

BEFORE THE STATE CORPORATION COMMISSION
OF THE STATE OF KANSAS

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

**PETITION TO INTERVENE OF KANSAS MUNICIPAL ENERGY AGENCY, KANSAS
MUNICIPAL UTILITIES AND CITY OF INDEPENDENCE, MISSOURI**

COME now Kansas Municipal Energy Agency (“KMEA”), Kansas Municipal Utilities (“KMU”), and the City of Independence, Missouri (“Independence”) on behalf of itself and its municipal utility, Independence Power & Light (“IPL”), and respectfully submit this Petition to Intervene in the captioned proceeding. In support of their petition, KMEA, KMU and Independence state as follows:

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 and Light Company (“KCP&L”) submitted their application to this Commission seeking approval of the proposed merger between Westar and Great Plains, the parent company of KCP&L. Westar and Great Plains will merge to form a new holding company, which will operate regulated electric utilities in Kansas and Missouri, and will have a combined equity value of approximately \$14 billion.
2. KMEA, KMU and Independence were each granted intervenor status in Docket No. 16-KCPE-593-ACQ - concerning a prior Great Plains and Westar merger/acquisition proposal. KMEA, KMU and Independence coordinated positions as a group and were represented by

the same counsel in that prior proceeding. KMEA, KMU and Independence remain represented by the same counsel and will coordinate positions and efforts in these proceedings.

3. Description of KMEA and its interests in this proceeding:

- a. KMEA is a municipal joint action energy agency duly organized under the laws of the State of Kansas, with its principal place of business at 6300 West 95th Street, Overland Park, Kansas 66212. It is authorized to do business and is conducting business in the State of Kansas. KMEA is authorized by law to plan, finance, and construct projects for the purchase, sale, generation, and transmission of electricity for the purpose of securing an adequate, economical, and reliable supply of electricity and other energy for its 78 member cities in Kansas that own and operate their own electric utility systems.
- b. Certain of KMEA's members are interconnected with the transmission systems owned and operated by Westar or by KCP&L, a subsidiary of Great Plains; and are customers of the Southwest Power Pool ("SPP") in the Westar or KCP&L transmission pricing zones of SPP. KMEA and certain of its KMEA's members are also parties to bilateral contracts with Westar or KCP&L.

4. Description of KMU and its interests in this proceeding:

- a. KMU is a corporation organized under the laws of the State of Kansas, with its principal place of business at 101 ½ North Main Street, McPherson, Kansas 67460. It is authorized to do business and is conducting business in the State of Kansas.
- b. KMU is a statewide association representing the municipal electric, natural gas, and water utility system interests of approximately 178 cities and communities in Kansas.

While some of KMU's members own and operate the electric utility systems serving their communities,¹ others receive electric service at retail from Westar, KCP&L, a subsidiary of Great Plains and others.

5. Description of Independence and its interests in this proceeding:

- a. Independence owns and operates a municipal electric utility, IPL, which was established in 1901 to provide the residents and businesses of Independence, Missouri with safe, reliable, and affordable electric service.
- b. IPL serves more than 55,000 customers, and maintains and operates several generating units, substations, and more than 650 miles of electric distribution and transmission lines. Some of the electric energy required to meet customer demand is generated by IPL, but IPL acquires much of the power and energy needed to meet Independence's customers' demand from resources and suppliers that are outside of the city.
- c. IPL has direct physical interconnections with KCP&L and KCP&L Greater Missouri Operations Company ("GMO"). As to matters under the KCC jurisdiction, IPL also has long-term PPAs for capacity and energy from various generating resources located in Southeast Nebraska, Central Kansas, and Northeast Kansas. All of these PPAs rely on transmission through Westar and KCP&L transmission facilities.

6. As is evident from the foregoing descriptions, KMEA, KMU and Independence will or may be bound by an Order issued by this Commission and may be substantially affected by the outcome of this proceeding. Each has direct and immediate interests in this

¹ Some of KMU's member cities are also members of KMEA and receive power supply related services through KMEA.

proceeding that cannot be adequately represented by any other party, and their respective participation is in the public interest.

7. All communications and correspondence to KMEA, KMU and Independence, including service of all notices and orders of the Commission herein, are requested to be sent to the following named individuals:

Alan I. Robbins*
Debra D. Roby*
Andrea I. Sarmentero Garzón*
Jennings, Strouss & Salmon, P.L.C.
1350 I Street, N.W., Suite 810
Washington, D.C. 20005-3305
(202) 371-9030
arobbins@jsslaw.com
droby@jsslaw.com
asarmentero@jsslaw.com

Sarah O. Steele (#13098)
Gilmore & Bell, P.C.
One Main Place
100 North Main, Suite 800
Wichita, Kansas 67202
(316) 267-2091
ssteele@gilmorebell.com

WHEREFORE, the KMEA, KMU and Independence respectfully request that the Commission enter an Order allowing each of them to intervene herein and for all the other relief which the Commission deems just and proper.

