

STATE OF INDIANA

INDIANA UTILITY REGULATORY COMMISSION

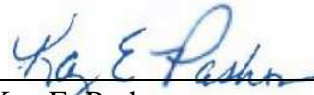
VERIFIED JOINT PETITION OF GRAIN BELT )  
EXPRESS CLEAN LINE LLC AND INVENERGY )  
TRANSMISSION LLC FOR: (1) A DETERMINATION )  
THAT INVENERGY TRANSMISSION LLC HAS THE )  
REQUISITE TECHNICAL, FINANCIAL, AND )  
MANAGERIAL CAPABILITY TO ACQUIRE, OWN, )  
AND OPERATE GRAIN BELT EXPRESS CLEAN LINE )  
LLC; (2) APPROVAL, TO THE EXTENT REQUIRED, )  
OF THE ACQUISITION, OWNERSHIP AND )  
OPERATION OF GRAIN BELT EXPRESS CLEAN )  
LINE LLC BY INVENERGY TRANSMISSION LLC; )  
(3) A DETERMINATION THAT THE COMMISSION )  
SHOULD CONTINUE TO DECLINE TO EXERCISE )  
CERTAIN ASPECTS OF ITS JURISDICTION OVER )  
GRAIN BELT EXPRESS CLEAN LINE LLC, AND )  
SHOULD CONTINUE TO TREAT GRAIN BELT )  
EXPRESS CLEAN LINE LLC AS AN INDIANA PUBLIC )  
UTILITY; (4) AUTHORITY TO TRANSFER )  
FUNCTIONAL CONTROL TO AN RTO; AND )  
(5) ACCEPTANCE BY THE COMMISSION OF )  
INVENERGY TRANSMISSION LLC'S INVENERGY )  
TRANSMISSION LLC'S COMMITMENT, WITH )  
MINOR EXCEPTIONS, TO THE TERMS AND )  
CONDITIONS IMPOSED ON GRAIN BELT EXPRESS )  
CLEAN LINE LLC IN THE COMMISSION'S MAY 22, )  
2013 ORDER IN CAUSE NO. 44264. )

CAUSE NO. 45294

**GRAIN BELT EXPRESS CLEAN LINE LLC'S  
2019 ANNUAL REPORT TO THE INDIANA UTILITY REGULATORY COMMISSION**

Grain Belt Express Clean Line LLC ("Grain Belt Express"), by counsel, submits the attached annual report for 2019 to the Indiana Utility Regulatory Commission ("Commission") in accordance with the January 2, 2020 Order in Cause No. 45294.

Dated this 16<sup>th</sup> day of April, 2020



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Kay E. Pashos

*Attorney for Grain Belt Express Clean Line LLC*

Kay E. Pashos, Atty. No. 11644-49  
Ice Miller LLP  
One American Square, Suite 2900  
Indianapolis, IN 46282-0200  
317-236-2208 (Telephone)  
317-592-4676 (Facsimile)  
[Kay.Pashos@icemiller.com](mailto:Kay.Pashos@icemiller.com)

**CERTIFICATE OF SERVICE**

The undersigned counsel for Grain Belt Express Clean Line LLC certifies that on the 16<sup>th</sup> day of April, 2020, she caused a copy of the foregoing to be served, by e-mail, on the following counsel:

Jason Haas  
Randy Helmen  
Office of Utility Consumer Counselor  
PNC Center  
115 West Washington Street, Suite 1500S  
Indianapolis, Indiana 46204  
[THaas@oucc.IN.gov](mailto:THaas@oucc.IN.gov)  
[RHelmen@oucc.IN.gov](mailto:RHelmen@oucc.IN.gov)  
[infomgt@oucc.in.gov](mailto:infomgt@oucc.in.gov)



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Kay E. Pashos

*Attorney for Grain Belt Express Clean Line L*

## **Grain Belt Express Clean Line LLC's Annual Report for 2019**

Grain Belt Express Clean Line LLC (referred to herein as “Grain Belt”) provides the following Annual update to the Indiana Utility Regulatory Commission (“Commission” or “IURC”) on its progress developing the Grain Belt Express transmission project (“Grain Belt Express Project” “Grain Belt Express” or “Project”) in 2019<sup>1</sup>, consistent with the reporting requirements set forth in the January 2, 2020 Order authorizing Invenergy Transmission LLC to acquire, own, and operate Grain Belt Express Clean Line LLC, consistent with the terms and conditions contained in the Settlement Agreement and Order in Cause No. 44264, with certain minor exceptions and changes.

