

In the Matter of Entergy Arkansas, Inc.'s Notification of Intent to Change Functional Control of Its Missouri Electric Transmission Facilities to the Midwest Independent Transmission System Operator, Inc. Regional Transmission System Organization or Alternative Request to Change Functional Control and Motions for Waiver and Expedited Treatment.)
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COME NOW, Kansas City Power & Light Company (“KCP&L”) and KCP&L Greater Missouri Operations Company (“GMO”) (collectively, the “Companies”), and, pursuant to the Missouri Public Service Commission’s (“Commission”) November 12, 2013 Order directing the parties to respond, hereby file their response to Entergy Arkansas, Inc. (“EAI”) Application for Rehearing in the above-captioned matter.

1. The Companies support the Commission’s October 9, 2013 Report and Order and assert that the findings of fact and conclusions of law contained in the Report and Order were based upon record evidence. The Companies further assert that the conditions imposed upon the Midcontinent Independent System Operator (“MISO”) integration were lawful, reasonable, and should be upheld and affirmed.

2. EAI submits that the Commission acknowledged that it was obligated to conduct a cost-benefit analysis, but suggests that the Commission failed to do so.¹ EAI further suggests that the Commission ignored the alleged benefits of the MISO integration, and instead focused

¹ EAI Application for Rehearing at p. 13.

solely on the quantified detriments.² The Companies disagree. In its Findings of Fact in the October 9, 2013 Report and Order, the Commission identified five specific benefits of the proposed MISO integration.³ The Commission then identified eleven specific detriments of the proposed MISO integration.⁴ The Commission weighed and considered the assumed benefits and quantified detriments in the record before it concluded that “[s]uch a migration is not detrimental to the public interest if the Commission imposes conditions upon it so that Missouri ratepayers are held harmless and so that safety and reliability of the transmission grid in Missouri is ensured.”⁵

3. In its Conclusions of Law, the Commission noted that (i) the failure to address a piece of evidence, position or argument does not indicate that the Commission has failed to consider relevant evidence, but indicates rather that the omitted material was not dispositive of its position; (ii) it is free to determine what weight to accord to the evidence; (iii) it may adopt or reject any or all of any witnesses’ testimony; and (iv) it may evaluate the expert testimony presented to it and choose between the various experts.⁶

4. Further, as the Companies have emphasized repeatedly throughout this proceeding the burden was on EAI to submit any and all documentation it believed supported the quantified benefits of MISO integration. EAI failed to present evidence demonstrating net positive benefits to Missouri customers, and further failed to rebut the intervenors’ demonstration of quantified detriments. Rather, EAI witness Richard Riley submitted a one-page MISO promotional document that purported to demonstrate that the MISO integration

² *Id.* at p. 14.

³ October 9, 2013 Report and Order at Findings of Fact at ¶¶ 5, 6, 9, 10, 11.

⁴ October 9, 2013 Report and Order at Findings of Fact at ¶¶ 13, 17, 18, 19, 20, 21, 22, 23, 25, 26, 27.

⁵ October 9, 2013 Report and Order at p. 12.

⁶ October 9, 2013 Report and Order Conclusions of Law at ¶¶ 1, 4, 2, 6.

would have a positive impact of more than \$100 million annually on existing MISO members.⁷ Of this amount, Ameren Missouri and its customers could experience \$9 million of these annual benefits.⁸ No credible methodology was offered by EAI to explain either its calculation of the alleged \$9 million in annual savings, or why this amount of savings should be credited to Ameren customers. Mr. Riley acknowledged that he simply calculated the \$9 million figure by assuming that benefits in MISO would be distributed proportionately to load.⁹ Without a sound analytical basis, it is unclear whether the \$9 million number is accurate, or whether it should be \$1 million, or zero, or a negative number. In addition, the underlying study from which the aggregate dollar amount of alleged savings was calculated was not presented to the Commission or the parties in this proceeding, so there is no way to verify its accuracy or completeness.¹⁰

5. EAI did not present any analysis regarding the impact on Missouri customers outside of the Ameren system that would result from EAI's integration into MISO. As the Companies have argued, such an analysis would need to account for the congestion impact on those Missouri customers' power supply costs, the resulting lack of availability of transmission facilities, and much higher transmission charges. Even assuming that EAI's unsubstantiated claim of \$9 million in annual benefits to existing MISO members is accurate, the quantified detriments to KCP&L, GMO, and The Empire District Electric Company ("Empire") are still greater than \$9 million per year. The quantified detriments include (i) the \$6.1 million estimated annual financial impact to GMO for the increases in transmission service charges as a result of EAI moving the MISO Tariff; (ii) the approximate \$5.5 million (of which approximately \$3.1

⁷ Riley Surrebuttal, Ex. 4 at p. 24, l. 14, through p. 27, l. 4.

