

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

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.)

**CURB’S RESPONSE TO JOINT APPLICANTS’
PETITION FOR RECONSIDERATION**

The Citizens' Utility Ratepayer Board (CURB), in response to the Joint Applicants' Petition for Reconsideration, hereby requests that the Commission deny the relief sought therein.

In support, CURB states the following:

1. In their Petition for Reconsideration, the Joint Applicants request the Commission to set this “matter for further proceedings to allow Joint Applicants to engage in further discussions among themselves to determine whether they can agree upon a revised Transaction proposal” that will satisfy the Commission’s merger standards as expressed in the Commission’s Order issued on April 19, 2017.¹

2. With respect, CURB believes that any revised Transaction proposal is best filed in a new docket. As shown below, the relief sought by the Joint Applicants may unnecessarily confound the record in this matter and could potentially prejudice the rights of the parties herein to a fair hearing. Moreover, the Joint Applicants’ request offers no real benefit. Therefore, CURB believes that it is in the public interest to deny Joint Applicants’ Petition for Reconsideration.

¹ Joint Applicants’ Petition for Reconsideration, ¶ 4, p. 2 (May 4, 2017).

3. First, the number and nature of the deficiencies regarding the Commission's merger standards which exist in the Transaction filed in this docket are substantial. Revisions to address these deficiencies would at a minimum address capital structure, savings integration, the purchase price of Westar stock and the acquisition premium. Essentially, such revisions are so substantial as to be tantamount to a new Transaction. Thus, Joint Applicants are really asking to file a new Transaction in this docket, rather than to file a few revisions to a few insignificant aspects of their current proposed Transaction. It is entirely appropriate to require that the revised Transaction be filed in its own docket.

4. Second, the filing of a revised Transaction in this docket could create confusion as to what evidence (new or as previously filed herein) supports the revised Transaction and how that evidence can be (or should be) addressed. For example, CURB did not expend much effort to rebut the Joint Applicants' savings integration model due to the mammoth problems associated with the purchase price of the Westar stock and financing proposed by the Joint Applicants. If this record is held open as requested by the Joint Applicants, it could be very difficult for CURB to ascertain the precise evidence which Joint Applicants may now assert supports their revised Transaction. CURB submits that to hold the record open as requested by the Joint Applicants could lead to a very confusing evidentiary record which would prejudice the parties' rights to a fair hearing. A substantial revision to the Transaction should also allow other parties to intervene, which is another procedural issue which is better addressed in a new docket.

5. Third, CURB reserves its right to be able to review the revised Transaction for 300 days as set forth by Kansas law.² Thus, the Joint Applicants' request does not necessarily lead to judicial economy. It appears that the Joint Applicants hope to be able to arrive at a revised Transaction that would be satisfactory to the parties in this docket on an expedited basis;

² K.S.A. 66-131.

but that possibility also exists if a new application is filed in a new docket. CURB did not read the Commission's April 19, 2017 Order as rejecting the application with prejudice. The Joint Applicants are certainly free to file another application which meets the Commission's merger standards in a new docket.

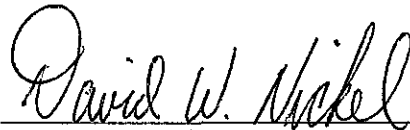
6. Fourth, the Joint Applicants' Petition for Reconsideration does not bode confidence that any agreement will be reached among them which would even approach meeting the Commission's merger standards. Thus, the Joint Applicants' request creates uncertainty – particularly in this docket. CURB would, as a practical matter, have to expend time and funds to investigate the proposed revised Transaction even before it is approved by the pertinent shareholders; and if the revised Transaction is not approved, CURB's expenditures of monies and labor will be wasted. It is in the public interest to draw closure around the application filed in this docket. To close this docket frees the Joint Applicants to take sufficient time to develop a merger agreement that best addresses the Commission's merger standards versus hurrying through these matters in order to meet a deadline.

7. Finally, Joint Applicants have not alleged any harm would come about if the record in this docket is not held open. CURB cannot find any benefit to any party brought about by holding this record open until a revised Transaction (if any) can be filed. In fact, it is unclear why the Joint Applicants' prayer for relief is for reconsideration of the Commission's order – the Commission would essentially be initially evaluating a new Transaction and issuing a new Order. Indeed, Joint Applicants have no problem with allowing the Commission's April 19, 2017 Order to stand. In effect, the Joint Applicants are asking to file a new application in an open docket. CURB sees no public interest in that proposition.

8. CURB has read the Staff's Response to Joint Applicants' Petition for Reconsideration and concurs with it. In particular, CURB agrees with Staff that "in order to give Staff and the Commission an opportunity for a full and meaningful review of any such revised transaction, the Commission should deny the PFR and require any modified transaction be subject to a procedural schedule of up to 300 days as allowed by K.S.A. 66-131."³ Additionally, CURB requests that this docket be closed and that, if the Joint Applicants file a new application for approval of a merger, the new application be filed in its own docket.

WHEREFORE, CURB respectfully requests that the Commission deny the relief sought in the Joint Applicant's Petition for Reconsideration and close this docket.

Respectfully submitted,



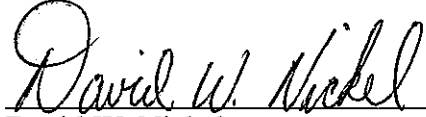
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³ Staff's Response to Joint Applicants' Petition for Reconsideration, ¶ 16, p. 5 (May 9, 2017).

VERIFICATION

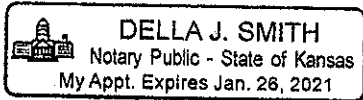
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) ss:
COUNTY OF SHAWNEE)

I, David W. Nickel, of lawful age and being first duly sworn upon my oath, state that I am an attorney for the Citizens' Utility Ratepayer Board; that I have read and am familiar with the above and foregoing document and attest that the statements therein are true and correct to the best of my knowledge, information, and belief.



David W. Nickel

SUBSCRIBED AND SWORN to before me this 11th day of May, 2017.





Notary Public

My Commission expires: 01-26-2021.

CERTIFICATE OF SERVICE

16-KCPE-593-ACQ

I, the undersigned, hereby certify that a true and correct copy of the above and foregoing document was served by electronic service on this 11th day of May, 2017, to the following:

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