



Fredrikson & Byron, P.A.
Attorneys and Advisors

60 South Sixth Street, Suite 1500
Minneapolis, MN 55402-4400
Main: 612.492.7000
fredlaw.com

July 15, 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

Dear Ms. Bergman:

On behalf of Midwater BESS, LLC (Midwater), this letter includes potential revisions to the proposed permit conditions Tuma New 11.b, c, d, and e filed to the above-referenced matters on July 13, 2026. Midwater's proposed revisions are included in *green italics*. Midwater looks forward to discussing these potential revisions during the July 16, 2026 decision meeting.

Sincerely,

FREDRIKSON & BYRON, P.A.

/s/ Jeremy P. Duehr

Jeremy P. Duehr
Direct Dial: 612.492.7413
Email: jduehr@fredlaw.com

JPD

Tuma New 11.b. Modify special condition 5.24 as follows:

The ~~Applicant~~ Permittee shall construct ~~their~~ its stormwater basins to accommodate a 1.5” design rainfall depth ~~inline and be consistent~~ with the specifications and recommendations made by the Citizen Advisory Task Force, *to the extent consistent with MPCA stormwater management design requirements*. The Permittee must develop a stormwater basin maintenance plan consistent with the Advisory Task Force recommendations and must allow the Shell Rock River Watershed District access to the stormwater facilities for inspection and approval.

Tuma New 11.c. Adopt the following site permit condition:

The Permittee must acquire and maintain general liability insurance, including sudden and accidental pollution coverage; umbrella liability coverage; and environmental impairment liability insurance, *or equivalent*, from the commencement of construction through operation and decommissioning of the battery energy storage system facility. Additionally, Midwater BESS’s contractor must carry contractor’s pollution liability insurance throughout construction. The insurance must meet or exceed the coverage described in Midwater BESS’s July 7, 2026 response to Information Request 1.1. Coverage limits shall be determined by a qualified professional’s risk assessment *of a credible worst-case scenario at the project* and are subject to approval by the Commission’s Executive Secretary.

At least 30 days before the preconstruction meeting, the Permittee must file *a summary of its proposed insurance program for construction, operation and decommissioning-proof of insurance meeting the above requirements together with a commitment from insurers to provide said coverage* along with an explanation of ~~why~~ *how* these amounts are *consistent with the qualified professional’s risk assessment of a credible worst-case scenario event at the project* ~~sufficient~~.

The Commission’s Executive Secretary is authorized to ~~solicit comments and~~ approve if the insurance coverage is adequate.

~~Additionally, the~~ The Permittee shall *file a certificate of construction insurance at least 5 days prior to the commencement of construction and* provide Freeborn County a certificate of insurance annually throughout construction, ~~operation, and decommissioning~~.

The Permittee shall file a certificate of operation insurance at least 5 days prior to commercial operation and provide Freeborn County a certificate of insurance annually throughout operation and decommissioning.

Tuma New 11.d. Replace special condition 5.23 with the following:

Midwater BESS, LLC's (Midwater) parent company, Spearmin *Renewable Development Company, LLC Energy, LLC* (Guarantor), must execute a Parental Guaranty, approved by the Commission's Executive Secretary, obligating the Guarantor to perform or pay for remediation of any environmental or other damage ~~arising out of~~ *caused by* the construction, operation, or decommissioning of the Project if Midwater fails or is unable to pay or perform *or if the insurance or financial surety required under the permit is insufficient to cover said costs*, including but not limited to pollution into the Shell Rock River watershed or a fire or thermal runaway event. The guaranty shall also include Guarantor responsibility for any failure by Midwater to perform any obligations under the site or route permit for the Project, including but not limited to decommissioning the BESS and restoring the site at the end of its service life. *The form of parent guarantee may include reasonable language to establish that the purpose of the guarantee is for the parent company to serve as the guarantor of last resort and that the parent company shall only be liable to the extent i) the Permittee fails to fulfil its obligations under the site or route permit, ii) any applicable insurance coverage has been denied, exhausted, or is otherwise unavailable, and iii) any financial surety posted by or on behalf of the Permittee has been exhausted.* The State of Minnesota, including all agencies and political subdivisions thereof ~~and any others damaged by the construction of or operation of the Project~~ shall be designated beneficiaries.

