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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. 3

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

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. 3.

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Request No.	Coalition for Sensible Siting and City of Goodhue IR No. 3
3.	<p>1. Page 1, Line 1 – Is project financing finalized:</p> <p>Response: See response to CSS IR# 2-5.</p>

Response by: Cole Robertson

List sources of information: _____

Title: Chief Manager

Company: AWA Goodhue, LLC

Telephone: _____

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3.	<p>2. Page 1, Line 1 – Please list all payments from the Applicant, its predecessor, its partners, its successors or business affiliates to Mr. Mark Ward.</p> <p>Response: AWA Goodhue objects to this request on the grounds that it is 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.</p>

Response by: Cole Robertson

List sources of information: _____

Title: Chief Manager

Company: AWA Goodhue, LLC

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3.	<p>3. Page 1, Line 1 – Please list all payments from the Applicant, its predecessor, its partners, its successors or business affiliates to Mr. Charles Burdick.</p> <p>Response: AWA Goodhue objects to this request on the grounds that it is 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.</p>

Response by: Cole Robertson

List sources of information: _____

Title: Chief Manager

Company: AWA Goodhue, LLC

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3.	<p>4. Page 1, Line 1 – Please list all payments from the Applicant, its predecessor, its partners, its successors or business affiliates to Fredrickson [sic] and Byron, P.A.</p> <p>Response: AWA Goodhue objects to this request on the grounds that it is vague, overbroad and unduly burdensome. AWA Goodhue also objects to this information request to the extent it seeks information that is protected by the attorney-client privilege or work product protection and because it seeks information that is not relevant and is not reasonably calculated to lead to relevant information.</p>

Response by: Cole Robertson

List sources of information: _____

Title: Chief Manager

Company: AWA Goodhue, LLC

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3.	<p>5. Page 1, Line 1 – Please list all payments from the Applicant, its predecessor, its partners, its successors or business affiliates to HDR Engineering.</p> <p>Response: AWA Goodhue objects to this request on the grounds that it is 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.</p>

Response by: Cole Robertson

List sources of information: _____

Title: Chief Manager

Company: AWA Goodhue, LLC

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Request No.	Coalition for Sensible Siting and City of Goodhue IR No. 3
3.	<p>6. Page 1, Line 1 – Please list all payments from the Applicant, its predecessor, its partners, its successors or business affiliates all project participating landowners.</p> <p>Response: AWA Goodhue objects to this request on the grounds that it is 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.</p> <p>Subject to and without waiving the foregoing objections, Mr. Robertson provides the following response:</p> <p>Individual landowners are expected to receive payments ranging from \$1,100 to \$65,000 annually, depending on the number of acres signed and equipment placed on the property.</p>

Response by: Cole Robertson

List sources of information: _____

Title: Chief Manager

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3.	<p>7. Page 2, Line 5 – Please provide a copy of the fully executed purchase agreement for the project’s development assets documenting the sale of National Wind, LLC to what appears to be Mesa Power Group, LLC based on Mr. Robertson’s use of the word “We” and his employment by Mesa Power Group, LLC as described in his affidavit.</p> <p>Response: AWA Goodhue objects to this information request because it seeks information that is not relevant and is not reasonably calculated to lead to relevant information. Subject to and without waiving the foregoing objection, a NONPUBLIC and TRADE SECRET copy of the purchase and sale agreement is included on the enclosed CD.</p>

Response by: Cole Robertson

List sources of information: _____

Title: Chief Manager

Company: AWA Goodhue, LLC

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3.	<p>8. Page 2, Line 9 – Please give a detailed accounting pursuant to GAAP accounting rules for all expenditures by AWA Goodhue, LLC documenting the \$7,500,000 spent on the project.</p> <p>Response: See TRADE SECRET balance sheet and income statement included on the enclosed CD.</p>

Response by: Cole Robertson

List sources of information: _____

Title: Chief Manager

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3.	<p>9. Page 2, Line 11 – Please describe the “reasonable conditions” referred to in this section.</p> <p>Response: We believe the conditions contained in OES’ October 13, 2010 recommended site permit, available in eDockets in Docket No. IP6701/WS-08-1233, document ID # 201010-55435-01 are reasonable.</p>

Response by: Cole Robertson

List sources of information: _____

Title: Chief Manager

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3.	<p>10. Page 3, Line 1 – Please give the exact pricing terms of the PPAs with Xcel.</p> <p>Response: See response to CSS IR #1-6.</p>

Response by: Cole Robertson List sources of information: _____

Title: Chief Manager _____

Company: AWA Goodhue, LLC _____

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3.	<p>11. Page 3, Line 3 – Please give the annual Kilowatt-Hour production of the project used to arrive at the figure of \$17 million annual revenue presented by Mr. Robertson in this affidavit.</p> <p>Response: Based on a third party wind resource assessment, the expected, or P50, kilowatt hour production is estimated to be [TRADE SECRET DATA HAS BEEN EXCISED] KWh annually.</p>

