

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

In the Matter of the Application of The            )  
Empire District Electric Company for            )            File No. EA-2019-0010  
Certificates of Convenience and Necessity    )  
Related to Wind Generation Facilities.        )

**EMPIRE’S APPLICATION**  
**FOR CERTIFICATES OF CONVENIENCE AND NECESSITY**

COMES NOW The Empire District Electric Company (“Empire” or “Company”), pursuant to Section 393.170.1, RSMo, and Missouri Public Service Commission (“Commission”) Rules 4 CSR 240-2.060 and 4 CSR 240-3.105, and, for its *Application for Certificates of Convenience and Necessity*, respectfully states as follows to the Commission:

**I. INTRODUCTION**

1. Empire is a corporation duly organized and existing under the laws of the State of Kansas and is duly qualified and engaged in doing business in the states of Missouri, Kansas, Arkansas and Oklahoma. Empire owns and operates an electric utility system located in contiguous portions of the above-mentioned four states, which is used to serve approximately 172,000 total electric customers. Empire is an “electric corporation” and a “public utility” as those terms are defined in RSMo. 386.020 and is subject to the jurisdiction and supervision of the Commission as provided by law.

2. A certified copy of Empire’s Restated Articles of Incorporation, as amended and as filed in Case No. EF-94-39, is incorporated herein by reference in accordance with Commission Rule 4 CSR 240-2.060(1)(G). A certificate from the Missouri Secretary of State that Empire, a foreign corporation, is authorized to do business in Missouri was filed with the Commission in Case No. EM-2000-369 and is incorporated by reference in accordance with Commission Rule 4 CSR 240-2.060(1)(G). This information is current and correct. Empire has no pending actions or

final unsatisfied judgments or decisions against it from any state or federal agency or court that involve customer service or rates. Empire’s annual report and assessment fees are not overdue.

3. Correspondence and other papers regarding this docket should be addressed to the undersigned counsel and the following:

Christopher D. Krygier Director, Rates and Regulatory Affairs Liberty Utilities 602 S. Joplin Ave. Joplin, MO 64801 417-625-6188 <a href="mailto:chris.krygier@libertyutilities.com">chris.krygier@libertyutilities.com</a>	Angela Cloven Planning and Regulatory Specialist Liberty Utilities 602 S. Joplin Ave. Joplin, MO 64801 417-625-6514 <a href="mailto:angela.cloven@libertyutilities.com">angela.cloven@libertyutilities.com</a>
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## **II. BACKGROUND**

4. Empire previously undertook an analysis of whether it could bring savings to its customers by taking advantage of the historically low cost of acquiring new wind generation using tax equity financing to maximize the use of federal tax incentives such as the Production Tax Credits (“PTC”) and accelerated depreciation. This analysis formed the basis for Empire’s application in Case No. EO-2018-0092. The Commission issued its *Report and Order* in Case No. EO-2018-0092, on July 11, 2018, effective August 10, 2018. Among other things, the Commission found “that the millions of dollars in customer savings and the addition of renewable wind energy resulting from the CSP and the Joint Position could be of considerable benefit to Empire’s customers and the entire state” and determined “that Empire has shown by a preponderance of the evidence that certain provisions of the Customer Savings Plan as described above should be approved.”

5. Since the issuance of the *Report and Order* in Case No. EO-2018-0092, Empire has completed negotiations resulting from the Request for Proposals issued in October of 2017, and

executed Purchase and Sale Agreements (“PSAs”) concerning two projects – Kings Point and North Fork Ridge – each comprising approximately 150 MW of wind generation (the “Wind Projects”). The Wind Projects are located in or near the Empire service territory and will require minimal transmission upgrades in the Southwest Power Pool Integrated Marketplace. Pursuant to the PSAs, Empire would acquire the ownership of two holding companies owned by the wind developer, which in turn will own the Wind Projects through Wind Project Companies.

6. Therefore, Empire seeks certificates of convenience and necessity, in accordance with Section 393.170.1, RSMo, authorizing Empire to acquire an interest in the two holding companies that own the Wind Project Companies that will be constructing and installing the Wind Projects, as well as authorize Empire to own, operate, maintain, and otherwise control and manage the Wind Projects to be constructed in Barton, Dade, Jasper, and Lawrence Counties in Missouri, as described herein.

