

**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 APPLICANTS’ RESPONSE TO APPLICATIONS TO INTERVENE BY  
THE SHOW ME CONCERNED LANDOWNERS, MISSOURI LANDOWNERS  
ALLIANCE, AND JOSEPH AND ROSE KRONER**

Invenergy Transmission LLC, on behalf of itself and its parent company Invenergy Investment Company LLC (together with Invenergy Transmission LLC, “Invenergy”), as well as Grain Belt Express Clean Line LLC (“Grain Belt”) on behalf of itself and its parent company Grain Belt Express Holding LLC (jointly, “Joint Applicants”) hereby file this Response to the Applications to Intervene by the Eastern Missouri Landowners Alliance d/b/a Show Me Concerned Landowners (“Show Me”), Missouri Landowners Alliance (“MLA”), and Joseph and Rose Kroner (the “Kroners”). In support of this Response, Joint Applicants state as follows:

**A. BACKGROUND**

1. On February 13, 2019, Show Me and MLA filed separate applications to intervene in the above-captioned matter. On February 14, 2019, the Kroners filed an application to intervene.

2. Show Me and MLA note that they are interveners in Grain Belt’s application for a certificate of convenience and necessity (“CCN”) in Case No. EA-2016-0358 and that they anticipate opposing the Joint Application filed in the instant case by Grain Belt and Invenergy.

3. Show Me and MLA assert three reasons for seeking intervention in this proceeding: (1) the members of the MLA who live on the proposed transmission line right-of-way might be subject to eminent domain proceedings if the Grain Belt project is approved; (2) those who live near the right-of-way would also be affected to varying degrees by the presence of the proposed line and supporting steel structures; and (3) if the Commission does not approve the sale of Grain Belt to Invenenergy in this case, Grain Belt would not have access to Invenenergy's resources to complete the project, which would affect the ability of Grain Belt to construct the proposed line.

4. The Kroners state in their application to intervene that they are joint owners of a farm located in Randolph County, Missouri, and, based upon information provided to them by Grain Belt, the proposed transmission line would pass directly over the Kroners' farm. Further, they assert that the proposed line would cross their neighbors' property within approximately 500 feet from the Kroner residence. The Kroners state that "due to the negative impacts the proposed line would have on their property, the Kroners have long opposed the proposed Grain Belt project, and expect to oppose the Joint Application filed in this case by Grain Belt and Invenenergy." Finally, the Kroners mirror the statements made by Show Me and MLA, noting that if the Commission does not approve the sale of Grain Belt to Invenenergy in this case, Grain Belt would not have access to Invenenergy's resources to complete the project, which would affect the ability of Grain Belt to construct the proposed line.

#### **B. JOINT APPLICANTS OPPOSE THE INTERVENTION OF THE KRONERS**

5. Joint Applicants object to permitting the Kroners to intervene in this matter as stand-alone intervenors as their stated interests can be adequately represented by Show Me and MLA. The Kroner's stated interest in the route selection of the project is far from timely and

should have been raised in Case Nos. EA-2016-0358 and EA-2014-0207 years ago. The proposed Missouri route was developed by the Grain Belt Express Routing Team, a multidisciplinary group of individuals from Clean Line and the Louis Berger Group, Inc. See Ex. 115 at 11 (Lawlor Direct); Ex. 119 at 1 (Puckett Direct).<sup>1</sup> This team developed and analyzed routes, performed extensive public outreach, coordinated with state and federal agencies, compared alternative routes, and participated in determining the proposed route of the project. See Ex. 115 at 4-9 (Lawlor Direct); Ex. 119 at 2-3, 5-6 (Puckett Direct). The Routing Team held more than 24 roundtables, at which more than 250 community leaders from over 40 counties, including county and municipal elected officials, local government planners, community and business leaders, economic development experts, local utilities and cooperatives, as well as federal and state agency officials, gathered in small working groups to provide information about each county they represent to the Routing Team. See Ex. 119 at 6-7 (Puckett Direct).

6. Further, the Routing Team held more than 13 open houses, at which more than 1,200 members of the general public and potentially affected landowners gathered to learn more about the project and potential routes. See Ex. 119 at 7 (Puckett Direct).

