

STATE OF NORTH DAKOTA  
PUBLIC SERVICE COMMISSION

Otter Tail Power Company  
Advance Determination of  
Prudence - Application  
CapX2020 Group 1

Case No. PU-09-676

Northern States Power  
Company Advance  
Determination of Prudence -  
Application CapX2020 Group 1

Case No. PU-09-678

TRANSCRIPT OF  
HEARING

Taken At  
State Capitol  
Bismarck, North Dakota  
May 24, 2010

BEFORE THE HON. AL WAHL  
-- TEMPORARY ADMINISTRATIVE LAW JUDGE --

60 PU-09-678 Filed 06/10/2010 Pages: 200  
Transcript of Hearing  
Emineth & Associates Court Reporters

61 PU-09-676 Filed 06/10/2010 Pages: 200  
Transcript of Hearing  
Emineth & Associates Court Reporters

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**A P P E A R A N C E S**

COMMISSIONERS PRESENT:

COMMISSIONER KEVIN CRAMER  
COMMISSIONER TONY CLARK  
COMMISSIONER BRIAN P. KALK

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FOR NORTHERN STATES  
POWER COMPANY AND OTTER  
TAIL POWER COMPANY.

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**A P P E A R A N C E S (Continued)**

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FOR MIDWEST INDEPENDENT  
TRANSMISSION SYSTEM  
OPERATOR, INC.

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**C O N T E N T S**

Page No.

|   |   |
|---|---|
| Opening comments of Commissioner Cramer | 8 |
| Opening comments of Commissioner Clark  | 9 |
| Opening comments of Commissioner Kalk   | 9 |

-----

**WITNESSES:**

**JEFFREY R. WEBB**

|  |    |
|--|----|
| Direct examination by Mr. Beall              | 18 |
| Examination by Commissioner Cramer           | 20 |
| Examination by Commissioner Clark            | 24 |
| Examination by Commissioner Kalk             | 28 |
| Examination by Ms. Jeffcoat-Sacco            | 30 |
| Further Examination by Commissioner<br>Clark | 32 |
| Further Examination by Commissioner<br>Kalk  | 39 |

**PRITI PATEL**

|  |    |
|--|----|
| Examination by Mr. Simpser                   | 51 |
| Examination by Commissioner Clark            | 56 |
| Examination by Commissioner Cramer           | 68 |
| Examination by Commissioner Kalk             | 74 |
| Further Examination by Commissioner<br>Clark | 78 |

**PAUL J. LEHMAN**

|                                   |    |
|-----------------------------------|----|
| Examination by Mr. Simpser        | 89 |
| Examination by Commissioner Clark | 92 |
| Examination by Commissioner Kalk  | 94 |

**TIMOTHY J. ROGELSTAD**

|  |     |
|--|-----|
| Examination by Mr. Simpser                   | 97  |
| Examination by Commissioner Clark            | 102 |
| Examination by Commissioner Cramer           | 104 |
| Examination by Commissioner Kalk             | 107 |
| Further Examination by Commissioner<br>Clark | 117 |

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
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14  
15  
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25

**C O N T E N T S (Continued)**

**TIMOTHY J. ROGELSTAD**

**Page No.**

|   |     |
|---|-----|
| Further Examination by Commissioner<br>Cramer | 119 |
| Further Examination by Commissioner<br>Kalk   | 122 |
| Further Examination by Commissioner<br>Clark  | 127 |

**JERRY LEIN**

|  |     |
|--|-----|
| Examination by Ms. Jeffcoat-Sacco            | 129 |
| Examination by Mr. Simpser                   | 135 |
| Examination by Commissioner Clark            | 135 |
| Examination by Commissioner Kalk             | 136 |
| Further Examination by Commissioner<br>Clark | 136 |

**TIMOTHY J. ROGELSTAD**

|   |     |
|---|-----|
| Further Examination by Commissioner<br>Kalk | 140 |
|---|-----|

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**EXHIBITS:**

| No. | Description  | Off'd | Rec'd |
|-----|--|-------|-------|
| 1   | Testimony of Jeffrey R. Webb                               | 19    | 19    |
| 2   | Settlement Agreement                                       | 42    | 50    |
| 3   | Testimony of Priti R. Patel                                | 55    | 56    |
| 4   | Testimony of Paul J. Lehman                                | 90    | 91    |
| 5   | Testimony of Timothy J.<br>Rogelstad                       | 100   | 100   |
| 6   | Rebuttal Testimony of Timothy<br>J. Rogelstad              | 100   | 100   |
| 7   | Joint Application for Advance<br>Determination of Prudence | 101   | 101   |

C O N T E N T S (Continued)

1  
2  
3  
4  
5  
6  
7  
8  
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21  
22  
23  
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**EXHIBITS:**

| No. | Description   | Off'd Rec'd |
|-----|---|-------------|
| 8   | Appendix B, Joint Application   | 101 101     |
| 9   | Appendix C, Joint Application   | 101 101     |
| 10  | Testimony of Jerry Lein   | 133 133     |
| 11  | Status Report of all Regulatory Proceedings for the Projects which are the Subject of the Joint Application | 60 68       |
| 12  | Report of Costs Incurred for the Projects which are the Subject of the Joint Application                    | 166 167     |

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1                   (The proceedings herein were had and made  
2 of record, commencing at 8:36 a.m., Monday, May 24,  
3 2010, as follows:)

4                   JUDGE WAHL: Good morning. I am Al Wahl,  
5 the administrative law judge pursuant to temporary  
6 appointment designated by the Office of  
7 Administrative Hearings upon the request of the  
8 North Dakota Public Service Commission to serve as  
9 the hearing officer for this hearing.

10                   This is a consolidated hearing of the  
11 applications of Otter Tail Power Company and  
12 Northern States Power Company for an advance  
13 determination of prudence for their respective  
14 participation in and ownership of certain  
15 high-voltage transmission line projects.

16                   Otter Tail and NSP are requesting that the  
17 North Dakota Public Service Commission determine  
18 that the construction of each of the transmission  
19 line projects is reasonable and prudent in order to  
20 provide the basis for future rate stability  
21 proposals the companies may present to the  
22 Commission. These applicants are referred to for  
23 convenience in these proceedings as the applicants.  
24 The applications are PSC Case No. PU-09-676 for  
25 Otter Tail and PSC Case No. PU-09-678 for Northern

1 States Power.

2 Before proceeding with the -- let me just  
3 -- let's look at the mikes.

4 (Discussion had off the record.)

5 JUDGE WAHL: All right. With my  
6 apologies, we're back online more or less. Before  
7 proceeding with the hearings I will ask the  
8 Commissioners for comments and any discussions --  
9 any directions for the hearing. Commission  
10 Chairman Kevin Cramer.

11 COMMISSIONER CRAMER: Just good morning,  
12 welcome, everyone, look forward to a thorough  
13 review of the issue and, of course, a good record  
14 on which to build a decision. As you know, the  
15 legislature a few years ago did authorize the  
16 Public Service Commission to consider the prudence  
17 of investment decisions in advance of them being  
18 constructed. As you also know, we've had mixed  
19 results from such discovery and perhaps our radar  
20 is a little bit sharper than it was previous to the  
21 recent case, the Big Stone II case.

22 So while we look forward to it, we look  
23 forward to exercising our -- our authority with  
24 prudence as well. Just know that we'll be  
25 reviewing the record very, very closely, look

1 forward to everyone's testimony.

2 Also know that we have scheduled, on the  
3 one hand, on our calendar two full days for the  
4 hearings, but we've also scheduled something --  
5 well, we've scheduled a work session on the Big  
6 Stone II case tomorrow afternoon, so we're  
7 optimistic it won't take a full two days. That is  
8 not just a prediction, but an encouragement. With  
9 that thank you, Your Honor.

10 JUDGE WAHL: Commissioner Tony Clark.

11 COMMISSIONER CLARK: Just good morning and  
12 welcome. No direction other than to say that we've  
13 been watching this particular line keenly for a  
14 number of years now, and it does seem like it's  
15 been a number of years in the making, so we'll look  
16 forward to developing a good record here over the  
17 next several hours and look forward to your  
18 presentations.

19 JUDGE WAHL: Commissioner Brian Kalk.

20 COMMISSIONER KALK: Good morning,  
21 everyone. Thanks, everyone, for all the work today  
22 and, of course, before this.

23 Just general thoughts. I worked at NDSU  
24 before I came out here and so I have a lot of  
25 strong ties to the region where this proposed line

1 might be going through, and no matter how good a  
2 job we as a Commission do and all of you do  
3 educating the public on the process, I think  
4 there's a lot of folks out there today that think  
5 by the end of the day there will be a line being  
6 built somewhere and there's going to be an exact  
7 route laid out, and that's not the case at all.

8           So the more good things we can do to tell  
9 people about the process to determine whether it's  
10 a prudent investment, there will be later times to  
11 determine a route location perhaps, I think that's  
12 something we have to really focus on because  
13 there's a lot of folks out there that think that  
14 this thing is going to be signed and sealed by noon  
15 tomorrow, and that's just not the process at all.

16           So thank you all for the work and look  
17 forward to hearing your thoughts.

18           JUDGE WAHL: Thank you, Commissioners.  
19 The record will show that it is some after 8:30  
20 a.m., May 24, 2010, the time and date noticed for  
21 the hearing of the application of Otter Tail Power  
22 Company for an advance determination of prudence of  
23 its participation in and ownership of three  
24 high-voltage transmission line projects, namely, a  
25 250-mile-long 345 kilovolt transmission line

1 between Fargo, North Dakota, and the northwest  
2 quadrant of the Twin Cities, Minnesota; a  
3 200-mile-long 345 kilovolt transmission line  
4 between eastern South Dakota and the southwest  
5 quadrant of the Twin Cities, Minnesota; and a  
6 150-mile-long 345 kilovolt transmission line  
7 between La Crosse, Wisconsin, and the southeast  
8 quadrant of the Twin Cities, Minnesota; and also  
9 the application of Northern States Power for an  
10 advance determination of prudence of its  
11 participation in and ownership of those same three  
12 high-voltage transmission line projects and an  
13 additional transmission line project described as a  
14 68-mile-long 230 kilovolt transmission line between  
15 Bemidji, Minnesota, and Grand Rapids, Minnesota,  
16 all as set forth in the notice of hearing dated  
17 March 24, 2010, which has been filed and published  
18 by the Commission.

19 The Commission's notice of hearing  
20 specified the following issues to be considered and  
21 determined upon this hearing:

22 First, whether the resource addition is  
23 reasonable and prudent;

24 Second, whether the applicants have need  
25 for the additional transmission resources;

1           And, third, what alternatives exist for  
2 meeting additional transmission needs.

3           I note for the record that Midwest  
4 Independent System Operator, which we may refer to  
5 as Midwest ISO, is an intervenor in these cases  
6 pursuant to and in accordance with the Commission's  
7 order granting intervention dated April 28, 2010.

8           Mr. Bender, will you please state your  
9 appearance for the record and you may proceed with  
10 your introduction and motion.

11           MR. BENDER: Thank you, Your Honor and  
12 members of the Commission. My name is Lawrence  
13 Bender, P.O. Box 1855, Bismarck, North Dakota. I'm  
14 appearing here today on behalf of the applicant,  
15 Northern States Power Company.

16           In addition to that, I did file a motion  
17 with the Commission on behalf of Mr. Keith Beall  
18 with Midwest ISO requesting that he be allowed to  
19 appear in this matter pro hac vice. Your Honor, I  
20 believe that motion has been granted; is that  
21 correct?

22           JUDGE WAHL: I have. I have, Mr. Bender.

23           MR. BENDER: In addition to that, Your  
24 Honor, I would respectfully request that as a  
25 result of an agreement with counsel for the

1 Commission that I be allowed to leave the hearing  
2 after my brief introduction. I believe that the  
3 hearing can just operate without me and we'd  
4 request that Mr. Beall be able to proceed without  
5 my presence.

6 JUDGE WAHL: Motion granted. Mr. Beall,  
7 will you please state your appearance for the  
8 record?

9 MR. BEALL: Thank you, Your Honor.  
10 Appearing on behalf of the Midwest Independent  
11 Transmission System Operator, Inc., Keith Beall,  
12 720 City Center Drive, Carmel, Indiana 46032.

13 JUDGE WAHL: Thank you, Mr. Beall. Mr.  
14 Bender, you have further introductions and a  
15 motion?

16 MR. BENDER: Yes. Your Honor, as I  
17 indicated earlier, I'm appearing on behalf of  
18 Northern States Power Company. In that regard, two  
19 additional lawyers are also appearing on behalf of  
20 NSP, Mr. Zeviel Simpser, he has also filed with the  
21 Commission a motion pro hac vice, which I believe  
22 has been granted, as well as Michael Krikava and  
23 also Priti Patel. At this time I'd also request  
24 that they be allowed to proceed without my presence  
25 at the hearing.

1           JUDGE WAHL: Motion granted. Thank you,  
2 Mr. Bender.

3           Ms. Patel, will you state your appearance  
4 for the record, please? Oh, indeed. I'm sorry.  
5 You have a motion?

6           MS. PATEL: Yes, I do, Your Honor.

7           JUDGE WAHL: You may proceed.

8           MS. PATEL: My name is Priti Patel and I  
9 request that I be removed as counsel for Northern  
10 States Power Company. As of October 2009 I  
11 resigned my position as assistant general counsel  
12 for Xcel Energy Services, Inc., and accepted the  
13 position of director of regional transmission  
14 development for Northern States Power Company.  
15 Xcel Energy Services, Inc., and Northern States  
16 Power Company have both been notified of my  
17 resignation as counsel and agree to my removal as  
18 counsel for this matter.

19           JUDGE WAHL: Motion granted.

20           Mr. Simpson, will you state your  
21 appearance for the record, please?

22           MR. SIMPSON: Zeviel Simpson, Briggs and  
23 Morgan, 80 South Eighth Street, Suite 2200,  
24 Minneapolis, Minnesota 55402 on behalf of Northern  
25 States Power Company and Otter Tail Power Company.

1 JUDGE WAHL: And, Mr. Krikava.

2 MR. KRIKAVA: Thank you, Your Honor. Good  
3 morning. Mike Krikava, Briggs and Morgan, same  
4 address, on behalf of applicants.

5 JUDGE WAHL: Ms. Jeffcoat-Sacco, will you  
6 state your appearance for the record and identify  
7 Commission staff who will be participating with you  
8 for the hearing?

9 MS. JEFFCOAT-SACCO: Illona  
10 Jeffcoat-Sacco -- Illona Jeffcoat-Sacco, Commission  
11 advisory -- I mean, Commission advocacy staff.  
12 Sorry. It's a new role for me. Other advocate  
13 staff members are Jerry Lein and Mike Diller,  
14 director of the Economic Regulation Division.

15 JUDGE WAHL: And, Ms. Bendish.

16 MS. BENDISH: Annette Bendish, advisory  
17 counsel to the Commission. Also serving as  
18 advisory counsel with me is Patrick Fahn.

19 JUDGE WAHL: Is there anyone present other  
20 than those who will testify on behalf of Otter  
21 Tail, Northern States Power or Midwest ISO who will  
22 offer any evidence or otherwise comment concerning  
23 the applications which are the subject of this  
24 consolidated hearing?

25 Before proceeding with opening statements,

1 I understand that in accordance with the agreement  
2 of the parties and the notice of hearing, these  
3 cases have been treated by the parties and the  
4 Commission as consolidated hearings. There has not  
5 been, however, any order for consolidation of these  
6 cases entered pursuant to North Dakota  
7 Administrative Code Sections 69-02-04-04 or  
8 98-02-02-12. Nonetheless, these cases may be  
9 consolidated for hearing today upon the parties'  
10 stipulation and all evidence received for the  
11 hearing shall be deemed received for both cases  
12 unless evidence is specifically offered and  
13 received for a particular case. Is that so  
14 stipulated, Mr. Simpson?

15 MR. SIMPSON: Applicants so stipulate.

16 JUDGE WAHL: Mr. Beall?

17 MR. BEALL: Yes, Your Honor.

18 JUDGE WAHL: Ms. Jeffcoat-Sacco?

19 MS. JEFFCOAT-SACCO: Yes, Your Honor.

20 JUDGE WAHL: Ms. Bendish?

21 MS. BENDISH: Yes, Your Honor.

22 JUDGE WAHL: All right. You may proceed.

23 Mr. Beall, I understand the parties have agreed  
24 that Midwest ISO will present -- make its  
25 presentation first. You may proceed when you're

1 ready.

2 MR. BEALL: Thank you, Your Honor, and I  
3 do appreciate the Commission and the presiding  
4 officer allowing my somewhat unique participation  
5 via telephone here, and I'll do my best to try and  
6 see through the phone line here and make sure Mr.  
7 Webb gets up to the witness stand. Hopefully he's  
8 on his way.

9 COMMISSIONER CRAMER: He can catch the  
10 subtle message.

11 JUDGE WAHL: Your name is?

12 THE WITNESS: My name is Jeffrey R. Webb.

13 JUDGE WAHL: Mr. Webb, as you are  
14 doubtless aware, your testimony is required to be  
15 under oath, and I'm required by law to advise you  
16 regarding perjury before administering the oath.  
17 Perjury is a false statement of material fact which  
18 you do not believe to be true. In North Dakota  
19 perjury is a Class C felony, punishable by a fine  
20 up to \$5,000, imprisonment for a period of up to  
21 five years, or both. Will you raise your right  
22 hand, please?

23 **JEFFREY R. WEBB,**  
24 being first duly sworn, was examined and testified  
25 as follows:

1 JUDGE WAHL: You may proceed, Mr. Beall.

2 MR. BEALL: Thank you, Your Honor.

3

**EXAMINATION**

4 **BY MR. BEALL:**

5 Q. Mr. Webb?

6 A. Yes.

7 Q. Can you hear me okay?

8 A. Yes, I can.

9 Q. Would you please state your full name for  
10 the record?

11 A. My name is Jeffrey R. Webb, W-e-b-b.

12 Q. And by whom and in what capacity are you  
13 employed?

14 A. I am the director of expansion planning  
15 for the Midwest Independent System Operator.

16 Q. And how long have you been in that  
17 position?

18 A. Approximately 10 years. Since September  
19 of 2000.

20 Q. Very good. Hopefully you have before you  
21 what's been marked by the court reporter as Exhibit  
22 No. 1, that being your prefiled direct testimony  
23 dated May 12, 2010. Do you have that before you?

24 A. Yes, I do.

25 Q. If I were to ask you the questions

1 contained in Exhibit No. 1 today, would your  
2 answers be the same or substantially the same as  
3 they are in Exhibit No. 1?

4 A. Yes, they would.

5 Q. Do you have any corrections, changes or  
6 modifications you believe are necessary to that  
7 Exhibit No. 1?

8 A. No, I do not.

9 MR. BEALL: With that, Your Honor, the  
10 intervenor, Midwest ISO, would offer into the  
11 record Exhibit No. 1.

12 JUDGE WAHL: Mr. Simpser?

13 MR. SIMPSEY: That's fine with us.

14 JUDGE WAHL: Ms. Jeffcoat-Sacco?

15 MS. JEFFCOAT-SACCO: No objection.

16 JUDGE WAHL: Ms. Bendish?

17 MS. BENDISH: No objection, Your Honor.

18 JUDGE WAHL: Exhibit 1 is received.

19 MR. BEALL: Thank you, Your Honor. And  
20 with that, the Midwest ISO would tender Mr. Webb  
21 for cross-examination.

22 JUDGE WAHL: Mr. Simpser?

23 MR. SIMPSEY: No questions, Your Honor.

24 JUDGE WAHL: Ms. Jeffcoat-Sacco?

25 MS. JEFFCOAT-SACCO: No questions.

1 JUDGE WAHL: Ms. Bendish?

2 MS. BENDISH: None, Your Honor.

3 JUDGE WAHL: All right. Questions by the  
4 Commission. Commissioner Cramer.

5 **EXAMINATION**

6 **BY COMMISSIONER CRAMER:**

7 Q. Well, maybe could you describe -- and I  
8 did read your prefiled testimony. Thank you for  
9 getting that to us so early, and it's very well  
10 done, and very encouraging, I might add. You used  
11 the term "foundational plans." Maybe just give a  
12 brief description of how CapX2020 in a nutshell is  
13 foundational to MISO's plans.

14 A. Well --

15 Q. At least which portions of it are.

16 A. I think all portions of each of the four  
17 projects are foundational with respect to the fact  
18 that all of our long-term plans for the region that  
19 we've looked at to date include the projects that  
20 are part of this hearing as plans that we've seen  
21 to be needed in a number of different analysis, as  
22 have the applicants. They provide a number of  
23 different values both on a local as well as a  
24 regional level.

25 In our analysis of these transmission

1 lines under our role as the regional planner, we  
2 have seen that there are significant reliability  
3 needs along the routes of these transmission lines  
4 and in the general vicinity which these projects  
5 provide resolution to. In addition, they are sort  
6 of strategically located in the region insofar as  
7 they extend to the northwest, southwest and  
8 southeast of the Twin Cities' load area, and in  
9 that respect they provide for a number of regional  
10 benefits, which include providing more efficiency  
11 to the Midwest ISO market, providing for transfer  
12 capabilities to allow existing and new generation  
13 coming into the Upper Midwest region as a whole to  
14 be integrated into the grid and to be transferred  
15 across the grid into the market.

16 Q. I would just ask only one more question,  
17 Mr. Webb. On that latter point you make about new  
18 generation, and, of course, for North Dakota while  
19 the reliability portion is very important, of  
20 course, being a producer and exporter, the  
21 constraint issue is a pretty big one, as well, and  
22 we're encouraged by what CapX2020 provides in that  
23 regard. You're familiar with Minnesota's  
24 prohibition on more CO2-emitted generation. How  
25 will -- how will these CapX2020 projects be able to

1 discern to make sure that none of North Dakota's  
2 dirty coal electricity gets into Minnesota? Will  
3 they be able to?

4 A. Will they be able to? Excuse me. Could  
5 you repeat that again? It's unclear.

6 Q. Will they be able to -- will they be able  
7 to keep North Dakota's coal-generated electricity  
8 from getting into Minnesota in greater quantities  
9 than it already does or get used in Minnesota in  
10 greater quantities than it already does given  
11 Minnesota's prohibition against it?

12 A. Well, I don't think from a technical and  
13 physics standpoint it's possible to be sure that  
14 that would be the case. All transmission lines  
15 existing in the future that are a part of the  
16 interconnected grid are going to move electricity  
17 from all -- from all sources to all loads to some  
18 respect.

19 Q. Then I guess what I would get to is, in  
20 terms of making sure that there is -- that those  
21 transmission facilities and investments are  
22 maximized, how will they be managed in a way that  
23 doesn't cause some curtailment unnecessarily or  
24 that will leave them at half capacity to deal with  
25 this sort of political issue?

1           And I know that's a really broad and  
2 probably more of a statement than a question, but I  
3 do have some concern about it because we're  
4 seeing -- going to see a lot of investment and  
5 appropriate investment enhancing the grid while at  
6 the same time, you know, we see more and more  
7 prohibitions against CO2-generated or emitted  
8 electricity generation, and I just want to make  
9 sure that the system is maximized, that the  
10 investment is maximized, and so I don't know if you  
11 have some comment on that or some assurance you can  
12 help me with.

13           A. Well, I think one thing to consider is  
14 that one of the significant benefits of this set of  
15 projects is the ability to help integrate renewable  
16 nonCO2-generating resources into the grid. There  
17 is significant renewable generation outside of  
18 Minnesota in North Dakota that will be enabled by  
19 these transmission projects, as well as outside of  
20 North Dakota, as well. And I think probably other  
21 than the local area reliability and community  
22 benefit reliability that I spoke of a moment ago, I  
23 think the most important aspect of these projects  
24 is probably to be able to integrate renewable  
25 resources.



1           A.    -- although I don't remember the year  
2 exactly, either.  But, certainly, yes, in our  
3 review of the reliability issues in the Red River  
4 Valley which support at least two of the projects  
5 that we're talking about here, any -- I should say  
6 numerous combinations of single and then multiple  
7 line outages can cause -- could cause significant  
8 loss of load events, particularly because of the  
9 voltages that would not be able to be sustained at  
10 a level that could support load.  And, of course,  
11 in an ice storm, you know, you're subject to having  
12 many lines affected and taken out of service by  
13 that kind of event.

14           Q.    In that case I think we lost the 230 kV  
15 line that runs in the Ellendale to Hankinson, North  
16 Dakota, area.  How close were we to having a  
17 voltage situation which would have caused a  
18 significant disruption of power in the Red River  
19 Valley, having lost that one line?

20           A.    Well, I can only answer that generally  
21 because it was a while ago and it was an  
22 operational event and my expertise is in planning.  
23 However, my guess would be that, you know, having a  
24 significant outage like that would have put us  
25 probably a contingency or two away from a

1 significant loss of load event.

2 Q. I think your testimony said that, as it  
3 stands right now, if you lose one line, basically  
4 the next line that goes after that causes  
5 significant problems. Is that accurate?

6 A. That's correct.

7 Q. And could you describe how the Bemidji  
8 project helps? Does it help with the entire Red  
9 River Valley or more the northern end, or is it  
10 tough to separate out?

11 A. The Bemidji project supports the northern  
12 Red River Valley more so by providing a stronger  
13 connection to the eastern portion, I guess, of that  
14 part of the grid that under certain conditions  
15 is -- the load is remote from strong sources and so  
16 the voltage is particularly low and reliant on each  
17 of the existing transmission lines to a heavy  
18 degree so that if there's a loss of any number of  
19 -- in fact, we saw potentially hundreds of  
20 transmission line outages that could cause  
21 significant voltage distress, including -- up to  
22 and including complete voltage collapse. And the  
23 Bemidji line provides an extension of stronger  
24 sources to the east of that area towards the west  
25 and supporting those sort of long distance supplied

1 loads.

2 Q. In transmission planning does MISO rank  
3 these particular projects as far as which are the  
4 most critical or is it -- do you look at it in  
5 those terms? So, in other words, for the projects  
6 you've laid out have you said, look, this is --  
7 this is clearly the most critical, this is second,  
8 this is third? Is there any sort of analysis like  
9 that that's done?

10 A. No, we really don't rank them. You know,  
11 the requirement from a reliability standards  
12 perspective is to ensure that the system can meet  
13 the system performance requirements completely  
14 within the standards, so any violation of the  
15 standards, whether it's a loading of a facility  
16 design beyond its safe design loading levels or  
17 steady-state voltage levels that would be too low  
18 to be able to support continued load operation or  
19 more significant events that involve instability or  
20 cascading-type events, any of those carry, I would  
21 say, an equal obligation to be rectified.

22 However, I would add that obviously from a  
23 loss of load standpoint those kinds of events and  
24 the projects that alleviate them that address  
25 instabilities of the system are considered more

1 serious because the system is at that point out of  
2 the control of the operators and the extent of the  
3 outages can be much wider than in other types of  
4 violations of standards. And these projects  
5 address some of those more severe types of events.

6 COMMISSIONER CLARK: Thanks. That's all I  
7 have.

8 JUDGE WAHL: Commissioner Kalk.

9 COMMISSIONER KALK: Thank you.

10 **EXAMINATION**

11 **BY COMMISSIONER KALK:**

12 Q. Thanks for your testimony, Mr. Webb. Just  
13 a couple questions, I guess. You know, I really  
14 appreciate the idea of regional planning, but, I  
15 mean, you know, the obvious point that, you know,  
16 our priority is North Dakota ratepayers. And so  
17 when you look at this project, I don't disagree  
18 with anything about the reliability in the eastern  
19 part of the state, but just give me an example  
20 of -- you've got two communities, Minot up there in  
21 the north central part of the state, NSP-based,  
22 communities like Bottineau, Rugby, they're Otter  
23 Tail. How does this project benefit those North  
24 Dakota ratepayers, if at all?

25 A. Well, I think that the answer to that sort

1 of comes on the heel of the discussion that we just  
2 had. The types of events that these projects are  
3 in part going to alleviate could affect large  
4 quantities of load loss, large areas of load loss  
5 particularly in that area that could impact North  
6 Dakota communities.

7 Q. So kind of like a domino theory, start  
8 having problems in a certain part of the state and  
9 just rolls all the way through the system?

10 A. That's exactly what happens in a voltage  
11 instability circumstance, which could be  
12 precipitated by the kinds of contingent events that  
13 I spoke of earlier.

14 COMMISSIONER KALK: I think that's it.  
15 Thank you.

16 JUDGE WAHL: Any further questions from  
17 the Commission? Followup, Mr. Beall?

18 MR. BEALL: I have nothing, Your Honor.  
19 Thank you.

20 JUDGE WAHL: Mr. Simpser?

21 MR. SIMPSE: No, Your Honor.

22 JUDGE WAHL: Ms. Jeffcoat-Sacco?

23 MS. JEFFCOAT-SACCO: Yes, I do have a  
24 question.

25

**EXAMINATION**

1

2 **BY MS. JEFFCOAT-SACCO:**

3 Q. On page 14 of your testimony where you're  
4 talking about the Brookings project and lingering  
5 issues. I'll give you a minute to find that.

6 A. Yes, I found that part.

7 Q. And about the anticipated July filing for  
8 cost recovery.

9 A. Yes.

10 Q. What MISO is anticipating filing has now  
11 changed since you wrote your testimony; is that not  
12 correct? The proposed allocation has changed, I  
13 believe.

14 A. Subtly.

15 Q. Okay. What we were wondering is whether  
16 any of the changes affected what you were saying in  
17 this testimony, whether this needed to be updated.

18 A. No.

19 Q. Okay. Can you tell us the changes, the  
20 differences? I was thinking that the project would  
21 have to be designated as an MPP, or a multipurpose  
22 project. Is that not correct?

23 A. The cost allocation proposal that we're  
24 required to file by the Federal Energy Regulatory  
25 Commission on July 15th, you know, we have been

1 working with our entire stakeholder body, including  
2 the states, on those various proposals. There have  
3 been various terminologies that you just used for  
4 describing the types of projects that would be  
5 included and to what degree and in what aspect they  
6 would be included under the various proposals as  
7 they've been evolving in their development.

8 I think multipurpose projects has been one  
9 terminology, unique purpose projects has been  
10 another, and currently our proposal refers to these  
11 projects as multivalued projects, all having  
12 somewhat -- or, I should say, largely the same  
13 context with slight variation perhaps in the way  
14 the individual proposers of those names may view  
15 those projects. But, generally speaking, all of  
16 them refer to regional -- regionally beneficial  
17 projects that are driven by broad regional needs in  
18 particular by energy policy, directives and  
19 mandates such as renewable portfolio standards, but  
20 may also have other reliability and economic values  
21 attributed to them.

22 Q. And so you are confirming what you said  
23 and that paragraph on page 14 would still apply  
24 today?

25 A. Yes, absolutely.

1 MS. JEFFCOAT-SACCO: Okay. Thank you.

2 JUDGE WAHL: Ms. Bendish?

3 MS. BENDISH: None, Your Honor.

4 JUDGE WAHL: Further questions from the  
5 Commissioners? Commissioner Clark.

6 COMMISSIONER CLARK: Thanks. And thanks  
7 to advocacy staff for jogging my memory on this  
8 because this was a question that I wanted to ask,  
9 as well.

10 **FURTHER EXAMINATION**

11 **BY COMMISSIONER CLARK:**

12 Q. Explain what's different about the  
13 Brookings line as opposed to the other lines and  
14 why it did not make the cut as a pure reliability  
15 line.

16 A. Sure. As a general part of our regional  
17 planning and approval process, we evaluate  
18 transmission projects that come to us in a variety  
19 of ways, either bottom-up or top-down, meaning they  
20 are projects in probably the majority of cases to  
21 date that come to us by being identified by our  
22 member transmission owners and we evaluate those  
23 independently for their needs or we may develop  
24 proposals ourselves for projects, and hopefully  
25 those bottom-up, top-down projects sort of meet and

1 coalesce around a set of regional plans that  
2 everyone agrees is appropriate, and that's been our  
3 experience to date.

4 But a part of that recommendation and  
5 approval process to the Midwest ISO board of  
6 directors is to have an understanding of the cost  
7 allocation for each of the projects that we submit  
8 for recommendation to the board.

9 Of the four projects in this -- that are  
10 the subject of this hearing, three of them were  
11 recommended to the board in our regional plans  
12 which we referred to as MTEP in the past. I  
13 believe the Bemidji project was in MTEP 06 and then  
14 the other -- the Fargo to Twin Cities line and the  
15 La Crosse line were recommended and approved by the  
16 board in MTEP 08. However -- well, and I should  
17 say the reason why those projects were able to move  
18 forward to the board was because we had the  
19 complete package on those. We understood and had  
20 justified to the satisfaction of the board the need  
21 for the projects and we also -- the project could  
22 be categorized under existing tariff provisions  
23 with respect to the cost allocation. All three of  
24 those projects were what we call baseline  
25 reliability projects, which have a very specified

1 cost treatment.

2           With respect to the Brookings line,  
3 because the line is -- shares the characteristics  
4 of what we are now calling a multivalued project,  
5 and in particular one of the drivers -- key driver  
6 for the line is the integration of new generation  
7 in large volumes that will significantly help meet  
8 the various renewable portfolio standards in the  
9 region, in the market, the cost treatment for this  
10 kind of a line that has drivers that are diverse  
11 and include the enabling of new generation has been  
12 the subject of continuing discussion as to its most  
13 appropriate cost allocation, basically whether it  
14 should be purely cost causation based on the  
15 generator interconnections or whether -- or what  
16 the most appropriate way to recognize the regional  
17 benefits that also are associated with such  
18 projects that may be built because of new  
19 generation needs, but also have lots of regional  
20 value, including the ability to meet renewable  
21 standards.

22           So rather than move forward with this line  
23 to the board under the existing cost  
24 categorizations that are sort of discrete and  
25 describe that it's more purely reliability based or

1 more purely maybe congestion or market efficiency  
2 based, neither of which adequately applied to this  
3 type of a project, we decided to hold off on taking  
4 that project to the board so that when we do, the  
5 cost allocation treatment will be as most suitable  
6 to that type of line. And we fully expect that our  
7 filing in July will address the needed criteria to  
8 allow us to move forward and recommend that -- the  
9 Brookings project to the board.

10 Q. Okay. And so the Brookings project  
11 supports wind development basically in what  
12 geographic area?

13 A. Well, in a fairly wide area, but generally  
14 along the route of the line between Brookings and  
15 the Twin Cities, but also to the west of there and  
16 including renewable development, I believe, in  
17 North Dakota because it's integral to the ability  
18 to move generation from west to east across the  
19 system in general as a part of the basic  
20 infrastructure to be able to do that.

21 So really because of the integrated nature  
22 of the grid, it will have a benefit to a wide area  
23 of renewable generation, which is part of the  
24 reason why the cost treatment is -- has been in  
25 debate for the last couple of years to be able to

1 recognize that sort of wide area of benefit of such  
2 projects.

3 Q. In order for it to be helpful to North  
4 Dakota wind, would there have to be other upgrades  
5 made between the Brookings area and North Dakota to  
6 get that done? Is it something -- is it a backbone  
7 that you would have to build onto later, or does it  
8 provide immediate help, understanding Brookings is  
9 quite away from North Dakota's wind area?

10 A. No, it will provide immediate help.

11 Q. Explain how.

12 A. Well, when you're trying to move power  
13 from one area to another, I think here from west to  
14 east across the system in the Upper Midwest,  
15 there's numerous circumstances under which that  
16 power has to be able to be moved, and what I mean  
17 is that you can have contingencies or outages of  
18 transmission lines across the grid in any  
19 particular area, and you do on a day-to-day basis,  
20 and so depending on the configuration of the grid  
21 on any given day, movement of power across a wide  
22 area of the Upper Midwest could be impacted by  
23 whether or not you've got certain lines out of  
24 service or anticipate those lines to be out of  
25 service so that you can schedule that power.

1           So we have seen that the Brookings line in  
2   its existing configuration, particularly together  
3   with the other lines that are part of this project  
4   package, can allow up to about 700 megawatts or so  
5   of transfer capability from sources in North Dakota  
6   incremental to without those projects. I think it  
7   is true that there's a large amount of our  
8   renewable generation seeking to interconnect in  
9   North Dakota, and in order to enable all,  
10  certainly, or a large part of that generation,  
11  there would have to be other additions to the grid,  
12  but any of those plans would have the existing set  
13  of projects, including Brookings as a base  
14  expansion.

15         Q.    So when you say 700 megawatts of new  
16  capacity that would be provided out of North  
17  Dakota, is that -- is that referring to the North  
18  Dakota export --

19         A.    Yes.

20         Q.    -- constraint --

21         A.    Yes, exactly.

22         Q.    -- which includes both Dakotas really;  
23  correct?

24         A.    Yes. That's true.

25         Q.    And primarily to serve load in the Upper

1 Midwest, generally speaking, Twin Cities probably  
2 more than anything else; is that a fair assumption?

3 A. That the transfer would be serving?

4 Q. Well, the new wind resources are primarily  
5 to serve load where?

6 A. Well, you know, this area of the Upper  
7 Midwest is rich in renewable resources and, you  
8 know, once those resources are connected into the  
9 grid, they can serve load across the entire market,  
10 and they will. Certainly, I think Minnesota has a  
11 larger renewable portfolio standard than most of  
12 the other states and they may be a benefactor of a  
13 larger amount of that wind. I don't know that to  
14 be a fact, but I think, you know, the projects will  
15 benefit the region as a whole.

16 Q. Sure. If not for the wind power that's  
17 seeking to interconnect in that area of the  
18 Brookings line, would there need to be a Brookings  
19 line for reliability purposes? So if not for wind,  
20 would you still be looking at Brookings?

21 A. We did not show in our studies previously  
22 or on that line that the reliability concerns along  
23 the route of the line rose to the level of  
24 mandating such an upgrade specifically for existing  
25 reliability needs. If we had done that, we would

1 have approved the project as a baseline reliability  
2 project.

3 Q. Sure, and that's what differentiates it  
4 from the other projects. The others all,  
5 regardless of what happened with development, were  
6 required?

7 A. That's true. That is the key difference.

8 COMMISSIONER CLARK: That's all I've got.  
9 Thanks.

10 JUDGE WAHL: Further -- Commissioner Kalk.

11 **FURTHER EXAMINATION**

12 **BY COMMISSIONER KALK:**

13 Q. Just more a general knowledge question, I  
14 guess, for me. When you model all this data, what  
15 do you use? I mean, I'm sure you run this through  
16 some system that gives you this number equals this  
17 and different plug-ins. What do you use to do all  
18 that?

19 A. Well, we employ a number of power system  
20 engineering tools, applications, models, if you  
21 will.

22 Q. Are they accepted amongst the region? If  
23 your counterparts in Florida were doing the same  
24 type of modeling, would they be using the same  
25 systems, or is there regional differences in which

1 systems you use to model these things?

2 A. I think the answer is yes. In fact, we do  
3 coordinate with adjacent systems in the entire  
4 eastern interconnection on the power flow models  
5 that we use and also on the -- there's another type  
6 of model that we use more for simulating market  
7 dispatch, security-constrained economic dispatch  
8 models, which actually dispatch the generation on  
9 an hourly basis and model the entire transmission  
10 system underneath that.

11 But all of these models -- well, there are  
12 different vendors of these types of models. The  
13 data can be interchanged between, you know,  
14 vendors' applications so they're very similar.  
15 And, in fact, because the Midwest ISO uses certain  
16 brands of applications, that has, I think, caused  
17 some others to also use those brands for  
18 compatibility. So, yes, they're widely understood,  
19 used and exchangeable data, and so forth. We model  
20 the entire eastern interconnection when we do these  
21 studies.

22 COMMISSIONER KALK: Okay. Thank you.

23 JUDGE WAHL: Further questions from the  
24 Commission? Followup, Mr. Beall?

25 MR. BEALL: I have nothing, Your Honor.

1 Thank you.

2 JUDGE WAHL: Mr. Simpser?

3 MR. SIMPSEY: No, Your Honor.

4 JUDGE WAHL: Ms. Jeffcoat-Sacco?

5 MS. JEFFCOAT-SACCO: No.

6 JUDGE WAHL: Ms. Bendish?

7 MS. BENDISH: No, Your Honor.

8 JUDGE WAHL: Thank you very much, Mr.

9 Webb.

10 Mr. Beall, I understand you have nothing

11 further.

12 MR. BEALL: That is correct, Your Honor.

13 JUDGE WAHL: Mr. Simpser, you may proceed.

14 MR. SIMPSEY: I'll defer to Mr. Krikava.

15 JUDGE WAHL: You may step down, Mr. Webb.

16 Mr. Krikava.

17 MR. KRIKAVA: Good morning, Judge Wahl.

18 In Chair Cramer's remarks this morning preparing

19 for the hearing, he indicated that there was some

20 concern over the ADP statute, and I can assure you

21 your advocacy staff raised those concerns with us

22 to a great degree, and so over the past couple of

23 weeks we have worked very hard on the applicants'

24 side with your advocacy staff to try to address

25 what we understood some of those concerns to be and

1 to try to reach a resolution between advocacy staff  
2 and the applicants that might address those  
3 concerns and make it easier for the Commissioners  
4 to review the record and review our application in  
5 light of what has ultimately ripened into a  
6 settlement.

7 And, Judge, I'm not entirely clear on the  
8 procedure here, so I'll apologize ahead of time if  
9 I get this wrong, but we would like to offer into  
10 the evidentiary record the fully executed  
11 settlement. We've taken the liberty of marking it  
12 as Exhibit No. 2. And if advocacy staff is  
13 amenable, we would ask that it just be stipulated  
14 into the record. And then I would ask Ms.  
15 Jeffcoat-Sacco if she would like to describe it or  
16 have me describe it for the Commissioners. It's  
17 entirely up to you. I'll defer.

18 JUDGE WAHL: No. I think you should  
19 proceed as part of your offer, Mr. Krikava.

20 MR. KRIKAVA: Thank you, Judge Wahl. As I  
21 mentioned, we've understood and we heard loud and  
22 clear that there are some concerns about the way  
23 the ADP statute has worked in recent circumstances.  
24 We've understood in particular that the -- that in  
25 particular a concern had been expressed over the

1 implications of the ADP law in the circumstance  
2 where a project might be abandoned early in its  
3 development cycle, and we worked with your advocacy  
4 staff and came to what we believe to be a good  
5 settlement, and I would refer you specifically to  
6 paragraph number 1 on the second page. That's  
7 really the guts of the settlement.

8           Essentially applicants have agreed to two  
9 fundamental items, I think I can characterize,  
10 number 1, in the event that any one of the CapX  
11 Group 1 projects are abandoned at an early stage  
12 prior to significant financial commitments being  
13 made that really assure the ongoing development of  
14 the project, that the applicants would waive their  
15 -- any entitlement to the automatic recovery of  
16 what we would refer to as abandonment costs through  
17 ADP process. That's item number 1 and that's  
18 spelled out in paragraph number 1.

19           And then in paragraph number 3 we came to  
20 an accommodation specific to the Brookings project,  
21 and, again, we understood that the concern there is  
22 that with the MISO cost allocation issues being  
23 somewhat in flux and somewhat unknown at the  
24 present time that there was some reluctance to  
25 proceed with an ADP, I would say that from

1 applicants' perspective, we feel it's important to  
2 get, you know, feedback from our regulators and to  
3 have as much feedback as we can get, and so it was  
4 important from our side that we be able to proceed  
5 through an ADP on the Brookings line, but we  
6 recognize that that created some pretty significant  
7 discomfort with your advocacy staff and would  
8 expect the Commissioners may have some concerns  
9 there, too.

10 So the gist of this portion of the  
11 settlement is that we would continue to request  
12 that the Commission grant an ADP that includes the  
13 Brookings project. However, that ADP would be in  
14 some regards conditional, that we would come back  
15 to you when the MISO cost allocation picture has  
16 been clarified and give you -- make a filing to  
17 describe and update the Commission on how that all  
18 sorts out ultimately, and I think Mr. Webb's  
19 testimony does a -- did a good job of describing  
20 where it's heading, but obviously there's a few  
21 more chapters in this book that are going to be  
22 written before it's completely finished. And then  
23 that filing, we would anticipate, would also give  
24 the Commission a second look at the Brookings line  
25 to confirm whether the ADP is, and continues to be,

1 appropriate, and that we would expect that filing  
2 to be made at or near the time of this irrevocable  
3 investment commitment.

4 And, again, from our perspective, the  
5 important part here was when the utilities make  
6 that investment commitment, there really is no  
7 backing out at that point and so the certainty of  
8 these projects go forward -- goes up a great deal.

9 And the way we framed this up was to give  
10 the Commissioners another look at that time to  
11 confirm the ADP and a specific commitment that if  
12 the Commission does not reconfirm the ADP, then the  
13 utilities will not have an ADP for the Brookings  
14 line, and should they choose to go forward, they  
15 can go forward, but it would be on the basis that  
16 we don't have an ADP. And obviously at the  
17 appropriate time we'll be raising these questions  
18 with you and giving you a chance to re-review that  
19 part of the record at that time.

20 And I'll ask Ms. Jeffcoat-Sacco to correct  
21 me where I've gone wrong or weigh in as  
22 appropriate.

23 MS. JEFFCOAT-SACCO: Thank you. No  
24 corrections. I just wanted to point out two small  
25 things. One is, we were not able to execute this

1 settlement until today, but it is the same  
2 settlement that you received on Friday when we  
3 reached our final agreement on all the tweaking.  
4 So if you read it, it's not different.

5           And the other thing is the issue, the  
6 federal-state transmission cost recovery issue has  
7 simply been removed from the case, which I think is  
8 a very important component of this settlement  
9 because it was not -- we were not able to answer  
10 it, either side, in the time we had before this  
11 hearing, but we hope that the way we wrote the  
12 settlement does not pin the Commission into any  
13 position on that issue, either. We can explain  
14 that more fully if you need us to. Thank you. And  
15 I do agree to admitting this Exhibit 2.

16           JUDGE WAHL: All right. But now I  
17 understand we've got witnesses who are going to  
18 testify essentially in support of the proposed  
19 settlement agreement. Mr. Krikava.

20           MR. KRIKAVA: Judge Wahl, I think the  
21 witnesses, as we've envisioned it, will testify in  
22 support of the application and the settlement then  
23 informs the application. There is one particular  
24 feature of the settlement that is specific to a  
25 particular piece of testimony. There's a

1 particular piece of Mr. Rogelstad's rebuttal  
2 testimony that we will not be seeking to admit into  
3 the record because if the settlement is accepted,  
4 then that piece of testimony becomes essentially  
5 irrelevant to the case.

6 JUDGE WAHL: Well, what I'm proposing to  
7 do, Mr. Krikava, is to admit the proposed  
8 settlement agreement pursuant to stipulation, but  
9 I'm not proposing to explore it further at this  
10 time with either questions or comments or argument  
11 by the parties; that is, I would leave that to the  
12 Commissioners as part of the questioning of  
13 witnesses and perhaps as part of the conclusion of  
14 the hearing. Do you agree with that strategy, that  
15 procedure?

16 MR. KRIKAVA: Yes, Judge, I think that's a  
17 good way to handle it.

18 JUDGE WAHL: Right, right. All right.  
19 Let's do that then. Mr. Beall, do you have any  
20 comment on the proposed settlement agreement?

21 MR. BEALL: I have no comment and no  
22 objection to it being stipulated -- or being  
23 brought in by stipulation.

24 JUDGE WAHL: Very good. Ms. Bendish?

25 MS. BENDISH: Your Honor, I have no

1 objection to the settlement. I am just wondering  
2 if the parties would like to enter on the record  
3 who, in fact, signed this settlement on behalf of  
4 Otter Tail Power Company and Northern States Power  
5 because that information is not typed below the  
6 signatures as would customarily be on a settlement  
7 agreement.

8 JUDGE WAHL: Mr. Krikava, can you provide  
9 that information?

10 MR. KRIKAVA: Absolutely, Your Honor, and  
11 I apologize for not having it typed, but, to be  
12 honest with you, we weren't sure who was going to  
13 sign it until Friday afternoon and we thought it  
14 best to get it signed when we could. Mr. Charles  
15 MacFarlane signed on behalf of Otter Tail and Ms.  
16 Laura McCarten signed on behalf of Northern States  
17 Power Company. Ms. McCarten is the regional vice  
18 president of NSP. And I'm not entirely sure of Mr.  
19 MacFarlane's exact title, but I know he is an  
20 officer of Otter Tail -- president and CEO. There  
21 we are.

22 JUDGE WAHL: I'm not sure it makes any  
23 difference, but can you spell Mr. MacFarlane's  
24 name, please, for the record?

25 MR. KRIKAVA: M-c-F-a-r-l-a-n-e. No.

1 UNIDENTIFIED SPEAKER: M-a-c-F-a-r-l-a-n-e.

2 MR. KRIKAVA: Did you hear that, Judge?

3 JUDGE WAHL: M-a-c-F-a-r-l-a-n-e?

4 UNIDENTIFIED SPEAKER: That's correct.

5 JUDGE WAHL: And the signatory for  
6 Northern States is?

7 MR. KRIKAVA: Laura McCarten,  
8 M-c-C-a-r-t-e-n.

9 JUDGE WAHL: L-a-u-r-a?

10 MR. KRIKAVA: Yes.

11 JUDGE WAHL: Ms. Jeffcoat-Sacco.

12 MS. JEFFCOAT-SACCO: I just noticed that  
13 the two blank signature pages are part of it. I  
14 didn't know that when Sam gave it to me, but they  
15 shouldn't be, so I'd like --

16 JUDGE WAHL: I noted that, too, but  
17 they're obviously superfluous.

18 MS. JEFFCOAT-SACCO: Okay. I'm going to  
19 delete them, I think, if I may, in the final  
20 version that goes on the order -- or proposed  
21 order.

