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-2016-0358

POSITION STATEMENT ON REMAND OF GRAIN BELT EXPRESS CLEAN LINE

Grain Belt Express Clean Line LLC ("Grain Belt Express" or "Company"), pursuant to the Missouri Public Service Commission's October 24, 2018 Order Setting Supplemental Procedural Schedule and Other Procedural Requirements, files this Position Statement.

A. Statement of the Case

This proceeding generally remains in the same factual posture that it was when the Commission issued its Report and Order, and the Concurring Opinion of four Commissioners in August 2017, with the exception of the proposed acquisition of Grain Belt Express by Invenergy Transmission LLC, a direct wholly-owned subsidiary of Invenergy Investment Company LLC and an affiliate of Invenergy LLC whose employees will carry on the development of the Grain Belt Express Project (collectively, "Invenergy"). See Zadlo Supp. Direct at 3-4, 6-12; Zadlo Supp. Surrebuttal at 2.

The Grain Belt Express Project ("Project") is an approximately 780-mile, overhead, multi-terminal ±600 kilovolt ("kV") high-voltage, direct current transmission line ("HVDC Line") and associated facilities that will collect over 4,000 megawatts ("MW") of low-cost, wind-generated power in western Kansas. The Project will deliver 500 MW of that power into Missouri and 3,500 MW into Illinois, Indiana, and states farther east. The Project will result in the construction of thousands of MWs of new wind generation facilities in Kansas by connecting

that state's abundant, high capacity factor and affordable wind resource with the large and growing market for cost-effective, renewable energy in Missouri and the region.

The Company 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 HVDC Line will cross the Mississippi River into Illinois. The Company also proposes to construct a converter station and associated AC interconnecting facilities in Ralls County. The Missouri converter station will have bi-directional functionality, allowing Missouri utilities the opportunity to sell up to 500 MW of excess power into the energy markets operated by PJM. The additional revenue from these off-system sales can be used to reduce the cost of electricity for the end-use customers of these Missouri utilities.

The Project will interconnect with the Ameren Missouri system in Ralls County along the Maywood-Montgomery 345 kV AC transmission line, which connects the Maywood 345 kV substation in Marion County with the Montgomery 345 kV substation in Montgomery County. This connection will be made via a single 345 kV circuit line from the converter station to a new AC switching station tapping the Maywood-Montgomery transmission line. The Missouri portion of the HVDC Line, the converter station in Ralls County, and the associated AC transmission and interconnection facilities are referred to here as the "Missouri Facilities."

Grain Belt Express estimates that the total cost of the Project will be approximately $2.35 billion,[1] with $525 million[2] of this estimate attributable to the portion of the Project to be located in Missouri. Grain Belt Express will pay for the costs of the development, construction and

[1] This figure does not include the cost of network upgrades required to interconnect the Project to the electric transmission grid, which is estimated to be $550 million.

[2] This figure does not include the cost of network upgrades required to interconnect the Project to the transmission grid in Missouri, which is estimated to be $20-$40 million. See Zadlo Supp. Surrebuttal at 5.

operation of the Project, and will recover these costs by selling transmission service to wind generators and load-serving entities that use the line. Missouri ratepayers will bear no risks related to the construction of the Project. This is because Grain Belt Express will employ a participant-funded or "shipper pays" model under which the cost to construct the Project will not be borne by load-serving entities or their ratepayers through the cost allocation processes of Southwest Power Pool, Inc. ("SPP"), Midcontinent Independent System Operator, Inc. ("MISO"), or PJM Interconnection, LLC ("PJM").

The June 2, 2016 Transmission Services Agreement ("TSA") between Grain Belt Express and the Missouri Joint Municipal Electric Utility Commission ("MJMEUC") remains fully in place, although a recent amendment now provides for the same rate for all 200 MW of Kansas-Missouri transmission service. The amendment represents a discount to the original higher rate for the second 100 MW of service, resulting in increased benefits and savings to MJMEUC and its Missouri customers.

