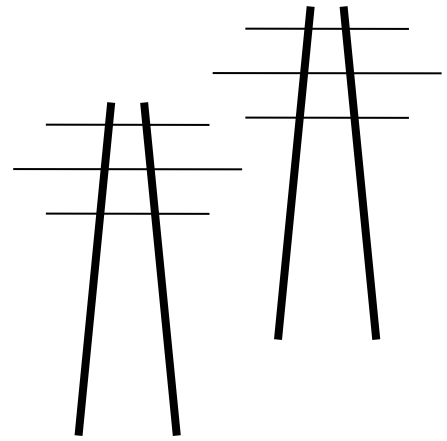


Legalelectric, Inc.

Carol Overland Attorney at Law, MN #254617
Energy Consultant—Transmission, Power Plants, Nuclear Waste
overland@legalelectric.org

1110 West Avenue
Red Wing, Minnesota 55066
612.227.8638



June 26, 2020

Will Seuffert
Executive Secretary
Public Utilities Commission
121 – 7th Place East, Suite 350
St. Paul, Mn 55101

via eDockets

RE: AFCL Motion for Order to Show Cause
**In the Matter of the Application of Freeborn Wind Energy, LLC for a Large
Wind Energy Conversion System Site Permit for the 84 MW Freeborn Wind
Farm in Freeborn County**
PUC Docket: IP-6946/WS-17-410

Dear Mr. Seuffert:

Enclosed for filing on behalf of Association of Freeborn County Landowners (AFCL), please find Motion for Order to Show Cause, Affidavit of Overland, Exhibits, and Certificate of Service via eDockets.

If you have any questions, or require anything further, please let me know.

Very truly yours

Carol A. Overland
Attorney at Law

cc: Association of Freeborn County Landowners
Parties via eDockets

BEFORE THE
MINNESOTA PUBLIC UTILITIES COMMISSION

Katie Sieben
Valerie Means
Matt Schuerger
Joseph Sullivan
John Tuma

Chair
Commissioner
Commissioner
Commissioner
Commissioner

In the Matter of the Application of Freeborn
Wind Energy, LLC for a Large Wind Energy
Conversion System Site Permit for the 84
MW Freeborn Wind Farm in Freeborn County

PUC Docket No. IP6946/WS-17-410

ASSOCIATION OF FREEBORN COUNTY LANDOWNERS

MOTION FOR ORDER TO SHOW CAUSE AND HEARING

I, Carol A. Overland, hereby certify that on the 26th day of June, 2020, I filed with the Commission and served on parties this Cover, Motion for Order to Show Cause, Affidavit of Overland, Exhibits, and Certificate of Service via eDockets.

June 26, 2020



Carol A. Overland #254617
Attorney at Law
LEGALECTRIC
1110 West Avenue
Red Wing, MN 55066
(612) 227-8638
overland@legalelectric.org

ATTORNEY FOR
ASSOCIATION OF FREEBORN
COUNTY LANDOWNERS

**BEFORE THE
MINNESOTA PUBLIC UTILITIES COMMISSION**

**Katie Sieben
Valerie Means
Matt Schuerger
Joseph Sullivan
John Tuma**

**Chair
Commissioner
Commissioner
Commissioner
Commissioner**

In the Matter of the Application of Freeborn
Wind Energy, LLC for a Large Wind Energy
Conversion System Site Permit for the 84
MW Freeborn Wind Farm in Freeborn County

PUC Docket No. IP6946/WS-17-410

**ASSOCIATION OF FREEBORN COUNTY LANDOWNERS
MOTION FOR ORDER TO SHOW CAUSE AND HEARING**

NOTICE: Any opposition to the motion must be filed and served on the same list of persons within 14 days of service of the motion filing. Minn. R. 7829.0401, Subp. 1.

This Motion comes before the Commission on behalf of Association of Freeborn County Landowners, intervenors in the above-captioned Freeborn Wind Project siting docket, as provided by Minn. Stat. §216B.25; 216F.04(d), and 7854.1300. It has come to our attention that 17 of the 41 turbines in the Minnesota Freeborn Wind project have been removed from the site plan. Once again, the Freeborn Wind project, as applied for, as permitted, no longer exists – it is now a materially different project.

The Association of Freeborn County Landowners is requesting an Order to Show Cause, requesting an Order that Freeborn Wind disclose its revised plan and provide a stand-alone application for a permit amendment or show cause why such disclosure and a permit amendment

application should not be required. In addition, the Commission should refer the subsequent permit amendment application to the Office of Administrative Hearings for a contested case proceeding and an Administrative Law Judge Recommendation, necessary due to the material changes in the project and information and issues not addressed in the prior contested case.

Freeborn Wind and Northern States Power Minnesota (NSPM) first requested the Commission approve acquisition of the Freeborn Wind assets. Minn. Stat. §§ 216B.025, 216F.04(d) and Minn. R. 7854.1300, Subp. 4, and Site Permit III each authorize the Commission to address permit issues and modify, revoke, or suspend the Freeborn Wind permit, and that an interested party may make a motion for Commission action. Association of Freeborn County Landowners hereby make that Motion and request that the Commission issue an Order to Show Cause or a Show Cause letter regarding this significant reduction in turbines and why a permit amendment should not be required. AFCL further requests that the Commission to provide a hearing for Freeborn Wind, LLC/Northern States Power and AFCL the opportunity to be heard prior to Commission action. Should an amended permit application be required, AFCL requests that the Commission refer this matter of a permit amendment to the Office of Administrative Hearings for a hearing and recommendation to the Commission regarding a permit amendment.

There is now a need for Freeborn Wind to demonstrate that the project is feasible and constructible in consideration of the broad impacts of these changes on issues that were subject to the contested case proceeding – much has changed since the application and information provided by the applicant in the contested case proceeding, in the first Xcel application for permit amendment, in the thousand or so pages of “Compliance Filings,” and revised application filings. This must be done prior to proceeding with construction – once a project is built, adjustments and mitigation is difficult to accomplish and very costly, likely cost prohibitive.

The project now is no longer the project as presented by Freeborn Wind/Invenergy in its Application, testimony, and arguments; Xcel Energy/NSP in its application for permit amendment and many Compliance filings. It is no longer the project permitted by the Commission. As Northern States Power Company (NSPM) is requesting Commission approval of the acquisition of the Freeborn Wind project, this is the time to pause and gather the facts regarding this significantly altered project.

I. FACTUAL BASIS FOR MOTION FOR ORDER TO SHOW CAUSE

Freeborn Wind, LLC was acquired by NSPM on June 14, 2019, and “NSPM has assumed ownership of Freeborn Wind development assets, including the Freeborn Wind Farm.” See Notification of Acquisition, June 18, 2019 ([20196-1536762-02](#)). Northern States Power Minnesota applied for a permit amendment in August, 2019, requesting changes in turbines and layout:

Xcel seeks to amend the Freeborn Wind Project’s site permit to allow the use of a different combination of wind turbines and a different layout. The initial permit provides for installing 42 turbines, including 32 Vestas V116s and 10 Vestas 110s. Xcel now proposes to install only 41 turbines, replacing the 32 Vestas V116s with 31 Vestas V120s.

Commission Order, March 31, 2020¹. This permit amendment was granted by the Commission in its Order of March 31, 2020. Id. The site permit as amended contains a full site footprint map identifying the turbines, and five enlarged maps entitled “Turbine Layout Wind Access Buffers.”

The Xcel Energy amended site permit provides for installation of 41 turbines within the project footprint. Id.; Exhibit A, Turbine Layout Wind Access Buffers.

Upon information and belief, Xcel Energy/NSP has removed 17 turbines from the

¹

20203-161639-01	PUBLIC	17-410	<input type="checkbox"/>	WS	PUC	ORDER--ORDER DENYING AFCLS PETITIONS AND AMENDING SITE PERMIT	03/31/2020
---------------------------------	--------	--------	--------------------------	----	-----	---	------------

Minnesota Freeborn Wind footprint in London and Oakland township, perhaps due to inability to negotiate road agreements with London and Oakland townships or other reasons. On June 17, 2020, Dorene Hansen received the “haul route” map from Freeborn County’s Dave Rasmussen, depicting the same 24 turbines, not 41. Exhibit B, Rasmussen, Freeborn County email to Hansen with attachments. This was confirmed by County Commissioner Dan Belshan, who was given multiple copies of a “project map” on or about June 18, 2020 by Wanzek, Freeborn Wind’s contractor, a map that had many turbines missing. Exhibit C, Wanzek map. The missing turbines are the same on both maps, turbine numbers 3, 4, 16, 17, 28, 29, 30, 31, 32, 33, 34, 40, 41, 42, 43, 44, and 49. The reasons for removal of the turbines are unknown, as is confirmation of whether the turbines have indeed been removed from the project.

From the initial 42 turbines proposed, to the 41 turbines proposed by Xcel an approved in the Commission’s March 31, 2020 Order (Reconsideration denied June 12, 2020), removal of 17 turbines leaves just 24 turbines – slightly over 41% of the turbines have been removed. The loss of turbines is a surprise! The minutes of the May 13, 2020 preconstruction meeting, filed May 15, 2020, had no comments regarding a reduction of the number of turbines. There were several opportunities in the discussion, reliant on the “current layout,” to address changes to the plan. There was specific mention of “the current layout, in the meeting, per the summary, with no comments of any change:

- f. Section 5.2.12 Public Roads filed 3/11/2020. This filing identified roads to be used during construction and provided the road use agreement between Xcel Energy and Freeborn County, which was also signed by two townships. London and Oakland township negotiations are ongoing. Matt Langan provided an update that Xcel Energy is still in negotiations for oversize/overweight permits with the legal counsel for London and Oakland Townships. Xcel Energy will keep DOC/PUC up to date on any developments, and will submit an update to eDockets as the status of the situation changes. Xcel Energy will not proceed with any construction activities that require use of these roads until a resolution is reached with London and Oakland

Townships. Freeborn County is satisfied with Xcel Energy's coordination and is working on permitting matrix with Xcel Energy.

