



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

March 21, 2025

Heather Humphrey
Eversource Energy, Inc.

Re: Eversource Energy, Inc. (the "Company")
Incoming letter dated December 23, 2024

Dear Heather Humphrey:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by Paul Post for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

The Proposal requests the Company retain an independent third party to project and disclose GHG emissions associated with its 2024 Integrated Resource Plan, including a comparison of its emission projections with its GHG emission reduction targets, and those of its largest municipal and commercial customers.

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(i)(7). In our view, the Proposal seeks to micromanage the Company. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rule 14a-8(i)(7). In reaching this position, we have not found it necessary to address the alternative bases for omission upon which the Company relies.

Copies of all of the correspondence on which this response is based will be made available on our website at <https://www.sec.gov/corpfin/2024-2025-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: Ty Gorman
Sierra Club



VIA SEC ONLINE PORTAL

December 23, 2024

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

RE: Evergy, Inc. – 2025 Annual Meeting
Exclusion of Stockholder Proposal of Paul Post

Ladies and Gentlemen:

We are writing on behalf of Evergy, Inc., a Missouri corporation ("***Evergy***" or the "***Company***"), pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the "***Exchange Act***"), to notify the Staff of the Division of Corporation Finance (the "***Staff***") of the Securities and Exchange Commission (the "***Commission***") of Evergy's intention to exclude the stockholder proposal and supporting statement (the "***Post Proposal***") submitted by the Sierra Club (the "***Sierra Club***" or "***Representative***") on behalf of Mr. Paul Post (the "***Proponent***") from the proxy materials to be distributed by Evergy in connection with its 2025 annual meeting of stockholders (the "***2025 Proxy Materials***").

We submit this Request pursuant to Rule 14a-8(j) and are simultaneously sending a copy of this letter and its attachments to the Proponent and Representative as notice of Evergy's intent to exclude the Post Proposal from the 2025 Proxy Materials. This letter is being filed with the Commission no later than 80 calendar days before the date the Company expects to file its 2025 Proxy Materials with the Commission in accordance with Rule 14a-8(j).

Rule 14a-8(k) promulgated under the Exchange Act and Section E of SLB 14D provide that stockholder proponents are required to send companies a copy of any correspondence that the stockholder proponents elect to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to remind the Proponent and the Representative that if the Proponent or the Representative submits correspondence to the Commission or the Staff with respect to the Post Proposal, a copy of that correspondence should concurrently be furnished to the undersigned.

The Post Proposal

The text of the resolution contained in the Post Proposal is set forth below:

RESOLVED: Shareholders request that Every retain an independent third party to project and disclose GHG emissions associated with its 2024 IRP, including comparison of its emission projections with its GHG emission reduction targets, and those of its largest municipal and commercial customers.

Basis for Exclusion

As discussed in more detail below, the Company respectfully requests that the Staff concur in its view that the Post Proposal may be excluded from the 2025 Proxy Materials pursuant to:

- Rule 14a-8(c) promulgated under the Exchange Act, because the Post Proposal is one of two proposals submitted by the Sierra Club for consideration at the same shareholders' meeting;
- Rule 14a-8(c) promulgated under the Exchange Act, because the Post Proposal constitutes multiple proposals;
- Rule 14a-8(i)(3) promulgated under the Exchange Act, because the Post Proposal is impermissibly vague;
- Rule 14a-8(i)(7) promulgated under the Exchange Act, because the Post Proposal relates to the Company's ordinary business operations and seeks to micromanage the Company; and
- Rule 14a-8(i)(10) promulgated under the Exchange Act, because the action requested in the Post Proposal has already been substantially implemented by the Company.

Background

The Sierra Club submitted the Post Proposal and its supporting statement to the Company in a letter dated November 15, 2024, attached hereto as Exhibit A, which was received by the Company via email on November 19, 2024. The Post Proposal included a few procedural defects. Accompanying the Post Proposal was letter from Mr. Post authorizing the Sierra Club to "file or co-file" the Post Proposal on his behalf.

On November 22, 2024, the Company received another email from the Sierra Club containing a second shareholder proposal, this time from Mr. Andrew Knott (a current employee of the Sierra Club) (the "**Knott Proposal**"). The email also contained a letter from

December 23, 2024

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Mr. Knott authorizing the Sierra Club to act on his behalf in submitting the Knott Proposal. The Knott Proposal and its supporting statement are attached hereto as Exhibit B.

Accordingly, on November 25, 2024, within 14 days of the date that the Company received the Post Proposal, the Company sent Mr. Post and the Sierra Club a letter via email providing notice of the procedural deficiencies as required by Rule 14a-8(f) (the “**Deficiency Letter**”), followed by a physical copy of the Deficiency Letter via overnight delivery to Mr. Post’s home address (the only address provided by Mr. Post and the Sierra Club). In the Deficiency Letter, attached hereto as Exhibit C, the Company informed the Proponent and the Sierra Club of the requirements of Rule 14a-8 and how the Proponent could cure the procedural deficiencies. Among other things, the Deficiency Letter stated that under Rule 14a-8(c), the Sierra Club may not submit more than one proposal to the Company for a particular shareholders’ meeting. The Deficiency Letter also included a copy of Rule 14a-8, Staff Legal Bulletin No. 14F, dated October 18, 2011 (“**SLB 14F**”), and Staff Legal Bulletin No. 14L, dated November 3, 2021. The Company sent the Deficiency Letter to the Proponent and the Sierra Club via email on November 25, 2024 and requested confirmation of receipt. See Exhibit D attached hereto.

On November 26, 2024, the Company received two emails from the Sierra Club which, among other things, stated that the Post Proposal would be “the only resolution proposed by the Sierra Club this year.” This correspondence is attached hereto as Exhibit E.

On December 3, 2024, the Company, despite being under no obligation to do so, sent a follow-up clarification (the “**Clarification Letter**”) to the Sierra Club and the Proponent via email and courier. The Clarification Letter, among other things, explained that the Sierra Club must formally withdraw either the Post Proposal or the Knott Proposal, as required by Rule 14a-8(c)’s “one proposal” provision. The Clarification Letter is attached hereto as Exhibit F.

On December 4, 2024, the Company received an email (the “**Revision Notice**”) from Mr. Knott, withdrawing the Sierra Club’s co-filing and representative status from the Knott Proposal, and revising the Knott Proposal as being submitted directly by Mr. Knott. The Revision Notice is attached hereto as Exhibit G.

On December 5, 2024 and December 8, 2024, the Company received two emails from Mr. Post that addressed the other procedural deficiencies in the Post Proposal, which are not the subject of this Request, and clarified that Mr. Post intended to appoint the Sierra Club as his representative. This correspondence is attached hereto as Exhibit H.

Legal Analysis

I. The Post Proposal may be excluded pursuant to Rule 14a-8(c) and Rule 14a-8(f)(1) because the Sierra Club has exceeded the one-proposal limitation.

The Company believes that it may exclude the Post Proposal pursuant to Rule 14a-8(c) and Rule 14a-8(f)(1) because the Sierra Club, as representative, has submitted two proposals (the Post Proposal and the Knott Proposal) to the Company for consideration at the same shareholders' meeting, in violation of the one-proposal limitation.

a. Regulatory background.

In 2020, Rule 14a-8(c) was amended to provide the following: “[e]ach person may submit no more than one proposal, directly or indirectly to a company for a particular shareholders’ meeting. A person may not rely on the securities holdings of another person for the purpose of meeting the eligibility requirements and submitting multiple proposals for a particular shareholders’ meeting.” This “one-proposal limitation” applies not only to individuals who submit multiple proposals, but also to representatives who submit multiple proposals for consideration at the same meeting. As the Commission stated in Release No. 34-89964 (September 2020) (the “**2020 Release**”), “a representative would not be permitted to submit more than one proposal to be considered at the same meeting, even if the representative were to submit each proposal on behalf of different shareholders,” as “using the rule in this way undermines the one-proposal limit.” The 2020 Release further explained that under 14a-8(c), “entities and all persons under their control, including employees will be treated as a ‘person’ for the purposes of the amendment,” and illustrated the foregoing using the hypothetical of different employees of an investment advisor submitting multiple proposals as a representative on behalf of more than one shareholder.

b. The Post Proposal may be excluded pursuant to Rule 14a-8(c) and Rule 14a-8(f)(1) because Mr. Knott and the Sierra Club constitute one “person,” and have thus submitted multiple proposals for consideration at one meeting, in violation of the one-proposal rule.

The Sierra Club’s withdrawal from representative status, however, still does not comply with Rule 14a-8(c), as Mr. Knott is currently employed by the Sierra Club and is still acting on behalf of the Sierra Club, not in his individual capacity, in submitting the Knott Proposal. According to the Missouri Chapter website, Mr. Knott has been employed by the Sierra Club since 2013, and currently serves as the Deputy Director of the Beyond Coal Campaign.¹ In fact, the Company has recently communicated with Mr. Knott in his capacity as a shareholder

¹ See <https://www.sierraclub.org/missouri/staff>

representative: in 2020, Mr. Knott, as a Sierra Club employee and representative, submitted a shareholder proposal (the “**Rolfe Proposal**”) to the Company, which was ultimately excluded from the 2021 proxy materials on procedural grounds following an oral “Concur” response from the Staff. Mr. Knott’s recent role in the Rolfe Proposal is strong evidence that he likely remains under the Sierra Club’s control in submitting the Knott Proposal. Copies of communication between Mr. Knott and the Company relating to the Rolfe Proposal are attached hereto as Exhibit I.

Although the Sierra Club is not an investment advisor, the Sierra Club has a history of submitting proposals on behalf of shareholder clients, and the Knott Proposal fits squarely within the intent of the 2020 Release with respect to limiting such “persons” to the one-proposal rule.

In *Consolidated Freightways, Inc.* (Recon. avail. Feb. 23, 1994), the Staff concurred that proposals submitted by two different shareholders had violated the predecessor to Rule 14a-8(c), stating that “the one proposal limitation applies in those instances where a person (or entity) attempts to avoid the one proposal limitation through maneuvers, such as having persons they control submit a proposal.” See also *BankAmerica Corp.* (Feb. 8, 1996) (concurring in the exclusion of a proposal where the company also received proposals by proponents under “substantial influence” of the first proponent given that they were either related to or employed by the first proponent); and *Weyerhaeuser Co.* (Dec. 20, 1995) (concurring in the exclusion of multiple proposals where the son of a proponent who had submitted another proposal was determined to be “acting on behalf of, under the control of, or alter ego of the [proponent]”). Likewise, the Staff has consistently concurred in excluding proposals where a shareholder has coordinated with family members, friends, and associates to submit proposals to contravene the one-proposal limit rule. See, e.g., *General Electric Co.* (Jan. 10, 2008) and *Staten Island Bancorp, Inc.* (Feb. 27, 2002).

Here, given that Mr. Knott is (as stated on the Sierra Club Missouri Chapter website) employed by the Sierra Club as the Deputy Director of the Beyond Coal Campaign, the Company believes, pursuant to the 2020 Release, that he is a person (i.e., an employee) under the control of the Sierra Club. Just as in *Weyerhaeuser*, Mr. Knott is “acting on behalf of, under the control of, or [as the] alter ego of” the Sierra Club. Pursuant to the 2020 Release, the Company believes that Mr. Knott should be treated together with the Sierra Club as one “person.” As such, the Sierra Club has indirectly submitted more than one proposal (the Post Proposal and the Knott Proposal) to the Company to be included in its 2025 Proxy Materials.

The Company notes that this situation, of related persons strategically submitting multiple proposals under different proponent names, has been one that the Commission has sought to avoid since the adoption of the one-proposal restriction in 1976. Further, the 2020 Release indicates that it is the Commission’s intent to prohibit a “person,” which for an entity like the Sierra Club that it is in the business of submitting shareholder proposals, would include all persons under its control, including employees of local and state chapters, from submitting

more than one proposal to a company. Because the Sierra Club has submitted more than one proposal to be included in the 2025 Proxy Materials, the Company believes that the Post Proposal violates the one-proposal limitation under Rule 14a-8(c).