### **Grain Belt Acquisition by Invenergy Transmission LLC**

The development of the Grain Belt Express Project continued to advance in 2019 under the direction of Invenergy Transmission LLC (“Invenergy”) pursuant to a Membership Interest Purchase Agreement (“MIPA”) and Development Management Agreement (“DMA”), each dated November 9, 2018, under which Invenergy acquired 100% of Grain Belt, including the Project assets, from its original owner, Clean Line Energy Partners LLC (the “Transaction”) once certain conditions precedent were met.

As is discussed in more detail below, as of January 2, 2020, all of the conditions precedent required to close the Transaction under the MIPA were met, and Invenergy closed the Transaction on January 28, 2020.

The Invenergy family of companies is headquartered in Chicago, Illinois. It was founded in 2001 and is North America’s largest privately held company that develops, owns, and operates large-scale renewable and other clean energy generation, energy storage facilities, and electric transmission facilities across North America, Latin America, Japan and Europe. 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’s founder, President and CEO Michael Polsky, is a recognized and respected industry leader and is the majority owner of Invenergy and its affiliated companies. There were no changes to Invenergy’s senior management in 2019 or Q1 of 2020.

### **State Regulatory Update**

#### **Missouri**

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<sup>1</sup> For completeness Invenergy has included a number of Q1 2020 activities throughout this report.

### *Certificate of Convenience and Necessity*

As was reported in Grain Belt's 2018 Annual Report, on March 20, 2019 the Missouri Public Service Commission ("MPSC") issued an Order granting Grain Belt Express Clean Line LLC's application for a Certificate of Convenience and Necessary ("CCN") in Case No. EA-2016-0358, which took effect on April 19, 2019. That Order was later appealed to the Eastern District of the Missouri Court of Appeals on May 14, 2019 by Show Me Concerned Landowners, the Missouri Landowners Alliance, and Christina Reichert and on May 23, 2019 by the Missouri Farm Bureau Federation.

On December 17, 2019 the Eastern District of the Missouri Court of Appeals issued an Opinion in Case No. ED107886 dismissing the plaintiffs' appeal of the CCN.

On January 21, 2020 the Eastern District of the Missouri Court of Appeals denied plaintiffs' request to transfer the case to the Missouri Supreme Court.

On March 17, 2020 the Missouri Supreme Court denied Appellants application to transfer ED107866 from the Missouri Court of Appeals, Eastern District, making the decision issued in Case No. EA-2016-0358 final and unappealable.

### *Acquisition*

On June 5, 2019 in Case No. EM-2019-0150 the MPSC issued a Report and Order approving Invenergy Transmission LLC's acquisition of Grain Belt. That Report and Order was amended on September 11, 2019 to clarify that Invenergy will be required to exercise its control such that Grain Belt complies with all conditions placed on the granting of its CCN, not that Invenergy will be required to independently comply with each of those conditions. The Amended Report and Order was effective on September 21, 2019.

On October 10, 2019, Show Me Concerned Landowners and Joseph and Rose Kroner filed a notice of appeal of the MPSC's decision in Case No. EM-2019-0150 in the Western District of the Missouri Court of Appeals. Briefing has concluded and oral argument has been set for May 20, 2020. A decision is expected by late summer, 2020.

## **Kansas**

### *Acquisition*

On June 18, 2019 in Docket No. 19-GBEE-253-ACQ the Kansas Corporation Commission ("KCC") issued an Order Approving Unanimous Settlement Agreement approving Invenergy Transmission LLC's acquisition of Grain Belt Express Clean Line LLC. There were no appeals to the Order.

### *Siting Permit Amendment*

On September 26, 2019 in Docket No. 13-GBEE-803-MIS the KCC issued an Order Granting Joint Motion to Replace Sunset Provision with Settlement Deadlines which amended Grain Belt's siting permit for the Project to account for an updated Project schedule, and to replace the previous sunset date of the permit with a series of development milestones. There were no appeals to the Order.