Grain Belt Express filed an application ("Application") for a line certificate of convenience and necessity pursuant to Section 393.170.1[3] on August 30, 2016, 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) for good cause shown.

On November 9, 2018, Grain Belt Express Holding LLC entered into a Membership Interest Purchase Agreement ("MIPA") with Invenergy Transmission for the sale of the Company, along with a Development Management Agreement ("DMA") to provide

[3] All statutory references are to the Missouri Revised Statutes (2016), as amended, unless otherwise noted.

development funding through the projected closing date of the MIPA. Upon the approvals of this Commission and the Kansas Corporation Commission ("KCC"), Invenergy Transmission will acquire Grain Belt Express under the MIPA with the goal of completing the development and construction of the Project. See Skelly Direct at 2; Zadlo Supp. Direct at 3-6.

B. Statement of Position on the Issues

1. Does the evidence establish that the Commission may lawfully issue to Grain Belt Express Clean Line LLC the certificate of convenience and necessity ("CCN") it is seeking for the high-voltage direct current transmission line and converter station with an associated AC switching station and other AC interconnecting facilities?

Yes. The Commission has the power to authorize the construction of an electric plant, including transmission lines, 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. 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). Grain Belt Express is seeking a "line" CCN under Section 393.170.1.

On July 17, 2018 the Missouri Supreme Court issued a unanimous per curiam opinion that reversed the Commission's Report and Order denying the Company's application for a line CCN under Section 393.170.1. Grain Belt Express Clean Line LLC v. PSC, 555 S.W.3d 469 (Mo. en banc 2018) ("Grain Belt Express"). In particular, the Supreme Court ruled that the Commission's reliance on In re Ameren Trans. Co. of Ill., 523 S.W.3rd 21 (Mo. App. W.D. 2017) ("ATXI") was in error. The Supreme Court declared that ATXI "should not be followed" to the extent that case held that an applicant for a line CCN is required to obtain county consents under Section 229.100 before the Commission can grant a line CCN. See Grain Belt Express, 555 S.W.3d at 470.

In granting a CCN, the Commission may "impose such condition or conditions as it may deem reasonable and necessary." See Section 393.170.3. All governmental consents required for the construction and operation of the Project in Missouri will be provided once they have been received. See Application at ¶ 75.

2. Does the evidence establish that the high-voltage direct current transmission line and converter station for which Grain Belt is seeking a CCN are "necessary or convenient for the public service" within the meaning of that phrase in section 393.170, RSMo.?

Yes. 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: (a) There must be a need for the service the applicant proposes to provide; (b) The proposed service must be in the public interest; (c) The applicant's proposal must be economically feasible; (d) The applicant must have the financial ability to provide the service; and (e) The applicant must be qualified to provide the proposed service. See In re Tartan Energy Co., 1994 WL 762882, No. GA-94-127, Order Granting Certificate of Convenience and Necessity (Sept. 16, 1994) ("Tartan"); In re Entergy Arkansas, Inc., No. EA-2012-0321, Order Granting Certificate of Convenience and Necessity at 2 (July 11, 2012). The Project meets each of these criteria and is, therefore, necessary or convenient for the public service.

(a) Need for the Service

The Project will deliver low-cost wind generation from western Kansas, which has high wind speeds and plentiful sites for wind development, allowing load-serving entities and buyers in Missouri and elsewhere to be able to purchase this low-cost, renewable energy. As a result, the Project will offer customers in Missouri, as well as in other MISO states and in PJM, the ability to access low-cost Kansas wind energy that is not available to them today because of a

lack of transmission infrastructure and constraints on the existing grid. Missouri ratepayers will bear no risk related to its construction.

