

Control Number: 48929



Item Number: 290

Addendum StartPage: 0

SOAH DOCKET NO. 473-19-3108

PUC DOCKET NO. 48929 MAR -3 PM 1:18

JOINT REPORT AND APPLICATION §  
OF ONCOR ELECTRIC DELIVERY §  
COMPANY LLC, SHARYLAND §  
DISTRIBUTION & TRANSMISSION §  
SERVICES, L.L.C., SHARYLAND §  
UTILITIES, L.P., AND SEMPRA §  
ENERGY FOR REGULATORY §  
APPROVALS UNDER PURA §§ 14.101, §  
37.154, 39.262, AND 39.915 §

BEFORE THE STATE OFFICE  
OF  
ADMINISTRATIVE HEARINGS

SEMPRA ENERGY'S RESPONSE  
TO COMMISSION STAFF'S  
SIXTH SET OF REQUESTS FOR INFORMATION

I. WRITTEN RESPONSES..... 3

II. INSPECTIONS ..... 3

RESPONSES ..... 5

QUESTION NO. STAFF 6-1..... 5

QUESTION NO. STAFF 6-2..... 6

QUESTION NO. STAFF 6-3..... 7

QUESTION NO. STAFF 6-4..... 8

QUESTION NO. STAFF 6-5..... 9

QUESTION NO. STAFF 6-6..... 10

QUESTION NO. STAFF 6-7..... 11

QUESTION NO. STAFF 6-8..... 12

QUESTION NO. STAFF 6-9..... 13

QUESTION NO. STAFF 6-10..... 14

QUESTION NO. STAFF 6-11..... 15

QUESTION NO. STAFF 6-12..... 16

QUESTION NO. STAFF 6-12..... 17

QUESTION NO. STAFF 6-13..... 18

QUESTION NO. STAFF 6-14..... 19

QUESTION NO. STAFF 6-15..... 20

2470

QUESTION NO. STAFF 6-16..... 21  
QUESTION NO. STAFF 6-17..... 22  
QUESTION NO. STAFF 6-18..... 23  
QUESTION NO. STAFF 6-19..... 24  
**CERTIFICATE OF SERVICE ..... 25**

Sempra Energy files this response to Commission Staff's ("Staff") Sixth Set of Requests for Information.

## **I. WRITTEN RESPONSES**

Sempra Energy's written responses to Staff's Sixth Set of Requests for Information are attached and incorporated by reference. Each response is stated on or attached to a separate page on which the request has been restated. Sempra Energy's responses are made in the spirit of cooperation without waiving Sempra Energy's right to contest the admissibility of any of these matters at hearing. In accordance with 16 Tex. Admin. Code § 22.144(c)(2)(A) ("TAC"), each response lists the preparer or person under whose direct supervision the response was prepared and any sponsoring witness. When Sempra Energy provides certain information sought by the request while objecting to the provision of other information, it does so without prejudice to its objection in the interests of narrowing discovery disputes under 16 TAC § 22.144(d)(5). Pursuant to 16 TAC § 22.144(c)(2)(F), Sempra Energy stipulates that its responses may be treated by all parties as if they were made under oath.


## **II. INSPECTIONS**

If a response or the responsive documents are provided pursuant to the protective order in this docket, the response will indicate that it or the attachment is either confidential ("CONF") or highly sensitive ("HS") as appropriate under the protective order. Non-voluminous Confidential and Highly Sensitive materials will be served on any requesting party that has signed and filed the appropriate certification under the protective order entered in this docket. If responsive documents are more than 100 pages but less than eight linear feet in length, the response will indicate that the attachment is voluminous ("V") and, pursuant to 16 TAC § 22.144(h)(2), the attachment will be made available for inspection at the Joint Applicants' voluminous room at

1005 Congress, Suite B-50, Austin, Texas 78701. Please call Teri Smart at (214) 486-4832 in advance for an appointment to ensure that there is sufficient space to accommodate your inspection.

If responsive documents exceed eight linear feet in length, the response will indicate that the attachment is subject to the FREIGHT CAR DOCTRINE, and, pursuant to 16 TAC § 22.144(h)(3), the attachment will be available for inspection at its usual repository, unless otherwise indicated. Sempra Energy requests that parties wishing to inspect this material provide at least 48 hour notice of their intent by contacting Leila Melhem of Winstead PC, 401 Congress Avenue, Suite 2100, Austin, Texas 78701; telephone number (512) 370-2891; facsimile transmission number (512) 370-2850; email address [lmelhem@winstead.com](mailto:lmelhem@winstead.com). Inspections will be scheduled to accommodate all requests with as little inconvenience to the requesting party and to Sempra Energy's operations as possible.

