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050000066756ale:AlloyParentAndAlloyMergerSubMemberale:AlloyParentMember2024-05-05UNITED STATESSECURITIES AND EXCHANGE COMMISSIONWASHINGTON, D.C. 20549FORM 10-Q (Mark One)â˜’Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the quarterly period ended JuneÂ 30, 2024 orâ˜Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934For the transition period from ______________ to ______________Commission File Number 1-3548 ALLETE, Inc. (Exact name of registrant as specified in its charter)MinnesotaÂ 41-0418150(State or other jurisdiction of incorporation or organization)Â (IRS Employer Identification No.)30 West Superior Street Duluth, Minnesota 55802-2093 (Address of principal executive offices)(Zip Code)(218) 279-5000 (Registrantâ€™s telephone number, including area code)Securities registered pursuant to Section 12(b) of the Act:Title of each classTrading symbolName of each exchange on which registeredCommon Stock, without par valueALENew York Stock ExchangeIndicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.Â Â Â â˜’ YesÂ Â Â â˜ NoIndicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).Â Â Â â˜’ YesÂ Â Â â˜ NoIndicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filerâ€, â€œsmaller reporting companyâ€ and â€œemerging growth companyâ€ in RuleÂ 12b-2 of the Exchange Act.Â Â Â Â Â Â Â Â Large Accelerated FilerÂ Â Â Â â˜’Â Â Â Â Â Â Â Â Â Accelerated FilerÂ Â Â Â â˜Â Â Â Â Â Â Â Â Non-Accelerated FilerÂ Â Â Â â˜Â Â Â Â Â Â Â Â Â Smaller Reporting CompanyÂ Â Â Â â˜ Â Emerging Growth CompanyÂ Â Â Â â˜ If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.Â Â â˜ Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).Â Â â˜ YesÂ Â Â â˜’ No Common Stock, without par value,57,753,513 shares outstandingas of JuneÂ 30, 2024 IndexÂ Â Â Definitions3Forward-Looking Statements5Part I.Financial InformationÂ Â Item 1.Consolidated Financial Statements - Unaudited7Â Consolidated Balance Sheet7Â Consolidated Statement of Income8Consolidated Statement of Comprehensive Income9Â Consolidated Statement of Cash Flows10Consolidated Statement of Equity11Â Notes to Consolidated Financial Statements12Note 1. 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Agreement and Plan of Merger31Â Item 2.Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations32Comparison of the Quarters Ended33Comparison of the Six Months Ended37Critical Accounting Policies40Outlook40Liquidity and Capital Resources44Other46Â Item 3.Quantitative and Qualitative Disclosures about Market Risk46Â Item 4.Controls and Procedures47Part II.Other InformationÂ Â Item 1.Legal Proceedings47Â Item 1A.Risk Factors47Â Item 2.Unregistered Sales of Equity Securities and Use of Proceeds48Â Item 3.Defaults Upon Senior Securities49Â Item 4.Mine Safety Disclosures49Â Item 5.Other Information49Â Item 6.Exhibits50Signatures51ALLETE, Inc. Second Quarter 2024 Form 10-Q2DefinitionsThe following abbreviations or acronyms are used in the text. References in this report to â€œwe,â€ â€œusâ€ and â€œourâ€ are to ALLETE, Inc., and its subsidiaries, collectively.Abbreviation or AcronymTermAFUDCAllowance for Funds Used During Construction â€“ the cost of both debt and equity funds used to finance regulated utility plant additions during construction periodsALLETEALLETE, Inc.ALLETE Clean EnergyALLETE Clean Energy, Inc. and its subsidiariesALLETE PropertiesALLETE Properties, LLC and its subsidiariesALLETE South WindALLETE South Wind, LLCALLETE Transmission HoldingsALLETE Transmission Holdings, Inc.Alloy Merger SubAlloy Merger Sub LLC, a Delaware limited liability company and wholly owned subsidiary of Alloy Parent.Alloy ParentAlloy Parent LLC, a Delaware limited liability company which, upon closing, will be jointly owned by a wholly owned subsidiary of Canada Pension Plan Investment Board and affiliates of investment vehicles affiliated with one or more funds, accounts, or other entities managed or advised by Global Infrastructure Management, LLC.ATCAmerican Transmission Company LLCBNI EnergyBNI Energy, Inc. and its subsidiaryBoswellBoswell Energy CenterCaddoALLETE Clean Energyâ€™s Caddo Wind Energy FacilityCCRCoal Combustion Residuals from Electric UtilitiesCliffsCleveland-Cliffs Inc.CompanyALLETE, Inc. and