⁸ Tr. at p. 74.

⁹ Post-Hearing Brief of Kansas City Power & Light Company and KCP&L Greater Missouri Operations Company at ¶¶ 24-26.

¹⁰ Tr. at p. 73.

million would be allocated to Missouri)¹¹ estimated annual financial impact for the reduction in off-system sales revenues when transmission service is moved to the MISO Tariff; and (iii) Empire’s annual financial impact of greater than \$1 million when transmission service is moved to the MISO Tariff. Further, the benefits claimed by EAI would accrue to MISO members while the demonstrated costs would fall on KCP&L, GMO and Empire, thereby creating an unjustified mismatch between those receiving the assumed benefits and those bearing the costs. The Companies submit that the Commission weighed the costs and benefits in the record and gave each witness’ testimony the weight and credibility it deserved.

II. The Conditions Imposed Upon EAI’s MISO Integration Are Lawful, Reasonable, and Consistent With Conditions Imposed in Entergy’s Other Jurisdictions

6. EAI correctly notes that the standard the Commission must employ in reviewing a transfer or encumbrance of a utility’s assets is whether the transaction is “not detrimental to the public interest.”¹² The application of this standard requires the Commission to engage in a cost-benefit analysis in which all of the benefits and detriments in evidence are considered.¹³ However, EAI erroneously asserts that “the Commission never made the finding *statutorily* required to impose conditions, *i.e.*, that, without conditions, the transaction would result in a net detriment to the public interest....” [emphasis added.]¹⁴ Mo.Rev.Stat. § 393.190 is the applicable statute that requires a Missouri regulated utility to obtain permission from the Commission prior

¹¹ At the evidentiary hearing, KCP&L/GMO witness Mr. Carlson was asked to provide a “ballpark” estimate of the likely annual impact on off-system sales. At that time, Mr. Carlson estimated the potential impact as being greater than \$2 million, though he noted that this was a rough estimate. Subsequent to the evidentiary hearing, Mr. Carlson had the opportunity to perform the requested calculations, and quantified the impact on KCP&L’s off-system sales as approximately \$5.5 million per year. *See* Tr. at pp. 186-187; Post-Hearing Brief of Kansas City Power & Light Company and KCP&L Greater Missouri Operations Company at ¶ 23.

¹² EAI Application for Rehearing at p. 11.

¹³ *Id.* *See also* October 9, 2013 Report and Order at Conclusion of Law ¶ 17.

¹⁴ EAI Application for Rehearing at pp. 11-12.

to transferring functional control of any part of its electric plant to MISO.¹⁵ Contrary to EAI's assertion, this statute is wholly devoid of any requirement that the Commission must find that a net detriment will result from a proposed transaction absent the imposition of any conditions. Indeed, this statute contains no standard by which the Commission must measure the transfer or encumbrance of Missouri utility assets; that guidance is provided by the Commission's implementing regulations.¹⁶ Missouri case law and Commission decisions offer additional guidance with respect to the interpretation and application of the "not detrimental to the public interest standard."

7. A "detriment" has been previously defined by the Commission as "any direct or indirect effect of the transaction that tends to make the power supply less safe or less adequate, or which tends to make rates less just or less reasonable."¹⁷ Generally, "not detrimental" is determined by netting benefits and detriments, along with any conditions that may be imposed to mitigate detrimental impacts.¹⁸ As the Commission correctly noted in its October 9 Report and Order, "if it is to adequately protect the public interest, the Commission must be able to impose conditions designed to alleviate the specific detriments that would otherwise result from the transfer, even if the transfer overall would not be detrimental to the public."¹⁹ In this proceeding, KCP&L, GMO, and Empire showed that there are actual, demonstrable, and quantifiable detriments resulting from the MISO integration.²⁰ The conditions ordered by the Commission

¹⁵ October 9, 2013 Report and Order at Conclusion of Law ¶ 11; *In re Union Elec. Co.*, 13 Mo.P.S.C. 3d 266, 293, Mo. P.S.C. Case No. EO-2004-0108, February 10, 2005.

¹⁶ 4 CSR 240-3.115(1)(D); *In re Union Elec. Co.*, 13 Mo.P.S.C. 3d 266, 293, Mo. P.S.C. Case No. EO-2004-0108, February 10, 2005 at 45.