22 JUDGE WAHL: Well, all right. Then for  
23 the record, the exhibit will omit the blank  
24 signature pages for Otter Tail Power Company and  
25 Northern States Power Company.

1 MS. JEFFCOAT-SACCO: Thank you.

2 JUDGE WAHL: Anything further, counsel?

3 Mr. Krikava.

4 MR. KRIKAVA: Nothing further, Your Honor.

5 JUDGE WAHL: Exhibit 2 is received.

6 Anything further, Mr. Simpson, I assume?

7 MR. SIMPSON: We're prepared to call our  
8 first witness.

9 JUDGE WAHL: Proceed.

10 MR. SIMPSON: Applicants call Ms. Priti  
11 Patel.

12 MR. KRIKAVA: Your Honor, may I pass out  
13 copies of this?

14 JUDGE WAHL: You may. You may do that  
15 without my permission, Mr. Krikava.

16 MR. KRIKAVA: Thank you, Your Honor.

17 JUDGE WAHL: Just a moment, please. I'm  
18 waiting for Mr. Krikava to get out of my line of  
19 sight. That's fine.

20 MR. KRIKAVA: I'm a big target.

21 JUDGE WAHL: Well, we're good. Very good.  
22 Ms. Patel, as you have heard me advise previous  
23 witnesses, your testimony is required to be under  
24 oath and I'm required by law to advise you  
25 regarding perjury before administering the oath.

1 In North Dakota perjury is a Class C felony,  
2 punishable by a fine up to \$5,000, imprisonment for  
3 a period of up to five years, or both. Perjury is  
4 a false statement of material fact which you do not  
5 believe to be true. Will you raise your right  
6 hand, please?

7 **PRITI PATEL,**  
8 being first duly sworn, was examined and testified  
9 as follows:

10 JUDGE WAHL: Mr. Simpser.

11 MR. SIMPSE: Thank you, Your Honor.

12 **EXAMINATION**

13 **BY MR. SIMPSE:**

14 Q. Ms. Patel, can you please state and spell  
15 your name for the record?

16 A. My name is Priti Patel, P-r-i-t-i, last  
17 name P-a-t-e-l.

18 Q. Thank you. Are you the same Priti Patel  
19 who submitted prefiled direct testimony and  
20 schedules in this proceeding?

21 A. I am.

22 Q. You should have in front of you Exhibit 3,  
23 and can you please go through it and state --  
24 sorry. You should have in front of you Exhibit 3.  
25 Is this your direct testimony that you filed with

1 the Commission in this proceeding?

2 A. It is.

3 Q. And it was prepared by you at your  
4 direction?

5 A. That is correct.

6 Q. Do you have any corrections to your  
7 prefiled testimony?

8 A. I do not.

9 Q. Is your prefiled testimony true and  
10 correct, to the best of your knowledge?

11 A. It is.

12 Q. Okay. If you were asked the same  
13 questions here today, your answers would be the  
14 same?

15 A. They would be.

16 Q. Are you familiar with the application  
17 applicants submitted in this proceeding, as well?

18 A. I am familiar with it.

19 Q. Do you adopt those portions of the  
20 application that fall within your area of  
21 competence?

22 A. I do.

23 Q. Would you care to provide a summary of  
24 your testimony?

25 A. Certainly. I have an opening statement

1 that I would like to provide.

2 Q. That would be fantastic.

3 JUDGE WAHL: You might move it -- you  
4 might move a little closer. I increased the  
5 volume, so let's see what happens.

6 THE WITNESS: I apologize. Is this  
7 better?

8 JUDGE WAHL: There you go.

9 COMMISSIONER CRAMER: Much.

10 THE WITNESS: Well, my name is Priti Patel  
11 and I'm the director of regional transmission  
12 development for Xcel Energy, and in this position I  
13 also serve as the co-executive director for the  
14 CapX2020 Initiative. I've served in this capacity  
15 since October of 2009 and I'm available to discuss  
16 the structure and the CapX2020 Initiative or any  
17 questions you may have related to that initiative.  
18 I'm also available to answer questions on the  
19 status of the Group 1 projects, as well as the  
20 status of the business negotiations among the  
21 CapX2020 utilities over the ownership of Group 1  
22 projects and the business arrangements among the  
23 utilities.

24 I appreciate the opportunity to be here  
25 today. I wanted to take a moment to briefly

1 introduce myself as well as some of the other  
2 witnesses in this matter and the topics that they  
3 will cover in their testimony.

4 My direct prefiled testimony in this  
5 proceeding is intended to supersede Ms. Laura  
6 McCarten's testimony. Ms. McCarten was my  
7 predecessor at Xcel Energy as director of regional  
8 transmission development and she had submitted  
9 originally prefiled direct testimony in this  
10 proceeding. She since moved on to another position  
11 in the company. My direct prefiled testimony is  
12 nearly identical in substance to her testimony  
13 except for some minor updates. So I am prepared to  
14 answer questions that would have been originally  
15 directed to Ms. McCarten.

16 Mr. Paul Lehman is the manager of  
17 regulatory administration for Xcel Energy and he is  
18 here today as a witness. He has sponsored  
19 testimony in this proceeding and he's available to  
20 answer questions related to the estimated cost or  
21 rate impact of the Group 1 projects to North Dakota  
22 customers.

23 Mr. Tim Rogelstad is the director of  
24 delivery planning at Otter Tail Power Company and  
25 he has sponsored testimony in this proceeding, as

1 well, and he is available to answer questions  
2 related to the regional transmission system,  
3 transmission planning, the study work underlying  
4 the Group 1 projects, the need for Group 1  
5 projects, other regional transmission efforts, the  
6 benefits of the projects, and ongoing transmission  
7 study efforts of the CapX2020 Initiative.

8 Collectively we hope to be able to answer  
9 any questions that you may have today. If you have  
10 questions we are not able to answer, we would be  
11 happy to make additional information available to  
12 you and, if it's possible, even potentially make  
13 available additional witnesses. Thank you.

14 MR. SIMPSON: Applicants offer Ms. Patel's  
15 direct testimony as Exhibit 3.

16 JUDGE WAHL: Mr. Beall?

17 MR. BEALL: I have no questions, Your  
18 Honor. Thank you.

19 JUDGE WAHL: No. I'm sorry. Objection to  
20 Exhibit 3?

21 MR. BEALL: I have no objections, either.

22 JUDGE WAHL: Ms. Jeffcoat-Sacco?

23 MS. JEFFCOAT-SACCO: No objection.

24 JUDGE WAHL: Ms. Bendish?

25 MS. BENDISH: No objection, Your Honor.

1 JUDGE WAHL: Exhibit 3 is received.

2 MR. SIMPSEY: Thank you, Your Honor. Can  
3 I have a moment, please?

4 Q. (MR. SIMPSEY CONTINUING) Ms. Patel, do  
5 you believe that the settlement agreement between  
6 applicants and advocacy staff is a reasonable  
7 settlement for the issues in this proceeding?

8 A. I do.

9 MR. SIMPSEY: Your Honor, the witness is  
10 available for cross-examination.

11 JUDGE WAHL: Mr. Beall.

12 MR. BEALL: In that brief moment, I still  
13 don't have any questions, Your Honor. Thank you.

14 JUDGE WAHL: Ms. Jeffcoat-Sacco?

15 MS. JEFFCOAT-SACCO: No questions.

16 JUDGE WAHL: Ms. Bendish?

17 MS. BENDISH: None, Your Honor.

18 JUDGE WAHL: Questions from the  
19 Commission. Commissioner Clark.

20 **EXAMINATION**

21 **BY COMMISSIONER CLARK:**

22 Q. I know it's in your testimony, but if you  
23 could perhaps provide a quick recap and any  
24 additional information that you might wish to with  
25 regard to where the status of the permitting

1 process in Minnesota is with regard to these  
2 projects --

3 A. Sure.

4 Q. -- and potential red flags we should be  
5 aware of, if any.

6 A. With regard to the permitting processes of  
7 all four projects, Commissioner?

8 Q. Mm-hmm.

9 A. With regard to the Fargo project we have  
10 -- we will be filing our CPCN with North Dakota  
11 fairly soon. As you know, we do have a certificate  
12 of need that we have received from the Minnesota  
13 Commission on all three of the 345 projects as well  
14 as the Bemidji 230 kV project, so we have those in  
15 place within the State of Minnesota.

16 We will be obtaining -- or filing our  
17 application for our CPCN in North Dakota fairly  
18 soon. We have route permits that are in play in  
19 Minnesota for the first segment of the Fargo  
20 project, which is the Monticello to St. Cloud. We  
21 filed that application in October of 2009 and we  
22 expect a decision -- actually, let me correct that.  
23 We expect a decision in the St. Cloud to Monticello  
24 route permit process sometime this summer. The  
25 segment from St. Cloud to Fargo, we filed that

1 application in October 2009 in Minnesota, and we  
2 believe those contested case hearings will be end  
3 of this year with a decision in 2011.

4 We expect to file our certificate of  
5 corridor compatibility application sometime this  
6 summer in North Dakota and then a route permit we  
7 presume we would follow sometime after that in  
8 North Dakota.

9 For the Brookings project we have a route  
10 permit application that is -- will be heard before  
11 the Commission July of this year, and I believe we  
12 will be filing our applications in South Dakota  
13 sometime -- sometime by the end of this year -- I  
14 believe, yeah, Q4 of 2010 for the route permit  
15 application.

16 For the La Crosse project we do have a  
17 certificate of need on the Minnesota side. We are  
18 filing our CPCN in Wisconsin late summer. And we  
19 have -- with regard to the route permit application  
20 we have filed a route permit application in  
21 Minnesota in January of this year and we expect  
22 hearings to be in 2011 -- spring of 2011.

23 So for the most part many permit  
24 applications have been filed. We still have quite  
25 a few to file and work through. Things are on

1 schedule generally. And as of right now -- let me  
2 just think about the part of the question of any  
3 potential hiccups or obstacles.

4 Q. Let me ask -- maybe I can provide some  
5 additional guidance. Are there intervenors in  
6 those cases? Let's just leave it there. Are there  
7 intervenors in those cases, a significant number of  
8 intervenors?

9 A. I believe in the -- it's my understanding  
10 that there may be some intervenors in the Fargo  
11 segment of Fargo to St. Cloud.

12 Q. Have they intervened as of yet?

13 A. You know, I don't know the answer to that  
14 question. I know that there are those who might be  
15 intervening, so I can't -- I don't want to state  
16 something that may not be accurate.

17 Q. When is the --

18 A. They're interested parties in intervening.

19 Q. Okay. When is the intervention deadline  
20 on the Minnesota -- or on the Fargo line?

21 A. I don't know that fact.

22 Q. What I'm getting at, the concern that I  
23 have, and maybe it's been expressed by advocacy  
24 staff -- it sounds like it may have through the  
25 course of the settlement -- is our experience with

1 Minnesota permitting process has not been that  
2 great, and I think that's one of the things that  
3 came up in the Big Stone plant. Significant delays  
4 were caused through that particular process that's  
5 allowed in Minnesota which ultimately led to, among  
6 other things, the collapse of the Big Stone  
7 project. So the concern would be if there are  
8 issues out there and intervenors out there, who it  
9 looks like, are going to be trying to do everything  
10 they can to drag out this process, that adds to  
11 costs that can be rolled into an ADP and can  
12 ultimately scuttle projects if it gets litigious  
13 enough.

14           Perhaps if it's appropriate, Judge -- I  
15 don't know, this is settlement so it might be a  
16 little different, but could we have a late-filed  
17 exhibit that might lay out for each of those  
18 projects the -- just so I'm asking for the right  
19 thing. It sounds like the certificate of need was  
20 granted for each of those; is that correct?

21           A. That is correct. We have a certificate of  
22 need for all four projects.

23           Q. So we're just talking about route siting  
24 at this point, is that right, in Minnesota?

25           A. In Minnesota, that is correct.

1           Q.     So if we could get a status report of  
2 intervenors to date, intervention deadlines on each  
3 of those hearings, I think that would be helpful.  
4 Thank you.

5           JUDGE WAHL:   Each of those projects?

6           COMMISSIONER CLARK:   Each of those  
7 projects.

8           JUDGE WAHL:   Four projects.

9           THE WITNESS:   We can do that.

10          COMMISSIONER CLARK:   Thanks.

11          JUDGE WAHL:   All right.  Mr. Simpser, you  
12 have your exhibits marked, so you get to pick the  
13 number, please.  What's -- or are you not  
14 marking -- you have them all marked?

15          MR. SIMPSEY:   Yes.

16          JUDGE WAHL:   Okay.  So what's your last --  
17 what's your next open number, is what I'm asking.

18          MR. SIMPSEY:   It will be 11.  That will be  
19 the late-filed exhibit.

20          JUDGE WAHL:   Exhibit 11.  All right.  For  
21 the record, the applicants will have as Exhibit 11  
22 a late-filed exhibit, which will be a status report  
23 of intervenors and intervention deadlines for the  
24 four projects which are the subject of these  
25 applications.  Is that description correct, Mr.

1     Simpser?

2                   MR. SIMPSEY:    Just a clarification.  
3     That's for the route permit -- permits in Minnesota  
4     only; is that correct?

5                   COMMISSIONER CLARK:  Is there some other  
6     certificate language I should be asking for?

7                   MR. KRIKAVA:  Could I -- Your Honor, could  
8     I speak?  I think I could help --

9                   JUDGE WAHL:  You may.

10                  MR. KRIKAVA:  -- clarify this.  I've been  
11     a little more actively involved in the routing work  
12     in Minnesota than, I think, Ms. Patel or Mr.  
13     Simpser have been.

14                  I believe, if I understood Commissioner  
15     Clark's question, you're most interested in the  
16     Minnesota proceedings.  The proceedings in  
17     Wisconsin, South Dakota and North Dakota have  
18     not -- other than this ADP proceeding have not  
19     commenced yet, so I think the status report of  
20     those would be we expect to file applications along  
21     the lines of the schedule that Ms. Patel said.  In  
22     Minnesota we can certainly get you a report that  
23     lists everything you asked for.

24                  I think I could offer a little bit of a  
25     clarification that on the Fargo to St. Cloud

1 segment of the Fargo line, is what I heard you  
2 asking about, there is not yet an intervention  
3 deadline. The prehearing conference for that  
4 actually occurred last -- 17th, whatever day the  
5 17th was, and so we are awaiting a decision from  
6 the administrative law judge in that proceeding,  
7 who will then set the intervention deadline.

8 The Brookings project, there have been  
9 interventions. We'll get you that list. I can  
10 tell you that the existence of intervenors  
11 certainly made the hearings interesting at times  
12 and there was certainly lively debate on many of  
13 the issues, but it to date has not caused that  
14 proceeding to get substantially delayed.

15 On the Monticello to St. Cloud segment of  
16 the Fargo line the intervention deadline is closed  
17 and there were none. And, in fact, I believe we  
18 got the ALJ report on that, recommendation of a  
19 specific route. I think we got that late last  
20 week, as well, and I haven't read it myself, but it  
21 was described to me as a very clean recommendation.  
22 So that project has been moving forward.

23 With regard to the La Crosse line, we  
24 don't yet have a schedule and we'll be happy to lay  
25 all that out in a compliance exhibit.

1                   COMMISSIONER CLARK: That would be great,  
2                   yeah, and if those timelines could be included. I  
3                   know Ms. Patel did some via verbal testimony, but  
4                   if that could be just documented in there, as well,  
5                   that would be great.

6                   JUDGE WAHL: Including, of course, Mr.  
7                   Krikava, the summary information that you just  
8                   provided should be part of the exhibit.

9                   MR. KRIKAVA: We'll do our best to capture  
10                  all of that.

11                  JUDGE WAHL: Obviously.

12                  Q.       (COMMISSIONER CLARK CONTINUING) Can I  
13                  ask, is the certificate of need and the route  
14                  permit the only two permits that are required in  
15                  Minnesota, or are there other permits that would be  
16                  required? And I can direct that to Ms. Patel.

17                  A.       There are a variety of permits, but we  
18                  have deemed those to be some of the more critical  
19                  permits that are required for the project.

20                  Q.       When you say a variety, we're talking  
21                  about other agencies that may come into play?

22                  A.       That is correct.

23                  COMMISSIONER CLARK: Okay. I think that's  
24                  all I've got for now. Thank you.

25                  JUDGE WAHL: All right. Just let me

1 interrupt for a minute. For the record then,  
2 Exhibit 11 is a status report of intervenors and  
3 intervention deadlines for the routes, I guess, for  
4 the -- or the sitings -- well, let's just leave it  
5 for the four projects.

6 Mr. Beall, any objection to that exhibit?

7 MR. BEALL: None whatsoever, Your Honor.

8 JUDGE WAHL: Ms. Jeffcoat-Sacco?

9 MS. JEFFCOAT-SACCO: I have no objection  
10 and I don't really care what you call it, but I  
11 want to be sure that it's more than simply the  
12 intervenors and the intervention deadlines. Any  
13 other pertinent dates, prehearing conference,  
14 hearings that might have been scheduled. I mean,  
15 if you know a hearing date, I'd like it inserted.  
16 If you have -- in your estimated filing let's have  
17 a complete status report of important dates as well  
18 as the potential intervenors.

19 I also think the record should indicate  
20 that when you said CPCN, in North Dakota you were  
21 talking about a certificate of public convenience  
22 and necessity in case there's anyone listening who  
23 doesn't use the jargon.

24 And I also wanted to ask, but it might be  
25 later -- I have a question -- another question that

1 I think should go into this exhibit, but it's also  
2 a question for Ms. Patel if it's appropriate now.

3 JUDGE WAHL: Why don't we do that now.  
4 Let's get this exhibit identified.

5 MS. JEFFCOAT-SACCO: Okay. Well, I was  
6 going to ask about the siting application in North  
7 Dakota, which you did not mention. You mentioned  
8 an estimated filing date for the certificate of  
9 need in North Dakota, but not for the siting, and I  
10 would like that included in the exhibit, your time  
11 frame for that.

12 THE WITNESS: For the corridor  
13 compatibility application?

14 MS. JEFFCOAT-SACCO: Right.

15 THE WITNESS: My understanding is that we  
16 expect to file that sometime this summer.

17 MS. JEFFCOAT-SACCO: Okay. And then that  
18 would be in the status report exhibit, as well.  
19 And then if all of that is in, I have no objection.

20 JUDGE WAHL: All right. So, Ms.  
21 Jeffcoat-Sacco, we're asking for a status report of  
22 what, all regulatory proceedings for the four  
23 projects which are the subject of these  
24 applications?

25 MS. JEFFCOAT-SACCO: (Nods.)

1 JUDGE WAHL: All right. Counsel.

2 MR. KRIKAVA: We have no objection to any  
3 of that.

4 JUDGE WAHL: All right. Let's do it.

5 MR. KRIKAVA: Judge, could --

6 JUDGE WAHL: A status report of all  
7 regulatory proceedings.

8 MR. KRIKAVA: Your Honor, if I might.

9 JUDGE WAHL: Mr. Krikava.

10 MR. KRIKAVA: I think what we would  
11 suggest we do on this then is we'll prepare a draft  
12 of what we think this exhibit should look like, and  
13 if Ms. Jeffcoat-Sacco is willing --

14 JUDGE WAHL: Or Commissioner Clark may  
15 have an idea or two.

16 MR. KRIKAVA: I'm not sure I can go  
17 directly to Commissioner Clark myself, but I would  
18 be pleased if Ms. Jeffcoat-Sacco can take a look at  
19 it and get whatever feedback she can get on it and  
20 then get it back to us if we hit the mark or we  
21 made need to go through an iteration.

22 COMMISSIONER CLARK: And I can let you  
23 know through advisory staff, too.

24 JUDGE WAHL: Right. So then it's going to  
25 be as of the date of preparation? This is not a

1 request for ongoing information then? No. Okay.  
2 As of the date of preparation. All right. I've  
3 got it.

4 Mr. Beall, I assume you remain without  
5 objection.

6 MR. BEALL: I do, Your Honor.

7 JUDGE WAHL: And Ms. Bendish?

8 MS. BENDISH: This is for all states, not  
9 just Minnesota; correct?

10 JUDGE WAHL: It's for all of the -- for  
11 all of the four projects -- all regulatory  
12 proceedings for all four projects.

13 MS. BENDISH: I have no objections.

14 JUDGE WAHL: Okay. We're in business.  
15 Exhibit 11, a late-filed exhibit, is received.

16 We're back here, Commissioner Clark. Now,  
17 I'm sorry I interrupted you.

18 COMMISSIONER CLARK: No, no questions.  
19 Thank you.

20 JUDGE WAHL: Any further questions?  
21 Commissioner Cramer.

22 **EXAMINATION**

23 **BY COMMISSIONER CRAMER:**

24 Q. Well, Commissioner Clark started down the  
25 same, exact path I was going. One of the things

1 that did catch my attention in your comments was  
2 that you did refer to the Fargo to St. Cloud route  
3 proceeding as contested and you didn't use that  
4 same characterization in the others.

5 A. Oh. And I apologize if it implied  
6 something different than what I was trying to  
7 state. I was simply stating that these are  
8 considered to be just contested case hearings. We  
9 had a similar one for the Monticello to St. Cloud.  
10 Those are over now.

11 Q. Okay.

12 A. And as Mr. Krikava indicated, a report and  
13 order has come out. We have a similar hearing.  
14 It's just the name of the -- we call them contested  
15 case hearings.

16 Q. Okay. And I understand that. That did  
17 catch my attention as maybe unique. And, frankly,  
18 it wouldn't surprise us probably if it was more --  
19 I would say more contested than another leg of the  
20 line. But having said that then, just so I'm very  
21 clear, have the companies applied for an advance  
22 determination of prudence in any of the other  
23 states, in Minnesota, Wisconsin, South Dakota?

24 A. My understanding is that there is not a  
25 similar statute in -- a similar ADP-type statute in

1 South Dakota, Minnesota or Wisconsin.

2 Q. Do you know if it's prohibited? In other  
3 words, clearly prudence is -- a determination of  
4 prudence is required in these other states. Do you  
5 know if it's prohibited to ask for that prudence in  
6 advance?

7 A. I don't know if it's prohibited. I -- I  
8 would think it would not be prohibited. But North  
9 Dakota does have a statutory mechanism in place  
10 which is why both of the companies have made that  
11 application here.

12 Q. So does the company not plan then to try  
13 to get an advance determination of prudence in the  
14 other states? I mean, I realize we have specific  
15 language to it in our code, but it's not -- it's  
16 also my understanding that that language doesn't  
17 put any greater weight on our decision to grant or  
18 not grant the prudence, or do you have a different  
19 understanding?

20 A. You know, the way we've -- the way we've  
21 seen it is that as regulated utilities, both Xcel  
22 Energy and Otter Tail do want to hear from our  
23 regulators -- our key regulators as to what they --  
24 are we aligned with how we're developing and how we  
25 propose to construct these projects, are we aligned

1 with what you would like to see happening in the  
2 state with regard to these projects, and whatever  
3 vehicle or mechanism is available, we attempt to  
4 proceed down the path of making contact with our  
5 regulators, having conversations and discussions,  
6 and in North Dakota it appears that the -- that a  
7 key statutory mechanism is the ADP and so we have  
8 felt compelled to proceed along that path. That is  
9 not to say that we don't engage in these similar  
10 discussions with our other state regulators in the  
11 hope that we are also aligned with what they see in  
12 their jurisdictions, as well, since many of us  
13 serve multiple states.

14 Q. Well, I appreciate that characterization  
15 of the ADP law as an opportunity for you to seek  
16 input from the regulators. That's a more noble  
17 reading of it than I think some have had in the  
18 past.

19 I have to admit that some of this was  
20 designed for the pages that no longer are relevant  
21 in Mr. Rogelstad's rebuttal -- I shouldn't say  
22 relevant, but he did make some points in his  
23 rebuttal testimony down these lines, so you're the  
24 witness on the stand at the time currently that I  
25 want to sort of explore this uniqueness in North

1 Dakota that has compelled, to use your term, the  
2 companies to seek this advance determination of  
3 prudence, but I'm also curious as to why the  
4 same -- while there is not specific language to an  
5 ADP or a preprudence in other states, if it's not  
6 prohibited, why the company wouldn't be interested  
7 in seeking the same regulatory certainty in other  
8 states before making large investments.

9 A. And to provide, you know, part of an  
10 answer to your question, we do seek -- obtaining  
11 permits, for example, is one way of seeking the  
12 regulatory certainty that we need that gives us an  
13 assurance that we are aligned with our regulator as  
14 we proceed down the path of these projects. And  
15 whatever mechanisms are available in the states we  
16 have attempted to utilize to get the certainty and  
17 the feedback and the input that we need. We want  
18 to work collaboratively. At the end of the day we  
19 really want to work collaboratively with each of  
20 our regulators.

21 Q. Would you then say that the CON process in  
22 Minnesota, that is to say, the certificate of need  
23 process in Minnesota -- excuse me -- provides that  
24 opportunity that this ADP process provides you in  
25 North Dakota? Would that be a fair

1 characterization?

2 A. I think it provides a certain level of  
3 regulatory certainty that Minnesota viewed -- that  
4 the Commission viewed those projects as needed --

5 Q. Mm-hmm.

6 A. -- and necessary. You know, we hope that  
7 takes us a long way as we go about our cost  
8 recovery phase, both Xcel Energy and Otter Tail.  
9 Here we have the ADP statute that allows us to come  
10 in and again seek your feedback and approval, are  
11 we -- are we engaging in the activities that you  
12 believe are reasonable and prudent on behalf of  
13 North Dakota customers and we would like to find  
14 alignment there. And our hope is that now through  
15 the settlement agreement we believe that we have at  
16 least addressed some of the concerns that we  
17 thought you had raised with regard to abandoned  
18 project -- legitimate concerns that you have  
19 raised, and we feel that with the settlement  
20 agreement in place we've come a long way.

21 COMMISSIONER CRAMER: Sure. Thank you.  
22 Well done. Thank you. Nothing further.

23 JUDGE WAHL: Further questions from the  
24 Commission? Commissioner Kalk.

25

**EXAMINATION**

1

2 **BY COMMISSIONER KALK:**

3 Q. Thank you for your testimony. I guess a  
4 little background about the -- I think it's 11  
5 utilities. If the goal is to do better planning  
6 coordination of transmission in the Midwest region,  
7 to your knowledge, was Montana-Dakota ever  
8 interested in participating in this -- MDU out of  
9 the western part of the state, if you will? Were  
10 they ever approached, I guess?

11 A. Commissioner, I do not recall.

12 Q. Sure. And I know you don't speak for MDU.  
13 I just thought that --

14 A. I simply don't recall. It may have been  
15 prior to my general involvement in the CapX -- in  
16 the CapX projects. I don't recall if they were  
17 approached --

18 Q. Okay. That's fine.

19 A. -- or if they had originally been a part  
20 of it.

21 Q. So how do you reconcile if you -- let's  
22 say the Minnesota portion of the line as it  
23 enters -- potentially enters North Dakota has a  
24 different location than we decide where it should  
25 go from -- potentially decide that, how do you

1 resolve that?

2 A. You know, I think the way we've approached  
3 the state-to-state boundary issues is, you know, we  
4 bank on a few things. We bank on the fact that --  
5 our hope is that the state regulators will work  
6 cooperatively and collaboratively as this line is  
7 coming through the boundary.

8 The second piece is that, you know, one of  
9 our principles as we've routed these -- as we've  
10 engaged in the routing proceedings is that we  
11 acknowledge and appreciate that each state has its  
12 own set of routing principles, rules, and we will  
13 adhere to those as we are working in each state.  
14 And we recognize that each state has its own set of  
15 stakeholders, its own set of issues, and we believe  
16 at the end of the day the best route and alignment  
17 is going to come through adhering to each state's  
18 rules and polices with regard to routing and  
19 siting.

20 Q. Sure. You talked about sometime this  
21 summer you might file some paperwork with the North  
22 Dakota Commission. Obviously the timing of those  
23 two documents is important, I mean. So the  
24 Minnesota folks have already seen those documents,  
25 but we haven't seen them yet? That's correct;

1 right?

2 A. Which documents are you referring to?

3 Q. You've filed the paperwork in Minnesota.  
4 You're working on that process to figure out what  
5 your actual location is going to look like in  
6 Minnesota?

7 A. Oh, you're talking about the corridor  
8 compatibility?

9 Q. Right.

10 A. That is correct. We have to file that.

11 Q. You have not filed that yet?

12 A. Not yet.

13 Q. Okay. But those two hopefully will be  
14 filed in Minnesota, North Dakota pretty close to  
15 the same time frame. I guess I'm asking, that  
16 would be a great idea, I think, to put them pretty  
17 close to the same time, because we certainly would  
18 like to see the North Dakota side filed almost the  
19 exact -- I would personally -- the same time as  
20 Minnesota. Don't file theirs first and give them a  
21 month lead to what's good for them and then feed us  
22 what might be not a best option list.

23 A. I don't think I'm talking out of school  
24 when I say that I believe that part of the timing  
25 of when we filed North Dakota and Minnesota was to

1 eventually have the decisionmaking time period  
2 aligned between both of the states. I think that  
3 is how we have structured the filing of these  
4 applications. So I think we might actually  
5 hopefully effectuate what you just asked about.

6 Q. Okay. Thanks. Perfect. Then as you  
7 looked at all these different projects -- I talked  
8 earlier about how this may benefit a customer in  
9 Minot, who is Xcel, or Otter Tail in the different  
10 areas up in that central part of the state. Did  
11 you ever look at a Minot to Fargo line, Minot being  
12 the center part of the state, because if we're  
13 going through talking about, you know, it's good  
14 for reliability, it would seem that somewhere  
15 someone should look at that as a potential line.

16 A. I think that question would be best  
17 answered by Tim Rogelstad.

18 Q. Okay. Fair enough.

19 A. I want to make sure you get the answers  
20 that you need to your questions, which is why I  
21 wanted to offer up Mr. Rogelstad.

22 COMMISSIONER KALK: Fair enough. Thank  
23 you.

24 JUDGE WAHL: Any further questions from  
25 the -- Commissioner Clark.

**FURTHER EXAMINATION**

1

2 **BY COMMISSIONER CLARK:**

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Q. Just kind of a general question, so fill in the blanks wherever you can. And understanding that you can't speak for all of the companies, but when a company approaches its decision regarding ownership shares in the line, what kind of factors are they taking into consideration? For example, for Xcel, how do you determine that we'll take a 72.1 percent share of the Brookings line, but only a 36.1 percent share of the Fargo line and 64 percent of the La Crosse line? How does that negotiation work? What goes into that determination that that's the amount of that project that you're willing to support?

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A. I'll answer that the best that I can with the information that I have. My understanding is that in general all of the CapX utilities worked collaboratively on that process. In general, they looked at -- you know, one of the main factors that was considered is the anticipated impact on their customers of the cost of these lines. They went through some evaluation and exercise as to, you know, what would that potential impact be, and in consideration of many other factors that were

1 individual to each of them.

2 And you are right, I can't speak to what  
3 each entity looked at in terms of those factors,  
4 but they decided on proportions of the line that  
5 made the most sense to them in terms of, you know,  
6 impact to their load, cost -- anticipated cost  
7 impact to their customers, you know, if they had  
8 more local reliability issues that may have  
9 concerned their customers more so than others, you  
10 know, where their customers were located. If they  
11 were much further from a line, they may have taken  
12 that into account, where they may have invested  
13 more of their dollars toward a project that was  
14 more in line with some of their service territory.

15 So with recognition of the broad  
16 categories of need for all four projects they were  
17 able to consider those factors important to each of  
18 their entities and make a determination. And  
19 overall these percentages that were -- the proposed  
20 ownership percentages that were set in place have  
21 continued to stay in those same percentages so far.  
22 You know, there is the ability for movement as you  
23 get closer to signing the deal, but overall they  
24 have stayed consistent.

25 Q. Why -- are you able to speak for Xcel in

1 regard to ownership shares of different projects?

2 A. I may be able to. I was not involved at  
3 the time when those shares were determined, but I  
4 will try to answer the question as best as I can.

5 Q. Okay. I'm curious on the Brookings  
6 project why Xcel has, disproportionate to its  
7 percentage of other projects, such a large  
8 percentage of that one, 72 percent.

9 A. I don't know the answer to that and I  
10 don't want to speculate. I don't know the answer.  
11 And if that is something you would like,  
12 Commissioner, I can try and find out.

13 Q. You know, I would be curious. The only  
14 reason I ask is when you see a number that sticks  
15 out like that, disproportionately different than  
16 the others, you ask yourself the question as a  
17 regulator, was it because everybody else was taking  
18 a pass on it, you know, that they saw something  
19 that wasn't of value in that line that only one  
20 party decided to say, well, no, we'll pick up the  
21 rest of that tab. So if some context could be  
22 added to Xcel's decision to fund such a large -- or  
23 own such a large percentage of that line, I would  
24 appreciate that.

25 JUDGE WAHL: We should take a recess,

1 Commissioner. I wonder if we need a late-filed  
2 exhibit, if a telephone call will suffice.

3 COMMISSIONER CLARK: Or another witness.

4 JUDGE WAHL: Or another witness. Let's --  
5 Mr. Krikava.

6 MR. KRIKAVA: I think if we could have a  
7 few minutes during a recess to visit, I think we  
8 can perhaps even get the answer to Commissioner  
9 Clark's question right now.

10 JUDGE WAHL: Let's -- we need to recess.  
11 Let's be in -- let's be in recess until 10 -- let's  
12 be in recess until -- well, we might as well -- in  
13 the circumstance, we might as well go to 10:30.  
14 We'll resume at 10:30.

15 For the Internet -- for people who are on  
16 the Internet I'm just going to close the Internet  
17 connection, but I'll open it again when we resume.

18 Mr. Beall, please don't hang up the phone.  
19 Just leave your line open, hopefully it will stay  
20 open, and at 10:30 we should be speaking with each  
21 other again.

22 MR. BEALL: Thank you.

23 (Recess taken.)

24 JUDGE WAHL: All right. We're back on the  
25 record. Mr. Beall, do I have you?

1 MR. BEALL: Absolutely do, Your Honor.

2 JUDGE WAHL: Very good. We're doing good,  
3 Mr. Beall. All right. I think we're maybe still  
4 with questions with the Commission.

5 Ms. Patel, do you have an answer to  
6 Commissioner Clark's last question -- or, I don't  
7 know, Mr. Simpson, however you want to work it,  
8 whether you want to ask the question. Do we want  
9 to -- how do we wish to proceed?

10 MR. SIMPSON: That's fine. I believe Ms.  
11 Patel knows the questions and has an answer.

12 JUDGE WAHL: Let's start there. Ms.  
13 Patel, if you would, please, with your response to  
14 Commissioner Clark's last question.

15 THE WITNESS: Certainly. I believe the  
16 question centered around why specific investments  
17 were made and, more specifically, toward the  
18 Brookings project, why Xcel Energy had 72 percent.

19 And as I stated before, a variety of  
20 factors were considered by each of the utilities,  
21 but what they did was they started out with looking  
22 at their load ratio share. So what is the total  
23 load for the CapX utilities in the footprint of the  
24 projects and what was the load ratio share of Xcel.  
25 And without knowing the very specific number, I can

1 say that Xcel's load ratio share is somewhere  
2 between 50 and 60 percent.

3 So when you take that large number into  
4 account for these four projects, you also then look  
5 at other factors. The utilities looked at a  
6 variety of other factors as they were determining  
7 who should be a part of which project. And, of  
8 course, geography became a very important feature,  
9 as well. Certain utilities desire to be in certain  
10 locations, for example, Minnkota. An obvious  
11 choice for Minnkota, whatever its load ratio share  
12 is, is probably right where it's at now on the  
13 Bemidji project. And that's a project where I  
14 believe Xcel Energy has a 25 percent share. While  
15 we don't serve directly off of that load -- or that  
16 line, that line does provide reliability for our  
17 load in other parts of the region, so that made  
18 sense to us.

19 Another factor was specific system  
20 requirements that would impact some of the  
21 utilities. Again, each utility was able to look at  
22 any other factor that was very relevant to its  
23 organization. Those were appreciated and dealt  
24 with by the other utilities when we formulated  
25 which investments made the most sense. And for

1 Xcel Energy 72 percent made sense for a project  
2 like Brookings because it does cut through our  
3 system. And that made sense for us to own a larger  
4 share, not being too far from a 50 to 60 percent  
5 load ratio share in general over all of the  
6 footprint.

7           So there was some balancing that was done  
8 and there was consideration of issues like  
9 geography and other system improvement -- system  
10 requirements that pertained to each of the  
11 utilities that were part of the consideration.

12           JUDGE WAHL: Any further questions from  
13 the Commission? Commissioner Clark.

14           Q. (COMMISSIONER CLARK CONTINUING) To what  
15 degree does the fact that Xcel is under a larger  
16 RPS -- or bigger RPS standard in Minnesota  
17 reflected in its increased participation in  
18 Brookings?

19           A. Commissioner, that was one of the  
20 considerations that we took into account for the  
21 Brookings line.

22           Q. Why then is Fargo's line so low? I mean,  
23 if a primary driver of the Brookings line was a 50  
24 to 60 percent load ratio share for the entire  
25 region, Fargo, itself, is an Xcel town, the Red

1 River Valley is primarily Xcel, between Fargo and  
2 Grand Forks, why only 36 percent there?

3 A. You know, some -- because Xcel had such a  
4 large percentage of that overall load ratio share,  
5 our hope was to allow many of the other utilities  
6 to have the opportunity to invest in these  
7 projects. So to the extent that others felt that  
8 investing in the Fargo line was beneficial to them,  
9 we would accommodate for those investments by  
10 putting -- you know, the investment shares are not  
11 perfect. There was some movement in terms of  
12 allowing other utility owners to take part in  
13 investment in these projects. And I believe in  
14 that project that was accounted for, which is why  
15 you see a 36 percent share for Xcel.

16 Q. And a similar answer with the Bemidji  
17 project, although it supports the northern Red  
18 River Valley, which is served by Xcel, only a 26  
19 percent share there? That's yes? I just wanted to  
20 make sure the recorder got it.

21 A. Yes. And there are other utility owners  
22 on that line who had significant interest in owning  
23 part of that line.

24 Q. I think you said in your initial statement  
25 just now -- you mentioned Minnkota. Did you mean

1 Minnesota Power when you referred to the Bemidji  
2 line?

3 A. Well, both Minnesota Power and Minnkota  
4 are part of the Bemidji project.

5 Q. Are they? Am I missing --

6 A. Minnkota, I believe, has a 36 percent  
7 share of the Minnkota project -- or of the Bemidji  
8 project.

9 Q. Am I looking at the wrong -- on Table 1 I  
10 see Great River, 13 percent; Minnesota Power, 9.3;  
11 Missouri River, 31; Otter Tail, 20; Xcel, 26. I  
12 can see how it makes sense that Minnkota would be  
13 involved in the Bemidji project for sure.

14 MR. SIMPSEY: Commissioner, I believe  
15 that's a typographical error.

16 THE WITNESS: Oh, right.

17 MR. SIMPSEY: The 31.5 percent listed for  
18 Missouri River Energy Services --

19 COMMISSIONER CLARK: Should not be.

20 MR. SIMPSEY: -- should be for Minnkota.

21 Q. (COMMISSIONER CLARK CONTINUING) So  
22 Missouri River is not a project participant?

23 A. Not in the Bemidji project. They are in  
24 other projects.

25 Q. Oh, okay. So actually they should be

1 added to the list of transmission owners, but MRES  
2 is not a participant in the Bemidji project. Are  
3 they participants in the Fargo and Brookings  
4 projects?

5 A. Yes, they are.

6 Q. At 11 percent and 5.1 percent?

7 A. Yes. That is correct. I think the 31.5  
8 percent was just a typo. There just should have  
9 been another line that said Minnkota. Minnkota is  
10 only in one project, the Bemidji project.

11 COMMISSIONER CLARK: All right. Very  
12 good. Thank you.

13 THE WITNESS: Our apologies for that.

14 COMMISSIONER CLARK: That's all I've got.

15 JUDGE WAHL: Any further questions from  
16 the Commission? Followup, Mr. Simpson?

17 MR. SIMPSON: No, Your Honor.

18 JUDGE WAHL: Questions, Mr. Beall?

19 MR. BEALL: No, Your Honor.

20 JUDGE WAHL: Ms. Jeffcoat-Sacco?

21 MS. JEFFCOAT-SACCO: I would just like the  
22 specific reference where you were correcting the  
23 typo, document, page -- document, page, from which  
24 application booklet?

25 COMMISSIONER CLARK: Be Patel direct, page

1 21, Table 1.

2 MR. SIMPSEY: It would be Exhibit 3, page  
3 21 on the table and we're happy to submit --

4 MR. KRIKAVA: If I could interrupt. I'm  
5 advised that on the application, itself, Exhibit C  
6 has this same table and it is correct in the  
7 application. So I'm not sure we -- we're happy to  
8 correct it in the testimony, as well, if that would  
9 be helpful, but it is correct in the application.

10 JUDGE WAHL: Anything further, Ms.  
11 Jeffcoat-Sacco?

12 MS. JEFFCOAT-SACCO: I think you could  
13 submit a corrected page for the Exhibit 3, please.

14 JUDGE WAHL: All right. The applicants  
15 will do that, please.

16 MR. SIMPSEY: No problem.

17 JUDGE WAHL: The record will show that  
18 Exhibit 3 is amended by a corrected page 21.

19 Anything further, Ms. Jeffcoat-Sacco?

20 MS. JEFFCOAT-SACCO: No, Your Honor.

21 JUDGE WAHL: Ms. Bendish?

22 MS. BENDISH: No questions, Your Honor.

23 JUDGE WAHL: Anything further from the  
24 Commission -- any further questions from the  
25 Commission? Thank you very much, Ms. Patel.

1 THE WITNESS: Thank you.

2 JUDGE WAHL: Your next witness, Mr.

3 Simpser.

4 MR. SIMPSE: Applicants call Mr. Paul  
5 Lehman.

6 JUDGE WAHL: Mr. Lehman, as you know, your  
7 testimony is required to be under oath and I'm  
8 required by law to advise you regarding perjury  
9 before administering the oath. Perjury is a false  
10 statement of material fact which you do not believe  
11 to be true. In North Dakota perjury is a Class C  
12 felony, punishable by a fine up to \$5,000,  
13 imprisonment for a period of up to five years, or  
14 both. Will you raise your right hand, please?

15 **PAUL J. LEHMAN,**

16 being first duly sworn, was examined and testified  
17 as follows:

18 JUDGE WAHL: Mr. Simpser.

19 **EXAMINATION**

20 **BY MR. SIMPSE:**

21 Q. Mr. Lehman, can you please state and spell  
22 your name for the record?

23 A. It is Paul J. Lehman, spelled L-e-h-m-a-n.

24 Q. Are you the same Paul Lehman who submitted  
25 prefiled direct testimony and schedules in this

1 proceeding?

2 A. That is correct.

3 Q. You should have in front of you Exhibit  
4 No. 4. Is that the prefiled direct testimony you  
5 submitted?

6 A. It is. It is.

7 Q. Are these documents prepared by you or at  
8 your direction?

9 A. Yes, they were.

10 Q. Okay. Do you have any corrections to your  
11 prefiled testimony?

12 A. No, I do not.

13 Q. Is your prefiled testimony true and  
14 correct, to the best of your knowledge?

15 A. Yes, it is.

16 Q. If you were asked the same questions here  
17 today, your answers would be the same?

18 A. Yes, they would.

19 MR. SIMPSON: Applicants offer Exhibit 4  
20 into the hearing record.

21 JUDGE WAHL: Mr. Beall?

22 MR. BEALL: No objection.

23 JUDGE WAHL: Ms. Jeffcoat-Sacco?

24 MS. JEFFCOAT-SACCO: No objection.

25 JUDGE WAHL: Ms. Bendish?

1 MS. BENDISH: No objection, Your Honor.

2 JUDGE WAHL: Exhibit 4 is received.

3 Q. (MR. SIMPSEY CONTINUING) Are you familiar  
4 with the applicants' application in this  
5 proceeding?

6 A. Yes, I am.

7 Q. Were you a participant in its preparation?

8 A. Yes, I was.

9 Q. Are you prepared to adopt those portions  
10 of the application that fall within your area of  
11 competence?

12 A. Yes, I am.

13 Q. Would you care to offer a statement or  
14 summary of your testimony?

15 A. I have nothing prepared. I'm available  
16 for questions.

17 MR. SIMPSEY: All right. The witness is  
18 available for cross-examination.

19 JUDGE WAHL: Mr. Beall?

20 MR. BEALL: I have no questions, Your  
21 Honor. Thank you.

22 JUDGE WAHL: Ms. Jeffcoat-Sacco?

23 MS. JEFFCOAT-SACCO: I have no questions,  
24 Your Honor.

25 JUDGE WAHL: Ms. Bendish?

1 MS. BENDISH: No questions, Your Honor.

2 JUDGE WAHL: Questions from the

3 Commission? Commissioner Clark.

4

**EXAMINATION**

5 **BY COMMISSIONER CLARK:**

6 Q. One just related to the -- I think it's  
7 the last question -- second to the last, not the  
8 one about concluding your testimony. Second to the  
9 last question on the exhibit related to the MISO  
10 generation interconnect costs and the problems that  
11 you saw with MISO cost allocation methodology.  
12 Have you been following the RECB task force and the  
13 potential new tariff that MISO will be filing in  
14 what, July of this year?

15 A. I've been trying to stay abreast of the  
16 changing circumstances, yes.

17 Q. Do you have a sense for how that might --  
18 I mean, if that's adopted, how it might change your  
19 answer to this? I understand that the basis for  
20 your answer in this case in your prefiled was  
21 related to the 100 percent upfront costs that  
22 generators pay. Does that problem seem to be being  
23 fixed? Do you have a sense for that?

24 A. I'll qualify it by saying I'm yet to know  
25 for sure what will be adopted -- what will first be

1 submitted to FERC and then finally what will be  
2 approved by FERC.

3 Q. If it's something that's similar to what  
4 both RECB and the organization MISO states came up  
5 with -- I mean, they're a little different,  
6 granted, but they're in the same zip code as they  
7 were, does that alleviate some of the -- what you  
8 see as a problem?

9 A. It will alleviate some of the problem in  
10 the sense that then the certainty will be in  
11 existence by having a defined replacement to the  
12 existing methodology and then ultimately an  
13 approved -- FERC-approved process, so it will  
14 alleviate the problem that exists in terms of  
15 uncertainty as to exactly how to apply the tariffs.

16 Q. Do you have a sense for the methodology,  
17 itself, whether it assists in making the Brookings  
18 line more feasible, or too early to tell?

19 A. I believe it's too early to tell and there  
20 are many parties who will have to make that  
21 judgment as to whether it improves or helps make it  
22 more feasible from their perspective.

23 COMMISSIONER CLARK: Thanks. That's all  
24 I've got.

25 JUDGE WAHL: Any further questions from

1 the Commission? Commissioner Kalk.

2

**EXAMINATION**

3 **BY COMMISSIONER KALK:**

4 Q. Thank you for your testimony. I looked  
5 through your background. You know, good, solid  
6 experience in a lot of different areas. The only  
7 thing I could pick out was it looks like you might  
8 be a Gopher fan, so I wouldn't hold that against  
9 you. (Laughter.) Guilty. Okay.

10 But short of that, I see you talked a lot  
11 about -- you have good experience in rate design.  
12 Just more of a, I guess, discussion kind of point,  
13 have you ever seen where there's been such a  
14 difference between policy in how you develop energy  
15 as there is in North Dakota and Minnesota in your  
16 time ever in the industry? Because we have  
17 functionally different ways of looking at things.  
18 Minnesota has renewable portfolio standards, we  
19 have guidelines. We are much more aggressive in  
20 fossil fuel growth. I mean, have you ever seen  
21 anything like that in the industry? When you look  
22 at rate designs, how do you even begin to compare  
23 rate -- or develop rate designs that don't go to  
24 the -- I guess I don't know if the highest common  
25 denominator is the best word, but don't tend to

1 favor the states with -- you know, the rates that  
2 favor the Minnesota customers because it penalized  
3 the North Dakota customers, is the way I see it  
4 sometimes in rate design. I mean, have you ever  
5 seen anything like this, and how do you begin to  
6 approach rate design from your experience?

7 A. Well, I have been involved in the utility  
8 business for over 30 years, almost 33 years, and in  
9 that time I've seen changes in perspective in  
10 different jurisdictions, so I don't know that the  
11 current situation is more unique than has ever been  
12 experienced before.

13 Q. Okay.

14 A. It is what it is and we -- as a utility we  
15 try to respond to it and run our business as  
16 appropriately as possible within the bounds of the  
17 differences that exist between different  
18 jurisdictions which we operate within.

19 Q. But when you plan out, do you plan for the  
20 worst-case scenario as you develop what projects  
21 might be good on paper 20 years out?

22 A. I wouldn't say we plan for the worst case.  
23 We plan for --

24 Q. "Worst" meaning costs getting higher, I  
25 guess, is the way I would decide.

1           A.     Well, I would say -- I'm not currently in  
2     the planning part of the business anymore, but from  
3     my experience that did include planning of the  
4     system, we did plan for a range of scenarios to  
5     make sure that we were designing a set of  
6     facilities that were robust enough to be able to  
7     accommodate a variety of scenarios that might  
8     unfold as things progressed.

