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Minneapolis, MN 55401

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May 26, 2017

—Via Electronic Filing—

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

RE: ANNUAL REPORT
INCENTIVE COMPENSATION PLAN
DOCKET NOS. E002/GR-92-1185, G002/GR-92-1186, AND
E,G002/M-17-_____

Dear Mr. Wolf:

Northern States Power Company, doing business as Xcel Energy, submits the enclosed Annual Report of our 2016 Incentive Compensation Plan.

Please note that certain portions of this report have been designated as Trade Secret information pursuant to Minnesota Statute § 13.37, subd. 1(b). In particular, the information designated as Trade Secret derives independent economic value, actual or potential, from not being generally known to, and not being readily ascertainable by proper means by, other persons who can obtain economic value from its disclosure or use.

We have electronically filed this document with the Minnesota Public Utilities Commission, and copies have been served on the parties on the attached service lists.

Please contact Rebecca Eilers at rebecca.d.eilers@xcelenergy.com or (612) 330-5570 if you have any questions regarding this filing.

Sincerely,

/s/

AMY LIBERKOWSKI
DIRECTOR, REGULATORY PRICING & ANALYSIS

Enclosures
c: Service List

STATE OF MINNESOTA
BEFORE THE
MINNESOTA PUBLIC UTILITIES COMMISSION

Nancy Lange	Chair
Dan Lipschultz	Commissioner
Matthew Schuerger	Commissioner
Katie J. Sieben	Commissioner
John A. Tuma	Commissioner

NORTHERN STATES POWER COMPANY –
REPORT ON THE OPERATION AND
PERFORMANCE OF ITS 2016 INCENTIVE
COMPENSATION PLAN

DOCKET NOS. E002/GR-92-1185
G002/GR-92-1186
E,G002/M-17-____
ANNUAL REPORT

INTRODUCTION

Northern States Power Company, doing business as Xcel Energy, submits to the Minnesota Public Utilities Commission this Annual Report of our Incentive Compensation Plan for 2016. We submit this report in compliance with the Commission's December 30, 1993 Order in Docket No. G002/GR-92-1186, and its January 14, 1994 Order in Docket No. E002/GR-92-1185. In compliance with the Commission's November 25, 2015 Order in Docket No. E,G002/M-15-522, this report includes the Incentive Compensation Plan scorecard results in the same detailed format as it was included in past reports (Attachment B).

In summary, the 2016 incentive compensation allocated to the State of Minnesota combined electric and natural gas retail jurisdictions totaled approximately \$23.8 million which exceeds the approximately \$20.3 million that is illustrative of the amount recovered through base rates.¹ The difference is a shareholder expense and is not borne by Xcel Energy customers. Since we paid approximately \$3.5 million more in incentive compensation costs in Minnesota than we recovered through rates, there are no funds eligible for refund.

¹ See Stipulation of Settlement filed on August 16, 2016 in Docket No. E002/GR-15-826, Attachment 5, Page 2 for the amount of AIP understood to be recovered in electric utility base rates for 2016. The Stipulation of Settlement was approved orally by the Commission on May 11, 2017, though the Order is pending.

ANNUAL REPORT

I. PLAN DESCRIPTION

In this section, we provide an overview of each of the Incentive Compensation Plan components and goals.

A. Non-bargaining Employee Plan

Our 2016 Incentive Compensation Plan (2016 Plan) included non-bargaining exempt employees of the Company as well as employees of Xcel Energy Services Inc. providing service to the Company. The non-bargaining employee portion of the Plan consists of the following components:

- *Annual Plan* - Non-bargaining Exempt Employee Annual Incentive Program.²
- *Executive Plans* - Executive Annual Incentive Award Plan and Business Unit Vice President Annual Incentive Plan.³
- *Long-term Incentive Plans* - Performance Shares and Restricted Stock Units.⁴

Our 2016 Plan goals focus our employees on the service we provide to our customers. Our employees can earn an incentive award when they individually, collectively, and organizationally meet the Company's goals, which concentrate on reliable and safe delivery of service to our customers as well as meeting our customers' expectations.

The amounts paid from the non-bargaining exempt employee portion of the Plan described in this Annual Report are for both the Annual Plan and the Executive Plans. The 2016 Plan was designed to reward participants based on a combination of target weights assigned to the corporate and business area components, in addition to individual performance as determined by individual managers. Executive leadership has approved corporate goals that seek to encourage more meaningful employee engagement revolving around a customer-centric focus. The 2016 Plan is detailed in Attachment A to this Annual Report.

The 2016 Plan was modified to align to a new performance management approach called Connect 4 Performance. The focus of this approach is on making powerful connections that motivate performance via meaningful, simple, frequent conversations between employees and their leaders. As a result of this new approach,

² In the Company's past several rate cases, the Commission has affirmed a 15 percent base salary cap for incentive compensation, which limits rate recovery of executive incentive compensation, as well as other employees' incentive compensation.

³ See Footnote 2.

⁴ The long-term incentive plans are funded exclusively by shareholders.

the 2016 Plan removed the numerical rating related to individual performance, and now relies on each individual manager's discretion to align the employee's individual award component with the Company's Pay for Performance philosophy. Through Quarterly Connection meetings between employee and leader, the employee's significant contributions are assessed throughout the year, culminating in the year-end recommendation for the individual component of the total AIP award. The approach is meant to provide more frequent feedback and regular coaching to create continual performance improvement, priority alignment of goals and overall increased engagement and communication. In conjunction with the new performance management approach, we replaced the performance management system (IPAD) with a system branded as TalentConnect, a system used to integrate several of our human resources processes. This tool is used to record employee goals and progress, as well as highlight performance achievements throughout the year.

B. Performance Goals

The Plan's design uses a "modified balanced scorecard" approach. Individual awards are determined by participants' annual target incentive award opportunity and the results of Corporate and Business Area Key Performance Indicators (KPIs) and their respective individual performance. The KPIs reward employees for results in reliability, customer loyalty, O&M cost management, public safety and employee safety. Employees contribute toward meeting these objectives by providing reliable, low-cost service to our customers while maintaining safe and efficient operation of all plant, transmission, and distribution facilities. We believe our 2016 Plan was successful in meeting these objectives.

The 2016 corporate and business area scorecard results are shown in Attachment B.

