



October 23, 2014

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VIA ELECTRONIC FILING AND U.S. MAIL

Dr. Burl Haar
Executive Secretary
Minnesota Public Utilities Commission
121 East Seventh Place, Suite 350
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Re: **Initial Comments of Calpine Corporation**

***In the Matter of the Petition Northern States Power Company for Approval of
Competitive Resource Acquisition Proposal and Certificate of Need***

Docket Nos.: E-002/CN-12-1240, E-002/M-14-788 and E-002/M-14-789

Dear Dr. Haar:

Pursuant to the Minnesota Public Utilities Commission's ("Commission") September 25, 2014 Notice Seeking Comments, Calpine Corporation and its affiliate Mankato Energy Center, LLC ("Calpine") hereby submit their Initial Comments in the above-captioned proceedings.

Thank you for your attention to this matter.

Sincerely,

/s/ *Brian M. Meloy*

Brian M. Meloy

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

<i>In the Matter of the Petition</i>)	
<i>Northern States Power Company</i>)	MPUC Docket Nos.: E-002/CN-12-1240
<i>for Approval of Competitive</i>)	E-002/M-14-788
<i>Resource Acquisition Proposal</i>)	E-002/M-14-789
<i>and Certificate of Need</i>)	

**INITIAL COMMENTS
OF CALPINE CORPORATION**

Pursuant to the Minnesota Public Utilities Commission’s (“Commission”) September 25, 2014 Notice Seeking Comments, Calpine Corporation and its affiliate Mankato Energy Center, LLC (“Calpine”) hereby submit their Initial Comments in the above-captioned proceedings. The Commission’s September 25 Notice requests comments on the following question: “Is Xcel’s filing and the accompanying recommendations reasonable, including the Company’s request to delay the in-service dates of the thermal power purchase agreements.”¹

As discussed below, after several months of extensive and productive good faith Power Purchase Agreement (“PPA”) negotiations, Calpine is surprised and disappointed with Xcel Energy’s (“Xcel”) recommendation that the Commission delay its decision in this proceeding and allow Xcel to re-negotiate the PPA for the Mankato Energy Center Expansion (“Mankato PPA”) next year. Such a delay is unnecessary and is not in the best interests of Xcel’s ratepayers.

The Mankato PPA already reflects the opportunity for Xcel to delay the project until 2019, which provides significant flexibility and represents a 2-year delay compared to what was

¹ Consistent with the Notice Seeking Comments, Calpine has limited its Initial Comments to address Xcel’s threshold recommendation that the PPAs be renegotiated. To the extent that the Commission rejects Xcel’s recommendation, Calpine is prepared to advance the relative merits of its PPA vis-à-vis the other proposals submitted with Xcel’s September 23 Compliance Filing.

anticipated when Calpine submitted its bid in this competitive resource proceeding. If the Commission finds that additional delay is appropriate, Calpine will, of course, continue discussions with Xcel and offer the most competitive pricing possible for any revised commercial operation date (“COD”). However, a delay at this point has significant implications that are not reflected in Xcel’s filing.

The Commission’s May 23, 2014 Order issued in these proceedings requires that the terms and conditions of the parties’ PPAs remain consistent with their April 2013 bids. It is difficult to see how it will be possible to maintain the pricing used to support a 2013 bid during additional PPA negotiations for a COD beyond 2019. Any delay beyond 2019 creates significant uncertainty with respect to project costs – uncertainty that would need to be reflected in the terms and conditions of any new PPA. This would lead to a likely increase in the cost of the project and could put Calpine in the position of being unable to comply with that specific requirement of the Commission’s Order.

A deferral at this point may also result in an extensive delay in the state’s ability to secure competitive alternatives if, rather than relying on the resource need approved as part of Xcel’s most recent Integrated Resource Plan (“IRP”), the Commission defers action until the completion of a subsequent IRP proceeding. Based on recent history, review of Xcel’s planned 2015 IRP is likely to be a multi-year process. At that point it is likely that the effort that has gone into the pending resource acquisition process will have become moot.