7. This proceeding is an inappropriate forum in which to raise disputes regarding route selection. In this case, Joint Applicants have requested Commission approval of a transaction involving a change in ownership of Grain Belt, whereby Invenergy Transmission will acquire Grain Belt, the owner of all of the current assets and rights of the Grain Belt Express Clean Line Project. The Commission's standard for granting approval under Section 393.190.1

---

<sup>1</sup> All references in this and the subsequent paragraph are to Exhibits in Case No. EA-2016-0358 (the "CCN proceeding).

is the “not detrimental to the public interest” standard, and not whether one particular landowner has issues with the route selection that was determined several years ago.<sup>2</sup>

8. The Kroners further assert that if the Commission does not approve the sale of Grain Belt to Invenenergy in this case, Grain Belt would not have access to the resources of Invenenergy to complete the project, thereby affecting the ability of Grain Belt to construct the proposed line. The Kroners reason, therefore, that as opponents of the project, they have a definite interest in the outcome of the proceeding. Joint Applicants believe that the Kroners, as individual interveners opposing the project, will have little to add to what will likely be identical arguments set forth by Show Me and MLA. The Kroner’s interests in this proceeding can be adequately represented by Show Me and MLA, and Joint Applicants respectfully request that the Kroner’s application to intervene be denied.

**C. JOINT APPLICANTS REQUEST THAT SHOW ME AND MLA’S INTERVENTIONS BE LIMITED IN ACCORDANCE WITH 4 CSR 240-2.075(9)**

9. Joint Applicants object to Show Me and MLA’s interventions to the extent those entities intend to re-litigate issues pertaining to eminent domain and landowner rights that have already been addressed in the CCN proceeding. Landowner rights are already subject to extensive protections as set forth in the comprehensive Landowner Protocol and the Missouri Agricultural Mitigation Protocol (together, “Protocols”), which Grain Belt and now Invenenergy have already agreed to. Grain Belt and Invenenergy agreed in the CCN proceeding to incorporate the terms and obligations of the Protocols into the easement agreements with landowners. See Tr. 411-13 (Lanz); Ex. 114 at 5 (Lanz Surrebuttal). Grain Belt agreed to follow the Protocols as

---

<sup>2</sup> *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).

a condition to the CCN, and Grain Belt and Invenergy have reaffirmed these commitments. See Tr. 1979-80 (Detweiler); Tr. 2024-26 (Zadlo.)

10. To the extent Show Me and MLA desire to set forth argument and evidence in opposition to the change in ownership of Grain Belt, Joint Applicants request that the Commission limit Show Me and MLA's interventions to discussion of those issues alone, in accordance with 4 CSR 240-2.075(9). Such limitation is appropriate in order to avoid burdening the record with landowner issues that have previously been addressed in the CCN proceeding and for the purpose of prohibiting the introduction of evidence that is wholly irrelevant to this case under 4 CSR 240-2.130(3).

WHEREFORE, the Commission should deny the Kroner's application to intervene and limit Show Me and MLA's argument and evidence to issues germane to the change in ownership of Grain Belt Express.

Respectfully Submitted,

/s/ Anne E. Callenbach

Frank A. Caro, Jr. MBN 42094

Anne E. Callenbach MBN 56028

Andrew O. Schulte MBN 62194

Polsinelli PC

900 W. 48th Place, Suite 900

Kansas City, MO 64112

(816) 572-4754

[fcaro@polsinelli.com](mailto:fcaro@polsinelli.com)

[acallenbach@polsinelli.com](mailto:acallenbach@polsinelli.com)

[aschulte@polsinelli.com](mailto:aschulte@polsinelli.com)

Karl Zobrist MBN 28325

Jacqueline Whipple MBN 65270

Dentons US LLP

4520 Main Street, Suite 1100

Kansas City, MO 64111

Phone: (816) 460-2400

Fax: (816) 531-7545

[karl.zobrist@dentons.com](mailto:karl.zobrist@dentons.com)

[jacqueline.whipple@dentons.com](mailto:jacqueline.whipple@dentons.com)

ATTORNEYS FOR GRAIN BELT EXPRESS  
CLEAN LINE LLC

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 25<sup>th</sup> day of February 2019.

Anne E. Callenbach  
Attorney for Grain Belt