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AWA Goodhue, LLC

Docket Nos.: MPUC Docket No. IP6701/WS-08-1233 and OAH Docket 3-2500-21662-2

Response To: Daniel Schleck, Coalition for Sensible Siting and City of Goodhue Information Request No. 1

Date Received: February 14, 2011 Response Date: February 25, 2011

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### GENERAL OBJECTIONS

1. AWA Goodhue objects to each information request to the extent that it seeks information that is subject to the attorney-client privilege, work product privilege or other privilege on the ground that privileged matter is exempt from discovery.

2. AWA Goodhue objects to any and all instructions or definitions beyond the requirements imposed or permitted by the Minnesota Rules of Civil Procedure or Minnesota Rules Parts 1400 and 1405.

3. AWA Goodhue does not waive any of their general or particular objections in the event it furnishes information or documents coming within the scope of any such objections.

Without waiving the foregoing general objections, and pursuant to the Minnesota Rules of Civil Procedure and Minnesota Rules Parts 1400 and 1405, AWA Goodhue has enclosed responses to Coalition for Sensible Siting and City of Goodhue IR No. 1.

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Response by: Mark Ward

List sources of information:

Title: Chief Manager

Department: AWA Goodhue, LLC

Telephone: \_\_\_\_\_

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Request No.	Coalition for Sensible Siting and City of Goodhue IR No. 1
1.	<p>1. Provide copies of responses to all responses to all parties' and participants' Information Requests.</p> <p><b>Response:</b> AWA Goodhue objects to this request as vague, overbroad, and unduly burdensome. The phrase "copies of responses to all responses" doesn't make sense. Subject to and notwithstanding this objection, AWA Goodhue responds as follows:</p> <p>AWA Goodhue will provide CSS its responses to other parties' and participants' information requests.</p>

Response by: Mark Ward

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1.	<p>2. Please provide copies of all correspondence between members, employees, agents or contractors of Applicant and any successors, joint venture partners, subsidiaries, business affiliates, financing sources or consultants or contractors regarding the present project.</p> <p><b>Response:</b> AWA Goodhue objects to this information request as being vague, overbroad, and unduly burdensome. AWA Goodhue also objects to this information request to the extent it seeks information protected by the work-product and/or attorney-client privilege. Without waiving the foregoing objections, AWA Goodhue state as follows:</p> <p>AWA Goodhue has already provided a broad set of responsive, non-privileged communications. This request seeks correspondence that would cover a number of years, thousands of pages and issues far beyond the limited scope of this administrative proceeding.</p>

Response by: Mark Ward

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1.	<p>3. Please provide copies of all financial models, pro-forma or outlines for the feasibility of the present project including without limitation assumptions on sale of the entire project, compensation of owners of the Applicant upon sale of the Project.</p> <p><b>Response:</b> AWA Goodhue objects to this information request as being vague, overbroad, and unduly burdensome. AWA Goodhue also objects to this information request because it seeks information that is not relevant and is not reasonably calculated to lead to relevant information. Full inquiry into the financial model is not within the narrow scope of this administrative proceeding. Further, the MPUC specifically considered and decided not to include issues related to the project’s C-BED designation as part of this ALJ proceeding. (Audio Recording of MPUC Hearing, October 21, 2010, available on the MPUC website and MPUC Notice and Order for Hearing IP6701/WS-08-1233 (Nov. 2, 2010)). The probative value of this information is far outweighed by the burden to AWA Goodhue of completely revisiting the C-BED analysis already performed by the MPUC in the separate PPA dockets.</p>

Response by: Mark Ward

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1.	<p>4 Please provide copies of all leases and easements for parcels located within the Project Area.</p> <p><b>Response:</b> AWA Goodhue objects to this information request as being vague, overbroad, and unduly burdensome. AWA Goodhue also objects to the extent this information request seeks information not within AWA Goodhue’s knowledge. Subject to and without waiving the foregoing objection, AWA Goodhue provides the following response:</p> <p>Copies of all of AWA Goodhue’s recorded memoranda for wind lease and easement agreements and participation agreements are included on the enclosed CD.</p>

Response by: Mark Ward

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Title: Chief Manager

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1.	<p>5. Please provide copies of all Power Purchase Agreements.</p> <p><b>Response:</b> AWA Goodhue objects to this information request as being vague, overbroad, and unduly burdensome. Subject to and without waiving the foregoing objection, AWA Goodhue provides the following response:</p> <p>Public versions of AWA Goodhue’s PPAs with Xcel Energy are available on eDockets in Docket Nos. E002/M-09-1349 and E002/M-09-1350 as document ID <a href="#">20102-47190-02</a> and <a href="#">20102-47189-02</a>, respectively.</p>

Response by: Mark Ward

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1.	<p>6. What is the price of the power and term within the Power Purchase Agreement (PPA)?</p> <p><b>Response:</b> AWA Goodhue objects to this information request as being vague, overbroad, and unduly burdensome. Subject to and without waiving the foregoing objection, AWA Goodhue provides the following response:</p> <p>Under the Renewable Energy Purchase Agreements between Northern States Power Company and AWA Goodhue, LLC for the Goodhue North and Goodhue South wind projects, dated October 20, 2009, as amended, the term is 20 years from the commercial operation date of each facility and the price of power is [<b>TRADE SECRET DATA HAS BEEN EXCISED</b>] per MWh.</p>