This is not to suggest that Calpine is unsympathetic to the uncertainty involved in load forecasting. Calpine remains committed to be part of Xcel’s resource mix in the future, irrespective of the Commission’s decision in this proceeding. However, Calpine urges the Commission to consider that a seemingly minor delay at this point, as requested by Xcel, is likely to become a much more extensive delay, with unknown cost implications, and could lead

to a situation where the Commission may be forced to adopt a band aide approach if an urgent need is identified in the meantime.

I. BACKGROUND

Calpine originally submitted its Expansion Proposal on July 1, 2011 in Docket No. E002/CN-11-184 as an alternative to Xcel's proposed 700 MW Black Dog Repowering Project. After the proceeding had commenced in earnest, Xcel withdrew its proposal claiming that the size, type, and timing of Xcel's resource needs had changed. In its November 21, 2012 *Order Closing Docket, Establishing New Docket, and Schedule for Competitive Resource Acquisition Process*, the Commission established Docket No. E-002/CN-12-1240 to competitively procure new generating capacity necessary to meet the resource need as approved in the IRP process.

Through Xcel's IRP process, the Commission determined that Xcel would require an additional 150 MW of capacity by 2017, increasing up to 500 MW by 2019 to reliably serve its customers.² The Commission subsequently established a competitive procurement process to meet Xcel's future resource needs and provided an opportunity for competitive power companies to file proposals to meet some or all of Xcel's needs and to compete with any self-build project(s) proposed by Xcel.

On April 15, 2013, Calpine formally submitted a bid based on the completion of its existing Mankato Energy Center located within the City of Mankato, Minnesota, through the addition of one natural gas-fired combustion turbine generator ("CTG"), an additional heat recovery steam generator ("HRSG"), and related ancillary equipment. The Expansion would result in an incremental 345 megawatts ("MW") of integrated combined-cycle and peaking

² See *In the Matter of Xcel Energy's 2011-2025 Integrated Resource Plan*, Docket No. E-002/RP-10-825, *Order Approving Plan, Finding Need, Establishing Filing Requirements, and Closing Docket* (March 5, 2013).

capacity for Xcel's customers, as measured under winter conditions.³ Calpine was the only party to submit a bid for combined-cycle capacity.

Calpine's bid was submitted based on a COD of June 1, 2017, and was supplemented during the contested case to reflect the estimated cost impacts of a 1- or 2-year delay. As noted in Xcel's filing, the 2017 COD subsequently became infeasible due to the longer-than-expected timing of the resource acquisition process. (The negotiated Mankato PPA, however, provides Xcel with the flexibility to delay COD until 2019.)

After this lengthy contested case proceeding, on May 23, 2014, the Commission issued its *Order Directing Xcel to Negotiate Draft Agreements with Selected Parties* in these proceedings, requiring the Company to negotiate draft PPAs with Calpine, Geronimo and Invenenergy based on their bids – and to develop price terms for its own proposed Black Dog Unit 6. The Order further required Xcel to submit (1) the terms for Commission approval at the conclusion of a four-month negotiation process; and (2) status updates by October 2014 and October 2015 regarding any changes in the Company's resource needs.

Xcel submitted its filing in compliance with the Commission's May 23 Order on September 23, 2014, but did not make any recommendation with respect to the negotiated PPAs filed with the Commission. Instead, Xcel stated:

We have spent the summer negotiating contracts and developing pricing terms with the parties consistent with the Commission's Order, which we provide with this filing. However, based on our updated resource need assessment, we believe it would be beneficial to our customers to delay the addition of any thermal resources to our system. Instead, we recommend the Commission afford us the opportunity to work with Calpine and Invenenergy to renegotiate PPAs with pricing to reflect in-service dates ranging from 2019-2021 and similarly refresh our Black Dog 6 self-build proposal.^[4]

³ The Commission ultimately received proposals from Calpine, Geronimo Energy, LLC ("Geronimo"), Great River Energy ("GRE"), Invenenergy Thermal Development, LLC ("Invenenergy") and Xcel, which proposed to build and own resources to meet the identified need.

⁴ Xcel's September 23 Compliance Filing at p. 2.

Calpine's brief initial comments below respond to Xcel's recommendation.

II. INITIAL COMMENTS

Calpine sincerely appreciates that the Commission has gone to great lengths to develop a competitive procurement process to meet Xcel's resource needs – needs that were identified and thoroughly tested via a multi-year resource planning process involving broad-based stakeholder input. Calpine commends the Commission for its decision to use a competitive resource acquisition process to meet that identified need.

