



Control Number: 42867



Item Number: 125

Addendum StartPage: 0

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PUBLIC UTILITY COMMISSION
FILING CLERK

PETITION OF NORTH AUSTIN § BEFORE THE STATE OFFICE
UTILITY DISTRICT NO. 1, §
NORTHTOWN MUNICIPAL UTILITY §
DISTRICT, TRAVIS COUNTY WATER §
CONTROL AND IMPROVEMENT §
DISTRICT NO. 10 AND WELLS § OF
BRANCH MUNICIPAL UTILITY §
DISTRICT, FROM THE RATEMAKING §
ACTIONS OF THE CITY OF AUSTIN §
AND REQUEST FOR INTERIM RATES §
IN WILLIAMSON AND TRAVIS §
COUNTIES § ADMINISTRATIVE HEARINGS

SOAH DOCKET NO. 473-14-5138.WS
PUC DOCKET NO. 42867

PETITION OF NORTH AUSTIN § BEFORE THE STATE OFFICE
MUNICIPAL UTILITY DISTRICT NO. §
1, NORTHTOWN MUNICIPAL §
UTILITY DISTRICT, AND WELLS §
BRANCH MUNICIPAL UTILITY §
DISTRICT FROM THE RATEMAKING § OF
ACTIONS OF THE CITY OF AUSTIN §
AND REQUEST FOR INTERIM RATES §
IN WILLIAMSON AND TRAVIS §
COUNTIES § ADMINISTRATIVE HEARINGS

CITY OF AUSTIN'S SECOND SUPPLEMENTAL RULE 194 DISCLOSURES

Pursuant to Rule 194 and other applicable provisions of the Texas Rules of Civil Procedure, and Orders Nos. 1 and 9 in this matter, the City of Austin, Respondent, (herein sometimes referred to as "City," "Austin" or "Respondent"), in the above styled and docketed wholesale water rate appeal proceeding and serves this, its Second Amended Disclosures, on all parties to this Proceeding. The City of Austin's disclosures correspond to all applicable provisions of Tex. R. Civ. P. 194.2. Austin's disclosures include voluminous documents. In accordance with Order No. 2, however, we have transmitted these voluminous documents digitally in the attached disclosures. Please notify Webb & Webb, Attorneys at Law, if you have difficulties gaining access to the disclosures.

THE CITY OF AUSTIN'S SECOND SUPPLEMENTAL DISCLOSURES

- e. The name, address, and telephone number of any and all persons having knowledge of any relevant facts, and a brief statement of each identified person's connections with this case.

Michael Castillo is no longer with the City of Austin Water Utility. His prefiled testimony in these proceedings will be sponsored at the hearing by David Anders. Mr. Anders participated in the same water and wastewater cost of service rate studies about which Mr. Castillo testified, and has personal knowledge of the proceedings.

- f. For any testifying expert:

1. The experts' names, addresses, and telephone numbers:

**Matthew C. Henry
Vinson & Elkins LLP
2001 Ross Avenue, Suite 3700
Dallas, Texas 75201-2975
(214) 220-7726**

2. The subject matter on which each expert will testify:

Matthew C. Henry: The reasonableness of Austin's rate case expenses generated during the prosecution of these dockets.

3. The general substance of the experts' mental impressions and opinions and a brief summary of the basis for them, or if the expert is not retained by, employed by, or otherwise subject to the control of the party to whom this Request is addressed, documents reflecting such information:

Matthew C. Henry: Mr. Henry is an experienced attorney who has testified in previous rate case appeals regarding the reasonableness of rate case expenses. He will be testifying about the reasonableness of Austin's rate case expenses based on his general review of the filings by all parties in this case and all of Austin's responses to Petitioners' Request for Production No. 3-66.

4. If the expert is retained by, employed by, or otherwise subject to the control of the party to whom this Request is addressed:

- A. All documents, tangible things, reports, models, or data compilations that have been provided to, review by, or prepared by or for the experts in anticipations of the expert's testimony; and

Matthew C. Henry: Please note all the filings by the Petitioners' in this case including:

- 1. All pleadings to the ALJ's and responses thereto;**
- 2. All discovery requests and the responses thereto;**
- 3. Prefield testimony of all parties to this case; and**
- 4. All of Austin's responses to Petitioners' Request for Production No. 3-66, pertaining to Austin's source documentation on any rate case expenses related to these dockets for which the City is requesting any cost recovery from the Petitioners.**

- B. The expert's current resume and bibliography.

Matthew C. Henry: The professional resume and bibliography of Matthew C. Henry is included, COA 1st Supp Disclosure 2449-2452.

Respectfully submitted,

KAREN KENNARD,
City Attorney

D. CLARK CORNWELL
Assistant City Attorney

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By:



Stephen P. Webb
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ATTORNEYS FOR CITY OF AUSTIN

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document has been served via hand delivery, facsimile, electronic mail, overnight mail, US mail and/or Certified Mail Return Receipt Requested on all parties whose names appear on the mailing list below on this 19th day of December, 2014.

FOR THE PUBLIC UTILITY COMMISSION:

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Via Electronic Upload & Hand Delivery

FOR THE SOAH DOCKET CLERK:

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Biography

For two decades, Matt has represented some of the largest energy and utility companies in the United States, with a particular emphasis on the regulation of electric energy, natural gas, coal, and water before state and federal agencies. Matt counsels clients with regard to the regulatory implications and risks of their business and has first-chair experience in addressing a broad range of business concerns, including some of the largest corporate transactions and administrative matters in Texas and the United States. Matt's unique experience spans from the boardroom, where he has helped to close multi-billion dollar transactions, to the courtroom, where he has been the lead lawyer on several multi-billion dollar administrative cases. In many of these cases, Matt has led teams of more than 10 attorneys and dozens of witnesses through the preparation and prosecution of the case. In 2014, the Dallas Business Journal honored Matt as part of select group included among the "Who's Who in Energy in North Texas."