Under Rule 14a-8(f)(1), it is permissible to exclude proposals submitted by a proponent who fails to satisfy the eligibility requirements under Rule 14a-8(c). Therefore, since the Sierra Club has submitted two proposals (the Post Proposal, directly, and the Knott Proposal, indirectly), the Company believes that it may exclude the Post Proposal from the 2025 Proxy Materials pursuant to Rules 14a-8(c) and 14a-8(f)(1).

II. The Post Proposal may be excluded pursuant to Rule 14a-8(c) and Rule 14a-8(f)(1) because it contains multiple, distinct proposals under the guise of one proposal.

a. Regulatory background

Rule 14a-8(c) provides that a “person may submit no more than one proposal, directly or indirectly, to a company for a particular shareholders’ meeting.” The one-proposal limitation applies not only to proponents who submit multiple proposals in multiple submissions, but also to proponents who submit multiple proposals as elements or components of an ostensibly single proposal. The Company believes that the Post Proposal could be read to seek to provide shareholders with the opportunity to mandate that the Company’s board of directors take the following separate and distinct actions:

- “disclose GHG emissions associated with its 2024 IRP”;
- “disclose...[a] comparison of its emission projections with its GHG emission reduction targets”; and
- “disclose...[a] comparison of its emission projections with...its largest municipal and commercial customers.”

The Staff has consistently recognized that Rule 14a-8(c) permits the exclusion of proposals combining separate and distinct elements that lack a single well-defined unifying concept, even if the elements are presented as part of a single program and relate to the same general subject matter. For example, in *American Electric Power* (Jan. 2, 2001), the Staff concurred in the exclusion of a proposal which sought to: (i) limit the term of director service, (ii) require at least one board meeting per month, (iii) increase the retainer paid to the company’s directors and (iv) hold additional special board meetings when requested by the Chairman or any other director. The Staff found that the proposal constituted multiple proposals despite the proponent’s argument that all of the actions were about “governance of AEP.” See *Navidea Pharmaceuticals, Inc.* (May 11, 2018) (concurring in the exclusion of a proposal requesting the company to amend its bylaws to (i) elect all directors by majority voting, (ii) elect all directors

on an annual basis, and (iii) permit the holder or holders of 15% of the outstanding shares of common stock to call a special meeting of the shareholders). *See also PG&E Corp.* (Mar. 11, 2010) (concurring in the exclusion of a proposal requesting the company to (i) mitigate all potential risks encompassed by studies of a particular power plant site, (ii) defer any request for or expenditure of funds for license renewal at the site and (iii) limit the production of high-level radioactive wastes at the site); *Parker-Hannifin Corp.* (Sept. 4, 2009) (concurring in the exclusion of a proposal requesting the company to institute a Triennial Executive Pay Vote program that provides shareholders the opportunity to (i) approve the compensation, incentive plans and post-employment benefits of the company’s named executive officers and (ii) comment on and ask questions about the company’s executive compensation policies in a forum); *Duke Energy Corp.* (Feb. 27, 2009) (concurring in the exclusion of a proposal requesting the company to (i) require candidate directors to have personally owned at least \$2,000 worth of the company common stock for at least one year prior to their nomination, (ii) have candidates declare any potential conflicts of interest upon nomination and (iii) limit director compensation to company common stock only).

Staff no-action letter precedent indicates that the test for whether a single submission with multiple elements and components (such as the Post Proposal) actually constitutes more than one proposal is whether the elements or components of the proposal are closely related and essential to a single well-defined unifying concept. *See Pacific Enterprises* (Feb. 19, 1998) (concurring in the exclusion of a single submission related to six matters when the company argued that the elements failed to constitute “closely related elements and essential components of a single well-defined unitary concept necessary to comprise a single shareholder proposal”). *See also, e.g., Textron, Inc.* (Mar. 7, 2012) (concurring with the company’s view that a proposal was excludable under Rule 14a-8(c) because a “change of control” provision in a proxy access proposal diverged from the proposal’s overarching goal of providing shareholders with proxy access and instead sought to address a possible consequence of shareholders utilizing the proposed proxy access mechanism); *General Motors Corporation* (Apr. 9, 2007) (concurring in the exclusion of a single submission under Rule 14a-8(c) when the company argued that the proposal included several distinct steps to restructure the company and were not so closely related to comprise a single proposal).

b. The Post Proposal may be excluded pursuant to Rule 14a-8(c) because it contains three separate and distinct proposals relating to the Company’s GHG emissions reporting and disclosure.

Even where multiple elements or components of a proposal relate to a general or central topic, a proposal that contemplates a variety of loosely related actions may be excludable as multiple proposals under Rule 14a-8(c). *See, e.g., Eaton Corporation* (Feb. 21, 2012) (concurring in the exclusion of a proposal in reliance on Rule 14a-8(c) where the proposal contained multiple components related to employee compensation relating, and accounting for, sales to independent distributors, the method of reporting of corporate ethics, accounting practices relating to goodwill and other intangible assets and concerns relating to operations in

India, with the Staff specifically noting that the proposal relating to the method of reporting corporate ethics involved a separate and distinct matter from the proposals relating to employee compensation relating to, and accounting for, sales to independent distributors, the method of reporting of corporate ethics, accounting practices relating to goodwill and other intangible assets, and concerns relating to operations in India); *General Motors Corporation* (Apr. 9, 2007); *HealthSouth Corporation* (Mar. 28, 2006) (concurring in the exclusion of a proposal regarding amendments to the company's bylaws related to board membership that included proposals on the number of directors serving on the board and to vacancies on the board); *Compuware Corporation* (July 3, 2003) (concurring in the exclusion of a proposal to improve overall efficiency and operations of a company that included features requiring the reimbursement of life insurance premiums, the use of a competitive bidding system for printing contracts, the termination of a specific contract, the chief executive officer to devote all of his time to increasing sales and profitability, the filing of a Form 8-K for certain events and the release of an announcement when officers and directors plan to sell or transfer shares); *Fotoball USA, Inc.* (May 6, 1997) (concurring in the exclusion of a proposal regarding requests for directors which included minimum share ownership for directors, that directors be paid in shares or options and that non-employee directors perform no other services for the company for compensation).

While the Post Proposal does relate to the central topic of GHG emissions disclosure, it also requests that the Company conduct three separate and distinct studies evaluating a variety of criteria. First, the Post Proposal requests study and disclosure of "GHG emissions associated with [the Company's] 2024 IRP." The Post Proposal then requests comparisons of (i) the Company's "emission projections with its GHG emission reduction targets," and (ii) the Company's emission projections with "those of its largest municipal and commercial customers." Each of these three components would require distinct analysis and rely on different data, despite falling under the umbrella of "GHG emissions disclosure." The scope of the Post Proposal is incredibly broad and represents a myriad of separate and distinct actions submitted under the guise of a single proposal. The Post Proposal requests that the Company disclose emissions and customer data that lack a single unifying concept. As a result, the Post Proposal may properly be excluded under Rule 14a-8(c) and Rule 14a-8(f)(1).

III. The Post Proposal may be excluded pursuant to Rule 14a-8(i)(3) and Rule 14a-8(f)(1) because it is impermissibly vague.

a. Regulatory background

Rule 14a-8(i)(3) permits a company to exclude all or portions of a shareholder proposal "[i]f the proposal or supporting statement is contrary to any of the Commission's proxy rules, including [Rule] 14a-9, which prohibits materially false or misleading statements in proxy soliciting materials." Further, the Staff takes the view that a proposal may be excluded pursuant to Rule 14a-8(i)(3) on the basis that the proposal is so vague and indefinite as to be misleading where "neither the stockholders voting on the proposal, nor the company in implementing the

proposal (if adopted), would be able to determine with any reasonable certainty exactly what actions or measures the proposal requires.” Staff Legal Bulletin No. 14B (September 15, 2004). The courts have also ruled that “shareholders are entitled to know precisely the breadth of the proposal on which they are asked to vote” and that a proposal should be excluded when “it [would be] impossible for the board of directors or the stock holders at large to comprehend precisely what the proposal would entail.” *New York City Employees’ Retirement System v. Brunswick Corp.*, 789 F. Supp. 144, 146 (S.D.N.Y. 1992); *Dyer v. SEC*, 287 F.2d 773, 781 (8th Cir. 1961).

A proposal may be materially misleading as vague and indefinite when the “meaning and application of terms and conditions . . . in the proposal would have to be made without guidance from the proposal and would be subject to differing interpretations” such that “any action ultimately taken by the [c]ompany upon implementation [of the proposal] could be significantly different from the actions envisioned by shareholders voting on the proposal.” *See Fuqua Industries, Inc.* (March 12, 1991) (permitting the exclusion of a proposal to prohibit “any major shareholder . . . which currently owns 25% of the Company and has three Board seats from compromising the ownership of the other stockholders,” where the meaning and application of such terms as “any major shareholder,” “assets/interest,” and “obtaining control” would be subject to differing interpretations). *See also Apple Inc.* (Dec. 22, 2021) (permitting exclusion of a proposal requesting that the company convert to a “public benefit corporation” without clarifying how the company should implement such proposal); *The Boeing Company* (Feb. 23, 2021) (permitting exclusion of a proposal requiring that 60% of the company’s directors “must have an aerospace/aviation/engineering executive background” where such phrase was undefined); *Apple Inc.* (Dec. 6, 2019) (permitting exclusion of a proposal seeking to “improve guiding principles of executive compensation” that did not provide an explanation or definition of the key term “executive compensation”); *eBay Inc.* (Apr. 10, 2019) (permitting exclusion of a proposal requesting that the company “reform the company’s executive compensation committee” because “neither shareholders nor the Company would be able to determine with any reasonable certainty the nature of the ‘reform’ the [p]roposal is requesting,” and that, therefore, “the proposal, taken as a whole, is so vague and indefinite that it is rendered materially misleading”); *Cisco Systems, Inc.* (Oct. 7, 2016) (permitting exclusion of a proposal requesting that the board “not take any action whose primary purpose is to prevent the effectiveness of shareholder vote without a compelling justification for such action,” where it was unclear what board actions would “prevent the effectiveness of [a] shareholder vote” and how the essential terms “primary purpose” and “compelling justification” would apply to board actions); and *AT&T Inc.* (Feb. 21, 2014) (permitting exclusion of a proposal requesting a review of policies and procedures related to the “directors’ moral, ethical and legal fiduciary duties and opportunities,” where such phrase was undefined).

- b. *The Post Proposal may be excluded pursuant to Rule 14a-8(i)(3) because it fails to define a multitude of key terms, and shareholders will not be able to determine with any reasonable certainty exactly what actions or measures the Post Proposal requires.*

The Post Proposal contains multiple key terms that are not clearly defined and may be subject to a wide range of interpretations. It is not clear from the Post Proposal what is being sought by the references to “GHG emissions associated with [the Company’s] 2024 IRP,” the Company’s “GHG emission reduction targets,” or “[the Company’s] largest municipal and commercial customers,” or even how the Company would access and assess this information. While the supporting statement seems to imply that the study of such emissions should focus on alternative emissions pathways “used by groups like the Science Based Targets Initiative and Transition Pathway Initiative (TPI),” neither the Post Proposal nor the supporting statement provides guidance on what kinds of metrics should be taken into consideration in conducting said study and over what time horizon. Further, it is unclear exactly what “project[ion] and dislos[ure]” would address the Proponent’s concerns. It is difficult to understand the Proponent’s desired outcome of such study.

Because the Post Proposal includes terms that are inherently vague and indefinite, shareholders voting on the Post Proposal would not be able to reasonably ascertain what actions or measures the Post Proposal requires, and the Company would not know how to properly implement the Post Proposal if adopted. Therefore, the Post Proposal may properly be excluded from the 2025 Proxy Materials under Rule 14a-8(i)(3) on the basis that the Post Proposal is materially false and misleading in violation of Rule 14a-9.

IV. The Post Proposal may be excluded pursuant to Rule 14a-8(i)(7) and Rule 14a-8(f)(1) because it deals with matters relating to the Company’s ordinary business operations.

a. Regulatory background.