At least 30 days before the preconstruction meeting, Midwater must file the fully executed guaranty. Midwater must include with this filing an explanation of how the parental guaranty addresses the liability of successors and assigns of Spearmin *Renewable Development Company, LLC Energy*, the ability of the guaranty to be enforced against Spearmin *Renewable Development Company, LLC Energy* in Minnesota courts, and, at the time of the filing, a discussion of Spearmin *Renewable Development Company's Energy's* financial resources and insurance coverage available to Midwater and Spearmin *Renewable Development Company Energy* to respond to and remediate impacts of a fire, thermal runaway event, or other pollution into the Shell Rock River watershed *caused by the project*.

The Commission's Executive Secretary is authorized to ~~solicit comments and to~~ approve the parental guaranty.

Additionally, the Permittee must make annual compliance filings demonstrating that Spearmin *Renewable Development Company, LLC Energy, LLC*, has sufficient financial resources and insurance to cover a *credible* worst-case-scenario event *at the project*.

New 11.e. Adopt the following site permit condition:

At least 30 days before the preconstruction meeting, the Permittee shall file a proposal for a decommissioning and environmental remediation fund, with funding beginning at the commencement of construction. Financial assurance shall be in the form of a security bond agreement, escrow account, reserve fund, or other form of security that will ultimately fund any

environmental damage caused by the Project and fund decommissioning and site restoration after Project operations cease. The proposal shall address the form of financial assurance, amount, and schedule for funding, with an explanation demonstrating that the proposal is sufficient to cover decommissioning and restoration at the end of the Project's service life as well as responding to and remediating any potential environmental damage caused by the Project's construction, operation, or decommissioning, including but not limited to pollution into the Shell Rock River watershed or a fire or thermal runaway event.

The Commission's Executive Secretary is authorized to ~~solicit comments and~~ approve the decommissioning and environmental remediation fund proposal.

**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**

CERTIFICATE OF SERVICE

**MPUC Docket Nos. IP-7138/ESS-24-294;
TL-24-295**

Breann L. Jurek certifies that on the 15th day of July, 2026, she e-filed on behalf of Midwater BESS, LLC, a true and correct copy of the potential revisions to the proposed permit conditions Tuma New 11.b, c, d, and e, with the Minnesota Public Utilities Commission via eDockets (www.edockets.state.mn.us). Said document was also served as designated on the Official Service Lists on file with the Minnesota Public Utilities Commission and as attached hereto.

Executed on: July 15, 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	Official 24-294
2	Thomas	Brett	tbrett@fredlaw.com	Fredrikson & Byron, P.A.		60 South Sixth Street, Suite 1500 Minneapolis MN, 55402 United States	Electronic Service		No	Official 24-294
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	Official 24-294
4	Generic	Commerce Attorneys	commerce.attorneys@ag.state.mn.us		Office of the Attorney General - Department of Commerce	445 Minnesota Street Suite 600 St. Paul MN, 55101 United States	Electronic Service		Yes	Official 24-294
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	Official 24-294
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	Official 24-294
7	Eric	Hansen	eric.hansen@westwoodps.com	Westwood Professional Services		7699 Anagram Drive Eden Prairie MN, 55344 United States	Electronic Service		No	Official 24-294
8	Jacques	Harvieux	jacques.harvieux@state.mn.us		Public Utilities Commission	121 7th Place East Suite 350 Saint Paul MN, 55101-2147 United States	Electronic Service		No	Official 24-294
9	Breann	Jurek	bjurek@fredlaw.com	Fredrikson & Byron PA		60 S Sixth St Ste 1500 Minneapolis MN, 55402 United States	Electronic Service		No	Official 24-294
10	Richard	Kolodziejcki	rkolodziejcki@ncsrcc.org	North Central States Regional Council of Carpenters		700 Olive St St. Paul MN, 55130 United States	Electronic Service		No	Official 24-294
11	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	Official 24-294

