

**STATE OF MINNESOTA
BEFORE THE PUBLIC UTILITIES COMMISSION**

Beverly Jones Heydinger	Chair
Dr. David C. Boyd	Commissioner
Nancy Lange	Commissioner
Dan Lipschultz	Commissioner
Betsy Wergin	Commissioner

In the Matter of a Request for Approval of the Asset Purchase & Sale Agreement Between Interstate Power and Light Company and Southern Minnesota Energy Cooperative

Docket Nos. E-001, E-115, E-140, E-105, E-139, E-124, E-126, E-145, E-132, E-114, E-6521, E-142, E-135/PA-14-322

**SUPPLEMENTAL REPLY COMMENTS
OF THE OFFICE OF THE ATTORNEY
GENERAL - RESIDENTIAL UTILITIES
AND ANTITRUST DIVISION**

I. INTRODUCTION

The Office of the Attorney General - Residential Utilities and Antitrust Division (“OAG”) submits the following comments in response to the December 8, 2014 Reply Comments of Interstate Power and Light Company (“IPL”) and the Southern Minnesota Energy Cooperative (“SMEC”) (together “Petitioners”), the Department of Commerce (“Department”), and the Minnesota Chamber of Commerce (“Chamber”), in the matter of IPL’s proposed sale of its distribution assets to the SMEC. The comments previously filed by the OAG explain why the transaction is likely detrimental to ratepayers due to the significant gain on sale for IPL, substantial transaction costs, and increased costs of purchasing power. For these reasons, the OAG continues to recommend that the Commission only approve the sale after appropriate modifications are made to ensure that it is fair for all stakeholders. Pursuant to the Commission’s December 11, 2014 Order, the OAG limits these comments to new issues or

analyses that were “raised in reply comments” by other parties, or instances in which the OAG’s previous statements and positions were mischaracterized by other parties.

II. ANALYSIS

A. IPL’s New Cost/Benefit Analyses Do Not Demonstrate that the Transaction Benefits Ratepayers.

The Petitioners again attempt to refute the OAG’s analysis showing that Petitioners’ claimed benefits of the Transaction are overstated in both the short term and long term. Petitioners appear to have recognized the difficulty of arguing that the Transaction provides short-term benefits to ratepayers, presumably since such an argument requires speculating about potential rate increases that IPL could receive from the Commission in three separate rate cases. Instead, Petitioners have shifted their focus almost exclusively to arguing that the transaction provides long-term benefits for ratepayers.¹ These long-term benefits are, according to Petitioners, the “fundamental economic advantages enjoyed by SMEC” and its members, which the OAG understands as referring to a lower cost of capital, including lower borrowing costs, and the lack of income tax obligations for cooperatives.² Put simply, Petitioners appear to rely on the general argument that the benefits of cooperative ownership outweigh those of rate regulation. Petitioners’ argument is flawed for multiple reasons.

First, Petitioners have not proven that any economic advantages resulting from the proposed Transaction outweigh the substantial upfront costs to ratepayers in this case. Rather, the Petitioners have provided new, flawed analyses of the supposed long-term benefits of the

¹ IPL Reply Comments at 2-3. The OAG notes that Petitioners have previously included purported long-term benefits in attempting to justify the Transaction. Petitioners previously used *both* short term and long term benefits in arguing for approval. *See* Petition at 35-36 (listing Petitioners’ claimed short and long-term benefits). Petitioners’ most recent comments, however, focus much more on their claimed long-term benefits.

² *Id.* at 3.

Transaction, as seen in Tables 1, 2 and 3 of their Reply Comments.³ Petitioners claim that these new analyses demonstrate that the Transaction benefits ratepayers when *all* of the OAG's concerns are incorporated into a cost/benefit equation.⁴ But Petitioners new analyses do not incorporate all of the concerns expressed by the OAG. Specifically, Petitioners have wrongly compared the overall cost of capital for IPL against the 3.38 percent cost of debt they claim for the Transaction.⁵ As the OAG has previously stated, this comparison implies that the equity holders of SMEC Member Cooperatives (in other words, the members) bear no risk from this venture and do not require a return on their investment.⁶ This is a grossly false assumption and skews the benefit analysis heavily to show additional ratepayer benefits that do not exist. The OAG has demonstrated in its previous comments that, when all of the flaws in Petitioners' original cost/benefit analysis are corrected, and when all aspects of the Transaction are viewed as a whole, IPL ratepayers likely face a detriment.

Second, the Chamber's comments indicate that, in this case, the benefits of cooperative ownership may not outweigh the benefits of rate regulation for IPL's customers. Specifically, the Chamber explained that 10 of the 12 cooperatives currently have higher overall rates than IPL, while only two have lower overall rates.⁷ Additionally, 6 of the 12 cooperatives have

³ *Id.* at 5-7.