There is a demonstrated need for the service provided by the Company. Grain Belt Express has entered into an amended 225 MW TSA with MJMEUC. MJMEUC has 67 members who serve approximately 347,000 retail customers and have a combined peak load of over 2,600 MW. Of MJMEUC's total 225 MW transmission service, 200 MW is for service from Kansas to Missouri. In addition, MJMEUC has agreed to purchase 25 MW of capacity (with the option to purchase another 25 MW) for service from Missouri into PJM. The TSA will reduce costs for MJMEUC customers by saving its members approximately $11 million annually. See Grotzinger Supp. Direct at 1-3.

Moreover, in January 2017 MJMEUC entered into a Power Purchase Agreement ("PPA") with Infinity Wind Power's 300 MW Iron Star Wind Project, LLC which will be located proximate to the Company's Kansas converter station. In February 2018 the Iron Star Wind Project was acquired by ENGIE North America Inc., a wholly-owned subsidiary of ENGIE S.A., a European public company that is a leading independent power producer with a presence in nearly 70 countries. This acquisition changed nothing regarding the MJMEUC PPA. See Riley Supp. Direct at 2-3.

Both the TSA and the PPA will broaden MJMEUC's resource mix, and enable cost-effective compliance with present and future federal environmental regulations, as well as allow MJMEUC to earn additional revenue from excess generation.

The Project also gives other Missouri utilities access to clean, low-cost wind power. Accessing this wind power can be used to meet the requirements of Missouri's Renewable Energy Standard ("RES") and the renewable portfolio standard ("RPS") requirements of other

states served by the MISO and the PJM energy markets. Approximately 9 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. The access to wind power provided by the Project will help to fulfill the objectives and requirements of the RES. Because the Project can supply Missouri with 2.2-2.6 million MWh per year of renewable energy, and is capable of delivering 500 MW of power to the grid in Missouri at any one time, it will meet the needs of other municipal and cooperative utilities that are not subject to Missouri's RES requirements.

Additionally, the Project responds to the needs expressed by major commercial and industrial businesses that have adopted clean energy policies and supply targets. Other states in the MISO and PJM regions also need access to low-cost renewable wind generation to fulfill their RPS requirements. Similar to Missouri's RES, RPS mandates and goals in these other states have been adopted as a result of public demand for cleaner sources of energy. Low-cost wind generation will fulfill these requirements in an economical and efficient manner. The Project will also fulfill the needs being created by the national trend toward renewable energy and a more diversified mix of energy resources.

The Project is designed to transmit renewable wind power to converter stations in Missouri and eastern Illinois, unimpeded by the congestion that characterizes the A/C grid between existing wind resources and MISO's central region, including Missouri. Additionally, the Missouri converter station will have bi-directional functionality, allowing Missouri utilities the opportunity to sell up to 500 MW of their excess power in the PJM energy markets.

During the first quarter of 2015, Grain Belt Express initiated an open solicitation process for customers to subscribe for capacity on the Project, pursuant to FERC requirements. To date, eleven shippers submitted 3,524 MW of requests for capacity to the Project's 500 MW delivery

point in Missouri, or more than six times the available capacity of that point. The results of this open solicitation demonstrate a strong need for the new service that the Project will provide. See Berry Direct at 34-44; Skelly Direct at 13-15; Kelly Direct at 21-28; Wilcox Direct at 4; Berry Surrebuttal at 34-37; Grotzinger Rebuttal at 6 & Sched. 4; Grotzinger Surrebuttal at 4-8; Zadlo Supp. Direct at 12-14.

