BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

In the Matter of the Application of Grain Belt Express Clean Line LLC for a Certificate of Convenience and Necessity Authorizing it to Construct, Own, Operate, Control, Manage, and Maintain a High Voltage, Direct Current Transmission Line and an Associated Converter Station Providing an interconnection on the Maywood-Montgomery 345 kV Transmission Line	)	Case No. EA-2014-0207

INITIAL POST-HEARING BRIEF OF APPLICANT GRAIN BELT EXPRESS CLEAN LINE LLC

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Grain Belt Express Clean Line LLC ("Grain Belt Express" or "Company"), pursuant to the Missouri Public Service Commission's June 18, 2014 Order Setting Procedural Schedule and Other Procedural Requirements and November 24, 2014 Notice of Actions that amended the procedural schedule, files this Initial Post-Hearing Brief.

I. Introduction.

A. The Project.

The Grain Belt Express Project ("Project") is an approximately 750-mile, overhead, multi-terminal ±600 kilovolt ("kV") high-voltage, direct current transmission line ("HVDC Line") and associated facilities that will deliver up to 500 megawatts ("MW") of low-cost, wind-generated power from western Kansas into Missouri, and up to 3,500 MW to load and population centers in Illinois, Indiana and states farther east for a total of 4,000 MW of wind power delivered. See Tr. 462: 20-25; 653:7-13. The Project will facilitate the construction of thousands of MWs of new wind generation facilities in western Kansas by connecting that state's abundant, high capacity factor and affordable wind resources with the large and growing market for renewable energy in Missouri and other states.

The Project is one of several HVDC transmission line projects proposed by Clean Line Energy Partners LLC ("Clean Line"), which is the ultimate parent company of Grain Belt Express. The primary owners of Clean Line are GridAmerica Holdings, Inc. ("GridAmerica"), a subsidiary of National Grid USA, and Clean Line Investor Corp., a subsidiary of ZAM Ventures, LP ("ZAM Ventures").

Grain Belt Express proposes to construct in Missouri the approximately 206-mile portion of the HVDC Line on a route that crosses the Missouri River south of St. Joseph and continues across the state in an easterly direction to south of Hannibal in Ralls County, where the line will cross the Mississippi River into Illinois. The Company proposes to construct a converter station and associated AC interconnecting facilities in Ralls County that will facilitate the delivery of up to 500 MW of low-cost wind power to the grid for utilities and their customers in Missouri and nearby states (collectively, with the Missouri portion of the HVDC line, "Missouri Facilities").

There is "no viable alternative other than new transmission for delivering the high-quality wind resources in areas to the west of Missouri to Missouri and other points eastward." See Ex. 701 at 8 (Goggin Surrebuttal). Because of the numerous public benefits created by delivering low-cost wind power to Missouri, including access to lower-cost electricity, renewable energy standard ("RES") compliance, economic development, improved reliability, and reduced emissions and water usage, the Project and its Missouri Facilities are a public necessity.

B. The Missouri Route.

The development and analysis of routes, comparison of alternatives, and preparation of the Missouri Route Selection Study ("Routing Study"), which identified the proposed route for the Project, resulted from extensive public outreach efforts and coordination with state and federal agencies. See Ex. 101 at 3-5 (Lawlor Direct); Ex. 104 at 3-11 & Sched. TBG-2 (Gaul

Direct). Members of the interdisciplinary Routing Team met with individual landowners, state agencies, and organizations such as The Nature Conservancy, Missouri Energy Development Association, Association of Missouri Electric Cooperatives, and the Missouri Farm Bureau to develop the data sets used in the Routing Study. See Ex. 101 at 2-3, 17-18 (Lawlor Direct); Ex. 104 at 4-5 & Sched. TBG-2 at 33-42, 165-68 (Gaul Direct); Tr. 1046-47. In addition to its active Project website and newsletter mailings to more than 2,800 stakeholders, the Company conducted more than 900 in-person meetings across the Project area in Missouri, Kansas, Illinois, and Indiana from May 2010 through March 2014. See Ex. 101 at 6-7 (Lawlor Direct). The Company collected a "tremendous amount of information" during its route selection process, which it uses to refine its routes. See Tr. 1021. Director of Development Mark Lawlor described the stages of the public outreach process in Missouri in his Direct Testimony. See Ex. 101 at 7-18 (Lawlor Direct).

The Routing Team held Community Leader Roundtables with local leaders in each county in the Study Area, including county and municipal elected officials, local government planners, community and business leaders, economic development representatives, local utilities and cooperatives, as well as federal and state agency officials. See Ex. 101 at 3-5, 10-11 (Lawlor Direct); Ex. 104 at 7 (Gaul Direct). The Roundtables were held to gather input from the attendees on constraints, opportunities, and other factors that would lead to the most suitable routing options for the Project. See Ex. 101 at 4 (Lawlor Direct). Attendees worked with members of the Routing Team in small working groups to review an aerial map of the county they represented and provide information about sensitive features, planned development, and existing infrastructure in their community, as well as to draw route suggestions on the aerial maps that the Routing Team should consider in the study. See Ex. 104 at 7 (Gaul Direct).

Following the Community Leader Roundtables, thirteen Open Houses were conducted to present information about the Project and to gather feedback to refine the potential routes of the Project. See Ex. 101 at 4, 12-17 (Lawlor Direct). More than 1,200 people attended the Open Houses, at which members of the Routing Team gave attendees a guided presentation about the Project, and at which attendees could locate their property and other features on aerial photography maps of the potential routes and submit written comments. See Ex. 104 at 7-8 (Gaul Direct). The Routing Team assembled and reviewed all input from the Open Houses, refining potential routes to a series of alternative routes. Id. at 8.

After the Open Houses and prior to filing the Application in this case, dozens of additional meetings were held in each county where the potential routes were located. Since Grain Belt Express filed its Application, representatives of the Company have held regular meetings in towns across the Project area. See Ex. 102 at 1-2 (Lawlor Surrebuttal). Notice of the meetings was published in local newspapers and the Company's land agent representatives called landowners to invite them to meetings in their area. Id. at 2. The Company identified and notified landowners along the proposed route by searching the databases of the recorder of deeds and the tax assessor. See Tr. 268-73. The Project has received hundreds of letters of support, and 97 people offered verbal testimony in support of the Project at the Commission's local public hearings in August and September 2014. See Ex. 102 at 2 & Sched. MOL-12 (Lawlor Surrebuttal); Tr. 346.

The ultimate proposed route integrates this input from the general public, local officials, and government agencies. See Ex. 104 at 11 (Gaul Direct). Accordingly, it minimizes the overall effect of the Missouri Facilities on the natural and human environment while avoiding

unreasonable and circuitous routes, unreasonable costs, and special design requirements. Id., Sched. TBG-2 at 157-59.

C. Procedural History and Summary of Evidence.

Grain Belt Express filed an application ("Application") for a line certificate of convenience and necessity ("CCN") pursuant to Section 393.170.1[1] on March 26, 2014, authorizing it to construct, own, operate, control, manage and maintain the Missouri Facilities. In its Application, the Company also requested that the Commission waive the reporting and filing requirements of 4 CSR 240-3.145, 4 CSR 240-3.165, 4 CSR 240-3.175 and 4 CSR 240-3.190(1), (2) and (3)(A)-(D).

In support of its Application, Grain Belt Express submitted the testimony and associated exhibits of 12 witnesses:

1. Michael P. Skelly, President and Chief Executive Officer of Clean Line and the President of Grain Belt Express.
2. Mark O. Lawlor, Clean Line's Director of Development for the Grain Belt Express Project.
3. Stanley Blazewicz, Vice President, US Business Development at National Grid USA.
4. Dr. Anthony Wayne Galli, Clean Line's Executive Vice President – Transmission & Technical Services.
5. Robert M. Zavadil, Executive Vice President and Co-Founder, EnerNex, LLC.
6. Tad L. Wesley, Agronomist and Project Manager with Key Agricultural Services, Inc.
7. Dr. Thomas Priestley, Senior Environmental Planner with CH2M HILL.
8. Dr. William H. Bailey, Principal Scientist in the Center for Exposure Assessment, Exponent, Inc.

[1] All statutory references are to the Missouri Revised Statues (2000), as amended, unless otherwise noted.

9. Timothy B. Gaul, Vice President, Power and Energy Division, The Louis Berger Group, Inc.

10. Robert Cleveland, Managing Director, Leidos Engineering (adopted the Direct Testimony of Gary Moland, formerly of DNV GL Group).

11. David Berry, Clean Line's Executive Vice President for Strategy & Finance.

12. Dr. David G. Loomis, Professor of Economics, Illinois State University and President of Strategic Economic Research, LLC.

In support of the Company's Application, the following non-Company witnesses submitted testimony and associated exhibits:

1. Matt Langley, Director of Business Development, Infinity Wind Power.

2. Michael Goggin, Director of Research, American Wind Energy Association, testifying on behalf of Wind on the Wires and The Wind Coalition.

3. Frank B. Costanza, Executive Vice President, Legislative and Regulatory Affairs, TradeWind Energy, Inc.

4. David Desmond, Business Manager of International Brotherhood of Electrical Workers ("IBEW") Local 2, testifying on behalf the coalition of IBEW unions.

The Commission heard live testimony from these witnesses at an evidentiary hearing beginning Monday, November 10, 2014 and concluding, after 5 days of testimony, on Friday, November 21. These witnesses' testimony at the hearing, as well as their pre-filed testimony, demonstrates that the Missouri portion of the Project is necessary or convenient for the public service such that the Commission must grant the Company a CCN to construct, own, operate, control, manage, and maintain the Missouri Facilities.

D. <u>Project Approvals From Other Regulatory Bodies.</u>

Other Commissions have already granted the Company such authority for this Project. On December 6, 2011, the Kansas Corporation Commission ("KCC") in Case No. 11-GBEE-624-COC approved Grain Belt Express' application to conduct business as a public utility in Kansas, determining the Project is in the public interest. The KCC in Case No. 13-GBEE-803-

MIS also unanimously approved the Company's siting application on November 7, 2013, and issued a certificate to construct the 370-mile Kansas portion of the Project. Similarly, on May 22, 2013, Grain Belt Express received public utility status from the Indiana Utility Regulatory Commission ("IURC") in Case No. 44264. The IURC's Order found that Grain Belt Express "has the necessary technical, managerial, and financial capability to construct, own, and operate the Project."[2] That Commission went on to say that "[w]hile an independent transmission company is a significant departure from the traditional regulatory construct in Indiana, the Commission finds it to be acceptable in this instance, in which the Project will provide many public interest benefits both economically and environmentally."[3]

Grain Belt Express also received from the Federal Energy Regulatory Commission ("FERC") negotiated rate authority to charge transmission service rates to direct users of the Project.[4] This authorization allows Grain Belt Express to subscribe up to 100% of the Project's capacity through an open solicitation process. See Ex. 119 at 3 (Berry Additional Direct). FERC will oversee the Company's process for allocating transmission capacity in a non-discriminatory manner. When completed, the Project will provide wholesale electric transmission service, which will not be subject to rate base, rate-of-return regulation by any state utility commission. FERC has approved Grain Belt Express' "shipper pays" model to subscribe capacity on the Project. Id. at 1. Accordingly, Grain Belt Express will not seek recovery of costs for the Project from Missouri ratepayers through the Midcontinent Independent System Operator, Inc. ("MISO") or Southwest Power Pool, Inc. ("SPP") regional cost allocation process. Id. at 2.

[2] Petition of Grain Belt Express Clean Line LLC, Indiana Utility Regulatory Commission Cause No. 44264, Order of the Commission at 19 (May 22, 2013).
[3] Id. at 24 (approving the settlement agreement between the parties after consideration of whether the public interest will be served by accepting the settlement).
[4] Docket No. ER14-409-000, 147 FERC ¶ 61,098 (May 8, 2014)

Regional Transmission Organizations ("RTO") like MISO and SPP do not conduct an approval process or make public interest findings for inter-regional proposals like the Grain Belt Express Project, and thus there is no avenue or need for the Company to seek approval from the RTOs. See Tr. 666-67 (A.W. Galli). As Missouri Landowners Alliance witness Jeffrey Gray stated at the evidentiary hearing, the Project by its very nature is not part of the RTO regional planning process, or the integrated resource planning process of investor-owned utilities because it is an interregional project that is not being developed by an investor-owned utility. See Tr. 1588-90. Dr. Gray's and Staff's observation that Grain Belt Express does not possess an RTO approval relating to need or the public interest is therefore unremarkable, as such an approval process does not exist. Id. See Ex. 206 at 2, 31-32, 39 (Kliethermes Rebuttal).

