

DISTRICT COURT, BOULDER COUNTY, COLORADO

1777 6th Street

Boulder, Colorado 80302

303-441-3750

Petitioner:

THE CITY OF BOULDER, a Home Rule City and a Colorado
Municipal Corporation,

v.

Respondents:

PUBLIC SERVICE COMPANY OF COLORADO, a Colorado
Corporation, XCEL ENERGY, INC.,
BOB HULLINGHORST, in his official capacity as Treasurer of
Boulder County

Attorneys for Petitioner:

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Case No. 2014-CV-

Division:

PETITION IN CONDEMNATION

The City of Boulder, Petitioner (“City” or “Petitioner”), by and through its attorneys, alleges as follows:

ALLEGATIONS

1. The City is a home rule municipality of the State of Colorado organized and existing under a home rule charter pursuant to the Colorado Constitution, Article XX.

2. The City’s authority to maintain this proceeding is set forth in Article XX sections 1 and 6 of the Colorado Constitution, in Article 1, sections 2(b) and (d) and Article XIII section 180(a) of the Home Rule Charter of the City of Boulder, and in various state statutes.

3. The City has the power to construct, condemn, purchase, acquire, add to, maintain, conduct, and operate public utilities or works or ways, in whole or in part within or without its territorial limits and everything required therefore pursuant to the Colorado Constitution, Article XX, sections 1 and 6.

4. All property, property interests, facilities and equipment sought in this proceeding are subject to acquisition by the Petitioner. Colorado Constitution, Article XV, section 8 states: "The right of eminent domain shall never be abridged nor so construed as to prevent the general assembly from taking the property and franchises of incorporated companies and subjecting them to public use, the same as the property of individuals" Article XX states, in part, that home rule cities:

. . . shall have the power, within or without its territorial limits, to construct, condemn and purchase, purchase, acquire, lease, add to, maintain, conduct, and operate water works, light plants, power plants, transportation systems, heating plants, and any other public utilities or works or ways local in use and extent, in whole or in part, and everything required therefore, for the use of said city and county and the inhabitants thereof, and any such systems, plants, or works or ways, or any contracts in relation or connection with either, that may exist and which said city and county may desire to purchase, in whole or in part, the same or any part thereof may be purchased by said city and county which may enforce such purchase by proceedings at law as in taking land for public use by right of eminent domain, . . . (emphasis added).

5. The City has complied with the conditions precedent for the exercise of its condemnation powers in this case. The 20-year term of the electric utility Franchise Agreement between the City and Public Service Company of Colorado (“PSCo”) has expired (the “Franchise Agreement”). To the extent it applies, this proceeding is also authorized by C.R.S. §38-5-105.

6. This proceeding is brought pursuant to the procedural provisions of C.R.S. § 38-1-101, et seq., as amended.

7. On November 1, 2011, voters in the City approved Ballot Question 2C, which authorizes the formation of a City-owned and operated municipal electric utility (the “City Utility”).

8. On August 20, 2013 Ordinance No. 7918 was adopted by the Boulder City Council, which authorizes the City to exercise its power of eminent domain in this case. Ordinance No. 7918 can be found at <https://documents.bouldercolorado.gov/weblink8/0/doc/123436/Page1.aspx>.

9. The City has determined there is a need and necessity and that it is in the public interest for the City to acquire the property described herein and in the exhibits attached hereto (“the Property”).

10. The Property is owned by Respondent Public Service Company of Colorado (“PSCo”) and its parent holding company, Xcel Energy, Inc, as their interests may appear (collectively, “Xcel” or the “Respondent”).

11. The City Council has determined that the Property includes electrical facilities and other property interests in the area owned by Xcel as shown on the maps attached hereto as **Exhibit A-1** and **Exhibit A-2-TL**, dated July 31, 2013 and marked Acquisition Area Distribution System and the Acquisition Area 115kV Transmission Loop (collectively “the Acquisition Area”).

12. The Acquisition Area was determined by analyzing the technically optimum places of separation of ownership of interconnected electric facilities in order to maintain reliability on both sides of the separation to serve properties within the City and provide electricity, avoid duplication of distribution and transmission equipment, minimize operational and maintenance conflicts, establish the boundaries along property boundaries and define the area in which the City will acquire property to implement Article XIII of the Charter.

13. The 115kV Transmission Loop is defined as that part of the Property comprised of transformers, substations, substation equipment, conductors operated at 115kV along with support structures, buswork and related equipment used or useful to manage the flow and distribution of electricity within the City and the local generation anticipated by the City Utility, to interconnect the City’s hydroelectric facility in Boulder Canyon to lower voltage facilities within the City, to balance electrical demand within the Acquisition Area and the supply of electricity to that demand, and to enable the City Utility to access and integrate power supply resources located outside of the Acquisition Area efficiently and in a cost effective manner.

14. The Property has been used primarily to provide electric service to the City and its inhabitants. The Property serves customers inside the City, as well as City-owned facilities located outside City limits, such as City water facilities and one of the City’s primary emergency communications facilities. The Property incidentally distributes electricity to a relatively small number of customers in enclaves (areas completely surrounded by the City) and areas just outside the City.

15. Approximately 97% of the electric load on the system that the City seeks to acquire is within City limits.

16. The Property is being acquired for a public purpose and in furtherance of a public use: establishing, erecting, maintaining and operating a municipal light and power utility for the use of the City and its inhabitants. The “Project” for which the Property is being acquired is defined as acquisition of all of the property interests, facilities, and physical, administrative, and legal changes to the electrical facilities and appurtenant facilities required to enable the City to own and operate its own electric utility, often described as the City’s municipalization project, together with the adoption of tariffs, programs, contracts and other activities customarily associated with the ownership and operation of an electric utility. The changes to the existing electrical system include change in ownership of facilities and associated property interests from Xcel to the City.

17. The Project does not include acquisition of ownership of generation facilities or capacity of generation facilities, and the Property does not include any facilities or property of Xcel’s that is used for generation of electricity or for provision of natural gas service. Through this action the Petitioner does not seek any natural gas facilities or equipment or interests in real property owned or claimed by Respondent used to support or provide natural gas service. The Petitioner disclaims any interest in natural gas facilities in the Acquisition Area. Petitioner’s disclaimer shall not be construed as permission by the Respondent, or any others, to interfere with Petitioner’s use of the property acquired in this action.

18. The electrical system located within the Acquisition Area is a “load pocket” relative to the entire Xcel system. The electrical system within the Acquisition Area as designed by Xcel is a typical radial feed with feeder tie capabilities for backup operations and outage conditions. As a load pocket, the Acquisition Area can be readily segregated from the Boulder Division of Xcel’s electrical system.

19. The City is surrounded by open space, including over 17,000 acres owned by the City or subject to City conservation easements, and over 22,000 acres in the Boulder Valley Comprehensive Plan Area III (where the City and Boulder County have determined to preserve existing rural land uses). As a result, the electrical system providing electricity within Boulder is technically and geographically isolated to a significant extent from surrounding areas. The Project includes maintaining connection with the Boulder Division of Xcel’s electrical system by placing additional inter-utility metering at appropriate points on the electrical lines that provide interconnection capability to the Acquisition Area with the intent of eliminating the need to construct redundant and unnecessary facilities.

20. The Project includes installation of meters, and associated disconnection switches, protective devices and communications systems to interface with Xcel’s electric system outside of the Acquisition Area, in order to maintain the status quo of the equipment over which the electricity is delivered and the retail electric service providers in areas outside the Acquisition Area and to permit the provision of customary inter-utility mutual aid and cooperation. The interconnection points between those facilities that will become the City Utility’s and those that

will remain under the ownership of Xcel are intended to maintain the safety, reliability, and continued use of that portion of the system, as it is currently designed, necessary for Xcel to serve those customers outside of the City and the service territory outside of the Acquisition Area. The Project also includes the adoption of transmission tariffs by the City that will provide reciprocal electric transmission service to Xcel. The tariffs include transmission service over those lower voltage facilities that are part of the Property to be acquired under this Petition.

21. The Property includes such temporary construction easements as may be necessary to install the equipment within substations and at interconnection points.

22. Within the substations interconnected to the 230kV transmission system, the Property includes all electrical delivery facilities up to and including the high voltage side of the 230kV transformers and transfer protection and interrupting equipment.

23. The Project includes maintaining the capacity in the system for Xcel as currently exists to distribute power to Xcel facilities and customers.

24. Xcel owns natural gas facilities, electric power transmission facilities that are not part of the 115kV Transmission Loop, and other facilities unrelated to the Project, that are located on the same property as the Property to be acquired by the City. The Project will provide for continued co-location of those facilities. The Project includes the City's acquisition of limited property interests, including easements for access or location of equipment to avoid interference with Xcel's use of the same property for its uses unrelated to the Project.

25. The Property also includes agreements with third parties which are necessary to facilitate the operation of the electric system serving the City, and agreements for use by third parties of the facilities or property being acquired by the City, such as pole attachment agreements. The Property does not include any deposits Xcel may have received from customers or any agreements with customers within the Acquisition Area.

26. The types of facilities that are part of the Property include substations, 13.2kV (and lower) electrical lines, transformers, meters, customer service drops, 115kV electrical lines, towers, poles, braces, guys, anchors, crossarms, cables, conduits, conductor, switching stations, high tension apparatus, streetlights, control and protective equipment, customer meters, and other fixtures whose primary purpose is to augment, integrate or tie together, within the Acquisition Area, the electric service to customers within the City, and all of the real property interests necessary to support the facilities. Where any of these electric facilities are currently located on the same poles, within the same easements, within the same trenches, or within the same substation, as facilities of Xcel that are not part of the Property, the Project provides for continued co-location of the electric facilities to be acquired with other Xcel property used to provide electric service to Xcel customers or for natural gas service.

27. Certain information related to the facilities to be acquired may be critical infrastructure information subject to restrictions on disclosure established under the authority of state or federal law (e.g. C.R.S. § 24-33.5-1602, or 42 U.S.C. § 5195c(e)). The City has prepared

an inventory of the facilities that are part of the Property, and once a suitable confidentiality procedure is established by the Court to prevent the inappropriate disclosure of critical infrastructure information, the City will submit that inventory to the court in accordance with that procedure. Pending the implementation of such a confidentiality procedure, the inventory that the City provided Xcel on June 23, 2014, as part of the good faith negotiations, is incorporated herein by reference, but may not be publicly disclosed.

28. The acquisition in this case is a total taking of the electric facilities in the Acquisition Area serving the load pocket as the system was designed by Xcel and therefore there is no “Residue” (or “Remainder”), as defined in CJI Civ. 36:4: “‘Residue’ means that portion of any property that is not taken but that belongs to the respondent, and that has been used by, or is capable of being used by, the respondent, together with the property actually taken, as one economic unit.”

29. The Property, facilities and equipment are located in the City and in the County of Boulder Colorado, which is the county in which this action is brought.

SUBSTATIONS

30. The City is acquiring the following substations entirely:

- A. Boulder Terminal as illustrated in **Exhibits BT-1 and BT-2**;
- B. Sunshine as illustrated in **Exhibit Sunshine-1 and Sunshine-2**;
- C. NCAR as illustrated in **Exhibit NCAR-1 and NCAR-2** ;

31. The City is acquiring the remainder of the Boulder Hydro substation as illustrated in **Exhibits BH-1 and BH-2**, except for a non-exclusive easement for Xcel’s overhead transmission lines currently existing on the Boulder Hydro substation property.

32. The City is acquiring facilities within the following substations and easements to access such facilities (“-1” is an illustration of the division of ownership of high voltage equipment using standard industry symbols, “-2” is an aerial photo of the substation showing the approximate location of the facilities to be acquired and access areas necessary, and “-3” is the language of the easement being acquired by the City):

- D. That portion of Eldorado as illustrated in **Exhibits EL-1, EL-2, and** pursuant to the terms and reservations as set forth in **Exhibit EL-3**;

- E. That portion of Valmont as illustrated in **Exhibits VM-1, VM-2**, and pursuant to the terms and reservations as set forth in **Exhibit VM-3**;
- F. That portion of Leggett as illustrated in **Exhibits LEG-1, LEG-2**, and pursuant to the terms and reservations as set forth in **Exhibit LEG-3**;
- G. That portion of Niwot as illustrated in **Exhibits NW-1, NW-2**, and pursuant to the terms and reservations as set forth in **Exhibit NW-3**; and
- H. That portion of Gunbarrel as illustrated in **Exhibits GB-1, GB-2**, and pursuant to the terms and reservations as set forth in **Exhibit GB-3**.

115kV TRANSMISSION LOOP

33. The City is acquiring the property rights and equipment associated with the 115kV Transmission Loop as illustrated in **Exhibit A-2-TL**. The 115kV Transmission Loop consists of: Circuits 9065 and 9067 from Valmont Substation to Boulder Terminal Substation; Circuit 9216 (and 9216UG) from Boulder Terminal Substation to Sunshine Substation to Boulder Canyon Hydro Substation; Circuit 9205 from Boulder Canyon Hydro Substation to NCAR Substation to Eldorado Substation; Circuit 9046 from Eldorado Substation to Valmont Substation, including all transmission structures. The acquisition does not include the conductors, overhead ground wire, insulators and transmission line easements for the section of Circuit 9688 from Eldorado Substation to Ridge Substation between Eldorado Substation and Superior Junction, and for the section of Circuit 9054 from Valmont Substation to Ridge Substation between Valmont Substation and Superior Junction.

13.2 kV ELECTRIC FACILITIES, PROPERTY AND EQUIPMENT

34. The Property sought consists of all 13.2kV facilities and appurtenant facilities within the Acquisition Area and is further defined in § 1.5 and § 1.6 of the Franchise Agreement, as well as associated easements. Outside the City within the Acquisition Area, the Property extends to the load side of customer meters.

35. The City is not acquiring: the maintenance facility owned by Xcel west of the Valmont substation; the Valmont power plant, or any generation facilities or generation capacity, or any natural gas distribution facilities, or any property interests or equipment necessary for such facilities.

