

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

In the Matter of the Application of South)
Central MCN LLC for Approval of Transfer of)
Assets and a Certificate of Convenience and)
Necessity)

File No. _____

APPLICATION

COMES NOW South Central MCN LLC (SCMCN), pursuant to Sections 393.170 and 393.190 RSMo., 4 CSR 240-2.060, 4 CSR 240-3.105, and 4 CSR 240-3.110, and for its Application to the Missouri Public Service Commission (Commission) for a certificate of convenience and necessity (CCN) and any necessary approval to transfer assets states as follows:

I. OVERVIEW

1. SCMCN was formed to operate within the Southwest Power Pool, Inc. (SPP) as a transmission-only company. It is not affiliated with any market participant operating in SPP. SCMCN intends to enter long-term agreements to develop, own, and operate new or existing regulated transmission assets with cooperatives, municipally-owned electric systems, and joint action agencies (collectively, Public Power), including the Missouri Joint Municipal Electric Utilities Commission (MJMEUC). Under such agreements, SCMCN will act as agent for such Public Power utility (a Public Power Partner) in planning, constructing, and operating transmission facilities (Facilities) in SPP and, where new projects are approved by SPP, co-owning those projects with those Public Power Partners exercising their options to participate. As part of its strategy for start-up, SCMCN has offered to purchase existing assets of its Public Power Partners and/or their members.

2. On August 14, 2015, SCMCN and the City of Nixa, Missouri (the City) executed an Asset Purchase Agreement (APA) under which SCMCN agreed to purchase and the City agreed to sell (the Transaction) certain existing transmission assets (Assets) with the closing to be conditioned upon meeting certain conditions, including the certification and approvals sought herein. A copy of the executed APA for

the Transaction is attached as **Appendix A**. Upon closing the Transaction, SCMCN will continue to be a transmission-only company with no generation or retail distribution assets. The Transaction will create value for Missouri transmission customers in the areas of improved reliability, financial strength, and operational excellence of the transmission system. These benefits are described in greater detail below.

3. The Transaction will be accomplished pursuant to the terms of the APA.

4. Because the cost-of-service of the Assets will be recovered under a rate approved by the Federal Energy Regulatory Commission (FERC) and collected by SPP through its regional transmission tariff, the closing must be effective at the beginning of a calendar month for ease of SPP's tariff administration. SCMCN seeks the Commission's approval of the matters described herein by October 30, 2015, in order to allow SCMCN and the City to consummate the Transaction effective December 1, 2015.

II. APPLICANT

5. SCMCN's legal name is "South Central MCN LLC." It is a limited liability company organized under the laws of the state of Delaware. Its sole member is GridLiance Heartland LLC.¹ A copy of SCMCN's authorization to do business in Missouri as a foreign-chartered limited liability company is attached as **Appendix B**. SCMCN's principal office is currently as follows:

2 N. LaSalle Street, Suite 420
Chicago, IL 60602
Attention: N. Beth Emery, SVP, General Counsel & Secretary
Phone: (312) 283-5222
Fax: (312) 283-5199
Email: bemery@gridliance.com

A brief statement of the character of business performed by SCMCN is provided above.

6. SCMCN has not submitted the applicable information in a previous application.

¹ As more fully described below, GridLiance Heartland LLC's sole member is GridLiance Holdco, LP, a Delaware limited partnership that is largely owned by Blackstone Group investment entities (Blackstone).

7. SCMCN has no pending actions or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve customer service or rates.

8. SCMCN has no annual report or assessment fees that are overdue.

III. SERVICE LIST

9. All pleadings, communications, orders, and filings regarding this Application and proceeding should be directed to the undersigned counsel.

IV. MISSOURI FACILITIES

10. The property involved in the Transaction includes the Assets, comprising approximately ten miles of 69 kV electric transmission lines and related facilities. The Assets are located in Christian and Greene Counties. A one-line drawing of the Assets is attached as *Appendix C*. The line sections and associated equipment are specifically identified in Schedules 2.1.1 to 2.1.2 to the APA, a copy of which is attached as *Appendix A*. The Assets are further described in the Direct Testimony of Robert E. Pender on Behalf of South Central MCN LLC dated August 17, 2015, to be filed in support of this Application. See Pender Test. 2:19-3:14.