Nevertheless, the Commission can be confident that the RTOs will assure that the Project is interconnected reliably and there is no reliability detriment from the Project's operation. See Tr. 1651-52 (S. Lange). The Company is required by federal law and regulations to complete the required interconnection studies before it connects to PJM Interconnection, LLC ("PJM"), MISO, and SPP. See generally 19 C.F.R. §35.34 (Reg'l Trans. Orgs.). Grain Belt Express is committed to work with MISO, SPP, and PJM, as well as with Union Electric Company d/b/a Ameren Missouri ("Ameren") and other public utilities, to ensure that the Project will be interconnected to the Missouri portion of the MISO system in a manner that maintains system reliability. See Ex. 112 at 8 (Galli Additional Direct); Tr. 623-25, 629 (Galli). The Company is proceeding with the RTO interconnection process regarding reliability, and will obtain all required reliability studies from PJM, MISO, and SPP, as well as sign all necessary interconnection agreements prior to constructing the Project. The Company has agreed to file signed interconnection agreements with the Commission before commencing construction of the

Project. The Project will not harm grid reliability in Missouri, and, as described in the Direct Testimony of Company witness Robert Zavadil, the Project will improve electric reliability by providing an additional resource to the State. See Ex. 109 at 2-3, 8-9 & Sch. RMZ-2 (Zavadil Direct).

II. The Missouri Facilities Are Necessary or Convenient for the Public Service.

A. Legal Standard.

The Commission has the power to authorize the construction of "electric plant" in Missouri that is "necessary or convenient for the public service." See Section 393.170.3. Pursuant to Section 393.170, the Commission may grant an applicant a "line" CCN under subsection 1 or an "area" CCN under subsection 2.[5] Grain Belt Express is seeking a line CCN under Section 393.170.1.

The CCN Application must be granted if the proposed infrastructure is "necessary or convenient for the public service."[6] Missouri appellate courts have held that necessity does not require that the improvement be "essential" or "absolutely indispensable."[7] It simply means that the "additional service would be an improvement justifying its cost."[8]

If the project "is of sufficient importance to warrant the expense of making it, it is a public necessity."[9] Moreover, if the granting of the authorization provides a "genuine and reasonable public interest in promptness and economy of service," then the public "convenience or necessity" is served.[10]

[5] See StopAquila.org v. Aquila, Inc., 180 S.W.3d 24, 32-34 (Mo. App. W.D. 2005).
[6] See Section 393.170.3. See also 4 CSR 240-3.105(1)(E).
[7] State ex rel. Intercon Gas, Inc. v. PSC, 848 S.W.2d 593, 597 (Mo. App. W.D. 1993).
[8] Id.
[9] State ex rel. Missouri, Kan. & Okla. Coach Lines, Inc. v. PSC, 179 S.W.2d 132, 136 (Mo. App. K.C. 1944).
[10] State ex rel. Twehous Excavating Co. v. PSC, 617 S.W.2d 104, 106 (Mo. App. W.D. 1981).

The Commission has stated that it will apply five criteria in CCN cases to determine whether the proposed service is necessary or convenient for the public service, commonly referred to as the Tartan factors: (1) There must be a need for the service the applicant proposes to provide; (2) The applicant's proposal must be economically feasible; (3) The applicant must have the financial ability to provide the service; (4) The applicant must be qualified to provide the proposed service; and (5) The proposed service must be in the public interest.[11] The Project meets each of these standards and is, therefore, necessary or convenient for the public service.

In the Tartan case, the Commission described each of the above elements, including that the service must promote the public interest, stating:

> The requirement that an applicant's proposal promote the public interest is in essence a conclusory finding as there is no specific definition of what constitutes the public interest. Generally speaking, positive findings with respect to the other four standards will in most instances support a finding that an application for a certificate of convenience and necessity will promote the public interest.[12]

In a decision approving the CCN application of Ameren for the "Callaway-Franks Line," a 345-kV transmission line that addressed overloading problems, among other things, the Commission described the public in regard to the "public interest" requirement in the following terms:

> Who are "the public"? Concerned Citizens argues that the Commission should not consider the benefits it admits exist for AmerenUE, Associated, or Associated's customers. Concerned Citizens would have the Commission consider only the interests of the affected landowners. However, this argument is contrary to the case law.
>
> In the *Missouri Pacific Freight Transport Company* case, the Court stated that the 'rights of an individual with respect to issuance of a certificate are subservient to the rights of the public …' And, in a case affirming the Commission's grant of a certificate of convenience and necessity to a water utility, the Court in *Public Water Supply District No. 8* stated, 'the ultimate interest is that interest of the public as a whole … and not the potential hardship to individuals ….'

[11] In re Tartan Energy Co., Report and Order, Case No. GA-94-127, 1994 WL 762882 (Sept. 16, 1994).
[12] Id. at *14.

> The Commission is also aided by zoning and eminent domain cases where the issue of public interest is often addressed. An examination of those cases in Missouri finds that the determination of public interest is a balancing test between public and private interests. And further, '[n]o one factor is dispositive in balancing public versus private interests. Each case stands on its own facts and circumstances.'
>
> Section 386.610, RSMo, which applies to the Commission's general regulatory power over electric corporations, supports this balancing test approach ....
>
> The Commission must, therefore, balance all the relevant factors, both the benefits and detriments, and determine whether the public benefits of the project outweigh the individual detriments. It is not within the authority of this Commission to determine the monetary value or just compensation for such detriments other than to determine if the costs of the project outweigh the benefits provided by it.[13]

Accordingly, "the rights of an individual with respect to issuance of a certificate are subservient to the rights of the public."[14] Neither does the effect upon other common carriers outweigh a public necessity, as "an adverse effect upon them yields to a public need for the service."[15]

As these cases make clear, the Commission must balance both the benefits and the detriments of the Project[16] so as to ensure that there is no overall detriment to the public.[17] In other words, the term "in the public interest" "can reasonably mean no more than 'not detrimental to the public.'"[18] Consequently, the Commission may not withhold its granting of the authority sought where the benefits of the Project outweigh the individual detriments.[19]

As discussed below, the Missouri Facilities are necessary or convenient for the public service. Granting Grain Belt Express a CCN so that it may construct the Missouri portion of the

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[13] In re Union Electric Co., Report and Order, Case No. EO-2002-351, 2003 WL 22017276 at *15 (Aug. 21, 2003).
[14] State ex rel. Mo. Pac. Freight Transp. Co. v. PSC, 288 S.W.2d 679, 682 (Mo. App. K.C.), aff'd sub nom. State ex rel. Missouri Pac. Freight Transp. Co. v. PSC, 295 S.W.2d 128 (Mo. 1956).
[15] Twehous, 617 S.W.2d at 106.
[16] In re Union Electric Co., 2003 WL 22017276 at *15.
[17] State ex rel. City of St. Louis v. PSC, 73 S.W.2d 393, 400 (Mo. en banc 1934).
[18] City of St. Louis, 73 S.W.2d at 400.
[19] Id. See State ex rel. Fee Fee Trunk Sewer, Inc. v. Litz, 596 S.W.2d 466, 468 (Mo. App. E.D. 1980).

Project "is of sufficient importance to warrant the expense of making it"[20] and it meets the five Tartan criteria set forth above.[21] Accordingly, the public "convenience or necessity" is served.[22] The Commission should grant the line CCN the Company seeks under Section 393.170.1.

B. There Is a Need For the Service.

There is a demonstrated need for the service provided by Grain Belt Express. The open access transmission service offered by the Company is necessary to meet the requirements of Section 393.1020, the Missouri Renewable Energy Standard ("RES"), as well as the renewable portfolio standard ("RPS") requirements of the other states served by MISO and PJM at a low cost.

Missouri's RES requirements are set forth in Section 393.1030.1. It currently mandates that investor-owned electric utilities provide 5% of their electricity from renewable energy resources. However, in 2018 that figure rises to 10%, and in 2021 it increases further to 15%.

Based on information from the U.S. Energy Information Administration and utility compliance reports, the Company estimates that approximately 9-10 million megawatt hours ("MWh") per year of renewable electricity will be needed by 2021 for Missouri's investor-owned utilities to meet their RES requirements. See Ex. 118 at 12 (Berry Direct). Because the current renewable energy supply of these utilities is only about 4 million MWh per year, they must procure approximately 5-6 million MWh per year of additional renewable energy to meet the 2021 requirement. Id. The Grain Belt Express Project can supply Missouri with 2.2-2.6 million MWh per year of such energy, delivering up to 500 MW of power to the grid in Missouri at its Ralls County converter station. Id. at 6, 12.

[20] See State ex rel. Missouri, Kan. & Okla. Coach Lines, Inc. v. PSC, 179 S.W.2d 132, 136 (Mo. App. K.C. 1944).
[21] In re Tartan Energy Co., Report and Order, Case No. GA-94-127, 1994 WL 762882 (Sept. 16, 1994).
[22] See Missouri, Kan. & Okla. Coach Lines, 179 S.W.2d at 136; Twehous, 617 S.W.2d at 106.

The need for such resources was recently confirmed by Ameren Missouri's Integrated Resource Plan ("IRP"). Filed with the Commission on October 1, 2014, the IRP includes plans for "[s]ignificantly expanding renewable generation by adding 400 MW of wind power," among other resources. See Ex. 119 at 15 (Berry Surrebuttal); Ex. 137, Ameren 2014 IRP, §10.5.1 at p. 21; Ameren Missouri News release at 2 (Oct. 1, 2014).

Ameren's demand for renewable energy would be even higher if renewable energy resources could be added without increasing electric rates. The RES imposes a cost cap such that compliance with the RES cannot increase rates paid by Missouri ratepayers by more than 1%. This means that renewable energy cannot be substantially more expensive than energy from other generation resources. See Ex. 118 at 11 (Berry Direct). Table 9.2 of Ameren's 2014 IRP stated that if Ameren could add renewable energy resources without increasing rates up to the 1% statutory limit, it would need 1,003 MW of "New Wind" generation for the period 2015-2024. See Ex. 147 (second page); Ex. 334 (last page). Ameren's latest IRP therefore indicated that without lower cost renewable energy resources, Ameren will not be able to meet its statutory renewable energy requirements. Mr. Berry explained that given the low cost of wind energy generated in western Kansas, the Grain Belt Express Project would be in a position to supply this need without exceeding the rate cap. See Tr. 1352-53.

Missouri cooperative and municipal utilities, who are not subject to the state's RES standards, are also increasing their purchases of wind generation because it is a cost-effective resource. Associated Electric Cooperative Inc. ("AECI") has increased its purchase of wind energy. In 2013 wind and hydro power provided 16% of AECI's energy, including 600 MW from wind resources in Missouri, Kansas and Oklahoma. Noting that "locking in economical, fixed-price wind energy is good for member systems," AECI has stated that its "board and

management are open to additional renewable resources that meet the purpose of providing clean, affordable, reliable electricity for members." See Ex. 148, Excerpts from AECI 2013 Annual Report (final page). In addition to AECI, City Utilities of Springfield, Columbia Light and Water, and the Missouri Joint Municipal Electric Utility Commission have all purchased renewable energy from wind farms. See Ex. 118 at 26 (Berry Direct).

On October 6, 2014, the Columbia City Council adopted a resolution expressing its support for the Grain Belt Express Project as an economically feasible renewable energy option to serve the City's customers and to help the City fulfill its mandate of 15% renewable energy usage by 2017, 25% by 2022, and 30% by 2028. Id., Sched. DAB-8. The City Council resolution concluded that "greater access to low-cost renewable energy such as that anticipated to be delivered by the Project serves the public interest." Id.

Beyond the Missouri RES requirements, current and proposed regulations from the U.S. Environmental Protection Agency pose increasing risks for all of Missouri's utilities. The Mercury and Air Toxics Standards, the Cross-State Air Pollution Rule, and the Clean Power Plan to reduce greenhouse gasses present continuing and new challenges likely to increase the cost of fossil-fueled generation. Id. at 35; Ex. 120 at15 (Berry Surrebuttal). The Clean Power Plan, proposed under Section 111(d) of the Clean Air Act, would require Missouri as a whole to cut its carbon emissions rate by about 23% in the electric sector. See Ex. 120 at 15. Given these current and proposed restrictions, Staff witness Daniel Beck made clear that the Grain Belt Express Project "would certainly be one alternative" for Missouri utilities to use in mitigating such environmental compliance risks. See Tr. 1723 (Beck).

