

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

DIRECT TESTIMONY OF

TERRY BASSHAM

**ON BEHALF OF
GREAT PLAINS ENERGY INCORPORATED
AND
KANSAS CITY POWER & LIGHT COMPANY**

**IN THE MATTER OF THE JOINT APPLICATION OF GREAT PLAINS ENERGY
INCORPORATED, KANSAS CITY POWER & LIGHT COMPANY,
AND WESTAR ENERGY, INC. FOR APPROVAL OF THE ACQUISITION OF
WESTAR ENERGY, INC.
BY GREAT PLAINS ENERGY INCORPORATED**

DOCKET NO. 16-KCPE-____-ACQ

1 **Q: Please state your name and business address.**

2 A: My name is Terry Bassham. My business address is 1200 Main, Kansas City, Missouri
3 64105.

4 **Q: By whom and in what capacity are you employed?**

5 A: I am employed by Kansas City Power & Light Company (“KCP&L”) and serve as
6 Chairman, President and Chief Executive Officer of Great Plains Energy Incorporated
7 (“Great Plains Energy” or “GPE”). I also serve as Chairman, President, and Chief
8 Executive Officer of KCP&L. KCP&L is a direct, wholly-owned subsidiary of Great
9 Plains Energy.

10 **Q: What are your responsibilities?**

11 A: My responsibilities include overall management of all aspects of Great Plains Energy and
12 its subsidiary operations, including KCP&L.

1 **Q: Please describe your education, experience and employment history.**

2 A: I hold a Bachelor of Business Administration degree in Accounting from the University
3 of Texas at Arlington and a Juris Doctor degree from St. Mary's University School of
4 Law in San Antonio, Texas. I have held positions at Great Plains Energy and KCP&L
5 since April of 2005. Prior to that time, I was employed by El Paso Electric for nine years
6 in various positions including General Counsel, Chief Administrative Officer and Chief
7 Financial Officer. The remainder of my work career I worked as an attorney in the
8 primary practice of regulatory law.

9 **Q: Have you previously testified in a proceeding at the Kansas Corporation**
10 **Commission ("KCC" or "Commission") or before any other utility regulatory**
11 **agency?**

12 A: Yes. I have testified on several occasions before the KCC and the Missouri Public
13 Service Commission ("MPSC") on a variety of issues affecting regulated public utilities.
14 I have also testified before the Federal Energy Regulatory Commission, the Public Utility
15 Commission of Texas, the New Mexico Public Service Commission and various
16 legislative committees of the Texas, New Mexico and Missouri legislatures.

17 **Q: What is the purpose of your testimony?**

18 A: The purpose of my testimony is to describe: (i) the strategic rationale for Great Plains
19 Energy having entered into an agreement to purchase Westar Energy, Inc. ("Westar") (the
20 "Transaction"); (ii) how the Transaction will affect customers and communities served by
21 KCP&L and Westar in Kansas, and (iii) the significant and important policy decisions to
22 be considered by the Commission in evaluating how the Transaction affects the public
23 interest generally and, specifically, how it may affect customers and shareholders.

1 **I. Overview of Transaction**

2 **Q: Please provide an overview of the Transaction.**

3 A: The Transaction is the result of a competitive process, established by Westar, and more
4 fully described in the Direct Testimony of Mark Ruelle, which culminated in an
5 agreement between Great Plains Energy and Westar. Great Plains Energy decided to
6 participate in the process, as discussed below, due to the strong strategic rationale for the
7 acquisition and the numerous resulting benefits for customers, employees, communities,
8 the State of Kansas, and GPE's and Westar's shareholders. GPE's participation in that
9 process was guided by five fundamental principles:

- 10 1. The combined company must be strong financially;
- 11 2. The purchase price must be reasonable and justified by savings;
- 12 3. Customers must benefit;
- 13 4. Shareholders must benefit; and
- 14 5. The states of Kansas and Missouri as well as the communities Westar
15 and GPE's utility subsidiaries serve must benefit.

