

STATE OF MISSOURI
PUBLIC SERVICE COMMISSION

TRANSCRIPT OF PROCEEDINGS

Procedural Conference

March 2, 2017

Jefferson City, Missouri

Volume 1

In The Matter Of The Application)

Of Great Plains Energy) File No. EM-2017-0226

Incorporated for Approval of)

Its Acquisition Of)

Westar Energy, Inc.)

KIM BURTON, Presiding,
REGULATORY LAW JUDGE.

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PROCEEDINGS

JUDGE BURTON: Okay. If everyone's ready let's go ahead and go on the record In The Matter Of The Application Of Great Plains Energy Inc. For Approval Of Its Acquisition Of Westar Energy Inc., File No. EM-2017-0226. The Commission, by an order issued yesterday, also granted the motion to consolidate this case with File No. EE-2017-0113 In The Matter Of The Joint Application Of Great Plains Energy Incorporated, Kansas City Power and Light Company and KCP&L Greater Missouri Operations Company for a variance from the Commission Affiliate Transaction Rule 4 CSR 240-20.015.

Today is March 2, 2017, and the time is currently 1:32 p.m. The Commission has set this time for a procedural conference in this case, and I am Kim Burton, a Regulatory Law Judge with Missouri Public Service Commission.

At this time I will ask the parties to enter their appearance in the record, and we will go ahead and begin with the applicants.

MR. HACK: Thank you, Judge. Let the record reflect the appearance of Robert Hack, Larry W. Dority and James M. Fischer on behalf of the joint applicants, Great Plains Energy Incorporated, Kansas City Power and

1 Light and KCPL Greater Missouri Operations Company.

2 JUDGE BURTON: Thank you. On behalf of the
3 Staff of Missouri Public Service Commission.

4 MR. THOMPSON: Thank you, Judge. Kevin
5 Thompson for the Staff P.O. Box 360, Jefferson City,
6 Missouri 65102.

7 JUDGE BURTON: And the Office of the Public
8 Counsel.

9 MR. OPITZ: Thank you, Judge. Tim Opitz on
10 behalf of the Office of Public Counsel P.O. Box 2230,
11 Jefferson City, Missouri 65102.

12 JUDGE BURTON: All right. And I'll begin
13 with the intervenors that were already admitted into
14 File NO. EE-2017-0113, Midwest Energy Consumers Group.

15 MR. WOODSMALL: Thank you, Your Honor. David
16 Woodsmall on behalf of MECG.

17 JUDGE BURTON: Consumers Council of Missouri.

18 MR. COFFMAN: John B. Coffman, appearing on
19 behalf of the Consumers Council of Missouri. I'm also
20 here today representing Laborers International.

21 JUDGE BURTON: Okay. Thank you. Missouri
22 Industrial Energy Consumers.

23 MR. DOWNEY: Good afternoon, Judge. Edward
24 Downey for the MIEC.

25 JUDGE BURTON: Thank you. And, Mr. Coffman,

1 are you also with the IBEW Local Unions?

2 MR. COFFMAN: No, I am not.

3 JUDGE BURTON: Okay. And do we have a
4 representative for the local unions?

5 MR. AMASH: Yes. This is Michael Amash with
6 Blake and Uhlig, IBEW 412, 1464, and 1613.

7 JUDGE BURTON: Thank you.

8 MR. AMASH: Thank you.

9 JUDGE BURTON: City of Independence.

10 MS. ROBY: Yes. This is Debra Roby with
11 Jennings, Strouss & Salmon on behalf of the City of
12 Independence. I'd also like to enter the appearance of
13 my colleagues, Allan Robbins and Richard Harper, as
14 well as Dayla Schwartz from the City of Independence.

15 JUDGE BURTON: Thank you. Renew Missouri.

16 MR. LINHARES: Yes. This is Andrew Linhares
17 for Renew Missouri, 1200 Rogers Street, Suite B, 65201.

18 JUDGE BURTON: Sierra Club.

19 MR. ROBERTSON: Henry Robertson appearing for
20 Sierra Club.

21 JUDGE BURTON: Thank you. And Brightergy,
22 LLC.

23 MR. ZELLERS: Andrew J. Zellers on behalf of
24 Brightergy.

25 JUDGE BURTON: Are there any other parties

1 that were previously admitted that I have overlooked?