(b) Public Interest

The service to be provided by Grain Belt Express is in the public interest of Missouri and the surrounding region. The Project will offer any customer participating in MISO and PJM access to low-cost and renewable wind energy, and enables cost-effective compliance with both the RES in Missouri and state and federal environmental regulations. Given the Company's TSA with MJMEUC and MJMEUC's Iron Star Wind Project PPA, the benefits to Missouri utility customers are clear. These public benefits have been recognized by the Indiana Regulatory Utility Commission and the KCC,[4] which have each granted regulatory approval for the Project.[5]

[4] The KCC granted the Company's Petition for a siting permit to construct the Kansas portion of the Project on November 7, 2013. Subsequently, on October 4, 2018, the KCC issued an Order Granting Limited Extension of Sunset Provisions (Docket No. 13-GBEE-803-MIS) which extended the term of the 2013 siting permit order to March 1, 2019. Pursuant to this order, Grain Belt Express updated the KCC regarding its financial, managerial, and technical ability to complete the Project, including the pending Invenergy acquisition. On November 21, 2018, the Company and KCC Staff filed a joint motion for stay of procedural schedule and extension of sunset term, seeking extension of the siting permit order until further order of the KCC to accommodate the remainder of the procedural schedule and the future acquisition docket schedule. The KCC granted this request on December 6, 2018 and extended the sunset term to December 2, 2019.

[5] On November 12, 2015, the Illinois Commerce Commission ("ICC") granted the Company a certificate of public convenience and necessity ("CPCN"), and authorized Grain Belt Express to construct the Illinois portion of the line. Pursuant to a decision of the Illinois Appellate Court, this order of the ICC was reversed on procedural grounds. In Concerned Citizens & Property Owners v Illinois Commerce Comm'n, ___ N.E.3d ___, 2018 IL App. (5th) 150551, 2018 WL 1858128 (Ill. App., Apr. 17, 2018), the court held that while Grain Belt Express owned an option to purchase property to be used for the transmission of electricity, it was required under Illinois law to "own, control, operate, or manage" utility infrastructure "at the time of application" before it could qualify as a "public utility," and remanded the case to the ICC. The court specifically found that applicants like GBX "may seek recognition as a public utility while, at the same time, applying for a certificate of public convenience and necessity ... as long as they have obtained the ownership, management, or control of utility-related property or equipment at the time of the application." Id. at *5-*7. After the Company receives an extension of its Kansas siting permit to 2023, and after

The Company has offered greater landowner protections with its Missouri Landowner Protocol. This program of protections includes: (a) the establishment of a Code of Conduct for employees, as well as right-of-way acquisition agents; (b) a compensation package that includes payments relating to the easement, to the structures that will be constructed on the easement, and to agricultural impacts caused by construction; (c) updating land values with regional market studies; (d) an agriculture impact mitigation protocol; (e) an opportunity for landowners to choose binding arbitration under American Arbitration Association rules, in lieu of formal eminent domain proceedings in court; and (f) the establishment of a decommissioning fund.

The Project will further enhance the reliability of the electric transmission network in Missouri and will address the current lack of interregional transmission in the area. Furthermore, the Project will bring great economic benefits to Missouri. Construction of the Project accomplishes each and every one of these public interest benefits with no cost or risk to Missouri ratepayers, as Grain Belt Express is a participant-funded, "shipper pays" transmission line.

The Project offers low-cost Kansas wind energy to customers in Missouri, as well as others in the MISO and PJM energy markets, which is not available today because of the lack of transmission infrastructure. The Project will reduce wholesale electricity prices and the cost to serve load in Missouri and neighboring states which, in turn, can be passed on to customers. For example, MJMEUC's agreement to purchase 200 MW of transmission service from Kansas to Missouri is expected to save its members $11 million annually.

The Project also provides load-serving entities with a cost-effective way to meet Missouri's RES requirements, current and potential federal and state emissions mandates, as well as the growing consumer demand for renewables. By delivering over 18 million MWh of clean

---

the Company receives a CCN from this Commission, it can acquire utility property or equipment in Illinois that will permit it to file a new application with the ICC.

energy each year, the Project will decrease reliance on fossil-fueled power plants, which will reduce emissions of carbon dioxide, sulfur dioxide, nitrogen oxides and mercury, as well as decrease the use of water to cool thermal power plants. The Project will meet the needs of municipal and cooperative utilities that are not subject to Missouri's RES requirements, and will respond to requests by major commercial and industrial businesses that have adopted clean energy supply targets.

