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October 31, 2018

Via Electronic Filing

Daniel P. Wolf
Executive Secretary
Minnesota Public Utilities Commission
121 7th Place East, Suite 350
St. Paul, MN 55101

Re: Joint Stipulation of Flying Cow Wind, LLC and the Lake Cochrane Improvement Association

In the Matter of the Applications of Flying Cow Wind, LLC for a Certificate of Need and Site Permit for the up to 152 MW Large Wind Energy Conversion System in Yellow Medicine County, Minnesota.

OAH Docket Number: 60-2500-35035
MPUC IP-6984/CN-17-676
MPUC IP-6984/WS-17-749

Dear Mr. Wolf:

Enclosed for filing in the above-referenced dockets is the Joint Stipulation of Flying Cow Wind, LLC and the Lake Cochrane Improvement Association ("Joint Stipulation"). The Joint Stipulation sets forth an agreement reached between the parties regarding the project, and requests modifications to the Administrative Law Judge's Summary of Public Testimony, Findings of Fact, Conclusions of Law, and Recommendation resulting from the agreement.

Please do not hesitate to contact me with any questions or concerns.

Sincerely,

Stinson Leonard Street LLP

Andrew Gibbons

Andrew Gibbons

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

<i>In the Matter of the Application of Flying Cow Wind, LLC for a Certificate of Need for the 152 MW Large Wind Energy Conversion System in Yellow Medicine County, Minnesota.</i>)))))))	OAH Docket No. 60-2500-35035 MPUC Docket No. IP-6984/CN-17-676 MPUC Docket No. IP-6984/WS-17-749
<i>In the Matter of the Application of Flying Cow Wind, LLC for a Site Permit for the up to 152 MW Large Wind Energy Conversion System in Yellow Medicine County, Minnesota.</i>)))))))	JOINT STIPULATION OF FLYING COW WIND, LLC AND THE LAKE COCHRANE IMPROVEMENT ASSOCIATION

This Joint Stipulation (“Agreement”) is made and entered into as of this 30th day of October 2018 (the “Effective Date”), by and between Lake Cochrane Improvement Association, Inc. (“LCIA”), a South Dakota Nonprofit Corporation with a principal place of business at 6510 Killarney Ct, Sioux Falls, South Dakota 57108, and Flying Cow Wind, LLC (“FCW”), a Delaware Limited Liability Company with a principal place of business at 11101 W 120th Avenue, Suite 400, Broomfield, Colorado 80021 (each individually a “Party” and collectively “the Parties”).

RECITALS

WHEREAS, the object of LCIA is to encourage all persons owning property around Lake Cochrane in Deuel County, South Dakota to maintain their premises in a clean, orderly and decent appearance; to take all such action as is necessary to preserve and improve the condition of the water in the lake; to encourage the development of the area around the lake in such a way as to make it an attractive and desirable environment for the enjoyment of the great outdoors; and to assure the continuation of Lake Cochrane and its environs for the benefit of future generations. LCIA membership is limited to persons owning property in the Lake Park District as such district is defined by the Zoning Ordinance of Deuel County, South Dakota.

WHEREAS, FCW is the developer of the Bitter Root Wind Project, an up to 152 MW large wind energy conversion system with up to forty-four (44) wind turbines, gravel access roads, an electrical collection system, meteorological towers, project substation, an overhead transmission line and interconnection facilities, a concrete batch plant for construction, a staging/laydown construction area, and an operations and maintenance facility (the “Project”).

WHEREAS, FCW applied to the Minnesota Public Utilities Commission (“Commission”) for a Certificate of Need (“CON”) and a large wind energy conversion system site permit (“Site

Permit”) in Commission Docket Nos. IP-6984/CN-17-676 and IP-6984/WS-17-749, respectively (collectively, the “Commission Proceedings”).

WHEREAS, Deuel County, South Dakota adopted Ordinance B2004-01-23B, an Ordinance to Amend Section 1215 Wind Energy System (WES) Requirements Adopted by Ordinance B2004-01, July 6, 2004, as amended, of the Zoning Ordinance of Deuel County (the “Deuel County Ordinance”). The Deuel County Ordinance establishes certain requirements for wind energy facilities located in Deuel County, including a setback distance of 3 miles from the Lake Park District located at Lake Cochrane, South Dakota (“3-Mile Setback”).

