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State Corporation Commission
of Kansas

**BEFORE 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 Energy, Inc. for Approval of the Acquisition of Westar Energy, Inc. by Great Plains Energy Incorporated.	))))))	Docket No. 16-KCPE-593-ACQ

COMMISSION STAFF'S RESPONSE TO JOINT APPLICANTS' MOTION TO REOPEN THE RECORD

COMES NOW the Staff of the State Corporation Commission of the State of Kansas (Staff and the Commission, respectively), and respectfully submits its *Response to Joint Applicants' Motion to Reopen the Record*. In support of its Response, Staff states as follows:

I. Background

1. On March 8, 2017, Great Plains Energy Incorporated (GPE), Kansas City Power & Light Company (KCP&L), and Westar Energy, Inc., and Kansas Gas and Electric Company (Westar), (collectively referred to as Joint Applicants) filed a Motion to Reopen the Record. The stated purpose of Joint Applicants' Motion was to "update certain information already in the record regarding debt issued to finance GPE's acquisition of Westar Energy, Inc."[1] More specifically, the Joint Applicants ask the Commission to take note of certain debt issuances occurring on March 6, 2017, which "completes GPE's remaining Transaction financing."[2]

II. Staff's Response to Joint Applicants' Motion

2. Staff will not belabor its concerns about the Joint Applicants' Motion and does not object to receiving the information into the record. However, absent allowing Staff or any

[1] Joint Applicants' Motion to Reopen the Record, March 8, 2017, p. 1. (Motion to Reopen Record, p. 1.)
[2] Motion to Reopen Record, ¶ 3.

other party substantial time to review the implications of GPE's debt issuances, Staff suggests little weight should be given to the information.

3. GPE's motion does not fully address the impacts (or lack thereof) of this debt issuance, including 1) updating its financial model, 2) analyzing how that impact is mitigated or offset by the economic hedges that GPE has in place associated with this debt; and 3) addressing the risks and benefits of extending the average maturity on the debt issuances. Furthermore, even if GPE did address each of these issues, Staff and the other parties to this proceeding would have to evaluate these analyses, issue discovery relating to the analyses, and respond. This is impractical after an evidentiary hearing has been conducted and at this late stage in the proceeding. Thus, this new information raises questions which cannot be fully analyzed in the remaining pendency of this proceeding. For example, does GPE's decision to extend the maturity profile of its transaction debt mean that GPE has less confidence in its ability to refinance or repay shorter term debt issuances? There simply is not enough time for the parties to perform these analyses.

4. Staff also cautions against perceiving the issuance of debt as "good news," since GPE's credit rating has now been officially downgraded by Moody's to its lowest investment-grade rating following the issuance – a material fact omitted from the Joint Applicants' filing. In the interest of fully updating the record, Staff requests the Commission take note of this fact, as well. Moody's press release is attached hereto as Attachment A. Staff is also not implying the debt issuance is "bad news." Staff is simply reiterating its concern that this information has not been fully analyzed by GPE or any other party and should, therefore, be given very limited weight. These concerns notwithstanding, Staff does not object to reopening the record to receive

the information described by the Joint Applicants and to also receive evidence of GPE's credit downgrade by Moody's.

WHEREFORE, Staff respectfully requests the Commission accept its *Response to Joint Applicants' Motion to Reopen the Record* and issue an order reopening the record to receive the information described by the Joint Applicants and evidence of GPE's credit downgrade by Moody's.

Respectfully submitted,

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ATTACHMENT A

MOODY'S
INVESTORS SERVICE

Rating Action: Moody's downgrades Great Plains Energy to Baa3 from Baa2 and assigns Baa3 to new senior unsecured notes; outlook stable

Global Credit Research - 06 Mar 2017

Approximately $1 billion of debt downgraded and $4.3 billion of new debt rated

New York, March 06, 2017 -- Moody's Investors Service, ("Moody's") downgraded the long-term ratings of Great Plains Energy (Great Plains), including its senior unsecured rating, to Baa3 from Baa2. The rating outlook is stable. This rating action concludes the rating review initiated on 31 May 2016. In addition, Moody's assigned a Baa3 senior unsecured rating to Great Plains' new $4.3 billion senior unsecured notes. The proceeds from this issuance will be used to finance the acquisition of Westar Energy, Inc., which is expected to close in the second quarter of 2017.

Downgrades:

..Issuer: Great Plains Energy Incorporated

....Subordinate Shelf, Downgraded to (P)Ba1 from (P)Baa3

....Senior Unsecured Shelf, Downgraded to (P)Baa3 from (P)Baa2

....Subordinate Regular Bond/Debenture, Downgraded to Ba1 from Baa3

....Senior Unsecured Regular Bond/Debenture, Downgraded to Baa3 from Baa2

Assignments:

..Issuer: Great Plains Energy Incorporated

....Senior Unsecured Regular Bond/Debenture, Assigned Baa3

Outlook Actions:

..Issuer: Great Plains Energy Incorporated

....Outlook, Changed To Stable From Rating Under Review

RATINGS RATIONALE

"The downgrade reflects our expectation that the Great Plains and Westar merger transaction will close, although we believe there's a possibility of some delay," stated Jairo Chung, Moody's Analyst. "The significant amount of additional parent debt, leaving very little financial flexibility, and our view that Great Plains' management has a higher tolerance for financial risk were the key rationales for the downgrade," added Chung. In addition, although there is a sound strategic reason for the acquisition, the combined company's credit metrics will be significantly weaker, another reason for the downgrade.