The need for low-cost renewable energy extends throughout the footprint of states served by the Project. Using the statutory renewable energy requirements or goals and applying them

to the load forecasts from the U.S. Energy Information Administration, Mr. Berry estimated that the demand for renewable energy from states in the MISO and PJM regions will be 111.8 million MWh in 2015, 175.0 million MWh in 2020, and 222.5 million MWh in 2025. See Ex. 118 at 23-24 (Berry Direct). In contrast, total renewable energy generation in the MISO and PJM states during 2013 was about 80 million MWh. Id. at 24. The current level of supply in the MISO and PJM states falls far short of the projected demand over the next 11 years, based on state RPS requirements and renewable energy goals. Id. This shortfall underscores the need for new transmission infrastructure like the Project to enable low-cost wind energy. Id. at 23-24. Because renewable energy and electricity markets are regional in nature, Missouri has a strong interest in other states having adequate resources available to meet their state RPS goals. Id. at 22-23. Shortfalls of renewable energy resources to meet RPS requirements in other states will tend to increase prices throughout the region and therefore increase the cost of meeting the portfolio standard mandated by Missouri's RES requirement. Id.

Many wind generators stand ready to supply the Project with low-cost wind power but need the Company's transmission service to construct their projects. Grain Belt Express conducted a Request for Information ("RFI") on wind generators in the region of western Kansas. Fourteen wind developers responded, who together are advancing 26 wind projects totaling over 13,500 MW. Without the Project, it is doubtful that these proposed wind farms in western Kansas would be built to serve the clear need for low-cost renewable energy in Missouri and elsewhere in the region. See Ex. 876 (Langley Surrebuttal) at 5-6; Ex. 875 (Langley Rebuttal) at 3-7; Ex. 725 at 2-3 (Costanza Rebuttal); Ex. 700 (Goggin Rebuttal) at 3-7; Ex. 701 (Goggin Surrebuttal) at 7-8.

During the evidentiary hearing, Mr. Langley testified that Infinity Wind is planning to develop over 2,000 MW of wind power to meet the need for low-cost, wind generation in Missouri and other states. See Tr. 883-84, 887-88. However, Infinity Wind would be unlikely to carry out its plans as currently designed if the Grain Belt Express Project were not approved by this Commission because of the current inadequate state of transmission infrastructure and the risk of significant curtailments. See Tr. 895-98.

Mr. Goggin of the American Wind Energy Association testified that there is a need for wind energy in Missouri, as well as other states in MISO and PJM. See Ex. 700 at 3-5 (Goggin Direct). There "is no viable alternative other than new transmission for delivering the high-quality wind resources in areas to the west of Missouri to Missouri and other points eastward." See Ex. 701 at 8 (Goggin Surrebuttal). At the evidentiary hearing, he explained that the costs of transmission congestion and curtailments in the northwest MISO region "are very significant" and "increase the price of the renewables that are available …." See Tr. 946-47. Noting that "transmission congestion and wind curtailment impose a major economic cost on wind developers and utilities purchasing wind energy," Mr. Goggin concluded that the development of wind generation in northwestern MISO or other areas "is not a viable alternative to the construction of" the Grain Belt Express Project. Id.

The transmission service offered by the Company is necessary to meet the requirements of the Missouri RES, as well as the RPS requirements of the other states served by MISO and PJM, and in light of the current and proposed regulations from the U.S. Environmental Protection Agency. As discussed in the next subsection, wind power delivered by the Project will be cheaper than other new sources of generation, and therefore meets Missouri's need for low-cost electrical generation. Furthermore, the evidence shows that while there is a need for

low-cost wind generation in Missouri and other states, there is no adequate transmission infrastructure to meet that need. Because wind developers cannot develop wind projects without that transmission infrastructure, there is a need for this Project.

C. The Project Is Economically Feasible.

Because it will build a bridge between untapped, low-cost wind resources in western Kansas and the demand for renewable energy in Missouri and other states, the Project is economically feasible. This is particularly true given that the Company and its investors bear all risk associated with recovering the costs of the Project, which is the specific test the Commission applied in the Tartan case to determine that the project under review was economically feasible.[23] See Tr. 1297-98. Yet Staff and Show Me Concerned Landowners would hold the Company to some other standard, attaching unnecessary and unfounded weight to the term "feasible." See Staff Position Statement at 5-6; Show Me Position Statement at 4. In other contexts, using the ordinary meaning of the word, the concept of feasibility is simply equated with "capable of being done" or "achievable."[24] Intervenors cannot require that the Company show that the Project is more than feasible.[25]

The evidence before the Commission shows that the cost to bring wind energy from western Kansas to Missouri and states farther east via the Project is the lowest cost solution when compared with wind generation from other states, building natural gas generation, and other resource options. The analysis provided by David Berry, Clean Line's Executive Vice President of Strategy and Finance, concluded that the Project was economically feasible. His findings

[23] In re Tartan Energy Co., Report and Order, Case No. GA-94-127, 1994 WL 762882 (Sept. 16, 1994) (finding that Tartan's proposal "represents a viable project" as "Tartan bears most of the risk if it has underestimated the economic feasibility of its project").
[24] Am. Textile Mfrs. Inst., Inc. v. Donovan, 452 U.S. 490, 508 (1981) (citing the plain meaning of the word "feasible" in rejecting imputation of a higher standard). See also Occ. Safety & Health L. § 4:28 (2013 ed.).
[25] Id. at 514 (Congress meant "feasible" and nothing else in using that term).

were validated by witnesses from independent wind generators, the American Wind Energy Association, and by National Grid (one of the largest utilities in the world). Further, the analysis of Show-Me's Dr. Michael Proctor, when corrected for errors, confirms Mr. Berry's conclusion regarding the economic feasibility of the Project.

1. Levelized Cost of Energy Analysis.

The Levelized Cost of Energy analysis ("LCOE") presented by Mr. Berry indicated that the Grain Belt Express Project would deliver wind energy at $41/MWh, or $35/MWh when adjusted for capacity value. See Ex. 120 at 20 (Berry Surrebuttal). This was the lowest cost resource option, cheaper than Missouri wind, coal generation, combined cycle gas, and solar power. To test his finding, Mr. Berry ran sensitivities around the presence of the federal production tax credit for wind energy; higher and lower natural gas prices; the future cost of carbon dioxide emissions (if any); the capacity factor of Kansas wind; and the capacity factor of Missouri wind. The various combinations of inputs led to 162 different scenarios considered in the LCOE analysis. Across these scenarios, the Grain Belt Express Project delivered energy more cheaply than other resource options in the overwhelming number of cases. Id.[26]

The extremely competitive cost to produce wind energy in western Kansas is the most significant factor in Mr. Berry's LCOE at 2.0-2.5¢/kWh ($20-25/MWh). The cost to produce this wind energy is among the lowest in the United States, which was confirmed by the RFI that Grain Best Express completed in January 2014. The response to the RFI came from 14 wind developers proposing to develop 26 wind farms with a total of over 13,500 MW. The lowest-priced 4000 MW of new wind generation averaged 2.0¢/kWh, flat (without escalation), for twenty-five years. See Ex. 119 at 14-15 (Berry Direct).

[26] When the Project's capacity value is not considered, it would deliver energy at a cost of $41/MWh, cheaper than Missouri wind at $55/MWh or a combined cycle gas plant at $96/MWh. See Ex. 120 at 20 (Berry Surrebuttal).

Significantly, Infinity Wind's Matt Langley testified at the hearing that the cost of this "extremely cheap wind power" was likely even lower, ranging from 1.5 to 2.0¢/kWh, with a total delivered price of 4.0¢. See Tr. 900. National Grid's Stanley Blazewicz confirmed that customers of the Project would be looking at a delivered price of 4.0-4.5¢/kWh, "a very competitive price for wind generation." See Tr. 423.

In response to Commissioner questions about whether the Grain Belt Express Project, "with the science, with the technology, with the economics," is "the best economically feasible project," Mr. Langley stated: "We believe that to be the case, yes." See Tr. 898.

An important component of this analysis is the capacity factor of western Kansas wind. Higher wind speeds lead to a higher capacity factor, meaning that the wind generator will run at a higher average percentage of its maximum power output. See Ex. 118 at 16 (Berry Direct). Mr. Berry used a 55% capacity for western Kansas wind, but also ran model sensitivities for 50% and 60% capacity factors. Id., Sched. DAB-3 at 1; Ex. 120 at 29 (Berry Surrebuttal). During the evidentiary hearing, there was much testimony regarding the reasonableness of the 55% capacity factor. Both Mr. Langley and Mr. Goggin testified that 55% was a reasonable assumption, given the advances in wind turbine technology and the robust wind of Western Kansas. See Tr. 892-93 (Langley: "safe bet" that 55% capacity factor is "likely to increase"); 976 (Goggin: 55% "not unreasonable" given "significant improvements in wind turbine technologies"). In response to Commissioner questions, Dr. Michael Proctor admitted that "[t]here's no way I can dispute" such an assumption when asked about the "the possibility and maybe even the probability that by 2019 we might have capacity factors of 55 percent" for western Kansas wind. See Tr. 1390.

2. Proctor Analysis.

Dr. Proctor is the only non-Company witness who presented testimony that analyzed the Grain Belt Express Project on an LCOE basis. However, his analysis was flawed in several respects. Initially, he studied the Grain Belt Express Project as if it were a project proposed by an investor-owned utility fully regulated by this Commission. See Tr. 1367. He admitted that he had never worked for a merchant transmission company like Grain Belt Express and its parent, Clean Line. See Tr. 1365-66. He also has no experience in running financial models on behalf of merchant transmission lines and independent power producers not subject to traditional rate base, rate of return regulation, and did not apply the business model of Grain Belt Express in his analysis. See Tr. 1367, 1370; Ex. 126, Response to Data Request No. 6 at 4 (Proctor Response to Grain Belt Express Data Request). Mr. Berry observed that "most of the wind energy purchased by Missouri utilities has been through power purchase agreements ("PPAs") with non-rate regulated wind generation companies, not through utility ownership of regulated generation assets." See Ex. 120 at 23 (Berry Surrebuttal). Accord, Ex. 148 (All of AECI's 600 MW of wind energy procured through PPAs); Tr. 243-44 (Skelly on use of PPAs). Clearly, the LCOE model used by Mr. Berry is more appropriate for a company like Grain Belt Express, which will not be a rate-regulated public utility.

Moreover, Dr. Proctor arrived at his conclusion that the Grain Belt Express Project was not the lowest cost alternative because of several miscalculations or improper assumptions. First, Dr. Proctor arbitrarily increased the capital cost of the Project. His testimony about how and why he applied this increase is both unsubstantiated and inconsistent. Dr. Proctor originally stated in sworn testimony that he increased the Project capital cost by 30%, based upon his interpretation of a Southwest Power Pool task force report on transmission project costs issued

over three years ago in July 2011. See Ex. 400 at 18-19 (Proctor Rebuttal); Ex. 127 (SPP White Paper). Dr. Proctor later attempted to deny using the SPP White Paper regarding his 30% inflator (Tr. 1378), despite it being listed in his responses to Grain Belt Express data requests. Both the July 2011 White Paper (Ex. 127 at 8) and the February 2011 SPP presentation (Ex. 404 at p. 13) proposed a maximum plus or minus 30% cost capital range during the "study" level. The SPP presentation actually called for a range of 15% to 30%, but Dr. Proctor chose the higher figure. On cross-examination, he admitted that the 30% figure (which, unlike his testimony, contained both a plus and a minus contingency) was assigned to transmission projects at the "study estimate stage." See Tr. 1377-78; Ex. 127 at 8, 11. However, many of the matters deemed to be "unknown" for projects at this stage are in fact known for the Grain Belt Express. As Dr. Proctor recognized, the Grain Belt Express Project has a proposed line route which is approved in two of four states and a proposed route in Missouri, has determined the converter station locations, and is fully engaged on "environmental issues/constraints." See Tr. 1379-81; Ex. 127 at 11.