¹⁷ See *In re Union Elec. Co.*, 13 Mo.P.S.C. 3d 266, 293, Mo. P.S.C. Case No. EO-2004-0108, February 10, 2005 at 49.

¹⁸ See *In re Union Elec. Co.*, 13 Mo.P.S.C. 3d 266, 293, Mo. P.S.C. Case No. EO-2004-0108, February 10, 2005.

¹⁹ October 9, 2013 Report and Order Findings of Fact at ¶ 9, citing *In re Union Elec. Co for Authority to Continue the Transfer of Functional Control of its Transmission System to the Midwest Independent Transmission System Operator, Inc.*, File No. EO-2011-0128, April 19, 2012 Report and Order at p. 20.

²⁰ October 9, 2013 Report and Order at Findings of Fact ¶¶ 13, 17, 20-23, 25-28.

are specifically designed to alleviate these quantifiable detriments.²¹ Accordingly, the Companies submit that the conditions imposed by the Commission are lawful, reasonable, within their discretion, and should be affirmed.

8. Further, as the Commission correctly noted, all five other state regulatory agencies having jurisdiction over the retail rates of the Entergy Operating Companies have granted, *subject to conditions*, the request to integrate Entergy's respective transmission assets into MISO.²² Specifically, the Arkansas Public Service Commission ("Arkansas Commission") enumerated *nineteen conditions* which would need to be satisfied by EAI and MISO before the Commission could reach a finding that EAI's Application [to integrate into MISO] was in the public interest.²³ In a later Order, the Arkansas Commission found that EAI's Application to transfer functional control of its electric facilities to MISO was in the public interest, conditioned upon full and continued compliance with each of the Order No. 68 conditions.²⁴ As of the date of this Response, the filing of MISO and EAI representatives' compliance testimony was ongoing. Similarly, the Louisiana Public Service Commission ("Louisiana Commission") determined the Joint Application of Entergy Gulf States Louisiana, LLC and Entergy Louisiana, LLC to be in the public interest, subject to nine enumerated contingencies for re-opening the proceeding to re-evaluate the public interest determination and *seventeen enumerated conditions* upon the approval of the joint application.²⁵

9. On October 26, 2012, the Public Utility Commission of Texas ("Texas Commission") issued an Order approving a non-unanimous stipulation and agreement filed by

²¹ October 9, 2013 Report and Order at p. 12.

²² October 9, 2013 Report and Order Findings of Fact ¶ 7.

²³ August 3, 2012, Arkansas Public Service Commission Order No. 68, Docket No. 10-011-U, at 1; 25-32.

²⁴ April 8, 2013, Arkansas Public Service Commission Order No. 76, Docket No. 10-011-U.

²⁵ May 23, 2012 Order, Louisiana Public Service Commission, Docket No. U-32148 at Section IX.

Entergy Texas, LLC, the Staff of the Texas Commission, and MISO.²⁶ The non-unanimous stipulation and agreement provided for *thirteen specific conditions* upon the approval of Entergy Texas' application to join MISO. The Commission's October 26, 2012 Order accepting the stipulation and agreement modified certain conditions contained in the stipulation and agreement and added additional conditions.²⁷ Similarly, the Mississippi Public Service Commission ("Mississippi Commission") imposed numerous conditions upon its approval of Entergy Mississippi, Inc. ("EMI") and MISO's Joint Application to integrate EMI's Mississippi assets into MISO. Notably, the Mississippi Commission, in its Order approving EMI's application to transfer its assets to MISO, stated that:

As is readily apparent from the evidence, observations and findings thus far, much uncertainty surrounds EMI's request to join an RTO. What we do know, however, makes clear that the projected benefits from RTO membership do not come without a cost, both in quantitative and qualitative terms. RTOs charge administrative fees, allocate transmission costs, quantify the cost of congestion, and make decisions ultimately independent from the authority and perspective of this Commission, the one entity created and bound by law to protect the public interest of Mississippi. Furthering the public interest requires the Commission to balance these certain costs and potential benefits with conditions mitigating risk and retaining necessary oversight.²⁸

10. Notably, many of the conditions imposed by the other state regulatory bodies would be satisfied only through action by the Federal Energy Regulatory Commission ("FERC") initiated by Entergy Companies' and/or MISO's filings. For example, the Arkansas Commission conditioned its approval upon a showing that EAI shall be assigned, separately and apart from the other Entergy Operating Companies, to a Transmission Pricing Zone, Load Zone, Auction Revenue Rights Zone, and Local Resource Zone. If FERC does not approve all of these separate EAI arrangements/zones, or if MISO cannot make a showing that EAI has been assigned to

²⁶ October 26, 2012, Public Utility Commission of Texas, PUC Docket No. 40346.

