

THE PUBLIC UTILITIES COMMISSION OF OHIO

IN THE MATTER OF THE APPLICATION OF
ORWELL-TRUMBULL PIPELINE COMPANY,
LLC TO AMEND ITS RATES AND CHARGES.

CASE NO. 16-1726-PL-AIR

ENTRY

Entered in the Journal on June 7, 2017

I. SUMMARY

{¶ 1} The Commission finds that the necessary audit and investigation of Orwell-Trumbull Pipeline Company, LLC's plant records should be conducted by a qualified independent auditing firm and directs Staff to issue the request for proposal attached to this Entry.

II. DISCUSSION

{¶ 2} Orwell-Trumbull Pipeline Company, LLC (OTP) is a pipeline company under R.C. 4905.03 and a public utility as defined under R.C. 4905.02 and, as such, is subject to the jurisdiction of this Commission.

{¶ 3} On August 15, 2016, OTP filed its application in the above-captioned case, in response to the Commission's Opinion and Order in Case No. 14-1654-GA-CSS, et al. In its Order, the Commission directed OTP and any other pipeline companies owned or controlled by Richard Osborne to file applications, pursuant to R.C. Chapter 4909, to determine just and reasonable rates that include charges for firm and interruptible transportation services and rates for shrinkage. *In re Complaint of Orwell Natural Gas Co. v. Orwell-Trumbull Pipeline Co., LLC*, Case No. 14-1654-GA-CSS, et al., Opinion and Order (June 15, 2016) at 35.

{¶ 4} On August 25, 2016, Staff sent OTP a letter stating that its application did not comply with the Standard Filing Requirements for Rate Increases covered in Ohio Adm.Code 4901-7-01 and that Staff did not receive enough information to begin its

review of the application. Staff's letter detailed the information OTP must provide in order to complete the application and stated the information should be provided not later than 30 days from the date of that letter.

{¶ 5} An amended abbreviated application was filed by OTP on September 26, 2016. By Entry dated November 9, 2016, OTP's amended application was accepted as of its filing date of September 26, 2016.

{¶ 6} In order to complete the review of OTP's plant records, the Commission finds that the necessary audit and investigation should be conducted by a qualified independent auditing firm.

{¶ 7} Accordingly, Staff shall issue the request for proposal (RFP) attached to this Entry. All audit proposals are due by June 23, 2017. The criteria to be used by the Commission to determine the selection of the auditor shall include the technical and management capabilities of each firm, as well as the overall cost of each bid. The Commission shall direct, by entry, OTP to enter into a contract with the selected auditor to perform the audit and the cost of the audit shall be borne by OTP.

{¶ 8} The auditor shall perform the audit as an independent contractor. Any conclusions, results, or recommendations formulated by the auditor may be examined by any participant to the proceedings for which the audit report was generated. Further, it shall be understood that the Commission and/or Staff shall not be liable for any acts committed by the auditor or its agents in the preparation and presentation of the audit report.

{¶ 9} The auditor will execute its duties pursuant to the Commission's statutory authority to investigate and acquire records, contracts, reports, and other documentation under R.C. 4903.03, 4905.06, 4905.15, and 4905.16. The auditor is subject to the Commission's statutory duty under R.C. 4901.16, which states:

Except in his report to the public utilities commission or when called on to testify in any court or proceeding of the public utilities commission, no employee or agent referred to in section 4905.13 of the Revised Code shall divulge any information acquired by him in respect to the transaction, property, or business of any public utility, while acting or claiming to act as such employee or agent. Whoever violates this section shall be disqualified from acting as agent, or acting in any other capacity under the appointment or employment of the commission.

Once disclosure is permitted by R.C. 4901.16, the following process applies to the release of any document or information marked as confidential. Three days' prior notice of intent to disclose shall be provided to the party claiming confidentiality. Three days after such notice, Staff or the auditor may disclose or otherwise make use of such documents or information for any lawful purpose, unless the Commission is moved for a protective order pertaining to such documents or information within the three-day notice period. The three-day notice period will be computed according to Ohio Adm.Code 4901-1-07.

{¶ 10} Upon request of the auditor or Staff, OTP shall provide any and all documents or information requested. OTP may conspicuously mark such documents or information "confidential." In no event, however, shall OTP refuse or delay in providing such documents or information.