The more relevant stage under the SPP report would have been the "design and construction estimate stage," where the route and length of the line are known, as well as station locations and right-of-way cost. The suggested range of capital costs for this stage is -20% to +20%. See Ex. 127 at 14; Ex. 404 at 12. As Mr. Berry testified in surrebuttal, the Company's cost estimate in the financial model had already included a contingency of approximately 17%. See Ex. 120 at 26 (Berry Surrebuttal).

Another critical error in Dr. Proctor's model included his failure to include the effect that property taxes would have on Missouri Wind's levelized costs, as well as that of other MISO states that also levy taxes on wind farms. See Tr. 1385; Ex. 120 at 29, 33 (Berry Surrebuttal).

He admitted at the evidentiary hearing that he had neglected to consider these property taxes. See Tr. 1392-93 ("an oversight on my part").

Dr. Proctor also failed to include any increase in the hypothetical natural gas combined-cycle plant's operations and maintenance ("O&M") expenses. See Ex. 400 at 22 (Proctor Rebuttal). He did this because he "did not find forecasts for O&M expenses in an Energy Information Administration document or on the EIA website." See Ex. 126 at 13 (DR Responses). Although he assumed that there would be absolutely no increase in wages, equipment, or other necessities to run a natural gas plant (apparently over the 30-year life of the hypothetical plant, see Ex. 400 at 21), he then assumed that wind generators would experience an annual cost escalation to maintain the wind plant of "a little over 5%." See Tr. 1383-84. See also Ex. 400 at 22 ("I did not escalate the O&M Expenses") (Proctor Rebuttal). Dr. Proctor's approach indefensibly favors the combined-cycle natural gas generation alternative over the Project's delivered wind generation alternative.

When Dr. Proctor's model is corrected for the errors and inconsistencies discussed above, it shows that even if the production tax credit ("PTC") is *not* renewed, the Grain Belt Express Project at $86.18/MWh is cheaper than Missouri wind ($105.84) and combined-cycle natural gas generation ($87.69). When the PTC is included, the Project drops to $62.05, with Missouri wind at $80.44, but the cost of combined-cycled gas generation remains $87.69, over $25 per MWh more expensive than the Project. See Ex. 120 at 29 (Berry Surrebuttal). Grain Belt Express is also cheaper than MISO wind alternatives, both with and without the production tax credit, even when MISO wind is measured at capacity factors of 50%. Id. at 35.

The Levelized Cost of Energy analysis prepared by the Company demonstrates that the Project will gather low-cost wind-generated power in western Kansas and transport it to Missouri

and states farther east in a cost-effective manner to load-serving entities who need to meet their renewable energy requirements. Because Grain Belt Express brings together the most economical new source of electric generation and delivers it by the most economical means, the Project is economically feasible.

D. Grain Belt Express Has The Proper Financial Resources.

Grain Belt Express has sufficient financial resources to provide the services proposed by the Project as a result of the funding provided by Clean Lean and its principal investors, National Grid USA and ZAM Ventures. See Ex. 118 at 5, 37-52 (Berry Direct); Ex. 103 at 8-9 (Blazewicz Surrebuttal); Ex. 120 at 60-63 (Berry Surrebuttal).

The Company will rely on specific revenue contracts with shippers or transmission service customers in order to support the financing of the Grain Belt Express Project. Project finance is a proven financing model commonly used for electric generation projects, natural gas pipelines, and electric transmission projects. See Ex. 118 at 5 (Berry Direct). The management of Grain Belt Express and its investors both have substantial experience in project finance and know how to develop the Project to meet the requirements of the capital markets. Id. at 5.

To date, National Grid has invested $48.2 million in the development of the Clean Line projects, including the Grain Belt Express Project. See Ex. 103 at 5 (Blazewicz Surrebuttal); Tr. 408. Based on National Grid's analysis of Clean Line's model of providing wind energy over HVDC transmission lines on a participant-funded basis, National Grid has continued to support Clean Line because "we think that these are economically viable projects." Id. at 445.

Clean Line's other major supporter is ZAM Ventures, a principal investment vehicle of ZBI Ventures, LLC which focuses on long-term investments in the energy sector and is owned by Ziff Brothers Investments, LLC. See Ex. 118 at 38 (Berry Direct); Ex. 204 at 5-6 (Murray

Rebuttal). ZAM Ventures has made a comparable investment in Clean Line. See Ex. 204 at 5 (Murray Rebuttal). National Grid and ZAM Ventures each hold two seats on the Clean Line board of directors. See Tr. 1154 (Berry).

Staff's Utility Regulatory Manager of Financial Analysis David Murray stated that Grain Belt Express has the financial qualifications to be granted a CCN for the Missouri Facilities. See Ex. 204 at 3, 7 (Murray Rebuttal). At the evidentiary hearing, he confirmed that that Company had agreed to Staff's conditions that it will not begin to install transmission facilities on easement property until it has demonstrated through a Commission filing that: (1) it has obtained commitments for funds in an amount equal to or greater than the Project costs, and (2) the contracted transmission service revenue is sufficient to service the debt financing of the Project, taking into account any planned refinancing of debt. See Tr. 1431 (Murray); Ex. 120 at 54-55 & Sched. DAB-14 at 5-6, 13 (Berry Surrebuttal). Mr. Murray withdrew his recommendation regarding ZAM Ventures providing a guaranty for its investment, based upon testimony given by Mr. Berry regarding the different investment rights of National Grid and ZAM Ventures. See Tr. 1430-31; 1151-55 (Berry).

Given the financial backing of the Project, the viability and historical success of the project finance model, the experience of Clean Line and its investors' management, and particularly the commitment by National Grid USA to support the transmission projects proposed by Clean Line, Grain Belt Express clearly has the financial ability to provide the proposed transmission service.

E. Grain Belt Express Is Qualified To Provide The Service.

Grain Belt Express is qualified to provide the service it is offering. The management team of the Company has extensive experience developing, constructing and operating a variety of transmission and other energy infrastructure projects.

Clean Line Chief Executive Officer Michael Skelly leads an experienced team of senior executives with transmission and wind development experience. Mr. Skelly served as Chief Development Officer of Horizon Wind Energy, and oversaw the development of over 2,600 MW of wind generation projects. See Ex. 100, Sched. MPS-1 (Skelly Direct). During his tenure at Horizon, that company developed and completed more than a dozen wind energy projects, with a portfolio of more than 10,000 MW in over a dozen states. Dr. Wayne Galli serves as Executive Vice President of Transmission and Technical Services for Clean Line. A professional engineer, Dr. Galli served as Director of Transmission Development for NextEra Energy Resources where he focused on the development of high-voltage direct current transmission lines in Texas. Before that, he was Supervisor of Operations Engineering at Southwest Power Pool, where he was responsible for the real-time and short-term engineering support of SPP's grid operations. See Ex. 111 at 2-3 (Galli Direct).

Other senior members of management include David Berry, Executive Vice President for Strategy and Finance, and Jayshree Desai, Executive Vice President and Chief Financial Officer, who both served in senior positions at Horizon Wind Energy. See Ex. 100, Sched. MPS-1 at 2 (Skelly Direct); Ex. 118 at 1-2 (Berry Direct). The biographies of other senior members of Clean Line's management are contained in Schedule MPS-1 to Mr. Skelly's Direct Testimony.

No party has raised any specific concerns about Grain Belt Express and Clean Line's ability to construct, own, operate, control, manage, and maintain the Missouri Facilities. Indeed,

Staff "is not questioning the qualifications" of the personnel that Clean Line has assembled for the Grain Belt Express project. See Ex. 201 at 10 (Beck Rebuttal). Of the engineering and safety issues raised by Staff, the Company has agreed that it will provide all necessary studies and reports, consistent with established industry standards and best practices, to address those matters as the Project progresses. See Ex. 113 at 2-9 (Galli Surrebuttal). Staff witness Shawn Lange's re-stated condition regarding the RTO interconnection processes and short-circuit ratios, described below, is acceptable to the Company. See Tr. 1649-50.

Similarly, the studies, reports and testing recommended by Staff, as modified by Pipeline Safety Program Manager Robert Leonberger, are acceptable to Grain Belt Express. See Tr. 1700-02; Sched. DAB-14 at 11-12, Ex. 120 (Berry Surrebuttal). Mr. Leonberger advised that he had amended his testimony and no longer proposed specific distances between the Project and nearby infrastructure. He now recommends that an appropriately qualified expert prepare an analysis to determine the distance between metallic underground facilities and the Project's line and converter station. See Tr. 1700-02, 1707-08.

The operations of Grain Belt Express are supported by National Grid, which has made and continues to make available to the Company and Clean Line its engineering, procurement, safety, construction, and project management skills and resources. See Ex. 103 at 5, 9 (Blazewicz Surrebuttal). National Grid is one of the most experienced transmission companies in the world, operating both direct current and alternating current high-voltage projects in the United States and Europe. See Tr. 411-12; Ex. 103 at 2-4 (Blazewicz Surrebuttal). It operates a 923-mile HVDC line that stretches from James Bay to Montreal and Boston. See Tr. 413. Around the world, National Grid currently has 5 GW of HVDC projects in operation, 2 GW

under construction, 1½ GW about to go into construction, and 5 GW in development. See Tr. 444.

National Grid "works closely with the Clean Line management to track the progress of all these projects," including the Grain Belt Express Project. See Ex. 103 at 5; Tr. 443, 446. In response to Commissioner questions, Mr. Blazewicz testified that National Grid had no concerns or reservations about either HVDC technology or the economic viability of the Grain Belt Express Project. See Tr. 444-46.

Because the Grain Belt Express management team has extensive experience developing, constructing and operating a variety of transmission and other energy infrastructure projects, and is supported by one of the most experienced transmission companies in the world, the Company is qualified to provide the service it is offering.

F. The Project Is In The Public Interest.

In the Tartan case, the Commission found that the public interest factor "is in essence a conclusory finding as there is no specific definition of what constitutes the public interest."[27] The Commission concluded, therefore, that "positive findings with respect to the other four standards will in most instances support a finding that an application for a certificate of convenience and necessity will promote the public interest."[28] Because Grain Belt has demonstrated the need for the service, that the Project is economically feasible, that it can successfully finance the Project, and that it is qualified to provide the service, the Project promotes the public interest and a CCN should issue. Nevertheless, the record is replete with additional support that the Project is in the public interest of Missouri and the surrounding

[27] In re Tartan Energy Company, L.C., Report and Order, Case No. GA-94-127, 1994 WL 762882 at *14 (Sept. 16, 1994).
[28] Id.

region, as described below. Because the evidence clearly shows that the benefits of the Project outweigh any alleged detriments, the Commission may not withhold a CCN.[29]

1. The Project Is Beneficial to Missouri.

The record shows that the Project and its Missouri Facilities will offer Missouri many benefits, both economic and environmental in nature. The Project will provide customers participating in MISO and PJM access to low-cost wind energy, which today cannot be readily accessed by buyers in these power pools. See Ex. 118 at 4, 6, 9-10 (Berry Direct); Ex. 100 at 16-17 (Skelly Direct). The Project enables cost-effective compliance with RES and RPS goals in Missouri and other states in the MISO and PJM region. See Ex. 118 at 4, 11-18, 22-26 (Berry Direct); Ex. 100 at 5 (Skelly Direct); Ex. 120 at 6-7, 14-15, 70-71 (Berry Surrebuttal); Tr. 1155-56. Indeed, the Project is the best way to meet those needs. See Tr. 922 (Langley); Tr. 1156, 1350-52 (Berry).

The Project reduces wholesale electricity prices in Missouri and throughout MISO and PJM. See Ex. 118 at 4, 29-33 (Berry Direct); Ex. 100 at 15-17 (Skelly Direct); Ex. 117 at 3 (Cleveland Surrebuttal); Ex. 120 at 6-8 (Berry Surrebuttal). Lower renewable energy compliance costs and lower wholesale electric prices will both result in decreased costs to end-use electric customers. See Ex. 118 at 4, 29-33 (Berry Direct); Ex. 100 at 5 (Skelly Direct); Ex. 120 at 6-8 (Berry Surrebuttal); Tr. 1349-50, 52-53. "Scenarios run under each economic forecast showed positive economic impacts, including lower cost of production, lower demand and less pollution from generation." See Ex. 116 at 10 & Sch. GM-2 (Moland Direct). Specifically, the Grain Belt Express Project: (1) "reduces total demand costs in Missouri under each of the four future scenarios;" (2) "lowers LMPs ($/MWh) in Missouri in each of the future scenarios;" (3)

[29] State ex rel. City of St. Louis v. PSC, 73 S.W.2d 393, 400 (Mo. en banc 1934); In re Union Electric Co., 2003 WL 22017276 at *15; In Re Sho-Me Power Corp., Report and Order, Case No. EO-93-259, 1993 WL 719871 (Sept. 17, 1993); State ex rel. Fee Fee Trunk Sewer, Inc. v. Litz, 596 S.W.2d 466, 468 (Mo. App. E.D. 1980).