²⁷ *Id.*

²⁸ November 15, 2012 Mississippi Public Service Commission Order, Docket No. 2011-UA-376, at ¶ 56.

separate Zones, the Arkansas Commission found that it could and would reconsider its conditional approval of the transfer of EAI's Arkansas transmission assets to MISO.²⁹ Similarly, as a condition to approval of the MISO integration, the Mississippi Commission directed EMI to file with FERC to determine the treatment of the QF put obligation.³⁰ The Mississippi Condition also required the establishment of separate Transmission Pricing Zones and Load Zones, similar to the conditions placed upon the integration by the Arkansas Commission. The establishment of separate zones can only be accomplished by a filing made with the FERC. In these instances where a state commission conditioned MISO integration approval upon making a FERC filing, Entergy did not raise a claim of federal preemption, as it has done in the Missouri proceeding.

III. EAI Mischaracterizes the Status of FERC Proceedings Pertaining to MISO Integration

11. EAI contests the Missouri Commission's condition that EAI hold harmless the non-MISO retail customers from all increased costs due to Entergy's transfer of functional control of its transmission assets to MISO.³¹ EAI alleges that the hold harmless condition effectively modifies the FERC-approved transmission rates and would result in impermissible rate discounts to the benefit of Missouri retail customers.³² EAI misrepresents both that (i) a hold harmless condition would result in rate discounts to Missouri retail customers and (ii) the rates resulting from Entergy's integration into MISO are already FERC-approved. As noted in numerous FERC pleadings filed by the Companies in the last several weeks,³³ Entergy and MISO have not yet made the required appropriate showing at FERC that the transfer has no adverse effect on rates. MISO recently sought FERC approval to add the Entergy transmission

²⁹ August 3, 2012, Arkansas Public Service Commission Order No. 68, Docket No. 10-011-U, at 26.

³⁰ November 15, 2012 Mississippi Public Service Commission Order, Docket No. 2011-UA-376, at ¶¶ 56; 117.

³¹ EAI Application for Rehearing at pp. 18-19.

³² *Id.* at p. 19.

³³ See *Midcontinent Independent Sys. Operator, Inc.*, Docket No. ER14-148-000, Notice of Succession of Certain Transmission Service Agreements (Oct. 21, 2013), Motion to Intervene and Protest of Kansas City Power & Light Company and KCP&L Greater Missouri Operations Company at pp. 7-10 (November 12, 2013).

system to MISO as four newly created zones and is seeking authorization to provide transmission service previously provided by Entergy at considerably higher rates. The primary cause of the rate increase is the Regional Through and Out Rate (“RTOR”) applied by MISO Tariff Schedule 7 and Attachment O.³⁴ As the Companies have argued before FERC, Entergy’s costs of providing service to GMO under the Crossroads transmission service agreement will not change when it transfers functional control to MISO, yet the increased revenues due to the application of the RTOR will inure directly to Entergy, creating an unjust windfall.³⁵ That case remains pending before FERC – there has been no approval. And because Entergy has made no effort to justify the windfall that will occur with the rate increase, it is difficult to see how it could be approved. Under these circumstances, Entergy’s efforts to label opposition to its unfounded rate increase as a “rate discount” is puzzling.

12. EAI asserts, without any appropriate citations, that FERC has not only rejected the same discounts ordered by the Missouri Commission, but has specifically considered and declined to accept the rationale adopted by the Missouri Commission for the hold harmless condition.³⁶ To the contrary, as discussed above, the zonal rate filing resulting in the proposed (but unfounded) rate increase remains pending at FERC. Moreover, Entergy’s proposed Attachment O formula rate also remains pending before FERC as it was conditionally approved subject to the outcome of ongoing settlement procedures or a hearing.³⁷ Additionally, FERC specifically set for hearing and settlement procedures issues raised by parties to these

³⁴ Notably, Entergy’s Attachment O transmission formula rate remains pending before FERC as it was conditionally approved in June subject to the outcome of either ongoing settlement procedures or an evidentiary hearing. *See* FERC Docket No. ER13-948-000, *et al.*

³⁵ *See Midcontinent Independent Sys. Operator, Inc.*, Docket No. ER14-107-000, Proposed Revisions to Schedules 7, 8, 9, 26 of the MISO Tariff (Oct. 16, 2013), Motion to Intervene and Protest of Kansas City Power & Light Company and KCP&L Greater Missouri Operations Company at pp. 5-15 (November 6, 2013).

