

Exhibit No.:
Issues: Corporate Costs; Lobbying Activities;
Prepaid Pensions; Pensions and
OPEBs; Cost of Removal; Miscellaneous
Adjustments; and True-Up Audit
Witness: Charles R. Hyneman
Sponsoring Party: MoPSC Staff
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Case No.: GR-2004-0209
Date Testimony Prepared: April 15, 2004

MISSOURI PUBLIC SERVICE COMMISSION
UTILITY SERVICES DIVISION

DIRECT TESTIMONY
OF
CHARLES R. HYNEMAN

FILED

JUL 13 2004

**Missouri Public
Service Commission**

MISSOURI GAS ENERGY
CASE NO. GR-2004-0209

Exhibit No. 816
Case No(s). GR-2004-0209
Date 6-28-04 **Rptr** KS

Jefferson City, Missouri
April 2004

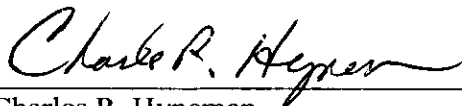
BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

In the Matter of Missouri Gas Energy's)
Tariffs to Implement a General Rate)
Increase for Natural Gas Service) Case No. GR-2004-0209

AFFIDAVIT OF CHARLES R. HYNEMAN

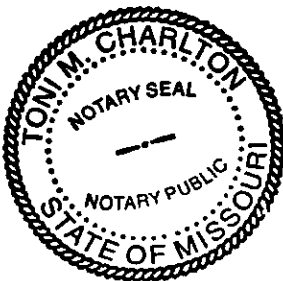
STATE OF MISSOURI)
) ss.
COUNTY OF COLE)

Charles R. Hyneman, being of lawful age, on his oath states: that he has participated in the preparation of the following direct testimony in question and answer form, consisting of 37 pages to be presented in the above case; that the answers in the following direct testimony were given by him; that he has knowledge of the matters set forth in such answers; and that such matters are true and correct to the best of his knowledge and belief.



Charles R. Hyneman

Subscribed and sworn to before me this 14th day of April 2004.





TONI M. CHARLTON
NOTARY PUBLIC STATE OF MISSOURI
COUNTY OF COLE
My Commission Expires December 28, 2004

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TABLE OF CONTENTS OF
DIRECT TESTIMONY
CHARLES R. HYNEMAN
MISSOURI GAS ENERGY
CASE NO. GR-2004-0209

MISCELLANEOUS INCOME STATEMENT ADJUSTMENTS 4

LOBBYING ACTIVITIES 6

COST OF REMOVAL AND SALVAGE 10

PENSION EXPENSE AND OPEB EXPENSE-FAS 106 13

HISTORICAL RATEMAKING TREATMENT – PENSION AND OPEB COSTS 14

RECOMMENDATION FOR PENSION COSTS 17

PREPAID PENSION ASSET 19

OPEBS - FINANCIAL ACCOUNTING STANDARD (FAS) 106 21

CORPORATE COSTS 22

CORPORATE COSTS - MASSACHUSETTS FORMULA 25

CORPORATE PAYROLL COSTS 29

CORPORATE NONPAYROLL COSTS 32

TRUE-UP 35

1 **DIRECT TESTIMONY**

2 **OF**

3 **CHARLES R. HYNEMAN**

4 **MISSOURI GAS ENERGY**

5 **CASE NO. GR-2004-0209**

6 Q. Please state your name and business address.

7 A. Charles R. Hyneman, Fletcher Daniels State Office Building, Room G8,
8 615 East 13th Street, Kansas City, Missouri 64106.

9 Q. By whom are you employed and in what capacity?

10 A. I am employed by the Missouri Public Service Commission (Commission)
11 as a Regulatory Auditor.

12 Q. Have you previously filed testimony before the Commission?

13 A. Yes. Schedule 1, attached to this testimony, lists the cases and issues on
14 which I have filed testimony before the Commission.

15 Q. With respect to Case No. GR-2004-0209, have you made an examination
16 of the books and records of Missouri Gas Energy (MGE) an operating division of
17 Southern Union Company (Southern Union)?

18 A. Yes, with the assistance of other members of the Commission Staff
19 (Staff).

20 Q. What are your principal areas of responsibility in this case?

21 A. As Lead Auditor, I am responsible for the preparation of the Staff
22 Accounting Schedules, which include the Staff's recommendation for MGE's revenue
23 requirement in this case. My other areas of responsibility include the overall level of

Direct Testimony of
Charles R. Hyneman

corporate costs allocated to MGE from Southern Union's corporate headquarters in Wilkes-Barre, Pennsylvania. These costs include corporate expenses (payroll, non-payroll and insurance), plant in service, depreciation reserve and deferred income taxes.

I am also sponsoring the Staff's adjustments to MGE's pension and other postretirement benefits expense (OPEB). I am sponsoring an adjustment to include a normalized level of cost of removal expense in MGE's cost of service.

I am sponsoring other miscellaneous income statement adjustments, several of which MGE has included in its direct filing in this case. Finally, I am supporting the Staff's recommendation that a true-up audit be performed in this case.

Q. Please list the Staff witnesses who are sponsoring the individual Staff Accounting Schedules.

A. The Staff witnesses who are sponsoring specific Staff accounting schedules are:

Schedule 1	Revenue Requirement	Charles R. Hyneman
Schedule 2	Rate Base	Lesley R. Preston
Schedule 3	Total Plant in Service	Lesley R. Preston
Schedule 4	Adjustments to Total Plant	Lesley R. Preston
Schedule 5	Depreciation Expense	Lesley R. Preston
Schedule 6	Depreciation Reserve	Lesley R. Preston
Schedule 7	Adjustments to Depreciation Reserve	Lesley R. Preston
Schedule 8	Cash Working Capital	Dana E. Eaves
Schedule 9	Income Statement	Charles R. Hyneman
Schedule 10	Adjustments to Income Statement	Charles R. Hyneman
Schedule 11	Income Tax	Paul R. Harrison

Q. Please describe Accounting Schedule 1, Revenue Requirement.

A. Line 14 of Accounting Schedule 1, Revenue Requirement reflects the range of the Staff's recommended revenue increases for MGE as a result of its audit of MGE's financial records for the test year ended June 30, 2003, updated for known and measurable changes through December 31, 2003. MGE's net operating income (NOI)

Direct Testimony of
Charles R. Hyneman

1 requirement is calculated by multiplying its net investment in plant and other assets (rate
2 base) by the rates of return recommended by Staff witness David Murray of the Financial
3 Analysis Department. MGE's adjusted jurisdictional net operating income from
4 Accounting Schedule 9, Income Statement, is subtracted from this amount to arrive at the
5 additional income needed to earn the recommended rate of return (line 5). Finally, the
6 additional current income tax expense required as a result of the additional income
7 (line 9) is added to the additional income needed which results in the total recommended
8 revenue increase.

