to 15 years old, 17 have never been tested, and 500 meters that are less 18 than two years old." Would that be essentially 19 accurate or not? 20 I -- I think it's fairly Α 21 accurate, yes. 22 And that's why, because of those Ο 23 older meters, you'd rather have new meters, radio 24 AMR meters, than you would testing all of these 25 others that are probably toward the end of their

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1 useful life? 2 Α Yes, sir. 3 "Utility stated the average 0 4 distribution of service line in the system is 50 5 years old." Is that about right, too? 6 60 to -- 60 or 75 percent of our Α 7 original lines are that old, yes, sir. 8 And I quess being in the utility 9 business for years, you'd acknowledge that they're 10 approaching the end of their useful life; right? Yes, sir. 11 А 12 And that good business practice Ο 13 would involve having some kind of a plan moving 14 forward to identify the areas that needed to be 15 replaced sooner rather than later, and if no money 16 was available, start thinking about where the money 17 would come from --18 Α Yes. 19 0 -- correct? 20 Α Yes. 21 Of course, if you could borrow 0 22 money from Rural Development or -- or Kentucky 23 Infrastructure Authority, you might be able just to 24 tell them what you were going to use it for, but 25 they probably would never monitor you to see that

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1 you actually used it for that purpose, would they? 2 I don't know what Rural Α 3 Development or KI -- I don't know how they would 4 monitor me on how I spent the money. I mean, if I 5 borrow money for a particular project, I would 6 imagine -- I can't speak for them, but I would 7 imagine they would monitor how I spend it. 8 But if you came before the Public 9 Service Commission and had to account for a 10 pipeline replacement program, like the largest 11 utilities in this state do, like Atmos does, like 12 Columbia Gas, they come in and they have a plan. 13 And every year or so, they come in and we know what 14 they have done. They produce receipts and we have 15 to -- we approve their true-ups for what they've --16 you know, what money they've spent. Is there any 17 reason why a small utility like Southern Water and 18 Sewer District couldn't do that, too? I mean, you 19 could do that, couldn't you? 20 Sir, I don't know. I think I Α 21 would be willing to try. I won't guarantee you 22 that I can. Sorry to say that we're not as big or 23 as professional as some of the larger utilities 24 We don't have the -- the money or probably are. 25 the expertise --

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1	Q Here's here's
2	A they have.
3	Q the issue. I mean, get down
4	to it, and it kind of startled me. One time many
5	years ago I the first one of the first few
6	medical malpractice cases I had, I had I got a
7	summary judgment in a case for the old Paintsville
8	Hospital Company. And it was just an old building
9	and they even had some beds propped up on pop cases
10	and things, and they didn't have a didn't have a
11	doctor manning the emergency room. And at night
12	the cleaning woman kind of did that and called it
13	in and so in any event, I was arguing in support
14	of my position before the Court of Appeals and I
15	said the same thing. I said, well, we're just kind
16	of a little rural hospital and we can't afford to,
17	you know, provide the same things they can at
18	St. Joseph's Hospital or or Central Baptist.
19	And the Court of Appeals judge said, well, maybe
20	you ought to close your hospital down so somebody
21	can come in there and provide the care that's
22	necessary.
23	And I tell you that people in Floyd County,
24	in rural Floyd County have the same right to good,
25	clean water at a reasonable price that people do in

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1 Lexington, Louisville or Frankfort. And at some 2 point in time, you know, the fact is, we don't have 3 the money -- you may say, well, that may be a fact, 4 but then it becomes time to try to do something 5 about that and get it fixed. 6 Has Southern been negotiating at all with 7 any, a private company or anyone else with respect 8 to either managing the District or selling the 9 assets to somebody? 10 Α Sir, we was contacted -- I don't know, the -- it was probably in the middle of last 11 12 vear. Someone from Kentucky American Water, I 13 think, had picked up through the papers or through 14 the rate cases that Southern Water had applied for 15 this rate increase. And they had reached out to a 16 few of my Board members and they had come to the 17 water meetings and expressed an interest in 18 managing Southern Water. So the answer would be 19 yes. 20 Do you -- have you been involved Ο 21 in any of that? Do you know if there are any 22 ongoing negotiations or plans? 23 I have -- I guess I've been А 24 involved with it as much as any of the others. 25 There's no ongoing -- it's kindly frozen. We've

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1 never really -- we never asked for them to come in 2 and -- and want to manage us. And we were waiting until after this PSC -- until this hearing was over 3 4 to see how the PSC addressed our issues and what --5 was going to take the PSC directions. 6 Ο Do you ever get to see any of the 7 orders that come out of the PSC, or any things like 8 the comments to the staff report that the Attorney 9 General's Office filed? 10 I saw those. Α 11 Okay. And the Attorney -- one of 0 12 his suggestions the Attorney General's Office made 13 was that maybe the Commission ought to consider 14 trying to merge Southern Water with somebody else? 15 А I saw that. 16 I take it that you and maybe the 0 17 Commissioners of your district wouldn't be in favor 18 of that? 19 I don't think so. T don't think Α 20 it would be -- I don't think it would be fair to 21 our customers. 22 Why would that be? 0 23 I just think that we know our А 24 customers better than any large utility would. And 25 I think just on the personal level and community --

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1 a community system knowing its customers would 2 provide a better service than a company outside of 3 the region that has no connections to our -- our 4 people in our area.

5 Ο You don't think that a company 6 that with the managerial expertise and resources 7 that was able to spread the unit cost of operating 8 the system over thousands of customers, 25, 30, 40, 9 50, 60,000 customers as opposed to 5,000 customers, 10 would be better able to serve -- serve the people 11 of Floyd County?

12 I think what you're saying is Α 13 correct. I mean, if you've got money to spend on 14 the system and you can spread your rates out over 15 the whole state, over four or five utilities that 16 they run, yeah, I mean, I can see that benefit. 17 Q Well, that's what they do. 18 Somebody -- I'm not advocating for Kentucky 19 American Water Company, but that's what -- that's 20 why Lexington criticizes them, is because when they 21 buy other systems, they spread the cost over the 22 entire -- the entire -- the system wide as opposed 23 to basically letting one area have to bear all the 24 costs. 25 Α What you're saying is a Yeah.

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1 fair assessment. Southern Water had previously 2 been under contract management and -- for probably 3 five, six years. And it had little to no effect on 4 the water loss of Southern Water. It -- it never 5 really improved the situation. It did -- did help 6 get water lines on out into the system that was not 7 served. But we've been down that road before and, 8 honestly, I can't sit here and tell you with a 9 straight face that I know they did much better than 10 we're doing right now. 11 Mr. Hall, how long did you say Q 12 you've been with Southern Water and Sewer District 13 and its predecessor? 14 Α Twenty --15 Twenty-five (25), 30 years? Ο 16 Α Twenty-five (25) plus years, 17 $25 \ 1/2.$ 18 And now you hold a position, I Q 19 quess, as administrator or general manager or 20 whatever. So what -- what are the various 21 positions you've actually held -- when you first 22 came on to work in a water district, was it Big 23 Sandy or Mud Creek? 24 Mud Creek Water District. T was Α 25 hired, sir, as a -- as a meter reader and general

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1	laborer.
2	Q How long did you work in that
3	position?
4	A It took two years. At that time
5	Southern Water shoot. Mud Creek Water never had
6	a licensed operator. They were borrowing a
7	operator from another utility, so I worked two
8	years as a meter reader, general laborer. Got
9	enough time in to go to take a test with the
10	Division of Water Compliance. I obtained my
11	distribution license and become the manager of Mud
12	Creek Water in about '95, two two years from the
13	time I was hired, two and a half years. And I
14	managed Mud Creek Water up until 2000. And then
15	we the merger came about, made Southern Water.
16	Southern Water's Board at that time hired a private
17	contractor to manage Southern Water. I worked for
18	that private contractor. And when that contract
19	was dissolved, went back to work for Southern
20	Water.
21	Q And at one time Mr. Halbert was
22	the general manager. And when he was, what was
23	your position?
24	A I was I don't know if I had a
25	particular title. I would have been a area boss, a
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field supervisor, overseer of -- I done leaks, 1 2 fixing leaks, setting meters. 3 Other than the work you've done 0 4 at Southern Water and Sewer District, have you had 5 any formal education or training in, like, business 6 management? Do you have a college degree in 7 business management or accounting? 8 Sir, I have a Bachelor's degree Α 9 from Morehead State University, but it is not in 10 business nor finance. 11 What is it in? 0 12 Α It's in social studies. It was 13 in geography and history. 14 I noticed in the -- I guess the Ο 15 information that you-all sent, there was a list of 16 employees and it had, I quess -- I thought it would 17 be salaries, but it had hourly rates and it had 18 your -- I quess 2018 -- it had your pay rate at 19 \$32.76 an hour; is that correct? 20 I believe so. Α 21 Are you an hourly employee? Ο 22 No, sir. I'm salary. Me and my Α 23 plant manager -- there's only two people that works 24 for Southern that are salaried, and that is myself 25 and my water plant manager.

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1 Well, I thought it was unusual Q 2 for the general manager to be an hourly employee. 3 I take it that there are times when you have to 4 work more than 40 hours a week? 5 Α Yes, sir. 6 0 And do you get paid overtime? 7 No, sir. А 8 In your job as general manager or Ο 9 administrator, are you eligible for a bonus of any 10 kind? 11 А I'm not eligible for anything --12 any more than the rest of my employees are. 13 Well, are you eligible for -- do 0 14 you ever get a bonus? 15 А No, sir. 16 Any of your employees ever get a 0 17 bonus, Christmas or for, you know, great service or 18 anything like that? 19 If you want to specify a bonus, Α 20 we do not get a bonus per se. But our employees at 21 Christmas and Thanksgiving do receive -- all of us 22 receive the same thing and, you know, if that's a 23 bonus, then I guess we get that. 24 Well, what is that same thing? \bigcirc 25 What is it that you get?

1 Okay. For Thanksgiving our Board Α 2 gives each employee \$50 for Thanksgiving. And for 3 Christmas, each employee gets \$100 gift card. \$50 4 gift card for Thanksgiving, \$100 gift card for 5 Christmas. 6 Do they withhold from that or is Ο 7 that something that's outside the --8 There's no with withholdings. Α 9 There's --10 There's no withholding? Q 11 Α No. As part of the -- of your job, do 12 Ο 13 you have a company vehicle to drive? 14 А Yes. 15 And do you drive that home? 0 16 Α Yes. 17 Are you allowed to drive that 0 18 for, like, your personal benefit, if you had to go 19 to grocery store or something? 20 Α No. 21 So you don't use it at any time Ο 22 for any kind of personal --23 А If --24 -- personal use at all? Q 25 If I have to go -- yeah, I do use Α

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1	it for personal use. If I have to go out and
2	monitor or visit anything in our system, look at a
3	pump station, look at a tank, check on my work
4	crew, various things that I might be called out to
5	do, if I need something along the way, I mean, I
6	would stop at a store. I wouldn't
7	Q Other than you, are there other
8	employees of Southern who who are provided a
9	company vehicle that they take home at night?
10	A Yes.
11	Q Okay. And how many of those
12	people are there?
13	A There's about four different
14	vehicles that are used. My two field supervisors,
15	as we'll we'll call them, are provided a truck
16	to take home because because if they get called
17	out, they'll need it. And then my on-call guy I
18	have two guys on call. One is an operator,
19	excavator operator, and one is a general laborer.
20	So probably five vehicles that are used that are
21	taken home.
22	Q Who are the can you tell me
23	the names of those people who are entitled to five
24	vehicles?
25	A My two field supervisors are

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1 Chris Robinson and Reece Salyer. 2 What about the other two? 0 3 А Those vary depending on who is on 4 call. 5 Q Could be anybody? They just get 6 assigned? 7 Α Yes. 8 Ο And only at those times are they 9 permitted to take the vehicles home at night; 10 correct? 11 Α Yes. And, basically, your total salary 12 Ο 13 would be, what, 65 to \$70,000 a year? 14 Α It's never been 70, but 65 plus, 15 a little over 65. 16 MR. CICERO: Sixty-eight (68) maybe? 17 Sixty-eight (68), I think that was the 18 last... 19 I'll agree -- confer to that. Α 20 BY CHAIRMAN SCHMITT: 21 In the annual reports and in 0 22 these water loss statements, I guess, since at 23 least 2012, '11 or '12, there's been a calculation 24 put in that local fire departments use 25 60 million gallons of water a year. Do you know

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1	where that figure came from or who it is that's
2	responsible for plugging that figure in?
3	A Sir, I'm the one that plugs that
4	in. It's already plugged in. I have a Excel
5	spreadsheet on my computer that has the PSC water
6	loss report monitor on it. That number, 5 million
7	gallons per flushing and fire department has always
8	been in there. I can't say that we I can't
9	prove that they do that much, but I can't say that
10	they do or don't. But that number has always been
11	in my spreadsheet and I allowed it to stay.
12	Q Well, I wondered because it
13	hadn't always been on in the annual report.
14	It's only been in the annual report since the
15	Public Service Commission started expressing a
16	heightened interest back seven, eight years ago in
17	water loss. And, of course, with that 120 million
18	gallons of water in there, it's always kept your
19	water loss at 39 to 44 percent as opposed to what
20	we got now, about 60 percent, okay.
21	A Sir, I don't know where that
22	number come from. Back in 2012, I wasn't doing
23	that report.
24	Q You weren't the general manager
25	then. I understand that. Mr. Halbert was.
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1 And I wasn't doing that report, Α 2 but somewhere along the line, some of our -- I'm 3 assuming some of our employees, some of -- so 4 whoever was doing that report had come up with that 5 number and felt like that was a fair number to put 6 in there. And I had no reason to change it. I 7 can't document -- I can't prove it. But since it's 8 been called into question and I can't prove it, I 9 have reduced it to what I think is the best 10 estimate that I can provide to you. But it's an 11 estimate nonetheless. 12 And what is that estimate? Ο 13 А On fire department usage? 14 Yeah. 0 15 Fire department usage is -- is a А 16 percentage based, I think, on .03 times my monthly 17 sales. And I got that number from talking with 18 Kentucky Rural Water. They felt like that might be 19 an accurate number to use. But it's .03 times 20 monthly sales to give me my fire department usage. 21 My flushing usage that I'm currently listing is 22 based on flushing eight different hydrants every 23 day that we must flush every day to keep in 24 compliance with our -- with the DBP Rule and try to 25 stay in compliance on that. So we're flushing

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1	eight different hydrants in certain areas of our
2	system for at least 10 minutes at what we feel
3	like, I think, is 25 to 50 gallons per
4	25 gallons a minute, I think. That's how I'm
5	getting that number, based on we don't have a
6	meter, but it's based on what I feel like is
7	what's coming out of that hydrant for the amount of
8	time that it's coming out of that hydrant. And
9	but
10	Q You know the size of the opening
11	of the hydrant?
12	A Yes.
13	Q In fact, your annual reports
14	actually show the size they show the meter,
15	because you have so many 100 meters of this and
16	and a different size. And so I suppose if you knew
17	the flow rate and the and the diameter of the
18	pipe or opening, you and you knew the time, you
19	could compute the amount of the water that
20	supposedly came out of it would be close,
21	relatively close; right?
22	A Yes, sir.
23	CHAIRMAN SCHMITT: Okay. I have no further
24	questions. You have any questions?
25	MR. STROBO: Yeah.

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1	EXAMINATION
2	<u>By Mr. Strobo</u> :
3	Q Mr. Hall, going back to your
4	relationship with other outside entities. So you
5	list some of those you said you worked with to help
6	you solve and address your water loss and
7	infrastructure issues. For example, your engineer?
8	A Okay. Yeah. I'm I'm lost
9	there, Randy.
10	Q Do you work with Kentucky
11	Engineers?
12	A Yes.
13	Q Who do you work with at Kentucky
14	Engineers?
15	A I work I work mainly with Troy
16	Hogg. He's our he's our he's what Kentucky
17	Engineering he serves our I mean, our utility
18	from there for them. I also work with Holly
19	Nicholas, but I've also worked in times I've
20	worked with just about all of them. I mean, Bob
21	Taylor, Jim Thompson.
22	Q And what do they help you with?
23	A They help us with a lot of the
24	paperwork that needs to be filed to get projects
25	moving with KIA or RD. They help us in a lot of

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1 ways with projects and making sure that we file 2 them properly and do the procurement. 3 Do they help you prioritize what 0 4 projects you need to have done? 5 Α They help, but they -- I guess, they leave that up to us, to me and the Board, to 6 7 determine the areas that we want to go into and 8 work. And we identify that and then they help us 9 get it together. 10 Q So Kentucky Engineering, do they 11 do some of the design work for the projects as 12 well? 13 А I think they do it all. 14 And this KIA loan that we've been 0 15 talking about all day that is currently on hold, 16 did Kentucky Engineering assist you with that? 17 А Yes. 18 Okay. And have they assisted you 0 19 with any other projects that are currently on hold? 20 They have assisted us in trying Α 21 to replace the Mink Branch tank. 22 Describe that to us -- for us, if Q 23 you don't mind. 24 The Mink Branch water tank is 50 Α 25 plus years old. It's 150,000 gallon tank.

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1	Somewhere around in the mid '80s there was a
2	landslide near it or under it. And since then I
3	think the tank structure itself has been
4	jeopardized, because the tank walls, especially on
5	the lower level, is starting to bulge out and
6	showing stress. And that particular tank serves
7	close to we'll say over 500 customers. There's
8	four different pump stations that pull directly
9	from that tank. If we lose that tank, I'm going to
10	have people out of water for a long period of time.
11	Q And is it your understanding if
12	you get a rate increase, as you have requested,
13	would that allow those loans to move forward?
14	A Yes, sir. The rate increase
15	would help with the Lackey to Wayland project, and
16	the water tank project as well.
17	Q Now, going back, way back to 2017
18	and the Asset Purchase Agreement, were you
19	assisting with the negotiations?
20	A No, I no, I was not. First
21	time that Southern Water was made aware of this
22	Asset Purchase Agreement, there was already
23	conversation that had taken place between then
24	county judge executive and, I think, Mr. Eddie
25	Campbell. The county judge came to our Board

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1 meeting saying he was going to help Southern get 2 out of the sewer business. Basically everything 3 you've heard up to date. He was going to help us 4 get out of the sewer business and this was what --5 this was what was going to happen. This is what 6 needed to happen to expedite that. 7 Did you have an opinion on Ο 8 whether or not Southern should follow through with 9 the --10 А Yes. When -- when that was first 11 presented to our Board, the first time I heard 12 about it, I objected, I told -- I expressed to the 13 Board, I expressed to the judge and his -- the 14 people that was with him, that I didn't feel like 15 that was a good plan for Southern Water. Basically 16 transferring 1,100 of our water customers would 17 hurt us financially. We'd basically be left with 18 5,500 customers or 5,400 customers trying to pay 19 the bills that 6,500 customers were paying. I felt 20 like that was not a good plan. I objected. Mv 21 Board objected as well, but we were -- later, after 22 much conversations with them, I felt like I was not 23 in a position -- as being the general manager, I was not -- I could not vote yes or no on it, but I 24 25 expressed my concerns and I left it at that.

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1 0 So you expressed your concerns at 2 Board meetings? 3 Yeah. А 4 And did you have -- at the time Ο 5 of the Asset Transfer Agreement going through, did 6 you have any opinion on how that may impact future 7 loans? 8 I didn't know how it would impact Α 9 anything, but I'd -- I had a good -- which we've 10 talked about earlier, gut feelings won't always help you, but I had a feeling. And not being a 11 financial -- not having a business degree or 12 13 financial background, I had a pretty good idea that 14 losing those customers would hurt us in the future. 15 And as soon as the customers were transferred, we 16 noticed a little over a 40,000-dollar decrease in 17 our operating expenses, in our cash flow. I'm going to switch a little bit 18 0 19 to Kentucky Rural Water Association. How long have 20 you been, have you personally been, working with 21 them at Southern? 22 Twenty (20) -- 20 -- 20-some А 23 I mean, I started with Barry Back -- that's vears. no longer with them -- when I was working at Mud 24 25 Creek Water.

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1 And it's your understanding that 0 2 Southern is a member of the Kentucky River Water 3 Association -- or Kentucky River Water Association? 4 Α Yes. 5 Ο And through that membership you 6 get services from --7 Yes. Α 8 -- the water company? Ο 9 And up until recently, your point person was 10 who, as of two years ago, for the most part? 11 Α Danny and Tim -- Tim for a long 12 time, and Danny Stinson has been carrying out and 13 been doing a very good job. It could have -- it 14 could have been two years. Yeah, I've been working 15 with both. 16 But more recently you've been \bigcirc 17 working with Danny, Mr. Stinson? 18 Α More recently, Danny. 19 And today? 0 20 Α Yes. 21 I'm going to hand you a document. 0 22 And we have copies for everybody. 23 For the record, can you identify it? 24 (Witness reviews document.) Α 25 You got them all? Thanks. Q

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1 Are you familiar with the -- are you 2 familiar with the document I just handed you? 3 Yes. Α And what is it? 4 Ο 5 Α Leak Detection Standard Operating 6 Procedure. 7 And did you work on this document 0 8 vourself? 9 Mr. Danny Stinson prepared Α 10 95 percent of this. I think I had some input. But 11 for the most part, this was prepared by him. Ι 12 probably had a little -- I don't know exactly how, 13 but it was a little bit much, but I would credit 14 Danny for the -- for the -- for this. Okay. And if you turn on the 15 Ο 16 second page, it says at the bottom, would you just read that for us? Who is -- who is it prepared by? 17 18 Α Prepared by Danny Stinson, 19 Kentucky Rural Water Circuit Rider. 20 Okay. I'm not going to ask you 21 to go through this in detail, but, generally, can 22 you tell us how this procedure works? 23 Well, I touched on it earlier. А 24 We want to use our -- our tanks. Our tank draw --25 excuse me -- draw-down records -- our water plant

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1 is going to monitor our tank draw-downs and our 2 pump productions. And we're going to follow this 3 to try to determine where we are losing the most 4 water at that particular moment. And then we will 5 send our three guys that we have set aside to that 6 area to try to find the problem. 7 Is this written policy different 0 8 from what you were doing prior to having this 9 written policy? 10 It's more detailed. Α We were 11 going to certain areas already based on what our 12 plant -- but this is definitely a more detailed 13 document than what I had or what I was doing. 14 Do you think this plan helps you Ο 15 prioritize the problem areas on your system? 16 Α I think it's a start. I do think 17 it is. 18 And have you seen any successes Q 19 so far with following this policy? 20 I have. We -- we've developed --Α 21 I mean, we have 22 tank sites and we have 27 pump 22 stations, I believe, but we broke down our system 23 into 20 -- 22 leak zones. Each tank is a leak 24 zone. So we're developing putting pits in the 25 ground so we can strap our flow meter onto the --

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1 onto the pipe and start to monitor how many gallons 2 per minute we are -- is going through that pipe at 3 that moment. We base that upon -- there's a 4 formula based upon the amount of customers in that 5 area, and there's a percentage we use to figure out 6 what's the -- what they should be using. And 7 anything over that's a leak. We start going value 8 to valve to try to -- to pinch it down into a 9 certain location, then we go meter to meter. And 10 then we -- if we can't find it, we'll walk the 11 highway, we'll wade the creeks. We'll do -- we do 12 whatever it takes to -- to find this particular 13 leak that we're looking that's in question. 14 And do you know if this is --Ο 15 it's probably -- do you know if this is a procedure 16 that Kentucky Rural Water Association -- probably 17 some -- specific district that they use in other 18 districts as well? 19 I would imagine that they use Α 20 this in other districts. 21 So this is probably a procedure 0 22 that has shown to work for them? 23 Α Yeah. I think it works, yes. 24 Okay. Have you-all -- have you 0 25 with Kentucky Rural Water Association been able to

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1 estimate what you think you can do to reduce water 2 loss pursuant to this policy, procedure? 3 I can't speak for what Kentucky Α 4 Rural Water will say, but I -- I -- as I said 5 earlier, I think if -- that we can get to a 6 30 percent water loss with what I currently have in 7 place, with the age of my pipes and my lines, with 8 what I have, I think if I can get to 30 percent, 9 that that's -- that's pretty good -- pretty --10 that's -- that's a lot of work right there to get 11 to that. 12 Do you have -- have you or 13 Kentucky Rural Water Association tried to do a 14 timeline on how long that would take you to get to 15 30 percent? 16 We have not worked on a timeline. Α 17 I don't think that's realistic. 18 Can you -- what do you think --0 19 sitting here today, can you estimate, perhaps, a 20 timeline on how long it would take you --21 А If you --22 -- to get to 30 percent? Q 23 If you're asking me to get to Α 24 30 percent and maintain and hold it, I would say 25 five years minimum.

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1 Have you had any discussions with 0 2 your Board to possibly hire somebody else to help 3 with water loss and infrastructure needs? 4 We -- I -- we mentioned to the Α 5 Board about Mr. -- I think it's Greg Heintzelman. I'm not good with his last name. If -- if Southern 6 7 Water and Kentucky Rural Water can't pull it together, then we were going to seek him for advice 8 9 and his exper- -- and use his expertise to see if 10 we can do more. 11 But you have discussed that with 0 12 your Board in this? 13 Α Yes, sir. He does not come 14 cheap. And, again, it goes back to the money, and 15 money seems to be our issue. 16 I'm going to switch again to 17 another subject and that is the October 2018 18 appraisal. 19 Yes, sir. А 20 And this is the appraisal that Ο 21 was done to help try to find the fair market value 22 of the assets that were -- that was purchased. 23 Α Okay. 24 And we've been talking about this 0 25 figure \$656,122. Do you recall that figure?

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1 Yes. I seen it in his report. Α 2 Yeah. Q 3 А Yeah. 4 And what is your opinion of what 0 5 that figure -- where that figure comes from? 6 I don't know. Α 7 Oh, you don't know? 0 8 I don't know. Unless you can ask Α 9 me more specifically, I... 10 0 Do you think that this figure attempts to value, or was taken from your rate case 11 12 application that was prepared by your engineer, 13 Holly? 14 Α Yes. 15 And do you know where she got 0 16 that number from? 17 Α I don't know. I can't answer 18 that. 19 Okay. If I told you that number 0 20 came just from the water customers, would you agree 21 with me? 22 Α Yes. 23 CHAIRMAN SCHMITT: Would you agree with about anything your lawyer says? 24 25 THE WITNESS: Yes, sir. Yes, sir.

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1 CHAIRMAN SCHMITT: Any other questions? 2 MR. STROBO: No, sir. MR. BOWKER: No further questions. 3 4 MR. CICERO: I do. I have just a couple of 5 last comments. 6 EXAMINATION 7 BY MR. CICERO: 8 So the Chairman asked you \bigcirc 9 questions about your payroll and then people that 10 had vehicles and whatever. That was 11 post-hearing -- not post-hearing. It was Staff 12 Data Request No. 2, and the request was for 13 information to Southern to provide a detailed list 14 of identifying all compensation and all other 15 payments made by Southern District to each of its 16 employees and any contract personnel for the years 17 2016, '17 and '18. For each item provide a 18 detailed description of the purpose of the 19 compensation and payment. 20 You filed an affidavit that said I can't do 21 the contract employees, because it would take me too 22 long and I'm preparing for this hearing. Do you 23 have contract employees? 24 Α No. 25 So the answer would be, we Q No.

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1	don't have any contract employees, wouldn't it?
2	A Yes, but do I mean, honestly,
3	I didn't know exactly what you were asking, and I
4	didn't want to throw something together that would
5	not be
6	Q Okay. So clarifying that, if
7	there's no contract employees, then all you need to
8	do is send a response that says, there's no
9	contract employees?
10	A Yeah.
11	Q And, conversely, you sent
12	documents that show the payroll records, which is
13	great, that's a form of compensation. But the
14	request was for all payments, which would include
15	transportation, expense account checks, any
16	compensation or pay or payments not payments
17	just for compensation, but payments to employees,
18	which means you still have work to do that will be
19	followed up in a post-hearing data request to
20	confirm that, that we're looking for that
21	information, okay?
22	A Okay. I guess we misunderstood
23	the question, sir.
24	MR. CICERO: I mean, and that's okay.
25	MR. STROBO: I think that was Request for
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1 Information 4. 2 MR. CICERO: That was the second request. 3 Second -- Staff Second Request, I believe, 4 Ariel, isn't that right? 5 MR. STROBO: Well, we'll get it. 6 BY MR. CICERO: 7 0 And then I would like you to 8 provide us a post-hearing data request, the fourth 9 quarter monthly calculations using your formula 10 that you describe for water loss, the 3 percent 11 that you said was for fire department usage and 12 whatever the formula is that you're using to 13 determine the internal flushing use for system 14 usage, just those three months actual -- I know we 15 get a report, but I would like you to describe, in 16 other words, the 3 percent came from Kentucky Rural 17 Water Association, and then what the other pieces 18 of the formula are, okay? 19 Α Okay. And are you going to 20 present that question to --21 Yeah, it will come in -- it will 0 22 come in writing. 23 Α Okay. 24 A comment about the -- the 0 25 exhibit or paper that you handed out. I don't know

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1	if you're going to offer it into an exhibit or not,
2	but I've been harping on this doing an analysis to
3	determine whether it's viable or not viable rather
4	than gut feeling. And it's interesting that this
5	leak detection procedure talks about it would be
6	advantageous to consider the source of the water.
7	For example, let's say you're purchasing water for
8	\$3.50 per 1,000 gallons to supply a zone that has
9	been determined to have a 40-gallon-per-minute
10	excess flow. You are also producing water at a
11	\$1.75 per 1,000 gallons to a zone that has been
12	determined to have 60-gallons-per-minute excess
13	flow. Initially, you may think the
14	60-gallons-per-minute loss should be assessed
15	first. However, when analyzing the direct loss in
16	monetary form, a 40-gallons-per-minute loss is
17	costing 201.60 per day, while the zone with 60-
18	gallons-per-minute loss is costing 151.20. That's
19	the type of analytical analysis that I'm talking
20	about that helps you decide what the best decisions
21	that you can make. That's exactly what this paper
22	does. It helps you out
23	A Yes.
24	Q to do that.
25	A And and you're correct, sir,

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1 and I want -- we'll have to work with Rural Water 2 and my plant to work -- I mean, this is new to me 3 and this is -- we're definitely -- that's the plan 4 we're going to follow, but it's going to take some 5 time for me and my guys to real -- you know, to --6 to make this work the way it's on that paper. 7 We're going to do our best, but it -- it's going to 8 take some time.