Respectfully submitted,



Erbin Keith  
Chief Regulatory Officer and Special Counsel  
Sempra Energy  
488 8<sup>th</sup> Avenue, HQ-15E  
San Diego, California 92101  
Office: (619) 696-4540  
Facsimile: (619) 696-9202  
e-mail: [ekeith@sempra.com](mailto:ekeith@sempra.com)

Ron H. Moss  
State Bar No. 14591025  
Leila Melhem  
State Bar No. 24083492  
Winstead PC  
401 Congress Avenue, Suite 2100  
Austin, Texas 78701  
Office: (512) 370-2867  
Facsimile: (512) 370-2850  
e-mail: [rhmos@winstead.com](mailto:rhmos@winstead.com)  
e-mail: [lmelhem@winstead.com](mailto:lmelhem@winstead.com)

**ATTORNEYS FOR SEMPRA ENERGY**

**RESPONSES**

**QUESTION NO. STAFF 6-1**

[REDACTED]

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

**RESPONSE**

Please refer to Oncor's response to this question.

Preparer: David Huang  
Sponsor: Trevor I. Mihalik

**QUESTION NO. STAFF 6-2**

[REDACTED]

**RESPONSE**

- a. Please refer to SU/SDTS’s response to this question.
- b. Please refer to the responses of the other Joint Applicants to this question.
- c. Please refer to SU/SDTS’s response to this question.
- d. Please refer to SU/SDTS’s response to this question.

Preparer: David Huang  
Sponsor: Trevor I. Mihalik

**QUESTION NO. STAFF 6-3**



**RESPONSE**

Please refer to Oncor's response to this question.

Preparer: David Huang  
Sponsor: Trevor I. Mihalik



**QUESTION NO. STAFF 6-4**

[REDACTED]

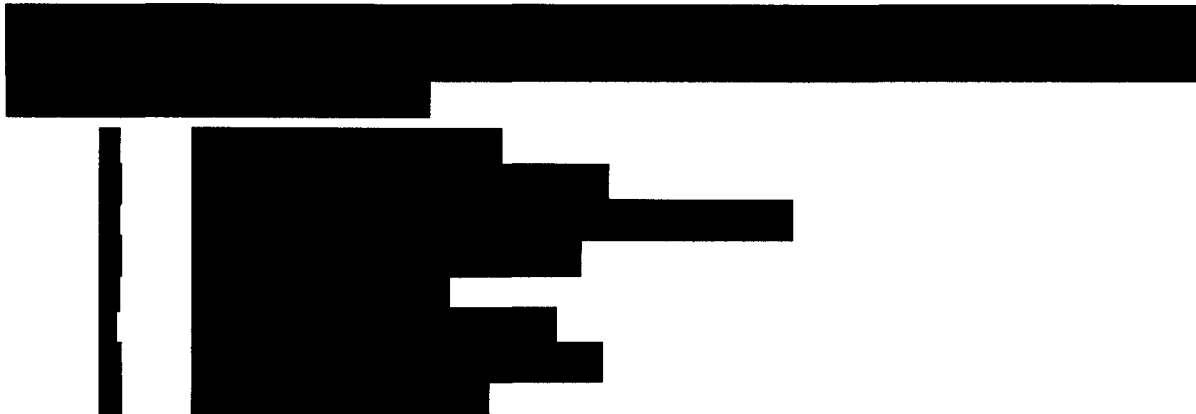
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

**RESPONSE**

Please refer to the responses of the other Joint Applicants.

Preparer: David Huang  
Sponsor: Trevor I. Mihalik

**QUESTION NO. STAFF 6-5**



**RESPONSE**

Please refer to Oncor's response to this question.

Preparer: David Huang  
Sponsor: Trevor I. Mihalik

**QUESTION NO. STAFF 6-6**

[REDACTED]

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

**RESPONSE**

Please refer to Oncor's response to this question.

Preparer: David Huang  
Sponsor: Trevor I. Mihalik

**QUESTION NO. STAFF 6-7**



**RESPONSE**

Please refer to Oncor's response to this question.

Preparer: David Huang  
Sponsor: Trevor I. Mihalik

**QUESTION NO. STAFF 6-8**



**RESPONSE**

Please refer to SU/SDTS's response to this question.

Preparer: David Huang  
Sponsor: Trevor I. Mihalik

**QUESTION NO. STAFF 6-9**



**RESPONSE**

Please refer to SU/SDTS's response to this question.

