

**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) Docket No. 18-KCPE-095-MER
Approval of the Merger of Westar Energy, Inc.)
and Great Plains Energy Incorporated.)

SIERRA CLUB'S LIST OF CONTESTED ISSUES

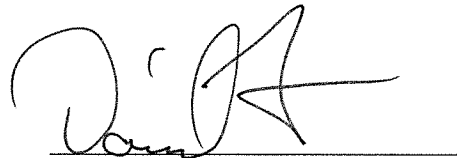
Pursuant to the Commission's November 28, 2017 Order, Sierra Club hereby submits its List of Contested Issues, and identifies the following issues that are in dispute between Sierra Club and the Joint Applicants:

1. As Sierra Club witness Karl R. Rábago stated in his Direct Testimony, the complexity of the proposed merger entails a significant risk of a merger process that does not promote the public interest. Mergers frequently promise that the costs and burdens will be overcome by savings associated with efficiencies and increased company scale. Yet, without firm merger commitments to back those promises, there is an inadequate basis for finding that the merger will likely promote the public interest. Therefore, the Commission should condition any approval of the proposed merger on measures designed to maximize the likelihood that the merger would promote the public interest as it relates to maximizing the use of Kansas' energy resources, decreasing the possibility of economic waste, and properly accounting for the environmental impacts of the proposed merger and the resource plan that accompanies it.

2. Specifically, the Commission should require the Applicants to develop and adopt additional merger commitments as a condition of any approval of the merger. These commitments should include:
 - a. A firm date-certain commitment to close the Westar coal- and gas-fired power plants slated for early retirement.
 - b. A commitment to review the Applicants' existing generation fleet for more retirement opportunities through a substantially improved IRP process.
 - c. A firm date-certain commitment to construct additional renewable energy generation of significant total size.
 - d. A commitment to initiate a comprehensive, transparent, parallel integrated resource planning process for the combined companies, in both Missouri and Kansas, and to make provisions for stakeholders to submit a reasonable number of alternative development scenarios for evaluation in the planning effort. The Commission should require the Applicants to commit to the development and publication of a full-featured IRP that reflects stakeholder inputs on alternative scenarios, full documentation of assumptions and scenario analyses against a wide range of alternative assumptions, a full assessment of a wide range of distributed energy resources (including distributed generation, demand response, energy efficiency, grid modernization, electricity storage, and other resources), and a comprehensive review of the potential to retire and, if necessary, replace all old, poorly utilized, and inefficient fossil-fuel generators.
 - e. A commitment to expand energy efficiency program efforts and customer energy efficiency education, and to develop a plan to cost-effectively achieve efficiency

improvement across the combined service territories. Incremental energy efficiency achievements have the potential to produce local, economic, and environmental benefits.

- f. A commitment to offer green power programs to customers in all classes.
- g. A commitment to develop pilot projects for shared or community generation projects.
- h. A commitment to develop and implement a demonstration program for grid-connected energy storage.
- i. A commitment to develop and seek regulatory approvals for implementation of a grid modernization plan, and to provide funding for a Value of Solar study to be managed by the Commission staff.
- j. A commitment to refrain from implementing any new tariffs or rate designs adversely impacting development and adoption of distributed energy resources, including distributed generation for the next five years following any approval of the Application.

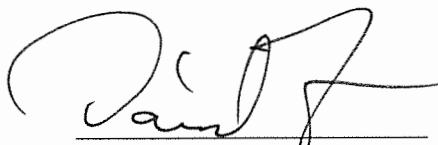


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VERIFICATION

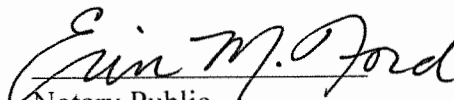
STATE OF MISSOURI)
) ss
COUNTY OF JACKSON)

I, Daniel R. Zmijewski, of lawful age and being duly sworn, state and affirm the following: that I am counsel for Sierra Club; I have read and reviewed the above and foregoing List of Contested Issues; and the contents thereof are true and correct to the best of my information, knowledge, and belief.



Daniel R. Zmijewski

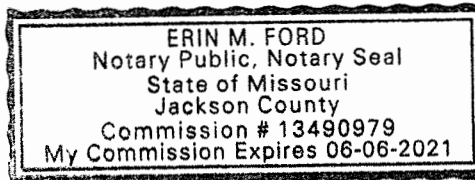
SUBSCRIBED AND SWORN before me this 7th day of March, 2018.



Notary Public

My commission expires:

6/6/21



CERTIFICATE OF SERVICE

I, the undersigned, do hereby certify that on this 7th day of March, 2018, a true and correct copy of the above and foregoing Sierra Club's List of Contested Issues was electronically delivered to the following individuals:

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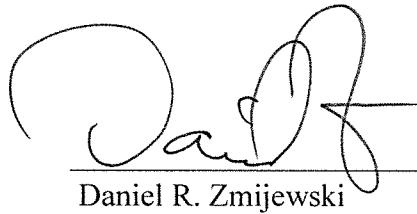
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