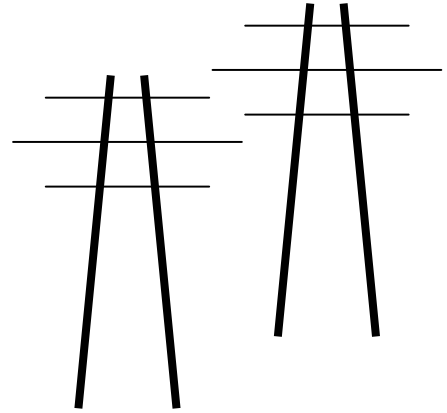


Legalelectric, Inc.

Carol Overland Attorney at Law, MN #254617
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P.O. Box 69
Port Penn, Delaware 19731
302.834.3466



November 24, 2014

Burl Haar, Executive Secretary
Tricia DeBleeckere, Project Manager
Minnesota Public Utilities Commission
121 – 7th Place East, Suite 350
St. Paul, MN 55101

eFiled and via email:
burl.haar@state.mn.us
tricia.debleeckere@state.mn.us

RE: **Comment of Residents of Getty and Raymond Townships**
Black Oak/Getty Wind Projects Certificate of Need
PUC Docket CN-11-471 (see also WS-10-124- & WS-11-831)

Dear Dr. Haar and Ms. DeBleeckere:

Attached please find Reply Comments of Residents of Getty and Raymond Townships.

Thank you for the opportunity to submit Reply Comments in this docket. We note that no other Initial Comments were filed, but in this interim, there were documents eFiled in the Siting docket as “Compliance Filings” containing information that should have been disclosed in this Certificate of Need docket and which should have also have been disclosed in the Siting docket prior to the Commission’s decision. Disclosure of this information after the Commission’s amendment to the Siting Permit is troubling, as it raises issues of Ownership, PPA, and Layout that was available and in the possession of Applicants and which was not disclosed to the Commission, information about which Residents of Getty and Raymond Townships had tried to question prior to the Commission’s Siting Permit amendment. Those filings are made part of this Reply Comment.

Please let me know if you have any questions or require anything further.

Very truly yours,

Carol A. Overland
Attorney at Law

cc: Residents of Getty and Raymond Townships

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

**Beverly Jones Heydinger
David C. Boyd
Nancy Lange
Dan Lipschultz
Betsy Wergin**

**Chair
Commissioner
Commissioner
Commissioner
Commissioner**

**In the Matter of the Joint Application of
Black Oak Wind, LLC and Getty Wind
Company, LLC for a Certificate of Need
for an up to 82 MW Large Wind Project
in Stearns County**

PUC Docket: IP6853, IP6866/CN-11-471

**REPLY COMMENT OF RESIDENTS OF GETTY AND RAYMOND TOWNSHIPS
CERTIFICATE OF NEED DOCKET**

Residents of Getty and Raymond Townships make this Reply Comment to the Commission, again requesting close scrutiny of the Black Oak and Getty wind project. The Reply Comments are made regarding the filings of the Applicant in the Siting Docket as “Compliance Filings” pertinent to the questions of project ownership, the existence and parties to a project Power Purchase Agreement, and project land control and land rights.

- A letter dated November 14, 2014 informed the Commission of a change in ownership, a change relevant to the Certificate of Need, and also to the Siting docket and the recently amended permit.¹ This was filed in all three of the Black Oak and Getty dockets (WS-10-1240; WS-11-831 and CN-11-471).

¹ Notice of

- The PPA Notice that the PPA, **dated September 30, 2013**, informing the Commission that the PPA was only in the name of Black Oak Wind and not Getty, was filed on November 20, 2014.²
- A Compliance Filing regarding Wind Rights was filed the following day, another issue raised by Residents of Getty and Raymond Townships.³

Residents of Getty and Raymond Townships again request that the Commission refer Applicant’s Petition to Office of Administrative Hearings for a contested case to develop the record on the issues of fact raised herein, and request that the Commission grant the Residents’ Petition to Intervene. Residents of Getty and Raymond Townships make these requests upon direction by the Commission Chair in available participation options. In the alternative, we request a public hearing.