### **Indiana**

#### *Acquisition*

On January 2, 2020 the Indiana Utility Regulatory Commission ("IURC") issued an Order in Cause No. 45294 approving Invenergy Transmission LLC's acquisition of Grain Belt Express Clean Line LLC. There were no contested issues in the proceeding and no appeal of the IURC decision was filed. This Order represented the final condition precedent required for Invenergy to close on its acquisition of Grain Belt pursuant to the MIPA, which occurred on January 28, 2020.

### **Illinois**

On November 12, 2015, the Illinois Commerce Commission issued Grain Belt a Certificate of Public Convenience and Necessity ("CPCN") to construct and operate the Illinois portion of the Project. On March 13, 2017, the Fifth District Appellate Court of Illinois reversed the Illinois Commerce Commission's Order because Grain Belt did not own utility property prior to filing for a CPCN. Grain Belt is currently evaluating its options to continue pursuit of its Illinois CPCN.

### **Federal Energy Regulatory Commission Filings**

Grain Belt has made no filings with the Federal Energy Regulatory Commission ("FERC") since the effective date of its Order in Cause No. 45294.

### **Project Development Team**

In Q4 2019 Invenergy conducted a comprehensive request for proposals ("RFP") to solicit qualified, experienced consultants to advance Project development needs for land, environmental, and engineering services. As a result of the RFP process, Invenergy has built a highly experienced and reputable team, as described below.

### **Invenergy Development Team**

Invenergy has built a cross-functional internal team of over 20 engineers, developers, analysts and other professionals to manage the design and development of the Project. Eric Miller, a long-time member of Invenergy's development team, has been assigned to lead the Project to the start of construction.

## **Land**

Invenergy and Grain Belt have contracted with an industry-leading land services provider with a 35-year history of executing linear infrastructure projects throughout North America, including several multi-state transmission line projects, to assist in its easement acquisition work. Its clientele includes many major utilities and independent power producers and the land services provider has successfully negotiated land agreements for over 40,000 miles of rights-of-way.

The land services provider has been retained by Invenergy and Grain Belt to investigate property ownership, prepare easement packages for all Kansas and Missouri parcels of land on which the Project will require an easement to construct its facilities, and hire and train qualified land agents that will interface with property owners and negotiate easement agreements.

Easement acquisition Staff for Illinois and Indiana have not yet been contracted.

## **Transmission Line Engineering and Environmental Permitting**

Invenergy and Grain Belt have contracted with a transmission line engineering and environmental permitting firm that has been executing all facets of transmission line design and other infrastructure projects for myriad clients worldwide since 1976, including numerous High Voltage Direct Current ("HVDC") transmission line projects. The firm has been retained by Invenergy and Grain Belt to advance the design of the transmission line, secure environmental permits required by federal and state agencies to construct the Project, and act as an overall project manager to coordinate between Project disciplines.

Invenergy, Grain Belt and the firm are working to advance transmission line design, including preliminary structure locations and calculation of loads needed for final structural design and optimization.

The firm has identified certain parcels where Grain Belt would like to have survey access in 2020. Invenergy and the firm are in discussions with relevant permitting agencies (US Army Corps of Engineers, US Fish and Wildlife Service, et al) to discuss/confirm Grain Belt's survey approach and permitting plan.

## **Converter Station Engineering**

Invenergy and Grain Belt have contracted with an engineering firm with international expertise on HVDC technology design and implementation, which has worked on every HVDC project that



# Grain Belt Express

TRANSMISSION LINE

One South Wacker Drive | Suite 1800 | Chicago, Illinois 60606 | 312.224.1400 | [www.GrainBeltExpress.com](http://www.GrainBeltExpress.com)

has been recently constructed in North America. The engineering firm has been retained to perform transmission system studies that will assist system operators in evaluating the integration of Grain Belt with the existing transmission system, and oversee HVDC vendors to design, manufacture, test, and implement the AC-DC converter stations that will collect and deliver energy to be shipped on the transmission line.

Respectfully submitted,

Kris Zadlo  
Vice President, Invenergy Transmission LLC  
on behalf of  
Grain Belt Express Clean Line LLC

Dated: April 16, 2020