II. ACCOUNTING FOR INCENTIVE AMOUNTS

In this section, we discuss total Plan amounts paid, as well as the amounts allocated to the State of Minnesota retail jurisdiction. Attachment C contains a summary of the total paid and allocated to the Minnesota jurisdiction as well as a comparison to the amount authorized in base rates.⁵

A. Amounts Paid

Amounts paid to NSPM employees and Xcel Energy service company employees in the first quarter of 2017, before allocation to NSPM, totaled approximately \$58.8 million.⁶ See Attachment D for a business area breakdown of total Company

⁵ See Footnote 1.

⁶ This includes the Annual Plan, Executive Plans and awards to applicable bargaining employees.

incentive payments. The incentive compensation allocated to the State of Minnesota combined electric and natural gas retail jurisdictions totaled \$23,774,717 (which is more than the \$20,321,236 that is illustrative of the amount recovered through base rates).

B. Refundable Incentive Compensation Amounts

The Commission has reaffirmed in our past several rate case proceedings the requirement that the Company must refund any incentive compensation funds collected in rates that are not paid.

As previously noted, we paid approximately \$3.5 million more in incentive compensation costs in Minnesota than we recovered through rates, so there are no funds eligible for refund.⁷ Attachment E contains the allocation of actual payouts under the Annual and Executive Plans to the State of Minnesota electric and natural gas utilities and the calculation of Company and Xcel Energy Services Inc. allocation ratios.

III. INCENTIVE PLAN EVALUATION

In this section, we discuss our compensation philosophy, provide a snapshot of Xcel Energy Inc. total pay compared to market compensation, and discuss how the Plan positively impacts our business results.

As discussed by Company witness Ms. Ruth Lowenthal in our electric rate case (Docket No. E002/GR-15-826), our compensation philosophy is to pay employees total compensation that is positioned at the target market median level of similarly-situated companies. We designed the Plan such that the Company must meet strategic business objectives before employees are compensated. In the event that the Company exceeds its goals, employees' total cash compensation levels have the potential to be above market median for that year; if the Company does not achieve its objectives, employees' total cash compensation levels may be below the market median in that year.⁸

⁷ The amount built into the current gas rates results from the Commission's Order in the most recently completed gas rate case (FINDINGS OF FACT, CONCLUSIONS OF LAW, AND ORDER, Docket No. G002/GR-09-1153, December 6, 2010). As noted in Footnote 1, the amount built into the current electric rates results from the Commission's May 11, 2017 oral decision in Docket No. E002/GR-15-826. Since the 2016 payout exceeded target, more was paid out than was collected through rates. See Attachment D. The incentive compensation methodology approved by the Commission excludes long-term incentive compensation and other bonuses, incentives, and incentive compensation exceeding 15 percent of base compensation.

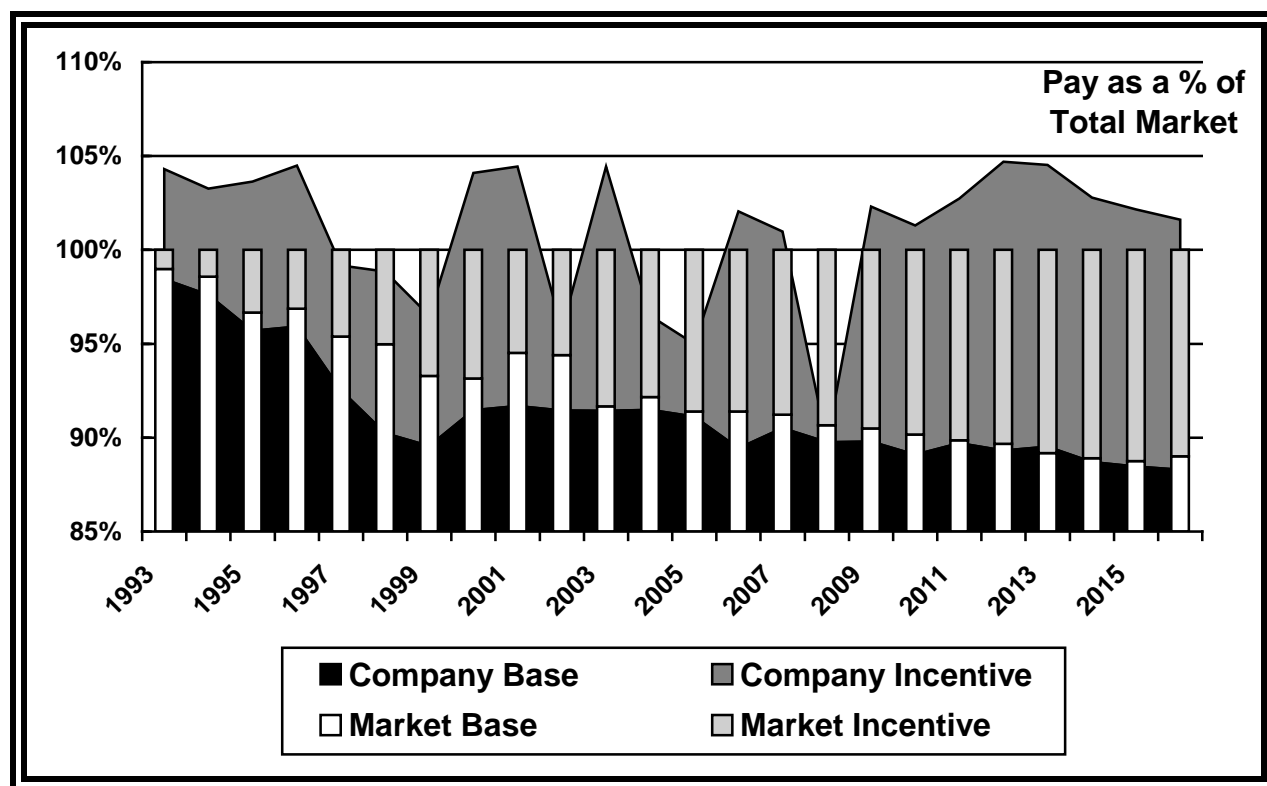
⁸ We note that this may also occur in the case of lower-than-forecasted earnings and/or sales, as was the case with the 2008 Incentive Compensation Plan. See the Company's corrected 2008 Annual Report in Docket Nos. E002/GR-92-1185, G002/GR-92-1186, submitted on June 5, 2009.