its subsidiariesCSAPRCross-State Air Pollution RuleDiamond SpringALLETE Clean Energyâ€™s Diamond Spring Wind Energy FacilityECOEnergy Conservation and Optimization PlanEPAUnited States Environmental Protection AgencyESOPEmployee Stock Ownership PlanESPPEmployee Stock Purchase PlanFERCFederal Energy Regulatory CommissionForm 10-KALLETE Annual Report on Form 10-KForm 10-QALLETE Quarterly Report on Form 10-QGAAPGenerally Accepted Accounting Principles in the United States of AmericaGHGGreenhouse GasesHVDCHigh-Voltage Direct-CurrentIBEWInternational Brotherhood of Electrical WorkersInvest DirectALLETEâ€™s Direct Stock Purchase and Dividend Reinvestment PlanItem ___Item ___ of this Form 10-QkVKilovolt(s)kWhKilowatt-hour(s)LaskinLaskin Energy CenterLampert Capital MarketsLampert Capital Markets, Inc.MergerPursuant to the Merger Agreement, on the terms and subject to the conditions set forth therein, Alloy Merger Sub will merge with and into ALLETE (the â€œMergerâ€), with ALLETE continuing as the surviving corporation in the Merger and becoming a subsidiary of Alloy Parent.Merger AgreementAgreement and Plan of Merger, dated as of May 5, 2024, by and among ALLETE, Alloy Parent, and Alloy Merger Sub.ALLETE, Inc. Second Quarter 2024 Form 10-Q3Abbreviation or AcronymTermMinnesota PowerAn operating division of ALLETE, Inc.Minnkota PowerMinnkota Power Cooperative, Inc.MISOMidcontinent Independent System Operator, Inc.Moodyâ€™sMoodyâ€™s Investors Service, Inc.MPCAMinnesota Pollution Control AgencyMPUCMinnesota Public Utilities CommissionMWMegawatt(s)NAAQSNational Ambient Air Quality StandardsNDPSCNorth Dakota Public Service CommissionNew EnergyNew Energy Equity LLCNippon SteelNippon Steel CorporationNobles 2Nobles 2 Power Partners, LLCNOXNitrogen OxidesNorthshore MiningNorthshore Mining Company, a wholly-owned subsidiary of Cleveland-Cliffs Inc.Note ___Note ___ to the Consolidated Financial Statements in this Form 10-QNPDESNational Pollutant Discharge Elimination SystemNTECNemadji Trail Energy CenterPPA / PSAPower Purchase Agreement / Power Sales AgreementPPACAPatient Protection and Affordable Care Act of 2010PSCWPublic Service Commission of WisconsinSECSecurities and Exchange CommissionSO2Sulfur DioxideSofidelThe Sofidel GroupSquare ButteSquare Butte Electric Cooperative, a North Dakota cooperative corporationSouth Shore EnergySouth Shore Energy, LLCST PaperST Paper LLCSWL&PSuperior Water, Light and Power CompanyTaconite HarborTaconite Harbor Energy CenterU.S.United States of AmericaUSS CorporationUnited States Steel CorporationALLETE, Inc. Second Quarter 2024 Form 10-Q4Forward-Looking StatementsStatements in this report that are not statements of historical facts are considered â€œforward-lookingâ€ and, accordingly, involve risks and uncertainties that could cause actual results to differ materially from those discussed. Although such forward-looking statements have been made in good faith and are based on reasonable assumptions, there can be no assurance that the expected results will be achieved. Any statements that express, or involve discussions as to, future expectations, risks, beliefs, plans, objectives, assumptions, events, uncertainties, financial performance, or growth strategies (often, but not always, through the use of words or phrases such as â€œanticipates,â€ â€œbelieves,â€ â€œestimates,â€ â€œexpects,â€ â€œintends,â€ â€œplans,â€ â€œprojects,â€ â€œlikely,â€ â€œwill continue,â€ â€œcould,â€ â€œmay,â€ â€œpotential,â€ â€œtarget,â€ â€œoutlookâ€ or words of similar meaning) are not statements of historical facts and may be forward-looking.In connection with the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, we are providing this cautionary statement to identify important factors that could cause our actual results to differ materially from those indicated in forward-looking statements made by or on behalf of ALLETE in this Form 10-Q, in presentations, on our website, in response to questions or otherwise. These statements are qualified in their entirety by reference to, and are accompanied by, the following important factors, in addition to any assumptions and other factors referred to specifically in connection with such forward-looking statements that could cause