Rule 14a-8(i)(7) permits a company to exclude from its proxy materials a shareholder proposal that “deals with a matter relating to the company’s ordinary business operations.” In the Commission’s release accompanying the 1998 amendments to Rule 14a-8 (the Exchange Act Release No. 40018 (May 21, 1998)) (the “**1998 Release**”), the Commission identified two central considerations that underlie the ordinary business exclusion. The first is that “[c]ertain tasks are so fundamental to management’s ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight.” The second consideration relates to “the degree to which the proposal seeks to ‘micro-manage’ the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment.”

The 1998 Release further explains that micromanagement “may come into play in a number of circumstances, such as where the proposal involves intricate detail, or seeks to impose specific...methods for implementing complex policies.” In Staff Legal Bulletin No. 14L (Nov. 3, 2021) (“**SLB 14L**”), the Staff clarified that not all “proposals seeking detail” constitute micromanagement, and that going forward the Staff “will focus on the level of

granularity sought in the proposal and whether and to what extent it inappropriately limits discretion of the board or management.”

In determining whether a proposal micromanages by seeking to impose specific methods for implementing complex policies, the Staff evaluates not just the wording of the proposal but also the action called for by the proposal and the manner in which the action called for under a proposal would affect a company’s activities and management discretion. *See Deere & Co.* (avail. Jan. 3, 2022) and *The Coca-Cola Co.* (avail. Feb. 16, 2022) (each concurring with the exclusion of proposals with a broadly phrased request that required detailed and intrusive actions to implement). And in evaluating whether a proposal probes matters “too complex” for shareholders, as a group, to make an informed judgment, the Staff may consider “the sophistication of investors generally on the matter, the availability of data, and the robustness of public discussion and analysis on the topic.” SLB 14L. The Staff has stated that this “approach is consistent with the Commission’s views on the ordinary business exclusion, *which is designed to preserve management’s discretion on ordinary business matters* but not prevent shareholders from providing high-level direction on large strategic corporate matters.” SLB 14L (emphasis added).

The Staff has applied this guidance to concur with the exclusion of proposals requesting the adoption of specific approaches to address climate change matters, with particular focus on the extent to which the proposal permits the board or management to retain discretion. In SLB 14L, the Staff indicated that when reviewing such proposals, it “would not concur in the exclusion of . . . proposals that suggest targets or timelines so long as the proposals *afford discretion to management as to how to achieve such goals.*” (Emphasis added). SLB 14L cites *ConocoPhillips Co.* (avail. Mar. 19, 2021) as an example of its application of the micromanagement standard, noting that the proposal at issue did not micromanage the company because it requested that the company address a particular issue but “did not *impose a specific method* for doing so.” (Emphasis added).

As with the shareholder proposals in *Deere*, *Coca-Cola*, and other precedents discussed below, the Post Proposal is excludable under Rule 14a-8(i)(7) because it seeks to micromanage the Company by (i) forcing the Company to report its GHG emissions with an unreasonably granular level of detail, and (ii) inappropriately limiting the Company’s discretion in its GHG reporting.

- b. The Post Proposal may be excluded under Rule 14a-8(i)(7) because it requires an unreasonably granular level of detail.*

The Post Proposal requests that the Company “retain an independent third party to project and disclose GHG emissions associated with its 2024 IRP.” As described in Section V of this Request, the Company already provides extensive disclosure of its GHG emissions,

including its most recent EEI ESG Metrics Report,² Sustainability Report,³ CDP Report,⁴ and 2024 IRP Update.⁵ Put differently, the Company already provides extensive disclosures regarding its GHG emissions overall and a detailed breakdown of such information at the level of business division and geographic operations. The Company also is continually seeking to refine its approach to GHG emissions reporting and reduce its GHG emissions, as described in its publicly available 2023 Sustainability Report.⁶

Despite the Company's extensive disclosures and carefully tailored approach to GHG emissions reporting, the Post Proposal seeks to significantly expand the details in the Company's GHG emissions reporting by seeking granular information about GHG emissions *for a specific Company initiative (the 2024 IRP) and how those emissions compare to those of the Company's largest customers*. The Company conducts a multitude of initiatives and has a wide variety of municipal and commercial customers. As noted on the Company's Investor Relations website, Evergy "annually publishes a Corporate Sustainability Report that includes...information for the benefit of stakeholders interested in the industry's sustainability progress. The Company has "been providing...quantitative and qualitative data regarding various environmental, social, and governance (ESG) matters" for years.⁷ Additionally, the Post Proposal would require the Company to identify and disclose its largest municipal and commercial customers, without regard for confidentiality concerns related to such disclosure, which again is misaligned with the level of detail at which the Company already reports its emission trends to the investment community. The Supporting Statement of the Post Proposal also implies that the Company should align itself with emissions targets "other than those currently established by the Company." In this regard, the Post Proposal does not provide the Company "high-level direction on large strategic corporate matters." *See* SLB 14L. Instead, the Post Proposal requires detailed and highly intrusive actions that would afford no discretion to management as to how to implement its prescriptive request. As a result, the Post Proposal falls clearly within the scope of the 1998 Release and SLB 14L by addressing intricate, granular details and prescribing a specific method for implementing and evaluating complex policies.

² <https://investors.evergy.com/ESGMetrics>

³ <https://investors.evergy.com/SustainabilityReport>

⁴ <https://investors.evergy.com/CDPReport>

⁵ <https://investors.evergy.com/2024IRPUpdate>

⁶ <https://investors.evergy.com/SustainabilityReport>

⁷ *See* <https://investors.evergy.com/sustainability>

- c. *The Post Proposal may be excluded under Rule 14a-8(i)(7) because it inappropriately limits the Company's discretion.*

The Post Proposal seeks to substitute management's judgment about the appropriate way to address a complex, multifaceted issue by imposing a prescriptive standard that differs from the approach the Company believes is best suited to the Company when measuring and disclosing GHG emissions, from the approach the Company settled on when establishing related goals, and from common practice in the industry consistent with established frameworks. The Post Proposal is similar to the proposal in *Amazon.com, Inc.* (avail. Apr. 7, 2023, *recon. denied* Apr. 20, 2023) ("*Amazon*"), which involves substantially similar analysis under Rule 14a-8(i)(7). In *Amazon*, the Staff concurred with the exclusion under Rule 14a-8(i)(7) of a proposal requesting that the company measure and disclose Scope 3 GHG emissions where the proposal defined Scope 3 emissions to include the company's "full value chain inclusive of its physical stores and e-commerce operations and all products . . . sold by third party vendors." The company argued that the proposal addressed a complex, multifaceted issue by dictating a prescriptive standard for defining the company's Scope 3 emissions inventory that differed from both the approach the company believed to be best suited to the nature of its operations and the standards set forth in the established framework of the GHG Protocol. *See also Chubb Limited (Green Century Equity Fund)* (avail. Jan. 13, 2023) ("*Chubb Limited*") (concurring with the exclusion under Rule 14a-8(i)(7) of a shareholder proposal requesting that the company adopt a policy for the timebound phase out of underwriting of new fossil fuel exploration and development projects because it inappropriately sought to interfere with the discretion of management and the board to implement the approach that in their business judgment would be the most effective manner for the company to holistically align itself with its climate-related goals).

The Post Proposal would require disclosure at a project-specific level and would remove the Company's discretion to report in a different way, including in alignment with standardized reporting methodologies and regulatory requirements. The Proponent's gossamer delegation to the Company of the precise manner in which to evaluate and disclose its emissions does not preserve "high-level direction on large strategic corporate matters." Instead, similar to the proposal in *Amazon*, by requesting a project-specific breakdown of emissions, as well as a comparison to the emissions of the Company's largest customers, the Post Proposal seeks a level of "granularity" that "inappropriately limits discretion" of management.

In applying the micromanagement prong of Rule 14a-8(i)(7), the Staff consistently has concurred with the exclusion of shareholder proposals attempting to micromanage a company by delving too deeply into a company's goal setting and reporting processes. *See, e.g., Amazon; Apple Inc. (Christine Jantz)* (avail. Oct. 9, 2017) (concurring with the exclusion of a proposal requesting an evaluation and report on the potential for the company to achieve, by a fixed date, net-zero GHG emissions across operations directly owned by the Company and its major supplier where the company argued that the proposal would necessarily require the company to evaluate and prioritize particular courses of actions and changes to its operations and business,

and then to replace its own judgments about the best course of action with a course of action directed solely at meeting the specific emissions level selected by the proponent by one of the arbitrary dates selected by the proponent); *Apple Inc.* (avail. Dec. 5, 2016) (concurring with the exclusion of a similar proposal that sought to define the scope of operations that would be included in a Scope 3 net-zero GHG emission plan). Moreover, the Staff has consistently concurred with the exclusion under Rule 14a-8(i)(7) of shareholder proposals similar to the Post Proposal that micromanage a company by seeking to direct how the company evaluates complex policies and to impose specific prescriptive methods to implement those policies. *See, e.g., Chubb Limited; The Coca-Cola Co.* (avail. Feb. 16, 2022) (concurring with the exclusion of a proposal requesting that the company submit any proposed political statement to shareholders at the next shareholder meeting for approval prior to publicly issuing the subject statement where the company argued that the proposal thereby “dictates the content of and process by which the [c]ompany may make certain public statements by interfering with and impermissibly limiting the fundamental discretion of management to decide upon and exercise the corporate right to speech, and instead imposes a time-consuming and unnecessary process”); *Texas Pacific Land Corp. (Recon.)* (avail. Oct. 5, 2021) (concurring with the exclusion of a proposal that would have required that the company “establish a goal of achieving a 95% profit margin” where the company asserted that “the profit margin strategy of the [c]ompany” was a “matter fundamental to management’s choices relevant to its revenues and expenditures in the context of the broader strategy of the [c]ompany,” and that the proposal, by “mandating a very specific strategic goal,” that was not informed by a “deep understanding of the [c]ompany’s operations, growth opportunities and the industry as a whole” would “circumvent[] management’s expertise and fiduciary duties,” ultimately micromanaging the company).

Here, the Post Proposal attempts to delve deeply into the Company’s GHG emissions reporting processes by specifically dictating how the Company must expand the details of its GHG emissions reporting. This level of detail, however, is neither required nor recommended under current environmental reporting rules. The Post Proposal does not provide the Company “high-level direction on large strategic corporate matters.” Instead, just as with the proposal in *Amazon* and other precedent discussed above, the Post Proposal addresses a complex, multifaceted issue by imposing a prescriptive standard that both differs from the approach the Company believes is best suited to the nature of the Company’s operations and the well-established framework on which the Company relies.

The Company acknowledges that the Post Proposal’s references to “GHG emissions” may address a significant social policy matter; however, the Post Proposal does not focus on a broad policy issue relating to community impact. In this respect, it is well established that a proposal that seeks to micromanage a company’s business operations is excludable under Rule 14a-8(i)(7) regardless of whether the proposal raises issues with a broad societal impact. *See* Staff Legal Bulletin No. 14E (Oct. 27, 2009), at note 8, citing the 1998 Release for the standard that “a proposal [that raises a significant policy issue] could be excluded under Rule 14a-8(i)(7),

however, if it seeks to micro-manage the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment.” As such, the Post Proposal is properly excludable under Rule 14a-8(i)(7).

V. *The Post Proposal may be excluded pursuant to Rule 14a-8(i)(10) and Rule 14a-8(f)(1) because the Post Proposal has already been substantially implemented by the Company.*

a. Regulatory background.

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal from its proxy materials if the company has already “substantially implemented” the proposal. The Commission stated in 1976 that the predecessor to Rule 14a-8(i)(10) was “designed to avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management.” *Exchange Act Release No. 12598* (July 7, 1976). Originally, the Staff narrowly interpreted this predecessor rule and granted no-action relief only when proposals were “‘fully’ effected” by the company. *Exchange Act Release No. 19135* (Oct. 14, 1982). In 1983, however, the Commission recognized that a formalistic application of the rule requiring full implementation “defeated [the rule’s] purpose” because proponents were successfully convincing the Staff to deny no-action relief by submitting proposals that differed from existing company policy by only a few words. *Exchange Act Release No. 20091* (Aug. 16, 1983) (the “**1983 Release**”). Therefore, in the 1983 Release, the Commission adopted a revised interpretation of the rule to permit the omission of proposals that had been “substantially implemented.” *Id.* (emphasis added). The Commission codified this revised interpretation in *Exchange Act Release No. 40018* (May 21, 1998).