Scorecard goals have been designed specifically to drive superior employee performance. We continue to make improvements to our goal-setting process to strike the right balance between setting goals that challenge our employees, while not setting goals so difficult as to serve as a disincentive. Our business units continue to meet and exceed many of the challenging goals set for 2016, as shown in Attachment B, and we believe that performing at target is a success for our workforce.

We note that our general population of workers is increasing, specifically the number of employees at the mid-level who are eligible for incentive pay under the current plan. In other words, even when our scorecard performance results are not as high as in previous years, our costs under the Plan may continue to increase because there is a larger pool of eligible employees.

The graph below illustrates the effect of the Plan’s strategy on non-bargaining employee pay, relative to market. The market, represented by the bars, consists of pay for comparable positions at other relevant companies.

Figure 1: Xcel Energy Inc. Total Pay vs. Market



(Non-bargaining Employees)

In 2016, Xcel Energy continued to pay for performance through the Plan, shown by the area in dark gray in Figure 1. Base pay, shown in black in Figure 1, was approximately 88 percent of the base and incentive market median. The 2016 Plan

payout reflects all eligibility changes, was above target and, on average, employees earned a total cash compensation (combined base and incentive) that was approximately 102 percent of the market median.

Figure 1 represents the total cash compensation we paid Xcel Energy Inc. employees and does not reflect what we have recovered in rates. We note that the Commission's January 14, 1994 Order limited rate recovery of compensation costs to 105 percent of the market median, it did not limit the actual level of compensation paid. For example, while we *paid* our State of Minnesota employees a total incentive pay of \$23,774,717 in 2016 we *collected* \$20,321,236 of these costs from ratepayers.

We believe that our compensation philosophy and continuing commitment to the Plan have positively impacted the following important parts of our business:

- Our ability to attract, retain and motivate valued employees. The incentive compensation component is part of the employee's total compensation and is considered when deciding on employment either as a new recruit or in evaluating other employment opportunities.
- Lowers the cost of our overall compensation by providing an important control that links total compensation to business results.
- Incentivizes strong employee performance and performance improvements, as employees strive to earn incentive pay by delivering appropriate levels of customer service, reliability, and safety results.

CONCLUSION

Xcel Energy respectfully requests that the Commission accept this Annual Report of our 2016 Incentive Compensation Plan.

Dated: May 26, 2017

Northern States Power Company



RESPONSIBLE BY NATURE™

**XCEL ENERGY NON-BARGAINING, EXEMPT EMPLOYEE
ANNUAL INCENTIVE PROGRAM**

Program Year: January 1 – December 31, 2016

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INTRODUCTION

Xcel Energy Inc. (individually and collectively with its affiliates and subsidiaries, “Xcel Energy” or “the Company”) offers a market-based total cash compensation package. Your total cash compensation includes your base salary and the opportunity to earn an annual incentive when the Company achieves its goals.

- Base salary is the fixed component of your total cash compensation. Generally it does not change unless you have a change in your job (such as a promotion), change in your status (such as full time to part time), or have a change in pay (such as an earned base pay increase).
- Xcel Energy’s Annual Incentive Program (the “Program”) is the variable component of your total cash compensation. Variable compensation is not guaranteed pay as it is subject to achievement of goals, including your own performance, and your contribution to team or company results.

The Program will be in effect from January 1 to December 31, 2016 (the “Program Year”), unless amended to end at an earlier date or terminated. In order for the Program to pay out incentive awards for the Program Year, Xcel Energy must meet certain operating goals and a financial based affordability objective. The calculation of your incentive award is primarily based on corporate and business area goal achievement and discretionary based on your individual performance and contribution.

PURPOSE OF THE PROGRAM

Incentive Programs are a variable portion of employee total cash compensation and are directly aligned with the achievement of certain corporate and business area KPIs, and your individual performance and contribution.

Xcel Energy uses the Program to align employees’ goals with corporate and business goals such as our strategic pillars, and to recognize and reward employees for their contributions to superior business performance that result in achieving Xcel Energy’s key performance indicators (or KPIs), including those focused on reliability, our customers and our employees.

The Program also supports the Company’s position as an employer of choice by:

- Maintaining a market-competitive total cash compensation package;
- Fostering the growth and development of employees; and
- Enabling the Company to attract, retain, motivate and reward employees whose performance and contribution meets or exceeds Company expectations.

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PARTICIPATION

The Program applies to regular, full and part-time status employees who are exempt, non-bargaining employees.

Newly hired or rehired employees must be actively employed by and working for Xcel Energy prior to October 1 of the Program Year to be eligible to participate for that Program Year.

Participants must also be actively employed by Xcel Energy on the day the Program award payments are made (typically in the first quarter following the Program Year) in order to receive an incentive award for the prior Program Year.

- Exceptions to active employment on the date awards are paid include: Involuntary Termination (with severance); Retirement; Death; Disability; or Qualified Leave of Absence.

For additional information regarding participation in the Program, see “Program Administration” beginning on page 9.

PERFORMANCE COMPONENTS

The Program for 2016 is based on three performance components: Corporate, Business Area, and Individual performance.

Component	How it is measured
1) Corporate Performance	KPIs include Reliability, Customer and Employee goals. Specific goals are listed on XpressNet at http://xpressnet/Our Company/Planning and Performance/High Level Scorecards
2) Business Area Performance	KPIs link to business programs and scorecards that focus on safety and operational goals that provide value to our customers. Specific goals are listed on XpressNet at http://xpressnet/Our Company/Planning and Performance/High Level Scorecards
3) Individual Performance	Individual performance and contribution as determined by your manager.

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INCENTIVE TARGETS

Incentive targets are based on salary grade and correspond to varying weights or percentages for each of the three performance components: corporate, business area and individual, as shown below.

Salary Plans and Grades ¹			Incentive Target	Components Weights ²		
Exempt	Engineer	Trader		Corporate	Business Area	Individual
M, N, O	--	--	[PROTECTED DATA BEGINS]	10%	15%	75%
--	A, B	--				
P, Q	C	001		20%	20%	60%
--	D, E	--		30%	25%	45%
R, S, T	--	002-006				
U, V	--	--		40%	30%	30%
W	--	--				
X	--	--	[PROTECTED DATA ENDS]			

¹ Does not represent all salary plans. Other grades will be mapped accordingly. Eligibility for each participant is determined by salary plan or grade as tracked in the Human Resources information systems and not based on job title.