9 I have one last curiosity 0 10 question. I'm looking at the Board minutes from October 23, 2014, and it says, "Mr. Hall informed 11 12 the Board that the bids were open and awarded for 13 the three surplus vehicles. As of today, two of 14 the vehicles have already been paid for and one has 15 not. Mr. Hall stated that Harpo was awarded the 16 bid on one of the trucks and is refusing to pay due 17 to the back bill he is saying the District owes for 18 storage of the truck. While the truck was in his 19 care, the truck has been stripped of parts. We 20 have tried numerous times to bring the truck to our 21 lot, but it has -- it has been fenced in and we 22 were unable to get to the truck." What was the --23 what was the outcome of that? 24 Sir, the best I can answer that, Α

	that	problem	has	been	resolved.	We	we	had	а	-
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1	we had a truck to go down. The motor expired on
2	it. And I think he was the one that eventually had
3	hauled it in. It was on his lot. He was applying,
4	I guess, storage toward the or rent toward him
5	holding it, and it was just a it was just a mess
6	and it but it has it's been resolved.
7	Q That's okay. I thought it was
8	A Yeah, I
9	Q I thought it was funny to hear
10	that the guy fenced it in, stripped it of parts,
11	and told you that you owed it to him for fencing it
12	in and not being able to get to it.
13	A Well, I know, I I read those
14	notes as well and I was kindly embarrassed, so to
15	speak, for it to be written and presented that way,
16	but it was that was the minutes and that's
17	CHAIRMAN SCHMITT: Commissioner Cicero
18	doesn't know Harpo.
19	MR. STROBO: Mr. Schmitt, to the extent
20	that I didn't I thought I introduced
21	this and made it part of the record, but I
22	guess I didn't. I just
23	CHAIRMAN SCHMITT: Yeah, let that be
24	introduced as Southern Exhibit 1.
25	MR. STROBO: Thank you.

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1 DR. MATHEWS: I do have -- just to clarify. 2 EXAMINATION 3 BY DR. MATHEWS: 4 The Chairman had a pretty lengthy 0 5 discussion with you about, you know, the concept of 6 another entity purchasing the water district or the 7 assets of the water district. And you kept 8 referring to the management contract that, I quess, 9 you -- that Southern was under when it first 10 Those would be two sort of different formed. 11 things; right? Was the private entity that has 12 been talking to the Board, talking about a purchase 13 or talking about a management contract? 14 It was talking about management. Α 15 And that's what Southern had before, was a 16 management contract with U.S. Filter at the time. 17 And I -- I guess, I feel like that the 18 conversations that I have had with Kentucky 19 American is a similar contract with the contract 20 management. 21 I just -- I wasn't -- I was Ο 22 confused, I think. 23 How many people do you prosecute for water 24 theft? Because you said we can turn them off, but 25 you can go to the hardware store and buy a jumper

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Honest -- well, I have not 2 Α 3 prosecuted anyone since I've been general manager, 4 but my previous manager had me to take anywhere 5 from five to ten different people for -- for theft 6 of service. And I was spending more time in court than I was working for the water. So when I become 7 8 the manager, general manager, my -- my approach now 9 to theft of service is, if I find one illegal 10 meter, straight pipe, I -- we take -- we send our 11 excavator and men out there and we remove the 12 entire service from the property. And if the 13 customer wants water back, they must pay a new tack 14 fee plus whatever they owed us at the time that they were either disconnected, if there's a record 15 16 of that.

17 But at the least, if we find any illegal, we 18 dig it out and we shut it at the curb stop and we 19 don't have to go back to it unless they pay for 20 service again. That has worked. It doesn't stop 21 the -- there -- there's a lot of people in desperate 22 needs. And we find four or five a month that's 23 illegal that we have to dig out like that. And we 24 can't work it out with them and we dig them out. 25 But we don't -- oh, go ahead.

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1 Bad debt expense, has that been Q 2 increasing? I mean, have you --3 А Bad debt expense --4 Are you seeing people not paying Ο 5 their bills more often as the --6 А Yes, as --7 Ο -- the climate has gotten worse 8 in the area? 9 Α Yes. On an average -- I don't 10 deal -- I don't work every day in our billing --11 with our billing. I'm in the office with -- around 12 the billing department, but I don't have hands on. 13 But monthly we average sending out 1,500 -- 1,000, 14 1,500 disconnect notices a month. We wind up 15 disconnecting 150 to 200 a month. All those people 16 don't come back to pay. Most of them do, but 17 it's -- it's -- our area is -- it's tough. It's 18 tough. And a lot of our population has been noted 19 by the Attorney General's Office that it's one of 20 the poorest in the country. 21 And being a small utility like we are, I 22 think that benefits them because we're willing to 23 try to work with them and be understanding to their situation and needs, and we try to help as much as 24 25 possible. But I don't think you'd find that with a

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1	large company. They wouldn't I don't think
2	they'd necessarily take into account the address
3	I mean, the the necessities and the conditions
4	that our people are in. So we do the best we can.
5	We know we make mistakes. We there's
6	a we have a big water system. From my water
7	plant to my last meter up left Beaver is 35 miles.
8	It goes through six tanks, pump stations. And our
9	system is set up like a branch it's called a
10	branch system. It's not it doesn't have a grid.
11	You don't have backup supplies here or there. And
12	if you have a problem at the beginning of your
13	system or in the middle, the people on the end of
14	your line are going to suffer if it takes any amount
15	of time to repair it.
16	So we we have a lot of a lot of
17	conditions that are Eastern Kentucky, just about
18	all the mountain district all our districts there
19	are in a different situation than most water
20	districts or utilities west of 75. We don't I
21	mean, I think we have a tougher we just have a
22	rougher terrain and area to work.
23	CHAIRMAN SCHMITT: Anything further from
24	this witness? Any other questions?
25	MR. BOWKER: Just one follow-up.

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1	Did you state that you use deposits to
2	offset disconnects disconnect debt? Is
3	that what you stated earlier?
4	THE WITNESS: I never stated I don't
5	think I stated that.
6	MR. BOWKER: Okay. I'm sorry. I must have
7	misheard. No no questions.
8	CHAIRMAN SCHMITT: Anything further? Any
9	reason why Mr. Hall can't be excused?
10	MR. BOWKER: No, sir.
11	CHAIRMAN SCHMITT: You may step down and be
12	excused, Mr. Hall. Thank you.
13	THE WITNESS: Thank you, sir.
14	CHAIRMAN SCHMITT: Let's take a 10-minute
15	break 'til 20 after 4:00, and come back and
16	then talk about what we're going to do,
17	okay? We'll be in recess until 4:20.
18	(THEREUPON, A BREAK WAS TAKEN.)
19	CHAIRMAN SCHMITT: Back on the record.
20	Before we before we call any other
21	witnesses, let's think about where we are.
22	For our purposes, I guess, or the
23	Commission's purposes to get information,
24	we probably want to get the next, the
25	remainder of the Commissioners first and

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1	that may take us, what, an hour? It may be
2	less, but at least they're finished. At
3	that point, we probably will leave it up to
4	you if you wanted to call somebody else now
5	or at some point we're probably going to
6	have to get the appraiser in here. And so,
7	you know, you might want to come back. If
8	your Kentucky Rural Water people are in
9	this area anyway it doesn't matter to
10	us. We're willing to go we went 'til,
11	what, 25 'til 1:00 in the morning here on
12	a on one time. So we're it doesn't
13	matter anymore. We're we're used to it,
14	but, anyway, we probably need to talk about
15	how you might want to do this.
16	MR. STROBO: Well, I think the Kentucky
17	Rural American Water folks are going to
18	want to you want to call them; is that
19	correct, or
20	MR. BOWKER: Maybe. We don't have to
21	today. I think the Board members, we're
22	wanting to do those first today.
23	CHAIRMAN SCHMITT: Well, I don't want to
24	inconvenience the Board members anymore.
25	MR. STROBO: Right. Right.

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1	CHAIRMAN SCHMITT: I mean, they have
2	further to come.
3	MR. STROBO: And I would just say, since
4	they're already here, may want to go ahead
5	and do Kentucky Rural Water Association
6	folks? I think you-all would probably
7	prefer that so you don't have to come back?
8	And I know that's going to add a little bit
9	more time, but, hopefully, we'll be out of
10	here before 2:00 a.m.
11	CHAIRMAN SCHMITT: Okay. When all this is
12	over, Mr. McNeil, will you want to file a
13	brief, a short brief, or some kind of memo?
14	MR. McNEIL: I think in light of new
15	evidence I would want to file something
16	short, Your Honor.
17	CHAIRMAN SCHMITT: Okay. And you would
18	want to I mean, I don't know you
19	know, the thing that always bothered me
20	about Kentucky Public Service Commission is
21	they always wanted to have briefs that were
22	filed simultaneous, and of course then that
23	raises the problem if somebody says
24	makes an argument that someone else doesn't
25	get to address. So I never want to do that

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1	unless counsel wants to agree to it.
2	One one time Mr. McNeil's
3	colleague, Mr. Chandler, who we all think
4	highly of, but he agreed to simultaneous
5	briefing. And then when the other side had
6	an argument he couldn't address, he pulled a
7	due process card. You know, rather than
8	stick him with waiver, we allowed him to
9	file his brief. But but I would assume
10	that when this is over, I don't know who
11	maybe we would get I'm trying to think
12	how how the burden ought to go here. I
13	guess it's your rate increase. You would
14	brief, you could respond, and you could
15	reply, or you could do it you know, I'm
16	sure you'd want to reply if he had something
17	that you hadn't seen. I would if I were
18	you.
19	MR. STROBO: I agree it's our burden.
20	MR. BARKLEY: Do a brief.
21	MR. STROBO: Yeah, we should do the brief
22	in chief and let them respond, and then WE
23	can reply to that. That's
24	CHAIRMAN SCHMITT: I mean, and we could
25	we could do that. If we get to the point

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1	where all we have is the appraiser, I mean,
2	it's hard to see how all that's going to be
3	an argument that would be amount to a
4	lot. I mean, we're facing the February 12
5	deadline, which we could go beyond that as
6	long as you're not going to put the rates
7	in effect. If you are, then, you know,
8	then we need to get this
9	MR. STROBO: We can have expedited briefing
10	schedule, that's fine, as long as
11	CHAIRMAN SCHMITT: All right. Well,
12	we'll
13	MR. McNEIL: That sounds fine.
14	CHAIRMAN SCHMITT: We'll get to that before
15	the end.
16	All right. Let's call a I guess a
17	Commissioner, anyone that
18	DR. MATHEWS: Short straw.
19	CHAIRMAN SCHMITT: Yeah, you get to you
20	get to pick them. You want to call
21	Mr. Osborne, Mr. Hamilton? Whoever
22	whoever you can.
23	Will you raise your right hand,
24	please.
25	THE WITNESS: (Witness does same.)

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1 CHAIRMAN SCHMITT: Do you solemnly swear or 2 affirm under penalty of perjury that the 3 testimony you are about to give is the 4 truth, the whole truth and nothing but the 5 truth? THE WITNESS: I do. 6 7 CHAIRMAN SCHMITT: Please be seated. * * * * * * * 8 9 The witness, LARRY JOE OSBORNE, after first 10 being duly sworn, was examined and testified as 11 follows: 12 EXAMINATION 13 BY CHAIRMAN SCHMITT: 14 Would you state your name and Ο 15 address, please, for the record? 16 My name's Larry Joe Osborne. Α Ι 17 reside at 320 Reed Branch, Hueysville, Kentucky 18 41640. 19 Mr. Osborne, are you employed? 0 20 Are you retired? How -- do you --21 I'm retired. I -- I do some А 22 other contract work. I was in the insurance 23 business for several years. Still doing that part 24 time. 25 So what, you're retired from Q

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1 what, insurance or --2 Α Yes. 3 How long have you been on the --Ο 4 how long have you been a Commissioner of Southern 5 Water and Sewer District? It was in February of '15 or '16, 6 А 7 I -- I do believe. 8 Did you -- the slot that you went \bigcirc 9 into when you were appointed, was the person -- did 10 somebody hold -- somebody in that position before 11 you were appointed that died or retired or -- or 12 whose term expired, or do you know? 13 I don't know. It was Bert Layne. Α 14 And I'm not sure. I think he had personal 15 problems. 16 Okay. So you think he may have 0 17 resigned --18 Right. Α 19 -- and you may have filled his 0 20 unexpired term? 21 А Maybe. 22 We're not going to hold you to Q 23 We're just trying to -that. 24 Right. Α 25 -- get some idea of what these Q

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1	terms are. At some point that might be important.
2	So do you know when your term is supposed to
3	end?
4	A I was just reappointed. I'm
5	assuming four years.
6	Q You were appointed
7	A In November.
8	Q like Ms. Johnson in
9	November
10	A Right.
11	Q for, I guess I don't know
12	if the term ended in December or what, but
13	A Yeah.
14	Q Okay. So were you were you
15	involved, and if so, to what extent, in the
16	negotiations with the City of Prestonsburg Utility
17	for the sale of the sewer and water distribution
18	assets?
19	A Me and Joe Jacobs, I met with him
20	a time or with the judge and Eddie Campbell.
21	Q Did you-all meet in any kind of
22	joint session, the fiscal court and the Southern
23	Water and Sewer District? You know, sometimes
24	public boards will meet in joint session. You
25	didn't

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1 Α No. 2 -- there was none of that? 0 3 They just come to your meeting or you meet 4 at the local restaurant or some place or... 5 Α Well, we met at the courthouse 6 one time. 7 0 Courthouse, okay. 8 So at some point you voted to, I quess, 9 transfer the assets of -- the water and the sewer 10 assets to Prestonsburg for about, what, 2. --11 Α That was \$2.1 million --12 -- a little over 2 million Ο 13 dollars; right? 14 А -- plus the 2 million. It was 15 about 4.1. 16 Yeah, okay. All right. 0 So at this point in time, are you satisfied 17 18 with that transaction? 19 Α No. 20 Why not? Ο 21 А I think that we did not get paid 22 right or the appraisal is still not right. I think 23 the infrastructure is much more than what they're 24 saying it is. 25 You think it's worth more than Q

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the 4.1 or --1 2 Uh-huh (affirmative). Α 3 -- whatever million dollars? 0 4 Α Right. 5 But Southern has been paid in 0 6 cash, kind and -- and paid off some of your loans. 7 You recognize -- you concede that Prestonsburg has 8 paid something? 9 А Yes, yes. 10 Q Okay. But do you -- what do 11 you -- do you think that the amount ought to be 12 more than what Prestonsburg now says it is; is that 13 correct? 14 Α I -- I always thought that. 15 Well, apparently, we find out Ο 16 today that U.S. Department of Agriculture Rural 17 Development says that they want an extra, what, 18 1.85 million or something? 19 Uh-huh (affirmative). Α 20 Is that within the ballpark of Ο 21 what you think the value is or ought to be or --22 Α Personally, yes. 23 -- or do you believe you're Ο 24 entitled to more than that? 25 Α Maybe that or just a little bit

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1 more. 2 Have you ever suggested to your Q 3 fellow Commissioners that maybe you ought to see 4 about another appraisal? We have talked about it, but we 5 Α 6 were assured that -- that this appraisal would be 7 fair. 8 But in your opinion is it fair? Ο 9 Α In the way that they come about 10 it, maybe it is. I'm not sure about that. 11 Ο You know, as a lawyer -- and I 12 know Mr. Pillersdorf would probably agree. You 13 know, appraisers, they're like what -- what's that 14 horse worth? You know how that -- what's that 15 piece of ground worth? 16 Α Yeah. 17 It all depends on -- it's all in 0 18 the eye of the beholder; right? 19 Α Exactly. 20 What if -- what if this -- I \cap 21 mean, at some point, and some reasonable period of 22 time, this transaction either has to be concluded 23 or it has to be unwound. How would -- have you 24 thought about how that could be done? 25 Well, with --Α

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1 You said we want our -- want 0 2 our -- we can't go through with it. They got the 3 sewer system, but we want our water system back. 4 But you've gotten some money, you know --5 Α Tied up in it. 6 Ο -- payments from them. Have you 7 thought about how that might work out? 8 I've give it some thought and I Α 9 really haven't come up with no solution on it. Ι think if we had a solution, we wouldn't be here. 10 11 Ο Yeah. Yeah. I -- I think 12 you're -- I think you're right. 13 Anything else you'd like to tell the 14 Commission about the -- about the transaction or 15 about Southern Water and Sewer District, your water 16 loss problems, management issues? Anything you'd 17 care to relate to us? 18 Α No. Other than being talked to 19 by the judge in the beginning and meeting with 20 Mr. Campbell, you know, we were led to believe that 21 everything was a win-win situation, that it's going 22 to get better. In the first month we saw the 23 difference, in July of '17, and it's gotten no 24 better. So, you know, yeah, I know that we should 25 have done more due diligence. I do, hindsight.

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1 But we were -- we were depending on Mr. Campbell's 2 figures, too. 3 You just didn't have the cash 0 4 flow that was necessary after the -- the water 5 assets were transferred and Prestonsburg began 6 receiving the payment for it; is that --7 It was -- it was immediate. Α No. 8 CHAIRMAN SCHMITT: Commissioner Cicero, any 9 questions of this witness? 10 EXAMINATION 11 BY MR. CICERO: 12 So how did you vote when the Ο 13 transaction came up for a vote? 14 Α If I remember right, I may have 15 voted for it, but it was very reluctant. 16 So you indicated that 1.9 million 17 or more is what you believe Prestonsburg owes to 18 finish the deal? 19 Well, I just -- I think that the Α 20 appraisal may not be accurate. I feel, in my mind, 21 that the infrastructure is worth more, because that 22 was the best part of our whole system. 23 So have you done -- I'm going to Ο go back to this -- done any analysis for that 24 25 number?

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1 А No. 2 Consulted an expert? Q 3 А No. 4 Reviewed any documents? Q 5 Α No. 6 So you know when they talk about Q 7 due diligence --Uh-huh (affirmative). 8 Α 9 0 -- due diligence is not depending 10 on somebody other -- somebody else's organization, 11 but --12 Α Your own. 13 -- your own organization? 0 14 MR. CICERO: I don't have any other 15 questions. 16 CHAIRMAN SCHMITT: Commissioner Mathews? 17 EXAMINATION 18 BY DR. MATHEWS: 19 So the section of the system, the 0 20 water customers, you believe that was the best part 21 of the system in that it had fewer leaks? 22 Α It had fewer leaks and probably 23 the best paying customers. 24 That would be maybe the schools, Ο 25 the commercial --

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1	A Well, that that
2	Q not just all residential?
3	A that stretch of U.S. 23 is
4	about all that's growing in our county, so, yes.
5	Q So you could have foreseen that
6	you would be losing revenue and really not reducing
7	cost by a similar amount, that it wouldn't be a
8	wash?
9	A Right.
10	DR. MATHEWS: That's all.
11	CHAIRMAN SCHMITT: From Mare Creek there
12	where Blackburn is
13	THE WITNESS: Uh-huh (affirmative).
14	CHAIRMAN SCHMITT: up to the Pike County
15	line is pretty densely populated when
16	compared to the rest of your system; would
17	you agree with that?
18	THE WITNESS: Oh, yes.
19	CHAIRMAN SCHMITT: And like you say,
20	that's it's between well, Betsy
21	Layne, Stanville, and the City of
22	Pikeville; correct?
23	THE WITNESS: Exactly.
24	CHAIRMAN SCHMITT: Which is just a stone's
25	through across

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1	
1	THE WITNESS: Well, it's
2	CHAIRMAN SCHMITT: the Floyd/Pike County
3	line?
4	THE WITNESS: six six miles to Coal
5	Run. And then you don't know when you
6	leave Coal Run to get to Pikeville.
7	CHAIRMAN SCHMITT: Mr. Bowker, any
8	questions?
9	MR. BOWKER: Just very briefly.
10	EXAMINATION
11	BY MR. BOWKER:
12	Q Just making sure. Do you go to
13	Water District Commissioner Training ever year and
14	get your six hours every year?
15	A Yes.
16	Q Okay. And did you get your
17	initial 12 hours when you
18	A Yes.
19	MR. BOWKER: Okay. That's all I have.
20	Thank you.
21	CHAIRMAN SCHMITT: Mr. McNeil?
22	MR. McNEIL: No questions, Your Honor.
23	MR. STROBO: No questions, Your Honor.
24	CHAIRMAN SCHMITT: No questions? May this
25	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. 	
 3 you may be excused. Thank you. 4 THE WITNESS: Thank you. 5 MR. STROBO: Mr. Chair? 6 CHAIRMAN SCHMITT: Just call another. 	
4 THE WITNESS: Thank you. 5 MR. STROBO: Mr. Chair? 6 CHAIRMAN SCHMITT: Just call another.	
5 MR. STROBO: Mr. Chair? 6 CHAIRMAN SCHMITT: Just call another.	
6 CHAIRMAN SCHMITT: Just call another.	
7 MR. STROBO: Well, can I address one issu	e?
8 I think I may have misspoke before.	
9 Pursuant to the order on December 17th fr	Эm
10 PSC, the deadline was extended to we	
11 agreed to a deadline of February 1st.	
12 CHAIRMAN SCHMITT: Oh, I was thinking it	
13 was the 12th. Is it the 1st?	
14 MR. STROBO: Yeah.	
15 MS. MILLER: February the 1st is the day	
16 MR. STROBO: Right.	
MR. BOWKER: Yes, yes.	
18 MR. STROBO: So and and Mr. Hall	
19 informed me while Mr when the testimo	ny
20 was going on, that they really need to kn	WC
21 whether or not they're getting this	
22 increase by February 1st, because they ne	ed
23 to put it on their February bill. So	
24 that's the the time crunch we have. I	
25 don't know how that impacts your decision	,

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1	I think, but we do need that decision
2	pretty quickly.
3	CHAIRMAN SCHMITT: Well, of course, you
4	know, if the decision could be this: If
5	you implement the rate increase, you may
6	have to give some of it back
7	MR. STROBO: Uh-huh (affirmative).
8	CHAIRMAN SCHMITT: or credit customers.
9	I mean, that's just kind of how it is.
10	MR. STROBO: Okay. But I don't know if we
11	can if it's agreeable to maybe expedite
12	our briefing even more.
13	CHAIRMAN SCHMITT: Oh, we could do that. I
14	just don't I think Vice Chairman Cicero
15	may remember more about the appraiser, but
16	isn't he gone for the entire month of
17	January?
18	MR. CICERO: He's gone until January 11th,
19	or something like that, on a trip to
20	Florida
21	MR. STROBO: Uh-huh (affirmative). Yeah.
22	MR. CICERO: I believe. Isn't that
23	right?
24	MR. STROBO: I think that's accurate.
25	MR. CICERO: He left on December 26th and

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1	comes back on January 11th. So he's not
2	even I can't image what his backlog is
3	going to be after being gone for two full
4	weeks. But I think our questions for him
5	could be brief, because I think I know
6	exactly how he used his numbers. I don't
7	agree with the way he used his numbers, but
8	I think I know how he used his numbers. We
9	just have to have confirmation we have
10	to have a brief time to sit down with him
11	and have him confirm what we think he did.
12	MR. STROBO: Okay.
13	MR. CICERO: So if you can get in contact
14	with Mr. Fyffe, I guess it is
15	MR. STROBO: Uh-huh (affirmative).
16	MR. CICERO: find out when he's
17	available and we can we can really
18	quickly depose him or
19	CHAIRMAN SCHMITT: We could yeah, or we
20	could, you know, subpoena him again. I
21	mean, he agreed to come; right? Well, if
22	it's February 1st, we've still got time.
23	We'll take we'll find some way to take
24	care of it.
25	MR. STROBO: I appreciate it. Thank you.

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1	MR. BOWKER: He also stated that he could
2	provide an affidavit as well in his
3	letter
4	CHAIRMAN SCHMITT: Of course, you can't ask
5	a question of an affidavit, is the problem.
6	Please raise your right hand.
7	THE WITNESS: (Witness does same.)
8	CHAIRMAN SCHMITT: Do you solemnly swear or
9	affirm under penalty of perjury the
10	testimony you are about to give will be the
11	truth, the whole truth and nothing but the
12	truth?
13	THE WITNESS: I do.
14	CHAIRMAN SCHMITT: Please be seated.
15	* * * * * *
16	The witness, HAYES HAMILTON, after first
17	being duly sworn, was examined and testified as
18	follows:
19	EXAMINATION
20	BY CHAIRMAN SCHMITT:
21	Q Will you state your name and
22	address for the record, please?
23	A My name is Hayes Hamilton. I
24	live at 47 Reynolds Road, Beaver, Kentucky 41604.
25	Q Commissioner Hamilton, are you

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1	employed at this time, are you self
2	A I'm a retired schoolteacher.
3	Q And where did you teach?
4	A I coached basketball at Betsy
5	Layne. I started out at Johnson Central.
6	Q And when did you retire?
7	A Twenty (20) years ago.
8	Q Twenty (20) years ago.
9	So you how long have you been a
10	Commissioner on the Board of Southern Water and
11	Sewer District?
12	A Ten (10) years.
13	Q And so, I guess, that would be
14	2008 or so; right? '7, '8 or '9?
15	A I believe it was about 2010 I
16	came in.
17	Q 2010. Do you know when when
18	you were appointed there was somebody that held
19	this seat prior to your appointment. Do you know
20	who it was?
21	A Yes.
22	Q Who was it?
23	A Palmers Frazier.
24	Q Do you know if Mr. Frazier's term
25	expired or if he resigned or he passed away or

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1 Α He passed away. 2 So you would have filled his Ο 3 unexpired term presumably? 4 Α Yes. 5 Ο Do you know -- when you came on board, did you -- were you told or did you figure 6 7 out when that -- when his unexpired term would 8 expire? 9 А I don't remember what -- how many 10 years I had on that. I really don't. 11 Ο Well, I don't know either. Т 12 mean, that's not an uncommon thing unfortunately, 13 but to try to put it together and figure it out, 14 sometimes becomes a problem. 15 Α I was thinking he had one year 16 left. I was thinking he had one year. I'm not 17 sure. 18 Okay. All right. So have you Q 19 been reappointed? 20 Α Yes. 21 When were you reappointed? Q 22 I think I was reappointed in А 23 December. Of this year? 24 Q 25 Yes. Α

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1 December of 2018? Q 2 Α Yeah. 3 And you were appointed by Judge 0 4 Executive Ben Hale? 5 Α Right. 6 Ο And that appointment was 7 confirmed by the fiscal court? 8 Α Right. 9 Ο And were you there at the meeting 10 where this was done? 11 Α No. 12 So how did you learn about it? Ο One of the magistrates. 13 Α 14 Can you tell me who? Somebody Ο 15 called you, I guess, and said you were reappointed? 16 Α Ronnie Akers. That was one of 17 the magistrates. 18 Is Mr. Akers, will he be serving 0 19 on the fiscal court for the next four years? 20 Α Yes. 21 Now, do you know if any other --Ο 22 any other people were appointed to serve as 23 commissioners of Southern Water and Sewer District 24 at the December court meeting other than you? 25 You know, I'm not sure whether I Α

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1	got appointed in November or December.
2	Q Okay. Fair enough.
3	A I really don't.
4	Q Well, the reason I ask is, is
5	that when the complaint that was raised here,
6	somebody said that you Mr. Jacobs because we
7	were told Mr. Jacobs had resigned. So anyway, Mr.
8	and that although you were serving in your term,
9	that somehow you were appointed to fill Mr. Jacobs'
10	vacancy, and then Eula Hall was appointed to fill
11	yours. Now why that is, I don't know. And I don't
12	even know if it's accurate, but that that was
13	the complaint. Do you know if any of that's true
14	or
15	A Yes. I was going to resign.
16	Q have you heard anything about
17	it? I'm sorry?
18	A I was going to resign my I did
19	resign my position.
20	Q Okay. When did you resign?
21	A I don't remember if it was
22	October, November October.
23	Q October, November of 2018?
24	A Yeah.
25	Q Okay. Now, why did you resign in

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1 October or November of 2018? 2 I don't know. I guess I was just Α 3 getting tired of it, the hassle. 4 Well, if you were getting tired 5 of it, why did you accept a reappointment from 6 Judge Hale and the outgoing fiscal court? 7 Well, I have some people that А 8 advised me to come back. They claimed I was needed 9 on the Board, so... 10 Q Would that have been Judge Hale. 11 Α That was one of them, yes. 12 Ο See, one could look at that 13 transaction and conclude that you resigned 14 basically so that Ms. Hall could then be appointed 15 and fill your unexpired term, and you could --16 unbeknownst to Mr. Jacobs, you would succeed him in 17 a full four-year term. Was that ever discussed 18 with you at all? 19 Α No. 20 So did you have any -- were you Ο 21 involved at all in the negotiations with -- with 22 Mr. Campbell or the Prestonsburg City Utility 23 Commission? 24 Just when they came to our Α 25 meeting, our Board meeting.

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1 Q You never met with anybody --2 Α No. 3 -- privately or at the Floyd 0 County courthouse or anything like that? 4 5 Α No. 6 Ο So were you -- were you for this 7 sale of the water distribution assets and the sewer 8 assets? 9 Α No. 10 Well, did you vote for it? Q 11 Α Yes. 12 Well, why did you vote for it? Q 13 Well, when the fiscal court and А 14 the judge came up there, and they suggested we did 15 do that. And they convinced us that what a great 16 job it was, you know, for the Southern Water and 17 Sewer. It was -- I voted against my good judgment. 18 Well, why did they care one way 0 19 or the other? If they told you obviously that --20 everybody says they were pushing this, why did --21 why were they pushing it? Did they say? 22 They never actually said, but the Α 23 reading between the line that -- I figured it was that 2 million dollar debt, you know. 24 25 That they hoped that in doing Q

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1	that, somehow Prestonsburg would come up with
2	whatever money you received, would go to the Floyd
3	County Fiscal Court; is that what you're saying?
4	A Probably. I don't know for sure.
5	Q I mean, that's just your
6	assumption?
7	A When I got on the Board here, I
8	know Mr. Halbert, he advised me, he said that I
9	guess the county judge preceding that had borrowed
10	2 million dollars against the Board. And they
11	never got any of the stuff out of it, you know,
12	money-wise. And we actually shouldn't have to pay
13	for that. And I guess they sent it to the to
14	Public Service Commission and the Attorney General.
15	They ruled that we didn't have to pay for that. So
16	I don't know.
17	Q Yeah. Well, it's pretty nice if
18	you get the benefit of 2 million dollars and you
19	don't have to pay it back. I mean, I don't blame
20	you.
21	A Oh, yeah. You know, it's all
22	right, too, if you get something out of it, but
23	they said I don't know. I just this is
24	hearsay, that said the water the water system
25	never got any money out of it. I don't know. I

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wasn't there.