I. CHANGE IN OWNERSHIP

As above, a letter dated November 14, 2014 informed the Commission of a change in ownership, a change relevant to the Certificate of Need, and also to the Siting docket and the recently amended permit.⁴ This was filed in all three of the Black Oak and Getty dockets (WS-10-1240; WS-11-831 and CN-11-471). It’s highly unlikely that this change in ownership was not anticipated at the time the Commission was considering amending the Site Permit, and this imminent change should have been disclosed at the time.

A change in ownership affects the Certificate of Need. This project was certified when the Getty project was a C-BED project, and now, apparently that is not the case. To the extent

² November 18, 2014 letter, filed and Compliance filing page dated November 20, 2014, regarding Power Purchase Agreement:

201411-104797-02	PUBLIC	11-831	<input type="checkbox"/>	WS	BLACK OAK WIND, LLC AND GETTY WIND COMPANY, LLC	COMPLIANCE FILING--REVISED SECTION 10.2 PPA NOTICE	11/20/2014
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³ Nov

⁴ Notice of

that the Commission relied on the project's status as a C-BED project, the Commission should review and reconsider its decision.

A change in ownership for this project, these projects, also requires Commission recertification. The Black Oak wind project is a 42 MW project, and the Getty wind project is a 40 MW wind project. Combined, that is 82 MW, over the 80 MW threshold for exemption of Certificate of Need review of change of ownership. Minnesota Rules provide that "a change in power plant ownership smaller than the lesser of 80 megawatts or 20 percent of the capacity approved in a certificate of need issued by the commission does not require recertification." Minn. R. 7849.0400, Subp. 2(c). For a project over that 80 MW threshold, Commission recertification would be required.

The project under this Certificate of Need is 82 MW, Black Oak at 42 MW and Getty at 40, over the 80 megawatt threshold. Commission Order, December 31, 2012.

As the Commission addresses recertification, it will need to consider whether a different decision would have resulted, and "the commission shall order further hearings if and only if it determines that the change, if known at the time of the need decision on the facility, could reasonably have resulted in a different decision under the criteria specified in part 7849.0120." Minn. R. 7849.0400, Subp. 2(h).

II. POWER PURCHASE AGREEMENT IN BLACK OAK NAME ONLY

As above, the Applicants filed a Power Purchase Agreement Notice on November 20, 2014, that the PPA, **dated September 30, 2013**, informing the Commission that the PPA was only in the name of Black Oak Wind and not Getty.⁵ The existence of a Power Purchase

⁵ November 18, 2014 letter, filed and Compliance filing page dated November 20, 2014, regarding Power Purchase Agreement:

Agreement has not been verified by entry of a Power Purchase Agreement into the record, whether redacted or not. This Power Purchase Agreement was executed over a year ago, and the Applicants should have informed the Commission of this fact at the time, and notified the Commission that it was a Power Purchase Agreement in the name of only Black Oak, yet for the production of both projects, in the PPA totaling 78 MW of both Black Oak (42 MW) and Getty (40 MW).⁶ Failure to disclose this important fact, and failure to explain how Black Oak could execute a PPA for MW that were not part of its project is problematic.

III. LAND RIGHTS CLAIMS MUST BE SCRUTINIZED

Applicants have made a Compliance Filing regarding land rights dated November 21, 2014. Residents of Getty and Raymond Townships take issue with this representation of land rights, and assert that some land claimed under control of the project is not. Mr. Weiner filed a comment previously that his land was included when he had not signed. The Jennison’s farm is shown as “wind rights” for which there are none.

In addition, the “Compliance Filing” notes that:

In cases where turbines are located within the Wind Access Buffer Setback along the shared boundary of the Black Oak and Getty projects, Black Oak and Getty have executed and recorded reciprocal easement assignments as part of the Black Oak and Getty’s joint development partnership. Because the wind leases and easements are shared, neither the 3 by 5 RD wind access buffer nor the Stearns County Property Line and Project Boundary setbacks apply.