Response by: Mark Ward

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1.	<p>7. What is the required rate of return, unlevered after-tax IRR that the tax investor in this project is willing to accept?</p> <p><b>Response:</b> AWA Goodhue objects to this information request on the grounds it is vague, calls for speculation and seeks information beyond AWA Goodhue’s knowledge. Subject to and without waiving the foregoing, Mr. Cole Robertson provides the following response:</p> <p>We anticipate the tax equity investor will require a rate of return of between [<b>TRADE SECRET DATA HAS BEEN EXCISED</b>] percent.</p>

Response by: Cole Robertson

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Title: Manager

Company: AWA Goodhue, LLC

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1.	<p>8. What is the fully integrated Engineering, Procurement and Construction (EPC) cost for the project?</p> <p><b>Response:</b> The EPC cost for the project, assuming it will be built using AWA Goodhue’s current layout depicted in AWA Ex. 1-A, is [<b>TRADE SECRET DATA HAS BEEN EXCISED</b>].</p>

Response by: Cole Robertson

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1.	<p>9. Will the project be leveraged? If so, what is both the tenor and rates of the debt, including both interim (construction) and permanent financing?</p> <p><b>Response:</b> AWA Goodhue objects to this information request on the grounds it is vague, calls for speculation and seeks information beyond AWA Goodhue’s knowledge. Subject to and without waiving the foregoing, Mr. Cole Robertson provides the following response:</p> <p>Yes. AWA Goodhue has assessed the market under several scenarios and assumes a tenor ranging from 7 years to 18 years at rates ranging from 6.25 percent to 8.5 percent for term financing.</p>

Response by: Cole Robertson

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1.	<p>10. What are the upfront “soft costs” such as development fee to Sparks, professional fees, financing fees, reimbursable development costs in the model and any other expenses not mentioned which will be capitalized?</p> <p><b>Response:</b> AWA Goodhue objects to this information request on the grounds that it is vague and seeks information not relevant or reasonably calculated to lead to relevant information. Subject to and without waiving the foregoing, Mr. Cole Robertson responds as follows:</p> <p>I don’t know who “Sparks” is.</p>

Response by: Cole Robertson

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1.	<p>11. What is the tax rate, both federal and state, of the respective investor?</p> <p><b>Response:</b> AWA Goodhue objects to this information request on the grounds it is vague, calls for speculation and seeks information beyond AWA Goodhue’s knowledge. Subject to and without waiving the foregoing, Mr. Cole Robertson provides the following response:</p> <p>AWA Goodhue structured as limited liability company whereby the tax liability flows through to the limited liability company members. AWA Goodhue anticipates its members’ applicable income tax rates may be between 31 and 39 percent.</p> <p>AWA Goodhue also expects to pay a wind energy production tax, as specified in Minnesota Statutes Section 272.029, at a rate of \$.12 per kilowatt-hour of electricity produced, or an estimated \$300,000 per year, paid to local government entities.</p>

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1.	<p>12. What is the scheduled operations and maintenance cost assumed in the annual budget?</p> <p><b>Response:</b> AWA Goodhue estimates that scheduled operations and maintenance costs will be between [TRADE SECRET DATA HAS BEEN EXCISED] per year.</p>

Response by: Cole Robertson

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1.	<p>13. What is the unscheduled operations and maintenance reserve established in the annual budget and what year did it commence?</p> <p><b>Response:</b> AWA Goodhue has budgeted between [TRADE SECRET DATA HAS BEEN EXCISED] per year beginning in year [TRADE SECRET DATA HAS BEEN EXCISED].</p>

Response by: Cole Robertson

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1.	<p>14. What other expenses are assumed within the financial model?</p> <p><b>Response:</b> AWA Goodhue estimates total annual expenses to be between [<b>TRADE SECRET DATA HAS BEEN EXCISED</b>] per year. These total expenses include costs for scheduled operations and maintenance, land payments, asset management, balance of plant management, wind energy production taxes, insurance, site remediation, letter of credit fees and miscellaneous expenses.</p>

Response by: Cole Robertson

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1.	<p>15. What is the structure of the transaction, outright long-term ownership, “MN FLIP” structure, or some sort of hybrid structure?</p> <p><b>Response:</b> AWA Goodhue objects to this information request because it is overly burdensome and seeks information that is not relevant and is not reasonably calculated to lead to relevant information. Full inquiry into the project’s ownership structure is not within the scope of this administrative proceeding. The MPUC specifically considered and decided not to include issues related to the project’s C-BED designation as part of this ALJ proceeding. (Audio Recording of MPUC Hearing, October 21, 2010, available on the MPUC website and MPUC Notice and Order for Hearing IP6701/WS-08-1233 (Nov. 2, 2010)). The probative value of this information is far outweighed by the burden to AWA Goodhue of describing the C-BED analysis already performed by the MPUC in the separate PPA dockets. Subject to and without waiving the foregoing objection, AWA Goodhue provides the following response:</p> <p>Page 4, lines 6-12 of Mr. Mark Ward’ testimony describes the ownership structure of AWA Goodhue, LLC. See also Comments of the Minnesota Office of Energy Security in Docket Nos. E002/M-09-1349 and E002/M-09-1350 (February 12, 2010).</p>

Response by: Mark Ward

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Title: Chief Manager

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