

**THE STATE CORPORATION COMMISSION
OF THE STATE OF KANSAS**

Before Commissioners: Jay Scott Emler, Chairman
 Shari Feist Albrecht
 Pat Apple

In the Matter of the Joint Application of)
Great Plains Energy Incorporated, Kansas)
City Power & Light Company and Westar) Docket No. 16-KCPE-593-ACQ
Energy, Inc. for Approval of the Acquisition)
of Westar Energy, Inc. by Great Plains)
Energy Incorporated.)

**ORDER ADDRESSING JOINT APPLICANTS' VERIFIED RESPONSES ON THE
COMMISSION'S MERGER STANDARDS**

This matter comes before the State Corporation Commission of the State of Kansas (Commission) for consideration and decision. Having reviewed the pleadings and record, the Commission makes the following findings:

1. On June 28, 2016, Kansas City Power & Light Company (KCP&L) and Westar Energy, Inc. and Kansas Gas and Electric Company (Westar) filed a Joint Application seeking approval for Great Plains Energy's acquisition of Westar. Great Plains Energy is the parent company of KCP&L. Great Plains Energy agreed to acquire 100% of the stock of Westar in a transaction then valued at approximately \$12.2 billion, including assumed debt.¹ Upon closing, Kansas' two largest jurisdictional utilities will be owned by Great Plains Energy, with Westar becoming a wholly-owned subsidiary of Great Plains Energy.²

2. At its August 4th business meeting, the Commission expressed its desire to reiterate the merger standards to ensure consistent approaches in the three pending merger

¹ Joint Application, June 28, 2016, ¶ 6.

² *Id.*

dockets.³ On August 9, 2016, the Commission issued its Order on Merger Standards, reaffirming the merger standards as modified in the 97-WSRE-676-MER Docket (97-676 Docket).⁴ While the Order on Merger Standards recognized the 97-676 Docket allows for some flexibility in the merger standards, including modifying those standards or even adding additional standards or considerations, the Commission directed the Joint Applicants to clearly identify any deviation from the restated merger standards and justify the deviations in supporting testimony.⁵

3. Since the Joint Applicants had filed their Joint Application prior to the issuance of the Order on Merger Standards, the Commission directed the Joint Applicants to file any modifications to their Joint Application with supporting testimony within 21 days.⁶ The Order on Merger Standards explicitly stated, “[i]n addition to identifying the modifications, the Joint Applicants’ filing should explain: (1) how the merger standards listed in the Joint Application differ from those endorsed in this Order; (2) why their Joint Application includes different merger standards than those endorsed in this Order, and (3) how their prefiled testimony should be amended to conform to the merger standards reaffirmed in paragraph 5 of this Order, as opposed to the standards cited on pages 8-9 of the Joint Application.”⁷

4. On August 30, 2016, the Joint Applicants filed their Verified Response to Commission’s Order on Merger Standards, explaining:

The Joint Applicants accept the standards enumerated by the Commission and believe they have addressed those standards in their Joint Application and Direct Testimony. To the extent that paraphrasing of the merger standards in the Joint Application and/or Direct Testimony causes the Commission or the parties to believe otherwise, the Joint Applicants apologize for causing this confusion. The Joint Applicants

³ 16-ITCE-512-ACQ (Fortis’ proposed acquisition of ITC Great Plains), 16-KCPE-593-ACQ (Great Plains’ proposed acquisition of Westar), 16-EPDE-410-ACQ (Empire’s proposed merger with Liberty Utilities).

⁴ Order on Merger Standards, Aug. 9, 2016, ¶ 5.

⁵ *Id.*, ¶ 7.

⁶ *Id.*, Ordering Clause B.

⁷ *Id.*

did not and do not seek to change the Commission's merger standards in any way.⁸

5. Based on their pleading, the Joint Applicants understand the Commission's merger standards and agree that those standards will be used to evaluate the Joint Application. While the Joint Applicants acknowledge they omitted the phrase "in excess of book value" from standard (a)(iv), which asks "whether there are operational synergies that justify payment of a premium in excess of book value", the Joint Applicants claim operational synergies are discussed by both Mr. Terry Bassham and Mr. Mark Ruelle, Mr. Kevin Bryant describes why the purchase price is reasonable, and Mr. Steven Busser testifies on the amount of the premium in excess of book value and how it accounts for the premium.⁹ Therefore,

Joint Applicants do not believe the pre-filed testimony needs to be amended... [the] Joint Applicants have explained how the Joint Application and Direct Testimony fully address the Commission's merger standards as reaffirmed in ¶5 of the Order. As such, the Joint Applicants do not believe that any changes to the Joint Application or Direct Testimony are necessary.¹⁰

6. On September 9, 2016, Staff filed its Reply to Joint Applicants' Verified Response to Commission's Order on Merger Standards, claiming the Joint Applicants altered the merger standards to ease the burden on the Joint Applicants.¹¹ Specifically, Staff notes the phrase "book value" appears only once in the entire Joint Application and supporting testimony.¹² Staff is concerned with the Joint Applicants' handling of standard (a)(ii), which addresses the reasonableness of the purchase price, "including whether the purchase price was

⁸ Joint Applicants' Verified Response to Commission's Order on Merger Standards, Aug. 30, 2016, ¶ 6.

⁹ *Id.*, ¶ 8.

¹⁰ *Id.*, ¶ 19.

¹¹ Staff's Reply to Joint Applicants' Verified Response to Commission's Order on Merger Standards, Sept. 9, 2016, ¶ 4.