our actual results to differ materially from those indicated in the forward-looking statements:â€¢our ability to successfully implement our strategic objectives;â€¢global and domestic economic conditions affecting us or our customers;â€¢changes in and compliance with laws and regulations or changes in tax rates or policies;â€¢changes in rates of inflation or availability of key materials and supplies;â€¢the outcome of legal and administrative proceedings (whether civil or criminal) and settlements;â€¢weather conditions, natural disasters and pandemic diseases;â€¢our ability to access capital markets, bank financing and other financing sources;â€¢changes in interest rates and the performance of the financial markets;â€¢project delays or changes in project costs;â€¢changes in operating expenses and capital expenditures and our ability to raise revenues from our customers;â€¢the impacts of commodity prices on ALLETE and our customers;â€¢our ability to attract and retain qualified, skilled and experienced personnel;â€¢effects of emerging technology;â€¢war, acts of terrorism and cybersecurity attacks;â€¢our ability to manage expansion and integrate acquisitions;â€¢population growth rates and demographic patterns;â€¢wholesale power market conditions;â€¢federal and state regulatory and legislative actions that impact regulated utility economics, including our allowed rates of return, capital structure, ability to secure financing, industry and rate structure, acquisition and disposal of assets and facilities, operation and construction of plant facilities and utility infrastructure, recovery of purchased power, capital investments and other expenses, including present or prospective environmental matters;â€¢effects of competition, including competition for retail and wholesale customers;â€¢effects of restructuring initiatives in the electric industry;â€¢the impacts on our businesses of climate change and future regulation to restrict the emissions of GHG;â€¢effects of increased deployment of distributed low-carbon electricity generation resources;â€¢the impacts of laws and regulations related to renewable and distributed generation;â€¢pricing, availability and transportation of fuel and other commodities and the ability to recover the costs of such commodities;â€¢our current and potential industrial and municipal customersâ€™ ability to execute announced expansion plans;â€¢real estate market conditions where our legacy Florida real estate investment is located may deteriorate; â€¢the success of efforts to realize value from, invest in, and develop new opportunities; â€¢the risk that Alloy Parent or ALLETE may be unable to obtain governmental and regulatory approvals required for the Merger, or that required governmental and regulatory approvals or agreements with other parties interested therein may delay the Merger, may subject the Merger to or impose adverse conditions or costs, or may cause the parties to abandon the Merger;â€¢the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement or could otherwise cause the failure of the Merger to be consummated on the timeline anticipated; andâ€¢the announcement and pendency of the Merger, during which ALLETE is subject to certain operating restrictions, could have an adverse effect on ALLETEâ€™s businesses, results of operations, financial condition or cash flows.ALLETE, Inc. Second Quarter 2024 Form 10-Q5Forward-Looking Statements (Continued)Additional disclosures regarding factors that could cause our results or performance to differ from those anticipated by this report are discussed in Part I, Item 1A. Risk Factors of our 2023 Form 10-K and Part II, Item 1A. Risk Factors of this Form 10-Q. Any forward-looking statement speaks only as of the date on which such statement is made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which that statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all of these factors, nor can it assess the impact of each of these factors on the businesses of ALLETE or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. Readers are urged to carefully review and consider the various disclosures made by ALLETE in this FormÂ 10-Q and in other reports filed with the SEC that attempt to identify the risks and uncertainties that may affect ALLETEâ€™s business.ALLETE, Inc. Second Quarter 2024 Form 10-Q6PART I.Â Â FINANCIAL INFORMATIONITEM 1.Â Â CONSOLIDATED FINANCIAL STATEMENTS ALLETECONSOLIDATED BALANCE SHEETUnauditedJune 30,2024December 31,2023MillionsAssetsÂ Â Current AssetsÂ Â Cash and Cash Equivalents$37.5Â $71.9Â Accounts Receivable (Less Allowance of $1.8 and $1.6)133.0Â 137.2Â Inventories â€“ Net184.3Â 175.4Â Prepayments and Other77.4Â 83.6Â Total Current Assets432.2Â 468.1Â Property, Plant and Equipment â€“ Net5,079.5Â 5,013.4Â Regulatory Assets394.7Â 425.4Â Equity

