

3. On October 12, 2017, Great Plains Energy, Inc., KCP&L, and Westar filed a Motion for Procedural Schedule for the Commission’s review and approval. Their proposal contemplates a 277-day schedule.

4. On October 16, 2017, the Kansas Industrial Consumers Group, Inc. (KIC)⁴ filed a Motion for Procedural Schedule and Response in Opposition to Applicants’ Proposed Schedule, objecting to the 277-schedule because it shortens the time for the parties to investigate the proposed merger by 3-4 weeks.⁵ KIC proposes a 300-day schedule, alleviating some of the front-loading of the Joint Applicants’ proposed schedule.⁶

5. On October 17, 2017, Kansas Electric Power Cooperative, Inc. (KEPCo)⁷ filed its Response to Motions for Procedural Schedule, supporting KIC’s proposed schedule.⁸

6. In urging the Commission adopt a 300-day schedule, KIC and KEPCo characterize evaluating the proposed merger as “a monumental task”⁹ that “demands careful and searching scrutiny.”¹⁰

7. On October 18, 2017, the Joint Applicants filed their Reply to KIC’s Response in Opposition to Applicants’ Proposed Schedule, arguing for a shorter schedule because: (1) the parties already did a comprehensive review in the 16-KCPE-593-ACQ Docket¹¹ and (2) the Joint Applicants have provided substantial information to the parties prior to the start of the formal discovery period.¹²

⁴ KIC was granted intervention on September 19, 2017.

⁵ Motion for Procedural Schedule and Response in Opposition to Applicants’ Proposed Schedule (KIC Motion), Oct. 16, 2017, ¶ 7.

⁶ *Id.*, ¶ 10.

⁷ KEPCo was granted intervention on September 12, 2017.

⁸ Response of Kansas Electric Power Cooperative, Inc. to Motions for Procedural Schedule (KEPCo Response), Oct. 17 2017, ¶ 2.

⁹ KIC Motion, ¶ 3.

¹⁰ KEPCo Response, ¶ 6.

¹¹ Reply to KIC’s Response in Opposition to Applicants’ Proposed Schedule, Oct. 18, 2017, ¶ 6.

¹² *Id.*, ¶ 7.

8. On October 19, 2017, the Joint Applicants filed their Reply to KEPCo's Response to Motions for Procedural Schedule, noting while K.S.A. 66-131 allows a maximum of 300 days for a Commission order on a merger application, the statute directs the Commission to expeditiously process the application.¹³ The Joint Applicants fault KEPCo for failing to provide a legitimate reason for why 277 days is insufficient to review the Application and reiterate their belief that 277 days is adequate for the Commission to evaluate the proposed merger.¹⁴

9. On October 19, 2017, the Citizens' Utility Ratepayer Board (CURB)¹⁵ filed its Response to Motion for Procedural Schedule filed by Kansas Consumers Group, Inc., stating its preference for KIC's proposed schedule.¹⁶ Specifically, CURB explains:

due process weighs in favor of allowing all parties a reasonable time to conduct adequate discovery, and to prepare their cases. The procedural schedule proposed by KIC does not extend the time for determination of this docket beyond the statutory 300 day limit, and may lead to the best information and data being submitted to the Commission, aiding administrative efficiency.¹⁷

10. On October 19, 2017, Kansas Power Pool (KPP)¹⁸ filed its Response to the Motion for Procedural Schedule, joining KEPCo in support of KIC's proposed schedule.¹⁹

11. On October 20, 2017, the Joint Applicants filed their Reply to KPP's Response to Motion for Procedural Schedule, explaining "there is a significant value in setting a schedule that will result in a closing of the first day of a calendar month."²⁰

12. In its Reply to KEPCo, the Joint Applicants fault KEPCo for not demonstrating 277 days is not enough time to process the Application.²¹ But K.S.A. 66-131(c) establishes a

¹³ Reply to KEPCo's Response to Motions for Procedural Schedule, Oct. 19, 2017, ¶ 13.

