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February 27, 2026

VIA E-FILING

Sasha Bergman
Executive Secretary
Minnesota Public Utilities Commission
121 7th Place East, Suite 350
St. Paul, MN 55101

RE: In the Matter of the Application of Midwater BESS, LLC for a Site Permit and Route Permit for the up to 150 MW Midwater Energy Storage Project and Associated 161 kV Transmission Line in Freeborn County, Minnesota

MPUC Docket Nos. IP-7138/ESS-24-294; TL-24-295
CAH Docket Number: 25-2500-40799

Dear Ms. Bergrman:

Enclosed for filing on behalf of Midwater BESS, LLC in the above-captioned matter, please find the Direct Testimony of Mary Matze, including Schedules A, B, and C.

The documents referenced above have been electronically filed today through www.edockets.state.mn.us. A copy of this filing is also being served upon the persons on the Official Service Lists of record.

Please let me know if you have any questions regarding this filing.

Sincerely,

FREDRIKSON & BYRON, P.A.

/s/ Jeremy P. Duehr

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JPD

BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION

In the Matter of the Application of Midwater BESS, LLC for a Site Permit and Route Permit for the up to 150 MW Midwater Energy Storage Project and Associated 161 kV Transmission Line in Freeborn County, Minnesota

MPUC Docket Nos. IP-7138/ESS-24-294/TL-24-295
CAH Docket No. 25-2500-40799

DIRECT TESTIMONY OF MARY MATZE
ON BEHALF OF MIDWATER BESS, LLC

February 27, 2026

I. INTRODUCTION AND QUALIFICATIONS

Q. Please state your name, employer, and business address.

A. My name is Mary Matze. I am a Manager of Development at Spearmint Renewable Development Company, LLC (Spearmint Energy), my business address is 7480 Flying Cloud Dr, Suite 425, Eden Prairie, MN 55344.

Q. Please briefly describe your educational background and professional experience.

A. I have a dual Masters degree in Urban and Regional Planning and Landscape Architecture from the University of Minnesota. I joined Spearmint Energy as a Senior Development Associate in 2024 and transitioned to Development Manager in March 2025. I have over 20 years of experience working with private and public sector stakeholders across the U.S. to complete and implement a wide range of initiatives.

Q. For whom are you testifying?

A. I am testifying on behalf of Midwater BESS, LLC (Midwater BESS or Applicant), a wholly owned indirect subsidiary of Spearmint Energy, in support of its Application for a Site Permit for the up to 150 megawatt (MW) Midwater Energy Storage Project and associated facilities (BESS Facility) and Route Permit for the Associated 161 kilovolt (kV) high voltage transmission line and associated facilities (HVTL). The BESS Facility and HVTL are referred to herein collectively as the Project.

Q. What is your role with respect to the Project?

A. I am the lead developer for the Project and am accountable for all aspects of Project development from early-stage project acquisition through commencement of construction My duties include landowner and community engagement, overseeing environmental and engineering site surveys, permitting, and managing the design and contracting of the Project.

Q. What is the relationship between Spearmint Energy and Midwater BESS?

A. Spearmint Energy is the owner of Midwater BESS, the entity seeking the Site and Route Permits for the Project. Spearmint Energy is a leading energy company focused on developing, owning, operating, and optimizing battery energy storage system (BESS) infrastructure to reduce grid volatility and increase system resiliency. Spearmint Energy currently operates one 150 MW/300 megawatt hours (MWh) BESS project, and two 100 MW/200 MWh BESS projects and has more than 20 projects, totaling over 15 gigawatt hours (GWh) of capacity, under development in 10 states across the U.S. Spearmint Energy also owns Snowshoe BESS, LLC, the owner of the 150 MW Snowshoe Energy Storage Project in Olmsted County, Minnesota that received a Site Permit from the Minnesota Public Utilities Commission in September 2025. Midwater BESS plans to construct, own and operate the Project.

II. PURPOSE OF DIRECT TESTIMONY

Q. What is the purpose of your Direct Testimony?

A. The purpose of my Direct Testimony is to: (1) provide an overview of the Project; (2) provide updates on the Project; (3) discuss Key Industry Safety Standards applicable to a BESS; (4) confirm the Applicant's coordination and consultation with the Minnesota State Historic Preservation Office (SHPO); (5) describe the Applicant's commitments in response to the Citizen's Advisory Task Force (CATF) recommendations; (6) provide udpates regarding the Applicant's coordination and consultation with the Minnesota Department of Agriculture (MDA); and (7) provide limited comments on the proposed Draft Site Permit (DSP) and Draft Route Permit (DRP) provided with the Environmental Assessment (EA) for the Project.

Q. What schedules are attached to your Direct Testimony?

A. The following schedules are attached to my Direct Testimony:

- **Schedule A**: Curriculum Vitae
- **Schedule B**: Draft Landscaping and Screening Plan

- **Schedule C**: Visual Simulations of Potential Visual Impacts

III. PROJECT OVERVIEW

Q. Please describe the Project.

A. The proposed Project is a BESS with a nominal power rating of up to 150 MW alternating current (MWac) and approximately 600 MWh of energy capacity in Shell Rock Township, Freeborn County, Minnesota. The Project will utilize a variety of lithium-ion chemistry, e.g., Lithium Iron Phosphate (LFP) or similar battery technology and provide up to 150 MWac to the electrical grid for up to four continuous hours as measured at the Point of Interconnection (POI). In addition to BESS enclosures, the Project will consist of inverters and transformers, electrical feeder lines, the approximately 2,668 foot-long single-circuit 161 kV HVTL, a substation, storage and parking areas, access roads, fencing, and other minor equipment and subcomponents as are typical of a BESS. Midwater BESS may construct an operations and maintenance (O&M) facility at the site or may lease existing space nearby for an O&M facility.

The Project is proposed within approximately 104.4 acres of land, which is all under lease agreements or access easement agreements with landowners (Project Area or Land Control Area). The BESS Facility is expected to occupy approximately 17 acres of the Project Area. The BESS Facility will interconnect to the existing ITC Midwest-Glenworth Substation via the HVTL. The HVTL route is 150-ft wide (75 feet on each side of the proposed HVTL centerline). The route begins at the Project substation and ends at the ITC Midwest-Glenworth Substation.

Q. How did you identify the project location?

A. Midwater BESS conducted a detailed analysis based on several factors, including proximity to substations and transmission lines, existence of current encumbrances or easements (e.g., pipelines, windfarms), environmental

constraints, land availability, and constructability, to identify regions in Minnesota that were suitable for an energy storage facility to further state and national goals of supplying reliable energy to the grid. Midwater BESS considered existing transmission interconnection feasibility, available capacity and low interconnection costs as factors in determining the Project's location. Four existing transmission lines ranging from 69 kV to 161 kV are located in the Project vicinity—all of which are associated with the ITC Midwest-Glenworth Substation adjoining the western boundary of the Project Area. Midwater BESS identified the ITC Midwest-Glenworth Substation as having available capacity and low interconnection costs. Midwater BESS then screened available land within the area of the ITC Midwest-Glenworth Substation. Lands near the ITC Midwest-Glenworth Substation were considered potentially suitable if they were: cleared and otherwise undeveloped; not currently encumbered by other easements (e.g., wind farms, pipelines); and contained minimal wetlands, streams, transmission lines, pipelines, roads, or other obstacles that would limit the buildable land or lead to irregularly shaped development areas. Midwater BESS also screened the areas for geotechnical risks, habitat for endangered species, proximity to culturally sensitive areas, other potential environmental risks such as pollutants, steep slopes, flood zones, current land use conflicts, and a clear and uncontested title. Following this screening, Midwater BESS approached landowners to negotiate a voluntary lease and easement.

The Project Area was chosen for its proximity to the ITC Midwest-Glenworth Substation (which has available capacity and low interconnection costs), a supportive landowner, and limited competition with other potential renewable energy storage projects.

Q. Did you coordinate with local landowners, local, state, and federal regulatory stakeholders, and tribes?

A. Yes. As part of pre-Application efforts, Midwater BESS completed engagement with local, state, and federal regulatory stakeholders to introduce the Project,

request comments, and gain feedback.[1] Midwater BESS also contacted the eleven recognized Tribal Nations in Minnesota for comments. After the Application was filed, Midwater BESS has continued to communicate with local stakeholders, including the following: Albert Lea Economic Development Agency; the City of Albert Lea; City of Glenville; Freeborn County Zoning and Planning Administrator; Freeborn County Board of Commissioners; Freeborn County EMS Director; Freeborn County Sheriff; Glenville Fire Chief; Shell Rock River Watershed District (SRRWD); Shell Rock Township; the International Brotherhood of Electrical Workers (IBEW) local 343; North Central States Regional Council of Carpenters; ITC Midwest; SHPO; MDA; Albert Lea-Freeborn County Chamber of Commerce; and landowners. In addition, I attended the CATF meetings to answer questions posed by CATF members during those meetings.

IV. PROJECT UPDATES

Q. Have there been any updates to the Project since the Application was filed?

A. Yes. Since the Application was filed, Midwater BESS has completed the required consultation with SHPO. SHPO Consultation is addressed in Section V below. As a result of ongoing community coordination, Midwater BESS updated the design of the Project to incorporate landscaping screening along portions of the Project to mitigate potential visual impacts of the Project on people travelling along U.S. Highway 65 and on the Shell Rock River. Section VI of this Direct Testimony also outlines other commitments Midwater BESS has made to address comments and recommendations included in the report of the CATF.

[1] See Application at 142 and Appendices B and G.

V. SAFETY STANDARDS

Q. Has Midwater BESS incorporated safety precautions into the preliminary design of the Project?

A. Yes. In this section of my Direct Testimony, I will describe the key safety issues taken into consideration in designing the Project. Safety will be Midwater BESS's foremost principle during construction and operation of the Project. In addition to selecting safe equipment, Midwater BESS has designed the Project in compliance with safety codes, regulations, and industry recommendations. Midwater BESS will adhere to advances in technology, applicable codes/standards, and developing emergency response procedures to further reduce the likelihood and impacts associated with fire and battery thermal runaway induced events.

Q. What type of lithium-ion battery will the Project utilize and is there a risk of it leaking and causing pollution?

A. The Project is designed to accommodate a variety of LFP battery technologies. Midwater BESS intends to use LFP batteries due partially to the improved safety profile when compared to nickel manganese cobalt oxide (NMC) batteries. LFP batteries are more stable than NMC and have a lower risk of thermal runaway. LFP batteries contain gel-type electrolytes which are fully contained within each battery cell. The battery cells are housed within engineered modules, modules are housed within racks and racks are housed within enclosures. The enclosures include leak-proof secondary containment in the bottom of each enclosure to prevent liquid, including coolant used to cool the enclosures, from leaking out of the enclosure. In the event of a thermal runaway type failure, the electrolyte is released in the form of a vapor, not a liquid. As noted in the EA, the likelihood of electrolyte leakage from an LFP BESS is very low.[2] Regardless, any potential liquid leak from the enclosures will be captured in the leak-proof secondary containment in the bottom of each enclosure. Any malfunction in a battery cell or

[2] EA at 89.

detection of heat, smoke or gas will automatically shut off the affected equipment and trigger a response from the operations team.

Q. What is a battery thermal runaway event and what is the cause?

A. As described in Section 4.1.1 of the Application, thermal runaway occurs when a battery cell's internal temperature heats to a temperature above the design temperature to maintain a controlled reaction resulting in a cascading chemical reaction which produces additional heat. This typically leads to breakdown of internal separators within the battery cell which results in additional reactions. Due to the high temperatures involved, this can also result in fire in nearby combustible components.

Q. Has Midwater BESS analyzed how a thermal runaway event may impact the environment and surrounding properties?

A. Yes, Midwater BESS contracted with Fire & Risk Alliance, LLC (FRA) to perform a plume analysis evaluating the dispersion and potential impacts of combustion products generated during a propagating thermal runaway event for a battery energy storage system currently under consideration by Midwater BESS.[3]

Q. Who is FRA?

A. FRA is an independent consulting firm comprised of fire and risk professionals that provide services for multiple industries and technologies, including BESS technologies. Their services include fire protection engineering and design; safety and design code consulting; preparation of hazard and risk assessments; Emergency Response Plans (ERP); and fire, smoke control and explosion modeling. FRA employees are principal members and special experts on National Fire Protection Association (NFPA) committees, including the committee that developed and continues to review, evaluate and update NFPA 855, the NFPA

[3] EA at Appendix F.

standard that provides the minimum requirements for mitigating the hazards associated with ESS.[4]

Q. Did the analysis identify a risk to adjacent properties due to gases generated by a thermal runaway event for the Project?