9           COMMISSIONER KALK:   Okay.  Thank you.

10          JUDGE WAHL:   Any further questions from  
11     the Commission?  Followup, Mr. Simpser?

12          MR. SIMPSE:   No, Your Honor.

13          JUDGE WAHL:   Questions, Mr. Beall?

14          MR. BEALL:    No, Your Honor.

15          JUDGE WAHL:   Ms. Jeffcoat-Sacco?

16          MS. JEFFCOAT-SACCO:  None, Your Honor.

17          JUDGE WAHL:   Ms. Bendish?

18          MS. BENDISH:   None, Your Honor.

19          JUDGE WAHL:   Thank you very much, Mr.  
20     Lehman.  Your next witness, Mr. Simpser.

21          MR. SIMPSE:   Applicants call Mr. Timothy  
22     Rogelstad.

23          JUDGE WAHL:   Mr. Rogelstad, as you have  
24     heard me advise previous witnesses, your testimony  
25     is required to be under oath and I'm required by

1 law to advise you regarding perjury before  
2 administering the oath. Perjury is a false  
3 statement of material fact which you do not believe  
4 to be true. In North Dakota perjury is a Class C  
5 felony, punishable by a fine up to \$5,000,  
6 imprisonment for a period of up to five years, or  
7 both. Will you raise your right hand, please?

8 **TIMOTHY J. ROGELSTAD,**  
9 being first duly sworn, was examined and testified  
10 as follows:

11 JUDGE WAHL: Mr. Simpser.

12 **EXAMINATION**

13 **BY MR. SIMPSE:**

14 Q. Mr. Rogelstad, can you please state and  
15 spell your name for the record?

16 A. Sure. It is Timothy J. Rogelstad. Last  
17 name is R-o-g-e-l-s-t-a-d.

18 Q. Are you the same Timothy Rogelstad who  
19 submitted prefiled direct and rebuttal testimony  
20 and schedules in these proceedings?

21 A. Yes, I am.

22 Q. You should have in front of you Exhibits  
23 5, 6, 7, 8 and 9.

24 JUDGE WAHL: You may have to take a  
25 minute, Mr. Simpser.

1           MR. SIMPSEY: 6, 7, 8 and 9 are  
2 binder-clipped together.

3           MR. KRIKAVA: 7, 8 and 9.

4           MR. SIMPSEY: 7, 8 and 9.

5           Q. (MR. SIMPSEY CONTINUING) Can you just go  
6 through those and identify them one by one, please?

7           A. Sure. Exhibit 5 is my original direct  
8 testimony that was originally filed with our case.  
9 Exhibit 6 is the rebuttal testimony filed on May  
10 13th. 7 is our application for the advance  
11 determination of prudence. And 8 is an appendix  
12 that includes some construction schedules. I'm not  
13 finding 9 at the moment here. Oh, there it is.  
14 And that is -- again, it's an Appendix C, which is  
15 a summary of the MISO cost allocation methodology  
16 for the CapX Group 1 projects.

17          Q. Okay. Starting with your testimony, Mr.  
18 Rogelstad, do you have any corrections to your  
19 prefiled testimony?

20          A. Yes, I do, to -- it would be Exhibit 6,  
21 and as pursuant to the settlement agreement that  
22 was entered into with advocacy staff, we are  
23 going -- I'm going to strike beginning on page 7,  
24 line 9, starting at that point and continuing  
25 through page 8, line 14. That would be struck as

1 part of the settlement arrangement. And then, in  
2 addition, beginning on page 9, line 5, through page  
3 11, line 12, would be struck, as well.

4 Q. Can you actually cross out that -- those  
5 portions of your rebuttal testimony so when we  
6 enter it into the record, it will be properly  
7 marked?

8 A. Yes.

9 JUDGE WAHL: Why don't you just recite as  
10 you do it, Mr. Rogelstad, again, for the record  
11 and, frankly, for me. The first strike is at --  
12 beginning at page 6, line 9?

13 THE WITNESS: Excuse me, Judge. That  
14 would be page 7, line 9.

15 JUDGE WAHL: Okay. I'm sorry. Page 7,  
16 line 9.

17 THE WITNESS: Page 7, line 9, and so the  
18 entirety of the remaining portion of that page.

19 JUDGE WAHL: Through page 8, line 14?

20 THE WITNESS: That is correct.

21 JUDGE WAHL: Okay. Very good. And then  
22 next, please.

23 THE WITNESS: Would be on page 9, line 5,  
24 and continuing striking all of page 10 and then  
25 through line 12 on page 11.

1 JUDGE WAHL: All right.

2 Q. (MR. SIMPSEY CONTINUING) With those  
3 corrections, is your prefiled direct testimony and  
4 prefiled rebuttal testimony correct, to the best of  
5 your knowledge?

6 A. Yes, it is.

7 Q. If you were asked the same questions here  
8 today, would your answers be the same?

9 A. Yes, they would.

10 MR. SIMPSEY: Applicants offer Exhibits 5  
11 and 6, the direct and rebuttal testimony of Mr.  
12 Rogelstad.

13 JUDGE WAHL: Mr. Beall?

14 MR. BEALL: No objection.

15 JUDGE WAHL: Ms. Jeffcoat-Sacco?

16 MS. JEFFCOAT-SACCO: No objection.

17 JUDGE WAHL: Ms. Bendish?

18 MS. BENDISH: No objection.

19 JUDGE WAHL: Exhibits 5 and 6 are  
20 received.

21 Q. (MR. SIMPSEY CONTINUING) Mr. Rogelstad,  
22 are you familiar with applicants' application in  
23 this proceeding?

24 A. Yes, I am.

25 Q. Were you involved in the preparation of

1 that application?

2 A. Yes, I was.

3 Q. Do you adopt those portions of the  
4 application that fall within your area of  
5 competence?

6 A. Yes, I do.

7 MR. SIMPSEY: Applicants offer Exhibits 7,  
8 8 and 9, our application and the relevant  
9 appendices, into evidence.

10 JUDGE WAHL: Mr. Beall?

11 MR. BEALL: No objection.

12 JUDGE WAHL: Ms. Jeffcoat-Sacco?

13 MS. JEFFCOAT-SACCO: No objection, Your  
14 Honor.

15 JUDGE WAHL: Ms. Bendish?

16 MS. BENDISH: No objection.

17 JUDGE WAHL: Exhibits 7, 8 and 9,  
18 inclusive, are received.

19 Q. (MR. SIMPSEY CONTINUING) Mr. Rogelstad,  
20 do you believe the settlement agreement that  
21 applicants have entered into with advocacy staff is  
22 a reasonable resolution to the issues presented in  
23 these proceedings?

24 A. Yes, I do.

25 MR. SIMPSEY: The witness is available for

1 cross-examination.

2 JUDGE WAHL: Mr. Beall?

3 MR. BEALL: No questions, Your Honor.

4 JUDGE WAHL: Ms. Jeffcoat-Sacco?

5 MS. JEFFCOAT-SACCO: No questions, Your  
6 Honor.

7 JUDGE WAHL: Ms. Bendish?

8 MS. BENDISH: I don't have any questions.

9 JUDGE WAHL: Questions from the  
10 Commission? Commissioner Clark.

11 **EXAMINATION**

12 **BY COMMISSIONER CLARK:**

13 Q. On page 34 of your Exhibit 5 there's a map  
14 that has LMPs, locational marginal prices, and it  
15 raises a question that I sometimes have as I think  
16 about or focus on developing energy resources and  
17 breaking down the North Dakota export constraint,  
18 which is, are there some economic advantages to  
19 having that constraint from a purely North Dakota  
20 ratepayer perspective? You look at those rates and  
21 it looks like behind the constraint it actually  
22 forces rates down, and do we run the risk of in the  
23 desire to build more transmission see North  
24 Dakota's rates rise to a more regional average?

25 A. I think that's an excellent question. And

1 I guess the way we've looked at it at our company  
2 is to the extent that you own generation, it kind  
3 of offsets itself or it kind of cancels itself out.  
4 And let me try and explain that.

5 In the sense that our generators are going  
6 to get paid basically whatever that market price  
7 is, our load is going to have to pay the market  
8 price, and then the difference between our actual  
9 cost to generate is really what ultimately gets  
10 assigned back to our customers. Now, to the extent  
11 that we're purchasing large and large amounts of  
12 energy on the open market like this, then I think  
13 that situation can occur.

14 Q. Right. So as long as you get more in  
15 base, you're better off?

16 A. I believe so, yes.

17 COMMISSIONER CLARK: I think that's all  
18 I've got right now.

19 JUDGE WAHL: Further questions from the  
20 Commission? Commissioner Clark.

21 COMMISSIONER CLARK: Kalk? Cramer?

22 JUDGE WAHL: I'm sorry. Commissioner  
23 Cramer, I mean.

24 COMMISSIONER CRAMER: I understand the  
25 confusion, believe me, as long as you don't refer

1 to us as the KKK or anything. It's a combination  
2 of Cs and Ks.

3

**EXAMINATION**

4 **BY COMMISSIONER CRAMER:**

5 Q. You heard the line of questioning with Ms.  
6 Patel earlier. Maybe from Otter Tail's  
7 perspective, what's your understanding of the ADP  
8 law in North Dakota and what you think -- what you  
9 think our obligation to it is? And I'm trying to  
10 avoid -- I did have some questions specific to your  
11 rebuttal testimony that's now been stricken, so I'm  
12 trying to sort of get to --

13 COMMISSIONER KALK: I know.

14 MS. JEFFCOAT-SACCO: Good.

15 Q. (COMMISSIONER CRAMER CONTINUING) -- our  
16 obligation as we review it. And here's what I  
17 ultimately will ask you. How would Otter Tail  
18 respond to an ultimate order or finding by the  
19 Commission of not -- a nonprejudiced finding that  
20 would not -- where we wouldn't be prepared to deem  
21 it prudent -- CapX2020 prudent in this case?

22 A. Okay. I think to directly answer, if I'm  
23 understanding your question correctly, that in the  
24 case you'd find that our investment in the CapX  
25 projects from an advance perspective, we're not --

1 we are not in a position to approve that as  
2 prudent --

3 Q. There you go.

4 A. -- it would definitely take -- we would  
5 take a step back and kind of reevaluate where we  
6 sit within these projects. You know, we view these  
7 projects as a very large investment for us, and I  
8 think as Ms. Patel had indicated, that we think  
9 it's very important that we engage with our  
10 commissions to the extent that we can to say, Hey,  
11 are we going down the right path here?

12 I can't say that we would absolutely say  
13 no to going forward, but, you know, as we prepared  
14 to kind of move forward with our investment in  
15 these projects, we've always indicated that having  
16 advance determination of prudence from the North  
17 Dakota Commission was kind of a requirement for us,  
18 and as we presented it to our internal management  
19 and ultimately to our board, that's the way we've  
20 always discussed it.

21 And so, you know, we view this as, you  
22 know -- again today, similar to getting a  
23 certificate of need, as a critical issue making  
24 sure that we have adequate financing arrangements,  
25 that our partners have adequate financing

1 arrangements. We view this as a big deal, I guess.

2 Q. Sure. Would it be fair to say that even  
3 previous to this filing, that certainly Otter  
4 Tail -- and you probably can't speak for Xcel, but  
5 the other companies, as well, that CapX2020 has  
6 been on our -- if not front burner, somewhere  
7 between the front and back burner for quite some  
8 time in terms of discussion, periodic information  
9 exchange meetings -- we pretty well have been  
10 collaborative throughout?

11 A. Yes, we hope that we have been, and we  
12 very much appreciate the Commission's willingness  
13 to engage in discussions on it. I think what we  
14 see is, you know, to the extent that there is an  
15 ability or a mechanism, if you will, to seek an  
16 advance determination of prudence, we think that's  
17 the right thing for us to do.

18 And, again, I think there were some  
19 questioning related to, you know, would you do that  
20 in other states. And, you know, from our  
21 perspective, the certificate of need in Minnesota  
22 is essentially that for the purposes of cost  
23 recovery for our investment there. We have a  
24 transmission rider that we would intend to use at  
25 least initially for recovery of our CapX

1 investments, and kind of a condition of being able  
2 to use that is having a certificate of need -- been  
3 granted a certificate of need. So that's kind of  
4 our view of the ADP, if you will, in this example.

5 COMMISSIONER CRAMER: I appreciate that.  
6 Thank you. I have nothing further.

7 JUDGE WAHL: Further questions from the  
8 Commission? Commissioner Kalk.

9

**EXAMINATION**

10 **BY COMMISSIONER KALK:**

11 Q. Just also reviewing your background, I see  
12 you're an NDSU graduate, and just for the record  
13 when NDSU played Minnesota in football last time,  
14 who won?

15 A. That would be the NDSU Bison.

16 Q. Get that out right there right up front.  
17 But, now, seriously getting back, I guess, to your  
18 testimony -- I mean, it's good stuff, a lot of  
19 information went into it, but can you walk me  
20 through -- you talk about the western bias, eastern  
21 bias, Minnesota bias with a different number of  
22 megawatts that you generate -- how that would go  
23 into the transmission you need and what you -- how  
24 you settle out into which one of these biases, if  
25 you will?

1           A.     That's a -- again, that's a very good  
2     question and I'll maybe try and give a little more  
3     background.  You know, with the advent of open  
4     access -- you know, 20 years ago utilities pretty  
5     much made the decision with respect to what  
6     generation would be added and then, consequently,  
7     the transmission to make that work, you know, fit  
8     very seamlessly together.

9                     When we went away from that or when it  
10    became more open, basically we created a disconnect  
11    that now as a transmission owner, we are required  
12    under FERC or basically federal law to open up our  
13    system to other -- to anybody, and so we no longer  
14    have the ability to just kind of direct or dictate  
15    where we would like to see generation developed.  
16    And so what used to be a little more certain, and I  
17    don't want to make it sound like it was an easy  
18    thing 20 years ago, because I don't think it was,  
19    but I think it's been -- the complexity is greater  
20    now, because, again, we have generation developers  
21    who we aren't directly tied into with the  
22    transmission owners -- or with the transmission  
23    entities, utilities, and so we now have to try and  
24    develop a transmission plan that can accommodate  
25    kind of all comers, if you will.

1           And when we started our CapX Initiative,  
2 the planning part of it, you know, we were  
3 struggling with that question, you know, where do  
4 we assume generation is going to show up. And so  
5 we did a couple of things. One, we basically held  
6 a couple public meetings or open meetings where we  
7 invited developers in and said tell us where you  
8 think you're going to generate or, you know, where  
9 you'd like to see generation develop or you'd like  
10 to develop your generation projects.

11           We talked to our resources planners, as  
12 well, because, again, they have very good insight  
13 into where they think the resources for each  
14 individual utility would be coming from.

15           So we looked at that and we kind of  
16 plotted that on a map and said, okay, there's a  
17 good chance that we're going to see -- and, again,  
18 keep in mind this was 2004 when we kicked this off  
19 and, you know, the issues surrounding carbon  
20 probably weren't quite as intense as they are now  
21 certainly, and so, you know, it was our view that  
22 there was probably likely to see coal generation  
23 developed in North Dakota, we would see wind  
24 generation in North Dakota, South Dakota, different  
25 parts of Minnesota, we thought there would be

1 hydrogeneration from Canada, and then from a  
2 perspective of gas being more of a local peaking  
3 need, we knew that that would also be part of the  
4 mix, as well. And so that was -- we said there's  
5 all these different places where generation can  
6 develop.

7           We have a -- well, load forecasting is not  
8 easy necessarily, but that probably has a little  
9 more certainty in determining really the assumption  
10 of where generation will develop, so we had a  
11 pretty good idea what we thought our loads would be  
12 growing to, and so then we said, okay, we need to  
13 match, you know, this much more generation to this  
14 load growth that we're adding to our system, and so  
15 then the question became what specific sites do we  
16 pick. And so, you know, rather than saying it was  
17 all going to show up in one area, we picked a  
18 variety of areas.

19           So I think in our case we needed to select  
20 like 6,000 megawatts, and so we created these, what  
21 we call, biases where we said, okay, in the  
22 Minnesota bias we will have more of the generation  
23 come locally, meaning probably more natural gas and  
24 wind. In the -- I believe -- I can't remember the  
25 specific reference that I had, but I think it was

1 either the western bias or the northwestern bias,  
2 that we were going to see more of the generation of  
3 that 6,000 megawatts showing up in the Dakotas and  
4 Canada. And then I think the eastern bias was  
5 really saying that we were going to see generation  
6 in Wisconsin and Iowa.

7           So it was an attempt to try and come up  
8 with some different scenarios because we don't  
9 really know for sure where the generation was going  
10 to go. But the hope was that we were going to be  
11 able to give -- you know, provide enough  
12 flexibility that regardless of where the generation  
13 shows up, we have a good transmission system to  
14 accommodate it.

15           Q.    Okay. It takes a long time to put all  
16 this stuff together, so in 2005 or '6, let's say,  
17 how often do you go back and plug in new numbers to  
18 this so you -- so you -- maybe this is not the  
19 right market, this was developed 18 months ago?

20           A.    Yes, that's -- again, that's another good  
21 question. You know, in planning you're continually  
22 evaluating your projects and you're continually  
23 relooking at your assumptions, and I think some of  
24 my direct testimony in Exhibit 5 -- yeah, Exhibit  
25 5, I talk about some of the other ongoing study

1 efforts that we did.

2 Now, one of the things that I think is  
3 unique with our CapX Initiative is we took -- and  
4 we created this vision plan, and that's the look at  
5 the year 2020. And, again, thinking back to 2004,  
6 you know, we've already gone six years, but we  
7 projected out to the year 2020, but then, in  
8 addition to that, we really took the very  
9 short-term look because we knew we had reliability  
10 concerns in the Red River Valley, the Bemidji area,  
11 the St. Cloud, Minnesota area, the Rochester,  
12 Minnesota, area, the southern metro of the Twin  
13 Cities, along with more of a need for renewable  
14 energy, the objectives and the standards that were  
15 coming out, and so we literally looked in more  
16 detail.

17 So I think like the example that I give  
18 you is in the study that justified the Fargo and  
19 the Bemidji project, we really -- we actually  
20 gathered actual system data, historic data, and  
21 that was our starting point. And then from that we  
22 made some assumptions, okay, at what point does the  
23 system no longer work and does it -- you know, and  
24 what's that time frame for which that's going to  
25 happen? And so that's how we proceeded there.

1           Now, we are going to -- you know, I think  
2           as my testimony mentioned, you know, we're  
3           continually taking a look. Now, at some point you  
4           make a decision that you need to go forward with  
5           the project and, you know, there's nothing that  
6           we've seen that would say, you know, these four  
7           projects that we've initiated with our CapX Group 1  
8           would change as a result of system assumptions.

9           Q.    Okay. I saw in the testimony about a  
10          recent line, Harvey to Glenboro, in 2002, up in  
11          that north central part of the state. Do you  
12          remember any of the modeling from a Minot to a  
13          Fargo line? I mean, that's the same age system up  
14          there. We just did a different power line from  
15          Williston to Tioga to meet the huge growing energy  
16          demands up there. I mean, it would seem to me that  
17          we should be building -- if nothing else, there  
18          needs to be replacements in there. Why wouldn't  
19          that be put in this project?

20          A.    Okay. We did as part of the -- we call it  
21          the TIP study, the transmission improvement  
22          planning study, and, again, that was what I'd  
23          call -- refer to as the detailed study that's  
24          really supporting the need for the Fargo project  
25          and the Bemidji project. We did look at an

1 alternative from -- it was actually the McHenry  
2 substation to the Grand Forks area.

3 Q. Okay.

4 A. We did look at another line from like  
5 Center to Fargo. We looked at a line from Canada  
6 down into the Grand Forks area. Those were  
7 alternatives that we looked at. And, again, back  
8 in 2004 -- you know, there's a lot of factors that  
9 go into the deciding of, you know, what is the best  
10 project or which -- you know, you've got these  
11 four, five options, what's the best solution.

12 You know, we factor -- you know, one, it  
13 has to meet the technical need, but there's also,  
14 what are the impact on system losses, ultimately  
15 the cost of the facility and things along those  
16 lines. And at the time in 2004, you know, there's  
17 a reliability need also in the St. Cloud area, the  
18 Alexandria, Minnesota, area as well as the Red  
19 River Valley, and so that was part of the big  
20 reason as to why we selected the Fargo project as  
21 opposed to a Minot to Grand Forks.

22 Now, to your question about the growth,  
23 and we certainly have not necessarily seen it on  
24 Otter Tail's system, but, you know, we have joint  
25 transmission systems with Central Power Electric

1 Cooperative, which is a member of Basin, and they  
2 are -- we are starting to see that kind of creep  
3 into the western edges of our system and we're  
4 talking about, you know, how do we -- what's the  
5 best solution for identifying a fix for that. So I  
6 indicate that planning is underway or continues to  
7 look at that issue to ensure that we have an  
8 adequate system up there.

9 Q. Okay. And I'm not trying to play got you  
10 with different witnesses, but maybe you heard me  
11 ask the fellow from MISO about, you know, what's  
12 the benefit to the Minot area. I mean, what do you  
13 think is the big benefit of these projects in the  
14 eastern part of the state to our western and  
15 northwestern customers?

16 A. You know, again, when you talk about the  
17 level of transmission facilities that we're talking  
18 about, you know, it's a situation, I think -- I  
19 hate to use the example of the blackout on the East  
20 Coast in 2003 where you saw something initiate in  
21 Ohio that ultimately took out a good chunk of the  
22 electrical system in the Northeast. And while we  
23 certainly don't want to see that happen here, you  
24 know, the 345 kV system and that class of system  
25 can have a wide ranging impact on reliability, and

1 so it's not -- I think, as Mr. Webb indicated, it's  
2 more of that cascading effect. While the line is  
3 not physically located there, it helps prevent some  
4 cascading effect. I think that would be from a  
5 reliability perspective the benefit to western  
6 North Dakota.

7 I think it also -- you know, in addition  
8 to the reliability piece, I mean, again, I think  
9 it's providing a more robust system to ensure that  
10 whether we have the planning reserves for  
11 generation, capacity planning and things like that,  
12 it gives more opportunity for being able to have  
13 power brought in.

14 Now, generally we always think of North  
15 Dakota as being a net exporter, and that is by and  
16 large the case, but I think there are situations  
17 where generation can be offline, that it may  
18 need -- the power may need to be brought in. And  
19 so while the benefits may not be as direct as, say,  
20 a Fargo -- you know, a customer in Fargo, there are  
21 still some what I view as ancillary benefits to  
22 customers further west.

23 COMMISSIONER KALK: Okay. Thank you.

24 JUDGE WAHL: Further -- Commissioner  
25 Clark.

**FURTHER EXAMINATION**

1

2 **BY COMMISSIONER CLARK:**

3 Q. Just quickly, Tim, could you walk us  
4 through Otter Tail's decisions on how it decided to  
5 own 13 percent of the Fargo line, 20 percent of  
6 Bemidji, only 4 percent of Brookings and not  
7 participate in La Crosse?

8 A. Okay. Yeah. I think Ms. Patel kind of  
9 described kind of the high-level goal of the CapX  
10 utilities, which was to try and match your  
11 investment with what you thought your load would be  
12 paying. And, you know, we didn't have -- today we  
13 have very detailed information from MISO on the  
14 Fargo, La Crosse and Bemidji project as far as how  
15 costs are going to get allocated, but we had some  
16 preliminary estimates at that time on that.

17 And so essentially we literally got  
18 together in a room and said, okay, here's what we  
19 think your total investment needs to be and then  
20 kind of went around the table and said, Which  
21 projects would you like to invest in?

22 And, you know, from our perspective, you  
23 know, it was important for us, you know -- I think  
24 the La Crosse one was easy for us to say that one  
25 really doesn't make sense, it's out of our

1 traditional service territory, you know, we don't  
2 have any load down there. I mean, it's very remote  
3 from our system. So that one was pretty easy.

4           The other three are -- well, certainly two  
5 of them are really in what I'd call embedded or a  
6 part of the -- a good part of the project is  
7 embedded in our system, the Fargo project and the  
8 Bemidji project, and so we felt we needed to be  
9 part of those, and I think the level that we're  
10 invested in kind of represent that.

11           The Brookings project is a little bit  
12 different because it's more on the edge, although  
13 it does tie into the Granite Falls, Minnesota, area  
14 which we have facilities, and so that was one that  
15 we felt that made some sense for us to invest in,  
16 as well.

17           But our overall goal was trying to  
18 balance, you know, what our customers would require  
19 and what our loads would probably have to pay  
20 versus what we would invest.

21           Q.    Is the low level of participation in the  
22 Brookings project also representative of the fact  
23 that Otter Tail seems to be meeting or close to  
24 meeting its renewable goals by getting renewable  
25 power really in the heart of its service territory

1 as opposed to the periphery of it?

2 A. I don't -- you know, one thing you've got  
3 to go back to is, again, at that time, this was  
4 probably in 2005 that we were making these  
5 decisions, and so I don't think that we were, you  
6 know, at that point in time as confident as we are  
7 now to know where we're at. In fact, I don't even  
8 know if the -- you know, at that point I think the  
9 only renewable mandate -- or not necessarily  
10 mandate, but the renewable energy objective is what  
11 we were under in Minnesota. The studies that were  
12 done were based on that, not the renewable energy  
13 standard or the North Dakota renewable energy  
14 objective. And so I don't -- at the time that was  
15 going on, I don't believe that that was a factor.

16 COMMISSIONER CLARK: Okay. Thanks.

17 JUDGE WAHL: Commissioner Cramer.

18 **FURTHER EXAMINATION**

19 **BY COMMISSIONER CRAMER:**

20 Q. Well, I just might comment and then maybe  
21 seek some elaboration on this struggle that you  
22 sense from us occasionally, and I'm sure you, you  
23 know, probably have the same struggle from time to  
24 time as a producer, exporter as opposed to looking  
25 out for the retail customers, which is what we're

1 doing today, of Otter Tail Power. I'm always  
2 intrigued by the 2005 sort of starting point and  
3 premise of a lot of this considering that the  
4 economy changed so dramatically between then and  
5 today and what role that might have played in any  
6 tweaking and even long-term outlook as one sort of  
7 topic that you might elaborate a little bit on, if  
8 you would, another being the process of doing a  
9 benefit analysis -- I guess cost-benefit --  
10 analyzing the cost-benefits of the double-  
11 circuiting issues, which I found intriguing and  
12 encouraging, frankly, in your testimony and why  
13 that's a good thing for Otter Tail customers and  
14 what kind of exposure that might put them under  
15 versus ultimately a benefit. If you'd just  
16 elaborate a bit on those two issues.

17 A. Okay. Maybe the first question kind of  
18 related to the -- I'll call it the economic  
19 downturn and probably reduced load forecasts. You  
20 know, we did take a pretty hard look at that. We  
21 got asked some questions in some other regulatory  
22 proceedings, you know, how does that change your  
23 plans?

24 And while it certainly, you know, reduced  
25 load, has a potential to do that, you know, what

1 we're talking about here are what we view are some  
2 very long-term type of projects and benefits, and I  
3 think it's very true with this class of  
4 transmission when you look at how long it takes to  
5 develop and ultimately get into service, that we  
6 can't precisely bring these projects in, you know,  
7 on the day before they're needed.

8           And so while we've certainly seen the  
9 downturn in load in the region, I mean, we've seen  
10 that historically, too, you know, this certainly  
11 has been a pretty substantial one, but we would  
12 view that it will ultimately recover and will get  
13 back on a track. Now, maybe it's a year or two  
14 behind, but, again, with the amount of time that it  
15 takes to put these projects in, you know, we can't  
16 precisely place these things in that granular.

17           With respect to the cost-benefit of, you  
18 know, do you do the double-circuit today or do you  
19 wait and do it at a future time, you know, I think  
20 the big -- the big driver there is really looking  
21 at system losses, the energy losses, the capacity  
22 losses associated with having effectively one line  
23 or two lines. And you can do an economic analysis  
24 that will, you know, tell you -- or, you know, give  
25 you some guidance with respect to is that a good



1 this transmission line? Because I don't know that  
2 we've talked about that much today.

3 A. Okay. And I assume -- maybe you can  
4 clarify the question, but alternatives to building  
5 transmission, not just the transmission  
6 alternatives, or --

7 Q. We want to meet Otter Tail's future demand  
8 and NSP's demand.

9 A. Okay.

10 Q. If we don't build this big power line,  
11 CapX2020, can we still meet demand in the future,  
12 is that part of the -- I mean, I'm sure if you look  
13 at all this, you must look at different scenarios.  
14 One is you don't build the line. That would be one  
15 scenario that I think you would have to look at.

16 A. Yes.

17 Q. Proceed forward, I guess, how that fell  
18 apart.

19 A. Well, one -- you know, one thing with --  
20 you know, when we looked -- talk about the --

21 Q. In North Dakota particularly.

22 A. Okay.

23 Q. I'm not concerned about Minnesota's  
24 concerns.

25 A. Okay. I think, again, the biggest need

1 that we see in North Dakota is -- I mean, there's  
2 two primary drivers. One is the reliability and  
3 making sure that we can serve the load at all -- at  
4 all load levels, and I think that's kind of a --  
5 what we view as a no option. I mean, we don't have  
6 an option not to serve that load for a variety of  
7 reasons, of one which is being -- you know, by  
8 NERC, or the North American Electric Reliability  
9 Council, has mandatory standards that say we have  
10 to keep the voltages on this system within a  
11 certain range, we have to keep the loadings on our  
12 facilities within a certain range. If we did  
13 nothing, we would not be able --

14 Q. Maybe I should ask it a different way, I  
15 guess. How much benefit is there working with  
16 others to build a transmission line that you don't  
17 have to build on your own, because thinking back to  
18 my previous question about that line from Grand  
19 Forks, let's say, to Minot, that probably would be  
20 all you folks and Otter Tail -- or you and Xcel,  
21 because no one else would want to participate with  
22 it. How much benefit do you gain by merging all  
23 you groups together to build power lines? That's a  
24 better way, I think, to phrase the question.

25 A. Okay. I think we can get -- we build off

1 the synergies of being able to rather than address  
2 individual needs like -- and I know you asked the  
3 North Dakota question --

4 Q. Sure.

5 A. -- but the one that comes directly to mind  
6 is actually Alexandria, Minnesota, where we could  
7 do some things with a lower voltage, 115 kV  
8 facilities and we would address the local issue  
9 there, but it really doesn't do anything else for  
10 the rest of the system. But I think what we've  
11 done is by coming together and addressing multiple  
12 needs with a larger project, again, which we view  
13 as the least cost from a system perspective, we're  
14 able to get more benefits in this example of  
15 increasing the North Dakota export capability by  
16 building a line like Fargo to St. Cloud.

17 Q. So is one of the reasons -- you know,  
18 Central Power delivers power around the state. Is  
19 one of the reasons just different levels of  
20 jurisdiction why you don't work with those folks  
21 more to build power lines? I mean, they move power  
22 around the state, as well.

23 A. Yes. Very good question. I think maybe  
24 Mr. -- Commissioner Clark asked that question about  
25 whether -- no, actually it was you, Commissioner

1 Kalk, that, you know, was MDU engaged in this. And  
2 early on they were. We'd asked them if they were  
3 interested, and their general belief was that  
4 they're -- they were kind of removed from the rest  
5 of the companies and, therefore, they didn't really  
6 engage too much.

7 Basin Electric was another entity that we  
8 asked to participate in this, as well. Now, that's  
9 what I'd say is more from a business perspective.  
10 You also have the planning perspective of the  
11 transmission planners that get together to review  
12 projects and ensure that, you know, if we add a  
13 project to the system, it's not going to create a  
14 problem. We've definitely and continue to engage  
15 MDU and Basin and WAPA and the others, Minnkota --  
16 continue to see kind of that planning coordination  
17 going on there. I think what's different is from a  
18 business perspective, are you willing to commit to  
19 projects, do you want to invest in projects?  
20 That's kind of where the difference --

21 Q. Would it be fair to say it all ties back  
22 to participating in MISO as some of the difference  
23 of how we look at -- I mean, that would be obvious,  
24 I guess.

25 A. That's certainly part of it. But I would,

1 you know, give the example of Minnkota being part  
2 of the Bemidji project. You know, they're a  
3 non-MISO entity. They recognize that they have an  
4 obligation for contributing to the transmission  
5 system in that region, both the Red River Valley  
6 and the local Bemidji area, and so basically we --  
7 and that was really how transmission projects used  
8 to get done. I mean, you'd work together with your  
9 neighbor and you'd identify your need and you'd  
10 agree you build this and we'll build that and we'd  
11 call it good. And MISO has just kind of really  
12 helped facilitate more of the planning aspect of  
13 it, but it still does allow for a non-MISO entity  
14 to be part of it, as well.

15 COMMISSIONER KALK: Thank you.

16 JUDGE WAHL: Commissioner Clark.

17 **FURTHER EXAMINATION**

18 **BY COMMISSIONER CLARK:**

19 Q. Following up on that, how then does a  
20 non-MISO entity receive cost recovery for this?  
21 For example, in the case of MDU, although they're  
22 not a project participant, MDU customers will very  
23 likely be paying for some portion of this through  
24 the MISO tariff as well as other utilities across  
25 the region. How does it work with a non-MISO

1 market participant like Minnkota?

2 A. You know, I can't speak for Minnkota  
3 obviously, but it's my understanding that  
4 effectively they will recover that from their  
5 customers. You know, since they're not part of  
6 another regional tariff --

7 Q. So they'll just front the money and  
8 however they get it from their customers, they get  
9 it from their customers?

10 A. That would be my understanding, yes.

11 COMMISSIONER CLARK: Okay. Thanks.

12 JUDGE WAHL: Further questions from the  
13 Commission? Followup, Mr. Simpser?

14 MR. SIMPSE: Nothing further, Your Honor.

15 JUDGE WAHL: Questions, Mr. Beall?

16 MR. BEALL: Nothing, Your Honor.

17 JUDGE WAHL: Ms. Jeffcoat-Sacco?

18 MS. JEFFCOAT-SACCO: Nothing further.

19 JUDGE WAHL: Ms. Bendish?

20 MS. BENDISH: No, Your Honor.

21 JUDGE WAHL: Thank you very much, Mr.  
22 Rogelstad.

23 THE WITNESS: Thank you.

24 JUDGE WAHL: Mr. Simpser.

25 MR. SIMPSE: Your Honor, applicants have

1 no more witnesses and are happy to concede the  
2 floor.

3 JUDGE WAHL: Ms. Jeffcoat-Sacco.

4 MS. JEFFCOAT-SACCO: I'd like to call  
5 Jerry Lein. We're going to hand out Exhibit 10.

6 JUDGE WAHL: Mr. Lein, we almost don't  
7 need to do the drill, but I must. As you're well  
8 aware, your testimony is required to be under oath  
9 and I'm required by law to advise you regarding  
10 perjury before administering the oath. Perjury is  
11 a false statement of material fact which you do not  
12 believe to be true. In North Dakota perjury is a  
13 Class C felony, punishable by a fine up to \$5,000,  
14 imprisonment for a period of up to five years, or  
15 both. Will you raise your right hand, please?

16 **JERRY LEIN,**

17 being first duly sworn, was examined and testified  
18 as follows:

19 JUDGE WAHL: Ms. Jeffcoat-Sacco.

20 MS. JEFFCOAT-SACCO: Thank you.

21 **EXAMINATION**

22 **BY MS. JEFFCOAT-SACCO:**

23 Q. Good morning. Would you please state your  
24 name and spell your last name for the record?

25 A. Jerry Lein, L-e-i-n.

1 Q. Can you tell us your employer and business  
2 address, please?

3 A. Public Service Commission, 600 East  
4 Boulevard Avenue, Department 408, Bismarck, North  
5 Dakota 58505.

6 Q. And what is your position with the Public  
7 Service Commission?

8 A. Public utility analyst II.

9 Q. How long have you worked at the Commission  
10 and in what capacity?

11 A. I began as a public utility analyst with  
12 the Commission in 1988 and left for a period from  
13 1993 until I returned in 1997 as a public utility  
14 analyst.

15 Q. Can you summarize your education, please?

16 A. I have a Bachelor's degree in electrical  
17 engineering from North Dakota State University  
18 where I also completed graduate coursework and  
19 served as an instructor and a teaching assistant in  
20 electrical engineering.

21 Q. What other regulatory -- utility  
22 regulatory experience do you have?

23 A. I served as an adviser to the Public  
24 Service Commission of Nevada from early 1994 until  
25 late 1997.

1           Q.     Would you please briefly describe your  
2 responsibilities in your current position with the  
3 Commission?

4           A.     I serve as an adviser to the Commission  
5 with primary responsibility for matters relating to  
6 electric service, including electric transmission  
7 issues.

8           Q.     And what are your responsibilities with  
9 respect to the projects at issue in these two  
10 cases?

11          A.     I was assigned as lead staff responsible  
12 for analysis and recommendations to the Commission  
13 regarding requests filed by Otter Tail and NSP for  
14 an advance determination of prudence for the  
15 projects as advisory staff -- I'm sorry -- as  
16 advocacy staff.

17          Q.     We're both mixing that up today. Are you  
18 the same Jerry Lein who filed direct written  
19 testimony on April 26, 2010?

20          A.     Yes.

21          Q.     And do you have a copy of that Exhibit  
22 10 -- it's been marked as Exhibit 10 in front of  
23 you? Do you recognize it?

24          A.     Yes.

25          Q.     What is it?

1           A.     It is my prefiled direct testimony that  
2 was filed with the Commission on April 26, 2010.

3           Q.     Thanks. Was this written testimony  
4 prepared by you or under your direction and  
5 control?

6           A.     Yes.

7           Q.     Do you have any additions or corrections  
8 to this testimony?

9           A.     Yes. On page 7 the word "Wishek" on line  
10 18 should have been printed after the dash on line  
11 17 so that the phrase would read, quote, series  
12 compensate Hettinger - Wishek, end quote.

13          Q.     Thank you. Subject to the change that you  
14 just made, if I asked you the same questions today,  
15 would your answers be the same?

16          A.     Yes and no.

17          Q.     In what way would your answers change if  
18 you answered these questions today?

19          A.     My answers regarding the Brookings project  
20 would be the same, but my answers regarding federal  
21 and state jurisdiction -- they would be similar,  
22 too, except that I've since learned of some  
23 deference from states to set transmission rates  
24 paid for bundled retail load.

25          Q.     Thank you. Subject to the changes that

1 you just mentioned, are the answers to the  
2 questions in Exhibit 10 true and correct?

3 A. Yes.

4 MS. JEFFCOAT-SACCO: I offer Exhibit 10.

5 JUDGE WAHL: Mr. Simpser?

6 MR. SIMPSE: No objections, Your Honor.

7 JUDGE WAHL: Mr. Beall?

8 MR. BEALL: No objections.

9 JUDGE WAHL: Ms. Bendish?

10 MS. BENDISH: No objection.

11 JUDGE WAHL: Exhibit 10 is received.

12 MS. JEFFCOAT-SACCO: Thank you.

13 Q. (MS. JEFFCOAT-SACCO CONTINUING) Mr. Lein,  
14 are you familiar with the settlement, Exhibit 1?

15 A. Yes.

16 Q. Were you involved in the discussions and  
17 negotiations that resulted in this settlement  
18 agreement?

19 A. Yes.

20 Q. Do you have a recommendation for the  
21 Commission regarding the settlement?

22 A. Yes.

23 Q. And what is your recommendation?

24 A. I recommend the Commission adopt the  
25 settlement.

1 Q. And why do you recommend that the  
2 Commission adopt the settlement?

3 A. I have been active in regional  
4 transmission planning for a long time. I followed  
5 the CapX Initiative through the Midwest ISO and the  
6 MAPP planning processes since it was initiated, and  
7 all the regional transmission planning efforts  
8 going forward start with an assumption that these  
9 CapX projects will be in service. I believe they  
10 are all needed projects.

11 I was concerned about granting an advance  
12 determination of prudence at this time for the  
13 Brookings line because of uncertainties with the  
14 cost allocation and possible extension to Big Stone  
15 or perhaps further. I believe this settlement  
16 adequately addresses those concerns by requiring  
17 further filings and further Commission action to  
18 confirm the advance determination of prudence prior  
19 to the applicants making major financial  
20 commitments in the project.

21 Q. Thank you. In your opinion, is the  
22 settlement a reasonable resolution of the issues  
23 before the Commission in these cases?

24 A. Yes.

25 MS. JEFFCOAT-SACCO: That's all I have. I

1 tender the witness for cross-examination.

2 JUDGE WAHL: Mr. Simpser.

3

**EXAMINATION**

4 **BY MR. SIMPSE:**

5 Q. Just to clarify, the settlement is Exhibit  
6 2, not 1?

7 MS. JEFFCOAT-SACCO: Sorry.

8 THE WITNESS: Yes.

9 MR. SIMPSE: No problem. No further  
10 questions.

11 JUDGE WAHL: Mr. Beall?

12 MR. BEALL: I have no questions.

13 JUDGE WAHL: Ms. Bendish?

14 MS. BENDISH: No questions, Your Honor.

15 JUDGE WAHL: Questions from the  
16 Commission? Commissioner Clark?

17

**EXAMINATION**

18 **BY COMMISSIONER CLARK:**

19 Q. Jerry, the Brookings line under something  
20 like an OMS proposed cost allocation or RECB  
21 proposed cost allocation, could you explain how you  
22 believe that would work?

23 A. The latest proposal that looks like is  
24 going forward with what will be filed by the  
25 Midwest ISO by July 15th has a cost sharing

1 methodology that applies to what Mr. Webb called  
2 was multi -- MVPs -- multivalue projects. I keep  
3 wanting to call them multipurpose projects, but  
4 that term has changed over a while. My  
5 understanding is that these projects will be  
6 individually designated and so the Brookings  
7 project would have to go through some kind of an  
8 approval process to get designated for that. If it  
9 does and gets that designation, it would be  
10 regionally cost shared on a postage stamp basis  
11 across the MISO footprint.

12 COMMISSIONER CLARK: I think that's all  
13 the questions I have. Thanks.

14 JUDGE WAHL: Further questions from the  
15 Commission? Commissioner Kalk.

16 **EXAMINATION**

17 **BY COMMISSIONER KALK:**

18 Q. Jerry, thank you for your testimony. You  
19 testified that these are needed projects. Could  
20 you break that down a little bit more? Needed by?  
21 Needed by the region? Needed by the state? Needed  
22 by everybody? I mean, do you feel comfortable  
23 with, you know, that everyone needs this project in  
24 the state?

25 A. I think all three of those.

1 Q. Okay.

2 A. They're really regional projects, and I  
3 think that they are necessary for planning going  
4 forward. If we want to expand on some of the  
5 things that are going on with this cost sharing  
6 initiative, these are all baseline projects, I  
7 think.

8 COMMISSIONER KALK: All right. Thank you,  
9 Jerry.

10 JUDGE WAHL: Commissioner Clark.

11 **FURTHER EXAMINATION**

12 **BY COMMISSIONER CLARK:**

13 Q. When you say "all," are you referring to  
14 all four or are you still drawing a distinction  
15 between the three and -- that are clearly  
16 reliability and Brookings?

17 A. Well, there is a distinction, like you  
18 say, in that the Brookings line is more of a  
19 generation outlet line. It does serve some  
20 reliability needs through some communities down in  
21 southwestern Minnesota, but it is primarily to move  
22 power westward -- eastward from the Buffalo Ridge  
23 area, but it's needed to increase North Dakota  
24 exports and to make a more robust system.

25 JUDGE WAHL: Further questions from the

1 Commission? Followup, Ms. Jeffcoat-Sacco?

2 MS. JEFFCOAT-SACCO: I have nothing, Your  
3 Honor.

4 JUDGE WAHL: Mr. Simpser?

5 MR. SIMPSE: Nothing, Your Honor.

6 JUDGE WAHL: Mr. Beall? Hello, Mr. Beall.

7 MR. BEALL: Nothing, Your Honor.

8 JUDGE WAHL: Ms. Bendish?

9 MS. BENDISH: No questions, Your Honor.

10 JUDGE WAHL: All right. Thank you very  
11 much, Mr. Lein.

12 THE WITNESS: Thank you.

13 JUDGE WAHL: Anything further, Ms.  
14 Jeffcoat-Sacco?

15 MS. JEFFCOAT-SACCO: We have nothing.  
16 Thank you.

17 JUDGE WAHL: Ms. Bendish, anything for the  
18 Commission?

19 MS. BENDISH: Nothing, Your Honor.

20 JUDGE WAHL: Commissioners, are we  
21 concluded? Is there any further questions from the  
22 Commission to be directed to any party with regard  
23 to this settlement agreement? That was kind of  
24 left by me, I guess, with a return. Any further --  
25 let's put it this way. Do the Commissioners have

1 any further questions for the parties?

2 Commissioner Kalk.

3 COMMISSIONER KALK: Judge, I just have one  
4 question. I wasn't too sure who to ask it to. A  
5 lot of discussion about Otter Tail potentially  
6 withdrawing out of MISO, and I wanted to ask  
7 someone from Otter Tail how this -- on one hand,  
8 we're going into a big agreement here potentially  
9 with folks in MISO to build a huge transmission  
10 line. Another part of the corporation is  
11 potentially pulling out of MISO.

12 JUDGE WAHL: Mr. Simpser, can -- Mr.  
13 Krikava.

14 MR. SIMPSE: We can recall Mr. Rogelstad  
15 to answer that question.

16 JUDGE WAHL: Mr. Rogelstad, you  
17 understand, of course, that your testimony  
18 continues under oath and subject to penalties of  
19 perjury?

20 MR. ROGELSTAD: Yes.

21 JUDGE WAHL: Mr. Simpser?

22 MR. SIMPSE: I have no questions, if the  
23 Commissioner would like to.

24 **TIMOTHY J. ROGELSTAD,**

25 having been previously duly sworn, was examined and

1 testified as follows:

2

**FURTHER EXAMINATION**

3

**BY COMMISSIONER KALK:**

4 Q. Just to, I guess, restate the question, is  
5 that we have a lot of discussion going on in  
6 different parts of the Commission. One is we're  
7 tracking MISO very closely and Otter Tail and MDU  
8 potentially might be pulling out of MISO, and we  
9 had that decision going on and also as potentially  
10 building transmission projects. How does the  
11 company reconcile those two things, which seem to  
12 be diabolical ends?

13 A. Again, very good question. That certainly  
14 is a very big concern for us, is getting a  
15 satisfactory cost allocation outcome from MISO.  
16 And, you know, we're hopeful that what's going to  
17 get filed in July is going to -- you know, is going  
18 to be something that's workable for us.

19 And, you know, there's two things we see.  
20 One is, I mean, we still have an obligation -- I  
21 mean, I'll use an example. Like Minnkota, for  
22 example, they're not a MISO member, but they still  
23 had an obligation to kind of contribute to the  
24 building of the transmission system, and so for the  
25 projects of Fargo and Bemidji it's very clear that

1 we have some obligation, that whether we're in MISO  
2 or not, we probably need to make some investment.  
3 How that gets handled -- would we leave MISO, it  
4 would probably be handled somewhat similarly to  
5 what Minnkota would do.

6           The Brookings project is one that's  
7 probably a little less clear because, again, that  
8 one isn't quite as directly -- you know, as clear  
9 that there's a need on -- directly on our system  
10 like the other ones. But, you know, that's why  
11 primarily our investment in that one is a pretty  
12 small piece compared to the other ones.

13           So we certainly continue to monitor that  
14 and, I mean, that is a big factor in deciding -- I  
15 mean, if we got a bad cost allocation outcome, we  
16 would reevaluate our investment in some of these  
17 projects, if not all, but I would generally think  
18 that we would have probably some investment still  
19 for a couple of these projects.

20           Q.     Sure. And then perhaps I need to talk to  
21 Annette afterwards, but the way Minnkota would  
22 recover would be different than the way Otter Tail  
23 would have to request to recover it, so, I mean, it  
24 wouldn't be quite as easy as it may sound from what  
25 I believe, so I think that this is going to be key

1 because it would seem to me that if Otter Tail  
2 would decide it doesn't get the right thing, they  
3 could pull out of CapX2020 and all of a sudden  
4 we're short and who's paying for this project.  
5 Just what would your thoughts of that statement be?

6 A. Yeah, I mean, I think that is a very -- I  
7 mean, that is a scenario and I think the agreements  
8 that have been developed kind of have contemplated  
9 the situation, you know, that somebody may need to  
10 exit their investment. You know, if you remember,  
11 we have the development phase and that's being  
12 funded, but then we'll hopefully transition some of  
13 these projects yet later this summer or fall to a  
14 point where now we have to make the final  
15 commitment to say we're in for this much, and then  
16 at that point it's kind of a point of no return or  
17 it would be very financially harmful to change your  
18 position in the project.

19 And so that -- I think we've -- the CapX  
20 group as a whole has contemplated this fact that  
21 there may be some change from who developed these  
22 projects or funded the development to who  
23 ultimately foots the construction bill. We think  
24 for the most part most of it will stay the same,  
25 but there certainly is a possibility that that

1 could change.

2 Q. Just the way I understand the process in  
3 MISO in this interconnect fee is the FERC has to  
4 decide on this. And I don't know that that's  
5 realistic to think that they would weigh in on this  
6 with a final decision by this summer sometime. Is  
7 that -- Commissioner Clark is a little more savvy  
8 on some of that than I am. The MISO business,  
9 doesn't that -- they can have their agreement, but  
10 doesn't that still have to get back in front of the  
11 FERC for final blessing? I don't -- these  
12 timelines are going to be interesting because with  
13 the FERC's final decision, it would seem to me it  
14 would have to be before your decision to jump in or  
15 out of this. And as the time clock clicks forward  
16 this summer, we would be hopeful that that would  
17 come out, but I see this as an interesting  
18 challenge.