1

2 Okay. Well, I don't either. Ο Т 3 thought the purpose of the bonds that were sold was 4 to raise money for the water district for Southern, 5 but you don't know one way or the other? 6 А I don't know. I wasn't there, so 7 I just -- it was just hearsay, what I had. But 8 they said -- they told me at the time, they never 9 got any parts or anything out of it. 10 Did you feel any -- any loyalty Q 11 to Judge Hale, Judge Executive Hale of the fiscal 12 court, to kind of go along with what they wanted 13 you-all to do? 14 Not really, but I guess he did А 15 convince me, you know, that that was the best 16 interest. 17 Were any members of your Q 18 Commission, Ms. Johnson or Mr. Jacobs or 19 Mr. Osborne or anybody else, that expressed any 20 misgivings about doing this before the vote was 21 taken? 22 Basically, the group did not want Α 23 to accept that, because I think they felt we would get shafted, you know. Because we had been 24 25 keeping -- we had been balancing budget pretty good

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1 up to that time. We didn't have any trouble. 2 But now you got a problem; right? 0 3 А We got a problem, yeah. 4 And in your rate case you wanted 0 5 over \$900,000 or so, and our staff said it was more 6 than a million that you needed. 7 А Right. 8 Ο You agreed to take it? I mean, 9 you knew that; right? We -- that the staff 10 recommended more than a million dollars, and -- and 11 Chairperson Johnson wrote a letter saying, we 12 basically will accept what's in the staff report? 13 Did you know that? 14 Α Yes, I read that. 15 You don't want to give the money Ο 16 back? You don't --17 А Well, no, I don't want to give it 18 back. 19 The reason I tell you this is 0 20 sometimes -- you know, the strange thing is, is 21 that investor-owned utilities, the deal is always 22 to try to cut out the fat. And in -- in 23 government-owned water districts you can't give --24 you can't give them money. They don't want to take 25 it.

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1 Α Right. 2 It tells you something about Q 3 management, I think, but in any event -- in any 4 event, this deal with Prestonsburg, right now if 5 you had to vote to either keep the deal or try to 6 rescind it, what would you do if you thought about 7 it? 8 I'd rescind it. А 9 You'd rescind it? 0 10 Α Yes. 11 Have you given any thought to if Q 12 the deal was rescinded, how it could be unwound? Ι 13 mean, you know, a lot of people have traded 14 money --15 Α Well, I --16 -- things have been upgraded. 0 17 How would that -- have you given any idea, any 18 thought to the idea of how that would work? 19 Well, yeah, I thought about that. А 20 I'd try to work out some deal with Prestonsburg, 21 you know, to pay that money back that they have 22 spent as we -- as we got our revenue in, you know. 23 Now, Mr. Campbell says that Ο 24 Southern owes Prestonsburg maybe over \$90,000 in 25 sewer rates for Eastern -- for the Eastern and the

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1 Wayland customers. Were you aware of that? 2 Α Yes. 3 That would be part of the deal, 0 4 too? 5 А Right. 6 They'd get paid going forward; Q 7 right? 8 Yeah. I've always believed in А 9 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 10 11 plan with them. 12 CHAIRMAN SCHMITT: Commissioner Cicero, any 13 questions? 14 MR. CICERO: I do. 15 EXAMINATION 16 BY MR. CICERO 17 So what do you believe the value 0 18 of the transaction is? 19 Well, I'm going to say it's a lot Α 20 more than what we got. 21 The appraiser's number, 4.1, more Ο 22 than that or what --23 I figured it would be about 4.3 А 24 or something myself. 25 I'm going to ask the same Q

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1	question. Did you consult with an expert or to
2	come up with your 4.3? Was there somebody you
3	consulted with?
4	A Well, I've looked at the value of
5	our infrastructure, you know, before now and that's
6	what I that's my idea. I don't know whether I'm
7	right or not.
8	Q So if it's not based on an
9	analysis, but this is the number that just as a
10	gut feeling, your part, that it's worth about 4.3?
11	A Yeah.
12	Q So when the vote was taken for
13	this transaction, was it a unanimous vote, all yes,
14	some nos, if you remember?
15	A I think it was unanimous. I'm
16	I'm not sure, but I believe it was.
17	Q So unanimous vote. Everybody on
18	the Southern Water Board was convinced that this
19	was a great deal and they were able to obtain a
20	unanimous vote on a transaction that everyone now
21	believes is a bad deal?
22	A Yes.
23	Q You think that the Board did
24	their due diligence in this transaction?
25	A No.

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1 You said that you had a balanced 0 2 budget and everything was going well. If you still 3 had the sewer assets -- and at the time of the 4 transaction it was the sewer assets that were --5 what was really trying to be moved because of the 6 potential thousands of dollars in fines that you 7 were -- Southern was facing for that plant. Did that play some kind of a role in this whole idea of 8 9 whether you should do the deal or not? Because I 10 know it's great now in hindsight, 20/20, to say the 11 assets are worth X number of dollars. But at the 12 time, I would think that the sewer problems 13 probably played some kind of role; is that true or 14 not? 15 А I think that we would have tried 16 to work this problem out with the sewer if we 17 hadn't got the advice from the fiscal court, you 18 If they hadn't come up with that plan, I know.

19 think we would have tried to work that plan out. Ι think we could have.

20

21 Okay. So you're -- it's just 0 22 undue influence from the fiscal court convincing 23 the entire Board that it was a good deal when it 24 was really -- everybody on the Board thought it was 25 a bad deal, but you --

2 MR. CICERO: went forward? 3 Okay. I don't have any other 4 questions. 5 CHAIRMAN SCHMITT: Commissioner Mathews? 6 EXAMINATION 7 BY DR. MATHEWS: 8 Q Just to clarify for me. When you 9 say you think it's a bad deal, is it the sale of 10 both or the yeah, the water and sewer, or is it 11 the water part that makes you think it's a bad 12 deal? 13 A 14 hindsight there, I would say maybe it's the the 15 sewer would have been a good tradeoff. But I think 16 we could have corrected it. But the water system 17 was a terrible deal. I know that area pretty good 18 there where the water system is. And I coached 19 basketball at Betsy Layne High School, you know, 20 and I know how much water those people use down in 21 there. And they were good paying customers, too.
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19 basketball at Betsy Layne High School, you know, 20 and I know how much water those people use down in
20 and I know how much water those people use down in
21 there. And they were good paying customers, too.
22 And we lost a lot there.
23 DR. MATHEWS: I don't have anything else.
24 CHAIRMAN SCHMITT: Mr. Bowker, any
25 questions?

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1 EXAMINATION 2 BY MR. BOWKER: 3 I've been asking everybody, so Ο 4 I'll ask you as well. Are you up to date on your Commissioner training? Do you --5 6 Α Yes. 7 0 -- get your six hours every year? 8 Α Yes. 9 And did you get your initial 12 0 10 hours when you're with -- within the first 12 11 months you were a Commissioner? 12 Α Yes. 13 MR. BOWKER: I have nothing further. 14 CHAIRMAN SCHMITT: Mr. McNeil? 15 MR. McNEIL: No questions, Your Honor. 16 MR. STROBO: No questions. 17 CHAIRMAN SCHMITT: Let me ask you one, just 18 personal information. 19 When did you last coach at Betsy Layne 20 High School? 21 THE WITNESS: I was assistant there in 22 about '87 or something. 23 CHAIRMAN SCHMITT: That's the last time? 24 You weren't head coach there; right? 25 THE WITNESS: I was assistant coach. No.

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1	CHAIRMAN SCHMITT: You were head coach at
2	Johnson Central?
3	THE WITNESS: I did my practice teaching at
4	Johnson Central. Mr. Hazelett?
5	CHAIRMAN SCHMITT: Yeah.
6	THE WITNESS: You know Ed?
7	CHAIRMAN SCHMITT: Ed Hazelett, yeah.
8	Okay. Well, thank you. May this
9	witness be excused?
10	MR. BOWKER: Yes.
11	CHAIRMAN SCHMITT: You may step down
12	THE WITNESS: Thank you.
13	CHAIRMAN SCHMITT: Mr. Hamilton. Thank
14	you.
15	Wow, we have one more Commissioner
16	now; right?
17	Please raise your right hand.
18	THE WITNESS: (Witness does same.)
19	CHAIRMAN SCHMITT: Do you solemnly swear or
20	affirm under penalty of perjury that the
21	testimony you are about to give will be the
22	truth, the whole truth and nothing but the
23	truth?
24	THE WITNESS: I do.
25	CHAIRMAN SCHMITT: Please be seated.

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* * * * * * * 1 2 The witness, BARRY HALL, after first 3 being duly sworn, was examined and testified as 4 follows: 5 EXAMINATION 6 BY CHAIRMAN SCHMITT: 7 Ο Can you state your -- please 8 state your name and address for the record, please. 9 Barry Hall. I live at 112 Glen Α Ward Layne, McDowell, Kentucky 41647. I've had my 10 11 12 hours and my six hours. 12 MR. BOWKER: Thank you. I appreciate that. 13 Very efficient. Thank you, sir. 14 Are you employed or self-employed Ο 15 or retired? 16 Α I am a retired schoolteacher and 17 basketball coach. 18 Okay. And where did you teach Ο 19 and coach? 20 Α South Fork High School. 21 When did you last teach and coach 0 22 They may not have been the same dates. there? 23 Yeah. А 24 Were you there -- you were there 0 25 before Henry Webb or after?

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1 Α I was there before Henry. And 2 then he took over for me, and then I took back over 3 for him. And I think the last year I coached was 4 2012. 5 Ο How long have you been a member of the -- of the Commission, I guess, the Board of 6 7 Commissioners of Southern Water and Sewer District? 8 I believe that's three years. Α 9 Do you know who -- someone held 0 10 this position or this slot before you did. Do you know who that was? 11 12 It's my understanding it was Α 13 Scarlet Stumbo. 14 And had Ms. Stumbo's term expired Ο 15 or did she resign? 16 Α That I do not know. 17 We know she's still alive; right? Q 18 I know her husband. Α 19 Scarlet Stumbo's husband was the 0 20 chairman of the school board --21 Jeff. А 22 -- during this time period. Q 23 Okay. So do you know when your term 24 expires? 25 I believe it expires in December Α

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1	of '19, 2019.
2	Q You were the only person known to
3	anybody who wasn't reappointed in November, or
4	December, and that's because your term hadn't
5	expired; right?
6	A If you want to speed that up,
7	that's fine.
8	Q You haven't found out so far that
9	your term ended
10	A Well, no.
11	Q All right. To what extent, if at
12	all, were you involved in negotiations with
13	Prestonsburg City Utilities with respect to the
14	transfer or sale of the sewer and the water assets?
15	A We were in the meeting or I
16	was in the meeting when we met up with the water
17	company and then that was with we had met, I
18	think, with Judge Hale up there and a couple of
19	guys from the magistrates of the fiscal court
20	and Mr. Campbell.
21	Q Was this at a regular scheduled
22	meeting or just an impromptu meeting where you just
23	got together?
24	A It was just we got together
25	impromptu.

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1 Who was there from Southern? Q 2 T --Α 3 Was Mr. -- Mr. Hall, the manager, 0 4 was he there? 5 Α Yes. 6 Q General manager? 7 А Yes. 8 You were there? 0 9 А Yes. 10 Okay. What about Mr. Osborne, Q Mr. Hamilton? 11 12 Α I can't remember. I couldn't say 13 for sure. 14 What about Ms. Johnson, was she Ο 15 there? 16 А I believe Ms. Johnson was there. 17 Ο So what was -- what was your take 18 on -- is that the only meeting you attended where 19 this discussion took place? 20 That's the only meeting that I Α 21 can recollect, yes. 22 And so what was the position --Q 23 did you have a position going into this meeting? 24 I was openminded. And I believe Α 25 at one meeting that -- that we had had a regular

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1 scheduled meeting, we had an engineer had -- not 2 Troy's outfit, but an engineer told us that the 3 sewer plant at Wayland and everything, how much it 4 was going to cost, the expense and everything. And 5 we were encouraged, to my belief, to get rid of the 6 sewer any way we could like that. 7 Ο Okay. Do you have any 8 recollection as to the approximate cost of 9 basically rehabilitating the Wayland sewer plant as 10 what the engineer told you? 11 Α The best I can recollect, it 12 was -- it was in the 100s of thousands. Over 100, 13 right at it, maybe. 14 And so, I mean, others have said Ο 15 that basically Judge Executive Hale and fiscal 16 court members were basically encouraging the Water 17 Commission to basically work out some deal with 18 Prestonsburg? 19 Α Exactly. They --20 Is that --Ο 21 А -- they were encouraging that. 22 And I believe the rhetoric they used, it was a 23 win-win for both -- both Prestonsburg and Southern. 24 And before the transaction took \bigcirc 25 place, before any agreements were signed, what did

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1 you think about it yourself? 2 I knew that we would probably Ά 3 have trouble with the sewer. And I wasn't that 4 familiar with the -- at that time, with the water 5 that Prestonsburg obtained. So I -- I guess saying 6 reluctantly that, you know, I went with what --7 what the rhetoric that I was told, that we were 8 hearing, that it was a win-win for both. 9 So how has it turned out in your 0 10 opinion? Has it turned out to be a win-win? 11 Α No, it has not. 12 What is there about it in your Ο 13 view that makes it not a win-win? 14 А Well, we're going -- losing 15 40-some thousand, I believe, a month, is what it 16 And I know Prestonsburg has done a lot of was. 17 improvements, Eddie's company has, with -- with the 18 water that -- that we gave up. It's just -- it's 19 put us in a -- well, in just a bad spot. 20 If this transaction had never 21 taken place and we take the sewer systems out of 22 it, do you think Southern would have made the 23 improvements Prestonsburg has to these parts of the 24 system? 25 No. Α

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1 Q By putting in new smart meters 2 and --3 Oh, if we --Α 4 -- doing these upgrades? Q 5 А Yeah, if we could have done that, 6 yeah. 7 You think you would have done Q 8 that? 9 Α If we could have done that, yeah. 10 If -- if we would have put in -- if we could have 11 put in those meters and done it, yeah. 12 Yeah, but you couldn't -- you \cap 13 couldn't have done it. Prestonsburg could do it because they had the money; right? 14 15 Α That's right. 16 But Southern didn't have the Q 17 money? 18 At that time, no. And not at А 19 this time. 20 I mean, Prestonsburg had, Ο 21 according to this appraiser, 4 million dollars in 22 the bank. They had money; right? 23 Uh-huh (affirmative). Α 24 But Southern didn't have 0 25 4 million dollars?

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1	A No.
2	Q So going forward, what's your
3	position with respect to how this ends? At some
4	point right now, part of the transaction is
5	closed. The rest of it is, Prestonsburg is
6	improving the system, the water assets. They have
7	invested money in it. They're making they're
8	collecting the revenue from it. But if if Rural
9	Development doesn't give in or Prestonsburg doesn't
10	give in and they don't have a compromise, at some
11	point, I mean, we we got a situation here where
12	if not now, at some point in rates we can't move
13	forward unless there's some resolution to this. I
14	mean, at some point it has to be over. So how
15	how would this be resolved, in your opinion, if you
16	have one?
17	A I'm no expert, but if the only
18	way that I see that we could resolve it, if if
19	we did get that water back and we would have to
20	compensate Prestonsburg for what money they have
21	been out, for what they have spent and, you know,
22	set up payments. That's the only way you could do
23	it, in my opinion.
24	Q And pay them back they get
25	paid for their sewer rates?

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1 Α Exactly. 2 But you'd expect them to keep the Ο 3 sewer system? 4 Yeah. Α 5 And you-all would bill -- do Ο 6 their billing for them; right? 7 Α Yeah. 8 For a fee, 3 percent or whatever? Ο 9 Α Three (3) percent, yeah. 10 CHAIRMAN SCHMITT: I have no further questions. 11 12 Commissioner Cicero? 13 EXAMINATION 14 BY MR. CICERO: 15 Ο So who initiated the contact? 16 Was it Judge Hale or Mr. Campbell from Prestonsburg 17 that said we need to make a deal? 18 Α It was Judge Hale. 19 So he went to Mr. Campbell and Ο 20 said, we need to make a deal because we need to get 21 rid of this sewer system, so Mr. Campbell said 22 okay? 23 I wasn't in on that conversation, А so I don't -- I just know that Judge Hale initiated 24 25 the contact.

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1 You indicated that you're losing Q 2 40,000 a month? 3 А Approximately. 4 Which happens to be 480,000 a Q 5 year? 6 А Yeah. 7 Which the test year says your net 0 8 income from the appraiser is 482,906, would be 9 basically breaking even right now if you had all 10 your water revenue customers, but you'd still have 11 your sewer problem? 12 That's a problem. Α 13 So you'd still be in the -- you'd Ο 14 still be in the red? 15 А Well, then what we have to do is 16 shore up a little bit on our water leaks and... 17 Yeah, your water leaks are --0 18 they said are worth \$386,000 a year. That's --19 that's just the amount over 15 percent that's 20 allowed. 21 А But we're working on it. 22 I know. And we like to see -- we Q 23 like to see better progress, because you've been 24 pretty steady at the 60 percent, and I don't -- I 25 don't know how that's going to happen without

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1	capital i	mprovement.
2	А	We're not perfect, but we got
3	perfect i	ntentions. That don't work all the time.
4	М	IR. CICERO: Well, the comment to you I
5	W	vent to school, too, and I can't find
6	I	've never had a teacher that let me get by
7	0	on good intentions, I got to admit. Just
8	W	ouldn't allow that to happen. So from
9	У	our past profession, I got to believe you
10	W	ouldn't allow that either.
11		I don't have any other questions.
12	С	HAIRMAN SCHMITT: Commissioner Mathews?
13	D	R. MATHEWS: I don't have any.
14	С	HAIRMAN SCHMITT: I have nothing.
15		Mr. Bowker?
16	М	IR. BOWKER: No, sir.
17	С	HAIRMAN SCHMITT: Mr. McNeil?
18	М	IR. McNEIL: No questions, Your Honor.
19	С	HAIRMAN SCHMITT: Any Redirect?
20	М	IR. STROBO: No questions.
21	С	HAIRMAN SCHMITT: May this witness be
22	e	excused?
23	М	IR. BOWKER: Yes, sir.
24	Т	HE WITNESS: Thank you.
25	С	HAIRMAN SCHMITT: You may step down.

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1	Thank you.
2	DR. MATHEWS: Tell them if they go outside,
3	they can't get back in.
4	CHAIRMAN SCHMITT: Oh, I forgot to tell you
5	if anybody goes outside our
6	receptionist, at 5:00, leaves. And we're
7	not into overtime either, given our budget
8	constraints. So if you go outside, you may
9	not be able to get back in.
10	MR. CICERO: Unless somebody opens the door
11	for you.
12	CHAIRMAN SCHMITT: I didn't want to say
13	that before all the Commissioners
14	testified, because I thought there would be
15	a run on the front door. But anyway.
16	Okay. I guess, Mr. Bowker, do you want to
17	call some people from Kentucky Rural Water?
18	MR. BOWKER: Yes. We can call Mr
19	Mr. Blanton or Mr. Stinson, any order.
20	Mr. Blanton would be fine.
21	CHAIRMAN SCHMITT: Please raise your right
22	hand.
23	THE WITNESS: (Witness does same.)
24	CHAIRMAN SCHMITT: Do you solemnly swear or
25	affirm under penalty of perjury that the

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1	testimony you are about to give will be the
2	truth, the whole truth and nothing but the
3	truth?
4	THE WITNESS: Yes, sir.
5	CHAIRMAN SCHMITT: Please be seated.
6	Mr. Bowker, you may ask.
7	MR. BOWKER: Thank you, sir.
8	* * * * * *
9	The witness, TIMOTHY BLANTON, after first
10	being duly sworn, was examined and testified as
11	follows:
12	EXAMINATION
13	BY MR. BOWKER:
14	Q Please state your full name for
15	the record.
16	A Timothy Greg Blanton.
17	Q And where do you work, sir?
18	A Kentucky Rural Water Association.
19	Q And how long have you been
20	working there?
21	A This is my 13th year.
22	Q And what is your position there?
23	A I'm currently the Appalachian
24	Regional Commission's Circuit Rider for water and
25	wastewater.

1 I'm sorry, I didn't hear that Q 2 last part. 3 А Appalachian Regional Center's 4 Circuit Rider for water and wastewater. 5 0 Have you developed a relationship 6 over the years with Southern Water District? 7 А Yes, sir. 8 And when did that relationship Ο 9 begin? 10 А About 11 years ago. 11 You have been in the hearing room 0 here all day; correct? 12 13 Α Uh-huh (affirmative). 14 Heard a lot of testimony here Ο 15 today. Can you give us a -- give the Commission a 16 history, a brief history of what you've been doing 17 with Southern District throughout the years to --18 to help them? 19 А We've done meter testing, leak 20 detection, distribution optimization, worked in 21 pump stations, a few managerial concepts, water 22 auditing, policies and procedures. 23 Any specific projects with Ο 24 Southern District that -- that you've been involved 25 with to help their percentage of water line loss?

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1 I've worked with several Α Yeah. 2 of the staffs on the -- who are no longer there, to 3 develop systems and means for water auditing 4 specifically, and how to break down the utility 5 into a smaller manageable sections so that leak 6 detection can be performed more exponentially. 7 Ο And do you go out in the field 8 with employees of Southern District to try to show 9 them different techniques? 10 Α Yes, we do. 11 0 And you do that fairly regularly 12 or --13 Yes, everywhere. А 14 Have they -- have those employees 0 15 been receptive to what you've tried to teach them? 16 Have they caught on as far as the methods that you 17 try to teach them to find leaks? 18 Yes, generally speaking, when we Α 19 have. 20 How would you gauge the progress Ο 21 that they have made with your -- with your 22 assistance over the -- over the decades you have 23 been working with them? 24 When given the time and the tools Α 25 and the funding, manpower, we've been able to do

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1	quite well. Those things don't seem to have been
2	able to be consistent over the years due to
3	budgetary reasons, staffing reasons, disasters,
4	emergencies. Majority of my time, the longest
5	periods of time at Southern Water and Sewer, have
6	been spent following natural disasters.
7	Q Have been after natural
8	disasters?
9	A Yes, sir.
10	Q And do you still currently have a
11	relationship with them ongoing or has Mr. Stinson
12	taken over sort of what what you were doing with
13	Southern?
14	A We generally, as the Circuit
15	Riders for Kentucky Rural Water, we have assigned
16	areas. We're not specific to them implicitly. We
17	can go anywhere we need to go or are needed. But
18	Danny took over, Mr. Stinson took over my normal
19	operating area, and I now operate in a different
20	zone that also includes that area. So, yeah, next
21	week I'm planning on being in Southern Water and
22	Sewer to start some studies on hydraulic capacity.
23	Q And when do you expect that to
24	occur?
25	A Next week. I'm going over next

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1	week.
2	Q Okay. And do they have
3	substantial issues regarding hydraulics in their
4	geographic area?
5	A Absolutely. All of all of the
6	utilities in the mountain area east of 75 generally
7	suffer some considerable hydraulic issues.
8	Q That are different to other parts
9	of the state; correct?
10	A Yes.
11	Q Were you part of putting together
12	the Leak Detection Standard Operating Procedure
13	that's been handed out as an exhibit today?
14	A I reviewed parts of it when it
15	was initiated. As I understand it, that is a draft
16	or a working copy that we are developing further.
17	We have to customize every leak detection plan to
18	the utility itself based on what infrastructure
19	they already own, what they have and what we might
20	be able to acquire to make the process more quick.
21	Q And I guess, lastly, does
22	Mr. Hall does Dean Hall reach out to you on a
23	fairly frequent basis for for your advice, for
24	assistance in ongoing matters?
25	A Yes.

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1 Do you know about how -- how 0 2 often you get a call from Mr. Hall for assistance? 3 And you also have to -- other areas that you deal 4 with as well. You don't just work with Southern District, I assume? 5 6 Α Yeah. I work currently in 52 7 counties and anywhere else I might be needed on a 8 spur of the moment. I've been acquainted since 9 Hubert was in charge. And I receive calls numerous 10 times, almost every year, from Dean. Since Mr. Stinson has taken over that area, 11 12 it's considerably less. But even in the last year 13 and a half or so, I believe I've had calls from Dean 14 four or five different occasions and had occasion to 15 go down to the district twice now in the last two 16 years. 17 And the different projects we've Q 18 been mentioning here today that Mr. -- Mr. Halbert 19 wrote -- wrote back in October of 2013 that they 20 were going to try to -- try to institute, were you 21 part of those projects as well with Mr. Halbert? 22 I'm not familiar with what he's Α 23 written up or turned in to the Division or anyone 24 I know that at the time we were advising, else. 25 Rural Water, that is, common practices for leak --

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1	leak detection, water management and water
2	controls. And I know during that time period, I
3	had been involved with a couple of smaller
4	disasters that had happened, and a lot of
5	suggestions come out as to how to improve things
6	and maybe develop means to not be affected by
7	disasters quite so drastically as they have been.
8	But I I know that I gave him quite a bit of
9	information at the time to include in these reports
10	and things he needed to write.
11	MR. BOWKER: I have no further questions.
12	Thank you.
13	CHAIRMAN SCHMITT: Mr. McNeil, questions?
14	MR. McNEIL: Just one, Your Honor.
15	EXAMINATION
16	BY MR. McNEIL:
17	Q In your opinion, do you have an
18	estimate can you estimate how long it would take
19	Southern to get down to a water loss of about
20	30 percent?
21	A I don't believe anyone ever
22	could. The all the utilities are so distinct
23	and so unique, and their needs and processes, that
24	we would have to continue with the in-depth
25	optimization of the utility before we could put a

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1 time frame. And it would have to be, for lack of a better term, very elastic. 2 3 So even with a process in place, 0 4 you couldn't have a good estimate for a long, long 5 while; is that right? 6 It would take a considerable Α 7 amount of time. 8 0 Okav. 9 Α I've been working on a 10 neighboring utility for four years now. Your-all's favorite. 11 12 MR. McNEIL: Nothing further. 13 CHAIRMAN SCHMITT: Don't mention that one. THE WITNESS: I didn't want to curse in 14 15 front of the stand. 16 MR. McNEIL: Nothing further, Judge. CHAIRMAN SCHMITT: Commissioner Cicero? 17 18 MR. CICERO: You mean I can't mention --19 that was my next question. 20 EXAMINATION 21 BY MR. CICERO: 22 How quickly -- how would Southern Q 23 compare to other water districts that you have 24 helped out? 25 Oh, no worse, no better than Α

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1 most. Better than many. 2 Better than many? \bigcirc 3 Α Staffing wise and equipment and warehousing, having the materials on hand to do the 4 5 job necessary. The majority of the utilities I go 6 to can't say that. They can. 7 Ο So I'm curious, are you the 8 source of the 3 percent for fire usage? 9 А No. That's actually by rule. Ι 10 know it mostly because on our water loss management 11 spreadsheet sets, when it comes to calculating fire 12 department usage through our spreadsheet, the rules are written right in it. And the last sentence is 13 14 that, if you are not receiving reports from your 15 fire department, .3 percent of total sales may be 16 accounted for as fire department use. 17 That's a Kentucky Rural Water 0 18 Association number? 19 It's got a KRS number to it. Α No. 20 I just don't happen to know it right now. I can 21 find it for you. 22 You know more about that one than 0 23 I do. 24 How about the system usage formula, were you 25 the source for that?

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1 Our spreadsheet package was Α No. 2 developed by Clem Wethington. It uses basic 3 engineering formulas. If we enter a size and 4 dimensions of an opening in the pipe, whether it be 5 a crack or a hole, the pressure that was involved 6 at the time of the leak, and we allow it to do its 7 job with a little bit of encouragement, we can get 8 a very accurate reading, or use master meter 9 readings as we can for a more accurate estimate. 10 Well, I think Mr. Hall referenced 0 11 fire hydrants and the openings of fire hydrants and 12 how many were completed on a -- I thought he said 13 dailv basis. That seems pretty frequent, but 14 whatever that is, that formula use that's used to 15 develop the flushing of the hydrants. Did you come 16 up with that or is that part of the software you're 17 talking about? 18 That's part of the software. Α No. 19 MR. CICERO: Okay. Well, I'll see what it 20 is when we get our response back to our --21 THE WITNESS: Be happy to provide it for 22 you. 23 MR. CICERO: -- post-hearing data request. 24 That's all I have. 25 It's also readily available THE WITNESS:

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1	on our web page.
2	CHAIRMAN SCHMITT: Commissioner Mathews?
3	DR. MATHEWS: I don't have anything.
4	CHAIRMAN SCHMITT: I don't have any
5	questions.
6	Counsel?
7	May Mr. Blanton be excused?
8	MR. BOWKER: Yes, sir.
9	THE WITNESS: Thank you.
10	CHAIRMAN SCHMITT: You may be excused.
11	Thank you. You may step down.
12	Call your next.
13	MR. BOWKER: Mr. Chairman, we call Danny
14	Stinson, please, Kentucky Rural Water.
15	CHAIRMAN SCHMITT: Please you raise your
16	right hand.
17	THE WITNESS: (Witness does same.)
18	CHAIRMAN SCHMITT: Do you solemnly swear or
19	affirm under penalty of perjury that the
20	testimony you are about to give will be the
21	truth, the whole truth and nothing but the
22	truth?
23	THE WITNESS: Yes, sir.
24	CHAIRMAN SCHMITT: Please be seated.
25	Mr. Bowker?

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1	MR. BOWKER: Thank you, sir.
2	* * * * * *
3	The witness, DANNY STINSON, after first
4	being duly sworn, was examined and testified as
5	follows:
6	EXAMINATION
7	BY MR. BOWKER:
8	Q Can you please state your your
9	name for the record?
10	A Danny Joe Stinson.
11	Q And same work address as
12	Mr. Blanton?
13	A Yes. Kentucky Rural Water
14	Association.
15	Q And what is your position there?
16	A I am a Circuit Rider.
17	Q And how long have you had that
18	position?
19	A I've been employed with Kentucky
20	Rural Water for two years.
21	Q And how long have you had a
22	relationship with Southern Water and Sewer
23	District?
24	A For approximately a year now. I
25	visited actually, I have a timetable, if you
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1	Q Sure. Yeah, please.
2	A I know I initially met Dean and
3	the guys from Southern during the Wheelwright water
4	crisis. They came over and provided assistance for
5	them.
6	Let's see, I wrote down a timetable
7	somewhere. On January 10th of 2018, I was called
8	out on an emergency to Southern. They had a leak
9	that they couldn't locate, as well as a time on
10	July 16th. That's when we really began talking
11	about their historical water loss. So I set up a
12	time to return in August. And looks like I came
13	back on the 21st, 22nd and 23rd. And we were trying
14	to gather that up to develop this plan that we're
15	talking about now. Then I later returned on the
16	23rd and 24th of October. And since then I have not
17	been able to make another visit, but we've kept in
18	contact by phone.
19	Q And was it your and I'm trying
20	to remember from earlier today, but was it your
21	idea to come up with the Leak Detection Standard
22	Operating Procedure? Were you asked or were you
23	asked by Southern District to come up with that, or
24	did you think that that was something that they
25	just needed to have?

