

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

In the Matter of the Joint Application of Great)
Plains Energy Incorporated, Kansas City Power)
& Light Company, and Aquila, Inc. for Approval)
of the Merger of Aquila, Inc. with a Subsidiary of)
Great Plains Energy Incorporated and for Other)
Related Relief.)

Case No. EM-2007-0374

**DISSENTING OPINION OF COMMISSIONER
ROBERT M. CLAYTON III**

This Commissioner dissents from the Order Denying Motion for Reconsideration of the Order Regarding Responses to the Motion for Partial Summary Determination. The Commission has a duty to efficiently process cases pending before it in a timely fashion and the public expects that we will address the merits of the proposal with detailed findings and issue a decision in favor or opposed to the transaction. While settlement talks should always be encouraged and part of the process, this case is wandering without any direction. This Commissioner disagrees with the suspension of the proceedings from December that was ordered by delegation (without a vote of the Commission). The applicants should be held to their burden in the case filed on April 4, 2007, or the Commission should consider the proposal abandoned and dismiss it for want of prosecution.

This Commission, at the very least, should immediately address the Motion for Partial Summary Determination that was filed on December 5, 2007. If the parties agree that the question is entirely a matter of law, then there is no reason to wait to decide that Motion. The Applicants and the parties should be required to file their responses within ten days so the Commission can render a decision. This Commissioner would have

preferred granting the Office of Public Counsel's Motion for Reconsideration and ordering the parties to respond to the Motion for Partial Summary Determination so the Commission can rule on the Motion. It appears that this Motion was filed in response to Commissioner inquiries and should not be ignored.

The majority suggests that since there may be a new "alternative" plan filed on January 31, 2008, it would be a waste of time to consider the Motion. This Commissioner disagrees. If the parties fail to settle the case in its entirety, then this Commission will be faced with the original case and merger request. Procedurally, the case would then be reset for evidentiary hearing. In that event, the issue of regulatory amortizations will still be at issue and the Motion will need to be addressed.

If the applicants have decided to abandon their original proposal, this case should be dismissed for want of prosecution. Any new plan should be filed in a new case with new pleadings, reports and testimony and the current case should be closed or dismissed. If the "alternative plan" fails to attract a unanimous settlement and the Applicants wish to take up the original proposal, then there remains much work and study to be done.

This case has been pending since April 4, 2007, and the parties have had the opportunity for settlement discussions well before the evidentiary hearing began on December 3, 2007. The parties should have filed a more specific procedural schedule on December 21, 2007, as directed by the regulatory law judge, with a suggested plan of how the case should proceed. Instead, this Commission is being asked to delay and defer to others on important regulatory policies.

For the foregoing reasons, this Commissioner dissents.

Respectfully submitted,


Robert M. Clayton III
Commissioner

Dated at Jefferson City, Missouri
on this 14th day of February 2008.