#	First Name	Last Name	Email	Organization	Agency	Address	Delivery Method	Alternate Delivery Method	View Trade Secret	Service List Name
12	Molly	Leisen	mleisen@fredlaw.com	Fredrikson & Byron P.A.		60 South Sixth Street Suite 1500 Minneapolis MN, 55402 United States	Paper Service		No	Official 24-294
13	Mary	Matze	mmatze@spearmintenergy.com	Spearmint Energy		2916 N. Miami Ave., Suite 830 Miami FL, 33127 United States	Electronic Service		No	Official 24-294
14	Megan	McKenzie	megan.mckenzie@state.mn.us		Office of Administrative Hearings	PO Box 64620 St Paul MN, 55164 United States	Electronic Service		No	Official 24-294
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	Official 24-294
16	Peter	Rood	prood@spearmintenergy.com	Spearmint Energy		2916 N. Miami Ave., Suite 830 Miami FL, 33127 United States	Electronic Service		No	Official 24-294
17	Nathaniel	Runke	nrunke@local49.org			611 28th St. NW Rochester MN, 55901 United States	Electronic Service		No	Official 24-294
18	Janet	Shaddix Elling	jshaddix@janetshaddix.com	Shaddix And Associates		7400 Lyndale Ave S Ste 190 Richfield MN, 55423 United States	Electronic Service		No	Official 24-294
19	Jim	Sullivan	jim.sullivan@state.mn.us		Public Utilities Commission	Minnesota Public Utilities Commission 121 7th Place E, Suite 350 Saint Paul MN, 55101 United States	Electronic Service		No	Official 24-294

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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	Official 24-295
2	Tom	Brett	tbrett@fredlaw.com	Fredrikson and Byron, P.A.		60 South 6th St #1500 Minneapolis MN, 55108 United States	Electronic Service		No	Official 24-295
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	Official 24-295
4	Generic	Commerce Attorneys	commerce.attorneys@ag.state.mn.us		Office of the Attorney General - Department of Commerce	445 Minnesota Street Suite 600 St. Paul MN, 55101 United States	Electronic Service		Yes	Official 24-295
5	MP Regulatory	Compliance	mpregulatorycompliance@mnpower.com	Minnesota Power		30 W Superior St. Duluth MN, 55802 United States	Electronic Service		No	Official 24-295
6	Martin	Donovan	martin.donovan@state.mn.us		Department of Natural Resources	500 Lafayette Road St Paul MN, 55155 United States	Electronic Service		No	Official 24-295
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	Official 24-295
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	Official 24-295
9	Jacques	Harvieux	jacques.harvieux@state.mn.us		Public Utilities Commission	121 7th Place East Suite 350 Saint Paul MN, 55101-2147 United States	Electronic Service		No	Official 24-295
10	Richard	Kolodziejski	rkolodziejski@ncsrcc.org	North Central States Regional Council of Carpenters		700 Olive St St. Paul MN, 55130 United States	Electronic Service		No	Official 24-295
11	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	Official 24-295

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12	Discovery	Manager	discoverymanager@mnpower.com	Minnesota Power		30 W Superior St Duluth MN, 55802 United States	Electronic Service		No	Official 24-295
13	Mary	Matze	mmatze@spearmintenergy.com	Spearmint Energy		2916 N. Miami Ave., Suite 830 Miami FL, 33127 United States	Electronic Service		No	Official 24-295
14	Megan	McKenzie	megan.mckenzie@state.mn.us		Office of Administrative Hearings	PO Box 64620 St Paul MN, 55164 United States	Electronic Service		No	Official 24-295
15	Marcus	Raines	marcus.raines@nmrcc.com	Millwrights Local 548		730 Olive St St. Paul MN, 55130 United States	Electronic Service		No	Official 24-295
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19	Jim	Sullivan	jim.sullivan@state.mn.us		Public Utilities Commission	Minnesota Public Utilities Commission 121 7th Place E, Suite 350 Saint Paul MN, 55101 United States	Electronic Service		No	Official 24-295
20	Claire	Vatalaro	cvatalaro@allete.com	Allete		30 W Superior St Duluth MN, 55802 United States	Electronic Service		No	Official 24-295