The Staff has noted that “a determination that the company has substantially implemented the proposal depends on whether [the company’s] particular policies, practices and procedures compare favorably with the guidelines of the proposal.” *Texaco, Inc.* (avail. Mar. 28, 1991). *See also, e.g., Anavex Life Sciences Corp.* (May 2, 2023); *Best Buy Co., Inc.* (Apr. 22, 2022); *BlackRock, Inc.* (Apr. 2, 2021); *JPMorgan Chase & Co.* (Mar. 9, 2021); *Devon Energy Corp.* (Apr. 1, 2020); *Johnson & Johnson* (Jan. 31, 2020); *Pfizer Inc.* (Jan. 31, 2020); *The Allstate Corp.* (Mar. 15, 2019); *Johnson & Johnson* (Feb. 6, 2019); *United Cont’l Holdings, Inc.* (Apr. 13, 2018); *eBay Inc.* (Mar. 29, 2018); *Kewaunee Scientific Corp.* (May 31, 2017); and *Wal-Mart Stores, Inc.* (Mar. 16, 2017). The Staff has consistently taken the position that a proposal has been “substantially implemented” and may be excluded under Rule 14a-8(i)(10) when a company can demonstrate that it has already taken actions to address the underlying concern and “essential objective” of the proposal. *See, e.g., Eli Lilly and Co.* (avail. Jan. 8, 2018); *Korn/Ferry International* (avail. July 6, 2017); *NETGEAR, Inc.* (avail. Mar. 31, 2015); *Pfizer, Inc.* (avail. Jan. 11, 2013, recoil. Mar. 1, 2013); *Exelon Corp.* (avail. Feb. 26, 2010); *Hewlett-Packard Co.* (avail. Dec. 11, 2007).

The Staff has permitted exclusion of a proposal under Rule 14a-8(i)(10) when a company has substantially implemented and therefore satisfied the “essential objective” of a proposal, even if the company did not take the exact action requested by the proponent, did not implement the proposal in every detail, or exercised discretion in determining how to implement the proposal. *See Salesforce.com, Inc.* (Apr. 20, 2021); *Apple Inc.* (Dec. 17, 2020); *Wal-Mart Stores, Inc.* (Mar. 25, 2015); and *Exelon Corp.* (Feb. 26, 2010).

The Staff has also consistently concurred with the exclusion of shareholder proposals that, like the Post Proposal, request a report containing information that a company has already publicly disclosed, even if not issued in the form of a report in response to a proposal. *See, e.g., Exxon Mobil Corp.* (Mar. 20, 2020) (concurring with the exclusion of a proposal requesting that the company issue a report on its plans to align its operations and investments with the goal of maintaining global temperature rise well below 2 degrees Celsius, where the company published an annual energy and carbon summary report addressing the topics raised in the proposal); *Hess Corp.* (April 11, 2019) (concurring with the exclusion of a proposal requesting that the company issue a report on how it can reduce its carbon footprint in alignment with greenhouse gas reductions necessary to achieve the Paris Agreement’s goals where the company had already provided the requested information in its sustainability report and CDP report); *Mondelez International, Inc.* (Mar. 7, 2014) (concurring with the exclusion of a proposal requesting that the board produce a report on the company’s process for identifying and analyzing potential and actual human rights risks in the company’s operations and supply chain, where the company already disclosed its risk management process and the framework it used to assess potential human rights risks); *Pfizer Inc.* (avail. Jan. 11, 2013, recon. denied Mar. 1, 2013) (concurring with the exclusion of a proposal requesting that the board issue a report detailing measures implemented to reduce the use of animals and specific plans to promote alternatives to animal use, where the company cited its compliance with the Animal Welfare Act and published a two-page “Guidelines and Policy on Laboratory Animal Care” on its website); *MGM Resorts Int’l* (Feb. 28, 2012) (concurring with the exclusion of a proposal requesting a report on the company’s sustainability policies and performance, including multiple objective statistical indicators, where the company published an annual sustainability report); *Duke Energy Corporation* (Feb. 21, 2012) (concurring with the exclusion of a proposal requesting that an independent board committee prepare a report on the company’s action to reduce greenhouse gases and other emissions where the company had provided disclosures regarding its energy efficiency programs and regulatory targets for renewable generation sources in its filings and on its website).

The Staff recently addressed a similar proposal in *Alliant Energy Corp.* (Mar. 30, 2023), in which shareholders requested an annual report “about the company’s actual progress toward, and ongoing feasibility of” the company’s “goal of reaching net-zero carbon dioxide (CO₂) emissions by 2050.” The Staff found that the company had already satisfactorily addressed the proposal’s concerns and “essential objective” through its most recently published ESG Performance Summary, Climate Report, and Climate Responsibility Report, all of which were publicly accessible on the company’s website, stating that “the [c]ompany’s public disclosures

substantially implement the Proposal.” The Staff has concurred with the exclusion of other shareholder proposals on substantial implementation grounds where the requested information was found across multiple separate reports. *See Comcast Corp.* (Apr. 9, 2021) (concurring with the exclusion of a proposal requesting the company prepare a report assessing the company’s diversity and inclusion efforts, where the requested information was already disclosed in a related statement, the company’s diversity, equity, and inclusion reports, and the company’s proxy statement for the prior year’s annual meeting); *and Apple Inc. (Sum of Us)* (avail. Dec. 17, 2020) (concurring, based on information the company had already posted on its website, with the exclusion of a proposal requesting that the board of directors report annually on the company’s management systems and processes for implementing its human rights policy commitments regarding freedom of expression and access to information; the oversight mechanisms for administering such commitments; and a description of actions the company has taken in response to government or other third-party demands that were reasonably likely to limit free expression or access to information). The Staff has made clear that the information sought by the shareholder need not be in a single location to be “substantially implemented.”

- b. The Post Proposal may be excluded pursuant to Rule 14a-8(i)(10) because the Company has satisfactorily addressed the Post Proposal’s essential objective in the Company’s existing emissions reporting.*

Substantial implementation under Rule 14a-8(i)(10) requires a company’s actions to have satisfactorily addressed both the proposal’s underlying concerns and its essential objective. The goal of the Post Proposal, or its “essential objective,” is for the Company to evaluate its GHG emissions, as related to its emission reduction targets and its 2024 IRP. The Company has already addressed this primary concern through (1) its most recent EEI ESG Metrics Report (the “**ESG Report**”)⁸, (2) the most recent report of its Task Force on Climate-Related Financial Disclosures (the “**TCFD Report**”)⁹, (3) its most recent Sustainability Report (the “**2023 Sustainability Report**”)¹⁰, (4) its most recent CDP Report (the “**2024 CDP Report**”)¹¹, and (5) its most recent IRP update (the “**2024 IRP Update**”)¹². The supporting statement accompanying the Post Proposal also addresses key risks associated with the ability

⁸ <https://investors.evergy.com/ESGMetrics>

⁹ <https://investors.evergy.com/TCFD>

¹⁰ <https://investors.evergy.com/SustainabilityReport>

¹¹ <https://investors.evergy.com/CDPReport>

¹² <https://investors.evergy.com/2024IRPUpdate>

for any company to achieve net zero emissions, which the Company has also addressed across these reports.

- i. The Company already discloses its GHG emissions and GHG emission reduction goals on an annual basis and across multiple reports.*

The Company's existing reports already address the GHG emissions and GHG emission reduction targets referenced in the Post Proposal. For example, the Company's ESG Report provides a breakdown of the Company's annual Scope 1, Scope 2, and Scope 3 GHG emissions for the past three years, as compared to the Company's baseline year of 2005.¹³ The 2023 Sustainability Report also describes the Company's reduction in carbon dioxide emissions and goal of achieving net-zero CO₂e emissions, "for scope 1 and scope 2, by 2045 with an interim goal of a 70 percent reduction of owned generation CO₂ emissions from 2005 levels by 2030 through the responsible transition of the Evergy Companies' generation fleet."¹⁴ Additionally, the 2024 CDP Report summarizes Evergy's multifaceted approach to emissions reporting, stating that "Evergy provides quantitative and qualitative information on various ESG areas of focus, including... GHG emissions...in publicly available, non-financial reports [and] interact[s] with its constituents to decide which...frameworks are most important and relevant to stakeholders."¹⁵ Finally, the TCFD Report discusses the Company's IRP process and emissions in more detail.¹⁶

The Company has also "substantially implemented" the "essential objective" of the Post Proposal through ongoing discussions with the Sierra Club to discuss shareholders' concerns. The Company regularly fields questions from Sierra Club members regarding environmental matters and has facilitated such discussions with the Sierra Club for almost two years. The Company is responsive and, when requested, provides additional information to the Sierra Club regarding its operations and emissions. The Company also sends the Sierra Club copies of all information disclosed in response other data requests, including requests relating to its IRP emissions. In submitting the Post Proposal, the Sierra Club seeks to force a shareholder vote to obtain information it readily has access to, instead of taking advantage of the Company's existing programs.

¹³ *Supra*, note 10. The Company also includes a Scope 1, 2, and 3 Data Verification Report from Ramboll on its publicly-available website.

¹⁴ *Supra*, note 11.

¹⁵ *Supra*, note 12.

¹⁶ *Supra*, note 10.

Additionally, the Company has already disclosed GHG emissions data associated with the 2024 IRP as an appendix on the Missouri Public Service Commission's Electronic Filing and Information System, pursuant to Missouri law. This system is publicly accessible.¹⁷ The Company's "Appendix 6C Annual Emissions by ARP" disclosure, published on the system, contains annual GHG emissions output for every scenario and plan under the IRP and a graph of scenario-weighted emissions for each plan. As noted in the above discussion of *Alliant Energy Corp.*, the Staff has made clear that information requested by the shareholder need not exist in a single location to be "substantially implemented." The Company makes its ESG Report, TCFD Report, 2023 Sustainability Report, 2024 CDP Report, and 2024 IRP Update accessible on the same webpage, making the disclosures convenient for investors to find and review.¹⁸ The Sierra Club and Proponent therefore already have all information necessary to conduct the analysis described in the Post Proposal.

ii. The Company's disclosures address the feasibility of achieving its net zero GHG emissions aspiration.

The Company also provides disclosure in its 2023 Sustainability Report, TCFD Report, and 2024 CDP Report regarding the feasibility of achieving its net zero emissions aspiration referenced in the Post Proposal. These reports summarize the Company's net zero emissions aspiration, which includes interim targets the Company expects to achieve, and acknowledge that achieving such goal is dependent on a variety of factors outside the Company's control, including "enabling technology developments, the reliability of the power grid, availability of transmission capacity, supportive energy policies and regulations, and other factors."¹⁹ All of these disclosures combined demonstrate that the Company has already provided ample disclosure about the feasibility of achieving its net zero GHG emissions goals, addressing one of the essential objectives of the proposal.

iii. Accordingly, the Company's numerous existing emission disclosures and ongoing discussions with Sierra Club representatives already satisfy the "essential objective" of the Post Proposal.

The Staff has previously concurred with the exclusion of proposals that, like the Post Proposal, request a report on environmental issues where the company had already published a sustainability report addressing the essential elements requested in the proposal. *See, e.g., Anthem, Inc.* (Mar. 19, 2018); *Abercrombie & Fitch Co.* (Mar. 28, 2012); *MGM Resorts Int'l*

¹⁷ See <https://efis.psc.mo.gov/Case/FilingDisplay/587370> and <https://efis.psc.mo.gov/Case/FilingDisplay/587378>

¹⁸ See <https://investors.evergy.com/sustainability>

¹⁹ *Supra*, note 11.