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1 Well, I thought if they had a Α 2 written plan where they could, you know, refer to 3 it at later times, that it would be real helpful to 4 Because having 22 tank zones, you really them. 5 need to have a plan where you can assess your whole system on a daily basis, rather than waiting a 6 7 whole month and potentially losing water due to 8 a -- due to a leak for 30 days, when you could 9 lessen the amount of time it's leaking. 10 Q So you saw some issues with that 11 and -- and then asked Mr. Hall, or someone at 12 Southern District, whether they had a plan in place or not, a written plan? 13 14 Α Yeah. 15 And then when they said no, you Ο 16 suggested you-all might want to go ahead and have a 17 standard operating procedure --18 Α Yeah. 19 -- for leak detection? \bigcirc 20 Can you -- can you go into a little bit of 21 detail regarding how you-all came up with the plan, 22 with the procedure? 23 Yeah, no problem. The 22 tank А 24 zones, I'm always thinking -- yeah, that will help 25 if I had it. Each one of these -- I've done these

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1 for a few systems and I try to make it the most 2 efficient for each system. That way they can get 3 more out of it.

4 With 22 tank zones, the most efficient way I 5 think that a utility could assess their system on a 6 daily basis is by their tank draw-down. And just to 7 define that for people that haven't run a utility, say normal circumstances, you would have a pump that 8 9 feeds the tank and then a pump that pulls water from 10 the tank. When those pumps are off you can measure 11 the flow or the demand for that area based on your 12 number of customers.

13 And so your number of customers is kind of like the speed limit. And if you measure how fast 14 15 your -- your tank falls, that's your miles per hour 16 on your car. Sort of a little analogy I came up 17 with. But, yeah, say you have 100 customers to a 18 tank zone, it should roughly come to about 19 10 gallons a minute per flow. If your tank draw 20 shows you have 100 gallons a minute per flow, well, 21 that's -- you can readily see a 90-gallon-a-minute 22 excess water flow in that zone. So it's just kind 23 of like a tool to make better decisions about where 24 you spend your resources.

25 Q Okay. Thank you.

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1	
1	A Yes, sir.
2	Q Any other insights as far as how
3	Southern District could could reduce their water
4	line loss in a shorter amount of time than what
5	we've been discussing here today, as far as since
6	you know the geography of the area? Anything else
7	that we've left out that you have been you've
8	been sitting here listening to the hearing and
9	thought of?
10	A The other side to there's two
11	sides to water loss. You have the the water
12	actually lost, but you also have your your
13	sales, is the other side of it. Dean and I were
14	talking about a their sales to the residential
15	customers. And I was trying to determine the
16	demand factor by dividing the total water sold by
17	their number of customers. And it usually averages
18	out about everywhere I go to a .09 to .1 gallons
19	per minute per customer. And when I was when I
20	broke it on down by each month, I noticed an
21	anomaly that some months it was as low as .06,
22	which that could that could tell you that
23	there's possibly some meters not being read
24	consistently. Perhaps they're skipping a month and
25	then catching up a month later, so

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1	MR. BOWKER: Okay. Well, thank you for
2	that. I have no further questions for you
3	at this time.
4	THE WITNESS: Thank you.
5	CHAIRMAN SCHMITT: Mr. McNeil?
6	MR. McNEIL: No questions, Your Honor.
7	CHAIRMAN SCHMITT: Commissioner Cicero?
8	EXAMINATION
9	BY MR. CICERO:
10	Q So your analysis kind of confirms
11	that there could be meters that are being not read
12	and estimated?
13	A That is that's what it shows
14	potentially. I couldn't I can't think of any
15	other reason why one month you would sell
16	27 million gallons of water and the next month you
17	would sell 17, residentially.
18	MR. CICERO: Thank you for that
19	confirmation. I don't have anything else.
20	CHAIRMAN SCHMITT: Commissioner Mathews?
21	DR. MATHEWS: Nothing.
22	EXAMINATION
23	BY CHAIRMAN SCHMITT:
24	Q You were here when I talked about
25	one of these people said I don't know if I went
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1	to the letter that her meter wasn't being read,
2	and that in order to test it out they covered the
3	meter with dirt and brush and it was never
4	uncovered and yet they got the same bill every
5	month. And when they called in, supposedly someone
6	in the office said, well, you you use the same
7	amount of water every month. But you suspect there
8	is that that's more than a possibility. It's a
9	probability, isn't it?
10	A In my opinion, that's
11	Q More likely than not?
12	A Well, I I can't think of any
13	other explanation for the results of my numbers.
14	CHAIRMAN SCHMITT: Okay, thank you. No
15	further questions.
16	Anything?
17	EXAMINATION
18	BY MR. STROBO:
19	Q So in light of what you just
20	disclosed, have you been working with Dean? You
21	said you just you just noticed this problem or
22	you just noticed this anomaly?
23	A Yes. This was actually last
24	Friday.
25	Q Okay. Have you talked to Dean
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1 about it? 2 Yes. We was on the phone when Α 3 we -- yeah. 4 So is there a way that Southern \bigcirc 5 can kind of isolate and try to figure out where 6 this issue is within the system? 7 Yeah, potentially, you could --Α 8 if you broke your -- your meter sales into zones. 9 You know, besides having a route that covers five 10 tank zones, you could break your routes down into 11 specific tank zones and then divide your sales by 12 your number of customers per that tank zone. It 13 might bring some results. 14 Have you gotten that far into Ο 15 discussions with Dean, Mr. Hall? 16 Potentially. I -- we've talked Α 17 about so much. 18 So this is a new problem that you 0 19 just discovered? 20 Α Yeah. 21 And Mr. Hall, is he open to Ο 22 working with you to try to --23 Oh, absolutely. Anything that А 24 I've recommended, or just any kind of crazy thought 25 I've had, Dean has been open to it.

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1	Q I don't know some of your crazy
2	thoughts probably.
3	But going back to the leak detection plan,
4	have you seen improvements since the in the short
5	time that that plan has been put into
6	A Yeah. You know, it takes a
7	little time for people to get used to operating
8	differently. But I can tell you there's one tank
9	zone in particular, the Spurlock Tank Zone, which
10	was initially a tank draw showed that it had
11	approximately 150-gallons-a-minute excess flow. So
12	we went out and verified that with the flow meter,
13	and it wasn't far off, but it was you know, it
14	was still 140 gallons a minute too much.
15	I trained Reece Salyer on how to operate the
16	flow meter so he could, you know, validate what we
17	was seeing at the plant on the telemetry. And then
18	his guys were trained on how to make sure that a
19	valve was shut off when they shut it off and
20	interpret the results back at the flow meter. So
21	say if it's flowing 150 gallons a minute and you
22	turn this valve off, well, if you have goes back
23	to the whole same thinking. If you have 10
24	customers past that valve, or 100, says 100, you
25	should see a 10-gallon-per-minute decrease on your

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flow meter.

1

2	Well, that was the next step of it. They
3	done that and they were able to isolate all of the
4	excess flow. And then the next step was to actually
5	pinpoint the leaks with their acoustic devices,
6	which they were successful at doing that as well.
7	So they I figured it up, of the total water loss,
8	the water they recovered just in that zone was I
9	believe it was 14 percent of their total water loss.
10	Yeah. And they were able to sustain that for three
11	weeks until you know, just the nature of the
12	beast, it's hard to keep it there. That's why we
13	all have a job. There's always something to do.
14	Q Is it your expectation that if
15	they continue to follow this plan, that they will
16	see substantial improvements in water loss?
17	A Oh, yeah, I have no doubt.
18	MR. STROBO: No further questions.
19	CHAIRMAN SCHMITT: Commissioner Mathews?
20	DR. MATHEWS: I just have one question.
21	EXAMINATION
22	BY DR. MATHEWS:
23	Q Your assumption that your anomaly
24	was theft, could that also be aged meters that are
25	reading slow?

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1 Yes, it could, but if you --Α 2 Or a combination of the two? 0 3 If it was an aged meter problem, Α 4 it would be more consistent, I would think. 5 Ο Maybe that's the baseline and the other anomalies are --6 7 Could be. Α 8 -- are leaks? Ο 9 Α Could be. I'm basing everything 10 off of, you know, assumptions and estimates and... I'm an economist. I am the queen 11 0 12 of assumptions. I just -- I was just trying to 13 think about, you know --14 Α Uh-huh (affirmative). 15 -- because the net effect on the Ο 16 utility for an underperforming meter and theft is 17 the same. I mean, it shows up as water loss. 18 If you take the -- the 40 Α Yeah. 19 meters that Prestonsburg found out of the 1,100, 20 that's 3.4 percent of those meters. 21 And if you take that to the 5,000 Ο 22 that are left --23 It's a very large number. А 24 Q Yeah. 25 Yeah. Α

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1	CHAIRMAN SCHMITT: Anything further?
2	DR. MATHEWS: I got nothing.
3	CHAIRMAN SCHMITT: May this witness be
4	excused?
5	MR. BOWKER: Yes.
6	CHAIRMAN SCHMITT: Thank you. You may step
7	down and you're excused.
8	We have one more potential witness
9	left.
10	MR. BOWKER: Holly Nicholas.
11	CHAIRMAN SCHMITT: Ms. Nicholas.
12	MR. STROBO: You seem surprised.
13	CHAIRMAN SCHMITT: Please raise your right
14	hand.
15	THE WITNESS: (Witness does same.)
16	CHAIRMAN SCHMITT: Do you solemnly swear or
17	affirm under penalty of perjury that the
18	testimony you are about to give will be the
19	truth, the whole truth and nothing but the
20	truth?
21	THE WITNESS: Yes.
22	CHAIRMAN SCHMITT: Please be seated.
23	Mr. Bowker?
24	* * * * * *
25	

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1	The witness, HOLLY NICHOLAS, after first		
2	being duly sworn, was examined and testified as		
3	follows:		
4	EXAMINATION		
5	BY MR. BOWKER:		
6	Q Ms. Nicholas, could you please		
7	state your full name for the record, please?		
8	A Holly Lynn Nicholas.		
9	Q And where do you work, ma'am?		
10	A Kentucky Engineering Group.		
11	Q And how long have you been there?		
12	A Ten (10) years.		
13	Q And do you have a relationship		
14	with Southern District?		
15	A They are a client of ours.		
16	Q Okay. How long have they been a		
17	client?		
18	A Well, with Kentucky Engineering,		
19	probably about five or six years. But I've worked		
20	with other engineering groups and they were a		
21	client of ours at that point.		
22	Q I'm actually going to direct you		
23	to or I'm I'm going to read into the record		
24	part of our staff report in this case in 2018-230.		
25	Our staff put in the staff report regarding it's		

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1 on Page 6 that -- I'm just going to read it to you. 2 It says, "Reduction in water sales during the test 3 year Southern District transferred its sewer 4 operations and a portion of their water customer base of the PCUC for financial consideration, 5 6 Southern District provided a billing analysis that 7 accounts for the loss -- for the lost revenues of 8 \$656,122 and the loss of 60,744,000 gallons sold to these 1,160 customers. Commission staff finds that 9 10 the billing analysis shows that these adjustments 11 are reasonable and should be accepted by the 12 Commission." 13 I believe we are -- the staff is basing the 14 \$656,122 in lost revenues based on a figure that you 15 had provided. How did you come up with 656,122? 16 It was in the initial application Α 17 filing. Attachment No. 6 was the billing analysis. 18 And I did a separate one for the customers that 19 were turned over to Prestonsburg. And I basically 20 asked Southern Water to give me a billing printout, 21 a billing journal printout, of those customers for 22 the test year, which was 2016. So they gave me a 23 listing of all those customers and their usage for 24 that test period. And I calculated -- based on 25 their rate structure, based on that usage, that's

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1			
1	where I came up with the 656,000-dollar figure.		
2	Q So it was entirely historical in		
3	nature from what Southern District provided, that		
4	number?		
5	A Yes.		
6	MR. BOWKER: That's actually all I have for		
7	you, ma'am. Thank you.		
8	CHAIRMAN SCHMITT: Commissioner McNeil?		
9	MR. McNEIL: Just a few, Your Honor.		
10	EXAMINATION		
11	BY MR. MCNEIL:		
12	Q Just to clarify, are you an		
13	engineer?		
14	A No, I am not.		
15	Q What is your title at Kentucky		
16	Engineering?		
17	A I'm a project administrator. I		
18	prepare government documents for Rural Development		
19	projects, KIA. I do try not to do too many rate		
20	studies, but I seem to be doing more and more of		
21	them. I help our clients secure funding for		
22	projects. I work with Rural Development and KIA		
23	particularly to to get funding.		
24	Q Is it correct you also helped		
25	prepare Southern's application in this matter?		

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1 I did their application, yes. Α 2 Did the application? Did you Q 3 have any legal assistance in preparing it? 4 Well, I take that back. No. Α 5 There were -- there were a couple of questions I 6 might have run past Damon Talley, because I was 7 working with Damon on another rate application at 8 the time. But they were general questions, they 9 weren't specific, because I knew of his 10 relationship with Prestonsburg. 11 MR. MCNEIL: That's all I have, Your Honor. 12 CHAIRMAN SCHMITT: Commissioner Cicero, any 13 questions? 14 EXAMINATION 15 BY MR. CICERO: 16 So has anyone ever come back and 0 17 questioned your number of \$656,122? 18 Α No. 19 It's never been re-audited or \bigcirc 20 verified? 21 А No. 22 I'm only curious because this Q 23 whole appraisal seems to be based on this one 24 number and yet nobody has gone back and --25 Well, I assume the PSC staff Α

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1	looked at it.
2	Q I'm sure they did.
3	A And if they had
4	MR. CICERO: They're basing it on the
5	they're basing it on the billing
6	information that you're providing, but I
7	don't are you running the calculation
8	that she's run or are you accepting her
9	number? (Directed to Staff.) She's
10	accepting your number. Your number is
11	golden because it's not been verified
12	and it's what a \$4.1 million appraisal is
13	based on. The appraiser never went back
14	and did any other calculation. He accepted
15	this number and backdated it five years,
16	and then projected it out to come up with
17	\$4.1 million. I guess at some point there
18	will be an audit of your number.
19	I don't have any further questions.
20	CHAIRMAN SCHMITT: Commissioner Mathews,
21	questions?
22	DR. MATHEWS: I don't have any.
23	CHAIRMAN SCHMITT: I have none.
24	Counsel?
25	MR. STROBO: Just a few.

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1 EXAMINATION 2 BY MR. STROBO: 3 Going back to Mr. Fyffe, are you Ο 4 familiar with his business evaluation that was 5 performed --6 Α Yes. 7 -- in 2018? You reviewed that? 0 8 Α Yes. 9 So this number that we're talking 0 10 about, this 656,000-dollar number, what is it -what is the source of that? Is that water 11 customers only, in your opinion? 12 13 That is water customers only, Α 14 because the rate application was just for water, so 15 I only looked at water customers. 16 And as far as you know, no other 17 number was considered by Mr. Fyffe in his 18 appraisal? 19 He never -- I mean, I -- I was Α 20 never contacted when he did his appraisal, so I --21 I assume he just took it off the application. 22 MR. STROBO: No further questions. 23 CHAIRMAN SCHMITT: May this witness be 24 excused? 25 MR. BOWKER: Yes.

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1	CHAIRMAN SCHMITT: You may be excused	
2	Ms. Nicholas. Thank you.	
3	Are there any other witnesses here	
4	that haven't testified? Anybody else just	
5	want to come forward and say their peace?	
6	All right. Let's talk about time.	
7	The first is kind of puts a crunch on it.	
8	On post-hearing data requests, can those	
9	be can those be filed electronically, of	
10	course, so you'll get them by the end of the	
11	day on January 10th? That's two days;	
12	right?	
13	MR. BOWKER: Yes.	
14	CHAIRMAN SCHMITT: Tomorrow. And then	
15	MR. BOWKER: Yes.	
16	CHAIRMAN SCHMITT: would you be able to	
17	file responses by the 16th, end of the day	
18	on the 16th?	
19	MR. STROBO: Yeah. Sure.	
20	CHAIRMAN SCHMITT: Of course, what's going	
21	to happen is, is you know the answers to	
22	these	
23	MR. STROBO: Right.	
24	CHAIRMAN SCHMITT: and they don't know.	
25	So, I mean, you're going to have to work on	

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1	your brief during this time period,
2	whatever you want to file.
3	MR. STROBO: I'm trying to get it down a
4	little bit
5	CHAIRMAN SCHMITT: Okay.
6	MR. STROBO: so maybe three days. And
7	if we need another day
8	CHAIRMAN SCHMITT: Well, that would I
9	mean, that would get you on business
10	days, get you to the 15th. That would give
11	you the that's Tuesday, Monday I
12	guess that's right. If you they went
13	out on the 10th, and then you had the
14	11th is Friday. The 12th, 14th, that would
15	be the 15th would be Tuesday, if that's
16	enough. I mean, if you need more time.
17	MR. STROBO: Let's do that.
18	CHAIRMAN SCHMITT: Is that okay?
19	MR. STROBO: Yeah, let's do that.
20	CHAIRMAN SCHMITT: The 15th? And then I
21	mean, during this time period, you know
22	what you're going to say. You're going to
23	write something
24	MR. STROBO: Uh-huh (affirmative).
25	CHAIRMAN SCHMITT: in favor of the of

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1	the increase and whatever any of this
2	other testimony, whatever the effect of it
3	has been, if anything, you'll probably, may
4	want to comment on it. So can you have
5	something to us by the 17th?
6	MR. STROBO: Yes.
7	CHAIRMAN SCHMITT: I mean, your client will
8	be doing that. And then if the Attorney
9	General's Office could get their
10	intervenor's brief in by the 23rd; right?
11	MR. McNEIL: That will be fine.
12	CHAIRMAN SCHMITT: And then that would give
13	the applicant until Wednesday, the 23rd, or
14	you could even have Wednesday, the 24th,
15	because we got to have some of that time
16	it's
17	MR. STROBO: Let's do the 23rd.
18	CHAIRMAN SCHMITT: You wouldn't believe how
19	long it takes to get an order, especially a
20	rate order through the process here, of all
21	the people that have to read it and review
22	it
23	MR. STROBO: No. I understand.
24	CHAIRMAN SCHMITT: make changes on it.
25	MR. STROBO: The 23rd is fine for us.

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1	CHAIRMAN SCHMITT: Okay. And then well,
2	if that's the 23rd for them
3	MR. STROBO: I'm sorry, the
4	CHAIRMAN SCHMITT: your reply, could do
5	the 26th?
6	MR. STROBO: Okay. Are you-all okay with
7	the 23rd?
8	MR. McNEIL: 23rd is fine. Overfine.
9	CHAIRMAN SCHMITT: You can go to the 23rd.
10	Can you go the 26th?
11	MR. STROBO: Yes.
12	CHAIRMAN SCHMITT: All right. And then
13	we'll have it out, one way or the other, by
14	February 1st.
15	MR. STROBO: I appreciate that. Thank you.
16	CHAIRMAN SCHMITT: Okay. Is there anything
17	else?
18	DR. MATHEWS: 26th is a Saturday.
19	CHAIRMAN SCHMITT: Well, wait a minute.
20	No, the 20 oh, well, if the 26th is a
21	Saturday no, that's this calendar has
22	Saturday and Sunday.
23	MR. STROBO: Well, then the
24	CHAIRMAN SCHMITT: Anyway, do you want to
25	go the well, if you could do it on

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1	the if you do it on Saturday is fine
2	with me. I don't care. Or or the 25th.
3	You don't have as much time on the 25th.
4	You just got two days.
5	MR. STROBO: We'll do 25th.
6	CHAIRMAN SCHMITT: You'll do the 25th? All
7	right.
8	MR. STROBO: Our office will be very happy.
9	DR. MATHEWS: When are we going to talk to
10	the appraiser?
11	CHAIRMAN SCHMITT: Well, we're going to
12	talk to the appraiser sometime between now
13	and then, and counsel will just have to
14	work with us on that. I'm not clear how
15	whatever changes in some I don't think
16	there will be any change in anybody's
17	position. It will just be the nuances of
18	the of the appraisal.
19	So is there anything else that counsel
20	would like to bring before the Commission?
21	MR. STROBO: As far as getting Mr. Fyffe
22	here, do you want us to reach out and try
23	to get him here, or how do you want that to
24	work?
25	CHAIRMAN SCHMITT: Well, you might you

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1	might I mean, it would probably be	
2	better if you spoke to him. I mean, we	
3	he wrote a letter or something here, didn't	
4	he	
5	MR. STROBO: Right. Yeah.	
6	CHAIRMAN SCHMITT: after we after he	
7	got the subpoena. Apparently, it was	
8	MR. STROBO: Uh-huh (affirmative). Yeah.	
9	CHAIRMAN SCHMITT: Yeah, if you would. And	
10	then you could contact Mr. Bowker you	
11	can exchange phone numbers or something	
12	maybe try to get in touch with him and he	
13	could set it up, because they know our	
14	schedule. And then we could just take it	
15	and you-all are, what, in Louisville?	
16	MR. STROBO: Yes.	
17	CHAIRMAN SCHMITT: Is that where you are?	
18	So we could just do it here and	
19	MR. STROBO: Right. That's fine.	
20	CHAIRMAN SCHMITT: and get it done.	
21	Mr. Pillersdorf, it's good to see you	
22	again after all this time.	
23	MR. PILLERSDORF: Good to be here, Judge,	
24	or Chairman, whatever you are.	
25	CHAIRMAN SCHMITT: Anything, Mr. McNeil?	

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1	MR. McNEIL: I have nothing further.
2	CHAIRMAN SCHMITT: All right. If there's
3	nothing else, then this hearing is in
4	recess, rather than adjourned, because
5	we're going to, I guess, get Mr. Fyffe at
6	some point.
7	* * * * * *
8	THEREUPON, the Hearing was in recess at
9	5:45 p.m.
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	TODD & ASSOCIATES REPORTING, INC. 374

1 2 3 4 STATE OF KENTUCKY) 5 COUNTY OF FAYETTE) 6 7 I, JOLINDA S. TODD, Registered 8 Professional Reporter and Notary Public in and for 9 the State of Kentucky at Large, certify that this 10 transcript is a true and accurate record of the 11 provided audio/visual media. 12 My commission expires: August 24, 2019. IN TESTIMONY WHEREOF, I have hereunto set 13 14 my hand and seal of office on this the 19th day of 15 March 2019. 16 JOLINDA S. TODD, RPR, CCR(KY) NOTARY PUBLIC, STATE AT LARGE 17 18 19 20 21 22 23 24 25

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1	COMMONWEALTH OF KENTUCKY
2	KENTUCKY PUBLIC SERVICE COMMISSION
3	
4	CASE NO. 2018-00230
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7	
8	IN RE:
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10	APPLICATION OF SOUTHERN WATER AND SEWER
11	DISTRICT FOR AN ALTERNATIVE RATE ADJUSTMENT
12	
13	
14	* * * * * *
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17	HEARING HELD ON:
18	JANUARY 24, 2019
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1	CHAIRMAN SCHMITT: We are now on the
2	record. This is the Kentucky Public
3	Service Commission. My name is Michael
4	Schmitt. I'm Chairman of the Commission.
5	Seated to my right is Vice-Chairman Robert
6	Cicero, and to my left Commissioner
7	Dr. Talina Mathews.
8	We are here this morning to complete a
9	hearing in Case No. 2018-00230, Application
10	of Southern Water and Sewer District for an
11	Alternative Rate Adjustment.
12	We began our hearing a few weeks ago
13	in this case, but one of the witnesses,
14	Mr. Terry Fyffe, who apparently performed an
15	appraisal for assets that were subject to a
16	previous transfer case and which are
17	involved, to one degree or another, in this
18	rate case was unable to be here. And
19	Mr. Fyffe indicated that he could be here at
20	a later date and I think was subpoenaed to
21	be here today. I think, perhaps, Mr. Fyffe
22	is in the back of the hearing room today.
23	So once we introduce counsel of record
24	in the case and the clients they represent,
25	we'll try to proceed with the testimony of

1	Mr. Fyffe. And how that will go, I guess,
2	is that Mr. Fyffe will take the stand. I'll
3	put him under oath. The Commissioners will
4	question as if on Cross-Examination, just to
5	get some try to get some information on
6	the appraisal, how it was done and what it
7	pertains to, followed up by staff counsel,
8	Mr. McNeil for the Attorney General's
9	Office, and then Mr. Strobo can come on
10	Redirect and so you can that gives you
11	the last chance to clean up whatever
12	everybody else has missed or stumbled into
13	or over. Okay?
14	All right. Mr. Strobo, would you
15	please identify yourself for the record,
16	along with the client you represent.
17	MR. STROBO: I'm Randy Strobo and my firm
18	represents Southern Water and Sewer
19	District.
20	CHAIRMAN SCHMITT: Okay. Mr. McNeil?
21	MR. McNEIL: Justin McNeil on behalf of the
22	Kentucky Attorney General.
23	CHAIRMAN SCHMITT: Mr. Bowker?
24	MR. BOWKER: Andrew Bowker and Ariel Miller
25	for Commission staff.

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1 CHAIRMAN SCHMITT: All right. I don't 2 think there's -- nothing else has happened 3 since the last hearing. I know there were 4 some data requests and responses. And I 5 think probably briefs haven't been filed 6 yet. I haven't looked at the order, but 7 they're due this or next week or something. 8 MR. BOWKER: They have, Mr. Chairman. And 9 we got the Attorney General's Office 10 response yesterday. And I believe that we just have the reply brief to go. And if 11 12 I'm correct, that's tomorrow, due tomorrow, 13 and then 27th and -- 26th it will be ready, 14 submitted to the Commission. 15 CHAIRMAN SCHMITT: That's a long weekend 16 for you guys. 17 All right. And I want to note for the 18 record I guess Mr. Eddie Campbell, Turner E. 19 Campbell, from Prestonsburg Utilities is 20 here in the hearing room. Mr. Campbell has 21 been good enough, he's been with us on 22 this -- not only in this case, but 23 Mr. Campbell has been involved in more than 24 one -- more than one water district issue or 25 case that we've -- we've held here.

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1 All right. Mr. Fyffe, if you're 2 ready, could you please come forward? 3 Would you please raise your right 4 hand. 5 THE WITNESS: (Witness Does Same.) CHAIRMAN SCHMITT: Do you solemnly swear or 6 7 affirm under penalty of perjury that the 8 testimony you are about to give will be the 9 truth, the whole truth and nothing but the 10 truth? 11 THE WITNESS: I do. CHAIRMAN SCHMITT: Please be seated. 12 * * * * * * * 13 14 The witness, TERRY FYFFE, after first 15 being duly sworn, was examined and testified as 16 follows: 17 EXAMINATION 18 BY CHAIRMAN SCHMITT: 19 0 Would you state your name and 20 business address for the record, please? 21 My name is Terry Fyffe. And our А 22 business address -- I'm in Ashland, Kentucky, and 23 it's on Carter Avenue, 2155 Carter Avenue. I've 24 also got offices in Huntington, West Virginia and 25 Portsmouth, Ohio.

1 And you're testifying here today 0 2 pursuant to a subpoena; is that correct? 3 That's correct. Α 4 And on a previous occasion when 0 5 this case was first heard, or when the hearing 6 began, I think you were subpoenaed, but you 7 contacted Public Service Commission staff and advised that you had other plans and asked to be 8 9 excused, subject to testifying at a later date; is 10 that also correct? 11 Α That's correct. 12 Ο Thank you. 13 Let me -- let me give you some background 14 information as to what we're doing here. I know 15 that you made an appraisal that we'll be talking 16 about. And that is involved to some extent in this 17 rate case, which is what the primary focus of this 18 hearing, except to the extent of your appraisal of 19 certain assets. These assets that were -- some 20 were -- that were transferred, and others that 21 apparently are part of a contractual agreement, but 22 the transfer hasn't actually been finalized as of 23 this date, was the subject of a -- of a case that 24 was concluded in 2017 and the Commission approved 25 that transfer. All right? But we're now in the --

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1	I guess trying to sort everything out since the one
2	party, the United States Department of Agriculture
3	Rural Development people have loans outstanding and
4	have a lien, apparently, on some of the assets of
5	Southern and have not consented to the transfer free
6	of those liens. Were you aware of any of that?
7	A Somewhat.
8	Q Okay. All right. Well, I just
9	wanted to so some of the questioning, especially
10	questioning that I'm going to be doing from the
11	beginning is is probably more background
12	information to try to lay a foundation for what you
13	have done, where we are here, and what ultimately
14	needs to be done going forward to ultimately
15	complete the transaction one way or the other.
16	A Okay.
17	Q Okay. Fair enough?
18	A Yes, sir.
19	Q And if you have any questions or
20	issues, then don't don't hesitate to ask me.
21	Have you been deposed, have you been subject
22	to a deposition on an appraisal in other in other
23	cases?
24	A In other cases, yes.
25	Q Okay. Well, so you'll understand

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1 when I ask you some of the questions about who you 2 talked to, what information did you consider and so 3 forth. Okay.

4 Okay, Mr. Fyffe, can you, for the record --5 and I know we've seen your appraisal report. This proceeding is being streamed live over the Internet. 6 7 So we're doing it, one, to make a record here 8 permanently going forward in the case. And, also, 9 because there are other people who presumably may be 10 watching this and they probably appreciate having 11 some understanding of who you are and what we're 12 doing. So it may seem redundant or unnecessary to 13 you in some respects, but I wanted to give you -- I 14 wanted to give you a heads up of why we're doing it, 15 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

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1	times. And I actually got started I was working
2	for a firm that had the two partners were CPA
3	attorneys and they were doing a lot of estate work.
4	And in order to do estate, if there's a company or
5	an individual that has businesses, then they would
6	have to have the business valued in order to
7	complete the estate work. So I kind of started off
8	on the estate side. And then that kind of morphed
9	into kind of divorces kind of took off. And if
10	you get a divorce and you got a business, you have
11	to have a business valuation done, so and then,
12	you know, basically, doesn't matter whether it's an
13	estate or a divorce, a business valuation is a
14	business valuation is a business valuation.
15	So I think that's how I got called in on
16	this case is as you might suspect, there's not a
17	lot of us that perform business valuations in
18	Eastern Kentucky. And so that was my understanding,
19	is they called me. They actually had a referral
20	from a Lexington Mr. Cranfield had referred me
21	also.
22	Q Okay. Mr. Cranfield was, what, a
23	CPA, a business valuation expert, apparently in
24	Lexington?
25	A That's correct.