¹⁴ *Id.*

¹⁵ CURB was granted intervention on September 12, 2017.

¹⁶ Response to Motion for Procedural Schedule filed by Kansas Consumers Group, Inc., Oct. 19, 2017, ¶ 5.

¹⁷ *Id.*

¹⁸ KPP was granted intervention on October 12, 2017.

¹⁹ Response of the Kansas Power Pool to the Motion for Procedural Schedule, Oct. 19, 2017, ¶ 8.

²⁰ Reply to KPP's Response to Motion for Procedural Schedule, Oct. 20, 2017, ¶ 6.

deadline for the Commission to issue a decision, not for the parties to complete their investigation. As acknowledged by all of the parties, this is a complex docket, involving the two largest electric utilities in the State. The 16-593 Docket involved a proposed acquisition, rather than a merger of equals. The financial considerations in the two dockets are so drastically different that the investigation conducted in the 16-593 Docket will not substantially speed up the investigation necessary in this Docket. In adopting a 284-day schedule, the Commission is following the mandate of K.S.A. 66-131(c) to expeditiously process the Application. Yet, K.S.A. 66-131(c) allows the Commission 300 days from receipt of the Application to issue its decision. Therefore, the Commission reserves the right to take the full 300 days to issue its decision if circumstances warrant.

13. The Commission adopts the following procedural schedule:

DATE	TIME	ACTION
January 12, 2018	5:00 pm	Affidavit of Mailing, Publication and Electronic Service
January 22, 2018	5:00 pm	Deadline for Petitions to Intervene
January 22, 2018	6:00 pm	Public Hearing at Washburn Institute of Technology
January 29, 2018	5:00 pm	Staff/Intervenor Direct Testimony Due
February 5, 2018	5:00 pm	Staff/Intervenor Cross-Answering Testimony Due
February 19, 2018	5:00 pm	Joint Applicants' Rebuttal Testimony Due
Week of February 26, 2018	TBD	Settlement Conference(s)
March 5, 2018	5:00 pm	Discovery Cut-off
March 5, 2018	5:00 pm	Motion Cut-off
March 5, 2018	5:00 pm	Contested Issues List Due
March 7, 2018	5:00 pm	Deadline to Submit Settlement Agreement
March 9, 2018	9:00 am	Prehearing Conference
March 12, 2018	5:00 pm	Deadline to File Settlement Support/Opposition Testimony
March 19-27, 2018	9:00 am	Evidentiary Hearing
March 29, 2018	5:00 pm	Public Comment Period Ends

²¹ See Reply to KEPCo's Response to Motions for Procedural Schedule, ¶ 13.

April 4, 2018	5:00 pm	PACP Report of Public Comments
April 10, 2018	5:00 pm	Joint Applicants' Initial Brief Due
April 20, 2018	5:00 pm	Staff/Intervenor Responsive Brief Due
April 28, 2018	5:00 pm	Joint Applicants' Reply Brief Due
June 5, 2018		Commission Order Due

14. Finding that a prehearing conference is necessary to address any pending matters, to establish procedures to use during the Evidentiary Hearing, and to consider any other prehearing issues that will promote the orderly and prompt conduct of this proceeding,²² the Commission schedules a Prehearing Conference for March 9, 2018, beginning at 9:00 a.m. in the Commission's Third Floor Hearing Room, 1500 S.W. Arrowhead Road, Topeka, Kansas. The Prehearing Officer will preside. Any party who fails to attend or participate in the Prehearing Conference or in any other stage of this proceeding may be held in default under the Kansas Administrative Procedure Act (KAPA).²³ At the Prehearing Conference, this proceeding without further notice may be converted into a conference hearing or a summary proceeding for disposition of the matter as provided by KAPA.²⁴

15. An Evidentiary Hearing, with the Commission presiding, will begin on March 19, 2018, at 9:00 a.m., and continue, as needed, through March 27, 2018, in the Commission's First Floor Hearing Room, 1500 S.W. Arrowhead Road, Topeka, Kansas. Any party who fails to attend or participate in the hearing or in any other stage of this proceeding may be held in default under the KAPA.²⁵

²² K.S.A. 77-517; K.A.R. 82-1-222.