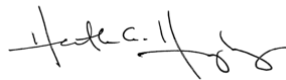
(Feb. 28, 2012); *Alcoa Inc.* (Feb. 3, 2009). As discussed above, a company is not required to “take the exact action requested by the proponent” or “implement the proposal in every detail.” Instead, a company may “exercise[] discretion in determining how to implement the proposal,” and actions by a company must “compare favorably with the guidelines” of the proposal. Thus, the fact that the Company’s extensive existing GHG disclosures do not specifically target emissions associated with its 2024 IRP in the manner requested by the Post Proposal does not preclude a finding that the Company has substantially implemented the essential element of the Post Proposal. The Company’s myriad of publicly-available, comprehensive reports on its GHG emissions and associated emission reduction goals, combined with its ongoing, open discussions with Sierra Club representatives, already address the essential requests of the Post Proposal. The Sierra Club already possesses all data necessary to conduct its own analysis of the issues identified in the Post Proposal, and the Company has already provided the Sierra Club with multiple avenues to obtain the information it desires without necessitating a shareholder vote on the matter.

Conclusion

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if Evergy excludes the Post Proposal from its 2025 Proxy Materials.

Should the Staff disagree with the conclusions set forth in this letter, or should any additional information be desired in support of Evergy's position, we would appreciate the opportunity to confer with the Staff concerning these matters prior to the issuance of the Staff's response. Correspondence regarding this letter and the Proposal should be sent to heather.humphrey@evergy.com. If we can be of any further assistance in this matter, please do not hesitate to call me at 816-556-2200.

Very truly yours,

A handwritten signature in black ink, appearing to read "Heather C. Humphrey", with a stylized flourish at the end.

Heather Humphrey

Senior Vice President, General Counsel, and
Corporate Secretary

Enclosures

cc: Mr. Paul Post

Mr. Ty Gorman

Ms. Christie Dasek-Kaine

Ms. Kate Saltz

Mr. Scott Kimpel

Exhibit A

The Post Proposal and Supporting Statement

November 15, 2024

Heather Humphrey
Senior Vice President,
General Counsel and Corporate Secretary
Evergy, Inc.
1200 Main Street
Kansas City, Missouri 64105

Dear Ms. Humphrey,

The Sierra Club hereby submits the enclosed shareholder proposal on behalf of Paul Post for inclusion in Evergy's 2025 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934.

Also enclosed is a letter from Mr. Post authorizing Sierra Club to submit this shareholder proposal on their behalf. As stated in this letter, Mr. Post is the owner of over \$25,000 of Evergy stock held continuously for over three years and he intends to continue to hold this stock until after the upcoming Annual Meeting.

A proof of ownership is included, as well as a recent account statement detailing Mr. Post Evergy stock. A representative of the Sierra Club will attend the shareholder's meeting to move the resolution as required. We hope a dialogue with the company can result in resolution of our concerns.

If you have any questions, please contact me at [REDACTED]

Thank you.

Sincerely,

Ty Gorman

Sr. Campaign Organizing Strategist, Sierra Club

[REDACTED]

[REDACTED]

Enclosures

November 7th, 2024

Re: Authorization to File Shareholder Resolution

Dear Mr. Gorman,

As of November 7, 2024, I authorize Sierra Club to file or co-file a shareholder resolution on my behalf with Evergy, Inc., and that it be included in the 2025 proxy statement, in accordance with Rule 14-a8 of the General Rules and Regulations of the Securities and Exchange Act of 1934.

I have continuously owned over \$25,000 worth of Evergy stock, with voting rights, for 3 consecutive years. I intend to hold the stock through the date of the company's annual meeting in 2025. I give Sierra Club the authority to deal on my behalf with any and all aspects of the shareholder resolution.

I understand that the company may send me information about this resolution, and that the media may mention my name related to the resolution; I will alert Sierra Club in either case. I confirm that my name may appear on the company's proxy statement as the filer of the aforementioned resolution.

Sincerely,

Signature: 
Paul Post (Nov 7, 2024 15:35 CST)

Email: 

Paul Post

Topeka, Kansas

Evergy, Inc. Stockowner and Shareholder

WHEREAS: The Intergovernmental Panel on Climate Change (IPCC) reports that immediate and significant emissions reductions are required from the electric sector to avoid the worst consequences of climate change.¹ Evergy Inc.'s current plans to burn coal and build new fossil gas plants that will run for the next 40 years do not put the utility on a path to reduce greenhouse gas (GHG) emissions in time to avoid the most catastrophic effects of climate change. Evergy's 2024 triennial Integrated Resource Plan (IRP)² even fails to meet the company's [own minimal climate pollution reduction goals](#).³

The International Energy Agency (IEA) Net Zero By 2050 report found that emissions from the power sector must reach net zero by 2035 in advanced economies and by 2040 globally. Evergy's targets are inconsistent with key available frameworks for assessing alignment with sector-modeled pathways to a livable climate, referencing approaches used by groups like the Science Based Targets initiative and Transition Pathway Initiative (TPI). These widely recognized pathways clearly demonstrate that a sector-aligned approach for electric utilities requires targets other than those currently established by the Company. Evergy's 2024 IRP has landed the company near the bottom of a national ranking of utility plans compared to decisions that would be necessary to meet minimum climate targets, and also fails to include Environmental Protection Agency⁴ and Federal Energy Regulatory Commission⁵ requirements^{6, 7}.

As a regulated utility with earnings linked to capital expenditures on its asset base, there is a risk-averse business case for Evergy to simultaneously reduce its GHG emissions and grow earnings by securitizing debts for old equipment and shifting generation from largely depreciated fossil fuel assets to new investments in clean energy, demand side management, and grid infrastructure.

Accordingly, investors are encouraged to vote "FOR" this proposal.

RESOLVED: Shareholders request that Evergy retain an independent third party to project and disclose GHG emissions associated with its 2024 IRP, including comparison of its emission projections with its GHG emission reduction targets, and those of its largest municipal and commercial customers.

¹ https://www.ipcc.ch/report/ar6/syr/downloads/report/IPCC_AR6_SYR_FullVolume.pdf

² <https://efis.psc.mo.gov/Document/Display/777745>

³ <https://investors.evergy.com/news-releases/news-release-details/evergy-announces-sustainability-transition-plan>, <https://investors.evergy.com/sustainability>

⁴ <https://www.epa.gov/system/files/documents/2024-04/cps-presentation-final-rule-4-24-2024.pdf>

⁵ <https://www.ferc.gov/explainer-transmission-planning-and-cost-allocation-final-rule>

⁶ <https://www.ferc.gov/ferc-order-no-2222-explainer-facilitating-participation-electricity-markets-distributed-energy>

⁷ https://coal.sierraclub.org/sites/nat-coal/files/DirtyTruth_Report_2024.pdf?utm_source=sierraclub&utm_medium=web&utm_id=dirty-truth&utm_content=page



January 1, 2024

September 30, 2024

October 31, 2024

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Portfolio Summary

All Accounts in Portfolio	Quarter to Date 10/01 - 10/31	Year to Date 01/01 - 10/31
Starting Value		
Inflows		
Outflows		
Change in Market Value		
Portfolio Ending Value		

Account Statement October 2024

October 1, 2024-October 31, 2024

Account Ending in PII

Account Holdings continued

Equities and Options continued

Security ID / Description	Quantity Price	Market Value	Cost Basis Unrealized G/L	Purchase Cost Investment G/L	Est Annual Income ^a Est 30-Day Yield ^a
EVRG ENERGY INC _c	1,062.000 \$60.4400	\$64,187.28			\$2,721.00 4.25%

[REDACTED]					
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Total					
-------	--	--	--	--	--

^a Dividends and/or capital gains distributed by this security will be distributed as cash.

Mutual Funds, Publicly Traded Funds and Interval Funds

Visit our digital client experience to see lot level details, average cost per share, current market values and more.

Security ID / Description	Quantity	Market Value	Cost Basis	Purchase Cost	Est Annual Income ^a
	Price		Unrealized G/L	Investment G/L	Est 30-Day Yield ^a

Account Holdings continued on next page →

^a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated.

Exhibit B

The Knott Proposal and Supporting Statement

November 22, 2024

Heather Humphrey
Senior Vice President,
General Counsel and Corporate Secretary
Energys, Inc.
1200 Main Street
Kansas City, Missouri 64105

Dear Ms. Humphrey,

The Sierra Club hereby submits the enclosed shareholder proposal on behalf of Andy Knott for inclusion in Energys's 2025 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934.

Also enclosed is a letter from Mr. Knott authorizing Sierra Club to submit this shareholder proposal on their behalf. As stated in this letter, Mr. Knott is the owner of over \$2,000 of Energys stock held continuously for over 3 years and he intends to continue to hold this stock until after the upcoming Annual Meeting.

A proof of ownership is included, as well as a recent account statement detailing Mr. Knott's Energys stock. A representative of the Sierra Club will attend the shareholder's meeting to move the resolution as required. We hope a dialogue with the company can result in resolution of our concerns.

If you have any questions, please contact me at [REDACTED]

[REDACTED] Thank you.

Sincerely,

Jenn DeRose

Senior Campaign Organizer, Sierra Club
[REDACTED]

November 22, 2024

Jenn DeRose
Senior Campaign Organizer
Sierra Club
PO Box 432010
St. Louis, MO 63143

Re: Authorization to File Shareholder Resolution

Dear Ms. DeRose,

I authorize Sierra Club to file or co-file a shareholder resolution on my behalf with Evergy, Inc., and that it be included in the 2025 proxy statement, in accordance with Rule 14-a8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. I have read the resolution on the topic of energy burden, related issues, and ways to address it, and I support the resolution.

I have continuously owned more than \$2,000 worth of Evergy stock, with voting rights, since February 5, 2021. I intend to hold the stock through the date of the company's annual meeting in 2025. I have enclosed my most recent account statement ending October 31, 2024, showing this stock ownership and the value of \$5,439.60 as of that date. I will separately provide you with a proof of ownership letter from my investment firm.

I give Sierra Club the authority to deal on my behalf with any and all aspects of the shareholder resolution. I understand that the company may send me information about this resolution, and that the media may mention my name related to the resolution; I will alert Sierra Club in either case. I confirm that my name may appear on the company's proxy statement as the filer of the aforementioned resolution.

Sincerely,



Andrew J. Knott



Enclosure

WHEREAS: Kansas City, MO residents experience an unusually high energy burden compared to the rest of the United States, spending nearly 6% of their income on energy while the national average is 3%-4%.¹

Energy burden affects different populations differently. According to analysis based on the Department of Energy's (DOE) Low-Income Energy Affordability Data (LEAD) tool² and 2022 Census data³, Black households in Kansas City have an average energy burden of 4.6%, compared to a 2.3% average energy burden for white households. According to the same methodology from the DOE, Hispanic households in Wichita experience an energy burden of 5.3%, compared to 3% for their white counterparts. High energy burden can result in customers diverting income away from necessities like food, health, and even rent; higher energy burden is an indicator associated with poorer health, nutrition, and even community economic development.⁴ In addition to energy burden, communities of color and low-income households in the U.S., and in Kansas City, face a much higher burden from pollution compared to other neighbors.⁵

Evergy fails to adequately address its disproportionate energy burden or negative public health impacts on communities of color and low-income households caused by its continued coal use.⁶ Alleviating energy burden through targeted energy efficiency programs would prevent disconnections in low-income and communities of color⁷. Disconnections are both costly to the Company and negatively affects the Company's reputation and credibility as a reliable business and service provider.

RESOLVED: Shareholders request that the Board, at reasonable expense and excluding proprietary information, retain a third-party to issue a public report releasing the demographics of high-energy burdened populations and detailing the cumulative impacts of energy burden, disconnections, asthma, air quality, and historic redlining in the Company's service area. Additionally, the Company should address in the report how it intends to reduce such negative community impacts through operational improvements and expansion of programs like energy efficiency, weatherization, and Evergy's Low Income Leadership Assistance Collaborative (KC-LILAC).

¹ Fuzy, Jeremy. "Midwest Heat Wave Is Causing Utility Bills to Soar. Here's How to Find Help." *Beacon*, 3 Aug. 2023, thebeaconnews.org/stories/2023/08/03/midwest-heat-wave-utility-bills/.

² <https://www.energy.gov/scep/low-income-energy-affordability-data-lead-tool>

³ <https://data.census.gov/>

⁴ Drehobl et al., "How High Are Household Energy Burdens," at 5, American Council for an Energy Efficient Economy (Sept. 2020), available at <https://www.aceee.org/sites/default/files/pdfs/u2006.pdf>.

⁵ U.S. Department of Energy. Low-Income Community Energy Solutions.