³⁶ EAI Application for Rehearing at p. 21.

³⁷ Entergy Services, Inc., FERC Docket No. ER13-948-000 *et al.*, 143 FERC ¶ 61,257 (June 20, 2013).

proceedings, “except for the issues summarily resolved” by the Commission.³⁸ As discussed in the request for rehearing filed by KCP&L, GMO and Empire in that proceeding, neither the RTOR nor the hold harmless requests were summarily addressed in the Commission’s order.³⁹ Thus Entergy’s efforts to raise the specter of federal preemption is entirely premature as a factual matter – and will be legally unfounded even should FERC rule in Entergy’s favor, because the Missouri Commission is acting within its lawful authority.

IV. Jurisdictional Issues

13. EAI asserts that it is not a Missouri regulated utility subject to the Commission’s jurisdiction, arguing that Mo.Rev.Stat. § 393.190 requires the Commission’s approval only for the transfer by an electric corporation of “the whole or any part of its franchise, works or system, necessary or useful in the performance of its duties to the public.”⁴⁰ EAI further states that its Missouri transmission facilities are not necessary or useful in the performance of any duties that EAI has to the public in Missouri in part because “EAI has no such duties.”⁴¹ The Companies disagree with EAI’s assertion that they have no duties to the public in Missouri. The safe and reliable operations of the electric plant at issue here are necessarily a matter of sufficient public interest to support the imposition of regulation by the state of Missouri to protect that interest, to the extent that state regulation is not displaced by federal regulation.⁴² The safety and reliability of EAI’s transmission facilities in Missouri are subject to the jurisdiction of this Commission,⁴³ and are a key component of the Commission’s analysis as to whether the proposed transfer is

³⁸ *Id.* at p. 44.

³⁹ See Request for Rehearing or Clarification of KCP&L, GMO and Empire, FERC Docket No. ER13-948-000, *et al.*, (filed July 22, 2013).

⁴⁰ EAI Application for Rehearing at p. 7.

⁴¹ EAI Application for Rehearing at p. 8.

⁴² *Id.*

⁴³ See, e.g., Mo.Rev.Stat. §§ 386.310.1, 393.130.1, 4 CSR 240-23.010.

detrimental.⁴⁴ As noted in the FERC websites referenced by Commissioner Jarrett during the evidentiary hearing, the Missouri Commission has jurisdiction over the proposed transactions from a safety and reliability standpoint.⁴⁵

14. As the Companies have previously argued, placement of EAI's transmission facilities under the MISO Tariff will result in new and altered power flows between the existing MISO system and the present Entergy system and will create large new flows across transmission systems in Missouri. Not only will MISO network transmission service be provided to the loads and generation resources connected to Entergy's transmission facilities, but the intent is for these loads to be fully integrated into the MISO power markets. The new power flows resulting from this integration will utilize transmission facilities located between the present MISO system and the Entergy system. Once the Entergy facilities are integrated into MISO, MISO will be providing network service for Entergy, which means that power flows could be substantially altered. MISO will then dispatch all of the Entergy generators to meet the loads all across the new MISO footprint, which would include also the Entergy system at that point, and which will result in new flows across Missouri facilities.⁴⁶ The Companies expect the transmission flows north and south across Missouri to be significantly altered as a result of the optimization of dispatch by MISO of the Entergy generators and load with the generators and load in the remainder of the MISO system. Estimates have been made of these altered flows in proceedings before the FERC,⁴⁷ which suggest that flows could reach as high as 4,000 megawatts of additional north to south flow.⁴⁸

⁴⁴ Tr. at p. 202.

⁴⁵ Tr. at pp. 178-179.

⁴⁶ Post-Hearing Brief of Kansas City Power & Light Company and KCP&L Greater Missouri Operations Company at ¶¶ 27-28.

⁴⁷ See Docket No. EC12-145 *et al.*, Motion to Intervene and Comments of Southwest Power Pool, filed January 22, 2013 at pp. 2, 8, and 11.

⁴⁸ Tr. at p. 197.