"reduces total variable production costs in the eastern United States under each of the future scenarios;" and (4) "reduces emissions of NOx, SOx, CO2, and mercury, and reduces water usage in power generation, in the eastern United States under each of the future scenarios." Id. at 11-19 & Sch. GM-2.

By delivering over 18 million MWh of clean energy to Missouri, Illinois, Indiana, and other MISO and PJM states, the Project will reduce the need to generate electricity from fossil-fueled power plants and therefore will reduce carbon dioxide, sulfur dioxide, nitrous oxide and mercury emissions, as well as water usage, resulting in a cleaner environment and lower health risks. See Ex. 118 at 4, 34-35 (Berry Direct); Ex. 116 at 10-11 (Moland Direct); Ex. 100 at 6 (Skelly Direct); Ex. 117 at 5-6 (Cleveland Surrebuttal). The Project allows Missouri to access affordable clean energy as increasing environmental regulation drives increased costs for and additional retirements of coal plants. See Ex. 118 at 4, 6, 14, 29, 35 (Berry Direct); Ex. 100 at 4-5 (Skelly Direct). In other words, this clean, low-cost power will lower the compliance costs of utilities serving load. See Tr. 1349-50, 52-53.

By enabling new generation sources and providing a major link between three major RTOs in the Eastern Interconnection, the Project will improve electric reliability and reduce seams issues between regions. See Ex. 118 at 4, 29, 35-36 (Berry Direct); Ex. 111 at 8-16 (Galli Direct); Ex. 100 at 5 (Skelly Direct); Ex. 109 at 8-9 (Zavadil Direct); Ex. 110 at 2-4 (Zavadil Surrebuttal).

The Project will contribute to economic development in Missouri and in the broader region by providing state and local tax revenue; construction, manufacturing and operations jobs; and additional business for Missouri companies. See Ex. 118 at 4, 29, 36-37 (Berry Direct); Ex. 114 at 3-6 (Loomis Direct); Ex. 100 at 5-6 (Skelly Direct); Ex. 111 at 17-19 (Galli Direct); Ex.

101 at 8-10 (Lawlor Direct); Ex. 115 at 1-6 (Loomis Surrebuttal); Ex. 120 at 6 (Berry Surrebuttal). Individual income tax, corporate income tax, and sales tax receipts resulting from O&M expenditures on the Missouri Facilities are predicted to yield approximately $189,000 per year in Missouri tax receipts. See Ex. 114 at 4 (Loomis Direct). In Randolph County alone, local property taxes may exceed $650,000 annually, with 70% going to local school districts. See Sched. DAB-9 (letters from Randolph County Assessor R. Tregnago), Ex. 120 (D. Berry Surrebuttal). Similar benefits will also accrue to the other seven counties that the Project spans.

The Missouri portion of the Project will result in 1,315 Missouri jobs per year during its three-year construction, and 70 long-term Missouri jobs during ongoing operations. See Ex. 114 at 11 (Loomis Direct). The study conducted by Company witness Dr. David G. Loomis, Professor of Economics at Illinois State University, estimates that the economic impact of the annual O&M costs of the Missouri Facilities when placed into service, will be 70 jobs and $4.1 million of labor income in Missouri annually. Id. at 4. The Project will enable an estimated 4,000 MW of wind farms to be built that will result in an additional 1,311 to 3,933 Missouri jobs in manufacturing and associated industries. Id. at 6.

Dr. Loomis' study properly measured the gross impact of the Project as opposed to the net impact. See Tr. 1508:2-8. He explained that it would be "wide open speculation" to measure the net impact and "it's better and most common to just look at the gross jobs impacts of new development, new projects." See Tr. 1501:22-25.

All of these benefits will be provided to the public without any socialization of transmission costs to ratepayers since only users of the line will be charged for the costs of the Project. See Tr. 1297-98 (Berry), 1367-69 (Proctor). Regulated Missouri utilities taking service will only pay for what capacity they use and the prudence of their decisions will be overseen by

PSC. See Ex. 118 at 4, 7-8, 29-30 (Berry Direct); Ex. 100 at 6, 12-13 (Skelly Direct); Ex. 119 at 1-2 (Berry Additional Direct); Ex. 120 at 3-4 (Berry Surrebuttal).

2. The Project Will Lower Missouri Wholesale Prices and Production Costs.

The record shows that the Project will have a favorable impact on wholesale electric rates in Missouri and will reduce costs for Missouri electric users. As discussed above, the Project will offer a lower cost of generation than any other source and therefore will decrease the generation component of rates paid by Missouri customers.

The Project will not increase transmission rates because its costs will not be recovered from ratepayers through regional cost allocation. However, it may eliminate the need for future cost-allocated projects, thereby reducing transmission rates paid by Missouri customers. See Ex. 120 at 7 (Berry Surrebuttal). As discussed below, the Company has agreed to accept a condition to its CCN not to recover its costs under regional cost-allocation tariffs without the permission of the Commission. Finally, as shown by the Surrebuttal Testimony of Robert Zavadil, the additional variability added to the Ameren and Missouri systems is very small compared to the variability that the electric grid already manages. Therefore, the impacts on real-time electric prices and ancillary services (which respond to system variability) will also be small. See Ex. 109 at 7-11 (Zavadil Surrebuttal).

Staff witness Sarah Kliethermes raised a number of concerns regarding the Project's rate impacts, but when subjected to analysis none of these concerns carries any weight. Ms. Kliethermes speculated that the Project could reduce off-system sales revenue for Missouri investor-owned utilities, and therefore have an unfavorable impact on rates. To address this issue, the Company requested that Robert Cleveland, a former senior project manager for DNV GL and now a managing director for Leidos Engineering, conduct a study of the effect of the

Project on generators owned by Missouri utilities and the cost of those utilities to serve their load. Mr. Cleveland's adjusted production cost analysis showed total estimated savings to Missouri of $2.6 million in 2019 with Ameren Missouri seeing a $1.0 million decrease in the business-as-usual scenario. See Ex. 117 at 5-6 (Cleveland Surrebuttal). His model results also show that there was a decrease in adjusted production cost in all four scenarios of his analysis. Id. He also concluded in response to Staff questions regarding cost efficiency that the average annual variable cost of thermal generation in the Eastern Interconnection decreases with the Grain Belt Express Project under all four scenarios considered. Id. at 9. Accordingly, Ms. Kliethermes' rate impact concerns are unfounded as the Project will actually reduce costs for Missouri electric users.

Ms. Kliethermes also suggested that the Project could increase congestion for Missouri utilities that would potentially require additional transmission upgrades to resolve. See Ex. 206 at 15-19 (Kliethermes Rebuttal). In an attempt to illustrate this effect, she prepared a table set forth on page 16 of her Rebuttal Testimony that assumed the Project delivered (a) 500 MW into Missouri and nowhere else ("Mo 500 only"), and (b) 1000 MW into Missouri and nowhere else ("500@ MO 1000 only"). To be clear, Grain Belt Express has no intention of doing this and, instead, proposes to inject 500 MW at its Missouri converter station and 3,500 MW into its converter station at the Illinois-Indiana border.

She initially miscalculated the impacts of the Project, with errors in the range of $6-8 million. See Tr. 1534-35. Ms. Kliethermes filed a Motion to Accept Correction to Prefiled Testimony that was admitted into evidence as Ex. 145. See Tr. 1532. The corrected calculations showed that these hypothetical injections actually ***reduced*** congestion costs. When the Project proposed by Grain Belt Express is analyzed, the Full LMP ***decreases***.

Ms. Kliethermes also failed to properly calculate congestion costs for Missouri load on page 17 of her Rebuttal Testimony. She asserted that congestion would increase for Missouri utilities because the congestion component of the Full LMP decreases. Mr. Berry subsequently corrected this analysis by showing that "the Project causes congestion costs for Missouri to *decline* to negative $8,065,458." See Ex. 120 at 11 (Berry Surrebuttal). Therefore, "it is *less* expensive to supply the marginal unit of power to Missouri load than to supply power to the applicable reference buses." Id. However, Ms. Kliethermes declined to accept this correction. See Tr. 1539.

In response to Staff's testimony, Grain Belt Express asked Mr. Cleveland to examine the congestion costs incurred by Missouri utilities with respect to all of their load and generation fleet. Mr. Cleveland concluded that congestion costs, measured at the location of Missouri load, decrease with the addition of the Project. He found that congestion costs would also be reduced for Ameren Missouri by $373,575, as well as for Kansas City Power & Light Co. and KCP&L Greater Missouri Operations Co. by $185,166. See Ex. 117 at 10-11 (Cleveland Surrebuttal).

Although Staff "does not [purport] to be able to model the Eastern Interconnection accurately" (Tr. 1538-39) and does "not do production [cost] modeling" (Tr. 1542), Ms. Kliethermes did question the model results that Grain Belt Express presented through Mr. Cleveland despite his extensive experience in the field. He has done production cost modeling for the past 17 years and previously worked for Ventyx, the developer of the PROMOD software production cost model. See Ex. 117 at 2 & Sched RC-1 (Cleveland Surrebuttal). Staff has presented no evidence that Mr. Cleveland's analysis is inaccurate or fails to follow industry standard methods and techniques.

Instead, Staff's position that the Project will cause congestion rests entirely on the existence of a Special Protection Scheme ("SPS") near Ameren Missouri's Audrain combustion-turbine gas plant. Grain Belt Express contacted Ameren, who advised that the plant's eight combustion turbines are only dispatched during summer peak times at approximately 320 MW (out of a total generation capacity of 588 MW), and that the SPS was "not applicable." See Ex. 211. Staff witness Shawn Lange testified that he had no basis to disagree with this assessment. See Tr. 1652-54.

Additionally, several days after the close of the evidentiary hearing, Ameren submitted to MISO its System Impact Study Final Report which indicated there were "no injection-related constraints for the 500 MW Maywood Interconnection" proposed by the Grain Belt Express Project.[30] The MISO study also included a transfer capability analysis to determine whether the injection from the Project "would materially decrease Ameren's import capability." It concluded that "no import constraints are to be assessed" the Project's "injection at Maywood." Id.

Finally, Ms. Kliethermes suggested that the Project could increase real time or ancillary service costs. Her conclusion was disputed by Robert M. Zavadil, Co-founder and Executive Vice President of EnerNex, Inc., and a nationally recognized expert in transmission and wind integration issues.[31] Mr. Zavadil concluded that the delivery of power by the Project to the planned Missouri converter station would not require an increase in regulation and operating reserve ancillary services. He also found that it was "unlikely that additional ramping resources would need to be located near the Project's delivery point." See Ex. 110 at 8-9 (Zavadil

[30] A copy of this MISO Report was submitted to Staff and other parties on December 2, 2014 as an amended response to Staff Data Request 129. It is also the subject of the Company's December 4, 2014 Motion to File Late-Filed Exhibit, requesting that the report be admitted into evidence as Exhibit 150.

[31] Ex. 206, Sched. SLK-25, -19, NREL Technical Report, "Calculating Wind Integration Costs" (July 2009) (citing EnerNex analysis); Ex. 323, Eastern Wind Integration & Transmission Study, p. 2 (noting Robert Zavadil as member of Study Team with other EnerNex employees).

Surrebuttal). He stated that the Grain Belt Express Project was more likely to lead to decreased variability in wind energy generation as it would promote diversity of wind resources serving Missouri in the MISO system. Id. at 9-11. Mr. Goggin additionally confirmed that wind integration costs are low, and that the Project would improve the diversity of wind generation and decrease variability. See Tr. 955-56, 969-70.

Weighing the entirety of the evidence, it is clear that the Grain Belt Express Project will have a favorable impact on wholesale Missouri rates and that Staff's concerns are unfounded.

3. The Alleged Detriments Cited By Certain Intervenors Are Inaccurate, Do Not Outweigh The Benefits of The Project, Or Are Irrelevant.