<https://www.energy.gov/eere/slsc/low-income-community-energy-solutions#:~:text=Energy%20burden%20is%20defined%20as,which%20is%20estimated%20at%203%25>.

⁶ <https://www.ucsusa.org/sites/default/files/2021-11/ucs-mr-KC-10.21-Engl-web%20%281%29.pdf>

⁷ [https://www.synapse-energy.com/sites/default/files/Equity in Evergy KS IRP Report 21-051.pdf](https://www.synapse-energy.com/sites/default/files/Equity%20in%20Evergy%20KS%20IRP%20Report%2021-051.pdf)

ANDREW KNOTT

Statement Period: **OCTOBER 1 - OCTOBER 31, 2024**

Account Number: [REDACTED]

BAIRD

This section shows the cash, cash equivalents and/or securities in your account. It reflects market values as of the close of business, October 31, 2024.

Please note, unrealized gain/loss is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Cumulative Investment Return on funds and unit investment trusts is provided for informational purposes only to assist you in comparing the total current value of your position with your total amount invested, excluding reinvestment activity. Cumulative Investment Return may be misstated if any cost information is inaccurate or if you have sold part of your position since your original investment.

CASH AND CASH EQUIVALENTS

Any balances reflected in this section held in a bank deposit account or in shares of money market mutual funds may be liquidated at your request and the proceeds returned to your account or remitted to you. The bank deposit interest rate paid to you is based on household account values and determined by the negotiated interest rates paid by the participating banks after deducting fees paid to a third party for administering the cash sweep program and the compensation to Baird for offering and providing various services related to the program. Please visit www.rwbaird.com/cashsweepcomp and www.rwbaird.com/cashsweeps to learn more about Baird's compensation and the cash sweep program. There are several alternatives to consider regarding your idle cash, including those with a higher yield, and we encourage you to discuss them with your Financial Advisor.

	Current Value	Cost	Est. Annual Income	Current Annual Yield %
--	---------------	------	--------------------	------------------------

FDIC INSURED DEPOSIT MULTI-BANK

Annual Percentage Yield earned from 10/01/24 - 10/31/24 was [REDACTED]

Deposits are insured by the FDIC up to \$2,500,000 per depositor (or \$5,000,000 for joint accounts).

Annual Percentage Yield earned measures the total amount of interest paid to your account for the month and is expressed as an annualized rate with monthly compounding based on a 365-day year.

Program Banks

Current Value

Total Cash and Cash Equivalents

PORTFOLIO ASSETS

	Symbol/CUSIP Bond Rating*	Quantity	Current Price	Average Unit Cost	Current Value	Cost	Unrealized Gain/(-)Loss*	Est. Annual Income	Est. Yield %
Stocks/Options									
EVERGY INC	EVERG	90	60.4400	56.2272	5,439.60	5,060.45	379.15	231.30	4.25%
Total Stocks/Options					\$5,439.60	\$5,060.45	\$379.15	\$231.30	4.25%

November 22, 2024

Statement of Ownership

To Whom It May Concern:

This is to certify that Andrew Knott is the owner of 90 shares of Evergy common stock – symbol EVRG. These shares were purchased on 2/5/2021, and have been in Mr. Knott's continuous ownership since that date, up to and including today, November 22, 2024. Baird has acted as record holder of the Shares and is a DTC participant.

Scott R Osborn



Vice President
Financial Advisor
Private Wealth Management

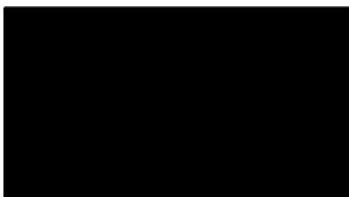


Exhibit C

The Deficiency Letter



November 25, 2024

VIA EMAIL AND OVERNIGHT COURIER

Mr. Paul Post



Cc:

Mr. Ty Gorman

Sr. Campaign Organizing Strategist, Sierra Club



Dear Mr. Post:

Evergy, Inc., a Missouri corporation (the “Company”), received your stockholder proposal (the “Submission”) on November 19, 2024. The Submission contains certain procedural deficiencies that the Securities and Exchange Commission (“SEC”) regulations require the Company to bring to your attention.

Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) provides that stockholder proponents must submit sufficient proof of their continuous ownership of at least \$2,000, \$15,000, or \$25,000 in market value of the company’s securities entitled to vote on the proposal for at least three years, two years, or one year, respectively, as of the date the stockholder proposal was submitted. The Company’s stock records do not indicate that you are the record owner of sufficient shares to satisfy this requirement. In addition, the proof you submitted with the Submission only includes information regarding your ownership for the period from October 1, 2024 to October 31, 2024; as such, we have not received adequate proof that you have satisfied Rule 14a-8’s ownership requirements as of the date that the Submission was submitted to the Company.

To remedy these defects, you must obtain proof of ownership verifying your continuous ownership of the required number of Company shares for the three-, two- or one-year period, as applicable, preceding and including November 19, 2024, the date the Submission was submitted to the Company. As explained in Rule 14a-8(b) and in SEC staff guidance, sufficient proof must be in the form of:

- (1) a written statement from the “record” holder of your shares (usually a broker or a bank) verifying that you continuously held the required number of Company shares for the three-, two- or one-year period, as applicable, preceding and including November 19, 2024; or
- (2) if you have filed with the SEC a Schedule I3D, Schedule 13G, Form 3, Form 4 and/or Form 5, or amendments to those documents or updated forms, reflecting your ownership of the required number of Company shares as of or before the date on which the three-, two- or one-year eligibility period, as applicable, begins, a copy of the schedule and/or form and any subsequent amendments reporting a change in

your ownership level, and statement that you continuously held the required number of Company shares for the applicable eligibility period.

If you intend to demonstrate ownership by submitting a written statement from the “record” holder of your shares as set forth in (1) above, please note that most large U.S. brokers and banks deposit their customers’ securities with, and hold those securities through, the Depository Trust Company (“DTC”), a registered clearing agency that acts as a securities depository. DTC is also known through the account name of Cede & Co. Under SEC Staff Legal Bulletin No. 14F, only DTC participants are viewed as record holders of securities that are deposited at DTC. You can confirm whether your broker or bank is a DTC participant by asking your broker or bank or by checking DTC’s participant list, which is available at <https://www.dtcc.com/-/media/Files/Downloads/client-center/DTC/DTC-Participant-in-Alphabetical-Listing-1.pdf>. In these situations, stockholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- (1) If your broker or bank is a DTC participant, then you need to submit a written statement from your broker or bank verifying that you continuously held the required number of Company shares for the three-, two- or one-year period, as applicable, preceding and including November 19, 2024.
- (2) If your broker or bank is not a DTC participant, then you need to submit proof of ownership from the DTC participant through which the shares are held verifying that you continuously held the required number of Company shares for the three-, two- or one-year period, as applicable, preceding and including November 19, 2024. You should be able to find out the identity of the DTC participant by asking your broker or bank. If your broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through your account statements, because the clearing broker identified on your account statements will generally be a DTC participant. If the DTC participant that holds your shares is not able to confirm your individual holdings but is able to confirm the holdings of your broker or bank, then you need to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that, for the three-, two- or one-year period, as applicable, preceding and including November 19, 2024, the required number of Company shares were continuously held: (i) one from your broker or bank confirming your ownership, and (ii) the other from the DTC participant confirming the broker or bank’s ownership.

We also direct your attention to Rule 14a-8(b)(1)(iii), which provides in relevant part:

“You must provide the company with a written statement that you are able to meet with the company in person or via teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the shareholder proposal. You must include your contact information as well as business days and specific times that you are available to discuss the

proposal with the company. You must identify times that are within the regular business hours of the company's principal executive offices. If these hours are not disclosed in the company's proxy statement for the prior year's annual meeting, you must identify times that are between 9 a.m. and 5:30 p.m. in the time zone of the company's principal executive offices."

Your proposal does not include such a written statement, which constitutes a deficiency under Rule 14a-8. To remedy this defect, you must provide a written statement providing your contact information and availability to meet with the Company in compliance with Rule 14a-8(b)(1)(iii). For the avoidance of doubt, the contact information and availability must be yours, and not that of your representative, if any.¹

We note that your proposal was submitted by Sierra Club, and we refer to your Evergy Shareholder Authorization Letter (the "Letter"), whereby you proposed to authorize Sierra Club to "file or co-file" a shareholder resolution on your behalf. It is not clear to us whether you intend to appoint Sierra Club as your co-filer or representative. If you intend to appoint Sierra Club as your co-filer, we direct your attention to the last sentence of Rule 14a-8(b)(1)(iii), which provides: "If you elect to co-file a proposal, all co-filers must either: (A) Agree to the same dates and times of availability, or (B) Identify a single lead filer who will provide dates and times of the lead filer's availability to engage on behalf of all co-filers.

If your intention is to appoint Sierra Club as your representative instead, we then direct your attention to Rule 14a-8(b)(1)(iv), which provides:

"If you use a representative to submit a shareholder proposal on your behalf, you must provide the company with written documentation that:

- (A) Identifies the company to which the proposal is directed;
- (B) Identifies the annual or special meeting for which the proposal is submitted;
- (C) Identifies you as the proponent and identifies the person acting on your behalf as your representative;
- (D) Includes your statement authorizing the designated representative to submit the proposal and otherwise act on your behalf;
- (E) Identifies the specific topic of the proposal to be submitted;
- (F) Includes your statement supporting the proposal; and

¹ See Procedural Requirements and Resubmission Thresholds under Exchange Act Rule 14a-8, SEC Release No. 34-89964, 51 (Sept. 23, 2020).

Mr. Paul Post
November 25, 2024
Page 4

(G) Is signed and dated by you.”

We believe that the Letter did not comply with Rule 14a-8(b)(1)(iv)(C)-(F). To remedy this defect, you must provide revised written documentation authorizing a representative to act on your behalf that meets all the requirements under Rule 14a-8(b)(1)(iv).

We also bring to your attention that we have received a separate proposal also submitted by Sierra Club (the “Other Submission”). Rule 14a-8(c) provides: “Each person may submit no more than one proposal, directly or indirectly, to a company for a particular shareholders' meeting. A person may not rely on the securities holdings of another person for the purpose of meeting the eligibility requirements and submitting multiple proposals for a particular shareholders' meeting.” A representative cannot submit more than one proposal to be considered at the same meeting, even if the representative were to submit each proposal on behalf of different shareholders.² Accordingly, the Submission is in violation of Rule 14a-8(c) as Sierra Club has submitted more than one proposal. To remedy this defect, you must either (1) coordinate with Sierra Club to withdraw the Other Submission (in addition to remedying the defect regarding the Letter as described above, for the avoidance of doubt), or (2) revise the Submission so that is submitted by a representative other than Sierra Club or directly by yourself.

Please note that the SEC’s rules require your response to this letter be postmarked or transmitted electronically to me no later than 14 calendar days from the date you receive this letter. For your reference, I have enclosed copies of Rule 14a-8, Staff Legal Bulletin No. 14F and Staff Legal Bulletin No. 14L.

Very truly yours,



Christie Dasek-Kaine
Sr. Director Counsel and Assistant Corp. Secretary

Enclosures

² See Procedural Requirements and Resubmission Thresholds under Exchange Act Rule 14a-8, SEC Release No. 34-89964, 58 (Sept. 23, 2020).

Exhibit D

Transmission of Deficiency Letter

[REDACTED]

From: Christie C Dasek-Kaine <[REDACTED]>
Sent: Monday, November 25, 2024 5:03 PM
To: [REDACTED]; Ty Gorman
Cc: Heather Humphrey; Corporate Secretary
Subject: Shareholder proposal Evergy - Notice of Deficiency
Attachments: 2024.11.25 Evergy, Inc. - Shareholder Proposal Deficiency Letter (Post).pdf

Dear Mr. Post and Mr. Gorman,

Please see the attached deficiency letter and attachments, and kindly acknowledge receipt of this email. We haven't received paper copies related to your proposal in the mail yet.

We will be in touch after the holiday. I hope you have a good one.

Sincerely,

Christie Dasek-Kaine

Evergy, Inc.