A. No. FRA's analysis concluded that no heavy metals or other toxic particulates will be generated by a thermal runaway event.[5] Therefore, the gases generated by a thermal runaway event are not expected to contain any heavy metals or toxic particles. In addition, the carbon monoxide and carbon dioxide concentrations, generated by a thermal runaway event, will be below concentrations that are Immediately Dangerous to Life or Health before they reach the site boundary.[6] In other words, people and wildlife will not be exposed to potentially dangerous levels of carbon monoxide and carbon dioxide outside of the site boundary. As described further in this Direct Testimony, the Project's ERP will provide the information necessary for local emergency responders to be able to safely respond to emergencies, including thermal runaway events, at the site.

Q. Did the analysis identify a risk to adjacent properties due to soot or other particulates generated by a thermal runaway event for the Project?

A. No. FRA's analysis concluded that no heavy metals or other toxic particulates will be generated by a thermal runaway event.[7] Therefore, the soot generated by a thermal runaway event is assumed to primarily consist of carbon-based soot (ash).[8] Because the modeled soot cloud remained relatively low, localized and short-lived, soot accumulation is expected to be limited primarily to near-field ground contact close to the source, with residual surface soot present only within

[4] See NFPA 855 Committee Directory (https://www.nfpa.org/codes-and-standards/nfpa-855-standard-development/855) (accessed February 25, 2026).
[5] See EA Appendix F at 49.
[6] See EA Appendix F at 52.
[7] See EA Appendix F at 49.
[8] See EA Appendix F at 49.

the immediate impact area.[9] Beyond this region, atmospheric mixing and dispersion are expected to rapidly dilute and dissipate the soot concentration.

Q. What mitigating measures has Midwater BESS proposed to minimize the likelihood and potential impacts of fire and battery thermal runaway induced events.

A. Midwater BESS has incorporated the following safety precautions into the preliminary design protocols of the Project.

- Facility and technology design that is compliant with NFPA 855 and UL 9540
- Physical spacing of equipment from fences and other equipment
- Site-wide 24/7 remote monitoring and on site technician
- Heating, ventilation, and air conditioning (HVAC) for thermal management;
- Heat, smoke and gas detectors within each BESS enclosure;
- Automatic stop and response personnel alerts;
- Gas detection and ventilation systems;
- Deflagration venting; and
- Preparation of an Emergency Response Plan
- Preparation of a Hazard Mitigation Analysis
- System-specific training for local fire departments and emergency response teams.
- DSP section 5.12 requires sampling of groundwater and BESS stormwater basins in the event of a thermal runaway event. Midwater BESS supports the inclusion of DSP 5.12 in the Site Permit with minor modifications as described later in my Direct Testimony.

[9] See EA Appendix F at 49.

VI. COORDINATION WITH SHPO

Q. The Commission authorized Midwater BESS to initiate consultation with SHPO related to the Project and directed the Applicant to inform the Commission of the status of that consultation with pre-filed testimony. Are you aware of that authorization?

A. Yes. In this section of my Direct Testimony, I will confirm Midwater BESS's coordination with SHPO regarding the Project.

Q. Please describe the Applicants pre-Application coordination with SHPO regarding the Project.

A. As described in our April 2, 2025 compliance filing, Midwater BESS completed the required consultation with SHPO prior to submitting its Application for a Site and Route Permit.[10] On October 22, 2024, SHPO confirmed it reviewed the Phase I Archaeological Reconnaissance Survey completed for the Project and agreed that no known or suspected archaeological resources will be affected by the Project; SHPO also confirmed that no properties listed in the National or State Registers of Historic Places, or within the Historic Sites Network will be affected by the Project. SHPO's October 22, 2024 letter and the Phase I Archaeological Reconnaissance Survey was included in Appendices B-2 and F of the Application, respectively.[11]

[10] Confirmation of SHPO Consultation (Apr. 2, 2025) (eDocket No. 20254-217191-01).

[11] See Application, Appendix B-2, and Appendix F (Nov. 19, 2024) (eDocket Nos. 202411-212161-01, 202411-212161-04, and 202411-212161-08).

VII. MIDWATER'S COMMITMENTS IN RESPONSE TO CITIZENS ADVISORY TASK FORCE RECOMMENDATIONS

Q. In November 2025, a report was published to document the findings and recommendations of the Citizens Advisory Task Force, organized by the Commission to provide comments on this Project. Has Midwater BESS reviewed the report?

A. Yes. I attended the three CATF meetings and have reviewed the November 2025 Midwater Energy Storage Project Advisory Task Force Report filed to the dockets for these matters (CATF Report).[12]

Q. Is the CATF Report an accurate representation of the CATF findings regarding impacts and issues for Public Utilities Commission Energy Infrastructure Permitting staff (PUC-EIP) to study in the EA, mitigation measures to be considered, identification of viable alternative sites?

A. Yes. The CATF Report accurately represents the topics discussed during the CATF meetings; however, as noted in the CATF Report, there was not unanimous agreement amongst the CATF members as to all topics covered in the CATF Report.

Q. Has Midwater BESS taken any action on the potential mitigation measures identified in the CATF Report?

A. Yes. The CATF Report identified six general categories of potential mitigation measures that could be analyzed in the EA: Decommissioning and Project End-of-Life; Emergency Services; Fire Hazard and Thermal Events; Financial Liability; Water Resources; and Visual/Aesthetics/Noise. A seventh category of potential mitigation measures, Alternative Sites, was also discussed in the CATF Report,

[12] Midwater Energy Storage Project Advisory Task Force, *Midwater Energy Storage Project Advisory Task Force Report*, Minnesota Public Utilities Commission, Docket Nos. ESS-24-294 and TL-24-295 (Saint Paul, MN, November 2025). eDocket no. 202511-224951-01.

but the CATF Report did not identify any alternative sites or further recommend the inclusion of any alternative site in the EA. The EA considered the CATF Report and its recommendations. Midwater BESS also reviewed each of the potential mitigation measures in the six primary mitigation measure categories to determine whether each are or can be applied to the Project to address CATF recommendations.

Q. Please describe the CATF Reports recommendation regarding decommissioning and Midwater BESS' response to those recommendations?

A. The CATF Report included a potential mitigation option that the Decommissioning Plan to be prepared by Midwater BESS include a requirement that Midwater BESS provide a decommissioning fund with a third-party and that the decommissioning fund include adequate amounts to conduct water and soil testing be conducted after decommissioning and the cost of any potential environmental clean-up and remediation. The CATF Report recommended that the decommissioning fund be evaluated regularly to ensure proper funds are available for decommissioning.

Midwater BESS agrees with the DSP condition 9.1 requiring a Decommissioning Plan, a draft of which was submitted with the Site and Route Permit Application submitted by Midwater BESS for the Project, and financial surety to ensure proper decommissioning and restoration of the site when the Project ceases to operate. As noted in the draft Decommissioning Plan filed with the Application, consistent with a state working group recommendations, on the 10th anniversary date of commercial operation, Midwater BESS will secure or create a financial surety in the form of a bond, escrow account, reserve fund or another form of surety to ensure adequate funds are available to decommission the facility when it ceases operation. The decommissioning surety will be evaluated every five years to ensure the value of the fund, together with salvage value of reclaimed materials, is adequate to cover decommissioning costs.

However, Midwater BESS disagrees the decommissioning surety should also include costs for post-decommissioning water and soil testing and clean-up. As described in the EA groundwater contamination from a thermal runaway event is unlikely because releases would be limited and short-term.[13] Moreover, in the unlikely event a spill or release of a hazardous material from the Project were to occur, such an event would be governed by reporting and clean-up requirements enforced by the Environmental Protection Agency (EPA) and the Minnesota Pollution Control Agency (MPCA). Of particular note is the MPCAs mandatory incident response reporting requirements[14] and Minnesota laws giving the MPCA authority to require testing and remediation for suspected or known contamination.[15] Moreover, as described below, section 5.12 of the DSP requires surface water and groundwater testing after a thermal runaway event at the Project to determine whether any contaminants were released and deposited into the environment that would require cleanup. The MPCA spill reporting requirements and DSP section 5.12, as modified in this Direct Testimony are adequate mitigation measures to ensure potential environmental contamination is mitigated when it occurs. Accordingly, post-decommissioning testing and remediation will not be necessary.

In sum, the environment will be adequately protected by existing Minnesota law, which require Midwater BESS to report the spill or leak of a hazardous waste that may cause pollution of the air, land, resources or waters of the State, DSP section 5.12 requiring post-event testing, and the MPCA's authority to require testing, clean-up and remediation.[16]

[13] EA at 8.
[14] See Minn. R. 7045.0275 and Incident response | Minnesota Pollution Control Agency.
[15] See Minn. R. 7045.0275 and Minn. Stat. Chapt. 115B.
[16] See Minn. R. 7045.0275 and Minn. Stat. Chapt. 115B.

Q. Please describe the CATF Reports recommendation regarding an emergency response plan and Midwater BESS' response to those recommendations?

A. The CATF Report included potential mitigation options that require Midwater BESS to prepare a detailed emergency response plan that identifies a responsible party that can be contacted while the site is operational and includes a notification protocols to notify local officials from the City of Glenville, Shell Rock Township and Freeborn County in the event of an identified safety, hazard or environmental pollution concerns. The CATF Report included a request that a full site plan be provided to local officials and emergency response teams and that the site include high-visibility signage outside the BESS Facility with contact information for site management teams and local emergency responders together with onsite weather monitoring equipment capable of use in the event of an emergency.

Midwater BESS will prepare an ERP prior to construction of the Project. The ERP will include contact information for a responsible person that can be contacted during construction and operation of the Project. The ERP will also detail notification protocols in the event of an environmental incident or emergency. Moreover, sections 5.5, 5.6 and 5.7 of the DSP require Midwater BESS to: prepare a Hazard Mitigation Analysis; provide local firefighter training; and provide appropriate emergency planning and preparedness equipment for local firefighters. Midwater BESS supports the inclusion of DSP Section 5.5 (Hazard Mitigation Analysis in the Site Permit). Midwater BESS believes a modified permit condition requiring the preparation of an ERP in consultation with emergency responders is prudent and will also address the purpose of DSP Section 5.6 and 5.7. Midwater BESS offers the following ERP permit language in place of DSP Sections 5.6 and 5.7:

> The Permittee shall prepare an Emergency Response Plan (ERP) in consultation with the emergency responders having jurisdiction over the Project prior to construction. The plan developed shall have a

> process for (1) identifying any specialized equipment gaps for responding to emergencies at the BESS; (2) acquiring the equipment; and (3) providing any training for the specialized equipment at the Permittee's expense. The plan shall also indicate that the annual training of emergency service personnel with site operators must be done at the Permittee's expense. The Permittee shall file the ERP, along with any comments from emergency responders to the Commission at least 14 days prior to the pre-construction meeting and a revised ERP, if any, at least 14 days prior to the pre-operation meeting. At least 14 days prior to the pre-operation meeting the Permittee shall file with the Commission an affidavit of the distribution of the ERP to emergency responders and Public Safety Answering Points (PSAP) with jurisdiction over the Project. The Permittee shall obtain and register the Project address or other location indicators acceptable to the emergency responders and PSAP having jurisdiction over the Project.

Midwater BESS is committed to preparing an ERP in consultation with emergency responders. Midwater BESS will also provide annual training and specialized equipment for responding to Project emergencies, at Midwater BESS' expense. Moreover, Midwater BESS will continue to work with local emergency responders to answer their questions about the Project and to do its best to ensure their questions and concerns are addressed in the ERP.

Section 8.3 of the DSP requires the site plan to be provided to Freeborn County prior to construction. Midwater BESS supports the revision of DSP Section 8.3 to require the site plan also be provided to Shell Rock Township and local emergency responders that serve the area in which the Project will be located. The site plan will also include the location of high-visibility signage that will be installed outside the BESS Facility with contact information for site management teams and local

emergency responders together with the location of onsite weather monitoring equipment capable of use in the event of an emergency.

Q. Please describe the CATF Reports recommendation regarding fire hazard and thermal events and Midwater BESS' response to those recommendations?

A. The CATF Report recommends regular training on LFP batteries and associated facility technology for local emergency responders, Midwater BESS' purchase of specialized host nozzles for local fire responders, the installation of on-site, continuous recording cameras that can be monitored remotely by the facility management team and a third party and the preparation of a feasibility assessment to evaluate the use of dry hydrants and water drafting from the Shell Rock River for fire response.