15. To preserve the safety and reliability of these facilities, which is clearly jurisdictional to the Missouri Commission, the Companies asserted that these new and altered power flows must be carefully managed and coordinated by Southwest Power Pool, Inc. (“SPP”), MISO, and Associated Electric Cooperative, Inc. (“AECI”). As the Commission recognized in its October 9 Report and Order,⁴⁹ such issues must be addressed in revisions to the Joint Operating Agreement between MISO and SPP to provide for more effective coordination, and these issues are currently under discussion between MISO and SPP.⁵⁰

16. Importantly, SPP has a specific Missouri obligation to appropriately manage the joint operating agreements that address the seams issues in the state. In the development of five separate Stipulation and Agreements⁵¹ filed with the Missouri Commission, it was specifically recognized that inter-RTO coordination of transmission system operations is important for operation of the integrated transmission grid. In light of the importance of reliability, the Signatories believed that reliability issues needed to be addressed as part of the Stipulation and Agreement. For example, SPP, as part of the Stipulation and Agreement in Case No. EO-2006-0142, agreed to use its best efforts to maintain joint operating agreements with the transmission providers at SPP’s Missouri seams.⁵²

17. To ensure proper transmission system congestion management, the new and altered power flows across Missouri that are expected to result from the dispatch by MISO of the Entergy generators and the supply of Entergy load by generators throughout the MISO region must be clearly identified and addressed in the Joint Operating Agreement. Appropriate

⁴⁹ October 9, 2013 Report and Order at Findings of Fact at ¶ 28.

⁵⁰ Tr. at p. 198.

⁵¹ See February 24, 2006 Stipulation and Agreement, Case No. EO-2006-0142; February 24, 2006 Stipulation and Agreement, Case No. EO-2006-0141; February 27, 2009 Stipulation and Agreement, Case No. EO-2009-0179; May 16, 2013 Stipulation and Agreement, Case No. EO-2012-0135; May 16, 2013 Stipulation and Agreement, Case No. EO-2012-0136.

⁵² See February 24, 2006 Stipulation and Agreement, Case No. EO-2006-0142, at Section II. A (2)(f).

congestion management is essential to ensure that the lines stay reliable and that there are no safety or reliability incidents.⁵³ EAI argues that the Missouri Commission's condition that requires the negotiation and approval of a revised JOA between SPP and MISO "purports to exercise jurisdiction over an interstate transmission agreement that falls within FERC's exclusive jurisdiction."⁵⁴ As established above, the Missouri Commission clearly has jurisdiction over the safety and reliability of EAI's Missouri transmission facilities, and its condition regarding the JOA was appropriate. The JOA issues remain unresolved, as MISO recently represented to FERC that that compensation for increased flows is unresolved and that it does not oppose the development of a compensation mechanism. Specifically, MISO has stated that it has already begun to discuss a proposed mechanism with SPP to provide compensation for increased unscheduled flows on SPP's transmission system, and noted that it is "open" to a "compensation mechanism that is equitable and reciprocal."⁵⁵ SPP also filed comments and a protest with the FERC recently regarding unresolved issues related to the JOA.⁵⁶

⁵³ Tr. at pp. 197; 200-201.

⁵⁴ EAI Application for Rehearing at p. 23.

⁵⁵ See *ITC Holdings Corp.*, Docket Nos. ER12-2681-000 *et al.*, Informational Report of the Midcontinent Independent System Operator Inc. at p. 4

⁵⁶ See *ITC Holdings Corp.*, Docket Nos. ER12-2681-000 *et al.*, Comments, Protest and Request for Immediate Action of the Southwest Power Pool, Inc. (Nov. 18, 2013).

WHEREFORE, for the foregoing reasons, the Companies respectfully request that the Commission deny EAI's Application for Rehearing in this matter.

Respectfully submitted,

/s/ Roger W. Steiner

Roger W. Steiner, MBN 39586
Corporate Counsel
Kansas City Power & Light Company
1200 Main Street, 16th Floor
Kansas City, Missouri 64105
Phone: (816) 556-2314
Fax: (816) 556-2787
E-mail: roger.steiner@kcpl.com

Anne E. Callenbach, MBN 56028
Polsinelli PC
900 W. 48th Place, Ste. 900
Kansas City, Mo 64112
Phone: (816) 572-4760
Fax: (816) 753-1536
E-mail: acallenbach@polsinelli.com

Attorneys for Kansas City Power & Light Company
and KCP&L Greater Missouri Operations Company

CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the foregoing document has been hand-delivered, emailed or mailed, postage prepaid, to all counsel of record in this case this 21st day of November, 2013.

/s/ Roger W. Steiner

Roger W. Steiner