Black Oak and Getty may have executed reciprocal easement agreements between and among the projects, but those landowners providing those easements have not authorized or agreed to exemption of the 3 by 5 RD wind access buffer or from the requirements of the Stearns

201411-104797-02	PUBLIC	11-831	<input type="checkbox"/>	WS	BLACK OAK WIND, LLC AND GETTY WIND COMPANY, LLC	COMPLIANCE FILING--REVISED SECTION 10.2 PPA NOTICE	11/20/2014
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⁶ What is the basis for, and under what authority was that 78 MW Power Purchase Agreement executed, on October 30, 2013, if, as Applicants claim, ownership was not changed until November 11, 2014? What happened to the other 4 MW of nameplate capacity?

County Property Line and Project Boundary setbacks. That this statement is raised in the “Compliance Filing” suggests that without that unilateral claim of exemption from the wind access buffer and setbacks the project could not be sited as planned.

IV. THE RECORD MUST BE DEVELOPED BEFORE THE COMMISSION CAN MAKE AN INFORMED DECISION.

Thank you for the opportunity to Comment in this Certificate of Need docket. Residents of Getty and Raymond Townships again request that the Commission refer Applicant’s Petition to Office of Administrative Hearings for a contested case to develop the record on the issues of fact raised herein, and request that the Commission grant the Residents’ Petition to Intervene. In the alternative, we request a public hearing. The record must be developed before the Commission can determine whether knowledge of the change in ownership and Power Purchase provisions might have resulted in a different decision, and before the Commission can make an informed decision regarding extension of the Certificate of Need in-service date.



Dated: November 24, 2014

Carol A. Overland #254617
Attorney for Residents of Getty and Raymond
Townships
Legalelectric/OVERLAND LAW OFFICE
1110 West Avenue
Red Wing, MN 55066
(612) 227-8638
overland@legalelectric.org



November 14, 2014

Dr. Burl W. Haar
Executive Secretary
Minnesota Public Utilities Commission
121 Seventh Place East, Suite 350
Saint Paul, MN 55101-2147

Re: **Notification of Acquisition Affecting Ownership of Getty Wind Company, LLC**

In the Matter of the Application of Black Oak Wind, LLC for a Site Permit for a 42 MW Large Wind Project in Stearns County, Minnesota Docket No. IP6853/WS-10-1240

In the Matter of the Application of Getty Wind Company, LLC for a Site Permit for a 40 MW Large Wind Project in Stearns County, Minnesota Docket No. IP6866/WS-11-831

In the Matter of the Joint Application of Black Oak Wind, LLC and Getty Wind Company, LLC for a Certificate of Need for an up to 82 MW Large Wind Project in Stearns County, Minnesota Docket No. IP6853 and IP6866/CN-11-471

Dear Dr. Haar:

Getty Wind Company, LLC provides this notice to the Minnesota Public Utilities Commission (“Commission”) that it has closed an acquisition concerning Getty Wind Company, LLC. Effective November 11, 2014, Black Oak Wind, LLC, a wholly-owned subsidiary of Geronimo Wind Energy, LLC d/b/a Geronimo Energy, LLC (“Geronimo”), has replaced Getty Wind, LLC as the owner of Getty Wind Company, LLC.

The Permittee, Getty Wind Company, LLC, has not changed as a result of the acquisition. Thus, the Permittee is not seeking recertification or transfer under Minnesota Rules, parts 7849.0400, subp. 2c; 7854.1400 or 7850.5000. This notice is being provided pursuant to Section 11.5 of the Site Permit issued to Getty Wind Company, LLC, as amended by the Commission on October 30, 2014, and to ensure that the Commission is aware of the change in upstream ownership. Attached is an organizational chart detailing the new ownership structure of Getty Wind Company, LLC.