Before analyzing the alleged detriments of the Missouri Facilities, it is important to understand who is "the public." In a decision approving the CCN application of Ameren for the Callaway-Franks transmission line, the Commission found that the interests of affected landowners do not solely constitute the "public interest." Citing controlling caselaw, the Commission found that "the ultimate interest is that interest of the public as a whole … and not the potential hardship to individuals …."[32] This is consistent with the historic practice of the Commission, confirmed by Missouri appellate courts, that holds the overall interests of the general public as supreme when making a public interest determination.[33]

The record here demonstrates that the balance of interests clearly favors approval of the Project and its Missouri Facilities, which are not detrimental and are indeed highly beneficial to the public.[34]

[32] In re Union Electric Co., Report and Order, Case No. EO-2002-351, 2003 WL 22017276 at *15 (Aug. 21, 2003).
[33] In re Sho-Me Power Corp., Report and Order, Case No. EO-93-259, 1993 WL 719871 (Sept. 17, 1993); State ex rel. Mo. Pac. Freight Transp. Co. v. PSC, 288 S.W.2d 679, 682 (Mo. App. K.C.) aff'd sub nom. State ex rel. Missouri Pac. Freight Transp. Co. v. PSC, 295 S.W.2d 128 (Mo. 1956).
[34] See City of St. Louis, 73 S.W.2d at 400; Fee Fee Trunk Sewer, 596 S.W.2d at 468.

a. EMF Issues.

The evidence shows that electric and magnetic fields ("EMF") do not cause long term health effects. Company witness Dr. William H. Bailey has spent the last 30 years researching "the exposure and potential biological, environmental, and health effects associated with electrical facilities and devices, including electric utility facilities, electrified railroad lines, industrial equipment, appliances, and medical devices that produce electromagnetic fields across a wide range of frequencies." See Ex. 108 at 1 (Bailey Surrebuttal). He has published or presented more than 50 papers on these subjects, taught at numerous universities, and advised many national and international agencies regarding the effects of EMF on human health. Id.

Dr. Bailey testified that in Missouri the Project will have two distinct sources of EMF: (1) the HVDC Line that will carry direct current (DC) electricity and (2) the short interconnection lines between the Missouri converter station and the electric grid which will carry alternating current (AC). Id. at 4-6. The maximum static magnetic field that will be produced by the DC line at full load is just under 900 mG (milligauss), far below the 4 million mG level on exposure of the general public recommended by the International Commission on Non-Ionizing Radiation Protection, an affiliate of the World Health Organization ("WHO"). Id. at 15. See also Ex. 111 at 21-22 (Galli Direct). Similarly, Dr. Bailey stated that the AC fields from the converter equipment "are quite low" at the boundaries of the converter "because they diminish rapidly with distance." See Ex. 108 at 7 (Bailey Surrebuttal).

Based on his knowledge of the Project, Dr. Bailey stated that "to a reasonable degree of scientific certainty" the levels of static (DC) electric and magnetic fields and ELF (AC) electric and magnetic fields associated with the Project pose no known risk to human health. Id. at 33-34. He observed: "The WHO and other scientific and health agencies have thoroughly

considered this issue and have concluded that, on balance, the scientific weight of evidence does not support the conclusion that static and ELF fields cause any long-term adverse health effects. Recent research does not provide evidence to alter this overall conclusion." Id. at 34.

Testimony to the contrary by Missouri Landowners Alliance witness Dr. Dennis Smith should be disregarded. His evidence regarding the so-called harmful effects of electromagnetic fields on residents living near the Project is unreliable, as he lacks any expertise or experience to render his opinions and admitted that the study he based those opinions on was flawed. See Tr. 1598-1602. Dr. Smith admitted that he never obtained a four-year undergraduate degree other than an associate's degree, and that he is board-certified only in emergency medicine, not in oncology or any other medical field. See Tr. 1598-99.

Moreover, unlike Dr. Bailey, Dr. Smith has neither published an article in a scientific journal, nor served as a consultant for any state, federal, or international agency regarding the health and safety effects of transmission lines. See Tr. 1600-01. Moreover, Dr. Smith admitted that the BioInitiative Group -- whose study was the major basis of his pre-filed testimony -- was "not a sanctioned public health agency." See Tr. 1602. He corrected his rebuttal testimony, noting that he erroneously described the BioInitiative Report as a "meta-analysis," an error which Dr. Bailey had pointed out. Id.; Ex. 108 at 24 (Bailey Surrebuttal). In this regard, Dr. Smith admitted that the BioInitiative Report did not use "the systematic review methodology … to prevent a balanced and impartial summary of existing research," which is "a hallmark of evidence-based medicine" that a meta-analysis represents. See Tr. 1602-03.

Staff witness Shawn Lange, noting that the "possible effects of EMF is a topic that is brought up in nearly every line certificate case," recommended that the Commission "not reject the Application on the basis of public concerns about the impact of EMF on health," citing four

line CCN applications that the Commission has granted in the past decade. See Ex. 203 at 6 (Lange Rebuttal).

b. GPS and Agricultural Impact Mitigation Policies.

Company witness Tad L. Wesley, an independent agronomist, testified that he "know[s] of no instance where a GPS guidance system did not function properly due to the presence of transmission lines." See Ex. 106 at 5 (Wesley Surrebuttal); Tr. 759:1-6. Similarly, Mr. Wesley testified that in the event some areas of the right-of-way will not be available for aerial application as a result of the construction of the Project, "landowners can develop an application plan using ground-based application equipment to cover any areas no longer suitable for aerial application." See Ex. 106 at 6 (Wesley Surrebuttal).

Mr. Wesley also testified that the Project will pose no permanent harm to the right-of-way. He explained that the Grain Belt Express Agricultural Impact Mitigation Policy ("AIMP") "details the comprehensive and conscientious strategies that Grain Belt Express established to avoid and minimize soil compaction and to restore soils to their former health if any compaction occurs." Id. at 3. For instance, "the AIMP sets out specific remedial steps in the event that compaction does occur" including "topsoil segregation, de-compaction, liming, tillage, or fertilization of impacted soils located both on and off Right-of-Way, or as otherwise agreed to with the landowner." Id., citing Sched. MOL-13 at 2, Ex. 102 (Lawlor Surrebuttal). In addition, Grain Belt Express will take steps to ensure it does not damage property during wet soil condition address including "efforts to limit the areas of construction access/vehicular traffic, the use of construction matting, frozen ground construction, and decompaction activities." Id.

The AIMP is consistent with industry standards and practice, and a more detailed mitigation plan will be drafted and implemented after a route is finalized and all relevant land issues can be properly evaluated. In other words, a "one size fits all" policy regarding agricultural impact mitigation is inappropriate. See Tr. 760-61 (Wesley). Accordingly, and as described below in Section III, certain of Staff's proposed conditions regarding land mitigation are inappropriate because they fail to take into account particular environmental and property issues. See Tr. 761-62. Mr. Wesley testified that the AIMP "is consistent with what [he has] seen in the past for projects of this stage" and that as the Project progresses the Company will implement more detailed agricultural plans as appropriate and as required by various local, state and federal agencies. See Tr. 762:25-763:8.

c. Property Value Issues.

The evidence shows that transmission lines do not substantially devalue property. Company witness Dr. Thomas Priestley stated that appraiser studies do not effectively measure the effect of transmission lines on property values. See Ex. 107 at 3-7 (Priestley Surrebuttal). Instead, Dr. Priestley stated that hedonic regression models are the preferred method to measure transmission lines' effect on property values because "they reflect the prices that buyers actually pay, rather than speculation about what buyers might do under hypothesized conditions" and "remove the subjectivity inherent in appraiser paired sales analyses." Id. at 6-17. Dr. Priestley noted that while "transmission lines" have some effect "on the sales values of nearby single-family residences," the effect is not large and ranges from only two to ten percent. Id. at 10. Indeed, any effect on valuation "taper[s] off quickly with distance and "disappear[s] almost entirely after 200 feet." Id. at 12.

Any analysis of effects on landowners' property values must consider the Company's compensation for easements. The Company has committed to make easement payments to landowners equal to 100% of the fair market fee value of the easement area. See Ex. 101 at 20 (Lawlor Direct). In other words, Grain Belt Express will pay landowners 100% of the value of owning the area covered by the easement, while receiving only limited rights. Landowners can continue to use the easement area for farming and other purposes that do not interfere with transmission line operations. See Tr. 370 (Lawlor).

What's more, the Company also is making payments to landowners for every structure on the property. The landowner can elect a lump-sum upfront payment or annual payments for as long as the structure is on the easement area. See Ex. 101 at 20-21 (Lawlor Direct); Tr. 374-75. Annual payments will escalate at 2% per year. See Ex. 101 at 20-21 (Lawlor Direct). The Company will also pay for crop damage and will not limit that payment to a certain period of time as is customary in other easements. Id. at 21; Tr. 375. After the construction of the Missouri Facilities, each landowner will be able to continue to farm and conduct other agricultural activities on the entirety of the easement area except for the relatively small footprint of the structures. See Ex. 101 at 21 (Lawlor Direct).

Show Me Concerned Landowners witness Kurt Kielisch's testimony about the effect of transmission lines on property value, agriculture, irrigation, aerial spraying, and GPS should be disregarded. Mr. Kielisch admitted that he is neither an expert in EMF issues nor GPS systems. See Tr. 1402-03. Similarly, he admitted that has never farmed, never flown a plane, and never conducted aerial spraying. See Tr. 1403. Mr. Kielisch also stated that despite offering testimony about the effect of the Project on center pivot irrigation system, he had no idea how many of those systems existed along the route. Id. Further, Mr. Kielisch admitted that a judge

in a prior case entered an order stating that "Plaintiff's counsel sufficiently impeached the credibility of [Kielisch] with examples of misrepresentations while under oath at his deposition, and the court agrees that the [Kielisch's] testimony was flawed, unpersuasive and non-compelling." See Tr. 1412. Put simply, there is no basis to find Mr. Kielisch's testimony in this case reliable or persuasive.

Looking at the interests of the public as a whole, it is clear that the benefits of the Project, and of the Missouri portion of the Project, outweigh any individual detriments.[35]

III. Conditions.

A. Parties' Conditions.

The Commission has the power under Section 393.170.3 to "impose such condition or conditions as it may deem reasonable and necessary" to serve the public interest. Staff and certain other parties proposed that a series of conditions be attached to any CCN that is issued by the Commission. The vast majority of those conditions were accepted, either in whole or in part, by Grain Belt Express. See Ex. 120 (Berry Surrebuttal) & Sched. DAB-14; Ex. 111 at 2-9 (Galli Surrebuttal); Ex. 102 at 10-11 (Lawlor Surrebuttal).

However, as a result of the Position Statement filed by Staff and in light of testimony at the evidentiary hearing, the Company and certain parties have changed their positions on several issues. Based on these developments, Grain Belt Express presents the following review of the current state of those conditions which fall into four categories: (1) Financial and Cost Issues; (2) RTO and Interconnection Issues; (3) Engineering Safety Issues; and (4) Routing, Construction and Land Issues.

[35] In re Union Electric Co., Report and Order, Case No. EO-2002-351, 2003 WL 22017276 at *15 (Aug. 21, 2003).

1. Financial and Cost Issues.

Staff proposed and the Company accepted a condition that Grain Belt Express will not install any transmission facilities on easement property until it has obtained commitments for funds in an amount equal to or greater than the cost of the Project. See Ex. 120 at 54-55 (Berry Surrebuttal). As part of the verification process, Staff and the Company agreed that a reconciliation statement certified by a Grain Belt Express officer be provided in the future to show that:

(1) The financial commitments obtained by Grain Belt Express or Clean Line to fund the Project are equal to or greater than the total cost of the Project; and

(2) The contracted transmission service revenue is sufficient to service the debt financing of the Project (taking into account any planned refinancing of debt).

Staff witness David Murray confirmed at the evidentiary hearing that he agreed with these conditions. See Tr. 1433-34.

In his rebuttal testimony, Mr. Murray had proposed that ZAM Ventures, LLC, a major financial supporter of Clean Line, be required to issue a guaranty, as National Grid USA has done. See 204 at 6 (Murray Rebuttal). However, based upon testimony given by Mr. Berry regarding the different investment rights of National Grid and ZAM Ventures, Mr. Murray withdrew his proposed condition regarding a ZAM Ventures guaranty. See Tr. 1430-31.