² Generally no award will be paid to an employee who was or is on a Performance Improvement Plan (PIP) during or after the Program Year. However, managers will have the discretion to provide awards to these employees in situations where the employee has demonstrated sufficient improvement in performance.

The incentive is subject to proration based on an employee's eligible position(s) during the Program Year. For additional information on prorated awards, see page 10.

For an employee on a Developmental (or Rotational) Assignment, his or her annual incentive target percentage is based on the salary grade of the job held prior to accepting the Developmental (or Rotational) Assignment position.

The payout range for achievement of goals (unless otherwise noted on the scorecard) can be anywhere from zero percent (0%) to one hundred fifty percent (150%), as noted on the following page. In no circumstance will the incentive paid exceed 150% of the employee's incentive target.

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PROGRAM COMPONENTS

Corporate Scorecard – KPI

The 2016 corporate scorecard goals focus on three priorities: Customer; Reliability; and Employee.

Priority	Key Performance Indicator	Threshold (50%)	Target (100%)	Maximum (150%)	KPI Weight
Customer	Customer Loyalty (net promoter score)	30 th Percentile	50 th Percentile	70 th Percentile	10%
	O&M Cost Management (recoverable O&M)	2.5%	1.0%	0.0%	25%
	Public Safety (damages per 1000 locates)	1.45	1.30	1.25	15%
Reliability	Customer Electric Reliability (minutes)	99	92	87	15%
	Power Plant Availability (fossil and nuclear)	83%	87%	91%	15%
Employee	OSHA Recordable Incident Rate*	1.14	0.92	0.85	20%

* If during the year, an employee fatality occurs in the course of business and the Company has achieved greater than threshold performance for the OSHA Recordable Incident Rate, the OSHA Recordable Incident Rate will be decreased to threshold for purposes of calculating the corporate KPI goal result. If during the year, an event resulting in an employee fatality does NOT occur and the Company experiences all of the following three conditions:

- 1) No employee has direct personal contact with an energized primary electric system that results in an OSHA Recordable Incident
- 2) No employee experiences an unplanned natural gas ignition while working on company owned equipment that results in an OSHA Recordable Incident
- 3) The Company has achieved greater than threshold performance for the OSHA Recordable Incident Rate,

Then, the OSHA Recordable Incident Rate will be increased to Maximum for purposes of calculating the corporate KPI goal result.

Results are calculated in this manner:

Goal Achievement	Payout
Below Threshold	0%
Threshold to Target	50 % - 99.99% (based on a linear interpolation)
Target	100%
Target to Maximum	100.1%-149.99% (based on a linear interpolation)
Maximum	150%

Results will be rounded to the second decimal.

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Business Area Scorecard – KPI

Business Area goals relate to operational priorities specific to each business area and are aligned with overall corporate goals. Results are calculated in the same manner as the chart on page 5.

The Individual Component

The purpose of the Individual Component is to focus and reward employees for their individual performance and their contribution to team or company results during the Program Year.

Your manager has discretion to determine your Individual Component award from within a range of 0% to 150% of your individual component target based on your performance and contribution.

Having an individual award range allows management to recognize and differentiate employee performance and contribution consistent with the Company's pay-for-performance philosophy. Differentiation occurs at all levels based on relative performance and contribution as well as the AIP budget available to the business area.

FUNDING THE PROGRAM

A prudent element of the Program is making sure the Company has the ability to pay for the annual incentives. Before the Program will pay any awards, financial targets must be achieved by the Company.

Earnings Per Share Determines Affordability

An affordability trigger, based on EPS at \$2.12, must be achieved before any award can be paid. 2016 EPS is based on continuing operations and shall be adjusted to exclude the positive or negative earnings impacts for any one-time, unusual events if the impact of the event exceeds \$20 million on an after-tax basis.

The Corporate Scorecard results can be multiplied by a funding factor based on EPS. The funding factor is selected by the CEO from an assessment of results and is within the following funding guidelines:

- 50% - 100% for \$2.12 to \$2.20
- 100% - 150% for \$2.21+

In no case will an incentive payment be greater than 150% of Target.

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EXAMPLE OF INCENTIVE AWARD CALCULATION

In summary, incentive award amounts are determined by the following elements:

- The results and weights/percentages of the Corporate Scorecard, Business Area Scorecard, and individual performance
- Salary grade(s) and incentive target(s)
- Eligible base salary
- Company ability to pay incentive - defined as EPS results

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EXAMPLE OF INCENTIVE AWARD CALCULATION (CONTINUED)

Individual Portion of Award:

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The example above is provided for illustrative purposes only and all values are on a pre-tax basis. Final calculations may differ as a result of rounding, eligibility criteria or other administrative guidelines.

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PROGRAM ADMINISTRATION

Effective date of Program The Annual Incentive Program covers a performance period of January 1 to December 31, 2016 and becomes effective at the start of that performance period (January 1). The KPIs that outline the scorecard goals are communicated to employee participants at the start of the performance period.

Approval and Timing of Payment After the 2016 financial statements are released, the Governance, Compensation & Nominating Committee of the Xcel Energy Inc. Board of Directors will review financial, corporate, and business area results. Actual award payments will be made no later than two and a half months following the end of the relevant Program Year.

Form of Payment Annual incentive awards are paid in cash and payment will be made separately from the normal payment of wages. No deferrals can be made to the 401(k) Retirement Savings Program from annual incentive awards. Eligible employees may defer all or a portion of their incentive awards into the Xcel Energy Deferred Compensation Plan (“DCP,” see descriptions for details on eligibility). In addition, the Company, at its discretion, may allow deductions to be made from annual incentive payments to Health Savings Accounts (HSA) as allowable under IRS regulations. The Company will deduct all legally required withholdings on cash payments, DCP deferral elections and/or HSA deduction.

Eligibility You must be considered a regular, non-bargaining exempt (full- or part-time) employee of Xcel Energy at any point during the Program Year. Non Exempt employees, Bargaining Unit employees, employees considered “temporary” and/or are interns, and independent contractors are not eligible to participate in the Program.

Status Changes. If an employee’s status changes from temporary to regular status prior to October 1st of the Program Year, the incentive will be prorated based on the number of days worked after becoming a regular status employee. If the status changes from temporary to regular status after October 1st, the employee will not be eligible to participate for that Program Year.