Midwater BESS will offer annual training to local emergency responders and will commission an independent third party to complete an evaluation of the fire department equipment needs for BESS, and purchase any specialized equipment identified in the evaluation to respond to emergencies at the Project. As described above, I have proposed a new permit condition, in lieu of DSP Section 5.6 and 5.7, that will require Midwater BESS to provide annual training to local firefighting crews and emergency services personnel on an annual basis and will also require Midwater BESS outline the process for (1) identifying any specialized equipment gaps for responding to emergencies at the BESS; (2) acquiring the equipment; and (3) providing any training for the specialized equipment at the Permittee's expense.

As required by DSP Section 5.8 Midwater BESS will install continuous recording cameras on-site to provide adequate site coverage. The cameras will have automated notifications set up to detect unexpected behaviors. Midwater BESS and its third-party operator of the remote operations center will have access to these cameras.

DSP Section 5.9 requires Midwater BESS to conduct a feasibility assessment to evaluate the use of dry hydrants and drafting water from the Shell Rock River for fire response. It is my understanding that this recommendation was made in the CATF Report to ensure there is adequate water available at the Project to respond to emergencies. Midwater BESS does not believe dry hydrants or drafting water from the Shell Rock River are the best solutions for providing adequate water at the site in the event of an emergency. Midwater BESS is committed to working with local emergency responders on an adequate solution for the provision of water during emergencies while following applicable International Fire Code (IFC) and NFPA requirements.

Notably, best practice is not to attempt to extinguish fires in individual battery units of the type proposed for the Project with water; however, water may be needed for other purposes including the cooling or protection of adjacent equipment and structures and non-battery structures. Because the Project is not in an area where municipal water is currently available, the fire code leaves water requirements to the discretion of the Fire Authority Having Jurisdiction.

NFPA 855, 4.9.5.2 states that “Where no permanent adequate and reliable water supply exists for firefighting purposes, the requirement of NFPA 1142 shall apply.” NFPA document 1142 for Rural and Suburban Fire Protection allows, as one potential solution, for stored water to be kept on-site for firefighting purposes for all types of structures in areas without fire water supply. NFPA 855 also provides that, when agreeable with the BESS owner and approved by the Fire Authority Having Jurisdiction, water supply shall not be required. Accordingly, Midwater BESS believes it is in the best interest of the public and local emergency responders to determine potential solutions to providing adequate water for emergency response in coordination with local emergency responders. We do not believe dry hydrants or drafting water from the Shell Rock River are the best solutions. Midwater BESS is committed to working with local emergency responders to provide a solution that will provide adequate water at the site, if

determined to be necessary by the Fire Authority Having Jurisdiction, in the event of an emergency. Potential solutions that will be discussed with local emergency responders include:

- Provide a permanently filled frost-protected water tank at that Project site filled by water truck or an on-site water well over the course of days.
- Shuttle water from the City of Glenville with existing Fire Department equipment.
- Provide a back-up water truck for use by local emergency responders.

Accordingly, Midwater BESS proposes the deletion of Section 5.9 from the DSP and believes that Midwater BESS' proposed new permit condition (Emergency Response Plan) outlined above will, specifically the requirements to identify any specialized equipment gaps for responding to emergencies at the BESS acquire the specialized equipment at Midwater BESS' expense will ensure local emergency responders have adequate water to respond to emergencies at the Project.

Q. Please describe the CATF Reports recommendation regarding financial liability and Midwater BESS' response to those recommendations?

A. The CATF Report recommends requiring Midwater BESS to establish and maintain a bond or fund that would cover environmental clean-up costs in the case of an emergency. It also recommends requiring Midwater BESS to establish a bond or fund to cover the costs of decommissioning.

As stated above in this Direct Testimony, in the Application and in the EA, there is a low risk of the Project causing environmental contamination. Moreover, there are adequate laws and systems in-place that are overseen and enforced by the MPCA to ensure that, in the unlikely event, there is a spill or release of hazardous material, the spill or release will be properly investigated and cleaned-up, if determined to be necessary by the MPCA. My response above and the Project's

Decommissioning Plan outline relevant MPCA and DSP requirements in the event of a spill or thermal runaway event to ensure any environmental contamination from the Project is investigated and cleaned-up in accordance with applicable law and the Site Permit and the plan for securing adequate financial surety to decommission the Project. The inclusion of potential environmental remediation costs in the decommissioning surety is not necessary and should not be included as a requirement for the Project.

Q. Please describe the CATF Reports recommendation regarding water resources and Midwater BESS' response to those recommendations?

A. The CATF Report recommends several potential mitigation measures related to stormwater management and protection of surface and groundwater. I have included the recommendations below with Midwater BESS' response to each recommendation:

- Design and installation of a stormwater runoff pond that is gated for onsite control during any potential contamination event, lined underneath, and effective for a 1.[2]5-inch rainfall event.[17]

  Response: Midwater BESS will provide a gate on the stormwater pond designed for the enhanced 1.25-inch water quality treatment standard of the SRRWD. The stormwater pond, and a liner for the pond (if any), will be designed and installed in accordance with applicable MPCA standards using results from a full geotechnical analysis of the site.

[17] As noted in the EA (Page 6): The SRRWD requirement is for a 1.25-inch rainfall event. The CATF Report incorrectly states that the SRRWD's requirement relates to 1.5-inch rainfall event. The 1.25-inch value, referred to as the Design Rainfall Depth, reflects the Water Quality Volume (QV) design standard used by the SRRWD. It is greater than the 1-inch practice currently followed by the Minnesota Pollution Control Agency. This practice is based on the recognition that the first 1.25 inches of runoff typically carries most of the pollutants (sediments, oils, nutrients, etc.) that are washed off an impervious surface during a storm.

- Regular cleaning and maintenance of stormwater ponds and related stormwater infrastructure.

  Response: Midwater BESS acknowledges that maintenance is necessary for stormwater ponds to function as designed for pollutant removal, channel protection, and flood control. Further, the MPCA Construction Stormwater General Permit stipulates that owners must provide access for inspection and maintenance. Once installed, site-wide O&M program will ensure that the MPCA's recommended steps will be followed to maintain and clean the stormwater ponds, as needed, to keep them working effectively.

- Installation of biochar filters between the stormwater runoff pond and the Shell Rock River

  Response: Midwater BESS will ask the Project's engineer to evaluate and incorporate biochar or other filter technology, as appropriate and allowable based on final design parameters and applicable requirements.

- Baseline testing of river water and groundwater in the area, including measurements for the Shell Rock River and nearby well water, and regular, third-party monitoring of river water, nearby wells, and the stormwater ponds.

  Response: The SRRWD completes regular testing of the river and groundwater. While there is no evidence suggesting that BESS operations result in contamination, Midwater BESS will work with the SRRWD to prepare a plan for monitoring surface and groundwater near the Project, in coordination with the SRRWD's existing testing as required by DSP Section 5.12.

- Enhanced monitoring plan in the event of an incident.

Response: Midwater BESS will comply with the already robust State and Federal requirements for reporting and monitoring incidents, including those that may be required by the MPCA, as described in this Direct Testimony. Moreover, DSP Section 5.12 also includes a requirement to sample water after an emergency event. Below in my Direct Testimony, I have proposed a minor modification of DSP Section 5.12 to reflect the actual timelines that may be required to conduct sampling and receive results after an emergency event at the BESS.

Q. Please describe the CATF Reports recommendation regarding visual, aesthetics and noise concerns and Midwater BESS' response to those recommendations?

A. The CATF Report includes three recommendations regarding visual and aesthetic mitigation options:

- Adherence to Freeborn County's new [in development] energy storage system (ESS) ordinance regarding vegetative landscape buffers and screening around BESS developments as a permitting condition. Or, in the case that the ordinance has not yet been approved for public release, a recommendation that the Commission impose a similar condition, based on the language in the draft ordinance, and consistent with requirements for energy generation sites in the County.[18]

Response: As of the date of this Direct Testimony, it does not appear as though the County has finalized or adopted an ordinance governing battery energy storage systems. Further, Site and Route Permits issued by the Commission are the sole site or route approval required to be obtained by permittees. Commission issued permits supersede and preempt all zoning, building, or land use rules, regulations, or ordinances promulgated by regional, county, local and special purpose

[18] See Appendix I of the CATF Report for a copy of the County's Draft ESS Ordinance.

government.[19] Regardless, Midwater BESS understands the CATF concerns regarding visual impacts and has taken steps to address those concerns.

Midwater BESS has reviewed the vegetative landscape buffer and screening provisions in the County's draft ESS ordinance attached to CATF Report. Midwater BESS is amenable to providing three rows of vegetative screening along the portions of the BESS facing the public road right-of-way. All other sides of the BESS are screened with existing vegetation. Midwater has prepared a landscaping and screening plan, including the placement of vegetative screening and proposed species and plant sizes to be planted in the vegetative screening area. A draft of the landscaping and screening plan is attached to this Direct Testimony as Schedule B. DSP Section 5.2 requires tiered vegetative screening surrounding the security fence of the BESS. Midwater BESS supports the inclusion of DSP section 5.2 in the Site Permit, but does not believe that a vegetative buffer is necessary or prudent around the entire BESS fence. First and foremost, there are no residences in close proximity to the BESS. Moreover, existing vegetation on the north, east and south portions of the property on which the BESS Facility is proposed will provide adequate screening between the BESS Facility , residences in the vicinity and for recreational users of the Shell Rock River. Midwater BESS has proposed 3-rows of vegetative screening near the BESS Facility fence to screen the BESS Facility from people driving along United States (US) Highway 65. To demonstrate the adequacy of Midwater BESS' proposed vegetative screening, it has conducted visual simulations of the view of the BESS Facility from the Shell Rock River and from US Highway 65 (Schedule C). Accordingly, Midwater BESS proposes the revision of DSP Section 5.2 to require a vegetative landscape buffer 'between the BESS and US Highway 65', rather than 'surrounding the security fence of the BESS'.

[19] Minn. Stat. §216I.18.

- Fencing that is unobtrusive, neutral in color, uses non-reflective materials, does not contain barbed wire, and is at least the height of the individual BESS battery units (approximately 10 feet).

Response: Fencing will be 10-ft tall, with an additional 1-2 feet of barbed wire, neutral in color and will be comprised of non-reflective materials. As stated in the Application, security fencing must comply with applicable National Electrical Codes and other measures to ensure safety. Accordingly barbed wire will be installed on the top of the fencing to ensure compliance with electrical codes and support public safety. High voltage warning signs and lockable gates will also be installed as part of the Project fencing. DSP Section 5.16 requires that Midwater BESS coordinate with the MDNR on final fencing design and also requires the incorporation of opacity strips in the facility's chain link fence Midwater BESS supports inclusion of DSP Section 5.16in the Site Permit.

- The installation of three distinct rows of planting buffers surrounding the security fence. Plants should be chosen from compatible, local species and approved by the Freeborn County Office of Environmental Services for environmental impact and adhere to ITC Midwest's standards for power line clearance.

Response: As discussed above, Midwater BESS has prepared a landscaping and screening plan on portions of the BESS that are not already screened by existing vegetation. Midwater BESS completed visual simulations of the area surrounding the Project and determined that much of the Project will be adequately screened from view from people on the Shell Rock River and on public road right-of-way (see Schedule C). Midwater BESS has proposed vegetative screening along security fencing in areas that will not be adequately screened by existing vegetation (Schedule B). Midwater BESS will coordinate with the MDNR and Freeborn County Office of Environmental Services regarding the species of plants to be installed in the screening area.

VIII. COORDINATION WITH MINNESOTA DEPARTMENT OF AGRICULTURE

Q. Has Midwater BESS conducted additional consultation with Minnesota Department of Agriculture (MDA)?

A. Yes. Midwater BESS, in its Application, developed a preliminary list of pre-construction, construction, and post-construction activities and best management practices (BMPs) to preserve and protect agricultural resources should the site be returned to agricultural uses when the Project is decommissioned. Since the filing of the Application, Midwater BESS has coordinated with the MDA to discuss the Project. In another standalone BESS project reviewed by the MDA and permitted by the Commission, MDA filed a letter explaining its understanding of the impacts to agriculture imposed by integrated and standalone BESS projects, and expressed support for the removal of a special condition that would have required the preparation of Agricultural Impact Mitigation Plan (AIMP) for the standalone BESS project.[20] In its coordination with MDA, Midwater BESS has proposed and MDA has agreed that an AIMP does not need to be prepared for the Project. Midwater BESS will continue to consult with MDA to develop appropriate measures, as necessary, to address potential impacts to agricultural land resulting from construction, operation, and decommissioning of the Project. Accordingly, below in section IX of my Direct Testimony, I have proposed the deletion of Section 5.10 of the DSP in response to Midwater BESS' coordination efforts with MDA and MDAs stated position that AIMPs are not necessary for most standalone BESS projects.