V. THE TRANSACTION AND REQUESTED APPROVALS

11. The Transaction will result in the transfer of transmission assets currently owned by Nixa to SCMCN, an independent transmission company whose business model is solely focused on the provision of transmission services. Nixa will retain its distribution assets and will continue to provide distribution service and retail sales to its customers. There will be a seamless transition of ownership and operation of the transmission assets through the proposed Transaction.

12. Because SCMCN is a start-up that will not have its own operators in place initially, SCMCN will rely, as the City does now, on contract services to operate and maintain the Assets. For that reason, the Transaction requires the City to sell, assign, transfer, convey, and deliver to SCMCN the City's interest in certain contracts, including the City's existing contract with City Utilities of Springfield (CU) to operate

and maintain the Assets. CU will continue providing comparable services in 2015 and 2016 while SCMCN is building its own control center and arranging for long-term operation and maintenance services. A copy of the current maintenance agreement between the City and CU is attached as *Appendix D-1*. Written consent by CU to assignment of the maintenance agreement has not yet been obtained and will be late-filed in accordance with 4 CSR 240-3.130(2) as *Appendix D-2*.

13. SCMCN and SPP executed the SPP Membership Agreement on October 17, 2014 and October 27, 2014, respectively.² In accordance with the SPP Membership Agreement, SCMCN will, upon purchase of the Assets, execute SPP's standard functional control agreement by which SCMCN and SPP will agree to transfer the Assets to the functional control of SPP and to integrate the Assets into the SPP transmission system. SCMCN and SPP have reached an agreement in principle regarding this proposed transfer of the Assets and are coordinating their respective filings with FERC to implement SPP's authority to collect rates that include the SCMCN Annual Transmission Revenue Requirements (ATRR). Because the Assets will be owned by a transmission-only company with no retail customers, FERC will have jurisdiction over the rates, terms and conditions of service over the Assets, while this Commission will retain certain other jurisdiction over SCMCN.³

² See Southwest Power Pool, Inc., Governing Documents Tariff, Bylaws, Section 2.1 ("Membership in SPP is voluntary and is open to any electric utility... transmission service provider ... and any entity willing to meet the membership requirements, including execution of the Membership Agreement"); *id.* at Section 2.2 ("Membership by an entity shall be obtained upon meeting the following requirements: (a) Meeting membership qualifications; (b) Providing an application for membership to the SPP President; and (c) Executing the Membership Agreement and delivering a signed copy to the President"), available online at <http://www.spp.org/publications/Current%20Bylaws%20and%20Membership%20Agreement%20Tariff.pdf> (last accessed Oct. 6, 2014).

³ For example, the Commission will retain jurisdiction over SCMCN for purposes of the requirement at 4 CSR 240-3.180 to submit a heat-related service cold weather report; the requirement at 4 CSR 240-3.190(3)(E) to report loss of transmission capability that could limit the output of a generating plant; and the requirement at 4 CSR 240-3.190(4)&(5) to submit reports and updates regarding accidents.

14. The APA contemplates that the Transaction will be consummated promptly after SCMCN has obtained all necessary state and federal approvals. The target effective date is December 1, 2015.⁴ If necessary approvals are not obtained by that time from the Commission and FERC, closing will occur on the first day of the calendar month following the date on which all of the necessary approvals are obtained.

15. For purposes of effecting the Transaction, SCMCN seeks any necessary, appropriate, and applicable approvals related to the purchase of the Assets and ownership and operation of the Assets thereafter, including authority to sell, assign, lease or transfer assets under 4 CSR 240-3.110 and a CCN under 4 CSR 240-3.105.

VI. REQUEST FOR DISCLAIMER OF JURISDICTION OR, IN THE ALTERNATIVE, AUTHORITY TO SELL, ASSIGN, LEASE OR TRANSFER ASSETS UNDER 4 CSR 240-3.110

16. An electrical corporation cannot “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” without prior approval from the Commission. Section 393.190.1, RSMo. However, the City’s municipally-owned electric utility is not rate-regulated by the Commission and therefore is not an electrical corporation subject to Section 393.190. Moreover, SCMCN’s understanding is that no Commission approval is required for an electrical corporation to *purchase* an asset, and SCMCN has found no precedent requiring a purchaser of assets from a municipally-owned electric utility to obtain Commission approval authorizing such a transaction. Therefore, SCMCN respectfully requests that the Commission confirm that no approval is required under Section 393.190.1, RSMo., and that compliance with the requirements of 4 CSR 240-3.110 is unnecessary. In the alternative, out of an abundance of caution, SCMCN requests Commission approval of the Transaction and provides the following information in conformance with 4 CSR 240-3.110. SCMCN notes that some of this information may also assist the Commission in its determination on SCMCN’s request for a CCN under 4 CSR 240-3.105.

