

May 4, 2020

Mr. William Seuffert
Executive Secretary
Minnesota Public Utilities Commission
121 7th Place East, Suite 350
Saint Paul, Minnesota 55101-2147

RE: Comments of the Minnesota Department of Commerce, Division of Energy Resources
Docket Nos. G008/AI-19-292 and G008/GR-19-524
OAH Docket No. 8-2500-36579

Dear Mr. Seuffert:

Attached are the Comments of the Minnesota Department of Commerce, Division of Energy Resources (Department) in response the Minnesota Public Utilities Commission's (Commission's) Notice of Request for Information and Subsequent Comment Period (Notice) dated February 20, 2020 in the following matter:

Petition of CenterPoint Energy Resources Corp., d/b/a CenterPoint Energy Minnesota Gas, for Approval of an Affiliated Interest Agreement Between CenterPoint Energy Minnesota Gas and Minnesota Limited, LLC.

The Department provides its response to the topics open for comment included in the Notice and recommendations for the Commission herein. The Department is available to answer any questions that the Commission may have.

Sincerely,

/s/ CRAIG ADDONIZIO
Financial Analyst

CA/ja
Attachment



Before the Minnesota Public Utilities Commission

Comments of the Minnesota Department of Commerce
Division of Energy Resources

Docket Nos. G008/AI-19-292 and G008/GR-19-524
OAH Docket No. 8-2500-36579

I. INTRODUCTION

On April 23, 2018, CenterPoint Energy, Inc. (CPEI) and Vectren Corporation (Vectren) announced that they had entered into a definitive merger agreement in which Vectren would become a wholly owned subsidiary of CPEI. The merger closed on February 1, 2019.

On April 29, 2019, CenterPoint Energy Minnesota Gas (CPEM or the Company), the business entity which houses CPEI's Minnesota regulated gas distribution operations, filed a petition (Petition) with the Minnesota Public Utilities Commission (Commission) seeking approval of an affiliated interest agreement (the 2019 AIA) with Minnesota Limited, LLC (Minnesota Limited). At the time, Minnesota Limited was a subsidiary of Vectren Infrastructure Service Company, a subsidiary of Vectren. On December 30, 2019, the Commission issued an Order approving the 2019 AIA with conditions.

On February 5, 2020, CPEM filed a letter in this Docket alerting the Commission to the announced sale of Minnesota Limited and a second infrastructure services company, Miller Pipeline (collectively, MVerge), to PowerTeam Services, LLC (PowerTeam).

On February 20 2020, the Commission filed its *NOTICE OF REQUEST FOR INFORMATION AND SUBSEQUENT COMMENT PERIOD* (Notice). The Commission's Notice stated that CPE shall provide the following information by March 6, 2020:

- Preliminary, pro-forma journal entries that would record the sale of Miller Pipeline and Minnesota Limited (collectively, MVerge) to PowerTeam Services, LLC.
- A copy and explanation of any information (including SEC disclosure filings) provided to shareholders and other stakeholders related to the effects of this sale.

The Commission's Notice also established dates for initial comments by April 10, 2020 and a reply comments by April 24, 2020.

In addition, the Commission's Notice stated that the following topics were open for discussion:

- Does this sale have an impact on Minnesota ratepayers? If so, how?
- Will this transaction result in any anticipated Goodwill impairment charges for CenterPoint Energy, Inc. (CNP)?
- What will CNP's pro-forma capital structure be following this sale?

- How will Minnesota ratepayers be protected from any possible credit rating agencies' downgrades that may result from this sale?
- Will this sale have an impact on rate base or O&M expenses in CPE's current rate case?
- How will this sale impact the 2020 construction season?
- Are there other issues or concerns related to this matter?

On March 6, 2020, CPEM filed its preliminary pro-forma journal entries along with other information, such as press releases, employee announcements, and 4th quarter earnings information, in accordance with the Commission's Notice.

On April 2, 2020, CPEM filed Comments responsive to the topics listed in the Commission's Notice.

On April 10, 2020, CPEM filed a letter in this Docket notifying the Commission that CPEI's sale of MVerge to PowerTeam had closed, and thus CPEM and Minnesota Limited are no longer affiliates.

On April 2, 2020, and again on April 24, 2020, the Department filed letters stating that the information included in CPEM's March 6, 2020 filings did not allow the Department to analyze and answer the topics open for comment listed in the Commission's Notice. In both letters, the Department indicated that it would file comments 30 days after CPEM filed its response to the topics open for comment from the Notice.

The Department has reviewed CPEM's April 2 Comments and offers its analysis below.

