

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

In the Matter of The Empire District Electric)
Company, Liberty Utilities (Central) Co.)
And Liberty Sub Corp. Concerning an)
Agreement and Plan of Merger and Certain)
Related Transactions.)

File No. _____

NOTICE OF INTENDED FILING

COME NOW The Empire District Electric Company (EDE), The Empire District Gas Company (EDG), Liberty Utilities (Central) Co., and Liberty Sub Corp, by and through counsel, and, pursuant to Commission Rule 4 CSR 240-4.020, state as follows to the Missouri Public Service Commission (“Commission”) as their Notice of Intended Filing:

1. EDE is a Kansas corporation with its principal office and place of business at 602 S. Joplin Avenue, Joplin, Missouri 64801. EDE is a “gas corporation” and a “public utility” as those terms are defined in Section 386.020 RSMo. Through its wholly-owned subsidiary, EDG, EDE provides natural gas utility service.

2. EDG is a corporation organized and existing under the laws of the State of Kansas, with its principal office located at 602 Joplin Street, Joplin, Missouri 64802. EDG is a “gas corporation” and a “public utility” as those terms are defined in Section 386.020 RSMo.

3. Liberty Utilities (Central) Co. is a Delaware Corporation and was formed for the purpose of acquiring the capital stock of Empire as described herein. It is a wholly-owned subsidiary of Liberty Utilities Co. and is an indirect subsidiary of Algonquin Power & Utilities Corp. (“Algonquin”).

4. Liberty Sub Corp is a Kansas Corporation that is a wholly-owned subsidiary of Liberty Utilities (Central) Co. Liberty Sub Corp is a special purpose corporation formed for the purpose of merging with and into Empire.

5. Commission Rule 4 CSR 240-4.020 concerns Ex Parte and Extra-Record Communications. The purpose of the rule is to “regulate communication between the commission, technical advisory staff, and presiding officers, and anticipated parties, parties, agents of parties, and interested persons regarding substantive issues that are not part of the evidentiary record.”

5. Among other things, Commission Rule 4 CSR 240-4.020 provides, in part, as follows:

(2) Any regulated entity that intends to file a case likely to be a contested case shall file a notice with the secretary of the commission a minimum of sixty (60) days prior to filing such case. Such notice shall detail the type of case and issues likely to be before the commission.

6. A transaction has been announced whereby Liberty Utilities Central Co. shall purchase all of the outstanding shares of the common stock of Empire.

7. EDE and the Liberty companies will file an application or applications with the Commission for approval to undertake the transaction described above, as well as related transactions.

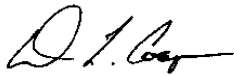
8. The Commission has in somewhat similar circumstances found this type of application to not implicate Commission Rule 4 CSR 240-4.020(2). *See, for example, In the Matter of the Application of Atmos Energy Corporation for Authority to Sell Part of its Works or System Located at the Hannibal, Missouri Propane Air Plant*, File No. GO-2011-0281 (April 19, 2011) (“A contested case ‘means a proceeding before an agency . . . required by law to be determined after hearing.’ Section 393.190.1 does not require the Commission to hold a hearing

prior to ruling on this application. This is therefore not a contested case. The Commission’s rule regarding contested cases is inapplicable and a waiver of the rule is unnecessary.”).

9. While a 60-day Notice of Intended Case Filing pursuant to 4 CSR 240-4.020(2) may not be required, the parties to this notice are doing so out of an abundance of caution. To the extent said rule could be deemed applicable, issues likely to be before the Commission may concern the potential impact of the transaction on customers. In addition, should the rule be deemed applicable the parties may seek a waiver that would permit it to file an application in less than 60 days as permitted by Commission Rule 4 CSR 240-4.020(2)(B).

WHEREFORE, The Empire District Electric Company, The Empire District Gas Company, Liberty Utilities (Central) Co., and Liberty Sub Corp submit to the Commission their Notice of Intended Filing.

Respectfully submitted,



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**ATTORNEYS FOR THE EMPIRE DISTRICT
ELECTRIC COMPANY, THE EMPIRE
DISTRICT GAS COMPANY, LIBERTY
UTILITIES (CENTRAL) CO., AND LIBERTY
SUB CORP**

Certificate of Service

I hereby certify that a true and correct copy of the above and foregoing document was sent via electronic mail on this 25th day of February, 2016, to

General Counsel
Missouri Public Service Commission
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Office of the Public Counsel
opcservice@ded.mo.gov

