

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

In the Matter of the Joint Application of)
GridLiance High Plains LLC, GridLiance GP,)
LLC, and GridLiance Holdco, LP (“GridLiance”))
NextEra Energy Transmission Investments, LLC,)
and NextEra Energy Transmission, LLC) Case No. EM-2021-0114
 (“NextEra Entities”) for approval of the)
Acquisition of GridLiance by the NextEra)
Entities)

**JOINT APPLICANTS’ REPLY TO RESPONSE OF
MISSOURI JOINT MUNICIPAL ELECTRIC UTILITY COMMISSION**

COME NOW, pursuant to Commission Rule 20 CSR 4240-2.080(13), NextEra Energy Transmission Investments, LLC and NextEra Energy Transmission, LLC (“NEET”) (collectively, the “NextEra Entities”) and GridLiance High Plains LLC (“GridLiance HP”), GridLiance GP, LLC, and GridLiance Holdco, LP (collectively, “GridLiance”), together, the “Joint Applicants,” and reply to the Response filed by the Missouri Joint Municipal Electric Utility Commission (“MJMEUC”) on November 20, 2020 (“Response”) as follows:

1. MJMEUC’s avers that it “. . . has no interest in interfering with the transaction so long as such transaction does not involve property or rights of MJMEUC. . . .” Response at ¶ 3. Therefore, MJMEUC has no interest in this proceeding, because, as explained in the Joint Applicants November 12, 2020 Opposition, the Proposed Transaction does not call for any ruling related to MJMEUC’s property or rights. Further, long-standing precedent holds that the Commission does not have the legal authority to address MJMEUC’s property and contractual dispute with GridLiance HP. Opposition ¶ 4. Not surprisingly, MJMEUC’s Response is devoid of any acknowledgment of these indisputable facts or controlling case law. Likewise, the Response does not articulate any action the Commission could legally take in this proceeding that could impact MJMEUC, because there is no such action. Thus, MJMEUC’s Response, similar to

the Application for Intervention, fails to provide a legal basis to participate in this proceeding, as it turns on the Commission acting in a manner contrary to the relief requested by the Joint Applicants and to settled law.

2. Any reasonable reading of MJMEUC's Response, therefore, boils down to its intent to gain party status to devolve this proceeding into a satellite forum to air and litigate its federal actions pending before the Federal District Court for the Western District of Missouri, Southern Division ("Federal Court"). Contrary to MJMEUC's continued assertion that the Joint Applicants have an affirmative duty to address MJMEUC's federal complaints in this proceeding – the proper forum for addressing the complaints is in the Federal Court, not before this Commission.

3. Similarly, the Joint Applicants firmly deny MJMEUC's unsupported supposition that the Proposed Transaction impacts its property and contractual rights. If, at some unknown future date, MJMEUC prevails in Federal Court, or five years from now MJMEUC exercises its option to purchase the assets, MJMEUC and GridLiance HP would have to make the appropriate filings at this Commission to effectuate that purchase. GridLiance HP's obligation in this regard is wholly unaffected by having a new ultimate parent, NEET. On this issue, MJMEUC's supposition is erroneously based on its belief that "this Application will transfer control of GridLiance, and thus Nixa Assets, to NextEra, and potentially adversely impact MJMEUC's repurchase rights." *Id.* As explained in the Joint Application, NEET will be the upstream parent of GridLiance HP, such that there will be no any transfer of control of the assets or ownership from GridLiance HP to NEET. Thus, the Proposed Transaction cannot negatively impact MJMEUC's rights to repurchase the City of Nixa assets.

4. Further, MJMEUC's conjecture that the Proposed Transaction is premature or that it must be reviewed in the context of the federal claims highlights why its participation is not in

the public interest, as it is motivated by an illegitimate intent to hold the Proposed Transaction hostage and secure a second forum to litigate and leverage its federal claims. Accordingly, the public interest is not served by MJMEUC's attempts to interject arguments pertaining to a private contractual dispute over which the Commission has no jurisdiction to decide into this proceeding.

WHEREFORE, the Joint Applicants respectfully request the Commission deny MJMEUC's Application for Intervention.

Respectfully submitted,
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GRIDLIANCE HIGH PLAINS LLC

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing was served upon MJMEUC and all parties of record by e-mail or U.S. mail, postage prepaid, this 24th day of November, 2020.

/s/ Anne E. Callenbach _____

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