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May 17, 2010

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VIA ELECTRONIC FILING

Burl W. Haar
Minnesota Public Utilities Commission
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**Re: In the Matter of the Application of Great River Energy, Northern States
Power Company (d/b/a Xcel Energy) and Others for Certificates of Need for
Three 345 kV Transmission Lines with Associated System Connections
MPUC Docket No.: ET-2, E-002, et al./CN-06-1115
OAH Docket No.: 15-2500-19350-2**

Dear Dr. Haar:

Enclosed for electronic filing please find Applicants' Notice of Change in Timing of the Brookings Project and Interim Development Plan in the above-captioned matter. By copy of this letter, all parties of record are being served with same.

Very truly yours,

BRIGGS AND MORGAN, P.A.

/s/ Michael C. Krikava

Michael C. Krikava

MCK/rhh
Enclosure
cc: Service List

**STATE OF MINNESOTA
BEFORE THE
MINNESOTA PUBLIC UTILITIES COMMISSION**

David Boyd	Chair
J. Dennis O'Brien	Commissioner
Thomas Pugh	Commissioner
Phyllis Reha	Commissioner
Betsy Wergin	Commissioner

IN THE MATTER OF THE APPLICATION
OF , NORTHERN STATES POWER
COMPANY (D/B/A XCEL ENERGY),
GREAT RIVER ENERGY, AND OTHERS
FOR CERTIFICATES OF NEED FOR
THREE 345 KV TRANSMISSION LINES
WITH ASSOCIATED SYSTEM
CONNECTIONS

Docket No. E002/CN-06-1115

**Notice of Change in Timing of the
Brookings Project and Development
Plan**

Pursuant to Minn. R. 7849.0400, Subp. 2(H), Northern States Power Company, a Minnesota corporation (“Xcel Energy”), and Great River Energy (collectively “Applicants”), hereby submit this Notice of Change in Timing of the Brookings Project and describe our current development plan (this “Notice”) to the Minnesota Public Utilities Commission (the “Commission”). Through this filing, Applicants provide the Commission with the required notice of a change in the timing of the in-service date of the Brookings Project from that certified in the Commission’s May 22, 2009 *Order Granting Certificates of Need With Conditions*, and its August 10, 2009 *Order Granting and Denying Motions for Reconsideration and Modifying Conditions* (“Certificate Of Need Order”) in this Docket. Applicants also provide our Development Plan describing actions taken to date and ongoing development activities that we believe will prudently put the project in position to minimize further delay of the in-service date once adequate resolution of cost allocation allows the project to move forward.

Due to the current uncertainty surrounding the cost allocation methodology which may be applied to the Brookings Project by the Midwest Independent Transmission System Operator, Inc. (“MISO”), Applicants expect the in-service date of the Project will shift to 2015, a delay of more than a year. The Commission has expressed reservation about the impact of uncertainty around the Brookings project as the result of the cost allocation issue and has been reluctant to authorize recovery of development costs by Xcel Energy. Xcel Energy filed for reconsideration and/or

clarification of the Commission's TCR Order today as well. As a practical matter these two items, schedule and cost recovery, are directly related. Assuming relief in the other docket, Applicants, and the other utilities participating in the Brookings Project, currently plan to continue pursuing all critical permits, preliminary engineering and preliminary preparations for right-of-way acquisition to minimize overall project costs upon the resolution of the cost allocation issues related to the Project.

We believe we have established a prudent approach, without over committing, to managing the project that preserves our ability to implement at the earliest possible time. Currently we have invested approximately \$16 million in investment in the project. Under the plan outlined, that investment would increase to approximately \$34 million by mid 2011, prior to commencing construction and when cost recovery certainty should be more apparent. Applicants welcome the Commission's guidance on our plan.

INTRODUCTION

In this Docket, the Commission approved construction of three new 345 kV transmission lines which are part of the CapX2020 Group 1 Projects. Specifically, the Commission granted certificates of need for construction of: (1) the Brookings Project, a 345 kV transmission line and associated connections from the Brookings County Substation, near White, South Dakota, to the Twin Cities metropolitan area; (2) the La Crosse Project, a 345 kV transmission line and associated connections from the Twin Cities through Rochester to La Crosse, Wisconsin; and (3) the Fargo Project, a 345 kV transmission line from Fargo, North Dakota to Alexandria, St. Cloud and Monticello (collectively the "Three 345 kV Projects").¹ As part of its Certificates of Need, the Commission specified the "size, type and timing" of the facilities.