If an employee’s status changes from non-bargaining to bargaining or vice versa, the incentive will be prorated based on the number of days worked in an eligible non-bargaining status.

Hired or Rehired During Program Year. New employees hired or rehired during the Program Year must be hired or rehired and actively employed by and working for Xcel Energy prior to October 1 of the Program Year to be eligible to participate for that year.

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**Eligibility
(continued)**

Employed on Last Day of Program Year and Date of Payment. You must be an active employee of Xcel Energy on December 31, 2016, and you must have continuous service through the day the incentive award is paid, unless one of the following applies:

- Retirement, death, long-term disability (LTD), Qualified Leave of Absence (unpaid military leave and personal leave), involuntary termination with severance – Eligible for a prorated award based on individual performance during the length of qualifying active service (number of calendar days of service divided by number of calendar days in the Program Year) during the Program Year. Final awards will be calculated and paid at the same time awards are paid to active participants. Deferral and payment elections become null and void.

If you are terminated for any other reason (e.g., voluntary resignation or involuntary termination for cause) during the Program Year, you lose all rights to incentive through the date of your termination and will receive no award.

Generally no award will be paid to an employee who was or is on a Performance Improvement Plan (PIP) during or after the Program Year. However, managers will have the discretion to provide awards to these employees in situations where the employee has demonstrated sufficient improvement in performance.

If you participate in any other Xcel Energy incentive or commission program, or any incentive program established specifically as an alternative to this Program, you are not eligible to participate in the Xcel Energy Non-bargaining Exempt Employee Annual Incentive Program without prior approval. The SVP of HR and Employee Services or his/her designee will resolve any disputes related to Program participation and administration.

Calendar Days

All references in this Program booklet to number of calendar days will be based on 365 days in the year (including leap years).

Award Proration

Incentive awards for the Program Year are prorated as follows:

- An eligible employee who is hired or who is transferred to/from /between an eligible position(s) during the Program Year is eligible for an award based on the number of calendar days employed in a qualifying position. Award basis (incentive target and salary grade) is described on page 4.
- An eligible employee who retires, dies, qualifies for long-term disability (LTD), takes a leave of absence or is involuntarily terminated with severance, is eligible for an award based on the number of calendar days employed by Xcel Energy.

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- An eligible employee who is transferred between business areas is eligible for an award based on the number of calendar days spent in each business area.
- An eligible employee who changes from full-time to part-time status, or vice versa, is eligible for an award based on the period of time within each status. An award range attributable to the full-time service period will be calculated in the same manner as awards are calculated for other full-time employees. In addition, an award range for the part-time service will be calculated in the same manner as other part-time employees. The results of these calculations will be added together and paid as one incentive award.
- An eligible employee who changes salary plans, incentive targets or has an annual salary change will receive an award calculated for each period. The results of these calculations will be added together and paid as one incentive award.
- An employee who voluntarily resigns from Xcel Energy during the Program Year but is rehired and actively working prior to October 1st of the Program Year, forfeits any incentive through the date the employee resigned. However, the employee is eligible for a prorated award based on the number of days worked from the rehire date through the end of the Program Year, as long as the employee remains continuously employed through the date the incentive payment is made.

This list contains the most common proration scenarios. As additional situations arise that impact award proration they will be administered consistent with the scenarios outlined above and program administration practices.

INCENTIVE AWARD PROGRAM RELATED INFORMATION

Chief Executive Officer The Chief Executive Officer (or designee) will have full discretion and final authority to adopt, amend, alter or rescind the Program without advance notice for any reason at his/her sole discretion based upon financial or operating conditions or otherwise.

No Right to Continued Employment No individual shall have any claim or right to be granted an award under the Program, and the granting of an award shall not be construed as giving the participant the right of continued employment with Xcel Energy.

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2016 RESULTS UNDER THE XCEL ENERGY NON-BARGAINING EXEMPT EMPLOYEE ANNUAL INCENTIVE PROGRAM

As described in the Annual Incentive Program booklet, incentive awards are based on several factors. These factors are listed below, along with an example of the calculation of the corporate and business area awards, and the range tied to individual performance. Also included in this document are the final key performance indicator (KPI) results for Corporate and all business areas.

Factors influencing annual incentive awards include:

- Corporate EPS. This is the “trigger” that determines the company’s ability to pay.
- Actual corporate KPI results.
- Actual business area KPI results.
- Participant’s business area (prorated if participant changed business areas during the year).
- Individual performance and contribution as determined by leader
- Annualized base salary (prorated for changes in pay related to job or other pay increase).
- Salary grade target opportunity (prorated if target opportunity and respective weights have changed during the year).
- Number of calendar days of Program participation and other administrative guidelines.

Incentive Targets, Program Components & Weights:

Incentive Targets		Program Components & Weights		
Exempt Salary Grade	Target	Corporate	Business Area	Individual
M, N, O	[PROTECTED DATA BEGINS]	10%	15%	75%
Engineer A, B		10%	15%	75%
P, Q, Engineer C, TR1		20%	20%	60%
Engineer D, E		30%	25%	45%
R, S, T, TR2-6		30%	25%	45%
U, V		40%	30%	30%
W		40%	30%	30%
X	PROTECTED DATA ENDS]	40%	30%	30%

2016 Program Year

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EXAMPLE OF INCENTIVE AWARD CALCULATION

The influencing factors are:

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Note: The example is provided for illustrative purposes only. Values shown are on a pre-tax basis. Actual final calculations may differ as a result of rounding or due to other administrative guidelines.

2016 Program Year

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2016 KPI Results						
Corporate						
KPI	Threshold (50% payout)	Target (100% payout)	Maximum (150% payout)	Actual Results	Weight	Result %
Customer Loyalty (Net Promoter Score)	30 th Percentile	50 th Percentile	70 th Percentile	56 th Percentile	10%	11.50%
O&M Cost Management (Recoverable O&M)	2.5%	1.0%	0%	-0.4%	25%	37.50%
Public Safety (damages per 1000 locates)	1.45	1.30	1.25	1.34	15%	13.00%
Customer Electric Reliability (SAIDI)	99	92	87	92	15%	15.00%
Power Plant Availability (unplanned outage rate)	83%	87%	91%	87%	15%	15.00%
Employee Safety (OSHA Recordable Incident Rate) ¹	1.14	0.92	0.85	1.02	20%	30.00%
Total					100%	122.00%

⁽¹⁾ The OSHA Recordable Incident Rate will be reduced to Threshold level if an employee fatality occurs or increased to Maximum level if no employee fatality occurs and there are no direct personal primary voltage electrical contacts, unplanned natural gas ignitions and the OSHA Recordable Incident Rate is above Threshold.