- j. Section 7.3 Wake Loss Studies filed 3/11/2020. Matt Langan confirmed that this filing reflects the current layout.
- m. Section 8.1 Wind Rights filed 8/20/2019 (Figure 4). Matt Langan confirmed that this filing incorporates the current layout and the amended permit issued on 3/31/2020.
- o. Section 5.4 Electrical Collector and Feeder Lines/10.3 Site Plans filed 3/11/2020 & 3/12/2020. Matt Langan confirmed that these reflect the current layout and have been provided to Freeborn County. Rich Davis stated that if changes are made to the site plans, EERA and Freeborn County must be notified 5 days prior to the changes occurring.

Exhibit D, Pre-Construction Meeting Summary, Xcel Compliance Filing, May 15, 2020. No reduction in turbines or changes in the site plan were disclosed.

There has been no notice or filing in the Freeborn Wind docket disclosing that changes in the size of the project and/or numbers and locations of turbines in Minnesota has changed.

II. LEGAL BASIS FOR MOTION FOR ORDER TO SHOW CAUSE

As the grantor of the permit, the Commission has the responsibility and broad authority to enforce the permit conditions, and the Commission has the express authority to modify, rescind, alter, suspend or revoke any permit. Under the provisions of Minn. Stat. §§ 216B.25, 216F.04(d) and Minn. R. 7854.1300, Subp. 4, and Section III of the Freeborn Wind Site Permit, the Commission has authority to rescind, alter, or amend the site permit or take remedial action.

FURTHER ACTION ON PREVIOUS ORDER.

The commission may at any time, on its own motion or upon motion of an interested party, and upon notice to the public utility and after opportunity to be heard, rescind, alter, or amend any order fixing rates, tolls, charges, or schedules, or any other order made by the commission, and may reopen any case following the issuance of an order therein, for the taking of further evidence or for any other reason. Any order rescinding, altering, amending, or reopening a prior order shall have the same effect as an original order.

Minn. Stat. §216B.25.

The commission may place conditions in a permit and may deny, modify, suspend, or revoke a permit.

Minn. Stat. §216F.04(d).

Further, the wind rules state that:

- The commission may amend a site permit for an LWECS at any time if the commission has good cause to do so.
- The commission may initiate action to consider amendment or revocation of a site permit for an LWECS on its own initiative or upon the request of any person. No site permit may be amended or revoked without first providing notice and affording due process to the permit holder.

Minn. Rule. §7854.1300, Subp. 2, 4.

Removal of 17 of a project's 41 turbines, just over 40%, is a significant change. There are also provisions to revoke a site permit if "the applicant knowingly made a false statement in the application or in accompanying statements or studies required of the applicant, if a true statement would have warranted a change in the commission's findings..." but again, it is not known the timing of a decision to remove the 17 apparently removed turbines and whether the removal of the 17 turbines was decided prior to the May 13, 2020 pre-construction meeting (though it is hard to imagine that such a decision could have been made so quickly, less than 30 days after the meeting). Significant changes are "good cause" to amend a permit. Changes without notice or disclosure to Commission at agenda meeting, or to Commission and Commerce staff at a pre-construction meeting are significant omissions, and each of the discussions based on the "plan" without disclosure and correction are false statements, and are "good cause" to revoke a permit.

A stand-alone permit amendment application is needed for the Freeborn Wind project. The Commission has established precedent in requiring stand-alone permit amendment applications, most importantly, with this Freeborn Wind project, when it was transferred to Xcel

Energy and Xcel changed the turbine specifications and locations and filed a stand-alone application for Permit Amendment on August 20, 2019.

In another very recent example, the Commission similarly required a stand-alone permit amendment application for the Three Waters wind project. Three Waters revealed in direct testimony that from 71 primary turbine locations and 8 alternate turbine locations, the numbers had decreased to 52 primary turbine locations and 18 alternate turbine locations, a significant reduction and change from its project footprint and plan. Upon reviewing that testimony, Commerce-EERA sent a letter to Three Waters' Senior Project Manager, stating:

*On June 3, 2020, Three Waters Wind Farm, LLC filed four direct testimony documents in eDockets, which include testimony from Eddie Duncan, Todd Mabee, and yourself. Within the filed direct testimony there is discussion of revisions to the Three Waters Wind Farm (Project), which vary from how the Project was presented in the Site Permit Application. EERA was notified via email from your council, Mr. Jeremy Duehr, on May 19, 2020, **the turbine layout had been decreased from 71 primary turbine locations and eight alternate turbine locations to 52 primary turbine locations and 18 alternate turbine locations.** It has also come to EERA's attention that a number of the locations are new turbines not proposed in the site permit application. With the exception of the May 19th email, and a phone conversation EERA had with Mr. Duehr on June 4th, **there is currently no stand-alone documentation in the Project docket to: identify how these proposed project amendments compare to the initial site permit application, provide reasoning for the revisions made, and identify how the revisions have or have not affected the proposed project impacts described in the initial site permit application.***

EERA believes a stand-alone amendment or addendum to the site permit application filed to the Project docket is necessary to provide clarity with respect to proposed project revisions, and to allow record development for the associated environmental review of the proposed Project.

***EERA recommends a site permit application amendment be filed to the Project docket. The amendment should describe the proposed project revisions, and address all components of the site permit application as they would be affected by the proposed project revisions.** EERA recognizes aspects of these changes have been addressed at a high level in the direct testimony filings, but we do not believe the overview in the testimony sufficiently addresses potential environmental impacts or allows for adequate record development. If the Company disagrees, EERA believes the Company should provide an explanation*

in the record.

Exhibit E, Davis, Commerce-EERA to Wengierski, Three Waters, June 8, 2020 (emphasis added)².

The Commission met and deliberated on June 11, 2020, decided that a stand alone permit amendment application must be filed, and specifically required:

3. Required the applicant to file a stand-alone amendment to the site permit application that provides clarity of projects changes. Applicant must serve the filing on other appropriate state agencies, local governments, and must make it available to the public to allow for further record development and to complete the associated environmental review of the proposed project. The amendment should describe in detail the proposed revisions to the project and address all components of the site permit application that are affected by the proposed changes.

4. Required the applicant to file updated maps with its amended filing that detail and clarify the locations of the turbines, wind rights setbacks, property only boundaries, and sensitive receptors (including residences and cemeteries). Applicant must work with EERA in the development of maps that provide the detail necessary to fully evaluate the human and environmental impacts of the proposed projects. When all necessary information and maps have been filed, EERA must make a filing reflecting its agreement that the materials have been made a part of the record. These materials must be provided to affected landowners, the project contact list, and the public for a minimum of 21 days before the public hearing(s) on the project is held.

Exhibit F, Commission Order, June 22, 2020³.

In the case of Freeborn Wind, the apparent removal of 17 turbines from the Minnesota side of the project is a material change. It is material in many aspects, and material issues are raised, including but not limited to the changed impacts of the project; lower production and lower tax benefits to the local government; whether removal of turbines is admission of

²

20206-163808-01	PUBLIC	19-576	<input type="checkbox"/>	WS	DOC-EERA	LETTER--EERA TO THREE WATERS - PROJECT APPLICATION AMENDMENT	06/08/2020
---------------------------------	--------	--------	--------------------------	----	----------	--	------------

³

20206-164181-01	PUBLIC	19-576	<input type="checkbox"/>	WS	PUC	ORDER	06/22/2020
---------------------------------	--------	--------	--------------------------	----	-----	-------	------------

significant impacts to residents, landowners, business owners, and the environment; whether removal of turbines is due to inability to meet state noise standard or other siting considerations, cost/benefit analysis, setbacks generally and 3x5 rotor diameter setbacks, decommissioning, shadow flicker and noise modeling, etc.

Freeborn Wind must disclose the numbers and locations of turbines in its construction plan and file a stand-alone permit amendment, together with all the information required in an application. Minn. R. 7854.0500. Freeborn Wind must file a stand-alone permit amendment application as was ordered by the Commission for the Three Waters wind project, if in fact there are turbines that have been removed from the Minnesota project footprint.

III. REQUEST FOR ORDER TO SHOW CAUSE

The Association of Freeborn County Landowners is requesting an Order to Show Cause, an Order that Freeborn Wind disclose its revised plan and provide a stand-alone application for a permit amendment or show cause why such disclosure and a permit amendment application should not be required. In addition, the Commission should refer any subsequent permit amendment application to the Office of Administrative Hearings for a contested case proceeding and an Administrative Law Judge Recommendation, necessary due to the material changes in the project and information and issues not addressed in the prior contested case.

Respectfully submitted,



June 26, 2020

Carol A. Overland MN #254617
Attorney for AFCL
Legalelectric – Overland Law Office
1110 West Avenue
Red Wing, MN 55066
(612) 227-8638
overland@legalelectric.org

BEFORE THE
MINNESOTA PUBLIC UTILITIES COMMISSION

Katie Sieben
Valerie Means
Matt Schuerger
Joseph Sullivan
John Tuma

Chair
Commissioner
Commissioner
Commissioner
Commissioner

In the Matter of the Application of Freeborn
Wind Energy, LLC for a Large Wind Energy
Conversion System Site Permit for the 84
MW Freeborn Wind Farm in Freeborn County

PUC Docket No. IP6946/WS-17-410

**AFFIDAVIT OF OVERLAND IN SUPPORT OF ASSOCIATION OF FREEBORN
COUNTY LANDOWNERS' MOTION FOR ORDER TO SHOW CAUSE**

I, Carol A. Overland, after duly affirming, state and depose as follows:

1. I am an attorney licensed in good standing in the state of Minnesota, License No. 254617.
2. I represent the Association of Freeborn County Landowners, intervenor in the above-captioned wind siting docket filing the above-captioned Motion for Order to Show Cause.
3. Attached as Exhibit A is a true and correct copy of the Turbine Layout Wind Access Buffers as attached to the amended site permit issued by the Commission on March 31, 2020, showing the permitted 41 turbine project layout.
4. Attached as Exhibit B is a true and correct copy of an email forwarded by Doreene Hansen from Dave Rasmussen, Freeborn County, and the attached Freeborn Wind project maps, showing a 24 turbine layout, with 17 turbines no longer on the map.
5. Attached as Exhibit C is a true and correct copy of the Freeborn Wind project map provided by Wanzek to Freeborn County Commissioner Dan Belshan.
6. Attached as Exhibit D is a true and correct copy Xcel Energy's Summary of the May 13, 2020 Pre-Construction Meeting (selected), filed in eDockets on May 15, 2020, showing a 24 turbine layout, with 17 turbines no longer on the map.
7. Attached as Exhibit E is a true and correct copy of the June 8 ,2020 letter to Three Waters' Mark Wengierski regarding necessity of a stand-alone site permit amendment

application following filing of testimony by Three Waters revealing material changes in project, including fewer turbines and siting changes.

