

**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,) Case No. EM-_____
and NextEra Energy Transmission, LLC)
 (“NextEra Entities”) for approval of the)
Acquisition of GridLiance by the NextEra)
Entities)

**JOINT MOTION FOR AN ORDER DISCLAIMING JURISDICTION OVER THE
PROPOSED TRANSACTION, OR, IN THE ALTERNATIVE, JOINT APPLICATION
FOR APPROVAL OF PROPOSED TRANSACTION**

NextEra Energy Transmission Investments, LLC (“NETI”), and NextEra Energy Transmission, LLC (“NEET”) (collectively, the “NextEra Entities”), as well as GridLiance High Plains LLC (“GridLiance HP”), GridLiance GP, LLC, and GridLiance Holdco, LP (“GridLiance Holdco”) (collectively, the “GridLiance Entities”), together, the “Joint Applicants,” jointly submit this Application (“Joint Application”). As described in more detail in this Joint Application and the attached supporting materials, the NextEra Entities have agreed to acquire the upstream ownership interests of GridLiance, including GridLiance HP (the “Proposed Transaction”). This acquisition will occur at the holding company level, and GridLiance HP will remain the operating public utility in Missouri.

Joint Applicants respectfully assert it is not clear that the Public Service Commission of the State of Missouri (“Commission” or “MPSC”) has jurisdiction over a holding company to holding company transaction as set forth in the Joint Application, and in the event the Commission concludes it does not have jurisdiction, the Joint Applicants request the Commission issue an order disclaiming jurisdiction. In the event, however, the Commission concludes it does have jurisdiction, the Joint Applicants request that the Commission approve the Proposed Transaction

as not detrimental to the public interest pursuant to Section 393.190 RSMo, 20 CSR 4240-2.060, 2.080(14), 2.090(4), 10.105, and 10.135. The Joint Applicants also request that the Commission waive the 60-Day Notice Period and proceed expeditiously as requested in the Motion for Waiver of the 60-Day Notice Period and Motion for Expedited Treatment filed concurrently herewith, and that a prehearing conference be scheduled.

I. INTRODUCTION

1. The Joint Applicants have agreed that, pursuant to a September 29, 2020 Purchase and Sale Agreement (“Purchase Agreement”), pending a number of conditions precedent including review and approval by the MPSC as necessary, NETI will acquire one hundred percent of the limited partnership interests in GridLiance Holdco and one hundred percent of the membership interests in GridLiance Holdco’s general partner, GridLiance GP, LLC. GridLiance HP is an indirect wholly-owned subsidiary of GridLiance Holdco.

2. The Proposed Transaction will leave in place the direct and indirect wholly-owned subsidiaries of GridLiance Holdco, including GridLiance HP, and all intermediary holding companies, and all of the subsidiaries’ licenses, registrations, permits, personnel, facilities, and credit facilities. Pursuant to the Purchase Agreement, NETI may assign its rights under the Purchase Agreement to any of its affiliates that are wholly owned by NEET. After closing, through the NETI assignment of rights, GridLiance Holdco, including GridLiance HP, will be subsidiaries of NEET. The attached **Exhibit A** contains organizational charts that depict the proposed ownership of GridLiance upon closing of the Proposed Transaction.

3. GridLiance HP is a public utility that holds a certificate of convenience and necessity (“CCN”) from this Commission, potentially making the Proposed Transaction subject to Commission approval under Section 393.190 RSMo.

4. Because the Proposed Transaction will occur at the holding company level, Joint Applicants respectfully submit that it is not clear whether the Proposed Transaction actually requires Commission approval. To the extent the Commission determines that its approval is not required, Joint Applicants respectfully request that the MPSC issue an order disclaiming jurisdiction over the Proposed Transaction.

5. In the event that Commission approval is required, Joint Applicants submit that approval is warranted, as the Proposed Transaction is not detrimental to the public interest. GridLiance HP will continue to be a transmission-only public utility in the State of Missouri and will continue to be rate-regulated by the Federal Energy Regulatory Commission (“FERC”). Further, expedited approval of the Proposed Transaction is warranted here because the Proposed Transaction does not involve the merger of two public utilities that are rate-regulated by the Commission; rather, it involves a transaction at the holding company level of GridLiance HP, a public utility that is not rate-regulated by the Commission and has no Missouri retail ratepayers. Therefore, many of the traditional state and local issues raised by public utility mergers are not implicated by the Proposed Transaction.