Geronimo is a utility-scale renewable energy developer based in Edina, Minnesota. In addition to Geronimo’s current joint development of the Black Oak and Getty Wind Projects, Geronimo

November 14, 2014

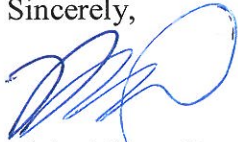
Page 2

has developed three operating wind energy projects in southern Minnesota. Geronimo's 200 MW Prairie Rose Project in Rock County, Minnesota was placed in service in December 2012; its 18.9 MW Marshall Wind Farm near Marshall was placed in service in 2009; and its neighboring 20 MW Odin Wind Farm, near Odin, was placed in service in 2007.

Getty Wind Company, LLC remains responsible for compliance with the Site Permit and reporting conditions therein. At this time, the field representative and contact information previously provided for Getty Wind Company, LLC remains unchanged.

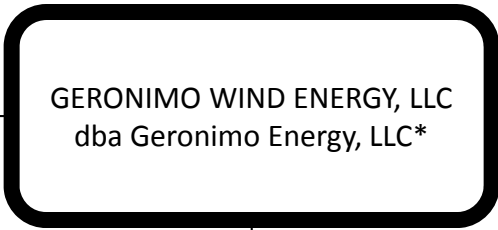
Please contact Patrick Smith at 952-988-9000 if you have any questions.

Sincerely,

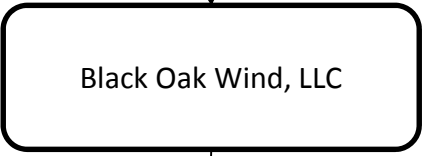
A handwritten signature in blue ink, appearing to read 'BNixon', is positioned above the typed name.

Blake Nixon, President
Getty Wind Company, LLC

*Owned by a group of 15 entities and 30 individuals, the majority owner being EGP Geronimo Holding Company, Inc.



100% Ownership



100% Ownership





PERMIT COMPLIANCE FILING



Permittee:	Black Oak Wind, LLC and Getty Wind Company, LLC
Permit Type:	LWECS Site Permit
Project Location:	Stearns County
Docket No:	IP6853/WS-10-1240 and IP6866/WS-11-831
Permit Section:	Site Permit Section 10.2 – PPA Notice
Date of Submission:	REVISED – November 20, 2014

Black Oak Wind, LLC and Getty Wind Company, LLC respectfully submit this filing in compliance with Section 10.2 of the Site Permits issued for the Black Oak and Getty Wind Farms:

“In the event the Permittee does not have a power purchase agreement or some other enforceable mechanism for sale of the electricity to be generated by the Project at the time this permit is issued, the Permittee shall provide notice to the Commission when it obtains a commitment for purchase of the power. This permit does not authorize construction of the Project until the Permittee has obtained a power purchase agreement or some other enforceable mechanism for sale of the electricity to be generated by the Project. In the event the Permittee does not obtain a power purchase agreement or some other enforceable mechanism for sale of the electricity to be generated by the Project within two years of the issuance of this Permit, the Permittee must advise the Commission of the reason for not having such power purchase agreement or enforceable mechanism. In such event, the Commission shall determine whether this permit should be amended or revoked. No amendment or revocation of this Permit may be undertaken except in accordance with applicable statutes and rules, including Minnesota Rule 7854.1300.”¹

At the time the Site Permits were issued, Black Oak Wind, LLC and Getty Wind Company, LLC did not have a Power Purchase Agreement or other enforceable mechanism for the sale of electricity to be generated by the Projects. Thus, in accordance with Section 10.2 of the Site Permits, Black Oak Wind, LLC and Getty Wind Company, LLC have enclosed with this filing a letter documenting a Power Purchase Agreement, dated September 10, 2013, with the Minnesota Municipal Power Agency.

¹ The quoted language is taken from the Site Permit issued for the Black Oak Wind Farm. Section 10.2 of the Site Permit issued for the Getty Wind Farm differs only in that the second to last sentence in the quoted paragraph states that the “Commission may determine” rather than the “Commission shall determine.”