By: 

Alan I. Robbins*
Debra D. Roby*
Andrea I. Sarmentero Garzón*
Jennings, Strouss & Salmon, P.L.C.
1350 I Street, N.W., Suite 810
Washington, D.C. 20005-3305
(202) 371-9030
arobbins@jsslaw.com
droby@jsslaw.com
asarmentero@jsslaw.com

Sarah O. Steele (#13098)
Gilmore & Bell, P.C.
One Main Place
100 North Main, Suite 800
Wichita, Kansas 67202
316-267-2091
ssteele@gilmorebell.com

Counsel to KMEA, KMU and Independence

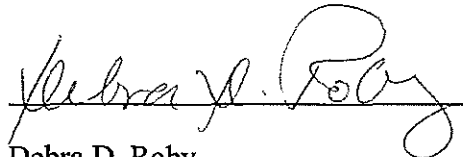
* Mr. Robbins, Ms. Roby, and Ms. Sarmentero are listed as counsel subject to Commission action on their respective Motions for Admission Pro Hac Vice, which are being filed simultaneously herewith.

VERIFICATION


Colorado
WASHINGTON, DISTRICT OF)
COLUMBIA Weld) ss:
)

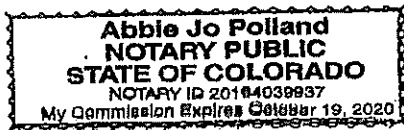
Debra D. Roby, of lawful age, being first duly sworn upon his oath states:

That she is an attorney for the above named petitioner, that she has read the above and foregoing Petition to Intervene, and, upon information and belief, states that the matters therein appearing are true and correct.


Debra D. Roby

SUBSCRIBED AND SWORN to before me this 4th day of October, 2017.


Notary Public



My Commission Expires 10/19/2020

CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that I have caused a true and correct copy of the above and foregoing to be electronically served or placed in the United States mail, postage prepaid, this _4th_ day of October 2017, addressed to the following:

MICHAEL E. AMASH, ATTORNEY
BLAKE & UHLIG PA
SUITE 475 NEW BROTHERHOOD BLDG
753 STATE AVE.
KANSAS CITY, KS 66101
MEA@BLAKE-UHLIG.COM

MARTIN J. BREGMAN
BREGMAN LAW OFFICE, L.L.C.
311 PARKER CIRCLE
LAWRENCE, KS 66049
mjb@mjbregmanlaw.com

ANDREW J ZELLERS, GEN COUNSEL/VP REGULATORY AFFAIRS
BRIGHTERGY, LLC
1712 MAIN ST 6TH FLR
KANSAS CITY, MO 64108
andy.zellers@brightergy.com

GLENDA CAFER, ATTORNEY
CAFER PEMBERTON LLC
3321 SW 6TH ST
TOPEKA, KS 66606
glenda@caferlaw.com

TERRI PEMBERTON, ATTORNEY
CAFER PEMBERTON LLC
3321 SW 6TH ST
TOPEKA, KS 66606
terri@caferlaw.com

CARY CATCHPOLE, Accountant/Economist
CITIZENS' UTILITY RATEPAYER BOARD
1500 SW ARROWHEAD RD
TOPEKA, KS 66604
c.catchpole@curb.kansas.gov

THOMAS J. CONNORS, Attorney at Law
CITIZENS' UTILITY RATEPAYER BOARD
1500 SW ARROWHEAD RD
TOPEKA, KS 66604
tj.connors@curb.kansas.gov

TODD E. LOVE, ATTORNEY
CITIZENS' UTILITY RATEPAYER BOARD
1500 SW ARROWHEAD RD
TOPEKA, KS 66604
t.love@curb.kansas.gov

DAVID W. NICKEL, CONSUMER COUNSEL
CITIZENS' UTILITY RATEPAYER BOARD
1500 SW ARROWHEAD RD
TOPEKA, KS 66604
D.NICKEL@CURB.KANSAS.GOV

DELLA SMITH
CITIZENS' UTILITY RATEPAYER BOARD
1500 SW ARROWHEAD RD
TOPEKA, KS 66604
d.smith@curb.kansas.gov

SHONDA SMITH
CITIZENS' UTILITY RATEPAYER BOARD
1500 SW ARROWHEAD RD
TOPEKA, KS 66604
sd.smith@curb.kansas.gov

JONATHAN LESSER
CONTINENTAL ECONOMICS, INC.
6 REAL PLACE
SCANDIA PARK, NM 87047
jlesser@continentalecon.com

