

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of the Joint Application of)	
Invenergy Transmission LLC, Invenergy)	
Investment Company LLC, Grain Belt)	
Express Clean Line LLC and Grain Belt)	Case No. EM-2019-0150
Express Holding LLC for an Order)	
Approving the Acquisition by Invenergy)	
Transmission LLC of Grain Belt Express)	
Clean Line LLC)	

**JOINT APPLICATION FOR TRANSACTION APPROVAL
AND MOTION FOR EXPEDITED TREATMENT**

Invenergy Transmission LLC (“Invenergy Transmission”), on behalf of itself and its parent company Invenergy Investment Company LLC (“Invenergy Investment”), as well as Grain Belt Express Clean Line LLC (“GBE” or “Grain Belt Express”) on behalf of itself and its parent company Grain Belt Express Holding LLC (“GBE Holding”), jointly submit this Application pursuant to Section 393.190 RSMo, 4 CSR 240-2.060, 2.080(14), 2.090(4), 10.105 and 10.135 requesting that the Public Service Commission of the State of Missouri (“Commission” or “PSC”) approve a transaction involving a change in ownership of GBE, that the Commission proceed expeditiously, and that a prehearing conference be scheduled. Collectively, Invenergy Transmission, Invenergy Investment, Grain Belt Express, and GBE Holding are referred to herein as “Joint Applicants.” The Joint Applicants have agreed pursuant to a Membership Interest Purchase Agreement (“MIPA”) that, pending a number of conditions precedent including review and approval by the PSC, Invenergy Transmission will acquire GBE, (the “Transaction”). GBE is the owner of all of the current assets and rights of the Grain Belt Express Clean Line Project (“GBE Project” or “Project”). The GBE Project is a proposed approximately 780-mile, overhead, multi-terminal ±600 kilovolt (“kV”) high voltage direct current (“HVDC”) transmission line and associated facilities that will connect over 4,000

megawatts (“MW”) of low-cost, wind-generated power in western Kansas for delivery to load and population centers in Missouri, Illinois, Indiana, and states farther east.

I. INTRODUCTION

1. GBE applied for a line certificate of convenience and necessity (“CCN”) pursuant to Section 393.170.1¹ on August 30, 2016 in Case No. EA-2016-0358, authorizing it to construct, own, operate, control, manage, and maintain the Missouri portion of the Project (the “CCN Proceeding”). The Commission initially determined that it could not lawfully issue a CCN to GBE because it had not obtained the necessary county assents under Section 229.100, following an appellate decision in an unrelated case.² The Court of Appeals for the Eastern District found that the PSC erred in following the *ATXI* case and transferred the GBE case to the Supreme Court under Rule 83.02 because of the general interest and importance of the question.³ The Supreme Court likewise held that the Commission erroneously concluded that it could not grant a line CCN to the Company without it first obtaining consents from the affected counties.⁴ The Supreme Court remanded the case to the PSC to determine whether the Grain Belt Express Project is necessary or convenient for the public service.⁵

2. The Commission conducted an evidentiary hearing on December 18-19, 2018 in order to take evidence regarding “material changes” in the facts previously presented with regard to GBE’s request for a CCN.⁶ As part of the remand proceedings, GBE informed the Commission of the pending Transaction and provided evidence of Invenergy’s technical and

¹ All citations are to the Missouri Revised Statutes (2016), as amended, unless otherwise noted.

² *In re Ameren Transmission Co. of Illinois*, 523 S.W.3d 21 (Mo. App. W.D. 2017) (“*ATXI*”).

³ *Grain Belt Express Clean Line LLC v. PSC*, No. ED 105932, slip op. at 10 (Feb. 27, 2018).

⁴ *Grain Belt Express Clean Line LLC v. PSC*, 555 S.W.3d 469, 470, 474 (Mo. en banc 2018).

⁵ *Id.* at 474.

⁶ Case No. EA-2016-0358, Order Setting Procedural Conference at 1 (Sept. 28, 2018).

financial ability to manage the Project going forward. The record for the CCN Proceeding is now closed, and GBE is awaiting the Commission's report and order.

3. If the Commission grants the CCN application, GBE will be a public utility holding a CCN at the time the Transaction closes, thus making the transaction subject to Commission approval under Section 393.190. Accordingly, this Application is being submitted in anticipation of the Commission granting GBE's request for a CCN and in the interest of avoiding unnecessary delays in closing the Transaction and moving forward with the Project.