16 Great Plains Energy's winning bid met and fulfills all of these principles, as my
17 testimony and that of my colleagues will illustrate.

18 The primary controlling document for the Transaction is the Agreement and Plan
19 of Merger ("Agreement") dated May 29, 2016, which was entered into between Westar,
20 Great Plains Energy and Merger Sub. It has been filed with the Commission as an
21 attachment to the Joint Application that is being filed concurrently with this testimony.

22 GPE has agreed to pay approximately \$8.6 billion to acquire the stock of Westar
23 which GPE intends to finance with approximately 50% equity and 50% debt. Westar's

1 existing debt will remain outstanding, so in effect, GPE has also agreed to assume
2 Westar's outstanding debt (\$3.6 billion on the date the Transaction was announced),
3 making the overall enterprise value for Westar approximately \$12.2 billion. The
4 transactional mechanics, consideration to be paid by GPE and GPE's plans for financing
5 the Transaction, are described in more detail in the Direct Testimony of Kevin Bryant.

6 **Q: What will Great Plains Energy look like following the Transaction?**

7 A: The Transaction will result in Great Plains Energy becoming an even stronger regional
8 utility holding company. Following the receipt of necessary approvals, and upon closing
9 the Acquisition, Great Plains Energy's footprint will be expanded into a larger contiguous
10 service area covering approximately the eastern one-third of Kansas, much of the Kansas
11 City metropolitan area on both sides of the state line, and a large portion of northwestern
12 Missouri. It will serve over 1.5 million customers, the majority of which (almost
13 950,000) will be in Kansas. GPE's existing utility subsidiaries will remain in place with
14 the same service territories and customers as immediately before closing. Westar
15 operates a regulated electric utility in Kansas and has just over 700,000 electric utility
16 customers, both at the parent utility, Westar Energy, Inc., and at its subsidiary utility,
17 Kansas Gas and Electric Company. For simplicity, in this testimony, I will refer to the
18 entire entity as "Westar", except where more specificity might be required. Westar will
19 become a wholly owned subsidiary of GPE at an organizational level equal to KCP&L.
20 Westar's current legal structure will remain, but instead of it being a public company, all
21 the shares will be owned by GPE. Westar will continue to have the same service
22 territories and customers as immediately before closing.

1 Following the Transaction, I will remain Chairman of the Board of Great Plains
2 Energy and KCP&L, as well as President and Chief Executive Officer of Great Plains
3 Energy and KCP&L. Following the Transaction, I will become President and Chief
4 Executive Officer of Westar, as well. With respect to executive management and
5 leadership for the combined company, no firm decisions have been made at this time.
6 However, we fully expect the executive management team for the combined company
7 will have leadership from both GPE and Westar on it. When GPE acquired Aquila in
8 2008, multiple members of its leadership team took positions with KCP&L. Today, a
9 former Aquila executive, Scott Heidtbrink, is the Chief Operating Officer of KCP&L,
10 and Kevin Noblet is our Vice President of Delivery. As part of the integration process,
11 we will have teams from both GPE and Westar working together to ensure that
12 employees with critical roles and historical knowledge of both companies are fully
13 utilized and put in the right positions. These teams will make recommendations to fill
14 leadership positions across the combined company with qualified individuals from both
15 KCP&L and Westar to ensure that customers and communities see a smooth transition.
16 At Westar, we expect to see no immediate reduction in current union employees, and we
17 have of course agreed to honor existing labor contracts. For Westar's non-union
18 employees, we have agreed to maintain existing compensation levels and benefits for at
19 least two years after closing. In addition, Mark Ruelle will remain at Westar throughout
20 the integration process and until the Transaction closes. His insight and leadership will
21 be a valuable asset through this process.