2 MR. JARRETT: Yes. Thank you, Judge. Terry
3 Jarrett, Healy Law Offices, appearing on behalf of the
4 Missouri Joint Municipal Electric Utility Commission.

5 JUDGE BURTON: Thank you. I believe we also
6 have two outstanding applications to intervene in this
7 matter. The first was filed yesterday by the Kansas
8 Electric Power Cooperative, Inc., and we also had one
9 that was filed today on behalf of the United States
10 Department of Energy and the Federal Executive
11 Agencies. The Commission has not grafted those
12 applications to intervene as of yet, but I would like
13 to ask if there are any known objections to those
14 applications.

15 MR. HACK: Yes. GP, KCP&L and GMO certainly
16 would object to intervention of Kansas Electric Power
17 Cooperatives, KEPCo and will file a written opposition
18 to that intervention later today.

19 JUDGE BURTON: Okay.

20 MR. HACK: I have not even had a chance to
21 see the Department of Energy's application for
22 intervention, so I really hesitate to express a
23 position with respect to that.

24 JUDGE BURTON: That's understandable.

25 MR. RIGGINS: Judge Burton.

1 JUDGE BURTON: Yes.

2 MR. RIGGINS: I'm Bill Riggins. I'm here
3 appearing on behalf of Kansas Electric Power
4 Cooperative.

5 JUDGE BURTON: Thank you, Mr. Riggins. I'm
6 going to set a deadline of tomorrow, March 3rd, for any
7 objections to those outstanding applications to
8 intervene or any other applications that we receive
9 through the day today --

10 MR. HACK: Okay.

11 JUDGE BURTON: -- because today is
12 technically the deadline for any of the applications to
13 intervene.

14 Are there any other parties that need to
15 enter their appearance or other applications to
16 intervene that I have missed?

17 (No response.)

18 MR. COFFMAN: Excuse me --

19 MR. GARG: Your Honor, thank you. This is
20 Rishi Garg on behalf of the Department of Energy and
21 the Federal Executive Agencies entering an appearance,
22 understanding that our motion to intervene is pending.

23 JUDGE BURTON: Okay. And you're also going
24 to be submitting the petition for pro hac vice?

25 MR. GARG: That's right, Your Honor.

1 JUDGE BURTON: Okay. Thank you.

2 MR. COFFMAN: Excuse me, Judge, but since
3 Mr. Hack has been kind enough to let me know that he is
4 going to be objecting to my motion to intervene, I was
5 wondering if you could tell me, now that the deadline
6 for that objection is tomorrow, what the deadline for
7 my response might be?

8 JUDGE BURTON: Responses -- I would like to
9 have any actual ruling on those contested applications
10 to intervene by next Wednesday, the eighth, for agenda.
11 So that means, I would like to have any of your
12 responses by next Monday, the sixth.

13 MR. COFFMAN: Next Monday?

14 JUDGE BURTON: Uh-huh.

15 MR. COFFMAN: Thank you.

16 JUDGE BURTON: And that would apply as well
17 for the US Department of Energy, if there are any
18 objections that are filed by tomorrow.

19 MR. GARG: Okay. Thank you, Your Honor.

20 JUDGE BURTON: All right. Now, I would like
21 to discuss what I think everyone would like to discuss:
22 hearing dates and availability. I know that we
23 currently have a three-day hearing scheduled in the
24 variance case for March 15th through 17th, and I'm
25 going to go ahead and state right now that that this,

1 on the Commission side, is just not feasible. We also
2 have those two dates, the 16th and the 17th, where we
3 have the KCPL true-up for the general rate case.

4 Now, I would ask the parties to first let me
5 know if they imagine that any hearing in this case is
6 going to take longer than three days?