7. In addition to the authority requested from the Commission, Empire will also be required to obtain similar authority from the Arkansas Public Service Commission (“ARPS”), and an order from the Federal Energy Regulatory Commission (“FERC”) pursuant to Section 203 of the Federal Power Act and Part 33 of FERC’s regulations (18 C.F.R. Part 33) with respect to Empire’s acquisition of the holding company interests and, indirectly, the Wind Projects.

8. Construction of the Wind Projects will start in the latter part of 2019, which will allow for the Wind Projects to be fully operational by the end of 2020, in order to qualify for 100% PTC eligibility. Empire will acquire its interest in the Wind Projects through holding companies in January of 2021, at which time its tax equity partner will make its capital investment in the holding companies, thereby becoming a joint owner with Empire.

### **III. WIND PROJECTS**

#### **KINGS POINT**

9. The Kings Point Wind Farm will be constructed in southeastern Barton County, southwestern Dade County, northeastern Jasper County and northwestern Lawrence County, Missouri. The point of interconnection for the generation tie lines will be the substation at Empire's La Russell Energy Center. Kings Point will have a capacity of approximately 150 MW.

10. The Kings Point Wind Farm will be constructed pursuant to a *Purchase and Sale Agreement* ("Kings Point PSA") between Tenaska Missouri Matrix Wind Holdings, LLC ("Tenaska Missouri"), Steelhead Missouri Matrix Wind Holdings, LLC ("Steelhead Missouri"), and Empire. A copy of the Kings Point PSA is attached as **Schedule TM-1A-HC** to the Direct Testimony of Todd Mooney. The estimated cost of the project is found in the Direct Testimony of Todd Mooney. **Schedule TM-1A-HC** and the estimated costs have been identified as Highly Confidential in accordance with Commission Rule 4 CSR 240-2.135(4), and the *Motion for Protective Order* filed concurrently with this Application. In the alternative, **Schedule TM-1A-HC** and **the estimated costs** are identified as Confidential in accordance with Commission Rule 4 CSR 240-2.135(2)(A)4 and 6, as they contain market specific information and information representing strategies employed in contract negotiations.

11. A legal description and map of the area and route for the Kings Point Wind Farm are attached to the Direct Testimony of Timothy N. Wilson.

12. The assets to be constructed as a part of the Kings Point Wind Farm and a copy of the plans and specifications for the project are found in **Annex 5 and Annex 7** to the Kings Point PSA (**Schedule TM-1A-HC**).

13. A list of all electric, gas, and telephone conduit, wires, cables, and lines of regulated and nonregulated utilities, railroad tracks, and each underground facility, as defined in section 319.015, RSMo, which the proposed construction will cross is attached to the Direct Testimony of Timothy N. Wilson as **Schedule TNW-3**.

14. In addition to the authority requested by this Application, Empire will be responsible for obtaining the ARPS and FERC authority described above. Empire has already signed a road use and maintenance agreement with Jasper County which is attached as **Schedule TNW-4** to the Direct testimony of Timothy N. Wilson and expects to enter into similar agreements with Barton, Dade and Lawrence Counties before the end of the year. Empire will supplement its application with these additional agreements when they are completed. Tenaska Missouri and Steelhead Missouri will be responsible for obtaining governmental consents or approvals prior to the Kings Point PSA closing, as outlined in Section 4.5 of the PSA, with the exception of the Federal Aviation Administration Determination of No Hazard.

#### **NORTH FORK RIDGE**

15. The North Fork Ridge Wind Farm will be constructed in northwestern Jasper County and southwestern Barton County, Missouri. The point of interconnection for the generation tie lines will be the substation at Empire's Asbury Power Plant. North Fork Ridge will have a capacity of approximately 150 MW.

16. The North Fork Ridge Wind Farm will be constructed pursuant to a *Purchase and Sale Agreement* ("North Fork PSA") between Tenaska Missouri Matrix Wind Holdings, LLC, Steelhead Missouri Matrix Wind Holdings, LLC, and Empire. A copy of the North Fork PSA is attached as **Schedule TM-1B-HC** to the Direct Testimony of Todd Mooney. The estimated cost

of the project is found in the Direct Testimony of Todd Mooney; **Schedule TM-1B-HC** and the estimated costs have been identified as Highly Confidential in accordance with Commission Rule 4 CSR 240-2.135(4), and the *Motion for Protective Order* filed concurrently with this Application. In the alternative, **Schedule TM-1B-HC** and the estimated costs are identified as Confidential in accordance with Commission Rule 4 CSR 240-2.135(2)(A)4 and 6, as they contain market specific information and information representing strategies employed in contract negotiations.