22 With respect to what the combined company will be named following the
23 Transaction, a firm decision has not been made at this time. In all likelihood, Great

1 Plains Energy will remain the name of the holding company and keep its GXP symbol on
2 the New York Stock Exchange. This process for ultimately branding the utility
3 operations will be informed by two guiding principles:

- 4 • The combined company brand needs to be reflective of the new company
5 and be relatable to both KCP&L and Westar employees driving one
6 team-oriented culture; and
- 7 • The combined company brand needs to be the same in all the
8 communities served by the combined company so that customers know
9 who is serving them, what the combined company stands for and how to
10 effectively and efficiently interact with the combined company.

11 The Transaction will alter the membership of the Boards of Directors of Great
12 Plains Energy by the addition of one member of the Westar Board. While Great Plains
13 Energy's corporate headquarters will remain at 1200 Main Street in Kansas City, as
14 discussed in the Direct Testimony of Scott Heidtbrink, we will maintain the current
15 Westar headquarters at 818 Kansas Avenue in Topeka for GPE's Kansas headquarters.
16 Our Kansas presence will expand and be substantial, including all levels of technical and
17 managerial talent and payroll, reflective of the fact that the combined company will have
18 more customers in Kansas than Missouri. We are aware that cynics might be imagining a
19 mostly-empty building with a name on it. I can assure you that will not be the case. Our
20 Kansas headquarters in Topeka will be a significant and vital part of the overall
21 operations of our combined company and will house executive leadership with
22 responsibility for our Kansas operations and corporate executive leadership as well.

1 GPE is a company that has done business in Kansas for more than 100 years—
2 longer even than Westar. Many of our employees live in Kansas. As a stand-alone
3 entity, almost a third of our customers are located in the state of Kansas. We already
4 support economic development in Kansas and are eager to do more. We have the
5 majority of our wind generation and nearly half of our baseload generation in Kansas,
6 including our only nuclear plant. As a combined company, over 60 per cent of GPE's
7 customers will be located in Kansas. One of the key benefits of this transaction is that it
8 creates a financially stronger company that is better suited to meet the needs of customers
9 and communities in Kansas, while preserving local ownership of a Kansas utility and
10 ensuring responsiveness to customers and regulators from a combined leadership team
11 that lives and works in and within a few miles of Kansas. It is hard to conceive of
12 another bidder for whom Kansas would have had the importance that it will for GPE.

13 We appreciate that this Transaction represents a big change for both companies.
14 We also know that the public interest is served only by carefully managing sometimes
15 competing objectives. It is natural that this type of change creates questions and
16 concerns, all of which we will address. For example, in the past few years both
17 companies have significantly raised their prices. We appreciate that customers and other
18 leaders are wary of rising utility rates, even as they recognize that staffing is our largest
19 driver of cost. We also appreciate that everyone is concerned with jobs and economic
20 development. This Transaction must carefully balance that obvious tension. There is no
21 question that the combined company can operate in a less costly fashion than the two
22 separate companies, and that kind of efficiency is what will keep energy costs affordable

1 for our economy. There is also no question that operating more efficiently also means a
2 smaller payroll.

3 The integration planning process, which is discussed in more detail in the Direct
4 Testimony of Steven Busser, will, among other objectives, identify overlapping
5 administrative, management and support positions that can be eliminated from the
6 combined organization. We expect that many of these efficiencies will occur as a result
7 of natural attrition, which is typically about 4-5 per cent annually for both GPE and
8 Westar. Both GPE and Westar will attempt to make use of attrition—not just from
9 Westar’s current platform, but from across the entire combined company’s platform—as
10 much as possible to achieve the identified efficiencies. If natural attrition is not
11 sufficient, GPE may consider targeted voluntary staffing reduction programs where it
12 makes sense. With so many employees approaching retirement, we know we will have
13 volunteers. Indeed, many employees of both companies have already asked that
14 question.