6. In addition to undersigned counsel, pleadings, notices, orders and other correspondence concerning this Joint Application should be addressed to:

Kathryn L. Patton
Gregory D. Jones
201 E. John Carpenter Freeway
Suite 900
Irving, TX 75062
Telephone: (972) 476-0154
kpatton@gridliance.com
gjones@gridliance.com

Brian J. Murphy
Managing Attorney
NextEra Energy Resources, LLC

700 Universe Blvd.
Juno Beach, FL 33408
Telephone: (561) 236-7461
Brian.J.Murphy@nexteraenergy.com

Tracy Davis
Senior Attorney
NextEra Energy Transmission, LLC
5920 W. William Cannon Dr., Bldg. 2
Austin, TX 78749
Telephone: (512) 236-3141
TracyC.Davis@nexteraenergy.com

II. DESCRIPTION OF THE PARTIES

A. GridLiance HP

7. GridLiance HP is a limited liability company organized and existing under the laws of the State of Delaware and a wholly-owned direct subsidiary of GridLiance Eastern Holdings LLC. GridLiance Eastern Holdings is, in turn, a wholly-owned direct subsidiary of GridLiance Heartland Holdings, LLC, which is, in turn, wholly owned by GridLiance Holdco. GridLiance Holdco shares are primarily owned by Blackstone Power and Natural Resources, LP, an affiliate of the Blackstone Group LP.

8. GridLiance HP is a public utility that possesses a CCN granted by the Commission's July 20, 2016 Order in Case No. EA-2016-0036, and the Commission's December 19, 2018 order in Case No. EA-2019-0112. The Order in Case No. EA-2016-0036: (1) granted a CCN to GridLiance HP's predecessor, South Central MCN LLC ("SCMCN"); (2) approved the purchase by SCMCN of approximately ten miles of 69 kilovolt transmission lines and related facilities located in Christian and Greene Counties that SCMCN sought to acquire from the City of Nixa, Missouri (the "Southwest Missouri Assets"); and (3) approved the transfer of functional control of the Southwest Missouri Assets to the Southwest Power Pool, Inc. ("SPP"), subject to compliance with certain conditions and post-closing obligations. Thereafter, pursuant to an Order

effective September 4, 2018, SCMCN changed its name to “GridLiance High Plains LLC”. GridLiance HP subsequently obtained a CCN related to additional construction as to its then existing facilities in Case No. EA-2019-0112.

9. FERC will retain exclusive jurisdiction over the rates of GridLiance HP. The SPP provides FERC-jurisdictional transmission service over GridLiance HP’s networked transmission facilities, pursuant to a FERC-approved formula rate included in Attachment H of the SPP Open Access Transmission Tariff. GridLiance HP’s rates are calculated according to its formula rate template, subject to the review and challenge procedures set forth in its protocols.

10. The Southwest Missouri Assets that GridLiance HP acquired from the City of Nixa are the Missouri public utility assets, among other assets, that are the subject of the Purchase Agreement.

B. NextEra Energy Transmission, LLC and NextEra Energy Transmission Investments, LLC

11. NETI is a limited liability company organized under the laws of the State of Delaware and is utilized as the NEET subsidiary to facilitate acquisitions. As such, it is being used to acquire GridLiance HP. It is a wholly-owned subsidiary of NEET, a Delaware limited liability company, which serves as a holding company for NextEra Energy, Inc.’s (“NextEra Energy”) regulated transmission utilities across North America outside of the state of Florida. NEET and NETI are in the process of registering as foreign limited liability companies with the Missouri Secretary of State, and when the registration certificates are obtained, the certificates will be filed with the Commission. After closing, through the NETI assignment of rights, GridLiance Holdco, including GridLiance HP, will be subsidiaries of NEET.

12. NextEra Energy is a proven, experienced owner of electric utilities across North America, with a long-standing commitment to the state of Missouri. As a NextEra Energy

subsidiary, NEET possesses significant operational, technical, and financial expertise, and will bring these significant resources to bear in owning GridLiance HP. NEET develops, finances, constructs, operates, and maintains transmission assets across the continent. The NEET portfolio includes operating assets in Texas, California, and New Hampshire; a project under construction in Ontario, Canada; and numerous projects under development across the United States.