II. DEPARTMENT ANALYSIS

The Commission's Notice included seven topics open for comment, which the Department addresses individually below.

A. OPEN TOPIC NO. 1: DOES THIS SALE HAVE AN IMPACT ON MINNESOTA RATEPAYERS? IF SO, HOW?

1. CPEM Response

CPEM stated that the sale of MVerge to PowerTeam will have no impacts on Minnesota ratepayers. CPEM noted that, pursuant to the Stipulation filed on October 26, 2018 in Docket No. G008/AI-18-517 related to CPEI's acquisition of Vectren (and approved by the Commission in its January 14, 2019 Order in the same Docket), the Company is required to maintain its current service quality levels, its commitment to energy efficiency programs, and its transmission and distribution integrity management programs. Those terms of the Stipulation are still in place, and thus the sale of MVerge should have no negative effects on any related metrics or programs.

The Company also stated that current rates will not be affected by the sale of MVerge, and that the sale happened too late for CPEM to include any potential related financial impacts in its current rate case (Docket No. G008/GR-19-524, or the 2019 Rate Case). The Company also stated that it does not plan to adjust its test year financials in light of the MVerge sale.

2. Department Response

The Department agrees with MP that the MVerge sale should have little to no effect on Minnesota ratepayers.

Because neither Minnesota Limited nor Miller Pipeline are regulated utilities, there should have been little to no integration of their operations with CPEM's operations, and therefore the sale of MVerge to PowerTeam should not affect CPEM's operations. Department agrees that there is no reason to expect the sale to have any impacts on CPEM's service quality, energy efficiency programs, or integrity management programs.

Because the MVerge sale should not affect CPEM's operations, it should similarly have no significant impact on operating expenses incurred directly by CPEM. The sale will have an impact on cost allocations from CenterPoint Energy Service Company, LLC (Service Company) to CPEM and other CPEI entities, but the effect of the impact is difficult to predict. Generally, there are two parts to the cost allocation process that may be affected by the sale of MVerge. First, the total dollar amounts to be allocated from Service Company to CPEM and other CPEI entities may change. Second, the inputs to the allocators used to calculate each entity's share of those total costs will change.

The total dollar amounts of the Service Company's costs to be allocated to CPEM and other CPEI entities may be expected to decrease slightly if its operations can be scaled down following the sale of MVerge, which reduced the number of business units for which the Service Company has to provide services. However, it is not clear that the Service Company's operations were scaled up pursuant to the Vectren merger, and thus it is not clear that they can be scaled down as part of that merger is reversed via the MVerge sale. Further, the Department notes that cost allocations included in the 2019 Rate Case are based on 2018 actuals, and therefore reflect a time period that largely does not include any effects from the merger, which was not completed until February 2019. Thus, the Department does not expect the MVerge sale to result in any significant cost savings that would ultimately accrue to CPEM's ratepayers.

With respect to the inputs to the calculation of the allocators used to determine CPEM's share of costs allocated from Service Company, the Department expects the MVerge sale to result in an increase in the percentage of total costs assigned to CPEM. For example, certain costs are allocated from the Service Company to other CPEI entities based on each entity's number of employees (headcount), and the sale of MVerge and removal of MVerge's employees from that calculation will cause each remaining entity's share of those costs to increase. Other allocators include assets, operating expenses, and the composite ratio (which incorporates assets, gross margin, and number of

employees).¹ The sale of MVerge will cause CPEM's allocation percentages based on all of these other factors to increase.

As noted above, CPEM's initial filing in its 2019 Rate Case uses 2018 as a base year, and then makes a number of adjustments to derive its estimated 2020 test year revenue requirements. Because Vectren was not merged into CPEI until February 2019, CPEM included a \$3.4 million credit to Service Company costs allocated to CPEM to reflect the addition of Vectren's employees, assets, operating expenses, and gross margins would have on the allocator calculations.² If CPEM were to reflect the sale of MVerge in an update to its 2019 Rate Case, that credit would likely be revised downward, resulting in higher rates for CPEM's ratepayers, all else equal.

The Department can investigate any impacts the MVerge sale may have on cost allocations in CPEM's current rate case and recommend adjustments if necessary.

B. OPEN TOPIC NO. 2: WILL THIS TRANSACTION RESULT IN ANY ANTICIPATED GOODWILL IMPAIRMENT CHARGES FOR CENTERPOINT ENERGY, INC. (CNP)?