15 Adaptability is also key, and we will expect employees who are qualified for more
16 than one job to consider an equivalent job, even if it is different than what they might
17 have been doing. Our goal will be to retain the best, regardless of the particular
18 employee’s original organization—KCP&L or Westar. We know from experience that
19 while mergers create unease, they also create opportunities for our company and our
20 employees.

21 That being said, I expect that some level of involuntary severance may occur as
22 this is typically unavoidable in transactions of this nature. At GPE, we have a strong
23 track record in minimizing involuntary employee reductions in acquisitions with adjacent

1 utilities. In 2008, when GPE acquired Aquila, the vast majority of Aquila employees
2 remained employed as part of the transaction. On the day the transaction closed, less
3 than five percent of Aquila's total workforce received severance packages. We do not
4 make these kinds of decisions lightly, and our history shows this. Again, our goal will be
5 to retain the best of the best, regardless of the particular employee's original organization.

6 We understand that there is almost nothing more important to people and their
7 families than financial security. Knowing this, as part of the Agreement we adopted and
8 defined a very market competitive severance package, should any employee find him or
9 herself not suited to the right job in the new combined company.

10 These efficiencies are critical in achieving the cost reductions that will benefit
11 customers in the form of lower rates than would otherwise be possible without this
12 Transaction. Over the past decade, both companies' rates have increased substantially.
13 This Transaction provides a means of moderating that trend. Our approach balances both
14 of these important public interest objectives, and the obvious tension associated with
15 them.

16 Following closing of the Transaction the overall GPE organization will be larger
17 than either GPE or Westar would be in the absence of the Transaction. This will provide
18 opportunities for employees in the future that would not exist but for the Transaction. In
19 addition, by combining the expertise and experience of the employees of both GPE and
20 Westar as a result of the Transaction, customers will benefit from greater and more
21 diverse management expertise and experience and an organization that has a better
22 opportunity to capitalize on future savings opportunities.

1 **II. Strategic Rationale**

2 **Q: Please describe the strategic rationale for Great Plains Energy to acquire Westar.**

3 A: This Transaction is one example of consolidation among many in today's electric
4 industry operating environment which has been characterized in recent years by
5 increasing costs and flat, to even declining customer usage putting significant upward
6 pressure on rates paid by customers. GPE and Westar will be better together than either
7 could be individually on a stand-alone basis. There are a number of reasons why the
8 acquisition of Westar complements Great Plains Energy's current operations. First, this
9 transaction will enable efficiencies and savings that cannot be obtained by either GPE or
10 Westar on a stand-alone basis, and these efficiencies and savings will keep rates lower in
11 the future than they would have been absent this Transaction benefitting customers and
12 our economy, as electricity is a key input into the entire economy. Because Westar's
13 Kansas service territory is adjacent to KCP&L's Kansas service territory we expect
14 significant savings opportunities will be available soon after the close of the Transaction
15 related to combined operations of many functions within KCP&L and Westar. One
16 simple example of adjacency, we both have wind farms within a few miles of each other
17 and history has created a jagged line where our current service areas protrude in and
18 around one another. As discussed in the Direct Testimony of William Kemp, GPE
19 estimates that approximately \$65 million in Transaction-related savings will be achieved
20 in the first full year after closing, and that achieved savings are estimated at nearly \$200
21 million in the third full year after closing. These savings – unattainable for GPE and
22 Westar on a stand-alone basis – ensure that customers will receive substantial benefits in
23 the form of lower future rate increases than would be possible in the absence of the

1 Transaction. Furthermore, as discussed in more detail in the Direct Testimony of Darrin
2 Ives, savings that result from the Transaction are an ongoing reduction to the level of
3 anticipated increase in our cost of service and will continue to benefit customers every
4 time we file a rate case.