With the additional $4.3 billion of debt, Great Plains' parent holding company debt as a percentage of consolidated debt is expected to be over 35%. As a combined company, Great Plains' ratio of cash flow from operations before changes in working capital (CFO pre-WC) to debt will be in the 13% range, lower than Great Plains' pre-acquisition stand-alone level of around 17% in 2016.

We believe that Great Plains' management and board of directors have adopted a higher risk tolerance for leverage than had been exhibited prior to this transaction, a long-term credit negative. Great Plains will have limited financial flexibility for some time following the merger and could potentially be under greater pressure if regulatory support in Kansas and Missouri wanes or if there is a softening of regional macro-economic fundamentals.

As a combined company, Great Plains will increase the scale and size of its operations, with a higher Federal

Electric Regulatory Commission (FERC) regulated transmission rate base and an increased its presence in Kansas. We view FERC as one of the most supportive regulatory jurisdiction in the U.S. and the regulatory environment in Kansas for electric utilities to be relatively challenging.

Rating Outlook

The stable outlook incorporates our expectation that the pending transaction and the integration of Great Plains and Westar will be completed as described by the company. The stable outlook reflects our view that the credit quality of its utilities will be maintained and that Great Plains will not undertake any other financings that put further pressure on its balance sheet.

Factors That Could Lead to an Upgrade

A rating upgrade is unlikely in the near-term given higher leverage incurred to finance the Westar acquisition. However, a rating upgrade could be considered if there is a significant reduction in parent debt or the company's financial performance improves meaningfully such that its CFO pre-WC to debt increases to high teens on a sustained basis. Also, if there is a material improvement in the company's regulatory environments, resulting in credit supportive developments, a rating upgrade could be considered.

Factors That Could lead to a Downgrade

A rating downgrade could be considered if there is a further deterioration in the company's financial performance, such that its CFO pre-WC to debt falls below 13% on a sustained basis. Also, if more debt is added at the parent level, Great Plains' rating could be downgraded. A rating downgrade is also possible if the regulatory environments become less credit supportive.

Headquartered in Kansas City, Missouri, Great Plains is a utility holding company with operations in Kansas and Missouri through Kansas City Power & Light Company and KCP&L Greater Missouri Operations Company. Great Plains also owns 13.5% of Transource Energy LLC (A2 stable), a joint venture transmission company. It is in the process of acquiring Westar Energy, Inc.

The principal methodology used in these ratings was Regulated Electric and Gas Utilities published in December 2013. Please see the Rating Methodologies page on www.moodys.com for a copy of this methodology.

REGULATORY DISCLOSURES

For ratings issued on a program, series or category/class of debt, this announcement provides certain regulatory disclosures in relation to each rating of a subsequently issued bond or note of the same series or category/class of debt or pursuant to a program for which the ratings are derived exclusively from existing ratings in accordance with Moody's rating practices. For ratings issued on a support provider, this announcement provides certain regulatory disclosures in relation to the credit rating action on the support provider and in relation to each particular credit rating action for securities that derive their credit ratings from the support provider's credit rating. For provisional ratings, this announcement provides certain regulatory disclosures in relation to the provisional rating assigned, and in relation to a definitive rating that may be assigned subsequent to the final issuance of the debt, in each case where the transaction structure and terms have not changed prior to the assignment of the definitive rating in a manner that would have affected the rating. For further information please see the ratings tab on the issuer/entity page for the respective issuer on www.moodys.com.

For any affected securities or rated entities receiving direct credit support from the primary entity(ies) of this credit rating action, and whose ratings may change as a result of this credit rating action, the associated regulatory disclosures will be those of the guarantor entity. Exceptions to this approach exist for the following disclosures, if applicable to jurisdiction: Ancillary Services, Disclosure to rated entity, Disclosure from rated entity.

Regulatory disclosures contained in this press release apply to the credit rating and, if applicable, the related rating outlook or rating review.

Please see www.moodys.com for any updates on changes to the lead rating analyst and to the Moody's legal entity that has issued the rating.

Please see the ratings tab on the issuer/entity page on www.moodys.com for additional regulatory disclosures for each credit rating.

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STATE OF KANSAS)
) ss.
COUNTY OF SHAWNEE)

VERIFICATION

Andrew J. French, being duly sworn upon his oath deposes and states that he is Senior Litigation Counsel in the Office of Litigation Counsel of the Kansas Corporation Commission, that he has read and is familiar with the foregoing *Commission Staff's Response to Joint Applicants' Motion to Reopen the Record*, and the statements therein are true to the best of his knowledge, information and belief.

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State Corporation Commission of the State of Kansas

Subscribed and sworn to before me this 13th day of March, 2017.

PAMELA J. GRIFFETH
Notary Public - State of Kansas
My Appt. Expires 08-17-2019

Pamela J. Griffeth
Notary Public

My Appointment Expires: August 17, 2019

CERTIFICATE OF SERVICE

16-KCPE-593-ACQ

I, the undersigned, certify that a true and correct copy of the above and foregoing Commission Staff's Response to Joint Applicants' Motion to Reopen the Record was served by electronic service on this 13th day of March, 2017, to the following:

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