17. A legal description and a map of the area and route for the North Fork Ridge Wind Farm are attached to the Direct Testimony of Timothy N. Wilson.

18. The assets to be constructed as a part of the North Fork Wind Farm and a copy of the plans and specifications for the project are found in **Annex 5** and **Annex 7** to the North Fork PSA (**Schedule TM-1A-HC**).

19. A list of all electric, gas, and telephone conduit, wires, cables, and lines of regulated and nonregulated utilities, railroad tracks, and each underground facility, as defined in section 319.015, RSMo, which the proposed construction will cross is attached to the Direct Testimony of Timothy N. Wilson as **Schedule TNW-3**.

20. In addition to the authority requested by this Application, Empire will be responsible for obtaining the ARPS and FERC authority described above. Empire has already signed a road use and maintenance agreement with Jasper County which is attached as **Schedule TNW-4** to the Direct testimony of Timothy N. Wilson and expects to enter into similar agreements with Barton, Dade and Lawrence Counties before the end of the year. Empire will supplement its application with these additional agreements when they are completed. Tenaska Missouri and Steelhead Missouri will be responsible for obtaining governmental consents or approvals prior to

the North Fork PSA closing, as outlined in Section 4.5 of the PSA, with the exception of the Federal Aviation Administration Determination of No Hazard.

## **FINANCING**

21. Empire will utilize a tax equity partner to finance a significant portion of the cost of the projects. At the time of closing on the PSAs, Empire will acquire 100% of the Class B shares and its tax equity partner will acquire 100% of Class A shares in the holding companies for each of the Wind Projects (the “Wind Holdcos”). Each of the Wind Holdcos will own 100% of the membership interests in the Wind Project Company that owns each of the Wind Projects. Upon the closing on the PSAs, each of the Wind Holdcos will become direct subsidiaries of Empire. As a result, Empire, via the Wind Holdcos, will acquire the Wind Project Companies that own the Wind Projects. After approximately ten years of tax equity participation and Empire joint ownership of the Wind Project Companies (through the Wind Holdcos), Empire has the right to purchase the tax equity partner’s ownership interest in the Wind Holdcos, at which point Empire would wholly own the Wind Project Companies. Attached as **Schedule TM-5-HC** to the Direct Testimony of Todd Mooney is a Letter of Interest from a tax equity partner. **Schedule TM-5-HC** has been identified as Confidential in accordance with Commission Rule 4 CSR 240-2.135(2)(A) 4 and 6, as it contains market specific information and information representing strategies employed in contract negotiations.

22. Empire, through its indirect parent, Liberty Utilities Co., will contribute the remaining amount of capital necessary to acquire the Wind Holdcos. Empire’s works, system and franchise will not be encumbered as a result of this transaction.

## **OPERATION AND MAINTENANCE**

23. Empire will operate the Wind Projects, scheduling and dispatching the Wind Projects into the Southwest Power Pool (“SPP”), and they will be Empire’s Network Resources in accordance with the SPP tariff. Each Wind Project Company will be an affiliate of Empire’s and will sell its power into the SPP Integrated Marketplace and will receive the revenues from those sales.

24. In the case of a significant, unplanned/forced outages of the Wind Projects, Empire will act in accordance with its general *Power Outage Recovery Plan* in order to restore/continue to provide safe and adequate service.

## **IV. THE PROJECTS ARE IN THE PUBLIC INTEREST**

25. Although not required by statute, the Commission has frequently considered five factors (the *Tartan* factors) in CCN proceedings: (1) need for the service; (2) the applicant’s qualifications to provide the proposed service; (3) the applicant’s financial ability to provide the service; (4) the economic feasibility of the proposal, and; (5) promotion of the public interest. The Commission has the authority to grant a requested CCN when it is determined that construction is “necessary or convenient for the public service.” Section 393.170.3, RSMo. “Necessity” does not mean essential or absolutely indispensable, but, instead, that the facility would be an improvement justifying its cost.