WHEREAS, the Commission referred the Commission Proceedings to the Office of Administrative Hearings to preside over a public hearing, prepare a summary of public comments, and issue findings of fact, conclusions of law, and recommendations. The Commission Proceedings were assigned to Administrative Law Judge James E. LaFave.

WHEREAS, LCIA is a participant in the Commission Proceedings, and objected to the Project on the basis of potential impacts to Lake Cochrane and surrounding properties, and requested that the Deuel County 3-Mile Setback be applied to the Project.

WHEREAS, on September 5, 2018, Administrative Law Judge James E. LaFave issued the Summary of Public Testimony, Findings of Fact, Conclusions of Law, and Recommendation in the Commission Proceedings (the “ALJ Report”). The ALJ Report recommended, in part, the removal of turbines A2, T35, T2, and T3 from the Project, and use of alternative locations in the Project layout to relocate the four turbines.

WHEREAS, the Parties desire to enter into this Stipulation to be filed with the Commission informing the Commission that the Parties have reached a settlement resolving all issues relating to the Project, including without limitation, issues related to the proximity of wind turbine towers to Lake Cochrane.

NOW, THEREFORE, in consideration of the promises and covenants contained in this Stipulation, the legal sufficiency of which the Parties acknowledge, the Parties hereby agree as follows:

1. **Withdrawal of Challenges**. LCIA hereby withdraws all challenges raised by LCIA respecting the Project in the Commission Proceedings. LCIA agrees that the Commission should grant the Project the CON and Site Permit consistent with the conditions and recommendations set forth in the ALJ Report and this Joint Stipulation.
2. **Withdrawal of Turbine Locations**. FCW hereby voluntarily withdraws turbine locations A2, T35, T2, and T3 from the Project layout. FCW will use alternate locations identified in the Project layout in lieu of the withdrawn turbine locations.
3. **Resolution of all Claims**. The Parties have successfully resolved all claims that have been raised between them in the Commission Proceedings. Based on the settlement between the Parties, LCIA does not object to the Project.

4. **No Need for Additional Proceedings.** LCIA no longer seeks a contested case proceeding to further develop the record on the potential impacts of the Project to Lake Cochrane, or any other relief that could have otherwise been provided to LCIA in the Commission Proceedings.
5. **Request for Commission Order.** The Parties respectfully request the Commission to issue an order issuing a CON and Site Permit for the Project to FCW in Commission Docket Nos. IP-6985/CN-17-676 and IP6984/WS-17-749. The Parties respectfully request that the Commission adopt the ALJ Report with the following changes based on this Agreement:
 - a. Delete the second sentence of Finding 194.
 - b. Delete Findings 314, 315, and 316 in their entirety.
 - c. Modify the Conclusions of Law accordingly to account for the voluntary withdrawal of turbines pursuant to this Stipulation.

IN WITNESS WHEREOF, the Parties, by and through their duly authorized attorneys, have hereunder entered into this Stipulation on the date and year first written above.

Dated: October 30, 2018

RINKE NOONAN

/s/ Gerald W. Von Korff

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*Attorneys for Lake Cochrane
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Dated: October 30, 2018

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Attorneys for Flying Cow Wind, LLC

STATE OF MINNESOTA
BEFORE THE
MINNESOTA PUBLIC UTILITIES COMMISSION

<i>In the Matter of the Application of Flying Cow Wind, LLC for a Certificate of Need for the 152 MW Large Wind Energy Conversion System in Yellow Medicine County, Minnesota</i>))))))))))	Docket No. IP-6984/CN-17-676 Docket No. IP-6984/WS-17-749 OAH Docket No. 60-2500-35035
CERTIFICATE OF SERVICE		
<i>In the Matter of the Application of Flying Cow Wind, LLC for a Site Permit for the up to 152 MW Large Wind Energy Conversion System in Yellow Medicine County, Minnesota</i>))))))	

The undersigned hereby certifies that true and correct copies of the **Joint Stipulation of Flying Cow Wind, LLC and The Lake Cochrane Improvement Association** have been served on this day by e-filing/e-serving to the following:

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Dated this 31st day of October, 2018

/s/ Joshua M. Feit
 Joshua M. Feit