19 A. Yeah, it certainly is. And, you know, if  
20 you look at the two projects, if you will, that  
21 we'll be asked to -- or the companies will be asked  
22 to commit to, you know, transition from the  
23 development phase to the construction phase by  
24 execution of project agreements, it's the Fargo  
25 phase 1 project and then the Bemidji project and,

1 again, for us, you know, we're continuing to  
2 monitor the MISO filing and, you know, we'll see --  
3 I mean, that will factor into our decision, but I  
4 think we're feeling like the direction that it's  
5 going right now is positive, but until FERC issues  
6 its final order, which may be, you know, sometime  
7 early next year, you know, we have to evaluate what  
8 kind of risk that we'd be willing to take.

9 COMMISSIONER KALK: Back to the settlement  
10 agreement. Thank you very much.

11 JUDGE WAHL: Commissioner Clark.

12 COMMISSIONER CLARK: I think this is  
13 probably a question for counsel as opposed to a  
14 witness. It's on the settlement.

15 JUDGE WAHL: My question -- I should have  
16 asked for questions for Mr. Rogelstad from the  
17 Commission.

18 If not, thank you very much, Mr.  
19 Rogelstad.

20 And, yes, indeed, Commissioner Clark, my  
21 intention was to allow the Commissioners to raise  
22 questions, including questions to counsel,  
23 concerning the settlement agreement.

24 COMMISSIONER CLARK: Okay. Great. Thank  
25 you. All right. I've read paragraph 1 about 17

1 times, and I don't know if it's just a Monday  
2 morning and my brain isn't fully engaged yet, but  
3 what does that all mean?

4 MS. JEFFCOAT-SACCO: Number 1?

5 COMMISSIONER CLARK: Yeah, paragraph  
6 number 1.

7 COMMISSIONER CRAMER: In the terms?

8 COMMISSIONER CLARK: Well, to the extent  
9 such project is abandoned prior to execution by  
10 that applicant of, quote, legally binding  
11 contractual investment commitments, then in  
12 parentheses the project participation agreement or  
13 PPA, for the major procurement and construction of  
14 the abandoned project, the investment committee in  
15 parentheses.

16 What does that mean in real terms and how  
17 does that give the Commission some assurance that  
18 ratepayers don't get left on the hook -- you know,  
19 let's say we get a couple years into this project,  
20 it's still languishing because of some issue and a  
21 permit that's hung up because someone's made a case  
22 that we don't need any more transmission, that  
23 everything is going to get done via energy  
24 efficiency and distributed generation and we don't  
25 need any transmission built anymore, how does that

1 language give us assurance that North Dakota  
2 ratepayers won't be on the hook because something  
3 comes up?

4 JUDGE WAHL: Mr. Krikava.

5 MR. KRIKAVA: Thank you, Judge,  
6 Commissioner Clark. It's a lot of words, and we  
7 apologize for that part of it, but we did actually  
8 work pretty hard with Ms. Jeffcoat-Sacco to try to  
9 be clear to get to an outcome which is actually far  
10 simpler than the words seem to suggest, and that  
11 is -- and I'll hark back to what Mr. Rogelstad was  
12 just discussing with Commissioner Kalk -- there  
13 will come a point in time with each one of these  
14 four projects where the utilities will have to make  
15 a decision to put the big money down, make their  
16 investment decision, and all these words here are  
17 essentially trying to capture that concept, that  
18 when -- when -- we'll take Bemidji as a prototype.

19 When later this summer the parties come  
20 together and say the Bemidji project is ready to  
21 go, we're ready to launch into the construction  
22 phase, the five utility owners of that particular  
23 project then will be called upon to execute a  
24 document that's entitled a project participation  
25 agreement. One of the complicators we had with

1 this settlement is that we're referring to a  
2 document that doesn't yet exist, it's in  
3 negotiation. It's, I think, in more or less close  
4 to final form in many respects, but it's still --  
5 you know, a living document right now.

6 That is the document that then is going to  
7 commit the utility owner to its respective share of  
8 the project. So take, for example, Otter Tail and  
9 the Bemidji project, whatever their percentage of  
10 -- they will land on a percentage of the Bemidji  
11 project, and the day that they sign the PPA, Otter  
12 Tail will be committing -- and Xcel similarly to  
13 their percentage -- will be committing that X  
14 percent of this project cost construction through  
15 construction and energization belongs to me, and  
16 that share of ownership belongs to me and the only  
17 way they can get out of that at that point in time  
18 is essentially to breach the contract and incur  
19 very, very, very serious damages.

20 And so what ultimately this settlement is  
21 intending to convey is that at the present time  
22 before we sign those, you know, go/no go contracts,  
23 we accept the notion that there is some risk that a  
24 utility might back out of -- back out of the deal  
25 and today could do so with essentially their

1 current invested sunk costs at risk, but not the  
2 big money going forward. But once they sign the  
3 PPA, they're locked into the transaction  
4 completely.

5           And we believe that once the utilities are  
6 locked into the transaction, the likelihood and the  
7 risk of the project being abandoned is -- if not  
8 zero, it's awfully, awfully close to zero because  
9 now you have, you know, the Fargo project -- we'll  
10 use the Fargo project as an example here -- a 565,  
11 if I'm remember correctly, million-dollar capital  
12 project, and each of the participants who sign the  
13 PPA will have their pro rata share of that  
14 500-plus-million-dollar obligation, the likelihood  
15 that somebody is going to back out and incur that  
16 kind of an obligation at that point is pretty  
17 small.

18           COMMISSIONER CLARK: Executing this  
19 doesn't give an incentive to utility companies to  
20 get into the PPA, does it, because if once you  
21 cross into the PPA territory, or whatever the  
22 executed agreement is, then ratepayers are on the  
23 hook under North Dakota statute at least as opposed  
24 to before that -- no? Do you understand what I'm  
25 saying? I mean, does it offer a poor incentive?

1 In other words, once you get towards that deadline,  
2 maybe you've got some concerns still hanging out  
3 there, but if you get it executed, then the ADP  
4 fully kicks in and the ratepayers basically --  
5 there's not going to be any option but they get  
6 stuck with the tab, whereas if you delay that  
7 decision, then, you know, it's still -- the company  
8 has their skin in the game.

9 MR. KRIKAVA: We don't think so. That's  
10 certainly not the perspective that we were bringing  
11 to the settlement and, believe me, in my  
12 conversations --

13 COMMISSIONER CLARK: I don't think it's  
14 the intention.

15 MR. KRIKAVA: No, no. No, but that's  
16 actually a question that we talked about with Ms.  
17 Jeffcoat-Sacco on at least one occasion and we  
18 talked internally quite a lot that we don't want to  
19 create a perverse incentive, which is what I hear  
20 your question leading to. To the contrary, we  
21 think that the settlement agreement will indeed  
22 encourage the project participants to move to that  
23 next step to lock down the investment, not to lock  
24 down the ADP so much as it will be to lock down  
25 there ability to move forward with the investment

1 to move forward to make the projects a reality.

2 You know, as I think has been said a  
3 couple of times here today, one of the fundamental  
4 underpinnings from the applicants' perspective has  
5 been that we desire and want the feedback from our  
6 regulators. Minnesota gives us a certificate of  
7 need proceeding as Mr. Rogelstad described and as  
8 Ms. Patel described, North Dakota has this ADP  
9 process. All of this is very valuable feedback to  
10 us, and we believe that with the order coming out,  
11 if you all grant an ADP in this proceeding, you  
12 know, consistent with what we've negotiated in the  
13 settlement with your advocacy staff, we believe  
14 that will actually send not a backwards incentive  
15 message to the utilities, but in fact will send a  
16 very appropriate and very affirming message to them  
17 that, yes, you know, these are good projects and  
18 it's appropriate to go forward with them.

19 COMMISSIONER CLARK: Will applicants need  
20 to have all final permits in hand prior to the  
21 decision points that are referenced in paragraph 1?

22 MR. KRIKAVA: Applicants will need to have  
23 all critical permits in hand prior to signing that  
24 PPA or that investment commitment, and one of the  
25 items that remains in negotiation in that document

1 -- in those documents is a precise definition of  
2 what that means. The applicants are very clear --  
3 applicants and the other CapX utilities are very  
4 clear that major state regulatory permits are  
5 critical permits. A CPCN here in North Dakota, the  
6 route compatibility permit here in North Dakota,  
7 the certificate of need and route permits in  
8 Minnesota, the CPCN permit in Wisconsin as it  
9 pertains to the La Crosse project, things of that  
10 nature, are clearly the critical permits.

11           There is some debate as to whether it goes  
12 beyond those and, if so, how far beyond. I'm not  
13 all that personally tied into those negotiations,  
14 but what we know for sure is a list of those  
15 critical permits will get prepared in advance of  
16 the execution of those documents. And so what  
17 we've worked with your advocacy staff is that once  
18 that list gets crystallized, we'll be more than  
19 happy to get that list to you folks. And I believe  
20 we recognize that the list may be different with  
21 each project. La Crosse is going to have a little  
22 more of a Wisconsin, you know, centric permitting  
23 look to it as compared to the Bemidji project which  
24 is solely in Minnesota as compared to the Fargo  
25 project, which will have both North Dakota and

1 Minnesota components and, likewise, Brookings will  
2 have South Dakota and Minnesota permitting.

3 COMMISSIONER CLARK: And for Ms.  
4 Jeffcoat-Sacco, you're comfortable with the way  
5 that this is written, that it provides those  
6 protections and that all permits will be in hand  
7 and ready to go and this really is the point at  
8 which there's enough assurance that it's actually  
9 going to be built?

10 MS. JEFFCOAT-SACCO: Well, I'm certainly  
11 not going to promise you that it does all the  
12 things we hope it does, because I can't say that  
13 about any document, but we were trying very hard to  
14 use language that would be precise enough to give  
15 that protection. It does give in our mind --  
16 staff's mind more -- much more protection to  
17 ratepayers than a granting of advance determination  
18 of prudence simply on the app would.

19 COMMISSIONER CLARK: If something like  
20 this had been in force with the Big Stone ADP --  
21 now, in that case the permits had all been actually  
22 granted --

23 MS. JEFFCOAT-SACCO: Right.

24 COMMISSIONER CLARK: -- at least the  
25 critical ones seem to have been granted, but it was

1 the timeline that they were -- you know, it drug  
2 out that then caused other problems to occur.

3 So --

4 MS. JEFFCOAT-SACCO: I don't know what  
5 that magic cutoff would have been if something  
6 similar had been negotiated in Big Stone. I mean,  
7 I thought about that question, too. I don't have  
8 the answer to that.

9 In this case it -- anything can happen and  
10 we saw that in Big Stone. In this case we were  
11 simply trying to lock down some point in time when  
12 the chance of abandonment would be small. That's  
13 all we were trying to do here. I don't know that  
14 any of us thought about that question in Big Stone,  
15 you know, so I don't know where that point would be  
16 in something like Big Stone. I mean, that is the  
17 \$64,000 question, but I don't know the answer to  
18 it.

19 In this one I did want to point out that  
20 what they're waiving in paragraph 1 is the sort of  
21 automatic recovery subject to reasonableness in the  
22 ADP law. If they -- if it's abandoned at the  
23 earlier stage, the companies can still try to  
24 recover in a rate case in the traditional way so  
25 that that's clear.

1                   COMMISSIONER CLARK: Right.

2                   MS. JEFFCOAT-SACCO: I wish I could give  
3 you crystal ball assurance, but I cannot. All I  
4 can say is in our mind it has moved the point of  
5 risk closer to the company and a little farther  
6 from the ratepayers, except if you denied prudence,  
7 in which case it would be all the way with the  
8 company.

9                   COMMISSIONER CLARK: Moving to the  
10 Brookings line issue, and I haven't had a chance to  
11 read and understand this in any great detail, can  
12 you lay out for me exactly how that process will be  
13 a little bit different for the Commission, what  
14 information we're going to be getting back and then  
15 what decision points we have to make after we get  
16 that?

17                   JUDGE WAHL: I'm sorry, Commissioner  
18 Clark. Maybe before we move on past that, Mr.  
19 Beall, I don't expect that you have anything to  
20 add, which is not to say that you don't, but for  
21 the record, do you have any comment on the  
22 discussion thus far among Commissioner Clark, Mr.  
23 Krikava and Ms. Jeffcoat-Sacco?

24                   MR. BEALL: I have no comment. I'm just  
25 listening with great curiosity at this point. It's

1 a good discussion, but I appreciate you checking  
2 with me.

3 JUDGE WAHL: Ms. Bendish, anything to add  
4 on the topic just discussed?

5 MS. BENDISH: No, Your Honor.

6 JUDGE WAHL: Now let's proceed.

7 COMMISSIONER CLARK: And to clarify, MISO  
8 is not a party to the settlement and isn't  
9 taking -- is not taking a position on the  
10 settlement; right?

11 MS. JEFFCOAT-SACCO: That's correct.

12 MR. BEALL: Absolutely correct.

13 JUDGE WAHL: Party.

14 COMMISSIONER CLARK: They're a party to  
15 the case, which is why I asked.

16 JUDGE WAHL: Yes. Yes.

17 MS. JEFFCOAT-SACCO: I will try to answer  
18 the question on Brookings, and Jerry Lein is  
19 available to take the witness stand if there's more  
20 explanation needed, as is Mike Diller. We were all  
21 involved as a group on the settlement.

22 But in Brookings, if you go back to  
23 Jerry's testimony, he did have concern about  
24 whether it was too early to be talking about even  
25 advance prudence on Brookings, and so the Brookings

1 settlement contemplates another filing from the  
2 companies and an actual decision by the Commission.  
3 And this isn't written in here, but we talked about  
4 the fact that I envision that there would be a  
5 notice of opportunity before you make that  
6 decision, so there would be more information which  
7 satisfies the concept that it might be premature to  
8 be looking at this question -- more information, a  
9 notice of opportunity and then an actual Commission  
10 decision to confirm the advance prudence for  
11 Brookings.

12 I mean, the settlement is written that  
13 you're giving it now subject to a condition that it  
14 be confirmed, and then if the investment -- and  
15 that's supposed to all happen before the magic  
16 investment commitment on Brookings. If the  
17 investment commitment happens without those steps  
18 being finished, there's no advance prudence. If  
19 the investment commitment happens after those steps  
20 are finished and the Commission reaffirms, then it  
21 would have advance prudence in the normal course  
22 like the other three.

23 COMMISSIONER CLARK: Functionally is it  
24 any different than simply deferring the decision on  
25 Brookings? I mean, as opposed to saying it's

1 granted, but we're contingent on requiring more  
2 information later on, could it have just been  
3 written to say you're not declining, but you're  
4 leaving the record open?

5 MS. JEFFCOAT-SACCO: No. There's a legal  
6 difference between a condition subsequent, which is  
7 what this is, and a condition precedent, which  
8 would be not doing anything until this came in  
9 carving it out totally, getting another filing and  
10 then deciding if it's prudent or not. There's a  
11 legal distinction. I think it really amounts to a  
12 comfort level. It gives the companies more comfort  
13 level to have it subject to a condition subsequent.  
14 For me, I personally as a staff representative  
15 can't see a lot of difference, but it may matter to  
16 the companies.

17 COMMISSIONER CLARK: Thanks. Maybe I'll  
18 ask the same of company counsel.

19 MR. KRIKAVA: Thank you. Thank you,  
20 Commissioner Clark. I think it does make a  
21 difference from applicants' perspective. As it  
22 goes back to our fundamental desire in this and all  
23 the related proceedings that we are looking to you  
24 for feedback on the projects. I think we heard Mr.  
25 Lein and Mr. Rogelstad -- really all the witnesses

1 say that the Brookings project is a good project  
2 and it's a necessary project for the variety of  
3 reasons that have been discussed here today. We do  
4 believe that that makes it eligible for inclusion  
5 in an ADP.

6 And to Ms. Jeffcoat-Sacco's point, we do  
7 take some great comfort in -- and we will take some  
8 great comfort in an order that affirms that you  
9 agree, if you do, that the Brookings project is a  
10 good project and is appropriate for inclusion  
11 subject to the condition that if the cost  
12 allocation methodology does not get worked out  
13 properly and that we make these subsequent filings  
14 and give you then the second look to essentially  
15 exercise on the conditions for the ADP -- you know,  
16 we're much more comfortable with that approach than  
17 the approach of, well, let's just defer on  
18 Brookings entirely now and sort of see what happens  
19 after the MISO filings.

20 COMMISSIONER CLARK: Is Commission review  
21 of the Brookings project at the time that the  
22 followup contingency filings come in limited to the  
23 issue of MISO and the cost recovery, or is it a  
24 look at the entire project again given what we may  
25 know at that point about who will be connecting and

1 where they're serving? Or is there some weight of  
2 evidence given to the fact that the ADP was already  
3 granted technically? Is there --

4 MS. JEFFCOAT-SACCO: Well, I'll give  
5 you -- I'll give you what I think it means. I  
6 don't know what they think it means. The whole --  
7 the cost allocation was the -- the cost allocation  
8 problem or question was the reason for the evidence  
9 in the record, the Jerry testimony of prudence  
10 being premature. So to me when you go back and get  
11 further information on cost allocation, it has to  
12 go into the pot of information, and that's why I  
13 think you need a notice and perhaps there will be a  
14 filing on staff's part or the companies' part in  
15 support or against.

16 So it goes into that whole pot of  
17 information of all of the other evidence about ADP  
18 and how this new information may or may not change  
19 your perspective on that whole pot of evidence.  
20 That's the way I see it. That's why I mentioned to  
21 the parties that I think there would be a notice  
22 and an actual decision.

23 So in simple answer to your question, I  
24 think everything is sort of still at issue, but I  
25 think that you want to be thinking about whether

1     there's something else that isn't going to come  
2     into that pot that you are worried about being part  
3     of that evidence.  You know, we're seeing it as  
4     what you have today plus the further information on  
5     cost allocation.  If you have questions beyond  
6     that, then I would suggest we learn about those so  
7     we can either address them now or at a later date  
8     and time.

9             MR. KRIKAVA:  I think I agree with the way  
10    Ms. Jeffcoat-Sacco described it.  We certainly  
11    recognize that when we make our filing in the  
12    future, that it's going to be in our interest to  
13    make sure that we give you all the information that  
14    you might be looking for at that time.  You know,  
15    we certainly recognize that Mr. Webb and Mr.  
16    Rogelstad's testimony here today and the  
17    application all, you know, lay a pretty -- we think  
18    lay a pretty good foundation for why the Brookings  
19    line is a necessary system addition.  You know,  
20    when we come back to you with cost allocation  
21    information, if there's something else that you're  
22    looking for, certainly we're going to give you  
23    whatever information you ask for.

24             MS. JEFFCOAT-SACCO:  The part (b) -- 3(b)  
25    does say a filing evidencing continued prudence of

1 the project, so we're saying that the evidence is  
2 deficient on cost allocation now, but applicants  
3 did commit to evidence of continued prudence, which  
4 to me is broader than just cost allocation.

5 MR. KRIKAVA: I agree with that. I think  
6 you have -- in that filing context you'll have free  
7 -- all the authority that you need to seek out the  
8 information that you want.

9 COMMISSIONER CLARK: Okay. Thanks.  
10 That's all I have, Judge.

11 JUDGE WAHL: For the record, Mr. Beall,  
12 any comment on this further discussion?

13 MR. BEALL: None, Your Honor.

14 JUDGE WAHL: Ms. Bendish?

15 MS. BENDISH: No, Your Honor.

16 JUDGE WAHL: Any further questions from  
17 the Commission? Commissioner Kalk.

18 COMMISSIONER KALK: Just a protocol  
19 question with staff, is that I'm a little confused  
20 about the discussion about the settlement agreement  
21 now. I mean, I guess it's good because everybody  
22 is here, but if we've got, you know, lots of  
23 questions about that, typically do we want to break  
24 into a work session at some point in time or would  
25 you prefer to address the settlement agreement

1 questions now?

2 COMMISSIONER CRAMER: With the advisers.

3 COMMISSIONER KALK: With the advisers.

4 JUDGE WAHL: Yeah.

5 COMMISSIONER CRAMER: With the advocates.

6 COMMISSIONER KALK: Okay. So I guess

7 that's the point that I haven't seen before.

8 MS. JEFFCOAT-SACCO: Right.

9 JUDGE WAHL: I would suggest, Commission,  
10 this is very, very helpful.

11 COMMISSIONER KALK: Very much so. I just  
12 wanted to double-check. Well, with that I do have  
13 a couple questions I would like to throw out then.

14 The first is, I think it's very good  
15 discussion that Commissioner Clark was having and  
16 folks had about what happens if this project goes  
17 south. That's all good, but I still -- I need some  
18 reassurance that back to our charter that there's  
19 the need -- that you agree the need is there for  
20 the consumers throughout the whole state and that  
21 this is the best alternative that exists. Just a  
22 little reassurance. That isn't talked about in the  
23 settlement agreement at all, and that's one of the  
24 things that our charter says, that we're supposed  
25 to look at these points. So it seemed to me that

1 in a settlement agreement that you agree that those  
2 conditions have been met.

3 MS. JEFFCOAT-SACCO: May I?

4 JUDGE WAHL: Of course.

5 MS. JEFFCOAT-SACCO: Commissioner Kalk,  
6 I'll point to two things. The settlement agreement  
7 did not use the three issues, but it did say that  
8 advocacy staff --

9 COMMISSIONER KALK: You can point me to  
10 the right spots.

11 MS. JEFFCOAT-SACCO: Okay. On page 2,  
12 number 2, applicants and advocacy staff agree to  
13 actively support granting ADP and will jointly  
14 develop an evidentiary record on the prudence.  
15 So -- and then you had the Jerry Lein testimony  
16 where he did respond to your question.

17 COMMISSIONER KALK: So you feel the  
18 testimony today has answered those questions?

19 MS. JEFFCOAT-SACCO: We do feel, and we  
20 entered this settlement agreement feeling that the  
21 prefiled testimony already answered the actual  
22 questions in the notice sufficiently, and the  
23 little bit of caution that was in Jerry's prefiled  
24 testimony was -- has been answered by the  
25 settlement agreement, and then on the witness stand

1 I believe that Jerry did respond to you about -- I  
2 think that's when he said all three, he meant the  
3 three questions about need that you had raised.

4 COMMISSIONER KALK: Okay.

5 MS. JEFFCOAT-SACCO: And certainly he's  
6 available for further questions about that if you  
7 have them, and I would expect there's someone for  
8 the companies, also.

9 COMMISSIONER KALK: Other alternatives, I  
10 mean, that, I guess, kind of goes back to the same  
11 thing. I think that's just something I'll have to  
12 work through in a work session, perhaps.

13 JUDGE WAHL: Mr. Krikava.

14 MR. KRIKAVA: Your Honor, if I could,  
15 Commissioner Kalk, I think on -- particularly on  
16 the issue of alternatives, I would suggest that  
17 perhaps if you'd take a look at the alternatives  
18 discussion in Exhibit 7, the application, because I  
19 think we went through a fairly rigorous --  
20 summarized, but a fairly rigorous process of  
21 looking at these four projects in the light of  
22 other system conditions and any other -- and in the  
23 light of other potential build-outs on the system  
24 instead of these four. I also think that Mr.  
25 Webb's testimony provides quite a lot of background

1 on alternatives, as well.

2 COMMISSIONER KALK: Okay.

3 JUDGE WAHL: Mr. Beall, for the record,  
4 any comment on the discussion with Commissioner  
5 Kalk?

6 MR. BEALL: No, Your Honor. Thank you.

7 JUDGE WAHL: Ms. Bendish?

8 MS. BENDISH: No, Your Honor.

9 JUDGE WAHL: Any further questions from  
10 the Commission regarding the settlement agreement?

11 COMMISSIONER CRAMER: Not until  
12 performance evaluations.

13 MS. JEFFCOAT-SACCO: Which are Thursday.  
14 Which are Thursday.

15 COMMISSIONER CRAMER: Yeah, they're coming  
16 up.

17 JUDGE WAHL: All right. With that,  
18 please, the Commissioners' closing comments and  
19 directions.

20 COMMISSIONER CLARK: Illona has something.

21 JUDGE WAHL: I'm sorry.

22 MS. JEFFCOAT-SACCO: Oh, that's okay. I  
23 was just kind of waving at you during the  
24 evaluation statement.

25 JUDGE WAHL: We need to talk.

1 MS. JEFFCOAT-SACCO: I just wanted to say,  
2 and the Commission knows this, but you might not be  
3 thinking about it now, but if the Commission needs  
4 or desires additional evidence, the Commission can  
5 ask for that evidence and the parties will respond  
6 to the best of their ability, and if there needs to  
7 be a continuation of the hearing to raise questions  
8 about that evidence, that can be done, as well.

9 JUDGE WAHL: Commissioner Clark.

10 COMMISSIONER CLARK: I'm glad you  
11 mentioned that because there was one piece of  
12 evidence that I would like to get in the record if  
13 it's appropriate, which is a filing detailing how  
14 much has been spent up to this point on development  
15 of the CapX projects so that we have a sense for  
16 what we may be committing ratepayers to.

17 JUDGE WAHL: For the record, Mr. Simpser,  
18 I will look to the applicants for that obviously.  
19 It will be late-filed Exhibit 12, a report of  
20 project costs.

21 COMMISSIONER CLARK: If there could be  
22 some detail provided in that, as well. I don't  
23 know the exact level, but, you know, I'm sure  
24 there's some ability to break down between  
25 engineering studies --

1 COMMISSIONER KALK: Legal costs.

2 COMMISSIONER CLARK: -- legal costs, and  
3 so on and so forth.

4 COMMISSIONER KALK: Nothing personal.

5 COMMISSIONER CLARK: I mean, I don't need  
6 to see your billing records or anything, but --

7 MS. JEFFCOAT-SACCO: I do.

8 COMMISSIONER CLARK: Oh, she may, yeah.  
9 And Mike might.

10 JUDGE WAHL: All right. Mr. Simpser, the  
11 applicants will provide that report as a late-filed  
12 exhibit.

13 MR. SIMPSE: Okay.

14 JUDGE WAHL: Mr. Beall, any objection?

15 MR. BEALL: None whatsoever, Your Honor.

16 JUDGE WAHL: Ms. Jeffcoat-Sacco?

17 MS. JEFFCOAT-SACCO: No, Your Honor.

18 JUDGE WAHL: And, Ms. Bendish?

19 MS. BENDISH: No objection.

20 JUDGE WAHL: All right. Exhibit 11 will  
21 be received -- or I'm sorry -- 12 will be received  
22 as a late-filed exhibit.

23 Anything further from the Commission? Now  
24 we'll proceed with closing comments and directions.  
25 Commissioner Cramer.

1                   COMMISSIONER CRAMER: Well, just thank  
2 you, everyone, for a good hearing and good  
3 testimony and well prepared. And we have a lot to  
4 chew on here, and while the settlement agreement,  
5 especially term 1, I guess, alleviates or at least  
6 attempts to mitigate some of the greatest concerns  
7 we have regarding shifting some of the risk of an  
8 abandoned project from the ratepayer to the  
9 company, I'm not sure that an ADP is equal to the  
10 CON in Minnesota, and perhaps a PC&N would be more  
11 closely related. But at the same time we are --  
12 you know, we're bullish on reliability and not to  
13 mention transport capacity, but we also have to  
14 separate our advocacy as a generator and exporter,  
15 of course, from our requirements to look out for  
16 our ratepayers.

17                   But I think it's been a very good hearing  
18 and appreciate it, especially the prefilled  
19 testimony was very helpful, so we look forward to  
20 that. I do wonder -- this will be interesting to  
21 sort of think through because the value of an ADP  
22 with these conditions, you know, I guess it's up to  
23 the company to decide that it's still got the same  
24 value, and you've decided that, but it will be  
25 interesting to sort of work that through now in our

1 brains and then in consultation with our advisers  
2 in a work session. But well done, everybody.  
3 Thank you, Your Honor, another good job.

4 JUDGE WAHL: Commissioner Clark.

5 COMMISSIONER CLARK: Thanks. And  
6 Commissioner Cramer makes an interesting point  
7 there right at the end because it's one that I had  
8 had along the way as well, which actually in  
9 conversations with some other people outside of  
10 North Dakota when I described our ADP law, in  
11 general they had a question about what value is it  
12 if, even after an ADP, the Commission can come back  
13 in and second-guess how the money was spent and did  
14 you gold-plate the thing, and so on and so forth.  
15 So some of the stated benefits that utilities say  
16 they get from the investment community may actually  
17 be mooted in the way the law is written, itself,  
18 which raises all sorts of other questions about the  
19 law, but that's not the subject of this hearing.

20 The subject is an advance determination of  
21 prudence on these transmission projects and, you  
22 know, we never rule from the bench, but I'll say  
23 that the weight of evidence with regard to the  
24 reliability of the projects, I think went  
25 uncontested in this hearing. And as Chairman

1 Cramer stated, we place a high degree of value on  
2 reliability, having gone through not only the  
3 Thanksgiving ice storm of a few years ago where  
4 this particular region was particularly at risk,  
5 but also just in the last few weeks here in North  
6 Dakota in the central and western parts of the  
7 state. Although they tended to be on  
8 nonjurisdictional utility distribution company  
9 level assets, there were tremendous disruptions due  
10 to some late spring snowstorms and knocked out  
11 power for weeks to some individuals.

12 So we understand perhaps better than most  
13 the value of a robust transmission grid and getting  
14 these reliability projects built, so I especially  
15 appreciate the testimony and focus on those  
16 reliability projects.

17 I know when we get to a work session I'll  
18 want to think through and hear my fellow  
19 Commissioners' thoughts on the Brookings line. I  
20 think it's a little bit different. And even in  
21 past cases like the Big Stone case, I tended to be  
22 a little bit less accommodating of some of the  
23 projects where there weren't specified at the time  
24 of the ADP beneficiaries and cost allocation  
25 procedures laid out, so that's why I'm a little bit

1 more -- you may have sensed it from some of my  
2 questioning -- a little bit more questioning of the  
3 Brookings line, itself. But the hearing record has  
4 been helpful and I think it will make for a good  
5 discussion at the work session.

6 With that thanks, everyone, for a good  
7 hearing and safe travels back to wherever you may  
8 be from.

9 JUDGE WAHL: Commissioner Kalk.

10 COMMISSIONER KALK: Just echo their  
11 thoughts about just thank you so much for all the  
12 work, and the prefiled testimony really helps out  
13 because then you can read through it and kind of  
14 understand it and have questions with folks, but,  
15 you know, we're a regulatory body so we try to do  
16 our best to follow the law and we'll work through  
17 the nuances of each of the laws.

18 But I think we really -- especially the  
19 folks out there doing the work every day, you can't  
20 lose sight of if the average citizen in the street  
21 doesn't see this project, whatever it might be,  
22 benefits them, they're not going to support it. No  
23 matter all of us sit up here and look at all this  
24 great evidence and it's a good project, and I think  
25 that we're seeing that throughout the state. We

1 just had some wind hearings last week, and you talk  
2 about all this potential move renewables out of the  
3 state, I can show you hundreds of people that don't  
4 like renewable development. In the same token,  
5 it's also the fossil fuels.

6 So it's an interesting time to be here.  
7 I'm very glad that we're in the middle of this  
8 discussion because as our country sits here and  
9 tries to develop our own domestic energy, we're  
10 going to need to have transmission to move it  
11 around. But we can't lose sight of the basic, we  
12 have to tie it back down to how it's good to the  
13 average citizen and how we all understand and we  
14 can explain that to them when times are  
15 appropriate.

16 So thank you for your work and I look  
17 forward to the next few months, years on this  
18 project.

19 JUDGE WAHL: Thank you, Commissioners.  
20 The applicants will prepare a proposed order  
21 approving and adopting the settlement agreement.

22 Mr. Simpson, anything further for the  
23 record?

24 MR. SIMPSON: No, Your Honor. I just want  
25 to clarify when all this stuff is expected, but we

1 can do that afterwards.

2 JUDGE WAHL: As soon as possible.

3 COMMISSIONER KALK: Two o'clock today.

4 COMMISSIONER CRAMER: It's in your best  
5 interest obviously.

6 MR. KRIKAVA: Judge.

7 JUDGE WAHL: Mr. Krikava.

8 MR. KRIKAVA: Is it permitted at this  
9 point to offer up a thought to the Commissioners'  
10 thoughts? And if it's not procedurally permitted,  
11 I'll shut up, but if that might be allowed, I did  
12 have one thought based on a couple of the things  
13 that they just said.

14 JUDGE WAHL: You may.

15 MR. KRIKAVA: Thank you. I think all  
16 three of you Commissioners have -- both at the  
17 beginning of the hearing and again at the end have  
18 reflected some concerns about the law under which  
19 you're operating, and we certainly respect and  
20 appreciate the struggles that that creates for you.

21 The only thing that I guess I would add to  
22 what we've said earlier is that we do believe that  
23 implementing the ADP statute as it exists and with  
24 all faults, and we recognize those concerns, is  
25 important from our perspective because behind these

1 utilities sit all sorts of other stakeholders and  
2 constituents from the financing and lending  
3 community in some regards literally out in Wall  
4 Street to other stakeholders throughout the region  
5 and nationally who will look at all of the  
6 different proceedings that we go through, whether  
7 it be this ADP or a Minnesota certificate of need  
8 or a Wisconsin CPCN or federal environmental review  
9 in a couple of spots, and it will matter to those  
10 constituencies what the regulatory outcome is in  
11 those various proceedings.

12           And so we do believe that a yes to an ADP  
13 is far preferable to a no, and even to a, well, we  
14 would rather wait because we don't know enough  
15 today. Some of our constituencies may interpret  
16 that as a no, and we do think that that has -- you  
17 know, that creates additional issues we would have  
18 to work through. So we would encourage you as you  
19 go through your work sessions to -- if you keep  
20 that in your mind, and really that's a lot of what  
21 drove applicants to push pretty hard to get to a  
22 settlement that we hope can get you to yes, which  
23 is important to us, with the conditions and caveats  
24 that we heard from your staff was important to you  
25 and to them. Thank you all. I'll be quiet now.

1           JUDGE WAHL: Mr. Beall, anything further  
2 for the record?

3           MR. BEALL: Nothing from Midwest ISO.

4           JUDGE WAHL: Ms. Jeffcoat-Sacco, anything  
5 further for the record?

6           MS. JEFFCOAT-SACCO: Nothing.

7           JUDGE WAHL: Ms. Bendish?

8           MS. BENDISH: No, Your Honor.

9           JUDGE WAHL: Subject to the filing of  
10 late-filed Exhibit 11 and Exhibit 12, the record  
11 for this hearing is closed. Thank you.

12                   (Concluded at 12:27 p.m., the same day.)

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CERTIFICATE OF COURT REPORTER

I, Denise M. Andahl, a Registered  
Professional Reporter,

DO HEREBY CERTIFY that I recorded in  
shorthand the foregoing proceedings had and made of  
record at the time and place hereinbefore  
indicated.

I DO HEREBY FURTHER CERTIFY that the  
foregoing typewritten pages contain an accurate  
transcript of my shorthand notes then and there  
taken.

Bismarck, North Dakota, this 9th day of  
June, 2010.

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Denise M. Andahl  
Registered Professional Reporter

|  |   |  |   |
|--|---|--|---|
| <b>\$</b>  | <b>14</b> [4] - 30:3, 31:23, 98:25, 99:19   | <b>31.5</b> [2] - 86:17, 87:7  | 99:14, 99:15, 99:17, 101:7, 101:17, 132:9, 164:18   |
| <b>\$5,000</b> [5] - 17:20, 51:2, 89:12, 97:5, 129:13  | <b>140</b> [1] - 5:12   | <b>32</b> [1] - 4:11   | <b>700</b> [2] - 37:4, 37:15  |
| <b>\$64,000</b> [1] - 153:17   | <b>150-mile-long</b> [1] - 11:6   | <b>33</b> [1] - 95:8   | <b>72</b> [3] - 80:8, 82:18, 84:1   |
| <b>'</b>   | <b>15th</b> [2] - 30:25, 135:25   | <b>34</b> [1] - 102:13   | <b>72.1</b> [1] - 78:10   |
| <b>'05</b> [1] - 24:19   | <b>166</b> [1] - 6:10   | <b>34.5</b> [5] - 10:25, 11:3, 11:6, 57:13, 115:24                                     | <b>720</b> [2] - 3:4, 13:12   |
| <b>'06</b> [1] - 24:19   | <b>167</b> [1] - 6:10   | <b>36</b> [3] - 85:2, 85:15, 86:6  | <b>74</b> [1] - 4:15  |
| <b>0</b>   | <b>17</b> [2] - 132:11, 144:25  | <b>36.1</b> [1] - 78:11  | <b>78</b> [1] - 4:16  |
| <b>05</b> [1] - 24:14  | <b>17th</b> [2] - 63:4, 63:5  | <b>39</b> [1] - 4:12   | <b>8</b>  |
| <b>06</b> [1] - 33:13  | <b>18</b> [3] - 4:8, 111:19, 132:10   |  | <b>8</b> [11] - 4:3, 6:4, 97:23, 98:1, 98:3, 98:4, 98:11, 98:25, 99:19, 101:8, 101:17   |
| <b>08</b> [1] - 33:16  | <b>1855</b> [1] - 12:13   | <b>4</b>   | <b>80</b> [2] - 2:19, 14:23   |
| <b>1</b>   | <b>19</b> [2] - 5:16  | <b>4</b> [5] - 5:19, 90:4, 90:19, 91:2, 117:6  | <b>89</b> [1] - 4:18  |
| <b>1</b> [32] - 1:5, 1:7, 5:16, 18:22, 19:1, 19:3, 19:7, 19:11, 19:18, 43:6, 43:10, 43:11, 43:17, 43:18, 53:19, 53:21, 54:21, 55:4, 86:9, 88:1, 98:16, 113:7, 133:14, 135:6, 143:25, 144:25, 145:4, 145:6, 150:21, 153:20, 168:5 | <b>1988</b> [1] - 130:12  | <b>408</b> [3] - 2:7, 2:12, 130:4  | <b>8:30</b> [1] - 10:19   |
| <b>10</b> [10] - 6:6, 18:18, 81:11, 99:24, 129:5, 131:22, 133:2, 133:4, 133:11   | <b>1993</b> [1] - 130:13  | <b>42</b> [1] - 5:17   | <b>8:36</b> [1] - 7:2   |
| <b>100</b> [5] - 5:21, 5:22, 92:21   | <b>1994</b> [1] - 130:24  | <b>4202</b> [1] - 3:5  | <b>9</b>  |
| <b>101</b> [6] - 5:24, 6:4, 6:5  | <b>1997</b> [2] - 130:13, 130:25  | <b>46032</b> [1] - 13:12   | <b>9</b> [17] - 4:3, 4:4, 6:5, 97:23, 98:1, 98:3, 98:4, 98:13, 98:24, 99:2, 99:12, 99:14, 99:16, 99:17, 99:23, 101:8, 101:17  |
| <b>102</b> [1] - 4:22  | <b>2</b>  | <b>46082-4202</b> [1] - 3:5  | <b>9.3</b> [1] - 86:10  |
| <b>104</b> [1] - 4:22  | <b>2</b> [7] - 5:17, 42:12, 46:15, 50:5, 135:6, 163:11, 163:12                        | <b>5</b>   | <b>90</b> [1] - 5:19  |
| <b>107</b> [1] - 4:23  | <b>20</b> [6] - 4:8, 86:11, 95:21, 108:4, 108:18, 117:5                               | <b>5</b> [10] - 5:20, 97:23, 98:7, 99:2, 99:23, 100:10, 100:19, 102:13, 111:24, 111:25 | <b>91</b> [1] - 5:19  |
| <b>10:30</b> [3] - 81:13, 81:14, 81:20   | <b>200-mile-long</b> [1] - 11:3   | <b>5.1</b> [1] - 87:6  | <b>92</b> [1] - 4:19  |
| <b>11</b> [12] - 6:7, 61:18, 61:20, 61:21, 65:2, 68:15, 74:4, 87:6, 99:3, 99:25, 167:20, 175:10  | <b>2000</b> [1] - 18:19   | <b>50</b> [4] - 5:17, 83:2, 84:4, 84:23  | <b>94</b> [1] - 4:19  |
| <b>115</b> [1] - 125:7   | <b>2002</b> [1] - 113:10  | <b>500-plus-million-dollar</b> [1] - 148:14  | <b>97</b> [1] - 4:21  |
| <b>117</b> [1] - 4:24  | <b>2003</b> [1] - 115:20  | <b>51</b> [1] - 4:14   | <b>98-02-02-12</b> [1] - 16:8   |
| <b>119</b> [1] - 5:3   | <b>2004</b> [4] - 109:18, 112:5, 114:8, 114:16  | <b>55</b> [1] - 5:18   | <b>9th</b> [1] - 176:13   |
| <b>12</b> [7] - 6:9, 18:23, 99:3, 99:25, 166:19, 167:21, 175:10  | <b>2005</b> [5] - 24:13, 111:16, 119:4, 120:2   | <b>55402</b> [1] - 14:24   | <b>A</b>  |
| <b>122</b> [1] - 5:4   | <b>2009</b> [4] - 14:10, 53:15, 57:21, 58:1   | <b>55402-2157</b> [1] - 2:19   | <b>a.m</b> [2] - 7:2, 10:20   |
| <b>127</b> [1] - 5:5   | <b>2010</b> [10] - 1:18, 7:3, 10:20, 11:17, 12:7, 18:23, 58:14, 131:19, 132:2, 176:14 | <b>56</b> [2] - 4:14, 5:18   | <b>abandoned</b> [8] - 43:2, 43:11, 73:17, 145:9, 145:14, 148:7, 153:22, 168:8  |
| <b>129</b> [1] - 5:7   | <b>2011</b> [3] - 58:3, 58:22   | <b>565</b> [1] - 148:10  | <b>abandonment</b> [2] - 43:16, 153:12  |
| <b>12:27</b> [1] - 175:12  | <b>2020</b> [2] - 112:5, 112:7  | <b>58505</b> [1] - 130:5   | <b>ability</b> [9] - 23:15, 34:20, 35:17, 79:22, 106:15, 108:14, 149:25, 166:6, 166:24  |
| <b>13</b> [2] - 86:10, 117:5   | <b>21</b> [3] - 88:1, 88:3, 88:18   | <b>58505-0480</b> [2] - 2:8, 2:13  | <b>able</b> [29] - 13:4, 21:25, 22:3, 22:4, 22:6, 23:24, 25:9, 27:18, 33:17, 35:20, 35:25, 36:16, 44:4, 45:25, 46:9, 55:8, 55:10, 79:17, 79:25, 80:2, 83:21, 96:6, 107:1, 111:11, 116:12, 124:13, 125:1, 125:14 |
| <b>133</b> [2] - 6:6   | <b>2200</b> [2] - 2:18, 14:23   | <b>6</b>   | <b>abreast</b> [1] - 92:15  |
| <b>135</b> [2] - 5:8, 5:8  | <b>230</b> [3] - 11:14, 25:14, 57:14  | <b>6</b> [9] - 5:22, 97:23, 98:1, 98:9, 98:20, 99:12, 100:11, 100:19, 111:16           | <b>absolutely</b> [5] - 31:25, 48:10, 82:1, 105:12, 155:12  |
| <b>136</b> [2] - 5:9, 5:10   | <b>24</b> [5] - 1:18, 4:9, 7:2, 10:20, 11:17  | <b>6,000</b> [2] - 110:20, 111:3   |   |
| <b>13th</b> [1] - 98:10  | <b>25</b> [1] - 83:14   | <b>60</b> [4] - 6:8, 83:2, 84:4, 84:24   |   |
|  | <b>250-mile-long</b> [1] - 10:25  | <b>600</b> [3] - 2:7, 2:12, 130:3  |   |
|  | <b>26</b> [4] - 85:18, 86:11, 131:19, 132:2   | <b>64</b> [1] - 78:11  |   |
|  | <b>28</b> [2] - 4:9, 12:7   | <b>68</b> [2] - 4:15, 6:8  |   |
|  | <b>3</b>  | <b>68-mile-long</b> [1] - 11:14  |   |
|  | <b>3</b> [10] - 5:18, 43:19, 51:22, 51:24, 55:15, 55:20, 56:1, 88:2, 88:13, 88:18     | <b>69-02-04-04</b> [1] - 16:7  |   |
|  | <b>3(b)</b> [1] - 160:24  | <b>7</b>   |   |
|  | <b>30</b> [2] - 4:10, 95:8  | <b>7</b> [14] - 5:23, 97:23, 98:1, 98:3, 98:4, 98:10, 98:23,                           |   |
|  | <b>31</b> [1] - 86:11   |  |   |

- accept** [1] - 147:23  
**accepted** [3] - 14:12, 39:22, 47:3  
**access** [1] - 108:4  
**accommodate** [4] - 85:9, 96:7, 108:24, 111:14  
**accommodating** [1] - 170:22  
**accommodation** [1] - 43:20  
**accordance** [2] - 12:6, 16:1  
**account** [3] - 79:12, 83:4, 84:20  
**accounted** [1] - 85:14  
**accurate** [3] - 26:5, 59:16, 176:10  
**acknowledge** [1] - 75:11  
**action** [1] - 134:17  
**active** [1] - 134:3  
**actively** [2] - 62:11, 163:13  
**activities** [1] - 73:11  
**actual** [7] - 76:5, 103:8, 112:20, 156:2, 156:9, 159:22, 163:21  
**add** [7] - 20:10, 27:22, 122:12, 126:12, 154:20, 155:3, 173:21  
**added** [3] - 80:22, 87:1, 108:6  
**adding** [1] - 110:14  
**addition** [8] - 11:22, 12:16, 12:23, 21:5, 99:2, 112:8, 116:7, 160:19  
**additional** [10] - 11:13, 11:25, 12:2, 13:19, 55:11, 55:13, 56:24, 59:5, 166:4, 174:17  
**additions** [2] - 37:11, 132:7  
**address** [11] - 15:4, 27:24, 28:5, 35:7, 41:24, 42:2, 125:1, 125:8, 130:2, 160:7, 161:25  
**addressed** [1] - 73:16  
**addresses** [1] - 134:16  
**addressing** [1] - 125:11  
**adds** [1] - 60:10  
**adequate** [3] - 105:24, 105:25, 115:8  
**adequately** [2] - 35:2, 134:16  
**adhere** [1] - 75:13  
**adhering** [1] - 75:17  
**adjacent** [1] - 40:3  
**administering** [5] - 17:16, 50:25, 89:9, 97:2, 129:10  
**administration** [1] - 54:17  
**administrative** [2] - 7:5, 63:6  
**ADMINISTRATIVE** [1] - 1:23  
**Administrative** [2] - 7:7, 16:7  
**admit** [3] - 47:2, 47:7, 71:19  
**admitting** [1] - 46:15  
**adopt** [5] - 52:19, 91:9, 101:3, 133:24, 134:2  
**adopted** [2] - 92:18, 92:25  
**adopting** [1] - 172:21  
**ADP** [42] - 41:20, 42:23, 43:1, 43:17, 43:25, 44:5, 44:12, 44:13, 44:25, 45:11, 45:12, 45:13, 45:16, 60:11, 62:18, 69:25, 71:7, 71:15, 72:5, 72:24, 73:9, 104:7, 107:4, 149:3, 149:24, 150:8, 150:11, 152:20, 153:22, 158:5, 158:15, 159:2, 159:17, 163:13, 168:9, 168:21, 169:10, 169:12, 170:24, 173:23, 174:7, 174:12  
**ADP-type** [1] - 69:25  
**advance** [22] - 7:12, 8:17, 10:22, 11:10, 69:21, 70:6, 70:13, 72:2, 98:10, 104:25, 105:16, 106:16, 131:14, 134:11, 134:18, 151:15, 152:17, 155:25, 156:10, 156:18, 156:21, 169:20  
**Advance** [3] - 1:4, 1:6, 5:23  
**advantages** [1] - 102:18  
**advent** [1] - 108:3  
**advise** [7] - 17:15, 50:22, 50:24, 89:8, 96:24, 97:1, 129:9  
**advised** [1] - 88:5  
**adviser** [2] - 130:23, 131:4  
**advisers** [3] - 162:2, 162:3, 169:1  
**ADVISORY** [1] - 2:14  
**advisory** [5] - 15:11, 15:16, 15:18, 67:23, 131:15  
**ADVOCACY** [1] - 2:9  
**advocacy** [18] - 15:11, 32:7, 41:21, 41:24, 42:1, 42:12, 43:3, 44:7, 56:6, 59:23, 98:22, 101:21, 131:16, 150:13, 151:17, 163:8, 163:12, 168:14  
**advocate** [1] - 15:12  
**advocates** [1] - 162:5  
**affect** [1] - 29:3  
**affected** [2] - 25:12, 30:16  
**affirming** [1] - 150:16  
**affirms** [1] - 158:8  
**afternoon** [2] - 9:6, 48:13  
**afterwards** [2] - 141:21, 173:1  
**age** [1] - 113:13  
**agencies** [1] - 64:21  
**aggressive** [1] - 94:19  
**ago** [7] - 8:15, 23:22, 25:21, 108:4, 108:18, 111:19, 170:3  
**agree** [10] - 14:17, 46:15, 47:14, 127:10, 158:9, 160:9, 161:5, 162:19, 163:1, 163:12  
**agreed** [2] - 16:23, 43:8  
**agreement** [32] - 12:25, 16:1, 46:3, 46:19, 47:8, 47:20, 48:7, 56:5, 73:15, 73:20, 98:21, 101:20, 133:18, 138:23, 139:8, 143:9, 144:10, 144:23, 145:12, 146:25, 148:22, 149:21, 161:20, 161:25, 162:23, 163:1, 163:6, 163:20, 163:25, 165:10, 168:4, 172:21  
**Agreement** [1] - 5:17  
**agreements** [2] - 142:7, 143:24  
**agrees** [1] - 33:2  
**ahead** [1] - 42:8  
**AL** [1] - 1:22  
**Al** [1] - 7:4  
**Alexandria** [2] - 114:18, 125:6  
**aligned** [5] - 70:24, 70:25, 71:11, 72:13, 77:2  
**alignment** [2] - 73:14, 75:16  
**ALJ** [1] - 63:18  
**alleviate** [5] - 27:24, 29:3, 93:7, 93:9, 93:14  
**alleviates** [1] - 168:5  
**allocated** [1] - 117:15  
**allocation** [24] - 30:12, 30:23, 33:7, 33:23, 34:13, 35:5, 43:22, 44:15, 92:11, 98:15, 134:14, 135:20, 135:21, 140:15, 141:15, 158:12, 159:7, 159:11, 160:5, 160:20, 161:2, 161:4, 170:24  
**allow** [6] - 21:12, 35:8, 37:4, 85:5, 127:13, 144:21  
**allowed** [5] - 12:18, 13:1, 13:24, 60:5, 173:11  
**allowing** [2] - 17:4, 85:12  
**allows** [1] - 73:9  
**almost** [3] - 76:18, 95:8, 129:6  
**alternative** [2] - 114:1, 162:21  
**alternatives** [10] - 12:1, 114:7, 122:24, 122:25, 123:4, 123:6, 164:9, 164:16, 164:17, 165:1  
**amenable** [1] - 42:13  
**amended** [1] - 88:18  
**American** [1] - 124:8  
**amount** [4] - 37:7, 38:13, 78:14, 121:14  
**amounts** [2] - 103:11, 157:11  
**analysis** [6] - 20:21, 20:25, 27:8, 120:9, 121:23, 131:12  
**analyst** [3] - 130:8, 130:11, 130:14  
**analyzing** [1] - 120:10  
**ancillary** [1] - 116:21  
**AND** [1] - 2:21  
**Andahl** [2] - 176:3, 176:16  
**Annette** [2] - 15:16, 141:21  
**ANNETTE** [1] - 2:11  
**answer** [28] - 25:20, 28:25, 40:2, 46:9, 53:18, 54:14, 54:20, 55:1, 55:8, 55:10, 59:13, 72:10, 78:16, 80:4, 80:9, 80:10, 81:8, 82:5, 82:11, 85:16, 92:19, 92:20, 104:22, 139:15, 153:8, 153:17, 155:17, 159:23  
**answered** [5] - 77:17, 132:18, 163:18, 163:21, 163:24  
**answers** [10] - 19:2, 52:13, 77:19, 90:17, 100:8, 132:15, 132:17, 132:19, 132:20, 133:1  
**anticipate** [2] - 36:24, 44:23  
**anticipated** [3] - 30:7, 78:21, 79:6  
**anticipating** [1] - 30:10  
**apart** [1] - 123:18  
**apologies** [2] - 8:6, 87:13  
**apologize** [5] - 42:8, 48:11, 53:6, 69:5, 146:7  
**app** [1] - 152:18  
**appear** [1] - 12:19  
**appearance** [5] - 12:9, 13:7, 14:3, 14:21, 15:6  
**appearing** [4] - 12:14, 13:10, 13:17, 13:19  
**appendices** [1] - 101:9  
**Appendix** [3] - 6:4, 6:5, 98:14  
**appendix** [1] - 98:11  
**applicant** [2] - 12:14, 145:10  
**applicants** [33] - 7:22, 7:23, 11:24, 15:4, 16:15, 20:22, 42:2, 43:8, 43:14, 50:10, 52:17, 55:14, 56:6, 61:21, 88:14, 89:4, 90:19, 96:21, 100:10, 101:7, 101:21, 128:25, 134:19, 150:19, 150:22, 151:2, 151:3, 161:2, 163:12, 166:18, 167:11, 172:20, 174:21  
**applicants'** [6] - 41:23, 44:1, 91:4, 100:22, 150:4, 157:21  
**application** [31] - 10:21, 11:9, 42:4, 46:22, 46:23, 52:16, 52:20, 57:17, 57:21,