To date, the size, type and timing, and costs estimates of the Three 345 kV Projects remain within the boundaries specified in the Certificate of Need Order, with one exception. For reasons described in this filing, the in-service date for the Brookings Project is expected to be delayed for more than one year, triggering this filing under Minn. R. 7849.0400, subp. 2(H). Further, Applicants provide to the Commission our Interim Development Plan describing how we plan to proceed in an effort to mitigate the effects of the delay consistent with the level of support for the plan.

¹ In addition to the Three 345 kV Projects, the CapX2020 Group 1 Projects also include a 230 kV project from Bemidji to Grand Rapids, Minnesota. See, *In the Matter of the Application of Otter Tail Power Company, Minnesota Power and Minnkota Power Cooperative, Inc. for a 230 kV Transmission Line From Bemidji to Grand Rapids, Minnesota*, Docket No. E-017, E-015, ET-6/CN-07-1222.

TIMING OF THE BROOKINGS PROJECT

Pursuant to Minn. R. 7849.0400, Subp. 2(H), if Applicants determine that a certified project is likely to be delayed more than one year, Applicants “must inform the commission of the desired change and detail the reasons for the change.” Applicants now anticipate the likely in-service date for the Brookings Project will be in the second quarter of 2015, a delay of over one year from what was specified in the Certificate of Need Order. As a result, Applicants are hereby informing the Commission of this change.

One of the critical requirements that must be established with some certainty to obtain utility commitments of the capital necessary to proceed with construction of the Brookings Project is the implementation of a final and enforceable cost allocation and recovery mechanism under the MISO Open Access Transmission, Energy and Operating Reserve Markets Tariff (“Tariff”). As the Commission is aware, the MISO Tariff structure applicable to the Brookings Project is in transition and has been the subject of contested proceedings at the Federal Energy Regulatory Commission (“FERC”).

In the Certificate of Need application for the Three 345 kV Projects, the Applicants indicated their expectation the Brookings Project would be classified as a Regional Baseline Reliability Project under the MISO Regional Expansion Criteria and Benefits (“RECB”) cost allocation provisions of the Tariff. However, the Applicants recognized such a classification was not certain. Indeed, under its prior Tariff, MISO preliminarily classified the Brookings Project as a Generator Interconnection Project. Previously, MISO’s Tariff called for the equal sharing of costs for transmission projects designated as Generator Interconnection Projects between the transmission-owning utilities and the generators who will benefit from that project, with transmission service credits available to the generator(s) who funded the Network Upgrades associated with the generator interconnection. (MISO has not made a final classification determination.)

The prior Tariff created difficulties for many stakeholders and was deemed unworkable for application to a substantial project such as Brookings. After undertaking a lengthy stakeholder process, on July 9, 2009, MISO filed proposed interim amendments to its Tariff with FERC substantially revising the method for allocating the costs of such Generator Interconnection Projects.² This filing was contested by a number of stakeholders. Nevertheless, FERC accepted the proposed

² *Midwest Independent Transmission System Operator, Inc. and The Midwest ISO Transmission Owners*, Initial Filing, Docket No. ER-09-1431-000, July 9, 2009(as supplemented on September 17 and 18, 2009).

Tariff revisions, but directed MISO to work with stakeholders to develop a permanent solution.³ FERC further directed MISO to file its proposed final cost allocation methodology by July 15, 2010.⁴

Applicants and many other stakeholders, including the Minnesota Office of Energy Security (“OES”) and the Organization of MISO States (“OMS”) have been working diligently with MISO on developing a consensus approach to cost allocation for major new infrastructure projects like the Brookings Project. The process has prompted a vigorous debate and it is unclear whether or when consensus will be reached. MISO has unambiguously stated that it will comply with FERC’s requirement to make a July 15, 2010 filing; yet it is unclear at this point, what cost allocation methodology will be included in the filing, and whether this methodology will apply to the Brookings Project. Applicants are also concerned that the MISO filing may result in potential challenges at FERC, thereby delaying certainty over a cost allocation methodology for a period of time.

