

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

In the Matter of the Application of Great)
Plains Energy Incorporated, Kansas City)
Power & Light Company and Westar)
Energy, Inc. for approval of the Merger of) Docket No. 18-KCPE-095-MER
Westar Energy, Inc. and Great Plains)
Energy Incorporated)

PETITION TO INTERVENE

COMES NOW Sunflower Electric Power Corporation ("Sunflower") and Mid-Kansas Electric Company, LLC ("Mid-Kansas"), and pursuant to K.S.A. 77-521 and K.A.R. 82-1-225 moves the State Corporation Commission of the State of Kansas ("Commission") to issue an Order allowing Sunflower and Mid-Kansas to intervene in this proceeding without condition or limitation. In support of their petition, Sunflower and Mid-Kansas state:

1. Sunflower is a Kansas corporation with its principal place of business in Hays, Kansas. Sunflower is a cooperatively-operated generation and transmission company that provides wholesale services to its six members, who serve approximately 200,000 customers located in 32 counties in central and western Kansas. Sunflower's system includes approximately 1,200 miles of transmission line and numerous substations, along with 658 nameplate megawatts of generation that is either owned or acquired through power purchase agreements.

2. Mid-Kansas is a Kansas limited liability company with its principal place of business in Hays, Kansas. Mid-Kansas is a cooperatively-operated generation and transmission company that provides wholesale services to its six members, who serve

approximately 200,000 customers located in 33 counties in central and western Kansas. Mid-Kansas' system includes approximately 1,140 miles of transmission line and numerous substations, along with 843 nameplate megawatts of generation that is either owned or acquired through power purchase agreements.

3. Sunflower and Mid-Kansas both hold certificates of convenience and necessity granted by the Commission to transact business in the state of Kansas as electric generation and transmission utilities. On August 25, 2017, Great Plains Energy Incorporated ("Great Plains"), Kansas City Power & Light Company ("KCP&L"), Westar Energy, Inc. ("Westar"), and Kansas Gas and Electric Company ("KG&E")(collectively referred to as the "Joint Applicants"), filed a joint application (the "Joint Application") for approval of the merger of Westar and Great Plains.

4. Pursuant to K.S.A. 77-521(a)(2)-(3), the Commission shall grant a petition for intervention if it states facts demonstrating that the petitioner's legal rights, duties, privileges, immunities or other legal interests may be substantially affected by the proceeding, and the interests of justice and the orderly and prompt conduct of the proceedings will not be impaired by allowing the intervention. K.S.A. 77-521(c) allows the presiding officer to impose conditions upon the intervener's participation in the proceedings, including requiring two or more interveners to combine their participation in the proceedings.

5. Sunflower and Mid-Kansas respectfully request that neither be limited in its participation in this proceeding nor required to combine their participation with another intervener. The Commission allowed Sunflower and Mid-Kansas to participate in Docket No. 16-KCPE-593-ACQ with only the requirement that it combine with certain

entities “to the extent possible,” and “avoid filing repetitive briefs,” but “submit individual briefs on issues specific to them.”¹

6. No party in Docket No. 16-KCPE-593-ACQ made any objection as to Sunflower’s and Mid-Kansas’s participation in that proceeding, and it is highly likely that this proceeding will involve the same parties. Further, no party in Docket No. 16-KCPE-593-ACQ, nor the Commission, ever suggested that Sunflower’s or Mid-Kansas’s participation disrupted the orderly and prompt conduct of the proceedings. As such, Sunflower and Mid-Kansas respectfully request that their intervention not be limited nor conditioned.

7. Mid-Kansas currently has an agreement with Westar in Jeffrey Energy Center that grants Mid-Kansas the contractual right to take up to 8% of the energy output from Westar’s Jeffrey Energy Center under the terms of the Participation Power Agreement. The Participation Power Agreement is essentially equivalent to an 8% ownership in the Jeffrey Energy Center, which consists of three 700 MW coal fired generation units. Sunflower operates Mid-Kansas under a contract for services and is responsible for procuring and insuring Mid-Kansas’ power supply to serve Mid-Kansas’ customers, and therefore also has an interest in implications of the merger by Great Plains and Westar as to the operation and costs of power from the Jeffrey Energy Center. In addition, both Sunflower and Mid-Kansas’ transmission systems are interconnected and each pay transmission charges for transmittal of power across Westar’s transmission grid.

¹ Order Granting in Part, Denying in Part Petitions for Reconsideration by Kansas Power Pool; Sunflower Electric Power Corporation and Mid-Kansas Electric Company, LLC; and Midwest Energy, Inc., at p. 7 ¶A, Docket No. 16-KCPE-593-ACQ (filed September 22, 2016).

8. Sunflower and Mid-Kansas, and ultimately their members, will or may be bound by any Commission order or activity in this proceeding, and Sunflower, Mid-Kansas, and their members may be adversely affected thereby.

9. Therefore, Sunflower's and Mid-Kansas' legal rights, duties, privileges, immunities or other legal interests may be substantially affected by this proceeding, and no other party can properly represent them. The interests of justice and the orderly and prompt conduct of the proceedings will not be impaired by allowing the intervention. For the above reasons, Sunflower and Mid-Kansas request that the Commission grant their request and allow Sunflower and Mid-Kansas to fully participate in this matter.

10. In addition to the undersigned, all communications and correspondence to Sunflower and Mid-Kansas, including service of all notices and orders of the Commission herein are requested to be sent to the following named individuals:

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WHEREFORE, Sunflower and Mid-Kansas request that the Commission issue an Order granting Sunflower's and Mid-Kansas' petition to intervene in this matter without limitation or condition, and for such other and further relief as may be appropriate.

Respectfully submitted,



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**Attorneys for Sunflower Electric
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VERIFICATION

STATE OF KANSAS)
COUNTY OF Ellis) ss:

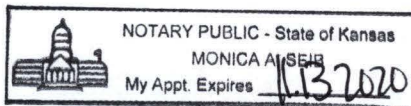
Taylor P. Calcara, of lawful age, being first duly sworn on oath, states:

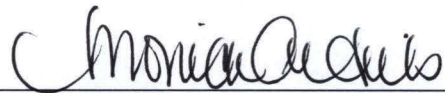
That he is an attorney for Sunflower Electric Power Corporation and Mid-Kansas Electric Company, LLC; that he has read the above and foregoing Petition to Intervene and knows the contents thereof; and that the statements contained therein are true.



Taylor P. Calcara

SUBSCRIBED AND SWORN to before me this 16 day of
Oct, 2017.






Notary Public

Commission Expires: 11.13.2020

CERTIFICATE OF SERVICE

I do hereby certify that on the 16 day of Oct., 2017, I electronically filed via the Kansas Corporation Commission's Electronic Filing System a true and correct copy of the above and foregoing Petition to Intervene with a copy emailed to:


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