November 18, 2014

Dr. Burl W. Haar
Minnesota Public Utilities Commission
350 Metro Square Building
121 Seventh Place East St.
Paul, MN 55101

Re: Power Purchase Agreement for Black Oak Wind, LLC and Getty Wind Company, LLC, MPUC Docket Nos. IP6853/WS-10-1240 and IP6866/WS-11-831

Dear Dr. Haar:

Pursuant to Section 10.2 of the Site Permit for a Wind Energy Conversion System issued to Getty Wind Company, (“Getty”), dated January 28, 2013 (the “Getty Site Permit”), and Section 10.2 of the Site Permit for a Large Wind Energy Conversion System issued to Black Oak Wind, LLC (“Black Oak”), dated January 28, 2013 (the “Black Oak Site Permit”), Getty and Black Oak filed a notice of obtaining a power purchase agreement (“PPA”) with the Minnesota Public Utilities Commission (“Commission”) on August 26, 2014. This letter updates and clarifies the terms of the August 26, 2014, filing.

The PPA, dated September 30, 2013, between Black Oak and the Minnesota Municipal Power Agency (“MMPA”), provides for the purchase of all electric energy from a 78 MW facility for the PPA’s 20-year term. The PPA names only Black Oak as the seller, but includes the project boundary for Getty in addition to Black Oak in the facility’s description. Getty, however, is not explicitly named in the PPA. Black Oak and MMPA have since executed an amendment to the PPA, effective September 30, 2014, pursuant to which the parties to the PPA acknowledge and agree that the facility subject to the PPA is comprised of both the Black Oak Wind Project, owned by Black Oak Wind, LLC, and the Getty Wind Project, owned by Getty Wind Company, LLC.

Pursuant to an Option Exercise and Purchase Agreement, dated November 11, 2014, Black Oak has acquired all of the membership interest in Getty from Getty Wind, LLC. As a result, Getty is now a wholly-owned subsidiary of Black Oak. A notice of the change in ownership was filed with the Commission on November 14, 2014.

Please do not hesitate to contact me if you have any questions regarding the PPA.

Best Regards,

Blake Nixon
President
Black Oak Wind, LLC
Getty Wind Company, LLC



PERMIT COMPLIANCE FILING



Permittee:	Black Oak Wind, LLC and Getty Wind Company, LLC
Permit Type:	LWECS Site Permit
Project Location:	Stearns County
Docket No:	IP6853/WS-10-1240 and IP6866/WS-11-831
Permit Section:	Site Permit Section 10.1 – Wind Rights
Date of Submission:	REVISED – November 21, 2014

Black Oak Wind, LLC (“Black Oak”) and Getty Wind Company, LLC (“Getty”) respectfully submit this filing in compliance with Section 10.1 of the Site Permits:

“At least fourteen (14) days prior to the pre-construction meeting, the Permittee shall demonstrate that it has obtained the wind rights and any other rights necessary to construct and operate the Project within the boundaries of the LWECS authorized by this permit.”¹