26. As detailed in the Direct Testimony of Empire witness Blake Mertens, there is a need for the Wind Projects and they are in the public interest. The Wind Projects will take advantage of real opportunities that exist today to add generation capacity to Empire’s fleet at reduced cost given the availability of PTCs, which in turn will provide low cost energy for



Empire's customers for years to come. Further, two of Empire's existing PPAs, representing all of Empire's current wind capacity and a total of 255 MWs, will expire after the proposed Wind Projects come online in December of 2020 (Elk River wind farm in 2025 (150 MW) and Meridian Way wind farm in 2028 (105 MW). Lastly, the Wind Projects satisfy the stated public policy objective of conserving natural resources and pursuing renewable energy sources as reflected in the State Energy Policy and the Renewable Energy Standards.

27. Moreover, as further described in the Direct Testimony of Empire witness Blake Mertens, Empire is qualified to provide the proposed service and has the financial ability to construct and operate the Wind Projects as proposed. Further, the Wind Projects are economically feasible as outlined in the Direct Testimony of Empire witness Todd Mooney.

28. For the reasons stated above, the Wind Projects will promote the public interest.

#### **V. RELATIONSHIP WITH EMPIRE'S IRP**

29. On October 17, 2018, Empire provided notice of a change of its 2016 preferred plan in accordance with Commission Rule 4 CSR 240-22.080 (File No. EO-2019-0106). Empire's new acquisition strategy includes the projects that are the subject of this case.

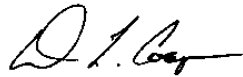
#### **VI. ADDITIONAL INFORMATION**

30. Empire has provided notice to landowners. Attached as **Appendix A** and **Appendix B** are Affidavits describing that landowner notice, to include the form of the notices sent to all landowners directly affected by the requested CCNs, and the lists of landowners to whom notice was sent. The lists of landowners attached as **Exhibit 2** to each Affidavit have been identified as Confidential in accordance with Commission Rule 4 CSR 240-2.135(2)(A)1, as it contains individually identifiable information.

31. All Direct Testimony documents identified in this Application are incorporated herein by such reference.

**WHEREFORE**, Empire respectfully requests that the Commission issue an order granting the CCNs requested herein, and issue such further orders as the Commission should find reasonable and just.

Respectfully submitted,



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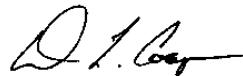
Dean L. Cooper, MBE #36592  
**BRYDON, SWEARENGEN & ENGLAND P.C.**  
P.O. Box 456  
Jefferson City, MO 65012  
(573) 635-7166 telephone  
[dcooper@brydonlaw.com](mailto:dcooper@brydonlaw.com)

**ATTORNEYS FOR THE EMPIRE DISTRICT  
ELECTRIC COMPANY**

**CERTIFICATE OF SERVICE**

The undersigned certifies that a true and correct copy of the foregoing document was sent by electronic mail or by U.S. Mail, postage prepaid, on October 18, 2018, to the following:

Office of the General Counsel Governor Office Building <a href="mailto:staffcounservice@psc.mo.gov">staffcounservice@psc.mo.gov</a>	Office of the Public Counsel Governor Office Building <a href="mailto:opcservice@ded.mo.gov">opcservice@ded.mo.gov</a>
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AFFIDAVIT

State of Missouri )  
 ) ss  
County of Newton )

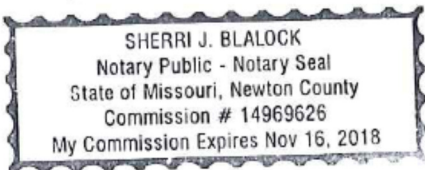
I, BLAKE MERTENS, having been duly sworn upon my oath, state that I am the VP OPERATIONS of The Empire District Electric Company (Empire), that I am duly authorized to make this affidavit on behalf of Empire, and that the matters and things stated in the foregoing Application are true and correct to the best of my information, knowledge and belief.

*[Signature]*

Subscribed and sworn before me this 17 day of October, 2018.

*Sherry J. Blalock*  
Notary Public

Nov. 16 2018  
Commission Expires



AFFIDAVIT

State of Missouri )  
 ) ss  
County of Jasper )

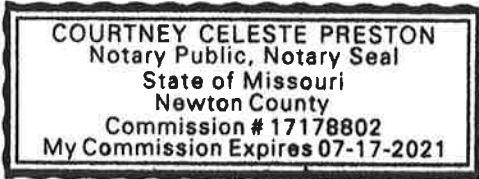
I, Alicia Blagg, having been duly sworn upon my oath, state that I am the Manager, Land Admin of The Empire District Electric Company (Empire), and that I am duly authorized to make this affidavit on behalf of Empire.