4. Expedited treatment of this Application for approval of the Transaction is warranted because GBE will not be rate-regulated by the Commission and will not have any Missouri retail customers. As such, the traditional state and local concerns regarding mergers and acquisitions of public utilities regulated by the PSC are not implicated by the Transaction. Additionally, the Commission is already familiar with the Transaction and the qualifications of Invenenergy Transmission and its affiliates, as presented at the December 2018 evidentiary hearing, as well as in the testimony and exhibits admitted into the record of the CCN Proceeding. Finally, given the delays caused by the appellate litigation required to reverse the Commission's initial decision, expedited treatment is appropriate in order to allow Invenenergy Transmission to move forward with the Project.

5. The Transaction is not detrimental to the public interest, and in fact, is beneficial to the public interest. Upon consummation, the Transaction will result in an upstream ownership change of GBE. Today, GBE is directly and wholly owned by GBE Holding. After consummation of the Transaction, GBE will be wholly owned by Invenenergy Transmission, which is wholly owned by Invenenergy Investment. The attached **Exhibit A** contains an organizational

chart that depicts the proposed ownership of GBE upon closing of the Transaction. The development of the GBE Project will continue under the proposed new ownership.

6. In addition to undersigned counsel, pleadings, notices, orders and other correspondence concerning this Joint Application should be addressed to:

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II. DESCRIPTION OF THE PARTIES

A. Invenergy Transmission

7. Invenergy Transmission is a Delaware limited liability company authorized to do business in Missouri, and is a direct subsidiary of Invenergy Investment. Contact information for the individuals that may receive correspondence on behalf of Invenergy Transmission for the purposes of this proceeding is provided above in Paragraph 6. Invenergy Transmission is a special purpose entity that was formed for the purpose of acquiring GBE. Upon consummation of the Transaction, GBE will be a direct and wholly-owned subsidiary of Invenergy Transmission. A certificate from the Missouri Secretary of State authorizing Invenergy Transmission to do business in the State is attached hereto as **Exhibit B**.

B. Invenergy Investment

8. Invenergy Investment is a Delaware limited liability company with its principal offices at One South Wacker Drive, Suite 1800, Chicago, Illinois 60606. Invenergy Investment is the direct and sole parent of both Invenergy Transmission and Invenergy LLC, the latter of which houses the employees that will be responsible for the GBE Project. Collectively, Invenergy Investment, Invenergy Transmission, and Invenergy LLC are referred to herein as “Invenergy.” Contact information for the individuals that my receive correspondence on behalf of Invenergy Investment for the purposes of this proceeding is provided above in Paragraph 6.

9. The Invenergy family of companies was founded in 2001 and is North America’s largest privately held company that develops, owns and operates large-scale renewable and other clean energy generation, energy storage facilities, and electric transmission facilities across North America, Latin America, Japan and Europe. Invenergy is privately-held, and does not publicly release its financial statements. However, Invenergy and its affiliates have in excess of \$9 billion in total assets and \$3 billion in total equity on a consolidated basis (as of December 31, 2017). Not only does Invenergy have adequate assets with which to continue to advance the GBE Project, Invenergy has raised more than \$30 billion to support more than 20,220 MW of generation since 2001 and maintains strong relationships with a variety of investment partners, including Wells Fargo, Mitsubishi UFJ Financial Group, GE Capital, JP Morgan, Santander, Morgan Stanley, Natixis, Bank of America, CoBank, and Rabobank, and has been awarded *Project Finance Borrower of the Year* by *Power Finance & Risk* on multiple occasions. GBE will benefit from the support and broad experience of Invenergy in accessing capital and assisting GBE to efficiently and cost effectively finance, develop, and own the GBE Project.

10. Invenergy Investment's certificate of good standing in Delaware is attached hereto as **Exhibit C**. Invenergy Investment has applied for a certificate authorizing it to conduct business in Missouri and will provide this Commission with a certificate of good standing from the Missouri Secretary of State when it becomes available, pursuant to 4 CSR 240-2.060(2).

C. GBE

11. GBE is an Indiana limited liability company and a wholly-owned direct subsidiary of GBE Holding which in turn is a wholly-owned direct subsidiary of Clean Line Energy Partners LLC ("Clean Line"), a Delaware limited liability company. GBE is an independent, transmission-only limited liability company organized under Indiana law with its principal office at 1001 McKinney, Suite 799, Houston, TX 77002. GBE's authorized representative is the same as that for Clean Line EP and GBE Holding. GBE was formed by Clean Line EP for the purpose of the development and construction of the GBE Project. GBE is authorized to do business in the State of Missouri and its certificate from the Missouri Secretary of State is attached hereto as **Exhibit D**. As discussed above, GBE has applied for a line CCN in Missouri.⁷

12. After the Project is constructed, the Federal Energy Regulatory Commission ("FERC") will retain exclusive jurisdiction over the rates GBE may charge for use of its transmission system by approving and overseeing GBE's negotiated rate authority and Open Access Transmission Tariff ("OATT").