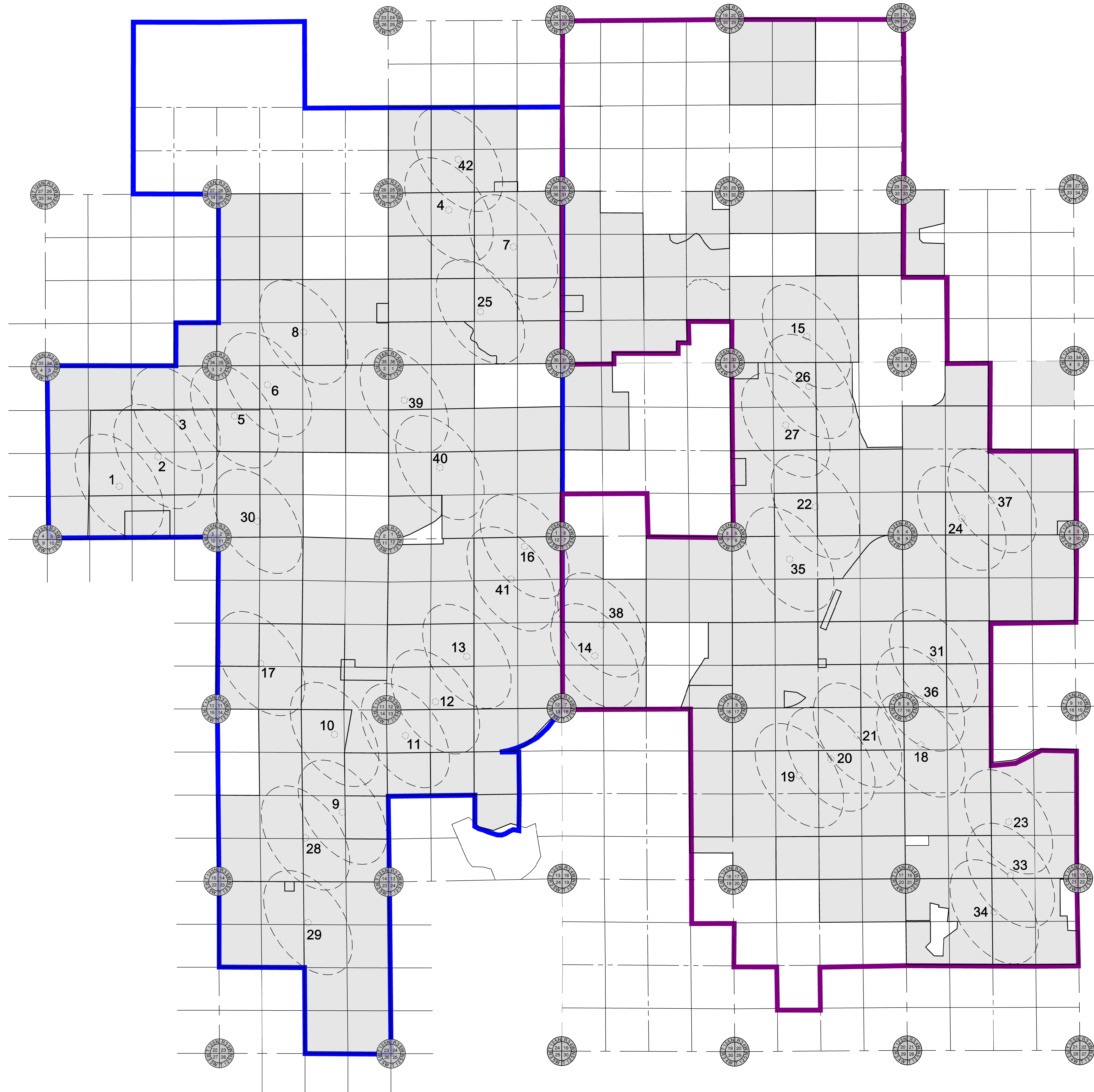
We are submitting with this cover sheet a Site Control Map which exhibits those parcels that are under leasehold and participating in the Black Oak and Getty Wind Farms. We are also submitting a map identifying the type of easements obtained for each parcel. In cases where turbines are located within the Wind Access Buffer Setback along the shared boundary of the Black Oak and Getty projects, Black Oak and Getty have executed and recorded reciprocal easement assignments as part of Black Oak and Getty’s joint development partnership. Because the wind leases and easements are shared, neither the 3 by 5 RD wind access buffer nor the Stearns County Property Line and Project Boundary setbacks apply.

¹ The Site Permits for the Getty Wind Farm and Black Oak Wind Farm contain the same language in Section 10.1.

WIND RIGHTS MAP

BLACK OAK

GETTY WIND



NOTES

- Proposed turbine numbers and location provided by Geronimo GIS Mapping.
- Turbine base setbacks provided by Geronimo GIS Mapping.
- Permit boundaries for Black Oak Wind, LLC and Getty Wind Company, LLC provided by Geronimo GIS Mapping.
- Shaded Lease and other rights areas for Black Oak Wind, LLC and Getty Wind Company, LLC provided by Geronimo GIS Mapping.