[20] *See In the Matter of the Application of Snowshoe BESS, LLC for a Site Permit for the up to 150 MW Snowshoe Energy Storage Project in Olmsted County, Minnesota,* MPUC Docket No. IP-7138/ESS-24-279, DOC-EERA Hearing Comments at 9-10 (May 8, 2025).

IX. ENVIRONMENTAL ASSESSMENT, DRAFT SITE PERMIT AND ROUTE PERMIT

Q. Have you reviewed the EA filed by the PUC-EIP on February 19, 2026?

A. Yes. I have reviewed the EA, including the DSP and the DRP (included as Appendix C).

Q. Do you have any comments on the DSP that was attached to the EA?

A. Yes. Midwater BESS appreciates PUC-EIP's thorough review and analysis of the Project, and my comments on the DSP cover page and DSP Conditions 5.2, 5.6, 5.7, 5.9, 5.10, 5.11, 5.12, 5.13 and 8.3 are provided in this section. On the DSP cover page, the reference to Shell Lake Township should be changed to Shell Rock Township.

Q. What are your comments regarding DSP Section 5.2?

A. As described above in Section VII of this Direct Testimony, I propose a minor revision to DSP Section 5.2 to only require a vegetative screening buffer between the BESS fence and US Highway 65 because that is the only area where visual mitigation would be necessary for visual screening:

> The Permittee shall include a vegetative landscape buffer ~~surrounding~~ between the security fence of the BESS and US Highway 65 to mitigate visual impacts to occupants of cars travelling on US Highway 65. The vegetative buffer shall consist of three (3) distinct rows of plantings designed to provide year-round screening. The Permittee shall coordinate with the Freeborn County Office of Environmental Services to complete the following:
>
> - Determine that plant species are compatible, native or locally appropriate species;
> - Planting layout details; and,
> - Vegetative buffer maintenance plan details.

Additionally, the Permittee share ensure that the vegetative buffer is consistent with ITC Midwest standards for transmission line clearances.

Q. What are your comments regarding Draft Site Permit Sections 5.6 and 5.7?

A. As described above in Section VII of this Direct Testimony, I propose replacing DSP Sections 5.6 and 5.7 with a new condition requiring the elements of DSP Sections 5.6 and 5.7 with a requirement that Midwater BESS prepare an ERP in consultation with local emergency responders. This new permit condition is consistent with other permit conditions adopted by the Commission for other standalone energy storage systems.[21] The proposed new permit condition is:

> **5.x Emergency Response Plan**
>
> The Permittee shall prepare an Emergency Response Plan (ERP) in consultation with the emergency responders having jurisdiction over the Project prior to construction. The plan developed shall have a process for (1) identifying any specialized equipment gaps for responding to emergencies at the BESS; (2) acquiring the equipment; and (3) providing any training for the specialized equipment at the Permittee's expense. The plan shall also indicate that the annual training of emergency service personnel with site operators must be done at the Permittee's expense. The Permittee shall file the ERP, along with any comments from emergency responders to the Commission at least 14 days prior to the pre-construction meeting and a revised ERP, if any, at least 14 days prior to the pre-operation meeting. At least 14 days prior to the pre-operation meeting the

[21] *See In the Matter of the Application of Snowshoe BESS, LLC for a Site Permit for the up to 150 MW Snowshoe Energy Storage Project in Olmsted County, Minnesota,* MPUC Docket No. IP-7138/ESS-24-279, Order Adopting Administrative Law Judge Report, Determining Environmental Assessment Adequate and Issuing Site Permit at § 8.11 (Sept. 22, 2025).

Permittee shall file with the Commission an affidavit of the distribution of the ERP to emergency responders and Public Safety Answering Points (PSAP) with jurisdiction over the Project. The Permittee shall obtain and register the Project address or other location indicators acceptable to the emergency responders and PSAP having jurisdiction over the Project.

Q. What are your comments regarding Draft Site Permit Section 5.9?

A. As described above in Section VII of this Direct Testimony, I proposed the deletion of DSP Section 5.9. Midwater BESS will continue to coordinate with local emergency responders to identify and provide a solution for adequate water availability in the event of an emergency as required by the newly proposed ERP condition described in this Direct Testimony.

Q. DSP Section 5.11 requires Midwater BESS to prepare an AIMP that details methods to minimize soil compaction, preserve topsoil, and establish and maintain appropriate vegetation to ensure the project is designed, constructed, operated and ultimately restored in a manner that would preserve soils to allow for the land to be returned to agricultural use. What is your response?

A. As noted in my Direct Testimony, Midwater BESS has and will continue to coordinate with MDA to identify and prescribe mitigation or management measures that will be followed by Midwater BESS to address the Project's potential impacts to agricultural land. MDA has agreed that a separate, standalone AIMP is not necessary for the Project. Accordingly, Midwater BESS proposes the deletion of Section 5.11 of the DSP, which is consistent with MDA comments and

recommendations, and the site permit issued by the Commission for another standalone BESS project in Olmsted County, Minnesota.[22]

Q. Do you have any comments regarding Draft Site Permit Section 5.12?

A. Yes, Section 5.12 requires Midwater BESS to prepare a Surface Water and Groundwater Monitoring Plan in consultation with the MPCA and SRRWD that will identify water sampling locations, parameters, methods, and frequencies needed to detect potential water impacts from the Project. Midwater BESS is amenable to this condition overall, but believes the current language of the condition requiring the reporting of sampling results within 24 hours of an emergency event is not feasible given the time it will take to deem the site safe to enter, collect water samples and have those water samples tested at a reputable lab. Midwater BESS can commit to notifying the Commission of the emergency event, which would also be considered an extraordinary event under Section 8.12 of the DSP, within 24 hours of discovery of an emergency event. Midwater BESS will collect water samples after an emergency event as soon as practicable. The Surface Water and Groundwater Monitoring Plan, prepared in consultation with the MPCA and SRRWD, will outline how and when samples should be safely collected after an emergency event. Midwater BESS would then report the results of those samples with the extraordinary event report it must file to the Commission pursuant to Section 8.12 of the DSP, within 30 days of the occurrence of the emergency event.

> **5.12 Surface and Groundwater Monitoring**
>
> At least 14 days prior to the pre-construction meeting, the Permittee shall file a Surface and Groundwater Monitoring Plan (SGMP). The SGMP shall be designed to detect, evaluate, and respond to any

[22] *See In the Matter of the Application of Snowshoe BESS, LLC for a Site Permit for the up to 150 MW Snowshoe Energy Storage Project in Olmsted County, Minnesota,* MPUC Docket No. IP-7138/ESS-24-279, DOC-EERA Hearing Comments at 9-10 (May 8, 2025).

potential impacts to surface water or groundwater resulting from construction, operation, or emergency events at the facility. The SGMP must be prepared in coordination with the Minnesota Pollution Control Agency and the Shell Rock River Watershed District.

The SGMP must identify groundwater monitoring locations, stormwater basin sampling points, sampling parameters, methods, and frequencies needed to detect potential impacts. Pollutant concentration action levels must be established in coordination with the SRRWD. The SGMP must include procedures for baseline, routine, and event-based monitoring, as well as defined response actions if action levels are exceeded. Monitoring results must be reported annually to the SRRWD and the Commission; ~~results must be reported~~ samples must be collected after ~~within 24 hours upon~~ an emergency event at the BESS facility in accordance with the plan. The Permittee shall, within thirty days of the emergency event, file the results of samples collected after an emergency event with the report required under Section 8.12 of this permit. The plan may be modified as needed based on monitoring results, site conditions, or regulatory requirements.

Q. Do you have any comments regarding Draft Site Permit Special Condition Section 5.13 (Tree Replacement Plan)?

A. Yes. Midwater BESS is amenable to the inclusion of DSP Section 5.13. If tree removal is required for construction and operation of the BESS, the impacted trees will be documented and a replacement plan will be generated in coordination with the MDNR. However, Midwater BESS believes it would be prudent and acceptable for the condition to note that replacement trees can be planted as part of the vegetative buffer required by DSP Section 5.2. A proposed revision to Section 5.13 is provided below:

In the event that tree removal is required for construction and operation of the BESS, the permittee, in coordination with the MDNR

and Freeborn County, will develop a tree replacement plan to replace any trees that are removed for the construction of the project and file the plan with the Commission at least 14 days before the preconstruction meeting. Replacement trees may be planted on public lands with the permission of the public entity/owner. Replacement trees can be planted as part of the required Visual Screening Plan or may be planted on public lands with the permission of the public entity/owner.

Q. Do you have any comments regarding Draft Site Permit Special Condition Section 8.3 (Site Plan)?

A. Yes, as stated above in this Direct Testimony, Midwater BESS believes the site plan also be provided to Shell Rock Township and local emergency responders that serve the area in which the Project will be located, as requested by the CATF Report. Midwater BESS proposes the following changes to the first paragraph of DSP 8.3.

> At least 14 days prior to the pre-construction meeting, the Permittee shall file with the Commission, and provide the ~~counties~~ county, township and local emergency responders serving the area where the Project will be constructed with a Site Plan that includes specifications and drawings for site preparation and grading; specifications and locations of the energy storage system and associated facilities; and procedures for cleanup and restoration. The documentation shall include maps depicting the Designated Site, energy storage system, and associated facilities layout in relation to that approved by this site permit.

Q. Yes. Midwater Do you have any comments regarding the Draft Route Permit?

A. No. Midwater BESS has no comments on the Draft Route Permit.

X. CONCLUSION

Q. Does this conclude your Direct Testimony?

A. Yes.

MARY MATZE

Development Manager

EDUCATION

Masters, Urban and Regional Planning, Humphrey School of Regional Affairs, University of Minnesota

Masters, Landscape Architecture, College of Design,University of Minnesota

AWARDS

President's Award

Outstanding leadership and dedication to Minnesota growth, Economic Development Association of Minnesota (2021)

CURRENT ROLE

Development Manager, Spearmint Energy
January 2024-present

Ms. Matze brings over 20 years of experience working with both private and public sctor stakeholders accross the U.S. At Spearmint Energy Ms. Matze is responsible for development of utility-scale Battery Energy Storage System (BESS) projects in multiple transmission regions managed by Midcontinent Independent System Operator (MISO) and Energy Reliability Council of Texas (ERCOT). In this role, she is responsible for moving projects from early stage development to construction including overseeing project due dilligence studies and ensuring compliance with both interconnection agencies andfederal, state, and local permit requirements. For projects in earlier stages of develpment, she is responsible for leading projects through site permitting processes, including:

- Negotiation and execution of development agreements
- Managing relationships with landowners, project stakeholders, and local communities
- Leading coordination and execution of project plans, studies, and evaluation with environmental, engineering, and pre-construction teams
- Managing real estate title work
- Developing project budgets
- Negotiating agreements with landowners and affected stakeholders.

