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March 27, 2020

—Via Electronic Filing—

Will Seuffert
Executive Secretary
Minnesota Public Utilities Commission
121 7th Place East, Suite 350
St. Paul, MN 55101-2147

RE: COMPLIANCE FILING
SHERCO UNIT 3 LITIGATION SETTLEMENT OF LAWSUIT AGAINST GE
DOCKET NO. E999/AA-18-373
DOCKET NO. E999/AA-17-492
DOCKET NO. E999/AA-16-523
DOCKET NO. E999/AA-14-579
DOCKET NO. E002/GR-13-868
DOCKET NO. E002/GR-12-961

Dear Mr. Seuffert:

Northern States Power Company, doing business as Xcel Energy, submits this filing in compliance with Order Point 3 of the April 11, 2019 ORDER AUTHORIZING SHERCO UNIT 3 RATEPAYER REFUND AMOUNT AND METHOD AND REQUIRING COMPLIANCE FILING in the above-referenced dockets.

Order Point 3 requires the Company to file status updates regarding the filing of any appeals in the Sherco Unit 3 litigation and thereafter when the Court of Appeals issues any orders related to the Appeals. Aegis Insurance Services, LTD and a number of other interested insurers and subrogees of Northern States Power Company and Southern Minnesota Municipal Power Agency filed an appeal with Minnesota Court of Appeals on April 25, 2019. The case has been docketed as A19-0640.

On March 9, 2020, the Appellants in the case requested further review by the Minnesota Supreme Court in response to the February 10, 2020 Court of Appeals

unpublished opinion affirming the district court's judgment in favor of General Electric. The petition for further review is included as Attachment A.

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 me at ryan.j.long@xcelenergy.com or 612-215-4659 or Martha Hoschmiller at martha.e.hoschmiller@xcelenergy.com or 612-330-5973 if you have any questions regarding this filing.

Sincerely,

/s/

RYAN J. LONG
LEAD ASSISTANT GENERAL COUNSEL

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A19-0640

FILED

March 9, 2020

**OFFICE OF
APPELLATE COURTS**

**State of Minnesota
In Supreme Court**

Aegis Insurance Services, LTD., and other interested insurers
as subrogees of Northern States Power Co. and Southern
Minnesota Municipal Power Agency,

Petitioners,

vs.

General Electric Company, et al.,

Respondents.

**PETITION FOR REVIEW
OF COURT OF APPEALS' DECISION FILED
February 10, 2020**

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STATEMENT OF THE CASE AND FACTS

In 2011, a low-pressure turbine in NSP's Sherco 3 power-generating unit exploded due to undetected Stress Corrosion Cracking (SCC). (P.A.2). Damages were stipulated to be \$299,624,502. (*Id.*)

After installing the turbine in the 1980s, GE provided ongoing safety advice to NSP. (P.A.3). In 1993, GE issued Technical Information Letter (TIL) 1121-3AR1 advising that operators need not inspect on time-specific intervals for SCC in low-pressure turbines, and instead inspect only if "abnormal events" or "operational anomalies" occurred. (*Id.*) Because no such events had occurred, NSP performed other routine inspections but not the one TIL 1121-3AR1 would have required if there had been an abnormal event. (Doc.480 p.582:14-17).

By 2008, years before the failure, GE learned that SCC occurs over time, even in the absence of abnormal events. (Tr.Exh.38; Apls.Add.98-99; Doc.478 pp.949:21-953:9, 962:11-963:13). Although GE advised some operators to inspect on time-specific intervals for SCC, GE never advised NSP. (Tr.Exh.38; Doc.480 pp.565:14-17, 582:22-583:4). To the contrary, when NSP specifically inquired, GE confirmed that TIL 1121-3AR1 still applied and time-specific inspections were not required. (Tr.Exh.38; Doc.474 pp.239:19-250:7; Doc.480 pp.560:11-561:4). If GE had recommended time-specific inspections, NSP would have inspected, discovered the SCC, and avoided the failure. (Doc.480 pp.582:22-583:5).

Plaintiffs are subrogees of NSP and brought this action against GE. The district court initially dismissed the action based on the economic-loss doctrine, but the court of

appeals reversed, concluding that the claims were based on duties imposed by law, independent of the sales contract. (P.A.59-72).