⁴ SPP requires that the charges be implemented on the first of a month.

17. A copy of the executed APA for the Transaction is attached as **Appendix A**.
18. A certified copy of the written consent in lieu of meeting by SCMCN's board of directors authorizing the execution of the APA and the execution and delivery of all certificates, documents, and agreements necessary to acquire the Assets is attached as **Appendix E**.
19. A *pro forma* balance sheet and income statement with adjustments showing the results of the acquisition of the Assets are attached as **Appendix F-1**.
20. SCMCN notes that in this case, because SCMCN is still in start-up mode, a *pro forma* balance sheet and income statement may not fully address the Commission's need for record evidence establishing that SCMCN will be capable of operating and, as importantly, restoring the Assets in case of outages. Accordingly, SCMCN has also provided with this Application information for the Commission's consideration regarding its financial backing and the means by which it will ensure safe and reliable operation of the Assets in the near- and long-term.
21. The working capital needed for SCMCN's operations and the payment to the City for the Assets will be provided by SCMCN's ultimate parent, Blackstone. A bonding indication letter committing to issue a surety bond meeting SPP's financial criteria⁵ is attached as **Appendix F-2**. In addition, a copy of the Amended and Restated Limited Partnership Agreement of GridLiance Holdco, LP, evidencing Blackstone's ownership of SCMCN and committing Blackstone to fund GridLiance Holdco, LP's financial needs, including an obligation to contribute capital for the purpose of funding transmission acquisitions such as the Transaction, is attached as **Appendix F-3** and **Appendix F-3HC (highly confidential)**; a copy of the Amended and Restated Limited Liability Company Agreement of GridLiance Heartland LLC

⁵ Under Open Access Transmission Tariff, Sixth Revised Volume No. 1, Attachment Y § III(1)(b)(ii)(2), an applicant can demonstrate that it meets SPP's financial criteria for an entity that desires to participate in the Transmission Owner selection Process by submitting a "bonding indication letter from an insurance or surety company... indicat[ing] a ... willingness to provide a surety bond in the amount of at least \$25,000,000." See also *id.* ("Bonding indication letters acceptable to the Transmission Provider must be issued by an insurance or surety company with a minimum financial strength rating of A- and a minimum financial size category of X from the A.M. Best Company.").

authorizing GridLiance Holdco, LP to make capital contributions to GridLiance Heartland LLC is attached as **Appendix F-4** and **Appendix F-4HC (highly confidential)**, and a copy of the Amended and Restated Limited Liability Company Agreement of South Central MCN LLC authorizing GridLiance Heartland LLC to make capital contributions to SCMCN is attached as **Appendix F-5** and **Appendix F-5HC (highly confidential)**. The upstream ownership of SCMCN is further discussed in the Direct Testimony of Edward M. Rahill on Behalf of South Central MCN LLC dated August 17, 2015, to be filed in support of this Application. See Rahill Test. 3:8-3:22. Effective with the acquisition, SCMCN's FERC-approved forward-looking formula-based rate will ensure that SCMCN receives its just and reasonable cost of service (ATRR). SCMCN's ATRR will be collected by SPP from applicable transmission customers and remitted to SCMCN as provided in the SPP Tariff.⁶

22. The proposed asset sale between SCMCN and the City will have a positive impact on the tax revenue to the City, as SCMCN will be required to pay property tax to the City on the value of the Assets and to make a payment in lieu of taxes. Likewise, the State of Missouri (State) will receive tax revenues on SCMCN's business income, whereas the City pays no State taxes.