ASHLEY M. BOND, ATTORNEY
DUNCAN & ALLEN
1730 RHODE ISLAND AVENUE NW
SUITE 700
WASHINGTON, DC 20036-3155
amb@duncanallen.com

KENNETH M. HOLMBOE, ATTORNEY AT LAW
DUNCAN & ALLEN
1730 RHODE ISLAND AVENUE NW
SUITE 700
WASHINGTON, DC 20036-3155
kh@duncanallen.com

GREGG D. OTTINGER, ATTORNEY
DUNCAN & ALLEN
1730 RHODE ISLAND AVENUE NW
SUITE 700
WASHINGTON, DC 20036-3155
GDO@DUNCANALLEN.COM

DARRELL MCCUBBINS, BUSINESS MANAGER
IBEW LOCAL UNION NO. 1464
1760 UNIVERSAL AVENUE
KANSAS CITY, MO 64120
kwhiteman@ibew1464.org

DAVID PINON, BUSINESS MANAGER
IBEW LOCAL UNION NO. 1613
6900 EXECUTIVE DR
SUITE 180
KANSAS CITY, MO 64120
local1613@earthlink.net

RANDY ADAMS, BUSINESS MANAGER
IBEW LOCAL UNION NO. 412
1760 UNIVERSAL AVENUE
KANSAS CITY, MO 64120
business.manager@ibew412.org

JOHN KRAJEWSKI, PRESIDENT
J K ENERGY CONSULTING LLC
650 J STREET STE 108
LINCOLN, NE 68508
jk@jkenergyconsulting.com

SUSAN ALIG, ASSISTANT COUNSEL
KANSAS CITY KANSAS BOARD OF PUBLIC UTILITIES
701 N 7TH STREET
KANSAS CITY, KS 66101
salig@wycokck.org

ANGELA LAWSON, SENIOR COUNSEL
KANSAS CITY KANSAS BOARD OF PUBLIC UTILITIES
540 MINNESOTA AVENUE
KANSAS CITY, KS 66101-2930
alawson@bpu.com

ROBERT J. HACK, LEAD REGULATORY COUNSEL
KANSAS CITY POWER & LIGHT COMPANY
ONE KANSAS CITY PL, 1200 MAIN ST 31ST FLOOR (64105)
PO BOX 418679
KANSAS CITY, MO 64141-9679
ROB.HACK@KCPL.COM

DARRIN R. IVES, VICE PRESIDENT, REGULATORY AFFAIRS
KANSAS CITY POWER & LIGHT COMPANY
ONE KANSAS CITY PL, 1200 MAIN ST 31ST FLOOR (64105)
PO BOX 418679
KANSAS CITY, MO 64141-9679
darrin.ives@kcpl.com

ROGER W. STEINER, CORPORATE COUNSEL
KANSAS CITY POWER & LIGHT COMPANY
ONE KANSAS CITY PL, 1200 MAIN ST 31ST FLOOR (64105)
PO BOX 418679
KANSAS CITY, MO 64141-9679
roger.steiner@kcpl.com

NICOLE A. WEHRY, SENIOR REGULATORY COMMUNICATIONS SPECIALIST
KANSAS CITY POWER & LIGHT COMPANY
ONE KANSAS CITY PL, 1200 MAIN ST 31ST FLOOR (64105)
PO BOX 418679
KANSAS CITY, MO 64141-9679
NICOLE.WEHRY@KCPL.COM

ANTHONY WESTENKIRCHNER, SENIOR PARALEGAL
KANSAS CITY POWER & LIGHT COMPANY
ONE KANSAS CITY PL, 1200 MAIN ST 31ST FLOOR (64105)
PO BOX 418679
KANSAS CITY, MO 64141-9679
anthony.westenkirchner@kcpl.com

BRIAN G. FEDOTIN, DEPUTY GENERAL COUNSEL
KANSAS CORPORATION COMMISSION
1500 SW ARROWHEAD RD
TOPEKA, KS 66604-4027
b.fedotin@kcc.ks.gov

DUSTIN KIRK, DEPUTY GENERAL COUNSEL
KANSAS CORPORATION COMMISSION
1500 SW ARROWHEAD RD
TOPEKA, KS 66604-4027
d.kirk@kcc.ks.gov

MICHAEL NEELEY, LITIGATION COUNSEL
KANSAS CORPORATION COMMISSION
1500 SW ARROWHEAD RD
TOPEKA, KS 66604-4027
m.neeley@kcc.ks.gov

AMBER SMITH, CHIEF LITIGATION COUNSEL
KANSAS CORPORATION COMMISSION
1500 SW ARROWHEAD RD
TOPEKA, KS 66604-4027
a.smith@kcc.ks.gov