The final condition recommended by Staff is that Grain Belt Express agree not to recover through the SPP cost allocation process or from Missouri ratepayers the cost of the Project and any collector system owned by Grain Belt Express. See Ex. 201 at 18 (Beck Rebuttal). In response, the Company agreed that it would not recover any Project costs from Missouri retail ratepayers through either the SPP or MISO regional cost allocation process without first obtaining the approval of this Commission in a new proceeding which the Company would initiate. See 120 at 3-4, 52-53 (Berry Surrebuttal). Without this Commission's approval, Grain

Belt Express will not recover costs from Missouri ratepayers through either the SPP or MISO regional cost allocation process overseen by FERC, and could only operate the Project under a shipper-pays model. Id. at 4.

However, a commitment not to recover the costs of *any* interconnection upgrades through such cost allocation is overly broad. For example, if a transmission upgrade occurring as a result of the Project also alleviates a pre-existing reliability concern, an RTO would likely allocate part of the cost of the upgrade to Grain Belt Express and part of the cost of the upgrade to other parties through regional cost allocation. Id. at 53. Under those circumstances the Company would have no control over the RTO regional cost allocation process, including the allocation of costs to beneficiaries that might include Missouri load-serving entities and their ratepayers. Id. Therefore, the language proposed by the Company in Schedule-DAB-14 at page 4, as discussed by Mr. Berry in his Surrebuttal testimony, should be adopted by the Commission. Id. at Sched. DAB-14.

2. RTO and Interconnection Issues.

Staff proposed that Grain Belt Express submit for Commission "acceptance" various RTO interconnection agreements, as well as other studies prepared by or for the RTOs. Staff also recommended that the Company conduct various production cost modeling studies regarding the regional energy markets. See Ex. 201 at 19-21 (Beck Rebuttal). The Company agreed to provide all interconnection agreements and related RTO studies. See Ex. 120, Sched. DAB-14 at 9-10 (Berry Surrebuttal).

To the extent that Staff's condition concerning "acceptance" of these matters by this Commission anticipates a future process, potentially adversarial, the Company does not agree. During the hearing, Grain Belt Express confirmed with Staff witness Shawn Lange that RTO

interconnection agreements and similar matters are overseen by FERC, and that state commissions have the opportunity to participate in a process to resolve concerns with any such agreements. See Tr. 1654-55. Requiring a future Commission proceeding to "approve" interconnection agreements would result in two competing and duplicative proceedings. It would also lead to questions regarding the authority of this Commission to modify an interstate interconnection agreement outside of the FERC jurisdictional review process. Mr. Lange noted that neither the Indiana Utility Regulatory Commission nor the Kansas Corporation Commission required that interconnection agreements be submitted to them for approval when they granted CCNs to the Company. Id. at 1655.

Grain Belt Express has agreed to comply with the National Electric Safety Code, the Overhead Power Line Safety Act, and all appropriate North American Electric Reliability ("NERC") standards. It has also agreed to provide documentation of its plans, equipment, and engineering drawings to comply with those laws and regulations. See Ex. 120, Sched. DAB-14 at 10 (Berry Surrebuttal); Ex. 113 at 6-7 (Galli Surrebuttal).

The Company did not agree to accept a Staff recommendation regarding a short-circuit ratio of two or more, as proposed by Mr. Lange. However, Staff has withdrawn that recommendation. See Tr. 1648-52. Mr. Lange changed his recommendation to state that if the RTOs[36] found that the Project met a short-circuit ratio acceptable to them, this would satisfy Staff. Id. at 1649-50. He also agreed that if the Grain Belt Express Project is approved and constructed, the RTOs will ensure that a reliable interconnection is achieved, regardless of whether they explicitly address short-circuit issues. Id. at 1652.

[36] The relevant RTOs are Southwest Power Pool, Midcontinent ISO and PJM Interconnection. See Tr. 1649 (Lange).

Staff witness Sarah Kliethermes requested that a variety of additional technical studies be performed by Grain Belt Express. See Ex. 201 at 19 (Beck Rebuttal). In response, the Company requested that Robert Zavadil and Robert Cleveland, both outside expert consultants, conduct several studies related to the Project's effect on Missouri utilities and their ratepayers, the cost of wind integration, the cost of ancillary services, congestion in northeastern Missouri, as well as its effect on the Eastern Interconnection as a whole. See Ex. 110 at 4-15 (Zavadil Surrebuttal); Ex. 117 at 5-11 (Cleveland Surrebuttal). All of these tests showed that the Project lowered the cost to serve load, did not introduce a major new source of variability to the grid, and actually decreased congestion costs.

Specifically, Mr. Zavadil testified that a "conservative" estimate of increased system variability introduced by the Project's injected energy would be 9 MW for Ameren Missouri and just 5 MW for the entire state. See Ex. 110 at 5-7 (Zavadil Surrebuttal). He stated that these figures did not take wind forecasting into consideration, as well as the fact that MISO procures ancillary services on a system-wide basis. Id. at 8. Finding it was "unlikely that additional ramping resources would need to be located near the Project's delivery point," he concluded that "MISO has actually decreased its use of regulation reserves [a form of ancillary services] despite a large increase in wind generation." Id. at 9. Mr. Zavadil described how the Project would promote the diversity of wind generation serving Missouri and the MISO System, and how MISO has a track record of successfully integrating wind generation through its Dispatchable Intermittent Resource ("DIR") tool. Id. at 11-12. At the hearing he testified that the cost of ancillary services, when compared with total market cost, is "a very small amount … just a handful of dollars relative to the overall market value." See Tr. 744.

Rejecting Staff's proposal to require Grain Belt Express to conduct an additional and very detailed wind integration study with regard to ancillary services, Mr. Zavadil stated that the net load analysis that he provided was "[f]ar more appropriate" in light of the complexity, duration and "prohibitive data requirements" of a broader study that no single project transmission owner has ever conducted, "much less been required to perform" to his knowledge. See Ex. 110 at 14 (Zavadil Surrebuttal). Mr. Berry testified that while MISO does these kinds of studies, it does not share the detailed data required for such analysis with market participants, and declined to provide Grain Belt Express the data that it sought to perform the study requested by Staff. See Tr. 1353-54.

Mr. Cleveland provided the results of additional model runs, consistent with Staff's requests. He concluded that in Missouri the Project would lead to an increase in demand cost savings, and would lower the adjusted production cost to serve load across all four scenarios studied. See Ex. 117 at 5-7 (Cleveland Surrebuttal); Tr. 1144-45. He also responded to Chairman Kenney's questions, explaining how the PROMOD simulation does model a part of the ancillary services market and why any more detailed modeling would be examining costs that are "economically insignificant." See Tr. 1142-43, 1147. He concluded that the Project's injection of wind generation into Missouri "had much more benefit than trying to import wind sited in northwestern MISO in terms of all the metrics, demand cost, adjusted production cost and locational marginal price." See Tr. 1145-46. Consequently, the Commission should not order that any further tests be conducted as a condition to the Company's CCN.

Finally, Staff recommended that Grain Belt Express study the operation of the Missouri converter station at 1000 MW, despite the fact that its plan is to operate the station at 500 MW. See Ex. 202 at 18 (Stahlman Rebuttal). Pursuant to that plan, the Company has submitted an

interconnection request with MISO for only a 500 MW interconnection. See Ex. 111 at 21-22 (Galli Surrebuttal). Further, the Company has agreed to Staff's request that that it would utilize "only the studied portion of the Missouri converter station" (which is 500 MW). Authorizing the use of only 500 MW of delivered capacity, while requiring the study of 1,000 MW would be contradictory and inconsistent. See Ex. 118 at 54, 56 (Berry Surrebuttal). Since Grain Belt Express has agreed to use the Missouri converter station only at a level of 500 MW, and not to increase energy injections at that station without the approval of the Commission, the proposed condition of Staff to study the Missouri converter station at 1000 MW is unnecessary. Requiring such additional studies could cause a material risk of delay to complete the Project. See Ex. 120 at 56 (Berry Surrebuttal).

3. Engineering Safety Issues.

As noted above, Staff's conditions regarding compliance with appropriate legal and regulatory safety codes, and the provision of documentation of its plans, equipment, and related materials showing compliance with those standards have been agreed to by the Company. Grain Belt Express has also agreed to provide all storm restoration plans for the Project, RTO studies related to the Project, as well as RTO interconnection agreements. See Ex. 113 at 5-6 (Galli Surrebuttal).

Staff witness Robert Leonberger proposed a series of conditions related to engineering safety in regard to other utility infrastructure, including pipelines. All of Mr. Leonberger's conditions, including the final condition as modified at the evidentiary hearing, are acceptable to Grain Belt Express. See Ex. 205 at 5-9 (Leonberger Rebuttal); Ex. 113 at 2-5 (Galli Surrebuttal); Sched. DAB-14 at 11-12, Ex. 120 (Berry Surrebuttal).

The modification that Mr. Leonberger testified to at the hearing concerned the distances to be studied from the HVDC transmission line and the converter station. He modified his position, now recommending that the studies proceed within distances "as determined by [an] appropriately qualified expert where there may be adverse effects on the facilities." See Tr. 1701. That modification is acceptable to Grain Belt Express. As Mr. Leonberger confirmed, the Company has met all of the recommendations presented in his testimony. See Tr. 1708.

Another set of recommendations regarding the proximity of the HVDC transmission line with pipelines was presented by Robert Allen on behalf of Rockies Express Pipeline. Of his nine recommendations, three were accepted by Grain Belt Express and four others were accepted in concept, based upon the results of future studies (similar to those recommended by Staff). See Ex. 111 at 10-14 (Galli Surrebuttal). Only two recommendations were rejected by the Company.

The first one was that the HVDC line not be permitted to construct towers closer than 300 feet from the pipeline. Id. at 11-12. Mr. Allen, who conceded that he had prepared no workpapers to support his Rebuttal Testimony, stated that he and Rockies Express were "not aware of any industry best practices that outline a minimum separation distance at a crossing between an HVDC circuit and a pipeline." See Ex. 111, Sched. AWG-11 at 3 (Galli Surrebuttal). However, Dr. Galli agreed that Grain Belt Express would provide Rockies Express with preliminary and final pole locations, and would meet with Rockies Express personnel regarding crossing permits, assessment of impacts, and the need for appropriate mitigation. Id. at 11-12.

The other recommendation rejected by the Company proposed that HVDC lines which parallel a pipeline "should be located 1,000 feet or more away from the pipeline." Mr. Allen similarly stated that neither he nor Rockies Express were "aware of any industry best practices

that identify specific separation distances between pipelines and HVDC circuits." See Ex. 113, Sched. AWG-11 at 2 (Galli Surrebuttal). By contrast, Dr. Galli identified a diagram prepared by the Interstate Natural Gas Association of America's INGAA Foundation which showed that a 42-inch pipeline like the Rockies Express Pipeline would be within industry standards if located 80 feet away from the edge of the conductor of a 500kV transmission tower. See Ex. 122; Tr. 690-91. The Company's routing expert Timothy Gaul testified that his goal was to keep the center line of the transmission line "100 feet from the edge of the right-of-way of the pipeline corridor." See Tr. 992. He stated that in Missouri the pipeline corridor containing the Rockies Express Pipeline also holds two other pipelines ("there's three pipes in there"), with the Rockies Express pipe "never the closest one to our alignment. So, it's always in the middle or on the far end." See Tr. at 995 (Gaul).

With respect to the two segments of the Grain Belt Express line in Missouri, Mr. Gaul stated that the proposed route for the HVDC line in Segment 1 parallels the pipeline corridor for .7 miles out of 33.3 miles, and that in Segment 2 parallels the pipeline corridor for 44.6 miles out of 172.4 miles. See Tr. 991-94; Sched. TBG-2 at 5-28 to 5-29 (Route Selection Study), Ex. 104 (Gaul Direct). For Segment 1, the HVDC line is 100 feet from the edge of the right-of-way of the pipeline corridor. See Tr. 92. For Segment 2, the line is 100 to 200 feet from that right-of-way for 28 miles (Tr. 992), and over 300 feet from the right-of-way for 16.6 miles (Tr. 995-96). Thus, the goal of the minimum 100-foot distance has been achieved throughout the proposed route in Missouri.