23. The proposed Transaction is not detrimental to the public interest.⁷ The Transaction will create value for Missouri transmission customers in the areas of improved reliability, financial strength, and operational excellence of the transmission system. The Assets will be owned and managed by SCMCN, an independent transmission company whose business model is solely focused on the provision of

⁶ See Southwest Power Pool, Inc., Governing Documents Tariff, Membership Agreement, Section 2.3(b) ("SPP shall have the following fiduciary responsibilities and duties to Member under this Agreement . . . Collecting and distributing revenues to Member in accordance with the Transmission Tariff and other SPP documents applicable to the Transmission Tariff and approved by the Members"), available online at <http://www.spp.org/publications/Current%20Bylaws%20and%20Membership%20Agreement%20Tariff.pdf> (last accessed Oct. 6, 2014); see also Southwest Power Pool, Inc., Open Access Transmission Tariff, Section 34.1, Schedule 9 & Attachment H Section I (stating the method for determining the ATRR and associated charges).

⁷ Promotion of the public interest is also a factor considered by the Commission under 4 CSR 240-3.105(1)(E) in determining whether to grant a CCN, which is discussed in greater detail below.

transmission services. The Assets are not currently registered as a transmission asset in SPP, and will be registered in SPP when the Transaction is completed. As noted above, acquisition of existing Assets is contemplated as a means for SCMCN to put into effect a FERC rate and begin the work of improving and integrating these existing municipal assets (which were previously planned and operated in a single utility silo) with other assets SCMCN will acquire in Missouri and elsewhere. Also, SCMCN has the financial backing and operational expertise to own, operate, and control the Facilities in the State of Missouri. In addition, SCMCN will continue to rely on CU for operation and maintenance of the Assets until SCMCN builds its own control center and putting in place long-term arrangements for operation and maintenance of the Assets and other assets it acquires.

VII. REQUEST FOR CCN UNDER 4 CSR 240-3.105

24. SCMCN requests that the Commission, upon a finding that the Transaction is not detrimental to the public interest, grant to SCMCN a new CCN.

25. SCMCN will not require any franchises, consents, or additional approvals from the City or from any other municipalities, counties, or governmental bodies in connection with the Project.

26. The granting of the Application is appropriate because it satisfies the following five criteria the Commission uses in determining whether construction and operation are necessary or convenient for the public service: (1) there must be a need for the service; (2) the applicant must be qualified to provide the proposed service; (3) the applicant must have the financial ability to provide the service; (4) the applicant's proposal must be economically feasible; and (5) the service must promote the public interest. *See In re Tartan Energy Company*, 3 Mo.P.S.C. 173, 177 (1994).

27. Need for the Service. This is not an application to construct new facilities, but rather to purchase, own and operate Facilities that are in place, form part of the electrical grid, and are essential to providing reliable power to existing Missouri customers. The need for the Facilities is clearly established.

28. Qualifications. SCMCN has the qualifications to provide the proposed service. It has in place a business plan that will provide for safe and adequate operations and maintenance by CU in the short term while it builds its internal organization, and that agreement can be extended if necessary to ensure that cutover to SCMCN's operations occurs only when SCMCN is ready. Moreover, on November 12, 2014, SPP notified SCMCN that it is a Qualified RFP Participant qualified to compete for construction and operation of new, high-voltage transmission facilities in SPP. This SPP process requires submission of substantial documentation as to an applicant's financial resources and planning, construction, and operating capabilities.

29. Financial Resources. SCMCN has the financial ability to provide the service. As noted above, SCMCN has the financial backing of Blackstone; it has passed SPP's requirements to be a Qualified RFP Participant; and SCMCN's FERC-approved forward-looking formula-based rate will ensure that SCMCN is collecting its just and reasonable cost of service.

30. Economic Feasibility. The Transaction is economically feasible. At the closing of the Transaction, SCMCN will pay the City an amount equal to what would be net book value had the City been operating as a FERC-regulated utility.⁸ The means by which the value of the Assets was calculated is described in the Direct Testimony of Robert E. Pender on Behalf of South Central MCN LLC dated August 17, 2015, to be filed in support of this Application. See Pender Test. 4:8-7:2. SCMCN will then recover its full cost of service under a forward-looking formula rate, collected by SPP. Both SCMCN's and SPP's rates are or will be fully regulated by FERC.