5 KCP&L and Westar have had a solid working relationship for many years and, as
6 discussed in the Direct Testimony of Mark Ruelle, have very similar practices,
7 approaches and core values, even as they obviously differ on many smaller things.
8 KCP&L and Westar are joint owners, with other parties, of the Wolf Creek Nuclear
9 Generating Station, La Cygne Station and Jeffrey Energy Center. By consolidating the
10 ownership of Wolf Creek we can support the nuclear station at an overall lower cost than
11 if KCP&L and Westar remain separate. Even at Jeffrey and La Cygne there will be small
12 efficiencies gained by not having to have one co-owner monitoring the other and doing
13 report writing for each other.

14 The combination of Westar and GPE also makes sense because each organization
15 has complementary strengths that, when combined, will produce a stronger company than
16 either could achieve on a stand-alone basis. I can say this with confidence, because of
17 our recent experience with our last business combination. Naturally, one company has
18 advantages the other does not in terms of skills, competencies, creativity and
19 relationships. As discussed in the Direct Testimony of Mark Ruelle, Westar has a strong
20 track record in developing public/private partnerships, particularly in cyber-security
21 efforts, and has a great safety record. At GPE, we are eager to learn more from Westar
22 employees about its practices in these and other important areas, and we know the Westar
23 team is equally interested in learning more about us. GPE has extensive experience in

1 customer programs such as energy efficiency and customer-owned solar generation that I
2 believe can benefit Westar customers. As Mr. Ruelle notes with compliments in his
3 testimony—and taking nothing away from Westar—KCP&L is proud of our strong
4 customer satisfaction scores. As described in more detail in the Direct Testimony of
5 Charles Caisley, we will bring that same level of commitment to Westar’s customers
6 once this transaction closes and look for any opportunities to improve upon already high
7 levels of customer service that they currently enjoy.

8 In addition, KCP&L has developed an industry-leading supply chain process.
9 Over the last five years, our Supply Chain organization has significantly consolidated
10 suppliers and spend and streamlined our sourcing and contract management processes,
11 bringing the benefits of scale and efficiency to bear in order to avoid \$93 million in cost.
12 The combined company will benefit from this process at an even greater scale. The
13 integration process will provide a structured method to identify how these and other
14 complementary strengths can be optimized by the combined organization.

15 In sum, a number of characteristics of this Transaction – including good fit, joint
16 KCP&L/Westar ownership of generating facilities, contiguity of KCP&L/Westar service
17 territory, complementary operational strengths and substantial experience of both
18 KCP&L and Westar with this Commission’s regulatory practices and expectations –
19 present opportunities for savings and service enhancements as well as economic
20 development and community support, that are unique to this Transaction and which likely
21 could not be replicated by any purchaser other than GPE.

1 **III. Beneficial Effect on Customers and Communities**

2 **Q: Please describe how the Transaction will benefit customers and communities served**
3 **by KCP&L and Westar in Kansas.**

4 **A:** KCP&L has a long history of providing low-cost, reliable electric service to its customers
5 and communities. It is recognized throughout the communities it serves as an innovative
6 and high-performing utility. It is Great Plains Energy and Westar’s objective to combine
7 management practices and resources to achieve significant reduction in costs while
8 further enhancing reliability and customer satisfaction, with rates lower than they would
9 have been had the Transaction not occurred. The Transaction thus reduces the possibility
10 of economic waste compared to what would be expected to occur in the absence of the
11 Transaction. Transaction-related efficiencies and savings are quantified and described in
12 more detail in the Direct Testimony of William Kemp, and Darrin Ives describes in his
13 Direct Testimony how GPE proposes that shareholders and customers will each realize
14 the benefits of those savings.

15 As discussed in the Direct Testimony of Scott Heidtbrink, GPE intends to
16 maintain the contact center currently operated by Westar in Wichita and will also
17 maintain Westar’s downtown Topeka office building as our Kansas headquarters. This is
18 another strong commitment to Topeka and the State of Kansas demonstrating GPE’s
19 desire to continue to bring significant benefits to state and local economies in Kansas.