Work Experience

Partner, Vinson & Elkins LLP, June 2008-Present; National Practice Group Co-Leader, Energy Regulatory Group; Dallas Office Hiring Partner; Partnership Admissions Committee

Partner, Hunton & Williams LLP, January 2002-May 2008, Associates Committee

Associate, Worsham Forsythe & Wooldridge LLP, August 1994-December 2001, Recruiting Committee

Summer Associate, Winstead Sechrest & Minick P.C., Summer 1993

Summer Associate, Worsham Forsythe Sampels & Woodridge LLP, Summer 1993

Representative Experience

Co-Lead counsel in connection with the preparation of a 2014 rate filing to revise transmission rates for a transmission-only utility in Texas.

Lead regulatory counsel for Texas' largest electric transmission and distribution utility in connection with the restructuring and reorganization of its parent company.

Co-Lead counsel in connection with the preparation of a 2012 rate filing to set initial transmission rates for a new market entrant transmission-only utility in Texas.

Lead counsel for Texas' largest electric transmission and distribution utility in connection with its 2007, 2008, and 2011 system-wide rate case filings before the Public Utility Commission of Texas, involving billions of dollars in total cost of service.

Lead counsel for Texas' largest electric utility in connection with the Public Utility Commission of Texas' "public interest" investigation of the acquisition of TXU Corp. by a group of private equity investors led by KKR, TPG, and Goldman Sachs; regulatory counsel for that same utility in connection with the buyout transaction.

Lead counsel for major Texas utility in connection with the Public Utility Commission of Texas' approval of a 2011 sale, transfer, and merger application to acquire another major Texas utility.

Lead counsel for Texas' and the United States' largest natural gas local distribution company in connection with the Railroad Commission of Texas' prudence reviews of approximately \$5.0 billion in natural gas purchases.

Represented Texas' largest transmission utility in connection with matters involving new transmission line construction, including obtaining appropriate regulatory approvals (certificates of convenience and necessity), negotiating interconnection agreements, and acquiring right of way through negotiation or condemnation (2008-present).

Primary regulatory counsel for Texas' largest surface mining company for more than a decade, serving as lead attorney on numerous permitting proceedings and contested cases before the Railroad Commission of Texas and the Office of Surface Mining (1996-present).

Represented Texas' largest natural gas local distribution company in connection with \$1.9 billion merger transaction in 2004.

Regularly advises clients with regard to regulatory implications of capital market and commercial energy transactions, including regulatory structuring issues, administrative approvals, and due diligence evaluation.

Represented client in connection with development of broadband over power lines project and related legislative matters, including development of Texas legislation addressing BPL deployment, now found at Chapter 43 of the Texas Utilities Code.

Represented Texas' largest natural gas local distribution company in municipal rate proceedings in over 400 jurisdictions throughout Texas, including what was at the time the largest natural gas rate case in Texas history, and subsequent appeals to the Railroad Commission of Texas.

Education and Professional Background

Southern Methodist University Dedman School of Law, J.D. cum laude, 1994 (Associate Senior Editor, International Lawyer; Order of the Coif; Hatton W. Sumners Scholar; Phi Delta Phi; Outstanding Graduate in Constitutional Law)

Howard Payne University, B.S. cum laude, 1991 (varsity baseball - 4 letters; Hatton W. Sumners Scholar; Outstanding Graduate in Free Enterprise)

Admitted to Practice: Texas, 1994; U.S. District Court for the Northern, Southern, and Eastern Districts of Texas; All Texas State Courts

Professional Recognition: "Who's Who in Energy in North Texas," Dallas Business Journal (2014)

Professional Recognition: "Texas Rising Star," Texas Monthly, 2004 and 2005

Activities and Affiliations: Former District Chair: Boy Scouts of America

Board Member: Douglas MacArthur Academy of Freedom, Howard Payne University (Chairman of the Board, 2000 - 2003)

Trustee, The Dallas Opera (2014)

Testimony

Public Utility Commission of Texas, Docket No. 40627; Filed Direct Testimony on Behalf of City of Austin dba Austin Energy Regarding Rate Case Expenses.

Public Utility Commission of Texas, Docket Nos. 40443 and 42370; Filed Direct, Cross Rebuttal, Supplemental Direct, and Second Supplemental Direct Testimony on Behalf of Southwestern Electric Power Company Regarding Rate Case Expenses

Publications and Presentations

"E-Discovery: Recent Developments and Practical Applications." Advanced Texas Administrative Law Seminar, August 29, 2013

"E-Discovery: Issues and Practical Management Strategies," Advanced Texas Administrative Law Seminar, August 31, 2012

"Energy Regulation - A Texas Perspective," Energy Bar Association, Oil & Liquids Pipeline Regulation Committee, July 1, 2010 (co-presenter)

"Broadband over Power Lines: Enabling the 21st Century 'Smart Grid'," Texas Utility Lawyers Association, October 2006

"2006 Electric Legislative Update," Public Utility Law Section Annual Meeting, State Bar of Texas, August 2006

"Broadband over Power Lines: The Convergence of Energy and Telecommunications," Energy Section, Dallas Bar Association, May 2006

"A Brave New World: Documents, Discovery and Privilege in the 21st Century," Financial Management Network, January 2006

"Broadband over Power Lines: New Development in an Emerging Technology," Public Utility Law Section Annual Meeting & Seminar, State Bar of Texas, August 2005

"BPL, Pole Attachments and Open Access: Application of the Supreme Court's Recent Brand X Decision," Public Utility Law Section Annual Meeting and Seminar, State Bar of Texas, August 2005 (author)