Sr. Director Counsel & Asst. Corporate Secretary

[REDACTED]
www.evergy.com

The information contained in this message may be privileged and/or confidential and protected from disclosure. If the reader of this message is not the intended recipient, or an employee or agent responsible for delivering this message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this in error, please notify the sender immediately by replying to the message and deleting the material from any computer.

Please consider the impact on the environment before printing this e-mail.

From: Heather Humphrey [REDACTED]
Sent: Thursday, November 21, 2024 11:16 AM
To: Ty Gorman [REDACTED]; Jenna Yeakle [REDACTED]
Cc: Christie C Dasek-Kaine [REDACTED]; Corporate Secretary [REDACTED] >
Subject: RE: [EXTERNAL]Shareholder proposal on behalf of Paul Post for inclusion in Evergy's 2025 proxy statement

Internal Use Only

Thanks Ty. I've copied Evergy's Assistant Corporate Secretary, Christie Dasek-Kaine, who will be in touch with you about your proposal.

Sincerely,
Heather

From: Ty Gorman [REDACTED]
Sent: Tuesday, November 19, 2024 5:43 PM

To: Heather Humphrey [REDACTED] Jenna Yeakle [REDACTED]
Subject: Re: [EXTERNAL]Shareholder proposal on behalf of Paul Post for inclusion in Evergy's 2025 proxy statement

This Message Is From an External Sender

This message came from outside your organization.

Report Suspicious

Thank you very much for the confirmation. Paper copy is en route as well. Please let me know if there is any thing else I can provide or meeting we can schedule.

Best regards,

Ty Gorman

[Sierra Club](#) Sr. Campaign Organizing Strategist
Beyond Coal Campaign
Southwest Power Pool, Kansas
[REDACTED]

On Tue, Nov 19, 2024 at 8:52 AM Heather Humphrey [REDACTED] wrote:

Internal Use Only

Thank you, Mr. Gorman. Your proposal has been received.

From: Ty Gorman [REDACTED]
Sent: Tuesday, November 19, 2024 8:04 AM
To: Heather Humphrey [REDACTED] Board of Directors [REDACTED]
Subject: [EXTERNAL]Shareholder proposal on behalf of Paul Post for inclusion in Evergy's 2025 proxy statement

This Message Is From an External Sender

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Report Suspicious

To: Heather Humphrey, Senior Vice President, General Counsel and Corporate Secretary Evergy, Inc. ([1200 Main Street Kansas City, Missouri 64105](#))

Dear Ms. Humphrey,

The Sierra Club hereby submits the enclosed shareholder proposal on behalf of Paul Post for inclusion in Evergy's 2025 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934.

Also enclosed is a letter from Mr. Post authorizing Sierra Club to submit this shareholder proposal on their behalf. As stated in this letter, Mr. Post is the owner of over \$25,000 of Evergy stock held continuously for over three years and he intends to continue to hold this stock until after the upcoming Annual Meeting. A proof of ownership is included, as well as a recent account statement detailing Mr. Post Evergy stock.

A representative of the Sierra Club will attend the shareholder's meeting to move the resolution as required. We hope a dialogue with the company can result in resolution of our concerns.

If you have any questions, please contact me at [REDACTED]. You will also be receiving mailed copies of the documents.

Thank you.

Sincerely,

Ty Gorman

[Sierra Club](#) Sr. Campaign Organizing Strategist

Beyond Coal Campaign

Southwest Power Pool, Kansas

[REDACTED]

Exhibit E

Response from the Sierra Club

From: Ty Gorman <[REDACTED]>
Sent: Tuesday, November 26, 2024 5:13 PM
To: Christie C Dasek-Kaine <[REDACTED]>
Cc: Heather Humphrey <[REDACTED]>; Jenna Yeakle <[REDACTED]>; Corporate Secretary <[REDACTED]>
Subject: Re: [EXTERNAL]Shareholder proposal on behalf of Paul Post for inclusion in Evergy's 2025 proxy statement

This Message Is From an External Sender

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Report Suspicious

Thank you, Christie.

The stockholder proponent has held well over the required levels of stock for over the required time. Since the bank records provided didn't sufficiently demonstrate the continuous-ness of that ownership, the stockholder will provide a personalized letter to that effect from the broker within the 14 days of the deficiency letter as required.

Can you please confirm that I have provided a written statement that I am able to meet with the company in person or via teleconference and two dates no less than 10 calendar days, nor more than 30?

I also provided a document in which Mr. Post

- (A) Identifies the company to which the proposal is directed;
- (B) Identifies the annual or special meeting for which the proposal is submitted;
- (C) Identifies Paul as the proponent and identifies me acting on his behalf as his representative;
- (D) Includes statement authorizing me to submit the proposal and otherwise act on his behalf;
- (E) Identifies the specific topic of the proposal to be submitted;
- (F) Includes his statement supporting the proposal; and is signed and dated

Can you confirm that?

This proposal will be the only one submitted by the Sierra Club this year. If one of those components is not identified in the original materials (attached) other than the broker letter formatting, I'm not seeing what is missing.

Best regards,

Ty Gorman

[Sierra Club](#) Sr. Campaign Organizing Strategist
Beyond Coal Campaign
Southwest Power Pool, Kansas

On Tue, Nov 26, 2024 at 9:07 AM Christie C Dasek-Kaine <[REDACTED]> wrote:

Internal Use Only

Good morning Ty,

Thank you for your message. Please confirm receipt of the notice of deficiency that I sent yesterday and attach again to this message.

Christie

From: Ty Gorman <[REDACTED]>
Sent: Tuesday, November 26, 2024 8:52 AM
To: Heather Humphrey <[REDACTED]>
Cc: Jenna Yeakle <[REDACTED]>; Christie C Dasek-Kaine <[REDACTED]>; Corporate Secretary <[REDACTED]>
Subject: Re: [EXTERNAL]Shareholder proposal on behalf of Paul Post for inclusion in Every's 2025 proxy statement

This Message Is From an External Sender

This message came from outside your organization.

Report Suspicious

Hi Christie,

I wanted to confirm that my shareholder resolution submission has followed all of the rules and been accepted. I spoke with our Missouri Sierra Club chapter, and mine will be the only resolution proposed by the Sierra Club this year.

Thank you!

Ty Gorman

Exhibit F

The Clarification Letter

December 3, 2024

VIA EMAIL AND COURIER

Mr. Paul Post
[REDACTED]

Cc:

Mr. Ty Gorman
Sr. Campaign Organizing Strategist, Sierra Club
[REDACTED]

Dear Mr. Post and Mr. Gorman:

Evergy, Inc., a Missouri corporation (the “Company”), received your email response dated November 27, 2024 (the “Response”) to the Company’s notice of deficiency dated November 26, 2024 (the “Notice”). Capitalized terms not defined herein have the meanings set forth in the Notice.

Based on the Response, we understand that Mr. Post will provide to us, within 14 days of his receipt of the Notice, a written statement from his broker verifying that Mr. Post continuously held the required number of Company shares for the respective period, as set forth in Rule 14a-8(b) and the Notice. We will review such statement upon receipt.

Based on the Response, we also understand that Sierra Club intends to withdraw the Other Submission to satisfy the one-proposal rule under Rule 14a-8(c), as explained in the Notice. As of the date hereof, we have not received any notice of withdrawal. Please continue to coordinate with Sierra Club to withdraw the Other Submission; we will proceed accordingly upon receipt of such withdrawal.

We re-direct your attention to Rule 14a-8(b)(1)(iii) and SEC Release No. 34-89964 (“*Procedural Requirements and Resubmission Thresholds under Exchange Act Rule 14a-8*”), which provides in relevant part: “the contact information and availability must be the shareholder-proponent’s, and not that of the shareholder’s representative, if any.” As discussed in the Notice, Mr. Post did not provide a written statement about *his* availability (to be distinguished from Sierra Club’s availability) to meet with the Company, in accordance with Rule 14a-8(b)(1)(iii). Please provide such written statement in order to remedy the defect.

Additionally, as discussed in the Notice, it was unclear to us whether Mr. Post intends to appoint Sierra Club as his co-filer or representative pursuant to the Authorization Letter submitted with the Submission. If the intention is to appoint Sierra Club as his representative, we re-direct your attention to Rule 14a-8(b)(1)(iv)(C)-(F), which provides:

“If you use a representative to submit a shareholder proposal on your behalf, you must provide the company with written documentation that:

...

- (C) Identifies you as the proponent and identifies the person acting on your behalf as your representative;
- (D) Includes your statement authorizing the designated representative to submit the proposal and otherwise act on your behalf;
- (E) Identifies the specific topic of the proposal to be submitted;
- (F) Includes your statement supporting the proposal”

The Authorization Letter did not expressly identify Sierra Club as Mr. Post’s representative and hence is not in compliance with Rule 14a-8(b)(1)(iv)(C). The Authorization Letter also did not include the statements required by Rule 14a-8(b)(1)(iv)(D)-(F). Please be reminded that you must provide a revised letter within 14 days of your receipt of the Notice to remedy the defects.

Very truly yours,



Christie Dasek-Kaine
Sr. Director Counsel and Assistant Corp. Secretary

Exhibit G

Revision Notice

[REDACTED]

From: Jenn DeRose <[REDACTED]>
Sent: Thursday, December 12, 2024 4:23 PM
To: Andy Knott
Cc: Christie C Dasek-Kaine; Heather Humphrey; Corporate Secretary
Subject: Re: Withdraw of co-filing

This Message Is From an External Sender

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[Report Suspicious](#)

Hello again,

I'm emailing to ensure you received our previous email withdrawing Sierra Club as a co-filer from Mr. Knott's proposed shareholder resolution.

I hope you are having a nice end to 2024.

Warmly,

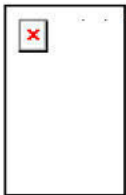
On Wed, Dec 4, 2024 at 4:30 PM Jenn DeRose <[REDACTED]> wrote:

Dear Ms. Dasek-Kaine,

Please see the attached document with Sierra Club's formal withdrawal from Mr Knott's proposed shareholder resolution. Please let me know if you have any questions.

I hope you are having a lovely week.

--

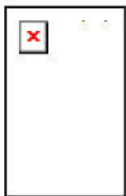


Jenn DeRose
Missouri Beyond Coal Senior Campaign Organizer
Pronouns: she/her/hers

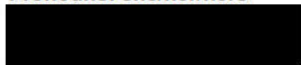


Represented by Progressive Workers Union

--



Jenn DeRose
Missouri Beyond Coal Senior Campaign Organizer
Pronouns: she/her/hers



Represented by Progressive Workers Union



Dear Ms. Dasek-Kaine

This is to respond to the Shareholder Proposal Deficiency Letter from Evergy regarding Andy Knott's proposed shareholder resolution.

Regarding the third asserted deficiency in your letter around Rule 14a-8(c), this is to revise the Submission to state that it is being submitted directly by Andy Knott and not Sierra Club. Sierra Club is officially withdrawing its co-filing and representative status from Mr. Knott's resolution.

Please let me know if you have additional questions or concerns.

Thank you,
Jenn DeRose
Sierra Club

Exhibit H

Email from Mr. Post

From: Paul Post <[REDACTED]>
Sent: Thursday, December 5, 2024 9:38 PM
To: Christie C Dasek-Kaine [REDACTED]
Cc: Ty Gorman [REDACTED]; Zack Pistora [REDACTED]
Subject: [EXTERNAL]Sierra Club shareholder proposal

Report Suspicious

Dear Ms. Dasek-Kaine

You have requested two dates on which I am available to meet with Evergy and Mr. Ty Gorman "no less than 10 calendar days and no more than 30 calendar days after submission of the shareholder proposal." I am available Monday, December 16, 2024, between 11:00 am and 4 pm, and Wednesday, December 18, between 12 am and 3 pm.

As you know, Sierra Club is the "proponent."

Mr. Ty Gorman is the person acting on my behalf as my designated representative to submit the proposal and otherwise act on my behalf.

I SUPPORT SIERRA CLUB'S PROPOSAL, THE TOPIC OF WHICH IS TO REQUIRE EVERY TO PROCURE A THIRD PARTY TO CONDUCT GREENHOUSE GAS EMISSION ANALYSIS."