58:1, 58:5, 58:10, 58:15,  
58:19, 58:20, 66:6, 66:13,  
70:11, 87:24, 88:5, 88:7,  
88:9, 91:4, 91:10, 98:10,  
100:22, 101:1, 101:4,  
101:8, 160:17, 164:18

**Application** [7] - 1:4, 1:7,  
5:23, 6:4, 6:5, 6:8, 6:10

**applications** [12] - 7:11,  
7:24, 15:23, 39:20, 40:14,  
40:16, 58:12, 58:24, 61:25,  
62:20, 66:24, 77:4

**applied** [2] - 35:2, 69:21

**applies** [1] - 136:1

**apply** [2] - 31:23, 93:15

**appointment** [1] - 7:6

**appreciate** [12] - 17:3, 28:14,  
53:24, 71:14, 75:11, 80:24,  
106:12, 107:5, 155:1,  
168:18, 170:15, 173:20

**appreciated** [1] - 83:23

**approach** [3] - 95:6, 158:16,  
158:17

**approached** [3] - 74:10,  
74:17, 75:2

**approaches** [1] - 78:6

**appropriate** [14] - 23:5, 33:2,  
34:13, 34:16, 45:1, 45:17,  
45:22, 60:14, 66:2, 150:16,  
150:18, 158:10, 166:13,  
172:15

**appropriately** [1] - 95:16

**approval** [4] - 32:17, 33:5,  
73:10, 136:8

**approve** [1] - 105:1

**approved** [5] - 33:15, 39:1,  
93:2, 93:13

**approving** [1] - 172:21

**April** [3] - 12:7, 131:19, 132:2

**area** [32] - 21:8, 23:21, 24:21,  
25:16, 26:24, 29:5, 35:12,  
35:13, 35:22, 36:1, 36:5,  
36:9, 36:13, 36:19, 36:22,  
38:6, 38:17, 52:20, 91:10,  
101:4, 110:17, 112:10,  
112:11, 112:12, 114:2,  
114:6, 114:17, 114:18,  
115:12, 118:13, 127:6,  
137:23

**areas** [3] - 29:4, 77:10,  
110:18

**ares** [1] - 94:6

**argument** [1] - 47:10

**arrangement** [1] - 99:1

**arrangements** [3] - 53:22,  
105:24, 106:1

**aspect** [3] - 23:23, 31:5,  
127:12

**assets** [1] - 170:9

**assigned** [2] - 103:10,  
131:11

**assistant** [2] - 14:11, 130:19

**assists** [1] - 93:17

**associated** [2] - 34:17,  
121:22

**assume** [4] - 50:6, 68:4,  
109:4, 123:3

**assumption** [3] - 38:2,  
110:9, 134:8

**assumptions** [3] - 111:23,  
112:22, 113:8

**assurance** [6] - 23:11, 72:13,  
145:17, 146:1, 152:8,  
154:3

**assure** [2] - 41:20, 43:13

**attempt** [2] - 71:3, 111:7

**attempted** [1] - 72:16

**attempts** [1] - 168:6

**attention** [2] - 69:1, 69:17

**attributed** [1] - 31:21

**authority** [2] - 8:23, 161:7

**authorize** [1] - 8:15

**automatic** [2] - 43:15, 153:21

**available** [14] - 53:15, 53:18,  
54:19, 55:1, 55:11, 55:13,  
56:10, 71:3, 72:15, 91:15,  
91:18, 101:25, 155:19,  
164:6

**Avenue** [3] - 2:7, 2:12, 130:4

**average** [3] - 102:24, 171:20,  
172:13

**avoid** [1] - 104:10

**awaiting** [1] - 63:5

**aware** [3] - 17:14, 57:5,  
129:8

**awfully** [2] - 148:8

---

## B

---

**basis** [6] - 7:20, 36:19, 40:9,  
45:15, 92:19, 136:10

**Beall** [37] - 4:8, 12:17, 13:4,  
13:6, 13:11, 13:13, 16:16,  
16:23, 18:1, 29:17, 40:24,  
41:10, 47:19, 55:16, 56:11,  
65:6, 68:4, 81:18, 81:25,  
82:3, 87:18, 90:21, 91:19,  
96:13, 100:13, 101:10,  
102:2, 128:15, 133:7,  
135:11, 138:6, 154:19,  
161:11, 165:3, 167:14,  
175:1

**BEALL** [36] - 3:2, 13:9,  
16:17, 17:2, 18:2, 18:4,  
19:9, 19:19, 29:18, 40:25,  
41:12, 47:21, 55:17, 55:21,  
56:12, 65:7, 68:6, 81:22,  
82:1, 87:19, 90:22, 91:20,  
96:14, 100:14, 101:11,  
102:3, 128:16, 133:8,  
135:12, 138:7, 154:24,  
155:12, 161:13, 165:6,  
167:15, 175:3

**became** [3] - 83:8, 108:10,  
110:15

**becomes** [1] - 47:4

**BEFORE** [1] - 1:22

**began** [1] - 130:11

**begin** [2] - 94:22, 95:5

**beginning** [4] - 98:23, 99:2,  
99:12, 173:17

**behalf** [12] - 12:14, 12:17,  
13:10, 13:17, 13:19, 14:24,  
15:4, 15:20, 48:3, 48:15,  
48:16, 73:12

**behind** [3] - 102:21, 121:14,  
173:25

**belief** [1] - 126:3

**belongs** [2] - 147:15, 147:16

**below** [1] - 48:5

**Bemidji** [30] - 11:15, 26:7,  
26:11, 26:23, 33:13, 57:14,  
83:13, 85:16, 86:1, 86:4,  
86:7, 86:13, 86:23, 87:2,  
87:10, 112:10, 112:19,  
113:25, 117:6, 117:14,  
118:8, 127:2, 127:6,  
140:25, 143:25, 146:18,  
146:20, 147:9, 147:10,  
151:23

**bench** [1] - 169:22

**Bender** [5] - 12:8, 12:13,  
12:22, 13:14, 14:2

**BENDER** [2] - 12:11, 13:16

**bENDER** [1] - 12:23

**BENDISH** [29] - 2:11, 15:16,  
16:21, 19:17, 20:2, 32:3,  
41:7, 47:25, 55:25, 56:17,  
68:8, 68:13, 88:22, 91:1,  
92:1, 96:18, 100:18,  
101:16, 102:8, 128:20,  
133:10, 135:14, 138:9,  
138:19, 155:5, 161:15,  
165:8, 167:19, 175:8

**Bendish** [28] - 15:15, 15:16,  
16:20, 19:16, 20:1, 32:2,  
41:6, 47:24, 55:24, 56:16,  
68:7, 88:21, 90:25, 91:25,  
96:17, 100:17, 101:15,  
102:7, 128:19, 133:9,  
135:13, 138:8, 138:17,  
155:3, 161:14, 165:7,  
167:18, 175:7

**benefactor** [1] - 38:12

**beneficial** [2] - 31:16, 85:8

**beneficiaries** [1] - 170:24

**benefit** [15] - 23:22, 28:23,  
35:22, 36:1, 38:15, 77:8,  
115:12, 115:13, 116:5,  
120:9, 120:15, 121:17,  
124:15, 124:22

**benefits** [11] - 21:10, 23:14,  
34:17, 55:6, 116:19,  
116:21, 120:10, 121:2,  
125:14, 169:15, 171:22

**best** [19] - 17:5, 48:14, 52:10,  
64:9, 75:16, 76:22, 77:16,  
78:16, 80:4, 90:14, 94:25,  
100:4, 114:9, 114:11,  
115:5, 162:21, 166:6,  
171:16, 173:4

**better** [5] - 53:7, 74:5,  
103:15, 124:24, 170:12

**between** [20] - 11:1, 11:4,  
11:7, 11:14, 35:14, 36:5,  
40:13, 42:1, 56:5, 77:2,  
83:2, 85:1, 94:14, 95:17,  
103:8, 106:7, 120:4,  
137:15, 157:6, 166:24

**beyond** [4] - 27:16, 151:12,  
160:5

**bias** [7] - 107:20, 107:21,  
110:22, 111:1, 111:4

**biases** [2] - 107:24, 110:21

**big** [13] - 21:21, 50:20, 106:1,  
114:19, 115:13, 121:20,  
123:10, 139:8, 140:14,  
141:14, 146:15, 148:2

**Big** [11] - 8:21, 9:5, 60:3,  
60:6, 134:14, 152:20,  
153:6, 153:10, 153:14,  
153:16, 170:21

**bigger** [1] - 84:16

**biggest** [1] - 123:25

**bill** [1] - 142:23

**billing** [1] - 167:6

**binder** [1] - 98:2

**binder-clipped** [1] - 98:2

**binding** [1] - 145:10

**Bismarck** [6] - 1:18, 2:8, 2:13, 12:13, 130:4, 176:13  
**Bison** [1] - 107:15  
**bit** [13] - 8:20, 24:8, 62:24, 118:11, 120:7, 120:16, 136:20, 154:13, 163:23, 170:20, 170:22, 170:25, 171:2  
**blackout** [1] - 115:19  
**blank** [2] - 49:13, 49:23  
**blanks** [1] - 78:4  
**blessing** [1] - 143:11  
**board** [10] - 33:5, 33:8, 33:11, 33:16, 33:18, 33:20, 34:23, 35:4, 35:9, 105:19  
**body** [2] - 31:1, 171:15  
**book** [1] - 44:21  
**booklet** [1] - 87:24  
**Bottineau** [1] - 28:22  
**bottom** [2] - 32:19, 32:25  
**bottom-up** [2] - 32:19, 32:25  
**Boulevard** [3] - 2:7, 2:12, 130:4  
**boundary** [2] - 75:3, 75:7  
**bounds** [1] - 95:16  
**Box** [2] - 3:5, 12:13  
**brain** [1] - 145:12  
**brains** [1] - 169:1  
**brands** [2] - 40:16, 40:17  
**breach** [1] - 147:18  
**break** [3] - 136:20, 161:23, 166:24  
**breaking** [1] - 102:17  
**BRIAN** [1] - 2:4  
**Brian** [1] - 9:19  
**brief** [3] - 13:2, 20:12, 56:12  
**briefly** [2] - 53:25, 131:1  
**Briggs** [3] - 2:18, 14:22, 15:3  
**bring** [1] - 121:6  
**bringing** [1] - 149:10  
**broad** [3] - 23:1, 31:17, 79:15  
**broader** [1] - 161:4  
**Brookings** [55] - 30:4, 32:13, 34:2, 35:9, 35:10, 35:14, 36:5, 36:8, 37:1, 37:13, 38:18, 38:20, 43:20, 44:5, 44:13, 44:24, 45:13, 58:9, 63:8, 78:10, 80:5, 82:18, 84:2, 84:18, 84:21, 84:23, 87:3, 93:17, 117:6, 118:11, 118:22, 132:19, 134:13, 135:19, 136:6, 137:16, 137:18, 141:6, 152:1, 154:10, 155:18, 155:22, 155:25, 156:11, 156:16, 156:25, 158:1, 158:9, 158:18, 158:21, 160:18, 170:19, 171:3  
**brought** [3] - 47:23, 116:13, 116:18

**Buffalo** [1] - 137:22  
**build** [14] - 8:14, 36:7, 102:23, 123:10, 123:14, 124:16, 124:17, 124:23, 124:25, 125:21, 127:10, 139:9, 164:23  
**build-outs** [1] - 164:23  
**building** [7] - 113:17, 122:11, 122:25, 123:4, 125:16, 140:10, 140:24  
**built** [5] - 10:6, 34:18, 145:25, 152:9, 170:14  
**bullish** [1] - 168:12  
**bundled** [1] - 132:24  
**burner** [2] - 106:6, 106:7  
**business** [10] - 53:20, 53:22, 68:14, 95:8, 95:15, 96:2, 126:9, 126:18, 130:1, 143:8  
**BY** [29] - 18:4, 20:6, 24:6, 28:11, 30:2, 32:11, 39:12, 51:13, 56:21, 68:23, 74:2, 78:2, 89:20, 92:5, 94:3, 97:13, 102:12, 104:4, 107:10, 117:2, 119:19, 122:20, 127:18, 129:22, 135:4, 135:18, 136:17, 137:12, 140:3

---

## C

---

**calendar** [1] - 9:3  
**Canada** [3] - 110:1, 111:4, 114:5  
**cancel** [1] - 103:3  
**cannot** [1] - 154:3  
**capabilities** [1] - 21:12  
**capability** [2] - 37:5, 125:15  
**capacity** [8] - 18:12, 22:24, 37:16, 53:14, 116:11, 121:21, 130:10, 168:13  
**capital** [1] - 148:11  
**Capitol** [1] - 1:17  
**capture** [2] - 64:9, 146:17  
**CapX** [18] - 24:10, 43:10, 74:15, 74:16, 78:18, 82:23, 98:16, 104:24, 106:25, 109:1, 112:3, 113:7, 117:9, 134:5, 134:9, 142:19, 151:3, 166:15  
**CapX2020** [13] - 1:5, 1:7, 20:12, 21:22, 21:25, 53:14, 53:16, 53:21, 55:7, 104:21, 106:5, 123:11, 142:3  
**carbon** [1] - 109:19  
**care** [3] - 52:23, 65:10, 91:13  
**Carmel** [2] - 3:5, 13:12  
**carry** [1] - 27:20  
**carving** [1] - 157:9

**cascading** [3] - 27:20, 116:2, 116:4  
**cascading-type** [1] - 27:20  
**Case** [4] - 1:3, 1:6, 7:24, 7:25  
**case** [30] - 8:21, 9:6, 10:7, 16:13, 22:14, 25:14, 46:7, 47:5, 58:2, 65:22, 69:8, 69:15, 92:20, 95:20, 95:22, 98:8, 104:21, 104:24, 110:19, 116:16, 127:21, 145:21, 152:21, 153:9, 153:10, 153:24, 154:7, 155:15, 170:21  
**cases** [11] - 12:5, 16:3, 16:6, 16:8, 16:11, 32:20, 59:6, 59:7, 131:10, 134:23, 170:21  
**catch** [3] - 17:9, 69:1, 69:17  
**categories** [1] - 79:16  
**categorizations** [1] - 34:24  
**categorized** [1] - 33:22  
**causation** [1] - 34:14  
**caused** [5] - 25:17, 40:16, 60:4, 63:13, 153:2  
**causes** [1] - 26:4  
**caution** [1] - 163:23  
**caveats** [1] - 174:23  
**center** [1] - 77:12  
**Center** [4] - 2:18, 3:4, 13:12, 114:5  
**centered** [1] - 82:16  
**Central** [2] - 114:25, 125:18  
**central** [4] - 28:21, 77:10, 113:11, 170:6  
**centric** [1] - 151:22  
**CEO** [1] - 48:20  
**certain** [11] - 7:14, 26:14, 29:8, 36:23, 40:15, 73:2, 83:9, 108:16, 124:11, 124:12  
**certainly** [30] - 25:2, 37:10, 38:10, 52:25, 62:22, 63:11, 63:12, 76:17, 82:15, 106:3, 118:4, 120:24, 121:8, 121:10, 122:2, 126:25, 140:13, 141:13, 142:25, 143:19, 149:10, 152:10, 160:10, 160:15, 160:22, 164:5, 173:19  
**certainty** [7] - 45:7, 72:7, 72:12, 72:16, 73:3, 93:10, 110:9  
**certificate** [17] - 57:11, 58:4, 58:17, 60:19, 60:21, 62:6, 64:13, 65:21, 66:8, 72:22, 105:23, 106:21, 107:2, 107:3, 150:6, 151:7, 174:7  
**CERTIFICATE** [1] - 176:1  
**CERTIFY** [2] - 176:5, 176:9

**Chair** [1] - 41:18  
**Chairman** [2] - 8:10, 169:25  
**challenge** [1] - 143:18  
**chance** [4] - 45:18, 109:17, 153:12, 154:10  
**change** [9] - 92:18, 113:8, 120:22, 132:13, 132:17, 142:17, 142:21, 143:1, 159:18  
**changed** [4] - 30:11, 30:12, 120:4, 136:4  
**changes** [5] - 19:5, 30:16, 30:19, 95:9, 132:25  
**changing** [1] - 92:16  
**chapters** [1] - 44:21  
**characteristics** [1] - 34:3  
**characterization** [3] - 69:4, 71:14, 73:1  
**characterize** [1] - 43:9  
**Charles** [1] - 48:14  
**charter** [3] - 122:22, 162:18, 162:24  
**check** [1] - 162:12  
**checking** [1] - 155:1  
**chew** [1] - 168:4  
**choice** [1] - 85:11  
**choose** [1] - 45:14  
**chunk** [1] - 115:21  
**circuit** [1] - 121:18  
**circuited** [1] - 120:11  
**circumstance** [3] - 29:11, 43:1, 81:13  
**circumstances** [3] - 36:15, 42:23, 92:16  
**Cities** [7] - 11:2, 11:5, 11:8, 33:14, 35:15, 38:1, 112:13  
**Cities'** [1] - 21:8  
**citizen** [2] - 171:20, 172:13  
**City** [2] - 3:4, 13:12  
**clarification** [2] - 62:2, 62:25  
**clarified** [1] - 44:16  
**clarify** [5] - 62:10, 123:4, 135:5, 155:7, 172:25  
**Clark** [39] - 4:3, 4:9, 4:11, 4:14, 4:16, 4:19, 4:22, 4:24, 5:5, 5:8, 5:10, 9:10, 24:4, 32:5, 56:19, 67:14, 67:17, 68:16, 68:24, 77:25, 84:13, 92:3, 102:10, 103:20, 116:25, 125:24, 127:16, 135:16, 137:10, 143:7, 144:11, 144:20, 146:6, 154:18, 154:22, 157:20, 162:15, 166:9, 169:4  
**CLARK** [61] - 2:3, 9:11, 24:6, 28:6, 32:6, 32:11, 39:8, 56:21, 61:6, 61:10, 62:5, 64:1, 64:12, 64:23, 67:22, 68:18, 78:2, 81:3, 84:14,

- 86:19, 86:21, 87:11, 87:14, 87:25, 92:5, 93:23, 102:12, 103:17, 103:21, 117:2, 119:16, 127:18, 128:11, 135:18, 136:12, 137:12, 144:12, 144:24, 145:5, 145:8, 148:18, 149:13, 150:19, 152:3, 152:19, 152:24, 154:1, 154:9, 155:7, 155:14, 156:23, 157:17, 158:20, 161:9, 165:20, 166:10, 166:21, 167:2, 167:5, 167:8, 169:5
- Clark's** [4] - 62:15, 81:9, 82:6, 82:14
- Class** [5] - 17:19, 51:1, 89:11, 97:4, 129:13
- class** [2] - 115:24, 121:3
- clean** [1] - 63:21
- clear** [10] - 42:7, 42:22, 69:21, 140:25, 141:7, 141:8, 146:9, 151:2, 151:4, 153:25
- clearly** [4] - 27:7, 70:3, 137:15, 151:10
- clicks** [1] - 143:15
- clipped** [1] - 98:2
- clock** [1] - 143:15
- close** [7] - 25:16, 76:14, 76:17, 81:16, 118:23, 147:3, 148:8
- closed** [2] - 63:16, 175:11
- closely** [3] - 8:25, 140:7, 168:11
- closer** [3] - 53:4, 79:23, 154:5
- closing** [2] - 165:18, 167:24
- Cloud** [11] - 57:20, 57:23, 57:25, 59:11, 62:25, 63:15, 69:2, 69:9, 112:11, 114:17, 125:16
- co** [1] - 53:13
- co-executive** [1] - 53:13
- CO2-emitted** [1] - 21:24
- CO2-generated** [1] - 23:7
- coal** [3] - 22:2, 22:7, 109:22
- coal-generated** [1] - 22:7
- coalesce** [1] - 33:1
- Coast** [1] - 115:20
- Code** [1] - 16:7
- code** [2] - 70:15, 93:6
- collaborative** [1] - 106:10
- collaboratively** [4] - 72:18, 72:19, 75:6, 78:19
- collapse** [2] - 26:22, 60:6
- collectively** [1] - 55:8
- combination** [1] - 104:1
- combinations** [1] - 25:6
- comers** [1] - 108:25
- comfort** [4] - 157:12, 158:7, 158:8
- comfortable** [3] - 136:22, 152:4, 158:16
- coming** [7] - 21:13, 75:7, 109:14, 112:15, 125:11, 150:10, 165:15
- commenced** [1] - 62:19
- commencing** [1] - 7:2
- comment** [9] - 15:22, 23:11, 47:20, 47:21, 119:20, 154:21, 154:24, 161:12, 165:4
- comments** [8] - 4:3, 4:3, 4:4, 8:8, 47:10, 69:1, 165:18, 167:24
- commission** [1] - 8:9
- COMMISSION** [3] - 1:2, 2:9, 2:14
- Commission** [84] - 2:7, 2:12, 7:8, 7:17, 7:22, 8:16, 10:2, 11:18, 12:12, 12:17, 13:1, 13:21, 15:7, 15:10, 15:11, 15:17, 16:4, 17:3, 20:4, 24:4, 29:17, 30:25, 40:24, 44:12, 44:17, 44:24, 45:12, 46:12, 52:1, 56:19, 57:13, 58:11, 73:4, 73:24, 75:22, 82:4, 84:13, 87:16, 88:24, 88:25, 92:3, 94:1, 96:11, 102:10, 103:20, 104:19, 105:17, 107:8, 128:13, 130:3, 130:7, 130:9, 130:12, 130:24, 131:3, 131:4, 131:12, 132:2, 133:21, 133:24, 134:2, 134:17, 134:23, 135:16, 136:15, 138:1, 138:18, 138:22, 140:6, 144:17, 145:17, 154:13, 156:2, 156:9, 156:20, 158:20, 161:17, 162:9, 165:10, 166:2, 166:3, 166:4, 167:23, 169:12
- Commission's** [3] - 11:19, 12:6, 106:12
- commissioner** [16] - 9:10, 9:19, 20:4, 28:8, 68:21, 74:11, 84:19, 86:14, 94:1, 107:8, 119:17, 122:18, 136:15, 139:2, 163:5, 171:9
- Commissioner** [70] - 4:3, 4:3, 4:4, 4:8, 4:9, 4:9, 4:10, 4:11, 4:14, 4:15, 4:15, 4:16, 4:19, 4:19, 4:22, 4:22, 4:23, 4:23, 5:3, 5:4, 5:5, 5:8, 5:9, 5:9, 5:12, 24:4, 32:5, 39:10, 56:19, 57:7, 62:14, 67:14, 67:17, 68:16, 68:24, 73:24, 77:25, 80:12, 81:1, 81:8, 82:6, 82:14, 84:13, 92:3, 102:10, 103:20, 103:22, 116:24, 125:24, 125:25, 127:16, 135:16, 137:10, 139:23, 143:7, 144:11, 144:20, 146:6, 146:12, 154:17, 154:22, 157:20, 161:17, 162:15, 164:15, 165:4, 166:9, 167:25, 169:4, 169:6
- COMMISSIONER** [116] - 2:3, 2:3, 2:4, 8:11, 9:11, 9:20, 17:9, 20:6, 24:1, 24:6, 28:6, 28:9, 28:11, 29:14, 32:6, 32:11, 39:8, 39:12, 40:22, 53:9, 56:21, 61:6, 61:10, 62:5, 64:1, 64:12, 64:23, 67:22, 68:18, 68:23, 73:21, 74:2, 77:22, 78:2, 81:3, 84:14, 86:19, 86:21, 87:11, 87:14, 87:25, 92:5, 93:23, 94:3, 96:9, 102:12, 103:17, 103:21, 103:24, 104:4, 104:13, 104:15, 107:5, 107:10, 116:23, 117:2, 119:16, 119:19, 122:16, 122:20, 127:15, 127:18, 128:11, 135:18, 136:12, 136:17, 137:8, 137:12, 139:3, 140:3, 144:9, 144:12, 144:24, 145:5, 145:7, 145:8, 148:18, 149:13, 150:19, 152:3, 152:19, 152:24, 154:1, 154:9, 155:7, 155:14, 156:23, 157:17, 158:20, 161:9, 161:18, 162:2, 162:3, 162:5, 162:6, 162:11, 163:9, 163:17, 164:4, 164:9, 165:2, 165:11, 165:15, 165:20, 166:10, 166:21, 167:1, 167:2, 167:4, 167:5, 167:8, 168:1, 169:5, 171:10, 173:3, 173:4
- commissioners** [1] - 138:20
- COMMISSIONERS** [1] - 2:2
- Commissioners** [12] - 8:8, 10:18, 32:5, 42:3, 42:16, 44:8, 45:10, 47:12, 138:25, 144:21, 172:19, 173:16
- Commissioners'** [3] - 165:18, 170:19, 173:9
- commissions** [1] - 105:10
- commit** [4] - 126:18, 143:22, 147:7, 161:3
- commitment** [8] - 45:3, 45:6, 45:11, 142:15, 150:24, 156:16, 156:17, 156:19
- commitments** [3] - 43:12, 134:20, 145:11
- committee** [1] - 145:14
- committing** [3] - 147:12, 147:13, 166:16
- common** [1] - 94:24
- communities** [4] - 28:20, 28:22, 29:6, 137:20
- community** [3] - 23:21, 169:16, 174:3
- compact** [1] - 122:8
- companies** [14] - 7:21, 69:21, 70:10, 72:2, 78:5, 106:5, 126:5, 143:21, 148:19, 153:23, 156:2, 157:12, 157:16, 164:8
- companies'** [1] - 159:14
- company** [13] - 54:11, 70:12, 72:6, 78:6, 103:1, 140:11, 149:7, 154:5, 154:8, 157:18, 168:9, 168:23, 170:8
- COMPANY** [2] - 2:21, 2:21
- Company** [17] - 1:3, 1:6, 7:11, 7:12, 10:22, 12:15, 13:18, 14:10, 14:14, 14:16, 14:25, 48:4, 48:17, 49:24, 49:25, 54:24
- compare** [1] - 94:22
- compared** [3] - 141:12, 151:23, 151:24
- compatibility** [5] - 40:18, 58:5, 66:13, 76:8, 151:6
- compelled** [2] - 71:8, 72:1
- compensate** [1] - 132:12
- competence** [3] - 52:21, 91:11, 101:5
- complete** [3] - 26:22, 33:19, 65:17
- completed** [1] - 130:18
- completely** [3] - 27:13, 44:22, 148:4
- complexity** [1] - 108:19
- compliance** [1] - 63:25
- complicators** [1] - 146:25
- component** [1] - 46:8
- components** [1] - 152:1
- CON** [2] - 72:21, 168:10
- concede** [1] - 129:1
- concept** [2] - 146:17, 156:7
- concern** [9] - 23:3, 41:20, 42:25, 43:21, 59:22, 60:7, 122:9, 140:14, 155:23
- concerned** [3] - 79:9, 123:23, 134:11
- concerning** [2] - 15:22, 144:23
- concerns** [17] - 24:9, 24:21, 38:22, 41:21, 41:25, 42:3, 42:22, 44:8, 73:16, 73:18,

112:10, 123:24, 134:16,  
149:2, 168:6, 173:18,  
173:24  
**concluded** [2] - 138:21,  
175:12  
**concluding** [1] - 92:8  
**conclusion** [1] - 47:13  
**condition** [6] - 107:1,  
156:13, 157:6, 157:7,  
157:13, 158:11  
**conditional** [1] - 44:14  
**conditions** [6] - 26:14,  
158:15, 163:2, 164:22,  
168:22, 174:23  
**conductor** [1] - 122:13  
**conference** [2] - 63:3, 65:13  
**confident** [1] - 119:6  
**configuration** [2] - 36:20,  
37:2  
**confirm** [4] - 44:25, 45:11,  
134:18, 156:10  
**confirmed** [1] - 156:14  
**confirming** [1] - 31:22  
**confused** [1] - 161:19  
**confusion** [1] - 103:25  
**congestion** [1] - 35:1  
**connected** [1] - 38:8  
**connecting** [1] - 158:25  
**connection** [2] - 26:13,  
81:17  
**consequently** [1] - 108:6  
**consider** [3] - 8:16, 23:13,  
79:17  
**consideration** [4] - 78:8,  
78:25, 84:8, 84:11  
**considerations** [1] - 84:20  
**considered** [5] - 11:20,  
27:25, 69:8, 78:21, 82:20  
**considering** [1] - 120:3  
**consistent** [2] - 79:24,  
150:12  
**consolidated** [4] - 7:10,  
15:24, 16:4, 16:9  
**consolidation** [1] - 16:5  
**constituencies** [2] - 174:10,  
174:15  
**constituents** [1] - 174:2  
**constrained** [1] - 40:7  
**constraint** [5] - 21:21, 37:20,  
102:17, 102:19, 102:21  
**construct** [1] - 70:25  
**constructed** [1] - 8:18  
**construction** [8] - 7:18,  
98:12, 142:23, 143:23,  
145:13, 146:21, 147:14,  
147:15  
**consultation** [1] - 169:1  
**consumers** [1] - 162:20  
**contact** [1] - 71:4  
**contain** [1] - 176:10

**contained** [1] - 19:1  
**contemplated** [2] - 142:8,  
142:20  
**contemplates** [1] - 156:1  
**contested** [5] - 58:2, 69:3,  
69:8, 69:14, 69:19  
**context** [3] - 31:13, 80:21,  
161:6  
**contingencies** [1] - 36:17  
**contingency** [2] - 25:25,  
158:22  
**contingent** [2] - 29:12, 157:1  
**continually** [3] - 111:21,  
111:22, 113:3  
**continuation** [1] - 166:7  
**continue** [4] - 44:11, 126:14,  
126:16, 141:13  
**continued** [4] - 27:18, 79:21,  
160:25, 161:3  
**Continued** [3] - 3:1, 5:1, 6:1  
**continues** [3] - 44:25, 115:6,  
139:18  
**continuing** [4] - 34:12,  
98:24, 99:24, 144:1  
**CONTINUING** [11] - 56:4,  
64:12, 84:14, 86:21, 91:3,  
98:5, 100:2, 100:21,  
101:19, 104:15, 133:13  
**contract** [1] - 147:18  
**contracts** [1] - 147:22  
**contractual** [1] - 145:11  
**contrary** [1] - 149:20  
**contribute** [1] - 140:23  
**contributing** [1] - 127:4  
**control** [2] - 28:2, 132:5  
**convenience** [2] - 7:23,  
65:21  
**conversations** [3] - 71:5,  
149:12, 169:9  
**convey** [1] - 147:21  
**Cooperative** [1] - 115:1  
**cooperatively** [1] - 75:6  
**coordinate** [1] - 40:3  
**coordination** [2] - 74:6,  
126:16  
**copies** [1] - 50:13  
**copy** [1] - 131:21  
**Corporate** [1] - 3:3  
**corporation** [1] - 139:10  
**correct** [31] - 12:21, 26:6,  
30:12, 30:22, 37:23, 41:12,  
45:20, 49:4, 52:5, 52:10,  
57:22, 60:20, 60:21, 60:25,  
61:25, 62:4, 64:22, 68:9,  
75:25, 76:10, 87:7, 88:6,  
88:8, 88:9, 90:2, 90:14,  
99:20, 100:4, 133:2,  
155:11, 155:12  
**corrected** [2] - 88:13, 88:18  
**correcting** [1] - 87:22

**corrections** [7] - 19:5, 45:24,  
52:6, 90:10, 98:18, 100:3,  
132:7  
**correctly** [2] - 104:23, 148:11  
**corridor** [3] - 58:5, 66:12,  
76:7  
**cost** [49] - 30:8, 30:23, 33:6,  
33:23, 34:1, 34:9, 34:13,  
34:14, 34:23, 35:5, 35:24,  
43:22, 44:15, 46:6, 54:20,  
73:7, 78:22, 79:6, 92:11,  
98:15, 103:9, 106:22,  
114:15, 120:9, 120:10,  
121:17, 122:6, 125:13,  
127:20, 134:14, 135:20,  
135:21, 135:25, 136:10,  
137:5, 140:15, 141:15,  
147:14, 158:11, 158:23,  
159:7, 159:11, 160:5,  
160:20, 161:2, 161:4,  
170:24  
**cost-benefit** [2] - 120:9,  
121:17  
**cost-benefits** [1] - 120:10  
**costs** [10] - 43:16, 60:11,  
92:10, 92:21, 95:24,  
117:15, 148:1, 166:20,  
167:1, 167:2  
**Costs** [1] - 6:9  
**Council** [1] - 124:9  
**COUNSEL** [1] - 2:14  
**Counsel** [2] - 2:6, 3:3  
**counsel** [12] - 12:25, 14:9,  
14:11, 14:17, 14:18, 15:17,  
15:18, 50:2, 67:1, 144:13,  
144:22, 157:18  
**counterparts** [1] - 39:23  
**country** [1] - 172:8  
**couple** [11] - 28:13, 35:25,  
41:22, 109:5, 109:6,  
141:19, 145:19, 150:3,  
162:13, 173:12, 174:9  
**course** [12] - 8:13, 9:22,  
21:18, 21:20, 25:10, 59:25,  
64:6, 83:8, 139:17, 156:21,  
163:4, 168:15  
**coursework** [1] - 130:18  
**court** [1] - 18:21  
**COURT** [1] - 176:1  
**cover** [1] - 54:3  
**CPCN** [7] - 57:10, 57:17,  
58:18, 65:20, 151:5, 151:8,  
174:8  
**CRAMER** [21] - 2:3, 8:11,  
17:9, 20:6, 24:1, 53:9,  
68:23, 73:21, 103:24,  
104:4, 104:15, 107:5,  
119:19, 122:16, 145:7,  
162:2, 162:5, 165:11,  
165:15, 168:1, 173:4

**Cramer** [14] - 4:3, 4:8, 4:15,  
4:22, 5:3, 8:10, 20:4,  
68:21, 103:21, 103:23,  
119:17, 167:25, 169:6,  
170:1  
**Cramer's** [1] - 41:18  
**create** [2] - 126:13, 149:19  
**created** [4] - 44:6, 108:10,  
110:20, 112:4  
**creates** [2] - 173:20, 174:17  
**creep** [1] - 115:2  
**criteria** [1] - 35:7  
**critical** [9] - 27:4, 27:7,  
64:18, 105:23, 150:23,  
151:5, 151:10, 151:15,  
152:25  
**cross** [7] - 19:21, 56:10,  
91:18, 99:4, 102:1, 135:1,  
148:21  
**cross-examination** [5] -  
19:21, 56:10, 91:18, 102:1,  
135:1  
**Crosse** [10] - 11:7, 33:15,  
58:16, 63:23, 78:12, 117:7,  
117:14, 117:24, 151:9,  
151:21  
**crystal** [1] - 154:3  
**crystallized** [1] - 151:18  
**Cs** [1] - 104:2  
**curiosity** [1] - 154:25  
**curious** [3] - 72:3, 80:5,  
80:13  
**current** [3] - 95:11, 131:2,  
148:1  
**curtailment** [1] - 22:23  
**customarily** [1] - 48:6  
**customer** [2] - 77:8, 116:20  
**customers** [18] - 54:22,  
73:13, 78:22, 79:7, 79:9,  
79:10, 95:2, 95:3, 103:10,  
115:15, 116:22, 118:18,  
119:25, 120:13, 127:22,  
128:5, 128:8, 128:9  
**cut** [2] - 32:14, 84:2  
**cutoff** [1] - 153:5  
**cycle** [1] - 43:3

---

## D

---

**DAKOTA** [1] - 1:1  
**Dakota** [81] - 1:18, 2:8, 2:13,  
7:8, 7:17, 11:1, 11:4,  
12:13, 16:6, 17:18, 21:18,  
23:18, 23:20, 25:16, 28:16,  
28:24, 29:6, 35:17, 36:4,  
36:5, 37:5, 37:9, 37:17,  
37:18, 51:1, 54:21, 57:10,  
57:17, 58:6, 58:8, 58:12,  
62:17, 65:20, 66:7, 66:9,

- 69:23, 70:1, 70:9, 71:6,  
72:1, 72:25, 73:13, 74:7,  
74:23, 75:22, 76:14, 76:18,  
76:25, 89:11, 94:15, 95:3,  
97:4, 102:17, 102:19,  
104:8, 105:17, 109:23,  
109:24, 116:6, 116:15,  
119:13, 123:21, 124:1,  
125:3, 125:15, 129:12,  
130:5, 130:17, 137:23,  
146:1, 148:23, 150:8,  
151:5, 151:6, 151:25,  
152:2, 169:10, 170:6,  
176:13
- Dakota's** [4] - 22:1, 22:7,  
36:9, 102:24
- Dakotas** [2] - 37:22, 111:3
- damages** [1] - 147:19
- dash** [1] - 132:10
- data** [5] - 39:14, 40:13,  
40:19, 112:20
- date** [11] - 10:20, 20:19,  
32:21, 33:3, 61:2, 63:13,  
65:15, 66:8, 67:25, 68:2,  
160:7
- dated** [3] - 11:16, 12:7, 18:23
- dates** [2] - 65:13, 65:17
- day-to-day** [1] - 36:19
- days** [2] - 9:3, 9:7
- deadline** [5] - 59:19, 63:3,  
63:7, 63:16, 149:1
- deadlines** [4] - 61:2, 61:23,  
65:3, 65:12
- deal** [5] - 22:24, 45:8, 79:23,  
106:1, 147:24
- dealt** [1] - 83:23
- debate** [3] - 35:25, 63:12,  
151:11
- decide** [6] - 74:24, 74:25,  
95:25, 142:2, 143:4,  
168:23
- decided** [5] - 35:3, 79:4,  
80:20, 117:4, 168:24
- deciding** [3] - 114:9, 141:14,  
157:10
- decision** [26] - 8:14, 57:22,  
57:23, 58:3, 63:5, 70:17,  
78:6, 80:22, 108:5, 113:4,  
122:1, 140:9, 143:6,  
143:13, 143:14, 144:3,  
146:15, 146:16, 149:7,  
150:21, 154:15, 156:2,  
156:6, 156:10, 156:24,  
159:22
- decisionmaking** [1] - 77:1
- decisions** [3] - 8:17, 117:4,  
119:5
- declining** [1] - 157:3
- deem** [1] - 104:20
- deemed** [2] - 16:11, 64:18
- defer** [3] - 41:14, 42:17,  
158:17
- deference** [1] - 132:23
- deferring** [1] - 156:24
- deficient** [1] - 161:2
- defined** [1] - 93:11
- definitely** [2] - 105:4, 126:14
- definition** [1] - 151:1
- degree** [6] - 26:18, 31:5,  
41:22, 84:15, 130:16,  
170:1
- delay** [1] - 149:6
- delayed** [1] - 63:14
- delays** [1] - 60:3
- delete** [1] - 49:19
- delivers** [1] - 125:18
- delivery** [1] - 54:24
- demand** [3] - 123:7, 123:8,  
123:11
- demands** [1] - 113:16
- denied** [1] - 154:6
- Denise** [2] - 176:3, 176:16
- denominator** [1] - 94:25
- Department** [2] - 3:4, 130:4
- Dept** [2] - 2:7, 2:12
- describe** [7] - 20:7, 26:7,  
34:25, 42:15, 42:16, 44:17,  
131:1
- described** [7] - 11:13, 63:21,  
117:9, 150:7, 150:8,  
160:10, 169:10
- describing** [2] - 31:4, 44:19
- description** [2] - 20:12,  
61:25
- Description** [2] - 5:15, 6:3
- design** [5] - 27:16, 94:11,  
95:4, 95:6
- designated** [4] - 7:6, 30:21,  
136:6, 136:8
- designation** [1] - 136:9
- designed** [1] - 71:20
- designing** [1] - 96:5
- designs** [2] - 94:22, 94:23
- desire** [4] - 83:9, 102:23,  
150:5, 157:22
- desires** [1] - 166:4
- detail** [3] - 112:16, 154:11,  
166:22
- detailed** [2] - 113:23, 117:13
- detailing** [1] - 166:13
- Determination** [3] - 1:4, 1:7,  
5:24
- determination** [17] - 7:13,  
10:22, 11:10, 69:22, 70:3,  
70:13, 72:2, 78:14, 79:18,  
98:11, 105:16, 106:16,  
131:14, 134:12, 134:18,  
152:17, 169:20
- determine** [4] - 7:17, 10:9,  
10:11, 78:9
- determined** [2] - 11:21, 80:3
- determining** [2] - 83:6, 110:9
- develop** [12] - 32:23, 94:14,  
94:23, 95:20, 108:24,  
109:9, 109:10, 110:6,  
110:10, 121:5, 163:14,  
172:9
- developed** [5] - 108:15,  
109:23, 111:19, 142:8,  
142:21
- developers** [2] - 108:20,  
109:7
- developing** [3] - 9:16, 70:24,  
102:16
- development** [14] - 14:14,  
31:7, 35:11, 35:16, 39:5,  
43:3, 43:13, 53:12, 54:8,  
142:11, 142:22, 143:23,  
166:14, 172:4
- diabolical** [1] - 140:12
- dictate** [1] - 108:14
- difference** [9] - 39:7, 48:23,  
94:14, 103:8, 126:20,  
126:22, 157:6, 157:15,  
157:21
- differences** [3] - 30:20,  
39:25, 95:17
- different** [37] - 20:21, 20:23,  
32:12, 39:17, 40:12, 46:4,  
60:16, 69:6, 70:18, 74:24,  
77:7, 77:9, 80:1, 80:15,  
93:5, 94:6, 94:17, 95:10,  
95:17, 107:21, 109:24,  
110:5, 111:8, 113:14,  
115:10, 118:12, 123:13,  
124:14, 125:19, 126:17,  
140:6, 141:22, 151:20,  
154:13, 156:24, 170:20,  
174:6
- differentiates** [1] - 39:3
- Diller** [2] - 15:13, 155:20
- direct** [20] - 18:22, 51:19,  
51:25, 54:4, 54:9, 54:11,  
55:15, 64:16, 87:25, 89:25,  
90:4, 97:19, 98:7, 100:3,  
100:11, 108:14, 111:24,  
116:19, 131:18, 132:1
- Direct** [1] - 4:8
- directed** [2] - 54:15, 138:22
- direction** [5] - 9:12, 52:4,  
90:8, 132:4, 144:4
- directions** [3] - 8:9, 165:19,  
167:24
- directives** [1] - 31:18
- directly** [7] - 67:17, 83:15,  
104:22, 108:21, 125:5,  
141:8, 141:9
- director** [7] - 14:13, 15:14,  
18:14, 53:11, 53:13, 54:7,  
54:23
- directors** [1] - 33:6
- dirty** [1] - 22:2
- disagree** [1] - 28:17
- discern** [1] - 22:1
- discomfort** [1] - 44:7
- disconnect** [1] - 108:10
- discovery** [1] - 8:19
- discrete** [1] - 34:24
- discuss** [1] - 53:15
- discussed** [3] - 105:20,  
155:4, 158:3
- discussing** [1] - 146:12
- Discussion** [1] - 8:4
- discussion** [15] - 29:1,  
34:12, 94:12, 106:8, 139:5,  
140:5, 154:22, 155:1,  
161:12, 161:20, 162:15,  
164:18, 165:4, 171:5,  
172:8
- discussions** [5] - 8:8, 71:5,  
71:10, 106:13, 133:16
- dispatch** [3] - 40:7, 40:8
- disproportionate** [1] - 80:6
- disproportionately** [1] -  
80:15
- disruption** [1] - 25:18
- disruptions** [1] - 170:9
- distance** [1] - 26:25
- distinction** [3] - 137:14,  
137:17, 157:11
- distress** [1] - 26:21
- distributed** [1] - 145:24
- distribution** [1] - 170:8
- diverse** [1] - 34:10
- Division** [1] - 15:14
- DO** [2] - 176:5, 176:9
- document** [8] - 87:23,  
146:24, 147:2, 147:5,  
147:6, 150:25, 152:13
- documented** [1] - 64:4
- documents** [6] - 75:23,  
75:24, 76:2, 90:7, 151:1,  
151:16
- dollar** [1] - 148:11
- dollars** [1] - 79:13
- domestic** [1] - 172:9
- domino** [1] - 29:7
- done** [13] - 20:10, 27:9, 36:6,  
38:25, 73:22, 84:7, 119:12,  
122:11, 125:11, 127:8,  
145:23, 166:8, 169:2
- double** [3] - 120:10, 121:18,  
162:12
- double-check** [1] - 162:12
- double-circuit** [1] - 121:18
- doubtless** [1] - 17:14
- down** [21] - 32:19, 32:25,  
41:15, 68:24, 71:4, 71:23,  
72:14, 102:17, 102:22,  
105:11, 114:6, 118:2,

136:20, 137:20, 146:15,  
149:23, 149:24, 153:11,  
166:24, 172:12  
**downturn** [2] - 120:19, 121:9  
**draft** [1] - 67:11  
**drag** [1] - 60:10  
**dramatically** [1] - 120:4  
**drawing** [1] - 137:14  
**drill** [1] - 129:7  
**Drive** [2] - 3:4, 13:12  
**driven** [1] - 31:17  
**driver** [3] - 34:5, 84:23,  
121:20  
**drivers** [3] - 34:5, 34:10,  
124:2  
**drove** [1] - 174:21  
**drug** [1] - 153:1  
**due** [1] - 170:9  
**duly** [6] - 17:24, 51:8, 89:16,  
97:9, 129:17, 139:25  
**during** [2] - 81:7, 165:23