⁸ Pursuant to Section 1.1.53 of the APA, the Purchase Price is \$11,215,160. As shown in the proposed accounting entries submitted herewith as Appendix F-1, the Purchase Price includes \$9,115,160 for the Assets (entered as "Electric Plant Purchased") to be paid at closing. In addition, the Purchase Price includes up to \$600,000 for the City's transaction costs to be paid upon the City's submission of documentation of actual expenses. The City's transaction cost amount plus SCMCN's transaction costs are reflected in the proposed accounting entries as "Other Regulatory Assets." The balance of the Purchase Price is an "up to" amount that will be reimbursed to the City over the next two years. That reimbursement amount is contingent and if made would be considered a premium; however, the amount is not reflected in the SCMCN's *pro forma* financials because the obligation has been booked by GridLiance Holdco, LP, pending outcome of the contingencies.

31. Public Interest. The Transaction promotes the public interest. The Assets interconnect with the Southwestern Power Administration and CU, have bi-directional flow, and increase reliability in the region as well as the transmission grid as a whole. SCMCN is an independent transmission company solely focused on providing transmission services and will further improve reliability by transferring functional control to SPP and taking on the responsibility for any reliability compliance requirements.

32. Moreover, the Transaction will have no cost or rate impact on any investor owned utilities or their customers regulated by the Commission because the rates of all affected customers (all of whom are located in the CU transmission pricing zone, including within the City) are exempt from the Commission's regulation. The City is currently purchasing bundled power and transmission delivery services from CU in SPP Transmission Pricing Zone 3, and CU is the only customer taking network integration transmission service (NITS) from SPP in Zone 3.⁹ The Transaction will not impact ATRR in other SPP Transmission Pricing Zones.

33. Before executing the APA, the City considered the Transaction's costs and benefits and determined that the benefits of the transaction, including repayment of outstanding debt and elimination of ongoing operations, maintenance, and compliance costs, make the sale to SCMCN a prudent choice for the City and its retail customers. In addition, over the longer term, the integration of the Assets into SCMCN's regional facilities, with future upgrades, will enhance the overall reliability of the Assets and the transmission grid as a whole.

VIII. CONTINGENT REQUESTS FOR WAIVERS/VARIANCES

34. Service Area and Construction of Transmission Lines. The Assets will not provide retail service to end-use customers and will not be rate-regulated by the Commission. In addition, the

⁹ While the Zone 3 ATRR will increase slightly as a result of inclusion of SCMCN's ATRR in the Zone 3 rates, the City will, pursuant to a non-jurisdictional arrangement between the City and CU, absorb those additional costs through its wholesale rates from CU, thereby shielding other CU customers from the increase in ATRR.

Application is not for a service area, and does not propose to construct new transmission lines. Accordingly, SCMCN believes that the application requirements for a service area at 4 CSR 240-3.105(1)(A) and the application requirements for the construction of new transmission lines at 4 CSR 240-3.105(1)(B).1-3 are inapplicable, and SCMCN asks for the Commission to so find. In the alternative, SCMCN respectfully requests that the Commission waive such requirements.

35. 60-day Notice Requirement. This case is not likely to be a contested case within the meaning of 4 CSR 240-4.020(2). This Commission has held that an application regarding a transfer of assets pursuant to Section 393.190, RSMo, which is the crux of the instant Application, is not a contested case:

Moreover, this is not a contested case pursuant to 536.010(2) because it does not involve a proceeding before an agency in which legal rights, duties or privileges of specific parties are required by law to be **determined after hearing**. (Emphasis added). Neither Section 393.190, nor Section 393.106, nor any other provision of law requires a hearing be held for these determinations.

In the Matter of the Application of The Empire District Electric Company for Authority to Sell and Transfer Part of its Works or System to the City of Monett, Missouri, File No. EO-2009-0159, Order Approving The Transfer Of Assets at 2 & n.4, February 11, 2009. Moreover, the Commission has held that waiver of 4 CSR 240-4.020(2) is unnecessary because an application pursuant to Section 393.190.1 is not a contested case. See *In the Matter of the Application of Atmos Energy Corporation for Authority to Sell Part of its Works or System Located at the Hannibal, Missouri Propane Air Plant*, File No. GO-2011-0281, Order Authorizing Sale of Propane Air Plant Facility Located in Hannibal, Missouri at 4, April 19, 2011. Moreover, SCMCN is not aware of any entity that intends to object to the relief requested by this Application. Accordingly, SCMCN believes that the 60-day Notice of Filing pursuant to 4 CSR 240-4.020(2) is

inapplicable, and asks that the Commission so find. In the alternative, SCMCN respectfully requests that the Commission waive such notice requirement given the Commission precedent cited above.¹⁰