7 MR. HACK: We don't think it should, but
8 there may be things we don't know today.

9 JUDGE BURTON: Being safe and with your best
10 estimates, I would assume that the parties agree that
11 three days should be sufficient.

12 MR. WOODSMALL: Hearings in Kansas took two
13 weeks. I wasn't present at those hearings, so I can't
14 compare.

15 JUDGE BURTON: Okay.

16 MR. WOODSMALL: But just judging from that
17 and the number of parties, I think three days may be
18 optimistic.

19 MR. HACK: Hearings in Kansas did not take
20 two weeks. Hearings in Kansas took six days and an
21 hour.

22 MR. WOODSMALL: Okay. So they were scheduled
23 for two weeks.

24 MR. HACK: Right.

25 MR. WOODSMALL: Okay.

1 JUDGE BURTON: I would like the parties to
2 take a look at their calendars and their schedules for
3 the first week of April for possible dates, primarily
4 the fifth, sixth and the seventh.

5 MR. WOODSMALL: Your Honor, is it the
6 Commission's desire to have a hearing in a month when
7 we still haven't filed testimony? I would note that
8 just by way of comparison. And I'm not suggesting
9 these dates, but in the Kansas case they provided Staff
10 and the other parties 171 days simply to file
11 testimony; in the Empire case, 126 days to file
12 testimony; in the Aquila case, 191 days. Now, I'm not
13 -- that's just by way of comparison.

14 It is my intention to try to expedite this as
15 much as possible, and I think we could file testimony
16 in 45 days or so. But if you're talking a hearing in
17 30 days, it eliminates a lot people's ability to
18 advocate properly on behalf of their clients. It's
19 just -- it's almost unworkable.

20 MR. HACK: If I may, Your Honor --

21 JUDGE BURTON: Yes, Mr. Hack.

22 MR. HACK: -- MEGG has already filed rebuttal
23 testimony with respect to the no detriment standard.
24 They did that on February 14th. There's -- we are not
25 filing additional direct testimony. We're standing on

1 what was filed on October 12th and October 26th. We
2 are prepared today to file surrebuttal testimony and
3 response to the rebuttal testimony of independents and
4 MECG.

5 If they're -- we don't see a need for
6 additional opportunity for rebuttal testimony, but
7 obviously, there are at least two parties who have
8 sought intervention. Our view is that they could have
9 sought intervention in the variance case that was filed
10 in mid October.

11 But what we would say is, If there is to be
12 an additional opportunity for rebuttal, it needs to
13 occur pronto so that we can have the hearing in the
14 first week of April and also allow us the opportunity
15 to file surrebuttal to that rebuttal. So if there will
16 be additional rebuttal, we would prefer not to file our
17 surrebuttal today. And I guess I would ask, since
18 things are a bit up in the air, to -- for permission
19 not to file that testimony today until we find out what
20 this case looks like.

21 MR. WOODSMALL: And I certainly have no
22 problems with that. I believe that they should be
23 allowed to file their surrebuttal after all parties
24 have put in their testimony.

25 As far as our rebuttal testimony, our

1 rebuttal testimony is, we were repeatedly told in
2 pleadings and at prehearing conferences that that was
3 an affiliated transactions docket. We -- the docket
4 was expanded a little bit by the scope of the
5 settlements that they made with OPC and with Staff.
6 But with the new application, there are a lot of other
7 issues that are now in play, and that is demonstrated
8 by the fact that you know have KEPCo, MJMUC -- other
9 parties here.

10 So the idea that MEEG will simply stand on
11 its rebuttal testimony I think is a presumption that
12 isn't applicable. So as -- again, I think at best we
13 might be able to file testimony in 30, 45 days, but to
14 try to get to a hearing in 30 days is overly ambitious.
15 We will move quickly. I promise you we will move
16 quickly.

17 MR. HACK: If I may, Your Honor, and I don't
18 want to belabor this. The testimony that MEEG filed on
19 February 14th addresses the
20 not-detrimental-to-the-public-interest standard that
21 governs applications for mergers and that governs the
22 application that we filed last week, which was filed
23 pursuant to the 2001 GPA Holding Company's stip that is
24 also governed by that
25 not-detrimental-to-the-public-interest standard.