I will be submitting the requested Rule 14a-8(b)(1)(iii) information from my financial advisor.

Thank you.

Paul Post



Sent from my iPhone

Exhibit I

Communications with Mr. Knott regarding the Rolfe Proposal



November 19, 2020

Heather Humphrey
Senior Vice President,
General Counsel and Corporate Secretary
Evergy, Inc.
1200 Main Street
Kansas City, Missouri 64105

Dear Ms. Humphrey,

The Sierra Club hereby submits the enclosed shareholder proposal on behalf of Paul Rolfe for inclusion in Evergy's 2021 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934.

Also enclosed is a letter from Mr. Rolfe authorizing Sierra Club to submit this shareholder proposal on his behalf. As stated in this letter, Mr. Rolfe is the owner of over \$2,000 of Evergy stock held continuously for over one year and he intends to continue to hold this stock until after the upcoming Annual Meeting.

A proof of ownership will be sent as soon as possible. In the interim, a recent account statement showing Mr. Rolfe's Evergy stock is enclosed. A representative of the Sierra Club will attend the shareholder's meeting to move the resolution as required. We hope a dialogue with the company can result in resolution of our concerns.

If you have any questions, please contact me at andy.knott@sierrachub.org or 314-803-4695. Thank you.

Sincerely,

Andy Knott
Senior Campaign Representative, Manager
Sierra Club



Enclosures

Jeffrey DeBruin

From: Andy Knott [REDACTED]
Sent: Thursday, December 17, 2020 12:46 PM
To: Jeffrey DeBruin
Subject: Re: Evergy - Shareholder Proposal - Deficiency Notice
Attachments: P.Rolfe Asset Verification-Redacted.pdf; Account Statement - Oct 31, 2019.pdf; Account Statement - Nov 30, 2019.pdf; Account Statement - Dec 31, 2019.pdf

****CAUTION: This email originated from outside of the Evergy network. Do not click links or open attachments unless you recognize the sender and know the content is safe****

Good afternoon Mr. DeBruin,

First I wanted to express my appreciation to you for sending this via email as well as by overnight mail as Sierra Club's office is also thinly staffed due to the pandemic.

This is to respond to the deficiency notice for the shareholder resolution Sierra Club filed on behalf of Evergy shareholder Paul Rolfe. Attached is a letter Mr. Rolfe received from his brokerage firm, Robinhood, on December 2, 2020 verifying Mr. Rolfe's Evergy share ownership. The letter also includes this: "Please refer to the account owner for additional account details, which can be found in the monthly statements." Also attached are monthly statements from October, November and December 2019 showing Mr. Rolfe's ownership of Evergy shares from that time frame; see page 2 of each statement for Evergy information.

I will also call you to discuss this matter.

Thank you,
Andy

On Thu, Dec 3, 2020 at 4:46 PM Jeffrey DeBruin [REDACTED] wrote:

Internal Use Only

Good afternoon, Mr. Knott. We received the shareholder proposal submitted by the Sierra Club on behalf of Mr. Rolfe. Thank you for your continued interest in our company, and on an issue that we also take seriously. Please find attached a copy of a deficiency notice related to the proposal. We are sending the notice via overnight courier to comply with regulatory requirements, but please feel free to also use my email for correspondence to ensure we receive any written materials. We have limited office staffing due to COVID and we do take these exchanges and engagement seriously, and I'd hate to miss something. We look forward to interacting with you.

Regards, Jeff

Jeffrey C. DeBruin

Evergy

Corporate Counsel and Assistant Secretary

[REDACTED]

[REDACTED]

[evergy.com](https://www.evergy.com)

Westar Energy and KCP&L are now Evergy

--

Andy Knott

Pronouns:he/him/his ([learn why I'm listing my pronouns](#))

Senior Campaign Representative, Manager

Sierra Club

Beyond Coal Campaign - Kansas, Missouri, Nebraska

[REDACTED]

Jeffrey DeBruin

From: Andy Knott [REDACTED]
Sent: Tuesday, December 22, 2020 9:21 AM
To: Jeffrey DeBruin
Subject: Re: Evergy - Shareholder Proposal - Deficiency Notice
Attachments: Paul Rolfe Updated Letter.pdf

****CAUTION: This email originated from outside of the Evergy network. Do not click links or open attachments unless you recognize the sender and know the content is safe****

Mr. DeBruin

I just received the attached from Mr. Rolfe. Please let me know if you would like to discuss.

Thank you,
Andy

On Thu, Dec 17, 2020 at 12:45 PM Andy Knott [REDACTED] > wrote:
Good afternoon Mr. DeBruin,

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VIA SEC ONLINE PORTAL

February 13, 2025

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

RE: Evergy, Inc. – 2025 Annual Meeting
Exclusion of Stockholder Proposal of Paul Post

Ladies and Gentlemen:

In light of the Commission's rescission of Staff Legal Bulletin No. 14L ("**SLB 14L**") and adoption of Staff Legal Bulletin No. 14M ("**SLB 14M**") on February 12, 2025, and in accordance with the instructions thereto, Evergy, Inc. (the "**Company**") respectfully submits this supplemental correspondence (the "**Supplemental Correspondence**") to our initial No-Action Request submitted on December 23, 2024 (the "**Initial Request**"). Pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, the Company is simultaneously sending a copy of this Supplemental Correspondence to the Proponent and Representative. The Company takes this opportunity to again remind the Proponent and the Representative that if the Proponent or the Representative submits correspondence to the Commission or the Staff with respect to the Post Proposal, a copy of that correspondence should concurrently be furnished to the undersigned.

It remains the Company's position that the Post Proposal may still be excluded pursuant to Rule 14a-8(i)(7), amongst other rationale for exclusion presented in the Initial Request, because the Post Proposal (i) seeks an intricately detailed report of greenhouse gas emissions associated with the Company's 2024 IRP¹ and (ii) does not implicate a "significant social policy" issue under the new SLB 14M guidance.

According to SLB 14M, the Staff is "reinstating" Section C.2 of Staff Legal Bulletin No. 14J ("**SLB 14J**") and Section B.4 of Staff Legal Bulletin No. 14K ("**SLB 14K**"). These Sections alter the ordinary business analysis previously contained in SLB 14L. While SLB 14L stated that the Staff would "not concur in the exclusion of...proposals that suggest targets or timelines so long as the proposals afford discretion to management as to how to achieve those goals," the revived SLB 14J and SLB 14K take a different approach. Section C.2 of SLB 14J states that "a proposal that seeks an intricately detailed study or report may be excluded on micromanagement grounds...if the substance of the report relates to the imposition or assumption of specific timeframes or methods for implementing complex policies." Section B.4 of SLB 14K similarly states that Rule 14a-8(i)(7) analysis "rests on an evaluation of the manner in which a proposal seeks to address the subject matter raised." Under the guidance of SLB 14K, a proposal which "prescribes specific timeframes or methods for implementing complex policies...may run afoul of micromanagement." The Post Proposal falls squarely within SLB 14J and SLB 14K's micromanagement analysis, as the requested study would require disclosure of emissions at a project-specific level, for a certain time period (specifically, the 2024 IRP), and in comparison to the Company's largest municipal and commercial customers. Such a request "prescribes specific actions that the company's management or the board must undertake" and impermissibly micromanages the company under SLB 14M's standard.

¹ An integrated resource plan, or IRP, is a routine operational planning document that Evergy's utility subsidiaries are required by state law to prepare and publicize at periodic intervals.

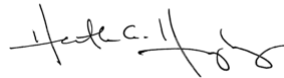
February 13, 2025

Page 2

SLB 14M also revises the “significant social policy” analysis previously contained in SLB 14L. As first described in Release No. 34-12999 (Nov. 22, 1976) (the “**1976 Release**”), proposals that raise significant social policy issues do not pertain to a company’s “ordinary business” and do not constitute micromanagement. Under SLB 14L, the Staff analyzed the “significant social policy” exception by considering “whether the proposal raises issues with a broad societal impact, such that they transcend the ordinary business of the company.” Under SLB 14M, the Staff will now “take a company-specific approach in evaluating significance, rather than focusing solely on whether a proposal raised a policy issue with broad societal impact or whether particular issues or categories of issues are universally ‘significant.’” The Post Proposal seeks to micromanage the Company by prescribing the manner in which the Company publishes information regarding its 2024 IRP GHG emissions, an ordinary business operation of the Company, and does not address a “policy issue with broad societal impact.” As such, the “significant social policy” exception does not apply.

The new guidance contained in SLB 14M further supports the Company’s position that exclusion of the Post Proposal is proper under Rule 14a-8(i)(7)’s ordinary business standard. Should the Staff disagree with the conclusions set forth in this Supplemental Correspondence, or should any additional information be desired in support of the Company’s position, we would appreciate the opportunity to confer with the Staff concerning these matters prior to the issuance of the Staff’s response. Correspondence regarding this letter and the Post Proposal should be sent to heather.humphrey@evergy.com. If we can be of any further assistance in this matter, please do not hesitate to call me at 816-556-2200.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Heather C. Humphrey'.

Heather Humphrey
Senior Vice President, General Counsel, and
Corporate Secretary

Enclosures

cc: Mr. Paul Post via email and UPS
Mr. Ty Gorman – Sierra Club via email and UPS

Ms. Christie Dasek-Kaine
Ms. Kate Saltz
Mr. Scott Kimpel

**Office of Chief Counsel
Division of Corporate Finance
Securities and Exchange Commission
100 F St. NE
Washington DC, 20549**

Rule14a-8 Proposal Reference Number 618101

Evergy Inc.

Ty Gorman, Sierra Club

Requesting a report for shareholders quantifying projections of Evergy's greenhouse gas emissions through 2050 based on the company's IRP scenarios

To whom it may concern,

This is a counterpoint to the December 23, 2024 no-action request by Evergy Inc.

Transparent comparison of integrated resource plan scenarios (IRPs) to corporate climate goals is a significant social policy issue, defeating reliance on the ordinary business exclusion.

1. Evergy claims that Sierra Club's proposal relates to the company's ordinary business matters. Climate change is a significant social policy issue of increasing importance to shareholders. Evergy has established public goals through 2050 limiting greenhouse gas emissions (GHGs). A report comparing Evergy's integrated resource plans to emissions commitments made to its shareholders is a reasonable request that has been honored by many other companies through shareholder proposals (256 related proposals were made in 2023, according to CERES).
2. Evergy claims Sierra Club's proposal contains multiple proposals. Our proposal asks for a "disclosure of GHG emissions associated with its 2024 IRP, comparison of emission projections with reduction targets; and comparison of emission projections with...its largest municipal and commercial customers." This is one clear ask: quantifying emissions from the IRP and comparing it to climate goals to which they've committed. In discussions, the utility requested specific details to define "exactly what actions or measures the proposal requires." Our resolution provides those details.
3. In addition to stating in its No-Action Letter that our resolution micro-manages, Evergy claims that Sierra Club's proposal is "impermissibly vague." Our proposal provides only enough specificity to define the minimum "actions or measures the proposal requires," as requested. The resolution would be clear to the stockholders voting on the proposal and the company implementing the proposal (if adopted). A report of greenhouse gas emissions projections for the 2024 IRP preferred scenarios is a clear proposal not subject to widely differing

interpretations such that “any action ultimately taken by the [c]ompany upon implementation [of the proposal] could be significantly different from the actions envisioned by shareholders voting on the proposal.” (Fuqua Industries, Inc. (March 12, 1991)

4. Finally, Evergy’s attempt to throw out our resolution and an unrelated resolution from a Missouri shareholder that happens to be a Sierra Club staff member, is baseless. My understanding is that the MO staff member shareholder is using their own personal stock to propose an unrelated resolution. This no-action request is a clear attempt by the company to avoid its duty to shareholders.

Sierra Club presents these counterpoints to show that Evergy Inc. should not be permitted to exclude our shareholder resolution under Rule14a-8, and its No-Action Request should be denied.

Sincerely,

A handwritten signature in black ink that reads "Ty Gorman". The signature is written in a cursive, flowing style.

Ty Gorman
Sierra Club Sr. Campaign Organizing Strategist
E-Mail: ty.gorman@sierraclub.org
Cell: 913.227.9310