¹² *Id.*, ¶ 16.

reasonable in light of the savings that can be demonstrated from the merger....”¹³ Staff explains the Joint Application only refers to potential savings, but does not detail any savings that can be demonstrated from the merger.¹⁴ Accordingly, Staff requests the Commission direct the Joint Applicants to provide evidence of savings that can be demonstrated from the merger.¹⁵ Similarly, Staff requests the Commission direct the Joint Applicants to provide evidence that operational synergies and cost savings justify acquiring Westar for nearly \$5 billion above book value.¹⁶

7. Staff asserts the Joint Applicants should amend their Joint Application to allow the other parties to fully investigate and analyze the Application. In the alternative, Staff suggests dismissing the Joint Application without prejudice, but does not formally move to dismiss the Joint Application.¹⁷

8. On September 12, 2016, the Citizens’ Utility Ratepayer Board (CURB) filed its Response to Staff’s Reply to Joint Applicants’ Verified Response to Commission’s Order on Merger Standards, agreeing with Staff that the Joint Application is deficient, especially in regards to merger standards (a)(ii) and (a)(iv).¹⁸ CURB believes the Joint Applicants’ revisions to those standards “may dramatically change the meaning of those standards in such a way that it eases the burden on the Joint Applicants.”¹⁹ Accordingly, CURB parrots Staff’s request that the Commission direct the Joint Applicants to amend their Joint Application to conform to the

¹³ *Id.*, ¶¶ 7-9.

¹⁴ *Id.*, ¶ 9.

¹⁵ *Id.*, ¶ 10.

¹⁶ *Id.*, ¶ 21.

¹⁷ *Id.*, ¶ 23.

¹⁸ CURB’s Response to Staff’s Reply to Joint Applicants’ Verified Response to Commission’s Order on Merger Standards, Sept. 12, 2016, ¶ 8.

¹⁹ *Id.*

merger standards, or in the alternative dismiss the Joint Application without prejudice.²⁰ CURB did not formally move to dismiss the Joint Application.

9. On September 19, 2016, the Joint Applicants filed their Response to Staff's and CURB's Reply to Joint Applicants' Verified Response to Commission's Order on Merger Standards, arguing the Order on Merger Standards did not provide for replies to the Joint Applicants' response, and thus, both Staff's Reply and CURB's Response are procedurally improper and should therefore be stricken or ignored.²¹ The Joint Applicants cannot point to any authority that prohibits Staff or CURB from filing responsive pleadings. The Commission finds the additional perspective provided by the parties beneficial. Accordingly, the Commission denies the Joint Applicants' request to strike Staff's and CURB's responsive pleadings.

10. In their Response, the Joint Applicants reiterated, "they were not and are not requesting *any* modifications to the merger standards set out by the Commission in ¶5 of the Order. They fully accept that their Application will be evaluated under those standards."²² The Joint Applicants acknowledge, "[t]he Commission has made it clear, and the Joint Applicants have agreed, that the merger standards contained in ¶5 of the Order are the standards that will be used in this case."²³

11. The Joint Applicants correctly state, "[t]he only relevant question is whether the testimony addresses the merger standards as set out by the Commission in its Order..."²⁴ The Commission has provided the Joint Applicants with an opportunity to amend their Joint Application to conform to the applicable merger standards. Despite their recognition that the

²⁰ *Id.*, ¶ 9.

²¹ Response to Staff's and CURB's Reply to Joint Applicants' Verified Response to Commission's Order on Merger Standards, Sept. 19, 2016, ¶ 3.

²² *Id.*, ¶ 7.

²³ *Id.*, ¶ 8.

²⁴ *Id.*

Joint Application will be reviewed under the merger standards enumerated in the Order on Merger Standards, the Joint Applicants have elected not to do so, and are bound by their filings.

12. The Commission disagrees with the Joint Applicants' characterization that they merely paraphrased the merger standards and advises the Joint Applicants that if their Joint Application and supporting testimony do not conform to the merger standards, the Commission will be compelled to deny the Joint Application.

13. Neither Staff nor CURB has presented the Commission with a motion to dismiss the Joint Application. Furthermore, discovery is ongoing and may provide the parties with sufficient information to evaluate the Joint Application. However, the Joint Applicants are fully aware of Staff's and CURB's concerns. If the parties continue to believe the Joint Application does not adequately address the merger standards, they may file for the appropriate relief.

THEREFORE, THE COMMISSION ORDERS:

A. While the Commission notes the Joint Applicants have accepted the merger standards enumerated in its Order on Merger Standards, and the Joint Applicants have not amended their Joint Application in response to the Order on Merger Standards, the Commission takes no formal action at this time on either Staff's Reply to Joint Applicants' Verified Response to Commission's Order on Merger Standards or CURB's Response to Staff's Reply to Joint Applicants' Verified Response to Commission's Order on Merger Standards.

B. If the parties maintain that the Joint Application does not adequately address the merger standards, they may file for the appropriate relief.

C. The parties have 15 days from the date this Order was electronically served to petition for reconsideration.²⁵

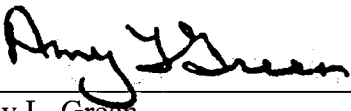
²⁵ K.S.A. 66-118b; K.S.A. 77-529(a)(1).

D. The Commission retains jurisdiction over the subject matter and parties for the purpose of entering such further orders as it deems necessary.

BY THE COMMISSION IT IS SO ORDERED.

Emler, Chairman; Albrecht, Commissioner; Apple, Commissioner.

Dated: OCT 18 2016



Amy L. Green
Secretary to the Commission

BGF

EMAILED

OCT 18 2016

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16-KCPE-593-ACQ

I, the undersigned, certify that the true copy of the attached Order has been served to the following parties by means of Electronic Service on OCT 18 2016.

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