

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

Before Commissioners: Pat Apple, Chairman
Shari Feist Albrecht
Jay Scott Emler

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

**ORDER GRANTING INTERVENTION TO THE KANSAS POWER POOL
AND MIDWEST ENERGY, INC.**

This matter comes before the State Corporation Commission of the State of Kansas (Commission) for consideration and decision. Having reviewed the pleadings and record, the Commission makes the following findings:

1. On August 25, 2017, Westar Energy, Inc. and Kansas Gas and Electric Company (Westar), Great Plains Energy Incorporated (Great Plains) and Kansas City Power & Light Company (KCP&L) filed an Application seeking approval to merge. The Applicants intend to form a new, publicly traded holding company with a combined equity value of approximately \$14 billion, which will operate regulated electric utilities in Kansas and Missouri.¹ Westar and KCP&L would become wholly-owned subsidiaries of the new holding company.² As proposed, Westar shareholders will own approximately 52.5% of the combined company with Great Plains' shareholders owning the remaining 47.5% of the combined company.³

2. On September 12, 2017, the Kansas Power Pool (KPP) filed a Petition to Intervene, claiming its members will or may be bound by any Commission order or activity in

¹ Application, Aug. 25, 2017, ¶¶ 9-10.

² *Id.*, ¶ 10.

³ *Id.*, ¶ 11.

this proceeding because: (1) KPP has a Purchase Power Agreement with Westar for 59 megawatts of power from the Jeffrey Energy Center; and (2) KPP's power supply is dependent upon Westar's transmission system for delivery to its members.⁴

3. On September 15, 2017, Midwest Energy, Inc. (Midwest) filed a Petition to Intervene, stating it is a long-standing large volume customer of Westar and purchases support services related to its participation in the SPP Integrated Market.⁵

4. The Commission has broad discretion to grant a petition for intervention if it is in the interest of justice, if the intervention will not impair the orderly and prompt conduct of the proceedings, and if the party has stated facts demonstrating its legal rights, duties and privileges, immunities, or other legal interests may be substantially affected by the proceeding.⁶ Furthermore, at any time during a proceeding, the Commission may impose limitations on an intervenor's participation, including requiring multiple intervenors to combine their participation in the proceedings.⁷

5. The Commission finds and concludes that both KPP and Midwest have met the requirements of K.A.R. 82-1-225 and K.S.A. 77-521 and should be granted intervention in this Docket.

6. KPP will be added to the mailing list, and electronic service of pleadings; communications, and correspondence should be delivered to counsel of record and KPP's other designees as follows:

⁴ Petition of the Kansas Power Pool to Intervene, Sept. 12, 2017, ¶¶ 4-6.

⁵ Petition to Intervene of Midwest Energy, Inc., Sep. 15, 2017, ¶ 3.

⁶ K.S.A. 77-521; K.A.R. 82-1-225.

⁷ K.S.A. 77-521(c).

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7. Midwest will be added to the mailing list, and electronic service of pleadings; communications, and correspondence should be delivered to counsel of record and Midwest's other designees as follows:

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8. Essentially, Midwest seeks to intervene because it purchases a significant amount of energy from Westar. Midwest's stated interest in this Docket significantly overlaps with that of the Kansas Power Pool (KPP), who also seeks intervention as large volume purchasers of

energy. Accordingly, pursuant to K.S.A. 77-521(c)(3), the Commission finds it appropriate to condition Midwest's intervention on requiring them to combine their activities with the KPP in this Docket, including their presentations of evidence, argument, cross-examination, discovery, and other participation in the proceedings.⁸

THEREFORE, THE COMMISSION ORDERS:

A. KPP and Midwest Energy, Inc. are granted intervention, conditioned on combining their activities in the Docket.

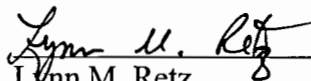
B. The parties have 15 days from the date of electronic service of this Order to petition for reconsideration.⁹

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: OCT 12 2017


Lynn M. Retz
Secretary to the Commission

BGF

EMAILED

OCT 12 2017

⁸ K.S.A. 77-521(c)(3).

⁹ K.S.A. 66-118b; K.S.A. 77-529(a)(1).

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 OCT 12 2017.

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