9 Q. Please list the adjustments to Accounting Schedule 9, Income Statement
10 that you are sponsoring in this case.

11 A. I am sponsoring the following adjustments to Accounting Schedule 9,
12 Income Statement. These adjustments are individually listed on Accounting Schedule 10,
13 Adjustments to Income Statement:

14	<u>Adj No.</u>	<u>Description</u>
15	S-22.1	Annualize cost of MGE's new IT Dept -MGE Adjustment H-29
16	S-47.3	Annualize cost of MGE's new IT Dept -MGE Adjustment H-29
17	S-48.1	Remove transition costs related to sale of Southern Union Gas Co.
18	S-49.2	Include MGE Adjustment H-25 Non Utility Activities
19	S-49.3	Annualize cost of MGE's new IT Dept -MGE Adjustment H-29
20	S-49.4	Include MGE's proposed level of corporate payroll costs
21	S-49.5	Include MGE's proposed level of corporate nonpayroll costs
22	S-49.6	Adjust MGE's proposed level of corporate payroll costs
23	S-49.7	Adjust MGE's proposed level of corporate nonpayroll payroll costs
24	S-51.4	To annualize MGE corporate allocated insurance expense
25	S-52.1	Adjust pension expense to reflect ERISA Minimum funding level
26	S--52.2	Annualize FAS 106 expense
27	S-52.5	Include amortization of MGE's prepaid pension asset
28	S-53.6	Remove legal costs associated with nonregulated activities
29	S-54.3	Remove transition costs related to sale of Southern Union Gas Co.
30	S-56.2	Annualize cost of MGE's new IT Dept -MGE Adjustment H-29
31	S-58.1	Include 5-year average of net cost of removal costs
32	S-63.1	Annualize state franchise taxes

Direct Testimony of
Charles R. Hyneman

1 S-49.8 Remove nonrecurring outside services
2 S-35.3 Annualize customer collection charges MGE Adjustment H-23
3 S-49.9 Annualize tax compliance costs MGE Adjustment H-26

4 Q. Please describe Accounting Schedule 9, Income Statement.

5 A. Accounting Schedule 9, Income Statement, contains the Staff's adjusted
6 gas revenues, expenses and net income for MGE for the test year ended June 30, 2003,
7 updated for known and measurable changes through December 31, 2003.

8 Q. Please explain Accounting Schedule 10, Adjustments to Income
9 Statement.

10 A. Accounting Schedule 10 contains a listing of the specific adjustments that
11 the Staff has made to the unadjusted test year income statement to derive the Staff's
12 adjusted net income. A brief explanation for each adjustment and the name of the Staff
13 witness sponsoring the adjustment is listed in Accounting Schedule 10.

14 **MISCELLANEOUS INCOME STATEMENT ADJUSTMENTS**

15 Q. Please describe adjustment S-22.1, S-47.3, S-49.3 and S-56.2.

16 A. These adjustments annualize the nonpayroll cost of MGE's Information
17 Technology (IT) department.

18 Q. Why was this adjustment necessary?

19 A. Prior to December 2002, substantially all of Southern Union's IT
20 functions were consolidated and coordinated through Southern Union's corporate
21 headquarters in Austin, Texas (Southern Union's corporate headquarters subsequently
22 moved to Wilkes-Barre, Pennsylvania). The IT department costs were charged to the
23 corporate books and allocated to MGE and Southern Union Gas (SUG) when these
24 operating divisions filed rate cases in their respective jurisdictions. SUG was Southern

Direct Testimony of
Charles R. Hyneman

1 Union's local gas distribution company (LDC) located in Austin, Texas. Like MGE, it
2 operated as a division of Southern Union Company.

3 On October 16, 2002, Southern Union Company announced the agreement to sell
4 its SUG division to ONEOK, Inc. (ONEOK) headquartered in Tulsa, Oklahoma. The
5 sale was completed in January 2003. As a result of this sale, MGE had to create its own
6 IT department and operate more as a stand-alone utility. MGE's new IT department
7 initially consisted of many of the IT employees that were on the corporate books before
8 the sale of Southern Union Gas.

9 Because the new IT department was not in place until January 2003, only
10 approximately one-half of the IT department's costs were included in MGE's books and
11 records for the test year ended June 2003. These adjustments annualize the nonpayroll
12 costs of the IT departments to reflect an annual level of costs. This adjustment was
13 proposed by MGE in adjustment H-29. The Staff's annualization of the payroll costs of
14 MGE's IT department is part of Staff Auditing witness Dana E. Eaves' overall MGE
15 payroll annualization which is discussed within his direct testimony.

16 Q. Please describe adjustments S-48.1 and S-54.3.

17 A. These adjustments remove as nonrecurring charges the payments to
18 ONEOK from MGE and payments received by MGE from ONEOK as a part of the
19 Southern Union/ONEOK transitional services agreement. The transitional services
20 agreement was related to the sale of SUG to ONEOK and was designed to ensure
21 essential utility functions were not interrupted as a result of the sale. This adjustment is
22 included in MGE's accounting schedules as adjustment H-24, Shared Services.

23 Q. Please describe adjustment S-63.1.

Direct Testimony of
Charles R. Hyneman

1 A. This adjustment to annualize state franchise tax payments was included in
2 MGE's accounting schedules as adjustment H-17, State Franchise Tax. However, the
3 Staff revised MGE's proposed adjustment by removing Southern Union's goodwill assets
4 from the calculation of franchise taxes. Goodwill, or acquisition adjustments, are not
5 considered for ratemaking purposes in Missouri.

6 Q. Please describe adjustment S-49.8.

7 A. This adjustment removes the cost of outside consultant as nonrecurring.
8 The consultant was hired by MGE as a full time employee and this employee's payroll
9 cost is included in the Staff's payroll annualization in this case.

10 Q. Please describe adjustment S-49.9.

11 A. This adjustment annualizes the franchise and property tax compliance
12 service for MGE provided by Deloitte and Touche. This adjustment was included in
13 MGE's accounting schedules as adjustment H-26.

14 Q. Please describe adjustment S-35.3.

15 A. This adjustment annualizes customer collection software usage and
16 maintenance services provided by Brazen Software. This adjustment was included in
17 MGE's accounting schedules as adjustment H-23.

18 **LOBBYING ACTIVITIES**

19 Q. Please explain adjustment S-49.2.

20 A. This adjustment removes expenses booked by MGE in the test year that
21 relate to lobbying, are nonrecurring, or otherwise should not be included in MGE's cost
22 of service. This adjustment was included in MGE's accounting schedules as
23 adjustment H-25, Remove Non-utility Activities. Missouri Energy Development

Direct Testimony of
Charles R. Hyneman

1 Association (MEDA) dues were removed in Staff adjustment S-54.6, sponsored by Staff
2 Auditing witness Lesley R. Preston.

3 Q. Did MGE make an adjustment in its direct filing to remove the dues it paid
4 to MEDA?

5 A. Yes. MGE made a \$40,000 adjustment to remove MEDA dues from
6 Account 930, Miscellaneous General Expenses. This adjustment was included in MGE's
7 accounting schedules as adjustment H-21.

8 Q. Does the Staff believe that any costs incurred by MGE that are associated
9 with MEDA should be included in MGE's cost of service?

10 A. No. The Staff considers MEDA to be a lobbying organization designed to
11 promote the interests of utility shareholders. As such, all costs related to MEDA should
12 be booked below-the-line for ratemaking purposes and be absorbed by the utility's
13 shareholders.

14 Q. How does the Staff define the word "lobbying?"

15 A. The Staff considers the word lobbying to include any attempt to influence
16 the decisions of legislators. All such costs associated with lobbying activities, both direct
17 and indirect in nature should be excluded from a utility's cost of service.

18 Q. Is it the Staff's position that only non-payroll expenditures related to
19 lobbying activities should be recorded below-the-line?

20 A. No. The Staff believes that both payroll and nonpayroll charges related to
21 lobbying should be recorded below-the-line. The Staff believes that a utility employee's
22 time spent on lobbying or lobbying-related activities should be recorded in the
23 employee's time sheet. When the utility files a rate case, it should determine a

Direct Testimony of
Charles R. Hyneman

1 normalized level of time spent on lobbying activities and remove that cost from the
2 utility's cost of service.

3 Q. Did MGE remove any payroll costs related to the time its employees spent
4 on lobbying activities from this rate case?

5 A. No.

6 Q. Why is it improper ratemaking for MGE not to make an adjustment to
7 exclude from its cost of service the payroll cost related to the time its employees spend on
8 lobbying activities?