Before trial, the district court dismissed plaintiffs' fraudulent concealment claim. (P.A.43-45). By pretrial order, the court excluded evidence of GE's knowledge of 42 prior incidents of SCC failure in its turbine fleet and GE's models forecasting failure certainty. (Tr.Exhs.140, 97 p.31). At the close of evidence, the district court dismissed plaintiffs' post-sale-duty-to-warn claim. (Doc.485 pp.1859:20-1860:3). The district court submitted the remaining assumed duty claim: the jury found GE failed to use reasonable care in providing safety recommendations and NSP relied on GE's recommendations. (P.A.52). In allocating fault that directly caused the failure, the jury found GE 52% at fault and NSP 48% at fault. (P.A.53). Despite that allocation, the district court entered judgment for GE based on the jury finding that GE had not committed "gross negligence." (P.A.52,57). The court of appeals affirmed on all issues.

STATEMENT OF ISSUES

1. Fraud. Did the district court err in granting summary judgment dismissing plaintiffs' Fraud claim based on the legal conclusion that the GE representative who communicated with NSP was not aware of GE's changed recommendation, and thus his misrepresentation was only negligent, not intentional?

The district court concluded that negligent concealment of critical safety information did not establish sufficient intent to sustain a fraud claim, and further found that the knowledge and actions of GE as a whole could not be imputed to the GE representative who communicated false information. (P.A.43-45). The court of appeals affirmed, holding negligent concealment is insufficient to establish fraud and neglected to

address whether the evidence of intent of GE could be imputed to the representative.
(P.A.13-14).

2. Post-Sale Duty to Warn. Did the district court err in granting a directed verdict dismissing plaintiffs' Post-Sale-Duty-to-Warn claim by defining the "risk of harm" giving rise to that duty as the general risk of SCC, which was known to NSP and the entire industry, and not the more pertinent risk of the failure to detect SCC by not conducting time-specific inspections?

The district court directed verdict for GE, concluding that no evidence supported the element that NSP was unaware of the risk of harm, defining that risk as the general risk of SCC and ignoring evidence that NSP was unaware of the risk that latent SCC would go undetected if NSP followed GE's advice to only inspect after abnormal events.
(P.A.4; Doc.485 pp.1859:20-1860:3). The court of appeals affirmed. (P.A.8-9).

3. Assumed Duty. Did the district court err by entering judgment for GE, despite the jury verdict finding GE negligently performed an Assumed Duty and was 52% at fault for the explosion, based on the absence of gross negligence even though that would only be required if the contractual limitations-of-liability applied to this duty imposed by law, independent of any contract?

Despite prior judicial determinations that GE's Assumed Duty arose independent of contract, and despite the jury's findings that GE assumed a duty of care, breached that duty, and caused 52% of the harm suffered by NSP, the district court entered judgment for GE because the jury found no gross negligence. (P.A.57). The court of appeals affirmed. (P.A.5-8).

4. Evidentiary Exclusions. If gross negligence was required, did the district court deprive plaintiffs of a fair trial by excluding all GE internal documentation of prior incidents of SCC failure that would have shown the depth of knowledge within GE?

The district court excluded all of GE's internal documents discussing prior incidents of SCC failure in comparable turbines and disallowed cross examination of GE

witnesses on those incidents or use of deposition testimony concerning them. The district court also excluded evidence of GE's revised TIL to recommend time-specific inspections. (P.A.10-11).

CRITERIA FAVORING REVIEW

These issues, individually or collectively, present important questions for Supreme Court review under R. Civ. App. 117, subds. 2(a), (c), and (d)(2) and (3).

ARGUMENT SUPPORTING REVIEW

I. Fraud

Plaintiffs' claim was straightforward: GE represented that time-specific inspections were not needed; GE knew that NSP relied on that representation; GE later learned its representation was false; and GE not only concealed that knowledge, it affirmatively repeated the representation after learning it was false. Plaintiffs' evidence was sufficient to present a jury issue of fraud.

The district court applied the wrong legal standard, holding the evidence of fraud fell short because GE's false representation and failure to correct were negligent, not intentional. First, ample evidence showed intentionality because GE as a whole knew the representation to be false, even if the employee who repeated it did not, and GE failed to correct it. (P.A.43-45). Second, "even if a misrepresentation is made without purpose to deceive or without knowledge of its falseness, '[t]he fraud is as great as if the party knew his statement to be untrue.'" *Florenzano v. Olson*, 387 N.W.2d 168, 173 (Minn. 1986) (quoting *Bullitt v. Farrar*, 43 N.W. 566, 567 (Minn. 1889)). Misrepresentations (whether negligent or otherwise) provide a basis for a claim of fraud. *Id.*

The court of appeals misstated the evidence and law. The court of appeals suggests that there was no GE representation, ignoring TIL 1121-3AR1 and GE's pre-failure reinforcement of that representation. (P.A.14). And the court of appeals suggests no GE concealment, ignoring evidence that while GE advised other operators of time-specific inspection needs, it not only failed to advise NSP but continued to recommend the opposite. (Appellants' Brief pp.48-49 (listing evidence of representations); Tr.Exh.38; Doc.474 pp.239:19-250:7; Doc.480 pp.560:11-561:4).

