

**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 IN PART, DENYING IN PART THE PETITION FOR
RECONSIDERATION OF SUNFLOWER ELECTRIC POWER CORPORATION AND
MID-KANSAS ELECTRIC COMPANY, LLC; ORDER GRANTING IN PART,
DENYING IN PART THE KANSAS POWER POOL'S PETITION FOR
RECONSIDERATION**

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

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

² *Id.*, ¶ 10.

³ *Id.*, ¶ 11.

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 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. On October 12, 2017, the Commission issued an Order Granting Intervention to the Kansas Power Pool and Midwest Energy, Inc., explaining in part, "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."⁶

5. On October 26, 2017, KPP filed a Petition to Reconsider Conditions of Intervention, claiming "it will not be unreasonably burdensome or repetitious to allow individual discovery, presentation of evidence, argument and cross-examination by KPP and Midwest, nor will such independent participation disrupt the orderly and prompt conduct of the proceeding."⁷

6. Midwest did not challenge the Commission's Order Granting Intervention to the Kansas Power Pool and Midwest Energy, Inc. Since KPP filed its Petition to Reconsider, the Commission issued an Order Granting Sunflower Electric and Mid-Kansas' Petition to Intervene, which conditions Sunflower's, Mid-Kansas's, KPP's and Midwest Energy's intervention on

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 Order Granting Intervention to the Kansas Power Pool and Midwest Energy, Inc., Oct. 12, 2017, ¶ 8.

⁷ Petition of the Kansas Power Pool to Reconsider Conditions of Intervention (KPP PFR), Oct. 26, 2017, ¶ 10.

requiring them to combine their activities in this Docket, including their presentations of evidence, argument, cross-examination, discovery, and other participation in the proceedings.⁸ On November 15, 2017, Sunflower and Mid-Kansas filed their Petition for Reconsideration, citing the Commission's approach in the 16-KCPE-593-ACQ Docket (16-593 Docket), where Great Plains Energy and KCP&L unsuccessfully attempted to acquire Westar.⁹ In the 16-593 Docket, Sunflower and Mid-Kansas were allowed to propound discovery individually and submit individual briefs on issues specific to them, provided they avoided filing repetitive briefs.¹⁰ As noted by Sunflower and Mid-Kansas, no party to the 16-593 Docket objected to that arrangement and it did not impair the interests of justice.¹¹

7. KPP recognizes under K.S.A. 77-521(c), the standard is whether combining the intervenors' participation would promote the orderly and prompt conduct of the proceedings. In the proposed procedural schedules before the Commission, the Applicants have suggested seven days for the evidentiary hearing, whereas the Kansas Industrial Consumers Group, Inc. (KIC) has suggested a schedule with eight days for the evidentiary hearing.¹² KPP has endorsed KIC's proposed schedule.¹³ Either schedule requires an efficient presentation of evidence. Presently, there are 22 parties participating in the Docket. Due to the number of parties in the Docket and the complexity of the Docket, some consolidation is necessary to complete the evidentiary hearing in the proposed seven-day window.

⁸ Order Granting Sunflower Electric and Mid-Kansas' Petition to Intervene, Oct. 31, 2017, ¶ 5.

⁹ Petition for Reconsideration (Sunflower PFR), Nov. 15, 2017, ¶ 12.

¹⁰ *Id.*

¹¹ *Id.*

¹² See Motion for Procedural Schedule, Oct. 12, 2017, ¶ 3; Motion for Procedural Schedule and Response in Opposition to Applicants' Proposed Schedule, Oct. 16, 2017, ¶ 10.

¹³ Response of the Kansas Power Pool to Motion for Procedural Schedule, Oct. 19, 2017, ¶ 6.

8. The Commission's grouping of Sunflower, Mid-Kansas, KPP and Midwest is consistent with the Commission's approach in the 16-593 Docket.¹⁴ In the 16-593 Docket, KPP, Sunflower, Mid-Kansas, and Midwest sought reconsideration of their groupings.¹⁵ One of the arguments made was the Commission failed to provide evidence that combining participation would alleviate burdensome and repetitious action.¹⁶ But as the Commission explained in the 16-593 Docket, "that is not the standard. The appropriate standard is whether combining the intervenor's participation would promote the orderly and prompt conduct of the proceedings. Consolidating the intervenors will certainly promote a more orderly and prompt proceeding."¹⁷ The same remains true today.

9. Consistent with its decision in the 16-593 Docket, the Commission agrees that the parties need the ability to conduct their own discovery and grants Sunflower and Mid-Kansas's Petition for Reconsideration and KPP's Petition for Reconsideration for the limited purpose of allowing each of the intervenors to propound discovery individually and to submit individual briefs on issues specific to them, provided they avoid filing repetitive briefs.¹⁸ The Commission's main concern is keeping the evidentiary hearing manageable despite the large number of parties.¹⁹ Allowing each party to conduct discovery should not interfere with conducting the evidentiary hearing in an orderly or prompt fashion.²⁰

¹⁴ See 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. (16-593 Order on PFR), 16-KCPE-593-ACQ, Sept. 22, 2016, ¶5.

¹⁵ *Id.*, ¶ 6.

¹⁶ *Id.*, ¶ 10.

¹⁷ *Id.*

¹⁸ See *id.*, ¶ 15; Sunflower PFR, p. 8.

¹⁹ 16-593 Order on PFR, ¶ 15.

²⁰ *Id.*

THEREFORE, THE COMMISSION ORDERS:

A. Each intervenor is permitted to propound discovery individually. To the extent possible, the consolidated parties should submit joint post-hearing briefs. The consolidated parties should avoid filing repetitive briefs, but can submit individual briefs on issues specific to them. In all other respects, Sunflower and Mid-Kansas's and KPP's Petition for Reconsideration are denied.

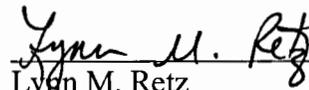
B. This Order constitutes non-final agency action.²¹ Any request for review of this action shall be in accordance with K.S.A. 77-608 and K.S.A. 77-613. Lynn M. Retz, Secretary to the Commission, is designated by the Commission to receive service of a petition for judicial review.²²

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: NOV 21 2017



Lynn M. Retz
Secretary to the Commission

BGF

EMAILED

NOV 21 2017

²¹ K.S.A. 77-607(b)(2).

²² K.S.A. 77-613(e).

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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

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