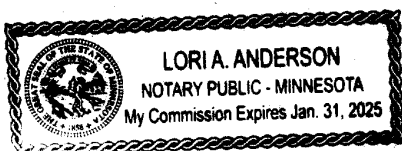
8. Attached as Exhibit F is a true and correct copy of the first two pages of the Public Utilities Commission's June 22, 2020 Order in the Three Waters wind project site permit docket that includes the following Order points:

3. Required the applicant to file a stand-alone amendment to the site permit application that provides clarity of projects changes. Applicant must serve the filing on other appropriate state agencies, local governments, and must make it available to the public to allow for further record development and to complete the associated environmental review of the proposed project. The amendment should describe in detail the proposed revisions to the project and address all components of the site permit application that are affected by the proposed changes.

4. Required the applicant to file updated maps with its amended filing that detail and clarify the locations of the turbines, wind rights setbacks, property only boundaries, and sensitive receptors (including residences and cemeteries). Applicant must work with EERA in the development of maps that provide the detail necessary to fully evaluate the human and environmental impacts of the proposed projects. When all necessary information and maps have been filed, EERA must make a filing reflecting its agreement that the materials have been made a part of the record. These materials must be provided to affected landowners, the project contact list, and the public for a minimum of 21 days before the public hearing(s) on the project is held.

Further your affiant sayeth naught.

June 26, 2020



Signed and affirmed before me this
26th day of June, 2020.

Lori A. Anderson
Notary Public

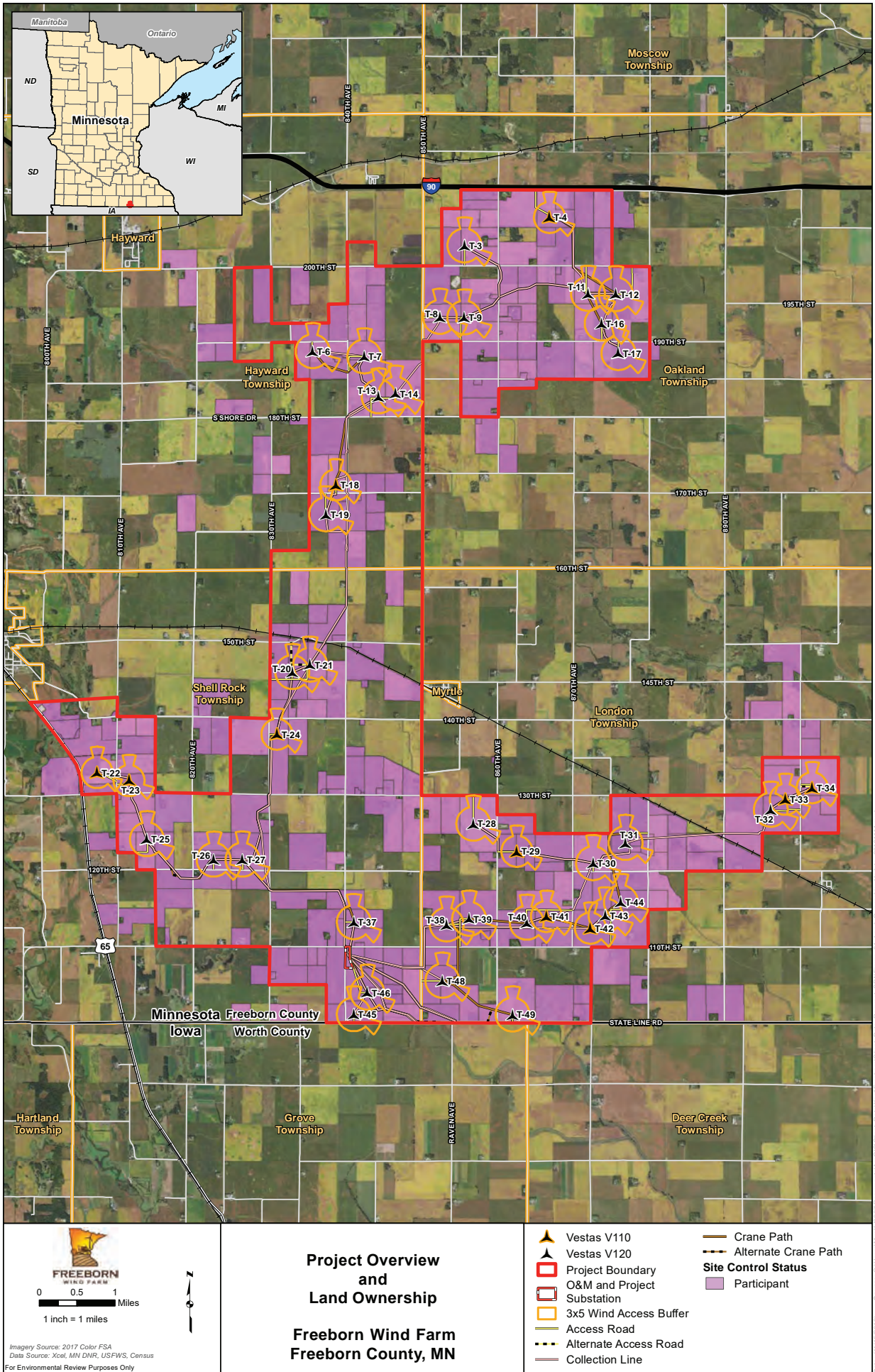
Carol A. Overland
Carol A. Overland MN #254617
Attorney for AFCL
Legalelectric – Overland Law Office
1110 West Avenue
Red Wing, MN 55066
(612) 227-8638
overland@legalelectric.org