⁷ *Supra* ¶¶ 1-3. GBE is currently certificated as a public utility in Kansas and Indiana. See Order Approving Stipulation and Agreement and Granting Certificate, KCC Docket No. 11-GBEE-624-COC (Dec. 7, 2011); Order of the Commission, Indiana Utility Regulatory Commission Cause No. 44264 (May 22, 2013).

D. GBE Holding

13. GBE Holding, a Delaware limited liability company with its principal office at 1001 McKinney, Suite 799, Houston, TX 77002, is the current owner of GBE. GBE Holding, in turn, is owned by Clean Line. GBE Holding's authorized representative and his contact information is provided above in Paragraph 6.

14. GBE Holding's certificate of good standing in Delaware is attached hereto as **Exhibit E**. GBE Holding has applied for a certificate authorizing it to conduct business in Missouri and will provide this Commission with a certificate of good standing from the Missouri Secretary of State when it becomes available, pursuant to 4 CSR 240-2.060(2).

III. DESCRIPTION OF THE TRANSACTION

15. The terms of the Transaction are set forth in the MIPA, dated November 9, 2018 by and among GBE Holding, Invenergy Transmission and GBE. Public and confidential copies of the MIPA are included in this Application as public and confidential versions of **Exhibit F**.⁸ Under the terms of the MIPA, subject to regulatory approvals and the satisfaction of certain customary obligations of the parties, Invenergy Transmission will acquire GBE. After consummation of the Transaction, GBE will become a direct and wholly-owned subsidiary of Invenergy Transmission.⁹

16. Invenergy Transmission plans to purchase GBE using cash available from its parent, Invenergy Investment. Consistent with prior experience, Invenergy plans to use a combination of debt and equity to finance the construction and operation of the Project.

⁸ Given the commercial sensitivity of certain terms and conditions of the MIPA, Joint Applicants are providing public and confidential versions of the MIPA pursuant to 4 CSR 240-2.135(2)(A)(3) & (6) as certain terms and conditions relate to and are based upon services that are offered in competition with other parties who engaged in similar transactions in the renewable energy industry and would reveal strategies employed, to be employed, or under consideration in contract negotiations.

⁹ See **Exhibit A**: Post-Transaction Organizational Chart.

Invenergy expects to engage a lender or group of lenders approximately six to nine months prior to commencing construction of the Project to provide a construction loan for the Project. The construction loan and equity capital provided by Invenergy Investment, and potentially other investors, is expected to be sufficient for the entire construction cost of the Project. On or shortly after the commercial operation date, the construction financing is expected to be replaced by more permanent financing, such as a senior secured term loan.

17. Pursuant to a Development Management Agreement (“DMA”), dated November 9, 2018, by and among GBE, GBE Holding and Invenergy Transmission, Invenergy Transmission manages and funds the business and affairs of the Project, and all activities incidental thereto, in addition to performing all services related to the development, ownership and maintenance of the Project during the pendency of the acquisition process. Public and confidential versions of the DMA are attached hereto as public and confidential versions of **Exhibit G**.¹⁰

IV. JURISDICTION OF THE COMMISSION

18. The Commission’s jurisdiction over this Transaction is contingent on the issuance of a line certificate in the CCN Proceeding. If the Commission grants such certificate, the Joint Applicants must receive approval of the Transaction under Section 393.190 prior to consummating the Transaction. In the interest of avoiding unnecessary delays in the consummation of the Transaction and development of the Project, Joint Applicants are filing this Application prior to the final report and order in the CCN Proceeding.

¹⁰ Given the commercial sensitivity of certain terms and conditions of the DMA, Joint Applicants are providing public and confidential versions of the DMA pursuant to 4 CSR 240-2.135(2)(A)(3) & (6) as certain terms and conditions relate to and are based upon services that are offered in competition with other parties who engaged in similar transactions in the renewable energy industry and would reveal strategies employed, to be employed, or under consideration in contract negotiations.