This Court should clarify: does a manufacturer commit fraud where it learns that its product-safety instructions are false, presenting a significant risk of harm, and not only conceals that knowledge from equipment operators but reaffirms that now-false representation?¹

II. Post-Sale Duty to Warn

The pertinent risk for NSP was not that SCC could cause harm, but the risk that latent SCC could develop without a triggering abnormal event and would be undetected without time-specific inspections.

The district court and the court of appeals applied an overly broad definition of the "risk of harm" that gives rise to a duty to warn — *i.e.*, was NSP aware "of the general risk of SCC." (P.A.9). A general risk of SCC is basic engineering knowledge. To so broadly define the "risk of harm" would mean sellers would never have a duty to warn,

¹ As to fraud, "[this Court], prudently, [left] to another day a further formulation of the concept of intentional misrepresentation." *Florenzano*, 387 N.W.2d at 177 (J. Simonett, concurring).

effectively eviscerating this Court's adoption of the standard articulated in Restatement (Third) of Torts: Product Liability § 10. *Great N. Ins. Co. v. Honeywell Int'l, Inc.*, 911 N.W.2d 570 (Minn. 2018).

The court of appeals and district court misapplied the risk-awareness language of Comment f to R3d (Torts) § 10. While that comment states a seller has no duty to warn a customer who is "generally aware of the risk," the courts converted "generally aware" into "general risk." (P.A.9). Section 10, comment f cites R3d (Torts) § 2, comment j, which clarifies that general awareness is akin to open and obvious dangers. Neither § 10, comment f nor § 2, comment j suggests the *risk* is defined *generally*. In fact, such a threshold would negate the very purpose of a seller's post-sale duty to warn and the public policy considerations promoted by the comments to § 10 and § 2.

This Court should provide the proper definition of the "risk of harm" that gives rise to a post-sale duty to warn, an issue that was left open in *Great Northern*.²

III. Assumed Duty

The jury found all elements of ordinary negligence for Assumed Duty under Restatement (Second) of Torts, § 323, and further found GE 52% directly at fault. The issue is whether the jury verdict should be given force, or whether the liability limitations in GE's initial sale agreement apply to a non-contractual Assumed Duty.

The district court did not resolve this legal issue, but rather bound plaintiffs to the gross-negligence reference in the Complaint. This decision was made despite the claims

² As the district court determined, the post-sale-duty-to-warn claim was one for ordinary negligence and did not require gross negligence (P.A.48-50).

having evolved in plaintiffs' prior appeal, subsequent motions, trial brief, and pretrial proposed jury instructions and verdict form, all of which identified the Assumed Duty claim as one for ordinary negligence.³

The jury clearly found negligence and 52% comparative fault, based on instructions covering ordinary negligence. The jury was not instructed that a heightened negligence standard was required. The court should not have limited plaintiffs' claims by allegations made in the Complaint years earlier, without regard to how the claims had evolved, with the elimination of claims under the sales contract. Under a notice pleading standard, the Complaint gave notice of an ordinary negligence claim.

This Court should address whether a contractual liability limitation applies to an independent Assumed Duty. If not, the absence of gross negligence is moot and this Court should direct the entry of judgment for plaintiffs on the verdict or, alternatively, order a new trial on ordinary negligence.

IV. Evidentiary Exclusions

If gross negligence is required, exclusion of evidence of the breadth of GE's prior knowledge was so severe that plaintiffs were deprived of a fair trial.

The district court excluded all GE-internal documentation of 42 prior incidents of SCC failure, and corresponding documents demonstrating GE's failure predictions. (P.A.10-11). The excluded documents showed decades of GE investigation into this specific problem, GE's efforts to redesign turbines to avoid it, and GE's forecasting of

³ The Court of Appeals held the Assumed Duty arose outside of any contract. (P.A.70-71).

catastrophic failures in turbines the same age as Sherco 3. These documents also reflected GE's reluctance to notify customers of the risk because resulting repair demands would exceed GE's repair-shop capacity and customers would find "unpalatable" the shortened turbine lifespan caused by more-frequent inspections. Plaintiffs were precluded from cross examining GE witnesses about the prior incidents and internal forecasts.