MARK DOLJAC, DIR RATES AND REGULATION
KANSAS ELECTRIC POWER CO-OP, INC.
600 SW CORPORATE VIEW (66615)
PO BOX 4877
TOPEKA, KS 66604-0877
MDOLJAC@KEPCO.ORG

WILLIAM G. RIGGINS, GENERAL COUNSEL
KANSAS ELECTRIC POWER CO-OP, INC.
600 SW CORPORATE VIEW (66615)
PO BOX 4877
TOPEKA, KS 66604-0877
briggins@kepco.org

JAMES GING, DIRECTOR ENGINEERING SERVICES
KANSAS POWER POOL
100 N BROADWAY STE L110
WICHITA, KS 67202
jging@kansaspowerpool.org

LARRY HOLLOWAY, ASST GEN MGR OPERATIONS
KANSAS POWER POOL
100 N BROADWAY STE L110
WICHITA, KS 67202
lholloway@kansaspowerpool.org

ROBERT V. EYE, ATTORNEY AT LAW
KAUFFMAN & EYE
4840 Bob Billings Pkwy, Ste. 1010
Lawrence, KS 66049-3862
BOB@KAUFFMANEYE.COM

JOHN MICHAEL ADRAGNA
MCCARTER ENGLISH, LLP
1015 15TH STREET, NW
12TH FLOOR
WASHINGTON, DC 20005
jadragna@mccarter.com

KIMBERLY BRICKELL FRANK
MCCARTER ENGLISH, LLP
1015 15TH STREET, NW
12TH FLOOR
WASHINGTON, DC 20005
kfrank@mccarter.com

WILLIAM DOWLING, VP ENGINEERING & ENERGY SUPPLY
MIDWEST ENERGY, INC.
1330 CANTERBURY ROAD
PO BOX 898
HAYS, KS 67601-0898
BDOWLING@MWENERGY.COM

EARNEST A. LEHMAN, PRESIDENT & GENERAL MANAGER
MIDWEST ENERGY, INC.
1330 Canterbury Rd
PO Box 898
Hays, KS 67601-0898
elehman@mwenergy.com

PATRICK PARKE, GENERAL MANAGER
MIDWEST ENERGY, INC.
1330 CANTERBURY ROAD
PO BOX 898
HAYS, KS 67601-0898
PATPARKE@MWENERGY.COM

ANNE E. CALLENBACH, ATTORNEY
POL SINELLI PC
900 W 48TH PLACE STE 900
KANSAS CITY, MO 64112
acallenbach@polsinelli.com

FRANK A. CARO, ATTORNEY
POL SINELLI PC
900 W 48TH PLACE STE 900
KANSAS CITY, MO 64112
fcaro@polsinelli.com

BORIS STEFFEN
RMS US LLP
1861 INTERNATIONAL DRIVE
SUITE 400
MCLEAN, VA 22102
boris.steffen@rsmus.com

ANDREW J. FRENCH, ATTORNEY AT LAW
SMITHYMAN & ZAKOURA, CHTD.
7400 W 110TH ST STE 750
OVERLAND PARK, KS 66210-2362
andrew@smizak-law.com

JAMES P. ZAKOURA, ATTORNEY
SMITHYMAN & ZAKOURA, CHTD.
7400 W 110TH ST STE 750
OVERLAND PARK, KS 66210-2362
jim@smizak-law.com

AMY FELLOWS CLINE, ATTORNEY
TRIPLETT, WOOLF & GARRETSON, LLC
2959 N ROCK RD STE 300
WICHITA, KS 67226
amycline@twgfirm.com

TIMOTHY E. MCKEE, ATTORNEY
TRIPLETT, WOOLF & GARRETSON, LLC
2959 N ROCK RD STE 300
WICHITA, KS 67226
TEMCKEE@TWGFIRM.COM

CATHRYN J. DINGES, SENIOR CORPORATE COUNSEL
WESTAR ENERGY, INC.
818 S KANSAS AVE
PO BOX 889
TOPEKA, KS 66601-0889
cathy.dinges@westarenergy.com

JEFFREY L. MARTIN, VICE PRESIDENT, REGULATORY AFFAIRS
WESTAR ENERGY, INC.
818 S KANSAS AVE
PO BOX 889
TOPEKA, KS 66601-0889
JEFF.MARTIN@WESTAREENERGY.COM

DAVID L. WOODSMALL
WOODSMALL LAW OFFICE
308 E HIGH ST STE 204
JEFFERSON CITY, MO 65101
david.woodsmall@woodsmalllaw.com

A handwritten signature in black ink, appearing to read "Debra D. Roby", is written over a horizontal line.

Debra D. Roby