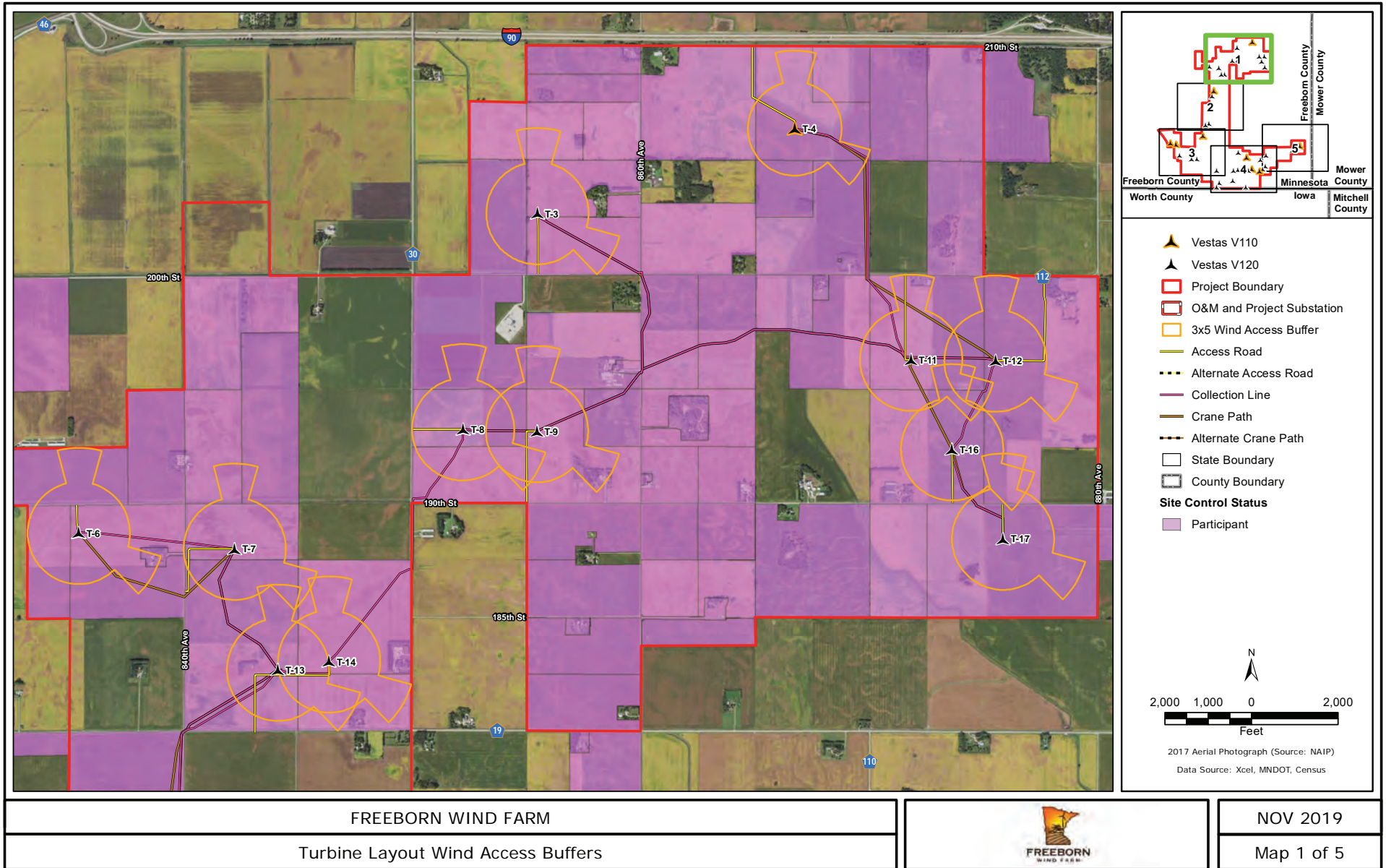
AFCL Exhibit A

Freeborn Wind Order and Site Permit

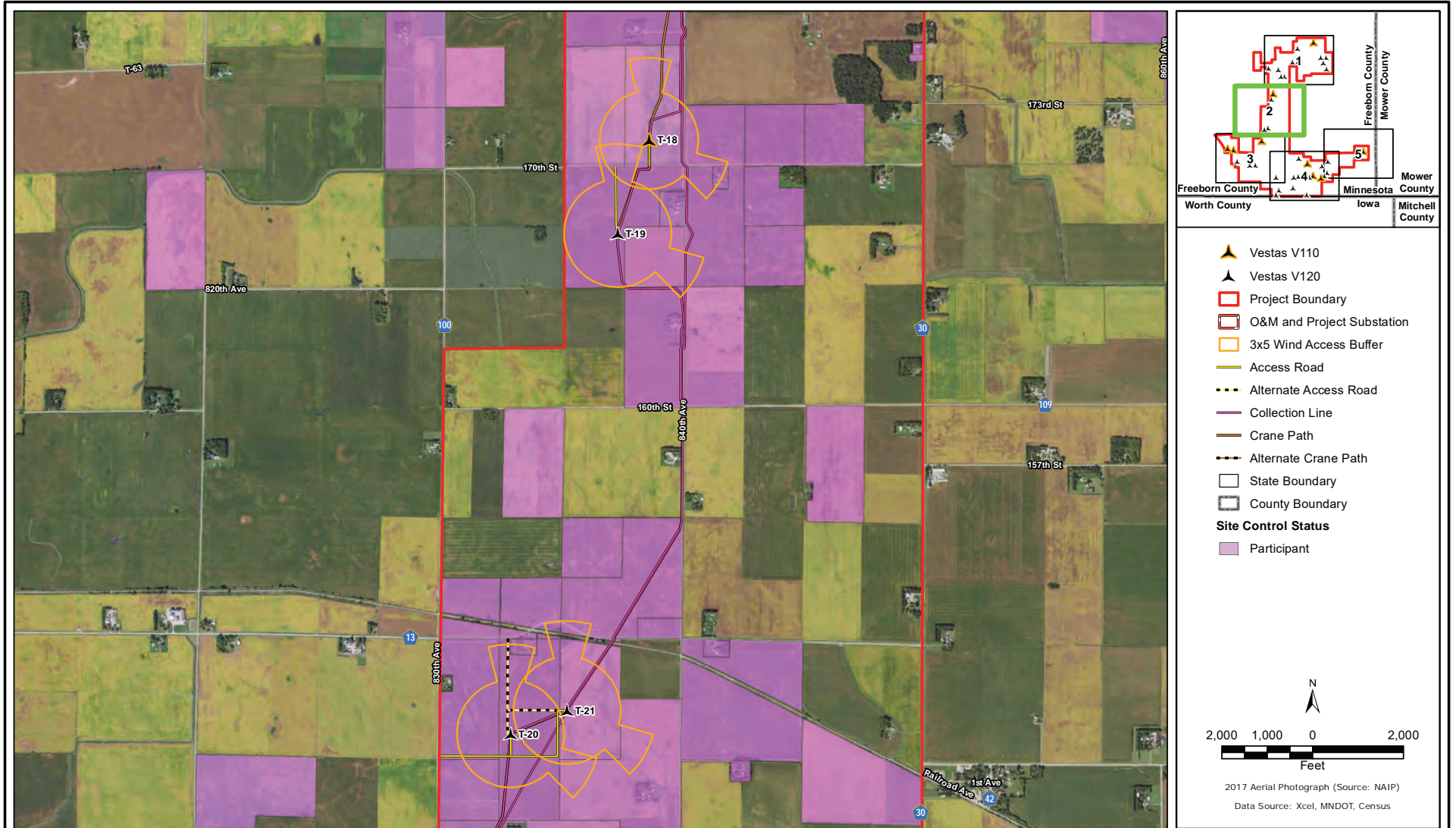
Selected Pages from 20203-161639-01

March 31, 2020





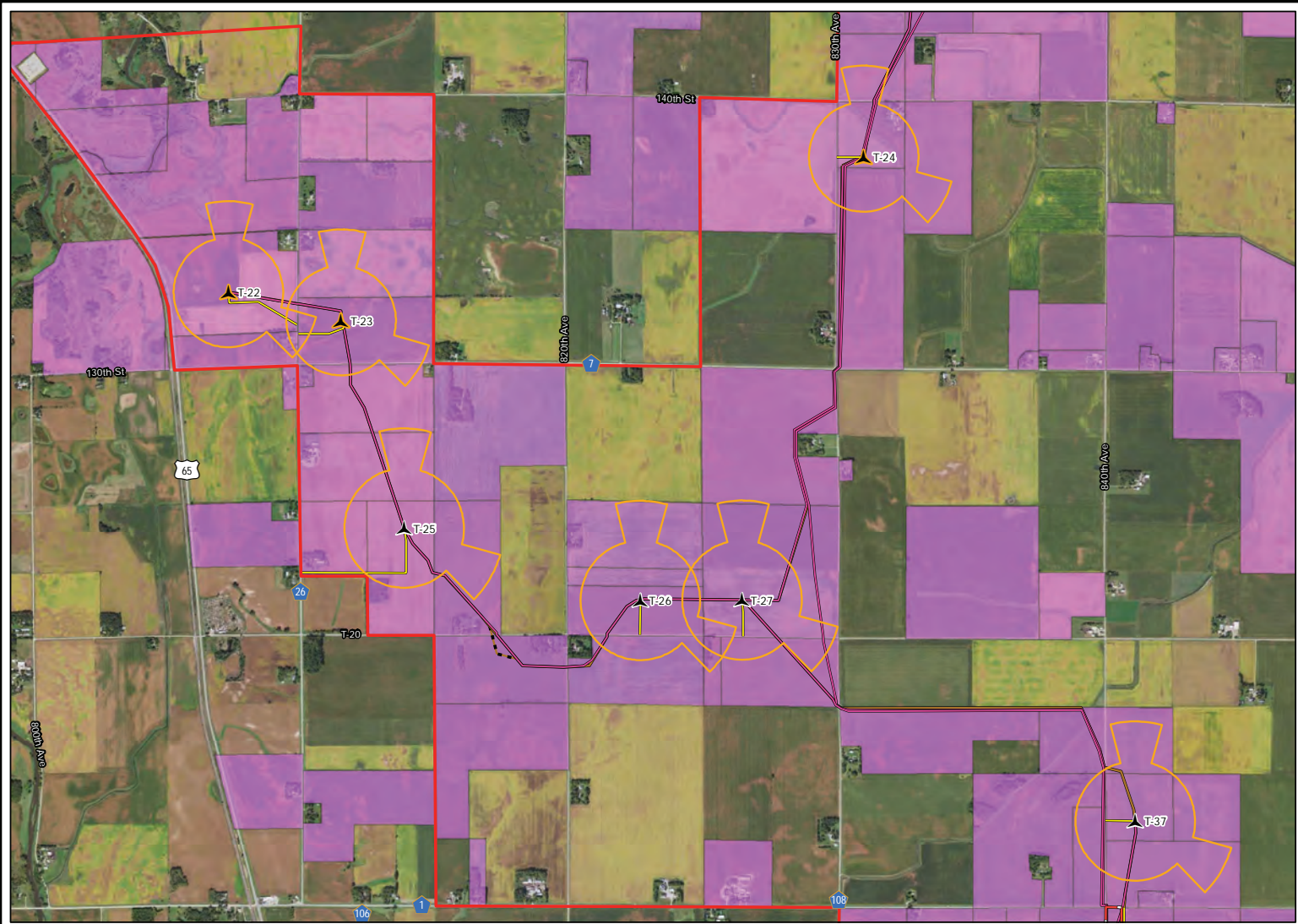
NOV 2019
Map 1 of 5



FREEBORN WIND FARM
Turbine Layout Wind Access Buffers



NOV 2019
Map 2 of 5



- Vestas V110
- Vestas V120
- Project Boundary
- O&M and Project Substation
- 3x5 Wind Access Buffer
- Access Road
- Alternate Access Road
- Collection Line
- Crane Path
- Alternate Crane Path
- State Boundary
- County Boundary