ADDITIONAL WORK EXPERIENCE

Hennepin County Economic Development
Business Programs Portfolio Manager
September, 2018-January, 2024

Landform Professional Services
Development Manager, Planner III
April, 2014-September, 2018

Schedule B

LANDSCAPE REQUIREMENTS & PROVISIONS

SEC. 26-82. – ENERGY STORAGE SYSTEMS GENERAL STANDARDS

(1) STANDARDS FOR ENERGY STORAGE SYSTEMS (EQUAL TO OR GREATER THAN 40 KILOWATTS UP TO MEETING THE THRESHOLD FOR PUC PERMITTING)

g. VEGETATIVE LANDSCAPE BUFFER AND SCREENING. A VEGETATIVE LANDSCAPE BUFFER MUST BE IMPLEMENTED AND MAINTAINED AROUND THE ENTIRE EXTERIOR PERIMETER OF THE SECURITY FENCE OF AN ENERGY STORAGE SYSTEM. THE VEGETATIVE BUFFER SHALL BE SET BACK CONSISTENT WITH THE REQUIREMENTS FOR A FIRE SAFETY BUFFER REQUIRED BY THIS ORDINANCE. THIS MEASURE IS AIMED AT ENHANCING THE VISUAL APPEAL AND ENVIRONMENTAL INTEGRATION OF THE PROJECT. THE FOLLOWING STANDARDS MUST BE ADHERED TO:

1. REQUIREMENTS
   - i. THE LANDSCAPE BUFFER SHALL CONSIST OF A MINIMUM OF THREE DISTINCT ROWS OF PLANTINGS.
   - ii. THE BUFFER MUST PROVIDE VISUAL SCREENING AND GLARE MINIMIZATION OF THE ENERGY STORAGE SYSTEM THROUGHOUT ALL SEASONS TO THE GREATEST EXTENT REASONABLY POSSIBLE.
   - iii. THE VEGETATIVE LANDSCAPE BUFFER MUST HAVE A MINIMUM HEIGHT EQUAL TO THAT OF THE TOP OF THE HIGHEST COMPONENT WITHIN THE ENERGY STORAGE SYSTEM (EXCEPTING INCIDENTAL EQUIPMENT USED FOR COMMUNICATIONS EQUIPMENT OR OTHER ACCESSORY USES) WITHIN TWO (2) YEARS OF THE ORIGINAL PLANTING.
   - iv. A CONTINUOUS, MAINTAINED GRASS COVER MUST BE ESTABLISHED AND PRESERVED THROUGHOUT THE BUFFER, INCLUDING BENEATH AND IN-BETWEEN THE TREES AND SHRUBS, TO ENHANCE SOIL STABILITY, WATER FILTRATION, AND OVERALL AESTHETICS.
2. SPECIES SELECTION AND DESIGN.
   - i. THE SPECIES, SPACING AND DESIGN OF THE VEGETATIVE BUFFER WILL BE DETERMINED BY THE FREEBORN COUNTY SOIL AND WATER CONSERVATION DISTRICT (SWCD) STAFF, WITH JOINT APPROVAL AUTHORITY.
   - ii. TREE AND SHRUB SELECTIONS WILL BE BASED ON THE SOILS WINDBREAK SUITABILITY GROUP FROM THE SWCD FIELD OFFICE TECHNICAL GUIDE.
   - iii. SPECIES SHOULD ALSO BE REFERENCED FROM TABLE 7 OF THE NATIVE TREES AND SHRUBS BENEFICIAL TO UPLAND WILDLIFE CHART.
3. MAINTENANCE RESPONSIBILITY. THE PROPERTY OWNER AND ENERGY STORAGE SYSTEMS OPERATOR SHARE THE OBLIGATION TO MAINTAIN THE VEGETATIVE BUFFER, ENSURING THAT ALL VEGETATION WITHIN IT ARE KEPT ALIVE AND HEALTHY. THEY MUST ALSO ACTIVELY MANAGE THE BUFFER TO KEEP IT FREE FROM NOXIOUS WEEDS AND INVASIVE PLANTS.
4. ENFORCEMENT AND PENALTIES. FAILURE TO MAINTAIN THE VEGETATIVE SCREENING AS SPECIFIED WILL RESULT IN ENFORCEMENT ACTIONS BY THE COUNTY. THE COSTS INCURRED FOR RECTIFYING ANY MAINTENANCE DEFICIENCIES WILL BE ASSESSED AGAINST THE PROPERTY.

LANDSCAPE SCHEDULE

QTY	COMMON / BOTANICAL NAME	SIZE	SPACING	MATURE SIZE	NATIVE TO STATE
7	**DECIDUOUS TREES**				
	NORTHWOOD RED MAPLE / ACER RUBRUM 'NORTHWOOD'	2" CAL. B&B	AS SHOWN	H 40'-60' W 40'	NATIVE CULTIVAR
	COMMON HACKBERRY / CELTIS OCCIDENTALIS	2" CAL. B&B	AS SHOWN	H 40'-60' W 40'	NATIVE
	NORTHERN RED OAK / QUERCUS RUBRA	2" CAL. B&B	AS SHOWN	H 50'-70' W 50'-70'	NATIVE
	ACCOLADE™ ELM / ULMUS X 'MORTON'	2" CAL. B&B	AS SHOWN	H 50'-70' W 40'-50'	NATIVE CULTIVAR
38	**EVERGREEN TREES**				
	WHITE FIR / ABIES CONCOLOR	6' HT. B&B	AS SHOWN	H 30'-50' W 25'-30'	NATIVE
	BLACK HILLS SPRUCE / PICEA GLAUCA DENSATA	6' HT. B&B	AS SHOWN	H 30'-40' W 20'-30'	NATIVE CULTIVAR
	COLUMNAR WHITE PINE / PINUS STROBUS 'FASTIGIATA'	6' HT. B&B	AS SHOWN	H 25'-40' W 10'-15'	NATIVE CULTIVAR
	TECHNY ARBORVITAE / THUJA OCCIDENTALIS 'TECHNY'	6' HT. B&B	AS SHOWN	H 10-15' W 6-10'	NATIVE CULTIVAR
11	**ORNAMENTAL TREES**				
	AUTUMN BRILLIANCE SERVICEBERRY / AMELANCHIER X GRANDIFLORA 'AUTUMN BRILLIANCE'	1.5" EQUIVALENT CAL. CLUMP / 6' HT. B&B	AS SHOWN	H 30'-40' W 15'-20'	NATIVE CULTIVAR
	THORNLESS COCKSPUR HAWTHORN / CRATAEGUS CRUS-GALLI INERMIS	1.5" EQUIVALENT CAL. CLUMP / 6' HT. B&B	AS SHOWN	H 15-20' W 15-20'	NATIVE CULTIVAR

QTY	COMMON / BOTANICAL NAME	SIZE	SPACING OC	MATURE SIZE	FIELD5
89	**SHRUBS**				
	VIKING BLACK CHOKEBERRY / ARONIA MELANOCARPA 'VIKING'	#5 CONT.	60" o.c.	H 5'-7' W4'-5'	NATIVE CULTIVAR
	PRAIRIE FIRE DOGWOOD / CORNUS ALBA 'PRAIRIE FIRE'	#5 CONT.	84" o.c.	H 5'-7' W 5'-7'	NATIVE CULTIVAR
	JEWELL BUSH HONEYSUCKLE / DIERVILLA LONICERA `JEWEL`	#5 CONT.	60" o.c.	H 3-5' W 3-5'	NATIVE CULTIVAR
	SUMMER WINE® NINEBARK / PHYSOCARPUS OPULIFOLIUS 'SEWARD'	#5 CONT.	60" o.c.	H 5'-6' W 5'-6'	NATIVE CULTIVAR
	BAILEY'S COMPACT CRANBERRYBUSH / VIBURNUM TRILOBUM 'BAILEY COMPACT'	#5 CONT.	60" o.c.	H 5'-6' W 5'-6'	NATIVE CULTIVAR

NOTES:
1. QUANTITIES ON PLAN SUPERSEDE LIST QUANTITIES IN THE EVENT OF A DISCREPANCY.
2. B.B. SPECIFIES ROOT TYPE AS BALLED AND BURLAP.
3. H.T. SPECIFIES MINIMUM SPECIMEN HEIGHT UPON INSTALLATION.
4. #5 CONT. TO MEET MINIMUM SIZE REQ. OF 24"H OR 30"W FOR DECIDUOUS SHRUBS UPON INSTALLATION. IF PLANT SIZE UNAVAILABLE AT #5 CONT. UPSIZE CONTAINER UNTIL MINIMUM PLANT SIZE REQ. IS MET.
5. PLANT SPECIES SUBJECT TO CHANGE BASED UPON AVAILABILITY AT TIME OF PLANTING & SITE COMPATIBILITY. SUBSTITUTIONS MUST BE OF LIKE SPECIES AND SIMILAR MATURE SIZE.

LEGEND:

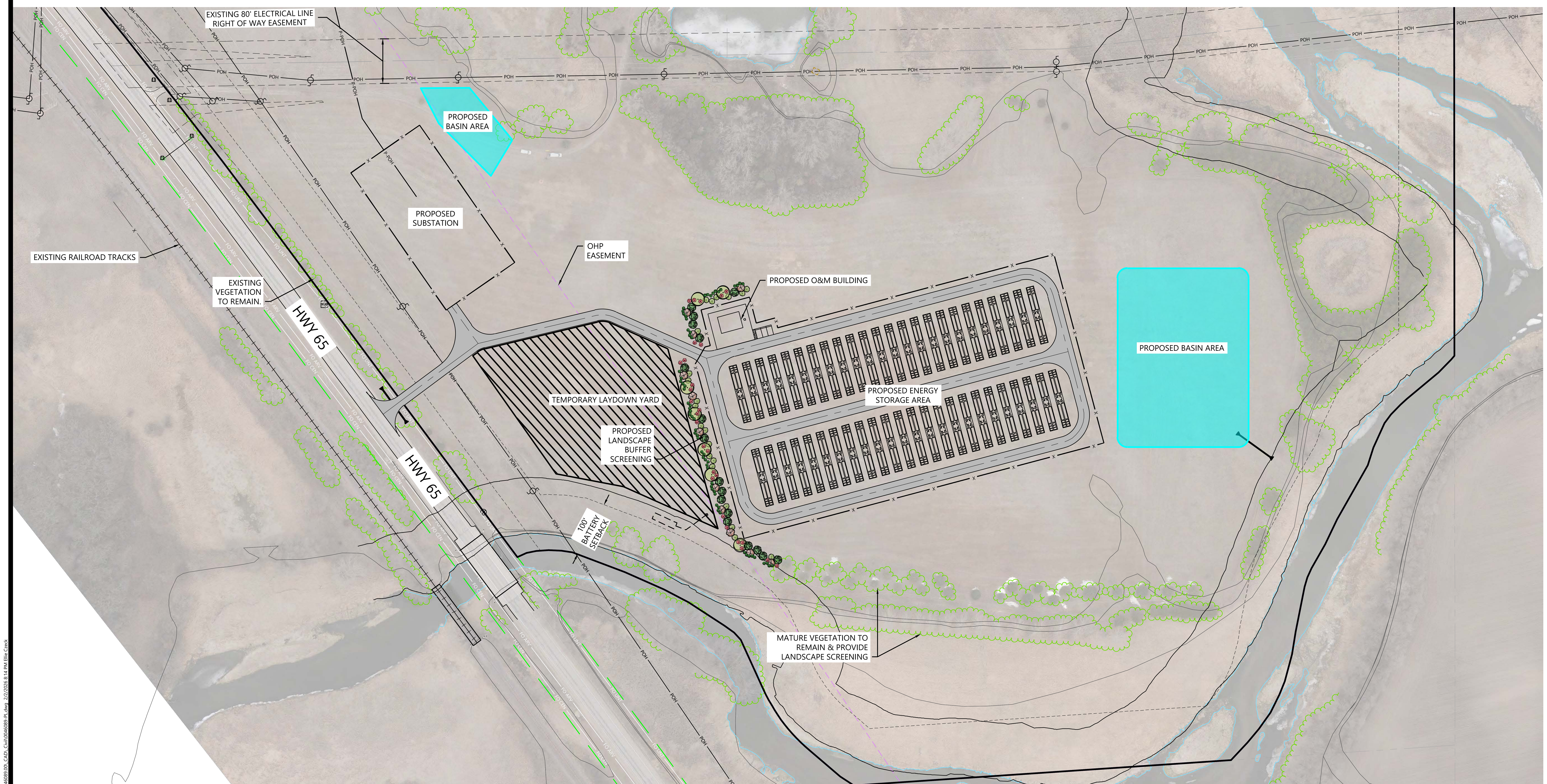
- PROJECT BOUNDARY
- PARCEL LINES
- SETBACK LINES
- EX. WATERCOURSE
- EX. OVERHEAD POWER
- EX. WETLAND AREA
- EX. INDEX CONTOUR (5')
- EX. INTERVAL CONTOUR (1')
- EX. TREE LINE
- EX. OVERHEAD ELECTRIC
- EX. EASEMENTS
- PROPOSED OVERHEAD ELECTRIC
- PROPOSED SECURITY FENCE
- PROPOSED ACCESS ROAD
- PROPOSED CULVERT
- TEMPORARY LAYDOWN YARD
- PROPOSED BATTERY STORAGE EQUIPMENT
- PROPOSED BASIN
- PROPOSED SWALE

NOTES:

1. TREE LOCATIONS AND SPACING ARE SUBJECT TO CHANGE BASED ON CONSTRUCTED UTILITY LOCATIONS.
2. NO PLANTING WILL BE INSTALLED UNTIL ALL GRADING AND CONSTRUCTION HAS BEEN COMPLETED IN THE IMMEDIATE AREA.
3. DECIDUOUS TREES SHOULD BE LOCATED A MINIMUM OF 5' OFF ANY UTILITY PIPE AND CONIFEROUS TREES TREES SHOULD BE LOCATED A MINIMUM OF 15' OFF ANY UTILITY PIPE.
4. ALL LANDSCAPED AREAS SHALL BE IRRIGATED WITH A DRIP LINE OR SPRAY SYSTEM AS APPROPRIATE FOR THE PROPOSED PLANTINGS IN THE SPECIFIC AREA.
5. MECHANICALS TO BE SCREENED WITH ADEQUATE VEGETATION.