This situation has left Applicants and the other potential owners of the Brookings Project with considerable uncertainty about the actual cost allocation methodology that will apply to their investment in the Brookings Project.⁵ Further, the Commission has recently expressed reluctance in Xcel Energy’s Transmission Cost Recovery Rider proceeding (Docket No. E-002/M-09-1048) to allow the beginning of recovery of the costs incurred for the Brookings Project until these cost allocation issues are resolved.⁶

The utilities participating in the development and construction of the Brookings Project cannot as a group, make final investment decisions without a better

³ *Midwest Independent Transmission System Operator, Inc. and The Midwest ISO Transmission Owners*, Order Conditionally Accepting Tariff Amendments and Directing Compliance Filing, Docket No. ER-09-1431-000, October 23, 2009 (“October 23 Order”).

⁴ *Id.*

⁵ Applicants note that the uncertainties surrounding cost allocation under the MISO Tariff pertain only to the Brookings Project and do not create uncertainties surrounding the La Crosse or Fargo Projects as both of those projects were classified by MISO as “Baseline Reliability” facilities and there is no dispute or uncertainty as to the operation of the MISO Tariff for such projects.

⁶ *In the Matter of the Northern State Power Company, a Minnesota corporation, d/b/a Xcel Energy, for Approval of a Modification to its TCR Tariff, 2010 Project Eligibility, TCR Rate Factors, Continuation of Deferred Accounting and 2009 True-up Report*, ORDER APPROVING 2010 TCR PROJECT ELIGIBILITY AND RIDER, 2009 TCR TRACKER REPORT, AND TCR RATE FACTORS, Docket No. E-002/M-09-1048 (April 27, 2010).

understanding of how the costs of the Brookings Project will be treated under the MISO Tariff. More certainty in the cost allocation methodology will allow Applicants and the other CapX2020 participants to better evaluate their investment decisions in the Brookings Project. Until MISO and FERC provide clarity on how the total cost of the Brookings Project will be shared by stakeholders and the level of costs to be borne by the owners of the Brookings Project, the participants in the Brookings Project will have difficulty evaluating their investment.

At this time, it is likely that the earliest these cost allocation issues may be resolved is 2011. (MISO will make a filing in July 2010 and it is likely that filing will be subject to a contested proceeding at FERC.)

Naturally, this uncertainty requires the Applicants and other possible owners of the Brookings Project to be prudent in its pre-construction activities and dollars spent. The Project has re-evaluated the types of activities to pursue in 2010 and consequently, the costs incurred. A reallocation of the activities does not render possible the in-service date included in the Certificate of Need Order (2nd Quarter 2013). It is unlikely that the CapX2020 utilities will be able to make major project commitments and incur major expenditures before summer of 2011.

Applicants have re-scheduled the bulk of construction activities to 2012 assuming cost allocation issues will have been adequately addressed by mid 2011. A review of the remainder of the project schedule indicates completion of the project would slip by over a year, to 2015, as the result.

While Applicants remain confident that a cost allocation methodology for the Brookings Project will be successfully developed, the timing is uncertain. Moving the start of the bulk of construction related activities of the Brookings Project to 2012 will allow some time for resolution of cost allocation issues and hopefully will facilitate investment decisions. If cost allocation is not adequately addressed in 2011 there remains the risk of further delay.

INTERIM DEVELOPMENT PLAN

Given the delay in the commencement of construction of the Brookings Project, Applicants reassessed what further project development activities would be prudent to continue while the cost allocation issues are resolved.

As the Commission is aware, Applicants, and the other proposed owners of the Brookings Project have entered into a Project Development Agreement (“PDA”) for the preliminary permitting and initial development of the Brookings Project. Pursuant to the PDA, the utilities participating in the Brookings Project would make

final investment decisions when all critical permits – such as a certificate of need and route permit issued by the Commission and all necessary South Dakota permits – are obtained. Our development agreements also provide for some preliminary engineering primarily to support permitting and subsequent procurement, and some preliminary preparation for right of way acquisition.

We believe that it is prudent to continue with these initial development activities on the project in year 2010, while the cost allocation issues are being resolved, so that we can preserve our ability to meet an in-service date of 2015. Virtually all stakeholders agree that the Brookings Project is an important system addition that will provide system and local benefits while also allowing significant amounts of new generation to be interconnected and deployed in the wind-rich Buffalo Ridge region of southwestern Minnesota and southeastern South Dakota. The project, in concert with the Fargo project, also enhances transmission capacity available to and from North Dakota, where both Applicants also serve loads. While MISO cost allocation is a difficult and frustrating issue, that issue does not override the fundamental that this project is worth constructing. We believe we have been prudent in developing this project and that certain development activities should be pursued and encouraged by the Commission in order to avoid substantial costs to reinitiate those activities at a later point.