1 If you look at Mr. Gorman's testimony, he
2 addresses the merger. He really doesn't even talk
3 about the affiliate transaction variance. So there's
4 no need for MEGG to get one more bite at the apple.

5 JUDGE BURTON: First, I'm going to stop you
6 right there and I'm going to ask the parties that are
7 participating or observing and listening in on the
8 phone to please put their phone on mute unless they
9 need to interject in the conversation. Thank you.

10 And I'm going to ask real quick: Are there
11 any other parties that would like to have a statement
12 on this issue, other than MEGG and the applicants?

13 MR. COFFMAN: Your Honor, yes. My clients
14 are considering retaining an expert to file testimony
15 in this case. I mean, if this is going to be such an
16 expedited matter that they, you know, that testimony
17 has to be filed within a matter of weeks instead of,
18 say, 30 to 45 days, then I don't think that that's
19 feasible. We -- I know --

20 MR. GARG: Your Honor, on the phone, thank
21 you. This is Rishi Garg with the Department of Energy.
22 Respectfully, I just wanted to note our agreement with
23 MIEC. We're entering this case, you know, at this
24 point without the benefit of previous testimony in an
25 affiliation of consolidated case, and it appears to me

1 that it may be somewhat incongruent if we are adopting
2 the testimony of certain parties and then new parties
3 are coming in without having filed testimony
4 previously. And even as the other gentleman just
5 noted, it would impact our ability to participate fully
6 in the case.

7 JUDGE BURTON: Thank you. Mr. Coffman, go
8 ahead.

9 MR. COFFMAN: I mean, what I was going to say
10 is, I think this seriously affects our due process
11 rights and ability to respond. And the argument that
12 somehow an affiliate transaction case raises the
13 non-detrimental standard because a party raised -- you
14 know, filed testimony -- prefiled testimony in the matter
15 doesn't -- we were raising those issues, in that we
16 felt in that case that the subject matter of the case
17 was not legally sufficient and had to fight an entire
18 case -- through a complaint case to get -- to even start
19 this matter.

20 So we're now here, you know, for the first --
21 for the first time actually addressing the not
22 detrimental standard. And I guess -- I mean, the
23 reality is, if we are not given at least a month to
24 retain a witness and to develop a case --

25 JUDGE BURTON: We're talking about a hearing

1 that's over a month from now. So you would be getting
2 your 30 days.

3 MR. COFFMAN: I -- I don't -- I mean, I just
4 don't know how it would be feasible to retain a witness
5 and file testimony in less than 30 days.

6 JUDGE BURTON: Have you attempted or
7 evaluated the hiring or seeking and requesting expert
8 testimony at any time prior to today?

9 MR. COFFMAN: We did as soon as we received
10 the order that there was going to be a no detriment
11 review.

12 JUDGE BURTON: Okay. Are there any other
13 parties that would like to comment?

14 MR. DOWNEY: Judge, Ed Downey on behalf of
15 MIEC.

16 JUDGE BURTON: Yes.

17 MR. DOWNEY: I note that there's a motion
18 that requires Staff to file testimony. I don't see in
19 the docket where that's been ruled on. My clients are
20 interested in seeing what Staff has to file here to
21 have a better understanding of whether this merger
22 helps, hurts or has no impact on them.

23 MR. THOMPSON: Judge, for Staff, we've
24 conducted an investigation under a different docket
25 number. We've filed a report. We have filed testimony

1 in this case. We've entered into an agreement with
2 Great Plains Energy. We plan to submit our
3 investigation report from the other docket as well as
4 the Kansas Commission -- Kansas Commission Staff report
5 and file them in this docket.

6 I don't know whether or not Staff will file
7 further testimony in this case. We had testimony ready
8 to go in the EE docket, but I think we're going to hold
9 off filing that until we see where we are.