V. OTHER STATE APPROVALS

19. Joint Applicants have filed an application seeking approval of the Transaction by the Kansas Corporation Commission, and plan to file an application seeking approval of the Indiana Utility Regulatory Commission. The regulatory status of the Project in these states and Illinois is discussed in more detail in the Direct Testimony of Hans Detweiler, filed herewith.

VI. INFORMATION REQUIRED BY COMMISSION RULES

20. None of the Joint Applicants are subject to any pending action or unsatisfied judgment or decision from any state or federal agency or court involving customer service or rates which action, judgment or decision has occurred within the last three years. 4 CSR 240.2-060(1)(K).

21. None of the Joint Applicants have any annual report or assessment fees that are overdue to the Commission. 4 CSR 240.2-060(1)(L).

22. Invenenergy Transmission is acquiring all of the membership interests in GBE. GBE will continue to exist and will continue to hold its existing licenses and property, and will continue to be subject to all of the benefits and obligations of its current contracts. The property held by GBE includes 39 active easements in Missouri. The Company also holds county road-crossing assents (also referred to as franchises) that were issued by Buchanan and Carroll Counties. Additionally, GBE holds property in Kansas including a number of easements and an option to purchase land in fee simple in Ford County on which to build a converter station for the Project. GBE also holds certificates to conduct the business of a public utility in Kansas and Indiana, as well as a siting permit for the Kansas portion of the Project, as granted by the Kansas Corporation Commission (“KCC”). 4 CSR 240-10.105(1)(A).

23. A copy of the MIPA is attached hereto as **Exhibit F**. 4 CSR 240-10.105(1)(B); 4 CSR 240.10-135(1)(A).

24. The Written Consent of the Board of Directors of Clean Line Energy Partners LLC authorizing GBE Holding and GBE to enter into the Transaction is attached hereto as **Exhibit H**. Additionally, a the Written Consent of the Sole Member and Manager of Invenergy Transmission authorizing Invenergy Transmission to enter into the Transaction is attached hereto as **Exhibit I**. 4 CSR 240-10.105(1)(C); 4 CSR 240-10.135(1)(B).¹¹

25. The proposed Transaction is not detrimental to the public interest for the reasons discussed below. 4 CSR 240-10.105(1)(D); 4 CSR 240-10.135(1)(C).

26. Invenergy Transmission is not currently subject to the jurisdiction of the Commission as a public utility, and will not become a public utility under Missouri law as a result of the Transaction. 4 CSR 240.10-105(1)(E).

27. The Transaction will not have any impact on tax revenues of any political subdivisions in Missouri. 4 CSR 240-10.105(1)(F).

VII. THE PROPOSED TRANSACTION WILL NOT BE DETRIMENTAL TO THE PUBLIC INTEREST

28. The standard for granting approval under Section 393.190.1 is the “not detrimental to the public interest” standard.¹² In this case, the traditional concerns about

¹¹ While Rules 10.105(1)(D) and 10.135(1)(C) make reference to the applicant’s board of directors, pursuant to its Operating Agreement, Invenergy Transmission does not have a board of directors and the attached written consent is the only authorization necessary for Invenergy Transmission to enter into and perform its obligations under the MIPA.

¹² *State ex rel. City of St. Louis v. Public Service Comm’n*, 73 S.W.2d 393, 400 (Mo. banc 1934); *see also, In the Matter of the Application of Great Plains Inc. for Approval of its Merger with Westar Energy, Inc.*, Case No. EM-2018-0012, Report & Order, pp. 27-28 (May 24, 2018); *In the Matter of the Joint Application of Great Plains Energy Inc., Kansas City Power & Light Co., and Aquila, Inc. for Approval of the Merger of Aquila, Inc. with a Subsidiary of Great Plains Energy Inc. and for Other Related Relief*, Case No. EM-2007-0374, Report & Order, pp. 228-232 (July 1, 2008);

potential detriments to Missouri retail rates or retail services are not present because GBE will not have any retail customers in Missouri and GBE is not rate-regulated by the PSC. Moreover, the regional transmission organizations through which the Project will traverse have responsibility for seeing that the Project is safely and reliably integrated into the electric grid.

29. The Transaction is not detrimental to the public interest, and, in fact, is beneficial to the public interest because it will facilitate the continued development of the Grain Belt Express Project, which will deliver low-cost wind energy to Missouri wholesale customers, who will, in turn, provide that low-cost energy to their Missouri retail customers. The benefits of the Project, as well as Invenergy's technical and financial ability to continue to develop the Project are described below and in the supporting testimony filed herewith.