9 A. It is improper ratemaking because it shifts the burden of making the
10 adjustment from the Company, where it belongs, to the Staff.

11 Q. During its audit of MGE, did the Staff determine that certain employees
12 spend time on lobbying activities?

13 A. Yes. MGE's primary employee in the area of lobbying activities is
14 Mr. Paul Snider, whose title is "Legislative Liaison." During an interview with the Staff,
15 it was determined that Mr. Snider supervises MGE's four outside lobbying firms and well
16 as participates in MEDA meetings and MEDA activities.

17 Q. Did the Staff find that other MGE employees spend time on lobbying
18 activities?

19 A. Yes. The Staff found that Mr. Robert Hack, Vice-President of Regulatory
20 Affairs, and Mr. James Oglesby, MGE's President and Chief Operating Officer also
21 participates in MEDA activities.

22 Q. Is the Staff proposing an adjustment to remove certain of MGE's
23 employees' payroll costs on the basis that they are related to lobbying activities?

Direct Testimony of
Charles R. Hyneman

1 A. Yes. The Staff determined substantially all of Mr. Snider's time is spent
2 on lobbying activities. As such, the Staff is proposing to charge 100 percent of
3 Mr. Snider's payroll costs below-the-line for ratemaking purposes in this case. The Staff
4 also determined that, although to a lesser extent, Mr. Oglesby and Mr. Hack spend time
5 on lobbying activities. The Staff determined that a 10 percent allocation of
6 Messrs. Oglesby's and Hack's time to below-the-line lobbying activities is appropriate in
7 this case.

8 Q. Are you sponsoring the Staff's adjustment to allocate payroll costs of
9 Messrs. Snider, Hack and Oglesby to below-the-line lobbying activities?

10 A. Yes. Although the actual mechanical adjustment is included in the payroll
11 workpapers of Staff witness Eaves, Mr. Eaves made the calculation under my direction
12 and I am the Staff witness sponsoring this adjustment.

13 Q. Is the Staff's adjustment to charge 100 percent of Mr. Snider's payroll
14 costs and 10 percent of the payroll cost of Mr. Hack and Mr. Oglesby to lobbying based
15 on mathematical certainty that this is the percentage of time these employees spend on
16 lobbying activities?

17 A. No. The Staff does not have the data necessary to make an exact
18 determination. The Staff's adjustment is based on interviews with Mr. Snider and
19 Mr. Hack, as well as the expense reports, time sheets and appointment calendars for these
20 employees. The information provided by MGE to the Staff in response to Staff data
21 requests was not complete and did not provide the data necessary for the Staff to make an
22 adjustment with mathematical certainty.

1 Q. Would the Staff be able to more accurately allocate employee costs to
2 lobbying activities if the appropriate information was available and complete?

3 A. Yes. The Staff has a desire for its allocation of MGE employee costs to
4 lobbying activities to be as accurate as possible. In order for this to happen, MGE must
5 record and maintain adequate documentation to provide to the Staff. Therefore, the Staff
6 is requesting the Commission order MGE to keep detailed time reporting on the amount
7 of time each employee works on lobbying and lobbying related activities.

8 Q. Please explain adjustment S-53.6.

9 A. This adjustment includes a normalized level of regulatory outside legal
10 costs. In its review of legal costs booked to account 928, Regulatory Commission
11 Expense, the Staff found that approximately \$35,000 of charges were related to MGE's
12 nonregulated activities including lobbying activities. The Staff removed these charges
13 from account 928.

14 **COST OF REMOVAL AND SALVAGE**

15 Q. Please explain adjustment S-58.1.

16 A. This adjustment includes a five-year average of MGE's cost of removal
17 less salvage proceeds. This is sometimes referred to as "net salvage."

18 Q. What is cost of removal and salvage?

19 A. Cost of removal is incurred when utility property is retired and removed
20 from service. Generally, removing property from service causes the utility to incur costs
21 to abandon, physically dismantle, tear down or otherwise remove the property from its
22 site.

1 Salvage is the proceeds received from the residual value or scrap value that some
2 property has when it is dismantled and removed from utility service. After a piece of
3 property is dismantled or removed from service, utilities can in some instances sell or
4 receive some value for the displaced property. Utilities track the costs relating to
5 removal costs and salvage value on an ongoing annual basis.

6 Typically, removal costs exceed salvage value, resulting in a positive net expense
7 to the utility. MGE's five-year average of net cost of removal is \$673,327 (Staff Data
8 Request No. 246).

9 Q. Why is this adjustment necessary?

10 A. This adjustment is necessary to include an annual normalized level of cost
11 of removal and salvage proceeds in MGE's cost of service. Cost of removal
12 expenditures, like other expenses (maintenance, payroll, fuel expense, etc.) are ongoing
13 costs incurred by the utility to provide service to its customers. Therefore, like these
14 other costs, the Staff has determined a normalized level for annual cost of removal, netted
15 against any normalized salvage proceeds received by the Company.

16 Q. Why did the Staff use a five-year average to determine the level of cost of
17 removal and salvage value to include in the revenue requirement?

18 A. A five-year average was used because the costs of removal and salvage
19 amounts fluctuated from year to year during the period examined. Using a five-year
20 average for fluctuating costs removes or smoothes out the differences from one year to
21 the next. Averaging costs to mitigate the impact of fluctuations is commonly used in the
22 ratemaking process and is consistent with how other costs have been treated in this case.

Direct Testimony of
Charles R. Hyneman

1 The average over the last five years is the most representative of the annual normal
2 ongoing level of expense for this case.

3 Q. Have cost of removal and salvage value been treated this way in prior
4 MGE rate cases?

5 A. Yes. This was the method that the Staff used in the last MGE general rate
6 case, Case No. ER-2001-292.

7 Q. Has the Staff treated cost of removal and salvage amounts in other rate
8 cases consistent with the way that they have been treated in this case?

9 A. Yes. This approach has been used the last several years in many rate cases
10 filed with the Commission. The cases that cost of removal has been treated as an expense
11 item netted against any salvage amounts are:

12	<u>Company</u>	<u>Case No.</u>	<u>Case Status</u>
13	Ameren/Union Electric Company	GR-2000-512	Stipulated
14	Ameren/Union Electric Company	EC-2002-1	Stipulated
15	Ameren/Union Electric Company	GR-2003-517	Stipulated
16	Citizens Electric Company	ER--2002-217	Stipulated
17	Laclede Gas Company	GR-2001-621	Ordered
18	Laclede Gas Company	GR-2002-356	Stipulated
19	St. Louis County Water Company	WR-2000-844	Rejected
20	Missouri American Water Company	WR-2003-500	Stipulated
21	Missouri American Water Company	WC-2004-0168	Stipulated
22	Empire District Electric Company	ER-2001-299	Ordered
23	Empire District Electric Company	ER-2002-424	Stipulated
24	Missouri Gas Energy	GR-2001-292	Stipulated
25	UtiliCorp United, Inc. (Aquila Inc)	ER-2001-672	Stipulated
26	Aquila Inc	ER-2004-0034	Pending
27	Aquila Inc	HR-2004-0024	Pending
28	Aquila Inc	GR-2004-0072	Pending
29	Peace Valley Telephone Co.	TT-2001-118	Stipulated
30	Holway Telephone Company	TT-2001-119	Stipulated
31	KLM Telephone Company	TC 2001-120	Stipulated
32	Northeast MO Rural Telephone	TT-2001-344	Stipulated
33	Oregon Farmers Mutual Telephone	TT-2001-328	Stipulated
34	BPS Telephone Company	TC-2002-1076	Pending

1	Green Hills Telephone	TT-2001-115	Stipulated
2	Iamo Telephone Company	TT-2001-116	Stipulated
3	Ozark Telephone Company	TC 2001-402	Stipulated

4 **PENSION EXPENSE AND OPEB EXPENSE-FAS 106**

5 Q. What level of pension expense is the Staff proposing in this case?

6 A. The Staff is proposing that MGE change its method of calculating pension
7 expense from the Statement of Financial Accounting Standards No. 87, *Employers'*
8 *Accounting for Pensions* (FAS 87) method which, for the past several years has resulted
9 in a significant pension credit (negative expense), to a minimum funding method
10 designed to ensure the pension fund is adequate to meet current and future pension
11 obligations. This method is referred to as the Employee Retirement Income Security Act
12 of 1974 minimum (ERISA minimum) method. The provisions of Title I of ERISA,
13 which are administered by the U.S. Department of Labor, were enacted to address public
14 concern that funds of private pension plans were being mismanaged and abused. ERISA
15 was the culmination of a long line of legislation concerned with the labor and tax aspects
16 of employee benefit plans.