As Mr. Gaul confirmed with several examples, and as Exhibit 122 from the INGAA Foundation depicted, it is common for pipelines to parallel electric transmission lines in the United States. See Ex. 105 at 3 (Gaul Surrebuttal). The Company has committed to conduct the

appropriate technical studies to assure pipeline safety and to implement any mitigation required by them. Consequently, no further conditions beyond those proposed by Staff and Rockies Express that were accepted by Grain Belt Express should be imposed.

4. Routing, Construction, and Land Issues.

Staff proposed that the CCN be limited to the location of the lines specified in the Application and as represented to landowners in aerial photographs provided by Grain Belt Express, unless a written agreement from the landowner is obtained or the Company obtains a variance from the Commission. See Ex. 201 at 16 (Beck Rebuttal). The Company did not object to the intent of this condition since the currently proposed route is the best route given the information available to the Company at this time. See Ex. 102 at 19 (Lawlor Surrebuttal). Grain Belt Express recommended that the condition be supplemented to allow for "micro-siting" adjustments as more information about landowners' property is obtained, and geotechnical and environmental field surveys are performed. Id.

The Company proposes to add the following language: "… ; provided, however, minor deviations to the location of the line will be permitted as a result of surveying, final engineering and design, and landowner consultation." Id. Acceptance of such modifying language would be consistent with the order of the Kansas Corporation Commission which "approve[d] of minor adjustments to the location of the line as necessary to minimize landowner impact ...." See KCC Order, Sched. DB-4-22, Ex. 201 (Beck Rebuttal).

As Mr. Gaul testified: "Minor deviations are critical in any transmission line [siting]." See Tr. 1070. Information will be collected on various conditions along the right-of-way, with minor adjustments likely required after permitting decision are made by agencies such as the Department of Natural Resources, the U.S. Fish & Wildlife Service, and the U.S. Army Corps of

Engineers. Landowners, county officials, the Louis Berger routing specialists, and groups like The Nature Conservancy[37] will also be consulted. See Tr. 1070-72. The ability of Grain Belt Express to make such minor adjustments to finalize the route of the line is both reasonable and essential. Requiring explicit landowner approval for minor adjustments would likely prevent the Project from complying with a variety of engineering, safety, and environmental requirements.

Staff also proposed numerous recommendations concerning construction and clearing, maintenance and repair, and right-of-way acquisition, the majority of which Grain Belt Express accepted. See Ex. 102 at 11 (Lawlor Surrebuttal). These conditions were lifted almost verbatim from the Commission's 2003 order in an Ameren case without regard to the facts of this case. See Tr. 1729 (Beck). While most of these conditions are workable, four of them should be modified in the interests of all parties, including landowners.

As explained by Mr. Lawlor, Construction & Clearing Conditions No. 6 and 7 appear to mandate the chemical treatment of stumps to prevent regrowth, as well as the application of a specific blend of grasses (to be fertilized and mulched with straw), regardless of the nature of the property or the environmental consequences. The Company prefers to follow a policy that would require it to coordinate with landowners, restoration specialists, state and federal agencies, professional arborists, and environmental groups on the appropriate restoration practices, as particular issues are encountered on specific areas of real estate.

Maintenance & Repair Condition No. 3 requires that all right-of-way maintenance contractors engaged by Grain Belt Express employ foremen that are "certified arborists." While

[37] See Statement from website of The Nature Conservatory, Ex. 125 at p. 3 ("The Conservancy provided information and analyses of conservation and natural features, which were used for planning the Grain Belt Express route in Missouri. Clean Line Energy will continue to consult with the Conservancy on pre-development, construction, and post-construction activities to minimize impacts to sensitive species, natural communities, and habitats.").

the Company agreed to develop a Transmission Vegetation Management Plan with the advice of professional arborists, it would be unreasonable to require every foreman to be so certified.

Finally, the Company requested that Maintenance & Repair Condition No. 7 be modified to eliminate the requirement that Grain Belt Express meet personally with all landowners. The Company agrees to meet personally with landowners if that is their preference. Otherwise, Grain Belt Express should be permitted to communicate with landowners through means that are convenient and satisfactory to both parties. See Ex. 102 at 12-13 (Lawlor Surrebuttal).

Regarding the impact of construction upon agricultural land, the Company's Agricultural Impact Mitigation Policy was compared at the evidentiary hearing with the more detailed Agricultural Impact Mitigation Agreement required by Illinois law. Missouri has no statutory or regulatory requirements in this regard, but Grain Belt Express proposed to follow an agricultural impact mitigation policy that is consistent with the premise of the Illinois requirement. See Tr. 367-68 (Lawlor). In light of the responses to Commissioner questions from Mr. Lawlor, Grain Belt Express does not object to a condition in its CCN that would require appropriate and relevant language from its Agricultural Impact Mitigation Policy to be incorporated into its easements, consistent with Missouri law. See Tr. 367-68.

Finally, Staff proposed a CCN condition that Grain Belt Express not commence any eminent domain proceedings until at least 25% of the Missouri converter station is constructed. See Ex. 201 at 22 (Beck Rebuttal). In order to avoid the uncertainty that such a condition would create, the Company agreed unconditionally to install the Missouri converter station as part of constructing the Project. See Ex. 120 at 57 (Berry Surrebuttal). As Mr. Berry explained, Staff's proposed condition links two unrelated issues: the converter station and right-of-way acquisition. While easement acquisition must be completed in advance of a transmission line's

construction, the payment schedule for converter stations normally occurs in the middle-to-end phases of construction. Id.

As a result, Staff's condition could create a serious potential for costly delays. Moreover, since Grain Belt Express has agreed not to construct and install any transmission facilities on easement property until it has obtained the financing needed to construct the Project, as noted above and discussed in Mr. Berry's Surrebuttal (id. at 54-55), this condition relating to the converter station is unnecessary.

B. 229.100 Consent Condition.

Because Grain Belt Express is seeking a "line" CCN under Section 393.170.1, it is not required to obtain any franchise from any governmental body.

Pursuant to Section 393.170, the Commission may grant an applicant a "line" CCN under subsection 1 to construct "electric plant," or it may grant an "area" CCN under subsection 2 to serve a territory.[38] The necessity of municipal franchise only applies to the grant of an "area" CCN under 393.170.2.[39] So, while the provision of the statute addressing area CCNs requires a franchise to serve residents and businesses, the provision of the statute addressing line CCNs is silent on municipal approval. This is further evidenced by the Commission's regulations, which recognize the distinction between a "consent" and a "franchise." See 4 CSR 240-3.105(1)(D)1.

Grain Belt Express has obtained several county commission consents and will complete the approval process with other county commissions under Section 229.100 in order to erect poles through, on, under, or across the public roads or highways of the counties where the Project is to be located.

[38] See StopAquila.org v. Aquila, Inc., 180 S.W.3d 24, 32-34 (Mo. App. W.D. 2005); State ex rel. Harline v. PSC, 343 S.W.2d 177, 182-85 (Mo. App. W.D. 1960).
[39] Id.

All 4 CSR 240-3.105(1)(D) governmental consents required for the construction and operation of the Project in Missouri will be provided, or the Company will provide an affidavit that such consents have been acquired once they have been received per 4 CSR 240-3.105(2). See Application of Grain Belt Express Clean Line LLC for a Certificate of Convenience and Necessity at ¶ 39.

Because the statute addressing CCN requirements -- Section 393.170 -- does not require municipal consent for the line certificate sought here, any lack of Section 229.100 county consents does not prevent the Commission from granting a CCN conditioned upon the provision of such approvals once they have been received. See Section 393.170.3.

C. Conditions Conclusion.

Grain Belt Express has agreed to a multitude of conditions, ranging from the four general categories discussed above in Subsection A, to other reporting and verification obligations set forth in Schedule DAB-14 to Mr. Berry's Surrebuttal. See Ex. 120 at Sch. DAB-14 (Berry Surrebuttal). Granting a CCN to the Company with these conditions will assure that the Project proceeds in a manner that allows the Commission, Staff and other parties to monitor its progress, as well as to assure that the Project is planned, constructed, and operated in the public interest.

IV. Waiver of Reporting Requirements of Commission Rules 4 CSR 240-3.145, 4 CSR 240-3.165, 4 CSR 240-3.175, and 3.190(1), (2) and (3)(A)-(D).

Pursuant to 4 CSR 240-2.060(4)(B), the Commission may waive a rule for good cause. "Good cause means a good faith request for reasonable relief."[40] The Company requested that the Commission waive the reporting requirements of 4 CSR 240-3.145, 4 CSR 240-3.165, 4 CSR 240-3.175, and 3.190(1), (2) and (3)(A)-(D).

[40] In re Application of Transource Missouri, LLC for a Certificate of Convenience and Necessity, Case No. EA-2013-0098, Report and Order at 9 (Aug. 7, 2013), citing American Family Ins. v. Hilden, 936 S.W.2d 207, 210 (Mo. App. W.D. 1996).

Because Grain Belt Express agreed in Paragraph 40 of the Application to file with the Commission its annual report that is filed at the Federal Energy Regulatory Commission, and Staff appears to agree that such a filing would comply with 4 CSR 240-3.165 (Ex. 201 at 16 [Beck Rebuttal]), the Company no longer requests a waiver of that reporting requirement.

Because the Missouri Facilities will not provide retail service to end-use customers and will not be rate-regulated by the Commission, good cause exists to waive these requirements, and no public utility will be affected by their waiver. See Application at ¶¶ 40-41.

The Commission has similarly waived reporting requirements when it granted line CCNs to ITC Midwest LLC,[41] Entergy Arkansas, Inc.,[42] and Transource Missouri, LLC.[43] These public utilities currently operate or will operate exclusively wholesale transmission facilities in Missouri with no retail customers.

V. Conclusion.

Because the Company meets each of the five Tartan criteria, the Project is necessary or convenient for the public interest. Accordingly, the Commission should issue an order granting Grain Belt Express a certificate of convenience and necessity:

(1) To construct, own, operate, control, manage, and maintain the HVDC Line in Buchanan, Clinton, Caldwell, Carroll, Chariton, Randolph, Monroe, and Ralls Counties along the Proposed Route specified in Exhibit 2 to the Application, and to allow for minor deviations in the final route depending on landowner requests, surveying results, engineering considerations, environmental permitting activities, and other routing factors.

[41] In re Application of Interstate Power and Light Co. and ITC Midwest LLC for Approval to Transfer CCN and Transmission Line Facilities, Case No. EO-2007-0485, Order Granting Certificate of Convenience, Granting Variances from Certain Commission Rules, and Authorizing Sale of Assets at 5 (Aug. 30, 2007).
[42] In re Application of Entergy Arkansas, Inc. for a Certificate of Convenience and Necessity, Case No. EA-2012-0321, Order Granting Certificate of Convenience and Necessity at 3 (July 11, 2012).
[43] In re Application of Transource Missouri, LLC for a Certificate of Convenience and Necessity, Case No. EA-2013-0098, Report and Order at 13, 26 (Aug. 7, 2013).

(2) To construct, own, operate, control, manage, and maintain a converter station and associated AC facilities in Ralls County on property whose legal description has been furnished to the Commission in Schedule MOL-14 of Exhibit 102 (Lawlor Surrebuttal), pursuant to 4 CSR 240-3.105(2), to interconnect with the Maywood-Montgomery 345 kV transmission line.

Because the Company in its continued effort to work with all interested parties has agreed to a multitude of conditions to its certification to construct, own, operate, control, manage, and maintain the Missouri Facilities, any conditions imposed by the Commission on its CCN should be limited to those discussed in Section III above, as well as the obligations set forth in Schedule DAB-14 to Mr. Berry's Surrebuttal.

Finally, Grain Belt Express has demonstrated the necessary good cause for the Commission to waive the reporting requirements of 4 CSR 240-3.145, 4 CSR 240-3.175, and 3.190(1), (2) and (3)(A)-(D). Consequently, the Commission should waive these requirements when it issues the CCN in this case.

For the foregoing reasons, the Application of Grain Belt Express to construct, own, operate, control, manage, and maintain the Missouri facilities should be granted.

Dated: December 8, 2014

Dentons US LLP

By /s/ Karl Zobrist

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ATTORNEYS FOR GRAIN BELT EXPRESS CLEAN LINE LLC

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing was served upon all parties of record by email or U.S. mail, postage prepaid, this 8th day of December 2014.

/s/ Karl Zobrist
Attorney for Grain Belt Express Clean Line LLC