This process was clearly successful in attracting a robust range of highly competitive proposals and, possibly even more importantly over the long term, demonstrated that state mechanisms can be developed to allow independent power producers to compete directly with utility self-build proposals. Indeed, this experience may prove to be a useful example for other states that wish to test their own utilities' self-build proposals against competitive alternatives. Irrespective of its ultimate outcome, this resource acquisition proceeding has clearly demonstrated that competitive procurement is a preferable alternative to stand-alone approval of utility self-build projects that are not tested against actual market conditions.

Xcel's September 23 recommendation to delay the addition of thermal resources on its system is based upon a revised internal demand forecast that has not been fully analyzed and vetted by the Commission, the Department of Commerce ("the Department") or any other party. The Commission should not accept Xcel's recommendation based upon an untested internal assessment of its resource needs. Indeed, as the Commission will recall, the current competitive resource acquisition proceeding was established exactly because both the Commission and the Department rejected Xcel's previous analysis of its resource needs based on the Department's

independent review and modeling analysis, which established a need of 150 MW of capacity by 2017, increasing up to 500 MW by 2019.⁵

As is apparent from the expansive record in these proceedings, Calpine and other bidders have devoted significant time and resources into chasing moving forecast targets driven largely by Xcel's own internal analyses.⁶ Indeed, Calpine first submitted its combined-cycle Expansion Proposal over three years ago in Docket No. E002/CN-11-184, participated in a lengthy contested case hearing process in Docket No. E-002/CN-12-1240, and spent the last four months negotiating a PPA with Xcel. Making such a dramatic change at this point, with relatively little evidence to support it, wholly undermines the integrity of this competitive procurement process. Given that Calpine and Xcel had only concluded Mankato PPA negotiations on September 2, it is particularly disappointing that Xcel failed to disclose or even hint that the PPA negotiations could become irrelevant in light of the extensive and intensive nature of the discussions, which included multiple in-person, detailed discussions between the parties spanning their respective corporate offices in Minneapolis, Denver and Houston.

Notwithstanding its participation in this process over the last several years, Calpine has not engaged in the forecasting debate and instead focused its efforts on documenting and supporting the merits of its Expansion proposal. As the Commission can appreciate, however, being asked to respond to a moving target with respect to Xcel's ever changing forecast parameters is a difficult proposition for a competitive supplier given the dynamic and

⁵ It was not until Xcel filed its August 13, 2012 Reply Comments in Docket No. E002/RP-10-825 in response to the Department that Xcel conceded that additional thermal resources consistent with the Department's recommendations were needed.

⁶ As the Department of Commerce recognized in this proceeding, "...the fundamental goal in certificate of need and resource planning proceedings is not to establish a plan that is least cost under a single forecast but for the plan to be least cost across a wide range of forecasts." Exhibit No. 76, Direct Testimony of Sachin Shah at p. 14.

unpredictable nature of our industry, and the capital-intensive nature of developing new electric generating resources.

Unfortunately, if the Commission accepts Xcel's recommendation, Calpine simply cannot guarantee that it will be able to conform with the Commission's directive that Calpine will be held to the prices and terms used to evaluate its April 2013 bid. Competitive power producers cannot be expected to maintain bid prices for an indefinite period and certainly cannot commit to hold their pricing in the face of material changes such as a multi-year delay in a project's COD. The Mankato PPA already reflects a 2-year delay in the project's potential COD (from the original COD of 2017 to 2019) but at this time Calpine is not able to accurately predict project costs into an indefinite future beyond 2019.

Moreover, similar to the situation Invenenergy has already faced,⁷ and depending on the length of the delay in the Mankato COD, Calpine may not be able to secure the same model combustion turbine upon which its bid was based. With respect the Mankato proposal, which is an expansion of an existing facility rather than a stand-alone facility, the possibility of having to use different combustion turbine technology would affect multiple aspects of the design and engineering of the project. Other cost and/or operational factors are likely to change as well, depending on the length of the delay.