36. Other Potentially Inapplicable Provisions. As noted above, the Assets will not provide retail service to end-use customers and will not be rate-regulated by the Commission. The Transaction does not involve a merger or consolidation of electric utilities. Also, SCMCN agrees to file with the Commission the annual report that it files with FERC. Accordingly, SCMCN believes that the filing requirements for applications for authority to merge or consolidate of 4 CSR 240-3.115; the filing requirements for applications for authority to issue stock, bonds, notes, and other evidences of indebtedness of 4 CSR 240-3.120; the rate schedule filing requirements of 4 CSR 240-3.145; the annual reporting requirement of 4 CSR 240-3.165; the depreciation study requirement of 4 CSR 240-3.175; and the reporting requirements of 4 CSR 240-3.190(1), (2), and (3)(A)-(D) are inapplicable, and asks that the Commission so find. In the alternative, SCMCN respectfully requests that the Commission waive such requirements. No public utility will be affected by their waiver.

37. For the reasons stated above, good cause exists to waive the requirements outlined in paragraphs 34-36 of this Application.

WHEREFORE, SCMCN respectfully requests that the Commission issue, to the extent applicable, an order:

A. Finding that the Transaction (including the transfer of the Assets to SCMCN and all of the steps necessary to consummate the Transaction and any future transfers of property pursuant to the APA) is not detrimental to the public interest;

¹⁰ See Order Approving Unanimous Stipulation and Agreement, File No. GM-2012-0037 at ¶ 7, March 14, 2012 (“The Motion for Waiver of the 60-day notice of filing contained in Commission Rule 4 CSR 240-4.020(2) is granted.”).

B. Disclaiming jurisdiction under Section 393.190 RSMo. and confirming the inapplicability of 4 CSR 240-3.110 to the Transaction or, in the alternative, authorizing SCMCN and the City to execute any and all documents necessary to effectuate the Transaction, including the transfer of the Assets to SCMCN consistent with the APA;

C. Authorizing SCMCN to execute any and all documents necessary to transfer functional control of the Assets to SPP and to integrate the Assets into the SPP transmission system;

D. Granting a new CCN to SCMCN to own, operate, control, manage, and maintain the Assets being transferred as part of this Transaction and other such transmission assets as may be acquired, constructed, or installed by SCMCN in the future;

E. Confirming the inapplicability of or, in the alternative, granting a waiver from the requirements of 4 CSR 240-3.105(1)(A)&(1)(B).1-.3; 4 CSR 3.115; 4 CSR 3.120; 4 CSR 3.145; 4 CSR 3.165; 4 CSR 3.175; 4 CSR 3.190(1), (2), and (3)(A)-(D); and 4 CSR 240-4.020(2);

F. Granting the relief requested by no later than October 30, 2015, in order to allow SCMCN and the City to meet their contractual commitment to consummate the Transaction effective December 1, 2015; and

G. Issuing such other orders as are appropriate in the circumstances and granting all other necessary and proper relief including without limitation finding that the Transaction either satisfies all applicable and lawful requirements or otherwise is exempt therefrom.

Respectfully submitted,

/s/ Lowell Pearson

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VERIFICATION

COUNTY OF Douglas

STATE OF KS

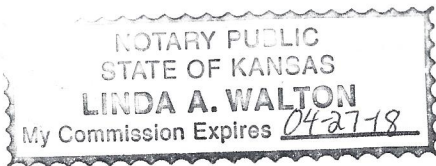
CARL HUSLIG, of lawful age, being duly sworn, deposes and says that he is the SENIOR VICE PRESIDENT – DEVELOPMENT of SOUTH CENTRAL MCN LLC, has knowledge of the facts stated in the foregoing Application, and that said facts are true to the best of his knowledge, information, and belief.

Carl Huslig
Carl Huslig

Subscribed and sworn to me before this 17th day of August, 2015.

Linda A. Walton
Notary Public

My commission expires:



CERTIFICATE OF SERVICE

The undersigned does hereby certify that a copy of the foregoing has been served upon all parties of record by forwarding the same by electronic mail or U.S. Mail, postage prepaid, this 19th day of August, 2015, to the following:

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/s/ Lowell Pearson _____
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