III. ORDER

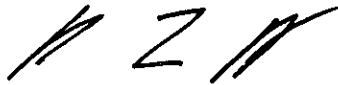
{¶ 11} It is, therefore,

{¶ 12} ORDERED, That Staff issue the RFP attached to this Entry and that June 23, 2017, be set as the due date for proposals. It is, further,

{¶ 13} ORDERED, That OTP and the auditor observe the requirements set forth herein. It is, further,

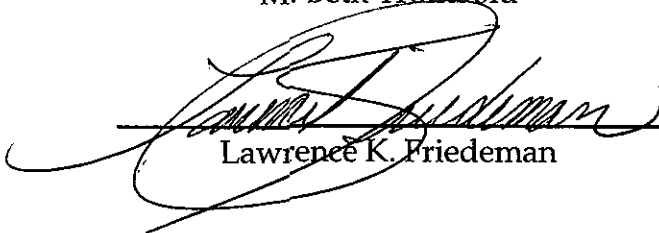
{¶ 14} ORDERED, That a copy of this Entry be served upon all parties of record.

THE PUBLIC UTILITIES COMMISSION OF OHIO



Asim Z. Haque, Chairman

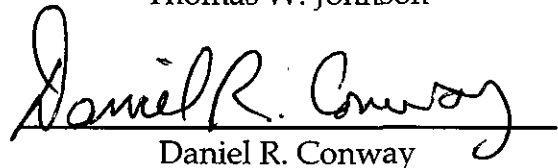
M. Beth Trombold



Lawrence K. Friedeman



Thomas W. Johnson



Daniel R. Conway

HW/SJP/sc

Entered in the Journal

JUN 07 2017



Barcy F. McNeal
Secretary

REQUEST FOR PROPOSAL NO. RA17-RCPIS-2

AN AUDIT
OF THE CONTINUING PROPERTY RECORDS OF
ORWELL-TRUMBULL PIPELINE

Issued by:

THE
PUBLIC UTILITIES COMMISSION OF OHIO
180 East Broad Street
Columbus, Ohio
43215-3793

PROPOSAL DUE: June 23, 2017

Ohio | **Public Utilities
Commission**

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I. INTRODUCTION

On August 15, 2016, Orwell-Trumbull Pipeline Company, LLC (OTP or Company) filed an application in Case No. 16-1726-PL-AIR, in response to the Public Utilities Commission of Ohio's (Commission) Opinion and Order in Case No. 14-1654-GA-CSS, et al. In its Order, the Commission directed the pipeline companies owned or controlled by Richard Osborne to file application(s), pursuant to R.C. Chapter 4909, to determine just and reasonable rates that include charges for firm and interruptible transportation services and rates for shrinkage.

OTP is a pipeline company as defined under R.C. 4905.03 and a public utility as defined under R.C. 4905.02, and, as such, is subject to the jurisdiction of the Commission. In order to complete the plant investigation of OTP in a timely and efficient manner, the Commission finds that a qualified independent auditing firm should conduct the investigation.

The Commission is seeking proposals from independent firms to determine historical costs and provide current valuations of OTP's continuing property records (CPR) to date and to file a report with the Commission. The statutory framework that the selected auditor must follow in verifying the Company's plant records in its filing is set forth in R.C. 4909.15 and 4909.18 and the Standard Filing Requirements (SFRs) contained in Appendix A of Ohio Adm.Code 4901-7-01, Chapter IV (Abbreviated Filing). The selected auditor will be required to conduct such audit and will be required to submit a report based upon those requirements.

II. PURPOSE

The purpose of this Request for Proposal (RFP) is to retain services in order to construct OTP's historical plant records for inclusion in its plant schedules and rate base calculation or determine plant valuation in the absence of reliable plant records.

The auditor shall be familiar with and/or comply with all of the following:

- Ohio Adm.Code Chapter 4901-7, Standard filing requirements for rate increases.
- Property classification.
- Plant in service schedules and working papers.
 - Jurisdictional rate base summary
 - Plant in service summary by major property groupings
 - Plant in service by accounts and subaccounts
 - Adjustments to plant in service
 - Gross additions, retirements, and transfers
 - Lease property
 - Property excluded from rate base

- Depreciation.
 - Reserve for accumulated depreciation
 - Adjustments to the reserve for accumulated depreciation
 - Depreciation accrual rates and jurisdictional reserve balances by accounts
 - Depreciation reserve accruals, retirements, and transfers
 - Depreciation reserve and expense for lease property
- Construction work in progress.
- GAAP.
- FERC Uniform System of Accounts.