20 It is well known that Kansas is one of the premier states in the country in terms of
21 wind power potential. Already, no one is more committed to this Kansas state energy
22 resource than Westar and GPE, and no company will be better positioned to take even
23 more advantage of it in the future. In fact, after closing of the Transaction, by the end of

1 2017, GPE will have more than 3,000 MW of wind generation (name plate capacity) at
2 its disposal, with the potential for the development of more wind power generated in
3 Kansas for use by customers in Kansas. That amount of wind energy, is equivalent to
4 almost one-third of the total energy use by our customers. When coupled with nuclear
5 power, the ratio of emission-free energy to retail energy use is more than 45% once all of
6 the wind facilities currently under contract are placed in service. Not many utilities
7 anywhere can make that claim. Moreover, we will do that while maintaining all of our
8 large base load plants and the hundreds of good-paying jobs—and significant property
9 tax contributions – associated with them. This presents a greater opportunity to
10 maximize the use of Kansas energy resources, representing both an economic
11 development opportunity and an environmental benefit opportunity for Kansas resulting
12 from the Transaction.

13 **Q: How will the Transaction affect Westar’s historical practices regarding charitable**
14 **and community support?**

15 A: GPE has a set of Guiding Principles that serves as the code by which we strive to operate
16 as a company and the culture we try to model as leaders and employees. The Guiding
17 Principles were created by a cross-functional team of one hundred employees who had to
18 reach agreement on every word in the document. It articulates GPE’s mission and
19 enumerates ten strongly held Beliefs. It was adopted by executive management as the
20 manifestation of our company values. It has a Higher Purpose—our aspiration to do
21 more than just effectively and responsibly conducting our business. Our Higher Purpose
22 is: Improving life in the communities we serve. Like Westar, GPE has historically
23 emphasized the importance of being a catalyst for good in the communities we serve,

1 including the provision of charitable and community support in a variety of ways. In
2 addition, more than 150 KCP&L employees serve on community and charitable boards of
3 directors ensuring more than just a financial philanthropic connection to our
4 communities. Westar has a similar number. As a result of the combination, it is hard to
5 imagine that there will be a company in Kansas with a greater commitment of talent to its
6 communities. This Transaction will have no negative effect on Westar's charitable
7 giving and community support practices. To provide concrete assurances in those
8 regards, however, GPE has committed to maintain aggregate Kansas charitable
9 contributions and community support at Westar's 2015 levels for at least five years after
10 closing of the Transaction. This was an easy commitment to make. It is part of who GPE
11 is, too, and it is consistent with our Higher Purpose.

12 **IV. Policy Decisions**

13 **Q: What are the policy decisions requiring Commission determination in this**
14 **proceeding?**

15 A: The Transaction needs to serve the interests of retail customers, shareholders and the
16 State of Kansas generally. Savings and efficiencies resulting from the Transaction will
17 benefit Kansas (and Missouri) customers served by GPE's utility subsidiaries in the form
18 of rates for electric service that will be lower than in the absence of the Transaction. As
19 described more fully in the Direct Testimony of Darrin Ives, GPE is not asking for
20 recovery in rates of the acquisition premium or transaction costs, nor are we requesting
21 anything unusual or untried in terms of ratemaking. Moreover, we have committed to
22 pass through savings to customers through the normal course of future general rate case
23 proceedings, resulting in lower rate increases than in the absence of the Transaction. As

1 a result, there is nothing special, unique or unusual in terms of the request we have before
2 the Commission. I would ask the Commission to recognize the significant opportunity for
3 savings and benefits that this Transaction can bring to the State of Kansas and Kansas
4 customers.

5 **Q: You are taking on additional debt to make this acquisition. What assurances can**
6 **you offer that this will not stretch GPE further financially than would be prudent?**

7 A: I do not back away from the fact that this is a big commitment we are making to the
8 future of both states we have the privilege of serving. I will not suggest there are “no
9 risks” in a transaction of this nature, but I will tell you they are reasonable risks to take
10 given the extraordinary opportunities the Transaction presents. And, we have managed
11 those risks prudently. In his Direct Testimony, Mr. Bryant explains our financing plan in
12 more granularity, but let me reiterate some of the reasons I am confident in GPE’s ability
13 to consummate this transaction while remaining on solid financial ground.