⁴ *Id.* at 6.

⁵ *Id.* at 5-7. Moreover, even the 3.38 percent cost of debt used in Petitioners' analysis is speculative. In an IR Response filed the business day before parties' reply comments were due, Petitioners admitted that the financing terms for each cooperative have not been agreed upon. *See* Chamber IR Response #44. Accordingly, the interest rates provided to member cooperatives to purchase their respective assets from SMEC three years from now could change substantially. And if financing terms are different for each cooperative, some current IPL customers could see a greater detriment than others.

⁶ *See* OAG Initial Comments at 4.

⁷ Chamber Reply Comments at 23. The Chamber calculated the overall rates of IPL and the various cooperatives by dividing each entity's overall revenue by its kilowatt-hour sales. The (Footnote Continued on Next Page)

overall rates that would be more than five percent higher than current IPL rates and 5 of the 12 cooperatives have overall rates that are more than ten percent higher than current IPL rates, with Benco and Peoples having 34 percent and 35 percent higher rates, respectively. This suggests that, despite any of the general benefits afforded to cooperatives, the overall costs for serving members of the SMEC cooperatives are higher than those of serving IPL's customers. Once the initial five-year rate mitigation period has expired and the rates for IPL customers are merged with those of their respective future cooperatives, the IPL customers will likely see large rate increases that will subsidize the costs of serving current SMEC customers. The cost/benefit analyses produced by Petitioners do not account for this factor.

B. Petitioners Misconstrue the OAG's Analysis of the Wholesale Power Agreement.

Petitioners also incorrectly represent the OAG's views on the Wholesale Power Agreement ("WPA"), accusing the OAG of attempting to "capture" the supposed benefits of the Transaction for ratepayers by "arbitrarily altering or discarding elements" of the WPA and "making assumptions on market power prices."⁸ Petitioners cannot identify any "element" of the WPA that the OAG supposedly altered or discarded, or any assumption the OAG supposedly made about market prices—nor do they even attempt to do so. The OAG's previous comments simply stated that, when asked, Petitioners did not provide a comparison of the cost of providing power to SMEC through the WPA and the cost of obtaining power from the various G&Ts, and that Petitioners' failure to do so suggests that the WPA may result in higher costs.⁹ Petitioners'

(Footnote Continued from Previous Page)

OAG recognizes that this analysis does not consider many nuances of an entity's rate structures, such as rate differences between classes and differences in rate design.

⁸ IPL Reply Comments at 10.

⁹ OAG's November 10, 2014 Comments at 7.

continued failure to provide any information to the contrary, while making false and unsupported accusations regarding the OAG's comments, only reinforces the OAG's concern.

Petitioners also appear to claim that the WPA is reasonable simply because the methodology used to determine its price by FERC's formula rates is "very similar" to the process for determining retail rates used by the Commission.¹⁰ Petitioners further appear to have determined that these processes are "very similar" because the WPA "is based on an average embedded cost revenue requirement."¹¹ Regardless of whether these processes are "very similar" or not, the OAG has not contended—nor does it contend—that the *methodology* for determining the pricing of the WPA is in any way flawed or unreasonable. The OAG does not agree, however, that determining whether the WPA is in the public interest in this case and whether the transaction complies with Minnesota law¹² is as simple as IPL suggests. The fact remains that IPL will see greater revenue as a result of the FERC formula rate used for interstate generation assets in the WPA than it would under its current authorized rate in Minnesota. Whether or not the FERC methodology is reasonable for FERC's purposes is not at issue. What is at issue is that, if the Transaction is approved, IPL customers will bear the cost increases while IPL shareholders will receive an additional \$4.3 million in profits over the first five years. As the OAG previously stated, it is not reasonable for ratepayers to pay such a significant premium for use of the same generation assets currently serving IPL's customers, particularly since it appears that the cooperatives' respective G&Ts are capable of providing these services at lower rates.

¹⁰ IPL Reply Comments at 10.

¹¹ *Id.*

¹² Minn. Stat. § 216B.50.

C. The Chamber's New Method of Allocating Costs Should be Rejected.

The Chamber proposes in its Reply Comments a different method for allocating IPL's wholesale generation and transmission costs for the first three years following the Transaction—before the results of the cooperatives' CCOSs are known. Specifically, the Chamber argues that, because transmission and generation costs are “fixed,” Petitioners' proposal to allocate these costs as energy is unfair to the Large C&I class.¹³ The Chamber suggests that, instead, transmission costs should be billed entirely as demand, and that a twelve coincident-peak method should be used to allocate additional generation costs to customers. The Chamber's proposal should be rejected.