LEGEND

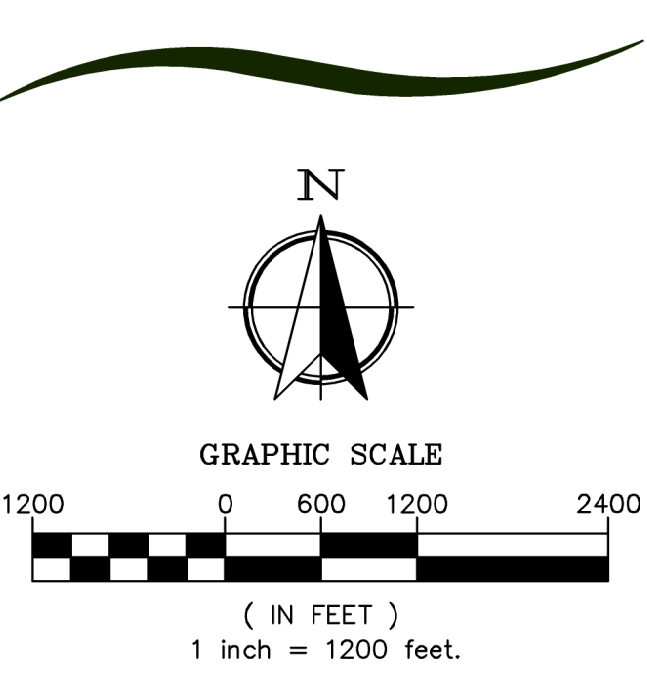
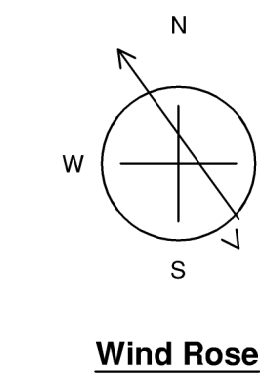
- DENOTES SECTION LINES
- DENOTES PARCEL LINES
- DENOTES PERMIT BOUNDARIES FOR BLACK OAK WIND, LLC
- DENOTES PERMIT BOUNDARIES FOR GETTY WIND COMPANY, LLC
- DENOTES BLACK OAK WIND, LLC AND GETTY WIND COMPANY, LLC'S WIND, LEASE AND OTHER RIGHTS NECESSARY FOR CONSTRUCTION OF THE PROJECT
- DENOTES PROPOSED TURBINE NUMBER AND LOCATION
- DENOTES TURBINE BASE SETBACK

Wind Rights Calculator

Turbine Rotor:
 360 Feet (110 Meters)

Non Prevailing Wind Rights Distance:
 3 x 360 = 1,082 Feet (329 Meters)

Prevailing Wind Rights Distance:
 5 x 360 = 1,804 Feet (549 Meters)



DATE REVISION

#	DATE	REVISION

I HEREBY CERTIFY THAT THIS PLAN OR REPORT WAS PREPARED BY ME OR UNDER MY DIRECT SUPERVISION AND THAT I AM A DULY LICENSED PROFESSIONAL SURVEYOR UNDER THE LAWS OF THE STATE OF MINNESOTA.