III. SCOPE OF INVESTIGATION

The auditor will establish the value of OTP's CPR for purposes of determining the rate base in the Company's rate case.

A. GENERAL PROJECT REQUIREMENTS

The auditor selected shall:

- Obtain and review all appropriate records relating to OTP's CPR.
- Demonstrate knowledge of SFRs related to plant records in Ohio Adm.Code Chapter 4901-7.
- Construct and determine historical plant valuations.

B. ROLE OF THE AUDITOR

Any auditor who is chosen by the Commission to perform an audit expressly agrees to perform his or her audit as an independent contractor. Any conclusions, results, or recommendations formulated by the auditor may be examined by any participant to the proceeding for which the audit report was generated. Further, it shall be understood that the Commission and/or its Staff shall not be liable for any acts committed by the auditor or its agents in the preparation and presentation of the audit reports.

C. PUCO STAFF SUPERVISION

The PUCO Staff will oversee the project. Staff personnel shall be informed of all correspondence between the auditor selected and OTP, and shall be given at least three working days' notice of all meetings and interviews with OTP to allow Staff the opportunity to attend. The auditor shall meet with PUCO Staff no less than once a week through the duration of the audit, unless otherwise agreed to by Staff. These meetings may occur via telephone.

D. COST OF AUDIT AND QUOTATION OF CHARGES

The proposed cost of the audit shall include all expenses associated with conducting the audit and presenting the findings and recommendations in the audit report. A detailed presentation of costs shall be provided, broken down by phase/task, in conformance with this Request for Proposal. The proposed costs shall be considered firm prices for performing the work described in the proposal.

E. COST OF PRESENTING EXPERT TESTIMONY

The proposed cost of the audit shall include actual costs associated with serving as an expert witness before the Commission during the applicable hearing, including time and materials. These expenses will be billed separately from the cost of the audit. Expenses associated with the presentation of testimony will include the following:

- Actual transportation expense (i.e., airfare, etc.)
- Actual living expenses (hotels, meals, local transportation)
- Actual preparation time, up to eight hours per witness
- Actual hours spent in travel
- Actual hours spent presenting testimony

IV. TIMELINE

The timeline presented below is intended to provide the auditor an understanding of the timeframe during which the audit is to be conducted. Although precise dates are used below, the actual dates for awarding the audit and for conducting audit and hearing activities may vary somewhat when they are set through a subsequent Commission entry.

Proposals due	June 23, 2017
Award audit (Commission Order)	July 12, 2017
Audit & Reconciliation Conducted	July 12, 2017 through December 14, 2017
Draft report presented to Staff	November 27, 2017
Final report filed with Commission	December 11, 2017

V. DEADLINES AND DELIVERABLES

A. AVAILABILITY OF DOCUMENTS

OTP shall provide any and all documents or information requested by the auditor selected and the Commission Staff. OTP may conspicuously mark such documents

or information as being "confidential." In no event, however, shall OTP refuse or delay to provide such documents or information.

The Staff or the auditor selected shall not publicly disclose any document marked "confidential" by OTP, except upon three days' prior notice of intent to disclose served upon OTP's counsel. Three days after such notice, the Staff or auditor may disclose or otherwise make use of such documents or information for any purpose, unless OTP moves the Commission for a protective order pertaining to such documents or information within the three-day notice period.

The three-day notice period will be computed according to Ohio Adm.Code 4901-1-07. Service shall be complete upon mailing or delivery in person.

B. FISCAL REPORTS

The auditor will submit invoices when work is 50% complete and when work is 100% complete unless a more frequent interval is agreed to by Staff. The invoices shall include details regarding the dates and activities covered by each invoice, and shall be sufficiently detailed to allow Staff to identify the work completed, the time spent in each billable activity by the personnel involved, and the corresponding charges in relation to the activity schedule originally set forth in the auditor's proposal. All invoices are to be sent to OTP and copies are to be sent to the PUCO Staff.

After approval of the invoice by the Commission Staff, OTP will be authorized to make payment.

OTP shall be ordered by the Commission to enter into a contract, which shall incorporate by reference all provisions of this proposal, with the auditor chosen by the Commission to perform the audit. The auditor shall submit a copy of this contract between the auditor and OTP to the Staff member assigned to the audit.