Near the close of the case, the district court admitted a single spreadsheet prepared by GE that merely listed, without context, past SCC failures known to GE. That did not cure the exclusion of the extensive documents detailing GE's knowledge, especially because plaintiffs were unable to use it in examining GE's witnesses.

Finally, the district court also excluded TIL 1886, GE's post-failure advisory requiring time-specific SCC inspections. Because GE decided that advisory was necessary in 2008, the court erroneously concluded that TIL 1886 was inadmissible as a subsequent remedial measure because GE did not disseminate it until 2013.

CONCLUSION

This Court should grant review to address the significant legal implications of the court of appeals opinion.

Respectfully submitted,

Dated: March 9, 2020

/s/ Sam Hanson

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**STATE OF MINNESOTA
IN THE SUPREME COURT**

Aegis Insurance Services, LTD., and other
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States Power Co. and Southern Minnesota
Municipal Power Agency,

Petitioners,

**CERTIFICATION OF
DOCUMENT LENGTH**

vs.

General Electric Company, et al.,

Respondents

I certify that this Petition for Review of the Court of Appeals' Decision Filed
February 10, 2020 conforms to the requirement of the applicable rules, is produced with
proportional 13-point font, was prepared using Word 2007, and the length is 1,999 words.

Respectfully submitted,

Dated: March 9, 2020

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CERTIFICATE OF SERVICE

I, Jim Erickson, 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

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Dated this 27th day of March 2020

/s/

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Generic Notice	Commerce Attorneys	commerce.attorneys@ag.state.mn.us	Office of the Attorney General-DOC	445 Minnesota Street Suite 1400 St. Paul, MN 55101	Electronic Service	Yes	OFF_SL_14-579_AA-14-579
Marie	Doyle	marie.doyle@centerpointenergy.com	CenterPoint Energy	505 Nicollet Mall P O Box 59038 Minneapolis, MN 554590038	Electronic Service	No	OFF_SL_14-579_AA-14-579
Sharon	Ferguson	sharon.ferguson@state.mn.us	Department of Commerce	85 7th Place E Ste 280 Saint Paul, MN 551012198	Electronic Service	No	OFF_SL_14-579_AA-14-579
Bruce	Gerhardson	bgerhardson@otpc.com	Otter Tail Power Company	PO Box 496 215 S Cascade St Fergus Falls, MN 565380496	Electronic Service	No	OFF_SL_14-579_AA-14-579
Douglas	Larson	dlarson@dakotaelectric.com	Dakota Electric Association	4300 220th St W Farmington, MN 55024	Electronic Service	No	OFF_SL_14-579_AA-14-579
Samantha	Norris	samanthanorris@alliantenergy.com	Interstate Power and Light Company	200 1st Street SE PO Box 351 Cedar Rapids, IA 524060351	Electronic Service	No	OFF_SL_14-579_AA-14-579
Leann	Oehlerking Boes	lboes@mnpower.com	Minnesota Power	30 W Superior St Duluth, MN 55802	Electronic Service	No	OFF_SL_14-579_AA-14-579
Randy	Olson	rolson@dakotaelectric.com	Dakota Electric Association	4300 220th Street W. Farmington, MN 55024-9583	Electronic Service	No	OFF_SL_14-579_AA-14-579
Generic Notice	Residential Utilities Division	residential.utilities@ag.state.mn.us	Office of the Attorney General-RUD	1400 BRM Tower 445 Minnesota St St. Paul, MN 551012131	Electronic Service	Yes	OFF_SL_14-579_AA-14-579

First Name	Last Name	Email	Company Name	Address	Delivery Method	View Trade Secret	Service List Name
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Lynnette	Sweet	Regulatory.records@xcelenergy.com	Xcel Energy	414 Nicollet Mall FL 7 Minneapolis, MN 554011993	Electronic Service	No	OFF_SL_14-579_AA-14-579
Stuart	Tommerdahl	stommerdahl@otpc.com	Otter Tail Power Company	215 S Cascade St PO Box 496 Fergus Falls, MN 56537	Electronic Service	No	OFF_SL_14-579_AA-14-579
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Generic Notice	Commerce Attorneys	commerce.attorneys@ag.st ate.mn.us	Office of the Attorney General-DGC	445 Minnesota Street Suite 1400 St. Paul, MN 55101	Electronic Service	Yes	OFF_SL_13-868_Official
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Sharon	Ferguson	sharon.ferguson@state.mn .us	Department of Commerce	85 7th Place E Ste 280 Saint Paul, MN 551012198	Electronic Service	No	OFF_SL_13-868_Official
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Generic Notice	Residential Utilities Division	residential.utilities@ag.state.mn.us	Office of the Attorney General-RUD	1400 BRM Tower 445 Minnesota St St. Paul, MN 551012131	Electronic Service	Yes	OFF_SL_13-868_Official
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Will	Seuffert	Will.Seuffert@state.mn.us	Public Utilities Commission	121 7th Pl E Ste 350 Saint Paul, MN 55101	Electronic Service	Yes	OFF_SL_13-868_Official