I hereby certify that on October 16<sup>th</sup>, 2018, Notices in the form attached hereto as **Exhibit 1** were sent by U.S. Mail, postage prepaid, to landowners directly affected by electric facilities proposed by this application (those owners where a permanent easement or other permanent property interest would be obtained over all or any portion of the land or if the land contains a habitable structure that would be within three hundred (300) feet of the centerline of an electric transmission line).

Attached as **Exhibit 2** is a list of all directly affected landowners to whom notice was sent.

Alicia Blagg

Subscribed and sworn before me this 16 day of October, 2018.



Courtney Preston  
Notary Public

7-17-2021  
Commission Expires

October 16, 2018

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\_\_\_\_\_  
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**Re: *Kings Point Wind Farm***

Dear Sir or Madam:

The purpose of this letter is to notify you that The Empire District Electric Company (Empire) will be filing an application with the Missouri Public Service Commission seeking a certificate of convenience and necessity related to the construction of a Wind Farm and associated facilities in the general area of your real estate in Jasper/Lawrence County, Missouri.

This facility is to be known as the Kings Point Wind Farm and will be constructed in northwestern Lawrence and eastern Jasper Counties. The point of interconnection for the generation tie lines will be the substation at Empire's LaRussell Energy Center.

The facilities to be constructed as a part of this project include wind turbines, collector lines and a substation.

You are being sent this notice because it is believed that your real estate will either be the site of a permanent easement or other permanent property interest or contains a house that would be within three hundred (300) feet of the centerline of a generation tie line easement.

If you would like more information, have any questions, or would like to discuss this matter, please contact me. My contact information follows:

Alicia Blagg  
3400 Kodiak Road  
Joplin, MO 64802  
(417) 625-6160  
[ablagg@empiredistrict.com](mailto:ablagg@empiredistrict.com)

You may also contact the Missouri Public Service Commission Staff and/or the Office of the Public Counsel, which represents the public in matters before the Commission. Their contact information is as follows:

Public Service Commission  
Attn: Staff  
P.O. Box 360  
Jefferson City, MO 65102  
Phone: 1-800-392-4211  
Email: [pscinfo@psc.mo.gov](mailto:pscinfo@psc.mo.gov)

Office of the Public Counsel  
P.O. Box 2230  
Jefferson City, MO 65102  
Phone: 866-922-2959  
Fax: 573-751-5562  
Email: [mopco@ded.mo.gov](mailto:mopco@ded.mo.gov)

Any comments should reference Case Number EA-2019-0010.

To submit your comments via the Public Service Commission's Website:

- 1.) Go to <http://www.psc.mo.gov>
- 2.) Click on the Submit Comments box under the "How Do I..." heading on the right top of the page
- 3.) From this page click on the "submit comment" link found under "Submit Comments in Writing"
- 4.) Fill out the Public Comments form, including the case number shown above. If you want to attach a document, before clicking the "Submit" button, click the "Attach" button. There are instructions on that page for attaching the document and returning to the previous screen.
- 5.) Click the "Submit" button at the bottom of the page.

Again, please feel free to contact me at (417)625-6160, if you would like more information or to discuss anything related to this project.

Sincerely,

October 16, 2018

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\_\_\_\_\_  
\_\_\_\_\_

**Re: North Fork Wind Farm**

Dear Sir or Madam:

The purpose of this letter is to notify you that The Empire District Electric Company (Empire) will be filing an application with the Missouri Public Service Commission seeking a certificate of convenience and necessity related to the construction of a Wind Farm and associated facilities in the general area of your real estate in Barton County, Missouri.

This facility is to be known as the North Fork Wind Farm and will be constructed in southwestern Barton and northwest Jasper Counties. The point of interconnection for the generation tie lines will be the substation at Empire's Asbury Power Plant.

The facilities to be constructed as a part of this project include wind turbines, collector lines and a substation.

You are being sent this notice because it is believed that your real estate will either be the site of a permanent easement or other permanent property interest or contains a house that would be within three hundred (300) feet of the centerline of a generation tie line easement.