1. CPEM Response

CPEM stated that CPEI anticipates recording an impairment loss of \$85 million, plus an additional loss for transaction costs, but that the final amount will not be known until later. CPEM also stated that goodwill adjustments related to the sale will be recorded at the CPEI level and will not be passed on to CPEI subsidiaries.

2. Department Response

The Department agrees that any goodwill impairment charges incurred as a result of the MVerge sale should be recorded at CPEI and not allocated to CPEM.

It is the Department's understanding that no such charges related to the MVerge sale could have been included in the current rate case due to the timing of the sale, which occurred after CPEM's rate case filing was prepared. Further, CPEM stated that it does not intend to update its test year financials to reflect the MVerge sale, and therefore no portion of any goodwill impairment charges will be included in its rate case via any such update either.

¹ These allocators are described in CPEM's current rate case, Docket No. G008/GR-19-524, in the Direct Testimony of Michelle M. Townsend at 15-16.

² See the Direct Testimony of Michelle M. Townsend, Schedule 2, Workpaper 1 in Docket No. G008/GR-19-524.

C. OPEN TOPIC NO. 3: WHAT WILL CNP'S PRO-FORMA CAPITAL STRUCTURE BE FOLLOWING THIS SALE?

1. CPEM Response

CPEM stated that CPEI does not anticipate any material changes to its capital structure as a result of the MVerge sale, as the transaction itself will result in a reduction in CPEI's equity, but the sale's proceeds will be used to reduce CPEI's debt. CPEM also noted that pursuant to the Commission's April 3, 2003 Order in Docket No. G008/CI-02-1368 (the 02-1368 Order), for regulatory and ratemaking purposes, the Company is required to use a capital structure, cost of debt, and cost of equity reflective of an A-rated utility. Thus, even if the MVerge sale were to negatively affect CPEI's capital structure, because CPEI's capital structure, cost of debt, and cost of equity play no role in setting CPEM's rates, CPEM's ratepayers will not be negatively affected.

2. Department Response

The Department agrees that the MVerge sale is unlikely to have a material impact on CPEI's capital structure. In its SEC Form 8-K dated February 3, 2020, CPEI reported estimated after-tax proceeds from the sale of \$668 million to \$683 million.³ In Table 1 below, the Department used the lower of these estimates to adjust CPEI's projected 2019 and 2020 capital structures, as reported in CPEM's current rate case, to estimate of CPEI's post-transaction capital structure.⁴

³ CPEM provided links to the February 3, 2020 SEC Form 8-K in its February 5, 2020 Letter as well as its March 3, 2020 Compliance Filing.

⁴ Required Schedule D-1(b) of the Company's initial filing its current rate case reports CPEI's actual average capital structure for 2018, and projected average capital structures for 2019 and 2020.

Table 1
CPEI Capital Structure
Pre- and Post-MVerge Sale

	Pre-MVerge Sale		Mverge Sale	Post-Mverge Sale	
	Amount (\$000s)	Ratio (%)	Adjustment (\$000s)	Amount (\$000s)	Ratio (%)
<i><u>2019 Average - Projected</u></i>					
Long Term Debt	11,290	57.83%	(668)	10,622	56.88%
Short Term Debt	1,756	8.99%		1,756	9.40%
Trust Preferred Securities	1,778	9.10%		1,778	9.52%
Common Stock Equity	<u>4,700</u>	24.07%	<u>(182)</u>	<u>4,518</u>	24.20%
Total	19,523	100.00%	(850)	18,673	100.00%
<i><u>2020 Average - Projected</u></i>					
Long Term Debt	12,543	61.41%	(668)	11,875	60.66%
Short Term Debt	1,115	5.46%		1,115	5.70%
Trust Preferred Securities	1,778	8.70%		1,778	9.08%
Common Stock Equity	<u>4,990</u>	24.43%	<u>(182)</u>	<u>4,808</u>	24.56%
Total	20,426	100.00%	(850)	19,576	100.00%

As shown, the transaction has little effect on CPEI’s capital structure.

The Department further agrees with CPEM that 02-1368 Order insulates CPEM’s ratepayers from any effects the MVerge sale may have on CPEI’s capital structure and cost of capital.

D. CREDIT RATING AGENCIES’ DOWNGRADES THAT MAY RESULT FROM THIS SALE?

1. CPEM Response

CPEM noted that both S&P Global and Moody’s stated that they view the sale of MVerge as credit positive for CPEI, indicating that downgrades resulting from the sale are unlikely. More importantly, however, CPEM reiterated that the 02-1368 Order requires it to recognize the capital structure, cost of debt, and cost of equity of an A-rated utility for regulatory and ratemaking purposes. Therefore, a downgrade of CPEI by one or both of the credit ratings agencies will not affect CPEM’s ratepayers.