14 1. The credit rating agencies have reviewed our plan and provided their own
15 assurances that executing that plan will cause GPE to maintain investment grade credit
16 ratings and all operating subsidiaries, will maintain higher ratings still;

17 2. A large, sophisticated manager—and fiduciary—of a public employee
18 pension fund has already committed to invest \$750 million into our plan;

19 3. Westar’s management and board have agreed to accept approximately
20 \$1.3 billion of merger consideration in the form of GPE stock; and

21 4. One of the most sophisticated investment banks in the world has already
22 committed to “bridging” \$8 billion of the transaction and related expenses and is another
23 confirmation that our financing plan is reasonable.

1 **Q: Do you have any concluding statements?**

2 A: We appreciate that this is a large and important Transaction for Kansas. But, if one gets
3 beyond the sheer size of the figures and the infrequency of these kinds of mergers, there
4 is nothing surprising or unfamiliar about this acquisition. The two companies sponsoring
5 this joint application are themselves the products of scores of prior Kansas electric utility
6 consolidations. This is a logical next step in an industry under pressure to manage its
7 expenses to keep electricity affordable.

8 This was a competitive process initiated by Westar. That said, and as discussed in
9 the Direct Testimony of Mark Ruelle, we believe that GPE provides the greatest
10 opportunity for value and a successful combination with Westar than any potential suitor
11 could. We are a local company who has done business in Kansas for more than one
12 hundred years and now want to expand our operations in Kansas even more. I
13 respectfully request the Commission approve our joint application for GPE's acquisition
14 of Westar and confirm that the Transaction will promote the public interest in the State of
15 Kansas.

16 **Q: Does that conclude your testimony?**

17 A: Yes, it does.

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

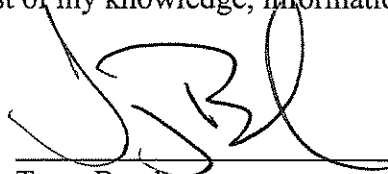
In the Matter of the Application of Great Plains Energy Incorporated, Kansas City Power & Light Company, and Westar Energy, Inc. for approval of the Acquisition of Westar Energy, Inc. by Great Plains Energy Incorporated)
)
) Docket No. 16-KCPE-_____
)
)

AFFIDAVIT OF TERRY BASSHAM

STATE OF MISSOURI)
) ss
COUNTY OF JACKSON)

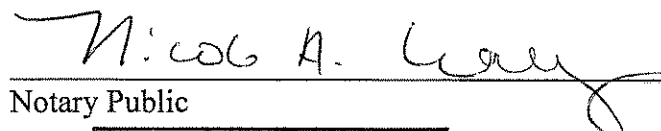
Terry Bassham, being first duly sworn on his oath, states:

1. My name is Terry Bassham. I work in Kansas City, Missouri, and I am employed by Great Plains Energy Incorporated as Chairman, President and Chief Executive Officer.
2. Attached hereto and made a part hereof for all purposes is my Direct Testimony on behalf of Great Plains Energy Incorporated and Kansas City Power & Light Company consisting of seventeen (17) pages, having been prepared in written form for introduction into evidence in the above-captioned docket.
3. I have knowledge of the matters set forth therein. I hereby swear and affirm that my answers contained in the attached testimony to the questions therein propounded, including any attachments thereto, are true and accurate to the best of my knowledge, information and belief.



Terry Bassham

Subscribed and sworn before me this 28th day of June 2016.



Notary Public

My commission expires: Feb. 4, 2019

NICOLE A. WEHRY
Notary Public - Notary Seal
State of Missouri
Commissioned for Jackson County
My Commission Expires: February 04, 2019
Commission Number: 14391200