LANDSCAPE LEGEND:

- DECIDUOUS TREES
- EVERGREEN TREES
- ORNAMENTAL DECIDUOUS TREES
- SHRUBS



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Westwood
Phone (720) 531-8350 Toll Free (888) 937-5150
10170 Church Ranch Way, Suite #201 Westminster, CO 80021 westwoodps.com
Westwood Professional Services, Inc.

PREPARED FOR:

spearmint
2916 N Miami Ave, Suite 910
Miami, FL 33127

REVISIONS:

#	DATE	COMMENT	BY	CHK	APR
A	2024-07-25	ISSUED FOR REVIEW	EAC	NTM	NTM
B	2026-01-16	ISSUED FOR REVIEW	EAC	NTM	NTM
C	2026-01-23	ISSUED FOR REVIEW	EAC	NTM	NTM
D	2026-01-30	ISSUED FOR REVIEW	EAC	NTM	NTM

Midwater BESS Project

Freeborn County, Minnesota

Overall Preliminary Landscape Screening Plan

NOT FOR CONSTRUCTION

DATE: 2026-01-30

SHEET: C.200 REV: D

Schedule B

Westwood

Phone (720) 531-8350
Toll Free (888) 937-5150
10170 Church Ranch Way, Suite #201
Westminster, CO 80021
westwoodps.com

Westwood Professional Services, Inc.

PREPARED FOR:

spearmint

2916 N Miami Ave, Suite 910
Miami, FL 33127

REVISIONS:

#	DATE	COMMENT	BY	CHK	APR
A	2024-07-25	ISSUED FOR REVIEW	EAC	NTM	NTM
B	2026-01-16	ISSUED FOR REVIEW	EAC	NTM	NTM
C	2026-01-23	ISSUED FOR REVIEW	EAC	NTM	NTM
D	2026-01-30	ISSUED FOR REVIEW	EAC	NTM	NTM

Midwater BESS Project

Freeborn County, Minnesota

Preliminary Landscape Screening Plan

NOT FOR CONSTRUCTION

DATE: 2026-01-30

SHEET: C.201

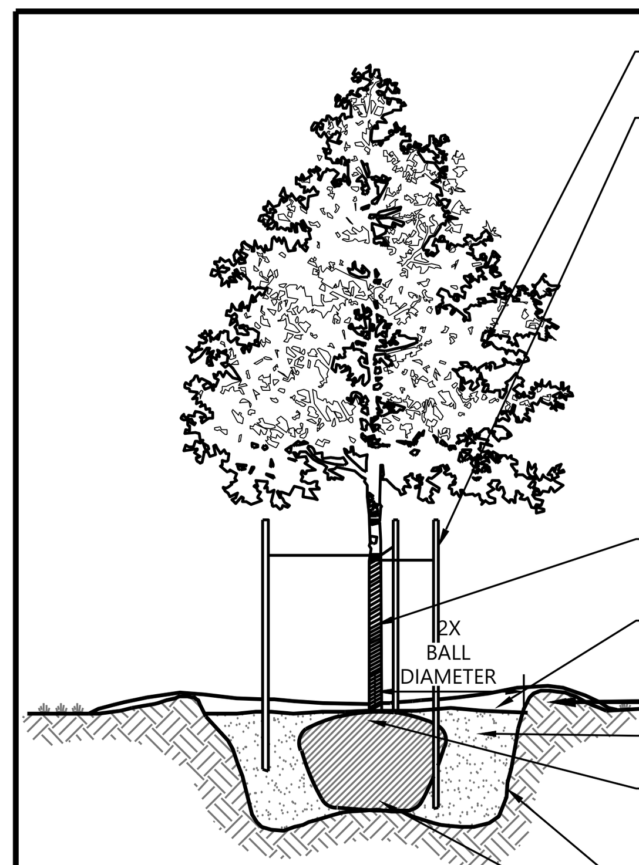
REV: D

N:\0046089.00_CAD_Civil\0046089-PL.dwg 2/2/2026 8:14 PM Ellie Czeck

PLANTING NOTES

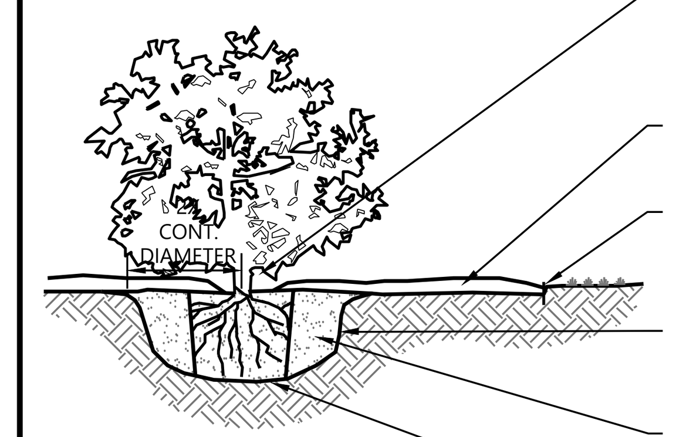
1. CONTRACTOR SHALL CONTACT COMMON GROUND ALLIANCE AT 811 OR CALL811.COM TO VERIFY LOCATIONS OF ALL UNDERGROUND UTILITIES PRIOR TO INSTALLATION OF ANY PLANTS OR LANDSCAPE MATERIAL.
2. ACTUAL LOCATION OF PLANT MATERIAL IS SUBJECT TO FIELD AND SITE CONDITIONS.
3. NO PLANTING WILL BE INSTALLED UNTIL ALL GRADING AND CONSTRUCTION HAS BEEN COMPLETED IN THE IMMEDIATE AREA.
4. ALL SUBSTITUTIONS MUST BE APPROVED BY THE LANDSCAPE ARCHITECT PRIOR TO SUBMISSION OF ANY BID AND/OR QUOTE BY THE LANDSCAPE CONTRACTOR.
5. CONTRACTOR SHALL PROVIDE TWO YEAR GUARANTEE OF ALL PLANT MATERIALS. THE GUARANTEE BEGINS ON THE DATE OF THE LANDSCAPE ARCHITECT'S OR OWNER'S WRITTEN ACCEPTANCE OF THE INITIAL PLANTING. REPLACEMENT PLANT MATERIAL SHALL HAVE A ONE YEAR GUARANTEE COMMENCING UPON PLANTING.
6. ALL PLANTS TO BE SPECIMEN GRADE, MINNESOTA-GROWN AND/OR HARDY. SPECIMEN GRADE SHALL ADHERE TO, BUT IS NOT LIMITED BY, THE FOLLOWING STANDARDS:
   ALL PLANTS SHALL BE FREE FROM DISEASE, PESTS, WOUNDS, SCARS, ETC.
   ALL PLANTS SHALL BE FREE FROM NOTICEABLE GAPS, HOLES, OR DEFORMITIES.
   ALL PLANTS SHALL BE FREE FROM BROKEN OR DEAD BRANCHES.
   ALL PLANTS SHALL HAVE HEAVY, HEALTHY BRANCHING AND LEAFING.
   CONIFEROUS TREES SHALL HAVE AN ESTABLISHED MAIN LEADER AND A HEIGHT TO WIDTH RATIO OF NO LESS THAN 5:3.
7. PLANTS TO MEET AMERICAN STANDARD FOR NURSERY STOCK (ANSI Z60.1-2014 OR MOST CURRENT VERSION) REQUIREMENTS FOR SIZE AND TYPE SPECIFIED.
8. PLANTS TO BE INSTALLED AS PER MNLA & ANSI STANDARD PLANTING PRACTICES.
9. PLANTS SHALL BE IMMEDIATELY PLANTED UPON ARRIVAL AT SITE. PROPERLY HEEL-IN MATERIALS IF NECESSARY; TEMPORARY ONLY.
10. PRIOR TO PLANTING, FIELD VERIFY THAT THE ROOT COLLAR/ROOT FLAIR IS LOCATED AT THE TOP OF THE BALLED & BURLAP TREE. IF THIS IS NOT THE CASE, SOIL SHALL BE REMOVED DOWN TO THE ROOT COLLAR/ROOT FLAIR. WHEN THE BALLED & BURLAP TREE IS PLANTED, THE ROOT COLLAR/ROOT FLAIR SHALL BE EVEN OR SLIGHTLY ABOVE FINISHED GRADE.
11. OPEN TOP OF BURLAP ON BB MATERIALS; REMOVE POT ON POTTED PLANTS; SPLIT AND BREAK APART PEAT POTS.
12. PRUNE PLANTS AS NECESSARY - PER STANDARD NURSERY PRACTICE AND TO CORRECT POOR BRANCHING OF EXISTING AND PROPOSED TREES.
13. WRAP ALL SMOOTH-BARKED TREES - FASTEN TOP AND BOTTOM. REMOVE BY APRIL 1ST.
14. STAKING OF TREES AS REQUIRED; REPOSITION, PLUMB AND STAKE IF NOT PLUMB AFTER ONE YEAR.
15. THE NEED FOR SOIL AMENDMENTS SHALL BE DETERMINED UPON SITE SOIL CONDITIONS PRIOR TO PLANTING. LANDSCAPE CONTRACTOR SHALL NOTIFY LANDSCAPE ARCHITECT FOR THE NEED OF ANY SOIL AMENDMENTS.
16. BACKFILL SOIL AND TOPSOIL TO ADHERE TO MN/DOT STANDARD SPECIFICATION 3877 (SELECT TOPSOIL BORROW) AND TO BE EXISTING TOP SOIL FROM SITE FREE OF ROOTS, ROCKS LARGER THAN ONE INCH, SUBSOIL DEBRIS, AND LARGE WEEDS UNLESS SPECIFIED OTHERWISE. MINIMUM 4" DEPTH TOPSOIL FOR ALL LAWN GRASS AREAS AND 12" DEPTH TOPSOIL FOR TREE, SHRUBS, AND PERENNIALS.
17. MULCH TO BE AT ALL TREE, SHRUB, PERENNIAL, AND MAINTENANCE AREAS. TREE AND SHRUB PLANTING BEDS SHALL HAVE 4" DEPTH OF SHREDDED HARDWOOD MULCH. SHREDDED HARDWOOD MULCH TO BE USED AROUND ALL PLANTS WITHIN TURF AREAS. PERENNIAL AND ORNAMENTAL GRASS BEDS SHALL HAVE 2" DEPTH SHREDDED HARDWOOD MULCH. MULCH TO BE FREE OF DELETERIOUS MATERIAL AND COLORED RED, OR APPROVED EQUAL. ROCK MULCH TO BE BUFF LIMESTONE, 1 1/2" TO 3" DIAMETER, AT MINIMUM 3" DEPTH, OR APPROVED EQUAL. ROCK MULCH TO BE ON COMMERCIAL GRADE FILTER FABRIC, BY TYPAR, OR APPROVED EQUAL WITH NO EXPOSURE. MULCH AND FABRIC TO BE APPROVED BY OWNER PRIOR TO INSTALLATION. MULCH TO MATCH EXISTING CONDITIONS (WHERE APPLICABLE).
18. EDGING TO BE COMMERCIAL GRADE VALLEY-VIEW BLACK DIAMOND (OR EQUAL) POLY EDGING OR SPADED EDGE, AS INDICATED. POLY EDGING SHALL BE PLACED WITH SMOOTH CURVES AND STAKED WITH METAL SPIKES NO GREATER THAN 4 FOOT ON CENTER WITH BASE OF TOP BEAD AT GRADE, FOR MOWERS TO CUT ABOVE WITHOUT DAMAGE. UTILIZE CURBS AND SIDEWALKS FOR EDGING WHERE POSSIBLE. SPADED EDGE TO PROVIDE V-SHAPED DEPTH AND WIDTH TO CREATE SEPARATION BETWEEN MULCH AND GRASS. INDIVIDUAL TREE, SHRUB, OR RAIN-GARDEN BEDS TO BE SPADED EDGE, UNLESS NOTED OTHERWISE. EDGING TO MATCH EXISTING CONDITIONS (WHERE APPLICABLE).
19. ALL DISTURBED AREAS TO BE SODDED OR SEEDED, UNLESS OTHERWISE NOTED. PARKING LOT ISLANDS TO BE SODDED WITH SHREDDED HARDWOOD MULCH AROUND ALL TREES AND SHRUBS. SOD TO BE STANDARD MINNESOTA GROWN AND HARDY BLUEGRASS MIX, FREE OF LAWN WEEDS. ALL TOPSOIL AREAS TO BE RAKED TO REMOVE DEBRIS AND ENSURE DRAINAGE. SLOPES OF 3:1 OR GREATER SHALL BE STAKED. SEED AS SPECIFIED AND PER MN/DOT SPECIFICATIONS. IF NOT INDICATED ON LANDSCAPE PLAN, SEE EROSION CONTROL PLAN.
20. PROVIDE IRRIGATION TO ALL PLANTED AREAS ON SITE. IRRIGATION SYSTEM TO BE DESIGN/BUILD BY LANDSCAPE CONTRACTOR. LANDSCAPE CONTRACTOR TO PROVIDE SHOP DRAWINGS TO LANDSCAPE ARCHITECT FOR APPROVAL PRIOR TO INSTALLATION OF IRRIGATION SYSTEM. CONTRACTOR TO PROVIDE OPERATION MANUALS, AS-BUILT PLANS, AND NORMAL PROGRAMMING. SYSTEM SHALL BE WINTERIZED AND HAVE SPRING STARTUP DURING FIRST YEAR OF OPERATION. SYSTEM SHALL HAVE ONE-YEAR WARRANTY ON ALL PARTS AND LABOR. ALL INFORMATION ABOUT INSTALLATION AND SCHEDULING CAN BE OBTAINED FROM THE GENERAL CONTRACTOR.
21. CONTRACTOR SHALL PROVIDE NECESSARY WATERING OF PLANT MATERIALS UNTIL THE PLANT IS FULLY ESTABLISHED OR IRRIGATION SYSTEM IS OPERATIONAL. OWNER WILL NOT PROVIDE WATER FOR CONTRACTOR.
22. REPAIR, REPLACE, OR PROVIDE SOD/SEED AS REQUIRED FOR ANY ROADWAY BOULEVARD AREAS ADJACENT TO THE SITE DISTURBED DURING CONSTRUCTION.
23. REPAIR ALL DAMAGE TO PROPERTY FROM PLANTING OPERATIONS AT NO COST TO OWNER.
24. RAIN GARDEN NOTE: PROVIDE AND INSTALL EROSION CONTROL BLANKET AT RAIN GARDEN AREA SIDE SLOPES AFTER ALL PLANTING HAVE BEEN INSTALLED. BLANKET TO BE ONE SEASON GEOJUTE, MN/DOT CATEGORY 2 (STRAW 1S, WOOD FIBER 1S), OR APPROVED EQUAL. BLANKET TO BE OVERLAPPED BY 4" AND ANCHORED BY SOD STAPLES. PLACE BLANKET PERPENDICULAR TO THE SLOPE. TRENCH IN EDGES OF BLANKET AREA TO PREVENT UNDER MINING. PROVIDE SILT FENCE AT TOP OF SLOPE AS NEEDED. SHREDDED HARDWOOD MULCH TO MATCH OTHER PROJECT PLANTING MULCH. PLACE 4" DEPTH OF MULCH AT ALL PLANTING AND EROSION CONTROL BLANKET AREA (NO FILTER FABRIC). SEE RAIN GARDEN DETAIL FOR FURTHER INFORMATION. RAIN GARDEN TO PROVIDE PROPER INFILTRATION AND DRAINAGE REQUIREMENTS PER ENGINEERS APPROVAL.