2. Department Response

The Department agrees that 02-1368 Order insulates CPEM’s ratepayers from negative effects resulting from any potential downgrades by the credit ratings agencies.

E. OPEN TOPIC NO. 5: WILL THIS SALE HAVE AN IMPACT ON RATE BASE OR OPERATIONS AND MAINTENANCE (“O&M”) EXPENSES IN CENTERPOINT ENERGY MINNESOTA GAS’S CURRENT RATE CASE?

1. CPEM Response

As CPEM noted in response to Open Topic No. 1, the sale of MVerge to PowerTeam was not contemplated during the preparation of CPEM’s current rate case, and therefore is not reflected in the Company’s initial filing. Additionally, the Company is not proposing any adjustments related to the sale at this time.

2. Department Response

As described above, the Department expects that the only part of CPEM’s rate case that could be affected by the sale may be cost allocations from Service Company to CPEM. The Department expects that any such impacts would be small, and can investigate this issue in the 2019 Rate Case.

F. OPEN TOPIC NO. 6: HOW WILL THIS SALE IMPACT THE 2020 CONSTRUCTION SEASON?

1. CPEM Response

CPEM stated that the sale will have no effect on the 2020 construction season. CPEM noted that Minnesota Limited has historically been the contractor for work on its “beltline” system, and that Minnesota Limited was recently awarded a contract for work on the beltline system for the 2020 construction season through the Company’s bidding process.⁵ CPEM stated that it plans to continue the planned work on its beltline system in order to meet its safety and reliability commitments.

2. Department Response

The Department will review the Company’s 2020 construction contract with Minnesota Limited when CPEM files it with the Commission in an affiliated interest docket. However, the Department notes that in the selection process used to select Minnesota Limited as its beltline contractor for the 2018 and 2019 construction seasons, CPEM treated Minnesota Limited as if it were a 3rd party contractor.

For each construction season, Minnesota Limited signed one-year construction contracts with well-defined scopes of work and prices. The Department expects that CPEM’s selection and contracting process for the 2020 construction season was similar to the prior two seasons, and that CPEM treated Minnesota Limited as an unrelated party on equal terms with all other bidders. The Department similarly expects that the terms of the construction contract for the 2020 season define the scope of

⁵ CPEM stated that it plans to make an affiliated interest filing related to its 2020 construction contract with Minnesota Limited.

work to be completed and costs such that it does not matter that Minnesota Limited was an affiliate during the selection process, but will not be an affiliate during the period that the work will be completed.

Additionally, for the 2018 and 2019 construction seasons, CPEM initially requested bids from multiple contractors for a specific set of projects on the beltline system. The construction contracts for both seasons included language that allowed CPEM to add to the scope of work for which it initially sought bids if time and resources allowed. One of the Department's main concerns was that CPEM would add significant amounts of work to each contract at inflated prices, without seeking bids from other contractors, in order to benefit its affiliate (and ultimately CPEI's shareholders). The Department notes that because Minnesota Limited is no longer an affiliate, CPEM no longer has any incentive to engage in this type of behavior. As a result, the Department has no concerns related to the MVerge sale's impact on the 2020 construction season.

G. OPEN TOPIC NO. 7: ARE THERE OTHER ISSUES OR CONCERNS RELATED TO THIS MATTER?

1. CPEM Response

CPEM stated that it has no other issues to bring to the Commission's attention related to this matter.

2. Department Response

The Department has no additional issues or concerns related to the sale of MVerge to PowerTeam.

III. CONCLUSION

The Department does not expect CPEI's sale of MVerge to PowerTeam to have any significant effects on either CPEM or its ratepayers. The Department recommends no specific further action by the Commission on this matter, but is available to answer any questions the Commission may have or actively participate in any additional process the Commission wishes to pursue.

/ja

CERTIFICATE OF SERVICE

I, Sharon Ferguson, hereby certify that I have this day, served copies of the following document on the attached list of persons by electronic filing, certified mail, e-mail, or by depositing a true and correct copy thereof properly enveloped with postage paid in the United States Mail at St. Paul, Minnesota.