---

## E

---

**early** [9] - 20:9, 43:2, 43:11,  
93:18, 93:19, 126:2,  
130:24, 144:7, 155:24  
**ease** [1] - 122:4  
**easier** [1] - 42:3  
**east** [3] - 26:24, 35:18, 36:14  
**East** [4] - 2:7, 2:12, 115:19,  
130:3  
**eastern** [8] - 11:4, 26:13,  
28:18, 40:4, 40:20, 107:20,  
111:4, 115:14  
**eastward** [1] - 137:22  
**easy** [5] - 108:17, 110:8,  
117:24, 118:3, 141:24  
**echo** [1] - 171:10  
**economic** [5] - 31:20, 40:7,  
102:18, 120:18, 121:23  
**Economic** [1] - 15:14  
**economy** [1] - 120:4  
**edge** [1] - 118:12  
**edges** [1] - 115:3  
**educating** [1] - 10:3  
**education** [1] - 130:15  
**effect** [2] - 116:2, 116:4  
**effectively** [2] - 121:22,  
128:4  
**effectuate** [1] - 77:5  
**efficiency** [3] - 21:10, 35:1,  
145:24  
**efforts** [4] - 55:5, 55:7,  
112:1, 134:7  
**Eighth** [2] - 2:19, 14:23  
**either** [8] - 25:2, 32:19,  
46:10, 46:13, 47:10, 55:21,  
111:1, 160:7

**elaborate** [2] - 120:7, 120:16  
**elaboration** [1] - 119:21  
**electric** [2] - 131:6  
**Electric** [3] - 114:25, 124:8,  
126:7  
**electrical** [3] - 115:22,  
130:16, 130:20  
**electricity** [4] - 22:2, 22:7,  
22:16, 23:8  
**eligible** [1] - 158:4  
**Ellendale** [1] - 25:15  
**embedded** [2] - 118:5, 118:7  
**emitted** [1] - 23:7  
**employ** [1] - 39:19  
**employed** [1] - 18:13  
**employer** [1] - 130:1  
**enable** [1] - 37:9  
**enabled** [1] - 23:18  
**enabling** [1] - 34:11  
**encourage** [2] - 149:22,  
174:18  
**encouraged** [1] - 21:22  
**encouragement** [1] - 9:8  
**encouraging** [2] - 20:10,  
120:12  
**end** [9] - 10:5, 26:9, 58:2,  
58:13, 72:18, 75:16,  
132:12, 169:7, 173:17  
**ends** [1] - 140:12  
**energization** [1] - 147:15  
**Energy** [12] - 14:12, 14:15,  
30:24, 53:12, 54:7, 54:17,  
70:22, 73:8, 82:18, 83:14,  
84:1, 86:18  
**energy** [12] - 31:18, 94:14,  
102:16, 103:12, 112:14,  
113:15, 119:10, 119:12,  
119:13, 121:21, 145:23,  
172:9  
**engage** [5] - 71:9, 105:9,  
106:13, 126:6, 126:14  
**engaged** [3] - 75:10, 126:1,  
145:2  
**engaging** [1] - 73:11  
**engineering** [4] - 39:20,  
130:17, 130:20, 166:25  
**enhancing** [1] - 23:5  
**ensure** [4] - 27:12, 115:7,  
116:9, 126:12  
**enter** [2] - 48:2, 99:6  
**entered** [4] - 16:6, 98:22,  
101:21, 163:20  
**enters** [2] - 74:23  
**entire** [8] - 26:8, 31:1, 38:9,  
40:3, 40:9, 40:20, 84:24,  
158:24  
**entirely** [4] - 42:7, 42:17,  
48:18, 158:18  
**entirety** [1] - 99:18  
**entities** [2] - 79:18, 108:23

**entitled** [1] - 146:24  
**entitlement** [1] - 43:15  
**entity** [5] - 79:3, 126:7,  
127:3, 127:13, 127:20  
**environmental** [1] - 174:8  
**envision** [1] - 156:4  
**envisioned** [1] - 46:21  
**equal** [2] - 27:21, 168:9  
**equals** [1] - 39:16  
**error** [1] - 86:15  
**especially** [4] - 168:5,  
168:18, 170:14, 171:18  
**essentially** [9] - 43:8, 46:18,  
47:4, 106:22, 117:17,  
146:17, 147:18, 147:25,  
158:14  
**estimated** [3] - 54:20, 65:16,  
66:8  
**estimates** [1] - 117:16  
**evaluate** [3] - 32:17, 32:22,  
144:7  
**evaluating** [1] - 111:22  
**evaluation** [2] - 78:23,  
165:24  
**evaluations** [1] - 165:12  
**event** [4] - 25:13, 25:22,  
26:1, 43:10  
**events** [7] - 25:8, 27:19,  
27:20, 27:23, 28:5, 29:2,  
29:12  
**eventually** [1] - 77:1  
**evidence** [17] - 15:22, 16:10,  
16:12, 101:9, 159:2, 159:8,  
159:17, 159:19, 160:3,  
161:1, 161:3, 166:4, 166:5,  
166:8, 166:12, 169:23,  
171:24  
**evidencing** [1] - 160:25  
**evidentiary** [2] - 42:10,  
163:14  
**evolving** [1] - 31:7  
**exact** [5] - 10:6, 48:19,  
68:25, 76:19, 166:23  
**exactly** [6] - 24:16, 25:2,  
29:10, 37:21, 93:15,  
154:12  
**examination** [6] - 4:8, 19:21,  
56:10, 91:18, 102:1, 135:1  
**EXAMINATION** [29] - 18:3,  
20:5, 24:5, 28:10, 30:1,  
32:10, 39:11, 51:12, 56:20,  
68:22, 74:1, 78:1, 89:19,  
92:4, 94:2, 97:12, 102:11,  
104:3, 107:9, 117:1,  
119:18, 122:19, 127:17,  
129:21, 135:3, 135:17,  
136:16, 137:11, 140:2  
**Examination** [28] - 4:8, 4:9,  
4:9, 4:10, 4:10, 4:11, 4:14,  
4:14, 4:15, 4:15, 4:16,

4:18, 4:19, 4:19, 4:21,  
4:22, 4:22, 4:23, 4:23, 5:3,  
5:4, 5:5, 5:7, 5:8, 5:8, 5:9,  
5:9, 5:12  
**examined** [6] - 17:24, 51:8,  
89:16, 97:9, 129:17,  
139:25  
**example** [15] - 24:19, 28:19,  
72:11, 78:8, 83:10, 107:4,  
112:17, 115:19, 125:14,  
127:1, 127:21, 140:21,  
140:22, 147:8, 148:10  
**excellent** [1] - 102:25  
**except** [3] - 54:13, 132:22,  
154:6  
**exchange** [1] - 106:9  
**exchangeable** [1] - 40:19  
**excuse** [3] - 22:4, 72:23,  
99:13  
**execute** [2] - 45:25, 146:23  
**executed** [3] - 42:10, 148:22,  
149:3  
**executing** [1] - 148:18  
**execution** [3] - 143:24,  
145:9, 151:16  
**executive** [1] - 53:13  
**exercise** [2] - 78:23, 158:15  
**exercising** [1] - 8:23  
**Exhibit** [44] - 18:21, 19:1,  
19:3, 19:7, 19:11, 19:18,  
42:12, 46:15, 50:5, 51:22,  
51:24, 55:15, 55:20, 56:1,  
61:20, 61:21, 65:2, 68:15,  
88:2, 88:5, 88:13, 88:18,  
90:3, 90:19, 91:2, 98:7,  
98:9, 98:20, 102:13,  
111:24, 129:5, 131:21,  
131:22, 133:2, 133:4,  
133:11, 133:14, 135:5,  
164:18, 166:19, 167:20,  
175:10  
**exhibit** [17] - 49:23, 60:17,  
61:19, 61:22, 63:25, 64:8,  
65:6, 66:1, 66:4, 66:10,  
66:18, 67:12, 68:15, 81:2,  
92:9, 167:12, 167:22  
**EXHIBITS** [2] - 5:14, 6:2  
**exhibits** [3] - 61:12, 100:19,  
101:17  
**Exhibits** [3] - 97:22, 100:10,  
101:7  
**exist** [4] - 12:1, 95:17,  
122:24, 147:2  
**existence** [2] - 63:10, 93:11  
**existing** [9] - 21:12, 22:15,  
26:17, 33:22, 34:23, 37:2,  
37:12, 38:24, 93:12  
**exists** [3] - 93:14, 162:21,  
173:23  
**exit** [1] - 142:10

**expand** [1] - 137:4  
**expansion** [2] - 18:14, 37:14  
**expect** [11] - 35:6, 44:8, 45:1, 57:22, 57:23, 58:4, 58:21, 62:20, 66:16, 154:19, 164:7  
**expected** [1] - 172:25  
**experience** [7] - 33:3, 59:25, 94:6, 94:11, 95:6, 96:3, 130:22  
**experienced** [1] - 95:12  
**expertise** [1] - 25:22  
**explain** [6] - 32:12, 36:11, 46:13, 103:4, 135:21, 172:14  
**explanation** [1] - 155:20  
**explore** [2] - 47:9, 71:25  
**export** [3] - 37:18, 102:17, 125:15  
**exporter** [4] - 21:20, 116:15, 119:24, 168:14  
**exports** [1] - 137:24  
**exposure** [1] - 120:14  
**expressed** [2] - 42:25, 59:23  
**extend** [1] - 21:7  
**extended** [1] - 122:12  
**extension** [2] - 26:23, 134:14  
**extent** [7] - 28:2, 85:7, 103:2, 103:10, 105:10, 106:14, 145:8

---

## F

---

**facilitate** [1] - 127:12  
**facilities** [6] - 22:21, 96:6, 115:17, 118:14, 124:12, 125:8  
**facility** [2] - 27:15, 114:15  
**facing** [1] - 24:8  
**fact** [21] - 17:17, 20:17, 26:19, 38:14, 40:2, 40:15, 48:3, 51:4, 59:21, 63:17, 75:4, 84:15, 89:10, 97:3, 118:22, 119:7, 129:11, 142:20, 150:15, 156:4, 159:2  
**factor** [7] - 83:19, 83:22, 114:12, 119:15, 122:13, 141:14, 144:3  
**factors** [10] - 78:7, 78:20, 78:25, 79:3, 79:17, 82:20, 83:5, 83:6, 114:8, 122:2  
**Fahn** [1] - 15:18  
**fair** [6] - 38:2, 72:25, 77:18, 77:22, 106:2, 126:21  
**fairly** [5] - 35:13, 57:11, 57:17, 164:19, 164:20  
**fall** [4] - 52:20, 91:10, 101:4, 142:13

**Falls** [1] - 118:13  
**false** [5] - 17:17, 51:4, 89:9, 97:2, 129:11  
**familiar** [6] - 21:23, 52:16, 52:18, 91:3, 100:22, 133:14  
**fan** [1] - 94:8  
**fantastic** [1] - 53:2  
**far** [8] - 27:3, 79:21, 84:4, 117:14, 146:9, 151:12, 154:22, 174:13  
**Fargo** [34] - 11:1, 33:14, 57:9, 57:19, 57:25, 59:10, 59:11, 59:20, 62:25, 63:1, 63:16, 69:2, 77:11, 78:11, 84:25, 85:1, 85:8, 87:3, 112:18, 113:13, 113:24, 114:5, 114:20, 116:20, 117:5, 117:14, 118:7, 125:16, 140:25, 143:24, 148:9, 148:10, 151:24  
**Fargo's** [1] - 84:22  
**faults** [1] - 173:24  
**favor** [2] - 95:1, 95:2  
**feasible** [2] - 93:18, 93:22  
**feature** [2] - 46:24, 83:8  
**Federal** [1] - 30:24  
**federal** [4] - 46:6, 108:12, 132:20, 174:8  
**federal-state** [1] - 46:6  
**fee** [1] - 143:3  
**feed** [1] - 76:21  
**feedback** [8] - 44:2, 44:3, 67:19, 72:17, 73:10, 150:5, 150:9, 157:24  
**fell** [1] - 123:17  
**fellow** [2] - 115:11, 170:18  
**felony** [5] - 17:19, 51:1, 89:12, 97:5, 129:13  
**felt** [4] - 71:8, 85:7, 118:8, 118:15  
**FERC** [7] - 93:1, 93:2, 93:13, 108:12, 143:3, 143:11, 144:5  
**FERC's** [1] - 143:13  
**FERC-approved** [1] - 93:13  
**few** [8] - 8:15, 44:20, 58:25, 75:4, 81:7, 170:3, 170:5, 172:17  
**figure** [1] - 76:4  
**file** [9] - 12:16, 30:24, 58:4, 58:25, 62:20, 66:16, 75:21, 76:10, 76:20  
**filed** [28] - 11:17, 13:20, 51:25, 57:21, 57:25, 58:20, 58:24, 60:16, 61:19, 61:22, 68:15, 76:3, 76:11, 76:14, 76:18, 76:25, 81:1, 98:8, 98:9, 131:13, 131:18, 132:2, 135:24, 140:17,

166:19, 167:11, 167:22, 175:10  
**filing** [24] - 30:7, 30:10, 35:7, 44:16, 44:23, 45:1, 57:10, 57:16, 58:12, 58:18, 65:16, 66:8, 77:3, 92:13, 106:3, 144:2, 156:1, 157:9, 159:14, 160:11, 160:25, 161:6, 166:13, 175:9  
**filings** [4] - 134:17, 158:13, 158:19, 158:22  
**fill** [1] - 78:3  
**final** [9] - 46:3, 49:19, 142:14, 143:6, 143:11, 143:13, 144:6, 147:4, 150:20  
**finally** [1] - 93:1  
**financial** [2] - 43:12, 134:19  
**financially** [1] - 142:17  
**financing** [3] - 105:24, 105:25, 174:2  
**fine** [9] - 17:19, 19:13, 50:19, 51:2, 74:18, 82:10, 89:12, 97:5, 129:13  
**finer** [1] - 24:8  
**finished** [3] - 44:22, 156:18, 156:20  
**first** [15] - 11:22, 16:25, 17:24, 24:12, 50:8, 51:8, 57:19, 76:20, 89:16, 92:25, 97:9, 99:11, 120:17, 129:17, 162:14  
**fit** [1] - 108:7  
**five** [7] - 17:21, 51:3, 89:13, 97:6, 114:11, 129:14, 146:22  
**fix** [1] - 115:5  
**fixed** [1] - 92:23  
**flags** [1] - 57:4  
**flexibility** [1] - 111:12  
**floor** [1] - 129:2  
**Florida** [1] - 39:23  
**flow** [1] - 40:4  
**flux** [1] - 43:23  
**focus** [3] - 10:12, 102:16, 170:15  
**folks** [10] - 10:4, 10:13, 75:24, 124:20, 125:20, 139:9, 151:19, 162:16, 171:14, 171:19  
**follow** [2] - 58:7, 171:16  
**followed** [1] - 134:4  
**following** [3] - 11:20, 92:12, 127:19  
**follows** [7] - 7:3, 17:25, 51:9, 89:17, 97:10, 129:18, 140:1  
**followup** [7] - 29:17, 40:24, 87:16, 96:11, 128:13, 138:1, 158:22

**football** [1] - 107:13  
**footprint** [3] - 82:23, 84:6, 136:11  
**foots** [1] - 142:23  
**FOR** [4] - 2:9, 2:14, 2:20, 3:6  
**forces** [2] - 92:12, 152:20  
**force** [1] - 102:22  
**forecasting** [1] - 110:7  
**forecasts** [1] - 120:19  
**foregoing** [2] - 176:6, 176:10  
**forgot** [1] - 122:21  
**Forks** [5] - 85:2, 114:2, 114:6, 114:21, 124:19  
**form** [1] - 147:4  
**formulated** [1] - 83:24  
**forth** [4] - 11:16, 40:19, 167:3, 169:14  
**forward** [28] - 8:12, 8:22, 8:23, 9:1, 9:16, 9:17, 10:17, 33:18, 34:22, 35:8, 45:8, 45:14, 45:15, 63:22, 105:13, 105:14, 113:4, 123:17, 134:8, 135:24, 137:4, 143:15, 148:2, 149:25, 150:1, 150:18, 168:19, 172:17  
**fossil** [2] - 94:20, 172:5  
**foundation** [1] - 160:18  
**foundational** [3] - 20:11, 20:13, 20:17  
**four** [18] - 20:16, 33:9, 57:7, 60:22, 61:8, 61:24, 65:5, 66:22, 68:11, 68:12, 79:16, 83:4, 113:6, 114:11, 137:14, 146:14, 164:21, 164:24  
**frame** [3] - 66:11, 76:15, 112:24  
**framed** [1] - 45:9  
**frankly** [3] - 69:17, 99:11, 120:12  
**free** [1] - 161:6  
**Friday** [2] - 46:2, 48:13  
**front** [10] - 51:22, 51:24, 90:3, 97:22, 106:6, 106:7, 107:16, 128:7, 131:22, 143:10  
**fuel** [1] - 94:20  
**fuels** [1] - 172:5  
**full** [3] - 9:3, 9:7, 18:9  
**fully** [5] - 35:6, 42:10, 46:14, 145:2, 149:4  
**functionally** [2] - 94:17, 156:23  
**fund** [1] - 80:22  
**fundamental** [3] - 43:9, 150:3, 157:22  
**funded** [2] - 142:12, 142:22  
**FURTHER** [10] - 32:10, 39:11, 78:1, 117:1, 119:18,

122:19, 127:17, 137:11,  
140:2, 176:9  
**future** [6] - 7:20, 22:15,  
121:19, 123:7, 123:11,  
160:12

---

## G

---

**gain** [1] - 124:22  
**game** [1] - 149:8  
**gas** [2] - 110:2, 110:23  
**gathered** [1] - 112:20  
**general** [13] - 9:23, 14:11,  
21:4, 32:16, 35:19, 39:13,  
74:15, 78:3, 78:18, 78:19,  
84:5, 126:3, 169:11  
**General** [1] - 2:6  
**generally** [7] - 25:20, 31:15,  
35:13, 38:1, 59:1, 116:14,  
141:17  
**generate** [3] - 103:9, 107:22,  
109:8  
**generated** [1] - 22:7  
**generation** [35] - 21:12,  
21:18, 21:24, 23:8, 23:17,  
34:6, 34:11, 34:19, 35:18,  
35:23, 37:8, 37:10, 40:8,  
92:10, 103:2, 108:6,  
108:15, 108:20, 109:4,  
109:9, 109:10, 109:22,  
109:24, 110:5, 110:10,  
110:13, 110:22, 111:2,  
111:5, 111:9, 111:12,  
116:11, 116:17, 137:19,  
145:24  
**generator** [2] - 34:15, 168:14  
**generators** [2] - 92:22, 103:5  
**geographic** [1] - 35:12  
**geography** [2] - 83:8, 84:9  
**gist** [1] - 44:10  
**given** [4] - 22:10, 36:21,  
158:24, 159:2  
**glad** [2] - 166:10, 172:7  
**Glenboro** [1] - 113:10  
**go/no** [1] - 147:22  
**goal** [3] - 74:5, 117:9, 118:17  
**goals** [1] - 118:24  
**gold** [1] - 169:14  
**gold-plate** [1] - 169:14  
**Gopher** [1] - 94:8  
**graduate** [2] - 107:12,  
130:18  
**Grand** [6] - 11:15, 85:2,  
114:2, 114:6, 114:21,  
124:18  
**Granite** [1] - 118:13  
**grant** [4] - 44:12, 70:17,  
70:18, 150:11  
**granted** [12] - 12:20, 13:6,

13:22, 14:1, 14:19, 60:20,  
93:6, 107:3, 152:22,  
152:25, 157:1, 159:3  
**granting** [4] - 12:7, 134:11,  
152:17, 163:13  
**granular** [1] - 121:16  
**Great** [1] - 86:10  
**great** [12] - 41:22, 45:8, 60:2,  
64:1, 64:5, 76:16, 144:24,  
154:11, 154:25, 158:7,  
158:8, 171:24  
**greater** [4] - 22:8, 22:10,  
70:17, 108:19  
**greatest** [1] - 168:6  
**grid** [12] - 21:14, 21:15,  
22:16, 23:5, 23:16, 26:14,  
35:22, 36:18, 36:20, 37:11,  
38:9, 170:13  
**Group** [10] - 1:5, 1:7, 43:11,  
53:19, 53:21, 54:21, 55:4,  
98:16, 113:7  
**group** [2] - 142:20, 155:21  
**groups** [1] - 124:23  
**growing** [2] - 110:12, 113:15  
**growth** [3] - 94:20, 110:14,  
114:22  
**guess** [28] - 22:19, 25:23,  
26:13, 28:13, 39:14, 65:3,  
74:3, 74:10, 76:15, 94:12,  
94:24, 95:25, 103:1, 106:1,  
107:17, 120:9, 123:17,  
124:15, 126:24, 138:24,  
140:4, 161:21, 162:6,  
164:10, 168:5, 168:22,  
169:13, 173:21  
**guidance** [2] - 59:5, 121:25  
**guidelines** [1] - 94:19  
**Guilty** [1] - 94:9  
**guts** [1] - 43:7

---

## H

---

**hac** [2] - 12:19, 13:21  
**half** [1] - 22:24  
**hand** [11] - 9:3, 17:22, 51:6,  
89:14, 97:7, 129:5, 129:15,  
139:7, 150:20, 150:23,  
152:6  
**handle** [1] - 47:17  
**handled** [2] - 141:3, 141:4  
**hang** [1] - 81:18  
**hanging** [1] - 149:2  
**Hankinson** [1] - 25:15  
**happy** [6] - 55:11, 63:24,  
88:3, 88:7, 129:1, 151:19  
**hard** [5] - 41:23, 120:20,  
146:8, 152:13, 174:21  
**hark** [1] - 146:11  
**harmful** [1] - 142:17

**Harvey** [1] - 113:10  
**hate** [1] - 115:19  
**heading** [1] - 44:20  
**hear** [5] - 18:7, 49:2, 70:22,  
149:19, 170:18  
**heard** [9] - 42:21, 50:22,  
58:10, 63:1, 96:24, 104:5,  
115:10, 157:24, 174:24  
**hearing** [34] - 7:9, 7:10, 8:9,  
10:17, 10:21, 11:16, 11:19,  
11:21, 13:1, 13:3, 13:25,  
15:8, 15:24, 16:2, 16:9,  
16:11, 20:20, 33:10, 41:19,  
46:11, 47:14, 65:15, 69:13,  
90:20, 166:7, 168:2,  
168:17, 169:19, 169:25,  
171:3, 171:7, 173:17,  
175:11  
**HEARING** [1] - 1:13  
**Hearings** [1] - 7:7  
**hearings** [11] - 8:7, 9:4, 16:4,  
58:2, 58:22, 61:3, 63:11,  
65:14, 69:8, 69:15, 172:1  
**heart** [1] - 118:25  
**heavy** [1] - 26:17  
**heel** [1] - 29:1  
**held** [1] - 109:5  
**hello** [1] - 138:6  
**help** [7] - 23:12, 23:15, 26:8,  
34:7, 36:8, 36:10, 62:8  
**helped** [1] - 127:12  
**helpful** [6] - 36:3, 61:3, 88:9,  
162:10, 168:19, 171:4  
**helps** [4] - 26:8, 93:21,  
116:3, 171:12  
**HEREBY** [2] - 176:5, 176:9  
**herein** [1] - 7:1  
**hereinbefore** [1] - 176:7  
**Hettinger** [1] - 132:12  
**hiccups** [1] - 59:3  
**high** [5] - 7:15, 10:24, 11:12,  
117:9, 170:1  
**high-level** [1] - 117:9  
**high-voltage** [3] - 7:15,  
10:24, 11:12  
**higher** [1] - 95:24  
**highest** [1] - 94:24  
**historic** [1] - 112:20  
**historically** [1] - 121:10  
**hit** [1] - 67:20  
**hmm** [2] - 57:8, 73:5  
**hold** [2] - 35:3, 94:8  
**HON** [1] - 1:22  
**honest** [1] - 48:12  
**Honor** [80] - 9:9, 12:11,  
12:19, 12:24, 13:9, 13:16,  
14:6, 15:2, 16:17, 16:19,  
16:21, 17:2, 18:2, 19:9,  
19:17, 19:19, 19:23, 20:2,  
24:2, 29:18, 29:21, 32:3,

40:25, 41:3, 41:7, 41:12,  
47:25, 48:10, 50:4, 50:12,  
50:16, 51:11, 55:18, 55:25,  
56:2, 56:9, 56:13, 56:17,  
62:7, 65:7, 67:8, 68:6,  
82:1, 87:17, 87:19, 88:20,  
88:22, 91:1, 91:21, 91:24,  
92:1, 96:12, 96:14, 96:16,  
96:18, 101:14, 102:3,  
102:6, 128:14, 128:16,  
128:20, 128:25, 133:6,  
135:14, 138:3, 138:5,  
138:7, 138:9, 138:19,  
155:5, 161:13, 161:15,  
164:14, 165:6, 165:8,  
167:15, 167:17, 169:3,  
172:24, 175:8  
**hook** [3] - 145:18, 146:2,  
148:23  
**hope** [11] - 46:11, 55:8,  
71:11, 73:6, 73:14, 75:5,  
85:5, 106:11, 111:10,  
152:12, 174:22  
**hopeful** [2] - 140:16, 143:16  
**hopefully** [7] - 17:7, 18:20,  
32:24, 76:13, 77:5, 81:19,  
142:12  
**hourly** [1] - 40:9  
**hours** [1] - 9:17  
**huge** [2] - 113:15, 139:9  
**hundreds** [2] - 26:19, 172:3  
**hung** [1] - 145:21  
**hydrogeneration** [1] - 110:1

---

## I

---

**ice** [3] - 24:17, 25:11, 170:3  
**idea** [4] - 28:14, 67:15,  
76:16, 110:11  
**identical** [1] - 54:12  
**identified** [3] - 24:12, 32:21,  
66:4  
**identify** [3] - 15:6, 98:6,  
127:9  
**identifying** [1] - 115:5  
**IDS** [1] - 2:18  
**II** [3] - 8:21, 9:6, 130:8  
**ILLONA** [1] - 2:6  
**Illona** [3] - 15:9, 15:10,  
165:20  
**immediate** [2] - 36:8, 36:10  
**impact** [10] - 29:5, 54:21,  
78:21, 78:24, 79:6, 79:7,  
83:20, 114:14, 115:25,  
122:6  
**impacted** [1] - 36:22  
**impacts** [1] - 122:6  
**implementing** [1] - 173:23  
**implications** [1] - 43:1

- implied** [1] - 69:5  
**important** [15] - 21:19, 23:23, 44:1, 44:4, 45:5, 46:8, 65:17, 75:23, 79:17, 83:8, 105:9, 117:23, 173:25, 174:23, 174:24  
**imprisonment** [5] - 17:20, 51:2, 89:13, 97:6, 129:14  
**improvement** [2] - 84:9, 113:21  
**improves** [1] - 93:21  
**Inc** [3] - 13:11, 14:12, 14:15  
**INC** [1] - 3:7  
**incentive** [4] - 148:19, 148:25, 149:19, 150:14  
**include** [4] - 20:19, 21:10, 34:11, 96:3  
**included** [4] - 31:5, 31:6, 64:2, 66:10  
**includes** [3] - 37:22, 44:12, 98:12  
**including** [9] - 26:21, 26:22, 31:1, 34:20, 35:16, 37:13, 64:6, 131:6, 144:22  
**inclusion** [2] - 158:4, 158:10  
**inclusive** [1] - 101:18  
**increase** [1] - 137:23  
**increased** [2] - 53:4, 84:17  
**increasing** [1] - 125:15  
**incremental** [1] - 37:6  
**incur** [2] - 147:18, 148:15  
**Incurred** [1] - 6:9  
**indeed** [3] - 14:4, 144:20, 149:21  
**INDEPENDENT** [1] - 3:6  
**Independent** [3] - 12:4, 13:10, 18:15  
**independently** [1] - 32:23  
**Indiana** [2] - 3:5, 13:12  
**indicate** [2] - 65:19, 115:6  
**indicated** [7] - 13:17, 41:19, 69:12, 105:8, 105:15, 116:1, 176:8  
**individual** [4] - 31:14, 79:1, 109:14, 125:2  
**individually** [1] - 136:6  
**individuals** [1] - 170:11  
**industry** [2] - 94:16, 94:21  
**information** [23] - 48:5, 48:9, 55:11, 56:24, 64:7, 68:1, 78:17, 106:8, 107:19, 117:13, 154:14, 156:6, 156:8, 157:2, 159:11, 159:12, 159:17, 159:18, 160:4, 160:13, 160:21, 160:23, 161:8  
**informs** [1] - 46:23  
**infrastructure** [1] - 35:20  
**initial** [1] - 85:24  
**initiate** [1] - 115:20  
**initiated** [2] - 113:7, 134:6  
**Initiative** [6] - 53:14, 53:16, 55:7, 109:1, 112:3, 134:5  
**initiative** [2] - 53:17, 137:6  
**input** [2] - 71:16, 72:17  
**inserted** [1] - 65:15  
**insight** [1] - 109:12  
**insofar** [1] - 21:6  
**instabilities** [1] - 27:25  
**instability** [2] - 27:19, 29:11  
**instead** [1] - 164:24  
**instructor** [1] - 130:19  
**integral** [1] - 35:17  
**integrate** [2] - 23:15, 23:24  
**integrated** [2] - 21:14, 35:21  
**integration** [1] - 34:6  
**intend** [1] - 106:24  
**intending** [1] - 54:5  
**intending** [1] - 147:21  
**intense** [1] - 109:20  
**intention** [2] - 144:21, 149:14  
**interchanged** [1] - 40:13  
**interconnect** [4] - 37:8, 38:17, 92:10, 143:3  
**interconnected** [1] - 22:16  
**interconnection** [2] - 40:4, 40:20  
**interconnections** [1] - 34:15  
**interest** [3] - 85:22, 160:12, 173:5  
**interested** [5] - 59:18, 62:15, 72:6, 74:8, 126:3  
**interesting** [7] - 63:11, 143:12, 143:17, 168:20, 168:25, 169:6, 172:6  
**internal** [1] - 105:18  
**internally** [1] - 149:18  
**Internet** [3] - 81:15, 81:16  
**interpret** [1] - 174:15  
**interrupt** [2] - 65:1, 88:4  
**interrupted** [1] - 68:17  
**intervened** [1] - 59:12  
**intervening** [2] - 59:15, 59:18  
**intervenor** [2] - 12:5, 19:10  
**intervenors** [11] - 59:5, 59:7, 59:8, 59:10, 60:8, 61:2, 61:23, 63:10, 65:2, 65:12, 65:18  
**intervention** [9] - 12:7, 59:19, 61:2, 61:23, 63:2, 63:7, 63:16, 65:3, 65:12  
**interventions** [1] - 63:9  
**intrigued** [1] - 120:2  
**intriguing** [1] - 120:11  
**introduce** [1] - 54:1  
**introduction** [2] - 12:10, 13:2  
**introductions** [1] - 13:14  
**invest** [5] - 85:6, 117:21, 118:15, 118:20, 126:19  
**invested** [3] - 79:12, 118:10, 148:1  
**investing** [1] - 85:8  
**investment** [31] - 8:17, 10:10, 23:4, 23:5, 23:10, 45:3, 45:6, 85:10, 85:13, 104:24, 105:7, 105:14, 106:23, 117:11, 117:19, 141:2, 141:11, 141:16, 141:18, 142:10, 145:11, 145:14, 146:16, 149:23, 149:25, 150:24, 156:14, 156:16, 156:17, 156:19, 169:16  
**investments** [6] - 22:21, 72:8, 82:16, 83:25, 85:9, 107:1  
**invited** [1] - 109:7  
**involve** [1] - 27:19  
**involved** [7] - 62:11, 80:2, 86:13, 95:7, 100:25, 133:16, 155:21  
**involvement** [1] - 74:15  
**Iowa** [1] - 111:6  
**irrelevant** [1] - 47:5  
**irrevocable** [1] - 45:2  
**ISO** [13] - 3:4, 12:5, 12:18, 15:21, 16:24, 19:10, 19:20, 21:11, 33:5, 40:15, 134:5, 135:25, 175:3  
**issue** [16] - 8:13, 21:21, 22:25, 24:8, 46:5, 46:6, 46:13, 105:23, 115:7, 125:8, 131:9, 145:20, 154:10, 158:23, 159:24, 164:16  
**issues** [20] - 11:20, 25:3, 30:5, 43:22, 56:7, 60:8, 63:13, 75:3, 75:15, 79:8, 84:8, 101:22, 109:19, 120:11, 120:16, 131:7, 134:22, 144:5, 163:7, 174:17  
**item** [1] - 43:17  
**items** [2] - 43:9, 150:25  
**iteration** [1] - 67:21  
**itself** [7] - 84:25, 88:5, 93:17, 103:3, 169:17, 171:3
- 
- J**
- 
- January** [1] - 58:21  
**jargon** [1] - 65:23  
**JEFFCOAT** [63] - 2:6, 15:9, 16:19, 19:15, 19:25, 29:23, 30:2, 32:1, 41:5, 45:23, 49:12, 49:18, 50:1, 55:23, 56:15, 65:9, 66:5, 66:14, 66:17, 66:25, 87:21, 88:12, 88:20, 90:24, 91:23, 96:16, 100:16, 101:13, 102:5, 104:14, 128:18, 129:4, 129:20, 129:22, 133:4, 133:12, 133:13, 134:25, 135:7, 138:2, 138:15, 145:4, 152:10, 152:23, 153:4, 154:2, 155:11, 155:17, 157:5, 159:4, 160:24, 162:8, 163:3, 163:5, 163:11, 163:19, 164:5, 165:13, 165:22, 166:1, 167:7, 167:17, 175:6  
**Jeffcoat** [41] - 4:10, 5:7, 15:5, 15:10, 16:18, 19:14, 19:24, 29:22, 41:4, 42:15, 45:20, 49:11, 55:22, 56:14, 65:8, 66:21, 67:13, 67:18, 87:20, 88:11, 88:19, 90:23, 91:22, 96:15, 100:15, 101:12, 102:4, 128:17, 129:3, 129:19, 138:1, 138:14, 146:8, 149:17, 152:4, 154:23, 158:6, 160:10, 167:16, 175:4  
**JEFFCOAT-SACCO** [63] - 2:6, 15:9, 16:19, 19:15, 19:25, 29:23, 30:2, 32:1, 41:5, 45:23, 49:12, 49:18, 50:1, 55:23, 56:15, 65:9, 66:5, 66:14, 66:17, 66:25, 87:21, 88:12, 88:20, 90:24, 91:23, 96:16, 100:16, 101:13, 102:5, 104:14, 128:18, 129:4, 129:20, 129:22, 133:4, 133:12, 133:13, 134:25, 135:7, 138:2, 138:15, 145:4, 152:10, 152:23, 153:4, 154:2, 155:11, 155:17, 157:5, 159:4, 160:24, 162:8, 163:3, 163:5, 163:11, 163:19, 164:5, 165:13, 165:22, 166:1, 167:7, 167:17, 175:6  
**Jeffcoat-Sacco** [40] - 4:10, 5:7, 15:5, 15:10, 16:18, 19:14, 19:24, 29:22, 41:4, 42:15, 45:20, 49:11, 55:22, 56:14, 65:8, 66:21, 67:13, 67:18, 87:20, 88:11, 88:19, 90:23, 91:22, 96:15, 100:15, 101:12, 102:4, 128:17, 129:3, 129:19, 138:1, 138:14, 146:8, 149:17, 152:4, 154:23, 160:10, 167:16, 175:4  
**Jeffcoat-Sacco's** [1] - 158:6

**JEFFREY** [1] - 17:23  
**JEFFREY** [1] - 4:7  
**Jeffrey** [3] - 5:16, 17:12, 18:11  
**Jerry** [12] - 6:6, 15:13, 129:5, 129:25, 131:18, 135:19, 136:18, 137:9, 155:18, 159:9, 163:15, 164:1  
**JERRY** [2] - 5:6, 129:16  
**Jerry's** [2] - 155:23, 163:23  
**job** [3] - 10:2, 44:19, 169:3  
 **jogging** [1] - 32:7  
**Joint** [5] - 5:23, 6:4, 6:5, 6:8, 6:10  
**joint** [1] - 114:24  
**jointly** [1] - 163:13  
**Judge** [10] - 41:17, 42:7, 42:20, 46:20, 47:16, 49:2, 60:14, 99:13, 146:5, 161:10  
**judge** [7] - 7:5, 40:23, 41:2, 63:6, 67:5, 139:3, 173:6  
**JUDGE** [226] - 1:23, 7:4, 8:5, 9:10, 9:19, 10:18, 12:22, 13:6, 13:13, 14:1, 14:7, 14:19, 15:1, 15:5, 15:15, 15:19, 16:16, 16:18, 16:20, 16:22, 17:11, 17:13, 18:1, 19:12, 19:14, 19:16, 19:18, 19:22, 19:24, 20:1, 20:3, 24:3, 28:8, 29:16, 29:20, 29:22, 32:2, 32:4, 39:10, 41:4, 41:6, 41:8, 41:13, 41:15, 42:18, 46:16, 47:6, 47:18, 47:24, 48:8, 48:22, 49:3, 49:5, 49:9, 49:11, 49:16, 49:22, 50:2, 50:5, 50:9, 50:14, 50:17, 50:21, 51:10, 53:3, 53:8, 55:16, 55:19, 55:22, 55:24, 56:1, 56:11, 56:14, 56:16, 56:18, 61:5, 61:8, 61:11, 61:16, 61:20, 62:9, 64:6, 64:11, 64:25, 65:8, 66:3, 66:20, 67:1, 67:4, 67:6, 67:9, 67:14, 67:24, 68:7, 68:10, 68:14, 68:20, 73:23, 77:24, 80:25, 81:4, 81:10, 81:24, 82:2, 82:12, 84:12, 87:15, 87:18, 87:20, 88:10, 88:14, 88:17, 88:21, 88:23, 89:2, 89:6, 89:18, 90:21, 90:23, 90:25, 91:2, 91:19, 91:22, 91:25, 92:2, 93:25, 96:10, 96:13, 96:15, 96:17, 96:19, 96:23, 97:11, 97:24, 99:9, 99:15, 99:19, 99:21, 100:1, 100:13, 100:15, 100:17, 100:19, 101:10, 101:12, 101:15, 101:17, 102:2,

102:4, 102:7, 102:9, 103:19, 103:22, 107:7, 116:24, 119:17, 122:18, 127:16, 128:12, 128:15, 128:17, 128:19, 128:21, 128:24, 129:3, 129:6, 129:19, 133:5, 133:7, 133:9, 133:11, 135:2, 135:11, 135:13, 135:15, 136:14, 137:10, 137:25, 138:4, 138:6, 138:8, 138:10, 138:13, 138:17, 138:20, 139:12, 139:16, 139:21, 144:11, 144:15, 146:4, 154:17, 155:3, 155:6, 155:13, 155:16, 161:11, 161:14, 161:16, 162:4, 162:9, 163:4, 164:13, 165:3, 165:7, 165:9, 165:17, 165:21, 165:25, 166:9, 166:17, 167:10, 167:14, 167:16, 167:18, 167:20, 169:4, 171:9, 172:19, 173:2, 173:7, 173:14, 175:1, 175:4, 175:7, 175:9  
**judgment** [1] - 93:21  
**July** [7] - 30:7, 30:25, 35:7, 58:11, 92:14, 135:25, 140:17  
**jump** [1] - 143:14  
**June** [1] - 176:14  
**jurisdiction** [2] - 125:20, 132:21  
**jurisdictions** [3] - 71:12, 95:10, 95:18  
**justified** [2] - 33:20, 112:18

---

**K**

---

**Kalk** [26] - 4:4, 4:9, 4:12, 4:15, 4:19, 4:23, 5:4, 5:9, 5:12, 9:19, 28:8, 39:10, 73:24, 94:1, 103:21, 107:8, 122:18, 126:1, 136:15, 139:2, 146:12, 161:17, 163:5, 164:15, 165:5, 171:9  
**KALK** [34] - 2:4, 9:20, 28:9, 28:11, 29:14, 39:12, 40:22, 74:2, 77:22, 94:3, 96:9, 104:13, 107:10, 116:23, 122:20, 127:15, 136:17, 137:8, 139:3, 140:3, 144:9, 161:18, 162:3, 162:6, 162:11, 163:9, 163:17, 164:4, 164:9, 165:2, 167:1, 167:4, 171:10, 173:3  
**keenly** [1] - 9:13  
**keep** [6] - 22:7, 109:18,

124:10, 124:11, 136:2, 174:19  
**Keith** [2] - 12:17, 13:11  
**KEITH** [1] - 3:2  
**KEVIN** [1] - 2:3  
**Kevin** [1] - 8:10  
**key** [5] - 34:5, 39:7, 70:23, 71:7, 141:25  
**kicked** [1] - 109:18  
**kicks** [1] - 149:4  
**kilovolt** [4] - 10:25, 11:3, 11:6, 11:14  
**kind** [40] - 24:20, 25:13, 29:7, 34:10, 78:3, 78:7, 94:12, 103:2, 103:3, 105:5, 105:14, 105:17, 107:1, 107:3, 108:14, 108:25, 109:15, 115:2, 117:8, 117:9, 117:20, 118:10, 120:14, 120:17, 122:13, 124:4, 126:4, 126:16, 126:20, 127:11, 136:7, 138:23, 140:23, 142:8, 142:16, 144:8, 148:16, 164:10, 165:23, 171:13  
**kinds** [2] - 27:23, 29:12  
**KKK** [1] - 104:1  
**knocked** [1] - 170:10  
**knowing** [1] - 82:25  
**knowledge** [5] - 39:13, 52:10, 74:7, 90:14, 100:5  
**knows** [2] - 82:11, 166:2  
**Krikava** [21] - 13:22, 15:1, 15:3, 41:14, 41:16, 42:19, 46:19, 47:7, 48:8, 50:3, 50:15, 50:18, 64:7, 67:9, 69:12, 81:5, 139:13, 146:4, 154:23, 164:13, 173:7  
**KRIKAVA** [37] - 2:17, 15:2, 41:17, 42:20, 46:20, 47:16, 48:10, 48:25, 49:2, 49:7, 49:10, 50:4, 50:12, 50:16, 50:20, 62:7, 62:10, 64:9, 67:2, 67:5, 67:8, 67:10, 67:16, 81:6, 88:4, 98:3, 146:5, 149:9, 149:15, 150:22, 157:19, 160:9, 161:5, 164:14, 173:6, 173:8, 173:15  
**Ks** [1] - 104:2  
**kV** [4] - 25:14, 57:14, 115:24, 125:7

## L

**L-e-h-m-a-n** [1] - 89:23  
**L-e-i-n** [1] - 129:25  
**laid** [3] - 10:7, 27:6, 170:25  
**land** [1] - 147:10

**landowner** [1] - 122:7  
**language** [6] - 62:6, 70:15, 70:16, 72:4, 146:1, 152:14  
**languishing** [1] - 145:20  
**large** [15] - 29:3, 29:4, 34:7, 37:7, 37:10, 72:8, 80:7, 80:22, 80:23, 83:3, 85:4, 103:11, 105:7, 116:16  
**largely** [1] - 31:12  
**larger** [5] - 38:11, 38:13, 84:3, 84:15, 125:12  
**last** [15] - 35:25, 51:16, 61:16, 63:4, 63:19, 82:6, 82:14, 92:7, 92:9, 97:16, 107:13, 129:24, 170:5, 172:1  
**late** [13] - 58:18, 60:16, 61:19, 61:22, 63:19, 68:15, 81:1, 130:25, 166:19, 167:11, 167:22, 170:10, 175:10  
**late-filed** [9] - 60:16, 61:19, 61:22, 68:15, 81:1, 166:19, 167:11, 167:22, 175:10  
**latest** [1] - 135:23  
**latter** [1] - 21:17  
**Laughter** [1] - 94:9  
**launch** [1] - 146:21  
**Laura** [3] - 48:16, 49:7, 54:5  
**LAURA** [1] - 49:9  
**LAW** [1] - 1:23  
**law** [17] - 7:5, 17:15, 43:1, 50:24, 63:6, 71:15, 89:8, 97:1, 104:8, 108:12, 129:9, 153:22, 169:10, 169:17, 169:19, 171:16, 173:18  
**Lawrence** [1] - 12:12  
**laws** [1] - 171:17  
**lawyers** [1] - 13:19  
**lay** [5] - 60:17, 63:24, 154:12, 160:17, 160:18  
**lead** [2] - 76:21, 131:11  
**leading** [1] - 149:20  
**learn** [1] - 160:6  
**learned** [1] - 132:22  
**least** [10] - 20:15, 24:13, 25:4, 73:16, 106:25, 125:13, 148:23, 149:17, 152:24, 168:5  
**leave** [7] - 13:1, 22:24, 47:11, 59:6, 65:4, 81:19, 141:3  
**leaving** [1] - 157:4  
**led** [1] - 60:5  
**left** [3] - 130:12, 138:24, 145:18  
**leg** [1] - 69:19  
**legal** [4] - 157:5, 157:11, 167:1, 167:2  
**Legal** [1] - 3:4  
**legally** [1] - 145:10