10 But in summation, Staff has done its work.
11 Staff has already shown the possible detriments. Staff
12 has already negotiated conditions. I don't know that
13 Staff is interested in doing anymore investigation or
14 filing additional direct or rebuttal-type testimony in
15 this case. But those decisions have not yet been
16 taken.

17 MR. DOWNEY: This is Ed Downey again, and I
18 think that's my point. The cart's a little before the
19 horse here. My clients would like to know whether
20 Staff is going to be filing testimony. My clients
21 would like to review that testimony and evaluate it
22 before they're forced to, you know, attend a hearing
23 possibly. So we think the schedule's a bit ambitious.

24 MR. THOMPSON: I guess I wasn't clear. I
25 don't think we're going to, and we'll be responding in

1 writing to Mr. Woodsmall's motion.

2 JUDGE BURTON: The deadline is tomorrow, I
3 believe.

4 MR. THOMPSON: I understand that. Thank you,
5 Judge.

6 JUDGE BURTON: I'm first going to say, we're
7 going to suspend the deadlines in the procedural
8 schedule as of right now in EE-2017-0113. That
9 includes staying the deadline of today for the
10 surrebuttal testimony. As far as hearing dates, I
11 understand the concerns that parties have, but we're
12 also looking at a hearing date that's over a month
13 away.

14 What I would like the parties to do -- and I
15 don't think it's beneficial for me to be here while
16 that happens, but I'm more than willing to accommodate
17 and assist if the parties feel that it would expedite
18 the process. Submit a schedule with a proposed
19 procedural schedule with an expectation of hearing
20 dates for the fifth, sixth and seventh. But also --

21 MR. WOODSMALL: Of April?

22 JUDGE BURTON: I'm sorry.

23 MR. WOODSMALL: Of April?

24 JUDGE BURTON: Yes. And those parties that
25 are requesting a more delayed time for the hearing -- I

1 believe right now -- and let me take a look at the
2 Commission's schedule.

3 Are we thinking of sometime in April or
4 May? What sort of guidance --

5 MR. WOODSMALL: I would think --

6 JUDGE BURTON: -- can you give me so I can
7 look at available conflict dates?

8 MR. WOODSMALL: -- if we -- just throwing out
9 ideas. If we look at testimony being filed in a
10 month -- so that's 30 days -- so April 2nd. The
11 company filing surrebuttal -- 10, 14 days from.

12 MR. HACK: Roughly.

13 MR. WOODSMALL: Okay. So 14 days -- so the
14 16th. A hearing the first week of May, if that works
15 with the Commission's schedule.

16 JUDGE BURTON: I know that there is a rule
17 making hearing on May 4th, which is a Thursday. But if
18 possible, again, let's look and consider our deadline
19 at least in April. Let's try to move it up as much as
20 possible. This isn't a new case. This isn't a new
21 transaction. All parties were aware of this potential
22 merger and with the complaint case. You of all parties
23 knew that this was a possibility for this action. This
24 is actually what you and your clients were requesting.

25 MR. WOODSMALL: Right. And --

1 JUDGE BURTON: So let's try to be considerate
2 of all parties, including the applicants and other
3 parties.

4 MR. WOODSMALL: The only thing that I would
5 add to that is the rush to complete this was entirely a
6 result of GPE's actions. Had GPE filed this in June,
7 like it did in Kansas, we'd probably be done. They
8 fought jurisdiction. They fought jurisdiction and now
9 they're saying the other parties should be
10 inconvenienced so that they can still meet their date.
11 I think they need to be considerate of the other
12 parties as well. This needs to go both ways.

13 JUDGE BURTON: I understand your concern.

14 MR. HACK: And we don't disagree. And our
15 direct case has been on file since mid October.

16 MR. RIGGINS: Judge Burton.

17 JUDGE BURTON: Yes.

18 MR. RIGGINS: Bill Riggins on behalf of
19 KEPCo. I just wanted to note for the record that, in
20 addition to the motion to intervene that KEPCo filed
21 yesterday, we did also file an objection to the motion
22 for expedited treatment in accordance with the
23 Commission's order and set forth our reasons for that
24 position therein.