36. Petitioner is informed and believes that **Public Service Company of Colorado**, is an owner of the Property or may have an interest in the Property.

- A. **Xcel Energy, Inc.** may also have an interest in some of the Property and equipment as the holding company for PSCo.

B. **Bob Hullinghorst**, in his official capacity as Treasurer of Boulder County, is joined as a Respondent pursuant to C.R.S. § 39-3-134.

37. Insofar as it is known to the Petitioner upon exercising due diligence there are no other persons or entities who may claim any right, title, or interest in or to the Property.

38. Petitioner is informed and believes this action does not affect the property of any persons in a guardianship or conservatorship.

39. The Petitioner has negotiated in good faith with Xcel in an attempt to acquire the Property, but has not been able to reach a mutual agreement. The just compensation to be paid for the Property cannot be agreed upon and further negotiations would be futile.

REQUESTS FOR RELIEF

WHEREFORE, Petitioner requests this court enter Orders as follows:

1. That if ownership or interests in the Property are not correctly set forth herein, then the Respondents be required to set forth by Answer the extent of their respective interests and the names and addresses of any other interested persons or entities and the nature and extent of their interest.

2. That the just compensation to be paid for the acquisition of the Property be determined in the manner provided by law.

3. That the Petitioner have judgment condemning the Property and that a Rule and Order be entered conveying the Property to the Petitioner upon Petitioner's payment of just compensation as determined by the Court.

4. That the Respondent be ordered to make and prosecute, in a timely and expeditious manner, in cooperation with the Petitioner, such regulatory filings before regulatory tribunals charged with supervising the public's interest with respect to the involuntary transfer of utility assets as may be necessary and appropriate to effectuate the transfer of ownership of the Property from the Respondent to the Petitioner.

5. Any additional relief as may be deemed just and proper.

Respectfully submitted this 17th day of July, 2014.

BOULDER CITY ATTORNEY'S OFFICE

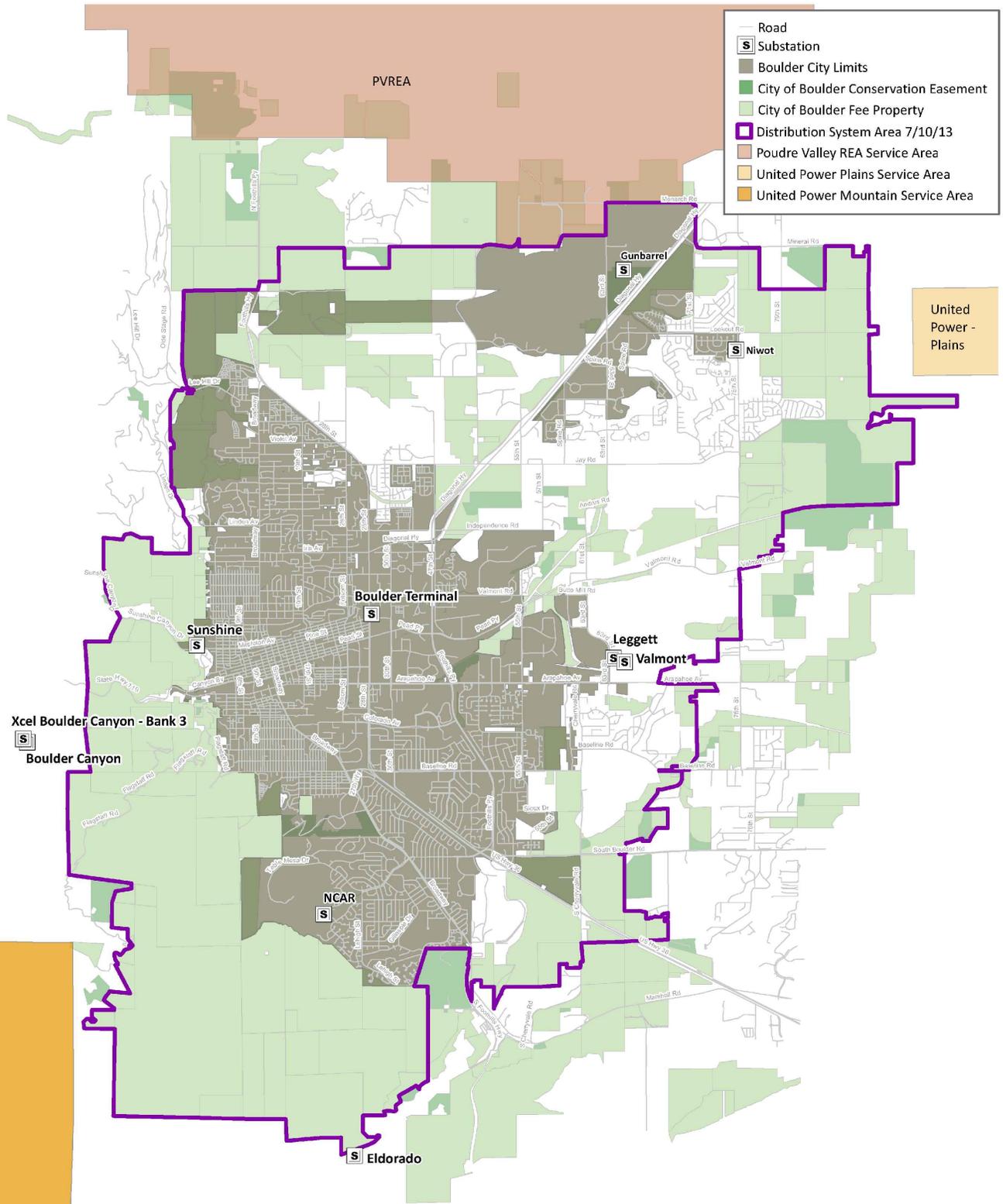
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James Birch (Special Counsel), No. 15899
Special Counsel to the City of Boulder

ATTORNEYS FOR PETITIONER

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	Road
	Substation
	Boulder City Limits
	City of Boulder Conservation Easement
	City of Boulder Fee Property
	Distribution System Area 7/10/13
	Poudre Valley REA Service Area
	United Power Plains Service Area
	United Power Mountain Service Area

United Power - Plains

United Power - Mountain

CITY OF BOULDER ACQUISITION AREA DISTRIBUTION SYSTEM

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Date **07-31-13**

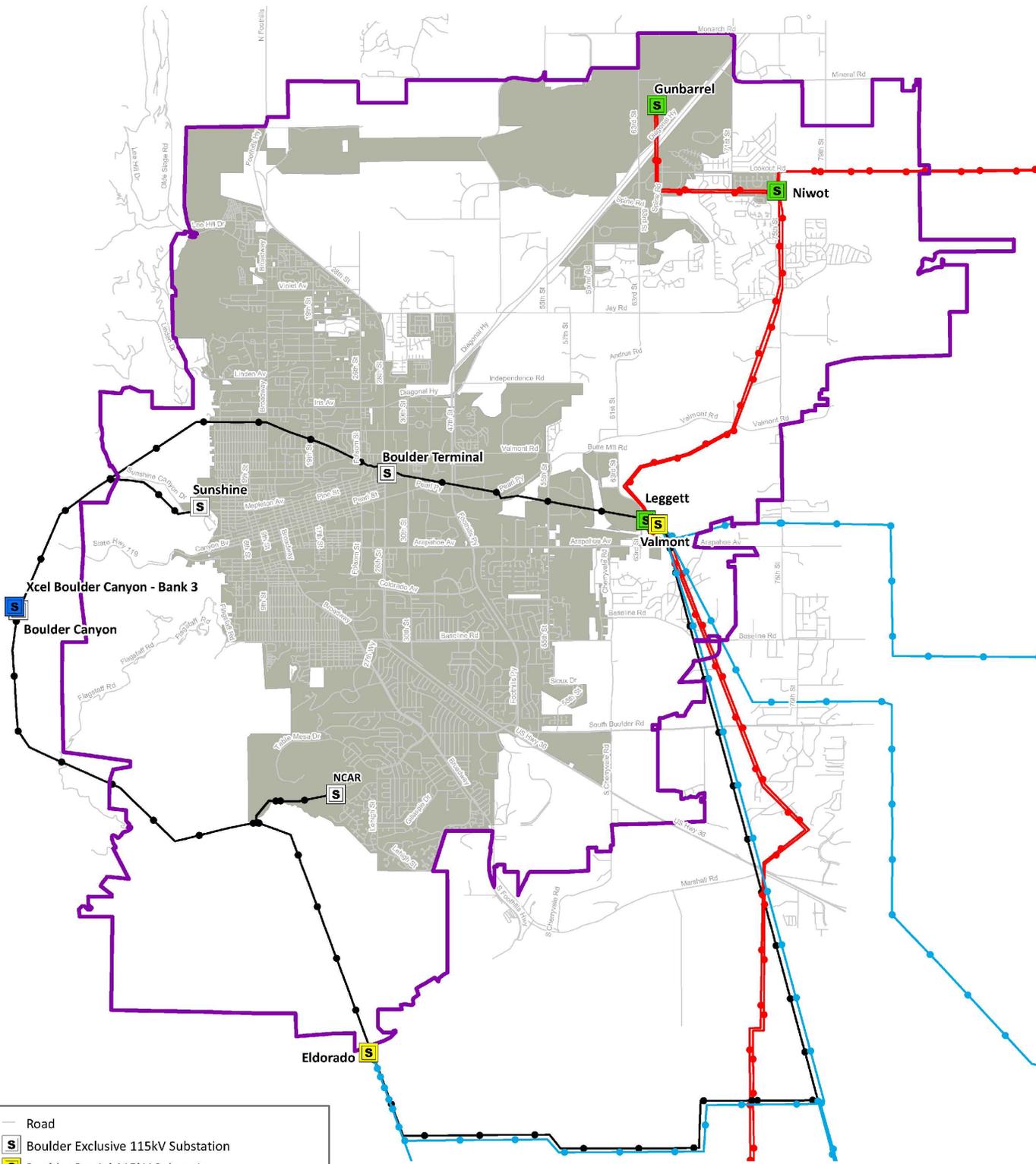


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—	Road
S	Boulder Exclusive 115kV Substation
S	Boulder Partial 115kV Substation
S	Boulder Transformer within Xcel 230 kV Substation
S	Xcel 115kV Substation
□	Distribution System Area 07/10/13
■	Boulder City Limits
—●—	Boulder 115kV Transmission Loop
—●—	Xcel 115kV Transmission
—●—	Xcel 230kV Transmission



**CITY OF BOULDER
ACQUISITION AREA
BOULDER 115KV TRANSMISSION LOOP**

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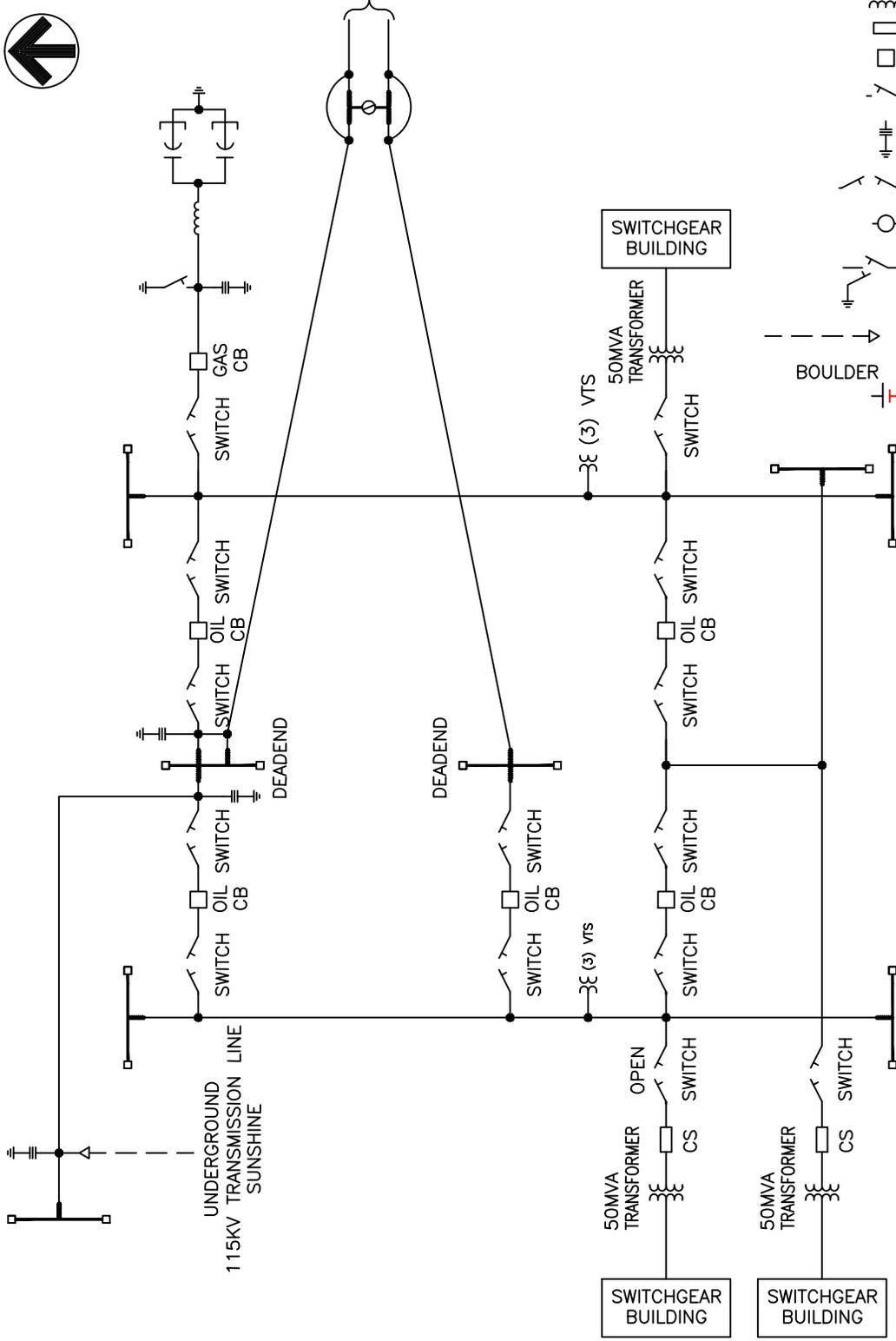
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115KV TRANSMISSION LINE
VALMONT