For incentive calculation purposes, find your Corporate weight and the result value:

Salary Plan/Grade	Weight	Incentive Weight Results (Weight * Total Results %)
M, N, O	10%	12.200%
Engineer A, B	10%	12.200%
P, Q, Engineer C, TR1	20%	24.400%
Engineer D, E	30%	36.600%
R, S, T, TR2-6	30%	36.600%
U, V	40%	48.800%
W	40%	48.800%
X	40%	48.800%

The Corporate weight is subject to proration based on an employee's eligible position(s) during the Program Year.

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2016 KPI Results						
Operations						
KPI	Threshold (50% pay-out)	Target (100% payout)	Maximum (150% payout)	Actual Results	Weight	Result %
Overall Customer Satisfaction	84.00%	88.00%	92.00%	86.00%	15%	11.25%
Customer Perceived Outage Estimate Completed Transactions & EPS Contribution Accuracy - Transactional Survey	65%	71%	77%	72%	10%	10.83%
Cost per Customer – Electric	\$274	\$268	\$262	\$262	15%	22.50%
Cost per Customer - Gas	\$102	\$100	\$98	\$99	10%	12.50%
Quarterly Connections Completed	80%	90%	N/A	99%	10%	10.00%
PTT Index	50%	100%	150%	107%	20%	21.40%
Early-Stage Transaction Process	2	3	N/A	10	10%	10.00
Completed Transactions & EPS Contribution	1/\$0.005	2/\$0.01	3/\$0.015	3/\$0.024	10%	15.00
Total					100%	113.48%

For incentive calculation purposes, find your Business Area weight and the result value:

Salary Plan/Grade	Weight	Incentive Weight Results (Weight * Total Results %) With Reliability KPI
M, N, O	15%	17.022%
Engineer A, B	15%	17.022%
P, Q, Engineer C, TR1	20%	22.696%
Engineer D, E	25%	28.370%
R, S, T, TR2-6	25%	28.370%
U, V	30%	34.044%
W	30%	34.044%
X	30%	34.044%

The Business Area weight is subject to proration based on an employee's eligible position(s) during the Program Year.

2016 Program Year

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2016 KPI Results						
General Counsel						
KPI	Threshold (50% payout)	Target (100% payout)	Maximum (150% payout)	Actual Results	Weight	Result %
Regulated ROE	9.0%	9.1%	9.2%	9.0%	40%	20.00%
Quarterly Connections Completed	80%	90%	N/A	98%	10%	10.00%
PTT: Human Capital Index	61%	64%	67%	62%	10%	6.67%
Completed Transactions and EPS Contribution	1/\$0.005	2/\$0.01	3/\$0.015	3/\$0.24	10%	15.00%
Successful Resolution of Significant Priorities	Achieve overall weighed average 50% of Operational Excellence Matrix	Achieve overall weighed average 75% of Operational Excellence Matrix	Achieve overall weighed average 100% of Operational Excellence Matrix	Achieved 55% of Operational Excellence Matrix	20%	12.00%
Legal Spend Percent of Revenue	0.45%	0.31%	0.25%	0.30%	10%	10.83%
Total					100%	74.50%

For incentive calculation purposes, find your Business Area weight and the result value:

Salary Plan/Grade	Weight	Incentive Weight Results (Weight * Total Results %)
M, N, O	15%	11.175%
Engineer A, B	15%	11.175%
P, Q, Engineer C, TR1	20%	14.900%
Engineer D, E	25%	18.625%
R, S, T, TR2-6	25%	18.625%
U, V	30%	22.350%
W	30%	22.350%
X	30%	22.350%

The Business Area weight is subject to proration based on an employee's eligible position(s) during the Program Year.

2016 Program Year

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2016 KPI Results						
Nuclear						
KPI	Threshold (50% payout)	Target (100% payout)	Maximum (150% payout)	Actual Results	Weight	Result %
NRC ROP (3 Unit Average)	Column 2	Column 1	All units Column 1 with no cross cut theme	1.3	15%	12.75%
Production Costs per MWh	\$37.47	\$35.75	\$34.16	\$33.15	15%	22.50%
INPO Plant Per- formance Index (Plant Average)	75	78	80	82	15%	22.50%
Outage Duration (Days)	50	40	35	36	20%	28.00%
Capital Budget and Schedule Adherence (Points)	50	100	150	134	10%	13.40%
Quarterly Connections Completed	80%	90%	N/A	99%	10%	10.00%
PTT Index	50%	100%	150%	107%	15%	16.05%
Total					100%	125.20%

For incentive calculation purposes, find your Business Area weight and the result value:

Salary Plan/Grade	Weight	Incentive Weight Results (Weight * Total Results %)
M, N, O	15%	18.780%
Engineer A, B	15%	18.780%
P, Q, Engineer C, TR1	20%	25.040%
Engineer D, E	25%	31.300%
R, S, T, TR2-6	25%	31.300%
U, V	30%	37.560%
W	30%	37.560%
X	30%	37.560%

The Business Area weight is subject to proration based on an employee's eligible position(s) during the Program Year.