A. Benefits of the Grain Belt Express Project

30. The benefits of the Project were discussed at length by numerous witnesses during the March 2017 evidentiary hearing in the CCN Proceeding. The Concurring Opinion issued by four Commissioners on August 16, 2017, stated that but for the holding in the *ATXI* case, “we would have granted the GBE application as the evidence showed that the GBE Project is ‘necessary or convenient for the public service.’”¹³ As noted above, the Missouri Supreme Court has since held that reliance on the *ATXI* opinion was in error.¹⁴ Thus, the Project is necessary or convenient for the public service, and the proposed Transaction will facilitate the continued development of the Project, so that Missouri may realize its many benefits, including:

- an estimated 1,500 jobs during the three to four years of construction;¹⁵

¹³ CCN Proceeding, Concurring Opinion of Commissioners Hall, Kenney, Rupp, and Coleman in the Report and Order, p. 2 (August 16, 2017) (footnote omitted) (“Concurring Opinion”).

¹⁴ *Grain Belt Express Clean Line LLC v. PSC*, 2018 WL 3432778, No. SC 96993 (Mo. en banc 2018).

¹⁵ CCN Proceeding, Concurring Opinion, p. 5.

- a continuing source of property tax revenues to the political subdivisions where the facilities are located;¹⁶
- a participant-funded model, such that GBE assumes all financial risk of building and operating the transmission line, with no costs anticipated to be recovered through the rates of regional transmission organizations;¹⁷
- an estimated range of \$9.5 million to over \$11 million in annual savings for customers of Missouri Joint Municipal Electric Utility Commission (“MJMEUC”), which will receive up to 250 MW of capacity from the Project through an existing Transmission Services Agreement;¹⁸
- additional access to high-capacity-factor Kansas wind resources to fulfill the growing demand for renewable energy in Missouri.¹⁹

31. The benefits of the Project are further discussed in the Direct Testimonies of Kris Zadlo and Hans Detweiler, filed herewith.

B. Invenenergy’s technical resources

32. Invenenergy routinely develops projects with a view toward long-term ownership, performance, profitability and operations. Invenenergy has built its core competencies around power plant operations and maintenance. Invenenergy operates its power plant fleet through a wholly owned subsidiary of Invenenergy Investment, Invenenergy Services LLC (“Invenenergy Services”). Invenenergy Services is staffed with experienced industry personnel and currently operates over 9,663 MW of natural gas and renewable generating capacity primarily in North America but also including projects in South America and Europe. Combining asset management, operations, maintenance, and commercial execution functions allows Invenenergy Services to provide a single, comprehensive solution to overall management of the Project.

¹⁶ *Id.* at 5-6.

¹⁷ CCN Proceeding, Ex. 100 at 17 (Skelly Direct); Ex. 104 at 3, 8 (Berry Direct)

¹⁸ CCN Proceeding, Ex. 480, p. 3, ln. 3-7 (Grotzinger Supp. Direct) & Sched. JG-12.

¹⁹ CCN Proceeding, Ex. 800 at 5 (Dauphinais Rebuttal).

33. Since 2001, Invenergy has built all the required transmission and distribution lines, generator step-up transformers (“GSUs”), and substations for its facilities in numerous regions, including within the regions managed by Southwest Power Pool (“SPP”), Midcontinent Independent System Operator, Inc. (“MISO”) and PJM Interconnection, LLC (“PJM”). Invenergy developed, permitted and constructed this infrastructure across various terrains, state and local jurisdictions, and in vastly differing environmental and regulatory conditions. This experience equates to over 392 miles of high-voltage transmission lines, over 1,748 miles of distribution lines, 59 substations and 73 GSUs of which several have been built for utilities. The technical and managerial capabilities of Invenergy are discussed further in the Direct Testimony of Kris Zadlo, Senior Vice President, Commercial Analytics, Regulatory Affairs and Transmission for Invenergy LLC.

C. Invenergy’s financial resources

34. As described in Section II.B. above, not only does Invenergy have significant assets and equity (in excess of \$9 billion in assets and \$3 billion in equity), it has the ability to raise significant capital whenever necessary based on both reputation and status as a leading developer in the industry, as is evidenced by the strength its investment partners and its experience in raising more than \$30 billion since 2001 to finance projects. Further, Invenergy does not have current plans to recover any costs of the Project through rates imposed on Missouri ratepayers, and is therefore not relying on future PSC approvals to recover the costs of the Project. Further, Invenergy is a larger and more diverse entity than Clean Line, and will be able to provide a much broader financial backing for GBE, thereby improving the ability to successfully develop, construct and operate the Project. The financial qualifications of

Invenergy are discussed further in the Direct Testimony of Andrea Hoffman, Senior Vice President, Financial Operations, of Invenergy LLC.