The Project's interconnection with Ameren's Maywood-Montgomery 345 kV transmission line will enhance the reliability of the electric transmission network in Missouri by connecting geographically diverse parts of the electric grid and by providing a new source of electricity for Missouri. As an interregional project, it addresses the current lack of adequate transmission development to bridge seams between SPP, MISO and PJM. The Project would be the first major interregional transmission project to connect low-cost renewable energy in SPP with load centers in MISO and PJM, in support of the reliability and economic goals of FERC Order 1000. The Project would accomplish this without Missouri or other utility ratepayers bearing any of the construction or operational expenses through RTO cost allocation.

The Project also will bring significant economic benefits to Missouri, creating over 1,500 jobs in Missouri during the construction phase, with an estimated $246 million in new personal income and $476 million in new gross domestic product. During its first year of operation, the Project will support over 90 jobs, which is expected to produce $17.9 million in new personal income and $9.1 million in new gross domestic product. Thereafter, the Project is expected to support as many as 28 permanent jobs in Missouri, with $2.6 million in new personal income and $4.2 million in new gross domestic product. Most of the major suppliers for the Project are headquartered in or operate manufacturing plants in Missouri. When completed, the Project's

Missouri Facilities will provide an additional source of new property tax revenues to the political subdivisions where the facilities are located. The estimated increase in annual property taxes for the eight counties that the Project will cross is $7.2 million. These additional taxes will benefit school districts, fire districts, public libraries, and health and ambulance services.

Finally, all of the benefits of the Project's service will be made available to the public without broadly charging transmission costs to load-serving entities or their customers. Grain Belt Express is a participant-funded, "shipper pays" transmission line whose services will be provided to the wholesale energy market at freely negotiated rates. Only the users of the HVDC Line will pay for the costs of the Project. It is this free-market model which provides Missouri customers the benefits of the Project without bearing the risk of socialized costs. See Berry Direct at 34-45; Skelly Direct at 16-18, 28-31; Lawlor Direct at 15-17; Kelly Direct at 28-29, 32-35; Pfeiffer Direct at 6-8; Shiflett Direct at 12-13; Tregnago Direct at 3-4; Galli Direct at 14-27; Berry Surrebuttal at 34-37; Lawlor Surrebuttal at 2-4; Kelly Surrebuttal at 7-10; Tregnago Surrebuttal at 2-10; Lanz Rebuttal at 4-13; Spell Rebuttal at 3; Zadlo Supp. Direct at 15-16.

(c) Economic Feasibility

Grain Belt Express and its owner will assume all of the financial risk of the Project, including any cost overruns. Once the Project reaches the point of beginning construction, it will be financed at the project level against the strength of its future, contracted revenues.

The HVDC technology of the Grain Belt Express Project is the most cost-effective and efficient way to move large amounts of renewable energy over a long distance. High capacity factor wind generation from western Kansas is the cheapest form of renewable energy in the United States, and the Project's delivered energy cost to Missouri and neighboring states,

including the cost of transmission, will be cheaper than alternatives to meet the demand for both renewable and non-renewable energy.

The response to the Company's 2015 open solicitation process indicated a substantial interest by potential customers to subscribe for capacity on the Project. Because the Project will build a bridge between untapped, low-cost wind resources in western Kansas and the demand for renewable energy in Missouri and the region, it is economically feasible. Finally, because the business model of Grain Belt Express shifts the risk entirely away from ratepayers to Grain Belt Express and Invenergy, the economic feasibility factor should be understood in this context, as did the Commission in its 1994 Tartan Order.[6] Accordingly, the Project provides load-serving entities with low-cost, renewable power, with Missouri ratepayers bearing no risks related to its construction. See Berry Direct at 23-34; Skelly Direct at 15-16; Galli Direct at 26; Kelly Direct at 29-32; Berry Surrebuttal at 2-33; Kelly Surrebuttal at 3-7; Zadlo Supp. Direct at 14.