Response by: Cole Robertson

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Title: Chief Manager

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3.	<p>12. Page 4, Line 15 - Please give more details, background and definitions for the “best industry practices” and “applicable legal requirements” referred to by Mr. Robertson.</p> <p>Response: Industry best practices refer to the practices, methods, and standards of safety, performance, efficiency and economy generally recognized by industry members in the U.S. as good and proper which would be expected to accomplish the result intended at a reasonable cost and consistent with applicable laws, reliability, and safety. As used in my testimony, industry best practices are not intended to be limited to the optimum practices to the exclusion of all others, but rather to be a spectrum of good and proper practices used by others in the industry for projects of a similar type and size with similar geographical attributes. To design this project following industry best practices, we looked to the experience and advice of our development team, advisors, suppliers, contractors and regulators.</p> <p>We understood the applicable legal requirements to be consistent with Minnesota General Permit Standards found in Docket No. E999/M-07-1102 and that of the Commission’s past practice when issuing site permits for LWECS.</p>

Response by: Cole Robertson

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3.	<p>13. Page 6, Line 19 - Please give more details, background, documentation and support for Mr. Robertson's contention that Turbine pricing will not continue to go down.</p> <p>Response: AWA Goodhue objects to this information request on the grounds it is misleading and calls for speculation. Mr. Robertson did not make any predictions about future turbine pricing. AWA Goodhue also objects on the grounds that the request seeks information not relevant or reasonably calculated to lead to relevant information.</p>

Response by: Cole Robertson

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3.	<p>14. Page 7, Line 18 – What is the last day for a final decision by the PUC in this case that would still allow the Applicant to take advantage of the federal 1603 incentive for a cash grant on this project?</p> <p>Response: AWA Goodhue objects to this information request on the grounds that it calls for speculation. Subject to and without waiving the foregoing objection, Mr. Robertson provides the following response:</p> <p>The Tax Relief, Unemployment Insurance Reauthorization and Job Creation Act of 2010, Section 1603 of the American Recovery and Reinvestment Tax Act of 2009, and Program Guidance released by the United States Department of the Treasury provide the eligibility criteria for obtaining the cash grant in lieu of Investment Tax Credit.</p>

Response by: Cole Robertson

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3.	<p>15. Page 8, Line 4 – Please give a detailed accounting pursuant to GAAP accounting rules for all expenditures by the Applicant and its, predecessors, partners, affiliate, financiers, successors documenting the \$5,00,000 [sic] that will be spent to “keep the project alive” during the this [sic] process.</p> <p>Response: My testimony was based on estimated expenses to complete this administrative hearing and reach financial closing. A TRADE SECRET schedule of estimated expenses is included on the enclosed CD.</p>

Response by: Cole Robertson

List sources of information: _____

Title: Chief Manager

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3.	<p>16. Page 8, Line 15 – Please give a detailed description of the liquidated damages provisions in the Xcel PPA.</p> <p>Response: Public versions of AWA Goodhue’s PPAs with Xcel are available on eDockets in Docket Nos. E002/M-09-1349 and E002/M-09-13450, as document ID 20102-47190-02 and 20102-47189-02, respectively.</p>

Response by: Cole Robertson

List sources of information: _____

Title: Chief Manager

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3.	<p>17. Page 8, Line 15 – Please give a detailed list of the conditions precedent for AWA Goodhue, LLC to file for protection under the bankruptcy laws of the United States. Also, please describe in detail what, if any, potential claims could be made against the participating landowners if AWA Goodhue, LLC filed for bankruptcy.</p> <p>Response: AWA Goodhue objects to this request because it is vague, argumentative, calls for speculation and seeks a legal conclusion. 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.</p>

Response by: Cole Robertson

List sources of information: _____

Title: Chief Manager

Company: AWA Goodhue, LLC

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3.	<p>18. Page 12, Line 12 – Please give a detailed accounting pursuant to GAAP accounting rules for all of the \$6,00,000 [sic] in tax revenue that will be given up by the county and that will be spent to “keep the project alive” during the this [sic] process.</p> <p>Response: AWA Goodhue objects to this information request on the grounds that it is vague and misleading. Subject to and without waiving the foregoing objections, Mr. Robertson responds as follows:</p> <p>On Page 9, ln. 9-11 of my direct testimony, I explain that the project expects to pay approximately \$300,000 annually in wind energy production taxes over the 20 year term of the PPAs, or approximately \$6,000,000.</p>

Response by: Cole Robertson

List sources of information: _____

Title: Chief Manager

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3.	<p>19. Page 12, Line 13 – Please give a detailed accounting pursuant to GAAP accounting rules for all of the \$161,00,000 [sic] in gross revenue that will be lost if the project does not proceed.</p> <p>Response: AWA Goodhue objects to this information request because it seeks information that is not relevant and is not reasonably calculated to lead to relevant information. 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.</p>

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Response by: Cole Robertson List sources of information: _____

Title: Chief Manager _____

Company: AWA Goodhue, LLC _____

Telephone: _____