III. DESCRIPTION OF THE PROPOSED TRANSACTION

13. The terms of the Proposed Transaction are set forth in the Purchase Agreement and provide that, pending a number of conditions precedent including review and approval by the MPSC as necessary, NETI will acquire one hundred percent of the limited partnership interests in GridLiance Holdco and one hundred percent of the membership interests in GridLiance Holdco's general partner, GridLiance GP, LLC. Public and confidential copies of the Purchase Agreement are included in this Application as public and confidential versions of **Exhibit B**.¹

IV. JURISDICTION OF THE COMMISSION

14. In the Commission's December 29, 2018 Order Granting Certificate of Convenience and Necessity, the Commission stated, citing RSMo 386.020(14), (15), (43):

GridLiance is an electrical corporation and a public utility subject to Commission jurisdiction. GridLiance's Missouri facilities, according to its application, are electric plant that will be used for the transmission of electricity that will be used for light, heat, or power.

Because GridLiance HP is an electrical corporation and a public utility subject to the Commission's jurisdiction, the Joint Applicants submit the Joint Application in the event the

¹ Given the commercial sensitivity of certain terms and conditions of the Purchase Agreement, Joint Applicants are providing public and confidential versions of the Purchase Agreement in accordance with 20 CSR 4240-2.135(2)(A)(3) & (6) as certain terms and conditions relate to and are based upon services that are offered in competition with other parties who engaged in similar transactions in the competitive transmission industry and would reveal strategies employed, to be employed, or under consideration in contract negotiations.

Commission determines they are required to obtain approval of the Proposed Transaction under Section 393.190 RSMo.

15. The Joint Applicants, however, assert it is appropriate for the Commission to disclaim jurisdiction because GridLiance HP is presently a wholly-owned subsidiary of GridLiance Eastern Holdings LLC, which is a wholly-owned subsidiary of GridLiance Heartland Holdings LLC, which is a wholly-owned subsidiary of GridLiance Holdco. As a result of the Proposed Transaction, GridLiance Holdco and its general partner will merely have different equity owners.

16. Section 393.190.1 RSMo, states in relevant part as follows:

No gas corporation, electrical corporation, water corporation or sewer corporation shall hereafter sell, assign, lease, transfer, mortgage or otherwise dispose of or encumber the whole or any part of its franchise, works or system, necessary or useful in the performance of its duties to the public, nor by any means, direct or indirect, merge or consolidate such works or system, or franchises, or any part thereof, with any other corporation, person or public utility, without having first secured from the commission an order authorizing it so to do.

17. GridLiance HP is the only electrical corporation referenced by the subject transaction. Neither GridLiance HP's ownership of Missouri electrical plant, nor the ownership of GridLiance HP, will change as a result of the Proposed Transaction.

18. Further, although not a case involving an electric corporation, the Commission has previously disclaimed jurisdiction in equity ownership of a parent company. *See In the Matter of the Proposed Acquisition of Missouri-American Water Company and American Water Works Company by the German Corporation RWE AG*, Order Closing Case, Case No. WO-2002-206 (December 13, 2001). In that case, the Commission concluded:

The Commission has reviewed the pleadings, the cases and the Missouri statutes cited by parties, and the structure of the proposed transaction. *The Commission determines that there is nothing in the statutes that confers*

jurisdiction to examine the acquisition of a non-regulated corporation by another non-regulated corporation, even though one of them may own a Missouri-regulated utility company. The Commission's past approach to transactions of this type has been the proper one, and will be followed here. Since the Commission has no jurisdiction, it will close this case. (Emphasis added.)

19. In the instant proceeding, the Proposed Transaction involves the acquisition of a non-regulated entity by another non-regulated entity, and, therefore, Joint Applicants respectfully submit that the Commission should similarly disclaim jurisdiction of the Joint Application.

V. OTHER REGULATORY APPROVALS

20. Joint Applicants have also filed applications seeking approval of the Proposed Transaction by the Kansas Corporation Commission, Oklahoma Corporation Commission, FERC under Section 203 of the Federal Power Act ("FPA"), and the Federal Trade Commission under the Hart-Scott-Rodino review process.

VI. INFORMATION REQUIRED BY COMMISSION RULES

21. None of the Joint Applicants are subject to any pending action or unsatisfied judgment or decision from any state or federal agency or court involving customer service or rates which action, judgment, or decision that has occurred within the last three years. 20 CSR 4240.2-060(1)(K).

22. None of the Joint Applicants have any annual report or assessment fees that are overdue to the Commission. 20 CSR 4240.2-060(1)(L).

23. The Proposed Transaction will transfer one hundred percent of the limited partnership interests in GridLiance Holdco, which includes GridLiance HP, and one hundred percent of the membership interests in GridLiance GP, LLC to NETI. GridLiance HP will continue to exist and will continue to hold its existing licenses and property, and will continue to be subject to all of the benefits and obligations of its current contracts. 20 CSR 4240-10.105(1)(A).