2016 Program Year

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2016 KPI Results						
Corporate Secretary & Executive Services						
KPI	Threshold (50% payout)	Target (100% payout)	Maximum (150% payout)	Actual Results	Weight	Result %
Earned Media Effectiveness (Positive Mentions)	1,702	1,875	1,960	1,980	20%	30.00%
Paid Media Opinion	Maintain Q1 & Q2 Results (55%)	Q3 & Q4 Results 4% over Q1 & Q2 Results (59%)	Q3 & Q4 Results 6% over Q1 & Q2 Results (61%)	55%	20%	10.00%
Regulated Return on Equity (ROE)	9.0%	9.1%	9.2%	9.0%	35%	17.50%
Quarterly Connections Completed	80%	90%	N/A	99%	10%	10.00%
PTT Human Capital Index	61	64	67	62	15%	10.00%
CCBC Program Assessment Action Plan	3 of 4 Milestones Achieved by Due Date	4 of 4 Milestones Achieved by Due Date	N/A	3 of 4 Milestones Achieved	0%	0.00%
Total					100%	77.50%

For incentive calculation purposes, find your Business Area weight and the result value:

Salary Plan/Grade	Weight	Incentive Weight Results (Weight * Total Results %)
M, N, O	15%	11.625%
Engineer A, B	15%	11.625%
P, Q, Engineer C, TR1	20%	15.500%
Engineer D, E	25%	19.375%
R, S, T, TR2-6	25%	19.375%
U, V	30%	23.250%
W	30%	23.250%
X	30%	23.250%

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2016 Program Year

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2016 KPI Results						
Financial Operations						
KPI	Threshold (50% payout)	Target (100% payout)	Maximum (150% payout)	Actual Results	Weight	Result %
Regulated ROE	9.0%	9.1%	9.2%	9.0%	30%	15.00%
P/E Ratio % compared to peer group daily average	100%	103%	106%	106%	5%	7.50%
Quarterly Connections Completed	80%	90%	N/A	100%	10%	10.00%
Early-Stage Transaction Progress	2	3	N/A	10	15%	15.00%
Completed Transactions and EPS Contribution	1/\$0.005	2/\$0.01	3/\$0.015	3/\$0.024	10%	15.00%
PTT Index	50%	100%	150%	107%	30%	32.10%
Total					100%	94.60%

For incentive calculation purposes, find your Business Area weight and the result value:

Salary Plan/Grade	Weight	Incentive Weight Results (Weight * Total Results %)
M, N, O	15%	14.190%
Engineer A, B	15%	14.190%
P, Q, Engineer C, TR1	20%	18.920%
Engineer D, E	25%	23.650%
R, S, T, TR2-6	25%	23.650%
U, V	30%	28.380%
W	30%	28.380%
X	30%	28.380%

The Business Area weight is subject to proration based on an employee's eligible position(s) during the Program Year.

2016 Program Year

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2016 KPI Results						
Utilities & Corporate Services						
KPI	Threshold (50% payout)	Target (100% payout)	Maximum (150% payout)	Actual Results	Weight	Result %
Rate/Rider Changes	3.5%	3.0%	2.5%	2.7%	10%	13.00%
% Customer Digital Transactions	49%	51%	53%	51%	15%	15.00%
Regulated ROE	9.0%	9.1%	9.2%	9.0%	25%	12.50%
Quarterly Connections Completed	80%	90%	N/A	99%	10%	10.00%
PTT Index	50%	100%	150%	107%	15%	16.05%
Competed Transactions and EPS Contribution	1/\$0.005	2/\$0.01	3/\$0.015	3/\$0.024	10%	15.00%
IT SAIDI (minutes)	200	100-156	77	130	15%	15.00%
Total					100%	96.55%

For incentive calculation purposes, find your Business Area weight and the result value:

Salary Plan/Grade	Weight	Incentive Weight Results (Weight * Total Results %)
M, N, O	15%	14.483%
Engineer A, B	15%	14.483%
P, Q, Engineer C, TR1	20%	19.310%
Engineer D, E	25%	24.138%
R, S, T, TR2-6	25%	24.138%
U, V	30%	28.965%
W	30%	28.965%
X	30%	28.965%

The Business Area weight is subject to proration based on an employee's eligible position(s) during the Program Year.

2016 Program Year

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Northern States Power Company
2016 Incentive Compensation
SUMMARY
Annual Incentive Plan summary for 2016
Amounts are \$s

Docket Nos. E002/GR-92-1185
G002/GR-92-1186
E,G002/M-17-____
Attachment C
Page 1 of 1

	<u>Total</u>	<u>Electric</u>	<u>Gas</u>
(1) AIP paid, State of Minnesota jurisdictional amount	23,774,717	22,443,649	1,331,068
(2) Amount eligible for recovery. Excludes AIP over 15% of base pay.	19,237,706	18,114,695	1,123,011
(3) Amount approved in base rates	20,321,236	19,393,351	927,885
(4) Percent recovered	85.5%	86.4%	69.7%
(5) Ratepayer refund	-	-	-

NOTES

- (1) From line 16 on Attachment E
- (2) From line 15, columns H and L on Attachment E
- (3) Electric amount approved in settlement of Docket E002/GR-15-826, gas amount from Docket G002/GR-09-1153
- (4) Ratio of line 3 to line 1
- (5) Refund occurs if jurisdictional amount paid (line 1) is less than amount in base rates (line 3)

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Northern States Power Company
 2016 Incentive Compensation
 AMOUNTS PAID
 Annual Incentive Plan Summary for 2016
 Amounts are \$\$

Docket Nos. E002/GR-92-1185
 G002/GR-92-1186
 E,G002/M-17-____
 Attachment D
 Page 1 of 1

A B C D E F G H = B + E I = C + F

	A	Employee			Executive			All Employees		
		Up to 15% of base pay	Over 15% of base pay	Employee Total	[PROTECTED DATA BEGINS]			Up to 15% of base pay	Over 15% of base pay	
	Total				Up to 15% of base pay	Over 15% of base pay	Executives Total			
NSPM Employees										
(1) Corporate Support	2,215,688	1,780,336	193,950	1,974,286				1,828,336	387,352	
(2) Gas Operations	145,903	141,082	4,821	145,903				141,082	4,821	
(3) Nuclear Production	12,602,893	10,191,994	2,026,317	12,218,311				10,265,495	2,337,398	
(4) Non-Nuclear Production	1,583,282	1,454,069	129,213	1,583,282				1,454,069	129,213	
(5) Transmission	366,915	352,480	14,435	366,915				352,480	14,435	
(6) Distribution	1,244,315	1,150,817	93,498	1,244,315				1,150,817	93,498	
(7) NSPM TOTAL	18,158,995	15,070,778	2,462,234	17,533,012				15,192,278	2,966,717	
XES Employees										
(8) Corporate Support	24,158,876	16,439,031	3,090,868	19,529,899				17,133,531	7,025,345	
(9) Gas Operations	1,543,024	1,265,087	277,937	1,543,024				1,265,087	277,937	
(10) Nuclear Production	-	-	-	-				-	-	
(11) Non-Nuclear Production	6,759,399	5,829,457	929,942	6,759,399				5,829,457	929,942	
(12) Transmission	4,952,591	4,508,804	443,787	4,952,591				4,508,804	443,787	
(13) Distribution	3,242,934	2,723,606	519,328	3,242,934				2,723,606	519,328	
(14) XES TOTAL	40,656,824	30,765,985	5,261,862	36,027,847				31,460,485	9,196,339	
					PROTECTED DATA ENDS]					
(15) TOTAL NSPM and XES	58,815,819	45,836,763	7,724,096	53,560,859	816,000	4,438,960	5,254,960	46,652,763	12,163,056	