VIII. IDENTIFICATION OF WITNESSES THAT PRE-FILED DIRECT TESTIMONY IN SUPPORT OF THE JOINT APPLICATION

35. In support of this Joint Application, the following witnesses have prepared and pre-filed direct testimony and exhibits on behalf of the Joint Applicants:

- Kris Zadlo, Senior Vice President, Commercial Analytics, Regulatory Affairs and Transmission for Invenergy: Mr. Zadlo will discuss the history of Invenergy, the Invenergy business model, Invenergy's qualifications to own and operate the project, and provide an overview of why the Transaction is not detrimental to the public interest.
- Andrea Hoffman, Senior Vice President, Financial Operations for Invenergy LLC: Ms. Hoffman will provide a financial overview of Invenergy and specific considerations particular to the GBE Project.
- Hans Detweiler, Lead Developer of the GBE Project: Mr. Detweiler will introduce the witnesses filing testimony in this matter, provide a brief background of GBE, an overview of the proposed Transaction, and discuss the status of the Grain Belt Express Project.

IX. MOTION FOR EXPEDITED TREATMENT

36. Joint Applicants intend to close the Transaction as soon as all regulatory approvals have been obtained so that the development of the Project can proceed promptly to make its benefits available to Missouri consumers, as well as members of the public in other states. In order to achieve this objective, this motion for expedited treatment should be granted so that all required regulatory approvals are received by June 30, 2019. This request is consistent with the timeline proposed in the KCC proceeding regarding the Transaction.²⁰

37. Expedited treatment is also warranted because GBE does not have and will not have Missouri retail customers, and its rates for wholesale transmission service are under the

²⁰ KCC Docket No. 19-GBEE-253-ACQ, Application, ¶ 26 (Dec. 28, 2018).

exclusive jurisdiction of FERC. Therefore, many of the traditional concerns related to mergers brought before this Commission are not implicated by the Transaction. Additionally, the Commission is familiar with the Transaction and the qualifications of Invenergy from hearing the evidence in the CCN Proceeding less than 60 days ago.

38. Moreover, the delay caused by an unrelated appellate decision that required GBE to obtain relief from the Missouri Supreme Court provides good cause for this proceeding to proceed on an expedited basis. Finally, Joint Applicants have demonstrated in this Application and supporting testimony that the Transaction is not detrimental to the public interest and should be approved.

39. Thus, Joint Applicants respectfully request that the Commission convene a prehearing conference at the earliest opportunity so that an expedited procedural schedule can be set, and, upon consideration of this Application and its supporting testimony, issue a Report and Order approving the Transaction as soon as practicable, but by no later than June 30, 2019.

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WHEREFORE, Joint Applicants respectfully request that the Commission (a) grant the motion for expedited treatment, (b) convene a prehearing conference promptly to consider the Joint Application, and thereafter, (c) approve the Transaction no later than June 30, 2019, as it is not detrimental to the public interest, and (d) provide such other relief as the Commission may deem just and proper to accomplish the purpose of the Joint Application and permit the consummation of the Transaction.

Respectfully submitted,

/s/ Anne E. Callenbach

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ATTORNEYS FOR GRAIN BELT EXPRESS HOLDING
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CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing was served upon all parties of record by email or U.S. mail, postage prepaid, this 1st day of February 2019.

/s/ Anne E. Callenbach
Attorney for Invenergy Transmission LLC

EXHIBITS FILED WITH JOINT APPLICATION

Exhibit A: Post-Transaction Organizational Chart

Exhibit B: Missouri Certificate of Good Standing of Invenergy Transmission LLC

Exhibit C: Delaware Certificate of Good Standing of Invenergy Investment Company LLC

Exhibit D: Missouri Certificate of Good Standing of Grain Belt Express Clean Line LLC

Exhibit E: Delaware Certificate of Good Standing of Grain Belt Express Holding LLC

Exhibit F: Membership Interest Purchase Agreement (public and confidential versions provided)

Exhibit G: Development Management Agreement (public and confidential versions provided)

Exhibit H: Written Consent of the Board of Directors of Clean Line Energy Partners LLC

Exhibit I: Written Consent of Sole Member and Manager of Invenergy Transmission LLC