²³ K.S.A. 77-516(c)(8); K.S.A. 77-520.

²⁴ K.S.A. 77-516(c)(7).

²⁵ K.S.A. 77-518(c)(8); K.S.A. 77-520.

16. The Commission plans to hold a public hearing in this docket:

January 22, 2018, beginning at 6:00 p.m. at

Washburn Institute of Technology
Main Conference Center, Building A
5724 SW Huntoon
Topeka, Kansas 66604

The hearing will be livestreamed on the Commission's website: www.kcc.ks.gov.

17. Notice of the Joint Application, the public hearing and public comment period as agreed to by the Parties and the Public Affairs and Consumer Protection (PACP) shall be included in a bill insert with the monthly billing statement for each customer in KCP&L's and Westar's service territory and provided by electronic mail to those customers who receive their bill by electronic mail. The notice shall be sent to customers at least seven (7) days prior to the public hearing. Notice shall also be published in the major newspapers in the region. KCP&L and Westar are also required to file an Affidavit confirming notice has been mailed to customers, printed in newspapers, and provided by electronic mail to customers, who receive their bills by electronic mail.

18. The Commission encourages the public to submit comments concerning this docket via online at <http://kcc.ks.gov/your-opinion-matters>, electronic mail, or in writing. The public comment period begins immediately and ends on March 29, 2018, at 5:00 p.m. By April 4, 2018, PACP is directed to file a report summarizing public comments received.

19. KCP&L, Westar, CURB, and PACP shall make information concerning the proceeding accessible to the public through use of their websites. These parties' websites should include links and contact information to enable the public to easily identify how to contact the PACP Office to submit comments and to access filings made in the docket. To the extent

practicable, parties are encouraged to include background information explaining this proceeding.

20. The Commission approves the use of electronic service of all testimony, briefs, and orders, without requiring provision of follow-up hard copies as required by K.A.R. 82-1-216(a)(6). Testimony and briefs must be served electronically by 5:00 p.m., on the date due, without requiring service among the parties of a follow-up hard copy. The Commission directs electronic service of testimony and briefs include service on the Prehearing Officers at b.fedotin@kcc.ks.gov and d.kirk@kcc.ks.gov.

21. Amber Smith, a.smith@kcc.ks.gov, Michael Neeley, m.neeley@kcc.ks.gov, and Stephan Skepnek, s.skepnek@kcc.ks.gov, 1500 S.W. Arrowhead Road, Topeka, Kansas 66604-4027, are the attorneys appearing on behalf of the agency in this proceeding.²⁶

THEREFORE, THE COMMISSION ORDERS:

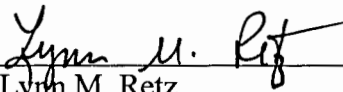
- A. The procedural schedule set forth in paragraph 13 is adopted.
- B. The parties have 15 days from the date of electronic service of this Order to petition for reconsideration.²⁷
- C. The Commission retains jurisdiction over the subject matter and the parties for the purpose of entering such further orders as it deems necessary.

BY THE COMMISSION IT IS SO ORDERED.

Apple, Chairman; Albrecht, Commissioner; Emler, Commissioner

Dated: NOV 21 2017

BGF



Lynn M. Retz
Secretary to the Commission

²⁶ K.S.A. 77-518(c)(2); K.S.A. 77-516(c)(2).

²⁷ K.S.A. 66-118b; K.S.A. 77-529(a)(1).

EMAILED

CERTIFICATE OF SERVICE

18-KCPE-095-MER

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 NOV 21 2017.

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