Through 2009 we have invested approximately \$16 million and approximately another \$7 million is budgeted to be spent in 2010 for the remainder of the permitting process and for some preliminary engineering and preliminary right-of-way preparations. Another \$11 million in development work is anticipated in 2011 before full investment commitments are made. These expenditures represent a very small percentage of the estimated total cost of the Brookings Project, and we believe that making these expenditures in anticipation of a satisfactory resolution of the relevant MISO Tariff issues is prudent. and will help to secure a 2015 in-service date for the Brookings Project. By continuing the work contemplated by the PDA, we will help to ensure that once all cost allocation issues have been resolved, the project participants will be in a position to make investment commitments and begin procurement and construction without further delay.

Importantly, continuing development work in this interim period will help to minimize overall project costs in the long run. Reducing investment further in 2010 and 2011, and then remobilizing resources after a FERC order in the MISO Tariff proceeding would in all likelihood increase the total investment that will be needed to bring the Brookings Project to successful completion. We estimate the impact of scaling back permitting and other preliminary development work until all cost

allocation issues are resolved would add \$15 to \$20 million per year to the total cost of the Brookings Project.

As the discussions over the MISO Tariff and recovery of project development costs at the retail level have continued, Applicants felt it prudent to reassess our plans to continue development of the Brookings Project under the PDA. Due to the material cost savings that continued preliminary development work would contribute to the overall installed cost of the Brookings Project, our assessment concluded that continuing to pursue all necessary permits and beginning preliminary engineering and preliminary right-of-way acquisition preparations continues to be prudent, at least through 2010.

It is therefore our goal to continue working toward obtaining of critical permits and preliminary development work for the rest of 2010. We welcome the Commission's guidance as to the prudence of this course of action. Toward the end of 2010, we also believe it prudent to re-evaluate the progress in resolving the MISO cost allocation issues, review the progress made in obtaining permits and preliminary development work, and reassess our development plans for 2011. To the extent the Commission deems it appropriate Applicants are willing to provide an update at that time for the Commission to assess the appropriateness of continuing to spend money on our development plans for 2011.

SERVICE

Pursuant to Minn. R. 7849.0400, Subp. 2(H), a copy of this notice is being provided to all intervenors in this docket, plus the other parties noted on the enclosed service list. The rule further provides intervenors 15 days to comment on the changed circumstance and the Commission is to notify us within 45 days whether further hearings are needed. To the extent the Commission receives comment from other parties to the proceeding, Applicants respectfully request the opportunity to reply to any arguments put forward.

CONCLUSION

Applicants are providing this Notice to the Commission that the Brookings Project is likely to be delayed more than one year past the date approved in the Commission's Certificate of Need Order. Applicants believe that further hearings are not necessary and that the change in the in-service date of the Brookings Project would not "reasonably have resulted in a different decision." *See* Minn. R. 7849.0400, Sup. 2(H). To the contrary, the needs identified to be served by the Brookings Project have not changed and will be adequately served by the project under the new schedule.

Due to the delay in the in-service date, Applicants are also providing our Interim Development Plan to the Commission. Applicants appreciate any guidance the Commission deems appropriate to provide for our plans to proceed with preliminary development while the MISO cost allocation issues are being resolved. Applicants believe we have prudently assessed our options and that continued preliminary development activities for the Brookings Project are prudent to undertake for the rest of this year. We are willing to provide additional as we reassess the status of the Brookings Project for 2011.

Dated: May 17, 2010

Respectfully submitted:

BRIGGS AND MORGAN

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**In the Matter of the Application of Great
River Energy, Northern States Power
Company (d/b/a Xcel Energy) and Others
for Certificates of Need for Three 345 kV
Transmission Lines with Associated System
Connections**

**AMENDED CERTIFICATE OF SERVICE
MPUC Docket No. CN-06-1115
OAH Docket No. 15-2500-19350-2
and MPUC Docket No. M-09-1048**

Roshelle Herstein certifies that on the 17th day of May, 2010, she served a true and correct copy of Applicants' Notice of Change in Timing of the Brookings Project and Interim Development Plan via U.S. Mail and e-mail as designated on the Official Service List on file with the Minnesota Public Utilities Commission. Said document was filed on by posting it on www.edockets.state.mn.us on the 18th day of May, 2010.