The Commission also should recognize that there is an additional complication related to the fact that all of the parties in the contested case proceeding now fully understand the details of

⁷ As Xcel reports in its September 23 Filing, the Invenenergy PPA is based on a different model combustion turbine compared with Invenenergy's initial bid, due to delay in the expected COD:

The second change is the result of the COD being moved two years later than the June 1, 2016 COD Invenenergy originally proposed. Because of this delay, Invenenergy is no longer planning on using the 179 MW CT it had in stock as its CF II Facility; it will use that CT instead for another Invenenergy project that needs to be in service before 2018. Invenenergy now plans to add a new 209 MW GE Turbine 7FA.05 at its CF II Facility.

See Xcel September 23 Compliance Filing at p. 16.

each other's commercial terms. This is not only contrary to the manner in which competitive procurement usually takes place, but provides Xcel with a distinct advantage in terms of succeeding with its own self-build proposal. Indeed, any delay in the Mankato Expansion COD beyond 2019 tends to serve Xcel's own interests in succeeding with its self-build proposals.

If, however, the Commission concludes that deferring the addition of thermal resources beyond 2019 is not in the longer-term interests of customers, Calpine believes its combined-cycle proposal continues to be the best value for Xcel's customers. As Calpine demonstrated in this proceeding, its Expansion Proposal provides an opportunity for Xcel to add a combined-cycle facility priced as if it were a peaking facility.⁸

In addition, selecting Calpine's Expansion to help meet Xcel's capacity needs will ensure that Xcel and the Commission have greater flexibility in responding to future changes on Xcel's system brought about by unforeseen circumstances (*e.g.*, another change in Xcel's forecast assumption or MISO's reserve margin methodology) and baseload resource retirements, and that Xcel is able to maintain the operational flexibility necessary to accommodate the ongoing expansion of intermittent renewable resources. Because Calpine's Expansion uses combined-cycle technology, it remains the only proposed resource that can effectively serve as a hedge against future baseload resource retirements while simultaneously providing numerous operational benefits that complement the state's ongoing development of renewable resources.

As the Commission is aware, the future of Xcel's Sherburne County ("Sherco") generating facility is uncertain as evidenced by the on-going Commission proceedings in Docket No. E002/RP-13-368, where the Commission directed Xcel to both "[e]valuate the feasibility and

⁸ At hearing Xcel Witness Wishart confirmed that Xcel's assumed pricing for capacity for a "generic" combined cycle resource was higher than Calpine's Expansion Proposal and that "we were pleasantly surprised with the pricing of the proposals that were submitted to this docket." *See* Hearing Transcript, Volume 1 (October 22, 2013) at p. 109, line 1 through p. 110, line 2.

cost-effectiveness of continuing to operate, retrofitting, repowering, or retiring Sherco Units 1 and 2” and “[a]nalyze retiring Sherco Units 1 and 2 in 2020 and thereafter.”⁹ Selection of Calpine’s Expansion will provide the Commission with greater flexibility in making future resource decisions respecting Sherco and other resources.¹⁰ One such unforeseen circumstance was highlighted by Xcel’s September 26, 2014 Notice in Docket No. E002/RP-10-825 that it plans to retire its Key City Plant based on a recent inspection where Xcel “determined that significant capital investments would be required to keep the plant running, and even with that investment, the long term operation of the facility was uncertain.”¹¹ Xcel now proposes to retire the plant in 2015, which was used to meet “MISO reserve” requirements.¹²

Furthermore, as the record in this proceeding demonstrated, retirement risk and its impact on reserve margins has implications beyond the Xcel service territory as Xcel’s neighbors are heavily dependent on coal-fired generation at risk of retirement, and “this has implications for the future development of sufficient baseload and intermediate resources throughout all of MISO.”¹³ As noted by the Independent Market Monitor for the MISO region, “the increased penetration of wind resources and new EPA regulations will put substantial economic pressure on baseload coal resources that should accelerate retirements and reduce planning reserve

⁹ *In the Matter of Xcel Energy's Sherco Life Cycle Management Study/2014 Integrated Resource Plan*, Docket No. E-002/RP-13-368, *Order Accepting Study for Informational Purposes and Setting Requirements for Next Resource Plan* at pp. 11-12 (February 27, 2014).