PLANTING DETAILS



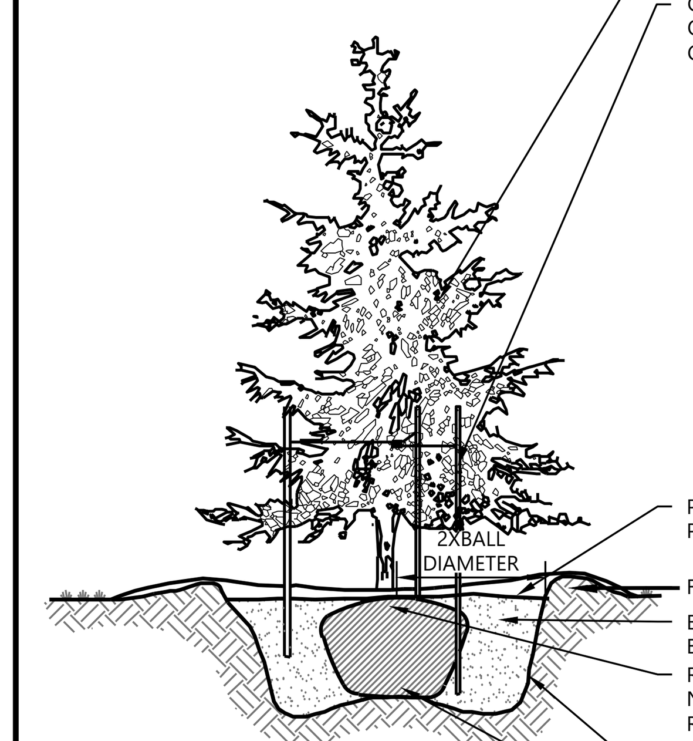
N.T.S.

Westwood	DECIDUOUS TREE PLANTING	LAST REVISED: 10/19/18
		LA28



N.T.S.

Westwood	SHRUB & PERENNIAL CONTAINER PLANTING	LAST REVISED: 10/23/18
		LA27-C



N.T.S.

Westwood	EVERGREEN TREE PLANTING	LAST REVISED: 10/19/18
		LA29

Westwood

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Westminster, CO 80021
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Westwood Professional Services, Inc.

PREPARED FOR:

spearmint

2916 N Miami Ave, Suite 910
Miami, FL 33127

REVISIONS:

#	DATE	COMMENT	BY	CHK	APR
A	2024-07-25	ISSUED FOR REVIEW	EAC	NTM	NTM
B	2026-01-16	ISSUED FOR REVIEW	EAC	NTM	NTM
C	2026-01-23	ISSUED FOR REVIEW	EAC	NTM	NTM
D	2026-01-30	ISSUED FOR REVIEW	EAC	NTM	NTM

Midwater BESS Project

Freeborn County, Minnesota

Preliminary Landscape Screening Notes & Details

NOT FOR CONSTRUCTION

DATE: 2026-01-30

SHEET: C.202 REV: D

AERIAL PERSPECTIVE: Looking Northeast

Schedule C

Notes:
1. Elevations are an illustrative representation of the proposed project. Actual layout, sizes, and equipment may change from what is currently represented.

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westwoodps.com

Westwood Professional Services, Inc.

02-02-2026 0046089.00

MIDWATER ENERGY STORAGE PROJECT

FREEBORN COUNTY, MN

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AERIAL PERSPECTIVE: Looking South

Schedule C

Notes:
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MIDWATER ENERGY STORAGE PROJECT

FREEBORN COUNTY, MN

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GROUND LEVEL PERSPECTIVE: Looking East from Highway 65 Bridge

Proposed Conditions at Approximately 10 Years Growth

Schedule C

Notes:
1. Perspectives are an illustrative representation of the proposed project. Actual layout, sizes, and equipment may change from what is currently represented.
2. Proposed vegetation screening depicted at ~10yrs maturity.

KEY MAP

Westwood

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MIDWATER ENERGY STORAGE PROJECT

FREEBORN COUNTY, MN

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GROUND LEVEL PERSPECTIVE: Looking South from Highway 65

Proposed Conditions at Approximately 10 Years Growth

Schedule C

Notes:
1. Perspectives are an illustrative representation of the proposed project. Actual layout, sizes, and equipment may change from what is currently represented.
2. Proposed vegetation screening depicted at ~10yrs maturity.

KEY MAP

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MIDWATER ENERGY STORAGE PROJECT

FREEBORN COUNTY, MN

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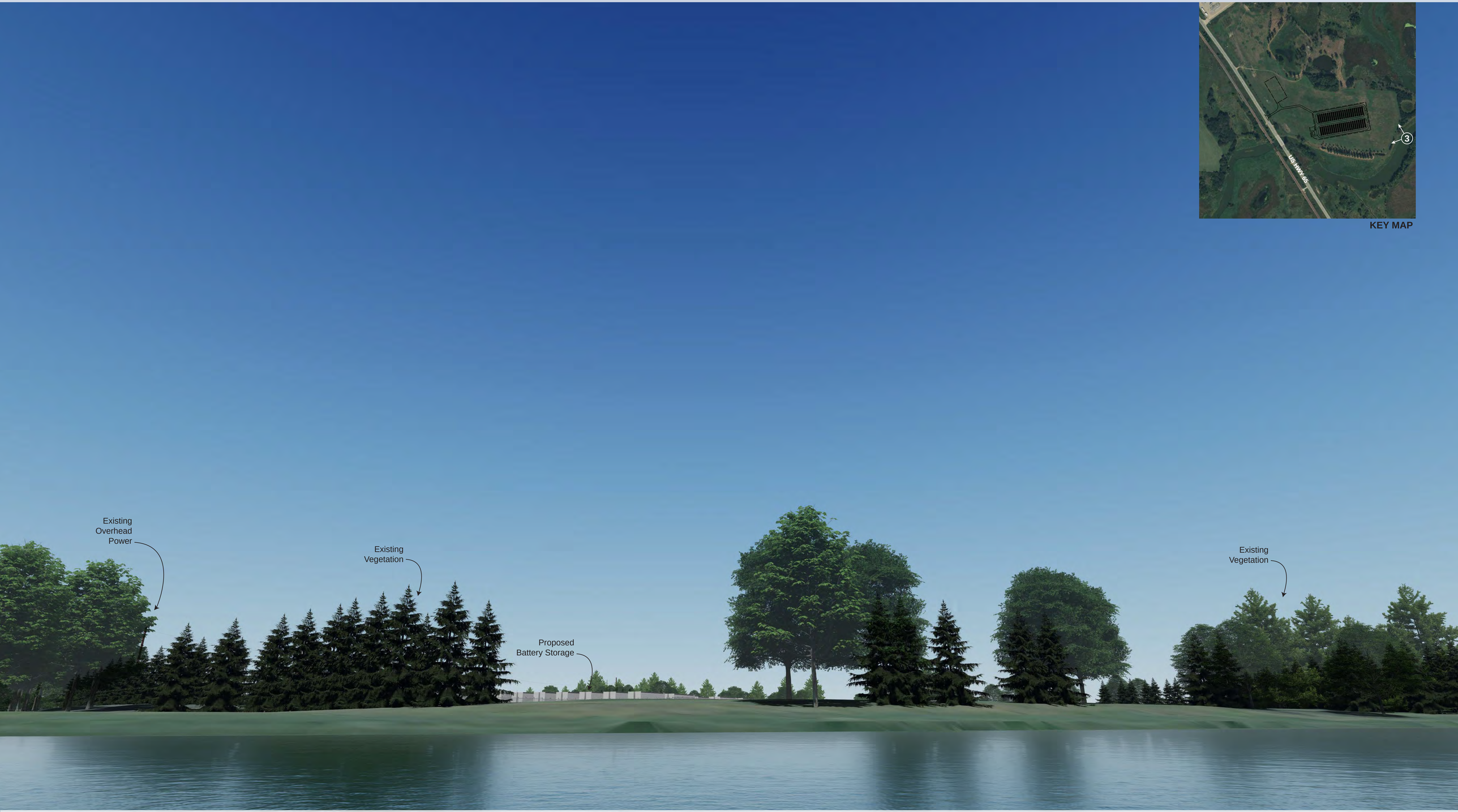
VIEW 3: FROM RIVER PERSPECTIVE

Schedule C

Notes:
1. Elevations are an illustrative representation of the proposed project. Actual layout, sizes, and equipment may change from what is currently represented.