If you would like more information, have any questions, or would like to discuss this matter, please contact me. My contact information follows:

Alicia Blagg  
3400 Kodiak Road  
Joplin, MO 64802  
(417) 625-6160  
[ablagg@empiredistrict.com](mailto:ablagg@empiredistrict.com)

You may also contact the Missouri Public Service Commission Staff and/or the Office of the Public Counsel, which represents the public in matters before the Commission. Their contact information is as follows:

Public Service Commission  
Attn: Staff  
P.O. Box 360  
Jefferson City, MO 65102  
Phone: 1-800-392-4211  
Email: [pscinfo@psc.mo.gov](mailto:pscinfo@psc.mo.gov)

Office of the Public Counsel  
P.O. Box 2230  
Jefferson City, MO 65102  
Phone: 866-922-2959  
Fax: 573-751-5562  
Email: [mopco@ded.mo.gov](mailto:mopco@ded.mo.gov)

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Sincerely,



**EXHIBIT 2**

**HAS BEEN MARKED**

**CONFIDENTIAL**

**IN ITS**

**ENTIRETY**

AFFIDAVIT

State of Missouri )  
 ) ss  
County of Jasper )

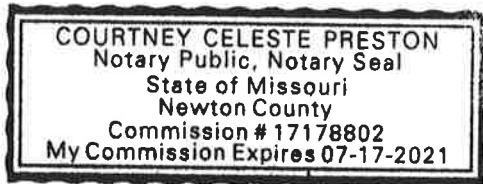
I, Alicia Blagg, having been duly sworn upon my oath, state that I am the Manager, Land Admin of The Empire District Electric Company (Empire), and that I am duly authorized to make this affidavit on behalf of Empire.

I hereby certify that on October 18<sup>th</sup>, 2018, Notices in the form attached hereto as **Exhibit 1** were sent by U.S. Mail, postage prepaid, to landowners directly affected by electric facilities proposed by this application (those owners where a permanent easement or other permanent property interest would be obtained over all or any portion of the land or if the land contains a habitable structure that would be within three hundred (300) feet of the centerline of an electric transmission line).

Attached as **Exhibit 2** is a list of all directly affected landowners to whom notice was sent.

Alicia Blagg

Subscribed and sworn before me this 18 day of October, 2018.



Courtney Preston  
Notary Public

7-17-21  
Commission Expires

October 18, 2018

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Re: *Kings Point Wind Farm***

Dear Sir or Madam:

The purpose of this letter is to notify you that The Empire District Electric Company (Empire) will be filing an application with the Missouri Public Service Commission seeking a certificate of convenience and necessity related to the construction of a Wind Farm and associated facilities in the general area of your real estate in Jasper/Lawrence County, Missouri.

This facility is to be known as the Kings Point Wind Farm and will be constructed in northwestern Lawrence and eastern Jasper Counties. The point of interconnection for the generation tie lines will be the substation at Empire's LaRussell Energy Center.

The facilities to be constructed as a part of this project include wind turbines, collector lines and a substation.

You are being sent this notice because it is believed that your real estate will be directly affected if a permanent easement or other permanent property interest would be obtained over all or any portion of the land.

If you would like more information, have any questions, or would like to discuss this matter, please contact me. My contact information follows:

Alicia Blagg  
3400 Kodiak Road  
Joplin, MO 64802  
(417) 625-6160  
[ablagg@empiredistrict.com](mailto:ablagg@empiredistrict.com)

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Fax: 573-751-5562  
Email: [mopco@ded.mo.gov](mailto:mopco@ded.mo.gov)

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Again, please feel free to contact me at (417)625-6160, if you would like more information or to discuss anything related to this project.

Sincerely,

October 18, 2018

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Re: North Fork Wind Farm**

Dear Sir or Madam:

The purpose of this letter is to notify you that The Empire District Electric Company (Empire) will be filing an application with the Missouri Public Service Commission seeking a certificate of convenience and necessity related to the construction of a Wind Farm and associated facilities in the general area of your real estate in Barton County, Missouri.

This facility is to be known as the North Fork Wind Farm and will be constructed in southwestern Barton and northwest Jasper Counties. The point of interconnection for the generation tie lines will be the substation at Empire's Asbury Power Plant.

The facilities to be constructed as a part of this project include wind turbines, collector lines and a substation.

You are being sent this notice because it is believed that your real estate will be directly affected if a permanent easement or other permanent property interest would be obtained over all or any portion of the land.

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Jefferson City, MO 65102  
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**HAS BEEN MARKED**

**CONFIDENTIAL**

**IN ITS**

**ENTIRETY**