C. INTERIM REPORTING

At the midpoint of the audit activities, the auditor selected will provide a progress report to Staff. This report will briefly describe progress made on required audit activities, as well as initial/tentative findings and conclusions on issues investigated to date. Unless otherwise requested by the PUCO Staff, this interim report may be made verbally.

D. DRAFT REPORT

Two copies of a draft of the final audit report shall be sent to the Commission Staff at least ten days prior to the due date of the final audit report. The report may be sent electronically if agreed to, in prior, by Staff.

E. FINAL REPORT

One copy of the final audit report plus one unbound reproducible original shall be delivered to the Commission by the morning of the date specified in Section IV. The final report should include an executive summary of recommendations in addition to a detailed section supporting all conclusions provided for in the executive summary. The final docketed report should contain an overview of the investigation, recommended adjustments, if any, and an attestation by the auditor that the financial information contained in the report is from a reliable source. Along with the docketed audit report, the auditor should deliver to Staff one hard copy of the final audit report and a flash drive containing a complete version of the final audit report. If it is necessary to prepare a redacted report, due to confidentiality concerns, two copies of a non-redacted report shall also be provided to both the Commission and OTP. The non-redacted report shall clearly be labeled "confidential."

F. WORKING PAPERS

A complete set of working papers is an integral part of the audit requirements. With the final audit report, the auditor selected shall deliver to the Commission Staff one complete electronic set of working papers that contain documents used and procedures followed to develop the conclusions set forth in the audit report. Working papers should include OTP's name, case number, description (items in folder), and source documents. Voluminous documents may be included only as references in the working papers, upon Staff's agreement. Confidential documents should be clearly marked and provided in a separate section of the working papers.

The auditor selected shall maintain working papers and document all supporting information, including, without limitation, meetings, interviews, or any pertinent information. The auditor selected shall use Staff's data request procedures, utilizing a Microsoft Outlook Public Folder or similar system accessible to and approved by Staff, for issuing information requests and recording responses. All text documents shall be word searchable. All data and formulas should be created and maintained in fully accessible Excel sheets.

G. PRODUCTION OF DOCUMENTS

At any time, upon request of the Commission or its Staff, the auditor selected shall immediately produce any document or information obtained or produced within the scope of the audit.

H. TESTIMONY

The auditor shall present expert testimony during the course of any hearing at which the audit report is considered. The individual providing testimony will be one or more persons who conducted or directed the audit activities being considered at any hearing.

VI. MINIMUM CONTENTS OF PROPOSAL

Each proposal shall contain page numbers and a Table of Contents. In a separate section, reflected in the Table of Contents, the following information shall be provided:

- A. Name, mailing address, and telephone number of individual to contact if further information is desired.
- B. An indication of how the bidder plans to incorporate the Staff's participation in the proposed work plan.
- C. The name(s) of all subcontractors to be used in the performance of the proposed work, identification of the specific items to be performed/provided by the subcontractor, and the cost of the proposed subcontractor's work; or, if no subcontractors are to be used, the entry "Subcontractor – none." (All such subcontractors indicated in the proposal will be acknowledged as accepted by the Commission upon selection of the proposal for contract awarded unless the auditor is previously notified of the contrary. No addition, deletion, or substitution of subcontractors will be permitted during the course of the contract unless approved in advance by the Commission Staff in writing.) If subcontractors are proposed, all information required in this section shall be supplied for each subcontractor proposed. Such information shall be supplied in a format parallel to the overall format specified for the contractor.
- D. The following required Equal Employment Opportunity data must be provided for the auditor and each subcontractor:
 - 1. The total number of employees;
 - 2. The percentage of the total which are women;
 - 3. The percentage of the total which are Black, Hispanic, Asian, or Native American (please specify);
 - 4. The total number of employees located in Ohio offices;
 - 5. The percentage of the Ohio total which are women;
 - 6. The percentage of the Ohio total which are Black, Hispanic, Asian, or Native American (please specify);
 - 7. The number of individuals to be assigned to the project;
 - 8. The percentage of the total assigned which are women;
 - 9. The percentage of the total assigned which are Black, Hispanic, Asian, or Native American (please specify).