17 Q. Has the Staff proposed this change in prior rate cases?

18 A. Yes. The Staff proposed this change in the method of calculating pension
19 expense in the most recent rate cases involving AmerenUE, Case No. EC-2002-1;
20 Laclede Gas Company, Case No. GR-2002-356; Empire District Electric Company, Case
21 No. ER-2002-424; and Aquila, Inc., Case Nos. ER-2004-0034, HR-2004-0024 and
22 GR-2004-0072.

HISTORICAL RATEMAKING TREATMENT – PENSION AND OPEB COSTS

Q. Please explain FAS 87 and FAS 106.

A. Statement of Financial Accounting Standards No. 87, *Employers' Accounting for Pensions* (FAS 87) and Statement of Financial Accounting Standards No. 106, *Employers' Accounting for Postretirement Benefits Other than Pensions* (FAS 106) are the Financial Accounting Standards Board (FASB) approved accrual accounting methods used for financial statement recognition of annual pension cost and OPEB expense over the service life of employees.

Q. When were the accrual accounting methods for pension and OPEBs costs, FAS 87 and FAS 106, adopted for ratemaking purposes in Missouri?

A. House Bill 1405 (Section 386.315, RSMo), approved by the Missouri Legislature in 1994, required the adoption of FAS 106 for setting rates for OPEBs costs. In Commission cases subsequent to the date that House Bill 1405 became law, the Staff recommended the use of the accrual accounting method for pension costs, FAS 87. This recommendation was based on the desire for consistency in the accounting for very similar types of retirement costs.

Q. What method was used for setting rates for pension expense and OPEB expense prior to the requirement to use FAS 106 under House Bill 1405?

A. Prior to House Bill 1405, rates were set on a "pay as you go" or "cash" basis for both pension and OPEB expense. The ERISA minimum contribution was used for pension expense and the utility's actual paid claims to retirees was used for OPEB expense.

Q. What is the purpose of the 1974 ERISA federal legislation?

Direct Testimony of
Charles R. Hyneman

1 A. The ERISA funding requirements are intended to ensure that Defined
2 Benefit Pension Plans in the United States are adequately funded.

3 Q. Since the change in the Staff's position in recommending the adoption of
4 FAS 87 for determining pension cost for setting rates, has there been a considerable
5 difference of opinion between the Staff and utility companies regarding the proper
6 assumptions to be used in calculating pension cost under FAS 87?

7 A. Yes. The methodology to be used in calculating pension cost under
8 FAS 87 has been vigorously debated and tried in numerous cases involving the major
9 electric, gas and water utility companies in Missouri.

10 Q. What have been the primary issues between the Staff and utility
11 companies regarding the assumptions used in calculating pension cost under FAS 87?

12 A. The most important issue raised by the Staff addressed the use of
13 assumptions by utility companies that do not accurately reflect the funded status of the
14 pension plan. FAS 87 pension calculations that do not accurately reflect the funded
15 status of the pension plan result in pension costs that are excessive when compared to the
16 actual cash funding requirements under ERISA regulations. Annual pension cost under
17 FAS 87, which was significantly higher than the amounts actually required to be
18 contributed to the pension fund, resulted in a cash windfall to the utility and excessive
19 rates to ratepayers.

20 The second most important issue involving pension cost calculated under FAS 87
21 is whether the result is so volatile from year-to-year that it becomes inappropriate for
22 setting rates. While an important consideration, the "volatility" issue should never take
23 precedence over the primary issue, which is to make sure that the assumptions used to

1 address volatility do not result in a pension cost which is significantly higher than the
2 actual funding requirements of the plan.

3 Q. How does the funded status of the pension plan impact the pension cost
4 calculated under FAS 87?

5 A. One of the assumptions used in FAS 87 is the expected rate of return
6 assumption. The expected rate of return represents the annual income expected from
7 investing the existing pension funds in debt and equity securities. Annual pension cost
8 under FAS 87 will only be positive when the annual earned returns from investing the
9 funded assets is less than the additional annual costs including, primarily, service and
10 interest costs related to additional benefits earned by employees and the annual interest
11 on the accumulated benefit obligation.

12 Prior to the significant devaluation of the stock market in 2001 and 2002, most
13 pension funds for major utilities, like MGE's pension fund, were so well-funded that
14 pension cost under the Staff's FAS 87 method was a negative amount due largely to the
15 fact that the actual returns earned on the pension fund assets were significantly higher
16 than the expected returns. When the earned returns on the fund assets exceed the annual
17 additional cost (primarily service and interest) under FAS 87, then the net result is a
18 negative expense, or more appropriately called a "pension credit."

19 Q. What other factors can have a significant impact on pension cost under
20 FAS 87 and on annual volatility in year-to-year results?

21 A. As discussed in my previous answer, significant differences often occur
22 between "expected" results and "actual" results. These differences, as well as others
23 described below, result in a gain or loss under FAS 87.

1 The expected rate of return assumption is an estimate based on an assumed long-
2 range (20 to 30 years) return estimated by the Company's actuary. Significant
3 differences can and do occur between actual short-term returns and the expected rate of
4 return. These differences between expected and actual result in a gain (actual return
5 exceeds expected) or a loss (actual return is less than expected). Changes in other
6 assumptions made by the actuary for the discount rate and interest rate, for example, will
7 also result in a gain or a loss under FAS 87.

8 The appropriate time frame to be used in recognizing gains and losses under
9 FAS 87 has been a significant issue between the Staff and major utilities since FAS 87
10 has been adopted by the Commission for setting rates. FAS 87 provides for considerable
11 flexibility in choosing the time period used in recognizing (amortizing) gains and losses
12 in calculating pension cost. The FAS 87 method recommended by the Staff in prior cases
13 reflected gains and losses over a five-year period.

14 **RECOMMENDATION FOR PENSION COSTS**

15 Q. What method for determining pension cost is Staff recommending for this
16 case?

17 A. The Staff is recommending that pension cost be calculated based upon the
18 ERISA minimum contribution. Since MGE has not made a contribution to its pension
19 fund in the past five years, the Staff is proposing a \$0 level of pension expense in this
20 case. The Staff's proposed level of pension expense is reflected in Staff adjustment
21 S-52.1.

22 Q. Why is the Staff recommending that FAS 87 no longer be used for
23 determining pension cost for ratemaking purposes?

Direct Testimony of
Charles R. Hyneman

1 A. As stated previously, one of the primary difficulties in using FAS 87 for
2 calculating pension cost for ratemaking purposes is limiting the annual volatility to an
3 acceptable level. The devaluation of the stock market in recent years has had a dramatic
4 impact on FAS 87 pension costs for major utility companies in Missouri.