- legislature** [1] - 8:15  
**legitimate** [1] - 73:18  
**LEHMAN** [2] - 4:17, 89:15  
**Lehman** [8] - 5:19, 54:16, 89:5, 89:6, 89:21, 89:23, 89:24, 96:20  
**LEIN** [2] - 5:6, 129:16  
**Lein** [11] - 6:6, 15:13, 129:5, 129:6, 129:25, 131:18, 133:13, 138:11, 155:18, 157:25, 163:15  
**lending** [1] - 174:2  
**less** [4] - 8:6, 141:7, 147:3, 170:22  
**level** [12] - 20:24, 25:10, 38:23, 73:2, 115:17, 117:9, 118:9, 118:21, 157:12, 157:13, 166:23, 170:9  
**levels** [4] - 27:16, 27:17, 124:4, 125:19  
**liberty** [1] - 42:11  
**light** [3] - 42:5, 164:21, 164:23  
**likelihood** [2] - 148:6, 148:14  
**likely** [2] - 109:22, 127:23  
**likewise** [1] - 152:1  
**limited** [1] - 158:22  
**line** [109] - 7:15, 7:19, 9:13, 9:25, 10:5, 10:24, 10:25, 11:3, 11:6, 11:12, 11:13, 11:14, 17:6, 25:7, 25:15, 25:19, 26:3, 26:4, 26:20, 26:23, 32:13, 32:15, 33:14, 33:15, 34:2, 34:3, 34:6, 34:10, 34:22, 35:6, 35:14, 37:1, 38:18, 38:19, 38:22, 38:23, 44:5, 44:24, 45:14, 50:18, 59:20, 63:1, 63:16, 63:23, 69:20, 74:22, 75:6, 77:11, 77:15, 78:7, 78:10, 78:11, 78:12, 79:4, 79:11, 79:14, 80:19, 80:23, 81:19, 83:16, 84:21, 84:22, 84:23, 85:8, 85:22, 85:23, 86:2, 87:9, 93:18, 98:24, 98:25, 99:2, 99:3, 99:12, 99:14, 99:16, 99:17, 99:19, 99:23, 99:25, 104:5, 113:10, 113:13, 113:14, 114:4, 114:5, 116:2, 117:5, 121:22, 122:10, 123:1, 123:10, 123:14, 124:16, 124:18, 125:16, 132:9, 132:10, 134:13, 135:19, 137:18, 137:19, 139:10, 154:10, 160:19, 170:19, 171:3  
**lines** [17] - 21:1, 21:3, 22:14, 25:12, 26:17, 32:13, 36:18, 36:23, 36:24, 37:3, 62:21, 71:23, 78:22, 114:16, 121:23, 124:23, 125:21  
**lingering** [1] - 30:4  
**list** [7] - 63:9, 76:22, 87:1, 151:14, 151:18, 151:19, 151:20  
**listed** [1] - 86:17  
**listening** [2] - 65:22, 154:25  
**lists** [1] - 62:23  
**literally** [3] - 112:15, 117:17, 174:3  
**litigious** [1] - 60:12  
**lively** [1] - 63:12  
**living** [1] - 147:5  
**LMPs** [1] - 102:14  
**load** [35] - 21:8, 25:8, 25:10, 26:1, 26:15, 27:18, 27:23, 29:4, 37:25, 38:5, 38:9, 79:6, 82:22, 82:23, 82:24, 83:1, 83:11, 83:15, 83:17, 84:5, 84:24, 85:4, 103:7, 110:7, 110:14, 117:11, 118:2, 120:19, 120:25, 121:9, 124:3, 124:4, 124:6, 132:24  
**loading** [2] - 27:15, 27:16  
**loadings** [1] - 124:11  
**loads** [4] - 22:17, 27:1, 110:11, 118:19  
**local** [6] - 20:23, 23:21, 79:8, 110:2, 125:8, 127:6  
**locally** [1] - 110:23  
**located** [3] - 21:6, 79:10, 116:3  
**location** [3] - 10:11, 74:24, 76:5  
**locational** [1] - 102:14  
**locations** [1] - 83:10  
**lock** [4] - 149:23, 149:24, 153:11  
**locked** [2] - 148:3, 148:6  
**long-term** [3] - 20:18, 120:6, 121:2  
**look** [48] - 8:3, 8:12, 8:22, 8:25, 9:15, 9:17, 10:16, 27:4, 27:6, 28:17, 44:24, 45:10, 67:12, 67:18, 76:5, 77:11, 77:15, 83:4, 83:21, 94:21, 102:20, 112:4, 112:9, 113:3, 113:25, 114:4, 115:7, 120:20, 121:4, 122:14, 122:22, 123:12, 123:13, 123:15, 126:23, 143:20, 151:23, 158:14, 158:24, 162:25, 164:17, 166:18, 168:15, 168:19, 171:23, 172:16, 174:5  
**looked** [12] - 20:19, 77:7, 78:20, 79:3, 83:5, 94:4, 103:1, 109:15, 112:15, 114:5, 114:7, 123:20  
**looking** [11] - 38:20, 82:21, 86:9, 94:17, 119:24, 121:20, 156:8, 157:23, 160:14, 160:22, 164:21  
**looks** [4] - 60:9, 94:7, 102:21, 135:23  
**lose** [3] - 26:3, 171:20, 172:11  
**loss** [6] - 25:8, 26:1, 26:18, 27:23, 29:4  
**losses** [4] - 114:14, 121:21, 121:22  
**lost** [2] - 25:14, 25:19  
**loud** [1] - 42:21  
**low** [4] - 26:16, 27:17, 84:22, 118:21  
**lower** [1] - 125:7
- 
- M**
- 
- M-a-c-F-a-r-l-a-n-e** [1] - 49:1  
**M-c-C-a-r-t-e-n** [1] - 49:8  
**M-c-F-a-r-l-a-n-e** [1] - 48:25  
**MacFarlane** [1] - 48:15  
**MACFARLANE** [1] - 49:3  
**MacFarlane's** [2] - 48:19, 48:23  
**magic** [2] - 153:5, 156:15  
**major** [1] - 78:20  
**major** [4] - 24:17, 134:19, 145:13, 151:4  
**majority** [1] - 32:20  
**managed** [1] - 22:22  
**management** [1] - 105:18  
**manager** [1] - 54:16  
**mandate** [2] - 119:9, 119:10  
**mandates** [1] - 31:19  
**mandating** [1] - 38:24  
**mandatory** [1] - 124:9  
**map** [2] - 102:13, 109:16  
**MAPP** [1] - 134:6  
**March** [1] - 11:17  
**marginal** [1] - 102:14  
**mark** [1] - 67:20  
**marked** [5] - 18:21, 61:12, 61:14, 99:7, 131:22  
**market** [11] - 21:11, 21:15, 34:9, 35:1, 38:9, 40:6, 103:6, 103:7, 103:12, 111:19, 128:1  
**marking** [2] - 42:11, 61:14  
**match** [2] - 110:13, 117:10  
**material** [5] - 17:17, 51:4, 89:10, 97:3, 129:11  
**matter** [7] - 10:1, 12:19, 14:18, 54:2, 157:15, 171:23, 174:9  
**matters** [1] - 131:5  
**maximized** [3] - 22:22, 23:9, 23:10  
**McCarten** [5] - 48:16, 48:17, 49:7, 54:6, 54:15  
**McCarten's** [1] - 54:6  
**McHenry** [1] - 114:1  
**MDU** [7] - 74:8, 74:12, 126:1, 126:15, 127:21, 127:22, 140:7  
**mean** [46] - 15:11, 28:15, 36:16, 39:15, 65:14, 70:14, 75:23, 84:22, 85:25, 92:18, 93:5, 94:20, 95:4, 103:23, 107:18, 113:13, 113:16, 115:12, 116:8, 118:2, 121:9, 123:12, 124:1, 124:5, 125:21, 126:23, 127:8, 136:22, 140:20, 140:21, 141:14, 141:15, 141:23, 142:6, 142:7, 144:3, 145:3, 145:16, 148:25, 153:6, 153:16, 156:12, 156:25, 161:21, 164:10, 167:5  
**meaning** [3] - 32:19, 95:24, 110:23  
**means** [3] - 151:2, 159:5, 159:6  
**meant** [1] - 164:2  
**mechanism** [4] - 70:9, 71:3, 71:7, 106:15  
**mechanisms** [1] - 72:15  
**meet** [8] - 27:12, 32:25, 34:7, 34:20, 113:15, 114:13, 123:7, 123:11  
**meeting** [3] - 12:2, 118:23, 118:24  
**meetings** [3] - 106:9, 109:6  
**megawatts** [5] - 37:4, 37:15, 107:22, 110:20, 111:3  
**member** [3] - 32:22, 115:1, 140:22  
**members** [2] - 12:12, 15:13  
**memory** [1] - 32:7  
**mention** [2] - 66:7, 168:13  
**mentioned** [7] - 42:21, 66:7, 85:25, 113:2, 133:1, 159:20, 166:11  
**merging** [1] - 124:22  
**message** [3] - 17:10, 150:15, 150:16  
**met** [1] - 163:2  
**methodology** [6] - 92:11, 93:12, 93:16, 98:15, 136:1, 158:12  
**metro** [1] - 112:12  
**MICHAEL** [1] - 2:17  
**Michael** [1] - 13:22  
**middle** [1] - 172:7

- Midwest** [22] - 3:4, 12:3, 12:5, 12:18, 13:10, 15:21, 16:24, 18:15, 19:10, 19:20, 21:11, 21:13, 33:5, 36:14, 36:22, 38:1, 38:7, 40:15, 74:6, 134:5, 135:25, 175:3
- MIDWEST** [1] - 3:6
- might** [35] - 10:1, 20:10, 42:2, 43:2, 53:3, 53:4, 56:24, 59:14, 60:15, 60:17, 65:14, 65:24, 67:8, 75:21, 76:22, 77:4, 81:12, 81:13, 92:17, 92:18, 94:7, 95:21, 96:7, 119:20, 120:5, 120:7, 120:14, 140:8, 147:24, 156:7, 160:14, 166:2, 167:9, 171:21, 173:11
- Mike** [4] - 15:3, 15:13, 155:20, 167:9
- mikes** [1] - 8:3
- million** [1] - 148:11
- million-dollar** [1] - 148:11
- mind** [6] - 109:18, 125:5, 152:15, 152:16, 154:4, 174:20
- Minneapolis** [2] - 2:19, 14:24
- Minnesota** [68] - 2:19, 11:2, 11:5, 11:8, 11:15, 14:24, 22:2, 22:8, 22:9, 23:18, 38:10, 57:1, 57:12, 57:15, 57:19, 58:1, 58:17, 58:21, 59:20, 60:1, 60:5, 60:24, 60:25, 62:3, 62:12, 62:16, 62:22, 64:15, 68:9, 69:23, 70:1, 72:22, 72:23, 73:3, 74:22, 75:24, 76:3, 76:6, 76:14, 76:20, 76:25, 84:16, 86:1, 86:3, 86:10, 94:15, 94:18, 95:2, 106:21, 107:13, 107:21, 109:25, 110:22, 112:11, 112:12, 114:18, 118:13, 119:11, 125:6, 137:21, 150:6, 151:8, 151:24, 152:1, 152:2, 168:10, 174:7
- Minnesota's** [3] - 21:23, 22:11, 123:23
- Minnkota** [17] - 83:10, 83:11, 85:25, 86:3, 86:6, 86:7, 86:12, 86:20, 87:9, 126:15, 127:1, 128:1, 128:2, 140:21, 141:5, 141:21
- minor** [1] - 54:13
- Minot** [8] - 28:20, 77:9, 77:11, 113:12, 114:21, 115:12, 124:19
- minute** [3] - 30:5, 65:1, 97:25
- minutes** [1] - 81:7
- MISO** [34] - 27:2, 30:10, 43:22, 44:15, 92:9, 92:11, 92:13, 93:4, 98:15, 115:11, 117:13, 126:22, 127:3, 127:11, 127:13, 127:20, 127:24, 127:25, 136:11, 139:6, 139:9, 139:11, 140:7, 140:8, 140:15, 140:22, 141:1, 141:3, 143:3, 143:8, 144:2, 155:7, 158:19, 158:23
- MISO's** [1] - 20:13
- missing** [1] - 86:5
- Missouri** [3] - 86:11, 86:18, 86:22
- mitigate** [1] - 168:6
- mix** [1] - 110:4
- mixed** [1] - 8:18
- mixing** [1] - 131:17
- model** [5] - 39:14, 40:1, 40:6, 40:9, 40:19
- modeling** [2] - 39:24, 113:12
- models** [5] - 39:20, 40:4, 40:8, 40:11, 40:12
- modifications** [1] - 19:6
- moment** [6] - 23:22, 50:17, 53:25, 56:3, 56:12, 98:13
- Monday** [2] - 7:2, 145:1
- money** [4] - 128:7, 146:15, 148:2, 169:13
- monitor** [2] - 141:13, 144:2
- Montana** [1] - 74:7
- Montana-Dakota** [1] - 74:7
- month** [1] - 76:21
- months** [2] - 111:19, 172:17
- Monticello** [4] - 57:20, 57:23, 63:15, 69:9
- mooted** [1] - 169:17
- Morgan** [3] - 2:18, 14:23, 15:3
- morning** [9] - 7:4, 8:11, 9:11, 9:20, 15:3, 41:17, 41:18, 129:23, 145:2
- most** [14] - 23:23, 27:4, 27:7, 34:12, 34:16, 35:5, 38:11, 58:23, 62:15, 79:5, 83:25, 142:24, 170:12
- motion** [9] - 12:10, 12:16, 12:20, 13:6, 13:15, 13:21, 14:1, 14:5, 14:19
- move** [17] - 22:16, 33:17, 34:22, 35:8, 35:18, 36:12, 53:3, 53:4, 105:14, 125:21, 137:21, 149:22, 149:25, 150:1, 154:18, 172:2, 172:10
- moved** [3] - 36:16, 54:10, 154:4
- movement** [3] - 36:21, 79:22, 85:11
- moving** [2] - 63:22, 154:9
- MPP** [1] - 30:21
- MR** [130] - 2:17, 2:17, 3:2, 12:11, 12:23, 13:9, 13:16, 14:22, 15:2, 16:15, 16:17, 17:2, 18:2, 18:4, 19:9, 19:13, 19:19, 19:23, 29:18, 29:21, 40:25, 41:3, 41:12, 41:14, 41:17, 42:20, 46:20, 47:16, 47:21, 48:10, 48:25, 49:2, 49:7, 49:10, 50:4, 50:7, 50:10, 50:12, 50:16, 50:20, 51:11, 51:13, 55:14, 55:17, 55:21, 56:2, 56:4, 56:9, 56:12, 61:15, 61:18, 62:2, 62:7, 62:10, 64:9, 65:7, 67:2, 67:5, 67:8, 67:10, 67:16, 68:6, 81:6, 81:22, 82:1, 82:10, 86:14, 86:17, 86:20, 87:17, 87:19, 88:2, 88:4, 88:16, 89:4, 89:20, 90:19, 90:22, 91:3, 91:17, 91:20, 96:12, 96:14, 96:21, 97:13, 98:1, 98:3, 98:4, 98:5, 100:2, 100:10, 100:14, 100:21, 101:7, 101:11, 101:19, 101:25, 102:3, 128:14, 128:16, 128:25, 133:6, 133:8, 135:4, 135:9, 135:12, 138:5, 138:7, 139:14, 139:20, 139:22, 146:5, 149:9, 149:15, 150:22, 154:24, 155:12, 157:19, 160:9, 161:5, 161:13, 164:14, 165:6, 167:13, 167:15, 172:24, 173:6, 173:8, 173:15, 175:3
- MRES** [1] - 87:1
- MS** [94] - 2:6, 2:11, 14:6, 14:8, 15:9, 15:16, 16:19, 16:21, 19:15, 19:17, 19:25, 20:2, 29:23, 30:2, 32:1, 32:3, 41:5, 41:7, 45:23, 47:25, 49:12, 49:18, 50:1, 55:23, 55:25, 56:15, 56:17, 65:9, 66:5, 66:14, 66:17, 66:25, 68:8, 68:13, 87:21, 88:12, 88:20, 88:22, 90:24, 91:1, 91:23, 92:1, 96:16, 96:18, 100:16, 100:18, 101:13, 101:16, 102:5, 102:8, 104:14, 128:18, 128:20, 129:4, 129:20, 129:22, 133:4, 133:10, 133:12, 133:13, 134:25, 135:7, 135:14, 138:2, 138:9, 138:15, 138:19, 145:4, 152:10, 152:23, 153:4, 154:2, 155:5, 155:11, 155:17, 157:5, 159:4, 160:24, 161:15, 162:8, 163:3, 163:5, 163:11, 163:19, 164:5, 165:8, 165:13, 165:22, 166:1, 167:7, 167:17, 167:19, 175:6, 175:8
- MTEP** [4] - 24:14, 33:12, 33:13, 33:16
- multi** [1] - 136:2
- multiple** [3] - 25:6, 71:13, 125:11
- multipurpose** [3] - 30:21, 31:8, 136:3
- multivalued** [3] - 31:11, 34:4, 136:2
- must** [2] - 123:13, 129:7
- MVPs** [1] - 136:2
- 
- ## N
- 
- name** [17] - 12:12, 14:8, 17:11, 17:12, 18:9, 18:11, 48:24, 51:15, 51:16, 51:17, 53:10, 69:14, 89:22, 97:15, 97:17, 129:24
- namely** [1] - 10:24
- names** [1] - 31:14
- nationally** [1] - 174:5
- natural** [1] - 110:23
- nature** [2] - 35:21, 151:10
- NDSU** [4] - 9:23, 107:12, 107:13, 107:15
- near** [1] - 45:2
- nearly** [1] - 54:12
- necessarily** [4] - 110:8, 114:23, 119:9, 122:3
- necessary** [5] - 19:6, 73:6, 137:3, 158:2, 160:19
- necessity** [1] - 65:22
- need** [57] - 11:24, 33:20, 38:18, 46:14, 55:4, 57:12, 58:17, 60:19, 60:22, 64:13, 66:9, 67:21, 72:12, 72:17, 72:22, 77:20, 79:16, 81:1, 81:10, 105:23, 106:21, 107:2, 107:3, 107:23, 110:3, 110:12, 112:13, 113:4, 113:24, 114:13, 114:17, 116:18, 122:24, 123:25, 127:9, 129:7, 141:2, 141:9, 141:20, 142:9, 145:22, 145:25, 150:7, 150:19, 150:22, 151:7, 159:13, 161:7, 162:17, 162:19, 164:3, 165:25, 167:5, 172:10, 174:7
- needed** [15] - 20:21, 30:17, 35:7, 73:4, 110:19, 118:8, 121:7, 134:10, 136:19, 136:20, 136:21, 137:23,

- 155:20  
**needs** [14] - 12:2, 21:3, 31:17, 32:23, 34:19, 38:25, 113:18, 117:19, 125:2, 125:12, 136:23, 137:20, 166:3, 166:6  
**negotiated** [2] - 150:12, 153:6  
**negotiation** [3] - 78:13, 147:3, 150:25  
**negotiations** [3] - 53:20, 133:17, 151:13  
**neighbor** [1] - 127:9  
**NERC** [1] - 124:8  
**net** [1] - 116:15  
**Nevada** [1] - 130:24  
**never** [1] - 169:22  
**new** [12] - 15:12, 21:12, 21:17, 34:6, 34:11, 34:18, 37:15, 38:4, 92:13, 111:17, 122:10, 159:18  
**next** [9] - 9:17, 26:4, 61:17, 89:2, 96:20, 99:22, 144:7, 149:23, 172:17  
**noble** [1] - 71:16  
**non** [4] - 127:3, 127:13, 127:20, 127:25  
**non-MISO** [4] - 127:3, 127:13, 127:20, 127:25  
**nonCO2-generating** [1] - 23:16  
**none** [10] - 20:2, 22:1, 32:3, 56:17, 63:17, 65:7, 96:16, 96:18, 161:13, 167:15  
**nonetheless** [1] - 16:8  
**nonjurisdictional** [1] - 170:8  
**nonprejudiced** [1] - 104:19  
**noon** [1] - 10:14  
**normal** [1] - 156:21  
**north** [2] - 28:21, 113:11  
**NORTH** [1] - 1:1  
**North** [78] - 1:18, 2:8, 2:13, 7:8, 7:17, 11:1, 12:13, 16:6, 17:18, 21:18, 22:1, 22:7, 23:18, 23:20, 25:15, 28:16, 28:23, 29:5, 35:17, 36:3, 36:5, 36:9, 37:5, 37:9, 37:16, 37:17, 51:1, 54:21, 57:10, 57:17, 58:6, 58:8, 62:17, 65:20, 66:6, 66:9, 70:8, 71:6, 71:25, 72:25, 73:13, 74:23, 75:21, 76:14, 76:18, 76:25, 89:11, 94:15, 95:3, 97:4, 102:17, 102:19, 102:23, 104:8, 105:16, 109:23, 109:24, 116:6, 116:14, 119:13, 123:21, 124:1, 124:8, 125:3, 125:15, 129:12, 130:4, 130:17, 137:23, 146:1, 148:23, 150:8, 151:5, 151:6, 151:25, 169:10, 170:5, 176:13  
**Northeast** [1] - 115:22  
**northern** [3] - 26:9, 26:11, 85:17  
**Northern** [15] - 1:6, 7:12, 7:25, 11:9, 12:15, 13:18, 14:9, 14:14, 14:15, 14:24, 15:21, 48:4, 48:16, 49:6, 49:25  
**NORTHERN** [1] - 2:20  
**northwest** [2] - 11:1, 21:7  
**northwestern** [2] - 111:1, 115:15  
**note** [1] - 12:3  
**noted** [1] - 49:16  
**notes** [1] - 176:11  
**nothing** [22] - 24:2, 29:18, 40:25, 41:10, 50:4, 73:22, 91:15, 107:6, 113:5, 113:17, 124:13, 128:14, 128:16, 128:18, 138:2, 138:5, 138:7, 138:15, 138:19, 167:4, 175:3, 175:6  
**notice** [8] - 11:16, 11:19, 16:2, 156:5, 156:9, 159:13, 159:21, 163:22  
**noticed** [2] - 10:20, 49:12  
**notified** [1] - 14:16  
**notion** [1] - 147:23  
**NSP** [5] - 7:16, 13:20, 28:21, 48:18, 131:13  
**NSP's** [1] - 123:8  
**NSP-based** [1] - 28:21  
**nuances** [1] - 171:17  
**number** [23] - 9:14, 9:15, 20:21, 20:22, 21:9, 26:18, 39:16, 39:19, 43:6, 43:10, 43:17, 43:18, 43:19, 59:7, 61:13, 61:17, 80:14, 82:25, 83:3, 107:21, 145:4, 145:6, 163:12  
**numbers** [2] - 111:17, 122:4  
**numerous** [2] - 25:6, 36:15  
**nutshell** [1] - 20:12
- 
- O**
- 
- o'clock** [1] - 173:3  
**oath** [11] - 17:15, 17:16, 50:24, 50:25, 89:7, 89:9, 96:25, 97:2, 129:8, 129:10, 139:18  
**objection** [24] - 19:15, 19:17, 47:22, 48:1, 55:19, 55:23, 55:25, 65:6, 65:9, 66:19, 67:2, 68:5, 90:22, 90:24, 91:1, 100:14, 100:16, 100:18, 101:11, 101:13, 101:16, 133:10, 167:14, 167:19  
**objections** [4] - 55:21, 68:13, 133:6, 133:8  
**objective** [2] - 119:10, 119:14  
**objectives** [1] - 112:14  
**obligation** [9] - 27:21, 104:9, 104:16, 127:4, 140:20, 140:23, 141:1, 148:14, 148:16  
**obstacles** [1] - 59:3  
**obtaining** [2] - 57:16, 72:10  
**obvious** [3] - 28:15, 83:10, 126:23  
**obviously** [9] - 27:22, 44:20, 45:16, 49:17, 64:11, 75:22, 128:3, 166:18, 173:5  
**occasion** [1] - 149:17  
**occasionally** [1] - 119:22  
**occur** [2] - 103:13, 153:2  
**occurred** [1] - 63:4  
**October** [4] - 14:10, 53:15, 57:21, 58:1  
**OF** [3] - 1:1, 1:12, 176:1  
**Off'd** [2] - 5:15, 6:3  
**offer** [14] - 15:22, 19:10, 42:9, 42:19, 55:14, 62:24, 77:21, 90:19, 91:13, 100:10, 101:7, 133:4, 148:25, 173:9  
**offered** [1] - 16:12  
**Office** [1] - 7:6  
**officer** [3] - 7:9, 17:4, 48:20  
**offline** [1] - 116:17  
**offsets** [1] - 103:3  
**often** [1] - 111:17  
**Ohio** [1] - 115:21  
**omit** [1] - 49:23  
**OMS** [1] - 135:20  
**once** [6] - 38:8, 148:2, 148:5, 148:20, 149:1, 151:17  
**one** [68] - 9:3, 21:16, 21:21, 23:13, 23:14, 24:23, 25:19, 26:3, 31:8, 34:5, 36:13, 43:10, 45:25, 46:23, 60:2, 68:25, 69:9, 72:11, 75:8, 78:20, 80:8, 80:19, 84:19, 87:10, 92:6, 92:8, 98:6, 107:24, 109:5, 110:17, 112:2, 114:12, 117:24, 118:3, 118:14, 119:2, 120:6, 121:11, 121:22, 122:21, 123:14, 123:19, 124:2, 124:7, 124:21, 125:5, 125:17, 125:19, 139:3, 139:7, 140:6, 140:20, 141:6, 141:8, 141:11, 146:13, 146:25, 149:17, 150:3, 150:24, 153:19, 162:23, 166:11, 169:7, 173:12  
**One** [1] - 123:14  
**ones** [3] - 141:10, 141:12, 152:25  
**ongoing** [4] - 43:13, 55:6, 68:1, 111:25  
**online** [1] - 8:6  
**open** [10] - 61:17, 81:17, 81:19, 81:20, 103:12, 108:3, 108:10, 108:12, 109:6, 157:4  
**Opening** [3] - 4:3, 4:3, 4:4  
**opening** [2] - 15:25, 52:25  
**operate** [2] - 13:3, 95:18  
**operating** [1] - 173:19  
**operation** [1] - 27:18  
**operational** [1] - 25:22  
**Operator** [3] - 12:4, 13:11, 18:15  
**OPERATOR** [1] - 3:7  
**operators** [1] - 28:2  
**opinion** [1] - 134:21  
**opportunity** [7] - 53:24, 71:15, 72:24, 85:6, 116:12, 156:5, 156:9  
**opposed** [7] - 32:13, 114:21, 119:1, 119:24, 144:13, 148:23, 156:25  
**optimistic** [1] - 9:7  
**option** [4] - 76:22, 124:5, 124:6, 149:5  
**options** [1] - 114:11  
**order** [13] - 7:19, 12:7, 16:5, 36:3, 37:9, 49:20, 49:21, 69:13, 104:18, 144:6, 150:10, 158:8, 172:20  
**organization** [2] - 83:23, 93:4  
**original** [1] - 98:7  
**originally** [4] - 54:9, 54:14, 74:19, 98:8  
**otherwise** [1] - 15:22  
**Otter** [35] - 1:3, 7:11, 7:16, 7:25, 10:21, 14:25, 15:20, 28:22, 48:4, 48:15, 48:20, 49:24, 54:24, 70:22, 73:8, 77:9, 86:11, 104:6, 104:17, 106:3, 114:24, 117:4, 118:23, 120:1, 120:13, 123:7, 124:20, 131:13, 139:5, 139:7, 140:7, 141:22, 142:1, 147:8, 147:11  
**OTTER** [1] - 2:21  
**ourselves** [1] - 32:24  
**outage** [1] - 25:24  
**outages** [4] - 25:7, 26:20,

28:3, 36:17  
**outcome** [4] - 140:15,  
 141:15, 146:9, 174:10  
**outlet** [1] - 137:19  
**outlook** [1] - 120:6  
**outs** [1] - 164:23  
**outside** [3] - 23:17, 23:19,  
 169:9  
**overall** [4] - 79:19, 79:23,  
 85:4, 118:17  
**own** [9] - 75:12, 75:14,  
 75:15, 80:23, 84:3, 103:2,  
 117:5, 124:17, 172:9  
**owner** [2] - 108:11, 147:7  
**owners** [6] - 32:22, 85:12,  
 85:21, 87:1, 108:22,  
 146:22  
**ownership** [8] - 7:14, 10:23,  
 11:11, 53:21, 78:7, 79:20,  
 80:1, 147:16  
**owning** [1] - 85:22

---

## P

---

**P-a-t-e-l** [1] - 51:17  
**P.A** [1] - 2:18  
**p.m** [1] - 175:12  
**P.O** [2] - 3:5, 12:13  
**package** [2] - 33:19, 37:4  
**page** [25] - 30:3, 31:23, 43:6,  
 87:23, 87:25, 88:2, 88:13,  
 88:18, 98:23, 98:25, 99:2,  
 99:12, 99:14, 99:15, 99:17,  
 99:18, 99:19, 99:23, 99:24,  
 99:25, 102:13, 132:9,  
 163:11  
**Page** [2] - 4:2, 5:2  
**pages** [4] - 49:13, 49:24,  
 71:20, 176:10  
**paid** [2] - 103:6, 132:24  
**paper** [1] - 95:21  
**paperwork** [2] - 75:21, 76:3  
**paragraph** [8] - 31:23, 43:6,  
 43:18, 43:19, 144:25,  
 145:5, 150:21, 153:20  
**parentheses** [2] - 145:12,  
 145:15  
**part** [57] - 20:20, 22:15,  
 26:14, 28:19, 28:21, 29:3,  
 29:8, 30:6, 32:16, 33:4,  
 35:19, 35:23, 37:3, 37:10,  
 42:19, 45:5, 45:19, 47:12,  
 47:13, 49:13, 58:23, 59:2,  
 64:8, 72:9, 74:9, 74:19,  
 76:24, 77:10, 77:12, 83:7,  
 84:11, 85:12, 85:23, 86:4,  
 96:2, 99:1, 109:2, 110:3,  
 113:11, 113:20, 114:19,  
 115:14, 118:6, 118:9,  
 123:12, 126:25, 127:1,  
 127:14, 128:5, 139:10,  
 142:24, 146:7, 159:14,  
 160:2, 160:24  
**participant** [5] - 86:22, 87:2,  
 91:7, 127:22, 128:1  
**participants** [3] - 87:3,  
 148:12, 149:22  
**participate** [3] - 117:7,  
 124:21, 126:8  
**participating** [3] - 15:7, 74:8,  
 126:22  
**participation** [8] - 7:14,  
 10:23, 11:11, 17:4, 84:17,  
 118:21, 145:12, 146:24  
**particular** [15] - 9:13, 16:13,  
 24:21, 27:3, 31:18, 34:5,  
 36:19, 42:24, 42:25, 46:23,  
 46:25, 47:1, 60:4, 146:22,  
 170:4  
**particularly** [7] - 25:8, 26:16,  
 29:5, 37:2, 123:21, 164:15,  
 170:4  
**parties** [11] - 16:2, 16:3,  
 16:23, 47:11, 48:2, 59:18,  
 93:20, 139:1, 146:19,  
 159:21, 166:5  
**parties'** [1] - 16:9  
**partners** [1] - 105:25  
**parts** [4] - 83:17, 109:25,  
 140:6, 170:6  
**party** [5] - 80:20, 138:22,  
 155:8, 155:13, 155:14  
**pass** [2] - 50:12, 80:18  
**past** [5] - 33:12, 41:22,  
 71:18, 154:18, 170:21  
**PATEL** [4] - 4:13, 14:6, 14:8,  
 51:7  
**Patel** [25] - 5:18, 13:23, 14:3,  
 14:8, 50:11, 50:22, 51:14,  
 51:16, 51:18, 53:10, 56:4,  
 62:12, 62:21, 64:3, 64:16,  
 66:2, 82:5, 82:11, 82:13,  
 87:25, 88:25, 104:6, 105:8,  
 117:8, 150:8  
**Patel's** [1] - 55:14  
**path** [5] - 68:25, 71:4, 71:8,  
 72:14, 105:11  
**Patrick** [1] - 15:18  
**PAUL** [2] - 4:17, 89:15  
**Paul** [5] - 5:19, 54:16, 89:4,  
 89:23, 89:24  
**pay** [3] - 92:22, 103:7, 118:19  
**paying** [3] - 117:12, 127:23,  
 142:4  
**PC&N** [1] - 168:10  
**peaking** [1] - 110:2  
**penalized** [1] - 95:2  
**penalties** [1] - 139:18  
**people** [4] - 10:9, 81:15,

169:9, 172:3  
**percent** [24] - 78:10, 78:11,  
 78:12, 80:8, 82:18, 83:2,  
 83:14, 84:1, 84:4, 84:24,  
 85:2, 85:15, 85:19, 86:6,  
 86:10, 86:17, 87:6, 87:8,  
 92:21, 117:5, 117:6,  
 147:14  
**percentage** [7] - 80:7, 80:8,  
 80:23, 85:4, 147:9, 147:10,  
 147:13  
**percentages** [3] - 79:19,  
 79:20, 79:21  
**perfect** [2] - 77:6, 85:11  
**performance** [2] - 27:13,  
 165:12  
**perhaps** [14] - 8:19, 10:11,  
 31:13, 47:13, 56:23, 60:14,  
 81:8, 134:15, 141:20,  
 159:13, 164:12, 164:17,  
 168:10, 170:12  
**period** [8] - 17:20, 51:3, 77:1,  
 89:13, 97:6, 122:12,  
 129:14, 130:12  
**periodic** [1] - 106:8  
**periphery** [1] - 119:1  
**perjury** [16] - 17:16, 17:17,  
 17:19, 50:25, 51:1, 51:3,  
 89:8, 89:9, 89:11, 97:1,  
 97:2, 97:4, 129:10, 129:12,  
 139:19  
**permission** [1] - 50:15  
**permit** [12] - 57:24, 58:6,  
 58:10, 58:14, 58:19, 58:20,  
 58:23, 62:3, 64:14, 145:21,  
 151:6, 151:8  
**permits** [16] - 57:18, 62:3,  
 64:14, 64:15, 64:17, 64:19,  
 72:11, 150:20, 150:23,  
 151:4, 151:5, 151:7,  
 151:10, 151:15, 152:6,  
 152:21  
**permitted** [2] - 173:8, 173:10  
**permitting** [5] - 56:25, 57:6,  
 60:1, 151:22, 152:2  
**personal** [1] - 167:4  
**personally** [3] - 76:19,  
 151:13, 157:14  
**perspective** [21] - 27:12,  
 44:1, 45:4, 93:22, 95:9,  
 102:20, 104:7, 104:25,  
 106:21, 110:2, 116:5,  
 117:22, 125:13, 126:9,  
 126:10, 126:18, 149:10,  
 150:4, 157:21, 159:19,  
 173:25  
**pertained** [1] - 84:10  
**pertains** [1] - 151:9  
**pertinent** [1] - 65:13  
**perverse** [1] - 149:19  
**phase** [6] - 73:8, 142:11,  
 143:23, 143:25, 146:22  
**phone** [2] - 17:6, 81:18  
**phrase** [2] - 124:24, 132:11  
**physically** [1] - 116:3  
**physics** [1] - 22:13  
**pick** [4] - 61:12, 80:20, 94:7,  
 110:16  
**picked** [1] - 110:17  
**picture** [1] - 44:15  
**piece** [7] - 46:25, 47:1, 47:4,  
 75:8, 116:8, 141:12,  
 166:11  
**pin** [1] - 46:12  
**place** [7] - 57:15, 70:9,  
 73:20, 79:20, 121:16,  
 170:1, 176:7  
**places** [1] - 110:5  
**plan** [9] - 24:14, 70:12,  
 95:19, 95:22, 95:23, 96:4,  
 108:24, 112:4  
**planner** [1] - 21:1  
**planners** [2] - 109:11, 126:11  
**planning** [23] - 18:14, 25:22,  
 27:2, 28:14, 32:17, 54:24,  
 55:3, 74:5, 96:2, 96:3,  
 109:2, 111:21, 113:22,  
 115:6, 116:10, 116:11,  
 126:10, 126:16, 127:12,  
 134:4, 134:6, 134:7, 137:3  
**plans** [8] - 20:11, 20:13,  
 20:18, 20:20, 33:1, 33:11,  
 37:12, 120:23  
**plant** [1] - 60:3  
**plate** [1] - 169:14  
**play** [3] - 57:18, 64:21, 115:9  
**played** [2] - 107:13, 120:5  
**pleased** [1] - 67:18  
**plotted** [1] - 109:16  
**plug** [2] - 39:17, 111:17  
**plug-ins** [1] - 39:17  
**plus** [1] - 160:4  
**point** [36] - 21:17, 24:8, 28:1,  
 28:15, 45:7, 45:24, 60:24,  
 94:12, 98:24, 112:21,  
 112:22, 113:3, 119:6,  
 119:8, 120:2, 142:14,  
 142:16, 146:13, 147:17,  
 148:16, 152:7, 153:11,  
 153:15, 153:19, 154:4,  
 154:25, 158:6, 158:25,  
 161:24, 162:7, 163:6,  
 163:9, 166:14, 169:6,  
 173:9  
**pointed** [1] - 24:20  
**points** [4] - 71:22, 150:21,  
 154:15, 162:25  
**polices** [1] - 75:18  
**policy** [2] - 31:18, 94:14  
**political** [1] - 22:25

- poor** [1] - 148:25
- portfolio** [4] - 31:19, 34:8, 38:11, 94:18
- portion** [6] - 21:19, 26:13, 44:10, 74:22, 99:18, 127:23
- portions** [6] - 20:15, 20:16, 52:19, 91:9, 99:5, 101:3
- position** [11] - 14:11, 14:13, 18:17, 46:13, 53:12, 54:10, 105:1, 130:6, 131:2, 142:18, 155:9
- positive** [1] - 144:5
- possibility** [1] - 142:25
- possible** [5] - 22:13, 55:12, 95:16, 134:14, 173:2
- postage** [1] - 136:10
- pot** [4] - 159:12, 159:16, 159:19, 160:2
- potential** [9] - 57:4, 59:3, 65:18, 77:15, 78:24, 92:13, 120:25, 164:23, 172:2
- potentially** [9] - 26:19, 55:12, 74:23, 74:25, 139:5, 139:8, 139:11, 140:8, 140:9
- Power** [27] - 1:3, 1:6, 7:11, 7:12, 8:1, 10:21, 11:9, 12:15, 13:18, 14:10, 14:14, 14:16, 14:25, 15:21, 48:4, 48:17, 49:24, 49:25, 54:24, 86:1, 86:3, 86:10, 114:25, 120:1, 125:18
- power** [19] - 25:18, 36:12, 36:16, 36:21, 36:25, 38:16, 39:19, 40:4, 113:14, 116:13, 116:18, 118:25, 123:10, 124:23, 125:18, 125:21, 137:22, 170:11
- POWER** [2] - 2:21, 2:21
- PPA** [7] - 145:13, 147:11, 148:3, 148:13, 148:20, 148:21, 150:24
- precedent** [1] - 157:7
- precipitated** [1] - 29:12
- precise** [2] - 151:1, 152:14
- precisely** [2] - 121:6, 121:16
- predecessor** [1] - 54:7
- prediction** [1] - 9:8
- prefer** [1] - 161:25
- preferable** [1] - 174:13
- prefiled** [22] - 18:22, 20:8, 51:19, 52:7, 52:9, 54:4, 54:9, 54:11, 89:25, 90:4, 90:11, 90:13, 92:20, 97:19, 98:19, 100:3, 100:4, 132:1, 163:21, 163:23, 168:18, 171:12
- prehearing** [2] - 63:3, 65:13
- preliminary** [1] - 117:16
- premature** [2] - 156:7, 159:10
- premise** [1] - 120:3
- preparation** [4] - 67:25, 68:2, 91:7, 100:25
- prepare** [2] - 67:11, 172:20
- prepared** [11] - 50:7, 52:3, 54:13, 90:7, 91:9, 91:15, 104:20, 105:13, 132:4, 151:15, 168:3
- preparing** [1] - 41:18
- preprudence** [1] - 72:5
- presence** [2] - 13:5, 13:24
- present** [5] - 7:21, 15:19, 16:24, 43:24, 147:21
- PRESENT** [1] - 2:2
- presentation** [1] - 16:25
- presentations** [1] - 9:18
- presented** [2] - 101:22, 105:18
- president** [2] - 48:18, 48:20
- presiding** [1] - 17:3
- presume** [1] - 58:7
- pretty** [16] - 21:21, 44:6, 76:14, 76:16, 106:9, 108:4, 110:11, 118:3, 120:20, 121:11, 141:11, 146:8, 148:16, 160:17, 160:18, 174:21
- prevent** [1] - 116:3
- previous** [5] - 8:20, 50:22, 96:24, 106:3, 124:18
- previously** [2] - 38:21, 139:25
- price** [2] - 103:6, 103:8
- prices** [1] - 102:14
- primarily** [5] - 37:25, 38:4, 85:1, 137:21, 141:11
- primary** [3] - 84:23, 124:2, 131:5
- principles** [2] - 75:9, 75:12
- printed** [1] - 132:10
- priority** [1] - 28:16
- Priti** [7] - 5:18, 13:23, 14:8, 50:10, 51:16, 51:18, 53:10
- PRITI** [3] - 4:13, 51:7, 51:16
- pro** [3] - 12:19, 13:21, 148:13
- problem** [8] - 88:16, 92:22, 93:8, 93:9, 93:14, 126:14, 135:9, 159:8
- problems** [4] - 26:5, 29:8, 92:10, 153:2
- procedurally** [1] - 173:10
- procedure** [2] - 42:8, 47:15
- procedures** [1] - 170:25
- proceed** [19] - 12:9, 13:4, 13:24, 14:7, 16:22, 16:25, 18:1, 41:13, 42:19, 43:25, 44:4, 50:9, 71:4, 71:8, 72:14, 82:9, 123:17, 155:6, 167:24
- proceeded** [1] - 112:25
- proceeding** [20] - 8:2, 8:7, 15:25, 51:20, 52:1, 52:17, 54:5, 54:10, 54:19, 54:25, 56:7, 62:18, 63:6, 63:14, 69:3, 90:1, 91:5, 100:23, 150:7, 150:11
- Proceedings** [1] - 6:7
- proceedings** [15] - 7:1, 7:23, 62:16, 66:22, 67:7, 68:12, 75:10, 97:20, 101:23, 120:22, 157:23, 174:6, 174:11, 176:6
- process** [23] - 10:3, 10:9, 10:15, 32:17, 33:5, 43:17, 57:1, 57:24, 60:1, 60:4, 60:10, 72:21, 72:23, 72:24, 76:4, 78:19, 93:13, 120:8, 136:8, 143:2, 150:9, 154:12, 164:20
- processes** [2] - 57:6, 134:6
- procurement** [1] - 145:13
- producer** [2] - 21:20, 119:24
- Professional** [2] - 176:4, 176:17
- progressed** [1] - 96:8
- prohibited** [5] - 70:2, 70:5, 70:7, 70:8, 72:6
- prohibition** [2] - 21:24, 22:11
- prohibitions** [1] - 23:7
- project** [112] - 11:13, 26:8, 26:11, 28:17, 28:23, 30:4, 30:20, 30:22, 33:13, 33:21, 34:4, 35:3, 35:4, 35:9, 35:10, 37:3, 39:1, 39:2, 43:2, 43:14, 43:20, 44:13, 57:9, 57:14, 57:20, 58:9, 58:16, 60:7, 63:8, 63:22, 64:19, 73:18, 78:15, 79:13, 80:6, 82:18, 83:7, 83:13, 84:1, 85:14, 85:17, 86:4, 86:7, 86:8, 86:13, 86:22, 86:23, 87:2, 87:10, 112:19, 113:5, 113:19, 113:24, 113:25, 114:10, 114:20, 117:14, 118:6, 118:7, 118:8, 118:11, 118:22, 125:12, 126:13, 127:2, 127:22, 132:19, 134:20, 136:7, 136:23, 141:6, 142:4, 142:18, 143:24, 143:25, 145:9, 145:12, 145:14, 145:19, 146:20, 146:23, 146:24, 147:8, 147:9, 147:11, 147:14, 148:7, 148:9, 148:10, 148:12, 149:22, 151:9, 151:21, 151:23, 151:25, 158:1, 158:2, 158:9, 158:10, 158:21, 158:24, 161:1, 162:16, 166:20, 168:8, 171:21, 171:24, 172:18
- projected** [1] - 112:7
- Projects** [2] - 6:7, 6:10
- projects** [124] - 7:15, 7:19, 10:24, 11:12, 20:17, 20:19, 21:4, 21:25, 23:15, 23:19, 23:23, 24:13, 25:4, 27:3, 27:5, 27:24, 28:4, 29:2, 31:4, 31:8, 31:9, 31:11, 31:15, 31:17, 32:18, 32:20, 32:24, 32:25, 33:7, 33:9, 33:17, 33:21, 33:24, 33:25, 34:18, 36:2, 37:6, 37:13, 38:14, 39:4, 43:11, 45:8, 53:19, 53:22, 54:21, 55:4, 55:5, 55:6, 57:2, 57:7, 57:13, 60:12, 60:18, 60:22, 61:5, 61:7, 61:8, 61:24, 65:5, 66:23, 68:11, 68:12, 70:25, 71:2, 72:14, 73:4, 74:16, 77:7, 79:16, 80:1, 80:7, 82:24, 83:4, 85:7, 85:13, 86:24, 87:4, 95:20, 98:16, 104:25, 105:6, 105:7, 105:15, 109:10, 111:22, 113:7, 115:13, 117:21, 121:2, 121:6, 121:15, 126:12, 126:19, 127:7, 131:9, 131:15, 134:9, 134:10, 136:2, 136:3, 136:5, 136:19, 137:2, 137:6, 140:10, 140:25, 141:17, 141:19, 142:13, 142:22, 143:20, 146:14, 150:1, 150:17, 157:24, 164:21, 166:15, 169:21, 169:24, 170:14, 170:16, 170:23
- promise** [1] - 152:11
- properly** [2] - 99:6, 158:13
- proportions** [1] - 79:4
- proposal** [3] - 30:23, 31:10, 135:23
- proposals** [4] - 7:21, 31:2, 31:6, 32:24
- propose** [1] - 70:25
- proposed** [10] - 9:25, 30:12, 46:18, 47:7, 47:20, 49:20, 79:19, 135:20, 135:21, 172:20
- proposers** [1] - 31:14
- proposing** [2] - 47:6, 47:9
- protection** [2] - 152:15, 152:16
- protections** [1] - 152:6
- protocol** [1] - 161:18
- prototype** [1] - 146:18
- provide** [15] - 7:20, 20:22,

21:5, 21:9, 36:8, 36:10,  
48:8, 52:23, 53:1, 56:23,  
59:4, 72:9, 83:16, 111:11,  
167:11  
**provided** [3] - 37:16, 64:8,  
166:22  
**provides** [7] - 21:22, 26:23,  
72:23, 72:24, 73:2, 152:5,  
164:25  
**providing** [4] - 21:10, 21:11,  
26:12, 116:9  
**provisions** [1] - 33:22  
**Prudence** [3] - 1:4, 1:7, 5:24  
**prudence** [29] - 7:13, 8:16,  
8:24, 10:22, 11:10, 69:22,  
70:3, 70:4, 70:5, 70:13,  
70:18, 72:3, 98:11, 105:16,  
106:16, 131:14, 134:12,  
134:18, 152:18, 154:6,  
155:25, 156:10, 156:18,  
156:21, 159:9, 160:25,  
161:3, 163:14, 169:21  
**prudent** [9] - 7:19, 10:10,  
11:23, 73:12, 104:21,  
105:2, 122:23, 157:10  
**PSC** [2] - 7:24, 7:25  
**PU-09-676** [2] - 1:3, 7:24  
**PU-09-678** [2] - 1:6, 7:25  
**public** [6] - 10:3, 65:21,  
109:6, 130:8, 130:11,  
130:13  
**PUBLIC** [1] - 1:2  
**Public** [8] - 2:7, 2:12, 7:8,  
7:17, 8:16, 130:3, 130:6,  
130:23  
**published** [1] - 11:17  
**pull** [1] - 142:3  
**pulling** [2] - 139:11, 140:8  
**punishable** [5] - 17:19, 51:2,  
89:12, 97:5, 129:13  
**purchasing** [1] - 103:11  
**pure** [1] - 32:14  
**purely** [4] - 34:14, 34:25,  
35:1, 102:19  
**purpose** [1] - 31:9  
**purposes** [2] - 38:19, 106:22  
**pursuant** [5] - 7:5, 12:6,  
16:6, 47:8, 98:21  
**push** [1] - 174:21  
**put** [9] - 25:24, 70:17, 76:16,  
111:15, 113:19, 120:14,  
121:15, 138:25, 146:15  
**putting** [1] - 85:10

---

## Q

---

**Q4** [1] - 58:14  
**quadrant** [3] - 11:2, 11:5,  
11:8

**qualify** [1] - 92:24  
**quantify** [1] - 122:3  
**quantities** [3] - 22:8, 22:10,  
29:4  
**questioning** [5] - 47:12,  
104:5, 106:19, 171:2  
**questions** [85] - 18:25,  
19:23, 19:25, 20:3, 24:3,  
28:13, 29:16, 32:4, 40:23,  
45:17, 47:10, 52:13, 53:17,  
53:18, 54:14, 54:20, 55:1,  
55:9, 55:10, 55:17, 56:13,  
56:15, 56:18, 68:18, 68:20,  
73:23, 77:20, 77:24, 82:4,  
82:11, 84:12, 87:15, 87:18,  
88:22, 88:24, 90:16, 91:16,  
91:20, 91:23, 92:1, 92:2,  
93:25, 96:10, 96:13, 100:7,  
102:3, 102:5, 102:8, 102:9,  
103:19, 104:10, 107:7,  
120:21, 128:12, 128:15,  
132:14, 132:18, 133:2,  
135:10, 135:12, 135:14,  
135:15, 136:13, 136:14,  
137:25, 138:9, 138:21,  
139:1, 139:22, 144:16,  
144:22, 160:5, 161:16,  
161:23, 162:1, 162:13,  
163:18, 163:22, 164:3,  
164:6, 165:9, 166:7,  
169:18, 171:14  
**quick** [1] - 56:23  
**quickly** [1] - 117:3  
**quiet** [1] - 174:25  
**quite** [8] - 36:9, 58:24, 106:7,  
109:20, 141:8, 141:24,  
149:18, 164:25  
**quote** [3] - 132:11, 132:12,  
145:10

---

## R

---

**R-o-g-e-l-s-t-a-d** [1] - 97:17  
**radar** [1] - 8:19  
**raise** [7] - 17:21, 51:5, 89:14,  
97:7, 129:15, 144:21,  
166:7  
**raised** [4] - 41:21, 73:17,  
73:19, 164:3  
**raises** [2] - 102:15, 169:18  
**raising** [1] - 45:17  
**range** [3] - 96:4, 124:11,  
124:12  
**ranging** [1] - 115:25  
**rank** [2] - 27:2, 27:10  
**Rapids** [1] - 11:15  
**rata** [1] - 148:13  
**rate** [9] - 7:20, 54:21, 94:11,  
94:22, 94:23, 95:4, 95:6,  
153:24  
**ratepayer** [2] - 102:20, 168:8  
**ratepayers** [10] - 28:16,  
28:24, 145:18, 146:2,  
148:22, 149:4, 152:17,  
154:6, 166:16, 168:16  
**rates** [5] - 95:1, 102:20,  
102:22, 102:24, 132:23  
**rather** [4] - 34:22, 110:16,  
125:1, 174:14  
**ratio** [7] - 82:22, 82:24, 83:1,  
83:11, 84:5, 84:24, 85:4  
**re** [1] - 45:18  
**re-review** [1] - 45:18  
**reach** [1] - 42:1  
**reached** [1] - 46:3  
**read** [7] - 20:8, 46:4, 63:20,  
132:11, 144:25, 154:11,  
171:13  
**reading** [1] - 71:17  
**ready** [4] - 17:1, 146:20,  
146:21, 152:7  
**reaffirms** [1] - 156:20  
**real** [1] - 145:16  
**realistic** [1] - 143:5  
**reality** [1] - 150:1  
**realize** [1] - 70:14  
**really** [33] - 10:12, 23:1,  
27:10, 28:13, 35:21, 37:22,  
43:7, 43:13, 45:6, 65:10,  
72:19, 103:9, 110:9, 111:5,  
111:9, 112:8, 112:19,  
113:24, 117:25, 118:5,  
118:25, 121:20, 125:9,  
126:5, 127:7, 127:11,  
137:2, 152:7, 157:11,  
157:25, 171:12, 171:18,  
174:20  
**reason** [5] - 33:17, 35:24,  
80:14, 114:20, 159:8  
**reasonable** [7] - 7:19, 11:23,  
56:6, 73:12, 101:22,  
122:23, 134:22  
**reasonableness** [1] - 153:21  
**reasons** [4] - 124:7, 125:17,  
125:19, 158:3  
**reassurance** [2] - 162:18,  
162:22  
**rebuttal** [9] - 47:1, 71:21,  
71:23, 97:19, 98:9, 99:5,  
100:4, 100:11, 104:11  
**Rebuttal** [1] - 5:22  
**Rec'd** [2] - 5:15, 6:3  
**recap** [1] - 56:23  
**RECB** [3] - 92:12, 93:4,  
135:20  
**receive** [1] - 127:20  
**received** [15] - 16:10, 16:11,  
16:13, 19:18, 46:2, 50:5,  
56:1, 57:12, 68:15, 91:2,