LEGEND

- TRANSFORMER
- CIRCUIT SWITCHER
- BREAKER
- THREE PHASE GANG OPERATED SWITCH
- ARRESTER
- THREE PHASE GANG OPERATED VEE SWITCH
- CURRENT TRANSFORMER
- THREE PHASE GANG OPERATED SWITCH WITH GROUNDING BLADE
- UNDERGROUND
- BOULDER PSCO OWNERSHIP BOUNDARY



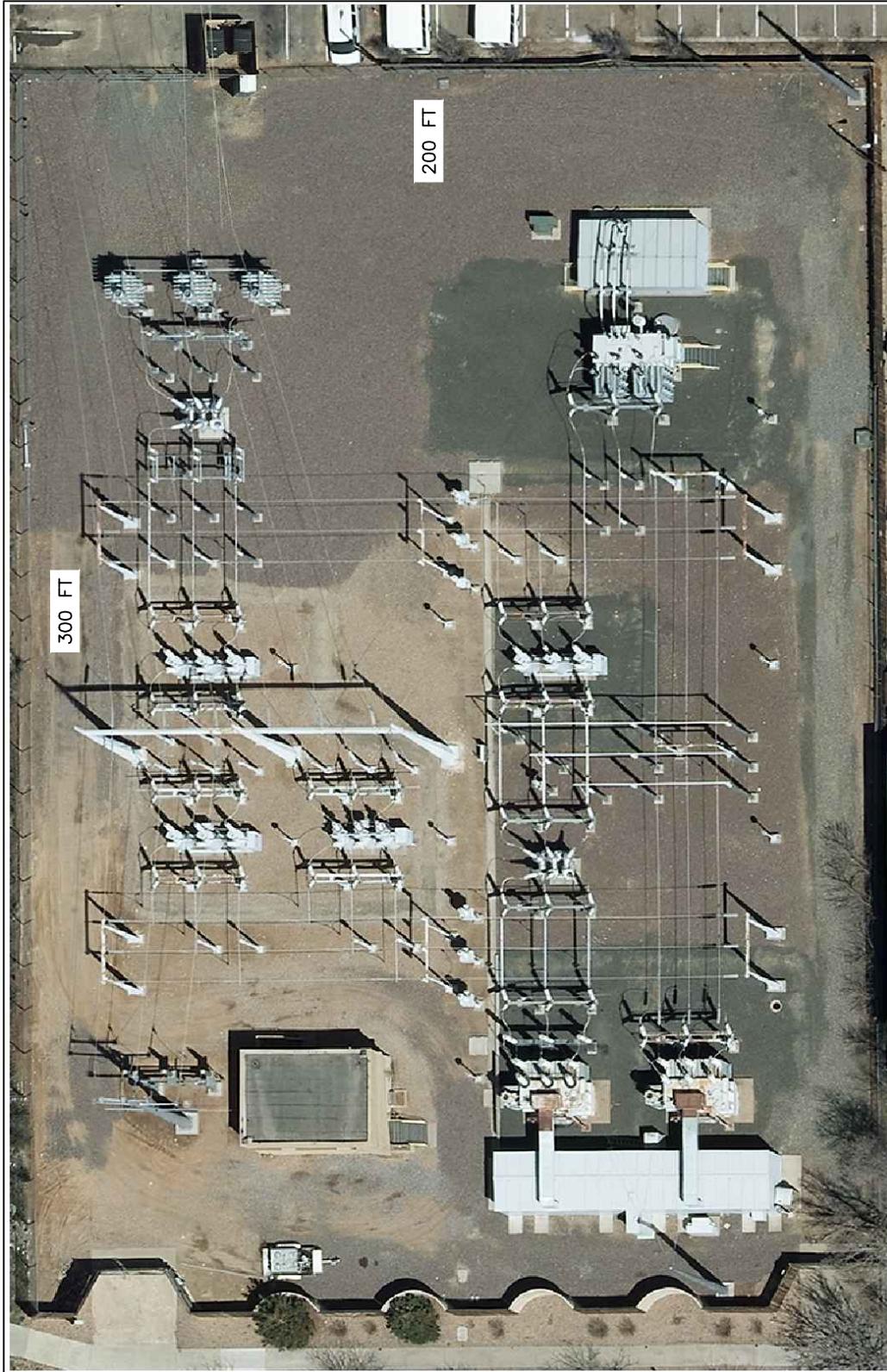
CITY OF BOULDER
BOULDER TERMINAL
SUBSTATION EXHIBITS

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**CITY OF BOULDER
BOULDER TERMINAL
SUBSTATION EXHIBITS**

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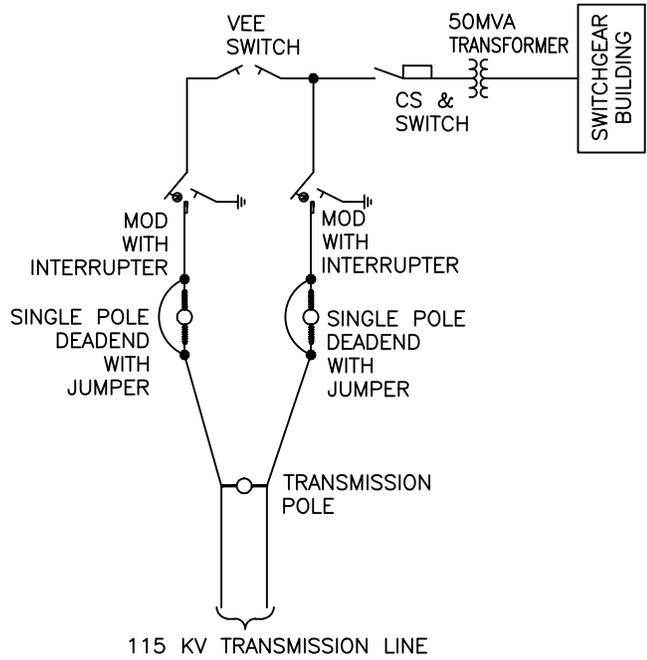
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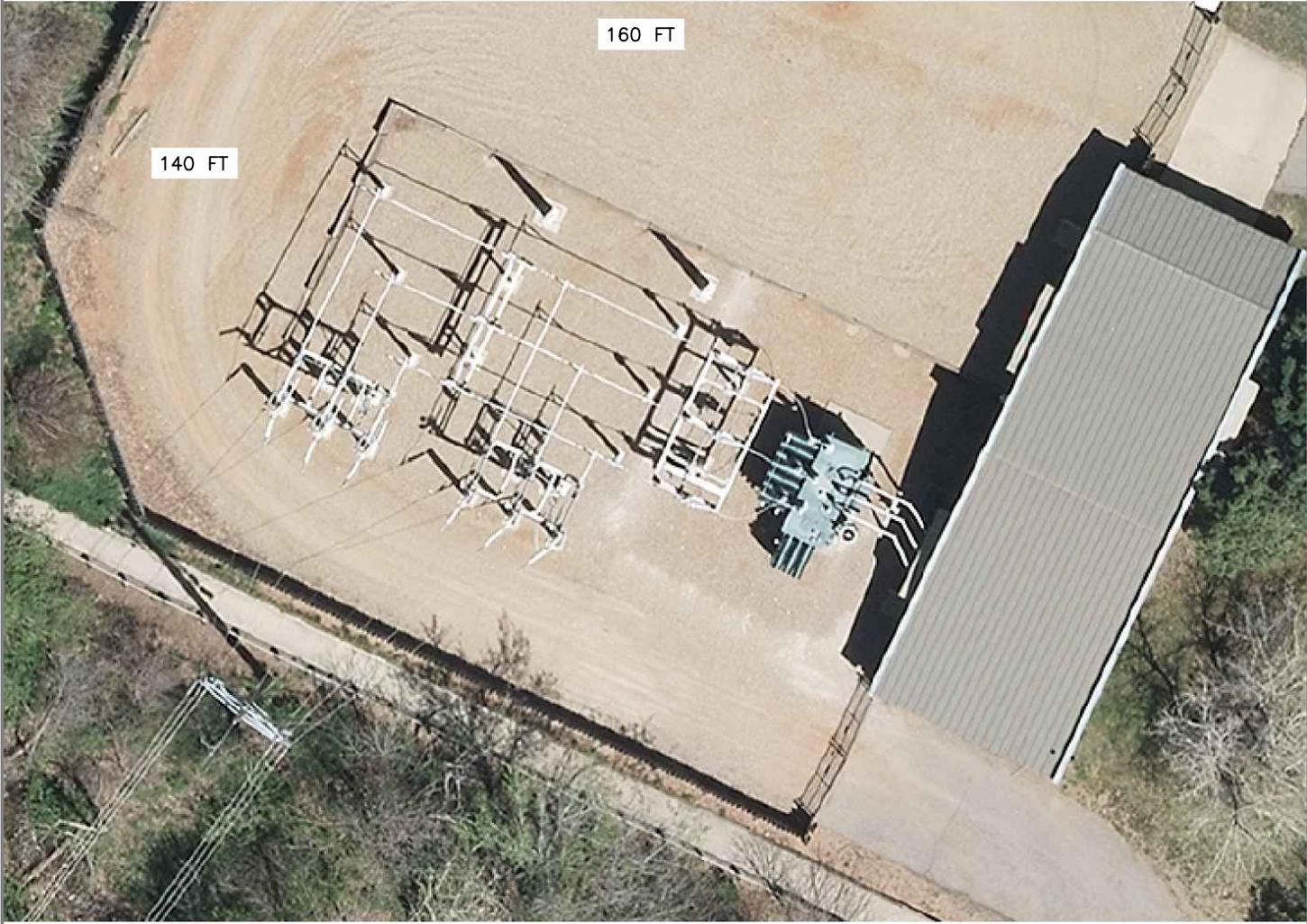


LEGEND

-  TRANSFORMER
-  CIRCUIT SWITCHER WITH THREE PHASE GANG OPERATED SWITCH
-  MOTOR OPERATED DISCONNECT (MOD) WITH GROUND SWITCH & INTERRUPTER
-  SINGLE POLE DEADEND WITH JUMPER
-  THREE PHASE GANG OPERATED VEE SWITCH
-  TRANSMISSION POLE
- BOULDER PSCO
-  OWNERSHIP BOUNDARY



<p>CITY OF BOULDER SUNSHINE SUBSTATION SUBSTATION EXHIBITS</p>		
<p>Drawn CLR</p>	 <p>Exponential Engineering Company</p> <p><small>328 Airpark Drive Fort Collins, Colorado 80524 Phone: (970) 207-8648 Fax: (970) 207-9657</small></p>	<p>Checked TAG</p>
<p>Date 06-26-14</p>		<p>Sheet No. SHEET 1 OF 2</p>



CITY OF BOULDER
SUNSHINE SUBSTATION
SUBSTATION EXHIBITS

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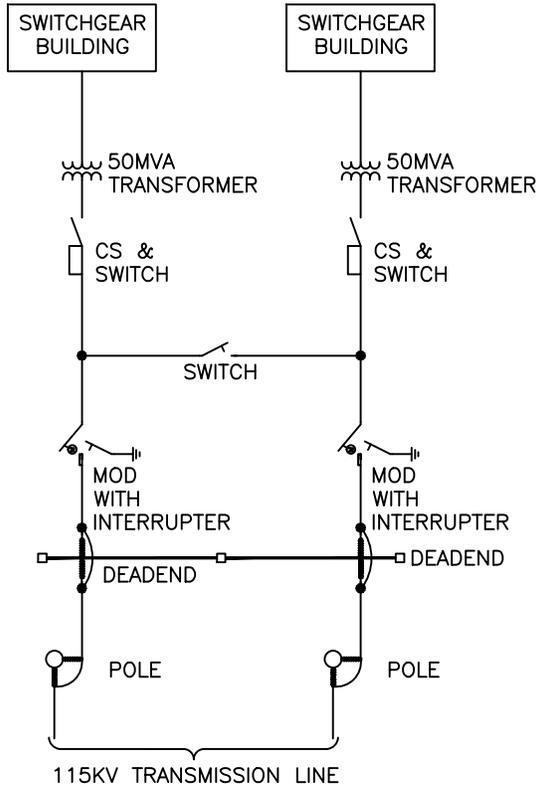
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-  THREE PHASE GANG OPERATED SWITCH
-  MOTOR OPERATED DISCONNECT (MOD) WITH GROUND SWITCH & INTERRUPTER
-  DEADEND WITH JUMPER
- BOULDER PSCO
 OWNERSHIP BOUNDARY