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1 0 And I think Mr. Campbell 2 previously testified that -- he didn't say who it 3 was, but that -- that someone he contacted, or who he had been advised could do it, apparently 4 5 couldn't, but then referred him to you; is that --6 That is correct. Α 7 -- what you understood? Ο 8 Okav. Now in terms of -- I know in your 9 report you've told us about your education. You're 10 a Certified Public Accountant; is that correct? 11 Α That's correct. 12 And then there are I quess three Ο 13 initials that indicate you're -- you're a qualified 14 Business Valuation Appraiser as well, and that 15 would be ABV. What does that stand for 16 specifically? 17 Accredited in Business А 18 Valuations. The AICPA that accredits us as CPAs, 19 Certified Public Accountants, they also have a 20 designation accredited business valuation. Have to 21 take a test similar to the CPA exam and so forth to 22 prove that you have the knowledge. And you have to 23 prove that you have experience in order to get that designation. 24 25 And I think I understood from Q

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1	your looking at your Curriculum Vitae, you
2	worked with and, for a few years, managed Kelley &
3	Galloway in Ashland?
4	A Yeah, that's the firm I was
5	Q Is that Harold Kelley? Was he
6	alive then?
7	A He was. He was. That was one of
8	the CPA attorneys that I was referring to.
9	Q There are a lot of pictures back
10	there, but I think Harold Kelley's picture may be
11	on the back wall.
12	A He was on the Commission.
13	Q Yeah. All right.
14	Can you tell us when you were first
15	contacted? I know one of the things that occurred
16	to me this morning that I that we probably should
17	have done is included in the subpoena maybe you
18	would bring some notes or documents, something so
19	you could refer to. But your best estimate, please,
20	on when you were contacted about doing an appraisal
21	and who contacted you.
22	A I'm going to estimate the date to
23	be maybe August of '18.
24	Q Okay.
25	A And I was contacted by the

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1	gentleman sitting back here.
2	Q Mr. Campbell?
3	A Mr. Campbell.
4	Q Prestonsburg Utilities?
5	A Yes. He he contacted me and
6	had told me that Mr. Cranfield couldn't perform the
7	services. It's not that he couldn't. He told me
8	that he just didn't want to travel to Eastern
9	Kentucky anymore. He had, you know, work there in
10	Lexington. And he had done a a case previously,
11	and I also got his report from that case before I
12	accepted engagement.
13	And then I had an actual interview. We have
14	to do what we call a site visit, and so I went down
15	and and interviewed Mr. Campbell. And then he
16	took me on a tour to show me what the area that
17	we were talking about and what was involved in terms
18	of the assets, so to speak. And then I later I
19	talked to Mr. Hall and the Judge Executive of Floyd
20	County and interviewed interviewed them by phone.
21	Q Okay. When you were you were
22	contacted, you believe, your best estimate, in
23	August of 2018 by Mr. Campbell, who was basically a
24	general manager or president of Prestonsburg City
25	Utility Commission; correct?

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1	A That's correct.
2	Q I mean, at that point in time
3	were you engaged to perform these services or did
4	you have to meet with Mr. Campbell or an attorney
5	or something in order to work out the arrangements
6	of your appraisal and what you were going to do?
7	A The first thing that we do is, I
8	told him I had to meet with him and I had to make
9	sure I had an understanding of what the engagement
10	was going to be. And so when I went down and
11	interviewed with him and so forth, that was the
12	purpose of that, is to try to determine to make
13	sure I had the ability to actually perform what
14	they were needing done.
15	Q And you met with him in
16	Prestonsburg; is that correct?
17	A Uh-huh (affirmative). That's
18	correct.
19	Q I know Prestonsburg Utilities, in
20	the preceding case you know, because we're
21	dealing with a public body here, public entity, the
22	Southern Water and Sewer District, which is subject
23	to Public Service Commission jurisdiction, Public
24	Service Commission had to approve the sale; right?
25	I mean, you probably know that. And that was the

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1	subject of a previous of a previous case that I
2	mentioned earlier and I may ask you about a little
3	later.
4	So when but Mr. Damon Talley, who is an
5	attorney, utility-focused attorney specialist,
6	apparently filed the original joint application for
7	transfer of those assets. And he was employed by or
8	paid by Prestonsburg City Utilities, but may have
9	been representing both parties or one party decided
10	not to have counsel, I'm not sure. Did you meet
11	with Mr. Talley at all to get an understanding of
12	what your appraisal entailed?
13	A No, sir.
14	Q All right. So when when you
15	met with Mr. Campbell, that was in Prestonsburg.
16	Was that also in August, August of 2018?
17	A It would have been shortly after
18	he contacted me to
19	Q And what did Mr. Campbell tell
20	you that the scope of the work that you were asked
21	to do would include?
22	A Well, first of all, he
23	established that I would actually be performing
24	this service on behalf of both entities, that
25	Q Both Prestonsburg Utilities and

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1	Southern?
2	A And Southern.
3	Q Okay.
4	A And, basically, it was my
5	understanding and and if I remember correctly,
6	even though I was going to be working on behalf of
7	both entities, Prestonsburg was charged with the
8	cost of that study. And so that was why I was
9	meeting with him. And my engagement letter is
10	actually with Prestonsburg from an economic
11	standpoint, but I was to actually perform the
12	service not for Prestonsburg, but on behalf of
13	both entities.
14	And what he told me was, is that they
15	were basically, three things that I was being
16	charged with. One was the fair market value of the
17	transfer of the assets from the Southern District to
18	Prestonsburg. The second thing was after the
19	transfer, I was to opine on the stability of
20	Southern after the transfer. And the third thing
21	was to opine on the stability economically of
22	Prestonsburg Utilities after the transfer.
23	Q All right. So when at the
24	time that you met with Mr. Campbell, the first
25	time, to discuss the scope of the work that he or

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1 the parties would like for you to do, is that when 2 you basically were taken on a visit to some or all 3 of the assets that were subject to the transfer, or was that a different occasion? 4 5 Α I think you're saying that right, 6 but let me say it to make sure. In other words, I 7 was down there first to make sure that I had an 8 understanding of what I was being asked to do. And then once I understood it, I felt like I could do 9 10 that. So then on that same visit, I told him I 11 12 needed to do a site visit of what, you know, the 13 assets were and where they were located and what was 14 involved. And we basically started at a point where 15 the Prestonsburg Utilities stopped at the -- you 16 know, prior to this transaction. So that, okay, 17 from this point on we're going to be driving and I'm 18 going to be showing you the -- the assets of what's 19 being transferred, or what had been proposed to be 20 transferred. And we drove and looked at the various 21 subdivisions -- most of it was businesses, if I 22 remember correctly. 23 And we drove to the Pike County line, 24 because it was my understanding is that's when it 25 So that was the scope of, you know, what we ended.

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1 were talking about. And then we went back to the 2 office to get -- I was laying out what information I 3 was going to need in order to perform the service. 4 And so we were making out that list. And I did 5 that -- Mr. Hall wasn't available that day, but I 6 did that by -- he gave me his e-mail address and I provided the same list to Mr. Hall for the same 7 8 information. And then I had to wait to get the 9 information.

10 And I think it would be fair to say I was 11 having a difficult time getting the information from 12 Mr. Hall. And what I was asking for is when you do 13 a valuation of this type, there are two methods 14 that -- to actually be able to go in and determine 15 the fair market value of the actual pipe that's in 16 the ground and that type of thing, I don't have the 17 ability to do that. I don't know how anybody would 18 really have the ability to do that. But there's two methods of business valuation that encompasses 19 20 the -- the value process, that it also includes the 21 value of any assets that you have.

22 And so what I was looking for is what the 23 income stream was, the net income stream of what 24 those particular customer accounts consisted of so 25 that I could utilize those two methods, because that

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1 way when I got done, I had the value of the tangible 2 assets already included in my value. And the 3 concept is, is that those assets, the value of them, 4 is based on the revenue stream that they generate. 5 And so the -- the value that's in the report, the 6 methodology, is the present value of the actual 7 income stream. And then the sanity check that I 8 used was the Capitalization of Earnings Method, 9 which produced the same value within \$4,000. And 10 the -- it just kind of happened that the discounted 11 cash flow method was higher by \$4,000. So that's 12 the method I put in the report. And then my sanity 13 check had the Capitalization of Earnings Method that 14 kind of supported that value.

15 So that was the methodology that I was 16 And I was asking for what that income stream using. 17 for those customer bases were, the water customers 18 were. And, you know, I was, just to be honest with 19 you, having a terrible time getting that from 20 Mr. Hall. Now, Mr. Campbell provided me a 21 calculation on his part. And at that point I was 22 waiting for Mr. Hall's so I could compare it. And 23 then I would have to actually go and, you know, do 24 probably a significant amount of work, tell you the 25 truth, to try to determine you know what the real

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number is.

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2 What I was looking for was the gross 3 revenues from those customers that they had and then 4 the associated cost to those -- those revenues. 5 Now, what ended up happening is I never actually got 6 one from Mr. Hall. What I did is, I knew that he 7 had filed for a rate increase and the information 8 was embedded in that rate increase. But then 9 when -- when you-all did your work, you-all actually 10 sent staff to the Southern District and did -- I'll 11 be honest with you, the stuff that I would have 12 normally -- would have had to have done. And to be 13 honest with you, you-all probably did it in a whole 14 lot more detail than -- than probably what I could 15 have done.

16 But when I got your-all's final report, the 17 information that I needed, being the net revenue 18 stream from those customers, was embedded in 19 your-all's report. And so I think if you were 20 looking at dates, what you would be seeing is -- and 21 I'm doing this off the top of my head, but 22 your-all's report, October the 18th, let's say. 23 The audit report, I also got a copy of 24 Southern's audit. And their 2017 audit, the audit 25 report was like October the 22nd. And in the audit

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1 report what I was looking for is, one, the -- the 2 fund balance of the Southern District was 18 million dollars. And the second thing I was 3 4 looking for -- which means it's decently healthy. 5 And then the second thing I was looking for was the 6 auditor has to -- if he's following standards, he 7 has to do analysis of the going concern.

8 What going concern means is if he thought 9 that this loss of revenue to the Southern District 10 was going to create a situation where the Southern 11 District was going to struggle, you know, 12 financially, he has to footnote that there's a going 13 concern issue with that audit. And so I went 14 through the audit report. No indication of a going 15 concern issue, which -- which means again if he 16 followed standards -- which I did talk to him and 17 it's clear to me that that's -- that he did follow 18 standards. So the third thing I looked at in the 19 audit is the -- the profit and loss, that you have 20 the revenues, expenses, and then you've got either 21 income or loss. It did have a loss of 100 and -- I 22 want to say 147,000, some -- somewhere in that 23 ballpark, but depreciation was over a million bucks. 24 And, normally, what we do is when we look at 25 a financial statement like that, you know,

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1 depreciation is a non-cash transaction. And so in 2 terms of just looking at their operations -- now 3 there again, you got to have -- you wouldn't -- you 4 wouldn't be able to sustain a loss every year for a 5 great amount of time. You've got to figure out how 6 to fix that, which the two things that -- that I 7 perceived was why I was doing this project was, one, 8 they were going to get, you know, close to 4 million 9 dollars in either cash or paid off debts or, you 10 know, whatever, which would improve their financial 11 position; and, two, a rate increase. 12 And so the combination of all that -- and my 13 report was dated October the 31st, because you can 14 see how it was coming down in terms of when I got 15 the information and when I was able to actually 16 perform, you know, the service that -- that I did 17 do. 18 Now, let me digress a second. Q 19 You spoke to the auditor; correct? 20 That's correct. Α 21 And did you understand or come to 0 22 understand that he had done -- he had audit -- he 23 had been the person who had audited Southern Water 24 District for six, seven, eight, nine years? 25 I had five years worth, so I know Α

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1 at least those five years. 2 He provided you with five years \bigcirc 3 worth of audits? 4 That's correct. Α 5 Ο Did he ever -- the last audit 6 that you saw would have been, what, 2017? 7 That's correct. А 8 In 2016 or 2015 audit, did the \bigcirc 9 auditor ever indicate that he had any concern about 10 the financial strength or viability of Southern Water District? 11 12 I don't -- I don't really Α 13 remember seeing anything. I focused on '17, 14 because if he had it in '16 and it was still in 15 existence in '17, it -- it required to be 16 disclosed. And so I was looking at '17 to see what 17 the most current status was, and it wasn't in '17. 18 So I don't know if -- if he posted that in '16, I 19 didn't see it. And if it was, I don't know how he 20 kept it out of '17. Well, unless he fixed it. 21 Unless they -- he thought that they fixed it. 22 Well, in any event, if he had --Ο 23 when Southern filed this rate increase, and -- and 24 in the year before when the transfer, or the 25 proposed transfer, was submitted in a separate case

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1 for this Commission's consideration, we were, I 2 think, led to believe that Southern Water District 3 was in a state of almost financial extremis, to say that it -- basically, its survival from a financial 4 5 standpoint was six months to a year away at best. Did you see anything in any of the audit records 6 7 that would indicate that to you? 8 In the audit itself, that's Α 9 not -- like I say, it did show a loss. And I think 10 the way that would have worked if I -- I'm 11 following the dates right, I think the agreement 12 was in June of '17, and so the audit for '17 would have only included six months of that loss of 13 14 revenue. So it would be hard for me to project out what that would be. But there's no question if 15 16 you're looking at the audit, that if you have a 17 loss, you know, to start off with and that only 18 represents six months of the loss of those customer 19 base, then '18 would seemly be worse. 20 And so I think he didn't -- he didn't 21 disclose anything in a footnote to that effect. 22 He -- he mentioned in a footnote that there was a 23 transaction and that it was pending an appraisal. 24 And I'm trying to remember if it even mentioned the 25 rate increase part of it. I think it just mentioned

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1 that there was a transaction and there was pending 2 that for an appraisal. Now, I was looking for that 3 going concern footnote and there was none. 4 Thank you. I quess to get back 5 to what you initially reviewed and requested. So 6 when you went, accompanied by Mr. Campbell, to look 7 at certain assets, is it fair to say that what you reviewed were water distribution assets from some 8 9 point, Stanville, Kentucky, somewhere on U.S. 23, 10 to the Pike County line? 11 Α That's -- that's correct. 12 Ο All right. Did you review or 13 look at assets, hard assets, at any other location 14 other than that? 15 А You mean along that corridor? 16 Well, along -- or any other --Q 17 Because there's two --Α 18 -- any other place in Floyd Q 19 County? 20 Well -- but what happened is some Α 21 of the customer base were -- like I remember there 22 was a fairly large -- so many miles. And then over 23 here there was -- not -- not quite like this one 24 here, but there was some off of the road on the 25 right-hand side also. So it -- the area was bigger

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than just 23.

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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.

6 Initially, the -- there was an agreement, I 7 think, that there was to be a transfer of sewer 8 assets. And there were three sewer plants and 9 related mains and pump stations and so forth, 10 together with certain water distribution assets. 11 And so my question is, did you review for purposes 12 of your appraisal any sewer assets?

13 Okay. Let me -- let me see if I Α 14 can explain that. If -- if you understand that 15 what generates value is a positive income stream, 16 okay, net of all expenses and so forth. And I 17 always -- University of Kentucky asked me to go 18 down and teach the junior class of the high school 19 there the concept of economics and so forth. And 20 this is just an example of how that works. I'd 21 always use Don Gullett. He was a local, very 22 popular baseball player. And the point is, is he 23 could throw a baseball 90 miles an hour over the 24 plate straight, and not very many people can do 25 that, so he -- he was an asset. But I'd always

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1 tell them, if nobody's willing to come and pay and 2 watch him do that, how much is that asset worth? 3 And basically it's zero. 4 And so what happened to me on the sewer side 5 is, when I had the conversation with Mr. Hall and 6 the judge executive, they -- it was a conference 7 call. And how it was presented to me is that -- the 8 judge executive, by the way, was doing most of the 9 talking. He was saying that the Southern District 10 didn't have the ability, didn't have the -- maybe 11 the assets, maybe the -- he was describing it in 12 such a way that he would like to have that area 13 serviced by sewer and that Southern didn't have the 14 ability to do so. And I -- if I remember correctly, 15 was even under scrutiny, maybe subject to fines of 16 some sort that their treatment plant just wasn't up 17 to speed -- let's say it that way -- again, asking 18 for documents and support and -- and that type of 19 thing. 20 But the impression I got from the whole

21 conversation was that on the sewer side there was no
22 positive income stream. It was actually negative.
23 So in terms of the -- the sewer assets, if that's
24 true, and that was my understanding, there's no
25 value there. And if you actually combined it with

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1	the water, then now we're talking about a lower
2	value than what my report said. And so we kind of
3	agreed in some sort that we would say that it was
4	zero. So it had zero impact on the water side
5	that you know, it was just zero.
6	MR. CICERO: So is that is that
7	THE WITNESS: Net zero. I'm sorry.
8	MR. CICERO: is that typical to agree to
9	a zero value between the parties, knowing
10	that the assets are kind of tied together?
11	THE WITNESS: Well, the problem is, is
12	Southern I'm not sure why, but basically
13	produce very I didn't get a single thing
14	from Southern other than audits and they
15	they sent me a depreciation schedule, okay?
16	A depreciation schedule tells me what the
17	cost of those lines are and so forth. And
18	if I remember correctly, I think the cost
19	was like 7 million dollars. But it doesn't
20	tell me anything about the value. It tells
21	me the date that they were installed. It
22	tells me what the cost was. It tells me
23	what the life that they're depreciating it
24	over and so forth, but it doesn't really
25	help me with value. And and if you

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1 understand -- my testimony is in terms of 2 what creates value. That's why I'm kind of 3 halfway apologizing about the Don Gullett 4 example, but I thought that might have been 5 a way to help explain that the two methodologies I used, since you don't know 6 7 the fair market value appraisal, you'd have 8 to get somebody to appraise the assets in 9 ground, and then -- then you've got a 10 problem because the other half of that was the cost that Prestonsburg incurred in 11 12 fixing them because they weren't, you know, 13 sufficient. So that side of it was getting 14 pretty complicated. But if the income 15 stream, net income stream is -- is zero or 16 negative, then it wouldn't -- it wouldn't 17 matter. It'd still be a zero value, the 18 same type example I was using with the Don 19 Gullett thing. 20 BY CHAIRMAN SCHMITT: 21 So you didn't visit the so-called 0 22 sewer assets? You didn't see those sewer plants? 23 I'm not trying to be critical. I'm just trying --24 I did not. Α 25 -- to get an understanding --Q

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1 T did not. Α 2 -- of what you did. Q 3 You didn't go see the sewer systems? 4 I did not. Α 5 Ο And Mr. Hall, although you 6 requested the documents or information concerning 7 the sewer assets, those were never provided to you; 8 is that correct? 9 Α He provided a depreciation 10 schedule. And maybe in his mind that was proof of 11 something, but no actual financial information as 12 terms of what the revenue stream from those sewer 13 assets --14 What would you have wanted then? Ο 15 What the billing -- what they billed -- you would 16 want to see if the income derived from providing 17 sewer services exceeded the expenses of -- involved 18 in providing those services? 19 Α Yes. 20 Is that something like what you Ο 21 were doing? 22 Α Yes. In other words, picture --23 picture taking the sewer revenue and then the 24 expenses that are affiliated with that revenue, 25 okay -- and, of course, depreciation is part of it,

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1 but there are some direct expenses that will be 2 associated with that income. And none of that was 3 ever provided. 4 Mr. Hall never provided anything 5 to you at all; is that -- is that what you said? 6 Other than the --7 Other than --Α 8 -- the depreciation schedule and Ο 9 the -- and the five or six audits? 10 That's correct. Α 11 Okay. All right. Now, you met 0 12 with Mr. Campbell and he took you around and he 13 provided you with documentation. What 14 documentation did Mr. Campbell provide you with, if 15 vou remember? 16 He -- they actually had -- they Α 17 had -- since they had been billing the -- those 18 customers, the water customers, they were actually 19 already doing the sale of water to those customers 20 at wholesale to Southern. So, in other words, 21 Southern was doing the billing, but they were 22 actually providing the actual water. So he had the 23 ability to say, this is the water customers' gross 24 revenues and -- and here's the expenses that are 25 associated with it. But what I -- what I really,

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1	really needed is what Southern's expenses related
2	to it was. I needed to know what Southern's loss
3	of revenue was.
4	Q Okay.
5	A See what I'm saying? And
6	which which would typically be their loss of
7	revenue would be greater than what his net income
8	is from them same customers, because what what
9	happened is is they had personnel, for example,
10	that was already out servicing all the other
11	customers that they have. So they could, you know,
12	lose some revenue. But, you know, personnel-wise
13	they're still going to be incurring them because
14	they're servicing other people.
15	So to say that another way: In terms of
16	loss of revenue to Southern, they were going to have
17	a greater loss than what his calculation would be.
18	Okay. So, for example, just using numbers, the
19	the net loss of revenue to Southern, according to
20	the PSC report, was \$482,000. Well, his calculation
21	would have been, you know, let's say 200,000. So if
22	I used his calculation, I'm going to come up with
23	the 2 million dollar number. Using the PSC's
24	revenue stream, it come up to to 4 million
25	dollars. So that's what I was looking for was

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1 Southern's side of it, not necessarily his side of 2 it. 3 So -- but Southern never provided 0 4 you -- Dean Hall never provided you with -- that 5 was some of the information you would have requested from Mr. Hall but wasn't given to you? 6 7 Yeah. Α 8 But you got some of that Ο 9 information from the Public Service Commission 10 staff report --11 Α That -- because. 12 -- is that correct? Ο 13 Because what specifically I А Yes. 14 was asking for was what I just said, what was your 15 loss of revenue? Okay. That's what my valuation 16 is going to be based on. And when I got the Public 17 Service report, it was very specific. In fact, 18 there was a loss of revenue number in the report 19 from the Southern District. But your staff people 20 went out there to do a more detailed calculation 21 and actually came up with more, a higher rate than 22 what they had requested, which tells me that they 23 probably had problems before the rate increase --24 or the request, I should say. Does that make 25 In other words, they -- they had a specific sense?

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1	issue in terms of this transfer, but when your
2	staff did the work it looked like to me, from
3	reading the report, that there was a greater need
4	that
5	Q They were losing water they
6	were losing money before the transfer
7	A Yes.
8	Q is that in essence what you're
9	saying?
10	A Yes.
11	Q They just went from a bad
12	situation to a worse situation?
13	A Right. And just again, I'm
14	not a water expert. I did have two clients that
15	were subject to your-all's jurisdiction and I know
16	a little bit about the operations and so forth.
17	And the the lost water that they were incurring
18	was you know, I thought, wow. You know, I
19	don't I don't know how to fix that myself. I
20	just know that
21	Q They don't either.
22	A that's a huge well, it was
23	huge. But but, yeah, it looked like to me in
24	the end they they probably needed to have done
25	that request earlier. Let me put it that way.

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1 Now, other than you -- the one 0 2 meeting you had with Mr. Campbell, is that the only 3 time you met with Mr. Campbell in person prior to 4 completing your report? 5 Α Yeah. Most -- most -- that was 6 the only time. Most everything was done by e-mail, 7 and I would include both Mr. Campbell and Mr. Hall 8 on the e-mails. Now, I may have, at one time 9 initially anyway, included the judge executive. 10 And at one point -- I'll be honest with you, I 11 dropped him off because I didn't really see how he 12 was really a party to what I was doing. I felt 13 like I needed to keep Mr. Campbell and Mr. Hall in 14 the loop, but I eventually dropped, you know, him 15 off. But he's the one that initiated -- initiated 16 the phone call. And, like I say, he did most of 17 the talking and -- and it was -- he was basically 18 just giving me the history of what he was trying to 19 accomplish in that he wanted those businesses and 20 individuals to have sewer service, but Southern 21 didn't have the ability to service them. That was 22 basically what he was saying. And so that's how

24 understanding.

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Did Judge Executive Hale or

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the whole transaction got initiated based on my

1	Mr. Campbell or Dean Hall, or anybody, indicate if
2	the if the primary concern of the judge or
3	Southern was divesting itself of the sewer assets,
4	why the water distribution assets were became a
5	part of the transaction?
6	A My understanding is, is that the
7	sewer is based on the water consumption. So when
8	you get your your bill, the water is asked
9	(phonetic) and then the sewer is added a
10	calculation based on that, whether it's gallons or
11	value or dollar, I mean. So in order to have
12	my understanding is, in order to be able to make
13	sure that the sewer is properly billed, then
14	Prestonsburg wanted to have the ability to service
15	the water. They were already providing the water.
16	And so then it was just a matter of them actually,
17	you know, billing it, and that way they could bill
18	the sewer.
19	Q So you had one conversation with
20	Judge Hale and Judge Executive Hale and Dean
21	Hall by telephone. Did you ever speak to either
22	Judge Executive Hale or Dean Hall on any other
23	occasion other than that one time?
24	A Only through e-mail from that one
25	time.
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1 0 Were you -- prior to the time 2 that you issued your report, were you ever told or 3 otherwise made aware that -- that there was some 4 agreement or understanding that at the time this 5 transaction was finalized that the Floyd County 6 Government, the Floyd County Fiscal Court would 7 receive about \$2 million from Prestonsburg 8 Utilities? 9 Α In a roundabout way. During the 10 conversation with Mr. Hale, evidently -- and I 11 don't have a complete understanding. It's just that there was -- the 2 million dollars, if I 12 remember correct, was either advanced to Southern 13 14 or -- I'm not sure how that debt surfaced, but I guess Southern owed the fiscal court 2 million 15 16 dollars, and that -- again, I don't have a complete 17 understanding. 18 I understand. 0 No. Right. 19 But he -- I got the impression Α 20 from the conversation that he was promoting a large 21 transaction price so that that would be part of it, 22 is that that would be --23 All right. Let me -- not to put 0 24 words in your mouth, but to try to sum up 25 accurately, and tell me if this isn't accurate.

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1 Your -- your impression, based upon your 2 conversations with Judge Hale and Dean Hall, was 3 that the county judge executive was promoting this 4 transaction, was a prime mover in the transaction 5 for the purpose of transferring sewer assets and these water distribution assets to Prestonsburg 6 7 Utilities in exchange for a couple million-dollar 8 payment that ultimately would go to the Floyd County Fiscal Court? In addition to other sums 9 10 that would go for the benefit of the water district? 11

12 Yeah. I don't know that he Α 13 directly connected those two things. It was -- it 14 was more, he initiated it and he wanted it for the 15 betterment of his constituency and couldn't get it 16 done any other way, other than this transaction, 17 and was wanting to make sure that I was aware that 18 there was a significant amount of cost in these 19 assets, which is why I think I got the depreciation 20 schedule to support the cost. And -- and then 21 mentioned that -- you know, I think the way it was 22 said wasn't that this is what we're going to do. 23 It was more that, well, there is this 2 million 24 dollars, and if it got paid, it would improve the 25 financial position of Southern, is kind of how it

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1	was done. It wasn't said in such a way that this
2	is what we're going to do. It was one of the
3	options to do.
4	Q Were you and this was said to
5	you by Judge Executive Hale in the phone
6	conversation you
7	A Mr. Hale was doing all the
8	talking.
9	Q Is he the one that made the phone
10	call to you?
11	A Uh-huh (affirmative).
12	Q And then, what, you-all got Dean
13	Hall on the line after that, or was he already on
14	the
15	A I don't know if Dean was already
16	in the office or that he had already connected him
17	prior to calling me and and then were all three
18	on there. I'm not sure. But Mr. Hall was on there
19	from the time I got off.
20	Q Now, did Judge Hale, Judge
21	Executive Hale or Dean Hall, or anybody else, ever
22	tell you that in 2012, the Kentucky Public Service
23	Commission had held that Southern could not
24	Southern Water and Sewer District couldn't recover
25	any payments made to Floyd County on a for

1	whatever, on this 2 million dollar bond payment
2	that the Floyd Fiscal Court had previously
3	undertaken on the District's behalf because it was
4	not obligated to do so?
5	A That that was never mentioned.
6	Q Did Judge Hale or Dean Hall, or
7	anybody else, ever tell you that the office of the
8	Kentucky Attorney General had issued an opinion
9	stating that the Southern Water District did not
10	owe and that Floyd County Fiscal Court or
11	government was not entitled to receive money that
12	was otherwise held by or owned by the Southern
13	Water District in repayment or partial payment
14	toward a previous bond issue?
15	A No, sir.
16	Q But it's your understanding that
17	ultimately about 4 million dollars would ultimately
18	be paid by Prestonsburg City Utility Commission for
19	the assets that were transferred or to be
20	transferred by Southern Water and Sewer District to
21	Prestonsburg Utilities; correct?
22	A I was under the impression that
23	that was why that was going to be based on what
24	I did the valuation for, not not what I think
25	there was a contract, and I think there was some

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1	understanding, but I was under the impression
2	that that ultimately it was going to be based on
3	what I concluded.
4	Q What your opinion was?
5	A Yes.
6	Q So if it it might be more, it
7	might be less than the 4 million dollars?
8	A That's correct.
9	Q But did you were you also told
10	or did you understand that at the time you were, I
11	guess, contacted, that Prestonsburg City Utility
12	Commission had already made some substantial
13	payments to Southern Water and Sewer District, or
14	on its behalf by way of paying for loan reduction
15	and providing equipment and so forth?
16	A What I remember is there was some
17	payments. I don't think there was I don't think
18	it was complete. I think that they had either
19	worked out to where some debt, I believe, was paid
20	off. And if I was estimating numbers, just from
21	the top of my head, it might have been somewhere in
22	the neighborhood of maybe 2 million.
23	Q And when the initial case, the
24	case involving the proposed transfer of the sewer
25	assets and the water assets that we've been

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1	discussing, when that was filed in 2017 and this
2	Commission approved it let me let me make
3	this statement and then ask you a question or two
4	about it.
5	The documentation that was filed here,
6	including post-hearing data requests or what you
7	would say in a civil proceeding interrogatory
8	answers or what was the value? How much are
9	is Prestonsburg City Utility Commission paying for
10	these assets? We were told in documentation that
11	the consideration paid or to be transferred was
12	\$2,140,000. Were you aware of that?
13	A What I remember was, is that
14	was that was a number. And then there was an
15	additional 2 million, I think I thought it was.
16	In other words, there were two numbers. And and
17	one number was 2 million and something, and then
18	the second number, I thought, was even 2 million
19	exactly.
20	Q Well, I don't know where you got
21	those numbers, but in when we approved the sale,
22	we understood that the that the total
23	consideration was going to be \$2,140,000, and were
24	told by both parties this was an arm's length
25	transaction.