The Chamber has not presented a valid basis to alter the apportionment proposed in Petitioners' April 15, 2014 filing, and not disputed in the series of comments filed by either the Department or the OAG. Notably, cost causation cannot be estimated until the SMEC cooperatives perform their respective CCOSs during the first three years following the Transaction. The Commission has previously rejected the Chamber's suggestion to charge fixed costs as demand and variable costs as energy in the interim period. Specifically, the Commission rejected the proposal of the Xcel Large Industrials (“XLI”) to change the allocation of “Other Production O&M” costs in Xcel's 2010 rate case. In responding to the XLI's suggestion to allocate costs based on a similar fixed/variable distinction, the Commission stated the following:

The fixed/variable distinction does not correspond to whether those expenses are attributable to energy or demand; a number of fixed expenses at a nuclear plant, for example, arise in connection with fuel consumption and handling, and do not fit neatly in this binary distinction.¹⁴

¹³ See Chamber Reply Comments at 18-19.

¹⁴ Findings of Fact, Conclusions, and Order, *In the Matter of the Application of Northern States Power Company d/b/a Xcel Energy for Authority to Increase Rates for Electric Service in Minnesota*, at 17-18, Dkt. No. 10-971, (May 14, 2012).

The Commission's reasoning for rejecting XLI's argument applies equally here. The only reason for incorporating the Chamber's suggested changes to cost allocation over the initial three-year period, without the benefit of a CCOSS, would be to benefit the large C&I customers represented by the Chamber. The allocation suggested by Petitioners should be retained until cost allocation can be estimated for each cooperative.

III. CONCLUSION

The analysis presented in the OAG's previous comments demonstrates that, when a reasonable assessment of the costs and benefits are considered, the Transaction will not benefit ratepayers as currently structured. Petitioners attempt to refute the OAG's analysis by ignoring portions of it and mischaracterizing others. But the record demonstrates that, if any benefit exists, it is weighted heavily in IPL's favor due to the guaranteed recovery of an acquisition premium and the Wholesale Power Agreement's increased return on equity. Petitioners' claim that IPL's ratepayers also benefit from the Transaction is premised on multiple hypothetical rate increases. For these reasons, the OAG continues to recommend that, should the Commission approve the transaction, it require that IPL forego any gain on sale of its distribution assets, order that the transaction costs be paid by IPL, and order that the sale price paid by SMEC to IPL be

reduced by the amount of the gain that IPL will receive in the form of increased return on equity on generation assets in Iowa used to serve Minnesota customers.

Dated: December 22, 2014

Respectfully submitted,

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s/ Ian Dobson

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Re: *In the Matter of a Request for Approval of the Asset Purchase & Sale Agreement Between Interstate Power and Light Company and Southern Minnesota Energy Cooperative*

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Dear Dr. Haar:

Enclosed and e-filed in the above-referenced matter please find *Supplemental Reply Comments of the Office of the Attorney General – Residential Utilities and Antitrust Division*.

By copy of this letter, all parties have been served. An Affidavit of Service is also enclosed.

Sincerely,

s/Ian M. Dobson

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Donna	Pickard	dpickard@aladdinsolar.com	Aladdin Solar	1215 Lilac Lane Excelsior, MN 55331	Electronic Service	No	OFF_SL_14-322_Official
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Benjamin L.	Porath		Dairyland Power Cooperative	3200 East Avenue South PO Box 817 La Crosse, WI 546020817	Paper Service	No	OFF_SL_14-322_Official

First Name	Last Name	Email	Company Name	Address	Delivery Method	View Trade Secret	Service List Name
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Richard	Savelkoul	rsavelkoul@martinsquires.com	Martin & Squires, P.A.	332 Minnesota Street Ste W2750 St. Paul, MN 55101	Electronic Service	No	OFF_SL_14-322_Official
Kevin	Saville	kevin.saville@ftr.com	Citizens/Frontier Communications	2378 Wilshire Blvd. Mound, MN 55364	Electronic Service	No	OFF_SL_14-322_Official
Larry L.	Schedin	Larry@LLSResources.com	LLS Resources, LLC	12 S 6th St Ste 1137 Minneapolis, MN 55402	Electronic Service	No	OFF_SL_14-322_Official
Matthew J.	Schuerger P.E.	mjsreg@earthlink.net	Energy Systems Consulting Services, LLC	PO Box 16129 St. Paul, MN 55116	Electronic Service	No	OFF_SL_14-322_Official
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First Name	Last Name	Email	Company Name	Address	Delivery Method	View Trade Secret	Service List Name
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First Name	Last Name	Email	Company Name	Address	Delivery Method	View Trade Secret	Service List Name
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Daniel	Williams	DanWilliams.mg@gmail.com	Powerfully Green	11451 Oregon Avenue N Champlin, MN 55316	Electronic Service	No	OFF_SL_14-322_Official
Robyn	Woeste	robynwoeste@alliantenergy.com	Interstate Power and Light Company	200 First St SE Cedar Rapids, IA 52401	Electronic Service	No	OFF_SL_14-322_Official