- E. A listing of contracts the auditor and each subcontractor has with the State of Ohio and:
1. Name of the state agency(s) for each contract;
 2. The cost of each contract;
 3. The duration of each current contract.
- F. A listing of the auditor's and each subcontractor's clients which may have a financial interest in OTP or its affiliates. Auditors maintaining any present or ongoing contracts or agreements with OTP or its affiliates may, at the discretion of the PUCO, be disqualified by reason of possible conflict of interest. In the proposal, such contracts should be described in sufficient detail that the PUCO can determine whether a conflict of interest exists. A response indicating that this information will be provided on request or that such contracts are too numerous to enumerate will be cause for disqualification of the auditor.
- G. A listing of all the auditor's and each subcontractor's offices, facilities, and equipment to be used in performance under this contract and their locations, including a specification of offices, facilities, and equipment located in Ohio. If none, indicate "None."
- H. A statement of financial responsibility, including certification that the auditor, joint partners if the auditor is a conglomerate operation, and any subcontractors have no outstanding liens or claims against them.
- I. Contact persons that the Commission or its Staff may call to receive an assessment of the auditor's, and each subcontractor's, previous performance. References should be provided for the company or companies proposing and for the individuals designated as principals for the project. The information required for each reference is as follows:
- Name of individual to contact for reference
 - Company/Facility which employed the individual
 - Telephone number
 - Whether reference is for the company or a principal
 - Project or work for which reference is given
- J. A description of the proposed scope of work to be performed, including a work plan, expected deliverable products, and task timing. In a separately numbered section, the auditor will provide a detailed cost breakdown by phase/task of the work plan, including the class of personnel performing each phase/task of the work, the hourly rate charged for each class, the number of hours charged for each class, an equivalent

breakdown of all subcontracted work, any direct or indirect cost items which the auditor plans to charge, and the total cost.

- K. Identification, by name, of the lead personnel to be employed, the extent of their involvement in the project, and a description of how the proposed personnel's experience matches project requirements. Contract terms will not permit substitution of lead personnel without prior written approval of the Commission. Identification of lead personnel in the cost proposal will not constitute satisfactory compliance with this requirement.
- L. A description of the qualifications, experience, and proven results achieved by all professional lead or significant personnel to be employed on the project, with a summary of work performed on projects similar to the one contemplated by this RFP including specific references. The Commission reserves the right to request samples of prior relevant work from any auditor prior to making its final consultant selection.
- M. Identification by name and title and the hourly rate of pay and all other related costs of the individual or individuals who will present expert testimony before the Commission during the appropriate hearing.

VII. REVIEW CRITERIA

Proposals will be evaluated on a basis which includes the following criteria:

A. COMPLIANCE WITH MINIMUM CONTENTS REQUIREMENTS

Lack of satisfactory response to the Minimum Contents Requirements will be grounds for elimination of any proposal from further consideration.

B. COST

The total proposed contract price is specified in the proposal. Auditors are encouraged to provide as competitive a bid as is practicable.

C. UNDERSTANDING OF PROJECT

Whether the entity bidding on the project has grasped intent of the project; is knowledgeable of the technical aspects required; indicates understanding of potential problems; demonstrates understanding of regulatory issues, trends, and perspectives; and the work plan indicates appropriate phasing. Whether the method of handling the project is indicated, the proposal reflects thorough understanding of project requirements, the methods appear realistic under stated time constraints, and innovative methodologies appear appropriate to the project. The proposal is responsive to the RFP.

D. EXPERIENCE OF PERSONNEL ASSIGNED TO PROJECT AND RELATED ORGANIZATIONAL EXPERIENCE

Relevant experience in the specific field, qualifications to undertake the assignment. References of previous clients/projects provided.

E. TIMELINES

Demonstrated ability to meet stated deadline; realistic timelines provided; demonstrated proven results of lead personnel.

VIII. OTHER PROPOSAL CRITERIA

A. RELEVANCE

The auditor shall include only relevant information and pertinent exhibits in the proposal. Duplication of materials provided in the RFP, exhaustive resumes, inclusion of standard company promotional materials, etc. will not garner additional points in the evaluation process and may detract from the clarity and conciseness of the proposal.

B. PROPRIETARY DATA IN PROPOSAL

Submissions to the Public Utilities Commission of Ohio become public documents available to open inspection. Proprietary data in a proposal will also assume this stature. Therefore, discretionary action is recommended for any proprietary data to be submitted in proposals.