(d) Financial Resources

As the proposed future owner, Invenergy has the financial resources to successfully develop and manage the Project. Invenergy is a leading U.S.-based developer of wind, solar, and natural gas-fueled power generation projects, and is the largest privately held renewable energy provider in North America. Over the last 17 years, Invenergy has developed more than 20,046 MW of projects in the United States, Canada, Europe, Central America, and Japan, via Invenergy's strong relationships with over 60 financial institutions worldwide. The value of such transactions exceeds $30 billion.

Consistent with its prior experience, Invenergy plans to use a combination of debt and equity to finance the Project. Specifically, Invenergy expects to engage a lender or group of

[6] Tartan, 1994 WL 762882 at 13 ("… in this case Tartan bears most of the risk if it has underestimated the economic feasibility of its project, and the public benefit outweighs the potential for underestimating these costs.").

lenders approximately six to nine months prior to commercial operations to provide a construction loan for the Project. The construction loan and equity capital provided by Invenergy, and potentially other investors, is expected to be sufficient for the entire construction cost of the Project. Financing is typically structured with credit support such as letters of credit or cash reserve accounts that can be used to mitigate risks. Following achievement of commercial operations, the more permanent financing, such as term debt and equity financing, will rely on the contracted cash flow from the Project for repayment, and the debt will be secured by the Project's assets and contracts. See Hoffman Supp. Direct at 3-6; Zadlo Supp. Surrebuttal at 3-4.

Invenergy has affirmed its concurrence with the condition agreed to by Staff and the Company that Grain Belt Express demonstrate a committed financing capacity before starting construction. See Zadlo Supp. Surrebuttal at 4.

(e) Operational and Technical Qualifications

Invenergy also has the operational experience to successfully develop and manage the Project. Invenergy's expertise includes a complete range of fully integrated in-house capabilities, including: Project Development, Permitting, Transmission, Interconnection, Energy Marketing, Finance, Engineering, Project Construction, Operations and Maintenance. Invenergy's senior executives—each with more than 25 years in the energy generation industry—have worked together for more than two decades.

Invenergy has built its core competencies around power plant operations and maintenance ("O&M"). Invenergy operates its power plant fleet through the wholly owned subsidiary, Invenergy Services. Invenergy Services is staffed with experienced industry personnel and currently operates 10,896 MW of natural gas and renewable generating capacity in

North America. Combining asset management, operations, maintenance, and commercial execution functions allows Invenergy Services to provide a single, comprehensive solution to overall management of the asset.

Since 2001 Invenergy has built all required transmission and distribution lines, generator step-up transformers ("GSUs"), and substations for its facilities in numerous regions, including SPP, MISO and PJM. Invenergy developed, permitted and constructed this infrastructure across various terrains, state and local jurisdictions, and in vastly differing environmental and regulatory conditions. This experience adds to over 392 miles of high-voltage transmission lines, over 1,748 miles of distribution lines, 59 substations and 73 GSUs of which several have been built for utilities. Invenergy has also negotiated leases and easements with over 13,000 landowners constituting over 10 million acres. See Zadlo Supp. Direct at 6-12, Schedule KZ-5.

Regarding RTO interconnection issues, although the Company withdrew from the MISO queue as a matter of financial prudence, given the suspension of this case while legal issues were resolved, it will re-enter the queue at the proper time after PJM studies have been completed and will proceed under MISO's new Merchant HVDC Transmission Connection Procedures. Invenergy has extensive experience with the MISO queue, having developed 23 projects in the RTO's footprint. Invenergy is also an active participant in MISO's Interconnection Process Working Group and currently has over 60 active requests in the queue. Grain Belt Express and Invenergy are committed to completing the RTO studies for the Project and providing Staff with RTO interconnection agreements and associated studies when they become available. See Abebe Supp. Direct at 5-6; Zadlo Supp. Surrebuttal at 4-5.