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Generic Notice	Commerce Attorneys	commerce.attorneys@ag.state.mn.us	Office of the Attorney General-DOC	445 Minnesota Street Suite 1400 St. Paul, MN 55101	Electronic Service	Yes	OFF_SL_12-961_Official List
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Linda	Jensen	linda.s.jensen@ag.state.mn.us	Office of the Attorney General-DOC	1800 BRM Tower 445 Minnesota Street St. Paul, MN 551012134	Electronic Service	Yes	OFF_SL_12-961_Official List
Richard	Johnson	Rick.Johnson@lawmoss.com	Moss & Barnett	150 S. 5th Street Suite 1200 Minneapolis, MN 55402	Electronic Service	No	OFF_SL_12-961_Official List
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Kavita	Maini	kmaini@wi.rr.com	KM Energy Consulting, LLC	961 N Lost Woods Rd Oconomowoc, WI 53066	Electronic Service	No	OFF_SL_12-961_Official List
Pam	Marshall	pam@energycents.org	Energy CENTS Coalition	823 7th St E St. Paul, MN 55106	Electronic Service	No	OFF_SL_12-961_Official List
Mary	Martinka	mary.a.martinka@xcelenergy.com	Xcel Energy Inc	414 Nicollet Mall 7th Floor Minneapolis, MN 55401	Electronic Service	No	OFF_SL_12-961_Official List
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David	Niles	david.niles@avantenergy.com	Minnesota Municipal Power Agency	220 South Sixth Street Suite 1300 Minneapolis, Minnesota 55402	Electronic Service	No	OFF_SL_12-961_Official List
Generic Notice	Residential Utilities Division	residential.utilities@ag.state.mn.us	Office of the Attorney General-RUD	1400 BRM Tower 445 Minnesota St St. Paul, MN 551012131	Electronic Service	Yes	OFF_SL_12-961_Official List
Kevin	Reuther	kreuther@mncenter.org	MN Center for Environmental Advocacy	26 E Exchange St, Ste 206 St. Paul, MN 551011667	Electronic Service	No	OFF_SL_12-961_Official List

First Name	Last Name	Email	Company Name	Address	Delivery Method	View Trade Secret	Service List Name
Richard	Savelkoul	rsavelkoul@martinsquires.com	Martin & Squires, P.A.	332 Minnesota Street Ste W2750 St. Paul, MN 55101	Electronic Service	No	OFF_SL_12-961_Official List
Will	Seuffert	Will.Seuffert@state.mn.us	Public Utilities Commission	121 7th PI E Ste 350 Saint Paul, MN 55101	Electronic Service	Yes	OFF_SL_12-961_Official List
Janet	Shaddix Elling	jshaddix@janetshaddix.com	Shaddix And Associates	7400 Lyndale Ave S Ste 190 Richfield, MN 55423	Electronic Service	Yes	OFF_SL_12-961_Official List
Ken	Smith	ken.smith@districtenergy.com	District Energy St. Paul Inc.	76 W Kellogg Blvd St. Paul, MN 55102	Electronic Service	No	OFF_SL_12-961_Official List
Byron E.	Starns	byron.starns@stinson.com	STINSON LLP	50 S 6th St Ste 2600 Minneapolis, MN 55402	Electronic Service	No	OFF_SL_12-961_Official List
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Lynnette	Sweet	Regulatory.records@xcelenergy.com	Xcel Energy	414 Nicollet Mall FL 7 Minneapolis, MN 554011993	Electronic Service	No	OFF_SL_12-961_Official List
Lisa	Veith	lisa.veith@ci.stpaul.mn.us	City of St. Paul	400 City Hall and Courthouse 15 West Kellogg Blvd. St. Paul, MN 55102	Electronic Service	No	OFF_SL_12-961_Official List

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