5 Q. What other FAS 87 result makes it undesirable for use in setting rates for a
6 regulated utility?

7 A. All pension plans for Missouri's major utility companies were well funded
8 until the recent decline in the market value of equity investments. The annual earned
9 returns on pension fund assets were significantly higher than the annual service cost and
10 interest cost components of pension cost under FAS 87. This condition routinely resulted
11 in a net negative pension cost under FAS 87. Using a negative pension cost in setting
12 rates reduced the utility's current cash flow. It was the Staff's expectation that negative
13 results under FAS 87 would be a short-term result as benefits were paid with no
14 additional cash contributions to the well-funded plans. However, the actual earned
15 returns on the pension fund assets were so high during the 1990s that a negative pension
16 cost under FAS 87 became an annual occurrence. Using a negative pension cost for
17 setting rates is not a reasonable long-term result. Since the minimum contribution under
18 ERISA will always be \$0 or higher, a negative pension cost will no longer occur when
19 the ERISA minimum contribution is used for ratemaking purposes.

20 Q. How is the ERISA minimum contribution used to determine an annual
21 level of pension cost for ratemaking purposes?

22 A. Under normal circumstances, the Staff will use an analysis of the actual
23 historical fund contributions required under ERISA regulations. If the annual

1 contributions have been stable in regard to the amount of the contribution required, then
2 the most recent contribution can be used for the annual level of pension cost to be
3 included in cost of service for setting rates. However, if there has been significant annual
4 volatility (fluctuation in the level of contributions from year to year) in the annual fund
5 contributions, then an average is appropriate for determining a normalized level for
6 ratemaking purposes.

7 **PREPAID PENSION ASSET**

8 Q. Please explain the prepaid pension asset calculated under FAS 87.

9 A. FAS 87 provides the Generally Accepted Accounting Principles (GAAP)
10 method used for recognizing the annual pension cost liability for financial reporting
11 purposes. The ERISA regulations address the funding of the same pension plan liability.
12 Annual differences occur because the actuarial methods used assign cost differently over
13 the service lives of employees. Annual differences between pension cost under FAS 87
14 for financial reporting and cash contributions to the fund are accounted for as either a
15 prepaid pension asset (cash contribution exceeds FAS 87 accrual) or an accrued liability
16 (FAS 87 accrual exceeds cash contribution).

17 Q. Please explain the regulatory implications of the prepaid pension asset.

18 A. With regard to major utility companies in Missouri, the change in the
19 prepaid pension asset has resulted primarily from a negative pension expense under
20 FAS 87 and a zero ERISA minimum contribution since the adoption of FAS 87 for
21 setting rates. As discussed previously, a negative pension expense reduced cash flow to
22 the utility. The excess of fund assets over the pension liability in prior years could not be
23 withdrawn and used to offset the negative cash flow that resulted from reflecting a

1 negative pension cost under FAS 87 in setting rates. The prepaid pension asset, in effect,
2 represents a cash flow benefit (reduction in rates), which, in theory, should reverse over
3 the service life of the employees used to accrue pension cost. In other words, there
4 should not be any permanent difference between the recognition of the pension liability
5 for financial reporting over the service life of employees and the funding of the same
6 liability. However, as a practical matter, the prepaid pension asset continued to grow
7 rather than reverse as a result of the better than expected returns earned on the pension
8 fund assets since the early 1990s. What was expected to be a temporary, short-term
9 timing difference between the accrual of pension cost under FAS 87 and the funding of
10 the plan has, in reality, been a recurring reduction in cash flow resulting from the
11 recognition of a negative pension cost under FAS 87 in rates.

12 Q. How should the prepaid pension asset be treated in setting rates as result
13 of the Staff's recommended change to use the ERISA minimum contribution for
14 determining pension cost for setting rates?

15 A. The prepaid pension asset is in effect the opposite of the accumulated
16 deferred income tax reserve. Deferred income taxes represent income tax paid through
17 rates that exceed the Company's current income tax liability. The deferred taxes
18 represent a cash flow benefit to the utility and are returned to customers over the life of
19 the assets generating the accelerated tax deductions used in calculating current income
20 tax. The prepaid pension asset represents the accumulated reduction in rates that has
21 occurred as a result of reflecting negative pension cost in rates under FAS 87. It was
22 intended to be a temporary timing difference that would reverse over time. With a
23 change in pension cost determination to the ERISA minimum funding requirement, the

1 only mechanism to reverse the prepaid asset is to amortize the balance over a reasonable
2 period of time. The appropriate time frame is the number of years that FAS 87 has been
3 in effect for ratemaking purposes.

4 MGE adopted FAS 87 for ratemaking purposes in Case No. GR-96-285. The
5 rates for that case went into effect in February 1997. Therefore, the accumulation period
6 for the prepaid pension asset was from February 1997 through December 31, 2003, (the
7 update period in this case), or a period of seven years.

8 Q. Please explain adjustments S-52.5.

9 A. This adjustment amortizes MGE's prepaid pension asset to expense using
10 a seven-year amortization period.

11 **OPEBS - FINANCIAL ACCOUNTING STANDARD (FAS) 106**

12 Q. Please explain adjustments S-52.2.

13 A. This adjustment annualizes OPEB expense calculated under FAS 106 for
14 MGE's employees. OPEB expense reflects MGE's current liability to provide retiree
15 medical payments to its current employees as well as its retired employees.

16 Q. How did the Staff determine the level of OPEB expense to include in this
17 case?

18 A. The Staff used the \$1,150,000 FAS 106 cost reflected in a letter from
19 MGE's actuary, Rudd and Wisdom, dated July 8, 2003. This letter provides FAS 106
20 expense estimates for the fiscal year ended June 30, 2004.

21 In addition, the Staff made no adjustment to MGE's \$2.6 million amortization of
22 the Transition Benefit Obligation (TBO amortization). This obligation or liability was
23 assumed by MGE upon its acquisition of its Missouri gas properties from Western

1 Resources in 1994. This liability of \$43 million dollars reflects MGE's liability for
2 medical payments to retirees of the former owner of MGE's gas distribution properties,
3 Western Resources, Inc. This liability is being amortized over a period of approximately
4 16 years and will be fully amortized in December 2012.

5 Q. Does this FAS 106 expense level reflect the five-year rolling average
6 amortization of gains and losses agreed to by the Staff and MGE in MGE's last rate case,
7 Case No. GR-2001-272?

8 A. Yes, it does.

9 Q. If both the OPEB expense and pension expense are similar types of
10 expenses, and the Staff is recommending a change from the FAS 87 pension accrual
11 method to the less volatile ERISA minimum method, why isn't the Staff recommending a
12 change from the FAS 106 OPEB accrual method to the pay-as-you-go method which
13 reflects the actual cash payments made to retirees?

14 A. As discussed earlier, state law requires the Commission to use FAS 106
15 for OPEB expense in setting rates.

16 **CORPORATE COSTS**

17 Q. Please describe adjustments S-49.4 and S-49.5, S-49.6, S-49.7 and S-51.4.

18 A. These adjustments incorporate MGE's proposed level of corporate
19 overhead payroll (S-49.4) and nonpayroll (S-49.5) expense to MGE's cost of service in
20 this case. Staff adjustment S-49.6 adjusts MGE's proposed level corporate payroll
21 expense to the Staff's recommended level and adjustment S-49.7 adjusts MGE's
22 proposed level corporate nonpayroll expense to the Staff's recommended level. Staff
23 adjustment S-51.4 included MGE's proposed level corporate insurance with no Staff

Direct Testimony of
Charles R. Hyneman

adjustment. Southern Union allocated MGE 12.65 percent of its total company insurance cost. The Staff used this percentage multiplied by Southern Union's 13-month average of prepaid insurance premiums to calculate the Staff's proposed level of prepaid insurance in rate base. Staff witness Eaves sponsors this rate base component.