Northern States Power Company
2016 Incentive Compensation
JURISDICTIONAL CALCULATIONS
Calculation of Electric and Gas retail jurisdictional amounts
Amounts are \$

	A (Att. D, col H)	B (Att. D, col I)	C	D	E	F	G	H = A * D * G	I = B * D * G	J	K	L = A * E * K	M = B * E * K	
			MN Co			State of MN Electric				State of MN Gas				
	Up to 15% of base pay	Over 15% of base pay	Utility allocation method	Electric	Gas	Jurisdiction allocation method	Utility % to Jurisdiction	Amount Eligible for Recovery	Amount Excluded from Recovery	Jurisdiction allocation method	Utility % to Jurisdiction	Amount Eligible for Recovery	Amount Excluded from Recovery	
NSPM Employees														
(1)	Corporate Support	1,828,336	387,352	labor	90.5%	9.5%	2 Step Factor	87.31%	\$ 1,444,751	\$ 306,085	Customers	89.21%	\$ 154,955	\$ 32,829
(2)	Gas Operations	141,082	4,821	labor	54.6%	45.4%	Customers	87.29%	67,238	2,298	Customers	89.21%	57,142	1,953
(3)	Nuclear Production	10,265,495	2,337,398	direct	100.0%	0.0%	Demand*	73.82%	7,578,191	1,725,513	N/A	-	-	
(4)	Non-Nuclear Production	1,454,069	129,213	direct	98.3%	1.7%	Demand*	73.82%	1,055,174	93,766	Customers	89.21%	22,053	1,960
(5)	Transmission	352,480	14,435	direct	99.6%	0.4%	Demand*	73.82%	259,167	10,614	Customers	89.21%	1,258	52
(6)	Distribution	1,150,817	93,498	customers	63.3%	36.7%	Customers	87.29%	635,861	51,660	Customers	89.21%	376,789	30,612
(7)	NSPM TOTAL	15,192,278	2,966,717					\$ 11,040,382	\$ 2,189,937			\$ 612,197	\$ 67,405	
XES Employees														
(8)	Corporate Support	17,133,531	7,025,345	labor	27.9%	1.1%	2 Step Factor	87.31%	\$ 4,173,875	\$ 1,711,434	Customers	89.21%	\$ 168,138	\$ 68,942
(9)	Gas Operations	1,265,087	277,937	labor	6.3%	22.7%	Customers	87.29%	69,569	15,284	Customers	89.21%	256,196	56,286
(10)	Nuclear Production	-	-	direct	100.0%	0.0%	Demand*	73.82%	-	-	N/A	-	-	
(11)	Non-Nuclear Production	5,829,457	929,942	direct	28.9%	0.2%	Demand*	73.82%	1,243,689	198,399	Customers	89.21%	10,401	1,659
(12)	Transmission	4,508,804	443,787	direct	28.9%	0.2%	Demand*	73.82%	961,933	94,680	Customers	89.21%	8,045	792
(13)	Distribution	2,723,606	519,328	customers	26.3%	2.8%	Customers	87.29%	625,248	119,220	Customers	89.21%	68,034	12,973
(14)	XES TOTAL	31,460,485	9,196,339					\$ 7,074,313	\$ 2,139,017			\$ 510,814	\$ 140,652	
(15)	TOTAL NSPM and XES	46,652,763	12,163,056					18,114,695	4,328,954			1,123,011	208,057	
(16)							Total State of MN Electric		22,443,649	Total State of MN Gas			1,331,068	

ALLOCATION FACTOR CALCULATIONS

NSPM allocators	Units	Total	Electric		Gas	% to NSPM	Electric		Gas	Total
			\$	\$	\$		%	%		
Corporate Support	labor, \$000s	\$ 17,283	\$ 15,648	\$ 1,635		100.0%	90.5%	9.5%		100.0%
Gas Operations	labor, \$000s	\$ 3,510	\$ 1,915	\$ 1,594		100.0%	54.6%	45.4%		100.0%
Non-Nuclear Production	labor, \$000s	\$ 77,100	\$ 75,795	\$ 1,306		100.0%	98.3%	1.7%		100.0%
Transmission	labor, \$000s	\$ 21,927	\$ 21,828	\$ 99		100.0%	99.6%	0.4%		100.0%
Distribution	cust bills 000s	\$ 62,382	\$ 39,483	\$ 22,898		100.0%	63.3%	36.7%		100.0%
XES dollars										
Corporate Support	labor, \$000s	\$ 100,527	\$ 96,581	\$ 3,945		29.1%	27.9%	1.1%		29.0%
Gas Operations	labor, \$000s	\$ 2,484	\$ 541	\$ 1,942		29.1%	6.3%	22.7%		29.0%
Non-Nuclear Production	labor, \$000s	\$ 21,684	\$ 21,556	\$ 128		29.1%	28.9%	0.2%		29.1%
Transmission	labor, \$000s	\$ 21,701	\$ 21,580	\$ 121		29.1%	28.9%	0.2%		29.1%
Distribution	cust bills 000s	\$ 5,028	\$ 4,544	\$ 484		29.1%	26.3%	2.8%		29.1%

Notes:

* Reflects costs allocated to Minnesota Electric Jurisdiction net of Interchange Billings to NSPW

CERTIFICATE OF SERVICE

I, Lynnette Sweet, hereby certify that I have this day served copies of the foregoing document on the attached list of persons.

xx by depositing a true and correct copy thereof, properly enveloped with postage paid in the United States mail at Minneapolis, Minnesota

xx electronic filing

**DOCKET NOS. E002/GR-92-1185
 G002/GR-92-1186
 E,G002/M-17-____
 MISCELLANEOUS ELECTRIC AND GAS**

Dated this 26th day of May 2017

/s/

Lynnette Sweet
Regulatory Administrator

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