Minnesota Department of Commerce

Comments

Docket No. G008/AI-19-292 and G008/GR-19-524

Dated this 4th day of **May 2020**

/s/Sharon Ferguson

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Samantha	Norris	samanthanorris@alliantenergy.com	Interstate Power and Light Company	200 1st Street SE PO Box 351 Cedar Rapids, IA 524060351	Electronic Service	No	OFF_SL_19-524_GR-19-524 Official CC Service List
Mike	OConnor	moconnor@ibewlocal949.org	Local 949 IBEW	12908 Nicollet Ave S Burnsville, MN 55337	Electronic Service	No	OFF_SL_19-524_GR-19-524 Official CC Service List
Greg	Palmer	gpalmer@greatermngas.com	Greater Minnesota Gas, Inc. & Greater MN Transmission, LLC	1900 Cardinal Ln PO Box 798 Faribault, MN 55021	Electronic Service	No	OFF_SL_19-524_GR-19-524 Official CC Service List
Generic Notice	Residential Utilities Division	residential.utilities@ag.state.mn.us	Office of the Attorney General-RUD	1400 BRM Tower 445 Minnesota St St. Paul, MN 551012131	Electronic Service	Yes	OFF_SL_19-524_GR-19-524 Official CC Service List
Kevin	Reuther	kreuther@mncenter.org	MN Center for Environmental Advocacy	26 E Exchange St, Ste 206 St. Paul, MN 551011667	Electronic Service	No	OFF_SL_19-524_GR-19-524 Official CC Service List

First Name	Last Name	Email	Company Name	Address	Delivery Method	View Trade Secret	Service List Name
Joseph L	Sathe	jsathe@kennedy-graven.com	Kennedy & Graven, Chartered	200 S 6th St Ste 470 Minneapolis, MN 55402	Electronic Service	No	OFF_SL_19-524_GR-19-524 Official CC Service List
Elizabeth	Schmiesing	eschmiesing@winthrop.com	Winthrop & Weinstine, P.A.	225 South Sixth Street Suite 3500 Minneapolis, MN 55402	Electronic Service	No	OFF_SL_19-524_GR-19-524 Official CC Service List
Will	Seuffert	Will.Seuffert@state.mn.us	Public Utilities Commission	121 7th PI E Ste 350 Saint Paul, MN 55101	Electronic Service	Yes	OFF_SL_19-524_GR-19-524 Official CC Service List
Janet	Shaddix Elling	jshaddix@janetshaddix.com	Shaddix And Associates	7400 Lyndale Ave S Ste 190 Richfield, MN 55423	Electronic Service	Yes	OFF_SL_19-524_GR-19-524 Official CC Service List
Peggy	Sorum	peggy.sorum@centerpointenergy.com	CenterPoint Energy	505 Nicollet Mall Minneapolis, MN 55402	Electronic Service	No	OFF_SL_19-524_GR-19-524 Official CC Service List
James M	Strommen	jstrommen@kennedy-graven.com	Kennedy & Graven, Chartered	200 S 6th St Ste 470 Minneapolis, MN 55402	Electronic Service	No	OFF_SL_19-524_GR-19-524 Official CC Service List
Andrew	Sudbury	Andrew.Sudbury@CenterPointEnergy.com	CenterPoint Energy Minnesota Gas	505 Nicollet Mall PO Box 59038 Minneapolis, MN 55459-0038	Electronic Service	No	OFF_SL_19-524_GR-19-524 Official CC Service List
Eric	Swanson	eswanson@winthrop.com	Winthrop & Weinstine	225 S 6th St Ste 3500 Capella Tower Minneapolis, MN 554024629	Electronic Service	No	OFF_SL_19-524_GR-19-524 Official CC Service List
Samantha	Williams	swilliams@nrdc.org	Natural Resources Defense Council	20 N. Wacker Drive Ste 1600 Chicago, IL 60606	Electronic Service	No	OFF_SL_19-524_GR-19-524 Official CC Service List

First Name	Last Name	Email	Company Name	Address	Delivery Method	View Trade Secret	Service List Name
Joseph	Windler	jwindler@winthrop.com	Winthrop & Weinstine	225 South Sixth Street, Suite 3500 Minneapolis, MN 55402	Electronic Service	No	OFF_SL_19-524_GR-19-524 Official CC Service List
Jonathan	Wolfgram	Jonathan.Wolfgram@state.mn.us	Office of Pipeline Safety	Minnesota Department of Public Safety 445 Minnesota Street Suite 147 St. Paul, MN 55101-1547	Electronic Service	No	OFF_SL_19-524_GR-19-524 Official CC Service List
Scott	Zemke	szemke@capsh.org	Community Action Partnership	of Suburban Hennepin 8800 Highway 7, Ste. 401 St. Louis Park, MN 55426	Electronic Service	No	OFF_SL_19-524_GR-19-524 Official CC Service List