/s/ Roshelle L. Herstein

Roshelle L. Herstein

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Joyce H.	Osborn			PO Box 1165 Burnsville, MN 55337	Paper Service	No	OFF_SL_6-1115_1

First Name	Last Name	Email	Company Name	Address	Delivery Method	View Trade Secret	Service List Name
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Bill	Pascoe		Pascoe Energy Consulting, LLC	104 Country Club Lane Butte, MT 59701	Paper Service	No	OFF_SL_6-1115_1
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Sherwood E.	Peterson, Jr.	rx@thecornerpharmacist.com		494 73rd Street NW Rochester, MN 55901	Paper Service	No	OFF_SL_6-1115_1
Drew	Pierce	drew@piercelink.com		8574 60th St W Lonsdale, MN 55046	Paper Service	No	OFF_SL_6-1115_1
Ken and Milo	Pomije			25815 Cedar Lane New Prague, MN 560717823	Paper Service	No	OFF_SL_6-1115_1
Jim	Prokes			25300 Drexel Avenue New Prague, MN 56071	Paper Service	No	OFF_SL_6-1115_1
Steven J.	Quam, Esq.	squam@fredlaw.com	Fredrikson & Byron, P.A.	Suite 4000 200 South Sixth Street Minneapolis, MN 554021425	Paper Service	No	OFF_SL_6-1115_1
R. L.	Reid		Jill V. Trescott	30150 Cannon River Blvd. Randolph, MN 55065	Paper Service	No	OFF_SL_6-1115_1
John C.	Reinhardt		Laura A. Reinhardt	3552 26Th Avenue South Minneapolis, MN 55406	Paper Service	No	OFF_SL_6-1115_1

First Name	Last Name	Email	Company Name	Address	Delivery Method	View Trade Secret	Service List Name
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Laureen	Ross McCalib	lrossmccalib@greenergy.com	CapX2020/Great River Energy	12300 Elm Creek Boulevard Maple Grove, MN 553694718	Paper Service	No	OFF_SL_6-1115_1
Antone	Rude	trude99@aol.com	Great Northern Power Development, L.P.	10127 93rd Street N.E. Monticello, MN 55362	Paper Service	No	OFF_SL_6-1115_1
Nancy	Sackett			25870 Freeborn Ave New Prague, MN 56071	Paper Service	No	OFF_SL_6-1115_1
Christopher	Sandberg	cksandberg@locklaw.com	LOCKRIDGE GRINDAL NAUEN PLLP	Suite 2200100 Washington Avenue South Minneapolis, MN 55401	Electronic Service	No	OFF_SL_6-1115_1
Larry L.	Schedin	Larry@LLSResources.com	LLS Resources, LLC	12 S 6th St Ste 1137 Minneapolis, MN 55402	Paper Service	No	OFF_SL_6-1115_1
Matthew J.	Schuerger P.E.		Energy Systems Consulting Services, LLC	P.O. Box 16129 St. Paul, MN 55116	Paper Service	No	OFF_SL_6-1115_1
Janet	Shaddix Elling	jshaddix@janetshaddix.com	Shaddix And Associates	Ste 122 9100 W Bloomington Frwy Bloomington, MN 55431	Paper Service	No	OFF_SL_6-1115_1
Kim	Skappel	bgw@ridge-runner.com	Homer Township Treasurer	24185 County Road 9 Winona, MN 55987	Paper Service	No	OFF_SL_6-1115_1
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First Name	Last Name	Email	Company Name	Address	Delivery Method	View Trade Secret	Service List Name
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Bev	Topp	eurekatopp@gmail.com	Citizens' Energy Task Force	26045 Ipava Ave West Lakeville, MN 55044	Paper Service	No	OFF_SL_6-1115_1
Roger	Tupy			26445 Langford Avenue New Prague, MN 56071	Paper Service	No	OFF_SL_6-1115_1
Heather	Westra		Prairie Island Indian Community	5636 Sturgeon Lake Road Welch, MN 55089	Paper Service	No	OFF_SL_6-1115_1
Tom	van der Linden	jls@acegroup.cc	Jean Silberman	30585 County Road 1 La Crescent, MN 55947	Paper Service	No	OFF_SL_6-1115_1

First Name	Last Name	Email	Company Name	Address	Delivery Method	View Trade Secret	Service List Name
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Michael	Franklin	mfranklin@mnchamber.com	Minnesota Chamber Of Commerce	400 Robert Street North Suite 1500 St. Paul, MN 55101	Electronic Service	No	OFF_SL_9-1048_Official
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