Q. How does MGE account for corporate allocated costs from Southern Union?

A. The only corporate allocated expense that MGE records in its books and records is its share of Southern Union's total company insurance costs. These costs are recorded in account 925, Injuries and Damages. While MGE does capitalize corporate overhead costs to its plant records as a component of the original cost of utility plant throughout the year, it does not record corporate allocated operations and maintenance (O&M) expense on its books and records until it files a rate case. In its rate case applications, MGE treats corporate allocated O&M expenses as an "outside service" and records them as an adjustment to account 923, Outside Services Employed.

Q. What level of corporate allocated costs is MGE proposing to include in its test year cost of service in this case?

A. Total allocable corporate costs including payroll, nonpayroll and insurance is \$31,719,928. Of this amount Southern Union allocated to MGE \$6,554,017. The chart below is a summary of Southern Union's corporate cost allocations to MGE:

	Total Corporate	Percent to MGE	MGE Allocated
Payroll	\$10,350,205	26.06	\$2,697,175
Nonpayroll	\$9,350,634	<u>24.99</u>	<u>\$2,336,318</u>
Subtotal	\$19,700,839	25.55	\$5,033,493
Insurance	\$12,019,089	<u>12.65</u>	<u>\$1,520,524</u>
Total	\$31,719,928	20.66	\$6,554,017

Direct Testimony of
Charles R. Hyneman

1 Q. What types of services are provided to MGE from Southern Union's
2 corporate offices?

3 A. The corporate division of the Company provides MGE with the resources
4 of its financing, financial reporting, corporate governance, risk management, human
5 resources, legal and environmental departments. These types of services are reflected in
6 the names of the corporate departments that are included in Southern Union's Joint and
7 Common Cost allocations model (JCC model). The names of these departments are
8 shown below. Corporate services are provided by 11 departments consisting of
9 52 employees. The total allocable payroll and benefits costs for the employees in these
10 departments for the updated test year period ended December 31, 2003, is \$10, 350,205
11 per Southern Union's JCC model. Of this amount, MGE is charged \$2,697,175, or
12 approximately 26 percent.

Corporate Department	No. Employees
Internal Audit	4
Chairman	4
President and CFO	4
Accounting	13
Human Resources	5
Information Technology	6
Corporate Communications	3
Legislative Affairs	1
Legal	5
Risk	2
Treasury	<u>5</u>
Total	52

26 [In Southern Union's JCC model, the Information Technology, Corporate
27 Communications and Legislative Affairs employees are classified under the Human
28 Resources department].

1 **CORPORATE COSTS - MASSACHUSETTS FORMULA**

2 Q. What primary allocation method did Southern Union use to allocate
3 substantially all of its corporate payroll and nonpayroll costs to MGE and its other
4 divisions and subsidiaries (business units)?

5 A. Southern Union is allocating most of its corporate payroll and non payroll
6 costs through the use of a four-factor method referred to by Southern Union as the
7 "corporate functions pool" allocator. This method uses the relative amount of each of
8 Southern Union's business units' (1) investment; (2) revenue; (3) expenses; and
9 (4) customers to the total company consolidated level of investment, revenue, expenses
10 and customers, to determine the appropriate allocation percentage for each business unit.

11 Q. Is it common in the allocation of corporate costs to operating business
12 units to use a general allocator such as Southern Union's Corporate Functions allocator?

13 A. Yes. Ideally, when a corporate department provides a service to a specific
14 business unit, that corporate department will charge that specific business unit with its
15 cost of performing that service. This cost will typically include an hourly labor charge
16 including payroll, payroll taxes and employee benefits (loaded payroll factor). This
17 method of assigning corporate costs to an individual business unit is referred to as the
18 "direct charge" method and is the optimal method of assigning corporate costs to a
19 business unit.

20 When a corporate employee performs a service that benefits all business units,
21 that employee's cost should be allocated based on a causation factor. For example, the
22 cost of corporate IT department employees who are responsible for maintenance of
23 computers could be allocated based on the relative number of employee computers. The

Direct Testimony of
Charles R. Hyneman

1 cost of this group of employees that is not directly charged to a specific business unit can
2 be allocated based on this cost causation factor.

3 There are, however, costs that cannot be directly assigned and cannot be allocated
4 based on a direct cost causation factor. The types of costs included in this category are
5 the general corporate overhead departments, such as the chief executive officer (CEO),
6 chief financial officer (CFO), treasury and investor relations.

7 Q. What is the optimal method of allocating the costs of the general corporate
8 overhead departments listed above?

9 A. The ideal method is to allocate the cost of these departments based on the
10 relative amount of direct charges each corporate department made to each business unit
11 during the year. For example, assume a CFO department had \$1 million in direct charges
12 during the year and \$600,000 was charged to Business Unit A and \$400,000 was charged
13 to Business Unit B. Then the residual cost of the CFO department (cost that remain to be
14 allocated after all direct charges have been made) should be allocated 60 percent to
15 Business Unit A and 40 percent to Business Unit B.

16 Q. Are there other common methods of allocating general corporate overhead
17 costs to business units?

18 A. Yes. A common method of allocating the costs of these types of corporate
19 services is referred to as the Massachusetts Formula. The Massachusetts Formula is a
20 general corporate overhead allocations factor based on the three components of revenues,
21 gross plant and payroll.

22 The Federal Energy Regulatory Commission (FERC) explains the Massachusetts
23 Formula as follows:

Direct Testimony of
Charles R. Hyneman

1 The Massachusetts formula allocates corporate overhead costs
2 among a parent, its affiliates, and subsidiaries based on an average
3 of three ratios: (1) the affiliate's operating revenue to total
4 corporate operating revenues; (2) the affiliate's gross plant to total
5 corporate gross plant; and (3) the affiliate's gross payroll (or labor
6 costs) to total corporate gross payroll. Overhead costs are allocated
7 to the affiliate based upon the average percentage of each of these
8 three items to total company figures for these items. Williams
9 Natural Gas Co., 77 FERC \square 61,277 at 62,188 (1996).

10 Q. Is it common for utilities to use different variations of the Massachusetts
11 formula to allocate costs to its business units?

12 A. Yes. In addition to the original Massachusetts Formula described above,
13 the FERC has allowed the use of similar allocations formulas. For example, in *Distrigas*
14 of Massachusetts Corp., 41 FERC 61,205 at 61, 554-57 (1987), the FERC modified the
15 Massachusetts Formula to use net incomes rather than gross revenues, in addition to gross
16 plant and gross payroll. This method became known as the "Distrigas Formula."

17 Q. Did the Staff use Southern Union's proposed "corporate functions pool"
18 allocator in its calculation of the appropriate amount of corporate costs to allocate to
19 MGE in this case?

20 A. No. Southern Union's inclusion of the component "customers" in the
21 general allocator in this case distorts the relative weighting of the traditional general
22 allocator components of assets, revenue and expenses (or payroll).

23 Q. Did Southern Union include customers as a component of its corporate
24 functions pool allocator in Case No. GR-2001-272, MGE's most recent rate case?

25 A. Yes. It is important to note that, at that time, Southern Union was
26 primarily in the gas distribution business where the inclusion of the customer level factor
27 in Southern Union's corporate functions pool allocator did not significantly affect the
28 allocation of costs to its business units. However, in January 2003 Southern Union

1 became the owner of the former Panhandle Eastern Pipeline Company. This Southern
2 Union subsidiary, now Panhandle Energy, is in a different business segment - gas
3 transportation, where the actual number of customers bears no relationship to the other
4 general allocation factors of investment, revenue and expenses. Panhandle Energy is in
5 the wholesale gas transportation business with a relatively low number of customers and
6 cannot be reasonably compared to gas distribution companies in the retail distribution
7 business.