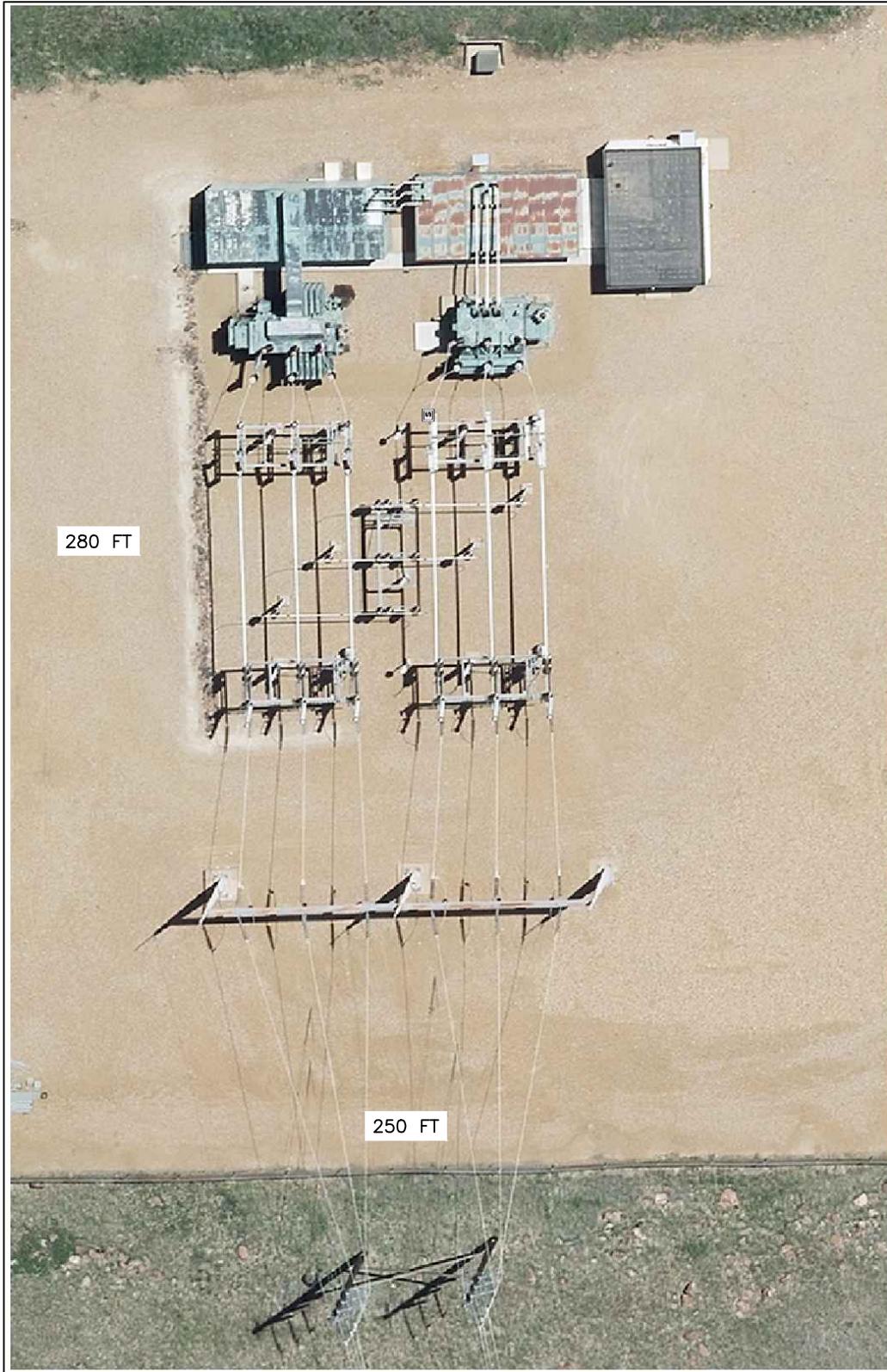
CITY OF BOULDER
 NCAR SUBSTATION
 SUBSTATION EXHIBITS

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CITY OF BOULDER
NCAR SUBSTATION
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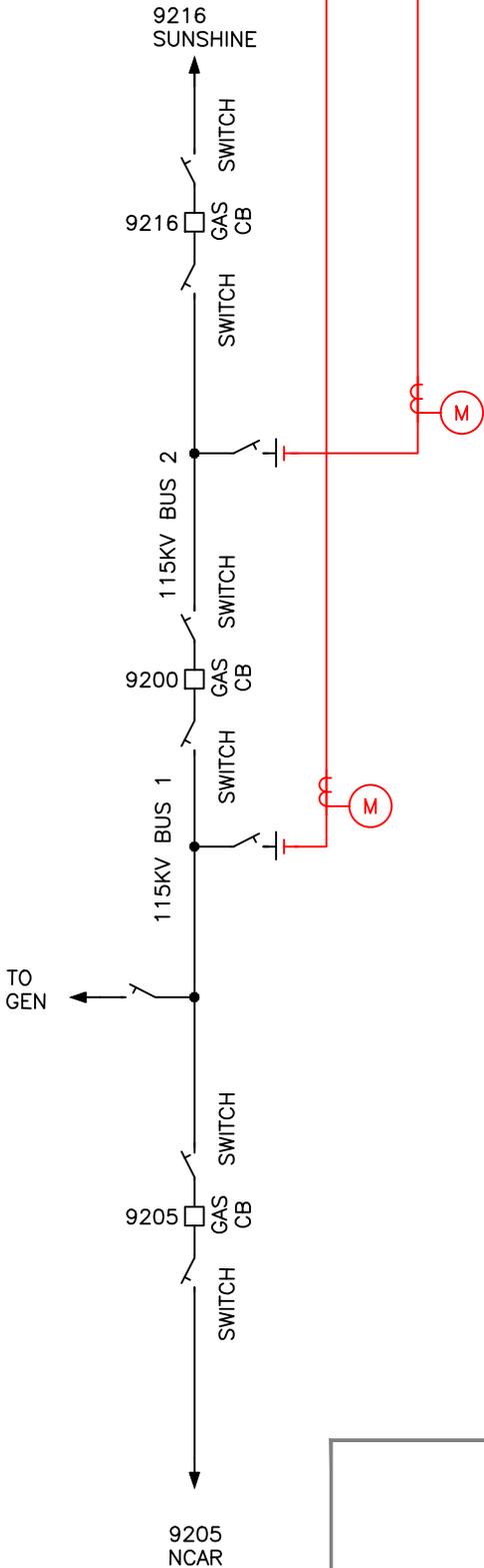


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LEGEND

□ BREAKER

—/— THREE PHASE GANG OPERATED SWITCH

BOULDER PSCO
—|— OWNERSHIP BOUNDARY

FUTURE METERING EQUIPMENT
⊕ METERING CT
Ⓜ METER

CITY OF BOULDER
BOULDER CANYON HYDRO
SUBSTATION EXHIBITS

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COLOR IDENTIFICATION
— ACQUIRED EQUIPMENT AND LAND



CITY OF BOULDER
BOULDER CANYON HYDRO
SUBSTATION EXHIBITS

Drawn CLR
Date 06-26-14



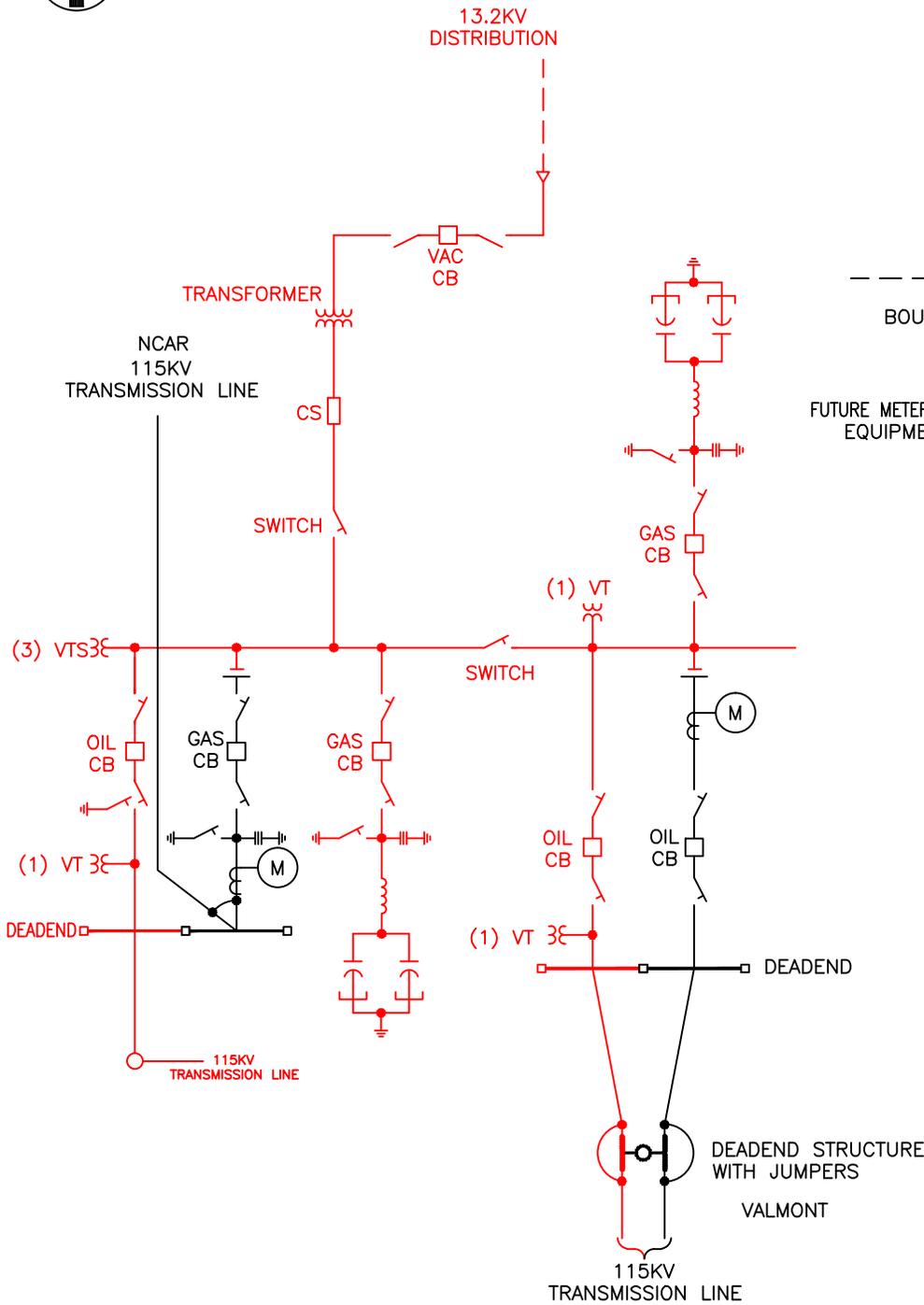
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- FUTURE METERING EQUIPMENT METERING CT
- FUTURE METERING EQUIPMENT METER



CITY OF BOULDER
ELDORADO SUBSTATION
SUBSTATION EXHIBITS

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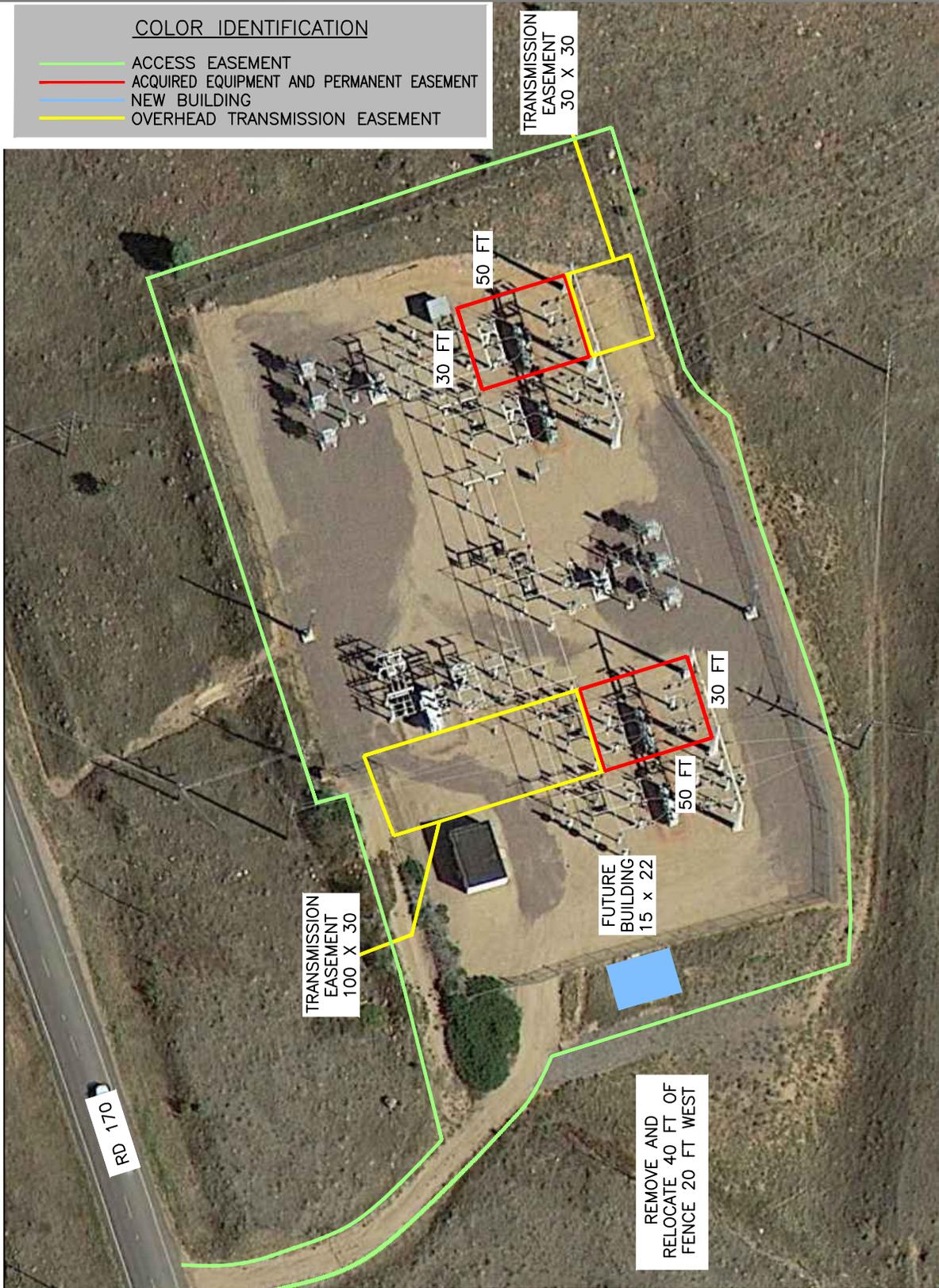
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COLOR IDENTIFICATION

- ACCESS EASEMENT
- ACQUIRED EQUIPMENT AND PERMANENT EASEMENT
- NEW BUILDING
- OVERHEAD TRANSMISSION EASEMENT



**CITY OF BOULDER
ELDORADO SUBSTATION
SUBSTATION EXHIBITS**

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EASEMENT TERMS AND RESERVATIONS
FOR ELDORADO SUBSTATION

NON-EXCLUSIVE ACCESS EASEMENT

A Non-Exclusive Access Easement over the area outlined in **GREEN** to enter upon, over, under, and across said premises and use said premises to survey, construct, operate, patrol, secure, repair, replace, control, maintain, and use improvements necessary to permit the operation, use and enjoyment of the City's electric transmission and distribution facilities.