Site Control Status

- Participant

N

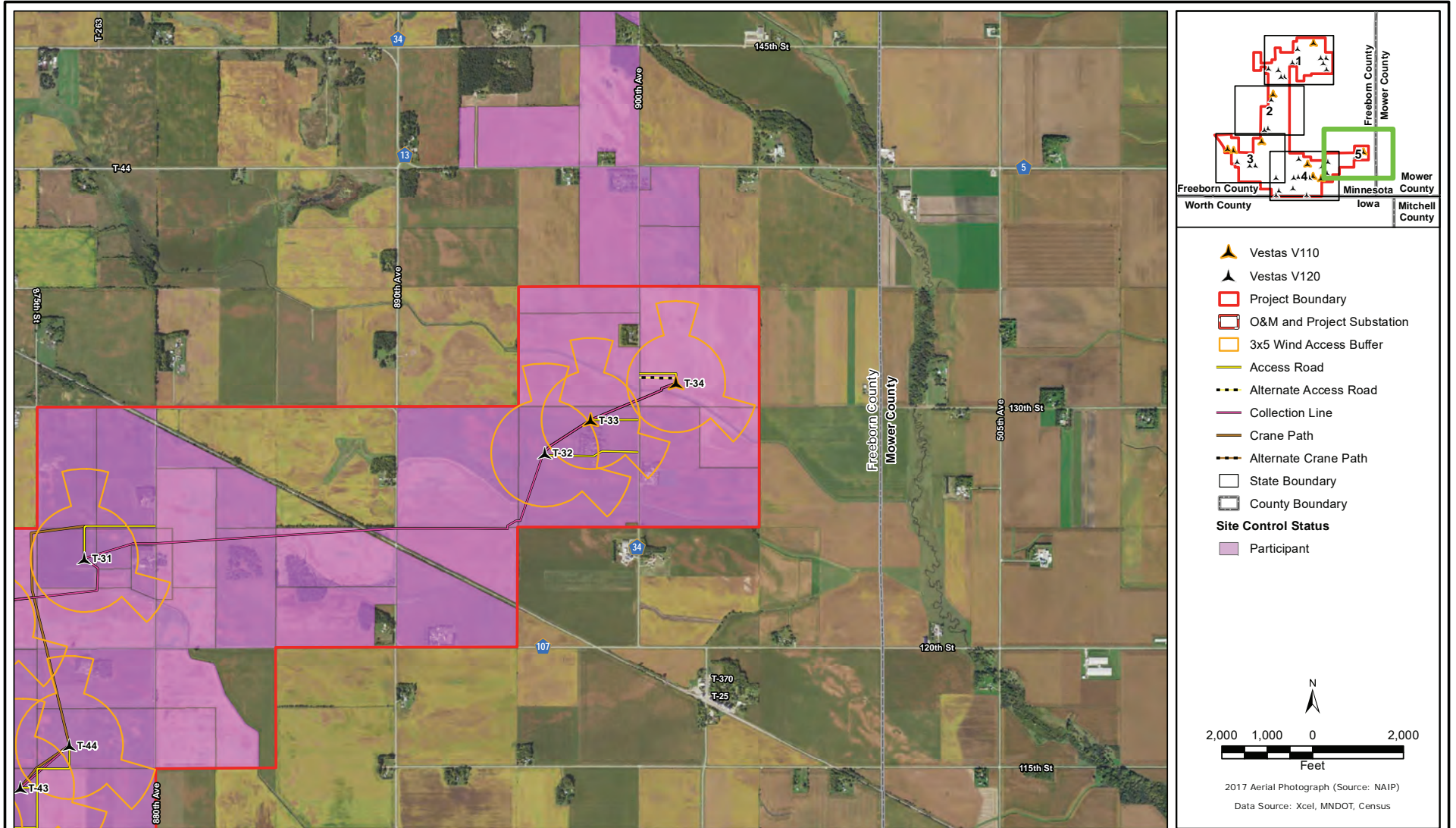
2,000 1,000 0 2,000

Feet

2017 Aerial Photograph (Source: NAIP)
Data Source: Xcel, MNDOT, Census

FREEBORN WIND FARM
Turbine Layout Wind Access Buffers





FREEBORN WIND FARM
Turbine Layout Wind Access Buffers



NOV 2019
Map 5 of 5

AFCL Exhibit B

Hansen forward of Freeborn Co/Rasmussen email & Project Map

AFCL Exhibit B - Hansen Forward of Freeborn Co Rasmussen email & Project Map

Subject: Fwd: haul map
From: Dorenne Hansen <dhansen078@gmail.com>
Date: 6/22/2020, 5:53 PM
To: Carol Overland <overland@legalectric.org>

Dorenne Hansen
Glenville MN

Begin forwarded message:

From: "Dave L. Rasmussen" <dave.rasmussen@co.freeborn.mn.us>
Date: June 17, 2020 at 2:54:27 PM CDT
To: "dhansen078@gmail.com" <dhansen078@gmail.com>

Dorenne

Here are the roads for deliveries.

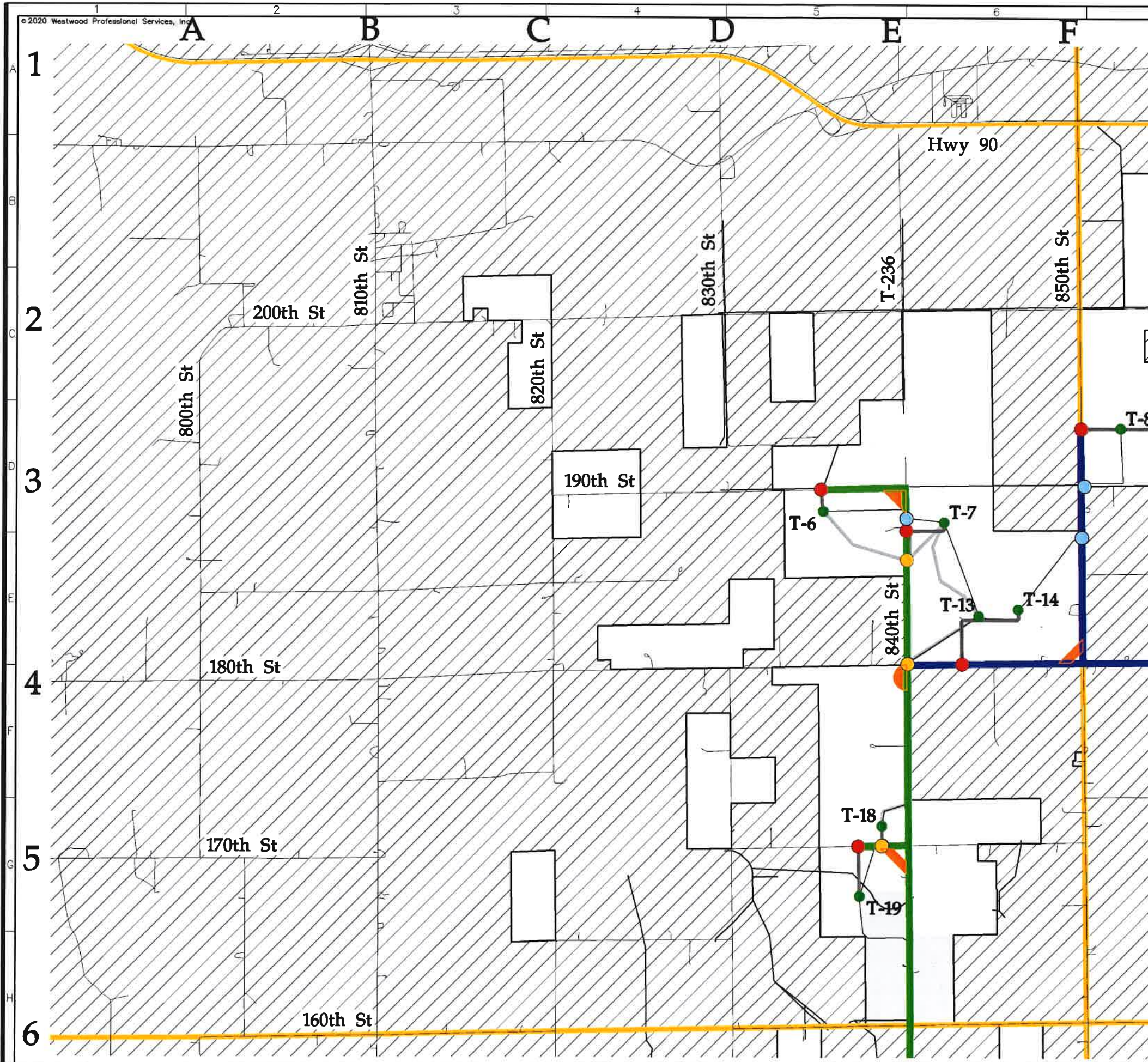
Dave Rasmussen
Freeborn County Highway Department
3300 Bridge Ave.
Work - 507-377-5188
Cell - 507-320-8085

— Attachments: —

1559_001.pdf

1.0 MB

© 2020 Westwood Professional Services, Inc.



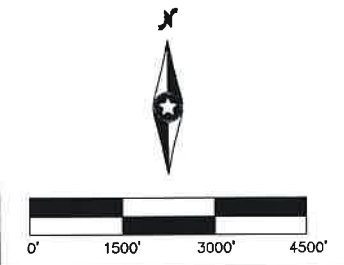
- LEGEND:**
- PROPOSED TURBINE LOCATION
 - T-XX PROPOSED TURBINE NUMBER
 - PROPOSED ACCESS ROADS
 - PROPOSED CRANE PATH
 - PROPOSED UNDERGROUND COLLECTION
 - PROPOSED OVERHEAD TRANSMISSION
 - EXISTING ROAD
 - US HIGHWAY
 - TOWNSHIP LINE
 - STATE LINE
 - GRAVEL DELIVERY ROAD
 - BITUMINOUS DELIVERY ROAD
 - ▨ PROJECT BOUNDARY
 - ⤵ RADIUS EXTENSION
 - PROPOSED UTILITY CROSSING
 - PROPOSED CRANE CROSSING
 - PROPOSED ACCESS ROAD ENTRANCE
 - PROPOSED T-LINE ENTRANCE

Westwood
 Phone (952) 937-5150 12701 Whitewater Drive, Suite 4100
 Fax (952) 937-5822 Minneapolis, MN 55343
 Toll Free (888) 937-5150 www.westwoodps.com
 Westwood Professional Services, Inc.