100:20, 101:18, 133:11,  
167:21  
**recent** [3] - 8:21, 42:23,  
113:10  
**recess** [5] - 80:25, 81:7,  
81:10, 81:11, 81:12  
**Recess** [1] - 81:23  
**recite** [1] - 99:9  
**recognition** [1] - 79:15  
**recognize** [10] - 34:16, 36:1,  
44:6, 75:14, 127:3, 131:23,  
151:20, 160:11, 160:15,  
173:24  
**recommend** [3] - 35:8,  
133:24, 134:1  
**recommendation** [6] - 33:4,  
33:8, 63:18, 63:21, 133:20,  
133:23  
**recommendations** [1] -  
131:12  
**recommended** [2] - 33:11,  
33:15  
**reconcile** [2] - 74:21, 140:11  
**reconfirm** [1] - 45:12  
**record** [49] - 7:2, 8:4, 8:13,  
8:25, 9:16, 10:19, 12:3,  
12:9, 13:8, 14:4, 14:21,  
15:6, 18:10, 19:11, 42:4,  
42:10, 42:14, 45:19, 47:3,  
48:2, 48:24, 49:23, 51:15,  
61:21, 65:1, 65:19, 81:25,  
88:17, 89:22, 90:20, 97:15,  
99:6, 99:10, 107:12,  
129:24, 154:21, 157:4,  
159:9, 161:11, 163:14,  
165:3, 166:12, 166:17,  
171:3, 172:23, 175:2,  
175:5, 175:10, 176:7  
**recorded** [1] - 176:5  
**recorder** [1] - 85:20  
**records** [1] - 167:6  
**recover** [5] - 121:12, 128:4,  
141:22, 141:23, 153:24  
**recovery** [9] - 30:8, 43:15,  
46:6, 73:8, 106:23, 106:25,  
127:20, 153:21, 158:23  
**rectified** [1] - 27:21  
**red** [1] - 57:4  
**Red** [11] - 24:8, 24:17, 25:3,  
25:18, 26:8, 26:12, 84:25,  
85:17, 112:10, 114:18,  
127:5  
**reduced** [2] - 120:19, 120:24  
**reevaluate** [2] - 105:5,  
141:16  
**refer** [7] - 12:4, 31:16, 43:5,  
43:16, 69:2, 103:25,  
113:23  
**reference** [2] - 87:22, 110:25  
**referenced** [1] - 150:21

- referred** [4] - 7:22, 24:15, 33:12, 86:1
- referring** [5] - 24:23, 37:17, 76:2, 137:13, 147:1
- refers** [1] - 31:10
- reflected** [2] - 84:17, 173:18
- regard** [15] - 13:18, 21:23, 24:9, 56:25, 57:1, 57:6, 57:9, 58:19, 63:23, 71:2, 73:17, 75:18, 80:1, 138:22, 169:23
- regarding** [12] - 17:16, 50:25, 78:6, 89:8, 97:1, 129:9, 131:13, 132:19, 132:20, 133:21, 165:10, 168:7
- regardless** [2] - 39:5, 111:12
- regards** [2] - 44:14, 174:3
- region** [16] - 9:25, 20:18, 21:6, 21:13, 34:9, 38:15, 39:22, 74:6, 83:17, 84:25, 121:9, 127:5, 127:25, 136:21, 170:4, 174:4
- regional** [24] - 14:13, 20:24, 21:1, 21:9, 24:14, 28:14, 31:16, 31:17, 32:16, 33:1, 33:11, 34:16, 34:19, 39:25, 48:17, 53:11, 54:7, 55:2, 55:5, 102:24, 128:6, 134:3, 134:7, 137:2
- regionally** [2] - 31:16, 136:10
- Registered** [2] - 176:3, 176:17
- regulated** [1] - 70:21
- Regulation** [1] - 15:14
- regulator** [2] - 72:13, 80:17
- regulators** [9] - 44:2, 70:23, 71:5, 71:10, 71:16, 72:20, 75:5, 150:6
- regulatory** [13] - 54:17, 66:22, 67:7, 68:11, 72:7, 72:12, 73:3, 120:21, 130:21, 130:22, 151:4, 171:15, 174:10
- Regulatory** [3] - 3:3, 6:7, 30:24
- related** [10] - 53:17, 54:20, 55:2, 92:6, 92:9, 92:21, 106:19, 120:18, 157:23, 168:11
- relating** [1] - 131:5
- relevant** [4] - 71:20, 71:22, 83:22, 101:8
- reliability** [33] - 21:2, 21:19, 23:21, 23:22, 24:9, 24:20, 25:3, 27:11, 28:18, 31:20, 32:14, 33:25, 34:25, 38:19, 38:22, 38:25, 39:1, 77:14, 79:8, 83:16, 112:9, 114:17, 115:25, 116:5, 116:8, 124:2, 137:16, 137:20, 168:12, 169:24, 170:2, 170:14, 170:16
- Reliability** [1] - 124:8
- reliant** [1] - 26:16
- relooking** [1] - 111:23
- reluctance** [1] - 43:24
- remain** [1] - 68:4
- remaining** [1] - 99:18
- remains** [1] - 150:25
- remarks** [1] - 41:18
- remember** [6] - 24:16, 25:1, 110:24, 113:12, 142:10, 148:11
- remote** [2] - 26:15, 118:2
- removal** [1] - 14:17
- removed** [3] - 14:9, 46:7, 126:4
- renewable** [20] - 23:15, 23:17, 23:24, 31:19, 34:8, 34:20, 35:16, 35:23, 37:8, 38:7, 38:11, 94:18, 112:13, 118:24, 119:9, 119:10, 119:12, 119:13, 172:4
- renewables** [1] - 172:2
- repeat** [1] - 22:5
- replacement** [1] - 93:11
- replacements** [1] - 113:18
- Report** [2] - 6:7, 6:9
- report** [13] - 61:1, 61:22, 62:19, 62:22, 63:18, 65:2, 65:17, 66:18, 66:21, 67:6, 69:12, 166:19, 167:11
- REPORTER** [1] - 176:1
- reporter** [1] - 18:21
- Reporter** [2] - 176:4, 176:17
- represent** [1] - 118:10
- representative** [2] - 118:22, 157:14
- request** [8] - 7:7, 12:24, 13:4, 13:23, 14:9, 44:11, 68:1, 141:23
- requesting** [2] - 7:16, 12:18
- requests** [1] - 131:13
- require** [1] - 118:18
- required** [17] - 17:14, 17:15, 30:24, 39:6, 50:23, 50:24, 64:14, 64:16, 64:19, 70:4, 89:7, 89:8, 96:25, 108:11, 129:8, 129:9
- requirement** [2] - 27:11, 105:17
- requirements** [4] - 27:13, 83:20, 84:10, 168:15
- requiring** [2] - 134:16, 157:1
- reserves** [1] - 116:10
- resignation** [1] - 14:17
- resigned** [1] - 14:11
- resolution** [4] - 21:5, 42:1, 101:22, 134:22
- resolve** [1] - 75:1
- resource** [1] - 11:22
- resources** [9] - 11:25, 23:16, 23:25, 38:4, 38:7, 38:8, 102:16, 109:11, 109:13
- respect** [10] - 20:17, 21:9, 22:18, 33:23, 34:2, 108:5, 121:17, 121:25, 131:9, 173:19
- respectfully** [1] - 12:24
- respective** [2] - 7:13, 147:7
- respects** [1] - 147:4
- respond** [5] - 95:15, 104:18, 163:16, 164:1, 166:5
- response** [1] - 82:13
- responsibilities** [2] - 131:2, 131:8
- responsibility** [1] - 131:5
- responsible** [1] - 131:11
- rest** [3] - 80:21, 125:10, 126:4
- restate** [1] - 140:4
- result** [2] - 12:25, 113:8
- resulted** [1] - 133:17
- results** [1] - 8:19
- resume** [2] - 81:14, 81:17
- retail** [2] - 119:25, 132:24
- return** [2] - 138:24, 142:16
- returned** [1] - 130:13
- review** [9] - 8:13, 25:3, 42:4, 45:18, 104:16, 126:11, 158:20, 174:8
- reviewing** [2] - 8:25, 107:11
- rich** [1] - 38:7
- rider** [1] - 106:24
- Ridge** [1] - 137:22
- rigorous** [2] - 164:19, 164:20
- ripened** [1] - 42:5
- rise** [1] - 102:24
- risk** [9] - 102:22, 122:9, 144:8, 147:23, 148:1, 148:7, 154:5, 168:7, 170:4
- River** [15] - 24:9, 24:18, 25:3, 25:18, 26:9, 26:12, 85:1, 85:18, 86:10, 86:11, 86:18, 86:22, 112:10, 114:19, 127:5
- robust** [4] - 96:6, 116:9, 137:24, 170:13
- Rochester** [1] - 112:11
- Rogelstad** [23] - 5:21, 5:22, 54:23, 77:17, 77:21, 96:22, 96:23, 97:14, 97:16, 97:18, 98:18, 99:10, 100:12, 100:21, 101:19, 128:22, 139:14, 139:16, 144:16, 144:19, 146:11, 150:7, 157:25
- ROGELSTAD** [6] - 4:20, 5:2, 5:11, 97:8, 139:20, 139:24
- Rogelstad's** [3] - 47:1, 71:21, 160:16
- role** [3] - 15:12, 21:1, 120:5
- rolled** [1] - 60:11
- rolls** [1] - 29:9
- room** [1] - 117:18
- rose** [1] - 38:23
- route** [19] - 10:7, 10:11, 35:14, 38:23, 57:18, 57:24, 58:6, 58:9, 58:14, 58:19, 58:20, 60:23, 62:3, 63:19, 64:13, 69:2, 75:16, 151:6, 151:7
- routed** [1] - 75:9
- routes** [2] - 21:3, 65:3
- routing** [4] - 62:11, 75:10, 75:12, 75:18
- RPS** [2] - 84:16
- Rugby** [1] - 28:22
- rule** [1] - 169:22
- rules** [2] - 75:12, 75:18
- run** [3] - 39:15, 95:15, 102:22
- runs** [1] - 25:15
- 
- S**
- 
- SACCO** [63] - 2:6, 15:9, 16:19, 19:15, 19:25, 29:23, 30:2, 32:1, 41:5, 45:23, 49:12, 49:18, 50:1, 55:23, 56:15, 65:9, 66:5, 66:14, 66:17, 66:25, 87:21, 88:12, 88:20, 90:24, 91:23, 96:16, 100:16, 101:13, 102:5, 104:14, 128:18, 129:4, 129:20, 129:22, 133:4, 133:12, 133:13, 134:25, 135:7, 138:2, 138:15, 145:4, 152:10, 152:23, 153:4, 154:2, 155:11, 155:17, 157:5, 159:4, 160:24, 162:8, 163:3, 163:5, 163:11, 163:19, 164:5, 165:13, 165:22, 166:1, 167:7, 167:17, 175:6
- Sacco** [40] - 4:10, 5:7, 15:5, 15:10, 16:18, 19:14, 19:24, 29:22, 41:4, 42:15, 45:20, 49:11, 55:22, 56:14, 65:8, 66:21, 67:13, 67:18, 87:20, 88:11, 88:19, 90:23, 91:22, 96:15, 100:15, 101:12, 102:4, 128:17, 129:3, 129:19, 138:1, 138:14, 146:8, 149:17, 152:4, 154:23, 160:10, 167:16, 175:4
- Sacco's** [1] - 158:6
- safe** [2] - 27:16, 171:7

- Sam** [1] - 49:14  
**satisfaction** [1] - 33:20  
**satisfactory** [1] - 140:15  
**satisfies** [1] - 156:7  
**savvy** [1] - 143:7  
**saw** [6] - 26:19, 80:18, 92:11, 113:9, 115:20, 153:10  
**scenario** [3] - 95:20, 123:15, 142:7  
**scenarios** [4] - 96:4, 96:7, 111:8, 123:13  
**schedule** [4] - 36:25, 59:1, 62:21, 63:24  
**scheduled** [4] - 9:2, 9:4, 9:5, 65:14  
**schedules** [4] - 51:20, 89:25, 97:20, 98:12  
**school** [1] - 76:23  
**scuttle** [1] - 60:12  
**sealed** [1] - 10:14  
**seamlessly** [1] - 108:8  
**second** [10] - 11:24, 27:7, 43:6, 44:24, 75:8, 92:7, 92:8, 122:12, 158:14, 169:13  
**second-guess** [1] - 169:13  
**Sections** [1] - 16:7  
**security** [1] - 40:7  
**security-constrained** [1] - 40:7  
**see** [36] - 17:6, 23:4, 23:6, 53:5, 71:1, 71:11, 76:18, 80:14, 85:15, 86:10, 86:12, 93:8, 94:10, 95:3, 102:23, 106:14, 107:11, 108:15, 109:9, 109:17, 109:22, 109:23, 111:2, 111:5, 115:2, 115:23, 124:1, 126:16, 140:19, 143:17, 144:2, 157:15, 158:18, 159:20, 167:6, 171:21  
**seeing** [3] - 23:4, 160:3, 171:25  
**seek** [7] - 71:15, 72:2, 72:10, 73:10, 106:15, 119:21, 161:7  
**seeking** [5] - 37:8, 38:17, 47:2, 72:7, 72:11  
**seem** [9] - 9:14, 77:14, 92:22, 113:16, 140:11, 142:1, 143:13, 146:10, 152:25  
**segment** [5] - 57:19, 57:25, 59:11, 63:1, 63:15  
**select** [1] - 110:19  
**selected** [1] - 114:20  
**send** [2] - 150:14, 150:15  
**Senior** [1] - 3:3  
**sense** [16] - 79:5, 83:18, 83:25, 84:1, 84:3, 86:12, 92:17, 92:23, 93:10, 93:16, 103:5, 117:25, 118:15, 119:22, 122:15, 166:15  
**sensed** [1] - 171:1  
**separate** [2] - 26:10, 168:14  
**September** [1] - 18:18  
**series** [1] - 132:11  
**serious** [2] - 28:1, 147:19  
**seriously** [1] - 107:17  
**serve** [11] - 7:8, 37:25, 38:5, 38:9, 53:13, 71:13, 83:15, 124:3, 124:6, 131:4, 137:19  
**served** [4] - 53:14, 85:18, 130:19, 130:23  
**SERVICE** [1] - 1:2  
**service** [10] - 25:12, 36:24, 36:25, 79:14, 118:1, 118:25, 121:5, 122:11, 131:6, 134:9  
**Service** [8] - 2:7, 2:12, 7:8, 7:17, 8:16, 130:3, 130:7, 130:24  
**Services** [3] - 14:12, 14:15, 86:18  
**serving** [3] - 15:17, 38:3, 159:1  
**session** [6] - 9:5, 161:24, 164:12, 169:2, 170:17, 171:5  
**sessions** [1] - 174:19  
**set** [11] - 11:16, 23:14, 33:1, 37:12, 63:7, 75:12, 75:14, 75:15, 79:20, 96:5, 132:23  
**settle** [1] - 107:24  
**settlement** [60] - 42:6, 42:11, 43:5, 43:7, 44:11, 46:1, 46:2, 46:8, 46:12, 46:19, 46:22, 46:24, 47:3, 47:8, 47:20, 48:1, 48:3, 48:6, 56:5, 56:7, 59:25, 60:15, 73:15, 73:19, 98:21, 99:1, 101:20, 133:14, 133:17, 133:21, 133:25, 134:2, 134:15, 134:22, 135:5, 138:23, 144:9, 144:14, 144:23, 147:1, 147:20, 149:11, 149:21, 150:13, 155:8, 155:10, 155:21, 156:1, 156:12, 161:20, 161:25, 162:23, 163:1, 163:6, 163:20, 163:25, 165:10, 168:4, 172:21, 174:22  
**Settlement** [1] - 5:17  
**several** [1] - 9:17  
**severe** [1] - 28:5  
**shall** [1] - 16:11  
**share** [17] - 78:10, 78:11, 82:22, 82:24, 83:1, 83:11, 83:14, 84:4, 84:5, 84:24, 85:4, 85:15, 85:19, 86:7, 147:7, 147:16, 148:13  
**shared** [1] - 136:10  
**shares** [5] - 34:3, 78:7, 80:1, 80:3, 85:10  
**sharing** [2] - 135:25, 137:5  
**sharper** [1] - 8:20  
**shifting** [1] - 168:7  
**short** [3] - 94:10, 112:9, 142:4  
**short-term** [1] - 112:9  
**shorthand** [2] - 176:6, 176:11  
**show** [6] - 10:19, 38:21, 88:17, 109:4, 110:17, 172:3  
**showing** [1] - 111:3  
**shows** [1] - 111:13  
**shut** [1] - 173:11  
**side** [5] - 41:24, 44:4, 46:10, 58:17, 76:18  
**sight** [3] - 50:19, 171:20, 172:11  
**sign** [5] - 48:13, 147:11, 147:22, 148:2, 148:12  
**signatory** [1] - 49:5  
**signature** [2] - 49:13, 49:24  
**signatures** [1] - 48:6  
**signed** [5] - 10:14, 48:3, 48:14, 48:15, 48:16  
**significant** [15] - 21:2, 23:14, 23:17, 25:7, 25:18, 25:24, 26:1, 26:5, 26:21, 27:19, 43:12, 44:6, 59:7, 60:3, 85:22  
**significantly** [1] - 34:7  
**signing** [2] - 79:23, 150:23  
**similar** [11] - 40:14, 69:9, 69:13, 69:25, 71:9, 85:16, 93:3, 105:22, 132:21, 153:6  
**similarly** [2] - 141:4, 147:12  
**simple** [1] - 159:23  
**simpler** [1] - 146:10  
**simply** [7] - 46:7, 65:11, 69:7, 74:14, 152:18, 153:11, 156:24  
**SIMPSE** [53] - 2:17, 14:22, 16:15, 19:13, 19:23, 29:21, 41:3, 41:14, 50:7, 50:10, 51:11, 51:13, 55:14, 56:2, 56:4, 56:9, 61:15, 61:18, 62:2, 82:10, 86:14, 86:17, 86:20, 87:17, 88:2, 88:16, 89:4, 89:20, 90:19, 91:3, 91:17, 96:12, 96:21, 97:13, 98:1, 98:4, 98:5, 100:2, 100:10, 100:21, 101:7, 101:19, 101:25, 128:14, 128:25, 133:6, 135:4, 135:9, 138:5, 139:14, 139:22, 167:13, 172:24  
**Simpser** [36] - 4:14, 4:18, 4:21, 5:8, 13:20, 14:20, 14:22, 16:14, 19:12, 19:22, 29:20, 41:2, 41:13, 50:6, 51:10, 61:11, 62:1, 62:13, 82:7, 87:16, 89:3, 89:18, 96:11, 96:20, 97:11, 97:25, 128:13, 128:24, 133:5, 135:2, 138:4, 139:12, 139:21, 166:17, 167:10, 172:22  
**simulating** [1] - 40:6  
**single** [1] - 25:6  
**sit** [3] - 105:6, 171:23, 174:1  
**sites** [1] - 110:15  
**siting** [4] - 60:23, 66:6, 66:9, 75:19  
**sitings** [1] - 65:4  
**sits** [1] - 172:8  
**situation** [5] - 25:17, 95:11, 103:13, 115:18, 142:9  
**situations** [1] - 116:16  
**six** [1] - 112:6  
**skin** [1] - 149:8  
**slight** [1] - 31:13  
**small** [4] - 45:24, 141:12, 148:17, 153:12  
**snowstorms** [1] - 170:10  
**soil** [1] - 122:8  
**solely** [1] - 151:24  
**solid** [1] - 94:5  
**solution** [2] - 114:11, 115:5  
**someone** [3] - 77:15, 139:7, 164:7  
**sometime** [9] - 57:24, 58:5, 58:7, 58:13, 66:16, 75:20, 143:6, 144:6  
**sometimes** [2] - 95:4, 102:15  
**somewhat** [5] - 17:4, 31:12, 43:23, 141:4  
**somewhere** [4] - 10:6, 77:14, 83:1, 106:6  
**soon** [3] - 57:11, 57:18, 173:2  
**sorry** [12] - 14:4, 15:12, 51:24, 55:19, 68:17, 99:15, 103:22, 131:15, 135:7, 154:17, 165:21, 167:21  
**sort** [17] - 21:5, 22:25, 26:25, 27:8, 28:25, 32:25, 34:24, 36:1, 71:25, 104:12, 120:2, 120:6, 153:20, 158:18, 159:24, 168:21, 168:25  
**sorts** [4] - 44:18, 122:8, 169:18, 174:1  
**sound** [2] - 108:17, 141:24  
**sounds** [2] - 59:24, 60:19

- sources** [4] - 22:17, 26:15, 26:24, 37:5
- south** [1] - 162:17
- South** [9] - 2:19, 11:4, 14:23, 58:12, 62:17, 69:23, 70:1, 109:24, 152:2
- southeast** [2] - 11:7, 21:8
- southern** [2] - 24:17, 112:12
- southwest** [2] - 11:4, 21:7
- southwestern** [1] - 137:21
- SPEAKER** [2] - 49:1, 49:4
- speaking** [3] - 31:15, 38:1, 81:20
- specific** [13] - 43:20, 45:11, 46:24, 63:19, 70:14, 72:4, 82:16, 82:25, 83:19, 87:22, 104:10, 110:15, 110:25
- specifically** [4] - 16:12, 38:24, 43:5, 82:17
- specified** [3] - 11:20, 33:25, 170:23
- speculate** [1] - 80:10
- spell** [5] - 48:23, 51:14, 89:21, 97:15, 129:24
- spelled** [2] - 43:18, 89:23
- spent** [2] - 166:14, 169:13
- sponsored** [2] - 54:18, 54:25
- spots** [2] - 163:10, 174:9
- spring** [2] - 58:22, 170:10
- St** [11] - 57:20, 57:23, 57:25, 59:11, 62:25, 63:15, 69:2, 69:9, 112:11, 114:17, 125:16
- stability** [1] - 7:20
- staff** [25] - 15:7, 15:11, 15:13, 32:7, 41:21, 41:24, 42:1, 42:12, 43:4, 44:7, 56:6, 59:24, 67:23, 98:22, 101:21, 131:11, 131:15, 131:16, 150:13, 151:17, 157:14, 161:19, 163:8, 163:12, 174:24
- STAFF** [1] - 2:9
- staff's** [2] - 152:16, 159:14
- stage** [2] - 43:11, 153:23
- stakeholder** [1] - 31:1
- stakeholders** [3] - 75:15, 174:1, 174:4
- stamp** [1] - 136:10
- stand** [4] - 17:7, 71:24, 155:19, 163:25
- standard** [3] - 38:11, 84:16, 119:13
- standards** [10] - 27:11, 27:14, 27:15, 28:4, 31:19, 34:8, 34:21, 94:18, 112:14, 124:9
- standpoint** [2] - 22:13, 27:23
- stands** [1] - 26:3
- start** [3] - 29:7, 82:12, 134:8
- started** [3] - 68:24, 82:21, 109:1
- starting** [5] - 98:17, 98:24, 112:21, 115:2, 120:2
- state** [41] - 12:8, 13:7, 14:3, 14:20, 15:6, 18:9, 27:17, 28:19, 28:21, 29:8, 46:6, 51:14, 51:23, 59:15, 69:7, 71:2, 71:10, 74:9, 75:3, 75:5, 75:11, 75:13, 75:14, 77:10, 77:12, 89:21, 97:14, 113:11, 115:14, 125:18, 125:22, 129:23, 132:21, 136:21, 136:24, 151:4, 162:20, 170:7, 171:25, 172:3
- STATE** [1] - 1:1
- State** [4] - 1:17, 3:3, 57:15, 130:17
- state's** [1] - 75:17
- state-to-state** [1] - 75:3
- statement** [11] - 17:17, 23:2, 51:4, 52:25, 85:24, 89:10, 91:13, 97:3, 129:11, 142:5, 165:24
- statements** [1] - 15:25
- states** [15] - 31:2, 38:12, 68:8, 69:23, 70:4, 70:14, 71:13, 72:5, 72:8, 72:15, 77:2, 93:4, 95:1, 106:20, 132:23
- STATES** [1] - 2:20
- States** [15] - 1:6, 7:12, 8:1, 11:9, 12:15, 13:18, 14:10, 14:14, 14:15, 14:25, 15:21, 48:4, 48:16, 49:6, 49:25
- stating** [1] - 69:7
- status** [11] - 53:19, 53:20, 56:25, 61:1, 61:22, 62:19, 65:2, 65:17, 66:18, 66:21, 67:6
- Status** [1] - 6:7
- statute** [7] - 41:20, 42:23, 69:25, 73:9, 148:23, 173:23
- statutory** [2] - 70:9, 71:7
- stay** [4] - 79:21, 81:19, 92:15, 142:24
- stayed** [1] - 79:24
- steady** [1] - 27:17
- steady-state** [1] - 27:17
- step** [3] - 41:15, 105:5, 149:23
- steps** [2] - 156:17, 156:19
- sticks** [1] - 80:14
- still** [21] - 31:23, 38:20, 56:12, 58:24, 82:3, 116:21, 123:11, 127:13, 137:14, 140:20, 140:22, 141:18, 143:10, 145:20, 147:4, 149:2, 149:7, 153:23, 159:24, 162:17, 168:23
- stipulate** [1] - 16:15
- stipulated** [3] - 16:14, 42:13, 47:22
- stipulation** [3] - 16:10, 47:8, 47:23
- Stone** [11] - 8:21, 9:6, 60:3, 60:6, 134:14, 152:20, 153:6, 153:10, 153:14, 153:16, 170:21
- storm** [5] - 24:17, 24:20, 24:25, 25:11, 170:3
- strategically** [1] - 21:6
- strategy** [1] - 47:14
- street** [1] - 171:20
- Street** [3] - 2:19, 14:23, 174:4
- stricken** [1] - 104:11
- strike** [2] - 98:23, 99:11
- striking** [1] - 99:24
- strong** [2] - 9:25, 26:15
- stronger** [2] - 26:12, 26:23
- struck** [2] - 98:25, 99:3
- structure** [1] - 53:16
- structured** [1] - 77:3
- struggle** [2] - 119:21, 119:23
- struggles** [1] - 173:20
- struggling** [1] - 109:3
- stuck** [1] - 149:6
- studies** [4] - 38:21, 40:21, 119:11, 166:25
- study** [7] - 55:3, 55:7, 111:25, 112:18, 113:21, 113:22, 113:23
- stuff** [3] - 107:18, 111:16, 172:25
- subject** [16] - 15:23, 25:11, 33:10, 34:12, 61:24, 66:23, 132:13, 132:25, 139:18, 153:21, 156:13, 157:13, 158:11, 169:19, 169:20, 175:9
- Subject** [2] - 6:8, 6:10
- submit** [3] - 33:7, 88:3, 88:13
- submitted** [7] - 51:19, 52:17, 54:8, 89:24, 90:5, 93:1, 97:19
- subsequent** [3] - 157:6, 157:13, 158:13
- substance** [1] - 54:12
- substantial** [1] - 121:11
- substantially** [2] - 19:2, 63:14
- substation** [1] - 114:2
- subtle** [1] - 17:10
- subtly** [1] - 30:14
- sudden** [1] - 142:3
- suffice** [1] - 81:2
- sufficiently** [1] - 163:22
- suggest** [5] - 67:11, 146:10, 160:6, 162:9, 164:16
- suitable** [1] - 35:5
- Suite** [1] - 14:23
- summarize** [1] - 130:15
- summary** [4] - 52:23, 64:7, 91:14, 98:15
- summer** [9] - 57:24, 58:6, 58:18, 66:16, 75:21, 142:13, 143:6, 143:16, 146:19
- sunk** [1] - 148:1
- superfluous** [1] - 49:17
- supersede** [1] - 54:5
- supplied** [1] - 26:25
- support** [9] - 25:4, 25:10, 27:18, 46:18, 46:22, 78:15, 159:15, 163:13, 171:22
- supporting** [2] - 26:25, 113:24
- supports** [3] - 26:11, 35:11, 85:17
- supposed** [3] - 122:22, 156:15, 162:24
- surprise** [1] - 69:18
- surrounding** [1] - 109:19
- sustained** [1] - 25:9
- sworn** [6] - 17:24, 51:8, 89:16, 97:9, 129:17, 139:25
- synergies** [1] - 125:1
- system** [46] - 23:9, 27:12, 27:13, 27:25, 28:1, 29:9, 35:19, 36:14, 39:16, 39:19, 40:10, 55:2, 83:19, 84:3, 84:9, 96:4, 108:13, 110:14, 111:13, 112:20, 112:23, 113:8, 113:13, 114:14, 114:24, 115:3, 115:8, 115:22, 115:24, 116:9, 118:3, 118:7, 121:21, 124:10, 125:10, 125:13, 126:13, 127:5, 137:24, 140:24, 141:9, 160:19, 164:22, 164:23
- System** [3] - 12:4, 13:11, 18:15
- SYSTEM** [1] - 3:7
- systems** [4] - 39:25, 40:1, 40:3, 114:25
- 
- ## T
- 
- tab** [2] - 80:21, 149:6
- table** [3] - 88:3, 88:6, 117:20
- Table** [2] - 86:9, 88:1
- Tail** [31] - 1:3, 7:11, 7:16, 7:25, 10:21, 14:25, 15:21,

- 28:23, 48:4, 48:15, 48:20, 49:24, 54:24, 70:22, 73:8, 77:9, 86:11, 104:17, 106:4, 118:23, 120:1, 120:13, 124:20, 131:13, 139:5, 139:7, 140:7, 141:22, 142:1, 147:8, 147:12
- TAIL** [1] - 2:21
- Tail's** [4] - 104:6, 114:24, 117:4, 123:7
- target** [1] - 50:20
- tariff** [4] - 33:22, 92:13, 127:24, 128:6
- tariffs** [1] - 93:15
- task** [1] - 92:12
- teaching** [1] - 130:19
- technical** [2] - 22:12, 114:13
- technically** [1] - 159:3
- telephone** [2] - 17:5, 81:2
- temporary** [1] - 7:5
- TEMPORARY** [1] - 1:23
- tend** [1] - 94:25
- tended** [2] - 170:7, 170:21
- tender** [2] - 19:20, 135:1
- term** [8] - 20:11, 20:18, 72:1, 112:9, 120:6, 121:2, 136:4, 168:5
- terminologies** [1] - 31:3
- terminology** [1] - 31:9
- terms** [9] - 22:20, 27:5, 79:3, 79:5, 85:11, 93:14, 106:8, 145:7, 145:16
- territory** [4] - 79:14, 118:1, 118:25, 148:21
- testified** [7] - 17:24, 51:8, 89:16, 97:9, 129:17, 136:19, 140:1
- testify** [3] - 15:20, 46:18, 46:21
- Testimony** [6] - 5:16, 5:18, 5:19, 5:20, 5:22, 6:6
- testimony** [76] - 9:1, 17:14, 18:22, 20:8, 26:2, 28:12, 30:3, 30:11, 30:17, 44:19, 46:25, 47:2, 47:4, 50:23, 51:19, 51:25, 52:7, 52:9, 52:24, 54:3, 54:4, 54:6, 54:9, 54:11, 54:12, 54:19, 54:25, 55:15, 56:22, 64:3, 71:23, 74:3, 88:8, 89:7, 89:25, 90:4, 90:11, 90:13, 91:14, 92:8, 94:4, 96:24, 97:19, 98:8, 98:9, 98:17, 98:19, 99:5, 100:3, 100:4, 100:11, 104:11, 107:18, 111:24, 113:2, 113:9, 120:12, 129:8, 131:19, 132:1, 132:3, 132:8, 136:18, 139:17, 155:23, 159:9, 160:16, 163:15, 163:18, 163:21, 163:24, 164:25, 168:3, 168:19, 170:15, 171:12
- Thanksgiving** [2] - 24:25, 170:3
- THE** [20] - 1:22, 2:9, 2:14, 17:12, 53:6, 53:10, 61:9, 66:12, 66:15, 82:15, 86:16, 87:13, 89:1, 99:13, 99:17, 99:20, 99:23, 128:23, 135:8, 138:12
- theirs** [1] - 76:20
- theory** [1] - 29:7
- therefore** [1] - 126:5
- they've** [1] - 31:7
- thinking** [5] - 30:20, 112:5, 124:17, 159:25, 166:3
- third** [2] - 12:1, 27:8
- thorough** [1] - 8:12
- thoughts** [6] - 9:23, 10:17, 142:5, 170:19, 171:11, 173:10
- three** [13] - 10:23, 11:11, 33:10, 33:23, 57:13, 118:4, 136:25, 137:15, 156:22, 163:7, 164:2, 164:3, 173:16
- throughout** [4] - 106:10, 162:20, 171:25, 174:4
- throw** [1] - 162:13
- Thursday** [2] - 165:13, 165:14
- tie** [2] - 118:13, 172:12
- tied** [2] - 108:21, 151:13
- ties** [2] - 9:25, 126:21
- Tim** [3] - 54:23, 77:17, 117:3
- timeline** [1] - 153:1
- timelines** [2] - 64:2, 143:12
- timing** [2] - 75:22, 76:24
- TIMOTHY** [5] - 4:20, 5:2, 5:11, 97:8, 139:24
- Timothy** [5] - 5:20, 5:22, 96:21, 97:16, 97:18
- Tioga** [1] - 113:15
- TIP** [1] - 113:21
- title** [1] - 48:19
- today** [30] - 9:21, 10:4, 12:14, 16:9, 19:1, 31:24, 46:1, 52:13, 53:25, 54:18, 55:9, 90:17, 100:8, 105:22, 117:12, 120:1, 120:5, 121:18, 123:2, 131:17, 132:14, 132:18, 147:25, 150:3, 158:3, 160:4, 160:16, 163:18, 173:3, 174:15
- together** [10] - 37:2, 98:2, 108:8, 111:16, 117:18, 124:23, 125:11, 126:11, 127:8, 146:20
- token** [1] - 172:4
- tomorrow** [2] - 9:6, 10:15
- TONY** [1] - 2:3
- Tony** [1] - 9:10
- took** [4] - 84:20, 112:3, 112:8, 115:21
- tools** [1] - 39:20
- top** [2] - 32:19, 32:25
- top-down** [2] - 32:19, 32:25
- topic** [2] - 120:7, 155:4
- topics** [1] - 54:2
- total** [2] - 82:22, 117:19
- totally** [1] - 157:9
- tough** [1] - 26:10
- toward** [2] - 79:13, 82:17
- towards** [2] - 26:24, 149:1
- town** [1] - 84:25
- track** [1] - 121:13
- tracking** [1] - 140:7
- traditional** [2] - 118:1, 153:24
- transaction** [2] - 148:3, 148:6
- TRANSCRIPT** [1] - 1:12
- transcript** [1] - 176:11
- transfer** [3] - 21:11, 37:5, 38:3
- transferred** [1] - 21:14
- transition** [2] - 142:12, 143:22
- Transmission** [1] - 13:11
- TRANSMISSION** [1] - 3:7
- transmission** [65] - 7:15, 7:18, 10:24, 10:25, 11:3, 11:6, 11:12, 11:13, 11:14, 11:25, 12:2, 14:13, 20:25, 21:3, 22:14, 22:21, 23:19, 26:17, 26:20, 27:2, 32:18, 32:22, 36:18, 40:9, 46:6, 53:11, 54:8, 55:2, 55:3, 55:5, 55:6, 74:6, 87:1, 102:23, 106:24, 107:23, 108:7, 108:11, 108:22, 108:24, 111:13, 113:21, 114:25, 115:17, 121:4, 123:1, 123:5, 124:16, 126:11, 127:4, 127:7, 131:6, 132:23, 134:4, 134:7, 139:9, 140:10, 140:24, 145:22, 145:25, 169:21, 170:13, 172:10
- transport** [1] - 168:13
- travels** [1] - 171:7
- treated** [1] - 16:3
- treatment** [4] - 34:1, 34:9, 35:5, 35:24
- tremendous** [1] - 170:9
- tries** [1] - 172:9
- true** [12] - 17:18, 37:7, 37:24, 39:7, 51:5, 52:9, 89:11, 90:13, 97:4, 121:3, 129:12, 133:2
- try** [17] - 17:5, 41:24, 42:1, 70:12, 80:4, 80:12, 95:15, 103:4, 108:2, 108:23, 111:7, 117:10, 122:14, 146:8, 153:23, 155:17, 171:15
- trying** [12] - 36:12, 60:9, 69:6, 92:15, 104:9, 104:12, 115:9, 118:17, 146:17, 152:13, 153:11, 153:13
- tweaking** [2] - 46:3, 120:6
- Twin** [8] - 11:2, 11:5, 11:8, 21:8, 33:14, 35:15, 38:1, 112:12
- two** [24] - 9:3, 9:7, 13:18, 25:4, 25:25, 28:20, 43:8, 45:24, 49:13, 64:14, 67:15, 75:23, 76:13, 118:4, 120:16, 121:13, 121:23, 124:2, 131:9, 140:11, 140:19, 143:20, 163:6, 173:3
- type** [7] - 27:20, 35:3, 35:6, 39:24, 40:5, 69:25, 121:2
- typed** [2] - 48:5, 48:11
- types** [5] - 28:3, 28:5, 29:2, 31:4, 40:12
- typewritten** [1] - 176:10
- typically** [1] - 161:23
- typo** [2] - 87:8, 87:23
- typographical** [1] - 86:15
- 
- U**
- 
- ultimate** [2] - 104:18, 122:6
- ultimately** [15] - 42:5, 44:18, 60:5, 60:12, 93:12, 103:9, 104:17, 105:19, 114:14, 115:21, 120:15, 121:5, 121:12, 142:23, 147:20
- uncertainties** [1] - 134:13
- uncertainty** [1] - 93:15
- unclear** [1] - 22:5
- uncontested** [1] - 169:25
- under** [20] - 17:15, 21:1, 26:14, 31:6, 33:22, 34:23, 36:15, 50:23, 84:15, 89:7, 96:25, 108:12, 119:11, 120:14, 129:8, 132:4, 135:19, 139:18, 148:23, 173:18
- underlying** [1] - 55:3
- underneath** [1] - 40:10
- underpinnings** [1] - 150:4
- understood** [7] - 33:19, 40:18, 41:25, 42:21, 42:24, 43:21, 62:14

**underway** [1] - 115:6  
**unfold** [1] - 96:8  
**uNIDENTIFIED** [1] - 49:1  
**UNIDENTIFIED** [1] - 49:4  
**unique** [5] - 17:4, 31:9,  
 69:17, 95:11, 112:3  
**uniqueness** [1] - 71:25  
**University** [1] - 130:17  
**unknown** [1] - 43:23  
**unless** [1] - 16:12  
**unnecessarily** [1] - 22:23  
**up** [46] - 17:7, 17:20, 26:21,  
 28:20, 32:19, 32:25, 37:4,  
 42:17, 45:8, 45:9, 51:2,  
 51:3, 60:3, 77:10, 77:21,  
 80:20, 81:18, 89:12, 89:13,  
 93:4, 97:5, 97:6, 107:16,  
 108:12, 109:4, 110:17,  
 111:3, 111:7, 111:13,  
 113:10, 113:13, 113:16,  
 115:8, 127:19, 129:13,  
 129:14, 131:17, 145:21,  
 146:3, 165:16, 166:14,  
 168:22, 171:23, 173:9,  
 173:11  
**update** [1] - 44:17  
**updated** [1] - 30:17  
**updates** [1] - 54:13  
**upfront** [1] - 92:21  
**upgrade** [1] - 38:24  
**upgrades** [1] - 36:4  
**Upper** [5] - 21:13, 36:14,  
 36:22, 37:25, 38:6  
**uses** [1] - 40:15  
**utilities** [25] - 45:5, 45:13,  
 53:21, 53:23, 70:21, 74:5,  
 78:18, 82:20, 82:23, 83:5,  
 83:9, 83:21, 83:24, 84:11,  
 85:5, 108:4, 108:23,  
 117:10, 127:24, 146:14,  
 148:5, 150:15, 151:3,  
 169:15, 174:1  
**utility** [15] - 83:21, 85:12,  
 85:21, 95:7, 95:14, 109:14,  
 130:8, 130:11, 130:13,  
 130:21, 146:22, 147:7,  
 147:24, 148:19, 170:8  
**utilize** [1] - 72:16

---

## V

---

**Valley** [11] - 24:9, 24:18,  
 25:4, 25:19, 26:9, 26:12,  
 85:1, 85:18, 112:10,  
 114:19, 127:5  
**valuable** [1] - 150:9  
**value** [7] - 34:20, 80:19,  
 168:21, 168:24, 169:11,  
 170:1, 170:13

**values** [2] - 20:23, 31:20  
**variation** [1] - 31:13  
**variety** [9] - 32:18, 64:17,  
 64:20, 82:19, 83:6, 96:7,  
 110:18, 124:6, 158:2  
**various** [5] - 31:2, 31:3, 31:6,  
 34:8, 174:11  
**vehicle** [1] - 71:3  
**vendors** [1] - 40:12  
**vendors'** [1] - 40:14  
**verbal** [1] - 64:3  
**version** [2] - 24:14, 49:20  
**versus** [3] - 118:20, 120:15,  
 122:5  
**via** [3] - 17:5, 64:3, 145:23  
**vice** [3] - 12:19, 13:21, 48:17  
**vicinity** [1] - 21:4  
**view** [11] - 31:14, 105:6,  
 105:21, 106:1, 107:4,  
 109:21, 116:21, 121:1,  
 121:12, 124:5, 125:12  
**viewed** [2] - 73:3, 73:4  
**violation** [1] - 27:14  
**violations** [1] - 28:4  
**vision** [1] - 112:4  
**visit** [1] - 81:7  
**voltage** [10] - 7:15, 10:24,  
 11:12, 25:17, 26:16, 26:21,  
 26:22, 27:17, 29:10, 125:7  
**voltages** [2] - 25:9, 124:10  
**volume** [1] - 53:5  
**volumes** [1] - 34:7

---

## W

---

**W-e-b-b** [1] - 18:11  
**Wahl** [4] - 7:4, 41:17, 42:20,  
 46:20  
**WAHL** [228] - 1:22, 7:4, 8:5,  
 9:10, 9:19, 10:18, 12:22,  
 13:6, 13:13, 14:1, 14:7,  
 14:19, 15:1, 15:5, 15:15,  
 15:19, 16:16, 16:18, 16:20,  
 16:22, 17:11, 17:13, 18:1,  
 19:12, 19:14, 19:16, 19:18,  
 19:22, 19:24, 20:1, 20:3,  
 24:3, 28:8, 29:16, 29:20,  
 29:22, 32:2, 32:4, 39:10,  
 40:23, 41:2, 41:4, 41:6,  
 41:8, 41:13, 41:15, 42:18,  
 46:16, 47:6, 47:18, 47:24,  
 48:8, 48:22, 49:3, 49:5,  
 49:9, 49:11, 49:16, 49:22,  
 50:2, 50:5, 50:9, 50:14,  
 50:17, 50:21, 51:10, 53:3,  
 53:8, 55:16, 55:19, 55:22,  
 55:24, 56:1, 56:11, 56:14,  
 56:16, 56:18, 61:5, 61:8,  
 61:11, 61:16, 61:20, 62:9,  
 64:6, 64:11, 64:25, 65:8,  
 66:3, 66:20, 67:1, 67:4,  
 67:6, 67:9, 67:14, 67:24,  
 68:7, 68:10, 68:14, 68:20,  
 73:23, 77:24, 80:25, 81:4,  
 81:10, 81:24, 82:2, 82:12,  
 84:12, 87:15, 87:18, 87:20,  
 88:10, 88:14, 88:17, 88:21,  
 88:23, 89:2, 89:6, 89:18,  
 90:21, 90:23, 90:25, 91:2,  
 91:19, 91:22, 91:25, 92:2,  
 93:25, 96:10, 96:13, 96:15,  
 96:17, 96:19, 96:23, 97:11,  
 97:24, 99:9, 99:15, 99:19,  
 99:21, 100:1, 100:13,  
 100:15, 100:17, 100:19,  
 101:10, 101:12, 101:15,  
 101:17, 102:2, 102:4,  
 102:7, 102:9, 103:19,  
 103:22, 107:7, 116:24,  
 119:17, 122:18, 127:16,  
 128:12, 128:15, 128:17,  
 128:19, 128:21, 128:24,  
 129:3, 129:6, 129:19,  
 133:5, 133:7, 133:9,  
 133:11, 135:2, 135:11,  
 135:13, 135:15, 136:14,  
 137:10, 137:25, 138:4,  
 138:6, 138:8, 138:10,  
 138:13, 138:17, 138:20,  
 139:12, 139:16, 139:21,  
 144:11, 144:15, 146:4,  
 154:17, 155:3, 155:6,  
 155:13, 155:16, 161:11,  
 161:14, 161:16, 162:4,  
 162:9, 163:4, 164:13,  
 165:3, 165:7, 165:9,  
 165:17, 165:21, 165:25,  
 166:9, 166:17, 167:10,  
 167:14, 167:16, 167:18,  
 167:20, 169:4, 171:9,  
 172:19, 173:2, 173:7,  
 173:14, 175:1, 175:4,  
 175:7, 175:9  
**wait** [2] - 121:19, 174:14  
**waiting** [1] - 50:18  
**waive** [1] - 43:14  
**waiving** [1] - 153:20  
**walk** [2] - 107:19, 117:3  
**Wall** [1] - 174:3  
**WAPA** [1] - 126:15  
**watching** [1] - 9:13  
**waving** [1] - 165:23  
**ways** [2] - 32:19, 94:17  
**WEBB** [2] - 4:7, 17:23  
**Webb** [15] - 5:16, 17:7,  
 17:12, 17:13, 18:5, 18:11,  
 19:20, 21:17, 24:7, 28:12,  
 41:9, 41:15, 116:1, 136:1,  
 160:15

**Webb's** [2] - 44:18, 164:25  
**week** [2] - 63:20, 172:1  
**weeks** [3] - 41:23, 170:5,  
 170:11  
**weigh** [2] - 45:21, 143:5  
**weight** [3] - 70:17, 159:1,  
 169:23  
**welcome** [2] - 8:12, 9:12  
**west** [5] - 26:24, 35:15,  
 35:18, 36:13, 116:22  
**western** [7] - 74:9, 107:20,  
 111:1, 115:3, 115:14,  
 116:5, 170:6  
**westward** [1] - 137:22  
**whatsoever** [2] - 65:7,  
 167:15  
**whereas** [1] - 149:6  
**whole** [7] - 21:13, 38:15,  
 142:20, 159:6, 159:16,  
 159:19, 162:20  
**wide** [5] - 35:13, 35:22, 36:1,  
 36:21, 115:25  
**widely** [1] - 40:18  
**wider** [1] - 28:3  
**willing** [4] - 67:13, 78:15,  
 126:18, 144:8  
**willingness** [1] - 106:12  
**Williston** [1] - 113:15  
**wind** [10] - 35:11, 36:4, 36:9,  
 38:4, 38:13, 38:16, 38:19,  
 109:23, 110:24, 172:1  
**Wisconsin** [9] - 11:7, 58:18,  
 62:17, 69:23, 70:1, 111:6,  
 151:8, 151:22, 174:8  
**wish** [3] - 56:24, 82:9, 154:2  
**Wishkek** [2] - 132:9, 132:12  
**withdrawing** [1] - 139:6  
**witness** [15] - 17:7, 50:8,  
 54:18, 56:9, 71:24, 81:3,  
 81:4, 89:2, 91:17, 96:20,  
 101:25, 135:1, 144:14,  
 155:19, 163:25  
**WITNESS** [17] - 17:12, 53:6,  
 53:10, 61:9, 66:12, 66:15,  
 82:15, 86:16, 87:13, 89:1,  
 99:13, 99:17, 99:20, 99:23,  
 128:23, 135:8, 138:12  
**witnesses** [10] - 46:17,  
 46:21, 47:13, 50:23, 54:2,  
 55:13, 96:24, 115:10,  
 129:1, 157:25  
**WITNESSES** [1] - 4:6  
**won** [1] - 107:14  
**wonder** [2] - 81:1, 168:20  
**wondering** [2] - 30:15, 48:1  
**word** [2] - 94:25, 132:9  
**words** [6] - 27:5, 70:3, 146:6,  
 146:10, 146:16, 149:1  
**workable** [1] - 140:18  
**works** [1] - 24:10

**worried** <sup>[1]</sup> - 160:2  
**worst** <sup>[3]</sup> - 95:20, 95:22,  
 95:24

**worst-case** <sup>[1]</sup> - 95:20

**written** <sup>[8]</sup> - 44:22, 131:18,  
 132:3, 152:5, 156:3,  
 156:12, 157:3, 169:17

**wrote** <sup>[2]</sup> - 30:11, 46:11

---

## X

---

**Xcel** <sup>[25]</sup> - 14:12, 14:15,  
 53:12, 54:7, 54:17, 70:21,  
 73:8, 77:9, 78:9, 79:25,  
 80:6, 82:18, 82:24, 83:14,  
 84:1, 84:15, 84:25, 85:1,  
 85:3, 85:15, 85:18, 86:11,  
 106:4, 124:20, 147:12

**Xcel's** <sup>[2]</sup> - 80:22, 83:1

---

## Y

---

**year** <sup>[11]</sup> - 24:16, 25:1, 58:3,  
 58:11, 58:13, 58:21, 92:14,  
 112:5, 112:7, 121:13,  
 144:7

**years** <sup>[19]</sup> - 8:15, 9:14, 9:15,  
 17:21, 18:18, 35:25, 51:3,  
 89:13, 95:8, 95:21, 97:6,  
 108:4, 108:18, 112:6,  
 129:14, 145:19, 170:3,  
 172:17

**yourself** <sup>[1]</sup> - 80:16

---

## Z

---

**zero** <sup>[2]</sup> - 148:8

**ZEVIEL** <sup>[1]</sup> - 2:17

**Zeviel** <sup>[2]</sup> - 13:20, 14:22

**zip** <sup>[1]</sup> - 93:6