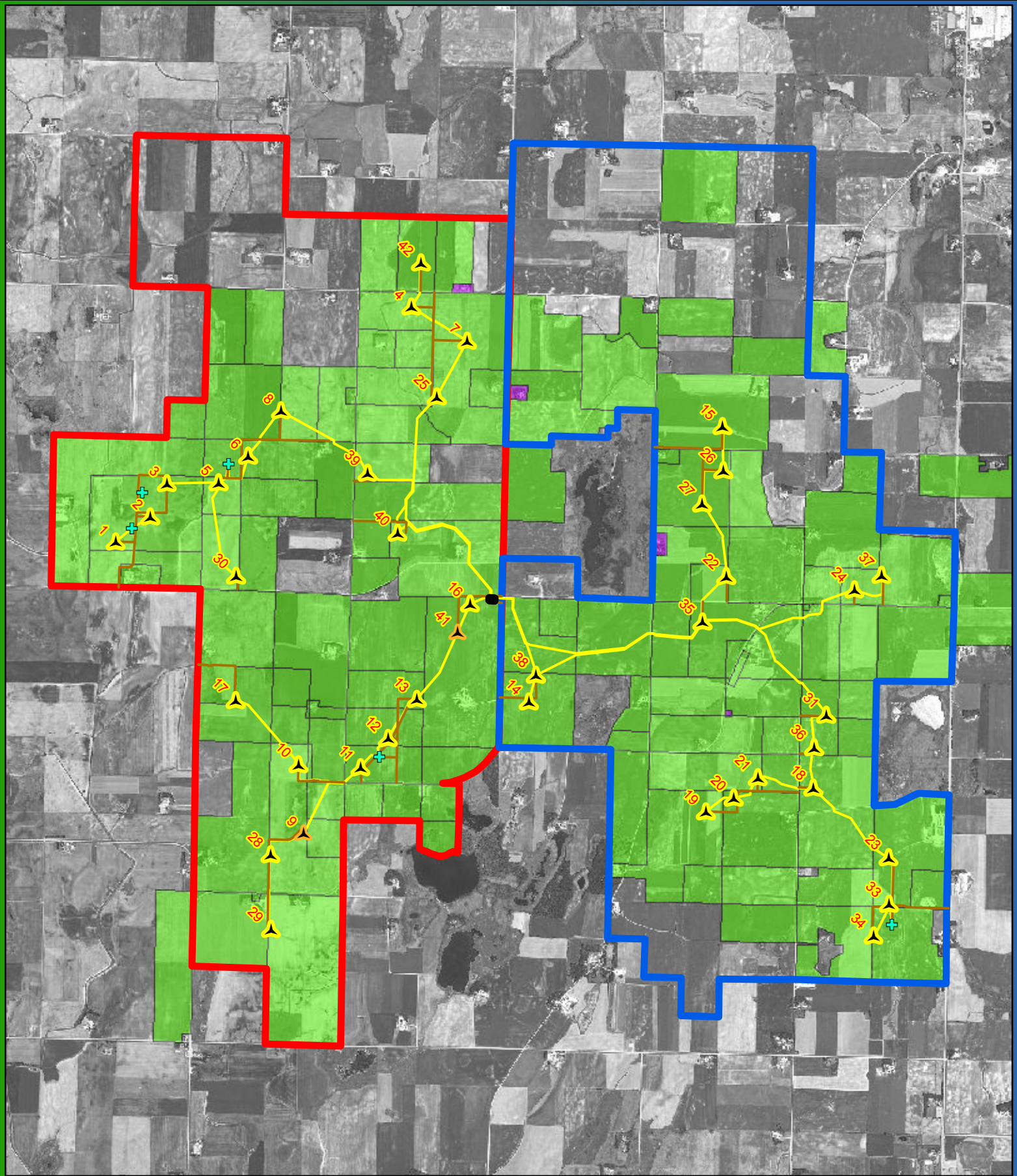
MICHAEL R. WILLIAMS
 DATE 11/10/2014
 REGISTRATION NUMBER 44076

DRAWN BY: LCC - DMS
 CHECKED BY: MRW
 DATE: 11.10.2014
 PROJECT #: 2011-070.2

SHEET NUMBER

1 OF 1





-  Primary Turbine
-  Alternate Turbine
-  Met Tower
-  Project Substation
-  Access Road
-  Electric Collection System
-  Getty Project Boundary
-  Black Oak Project Boundary
-  Signed
-  Signed Wind Rights Only



Black Oak Wind and Getty Wind -Easement Type-



BLACK OAK WIND FARM

Stearns County, MN



GETTY WIND FARM

Stearns County, MN