Design: _____
 Checked: _____
 Drawn: _____
 As-Built Drawing: _____

Revision	DATE	DESCRIPTION

Prepared for: _____



**Freeborn
 Wind Project**
 Freeborn County, Minnesota

Road Agreement Exhibit -
 Hayward Township

**PRELIMINARY
 NOT FOR CONSTRUCTION**

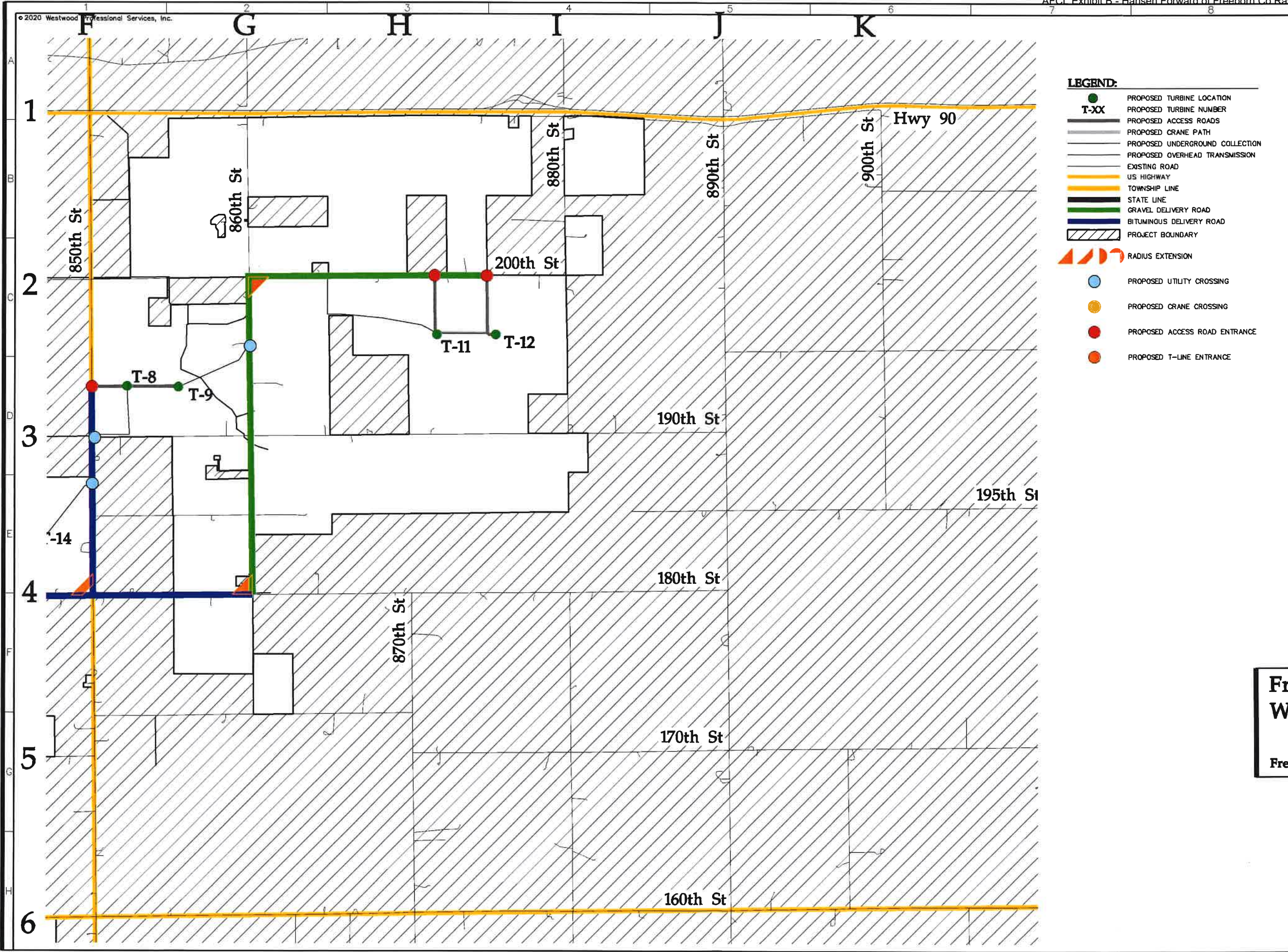
Date: 4/20/20
 Sheet: 1 OF 4

0011873DH01-LOB3.dwg

© 2020 Westwood Professional Services, Inc.

Westwood

Phone (952) 937-6150 12701 Whitewater Drive, Suite #100
 Fax (952) 937-5822 Minnetonka, MN 55343
 Toll Free (888) 937-5150 www.westwoodps.com
 Westwood Professional Services, Inc.

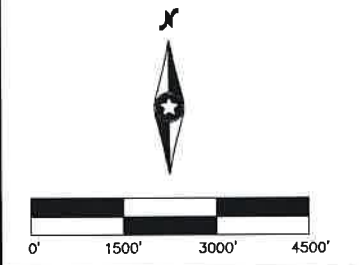


- LEGEND:**
- PROPOSED TURBINE LOCATION
 - T-XX PROPOSED TURBINE NUMBER
 - PROPOSED ACCESS ROADS
 - PROPOSED CRANE PATH
 - PROPOSED UNDERGROUND COLLECTION
 - PROPOSED OVERHEAD TRANSMISSION
 - EXISTING ROAD
 - US HIGHWAY
 - TOWNSHIP LINE
 - STATE LINE
 - GRAVEL DELIVERY ROAD
 - BITUMINOUS DELIVERY ROAD
 - ▨ PROJECT BOUNDARY
 - ▲▲▲ RADIUS EXTENSION
 - PROPOSED UTILITY CROSSING
 - PROPOSED CRANE CROSSING
 - PROPOSED ACCESS ROAD ENTRANCE
 - PROPOSED T-LINE ENTRANCE

Design: _____
 Check: _____
 Draw: _____
 As-Built Drawing: _____

Revision #	DATE	DESCRIPTION

Prepared for: _____

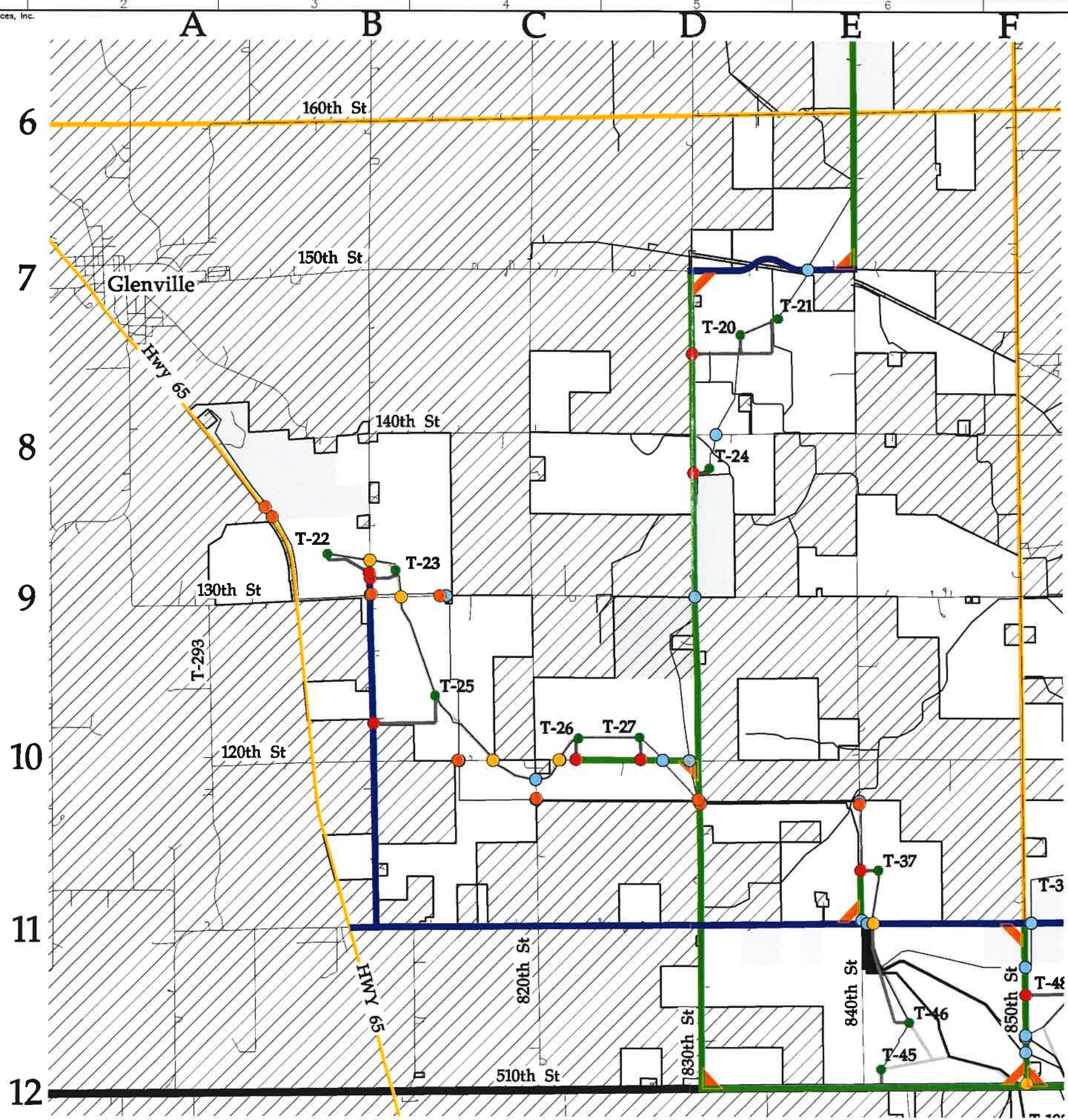


Freeborn Wind Project
 Freeborn County, Minnesota

Road Agreement Exhibit - Oakland Township

PRELIMINARY
 NOT FOR CONSTRUCTION

Date: 4/20/20
 Sheet: 2 OF 4
 0011873E0101-L083.dwg

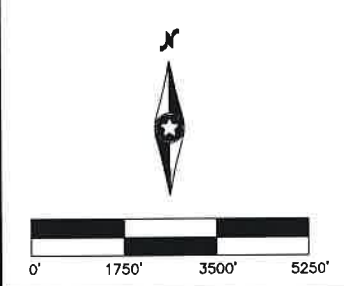


- LEGEND:**
- PROPOSED TURBINE LOCATION
 - T-XX PROPOSED TURBINE NUMBER
 - PROPOSED ACCESS ROADS
 - PROPOSED CRANE PATH
 - PROPOSED UNDERGROUND COLLECTION
 - PROPOSED OVERHEAD TRANSMISSION
 - EXISTING ROAD
 - US HIGHWAY
 - TOWNSHIP LINE
 - STATE LINE
 - GRAVEL DELIVERY ROAD
 - BITUMINOUS DELIVERY ROAD
 - ▨ PROJECT BOUNDARY
 - ⊕ RADIUS EXTENSION
 - ⊕ PROPOSED UTILITY CROSSING
 - ⊕ PROPOSED CRANE CROSSING
 - PROPOSED ACCESS ROAD ENTRANCE
 - PROPOSED T-LINE ENTRANCE