¹⁰ As Xcel notes in its September 23 Filing, part of its capacity contingency plan is potentially delaying the retirement of oil-fired peaking units. According to Xcel: “We have also investigated the remaining lives of some of our older peaking units. As part of past resource need assessments we have assumed four of our older peaking units, Blue Lake 1-4, will be retired in 2019. Blue Lake Units 1-4 are oil-fired peaking units that have been dispatched only a few times a year to provide energy during peak demand periods associated with extreme hot or cold weather conditions. These four units have combined capacity of 157 MW and can contribute approximately 153 MW toward MISO’s resource adequacy determination.” See Xcel’s September 23 Filing at p. 10. Whether the Commission would agree that the continued operation of such units is a viable alternative is unclear.

¹¹ See Xcel’s September 26 Notice in Docket No. E002/RP-10-825 at p. 1.

¹² *Id.*

¹³ Exhibit No. 53, Rebuttal Testimony Paul J. Hibbard at p. 16.

margins.”¹⁴ As a result, “the Commission should not assume that there will be sufficient excess reserve capacity throughout MISO to fill in any gaps in Xcel’s needs.”¹⁵

In this respect, foregoing the opportunity to add Calpine’s proposed Expansion to Xcel’s resource portfolio through this procurement will likely subject ratepayers to higher costs in the future and potentially delay realization of the state’s environmental goals.

III. CONCLUSION

Calpine appreciates the opportunity to comment on Xcel’s recommendation. If the Commission accedes to Xcel’s request, Calpine is committed to continue PPA discussions with Xcel to reflect later in-service dates. It is difficult, however, to see how those discussions would be consistent with the framework of the pending competitive resource acquisition proceeding.

Moreover, while Xcel’s request to delay the process until next spring is a seemingly minor change, the reality is that it may very easily become a multi-year delay, especially if the Commission subsequently chooses to defer a resource need decision until conclusion of Xcel’s next IRP. Based on the timing required to complete Xcel’s most recent (2010) IRP process, this is likely to be a multi-year endeavor. At that time the Commission hopefully would choose to continue to use a competitive procurement process to meet that need, rather than relying exclusively on a utility self-build project.

Therefore, the Commission should consider the very real possibility that a delay at this juncture may effectively mean that new resources cannot be developed until after: a) approval of Xcel’s next IRP; b) culmination of any subsequent competitive procurement process; and c) the approximately 2- to 3-year window required for permitting and construction of new thermal

¹⁴ *Id.*

¹⁵ *Id.*

capacity. If, however, forecasts change and/or an unexpected capacity need arises (due to unexpected retirements or other factors) the Commission may not have time to complete a new IRP proceeding and engage in a competitive acquisition process, and might be forced to default to a band aide approach limited to a utility self-build that cannot be tested against market-based alternatives.

For the above reasons, and given the uncertainty in Xcel's ever-changing demand forecasts, Calpine encourages the Commission to consider the need to balance requirements for reliability and market flexibility against the implications of a potentially significant, multi-year delay in the ability to install new thermal capacity on a competitive basis – and the likelihood that that new capacity will come at a much higher price than what has currently been offered. While analytical forecasting is an important element in any resource acquisition proceeding, at this point in the evolution of national and regional power markets it is hard to imagine a scenario where new gas-fired combined cycle capacity would not prove to be a valuable resource addition in Minnesota.

Due to these realities, and in order to ensure system reliability and resource flexibility at the lowest possible cost, Calpine encourages the Commission to approve the Mankato PPA and order Xcel to proceed with its implementation.

Dated: October 23, 2014

Respectfully submitted,

/s/ Brian M. Meloy

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STATE OF MINNESOTA
BEFORE THE
MINNESOTA PUBLIC UTILITIES COMMISSION

*In the Matter of the Petition of
Northern States Power Company to
Initiate a Competitive Resource
Acquisition Process*

) **Docket Nos.: E-002/CN-12-1240**
) **E-002/M-14-788**
) **E-002/M-14-789**
)
) **CERTIFICATE OF SERVICE**

Catherine M. Wood, certifies that on October 23, 2014 she served true and correct copies of the **Initial Comments of Calpine Corporation** upon the following parties via e-filing and/or U.S. Mail:

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