BEFORE THE PUBLIC SERVICE COMMISSION OF THE STATE OF MISSOURI

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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. EM-2016-0213

ORDER SETTING PROCEDURAL SCHEDULE AND OTHER PROCEDURAL REQUIREMENTS

Issue Date: May 4, 2016

Effective Date: May 4, 2016

On March 16, 2016, The Empire District Electric Company ("Empire"), Liberty Utilities (Central) Co. ("LU Central") and Liberty Sub Corp. filed a joint application asking the Commission to approve a transaction in which LU Central would acquire all of the common stock of Empire. On April 21, 2016, the Commission's Staff, Empire, LU Central, Liberty Sub Corp, and the Office of the Public Counsel jointly filed a proposed procedural schedule. Ten days have elapsed and no party has objected to the proposed procedural schedule.¹ The Commission will adopt the proposed procedural schedule with some modifications to accommodate Commissioners' schedules and order additional procedural requirements.

THE COMMISSION ORDERS THAT:

1. The following procedural schedule is established:

¹ Commission rule 4 CSR 240-2.080(13) provides that parties shall be allowed ten days from the date of filing in which to respond to any pleading unless otherwise ordered by the Commission.

Date	Event
May 16-17, 2016	Technical conference
June 1, 2016	Second technical conference
July 20, 2016	Rebuttal testimony
August 5, 2016	Surrebuttal testimony
August 15, 2016	Joint list of issues, order of witnesses, order of parties
	for cross-examination, order of opening statements
August 18, 2016	Position statements
Aug. 29-31, 2016	Evidentiary hearing
Sept. 16, 2016	Initial briefs
Sept. 27, 2016	Reply briefs

2. The evidentiary hearing is scheduled for August 29-31, 2016, beginning at 8:30 a.m. The hearing will be held in Room 310 of the Governor Office Building, 200 Madison Street, Jefferson City, Missouri. The hearing will be held in a building that meets accessibility standards required by the Americans with Disabilities Act. Any person requiring additional accommodations to participate in the hearing shall call the Missouri Public Service Commission's Hotline at 800-392-4211 (voice) or Relay Missouri at 711 before the hearing.

3. The parties shall comply with the following additional procedural requirements:

- A. All parties shall provide copies of testimony (including schedules), exhibits and pleadings to other counsel by electronic means and in electronic form essentially concurrently with the filing of such testimony, exhibits or pleadings where the information is available in electronic format. Parties shall not be required to put information that does not exist in electronic format into electronic format for purposes of exchanging it.
- B. Whenever possible, data request questions should not contain either highly confidential or proprietary information. If either highly confidential or proprietary information must be included in data request questions, the highly confidential or proprietary information should be prominently marked and appropriately designated as such pursuant to 4 CSR 240- 2.135.

- C. Data request responses will be served on counsel for the requesting party and on the requesting party's employee or representative who submitted the data request and shall be served electronically, if feasible and not voluminous as defined by Commission rule. When serving data requests, counsel for each party shall send to counsel for each other party an electronic copy of the text of data request "descriptions." If the description contains highly confidential or proprietary information, or is voluminous, a hyperlink to the EFIS record of that data request shall be considered a sufficient copy.
- D. Any party seeking the response to a data request that has been issued by another party shall request a copy of the response from the party answering the data request.
- E. Data requests, objections, or notifications respecting the need for additional time to respond shall be sent via e-mail to counsel for the other parties. Counsel may designate other personnel to be added to the service list but shall assume responsibility for compliance with any restrictions on confidentiality.
- F. For data requests served before the filing of rebuttal testimony on July 20, 2016, the response time for all data requests shall be 20 calendar days, and 10 calendar days to object or notify that more than 20 calendar days will be needed to provide the requested information. For data requests served after the filing of rebuttal testimony on July 20, 2016, the response time for data requests shall be 10 calendar days to provide the requested information, and 5 business days to object or notify that more than 10 calendar days will be needed to provide the requested information. For data requests served after the filing of surrebuttal testimony on August 5, 2016, the response time for data requests shall be 5 business days to provide the requested information, and 3 business days to object or notify that more than 5 business days will be needed to provide the requested information. Data requests sent after 5:00 p.m. will be considered served on the next business day.
- G. Workpapers that were prepared in the course of developing a witness' testimony (including schedules) and exhibits should not be filed with the Commission but shall be submitted to each party within 2 business days following the filing of the particular testimony, unless a party has indicated that it does not want to receive some or all of the workpapers. Workpapers containing highly confidential or proprietary information should be appropriately marked. Counsel shall undertake to advise other

counsel if the sponsored witness has no workpapers related to the round of testimony.

- H. Where workpapers or data request responses include models or spreadsheets or similar information originally in a commonly available format where inputs or parameters may be changed to observe changes in inputs, if available in the original format, the party providing the workpaper or response shall provide this type of information in that original format with formulas intact.
- All filings made through the Commission's Electronic Filing and Information System (EFIS) will be timely filed if filed before midnight on the date the filing is due. Documents filed in EFIS are considered properly served by serving the same on counsel of record for all other parties via e-mail essentially contemporaneously with the EFIS filing.
- J. Testimony shall be prefiled as defined in Commission Rule 4 CSR 240-2.130. All parties must comply with this rule, including the requirement that testimony be filed on line-numbered pages.
- K. The parties shall agree upon and Staff shall file a list of the issues to be heard, the witnesses to appear on each day of the hearing, the order in which they will be called, the order of party cross-examination for each witness, and the order of opening statements. The list of issues shall be stated with particularity. If the parties are unable to agree to an issues list, each party shall file a separate issues list.
- L. Each party shall file a simple and concise statement summarizing its position on each disputed issue.
- M. All pleadings, briefs, and amendments shall be filed in accordance with Commission Rule 4 CSR 240-2.080. Briefs shall follow the same list of issues as filed in the case and must set forth and cite the proper portions of the record concerning the unresolved issues that the parties believe require decision by the Commission.
- N. All parties shall bring an adequate number of copies of exhibits that they intend to offer into evidence at the hearing. If an exhibit has not been prefiled, the party offering it must bring, in addition to the copy for the court reporter, copies for the five Commissioners, the Presiding Judge, and all counsel.
- O. Exhibit numbers are assigned in the following manner:

Empire Dist. Elec. Co./Liberty Util.	1-99
Commission's Staff	100-199
Office of the Public Counsel	200-249
Mo. Division of Energy	250-299
City of Joplin	300-349
Midwest Energy Users' Assoc.	350-399
Empire Retired Members/Spouses	400-449
Empire SERP Retirees	450-499
Renew Missouri	500-549
IBEW Unions 1464/1474	550-599
Midwest Energy Consumers Group	600-649
LiUNA	650-699
Pittsburgh Corning	700-749

- P. Each party shall prepare a list of its pre-filed, pre-marked exhibits and submit a copy of that list to every other party and to the regulatory law judge no later than August 25, 2016. The lists shall not be filed in the EFIS case file. Exhibits that may be offered during cross-examination, but which have not been pre-filed, need not be included on the list. However, when those documents are offered during the hearing, they will be assigned a number from that party's number group.
- 4. This order shall be effective when issued.



BY THE COMMISSION

Morris I Woodruff

Morris L. Woodruff Secretary

Michael Bushmann, Senior Regulatory Law Judge, by delegation of authority pursuant to Section 386.240, RSMo 2000.

Dated at Jefferson City, Missouri, on this 4th day of May, 2016.