Design: _____
 Checked: _____
 Drawn: _____
 As-Built Drawing: _____

Revision #	DATE	DESCRIPTION

Prepared for: _____

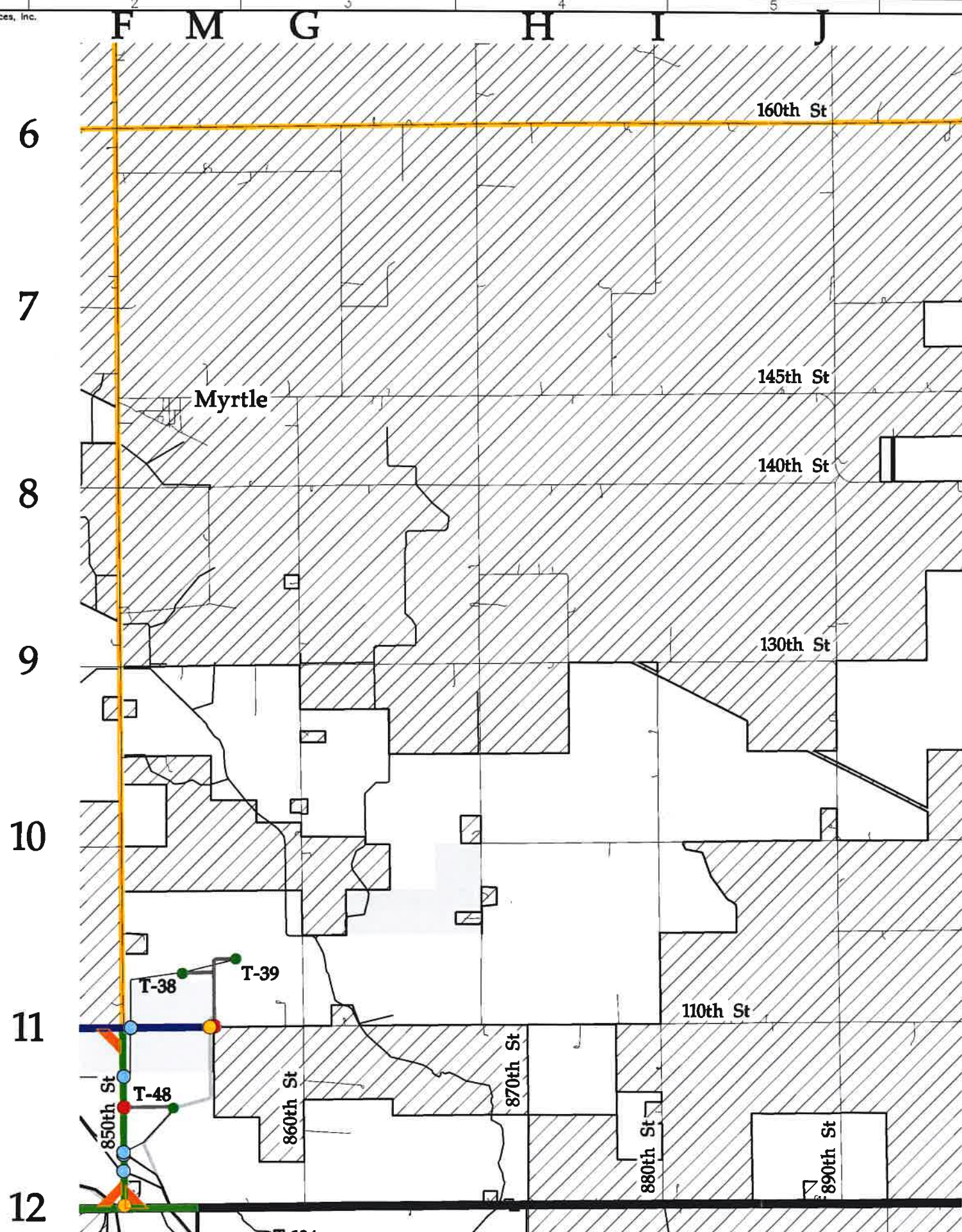


Freeborn Wind Project
 Freeborn County, Minnesota

Road Agreement Exhibit - Shell Rock Township

PRELIMINARY NOT FOR CONSTRUCTION

© 2020 Westwood Professional Services, Inc.



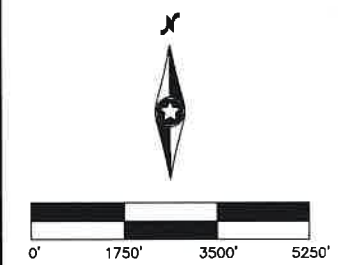
- LEGEND:**
- PROPOSED TURBINE LOCATION
 - T-XX** PROPOSED TURBINE NUMBER
 - PROPOSED ACCESS ROADS
 - PROPOSED CRANE PATH
 - PROPOSED UNDERGROUND COLLECTION
 - PROPOSED OVERHEAD TRANSMISSION
 - EXISTING ROAD
 - US HIGHWAY
 - TOWNSHIP LINE
 - STATE LINE
 - GRAVEL DELIVERY ROAD
 - BITUMINOUS DELIVERY ROAD
 - PROJECT BOUNDARY
 - RADIUS EXTENSION
 - PROPOSED UTILITY CROSSING
 - PROPOSED CRANE CROSSING
 - PROPOSED ACCESS ROAD ENTRANCE
 - PROPOSED T-LINE ENTRANCE

Westwood
 Phone (652) 837-5150 12701 Whitewater Drive, Suite #200
 Fax (652) 937-5822 Minneapolis, MN 55343
 Toll Free (888) 937-5150 westwoodps.com
 Westwood Professional Services, Inc.

Design: _____
 Check: _____
 Draw: _____
 As-Built Drawing: _____
 Revisions:

#	DATE	DESCRIPTION

Prepared for: _____



**Freeborn
Wind Project**
 Freeborn County, Minnesota

Road Agreement Exhibit -
London Township

**PRELIMINARY
NOT FOR CONSTRUCTION**

Date: 4/20/20
 Sheet: 4 OF 4

AFCL Exhibit C

Wanzek Freeborn Wind Project Map
via Freeborn County Commissioner Dan Belshan

AFCL Exhibit D

May 13, 2020 Pre-Construction Mtg Summary (selected)

Xcel Compliance Filing – 20205-163233-01

Wednesday, May 13, 2020
10 a.m.

PRE-CONSTRUCTION MEETING AGENDA
SECOND PHASE OF CONSTRUCTION

FREEBORN WIND FARM
PUC DOCKET NO. IP-6946/WS-17-410

Meeting Location
Virtual Meeting via Skype

I. Introductions (DOC-EERA, Commission Staff, Xcel Energy Staff, Contractors, County Staff, others.)

- a. DOC - EERA
 - a. Rich Davis
 - b. Louise Miltich
- b. Xcel Energy
 - a. Matt Langan
 - b. Amanuel Haile
 - c. Ahmed Issahak
 - d. Aaron Thooft
 - e. Chris Hogg
 - f. Pat Flowers
 - g. Patti Leaf
 - h. Kate Schindler
 - i. Trevor Seely
 - j. Roland Sulzer
- c. PUC
 - a. Mike Kaluzniak – PUC Energy Facilities Staff
- d. Freeborn County
 - a. Sue Miller
 - b. Dan Kenison
 - c. Dave Rasmussen
 - d. Kim Erickson
- e. Shell Rock Township
 - a. Gary Richter
- f. Other
 - a. Mike Hankard – Xcel Energy noise consultant

- g. Rich Davis: Opened the meeting by stating that members of the public may have been forwarded the invite. Outlined goal of reviewing compliance filings submitted to the record. No open public comment period now, as this is not a public meeting nor is it an environmental review meeting. Environmental review for general construction activities covered by this meeting has been completed during the site permit process. Open meeting laws do not apply to this meeting. There is no final decision being made and no Commission decision makers attended.

II. State Role in Permitting LWECS (DOC-EERA and Commission Staff)

- a. Rich Davis: EERA staff provides review and comment throughout the site permitting process for any LWECS facility. At this point, EERA reviews pre-construction compliance documents that come from the permittee to make sure that permit pre-construction conditions are met before recommending to the Commission that construction can be allowed to proceed. Reviewing the March 31, 2020 version of the site permit in this meeting.
- b. Mike Kaluzniak: March 31, 2020 site permit amendment order issued. The pre-construction meeting was put on hold to allow some administrative items to be addressed first.

