

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

In the Matter of the Joint Application of)
Sunflower Electric Power Corporation and)
Mid-Kansas Electric Company, Inc., for an)
Order Approving the Merger of Mid-Kansas)
Electric Company, Inc. into Sunflower)
Electric Power Corporation)

Docket No. 19-SEPE-054-MER

PETITION TO INTERVENE

COMES NOW, the Western Kansas Industrial Electric Consumers ("WKIEC") and moves the Corporation Commission of the State of Kansas ("Commission") for an Order permitting it to intervene in the above-captioned matter. In support of its Petition, WKIEC alleges and states as follows:

1. WKIEC is a voluntary association of Western Kansas Industrial Electric Consumers which represents the interests of those consumers in utility proceedings. Attached hereto and incorporated herein by reference is a list of those industrial consumers and the individual distribution cooperatives or company that provides them with electric service (Appendix A).
2. On August 3, 2018, Sunflower Electric Power Corporation ("Sunflower") and Mid-Kansas Electric Company, Inc. ("Mid-Kansas") collectively Sunflower and Mid-Kansas, hereinafter referred to as the "Joint Applicants" and pursuant to K.S.A. 66-101, 66-104, 66-131, 66-136, and 17-78-104 filed their Application with the State Corporation Commission of the State of Kansas ("Commission") for the purpose of requesting a Commission Order Approving the Merger of Sunflower and Mid-Kansas.
3. WKIEC is requesting permission to intervene in this docket to represent the interests of large industrial customers, specifically, Air Products and Chemicals, Inc., Cargill Incorporated, Linde

Gas North America, L.L.C., and National Beef Packing Company, L.L.C., who as ratepayers are affected by this merger.

4. Air Products and Chemicals, Inc. receives electric service from Southern Pioneer; Cargill, Inc. receives electric service from Victory Electric Cooperative; Linde Gas North America, L.L.C. receives electric service from Western Electric Cooperative; and National Beef Packing Company, L.L.C. receives electric service from both Southern Pioneer and Victory Electric Cooperative.

5. The Merger of Mid-Kansas Electric Company, L.L.C. ("Mid-Kansas") into Sunflower Electric Power Corporation ("Sunflower") will affect the service and economics of these industrial companies and together as a group they desire to intervene and appear in this proceeding on behalf of their interests.

6. WKIEC believes that certain economics of scale exist which can be utilized to lower the cost of service to these customers. The business model and relationships which WKIEC and its members, Sunflower and Mid-Kansas have built over the years to jointly work for the success of all the participants has been extended for seven (7) years.

7. WKIEC, after reviewing the pleadings and through conversations with Sunflower and Mid-Kansas have concluded that the merger of Mid-Kansas into Sunflower Electric Power Corporation ("Sunflower"), will positively affect the electric service and economics of these industrial companies and in WKIEC's opinion positively affect the economics of their operations by consolidating functions and eliminating duplicative costs while continuing the relationship which has been built with Mid-Kansas.

8. As a result of the relationship with WKIEC, Mid-Kansas and Sunflower have been able to better forecast its generation needs and improve its day-ahead schedules. Those efforts will mitigate

future rate impacts on all retail customers, including WKIEC members, while allowing for the timely development of new mutually beneficial retail service options.

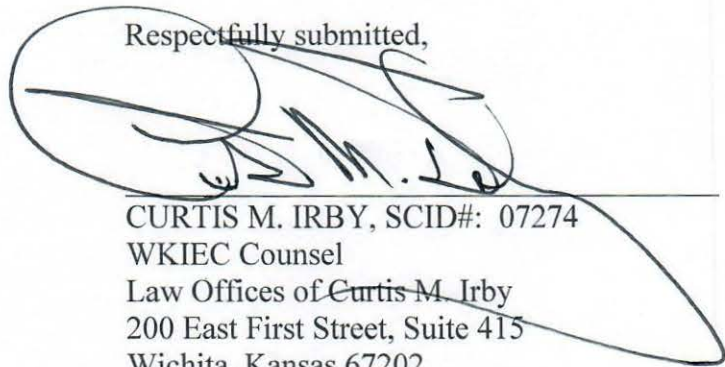
9. WKIEC hereby requests that the Kansas Corporation Commission, after its review, approve the merger of Mid-Kansas Electric Company into Sunflower.

10. Representation of WKIEC interests in this proceeding by existing parties may be inadequate and no other party will represent the interests of large industrial customers except for WKIEC.

11. The large industrial customers' that WKIEC represents will be affected by and bound by any Commission Order entered in this proceeding and could or may be adversely affected thereby.

WHEREFORE, WKIEC respectfully requests that the Commission grant its Petition for Intervention in this docket.

Respectfully submitted,




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VERIFICATION

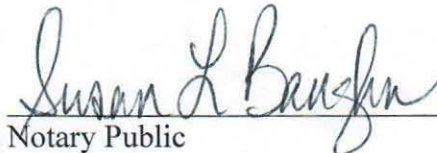
STATE OF KANSAS)
) ss:
COUNTY OF SEDGWICK)

I, Curtis M. Irby, of lawful age, being first duly sworn on his oath deposes and states that he is the attorney for the above named Petitioner; that he read the above and foregoing Petition to Intervene; and upon information and belief, states that the matters therein appearing are true and correct.



CURTIS M. IRBY

SUBSCRIBED AND SWORN to before me on this 18th day of December, 2018.



Notary Public


My Appointment Expires:

June 13, 2020



CERTIFICATE OF SERVICE

A true and correct copy of the foregoing was served via electronic mail or U.S. Mail on this 18th day of December, 2018, to the persons appearing on the Commission's service list, last modified on November 27, 2018.



CURTIS M. IRBY

APPENDIX A

At the present time, the Western Kansas Industrial Electric Consumers group ("WKIEC") consists of the following participants, listed by name and reflects the name of the distribution cooperative from which the company takes service:

PARTICIPANT:	SUPPLYING COOPERATIVE:
AIR PRODUCTS AND CHEMICALS, INC.	Southern Pioneer Electric Company
CARGILL INCORPORATED	Victory Electric Cooperative Association, Inc.
NATIONAL BEEF PACKING CO., L.L.C.	Victory Electric Cooperation Association, Inc. and Southern Pioneer Electric Company
LINDE, INC.	Western Cooperative Electric Association, Inc.

I certify that the above list reflects the current members of WKIEC.



CURTIS M. IRBY
Attorney for WKIEC