3. If the Commission grants the CCN, what conditions, if any, should the Commission impose?

Staff and the Company agreed to seven categories of conditions which are set forth in Exhibit 206. Further, in response to data requests served by Rockies Express Pipeline LLC ("REX"), the Company agreed to a series of propositions and requests proposed by the pipeline related to the construction and operation of the Project. These agreements are reflected in Exhibit 205, several of which reflect Section III ("Nearby Utility Facilities") of Exhibit 206.

In its Revised Supplemental Rebuttal Report, Staff proposed a condition that after the Invenergy transaction closes, the Company's owners shall cooperate with Staff in providing reasonable access to its unredacted financial records until the completion or official abandonment of the Project. See Staff's Revised Supp. Rebuttal Report at 10 (Dec. 11, 2018). Grain Belt Express agrees to this condition, although it will require clarification regarding Staff's parenthetical phrase that states: "(anticipated to include, but not be limited to Invenergy Investment Company LLC and any downstream subsidiaries)."

Grain Belt Express agreed to incorporate the Missouri Landowner Protocol in the easement agreements with landowners. See Tr. 411-13 (Lanz); Ex. 114 at 5 (Lanz Surrebuttal). The Company further agreed it would follow the Protocol as a condition to the CCN. Tr. 158 (Skelly). Among the seven sections of the Protocol are provisions relating to a code of conduct, updating land values, agricultural mitigation policies, binding arbitration, and a decommissioning fund. See Sched. DKL-1, Ex. 113 (Lanz Direct).

Finally, under Section 393.170.1, a CCN is required for an "electrical corporation … [to] begin construction of … electric plant …." Under Section 386.020(14), "electric plant" includes assets like the Missouri converter station and the transmission line itself. Therefore, a CCN, even with conditions, must be issued so that the Grain Belt Express Project can be constructed.

Grain Belt Express believes that the Commission may condition the CCN on the Company's constructing the proposed Missouri converter station to be capable of the actual delivery of 500 MW of wind power to the converter station. This would be consistent with the Section II(1) of the Conditions that Staff and the Company agreed to regarding pre-operational compliance with NERC standards and other safety requirements in Exhibit 206, as well as with the general concept of new plant fulfilling in-service criteria. This would also be consistent with Section III(2)-(3) of Exhibit 206 regarding certain demonstrations that must be made with regard to nearby utility facilities prior to the Project commencing operations.

Both Grain Belt Express and Invenergy have affirmed their commitments to these conditions. See Berry Supp. Direct at 7; Detweiler Supp. Direct at 4; Zadlo Supp. Direct at 9; Zadlo Supp. Surrebuttal at 4.

4. If the Commission grants the CCN, should the Commission exempt Grain Belt from complying with the 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)?

Yes. 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 ¶¶ 76-79.

Dated: December 13, 2018

Respectfully submitted,

/s/ Karl Zobrist

Karl Zobrist MBN 28325
Jacqueline Whipple MBN 65270
Dentons US LLP
4520 Main Street, Suite 1100
Kansas City, MO 64111
Phone: (816) 460-2400
Fax: (816) 531-7545
karl.zobrist@dentons.com
jacqueline.whipple@dentons.com

Frank A. Caro, Jr. MBN 42094
Anne E. Callenbach MBN 56028
Andrew O. Schulte MBN 62194
Polsinelli PC
900 W. 48th Place, Suite 900
Kansas City, MO 64112
Phone: (816) 753-1000
Fax: (816) 753-1536
fcaro@polsinelli.com
acallenbach@polsinelli.com
aschulte@polsinelli.com

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 in this case on this 13th day of December 2018.

/s/ Karl Zobrist

Attorney for Grain Belt Express Clean Line LLC