1 Now, assuming that's true, that value is --2 would not be correct? That would not represent, in 3 your opinion, as to the true value of the assets 4 transferred or to be transferred; is that correct? 5 Α That would be correct. 6 Ο And matter of fact, assuming that 7 what I told you is accurate, though that proposed 8 payment would be about one-half of the actual true 9 value of the assets that were to be transferred; is 10 that correct? 11 Α That -- that would be correct. 12 You have indicated, I guess, that Ο 13 you had at least three types of documentation so 14 far. One was the initial engagement letter between 15 you or your firm and Prestonsburg Utilities -- or 16 both, but Prestonsburg was the contact --17 That's correct. Α 18 -- correct? 0 19 And then there was the -- you, I guess, 20 provided a list of documentation or information that 21 you would like to have had from Prestonsburg and 22 Southern; correct? 23 А Correct. 24 And then, three, you reference 0 25 that you had email correspondence between

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1 Mr. Campbell or Prestonsburg and also Judge 2 Executive Hale for a time, and Dean Hall; correct? 3 That's correct. Α 4 Would you mind providing that 0 5 information to the Commission? And you can --6 obviously, parties will probably want a copy. 7 Southern may have a copy; you may not. And the 8 Attorney General's Office, I assume you would like 9 copies as well; correct? 10 MR. McNEIL: Yes, sir. 11 BY CHAIRMAN SCHMITT: 12 We can contact you later by \bigcirc 13 sending, I guess, a letter with copies asking if you can provide that. And whoever you're billing 14 15 for services here, Prestonsburg, Southern, we'll 16 see to it somebody -- that you get paid for 17 whatever your costs and expenses are. 18 Yeah. So let me make sure I Α 19 understand. Somebody is going to send me a letter 20 with all the different addresses. 21 We're asking you specifically for 0 22 this -- whatever the documents are. 23 And I'm going to have addresses А 24 to send them to? 25 You'll be sending here. Yeah. Q

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1	We won't know, for instance, to say, well, the
2	e-mail that you sent to Judge Executive Hale and
3	Dean Hall on February 5th, 2018, but we'll just say
4	all e-mail correspondence and, you know, that you
5	have. So I guess somebody can run it, your
6	secretary or somebody, run your outbox with them
7	and then we can just get copies to see what
8	information they were provided.
9	A Yeah, I keep a folder.
10	Q Okay. Thank you.
11	A Electronic folder.
12	Q So is it fair to say, is it
13	accurate to say that based on all the information,
14	what you saw, your conversations with the parties
15	and their representatives, that your final opinion
16	as represented by your business valuation of
17	Southern Water and Sewer District dated June 28 or
18	as of June 28, which is dated October 31st, 2018,
19	that essentially that included all of the assets
20	transferred or to be transferred, which was the
21	water distribution assets and the sewer assets;
22	correct?
23	A That's correct.
24	Q But the sewer assets were
25	essentially valued out at zero based on discussions

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1	with the parties and general inability to have
2	additional information that you might have
3	wanted
4	A That that's correct.
5	Q is that correct?
6	A That's correct.
7	Q Going into this transaction, had
8	you as a professional accountant and business
9	valuation expert, had you been contacted by
10	Southern Water District or the Judge Executive of
11	Floyd County no, I'm not saying had you. I'm
12	asking if you had been and had been asked your
13	opinion as to how to proceed with this transaction,
14	a proposed transaction, I'd like to sell water,
15	sewer, whatever, what would you have advised a
16	client exercising reasonable and prudent business
17	judgment to have done? Would you have wanted him
18	to conduct an evaluation or hire someone such as
19	yourself to basically determine what the what
20	the financial effect of this transfer would be and
21	how much the assets would be worth?
22	A I think it's fair to say that if
23	I was going to transfer part of my income stream, I
24	would want to know what that income stream loss was
25	going to be and how it was going to impact my

1 operations. 2 Why? 0 Well --3 Α Sounds obvious, but I want this 4 0 5 on the record. Why? Yeah, I -- I think that would be 6 А 7 the, to be honest with you, common sense thing to 8 do. 9 Well, in fact, it would be 0 10 unreasonable and show a lack of business judgment 11 and acumen to basically execute letters of intent, 12 intent documents, transfer documents to go forward 13 with this deal without having done that in advance; 14 would you agree with that? 15 А Yeah. Obviously, I wasn't around 16 during that time period, but I would have thought 17 that would have already been done. I actually 18 asked how they arrived at, you know, what they did 19 and they had some kind of formula, but I don't 20 think anybody professionally performed an 21 evaluation or anything. Because if there -- if 22 there was any other valuation done, I'm -- I'm 23 actually required to also see it to make sure I 24 have an understanding of, you know, how it might 25 have changed or whatever.

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1 One of the things that you just 0 2 mentioned when you're talking about valuation or 3 something someone else may have done, I noticed in 4 your -- in your report you indicated some document 5 that had been prepared by Kentucky American Water 6 or the American Water Works or something. What was 7 I didn't understand what it was. that? 8 In order to determine what the Α 9 cap rate is -- and I know that's a technical term, 10 but I have to -- what I ended up using was 11 12 percent. I don't know if anybody's paying 12 attention to it. But what -- what happens is 13 things transfer -- there's -- there's a risk that, 14 okay, I'm buying this income stream, but there's a 15 risk that income stream may not last. You know, 16 there's a concern, or should be a concern -- that's 17 if you're buying a business. Well, I don't care 18 what you did back here. I want to know what I'm 19 going to be able to go forward. And there's a risk 20 of whether that income stream is going to maintain 21 for a period of time. And they -- and we call that 22 the cap rate. It's supposed to represent what that 23 risk is.

If I was just giving you a little simple example: If I go buy a treasury bond and it's U.S.

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1 treasury, and let's say it's paying 4 percent, I'm 2 pretty comfortable that it's going to pay that 4 3 percent through the 20-year term, let's say. So 4 when we -- it's called a build-up method because you 5 start there. And -- and then you have known equity 6 premiums that a Fortune 500 company consistently 7 returns a revenue of, let's say 10 percent, okay? 8 Maybe even 12. And you keep adding the risk that --9 that income stream may not continue.

10 Well, utility companies have a unique 11 situation. Their industry has lower cap rates than 12 most other industries. If we were doing a coal 13 company, that risk premium would probably be 14 25 percent. In other words, and the higher that 15 rate is -- let me -- let me say this. The higher 16 that rate is, the less that income stream is worth, 17 okay? Mathematically, it works out that way, okay?

18 So when you're building risk, what you're 19 really doing is saying I'm only willing to pay 20 2 million for that income stream because I'm not 21 sure it's going to last, okay. That -- that would 22 be an example. So what I was doing is -- you have 23 to go to public companies because the private 24 companies don't put that information out. So what 25 had happened is I found, I think, seven or eight or

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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.

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7 So if I was doing this for a regular 8 business, you would probably see a cap rate 9 somewhere between 18 to 20 percent, but in a utility 10 it's going to be much less. So what I was doing was 11 trying to find out what the public, the big ones, 12 They were at ten. So there's an adjustment I are. 13 made there of minus eight. That was to get me down 14 from normal companies, down to your-all's industry 15 down here. And then I added a 2 percent specific 16 company risk. What that means is, okay -- you know, 17 if -- if you were trying to compare a local company 18 here, you know, small company to a Fortune 500 19 company, that company is going to have a higher cap 20 rate, and it's because there's specific company 21 issues. It could be management. It could be --22 when I say I added a 2 percent specific company 23 risk, I'm telling you that when I'm comparing it to 24 a public water district like that, that they've got 25 some inherent problems, whether it's management,

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1	whether it's you know, they just don't have
2	the you know, the personnel, the location maybe.
3	You know, you got a customer base here that
4	based a long time on the coal industry and the coal
5	industry went south. Now, how sure am I that I'm
6	going to be able to maintain those revenue streams,
7	and that's what that 2 percent represents. So
8	that's how I got to 12 percent. And that was my cap
9	rate.
10	And I'm talking a little bit of jargon here,
11	but the method I used was discount those cash flows
12	all back to today. That's one method. The other
13	one is capitalization of earnings. You take that
14	482,000 and divide it by 12 percent, and you're
15	going to get within \$4,000 of what my report says,
16	because that was my sanity check. All sanity check
17	is, is, okay, you know, here's the methodology
18	that's more common in this situation. But when I
19	get done, I need to have some idea that I'm in the
20	ballpark. And I used the capitalization of earnings
21	rate to make sure that that I was. So that was
22	the purpose of mentioning that company. I had about
23	seven or eight examples of what those company cap
24	rates were so that I had a starting point and then I
25	worked from there.

1 0 Well, the reason I asked is, I --2 when, I guess, Mr. Hall, Dean Hall, testified at 3 the previous hearing and it was, I quess, my 4 understanding that they had had some type of 5 contact with Kentucky American or the parent company. He didn't -- I wasn't clear exactly what 6 7 it was, whether it was discussions concerning a 8 possible purchase, acquisition, or a management or 9 something. It really wasn't clear to me and I 10 thought that --11 Α No -- no connection. 12 -- didn't know if you had gotten Ο 13 any information from them at all. 14 Α I have -- I have to research the 15 public records to see what information I could get 16 of what the normal cap rates would be for your 17 industry, and -- and that just happened to be one 18 of the seven or eight that I had. 19 I noticed in your report you 0 20 indicated, at least looking at it from a fair 21 market value or a market approach, there -- there 22 were no comparable sales of utilities, of public 23 utilities that you were able to use? 24 You would really have to -- if we Α 25 were selling the whole thing, you might have been

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1	able to get a comparable. But if you think about
2	it, we were actually taking a section or, you know,
3	a specific area. And to find a comparable, some
4	place that would be public information that I would
5	be able to arrive at, I there's no way that's
6	going to happen.
7	Q And let me just a couple more
, 8	and I'll finish up. Do you understand, or you
9	understood that as of today that the U.S.
10	
	Department of Agriculture has not approved this
11	transfer of assets clear of its liens?
12	A That's my understanding.
13	Q Have you been told why? Have you
14	spoken to anybody at U.S.D.A.?
15	A No, sir.
16	Q None of them have called you to
17	talk about your appraisal or anything you did?
18	A No, sir.
19	Q What about Kentucky
20	Infrastructure Authority? They apparently had some
21	loans that maybe were paid off. Have you had any
22	conversations with them? Have they spoken to you
23	at all.
24	A No, sir.
25	Q The reason I ask is, is that I

1 think when Mr. Hall and some others, some of the 2 Commissioners at the water district testified, 3 there were some indication -- and there was -- I 4 think I may have asked a guestion. We had an 5 inspector's report, and we had understood there was 6 going to be some water line improvements in 7 Wayland, Kentucky area, Lackey and Knott County 8 line into Wayland, Kentucky. And anyway, that --9 that basically Kentucky Infrastructure Authority 10 had apparently determined not to loan money to 11 Southern Water District, Water and Sewer, on the 12 basis that they didn't believe they had the 13 financial ability to repay the loans. And I -- of 14 course, that's aside from this rate increase, all 15 right, but I just wondered if you had spoken to 16 them or they had had any contact with you at all? 17 Α No, sir. 18 Mr. Campbell, Eddie Campbell, 0 19 testified, I think, at the -- at the last hearing 20 that his, I quess, initial evaluation or his -- his 21 idea about what these assets were worth was maybe, 22 correct me if I'm wrong, 4.1, 2, 3, 4 million, 23 somewhere in that range, just north of 4 million 24 We didn't ask how he arrived at that dollars. 25 figure. That may have just been based on his

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1	experience. But in any event, that's not far from
2	what your estimate or your evaluation is based on
3	the work you've done; correct?
4	A Yeah, I think my value was, I
5	want to say 4,020,000, something something of
6	that
7	Q Did Mr. Campbell ever tell you,
8	prior to the time that you arrived at your
9	appraisal figure, what his idea of the value was?
10	A No, sir. And I did have a very
11	frank conversation with him because it was when
12	you're representing both parties, but one party is
13	supposed to be paying. So the engagement letter is
14	between me and Prestonsburg. I told him that
15	whatever I come up with you know, I didn't have
16	any information at the time, so I wouldn't have any
17	clue.
18	But if that income stream would have been X,
19	then the mechanical part that I did, whether it's
20	the method where we discount cash flows back to
21	today or the capitalization earnings method, it is
22	what it is. And you can probably see it's a
23	mathematical calculation once you get the right
24	information and and so forth. So it really all
25	hinged on the the income stream. And that was

1	when I got your-all's report, that was laid out very
2	specific. So that's the income stream that I used.
3	Q I guess that's right when
4	you're when you're put in a bit of a spot when
5	you're doing an appraisal and both parties are
6	supposedly relying on it.
7	A You know, in West Virginia when
8	you do a divorce case, that's what you're doing.
9	The judge you're actually working for the court.
10	You're not working for a specific client.
11	And so this situation was a little unique in
12	that I was meeting with one party, representing both
13	parties. And and my understanding was, it was
14	because they were charged with the cost of the
15	study, and so that's why the engagement letter was
16	with them.
17	Q When you sent the report I
18	mean, your report is addressed to addressed to
19	Dean Hall. Did you send it to Mr. Hall? It says
20	prepared for Dean Hall, President of Southern Water
21	and Sewer District. It doesn't mention
22	Prestonsburg City Utilities or Mr. Campbell.
23	A It
24	Q Can you tell me why?
25	A it doesn't, because the

1	assets the transfer of the assets was actually
2	Southern District's assets. So I addressed it to
3	Mr. Hall. Now he got a copy of it, but the report,
4	in my mind, was for the Southern District in terms
5	of the actual report, because it was their assets
6	that were being transferred.
7	Q All right. But Mr. Campbell or
8	Prestonsburg City Utility Commission would have
9	gotten a copy of the report at the same time
10	when the when this went out in the mail or
11	electronically, Prestonsburg got it
12	A Same time.
13	Q the same time, same day
14	A Same time.
15	Q as Southern; correct?
16	A Same time, yeah.
17	Q Did anyone else was anyone
18	else sent a copy of the report, other than the
19	parties? Were the lawyers sent copies of the
20	reports?
21	A Not from me. I provided it to
22	them and and they could just, you know, disburse
23	it however they wanted to.
24	Q Just one last question or two and
25	that is this: Can you tell us because depending
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1 on how this works out on -- maybe on rates or maybe 2 in the next case, what your total fees were, fees, 3 expenses? What did you charge for your report? 4 Α That was 15,000. 5 Ο And I know today you're down here 6 and you're entitled to be paid by someone. Can you 7 tell us what the basis of your -- your charge would 8 be --9 А It's hourly. 10 Q -- for expenses and things 11 coming? Yes, sir. It's hourly and it's \$250 12 Yeah. Α 13 an hour, plus the -- the travel. We take mileage. 14 And I cleared that with Mr. Campbell before I came 15 down here. 16 Is it your understanding 0 17 Prestonsburg is going to pay you for your expenses 18 and your fees for appearing here and testifying 19 today? 20 Yeah. А 21 Or has that been determined yet? Q 22 Α Prestonsburg will be paying No. 23 my fees today. 24 CHAIRMAN SCHMITT: All right. See, why 25 don't we take a 10-minute break and come

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1	back and then try to finish up and I'll let
2	everybody else I'm probably finished.
3	Okay? All right. We'll take a break here
4	until 10 minutes until 11:00. Thank you.
5	(THEREUPON, A BREAK WAS TAKEN.)
6	CHAIRMAN SCHMITT: Back on the record.
7	Commissioner Mathews had to attend a
8	telephone conference, so she she'll
9	review the rest of this by video after the
10	hearing is over.
11	But I have no further questions.
12	Vice-Chairman Cicero, questions?
13	MR. CICERO:
14	THE WITNESS:
15	EXAMINATION
16	BY MR. CICERO:
17	Q Good morning, Mr. Fyffe.
18	A Good morning.
19	Q I have a little bit of a
20	financial background, but I'm definitely not
21	trained in the appraisal of assets, so I have some
22	questions on how you determined some of the values
23	that you used in your report, if that's okay.
24	A Okay.
25	Q When I look at the report that

1	was issued, you suggest to Dean Hall, and you said
2	that's because Dean Hall was basically the party
3	representing the party that was selling the assets,
4	and but the engagement letter was with
5	Prestonsburg.
6	A That's correct.
7	Q I'm curious why there wouldn't be
8	some indication on here that there was a
9	representation to both parties or that there was
10	another party that engaged you to perform the
11	appraisal and not a report. I'm familiar with
12	that, that it would be addressed to the parties
13	that are involved. And I'm curious because it
14	misleads us in terms of who ordered the report and
15	why it was ordered.
16	A I think I don't know that it's
17	any the way I looked at it is, they had the
18	assets they were the owner Southern District
19	was the owner of the assets, and so I addressed it
20	to Mr. Hall. And then the only reason that there's
21	an engagement letter with him is he told me on the
22	front end that they were ordered, was my
23	understanding, to actually pay for the study. So I
24	have an engagement letter with him.
25	I did not ask Mr. Hall to sign one, because,

1	you know, basically, you know, the contract, so to
2	speak, was, you know, for a payment, to make sure I
3	got paid, and it it actually has a provision that
4	said if there was an additional services needed,
5	that it would be, you know, billed separately. So
6	that's why I called Mr. Campbell when I got
7	notice I didn't actually receive a subpoena in
8	the beginning. It was just like a I believe a
9	phone call saying that, you know, we're going to
10	have a hearing and we'd like for you to be there.
11	And I called him to see, you know, how how is
12	that is that under the same engagement letter?
13	And he said yes. So that's how my testimony is
14	that he's paying for today based on that
15	conversation.
16	Q So did Mr. Campbell contact you
17	and request the appraisal, or did Mr. Hall contact
18	you and request the appraisal?
19	A Actually, Mr. Campbell.
20	Q Because it says when you
21	address it, you said, "Dear Dean Hall, at your
22	request, we have performed valuation engagement."
23	Which leads you to believe that Mr. Hall contacted
24	you, and per his request, you're performing this
25	appraisal.

1	A I guess I looked at it that he
2	was requesting it also, because I was working for
3	both parties. I just happened to have gotten the
4	initial telephone conversation from Mr. Campbell.
5	Q Okay. Well, I mean, it's I'm
6	just clarifying why the appraisal report is the
7	subject of a lot of scrutiny, because we're trying
8	to determine to give you more of a basis for it,
9	RD, as you know, is or as you know now, has
10	withheld the transfer of assets because the
11	appraisal the amount that you provided at
12	4.1 million has been determined by them to
13	represent an appraisal of water assets only, and
14	that the \$2 million previously paid by Prestonsburg
15	was for the sewer assets.
16	And after they made that payment, that
17	anything now off this 4.1 million, if they had
18	made they would have made the additional
19	2 million, which I'm not sure whether they have or
20	not because of the deal with the fiscal court and
21	whether those payments went through or not, but the
22	total value of this transaction would be 6 million
23	dollars.
24	So my question to you: In this appraisal of
25	4.1 million dollars, what does it represent?

1 It -- it represents all of the Α 2 assets that were transferred from Southern to 3 Prestonsburg Utilities. 4 Inclusive of sewer and anything 5 else that's associated with the water assets? That's correct. 6 А 7 Okay. So 4.1 million in total? 0 8 That's correct. Α 9 Okay. And as you previously 0 10 indicated, RD did not contact you to question the 11 appraisal or check its validity or what their 12 understanding -- your understanding of what was 13 transferred? 14 Α And could you -- could you repeat 15 who -- who did --16 RD, Rural Development. 0 17 Okay. No. No, sir. Α 18 So it says that the standard of Q 19 value used in your valuation was the fair market 20 value, which is the price at which property would 21 change hands between a willing buyer and a willing 22 seller, when the former is not under any compulsion 23 to buy and the latter is not under any compulsion 24 to sell, both parties having reasonable knowledge 25 of relevant facts; correct?

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1AThat2QThat's how this was that's the3basis for this appraisal; is that correct?4AThat's correct.5QSo when the initial transfer was6requested from the Public Service Commission, I7questioned the value being paid for the assets and8requested that Southern provide a detailed asset9ledger that indicated what the assets were that10were being transferred. And I think initially they11were they we had the same difficulty you did12in obtaining information, but eventually they did13provide it. And I think the value was at either 3014or 32 cents on the dollar of the total assets with15the with the description of basically of what16you have said here, that it was the price of two17parties reaching an agreement at arm's length18transaction. So we understand in the initial19transfer at 2.12 million20UNIDENTIFIED LADY: 2.14 million.21Q 2.14 million. That's what we22understood was being transferred initially. We23have not, and don't have a copy of, and there's a24reference by you on the last page of the report25that talks about in the initial agreement of		
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have not, and don't have a copy of, and there's a reference by you on the last page of the report	21	Q 2.14 million. That's what we
reference by you on the last page of the report	22	understood was being transferred initially. We
	23	have not, and don't have a copy of, and there's a
25 that talks about in the initial agreement of	24	reference by you on the last page of the report
	25	that talks about in the initial agreement of

1 2 million dollars. Can you tell us if that's a 2 written document you viewed or ... 3 Yeah, there's a written document А 4 that was -- was, in essence, what I understood the 5 agreement to be. 6 0 So we do not have a copy of that 7 additional agreement, that's correct. So if you 8 have a copy of it, it would be part of the request 9 for information to find out about the additional 10 2 million dollars. 11 Α Yes, sir. 12 Ο When you prepare your report, you 13 talk about a five-year projection of lost revenue 14 based on management's assumptions as to the company's future outlook. But based on what I've 15 16 heard you describe previously, you weren't able to 17 determine any or obtain any assumptions from 18 Southern; is that correct? 19 Α Well, the assumption was, is that 20 this loss of revenue --21 Uh-huh (affirmative). 0 22 -- the 482,000, was going to be, Α 23 you know, the amount -- it might change some, you 24 know, throughout the -- the period. But for the 25 most part, you would think that would be pretty

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1	standard, that it would be the same next year, the
2	next year, the next year.
3	Q Did they indicate to you when
4	they talked about the and I'm pretty sure you
5	indicated that they did about the sewer assets
6	that and you reached a value, transfer value of
7	zero because it had a negative income impact;
8	correct?
9	A Yeah. My understanding was, is
10	that it wasn't doing well. And that was the whole
11	thing that was taking place here, is that they
12	didn't have the ability to service the sewer. And
13	my understanding was, is that there was something
14	going on regulatory-wise with their sewer.
15	Q So this is where I become a
16	little confused. When you have an event or a
17	projected event, in this case being that the sewer
18	assets were going to be subject to a DOW fines and
19	penalties situation of probably a pretty big
20	magnitude. I don't know whether you knew what that
21	was or not, but
22	A It I just knew that it was
23	supposedly large. Never heard any dollars.
24	Q So they never provided that?
25	A No. No, sir.

1 So when you do an industry 0 2 specific or a company specific cap factor, and you 3 try to -- I know you put in the 2 percent for 4 Southern based on some variable that you felt was 5 applicable because of its size or where it was 6 located, not the sewer assets, fines and penalties 7 that were about to be applied and what that impact 8 would be, knowing that the water assets couldn't be 9 transferred without the sewer assets, it was a 10 whole package and it had to be taken together? 11 А Well, the -- I guess the ultimate 12 problem is this -- the question is, is what is the 13 income stream? If the assets value are determined 14 based on the income stream, then you have to know 15 what the income stream is for the sewer. But my 16 understanding was -- is, one, that was negative, 17 that nobody gave me specific numbers, okay, and 18 that it had problems. 19 And a lot of the conversation on the sewer 20 was coming from the judge executive, Mr. Hale. He 21 was trying to explain to me why this transaction 22 took place, you know, what he was trying to 23 accomplish when he was putting this proposed 24 agreement together. And I think it would be fair

that he was also trying to make sure that Southern

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1 got sufficient compensation for those assets, but I
2 never got a single representation of exactly what
3 the sewer numbers were.

4 So being an accountant and 5 looking at debits and credits, and looking at the water district as being a debit and the sewer 6 7 assets being an offset to that, not only was there 8 the DOW impact of fines and penalties, but there 9 was a negative revenue stream. But none of that 10 was applied -- and I understand you didn't receive 11 it. But none of that was applied looking at the 12 total appraisal to see if together what that value 13 would be. And I -- again, I don't do appraisals, 14 so I'm not certain how it works in the appraisal 15 industry, but I'd be interested to hear.

16 A Well, the assumption was that the 17 sewer was zero. The income stream for the sewer 18 was break even, okay?

19QAnd that's why I asked the20question when the Chairman was asking his21questions, because you made the statement that the22parties agreed that it would be zero. And I'm23curious how, from an accounting -- that's a --24that's a big assumption to make that there's a25goose egg there when there is really a negative

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1	impact, not not any neutral impact.
2	A I agree. If there was if the
3	assumption is that it's negative something, X
4	negative, it would have reduced my number. There's
5	no question about that. But I don't know what
6	when I say the parties agreed, it would probably be
7	more like Southern really just didn't seem to want
8	to provide the information because it was negative,
9	and Prestonsburg probably knew it was well, he
10	wouldn't have known, but was probably hinting that
11	it was negative.
12	And, basically, we arrived at zero kind of
13	as part of the solution so that we could move on
14	because nothing was happening. You know, we
15	couldn't get the information, no explanation why we
16	weren't getting the information, but yet my
17	understanding was is we were a little behind the
18	gun. The transaction, I think, started in June I
19	want to say June 30th of '17, and we're talking
20	about it in August of '18. And my understanding
21	was, is I thought it was the federal program that
22	was, you know, basically saying they needed the
23	report, but there was some urgency to what we were
24	doing.

25

So I hear what you're saying, but if

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1	somebody says to me, you know, it's zero, I don't
2	know that I'm not sure what I was supposed to do
3	at that point, other than that was a sound like
4	more of a compromise answer and let's move on.
5	Q So if Prestonsburg agreed with
6	the zero valuation of the sewer assets and the fact
7	that there was no negative revenue impact for the
8	total valuation
9	A Can I say it this way? He he
10	thought it was negative, but was willing to work
11	with zero so that we could move on.
12	Q In other words, to meet the
13	valuation deadline that you thought time was of the
14	essence because of the RD pressure to come up with
15	an appraisal, Rural Development's request for an
16	appraisal of the assets, because they had a lien on
17	the assets? Was that your understanding?
18	A I don't know about the lien. It
19	was just I thought it was a regulatory type
20	issue that they they wanted the valuation. I
21	thought they were dictating the valuation and they
22	wanted it, like, two months ago, and we were
23	working
24	Q Who conveyed that to you?
25	A Pardon?

1	
1	Q Who conveyed that message?
2	A I believe that was from my
3	conversation with Mr. Campbell.
4	Q So Mr. Campbell told you that
5	there was a government entity looking for the
6	appraisal to be completed as soon as possible. He
7	was looking to get the deal completed and requested
8	that you move as quickly as possible. I'm
9	paraphrasing here and you tell me if I'm wrong.
10	You requested Southern, Mr. Hall in particular, to
11	provide data. Mr. Hall wasn't being very
12	cooperative or was procrastinating. As a result,
13	you received most of your information from
14	Prestonsburg. Prestonsburg told you to continue to
15	move forward and and negotiated a couple of the
16	variables in order to make it happen?
17	A I think Southern may have
18	believed that the combination of the depreciation
19	schedule and the audit itself was maybe sufficient.
20	That's not what I was asking for, but it may be
21	that he thought that was sufficient.
22	Q Did you ever go back to Mr. Hall
23	and say what you're providing is inadequate and I
24	need more information?
25	A I believe that that at least
I	

1 one of the e-mails that you're going to see is me 2 encouraging him to get me that information. 3 So how many water utilities, or 0 4 utilities in general, have you appraised in the 5 past? 6 Actually, only two. And Bonzo А 7 Water Company was back in the -- I'm going to say 8 late '70s, early '80s. And then South Shore Water was probably -- I'm going to say that was probably 9 10 in the early '90s. 11 So it's been a while? Q 12 Been a while. Α 13 And if I understood, you took a 0 14 drive around the area in question to view who the customers were basically. And unless it involved 15 16 looking at some pumps or a water tower, but, I 17 mean, otherwise you can't really --18 Α Can't see the lines or anything. 19 But the customers on 23 -- I guess I was kind of 20 surprised at how many customers on 23 were 21 commercial. Now, obviously, they were these, you 22 know, residential customers on that seven-mile 23 track, or whatever it was this way, and then 24 another group in a subdivision over on the right --25 right side, but quite a bit of the 23 were

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commercial.

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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 --

6 А Well, what I have to do is I have 7 to determine the general economic conditions, and 8 so it's not really a filler-filler. In fact, there 9 should be a two-line sentence towards the end 10 there. But, again, what you're talking about, that 11 cap rate is based on risk. And let's say we were 12 in a depression. That would change that cap rate, 13 because could the customers have the ability to --14 you know, if the income stream is going to sustain, 15 then economic conditions have to be such to where 16 that can happen. So I'm required to at least look 17 at the economic conditions to see if I believe that 18 it is sustainable, you know, in that particular 19 area.