8 Q. What customer levels are included in Southern Union's Corporate
9 Functions Pool allocator for MGE and Panhandle?

10 A. Customer levels make up one-fourth of the relative weighting of Southern
11 Union's Corporate Functions Pool allocator. While Panhandle Energy is three times the
12 size of MGE in terms of investment, revenue and expenses, MGE's customer level of
13 487,602 is more than 800 times greater than Panhandle Energy's 600 customers. While it
14 is reasonable to see a relationship between the relative size of each business unit and the
15 amount of management time and effort focused on that business unit, there is no such
16 correlation for the business unit's number of customers.

17 Q. What general allocation factor did the Staff use in the development of the
18 appropriate level of costs to allocate to MGE in this case?

19 A. The Staff used the components of investment, revenue and expenses
20 included in Southern Union's JCC model to develop its proposed level of corporate costs
21 to allocate to MGE in this case. These components are similar to the components used in
22 the traditional Massachusetts Formula and Distrigas Formula.

CORPORATE PAYROLL COSTS

Q. Except for changes in the general allocator, did the Staff make any other changes to MGE's proposed level of corporate allocated payroll costs?

A. Yes. The Staff made three adjustments to MGE's proposed level of corporate allocated payroll costs. First, the Staff did not include corporate incentive compensation costs. Secondly, the Staff adjusted the compensation of Southern Union's Chairman of the Board of Directors, Mr. George Lindemann, and Southern Union's Vice-Chairman, Mr. John Brennan. Finally, the Staff did not include the compensation of Southern Union's Manager of Legislative affairs.

Q. Please explain why the Staff did not include any corporate incentive compensation costs in its recommended level of corporate payroll costs to allocate to MGE in this case.

A. Southern Union's Executive Incentive Bonus Plan (Bonus Plan) was designed by the Compensation Committee of Southern Union's Board of Directors. The sole criteria for executive officers to receive compensation under the Bonus Plan is consolidated net income. In Southern Union's Securities and Exchange Commission (SEC) Form DEF14A (2003 Proxy Statement) filed with the SEC on October 28, 2003, is the following description of the performance criteria under the Bonus Plan:

Performance Goal

The Compensation Committee has chosen "Consolidated Net Income" as the measure of performance necessary for the payment of bonuses under the Bonus Plan. For purposes of the Bonus Plan, Consolidated Net Income consists of net income before extraordinary items, as reported in Southern Union's applicable quarterly or annual published financial statements.

Direct Testimony of
Charles R. Hyneman

1 Q. Has the Commission consistently excluded incentive compensation costs
2 that were based primarily on criteria that benefit utility shareholders or are not directly
3 related to the provision of safe and adequate utility service in Missouri?

4 A. Yes. In fact, the Commission addressed this issue in MGE's first rate case
5 in Missouri in 1996. In its Report And Order in Case No. GR-96-285, the Commission
6 stated:

7 ... the costs of MGE's incentive compensation program should
8 not be included in MGE's revenue requirement because the
9 incentive compensation program is driven at least primarily, if not
10 solely, by the goal of shareholder wealth maximization, and it is
11 not significantly driven by the interests of ratepayers.

12 Q. Has the Staff recommended rate recovery of incentive compensation costs
13 that were based on criteria that benefit utility operations as a whole, such as
14 improvements in safety and customer service?

15 A. Yes, it has.

16 Q. Please explain the Staff's adjustment to the compensation levels of
17 Messrs. Lindemann and Brennan.

18 A. The Staff included compensation of \$100,000 for Mr. Lindemann and
19 \$100,000 for Mr. Brennan to recognize that their relationship to Southern Union is more
20 as members of the Board of Directors than executive officers. Southern Union's highest
21 compensation for a member of the board of directors is \$30,000. Recognizing that
22 Messrs. Lindemann and Brennan play a more significant role in Southern Union's
23 operations than the average Board member, the Staff felt that annual compensation of
24 \$100,000 (over three times the highest paid Board member) was reasonable.

25 The Staff has addressed this issue in each of MGE's previous three rate cases,
26 Case Nos. GR-96-285, GR-98-140 and GR-2001-272. In each of these cases the Staff

Direct Testimony of
Charles R. Hyneman

1 found that Messrs. Lindemann and Brennan served Southern Union Company more in the
2 capacity as members of the Board of Directors than active executive officers. As such,
3 the Staff in each of MGE's previous rate cases, adjusted Mr. Lindemann's and Brennan's
4 salary to a level more reflective of their actual involvement with the day-to day activities
5 of the Company.

6 In this case, the Staff has not seen any evidence that Mr. Brennan and
7 Mr. Lindemann are active executive officers of Southern Union. Both individuals
8 continue to work out of an office in New York City. This New York office is leased by
9 the firm Activated Communications, Inc., which is owned by the Lindemann family and
10 Mr. Brennan. Southern Union's headquarters is in Wilkes-Barre, Pennsylvania. This
11 arrangement is described in Southern Union's 2003 Proxy Statement:

12 Since 1993 Southern Union has maintained executive offices in
13 New York City for its Chairman and Vice Chairman, and for use
14 by other Company executives and representatives when conducting
15 business there. The space is sublet from Activated
16 Communications, Inc. ("Activated"), an entity owned by Chairman
17 Lindemann and members of his family, and by Vice Chairman
18 Brennan.

19 Payments to Activated during the fiscal years ended June 30, 2003, 2002, and
20 2001 for reimbursement of lease expenses were \$690,000, \$257,000 and \$259,000,
21 respectively, which were calculated pursuant to a cost sharing arrangement approved by
22 disinterested directors in 1993. During fiscal 2003 Southern Union renovated the office
23 space at a total cost of approximately \$4,650,000, including capitalized furniture and
24 office equipment.

25 During the renovation, Southern Union leased temporary space at a cost of
26 \$313,000 for shared use by Company personnel and representatives, and other non-

1 Company personnel who officed in the leased space, including Director
2 Adam Lindemann and persons employed by him or businesses he controls.

3 The Board and the Audit Committee are expected to reevaluate the 1993 cost
4 sharing arrangement and enter into a new arrangement with Activated, which may
5 encompass an assignment of its lease to Southern Union, after considering the foregoing
6 expenses and ongoing use of the leased space.

7 Q. Please explain why the Staff did not include the compensation of Southern
8 Union's Manager of Legislative affairs in allowable corporate allocated costs.

9 A. The Staff believes that all payroll and non-payroll costs related to a
10 utility's lobbying activities should be recorded below-the-line and not be considered an
11 allowable cost for the purpose of setting rates.

12 **CORPORATE NONPAYROLL COSTS**

13 Q. Did the Staff make any adjustment to MGE's proposed level of corporate
14 allocated nonpayroll costs?

15 A. Yes. The Staff made two adjustments to MGE's proposed level of
16 corporate nonpayroll overhead costs. These adjustments are reflected in Staff
17 Adjustment S-49.7.

18 Q. Please discuss the first adjustment to corporate nonpayroll costs.

19 A. As discussed above, Messrs. Lindemann and Brennan work out of an
20 office in New York City. Their firm, Activated Communications leases this space and
21 then charges Southern for a portion of this office space. The Staff does not believe that
22 the incurrence of this cost by Southern Union provides any benefit to MGE. The Staff, as

Direct Testimony of
Charles R. Hyneman

1 it has done in MGE's three previous rate cases, has removed this cost as an allowable
2 cost to MGE.

3 Q. What is the second adjustment to corporate nonpayroll costs?

4 A. The Staff removed the allocation of Southern Union's corporate aircraft
5 (SUGAIR) charges to MGE.

6 Q. Why did the Staff make this adjustment?

7 A. Included in the corporate nonpayroll pool dollars was \$388,586 in travel
8 costs separate and distinct from the SUGAIR charges. The Staff believes that this is
9 more than a sufficient amount of travel costs for Southern Union's corporate employees.