C. DUE DATE AND SUBMITTAL ADDRESS

Any proposal submitted hereunder must be received at the following address no later than 5:00 P.M. on June 23, 2017. The proposal should be sent in a sealed container, clearly marked, and addressed to:

David Lipthrott
Response to RFP No. RA17-RCPIS-2
The Public Utilities Commission of Ohio
3rd Floor, 180 East Broad Street
Columbus, OH 43215-3793

An electronic copy may also be sent to david.lipthrott@puco.ohio.gov and hilde.williamson@puco.ohio.gov. Such electronic copy shall not fulfill the requirement for submitting paper responses.

Note: By responding to this request for proposal, the proposer expressly accepts and is bound by all the terms thereof, including all attachments, exhibits, and schedules.

D. COPIES

Five copies of the proposal are to be submitted to the Commission.

E. CONTRACTOR REQUIREMENTS AND MINORITY PARTICIPATION

The PUCO, in awarding the contract, will give preference to Ohio contractors. Ohio contractors include not only established domestic companies actively doing business in Ohio but also encompass multi-state companies with headquarters outside of Ohio but with substantial commitments of offices, divisions, and facilities within the state. The Commission will give preference to proposals that demonstrate compliance with minority and women EEO criteria.

F. LATE PROPOSALS

A proposal is late if received at any time after the due date set for receipt of the proposals. A late proposal will be considered along with other proposals only if it is received before the evaluation of proposals has, in the sole opinion of the Commission, substantially progressed, and then only if one of the three following conditions exists:

1. Mail delay – The lateness is due solely to a delay in the mail when the response has been sent by registered or certified mail for which an official dated postmark on the original receipt has been obtained.
2. Commission error – If it is received by a reasonable means at the Commission in sufficient time to be delivered at the office designated for the opening and would have been received at such office except for the delay due to mishandling at the Commission. Only an appropriate date or item stamp showing the time of the receipt will be accepted as evidence of timely receipt of the proposal.
3. Exceptions – Any other late proposal will not be considered, unless it is the only proposal received or in the sole judgment of the Commission it offers some important technical or scientific advantage that is of benefit to the Commission.

G. MODIFICATION OR WITHDRAWAL OF PROPOSAL

Any proposal may be modified or withdrawn upon written request of the auditor if such request is received by the Commission at the above address by the date set for receipt of original proposals.

H. MODIFICATION OR WITHDRAWAL OF THIS RFP

This Request for Proposal may be modified or withdrawn at any time prior to the time set for receipt of proposals and thereafter as long as no proposal has been opened. Upon any such modification or withdrawal, all bidders will be notified and any person or firm who has expressly requested such notice in writing will also be notified of such changes at the discretion of the Commission.

I. RIGHT TO REJECT ANY AND ALL PROPOSALS

The Commission reserves the right, without limitation or discussion with those submitting proposals, to reject any and all proposals.

J. PENALTY FOR DIVULGING INFORMATION

The auditor selected shall abide by all provisions of R.C. 4901.16, which states; "Except in his report to the public utilities commission or when called on to testify in any court or proceeding of the public utilities commission, no employee or agent referred to in section 4905.13 of the Revised Code shall divulge any information acquired by him in respect to the transaction, property, or business of any public utility, while acting or claiming to act as such employee or agent. Whoever violates this section shall be disqualified from acting as agent, or acting in any other capacity under the appointment or employment of the commission."

The auditor shall not divulge any information regarding its audit activities to the media or to any other entity, except in its report and testimony before the Commission, before, during, and/or after the audit. All comments or concerns that the auditor wants to address shall be directed to the PUCO Media Office.

K. RFP WEBSITE

All firms wishing to remain on the Commission's bidder list must subscribe to the PUCO RFP list by clicking on the "RFP – Requests for Proposals" link at:

<http://www.puco.ohio.gov/PUCO/Docketing>

Pending RFPs and further information will be posted at the above website.

L. STATUTORY SCOPE OF AUDIT

Any auditor selected by the Commission to perform an audit shall execute its duties pursuant to the Public Utilities Commission's statutory authority to investigate and acquire records, contracts, reports and other documentation under R.C. 4903.02, 4903.03, 4905.06, 4905.15, and 4905.16.

M. AUDITOR SELECTION

The Commission reserves the right to determine that the described audit will not be conducted or will be conducted by the Commission Staff, depending on the Commission's needs and circumstances at the time of the selection.

IX. QUESTIONS

Technical questions regarding this RFP should be directed to David Liphtratt at 614-466-8042. Administrative questions should be directed to Hilde Williamson at 614-466-4687.