Preparer: David Huang  
Sponsor: Trevor I. Mihalik

**QUESTION NO. STAFF 6-10**



**RESPONSE**

Please refer to Oncor's response to this question.

Preparer: David Huang  
Sponsor: Trevor I. Mihalik

**QUESTION NO. STAFF 6-11**



**RESPONSE**

Please refer to Oncor's response to this question.

Preparer: David Huang  
Sponsor: Trevor I. Mihalik



**QUESTION NO. STAFF 6-12**

With the completion of the proposed transactions in this docket:

- a. Will Sharyland and/or “South Texas Utilities” become an affiliate of Oncor?
- b. Will Sharyland and/or “South Texas Utilities” become an affiliate of “North Texas Utilities”?
- c. Will Sharyland and/or “South Texas Utilities” become an affiliate of Sempra?
- d. If you answered yes to any of the above a. through c., please elaborate. If “no,” please rectify that with the Sharyland Post-Transaction Structure found in Exhibit C to the Application. That referenced diagram shows that Sempra Texas Utilities Holdings I, L.L.C. will ultimately hold a 50% stake in “South Texas Utilities.”

**RESPONSE**

Please refer to the responses of the other Joint Applicants.

Preparer: David Huang  
Sponsor: Trevor I. Mihalik

**QUESTION NO. STAFF 6-12**

Please reference the Oncor Post-Transaction Structure found in Exhibit C to the Application. With the completion of the proposed transactions in this docket:

- a. Will SDTS become an affiliate of Oncor?
- b. Will SDTS become an affiliate of “North Texas Utilities?”
- c. Will SDTS become an affiliate of Sempra?

**RESPONSE**

Please refer to the responses of the other Joint Applicants.

Preparer: David Huang  
Sponsor: Trevor I. Mihalik

**QUESTION NO. STAFF 6-13**

If the Future Development Agreement (FDA) (Exhibit WRS-2) is executed:

- a. Would Oncor (and/or North Texas Utilities) and SDTS be considered affiliates?
- b. Would Oncor (and/or North Texas Utilities) and Sharyland Utilities (SU) be considered affiliates?
- c. Would Sempra and SDTS be considered affiliates?
- d. Would Sempra and Sharyland Utilities (SU) be considered affiliates?
- e. For each of the above, a. through d., please explain why or why not.

**RESPONSE**

Please refer to the responses of the other Joint Applicants.

Preparer: David Huang  
Sponsor: Trevor I. Mihalik

**QUESTION NO. STAFF 6-14**

Please identify any transmission lines or substations presently jointly owned by Oncor and another party. For each, please identify each of the other parties to those joint ownership arrangements.

**RESPONSE**

Please refer to Oncor's response to this question.

Preparer: David Huang  
Sponsor: Trevor I. Mihalik

**QUESTION NO. STAFF 6-15**

When Oncor's Board of Directors voted to adopt this merger agreement, did Sempra's representatives on the board abstain from the vote?

**RESPONSE**

No.

Preparer: David Huang  
Sponsor: Trevor I. Mihalik

**QUESTION NO. STAFF 6-16**

Please identify the parties on Oncor's Board of Directors who voted against this merger agreement.

**RESPONSE**

Please refer to Oncor's response to this question.

Preparer: David Huang  
Sponsor: Trevor I. Mihalik

**QUESTION NO. STAFF 6-17**

Please identify the parties on Oncor's Board of Directors who abstained from voting on this merger agreement.

**RESPONSE**

Please refer to Oncor's response to this question.

Preparer: David Huang  
Sponsor: Trevor I. Mihalik

**QUESTION NO. STAFF 6-18**

Please see p. 66 of Exhibit BM-1 to Brant Meleski's Second Supplemental Direct Testimony. Did the unanimous Board of Directors vote for approving the merger agreement include any abstaining parties? If so, please identify those parties.

**RESPONSE**

Please refer to SU/SDTS's response to this question.

Preparer: David Huang  
Sponsor: Trevor I. Mihalik



**QUESTION NO. STAFF 6-19**

With respect to Exhibit DGW-5, please provide a copy of the initial Annual Plan mentioned in section 3.9.1.

**RESPONSE**

Please refer to SU/SDTS's response to this question.

Preparer: David Huang  
Sponsor: Trevor I. Mihalik

**CERTIFICATE OF SERVICE**

I certify that on March 8, 2019, a true and correct copy of the foregoing instrument was served on all parties of record by electronic service, hand delivery, Federal Express, regular first class mail, certified mail, or facsimile transmission.

 \_\_\_\_\_