

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) **Case No. EM-2007-0374**
of Aquila, Inc., with a Subsidiary of Great Plains)
Energy Incorporated and for Other Related Relief.)

ORDER ADOPTING PROCEDURAL SCHEDULE

Issue Date: June 19, 2007

Effective Date: June 19, 2007

On June 5, 2007, the Staff of the Missouri Public Service Commission, on behalf of the parties, filed a pleading and proposed procedural schedule for this case. In addition, the pleading set out certain agreements the parties reached at the technical and prehearing conferences and asked the Commission to reflect those agreements in its order setting the procedural schedule. The agreements are:

- (a) All parties agree that they will 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 are not required to put information that does not exist in electronic format into electronic format for purposes of exchanging it.
- (b) An effort should be made to not include in data request questions 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 appropriately designated as such pursuant to Commission rule 4 CSR 240-2.135.
- (c) Counsel for each party is to receive electronically from each other party, a copy of all data requests served by that party on another party in the case. If a party desires the response to a data request that has been served on another party, the party desiring a copy of the

response must request a copy of the response from the party answering the data request. In this manner the party providing a response to a data request has the opportunity to object to providing the response to another party and is responsible for copying information purported to be highly confidential or proprietary. Thus, if a party wants a copy of a data request response by GPE-KCPL to a Staff data request, the party should ask GPE-KCPL, not the Staff, for a copy of the data request response unless there are appropriate reasons to direct the discovery to the party originally requesting the material. GPE-KCPL and Aquila have indicated that they jointly have a virtual data room in which data requests and data request responses from all of their jurisdictions can be viewed with certain exceptions, which they will bring to the attention of the other parties.

(d) Until the August 8 filing of supplemental direct testimony by GPE-KCPL and Aquila, the response time for all data requests is 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. After August 8, the response time for data requests becomes 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.

(e) Workpapers that were prepared in the course of developing a witness's testimony should not be filed with the Commission but should be submitted to each party within 2 business days following the filing of the particular testimony. Workpapers containing highly confidential or proprietary information should be appropriately marked. Since workpapers for certain parties may be voluminous and generally not all parties are interested in receiving workpapers or a complete set of workpapers, a party shall be relieved of providing workpapers to those parties indicating that they are not interested in receiving workpapers or a complete set of workpapers.

(f) The Staff intends to take depositions relating to the GPE-KCPL and Aquila direct testimony filed on April 4, 2007 prior to the GPE-KCPL's and Aquila's filing of supplemental direct testimony on August 8, 2007, and to take depositions relating to the GPE-KCPL and Aquila testimony filed on August 8, 2007. GPE-KCPL and Aquila will not object to these two rounds of depositions so long as the second round does not cover the same subject matter as covered in the first round. The parties have agreed to this procedure so long as nothing has occurred since the first round of depositions that would make further inquiry into a subject matter already addressed appropriate during the second round of depositions.

(g) The parties hereby request that the Commission provide for expedited transcripts of testimony at the evidentiary hearings.

The Commission has reviewed the proposed procedural schedule and finds it to be appropriate with the exception of the briefing schedule and position statements. Because most of the evidence will have been prefiled, the parties will be required to file prehearing briefs. If the prehearing briefs contain a clear and concise summary of the party's position on each issue, no position statements will be necessary. The Commission finds that the following conditions shall be applied to the schedule:

(A) The procedural agreements of the parties as set out above are adopted.

(B) The Commission will require the prefiling of testimony as defined in 4 CSR 240-2.130. All parties shall comply with this rule, including the requirement that testimony be filed on line-numbered pages. The practice of prefiling testimony is designed to give parties notice of the claims, contentions and evidence in issue and to avoid unnecessary objections and delays caused by allegations of unfair surprise at the hearing.

(C) The parties shall agree on and file a joint list of issues to be determined herein by the Commission. The requirements for issue format set forth in 4 CSR 240-2.080(21) are waived. Staff shall be responsible for actually drafting and filing the list of issues and the other parties shall cooperate with Staff in the development thereof. Any issue not included in the issues list will be presumed to not require determination by the Commission.

(D) Each party shall file a list of the witnesses to appear on each day of the hearing and the order in which they shall be called. The parties shall establish the order of cross-examination and file a joint pleading indicating the same.

(E) Because much of the evidence will have been filed before the hearing, the Commission will require prehearing briefs that address all the issues in dispute and all the relevant prefiled testimony. Since the prehearing briefs will cover most of the record,

posthearing briefs will not need to be very lengthy, and will be limited to thirty pages in length. Posthearing briefs will generally just need to update the prehearing briefs for new evidence adduced at the hearing, if any. In addition, reply briefs will not be required; however, proposed findings of fact and conclusions of law shall be required.

(F) All pleadings and briefs shall be filed in accordance with 4 CSR 240-2.080. The briefs to be submitted by the parties shall follow the same list of issues as filed in the case. The briefs must set forth and cite the proper portions of the record concerning the unresolved issues that are to be decided by the Commission.