III. Review of Permit Compliance Filings Submitted to Date (DOC-EERA)

- a. Section 4.7 - Native Prairie filed 2/10/2020. The Native Prairie Protection Plan was developed in coordination with DNR and EERA.
- b. Section 4.12 Aviation filed 3/11/2020 filing. This required notification to airports in proximity was completed and documented in filing.
- c. Section 5.2.1 Field Representative filed 11/8/2019. This is the same representative as previously filed; Matt Langan noted that the phone number listed is project-specific and allows others to respond to inquiries/concerns if the primary contact is unavailable. Sean Lawler is temporarily unavailable, but Trevor Seely is filling Sean's role in the meantime.
- d. Section 5.2.6 Soil Erosion and Sediment Control filed 11/8/2019. Matt Langan confirmed that the Stormwater Pollution Prevention Plan filed is still current.
- e. Section 5.2.10 Invasive Species filed 3/11/2020.
- f. Section 5.2.12 Public Roads filed 3/11/2020. This filing identified roads to be used during construction and provided the road use agreement between Xcel Energy and Freeborn County, which was also signed by two townships. London and Oakland township negotiations are ongoing. Matt Langan provided an update that Xcel Energy is still in negotiations for oversize/overweight permits with the legal counsel for London and Oakland Townships. Xcel Energy will keep DOC/PUC up to date on any developments, and will submit an update to eDockets as the status of the situation changes. Xcel Energy will not proceed with any construction activities that require use of these roads until a resolution is reached with London and Oakland

- Townships. Freeborn County is satisfied with Xcel Energy's coordination and is working on permitting matrix with Xcel Energy.
- g. Section 5.2.16 Interference filed 3/11/2020. This filing deals with telecommunications, over-the-air television, and other potential interference issues. Matt Langan confirmed that these documents are final.
 - h. Section 5.5.2 Other Required Permits and Regulations filed 3/11/2020. Xcel Energy provided updates to EERA on 5/12/2020; this information (including further status updates and dates permits acquired) will be e-filed by Xcel Energy. Matt Langan stated that most permits have been obtained or are close to issuance. Specific construction activities will not commence without necessary approvals.
 - i. Section 7.1 Biological and Natural Resources Inventories filed 2/24/2020. Rich Davis stated that most of these documents were filed much earlier as part of the site permit application.
 - j. Section 7.3 Wake Loss Studies filed 3/11/2020. Matt Langan confirmed that this filing reflects the current layout.
 - k. Section 7.4.2 Post-Construction Noise Monitoring filed 3/11/2020. The post-construction noise monitoring protocol was developed in coordination with EERA. Rich Davis stated that if anything needs to be changed (not anticipated), the protocol needs to be refiled to docket. Matt Langan pointed out that the protocol is in alignment with the DOC's July 2019 guidance document. Rich Davis confirmed that the protocol matches this guidance.
 - l. Section 7.5.1 Avian and Bat Protection Plan filed 3/11/2020. Rich Davis stated that the ABPP is a living document and will be updated as situations warrant (high fatalities, change in risk, etc.). There is an annual audit in coordination with EERA & DNR that allows changes to be incorporated.
 - m. Section 8.1 Wind Rights filed 8/20/2019 (Figure 4). Matt Langan confirmed that this filing incorporates the current layout and the amended permit issued on 3/31/2020.
 - n. Section 9.0 Complaint Procedures filed 12/6/2019. That provided updated contact information.
 - o. Section 5.4 Electrical Collector and Feeder Lines/10.3 Site Plans filed 3/11/2020 & 3/12/2020. Matt Langan confirmed that these reflect the current layout and have been provided to Freeborn County. Rich Davis stated that if changes are made to the site plans, EERA and Freeborn County must be notified 5 days prior to the changes occurring.
 - p. Section 10.10 Emergency Response filed 11/8/2019. This version of the Emergency Response Plan was also used for first phase of construction. This plan will be updated for operation of the facility.
 - q. Section 10.1 Pre-Construction Meeting. Summary notes will be e-filed along with updated permit information so EERA can provide recommendations to Commission.

IV. Review and Discussion of Other Site Permit Conditions

- a. No comments or questions from attendees.

V. Construction Schedule (Xcel Staff)

- a. Matt Langan stated that Phase I of the project was authorized in late 2019 included the O&M building and substation. Xcel Energy received authorization to construction transmission line in March 2020.
- b. Amanuel Haile provided further detail on the construction schedule. The target construction start on the wind farm is 6/1/2020 based on expected PUC authorization. Xcel Energy would have liked to start construction in late May 2020. Borings and collection are the top priority; this work has started in IA. MN construction right now includes the O&M building (storm shelter, foundations, gravel). Transmission line activities are scheduled to start in several days. Aaron Thooft, project engineer, confirmed. Matt Langan stated that authorization would be required by 5/29/2020 to allow 6/1/2020 start. Sue Miller requested that the permit matrix and road use calculations be completed, and an on-site meeting take place prior to 5/29/2020. Amanuel Haile stated that road use calculations are nearly complete, and everything should be wrapped up by 5/29/2020. Sue Miller requested a detailed construction schedule. Amanuel Haile said that Wanzek provides a 3-week look-ahead document that will be provided to Freeborn County.

VI. Other Topics

- a. Rich Davis reiterated that Xcel Energy will file meeting notes and downstream permit information, then he will provide his compliance review and recommendations to the PUC. The PUC completes their review and then issues the authorization to begin construction. Matt Langan stated that Xcel Energy will file notes and other permit information by the end of the week.
- b. Rich Davis mentioned Section 10.4 Status Report requirement; Xcel Energy will need to file monthly status reports on construction.
- c. No comments or questions from other attendees; meeting adjourned.

AFCL Exhibit E

Letter EERA-Davis to Three Waters

June 8, 2020 – 20206-163808-01

June 8, 2020

Mark Wengierski, Senior Project Manager
Three Waters Wind Farm, LLC, c/o Scout Clean Energy
4865 Sterling Drive, Suite 200
Boulder, CO 80301

Sent via email: mark@scoutcleanenergy.com

RE: Proposed Project Revisions and Updates
Three Waters Wind Farm, Jackson County, Minnesota
Docket No. IP-7002/WS-19-576

Dear Mr. Wengierski,

On June 3, 2020, Three Waters Wind Farm, LLC filed four direct testimony documents in eDockets, which include testimony from Eddie Duncan, Todd Mabee, and yourself. Within the filed direct testimony there is discussion of revisions to the Three Waters Wind Farm (Project), which vary from how the Project was presented in the Site Permit Application. EERA was notified via email from your council, Mr. Jeremy Duehr, on May 19, 2020, the turbine layout had been decreased from 71 primary turbine locations and eight alternate turbine locations to 52 primary turbine locations and 18 alternate turbine locations. It has also come to EERA's attention that a number of the locations are new turbines not proposed in the site permit application. With the exception of the May 19th email, and a phone conversation EERA had with Mr. Duehr on June 4th, there is currently no stand-alone documentation in the Project docket to: identify how these proposed project amendments compare to the initial site permit application, provide reasoning for the revisions made, and identify how the revisions have or have not affected the proposed project impacts described in the initial site permit application.

EERA believes a stand-alone amendment or addendum to the site permit application filed to the Project docket is necessary to provide clarity with respect to proposed project revisions, and to allow record development for the associated environmental review of the proposed Project.

EERA recommends a site permit application amendment be filed to the Project docket. The amendment should describe the proposed project revisions, and address all components of the site permit application as they would be affected by the proposed project revisions. EERA recognizes aspects of these changes have been addressed at a high level in the direct testimony

filings, but we do not believe the overview in the testimony sufficiently addresses potential environmental impacts or allows for adequate record development. If the Company disagrees, EERA believes the Company should provide an explanation in the record.

Sincerely,

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

Richard Davis
Environmental Review Manager

Cc: Louise Miltich, DOC-EERA
Cezar Panait, Commission – EFP
Bret Eknes, Commission - EFP
Jeremy Duehr, Fredrikson & Byron, P.A.
Haley Waller Pitts, Fredrikson & Byron, P.A.

AFCL Exhibit F

Three Waters Order (selected)

June 22, 2020

20206-164181-01

BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION

Katie J. Sieben	Chair
Valerie Means	Commissioner
Matthew Schuerger	Commissioner
Joseph K. Sullivan	Commissioner
John A. Tuma	Commissioner

Mark Wengierski, Senior Project Manager
Three Waters Wind Farm, LLC,
c/o Scout Clean Energy
4865 Sterling Drive, Suite 200
Boulder, CO 80301

SERVICE DATE: June 22, 2020
DOCKET NO. IP-7002/WS-19-576

In the Matter of the Application of Three Waters Wind, LLC for a Site Permit for the up to 201 MW Large Wind Energy Conversion System in Jackson County, Minnesota

The above-entitled matter was considered by the Commission on June 11, 2020 and the following disposition made:

- 1. Approved the issuance of the draft site permit as attached and as initially proposed by the Department of Commerce, including changes proposed by staff (such as the cover page; Section 2: Project Description; Section 2.2 Project Location; Section 3 Designated Site; and the site maps attached to the permit) to account for the project design changes as per revised information included in the applicant's June 3 direct testimony, and the EERA's June 8 letter with recommendations.**
- 2. Authorized Commission staff to modify the draft site permit to correct typographical and formatting errors, improve consistency, and ensure agreement with the Commission's final order in this matter.**
- 3. Required the applicant to file a stand-alone amendment to the site permit application that provides clarity of projects changes. Applicant must serve the filing on other appropriate state agencies, local governments, and must make it available to the public to allow for further record development and to complete the associated environmental review of the proposed project. The amendment should describe in detail the proposed revisions to the project and address all components of the site permit application that are affected by the proposed changes.**
- 4. Required the applicant to file updated maps with its amended filing that detail and clarify the locations of the turbines, wind rights setbacks, property only boundaries, and sensitive receptors (including residences and cemeteries). Applicant must work with EERA in the development of maps that provide the detail necessary to fully evaluate the human and environmental impacts of the proposed projects. When all**

necessary information and maps have been filed, EERA must make a filing reflecting its agreement that the materials have been made a part of the record. These materials must be provided to affected landowners, the project contact list, and the public for a minimum of 21 days before the public hearing(s) on the project is held.

The Commission agrees with and adopts the recommendations of the Department of Commerce, which are attached and hereby incorporated into the Order.¹ This Order shall become effective immediately.

BY ORDER OF THE COMMISSION



Will Seuffert
Executive Secretary

To request this document in another format such as large print or audio, call 651.296.0406 (voice). Persons with a hearing or speech impairment may call using their preferred Telecommunications Relay Service or email consumer.puc@state.mn.us for assistance.

¹ To address the applicant's recently proposed project changes, the Commission will require changes to the draft site permit, consistent with ordering paragraph 1 above. The Commission will also require the applicant to amend the permit application and file updated maps, followed by a public comment period, consistent with ordering paragraphs 3 and 4 above. Consistent with this decision and the record, the Commission omits the draft site permit from the Department's May 11 comments.