**TEMPORARY NON-EXCLUSIVE CONSTRUCTION
AND ACCESS EASEMENT**

A Temporary Non-Exclusive Construction and Access Easement over the area outlined in **GREEN** to enter upon, over, under, and across said premises and use said premises to survey, construct, operate, patrol, secure, repair, replace, control, maintain, and use improvements necessary to permit the operation, use and enjoyment of electric transmission and distribution facilities until Petitioner completes construction of its independent systems. Such uses to include DC system, batteries and chargers, AC station service system, existing control enclosure that houses Boulder's protection and control equipment. The time for construction is estimated to be approximately 18 months following the Petitioner's acquisition of the Easements. This access easement will be from the time of Petitioner's acquisition of the Easements until completion of construction and changeover to the independent operation of the identified systems.

NON-EXCLUSIVE ACCESS AND USE EASEMENT

A Non-Exclusive Access and Use Easement over the area outlined in **GREEN** to enter upon, over, under, and across said premises and use said premises to connect to and use, and share in the maintenance, repair and replacement of, improvements necessary to permit the operation, use and enjoyment of the City's electric transmission and distribution facilities. Such uses to include the substation ground grid, fence and gates, cable trench, site drainage and oil retention facilities, overhead shield wires and lightning protection, common protection and control systems, vegetation control, and 115kV bus.

EXCLUSIVE EASEMENT

An Exclusive Easement over the area outlined in **RED** to survey, construct, operate, patrol, secure, repair, replace, control, maintain, and use construct, operate and maintain electric utility facilities along with all other equipment, fixtures, devices, and appurtenances used or useful in connection therewith upon, across, over and under the surface to permit the operation, use and enjoyment of the real and personal property and equipment acquired by the City.

Together with the right and authority of Petitioner, its successors, licensees, lessees, contractors, or assigns, and its agents and employees to: (1) enter the Premises at all times to survey, mark and sign the Premises or the Facilities, construct, install, operate, repair, remove, replace, reconstruct, alter, relocate, patrol, inspect, improve, enlarge, and maintain electric utility facilities used or useful in the transmission and distribution of electricity, both overhead and underground, including buildings, lightning arresters, air-break switches, transformers, busses, protection and control equipment and panels and enclosures, instrument transformers, transmission line deadend structures, bus and equipment support structures, foundations, outgoing distribution lines, circuit breakers, circuit switchers, voltage regulators, capacitor banks, oil containment facilities, metal-clad switchgear and switches, pad-mounted switchgear and sectionalizing and junction cabinets, towers, poles, and other supports of whatever materials; together with braces, guys, anchors, cross-arms, cables, conduits, wires, communications equipment, conductors, manholes, and other fixtures, devices, and appurtenances used or useful in connection therewith; (2) permit the joint use by others for such other uses as may be required by law or agreed to by the Petitioner.

EXCLUSIVE BUILDING EASEMENT

An Exclusive Building Easement over the area outlined in **BLUE** to survey, construct, operate, patrol, secure, repair, replace, control, maintain, and use a building and electric utility facilities along with all other equipment, fixtures, devices, and appurtenances used or useful in connection therewith upon, across, over and under the surface to permit the operation, use and enjoyment of the real and personal property and equipment acquired by the City.

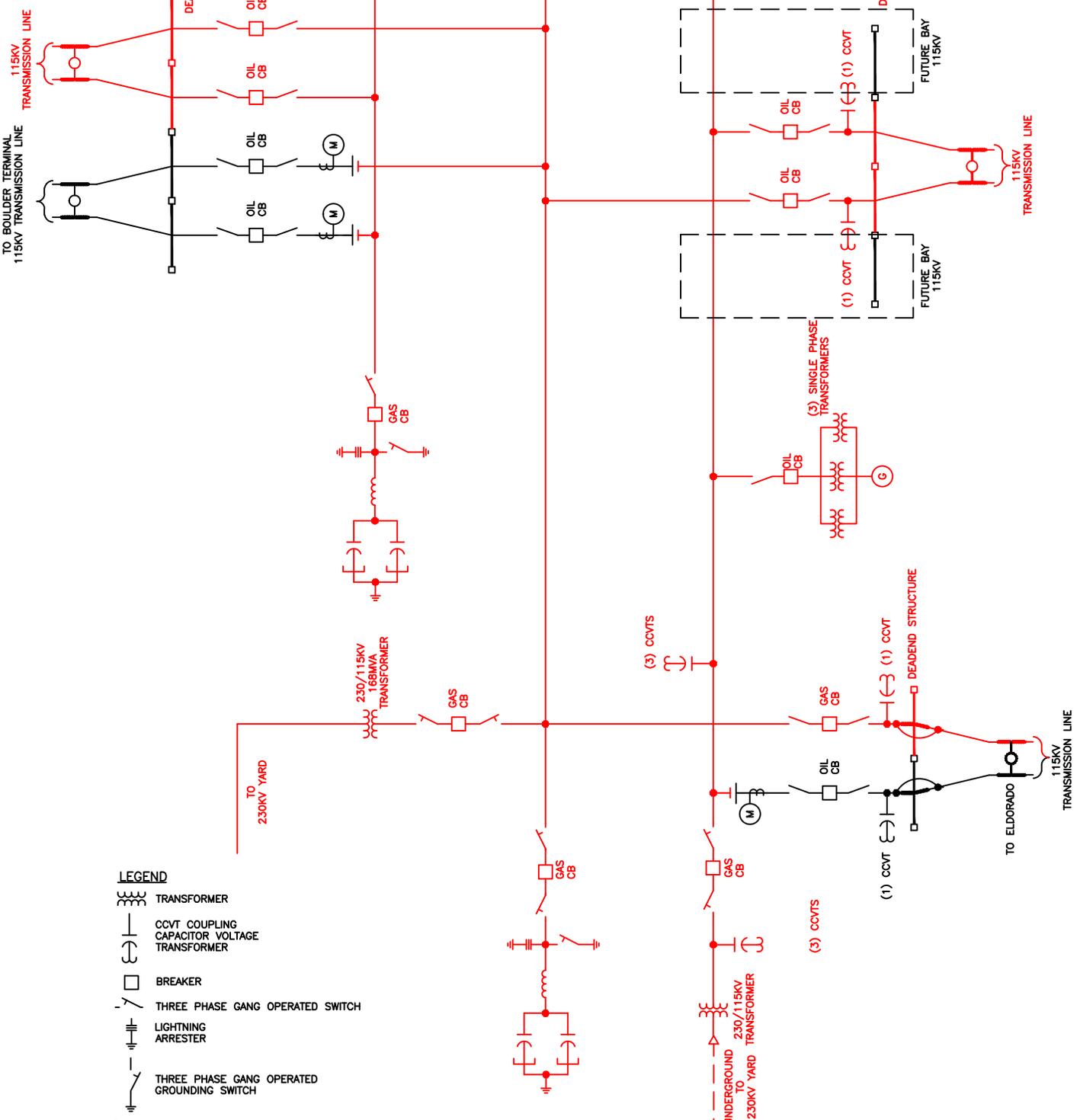
Together with the right and authority in Petitioner, its successors, licensees, lessees, contractors, or assigns, and its agents and employees to: (1) enter the Premises at all times to survey, mark and sign the Premises or the Facilities, construct, install, operate, repair, remove, replace, reconstruct, alter, relocate, patrol, inspect, improve, enlarge, remove, and maintain electric utility facilities used or useful in the transmission and distribution of electricity, both overhead and underground, including a building, and switchgear and control equipment, cables, conduits and cable trench, wires, conductors, transformers, foundations, and other fixtures, devices, and appurtenances used or useful in connection wherewith; (2) permit the joint use by others for such other uses as may be required by law or agreed to by the Petitioner.

OVERHEAD TRANSMISSION NON-EXCLUSIVE ACCESS EASEMENT

An Overhead Transmission Non-Exclusive Easement over, under, upon and across, the area outlined in **YELLOW** to enter upon said premises and use said premises to survey, construct, operate, repair, replace, control, maintain, and use overhead transmission improvements necessary to permit the operation, use and enjoyment of the City's electric transmission and distribution facilities. No facilities may be constructed within the easement area that would interfere with the purpose of this Easement.

NO UNREASONABLE INTERFERENCE

Neither Party may unreasonably interfere or otherwise prohibit the other from access to real or personal property or equipment necessary to survey, construct, operate, maintain, control, repair, remove, replace or use any real or personal property or equipment, or to otherwise permit the use of the Substation in a way that prevents the other from the uses permitted pursuant to any of these Easements.



LEGEND

- TRANSFORMER
- CCVT COUPLING CAPACITOR VOLTAGE TRANSFORMER
- BREAKER
- THREE PHASE GANG OPERATED SWITCH
- LIGHTNING ARRESTER
- THREE PHASE GANG OPERATED GROUNDING SWITCH
- SINGLE PHASE HOOK STICK SWITCH
- CAPACITOR
- INDUCTOR
- BOULDER PSCO OWNERSHIP BOUNDARY
- METERING CT
- METER

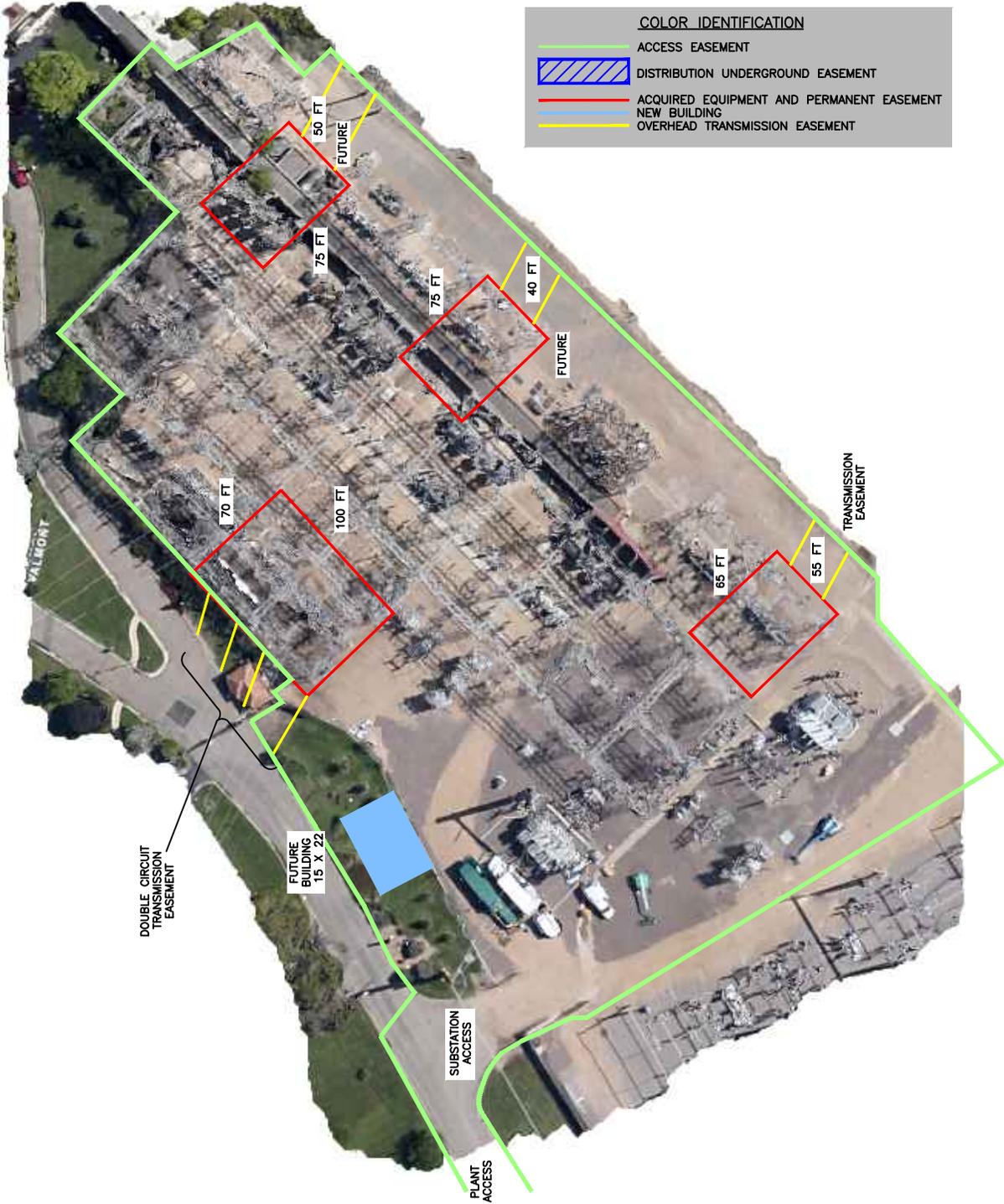
**CITY OF BOULDER
VALMONT 115KV SUBSTATION
SUBSTATION EXHIBITS**

Drawn	CLR
Date	06-26-14



**Exponential
Engineering
Company**
328 Airpark Drive
Fort Collins, Colorado 80524
Phone: (970) 207-4648
Fax: (970) 207-9657

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Sheet No.	SHEET 1 OF 2



COLOR IDENTIFICATION

- ACCESS EASEMENT
- DISTRIBUTION UNDERGROUND EASEMENT
- ACQUIRED EQUIPMENT AND PERMANENT EASEMENT NEW BUILDING
- OVERHEAD TRANSMISSION EASEMENT

**CITY OF BOULDER
VALMONT 115KV SUBSTATION
SUBSTATION EXHIBITS**

Drawn	CLR
Date	06-26-14



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Engineering
Company**
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Fort Collins, Colorado 80524
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EASEMENT TERMS AND RESERVATIONS
FOR VALMONT SWITCHYARD

NON-EXCLUSIVE ACCESS EASEMENT

A Non-Exclusive Access Easement over the area outlined in **GREEN** to enter upon, over, under, and across said premises and use said premises to survey, construct, operate, patrol, secure, repair, replace, control, maintain, and use improvements necessary to permit the operation, use and enjoyment of the City's electric transmission and distribution facilities.