KEY MAP



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MIDWATER ENERGY STORAGE PROJECT

FREEBORN COUNTY, MN

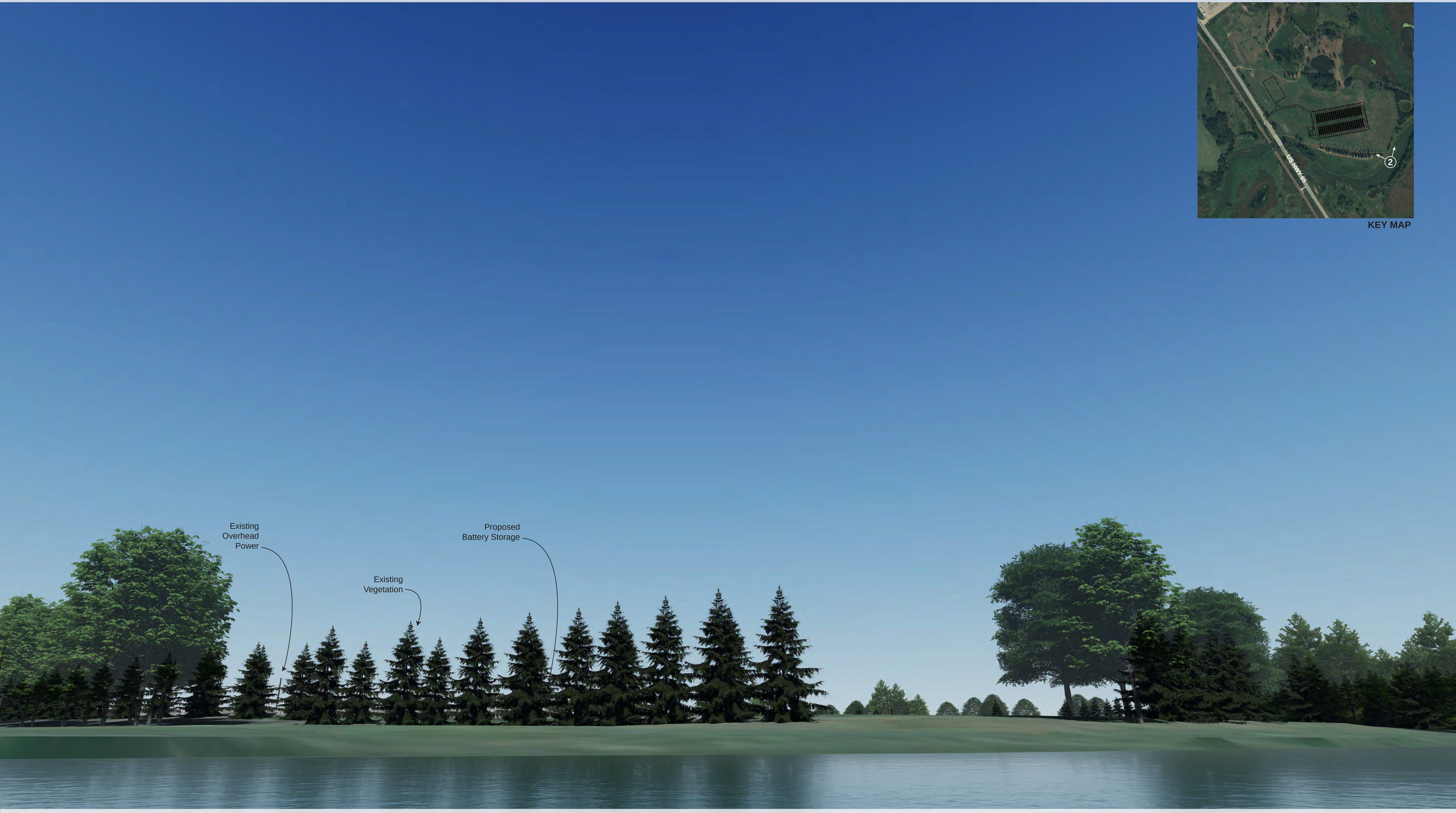
spearmint energy

VIEW 2: FROM RIVER PERSPECTIVE

Schedule C

Notes:
1. Elevations are an illustrative representation of the proposed project. Actual layout, sizes, and equipment may change from what is currently represented.

KEY MAP



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04-09-2025 0046089.00

MIDWATER ENERGY STORAGE PROJECT

FREEBORN COUNTY, MN

spearmint energy

In the Matter of the Application of Midwater BESS, LLC for a Site Permit and Route Permit for the up to 150 MW Midwater Energy Storage Project and Associated 161 kV Transmission Line in Freeborn County, Minnesota

MPUC Docket Nos. IP-7138/ESS-24-294; TL-24-295
CAH Docket Number: 25-2500-40799

CERTIFICATE OF SERVICE

Breann L. Jurek certifies that on the 27th day of February, 2026, she e-filed on behalf of Midwater BESS, LLC, a true and correct copy of the Pre-filed Direct Testimony of Mary Matze, including Schedules A, B, and C, with the Minnesota Public Utilities Commission via eDockets (www.edockets.state.mn.us). Said documents were also served as designated on the Official Service Lists on file with the Minnesota Public Utilities Commission and as attached hereto.

Executed on: February 27, 2026

Signed: /s/ Breann L. Jurek

Fredrikson & Byron, P.A.
60 South Sixth Street
Suite 1500
Minneapolis, MN 55402

#	First Name	Last Name	Email	Organization	Agency	Address	Delivery Method	Alternate Delivery Method	View Trade Secret	Service List Name
1	Sasha	Bergman	sasha.bergman@state.mn.us		Public Utilities Commission	121 7th Pl E Ste 350 St. Paul MN, 55101 United States	Electronic Service		Yes	24-294Official CC Service List
2	Thomas	Brett	tbrett@fredlaw.com	Fredrikson & Byron, P.A.		60 South Sixth Street, Suite 1500 Minneapolis MN, 55402 United States	Electronic Service		No	24-294Official CC Service List
3	Mike	Bull	mike.bull@state.mn.us		Public Utilities Commission	121 7th Place East, Suite 350 St. Paul MN, 55101 United States	Electronic Service		Yes	24-294Official CC Service List
4	Generic	Commerce Attorneys	commerce.attorneys@ag.state.mn.us		Office of the Attorney General - Department of Commerce	445 Minnesota Street Suite 1400 St. Paul MN, 55101 United States	Electronic Service		Yes	24-294Official CC Service List
5	Jeremy	Duehr	jduehr@fredlaw.com	Fredrikson & Byron, P.A.		60 S Sixth St Ste 1500 Minneapolis MN, 55402-4400 United States	Electronic Service		No	24-294Official CC Service List
6	Sharon	Ferguson	sharon.ferguson@state.mn.us		Department of Commerce	85 7th Place E Ste 280 Saint Paul MN, 55101-2198 United States	Electronic Service		No	24-294Official CC Service List
7	Eric	Hansen	eric.hansen@westwoodps.com	Westwood Professional Services		7699 Anagram Drive Eden Prairie MN, 55344 United States	Electronic Service		No	24-294Official CC Service List
8	Breann	Jurek	bjurek@fredlaw.com	Fredrikson & Byron PA		60 S Sixth St Ste 1500 Minneapolis MN, 55402 United States	Electronic Service		No	24-294Official CC Service List
9	Richard	Kolodziejski	rkolodziejski@ncsrcc.org	North Central States Regional Council of Carpenters		700 Olive St St. Paul MN, 55130 United States	Electronic Service		No	24-294Official CC Service List
10	Stacy	Kotch Egstad	stacy.kotch@state.mn.us		MINNESOTA DEPARTMENT OF TRANSPORTATION	395 John Ireland Blvd. St. Paul MN, 55155 United States	Electronic Service		No	24-294Official CC Service List

#	First Name	Last Name	Email	Organization	Agency	Address	Delivery Method	Alternate Delivery Method	View Trade Secret	Service List Name
11	Molly	Leisen	mleisen@fredlaw.com	Fredrikson & Byron P.A.		60 South Sixth Street Suite 1500 Minneapolis MN, 55402 United States	Electronic Service		No	24-294Official CC Service List
12	Mary	Matze	mmatze@spearmintenergy.com	Spearmint Energy		2916 N. Miami Ave., Suite 830 Miami FL, 33127 United States	Electronic Service		No	24-294Official CC Service List
13	Megan	McKenzie	megan.mckenzie@state.mn.us		Office of Administrative Hearings	PO Box 64620 St Paul MN, 55164 United States	Electronic Service		Yes	24-294Official CC Service List
14	Generic Notice	Residential Utilities Division	residential.utilities@ag.state.mn.us		Office of the Attorney General - Residential Utilities Division	1400 BRM Tower 445 Minnesota St St. Paul MN, 55101-2131 United States	Electronic Service		Yes	24-294Official CC Service List
15	Peter	Rood	prood@spearmintenergy.com	Spearmint Energy		2916 N. Miami Ave., Suite 830 Miami FL, 33127 United States	Electronic Service		No	24-294Official CC Service List
16	Nathaniel	Runke	nrunke@local49.org			611 28th St. NW Rochester MN, 55901 United States	Electronic Service		No	24-294Official CC Service List
17	Janet	Shaddix Elling	jshaddix@janetshaddix.com	Shaddix And Associates		7400 Lyndale Ave S Ste 190 Richfield MN, 55423 United States	Electronic Service		Yes	24-294Official CC Service List

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1	Sasha	Bergman	sasha.bergman@state.mn.us		Public Utilities Commission	121 7th Pl E Ste 350 St. Paul MN, 55101 United States	Electronic Service		Yes	24-295Official CC Service List
2	Tom	Brett	tbrett@fredlaw.com	Fredrikson and Byron, P.A.		60 South 6th St #1500 Minneapolis MN, 55108 United States	Electronic Service		No	24-295Official CC Service List
3	Mike	Bull	mike.bull@state.mn.us		Public Utilities Commission	121 7th Place East, Suite 350 St. Paul MN, 55101 United States	Electronic Service		Yes	24-295Official CC Service List
4	Generic	Commerce Attorneys	commerce.attorneys@ag.state.mn.us		Office of the Attorney General - Department of Commerce	445 Minnesota Street Suite 1400 St. Paul MN, 55101 United States	Electronic Service		Yes	24-295Official CC Service List
5	MP Regulatory	Compliance	mpregulatorycompliance@mnpower.com	Minnesota Power		30 W Superior St. Duluth MN, 55802 United States	Electronic Service		No	24-295Official CC Service List
6	Martin	Donovan	martin.donovan@state.mn.us		Department of Natural Resources	500 Lafayette Road St Paul MN, 55155 United States	Electronic Service		No	24-295Official CC Service List
7	Jeremy	Duehr	jduehr@fredlaw.com	Fredrikson & Byron, P.A.		60 S Sixth St Ste 1500 Minneapolis MN, 55402-4400 United States	Electronic Service		No	24-295Official CC Service List
8	Sharon	Ferguson	sharon.ferguson@state.mn.us		Department of Commerce	85 7th Place E Ste 280 Saint Paul MN, 55101-2198 United States	Electronic Service		No	24-295Official CC Service List
9	Richard	Kolodziejski	rkolodziejski@ncsrcc.org	North Central States Regional Council of Carpenters		700 Olive St St. Paul MN, 55130 United States	Electronic Service		No	24-295Official CC Service List
10	Stacy	Kotch Egstad	stacy.kotch@state.mn.us		MINNESOTA DEPARTMENT OF TRANSPORTATION	395 John Ireland Blvd. St. Paul MN, 55155 United States	Electronic Service		No	24-295Official CC Service List
11	Discovery	Manager	discoverymanager@mnpower.com	Minnesota Power		30 W Superior St Duluth MN, 55802 United States	Electronic Service		No	24-295Official CC Service List

#	First Name	Last Name	Email	Organization	Agency	Address	Delivery Method	Alternate Delivery Method	View Trade Secret	Service List Name
12	Mary	Matze	mmatze@spearmintenergy.com	Spearmint Energy		2916 N. Miami Ave., Suite 830 Miami FL, 33127 United States	Electronic Service		No	24-295Official CC Service List
13	Megan	McKenzie	megan.mckenzie@state.mn.us		Office of Administrative Hearings	PO Box 64620 St Paul MN, 55164 United States	Electronic Service		Yes	24-295Official CC Service List
14	Marcus	Raines	mraines@ncsrcc.org	Millwrights Local 548		730 Olive St St. Paul MN, 55130 United States	Electronic Service		No	24-295Official CC Service List
15	Generic Notice	Residential Utilities Division	residential.utilities@ag.state.mn.us		Office of the Attorney General - Residential Utilities Division	1400 BRM Tower 445 Minnesota St St. Paul MN, 55101-2131 United States	Electronic Service		Yes	24-295Official CC Service List
16	Nathaniel	Runke	nrunke@local49.org			611 28th St. NW Rochester MN, 55901 United States	Electronic Service		No	24-295Official CC Service List
17	Janet	Shaddix Elling	jshaddix@janetshaddix.com	Shaddix And Associates		7400 Lyndale Ave S Ste 190 Richfield MN, 55423 United States	Electronic Service		Yes	24-295Official CC Service List
18	Claire	Vatalaro	cvatalaro@allete.com	Allete		30 W Superior St Duluth MN, 55802 United States	Electronic Service		No	24-295Official CC Service List