24. A copy of the redacted Purchase Agreement is attached hereto as **Exhibit B**. 20 CSR 4240-10.105(1)(B); 20 CSR 4240.10-135(1)(A).

25. The regulations require: “The verification of proper authority by the person signing the application or a certified copy of resolution of the board of directors of each applicant authorizing the proposed action. 20 CSR 4240-10.105(1)(C); 20 CSR 4240-10.135(1)(B). The Resolutions of NETI and NEET to enter into the Proposed Transaction are submitted as **Exhibit C**. The GridLiance Entities request a waiver of this requirement, since none of the GridLiance Entities have, or are required to, authorize the proposed action. GridLiance HP’s certificate of good standing is submitted as **Exhibit D**.

26. The Proposed Transaction is not detrimental to the public interest for the reasons discussed below. 20 CSR 4240-10.105(1)(D); 20 CSR 4240-10.135(1)(C).

27. Neither NEET nor NETI are currently subject to the jurisdiction of the Commission as a public utility, and neither will become a public utility under Missouri law as a result of the Proposed Transaction. 20 CSR 4240.10-105(1)(E).

28. The Proposed Transaction will not have any impact on the tax revenues of any political subdivisions in Missouri. 20 CSR 4240-10.105(1)(F).

VII. THE PROPOSED TRANSACTION WILL NOT BE DETRIMENTAL TO THE PUBLIC INTEREST

29. The standard for granting approval under Section 393.190.1 is the “not detrimental to the public interest” standard. In this case, the traditional concerns about potential detriments to Missouri retail rates or retail services are not present because GridLiance HP does not currently, and as a result of the Proposed Transaction will not have, any retail customers in Missouri and GridLiance HP is not rate-regulated by the MPSC.

30. The Proposed Transaction is not detrimental to the public interest due to the benefits of NEET's managerial, technical and financial ability to assist GridLiance HP, as described below and in the supporting testimony filed herewith.

31. The financial, managerial, and technical qualifications of NEET are set forth in the Direct Testimony of Mr. Eric Gleason, President of NEET, and Ms. LaMargo Sweezer-Fischer, Senior Director of Operations of NEET.²

VIII. IDENTIFICATION OF WITNESSES THAT PRE-FILED DIRECT TESTIMONY IN SUPPORT OF THE JOINT APPLICATION

32. In support of this Joint Application, the following witnesses have prepared and pre-filed direct testimony and exhibits:

- **J. Brett Hooton, President of GridLiance HP**, will provide an overview of GridLiance HP and how NEET's managerial, financial, and technical experience and expertise is a good fit and will be beneficial to GridLiance HP and the State of Missouri.
- **Eric Gleason, President of NEET**, will: (1) provide an overview of NextEra Energy, NEET, and NETI; (2) describe the Proposed Transaction; (3) describe the pre-and post-corporate structures; (4) address the managerial, financial, and technical capabilities of NextEra Energy and NEET; and (5) explain why approval of the Proposed Transaction is not detrimental to the public interest.

² The Joint Applicants are concurrently with this filing submitting with FERC a section 203 of the FPA in which they commit to hold transmission and wholesale customers harmless from the transaction and transition costs associated with the Proposed Transaction in excess of transaction savings for a five-year period. Any attempt to recover transaction or transition costs during that timeframe would be subject to section 205 filings with the FERC to demonstrate offsetting benefits. This commitment, however, is not a rate freeze and Joint Applicants retain full rights to seek changes to rate during this time, in accordance with FPA section 205, reflecting their full costs of service.

- **LaMargo Sweezer-Fischer, NEET Senior Director of Operations of NEET**, will describe the technical and operational capabilities of NEET and of the NextEra Energy corporate organization. Ms. Sweezer-Fischer also provides details regarding NextEra Energy’s extensive operational, safety, and reliability capabilities and expertise.

IX. MOTION FOR WAIVER

33. Rule 20 CSR 4240-4.017(1) provides that “(a)ny person that intends to file a case shall file a notice with the secretary of the commission a minimum of sixty (60) days prior to filing such case.” A notice was not filed 60 days prior to the filing of this Application, and the Joint Applicants are concurrently filing a motion seeking a waiver of the 60-day notice requirement.

34. Rule 20 CSR 4240-4.017(1)(D) provides that a waiver may be granted for good cause. Good cause exists in this case. Joint Applicants declare that they have had no communication with the office of the Commission (as defined by Commission Rule 4 CSR 240-4.015(10)) within the prior 150 days regarding any substantive issue likely to be in this case, other than those pleadings filed for record. Accordingly, for good cause shown, Joint Applicants are concurrently filing a motion a waiver of the 60-day notice requirement of Rule 20 CSR 4240-4.017(1) and associated verifications.