**TEMPORARY NON-EXCLUSIVE CONSTRUCTION
AND ACCESS EASEMENT**

A Temporary Non-Exclusive Construction and Access Easement over the area outlined in **GREEN** to enter upon, over, under, and across said premises and use said premises to survey, construct, operate, patrol, secure, repair, replace, control, maintain, and use improvements necessary to permit the operation, use and enjoyment of electric transmission and distribution facilities until Petitioner completes construction of its independent systems. Such uses to include DC system, batteries and chargers, AC station service system, existing control enclosure that houses Boulder's protection and control equipment. The time for construction is estimated to be approximately 18 months following the Petitioner's acquisition of the Easements. This access easement will be from the time of Petitioner's acquisition of the Easements until completion of construction and changeover to the independent operation of the identified systems.

NON-EXCLUSIVE ACCESS AND USE EASEMENT

A Non-Exclusive Access and Use Easement over the area outlined in **GREEN** to enter upon, over, under, and across said premises and use said premises to connect to and use, and share in the maintenance, repair and replacement of, improvements necessary to permit the operation, use and enjoyment of the City's electric transmission and distribution facilities. Such uses to include the substation ground grid, fence and gates, cable trench, site drainage and oil retention facilities, overhead shield wires and lightning protection, common protection and control systems, vegetation control, and 115kV bus.

EXCLUSIVE EASEMENT

An Exclusive Easement over the area outlined in **RED** to survey, construct, operate, patrol, secure, repair, replace, control, maintain, and use construct, operate and maintain electric utility facilities along with all other equipment, fixtures, devices, and appurtenances used or useful in connection therewith upon, across, over and under the surface to permit the operation, use and enjoyment of the real and personal property and equipment acquired by the City.

Together with the right and authority of Petitioner, its successors, licensees, lessees, contractors, or assigns, and its agents and employees to: (1) enter the Premises at all times to survey, mark and sign the Premises or the Facilities, construct, install, operate, repair, remove, replace, reconstruct, alter, relocate, patrol, inspect, improve, enlarge, and maintain electric utility facilities used or useful in the transmission and distribution of electricity, both overhead and underground, including buildings, lightning arresters, air-break switches, transformers, busses, protection and control equipment and panels and enclosures, instrument transformers, transmission line deadend structures, bus and equipment support structures, foundations, outgoing distribution lines, circuit breakers, circuit switchers, voltage regulators, capacitor banks, oil containment facilities, metal-clad switchgear and switches, pad-mounted switchgear and sectionalizing and junction cabinets, towers, poles, and other supports of whatever materials; together with braces, guys, anchors, cross-arms, cables, conduits, wires, communications equipment, conductors, manholes, and other fixtures, devices, and appurtenances used or useful in connection therewith; (2) permit the joint use by others for such other uses as may be required by law or agreed to by the Petitioner.

EXCLUSIVE BUILDING EASEMENT

An Exclusive Building Easement over the area outlined in **BLUE** to survey, construct, operate, patrol, secure, repair, replace, control, maintain, and use a building and electric utility facilities along with all other equipment, fixtures, devices, and appurtenances used or useful in connection therewith upon, across, over and under the surface to permit the operation, use and enjoyment of the real and personal property and equipment acquired by the City.

Together with the right and authority in Petitioner, its successors, licensees, lessees, contractors, or assigns, and its agents and employees to: (1) enter the Premises at all times to survey, mark and sign the Premises or the Facilities, construct, install, operate, repair, remove, replace, reconstruct, alter, relocate, patrol, inspect, improve, enlarge, remove, and maintain electric utility facilities used or useful in the transmission and distribution of electricity, both overhead and underground, including a building, and switchgear and control equipment, cables, conduits and cable trench, wires, conductors, transformers, foundations, and other fixtures, devices, and appurtenances used or useful in connection wherewith; (2) permit the joint use by others for such other uses as may be required by law or agreed to by the Petitioner.

OVERHEAD TRANSMISSION NON-EXCLUSIVE ACCESS EASEMENT

An Overhead Transmission Non-Exclusive Easement over, under, upon and across, the area outlined in **YELLOW** to enter upon said premises and use said premises to survey, construct, operate, repair, replace, control, maintain, and use overhead transmission improvements necessary to permit the operation, use and enjoyment of the City's electric transmission and distribution facilities. No facilities may be constructed within the easement area that would interfere with the purpose of this Easement.

NO UNREASONABLE INTERFERENCE

Neither Party may unreasonably interfere or otherwise prohibit the other from access to real or personal property or equipment necessary to survey, construct, operate, maintain, control, repair, remove, replace or use any real or personal property or equipment, or to otherwise permit the use of the Substation in a way that prevents the other from the uses permitted pursuant to any of these Easements.

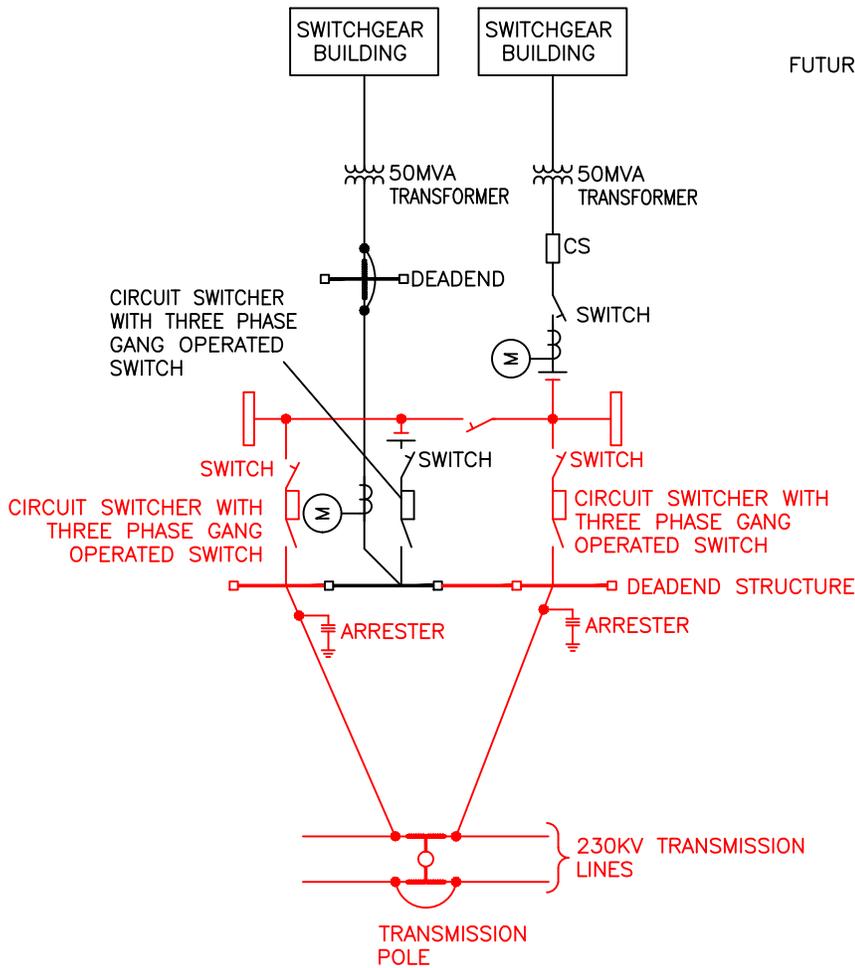


LEGEND

- TRANSFORMER
- CIRCUIT SWITCHER
- CIRCUIT SWITCHER WITH THREE PHASE GANG OPERATED SWITCH
- THREE PHASE GANG OPERATED SWITCH
- LIGHTNING ARRESTER
- DEADEND WITH JUMPER

BOULDER PSCO
 OWNERSHIP BOUNDARY

- FUTURE METERING EQUIPMENT
- METERING CT
 - METER



CITY OF BOULDER LEGGETT SUBSTATION SUBSTATION EXHIBITS

Drawn	CLR
Date	06-26-14



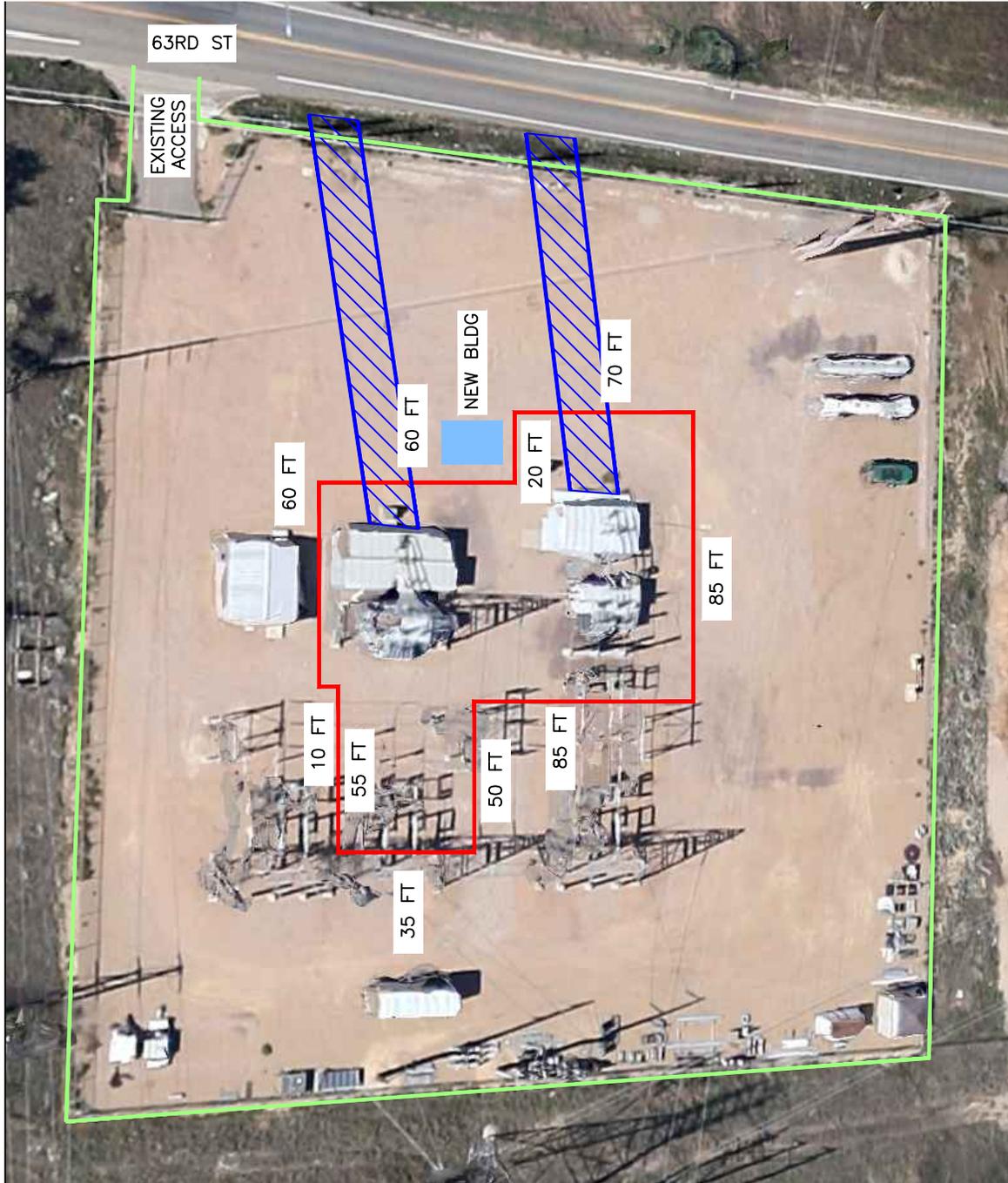
Exponential
 Engineering
 Company
 328 Airpark Drive
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 Fax: (970) 207-9657

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Sheet No.	SHEET 1 OF 2



COLOR IDENTIFICATION

- ACCESS EASEMENT
- DISTRIBUTION UNDERGROUND EASEMENT
- ACQUIRED EQUIPMENT AND PERMANENT EASEMENT
- NEW BUILDING



**CITY OF BOULDER
LEGGETT SUBSTATION
SUBSTATION EXHIBITS**

Drawn	CLR
Date	06-26-14



Exponential
Engineering
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328 Airpark Drive
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Sheet No.	SHEET 2 OF 2

EASEMENT TERMS AND RESERVATIONS
FOR LEGGETT SUBSTATION

NON-EXCLUSIVE ACCESS EASEMENT

A Non-Exclusive Access Easement over the area outlined in **GREEN** to enter upon, over, under, and across said premises and use said premises to survey, construct, operate, patrol, secure, repair, replace, control, maintain, and use improvements necessary to permit the operation, use and enjoyment of the City's electric transmission and distribution facilities.