25 JUDGE BURTON: And I did read that, Mr.

1 Ri ggi ns.

2 MR. RIGGINS: Okay. Thank you.

3 MR. HACK: We will be responding to that as
4 well.

5 JUDGE BURTON: Thank you, Mr. Hack.

6 Yes, Mr. Jarrett.

7 MR. JARRETT: Yes, Judge. On behalf of
8 MJMUC, I think our position is, as always, more due
9 process is better than shutting off anybody-- any
10 parties ability to present a full case and the case
11 that their client wants to make. So we would certainly
12 be favorable toward a slight delay to the May time
13 frame.

14 JUDGE BURTON: So I'll ask that the party's
15 submit two options for procedural schedules that
16 include those dates and dates for deadlines for
17 discovery. And if we need to, let's also include some
18 dates for discovery conferences and shortened deadlines
19 for data responses, because I think that would benefit
20 all parties.

21 MR. WOODSMALL: What were the May dates,
22 Judge. I'm sorry.

23 JUDGE BURTON: There was not a specific date
24 that I was looking at for May. I was just stating that
25 the only conflict that I see as of right now for May is

1 the first week of May, Thursday the 4th. There is a
2 rule making here.

3 MR. WOODSMALL: Do you know which rule making
4 that is?

5 JUDGE BURTON: That is --

6 MR. OPITZ: MEEIA.

7 MR. WOODSMALL: Oh, so it could take forever.

8 JUDGE BURTON: MEEIA.

9 MR. THOMPSON: So are you contemplating
10 starting on May 1st?

11 JUDGE BURTON: May 4th is that rule making.

12 MR. COFFMAN: Okay. But I mean, for the --

13 JUDGE BURTON: For the hearing.

14 MR. COFFMAN: -- the potential day for
15 hearing would be the first, so you'd have three days
16 before that occurred.

17 JUDGE BURTON: That should work.

18 MR. COFFMAN: That's still the most expedited
19 merger schedule I've ever seen, but I think that might
20 be workable in this particular situation.

21 JUDGE BURTON: Are there any other issues
22 that we need to address on the record, other than
23 what's been discussed so far?

24 MR. THOMPSON: Do you want Staff to file
25 those proposed procedural schedules, Judge?

1 JUDGE BURTON: If Staff would like to be the
2 facilitating party.

3 MR. THOMPSON: I'm perfectly willing to let
4 someone else do it.

5 MR. WOODSMALL: We'll talk about that.

6 JUDGE BURTON: I'll let the parties decide
7 who gets the billables and who gets the --

8 MR. WOODSMALL: Thank you, Judge.

9 Kevin, you get billables?

10 JUDGE BURTON: Okay. So to be clear, we've
11 stayed the deadlines for the variance case for that
12 hearing. So no hearing on the 15th, 16th or 17th, and
13 I'm sure that makes everyone sad. But we also have the
14 deadline of tomorrow, March 3rd, for Staff's response
15 to MECG's outstanding motion, and I'll determine at
16 that time, after we evaluate, that what the deadline's
17 going to be for any response --

18 MR. THOMPSON: Okay.

19 JUDGE BURTON: -- for reply. And then we
20 have the deadline of tomorrow that we've agreed to for
21 any objections to the outstanding applications to
22 intervene.

23 And if there's nothing else, that will
24 conclude today's procedural conference.

25 MR. THOMPSON: Thank you, Judge.

(Record was closed at 1:57 p.m.)

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CERTIFICATE

I, Chevon D. McFadden, a Certified Verbatim Reporter, Certified Court Reporter, CCR No. 1399, do hereby certify that the foregoing proceeding had in the above-entitled cause was taken by me to the best of my ability and thereafter reduced to typewriting under my direction; that I am neither counsel for, related to, nor employed by any of the parties to the action in which this proceeding was taken, and further, that I am not a relative or employee of any attorney or counsel employed by the parties thereto, nor financially or otherwise interested in the outcome of the action.

Chevon D. McFadden
Chevon D. McFadden, CCR, CVR



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