10 Q. Did the Staff review the passenger manifest of SUGAIR flights in making
11 its decision not to include SUGAIR costs in MGE's regulated cost of service?

12 A. Yes. The Staff reviewed SUGAIR passenger manifest information for
13 2002 and 2003. The Staff's review showed that many of the trips were personal in nature
14 and were not related to Southern Union's regulated operations. Those trips that were
15 made to specific Southern Union divisions or subsidiaries should have been directly
16 charged to those business units.

17 Q. Has MGE been on an aggressive path of mergers and acquisitions over the
18 past five years?

19 A. Yes. Over the past five years, Southern Union has acquired several gas
20 LDCs in Pennsylvania and New England. In the test year in this case, Southern Union
21 acquired a major gas pipeline company - Panhandle Eastern Pipeline Company.

Direct Testimony of
Charles R. Hyneman

1 Q. Would it be reasonable to conclude that Southern Union's senior
2 management spends a significant amount of time on merger and acquisition (M&A)
3 activities?

4 A. Yes. The Staff is aware that several senior Southern Union executives
5 have spent a considerable amount of time on mergers and acquisition over the past
6 several years.

7 Q. Did the Staff propose an adjustment to allocate a percent of certain senior
8 executives payroll cost to M&A activities in MGE's last rate case, Case
9 No. GR-2001-292?

10 A. Yes, I was the Staff witness who audited Southern Union's corporate
11 allocated costs in MGE's previous rate case and proposed this adjustment.

12 Q. If the Staff made such an adjustment in MGE's last case, and Southern
13 Union recently completed a major acquisition in the test year in this case, why isn't the
14 Staff proposing a similar adjustment?

15 A. Because the scope of the Staff's audit did not encompass a review of
16 corporate management's M&A activities in this case, the Staff did not make an
17 adjustment to allocate any corporate payroll costs to M&A activities. However, the Staff
18 is requesting that the Commission order Southern Union to keep accurate time reports on
19 the amount of time its corporate employee spent on M&A activities and make these
20 records available to the Staff in any future MGE rate proceeding. The Staff believes that
21 it is important to have these records available in order to make accurate adjustments to
22 M&A activities in future rate cases. Absent adequate documentation, any Staff
23 adjustment may not be as accurate as possible and may either overstate the degree of

Direct Testimony of
Charles R. Hyneman

1 M&A activity to the detriment of the Company or understate the degree of M&A activity
2 to the detriment of the ratepayers.

3 Q. Are you also sponsoring MGE's proposed level of corporate allocated
4 insurance premiums, plant in service, depreciation reserve and depreciation expense?

5 A. Yes, I am. The Staff made no adjustments to MGE's proposed allocated
6 level of insurance premiums. The Staff includes MGE's proposed level of corporate
7 allocated insurance expense in adjustment S-51.4 to account 925, Injuries and Damages.

8 Also, the Staff accepted MGE's proposed level of corporate allocated plant and
9 reserve. These amounts are reflected in Staff Accounting Schedule 3, Plant in Service
10 and Accounting Schedule 6, Depreciation Reserve. The Staff did, however, adjust
11 MGE's proposed allocation percentage of 25.04 percent based on its corporate functions
12 pool allocator, to the Staff's calculated allocation percent of 16.87 percent.

13 Q. Did MGE include any accumulated deferred income taxes on its allocated
14 corporate plant?

15 A. No.

16 Q. How did the Staff calculate its proposed level of accumulated deferred
17 income taxes on corporate allocated plant?

18 A. The Staff used the tax to book basis ratio used by MGE in its last rate
19 case, Case No. GR-2001-292, of 21 percent to calculate an estimated level of deferred
20 income taxes on the Staff's proposed level of corporate plant to include in this case.

21 **TRUE-UP**

22 Q. Has MGE requested a true-up audit in this proceeding?

Direct Testimony of
Charles R. Hyneman

1 A. Yes. MGE witness Noack states at page 4 of his direct testimony filed on
2 November 4, 2003, that "MGE is requesting a "true-up" through April 30, 2004..."
3 Mr. Noack then went on to list the particular revenue requirement components MGE
4 believes should be updated in the true-up audit.

5 Q. Does the Staff recommend that a true-up audit be performed in this case?

6 A. Yes. The Staff is proposing a true-up audit in this proceeding through
7 April 30, 2004. MGE estimates an increase in plant from December 31, 2003, through
8 April 2004 of approximately \$8 million. Also, certain MGE employee pay increases are
9 scheduled to take effect in the first four months of 2004. The Staff believes that these
10 events are significant enough to justify a true-up audit in this case.

11 Q. What specific revenue requirement items are the Staff recommending be
12 included in MGE's true-up revenue requirement recommendation?

13 A. The Staff is recommending that all rate base components (excluding
14 changes to the specific revenue and expense lags included in the cash working capital
15 study), MGE's capital structure and embedded cost of debt be included in the true-up
16 audit through April 30, 2004. In addition, the Staff recommends the following income
17 statement expenses be included in the true up audit.

- 18 1. Revenue for customer growth;
- 19 2. Payroll - Employee levels, current wages and benefits;
- 20 3. Rate case expense;
- 21 4. Depreciation and amortization expense;
- 22 5. FAS 106 OPEB expense;
- 23 6. Related income tax effects;
- 24 7. PSC Assessment;
- 25 8. Bad Debt expense; and
- 26 9. Medical expense.

Direct Testimony of
Charles R. Hyneman

1 Q. The Staff has not updated revenues for customer growth through the test
2 year update period in this case. Why has it listed this item as an item to be considered in
3 a true-up audit?

4 A. As discussed in the direct testimony of Staff Auditing witness
5 Paul R. Harrison, Staff has not updated its revenue calculation for customer growth
6 beyond the June 30, 2003, test year because of concerns regarding the underlying
7 customer data. If these concerns are resolved, the Staff will update revenues for customer
8 growth in the true-up audit.

9 Q. Has the Staff included an estimate of the increase in MGE's revenue
10 requirement as a result of the Staff's true-up audit?

11 A. Yes. The Staff has included an estimated increase in MGE's revenue
12 requirement as a result of a true-up audit to be approximately \$2.5 million. This amount
13 is reflected on Accounting Schedule 1, Revenue Requirement.

14 Q. Does this conclude your direct testimony?

15 A. Yes, it does.

Charles R. Hyneman

Schedule of Testimony Filings

Case No.	Company
ER-2004-0034	Aquila, Inc. d/b/a Aquila Networks-MPS and Aquila
HR-2004-0024	Networks – L&P
ER-2003-424	Empire District Electric Company
GO-2002-175	Aquila, Inc. d/b/a Aquila-MPS
ER-2001-672	UtiliCorp United, Inc. d/b/a Missouri Public Service
GR-2001-292	Missouri Gas Energy
EM-2000-369	UtiliCorp United Inc. Acquisition of Empire District Electric Company
GM-2000-312	Atmos Energy Corporation Acquisition of Associated Natural Gas Company
EM-2000-292	UtiliCorp United Inc. Acquisition of St. Joseph Light & Power Company
GO-99-258	Missouri Gas Energy
GR-98-140	Missouri Gas Energy
EM-97-515	Western Resources, Inc. Acquisition of Kansas City Power & Light Co.
ER-97-394	UtiliCorp United, Inc.
GR-97-272	Associated Natural Gas Company
GR-96-285	Missouri Gas Energy
EM-96-149	Union Electric Merger with CIPSCO, Inc.
GR-95-160	United Cities Gas Company
ER-94-163	St. Joseph Light & Power Company
HR-94-177	St. Joseph Light & Power Company
TR-93-181	United Telephone Company of Missouri