20 Q But you mentioned 25 percent for 21 coal; for treasury bonds, 4 percent. And somewhere 22 in between there comes everybody else. And 23 utilities are typically lower because of the fact 24 that they do have a captive customer base. So when 25 you're talking about economic conditions, there's

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1	some kind of marginal impact, but people will still
2	take a bath and they're still going to drink and
3	use the facilities or whatever, so
4	A I grew up without water
5	Q Okay.
6	A literally. Had no running
7	water until I was six. And then we had a cistern
8	system because we had red water. So I can see if
9	economics got bad enough and we're talking about
10	the depression I could see people using
11	rainwater again. But the point is, is I think what
12	I was doing I know that's a crazy answer
13	Q That's pretty dramatic, yes.
14	A It is. But the point is, I have
15	to determine whether I think that income stream is
16	sustainable. And so I you get the economic
17	report right off the government. And you can see I
18	basically there should be some words at the
19	bottom there.
20	Q There was. There was a sentence
21	or
22	A Yeah.
23	Q something like that
24	A That basically, yeah
25	Q just talks about

1 -- I did use that information in Α 2 part of my report. 3 So do you have a copy of your 0 4 report with you? 5 I do. А 6 And I'd just like you to take me Ο 7 through the historical --8 MR. BOWKER: May I approach? 9 CHAIRMAN SCHMITT: I've got about five or 10 six copies here. Why don't we give one to 11 Brenda and let her file it, too. 12 BY MR. CICERO: 13 I'm looking at your historical Ο 14 and normalized financial statements. I don't see a 15 page number on here, so I can't -- I can't 16 reference the page number, but it's right after the 17 economic data. 18 Α Okay. 19 So when you look at historical 0 20 and you -- you took the 656,122 from a PCS staff 21 report; right? 22 А That's correct. 23 So how do you -- I'm trying to 0 24 understand. I told you I don't have any experience 25 with appraisals. But how do you backfill back to

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1	2013 with the same revenue stream? I mean, how
2	does that give you a good historic basis when
3	you're just taking one year and spreading the exact
4	numbers over five? What does that do?
5	A Well, again, I capture I
6	capture the question. But all I was trying to do
7	is, is some point in time you have to estimate what
8	that income stream has been through the years,
9	okay. And, yeah, what I'm saying is that there's
10	\$656,122 at the time the staffers did the report.
11	Then, you know, it was probably roughly the same
12	amount going back to '13. Now, I'm not trying to
13	do anything there other than establish that that
14	income stream has probably been fairly consistent
15	over the years.
16	Q Although in this case, we we
17	don't know. We just know that one year is 656,122.
18	Based on the fact that they have captive customers,
19	it's probably somewhere in there unless there's
20	some economic boom that took place back in three
21	years ago or whatever. That's basically your
22	assumption?
23	A Well, that, and really the
24	rate any rate increases would probably affect it
25	more than it would the economic
I	

1 I don't think they were in for Q 2 any rate increase, so... 3 А Yeah. 4 So one comment on the 656,122. 0 5 So the rate -- the staff goes through their process 6 of developing what they believe is the required 7 revenue in order to support covering expenses, 8 depreciation, whatever, in order to determine what 9 the rate increase was going to be. So what if I 10 told you the 656,122 that you're using for this 11 valuation is basically one month of actual 12 extrapolated out to 12 months annualized, because 13 they had difficulty with Southern's analysis of 14 billing as well? 15 А Okay. From memory -- and I've 16 got your-all's report here if I need to go pull it. But, gosh, from memory, I thought that the -- that 17 18 Southern provided that number and that the staffers 19 decided to accept it. 20 Actually, Southern provided a 21 number that couldn't be substantiated because they 22 did their own billing analysis. And when they did 23 do the billing analysis, it didn't match. But I 24 believe they came up with one month that was used 25 since they couldn't validate the whole annual

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1	period, and then extrapolated it out for 12 months.
2	So we have a \$4.1 million valuation being done on
3	one month of water billing from 2017.
4	A I've got that report here. Would
5	I be able to pull it real quick?
6	MR. CICERO: I have no problem.
7	MR. BOWKER: Can I approach? May I
8	approach?
9	CHAIRMAN SCHMITT: Sure.
10	A (Witness reviews document.)
11	BY MR. CICERO:
12	Q Can you go to Page 6, Billing
13	Analysis Adjustment?
14	A On Page 6, it says, "Southern
15	District provided the billing analysis that
16	accounts for lost revenues of \$656,122." That's at
17	the top of Page 6. Now, I may have read that
18	wrong, but I was under the impression that they
19	provided it. And then it says, "Commission staff
20	finds that the billing analysis shows that these
21	adjustments are reasonable and should be accepted
22	by the Commission." So I thought I was starting
23	off with the number that was provided by Southern.
24	They didn't provide it directly to me, but they
25	provided it to the staffers.
25	provided it to the staffers.

1 So then did you read to B? Q 2 Well, the -- the B part is an Α 3 adjustment. But if you look over to -- let me find 4 it. 5 0 Would you read the third sentence 6 down on that B? 7 CHAIRMAN SCHMITT: What page are you on? 8 MR. CICERO: Page 6. 9 Α Yeah, on Page 5, the operating 10 revenues, and you see they made the 656,122 11 adjustment. 12 Uh-huh. Ο 13 А And then they made a \$54,000 14 adjustment that is the B part, but I thought that 15 was for a specific issue someplace that -- I almost 16 called it a penalty. 17 Q Can you read the sentence three 18 in B? 19 Α Pardon? 20 Sentence three of B on Page 6. 0 21 To cal- -- where it says to Α 22 calculate -- "to calculate the number of bills for 23 the usage blocks, Southern District multiplied the 24 number of customers in each usage block by 12." 25 So that was for the 12 months. Q

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1	That was the adjustment that was that was the
2	extrapolation that was used; am I right?
3	A Well, I'm I'm the least among
4	us, but when I read that whole thing
5	Q I'm just pointing out that the
6	number that was used I'm not being critical of
7	you for using the number you did given the
8	circumstances that you couldn't get a number from
9	Southern, but it's ballooned into something besides
10	just whether Southern receives a particular rate
11	increase. Now a valuation of assets being
12	transferred, which has become a part of this in
13	determining what type of rate they're going to
14	receive and it's a lot of it is based on your
15	report, and some of the assumptions, you know, may
16	not be the best assumptions to be used.
17	A Well, let me say this and,
18	again, I'm not saying I'm right
19	Q Right.
20	A but here's when I read the
21	whole report, here's what I got from it. Their
22	the staffers accepted the loss of revenue from
23	these customer base, okay, but then there were
24	other adjustments they're not they're not
25	getting a rate adjustment just because of the loss

1 of those customers. So there were other 2 adjustments, and you got B and you a got C. And 3 when I read those, it looked like they were then 4 looking at the overall picture and making 5 adjustments. In fact, one of the adjustments 6 I'm -- I'm looking down through there, see if I can 7 figure out which one it was. It was almost like 8 punishing them because of their lack of control of 9 the lost water. They were --10 Oh, yeah, they're penalized 0 11 anything over 15 percent, because 15 is the 12 nationally accepted level of water loss, and 13 anything over 15 percent is not permitted to be 14 recovered through a rate increase. So they did 15 adjust for that. 16 So see what I'm saying? Α Ι 17 thought those adjustments, they -- it says they 18 accepted that. But then these other adjustments 19 appeared to me -- and, obviously, I'm wrong if you 20 say I am -- was to look at the big picture of, 21 okay, the total rate adjustment, not just centered 22 on the loss of customers in this transaction. 23 That's -- that's how I read it. 24 So what I -- and I'm only 25 bringing this up because I'm looking at the

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1	Historical and the Normalized Financial Statements,
2	and I know so much rests on the 2017 numbers.
3	That's what you're basing the costs on, that's what
4	you're basing the revenue on, and that's how you're
5	coming up with an income number. So if I go to
6	so if I go to I don't know what page again,
7	there is nothing that would be one, two, the
8	third page after your after the historical and
9	financial data, which you're looking at equity
10	value comparisons. And, again, going back to this
11	482 number, I think, which is the cost number.
12	Yeah, 482,845 906. Or is that the discounted
13	revenue stream that you've done here
14	A That that's
15	Q the enterprise level equity
16	value?
17	A Yeah, that's the discounted
18	what you do is, is you get your income stream, you
19	know, going forward. Now, if we were let's say
20	we were doing the whole company. Then that would
21	be based on a projection of what the future
22	operations of that company was going to be. In
23	this case I'm saying the projection of the income
24	stream is that 482,906 number going forward. Well,
25	you can't go to you know, perpetually. You got

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1 to stop somewhere. Typically, you go five years. 2 And then that terminal value represents a 3 calculation of what those same revenue streams 4 would continue to go. But when you present value 5 and back to today, there is a point out there where 6 the present value back to, you know, basically 7 nothing, you know, if you get far enough out. 8 So --Ο 9 Α But that is the discounted cash 10 flow method. So if I look at it, the future 11 Q 12 values come up to 2,280,530; right? Present 13 value --14 А Beyond -- beyond the five-year 15 period? 16 -- 2017 -- huh? Q 17 А That -- the 2,280,530? 18 Right, uh-huh. Q 19 А That represents years six through 20 perpetual, okay. And they call it terminal value because they're -- you can't just keep present 21 22 value year six, seven, eight, nine, ten, all the 23 way through, so there's a point where you stop. 24 But they actually have a present value table that 25 tells you what years through whatever would be

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bringing it back to today, and that's what that 1 2 2,280,530 is. 3 So the 480 -- just so I 0 4 The 482,906 projected equity net cash understand. 5 flows, the first column is the 656,122 discounted 6 back? 7 I'm sorry, repeat that? А 8 The 482,906, which is the Ο 9 projected equity net cash flows for years 2018 10 through 2022. 11 А That is the 656 minus the 12 expenses that are associated with it. 13 Right. Q Okav. And then you discount --14 А 15 in year one discounted back to today, it would be 16 worth \$431,127, okay? In year two it would be 17 worth 384 and -- and so forth. And then finally 18 you get to a point where year six through perpetual 19 you do it all as one number. And there's a present 20 value schedule for that. Now, this is all 21 computerized. 22 Well, I understand that. I'm 0 23 just trying to understand from my own purposes. Ι 24 understand the 482,906 times five is 4,020,000; 25 right?

1 Uh-huh (affirmative). Α 2 I mean, that's how you're getting 0 3 I just don't understand why that number there. 4 stays constant through all five years. 5 Α Now, the 4 million, that --6 that's not -- that shouldn't be the 482 times five. 7 -- total? Q 8 That's -- that's how you Α 9 calculate the terminal value, okay. And it 10 represents the 482 going forward perpetually, okay. 11 They call it the terminal value. 12 So these aren't any -- they Ο 13 aren't related, in other words, is what you're --14 Α No. There's --15 -- saving. Okav. Ο 16 -- there's no mathematical Α 17 calculation there. I did mention that the 18 capitalization of earnings method is my sanity 19 check. 20 Uh-huh. 0 21 It would take -- if you took the Α 22 482,906 and divided that by the cap rate, which was 23 12 percent, it comes up to 4 million, I think, 24 16,000. And it's the same -- the reason they're --25 that's similar is it's the same concept. When you

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1 cap something, you're -- you're saying you're going 2 to make that 482,906 going forward. And you're 3 capping it back to today by dividing by the cap 4 rate. 5 0 All right. 6 А So the two methods are very 7 similar in concept, but mathematically, you know, 8 different. 9 Well, understanding that none of 0 10 these numbers are going to tie together because you 11 don't have enough computer program, is what you're 12 saying. 13 Α I --14 I can't qo down --0 15 А I'm confident that if you entered 16 those numbers into a --17 Yeah, your spreadsheet --Q 18 -- discounted cash flow --А 19 -- software, it'll pop out --Q 20 -- program, it would come back to А 21 that number. And that's why I did the 22 capitalization of earnings method as a sanity 23 check. I knew that once I calculated that and it 24 was similar, I knew, okay, I'm okay. 25 So then when I get back to the Q

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1 Appendix - Projections & Assumptions, so this page 2 is just redundancy; right? You're just -- it's the 3 same numbers over and over again. You're not 4 really -- there is nothing really being done here 5 that's --6 А Like the very next page, for 7 example? 8 Uh-huh. Projection --0 9 That is the calculation of the А cap rate that I keep quoting, this 12 percent, and 10 11 that's how I calculated it. That's where you see 12 that specific company premium of 2 percent. It's 13 kind of halfway --14 You're talking about the page Ο 15 before that, aren't you? 16 Well, we -- we were on the Α 17 page --18 I was -- I was going to the page 0 19 Appendix - Projections & Assumptions, which is 20 after your qualifications, which is after --21 А Yeah, yes. 22 -- your engagement and which is Q 23 after -- I saw the cap --24 You are correct --Α 25 I saw your cap --Q

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1	
1	A that's the same information.
2	Q Yeah, it's the same information,
3	because if you go to the next page, revenues,
4	expense and assumptions, your average annual growth
5	rate of zero net sales revenue is estimated to grow
6	at zero, starting from a base of 656,122 and
7	growing up to 656,122 in the projected year, and
8	656,122 in projected year five. So there's really
9	nothing being done there; right?
10	A No. If if you were doing the
11	whole company and I told you we were doing
12	projections going out. Theirs were it would be
13	very specific information that of what we
14	thought sales were going to increase by or what we
15	thought this was going to be. And so in this case
16	I'm saying that the revenue is going to stay the
17	same.
18	Q So you did three on behalf of
19	both entities, it was three goals or objectives;
20	right?
21	A That's correct.
22	Q And the last two was one was
23	the stability of Southern and one was post
24	transaction and the other was stability of
25	Prestonsburg

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1	A That's correct.
2	Q post transaction?
3	In viewing the financials and I
4	understand you relied heavily on audit reports, and
5	the auditor didn't indicate there was any red flag
6	that said that there he expected any significant
7	issues. Do you think that this transaction affected
8	the stability of either Prestonsburg, Southern, or
9	both?
10	A Well, I think it definitely
11	impacted them.
12	Q Negatively, I meant.
13	A And the issue with Southern,
14	if if we were standing here and there was no
15	rate increase, there's no question in my mind that
16	Southern was going to have problems, okay. What
17	what I was charged with is after the transaction,
18	okay, and and I may have took this for granted,
19	but viewing that that there was a rate increase
20	requested, that absent that rate increase, I would
21	tell you they probably would have had problems, but
22	I think they had problems before. And and in
23	terms of what I was asked to opine, by the time you
24	take if they got 4 million dollars on the
25	transaction, which is what my report is saying, you

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1 know, what -- what the transfer was worth, and 2 looking at the rate increase and applying that to 3 the audit -- and you got to remember, the audit was 4 showing a small loss. It had a million dollars of 5 depreciation, which depreciation isn't something 6 you throw out the window, as you know. I'm not 7 saying that. But in terms of immediate cash flow, 8 you know, the real impact for that wasn't going to 9 happen until '18. That would be the first year, 10 full year of loss of revenues from this 11 transaction. 12 So what I was looking at on Southern is, I 13 had the audit. I looked at the income statement; I 14 looked at the balance sheet. It's \$18 million of 15 assets. And then I looked at the fact that they 16 were getting a rate increase to replace the lost 17 revenue, and -- and then the 4 million, however they 18 used it. I didn't care if they used it for debt

24QYou didn't really include that25statement in your report though; right, based on

service or put it in the bank account.

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

19

20

21

22

23

factors.

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90

The

1 these -- these events occurring? I mean, at least 2 I didn't see it.

3 I think what I said -- it's on А 4 the last page -- "The Kentucky Service Commission 5 issued a report on the determination of the rate 6 increase filed by the District. In addition to 7 reviewing information provided by the filing, the 8 Commission assigned staff members to do a thorough 9 examination of the District's finances." And I was 10 following your-all's report. The staffers, I 11 thought -- I don't know who wrote it, but it looked 12 like to me it was very logical in what they did and 13 how they determined -- like you started off -- of 14 what the increase needed to be, as opposed to what 15 they either initially requested or whatever.

16 "Their conclusion was to approve a rate 17 increase for both the basic and second tier rates 18 than what the District had requested." And I hope 19 this didn't offend anybody. I didn't know this was 20 actually coming here, which is very unusual by the 21 Commission. I had no idea this thing was coming 22 here. I thought I was doing a report for the Ag 23 people. So --

24 CHAIRMAN SCHMITT: There are a lot of 25 people that say we do a lot of unusual

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1 things. 2 My experience on the other side Α 3 of the fence was, is -- is you fought for the --4 for -- any increase you got, you fought for it. 5 That's my side of it. 6 "The combination of these rate increases and the reduction of debt/working capital provided by 7 8 the \$2,140,000 contract dated June 28, 2018 and the 9 additional agreement of 2,000,000, should make the 10 viability of the District positive for many years 11 based on my understanding." I did say, "I place a 12 great deal of reliance on the Commission's detailed 13 work" -- because that was the basic source I had of 14 information -- "and confidence that the rate 15 increase was sufficient to assure their success." 16 When did you say you found out \bigcirc 17 that \$2,000,000 of the transaction was to go to the 18 fiscal court rather than Southern? 19 I don't -- I don't know. The way Α 20 it was proposed is what I remember, is he didn't 21 say he was going to do that. He was saying they --22 like they owe us money and that might be one of the 23 possible things. That's the way I remember it. Ι 24 don't remember him saying, yeah, we're going to 25 take 2,000,000 of that and do this or, you know,

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1 whatever. 2 So you really didn't -- you 0 3 didn't know? 4 Α No. I just --5 Because I think that's one of the Ο 6 large negative impacts, is the fact that 2 million 7 that might have gone to pay off debt or help the 8 District financially was really going to the fiscal 9 court and not going --10 Α Wouldn't -- wouldn't help them. 11 Ο -- wouldn't help them at all in 12 terms of financial stability going into the future? 13 I guess, in my mind, I was also Α 14 tying it back into my 4 million number. In other 15 words, I'm saying it's really worth 4 million. 16 They had done 2,140,000. And then somewhere down 17 the line they're going to get another close to 18 2 million. 19 And that number was earmarked by Ο 20 the Floyd County Fiscal Court possibly to go to 21 them rather than -- and I'm not saying that you 22 knew that. I -- it appears that you did not. 23 I did not. А 24 I think that's all I had. MR. CICERO: 25 CHAIRMAN SCHMITT: Mr. Bowker, any

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1	questions?
2	MR. BOWKER: Just two follow-up questions,
3	please.
4	How are you, sir?
5	THE WITNESS: Good. Good.
6	MR. BOWKER: Just got two quick questions
7	for you.
8	EXAMINATION
9	BY MR. BOWKER:
10	Q Did you examine at any time any
11	of the annual reports filed with the Public Service
12	Commission for the sewer assets that would have
13	included Southern District's revenue stream on the
14	sewer?
15	A No, sir.
16	Q And then my other question is,
17	did the audit reports you reviewed have water and
18	sewer operations separated?
19	A No, sir.
20	MR. BOWKER: That's all I've got for you,
21	sir. Thank you.
22	CHAIRMAN SCHMITT: Mr. McNeil, questions?
23	MR. McNEIL: I have no questions left.
24	CHAIRMAN SCHMITT: Questions?
25	MR. STROBO: I have a few question,

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1 Chairman. 2 EXAMINATION 3 By Mr. Strobo: 4 Mr. Fyffe, My name is Randy \bigcirc 5 Strobo. I represent Southern Water Sewer District. 6 So getting back to the engagement, there's 7 no signed engagement letter, no signed agreement 8 with Southern Water --9 Α That's correct. 10 Q -- is that correct, with your firm? 11 12 That's correct. А 13 When did you first start -- when 0 14 was the first conversation you had with Mr. Hall or 15 anybody else at Southern? 16 I'm going to say -- I got a call Α 17 from Mr. Campbell first, went down and met with him 18 to see if I could do the engagement, had to make 19 sure that I had an understanding and -- and ability 20 to do what he was asking. And Mr. Hall wasn't 21 available that day, but him and Mr. Hale called me, 22 I want to say, within days of that visit. 23 I'll get back to that call in a Ο 24 second. I know when I have an engagement letter 25 with my client, I kind of list out the obligations

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1 that my client needs to fulfill in order for us --2 our agreement to -- my representation to work. And 3 often -- in every agreement I have I kind of 4 outline this is what is expected of you, client. 5 You need to return my calls, you need to provide 6 information when asked, that sort of thing. Do 7 your engagement letters say that? 8 I think it might say that you're Α 9 going to provide me the information that I need. 10 Do you think --Q 11 Α It's not detailed like you're --12 you're talking about. 13 Do you think it's important, in 0 14 hindsight, that Southern probably should have 15 signed an engagement letter with you? 16 Not really. The -- my engagement Α 17 letter was, to be honest with you, more how am I 18 going to get paid. And, you know, since Southern 19 wasn't going to be the one paying me, was my 20 understanding from day one, I don't know what the 21 purpose of the engagement letter would be. 22 So even though somebody else is Ο 23 paying you and -- but you're doing the work for 24 another entity, the one that's not paying, you 25 never require an engagement letter from the entity

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that's not paying you? 1 2 Let me put it this way: This is Α 3 a fairly unusual situation. 4 I agree. 5 Α But I mentioned that West 6 Virginia has a fairly unique divorce type system. 7 It's not like that in Kentucky. And I wouldn't get 8 an engagement letter from both of those people. At 9 that point I'm actually working for the court. 10 Q But in this case -- who do you think you're working for in this case? 11 12 I was told right from the very Α 13 beginning I would be working for both parties. 14 And who told you that? Ο 15 А Mr. Campbell. 16 Did Mr. Hall ever tell you that? Q 17 I don't guess -- I don't guess he А 18 specifically did. He -- he certainly indicated 19 that from e-mails/phone call. 20 And about -- I know you don't \cap have it in front of you, but about when was that 21 22 engagement letter signed? 23 I'm still back at August of 2018. А 24 And when did you drive down to 0 25 visit with Mr. Campbell?

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1 He -- when he called me, we made Α 2 a -- tried to make an appointment. And I'd say 3 that was within -- fairly guickly, one or two days 4 of the phone call, I want to say. 5 0 About --6 Α August -- August of 2018. 7 So one or two days after you 0 signed the engagement letter? 8 9 Α Yeah. Well, he called me. I go 10 down there, okay, and --Let me -- when did he call vou? 11 Q 12 Α Somewhere -- I think somewhere 13 around August of 2018. 14 Okay. After you signed the Q 15 engagement letter? 16 А No. 17 Q Okay. 18 Okay. He called me first. Α 19 Okay. Q 20 And said he needed a valuation Α 21 done, and that he had gotten my name from 22 Mr. Cranfield, and that would I be able to do this 23 engagement. I told him I would have to come down 24 and look it all over, make sure I understand what 25 I'm supposed to be doing before I'd be able to do

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1	that. The engagement letter was after I had seen
2	the site visit, after I had talked to him. And
3	then I went back and drafted the engagement letter.
4	Q Was Mr. Hall ever involved with
5	the arrangements for you to come down for that
6	first visit?
7	A My understanding was, is he was
8	supposed to be and that he wasn't available. But
9	it wasn't like I was, you know at that point I
10	didn't know much about the engagement at all, tell
11	you the truth.
12	Q So you were unaware that Mr
13	were you aware that Mr. Hall was supposed to be
14	involved with this engagement when you went down?
15	A I'm pretty sure he was invited or
16	noted that I was coming, but he wasn't available.
17	Q And was that the only time that
18	you came down?
19	A That's the only time I came down.
20	Q When did you receive that phone
21	call from Mr. Hall and the judge executive?
22	A I want to think within days of me
23	going to Prestonsburg. He wasn't available, was my
24	understanding. He knew I was meeting with him.
25	And thought it was a little odd that the judge

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1 executive was calling me, but, you know, when he 2 called I accepted the call. And Mr. Hall, I'm 3 pretty sure, was in -- he was either in the room or 4 the judge executive had already gotten him on the 5 phone prior to connecting in to me, because right 6 away when I took the call, he introduced himself, 7 and then he said, I have, you know, Mr. Hall -either said here, too, or on here, too. 8 9 To the best of your knowledge, 0 10 was the reason for that call the lack of 11 communication with Mr. Hall from your firm? 12 I'm -- I'm trying to be Α No. 13 careful here. I'm going to tell you that the phone 14 call -- Mr. Hale wanted to explain how this whole 15 thing got started, what his intent was when he 16 tried to put this thing together. And I think he 17 was also trying to impress upon me that -- of what 18 he thought maybe the dollars, you know, should be, 19 more in a -- that it should be a lot of money. And 20 that he wanted to make sure that I understood that 21 I was working for Southern as well as Prestonsburg, 22 and I said I did. And -- and Mr. Hall said very, 23 very little, tell you the truth. 24 Is it your understanding that \bigcirc 25 Mr. Hall was your client, but not the judge

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1	executive?
2	A The judge executive was not my
3	client, and Mr. Hall technically wasn't. It was
4	the Southern District and the Prestonsburg
5	Utilities.
6	Q Okay. But you directed your
7	report and the cover letter to Mr. Hall?
8	A I directed it to him as President
9	of the Southern Water and Sewer.
10	Q I'm just a little confused
11	A Okay.
12	Q because you directed it
13	CHAIRMAN SCHMITT: We're all confused.
14	BY MR. STROBO:
15	Q This letter is directed this
16	report is directed to Southern and using Southern's
17	information to to formulate your report and to
18	prepare your report, but they're not the client.
19	A Southern Water is.
20	Q Southern Water I thought you
21	just said Southern Water was not the client.
22	A Oh, no. You said Dean Hall.
23	Q I apologize.
24	A Yeah. And I said, well, he
25	wasn't technically

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1 Q Okay. -- my client. Southern District 2 Α 3 was. 4 That's my apologies then. Q 5 So Southern -- you do say Southern Water is 6 a client of yours? 7 Yes, that's correct. Α I was 8 performing services equally for Prestonsburg 9 Utilities and Southern Water District, but I did put the report to Dean Hall, President of the 10 11 Southern Water and Sewer. 12 Was there any discussions with 13 Mr. Hall -- with you and Mr. Hall about whether or 14 not Southern would pay for some of your services? 15 А No. 16 So you assumed that they wouldn't 0 17 pay it because Prestonsburg said they would? 18 Well, I believe Mr. Campbell Α 19 represented to me that he was ordered to pay for 20 That's my understanding. it. 21 Who ordered Mr. Campbell to pay Q 22 for it? 23 I'm not sure about that. А 24 How many times did you talk to 0 25 Mr. Hall on the phone, total?

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1 Just -- just that one time and Α 2 everything else was by e-mail. And he did respond 3 to -- to some of the e-mails and -- and I should 4 have those and I think you're going to see those. 5 Ο Did you ever do a site visit or ever visit Southern's offices? 6 7 Α No. 8 Do you typically visit the Ο 9 offices of the entity that you're appraising? 10 I -- I do it -- you do the site А 11 visit of the property that you're doing the 12 valuation on, which was by car. 13 Do you ever, when you're doing an 0 appraisal, review the business records of an 14 15 entity? 16 Well, that's what I was asking Α 17 for. 18 Do you typically gather those Q 19 yourself or do you rely on your client to give you 20 those, or both? 21 The client gives it to us. А 22 Okay. So you don't actually go Ο 23 into the office and look through the records 24 yourself or have an assistant do it for you ever? 25 No. Α

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1 Can I just addendum that just a little bit? 2 0 Sure. 3 The legal system is still maybe Α 4 the only, lonely system left that's not paperless. 5 And you have -- I have to have documents physically 6 in my possession for almost everything I do. So 7 I -- I capture the question, but -- but normally 8 the clients provide me the records, and that way I 9 have them as part of my file. 10 But typically -- just going back, Q 11 you don't -- did you visit Prestonsburg's office? 12 When I went to meet with Mr. -- I Α 13 met in their offices. 14 But just to meet there and then Ο 15 vou went out? 16 Then we went out. Α 17 But I assume that you talked 0 18 about this project while you were at Mr. Campbell's 19 office; right? 20 That's correct. Α 21 And Mr. Hall was not part of 0 22 those conversations; correct? 23 That is correct. А 24 And the only time you've ever --0 25 well, have you ever met Mr. Hall in person?

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1	A No, I have not.
2	Q And only one phone call; correct?
3	A That's correct.
4	Q Now, going to the e-mails and
5	
6	if you can approximate those for me. I know you don't have them in front of you. About how many
7	
	times did you-all exchange e-mails?
8	A With just Mr. Hall; right?
9	Q Just Mr. Hall. Well, yeah, just
10	Mr. Hall.
11	A You got to remember most most
12	of the e-mails would have been to at one time
13	including Mr. Hale, to all three, and then I
14	dropped Mr. Hale off. And and then there's
15	e-mails just to Mr. Hall reminding him that I'm
16	waiting on, you know, this and like, he would
17	send me that depreciation schedule and I probably
18	responded with, well, "that's not really what I'm
19	asking, this is what I need" type thing. So I
20	would say the total e-mails that would have
21	Mr. Hall's name on it, probably 15, somewhere in
22	that ballpark.
23	Q And that's total with Mr. Hall's
24	name on it, even though there's other people
25	A Right.

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1 -- copied on the e-mail? 0 2 And did -- and, typically, Mr. Hall would 3 respond when you asked him for a response? 4 He -- he's -- I'll be honest with Α 5 you, he was very unresponsive. He -- it's not like you think you're going to get a response back real 6 7 And I'm not even -soon. 8 Mr. Hall -- \cap 9 Α -- trying to be critical. I'm 10 just saying he -- he was a -- very slow. But eventually, you know, I would -- like those audits, 11 you know, eventually I'd get them, but it might 12 13 have been a week, maybe sometimes two weeks after I 14 asked for them. 15 Did Mr. Hall ever express any Ο 16 type of confusion over what you were requesting of 17 him? 18 Α Not to me. 19 Was there -- did Mr. Hall ever Ο 20 express any confusion about who was to give you 21 that information? 22 He -- he didn't name any А 23 individual. 24 Well, as far as if you -- you \bigcirc 25 sent an e-mail out for -- a request for some kind TODD & ASSOCIATES REPORTING, INC.

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1	of information from Mr. Hall or somebody else. Did
2	he ever express to you that he wasn't sure he had
3	it or he thought somebody else should provide it to
4	you?
5	A No, no. He he never I
6	assume he would go to whoever is his financial
7	person and they would provide the information. And
8	if it wasn't available, I'd assume that he would
9	have e-mailed me back and said that information is
10	not available. That didn't happen.
11	Q You submitted your report, I
12	think, was it October 31st, 2018?
13	A That's correct.
14	Q And by submitting that, I'm
15	saying that you gave it you sent it to Mr. Hall
16	and Mr. Campbell?
17	A Very close to that date.
18	Q Did you ever did you give any
19	warning to Mr. Hall that you would be submitting
20	that report on that date?
21	A No.
22	Q Was there outstanding requests
23	still from Mr. Hall that he was supposed to get to
24	you before you at the time you submitted this
25	report?

1 Well, for example, one of the Α 2 requests would have been the -- the loss of revenue 3 and related expenses to those lost customers, and I 4 never got a response from him, but when I got the 5 PSC report -- I read it while ago where it said 6 that the request that they had submitted said that 7 the lost revenue was that \$656,000 number, so -and then my understanding was, is that the PSC 8 9 staffers had accepted it. So to me, if he -- if it 10 was part of the rate increase request from 11 Southern -- and then my understanding was, which 12 sounds like it may not have been totally accurate, 13 was that the staffers had accepted it, then that's 14 the number I used. So the fact that he hadn't got 15 back to me at that point was kind of mute on that. 16 So did you ever tell Mr. Hall 17 that you were going to use that number from the PSC 18 report? 19 Obviously, I didn't do it by Α 20 phone or by voice, but I'd have to look at my 21 e-mails to see if I -- I'm not sure I would have 22 specifically shot that out to him. 23 Would it surprise you if Ο 24 Mr. Hall -- and I'm -- well, I don't know if I 25 should ask that question. Hang on.