**TEMPORARY NON-EXCLUSIVE CONSTRUCTION
AND ACCESS EASEMENT**

A Temporary Non-Exclusive Construction and Access Easement over the area outlined in **GREEN** to enter upon, over, under, and across said premises and use said premises to survey, construct, operate, patrol, secure, repair, replace, control, maintain, and use improvements necessary to permit the operation, use and enjoyment of electric transmission and distribution facilities until Petitioner completes construction of its independent systems. Such uses to include DC system, batteries and chargers, AC station service system, existing control enclosure that houses Boulder's protection and control equipment. The time for construction is estimated to be approximately 18 months following the Petitioner's acquisition of the Easements. This access easement will be from the time of Petitioner's acquisition of the Easements until completion of construction and changeover to the independent operation of the identified systems.

NON-EXCLUSIVE ACCESS AND USE EASEMENT

A Non-Exclusive Access and Use Easement over the area outlined in **GREEN** to enter upon, over, under, and across said premises and use said premises to connect to and use, and share in the maintenance, repair and replacement of, improvements necessary to permit the operation, use and enjoyment of the City's electric transmission and distribution facilities. Such uses to include the substation ground grid, fence and gates, cable trench, site drainage and oil retention facilities, overhead shield wires and lightning protection, common protection and control systems, vegetation control, and 230kV bus.

EXCLUSIVE EASEMENT

An Exclusive Easement over the area outlined in **RED** to survey, construct, operate, patrol, secure, repair, replace, control, maintain, and use construct, operate and maintain electric utility facilities along with all other equipment, fixtures, devices, and appurtenances used or useful in connection therewith upon, across, over and under the surface to permit the operation, use and enjoyment of the real and personal property and equipment acquired by the City.

Together with the right and authority of Petitioner, its successors, licensees, lessees, contractors, or assigns, and its agents and employees to: (1) enter the Premises at all times to survey, mark and sign the Premises or the Facilities, construct, install, operate, repair, remove, replace, reconstruct, alter, relocate, patrol, inspect, improve, enlarge, and maintain electric utility facilities used or useful in the transmission and distribution of electricity, both overhead and underground, including buildings, lightning arresters, air-break switches, transformers, busses, protection and control equipment and panels and enclosures, instrument transformers, transmission line deadend structures, bus and equipment support structures, foundations, outgoing distribution lines, circuit breakers, circuit switchers, voltage regulators, capacitor banks, oil containment facilities, metal-clad switchgear and switches, pad-mounted switchgear and sectionalizing and junction cabinets, towers, poles, and other supports of whatever materials; together with braces, guys, anchors, cross-arms, cables, conduits, wires, communications equipment, conductors, manholes, and other fixtures, devices, and appurtenances used or useful in connection therewith; (2) permit the joint use by others for such other uses as may be required by law or agreed to by the Petitioner.

EXCLUSIVE BUILDING EASEMENT

An Exclusive Building Easement over the area outlined in **BLUE** to survey, construct, operate, patrol, secure, repair, replace, control, maintain, and use a building and electric utility facilities along with all other equipment, fixtures, devices, and appurtenances used or useful in connection therewith upon, across, over and under the surface to permit the operation, use and enjoyment of the real and personal property and equipment acquired by the City.

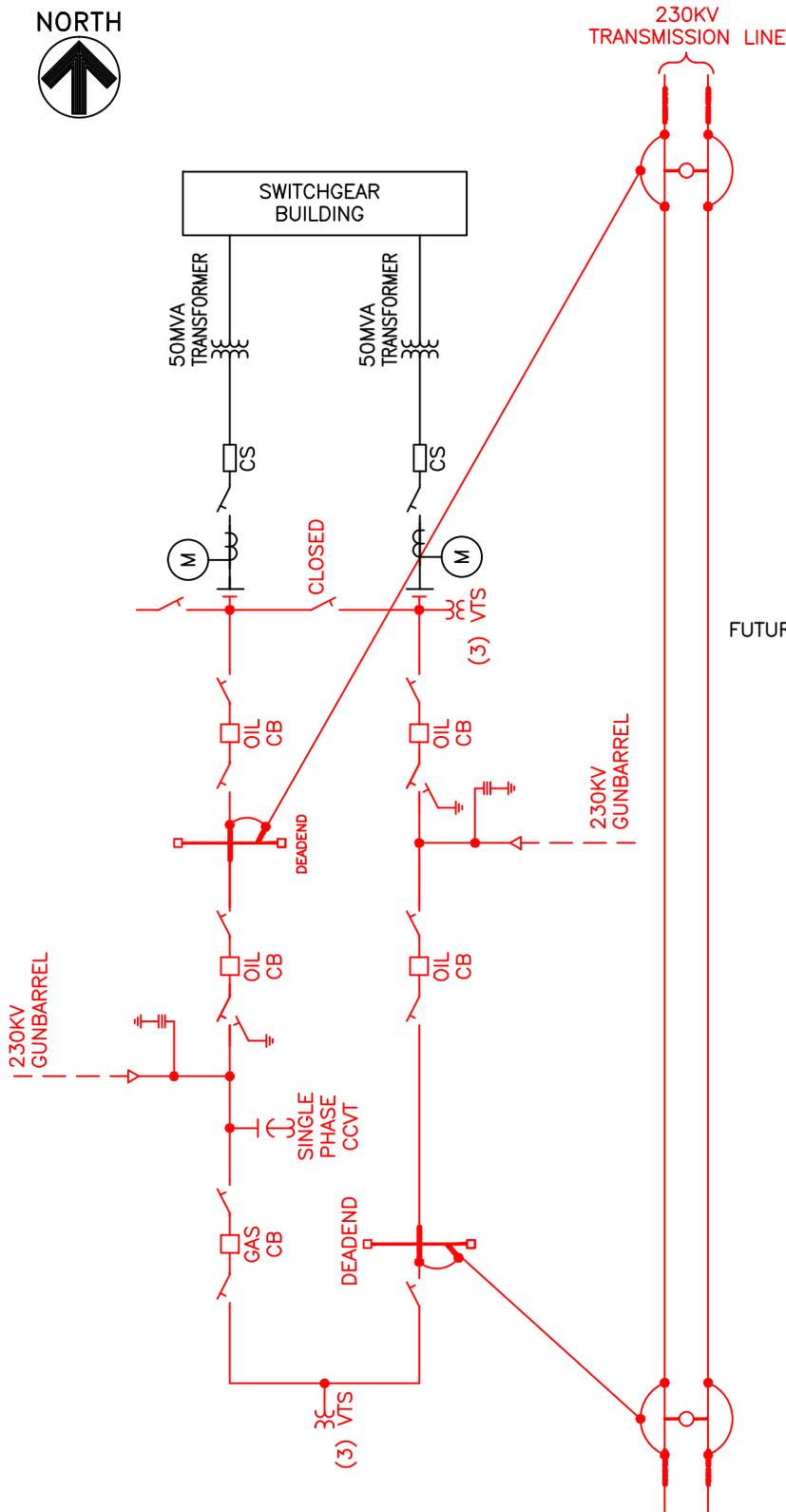
Together with the right and authority in Petitioner, its successors, licensees, lessees, contractors, or assigns, and its agents and employees to: (1) enter the Premises at all times to survey, mark and sign the Premises or the Facilities, construct, install, operate, repair, remove, replace, reconstruct, alter, relocate, patrol, inspect, improve, enlarge, remove, and maintain electric utility facilities used or useful in the transmission and distribution of electricity, both overhead and underground, including a building, and switchgear and control equipment, cables, conduits and cable trench, wires, conductors, transformers, foundations, and other fixtures, devices, and appurtenances used or useful in connection wherewith; (2) permit the joint use by others for such other uses as may be required by law or agreed to by the Petitioner.

UNDERGROUND DISTRIBUTION NON-EXCLUSIVE ACCESS EASEMENT

An Underground Distribution Non-Exclusive Easement over, under, upon, and across the area outlined and hatched in **DARK BLUE** to enter upon said premises and use said premises to survey, construct, operate, repair, replace, control, maintain, and use the underground electric distribution facilities necessary to permit the operation, use and enjoyment of the City's electric transmission and distribution facilities. No facilities may be constructed within the easement area that would interfere with the purpose of this Easement.

NO UNREASONABLE INTERFERENCE

Neither Party may unreasonably interfere or otherwise prohibit the other from access to real or personal property or equipment necessary to survey, construct, operate, maintain, control, repair, remove, replace or use any real or personal property or equipment, or to otherwise permit the use of the Substation in a way that prevents the other from the uses permitted pursuant to any of these Easements.



LEGEND

- TRANSFORMER
- CIRCUIT SWITCHER
- BREAKER
- THREE PHASE GANG OPERATED SWITCH
- ARRESTER
- THREE PHASE GANG OPERATED VEE SWITCH
- CURRENT TRANSFORMER
- THREE PHASE GANG OPERATED SWITCH WITH GROUNDING BLADE
- UNDERGROUND
- BOULDER PSCO OWNERSHIP BOUNDARY
- CCVT COUPLING CAPACITOR VOLTAGE TRANSFORMER
- FUTURE METERING EQUIPMENT
 - METERING CT
 - METER

CITY OF BOULDER
NIWOT SUBSTATION
SUBSTATION EXHIBITS

Drawn	CLR
Date	06-26-14



Exponential
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328 Airpark Drive
Fort Collins, Colorado 80524
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Sheet No.	SHEET 1 OF 2



COLOR IDENTIFICATION

- ACCESS EASEMENT
- DISTRIBUTION UNDERGROUND EASEMENT
- ACQUIRED EQUIPMENT AND PERMANENT EASEMENT
- NEW BUILDING



**CITY OF BOULDER
NIWOT SUBSTATION
SUBSTATION EXHIBITS**

Drawn	CLR
Date	06-26-14



Exponential
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Sheet No.	SHEET 2 OF 2

EASEMENT TERMS AND RESERVATIONS
FOR NIWOT SUBSTATION

NON-EXCLUSIVE ACCESS EASEMENT

A Non-Exclusive Access Easement over the area outlined in **GREEN** to enter upon, over, under, and across said premises and use said premises to survey, construct, operate, patrol, secure, repair, replace, control, maintain, and use improvements necessary to permit the operation, use and enjoyment of the City's electric transmission and distribution facilities.

**TEMPORARY NON-EXCLUSIVE CONSTRUCTION
AND ACCESS EASEMENT**

A Temporary Non-Exclusive Construction and Access Easement over the area outlined in **GREEN** to enter upon, over, under, and across said premises and use said premises to survey, construct, operate, patrol, secure, repair, replace, control, maintain, and use improvements necessary to permit the operation, use and enjoyment of electric transmission and distribution facilities until Petitioner completes construction of its independent systems. Such uses to include DC system, batteries and chargers, AC station service system, existing control enclosure that houses Boulder's protection and control equipment. The time for construction is estimated to be approximately 18 months following the Petitioner's acquisition of the Easements. This access easement will be from the time of Petitioner's acquisition of the Easements until completion of construction and changeover to the independent operation of the identified systems.

NON-EXCLUSIVE ACCESS AND USE EASEMENT

A Non-Exclusive Access and Use Easement over the area outlined in **GREEN** to enter upon, over, under, and across said premises and use said premises to connect to and use, and share in the maintenance, repair and replacement of, improvements necessary to permit the operation, use and enjoyment of the City's electric transmission and distribution facilities. Such uses to include the substation ground grid, fence and gates, cable trench, site drainage and oil retention facilities, overhead shield wires and lightning protection, common protection and control systems, vegetation control, and 230kV bus.

EXCLUSIVE EASEMENT

An Exclusive Easement over the area outlined in **RED** to survey, construct, operate, patrol, secure, repair, replace, control, maintain, and use construct, operate and maintain electric utility facilities along with all other equipment, fixtures, devices, and appurtenances used or useful in connection therewith upon, across, over and under the surface to permit the operation, use and enjoyment of the real and personal property and equipment acquired by the City.

Together with the right and authority of Petitioner, its successors, licensees, lessees, contractors, or assigns, and its agents and employees to: (1) enter the Premises at all times to survey, mark and sign the Premises or the Facilities, construct, install, operate, repair, remove, replace, reconstruct, alter, relocate, patrol, inspect, improve, enlarge, and maintain electric utility facilities used or useful in the transmission and distribution of electricity, both overhead and underground, including buildings, lightning arresters, air-break switches, transformers, busses, protection and control equipment and panels and enclosures, instrument transformers, transmission line deadend structures, bus and equipment support structures, foundations, outgoing distribution lines, circuit breakers, circuit switchers, voltage regulators, capacitor banks, oil containment facilities, metal-clad switchgear and switches, pad-mounted switchgear and sectionalizing and junction cabinets, towers, poles, and other supports of whatever materials; together with braces, guys, anchors, cross-arms, cables, conduits, wires, communications equipment, conductors, manholes, and other fixtures, devices, and appurtenances used or useful in connection therewith; (2) permit the joint use by others for such other uses as may be required by law or agreed to by the Petitioner.

EXCLUSIVE BUILDING EASEMENT

An Exclusive Building Easement over the area outlined in **BLUE** to survey, construct, operate, patrol, secure, repair, replace, control, maintain, and use a building and electric utility facilities along with all other equipment, fixtures, devices, and appurtenances used or useful in connection therewith upon, across, over and under the surface to permit the operation, use and enjoyment of the real and personal property and equipment acquired by the City.

Together with the right and authority in Petitioner, its successors, licensees, lessees, contractors, or assigns, and its agents and employees to: (1) enter the Premises at all times to survey, mark and sign the Premises or the Facilities, construct, install, operate, repair, remove, replace, reconstruct, alter, relocate, patrol, inspect, improve, enlarge, remove, and maintain electric utility facilities used or useful in the transmission and distribution of electricity, both overhead and underground, including a building, and switchgear and control equipment, cables, conduits and cable trench, wires, conductors, transformers, foundations, and other fixtures, devices, and appurtenances used or useful in connection wherewith; (2) permit the joint use by others for such other uses as may be required by law or agreed to by the Petitioner.

