

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

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

In the Matter of the Joint Application of)	
ITC Great Plains, LLC, and its Parent)	
Company, ITC Holdings Corp., Together)	
with Fortis Inc., FortisUS Inc., ITC)	
Investment Holdings, Inc. and Element)	
Acquisition Sub, Inc., for an Order)	Docket No. 16-ITCE-512-ACQ
Approving the Acquisition by Fortis, Inc. of)	
the Majority of All Classes of the Stock of)	
ITC Holdings Corp., and its Subsidiary)	
Companies, Including ITC Great Plains,)	
LLC.)	

PREHEARING OFFICER SETTING PROCEDURAL SCHEDULE

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 Prehearing Officer makes the following findings:

1. On May 10, 2016, ITC Great Plains, LLC (ITC), on behalf of itself and its parent company ITC Holdings Corp., and Fortis Inc. (Fortis) and its subsidiaries, including FortisUS Inc., ITC Investment Holdings Inc. and Element Acquisition Sub Inc. (Joint Applicants) filed a Joint Application for Transaction Approval and Expedited Treatment, requesting approval of Fortis's acquisition of ITC.¹

2. On May 31, 2016, the Joint Applicants met with Staff and the Prehearing Officer to develop a procedural schedule. Based on the parties' input, the Commission adopts a procedural schedule with two alternate tracks. This schedule is designed with flexibility in mind. If Staff does not have any material opposition to the Joint Application, Staff should file a Report

¹ Joint Application for Transaction Approval and Expedited Treatment, May 10, 2016, ¶ 1.

& Recommendation, and the Docket will proceed under Track I. Once Staff determines which Track it wishes to proceed under, it should advise the Prehearing Officer and other parties promptly.

3. The Commission establishes the following procedural schedule:

TRACK I

<u>Date</u>	<u>Time</u>	<u>Action</u>
June 21, 2016	TBD	Discovery Conference
July 18, 2016	TBD	First Technical Conference
August 16, 2016	TBD	Second Technical Conference
September 2, 2016	5:00 p.m.	Staff Report & Recommendation
September 8, 2016	5:00 p.m.	Joint Applicants Response to Staff's Report & Recommendation
September 13, 2016	TBD	Settlement Conference (if necessary)
September 20, 2016	5:00 p.m.	Settlement & Supporting Testimony due
September 21, 2016	TBA	Prehearing Conference
September 29, 2016	9:00 a.m.	Evidentiary Hearing (if necessary) (First Floor Hearing Room, Commission, Topeka)
October 29, 2016		Order Due

TRACK II

<u>Date</u>	<u>Time</u>	<u>Action</u>
June 21, 2016	TBD	Discovery Conference
July 18, 2016	TBD	First Technical Conference
August 16, 2016	TBD	Second Technical Conference
October 28, 2016	5:00 p.m.	Staff and Intervenor Testimony due

TBD	TBD	Prehearing Conference (3d Floor Hearing Room); List of Contested Issues due
December 13, 2016	9:00 a.m	Evidentiary Hearing (1 st Floor Hearing Room)
TBD		Post-hearing briefs due
TBD		Commission Order due

4. If the parties wish to reschedule or cancel the Discovery Conference or the technical conferences included in the procedural schedule, they do not need to file a formal pleading with the Commission. Instead, the parties may advise the Prehearing Officer in writing that they are rescheduling or canceling the conferences.

5. If Staff elects to file testimony and proceed under Track II, the Commission will issue a revised procedural schedule that includes a prehearing conference, post-hearing briefs, and an Order date.

6. In the event the Commission holds an evidentiary hearing, a prehearing conference will be necessary to address any pending matters, to establish procedures to use during the Evidentiary Hearing, and to consider any other prehearing issues that will promote the orderly and prompt conduct of this proceeding.² If this Docket proceeds under Track I, the Prehearing Conference is scheduled for September 21, 2016, beginning at 9:00 a.m. in the Commission's Third Floor Hearing Room, 1500 S.W. Arrowhead Road, Topeka, Kansas. If this Docket proceeds under Track II, a different date for Prehearing Conference will be established. The Prehearing Officer will preside over the Prehearing Conference. Any party who fails to attend or participate in the Prehearing Conference or in any other stage of this proceeding may be

² K.S.A. 77-517; K.A.R. 82-1-222.

held in default under the Kansas Administrative Procedure Act (KAPA).³ At the Prehearing Conference, this proceeding without further notice may be converted into a conference hearing or a summary proceeding for disposition of the matter as provided by KAPA.⁴

7. If this Docket proceeds under Track I, an Evidentiary Hearing, with the Commission presiding, will begin on September 29, 2016, at 9:00 a.m., and continue, as needed, in the Commission's First Floor Hearing Room, 1500 S.W. Arrowhead Road, Topeka, Kansas. If this Docket proceeds under Track II, an Evidentiary Hearing, with the Commission presiding, will begin on December 13, 2016, at 9:00 a.m., and continue, as needed, in the Commission's First Floor Hearing Room, 1500 S.W. Arrowhead Road, Topeka, Kansas. Any party who fails to attend or participate in the hearing or in any other stage of this proceeding may be held in default under the KAPA.⁵

THEREFORE, THE PREHEARING OFFICER ORDERS:

- A. The procedural schedule set forth in paragraph 3 is adopted.
- B. The parties have 15 days from the date this Order was electronically served to petition for reconsideration.⁶
- C. The Commission retains jurisdiction over the subject matter and parties for the purpose of entering such further orders as it deems necessary.

Dated: 6/8/16



Brian G. Fedotin
Prehearing Officer

³ K.S.A. 77-516(c)(8); K.S.A. 77-520.

⁴ K.S.A. 77-516(c)(7).

⁵ K.S.A. 77-518(c)(8); K.S.A. 77-520.

⁶ K.S.A. 66-118b; K.S.A. 77-529(a)(1).

CERTIFICATE OF SERVICE

16-ITCE-512-ACQ

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 JUN 08 2016.

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EMAILED

JUN 08 2016