WHEREFORE, Joint Applicants respectfully request that the Commission issue an order disclaiming jurisdiction. In the event, however, the Commission concludes it does have jurisdiction, the Joint Applicants request that the Commission approve the Proposed Transaction with a finding that it is not detrimental to the public interest, permit the consummation of the Proposed Transaction, and provide such other relief as the Commission may deem just and proper to accomplish the purpose of the Joint Application.

Respectfully submitted,

/s/ Anne E. Callenbach

Anne E. Callenbach MBN #56028
Andrew O. Schulte MBN #62194
Polsinelli PC
900 W. 48th Place, Suite 900
Kansas City, MO 64112
Telephone: (816) 572-4754
Facsimile: (816) 817-6496 Fax
acallenbach@polsinelli.com
aoschulte@polsinelli.com

ATTORNEYS FOR NEXTERA TRANSMISSION
INVESTMENTS, LLC AND NEXTERA ENERGY
TRANSMISSION, LLC

/s/ Deann L. Cooper

Dean L. Cooper MBE #36592

BRYDON, SWEARENGEN & ENGLAND P.C.
312 E. Capitol Avenue
P. O. Box 456
Jefferson City, MO 65102
Phone: (573) 635-7166
dcooper@brydonlaw.com
ATTORNEYS FOR GRIDLIANCE GP, LLC,
GRIDLIANCE HOLDCO, LP., AND
GRIDLIANCE HIGH PLAINS LLC

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing was served upon all parties of record by e-mail or U.S. mail, postage prepaid, this 20th day of October, 2020.

/s/ Anne E. Callenbach

ATTORNEYS FOR NEXTERA TRANSMISSION
INVESTMENTS, LLC AND NEXTERA ENERGY
TRANSMISSION, LLC

EXHIBITS FILED WITH JOINT APPLICATION

Exhibit A: Post-Proposed Transaction Organizational Chart

Exhibit B: Public and CONFIDENTIAL versions of the Purchase and Sale Agreement

Exhibit C: Resolutions of NETI and NEET to enter into the Proposed Transaction

Exhibit D: GridLiance HP Certificate of Good Standing

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

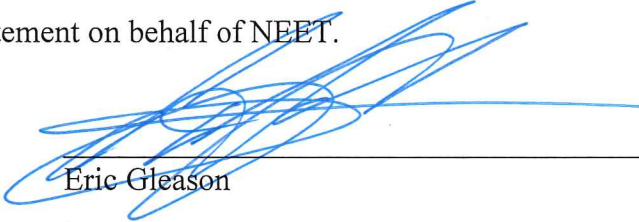
In the Matter of the Joint Application of)
GridLiance High Plains LLC, GridLiance GP,)
LLC, and GridLiance Holdco, LP ("GridLiance"))
NextEra Energy Transmission Investments, LLC,)
and NextEra Energy Transmission, LLC) Case No. EM-_____
("NextEra Entities") for approval of the)
Acquisition of GridLiance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

AFFIDAVIT OF ERIC GLEASON

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

Eric Gleason, being first duly sworn upon his oath, states:

1. My name is Eric Gleason. I am President for NextEra Energy Transmission, LLC ("NEET").
2. I have read the above and foregoing Application and the statements contained therein are true and correct to the best of my information, knowledge and belief.
3. I am authorized to make this statement on behalf of NEET.


Eric Gleason

Subscribed and sworn before me this 20th day of October 2020.


Notary Public



**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)
 (“NextEra Entities”) for approval of the)
Acquisition of GridLiance by the NextEra)
Entities)

Case No. EM-_____

AFFIDAVIT OF J. Brett Hooton


STATE OF TEXAS)
) ss
COUNTY OF DALLAS)

J. Brett Hooton, being first duly sworn upon his oath, states:

1. My name is J. Brett Hooton. I am President for GridLiance High Plains LLC (“GridLiance HP”).
2. I have read the above and foregoing Application and the statements contained therein are true and correct to the best of my information, knowledge and belief.
3. I am authorized to make this statement on behalf of GridLiance HP.


J. Brett Hooton

Subscribed and sworn before me this 20th day of October 2020.


Notary Public

JANET M. VIRGA
Notary Public, State of Texas
Comm. Expires 02-09-2023
Notary ID 13010994-2