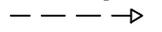
UNDERGROUND DISTRIBUTION NON-EXCLUSIVE ACCESS EASEMENT

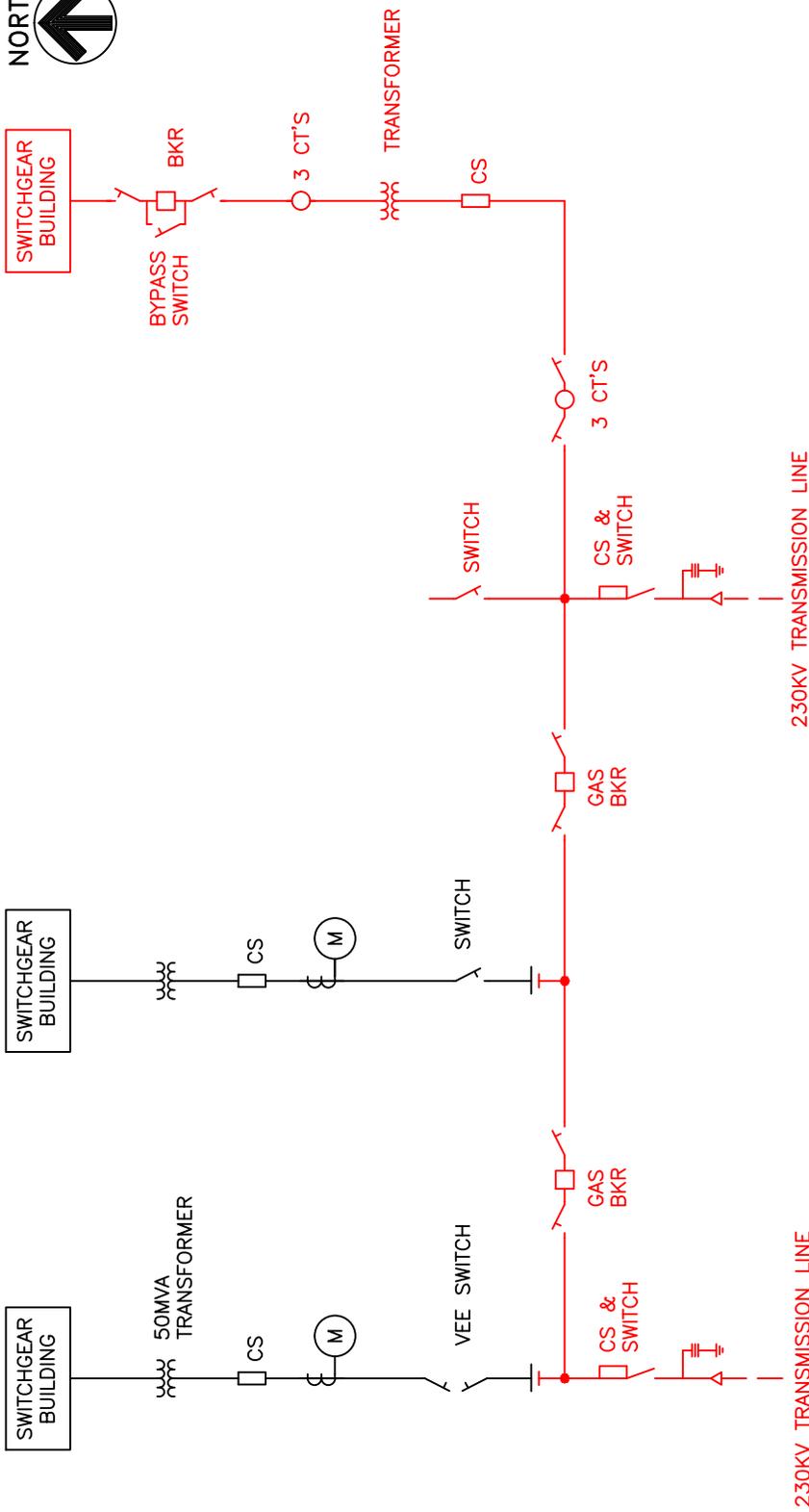
An Underground Distribution Non-Exclusive Easement over, under, upon, and across the area outlined and hatched in **DARK BLUE** to enter upon said premises and use said premises to survey, construct, operate, repair, replace, control, maintain, and use the underground electric distribution facilities necessary to permit the operation, use and enjoyment of the City's electric transmission and distribution facilities. No facilities may be constructed within the easement area that would interfere with the purpose of this Easement.

NO UNREASONABLE INTERFERENCE

Neither Party may unreasonably interfere or otherwise prohibit the other from access to real or personal property or equipment necessary to survey, construct, operate, maintain, control, repair, remove, replace or use any real or personal property or equipment, or to otherwise permit the use of the Substation in a way that prevents the other from the uses permitted pursuant to any of these Easements.

LEGEND

-  TRANSFORMER
-  CIRCUIT SWITCHER
-  CIRCUIT SWITCHER WITH THREE PHASE GANG OPERATED SWITCH
-  BREAKER
-  THREE PHASE GANG OPERATED SWITCH
-  ARRESTER
-  THREE PHASE GANG OPERATED VEE SWITCH
-  CURRENT TRANSFORMER
-  THREE PHASE GANG OPERATED SWITCH WITH GROUNDING BLADE
-  UNDERGROUND
-  BOULDER PSCO OR OTHERS OWNERSHIP BOUNDARY
-  METERING CT
-  METER



230KV TRANSMISSION LINE

230KV TRANSMISSION LINE

CITY OF BOULDER
GUNBARREL SUBSTATION
SUBSTATION EXHIBITS

Drawn	CLR
Date	06-26-14



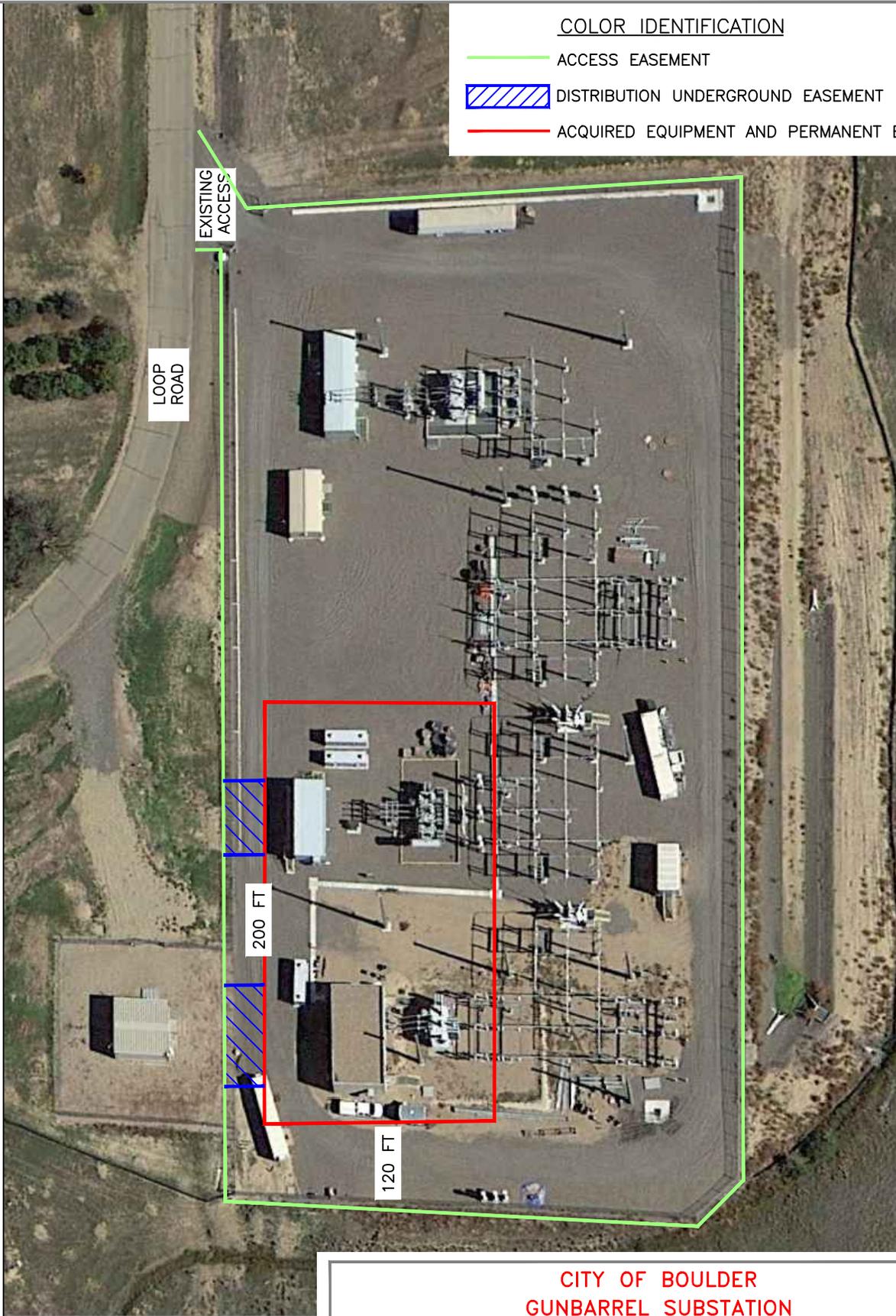
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Phone: (970) 207-4648
Fax: (970) 207-9657

Checked	TAG
Sheet No.	SHEET 1 OF 2



COLOR IDENTIFICATION

- ACCESS EASEMENT
- DISTRIBUTION UNDERGROUND EASEMENT
- ACQUIRED EQUIPMENT AND PERMANENT EASEMENT



CITY OF BOULDER
GUNBARREL SUBSTATION
SUBSTATION EXHIBITS

Drawn	CLR
Date	06-26-14



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EASEMENT TERMS AND RESERVATIONS
FOR GUNBARREL SUBSTATION

NON-EXCLUSIVE ACCESS EASEMENT

A Non-Exclusive Access Easement over the area outlined in **GREEN** to enter upon, over, under, and across said premises and use said premises to survey, construct, operate, patrol, secure, repair, replace, control, maintain, and use improvements necessary to permit the operation, use and enjoyment of the City's electric transmission and distribution facilities.

**TEMPORARY NON-EXCLUSIVE CONSTRUCTION
AND ACCESS EASEMENT**

A Temporary Non-Exclusive Construction and Access Easement over the area outlined in **GREEN** to enter upon, over, under, and across said premises and use said premises to survey, construct, operate, patrol, secure, repair, replace, control, maintain, and use improvements necessary to permit the operation, use and enjoyment of electric transmission and distribution facilities until Petitioner completes construction of its independent systems. Such uses to include DC system, batteries and chargers, AC station service system, existing control enclosure that houses Boulder's protection and control equipment. The time for construction is estimated to be approximately 18 months following the Petitioner's acquisition of the Easements. This access easement will be from the time of Petitioner's acquisition of the Easements until completion of construction and changeover to the independent operation of the identified systems.

NON-EXCLUSIVE ACCESS AND USE EASEMENT

A Non-Exclusive Access and Use Easement over the area outlined in **GREEN** to enter upon, over, under, and across said premises and use said premises to connect to and use, and share in the maintenance, repair and replacement of, improvements necessary to permit the operation, use and enjoyment of the City's electric transmission and distribution facilities. Such uses to include the substation ground grid, fence and gates, cable trench, site drainage and oil retention facilities, overhead shield wires and lightning protection, common protection and control systems, vegetation control, and 230kV bus.

EXCLUSIVE EASEMENT

An Exclusive Easement over the area outlined in **RED** to survey, construct, operate, patrol, secure, repair, replace, control, maintain, and use construct, operate and maintain electric utility facilities along with all other equipment, fixtures, devices, and appurtenances used or useful in connection therewith upon, across, over and under the surface to permit the operation, use and enjoyment of the real and personal property and equipment acquired by the City.

Together with the right and authority of Petitioner, its successors, licensees, lessees, contractors, or assigns, and its agents and employees to: (1) enter the Premises at all times to survey, mark and sign the Premises or the Facilities, construct, install, operate, repair, remove, replace, reconstruct, alter, relocate, patrol, inspect, improve, enlarge, and maintain electric utility facilities used or useful in the transmission and distribution of electricity, both overhead and underground, including buildings, lightning arresters, air-break switches, transformers, busses, protection and control equipment and panels and enclosures, instrument transformers, transmission line deadend structures, bus and equipment support structures, foundations, outgoing distribution lines, circuit breakers, circuit switchers, voltage regulators, capacitor banks, oil containment facilities, metal-clad switchgear and switches, pad-mounted switchgear and sectionalizing and junction cabinets, towers, poles, and other supports of whatever materials; together with braces, guys, anchors, cross-arms, cables, conduits, wires, communications equipment, conductors, manholes, and other fixtures, devices, and appurtenances used or useful in connection therewith; (2) permit the joint use by others for such other uses as may be required by law or agreed to by the Petitioner.

UNDERGROUND DISTRIBUTION NON-EXCLUSIVE ACCESS EASEMENT

An Underground Distribution Non-Exclusive Easement over, under, upon, and across the area outlined and hatched in **DARK BLUE** to enter upon said premises and use said premises to survey, construct, operate, repair, replace, control, maintain, and use the underground electric distribution facilities necessary to permit the operation, use and enjoyment of the City's electric transmission and distribution facilities. No facilities may be constructed within the easement area that would interfere with the purpose of this Easement.

NO UNREASONABLE INTERFERENCE

Neither Party may unreasonably interfere or otherwise prohibit the other from access to real or personal property or equipment necessary to survey, construct, operate, maintain, control, repair, remove, replace or use any real or personal property or equipment, or to otherwise permit the use of the Substation in a way that prevents the other from the uses permitted pursuant to any of these Easements.