

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

In the matter of The Empire Dis-)	
trict Electric Company, Liberty)	
Utilities (Central) Co. and Liberty)	
Sub Corp. Concerning an Agreement)	EM-2016-0213
and Plan of Merger and Certain)	
Related Transactions)	

APPLICATION TO INTERVENE
BY MIDWEST ENERGY USERS' ASSOCIATION

COMES NOW the MIDWEST ENERGY USERS' ASSOCIATION ("MEUA") pursuant to 4 C.S.R. 240-2.075 and applies to intervene herein and become a party for all purposes in respect to the merger filing by Empire District Electric Company ("Empire") and Liberty Utilities ("Liberty") on March 16, 2016. In support, MEUA states:

1. MEUA is an unincorporated ad-hoc association of large commercial and industrial users of electricity who group together using the MEUA vehicle to combine resources and gain economies in representation and activity in rate and other cases. At present, MEUA participants are Explorer Pipeline Company ("Explorer"), and Enbridge Pipelines (Ozark) L. L. C. ("Enbridge"),^{1/} each of which is an Empire District customer and has previously intervened (individually or through MEUA) and been active in earlier Empire proceedings.

^{1/} The official name of the entity is as stated. Presumably for billing purposes, Empire has shortened the name to "Enbridge Pipelines LLP."

2. Explorer is a large industrial electric customer of Empire. Explorer operates a 1,400-mile pipeline system that transports liquid petroleum products including gasoline, diesel fuel and jet fuel from the Gulf Coast to the Midwest. Explorer is based in Tulsa, Oklahoma, and also serves Houston, Dallas, Fort Worth, St. Louis and Chicago. Portions of Explorer's products pipeline extend through the service territory of Empire where Explorer has three electric-driven pumping stations. Explorer, through Midwest Energy Users' Association, was an intervenor in Empire's most recent general rate case, Case No. ER-2016-0023, and in Empire's earlier general rate cases.

3. Enbridge is also a large industrial electric customer of Empire. Enbridge is an international petroleum liquids and natural gas pipeline operator, operating thousands of miles of pipelines in the United States and in Canada. Among its numerous pipeline links, Enbridge operates a liquids pipeline link that extends through Empire's service territory to Wood River, Illinois and includes several pumping stations that use electricity currently supplied by Empire.

4. Correspondence or communications regarding this application, including service of all notices and orders of this Commission, should be addressed to:

Stuart W. Conrad, Esq.
1209 Penntower Office Center
3100 Broadway
Kansas City, Missouri 64111
Voice: (816) 753-1122
Fax: (816) 756-0373
E-mail: stucon@swclaw.net

5. On March 16, 2016, Empire submitted a transaction plan with the Commission seeking authority to transfer all of the common stock of Empire to Liberty. Although the transaction purports to be limited to the acquisition of common stock, any changes in Empire's operations are presently uncertain and require investigation by the Commission and others.

6. MEUA participants are interested in and will be directly affected by this proposed increase and in its impact on them generally and upon them specifically. They may be adversely affected by any Commission order issued in this proceeding. Their interest is direct, immediate, unique, different from that of the general public, and will not or cannot adequately be represented by any other party. Therefore, it will aid the Commission and protect and advance the public interest that MEUA be permitted to intervene in this proceeding to protect its participants' interest which no other party is in a position properly to protect.

7. For purposes of 4 C.S.R. 240-2.075(2), MEUA states that it opposes discriminatory and non-cost-based pricing of electricity consequently opposes any similar changes in rate schedules that might result from the proposed acquisition including any changes in utility services. Analysis of Empire's the filing is incomplete. At an appropriate time MEUA expects to indicate a position with respect to specific aspects of the proposed transaction pursuant to customary procedures.

WHEREFORE, MEUA requests: (a) that it be permitted to intervene herein and be made parties hereto with all rights to have notice of and participate in hearings to present evidence, cross-examine witnesses, file briefs and participate in argument, should any be had; and (b) for all other needful and proper relief appropriate in the premises.

Respectfully submitted,



Stuart W. Conrad Mo. Bar #23966
3100 Broadway, Suite 1209
Kansas City, Missouri 64111
(816) 753-1122
Facsimile (816)756-0373
Internet: stucon@swclaw.net

ATTORNEY FOR MIDWEST ENERGY USERS'
ASSOCIATION

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that I have this day served the foregoing pleading by electronic means, by United States Mail, First Class postage prepaid, or by hand delivery to all known parties in interest upon their respective representatives or attorneys of record as reflected in the records maintained by the Secretary of the Commission.



Stuart W. Conrad

Dated: March 28, 2016