(G) The parties shall pre-mark the exhibits that they wish to offer into evidence. Exhibit numbers are assigned in the following manner:

GPE-KCPL/Aquila	Exhibit Nos.	001-099
Staff	Exhibit Nos.	100-199
Public Counsel	Exhibit Nos.	200-299
SIEUA, Ag Processing, and Praxair	Exhibit Nos.	300-399
City of Kansas City	Exhibit Nos.	400-499
IBEW Locals 412, 1464 and 1613	Exhibit Nos.	500-599
IBEW Locals 695 and 814	Exhibit Nos.	600-699
Dogwood Energy	Exhibit Nos.	700-799
Missouri Joint Municipal Electric Utility Commission	Exhibit Nos.	800-899
City of St. Joseph	Exhibit Nos.	900-999
Cass County	Exhibit Nos.	1000-1099
Black Hills Corporation	Exhibit Nos.	1100-1199
City of Lee's Summit	Exhibit Nos.	1200-1299

City of Independence

Exhibit Nos. 1300-1399

South Harper Residents

Exhibit Nos. 1400-1499

If any party requires additional exhibit numbers, that party shall contact the Regulatory Law Judge for the assignment of additional numbers. Highly confidential or proprietary exhibits and their public counterparts shall have the same exhibit number with the appropriate letter designation (e.g., Exhibit 1HC and 1NP).

(H) Any party wishing to appear at the Settlement Conference by telephone shall notify the Regulatory Law Judge by e-mail (nancy.dippell@psc.mo.gov) or telephone (573-751-4393) no later than directed below.

(I) Each party shall prepare a list of its premarked exhibits and submit a copy of that list to each other party and to the Regulatory Law Judge (nancy.dippell@psc.mo.gov) as set out below. The lists need not be formally filed in the case file.

(J) All parties are required to bring an adequate number of copies of exhibits which they intend to offer into evidence at the hearing. If an exhibit has been prefiled, only one copy of the exhibit is necessary for the court reporter. If an exhibit has not been prefiled, the party offering it should bring, in addition to the copy for the court reporter, copies for the five Commissioners, the Regulatory Law Judge, and all counsel.

(K) Any party wishing to object to the admission into evidence of any prefiled testimony shall file any known objection in writing as set out below.

(L) The parties are encouraged to raise appropriate and timely objections to live testimony as it is presented at the hearing.

(M) The parties are encouraged to keep control of witness testimony by raising appropriate objections to narrative and nonresponsive answers.

(N) The hearing transcript will be expedited to be available **no later than the third working day after the close of the evidence**. If any party seeks to expedite the filing of the transcript further, such request shall be tendered in writing to the Regulatory Law Judge at least five days prior to the date of the hearing.

(O) Each party shall prepare and file proposed findings of fact and conclusions of law necessary to support its position, including citations to prefiled testimony and other evidence, to be filed during the posthearing briefing schedule.

(P) In the event that the parties reach a settlement of all of the issues, such settlement shall not be grounds for a continuance of the hearing unless the agreement is final, has been submitted to the Commission in writing, and there are no objections to the agreement.

IT IS ORDERED THAT:

1. The procedural schedule is adopted as follows:

GPE-KCPL/Aquila file supplemental direct testimony covering updated synergy analysis testimony, elimination/retention of employee positions testimony, and quality of service and customer service center testimony	August 8, 2007
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GPE-KCPL provides to the Staff and Public Counsel, and to intervenors which so request, all known information respecting the offering of continued employment to current utility employees	October 1, 2007
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All other parties file rebuttal testimony to GPE-KCPL's/Aquila's April 4 direct testimony and August 8 supplemental direct testimony filings	October 12, 2007
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Other parties may file rebuttal testimony, if deemed necessary, by such party to GPE-KCPL's October 1 identification of Aquila employees offered positions with GPE or KCPL and related information	November 1, 2007
GPE-KCPL/Aquila file entire surrebuttal testimony – all other parties file entire cross-surrebuttal testimony	November 13, 2007
Request to appear at Settlement Conference by telephone	November 14, 2007
Settlement Conference	November 19, 2007 9:00 a.m.
List of Issues and Order of Witnesses, Opening Statements, and Cross	November 20, 2007
Prehearing Briefs	November 26, 2007
Exhibit Lists to RLJ and other parties	November 28, 2007
Known objections to prefiled exhibits	November 28, 2007
Evidentiary Hearings	December 3-7 and 10-14, 2007, beginning at 8:30 a.m.
Transcripts due no later than	December 19, 2007
Posthearing briefs	January 11, 2008 4:00 p.m.
Proposed Findings of Fact and Conclusions of Law	January 11, 2008 4:00 p.m.

2. The settlement conference and evidentiary hearings shall be held at the Commission's offices in the Governor Office Building, 200 Madison Street, Room 310, Jefferson City, Missouri, a facility which meets the accessibility standards of the Americans with Disabilities Act (ADA). Any person who needs additional accommodations to participate should call the Public Service Commission's Hotline at 1-800-392-4211 (voice)

or Relay Missouri at 711 prior to the settlement conference or the beginning of the evidentiary hearings.

3. The parties are directed to comply with the conditions set out in this order, including their agreements in paragraph 2 of the June 5, 2007 Staff Response to Commission Order.

4. The transcript of the hearing shall be expedited as set out above.

5. The motion to late-file the proposed procedural schedule is granted.

6. This order shall become effective on June 19, 2007.

BY THE COMMISSION

A handwritten signature in black ink, appearing to read 'Colleen M. Dale', written over a horizontal line.

Colleen M. Dale
Secretary

(S E A L)

Nancy Dippell, Deputy Chief Regulatory
Law Judge, by delegation of authority
pursuant to Section 386.240, RSMo 2000.

Dated at Jefferson City, Missouri,
on this 19th day of June, 2007.