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1 The timing of the submittal of your report, 2 do you typically submit your report without giving 3 any warning to a client? 4 I quess the -- the norm would be Α 5 that the client knew I was preparing a report, that 6 they would have some expectation that it would be 7 coming to them. 8 Did you tell them that -- did you 9 tell Mr. Hall that you were going to submit the 10 report on the date that you did, prior to 11 submitting the report? 12 Α No. 13 Do you typically allow your Ο 14 clients to take a look at the report before you finalize it? 15 16 What -- what I have to be careful Α 17 about is if it appears that I'm giving them the 18 report so that they can influence me in -- in what 19 it says, that can't happen. Now, sometimes I have 20 a lot more verbiage, history of the company, you 21 know, that type of thing. This was a little bit 22 different type of report. I will ask them to look 23 at the verbiage, and I'll be clear to them that I'm 24 not interested in your comments on my numbers. But 25 in this case I didn't have the verbiage, so, you

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1	know, I don't know why I would be asking them to
2	look at the preliminary report.
3	Q After you submitted the report
4	and did you receive any feedback from
5	Mr. Campbell?
6	A I think Mr. Campbell just simply
7	said, you know, not in this these words, but
8	like, I'm okay with that or, you know, whatever.
9	Q Did you receive any feedback from
10	Mr. Hall?
11	A I did not.
12	Q If you were to receive some
13	feedback, would you go back and look at the report
14	to make sure, you know, whatever feedback they had
15	was accurate or make sure you did what you were
16	supposed to do?
17	A In this particular case the only
18	thing that he could have said to me, if he said the
19	656 was wrong, I would have just pointed out to him
20	that it came from the rate increase application.
21	But I I don't know how the numbers could have
22	changed no matter what he said to me.
23	Q So I run into this problem a lot
24	in my practice, and I know we're kind of apples to
25	oranges. But do you do clients typically

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1 respond to your e-mails immediately? 2 I don't know that e-mail is Α 3 designed to be immediately, but day or two or three 4 you would expect something. But I think you're 5 going to see that they were far and in between. 6 Q Do you ever have to nag your 7 clients to get them to send you things? 8 I think you're going to see that. Α Okay. Other clients besides 9 0 10 Mr. Hall and Mr. Campbell? 11 Α Yes. Yes, sir. 12 So it happens? 0 13 Α It happens. 14 I'm going to ask you a few 0 15 questions about the sewer infrastructure and the 16 sewer assets. 17 Well, first of all, did you review the Asset 18 Purchase Agreement that was signed back in 2017? 19 Yes, I did. Α 20 Did you review all the exhibits Ο 21 attached to it? There are a lot. 22 I -- I probably -- I may have Α 23 perused them. I don't remember that I studied them, but it was -- they were part of the 24 25 agreement.

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1 But you made no independent Q 2 analysis on your own about the value of the sewer 3 assets; correct? 4 I think that would be correct. Α 5 0 And you relied on your clients for that number? 6 7 That's correct. Α 8 I'm going to read you something. Ο 9 Now, this is a from a resolution adopted by the 10 City of Prestonsburg, and it's attached to that 11 Purchase Asset Agreement -- or Asset Purchase 12 Agreement at Exhibit 5 -- oh, I'm sorry, Exhibit 6. 13 I'm going to read it to you. So this is the -- the 14 City of Prestonsburg adopting a resolution to agree 15 to move forward with the deed -- agreement. "So 16 whereas 'the City's existing wastewater treatment 17 plant'" -- the city wastewater treatment plant in 18 quotes -- "is currently operating a maximum 19 capacity. Whereas, Southern District's Harold, 20 Betsy Layne wastewater treatment plant, the Harold 21 wastewater treatment plant is modern, operates 22 approximately 50 percent of its rated capacity of 23 100,000 gallons per day, is expandable to 400,000 24 gallons per day, and is strategically located along 25 the 'U.S. Highway 23 corridor'" -- the U.S. 23

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corridor in quotes.

1

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.

9 "Whereas, acquisition of the Harold
10 wastewater treatment plant will enable the City to
11 forgo substantial capital improvements at the City
12 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."

18 I know that's a lot of stuff that you don't 19 typically deal with. But based on that -- I'll 20 summarize it from my opinion what it means. Ιt 21 means that they're getting a new -- Prestonsburg is 22 acquiring a new asset from -- from Southern. That 23 asset is in good condition. It has extra capacity. 24 Because of that, Prestonsburg does not have to 25 expand -- invest in capital improvements in their

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1 current wastewater treatment plant, because they're 2 almost at capacity there. And by acquiring this 3 wastewater treatment plant, they can divert flows to 4 that new wastewater treatment plant and, also, potentially add new clients that can be serviced by 5 6 that wastewater treatment plant. 7 Now, I know that's a lot. How would you 8 evaluate that from an appraisal's perspective and 9 how would that impact the appraisal of the sewer 10 assets? 11 Α Zero. 12 Zero? Q 13 Let me --А 14 Tell me why. Q -- let me tell you why. 15 А 16 You're -- you're describing what the benefits to 17 the buyer is, okay. And the definition of fair 18 market value is between a buyer and seller and 19 neither compelled, all relevant facts, and so 20 And it still comes back to, you know, what forth. 21 was the benefit stream to the seller, is -- is how 22 you value. So everything that you read off there, 23 how is that going to impact Southern Water? 24 What -- how is that going to change their income 25 stream for -- for the sewer? And that's all the

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1 benefits to a buyer, but the buyer typically ain't 2 willing to pay you for me being able to use what 3 I'm buying at an advantage. I'm not willing to pay 4 you for that, okay. It -- it's almost like -- we 5 actually run into that question. That's not an 6 unusual question in our profession, okay. 7 So picture I'm going to be able to buy your 8 company because strategically I'm going to be able 9 to use you and I'm going to make more money, 10 et cetera, et cetera, et cetera, but I'm not willing 11 to pay you more than what your company is currently 12 doing. Not what I'm going to be able to do with it 13 once I buy it. I'm not going to compensate -- I'm 14 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 15 16 And that's a fairly common, you know, question. at. 17 So I didn't mean to --18 That's fine. I was kind of Ο No. 19 expecting that answer. 20 You never had that conversation with Mr. Hall, did you? 21 22 No, I don't believe so. Α 23 You never had that conversation Ο 24 with Mr. Campbell, did you? 25 If -- if there was anything Α No.

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1 close to that, the phone call I got from Mr. Hale 2 and Mr. Hall that day -- I don't know how to 3 characterize that conversation any more than it 4 wasn't just an introduction; it wasn't just a 5 friendly, hey, here's who I am type thing. He was 6 promoting the value for Southern District. That's 7 how I'm going to say that. 8 And I don't want to put words in 9 your mouth, but it sounds like you had an ill 10 feeling about that conversation? I don't -- I don't -- I don't 11 А 12 know that I felt ill. I -- I thought it was 13 interesting that he was promoting -- it was almost 14 like he had a personal interest in the transaction. 15 And I wasn't aware of that personal interest until 16 I get that phone call. Now, I expected Mr. Hall to 17 call me. I didn't expect Mr. Hale to call me. 18 Did you make it clear in that 0 19 conversation that your client was Mr. Hall and not 20 Judge Executive Hale? 21 Well, again, the client would be А 22 Southern District. 23 I'm sorry. I know. Q 24 And I know you --Α 25 I apologize. Q

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I said this before, but he was also wanting to ma sure that I understood that Southern was my clien also. So Mr. Hall was sitting there or either sitting there or on the phone. And I said, I	w, 0,
4 also. So Mr. Hall was sitting there or either	w, 0,
	₩, ○,
5 sitting there or on the phone. And I said, I	ο,
	ο,
6 understand that fully. That was presented to me	ο,
7 when I met with Mr. Campbell from day one. So no	
8 did I say, now, Mr. Hale you're not my client? N	
9 I did not.	
10 Q And you testified previously th	at
11 you that you performed two different utility	
12 appraisals; correct? And one was South Shore and	
13 what was the other?	
14AIt was the city of South Shore	
15 I'm sorry, that's not correct. That was a	
16 situation where that was a private company that t	he
17 city of South Shore was going to buy, but the nam	e
18 of the company was just simply South Shore Water	
19 Works. And the other one was Bonzo Water Company	•
20 Q So you've had experience with t	WO
21 different water company type appraisals?	
22AThose were full company	
23 valuations as opposed to just lost revenue.	
24 Q Do you have any experience	
25 appraising sewer a sewer district itself?	

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1 Α No, sir. 2 Or sewer assets? 0 3 А No, sir. 4 It sounded like you may have 0 5 consulted with Mr. Cranfield at some point in 6 your --7 T did. Α 8 -- in your work for Southern and Ο 9 Prestonsburg? 10 Α He had actually done one of 11 these --12 Uh-huh (affirmative). Ο 13 Α -- before. And I asked him to --14 well, first of all, I called him to thank him for 15 the referral. And he had actually done one, which 16 is how I think there was the connection to begin 17 with, with Mr. Campbell and him. And I asked him 18 to send a copy of his report, and he did the 19 discounted cash flow method also. 20 Did Mr. Cranfield review your 21 report before you submitted it? 22 Α No, sir. 23 And besides that help that you Ο 24 just described, did he assist you in any other way? 25 No, sir. Α

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1	Q Did anybody else in your office			
2	assist you with this report?			
3	A No, sir.			
4	Q I'm sure we'll see this in the			
5	e-mails that you provide. And to the best of your			
6	ability, can you describe some of the information			
7	that you requested from Mr. Hall that you did not			
8	receive?			
9	A The the basic information that			
10	I was looking for this this is what we would			
11	call a lost revenue case, okay? So what I was			
12	asking for was what the the revenue stream for			
13	that customer base was, okay. And what the related			
14	expenses that there are certain expenses that			
15	are directly related to that revenue stream, okay?			
16	And the things that are going to continue, you			
17	wouldn't allocate if I'm going to I still			
18	have to pay four people. None of that gets			
19	allocated to the lost revenue. My expenses are			
20	going to be I'm still going to incur the same			
21	expenses, okay. I'm only looking for the things			
22	that were direct to that revenue, okay. And that			
23	was basically what I was, you know, asking for.			
24	Now, I don't I got the impression that			
25	the records weren't very conducive to pulling that			

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1 information. Now, obviously, they had the -- the 2 gross. If I -- if I read the report correctly, what 3 it looked like to me it said that, you know, that 4 they had determined the lost revenue to be 656, 5 whatever it was. So evidently they had the ability 6 to arrive at that number. And I was under the 7 impression that the staffers accepted that number. 8 And I think they did that after reviewing, you know, 9 the calculations and stuff. But as far as the 10 expenses directly related to it, might have been 11 where they were struggling a little bit. Ultimately, though, you had 12 13 information you needed to produce the report that 14 you produced; correct? 15 А That's correct. 16 Were you aware that Southern had 0 17 that information as early as July of 2018 in 18 document form and they could have e-mailed it to 19 you very quickly? 20 No, I was not aware of that and I Α 21 don't... 22 That's part of the rate case and Ο 23 that's -- the PSC staff report was based on the 24 application that Southern submitted to the PSC. 25 And you're saying the number that was provided

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1	there that the DCC approved of that is what you			
	there, that the PSC approved of, that's what you			
2	needed to ultimately finish your report; correct?			
3	A That's that's correct.			
4	Q So that's why I go back to my			
5	confusion question as to Mr. Hall not knowing			
6	exactly what he needed from you, because they had			
7	that number for the past six months.			
8	A That would confuse me also.			
9	Who I actually got the Public Service			
10	Commission report from? Mr. Campbell. I was maybe			
11	complaining a little bit that he he was on to me.			
12	Ag people is what somebody was breathing down his			
13	neck for the report. And I was simply saying, I			
14	can't get it. I can't get the information. And			
15	this evidently came available October 24th maybe, or			
16	somewhere close to that or, you know, whatever, and			
17	he's going to e-mail it to me. Now, if it didn't			
18	have the information I needed, I was still back in			
19	the same position, but it actually had the			
20	information, so I'm I would be just as confused			
21	as you of why I couldn't get the information.			
22	Q Could it be possible that			
23	Mr. Hall was relying on Mr. Campbell to provide			
24	that to you in the first place?			
25	A He wouldn't have wanted to.			

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1	Q Excuse me?			
2	A He wouldn't have wanted to.			
3	Q Why is that?			
4	A Mr. Campbell's calculation was			
5	much, much less. He he had cost assigned to it			
6	that brought the net revenue down to 200 and some			
7	thousand dollars, and that that wouldn't have			
8	been into Southern's best interest. And I'll be			
9	honest with you, I wouldn't have accepted he			
10	sent it to me. I had it. I wouldn't accept it			
11	without, you know, Southern saying, yeah, that's			
12	right. But when I got the PSC report, it was 482			
13	whatever and and that's what I used.			
14	Q So you have two different			
15	numbers, but you're relying on the PSC number, not			
16	the Prestonsburg number?			
17	A The staffers when I looked at			
18	the report, it looked like to me I think it even			
19	says in there that they spent a week down in			
20	Southern's offices, I picture pouring through the			
21	records, to come up with the report that they came			
22	up with. And so I thought that that if			
23	you're if you're trying to think of what the			
24	most reliable information would be, would it be			
25	from Mr. Campbell? I don't think so. But I felt			

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like the PSC information was accurate and that's what I used.

1

2

3 So, you know, what I'm trying to 0 get at a little bit, too, is it seems like there's 4 5 an inherent conflict here between you representing 6 both Prestonsburg and Southern at the same time. 7 You're getting numbers from Prestonsburg they don't 8 agree with and, ultimately, you use numbers that 9 benefit Southern, but you're still getting input 10 from two different folks that you're representing 11 at the same time, and there's not really clear 12 boundaries over who is expected to give you what over who your loyalty -- I won't say loyalties are, 13 14 but, you know, in the attorney sense we have a duty 15 of loyalty to one of our clients -- to a client. Ι 16 don't know what that is like for you, but it seems 17 problematic and I'm just curious to know why maybe 18 you didn't recommend Southern or Prestonsburg get 19 separate -- you know, get their own CPA, their own 20 appraiser to do this rather than being a joint -- a 21 joint effort?

22 Well, the reason -- reason he А 23 gave it to me is so I could compare Southern's, if 24 I had gotten it, so I could try to determine, okay, 25 now what do I got to do to figure out which one's

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1 right. But then when the PSC report came out, now 2 you've got a third -- independent third party, 3 okay. Can't get any better than that. Actually, going down to the office, detailed work, and -- and 4 5 here's the numbers. To me that was better than 6 anything else I could have gotten from either one 7 of them two. 8 But going beyond just that \cap 9 number, I mean, the entire relationship, it seems 10 confusing, difficult to figure out, you know, where 11 am I getting information from, who am I listening 12 to, whose offices am I going to go visit? You 13 know, who am I going to talk to on the phone? 14 Who's the point person? It just seems difficult 15 and I'm just asking your opinion --16 Every -- every --Α 17 -- on why -- let me finish --Q 18 -- every West Virginia --Α 19 -- let me finish -- let me 0 20 finish --21 -- divorce case is like that. А 22 -- let me finish, please. Q 23 Please, let me finish. 24 I just want your opinion on why you thought 25 that was okay to represent both entities at the same

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1 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.

8 And you're right, if I hadn't have got the 9 PSC report, I'm sitting there and I don't have 10 information to do anything. I can't rely on his, 11 you know, and I'm not getting anything from 12 Southern. And why I don't -- I don't know the 13 answer to that. It would confuse me just as much as 14 it does you. But once I got the PSC report, I feel 15 like that what I performed is, in fact, what I was 16 contracted to do for both parties. And I think you 17 can see I didn't prejudice against one versus the 18 other, in my opinion. In fact, Prestonsburg ought 19 to be the one that's upset, not Southern, in my 20 opinion. So I do think I had the ability to do that 21 and we do it -- like I say, that's -- I do that 22 every West Virginia divorce case I've got to -- have 23 to do that.

24 Q And I'm by no means questioning 25 your independence and your ability to be objective,

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1	but well, you mentioned just then that you had			
2	contracted with Southern, but you never, in fact,			
3	had contracted with Southern; correct?			
4	A Verbally, I did. Mr the			
5	phone call that I had, Mr. Hall was there and			
6	Mr. Hale was trying to make sure I understood that			
7	I was also representing Southern. And I told him I			
8	was and Mr. Hale heard it. Now, like I say, I			
9	don't remember Mr. Hall saying a whole lot. I			
10	think he introduced hisself, wanted me to know, you			
11	know, who he was. And then, you know, he may have			
12	a blind e-mail account for all I know, but somebody			
13	was answering the e-mails. So I think I had a			
14	contract with Southern District.			
15	Q And this is probably my last			
16	question, so thank you for being patient with me.			
17	You mentioned there's a type of urgency			
18	associated with getting this report out. Where was			
19	that urgency coming from?			
20	A My understanding was, is this			
21	transaction took place now I know June 28th. I			
22	think earlier I said June 30th of 2017. And I was			
23	under the impression I didn't even know the PSC			
24	was involved in it. My impression is the Ag people			
25	were wanting the report. And I don't know who			

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1 determined that Prestonsburg had to pay. But when 2 I met with Mr. Campbell, he said that -- that 3 whoever was dictating it, Prestonsburg had to pay 4 for the valuation and so forth. So the engagement 5 letter was just purely a compensation arrangement. 6 And before I came down here, I conferred with him 7 to make sure that, you know, I didn't have to have 8 a new one just for this, that in theory it could 9 cover that if he was okay. If not, I'll -- I'll do 10 another one. And he said it was okay. So when 11 they asked me who's paying for today, that's 12 Prestonsburg Utility. And so... 13 Going back to my question about Ο 14 urgency, who conveyed that urgency to you? 15 Α Mr. Campbell. 16 So Mr. Hall never conveyed any 0 17 urgency to you? 18 No, sir. Α 19 So is it reasonable to think that 0 20 Mr. Hall wasn't getting you the information you 21 needed so quickly because he didn't have that same 22 sense of urgency that Mr. Campbell, and I guess to 23 you as well, that you had? 24 I think you're going to find out Α 25 that you're talking about a period of 30 days. Ι

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1	don't know. And, especially, if you say he had
2	this information, which obviously he did, or at
3	least he had the gross. I don't know about the
4	seemed like the expense side of it came, you know,
5	strictly from the PSC. I don't know. That
6	seemed I I don't want to misspeak here, but I
7	want to believe that he knew that I was doing this
8	and that there was some urgency. Now, obviously, I
9	don't know, but that was the impression I got.
10	MR. STROBO: Thank you, sir. No further
11	questions.
12	CHAIRMAN SCHMITT: I just have have a
13	couple, just for the record.
14	<u>RE-EXAMINATION</u>
15	BY CHAIRMAN SCHMITT:
16	Q Mr. Fyffe, you did you ever
17	have any conversation or communication, either
18	e-mail, telephone, personal meetings with any of
19	the members of the Commission, the Commissioners of
20	the of the Southern Water and Sewer District?
21	Let me read you their names, just so Paula
22	Johnson was the Chairperson, Barry Hall, Larry Joe
23	Osborne, Hayes Hamilton, Joe Jacobs, and then later
24	Eula Hall, Dean Hall's mother. Do you have you
25	had any communication, verbal, e-mail, or any way

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1	with any of those people?			
2	A No, sir. The only thing I got			
3	from you-all were the subpoena.			
4	CHAIRMAN SCHMITT: Okay. Thank you.			
5	Commissioner Cicero?			
6	MR. CICERO: I just have one comment; I			
7	have two questions.			
8	<u>RE-EXAMINATION</u>			
9	BY MR. CICERO:			
10	Q So with regard to representing			
11	two parties and whether there's confusion or not,			
12	you understand where the Commission is because we			
13	also understand that one attorney represented two			
14	parties in this transaction, which really makes it			
15	convoluted on who is representing who and and			
16	what's whose best interest. And I just make that			
17	comment in regards to the comment that was made			
18	about whether you can represent two parties at the			
19	same time. So this this case has a lot going			
20	forward in terms of being unusual.			
21	So my two questions. Did anyone or Mr. Hall			
22	object to you performing the appraisal?			
23	A No, sir.			
24	Q So you never received any			
25	communication, e-mail, verbal or otherwise? When			
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1 they found out or discovered you were going to do 2 an appraisal of the assets, did anyone object to 3 it? 4 No, sir. А 5 Ο Did anyone call or object to you 6 performing the appraisal and what the appraised 7 value turned out to be? 8 Α No. sir. 9 So when the report was issued and 0 10 received by both parties, whether acknowledged or 11 not, there was never any communication -- I guess 12 you said Mr. Campbell made something to the comment 13 it was about what he expected or something? Looked -- looked okay to me. 14 Α 15 Okay. But nothing from Southern Ο 16 that said, we believe this report is wrong, you're 17 using the wrong information, we have other 18 information that says it should be different from 19 this? Nothing? 20 Α Nothing. 21 Nothing from Mr. Hall? 0 22 А Nothing. 23 That's all I have. MR. CICERO: 24 CHAIRMAN SCHMITT: Mr. Bowker? Mr. McNeil? 25 I have nothing, sir. MR. MCNEIL:

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1	CHAIRMAN SCHMITT: Anything further?			
2	Let me is there any reason why			
3	Mr. Fyffe can't be excused?			
4	MR. BOWKER: No, sir.			
5	CHAIRMAN SCHMITT: Mr. Fyffe, thank you for			
6	coming. You may step down. You may be			
7	excused.			
8	If you if you wouldn't mind waiting			
9	just for the after you're through, we'll			
10	have about five minutes, I'd like to ask you			
11	a question off the record			
12	THE WITNESS: Okay.			
13	CHAIRMAN SCHMITT: that has nothing to			
14	do with the case.			
15	THE WITNESS: Sure thing. These are			
16	MR. BOWKER: You can just leave them there.			
17	CHAIRMAN SCHMITT: Brenda, did you get			
18	copies of those?			
19	BRENDA: I did.			
20	CHAIRMAN SCHMITT: Okay. Well, we'll want			
21	to file both of those as exhibits. You can			
22	just call them Commission Exhibit 1 and			
23	Commission Exhibit 2.			
24	BRENDA: Okay.			
25	CHAIRMAN SCHMITT: Okay. I guess,			

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1	Mr. Strobo, do you have any witnesses or			
2	anybody to put on or want to call?			
3	MR. STROBO: Not today, Your Honor.			
4	CHAIRMAN SCHMITT: Okay. Mr. McNeil?			
5	MR. McNEIL: I have none.			
6	CHAIRMAN SCHMITT: Staff?			
7	MR. BOWKER: No, sir.			
8	CHAIRMAN SCHMITT: So, I guess, if I			
9	understand I haven't seen it. Sometimes			
10	when things come in, they don't get in our			
11	files so I can see it until a few days			
12	later, but you have the only Mr. Strobo,			
13	the only reply brief left?			
14	MR. STROBO: Correct. And I believe it's			
15	due tomorrow. Probably late at night.			
16	CHAIRMAN SCHMITT: Well, what all right.			
17	So I guess we can adjourn at this point.			
18	But let me say this: This this is not a			
19	usual case. And I don't know where this is			
20	going, but I suspect there probably will be			
21	another at least one or two proceedings			
22	following this because of the rather			
23	unusual circumstances surrounding it. But			
24	let me put just two things in and then			
25	we'll adjourn.			

1 One, I don't know -- maybe there was a 2 mistake in the way it was asked, but there 3 should have been, but perhaps wasn't, a data 4 request that asked, I guess, Southern to see 5 if you could get fiscal court minutes from 6 maybe March -- or not March -- November, December, because of what I perceived as an 7 8 unusual circumstance under which the county 9 judge and fiscal court made two 10 appointments, so... MR. STROBO: So to -- my understanding is 11 12 that the judge executive or someone from 13 the fiscal court contacted Commission staff -- and I don't know if Mr. Bowker 14 15 wants to help me out with this. And they 16 filed something or sent you a letter that 17 had -- not fiscal court minutes, but some 18 information regarding the assets; correct? 19 MR. BOWKER: Well, there was -- there was 20 something filed by Mr. Campbell in the --21 in the --22 I think Mr. Campbell CHAIRMAN SCHMITT: 23 sent that and then -- but it did -- but 24 something did happen. One day, I guess 25 somebody had contacted the county judge,

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1	because he called and somehow got me and			
2	said he had sent the minutes.			
3	MR. STROBO: Correct.			
4	CHAIRMAN SCHMITT: And I just assumed he'd			
5	sent them to you.			
6	MR. STROBO: We have not			
7	CHAIRMAN SCHMITT: We didn't get them, so I			
8	don't know.			
9	MR. STROBO: We haven't seen them. We can			
10	follow up on that, but I think Mr. Hall did			
11	contact someone at the fiscal court to			
12	request those minutes because they don't			
13	have those on file in the Southern's			
14	offices.			
15	CHAIRMAN SCHMITT: Well, it may be, yeah,			
16	that they sent them to him because it was			
17	that I didn't go into detail. He just			
18	said, well, we sent the minutes.			
19	MR. STROBO: Okay.			
20	CHAIRMAN SCHMITT: And so I just assumed			
21	they sent them to			
22	MR. STROBO: I'll follow up. I can't			
23	CHAIRMAN SCHMITT: I hope you don't have			
24	the same problem with Mr. Hall that			
25	Mr. Fyffe may may have had. The other			

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1	thing is this: And I if you'd rather			
2	answer this question off of the record,			
3	that will be fine, too. But I'd like to			
4	know who your client is.			
5	MR. STROBO: My client?			
6	CHAIRMAN SCHMITT: Yes, sir.			
7	MR. STROBO: Southern Water District.			
8	CHAIRMAN SCHMITT: Okay. Your client is			
9	not the Commissioners individually or			
10	Mr. Hall?			
11	MR. STROBO: No. It's the entity.			
12	CHAIRMAN SCHMITT: All right. Okay, good.			
13	Now, at some point in time I think they			
14	need to know that.			
15	MR. STROBO: They do.			
16	CHAIRMAN SCHMITT: All right. Okay.			
17	Because I foresee other other situations			
18	where they may need their personal counsel,			
19	okay?			
20	MR. STROBO: Okay.			
21	CHAIRMAN SCHMITT: All right. Is there			
22	anything else that anyone would like to			
23	say? And if not, then this hearing will be			
24	adjourned. Thank you.			
25	* * * * * *			

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1	THEREUPON, the Hearing was concluded at
2	12:27 p.m.
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1 2 3 STATE OF KENTUCKY) 4 COUNTY OF FAYETTE) 5 6 I, JOLINDA S. TODD, Registered 7 Professional Reporter and Notary Public in and for the State of Kentucky at Large, certify that this 8 9 transcript is a true and accurate record of the 10 provided audio/visual media. 11 My commission expires: August 24, 2019. 12 IN TESTIMONY WHEREOF, I have hereunto set 13 my hand and seal of office on this the 21st day of 14 March 2019. 15 JOLINDA S. TODD, RPR, CCR(KY) 16 NOTARY PUBLIC, STATE AT LARGE 17 18 19 20 21 22 23 24 25

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115/20 115/23 126/2 127/16 129/24 130/12 84/19 88/22 88/23 92/22 93/3 96/19 96/20 130/11 42/17 42/17 42/18 69/4 75/15 75/16 77/18 77/21 96/24 98/3 98/7 103/1 105/2 105/12 108/1 new [5] 113/21 113/22 114/4 114/5 127/8 78/23 79/22 79/24 80/6 80/7 80/8 82/5 117/7 117/12 117/19 118/10 118/15	name [9] 3/3 6/19 6/21 95/4 98/21 105/21 105/24 106/22 117/17 names [1] 128/21 National [1] 73/2 nationally [1] 81/12 necessarily [1] 33/1 neck [1] 121/13 need [11] 18/3 34/3 51/19 71/24 77/16 96/5 96/5 96/9 105/19 135/14 135/18 needed [15] 17/12 20/17 32/1 32/2 34/24 35/13 61/4 69/22 91/14 98/20 120/13 121/2 121/6 121/18 127/21 needing [1] 14/14 needs [2] 8/14 96/1 negative [13] 27/22 29/16 66/7 67/16 68/9 68/25 69/3 69/4 69/8 69/11 70/7 70/10 93/6 Negatively [1] 89/12 negotiated [1] 71/15 neighborhood [1] 41/22 neither [1] 114/19 net [11] 18/23 20/17 26/16 28/7 29/15 32/7 32/19 84/4 84/9 88/5 122/6 neutral [1] 69/1	96/16 96/24 97/1 97/7 100/25 101/2 101/18 101/21 102/14 102/23 104/4 104/21 105/1 105/18 106/5 106/7 106/18 107/10 108/12 108/21 109/24 110/7 110/11 113/24 115/3 115/5 115/10 115/12 115/13 115/14 116/19 117/8 117/9 117/15 119/7 120/20 121/5 122/15 123/11 125/11 125/19 127/9 129/11 130/11 132/3 132/18 133/6 133/17 134/6 135/9 135/23 Notary [2] 137/7 137/16 note [1] 5/17 noted [1] 99/16 notes [1] 12/18 nothing [14] 5/2 6/9 69/14 82/7 83/7 87/4 88/9 130/15 130/19 130/20 130/21 130/22 130/25 131/13 notice [1] 61/7 noticed [2] 48/3 52/19 November [1] 133/6 now [41] 3/1 7/25 11/8 19/20 20/5 22/2 22/18 25/2 28/1 31/11 35/1 35/8 39/20 43/1 51/5 57/3 62/9 62/17 72/21 76/12 78/17 80/11 82/19 84/20 85/5 105/4 109/19 112/9 114/7 116/16 117/7 117/8 119/24 120/1 121/17 123/25 124/1 126/8	Ohio [1] 6/25 Oil [1] 73/4 okay [93] 4/13 4/20 8/8 8/16 8/17 8/25 9/3 9/4 10/22 11/8 12/24 13/21 16/3 17/16 26/13 26/16 28/15 30/25 31/11 32/4 32/18 33/15 45/10 48/14 49/7 49/17 49/17 49/21 50/16 51/17 59/3 59/23 59/24 62/5 63/7 63/9 63/17 67/17 68/18 74/5 75/18 76/9 77/15 80/23 81/21 83/20 84/14 84/16 85/9 85/10 85/15 86/24 86/24 89/16 89/18 98/10 98/14 98/17 98/18 98/19 101/6 101/11 102/1 103/22 110/8 111/9 114/17 115/4 115/6 119/11 119/13 119/15 119/21 119/22 123/24 124/3 124/25 127/9 127/10 129/4 130/14 130/15 131/12 131/20 131/24 131/25 132/4 134/19 135/8 135/12 135/16 135/19 135/20 once [6] 3/23 17/9 55/23 86/23 115/13 125/14 one [78] 3/13 3/17 5/24 5/24 8/1 8/15 9/7 12/7 12/15 15/9 16/16 20/6 21/1 22/7 25/23 35/1 35/8 35/10 35/15 36/19 36/23 36/24 39/2 39/9 42/17 43/8 43/14 48/1 51/12 51/13 52/17 55/12 56/12 57/24 60/25 67/16 72/1 75/10 76/3 76/17 77/4
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