Investments336.0Â 331.2Â Goodwill and Intangible Assets â€“ Net155.4Â 155.4Â Other Non-Current Assets263.5Â 262.9Â Total Assets$6,661.3Â $6,656.4Â Liabilities, Redeemable Non-Controlling Interest and EquityÂ Â LiabilitiesÂ Â Current LiabilitiesÂ Â Accounts Payable$94.1Â $102.2Â Accrued Taxes47.2Â 51.0Â Accrued Interest21.7Â 21.1Â Long-Term Debt Due Within One Year42.1Â 111.4Â Other92.5Â 91.9Â Total Current Liabilities297.6Â 377.6Â Long-Term Debt1,746.0Â 1,679.9Â Deferred Income Taxes215.6Â 192.7Â Regulatory Liabilities561.0Â 574.0Â Defined Benefit Pension and Other Postretirement Benefit Plans135.0Â 160.8Â Other Non-Current Liabilities310.5Â 264.3Â Total Liabilities3,265.7Â 3,249.3Â Commitments, Guarantees and Contingencies (Note 6)Redeemable Non-Controlling Interest0.9Â 0.5Â EquityÂ Â ALLETE EquityCommon Stock Without Par Value, 80.0 Shares Authorized, 57.8 and 57.6 Shares Issued and Outstanding1,813.8Â 1,803.7Â Accumulated Other Comprehensive Loss(20.9)(20.5)Retained Earnings1,028.8Â 1,026.4Â Total ALLETE Equity2,821.7Â 2,809.6Â Non-Controlling Interest in Subsidiaries573.0Â 597.0Â Total Equity3,394.7Â 3,406.6Â Total Liabilities, Redeemable Non-Controlling Interest and Equity$6,661.3Â $6,656.4Â The accompanying notes are an integral part of these statements.ALLETE, Inc. Second Quarter 2024 Form 10-Q7ALLETECONSOLIDATED STATEMENT OF INCOMEUnauditedQuarter EndedSix Months EndedJune 30,June 30,Â 20242023Millions Except Per Share AmountsOperating RevenueContracts with Customers â€“ Utility$279.8Â $292.2Â $618.1Â $604.8Â Contracts with Customers â€“ Non-utility73.5Â 239.9Â 137.2Â 490.9Â Other â€“ Non-utility1.2Â 1.3Â 2.5Â 2.6Â Total Operating Revenue354.5Â 533.4Â 757.8Â 1,098.3Â Operating ExpensesÂ Â Fuel, Purchased Power and Gas â€“ Utility107.3Â 107.3Â 240.8Â 225.9Â Transmission Services â€“ Utility1.6Â 23.5Â 24.3Â 43.6Â Cost of Sales â€“ Non-utility31.8Â 193.2Â 56.2Â 403.7Â Operating and Maintenance102.1Â 84.9Â 193.8Â 170.6Â Depreciation and Amortization66.0Â 62.8Â 131.0Â 125.1Â Taxes Other than Income Taxes16.3Â 8.2Â 35.0Â 27.6Â Total Operating Expenses325.1Â 479.9Â 681.1Â 996.5Â Operating Income29.4Â 53.5Â 76.7Â 101.8Â Other Income (Expense)Â Â Interest Expense(20.1)(21.1)(40.5)(40.4)Equity Earnings5.9Â 5.4Â 11.4Â 11.4Â Other5.9Â 2.5Â 14.5Â 6.6Â Total Other Expense(8.3)(13.2)(14.6)(22.4)Income Before Income Taxes21.1Â 40.3Â 62.1Â 79.4Â Income Tax Expense (Benefit)1.4Â (0.4)5.4Â 1.1Â Net Income19.7Â 40.7Â 56.7Â 78.3Â Net Loss Attributable to Non-Controlling Interest(13.3)(10.8)(27.0)(31.4)Net Income Attributable to ALLETE$33.0Â $51.5Â $83.7Â $109.7Â Average Shares of Common StockÂ Â Basic57.7Â 57.3Â 57.7Â 57.3Â Diluted57.8Â 57.4Â 57.7Â 57.4Â Basic Earnings Per Share of Common Stock$0.57Â $0.90Â $1.45Â $1.91Â Diluted Earnings Per Share of Common Stock$0.57Â $0.90Â $1.45Â $1.91Â The accompanying notes are an integral part of these statements.ALLETE, Inc. Second Quarter 2024 Form 10-Q8ALLETECONSOLIDATED STATEMENT OF COMPREHENSIVE INCOMEUnauditedQuarter EndedSix Months EndedJune 30,June 30,20242023MillionsÂ Â Â Net Income$19.7Â $40.7Â $56.7Â $78.3Â Other Comprehensive Income (Loss)Â Â Â Â Unrealized Gain on SecuritiesNet of Income Tax Expense of $â€“, $â€“, $â€“ and $0.1â€“Â â€“Â â€“Â 0.1Â Defined Benefit Pension and Other Postretirement Benefit PlansNet of Income Tax Benefit of $(0.3), $(0.1), $(0.2) and $(0.1)â€“Â (0.1)(0.4)(0.1)Total Other Comprehensive Lossâ€“Â (0.1)(0.4)â€“Â Total Comprehensive Income19.7Â 40.6Â 56.3Â 78.3Â Net Loss Attributable to Non-Controlling Interest(13.3)(10.8)(27.0)(31.4)Total Comprehensive Income Attributable to ALLETE$33.0Â $51.4Â $83.3Â $109.7Â The accompanying notes are an integral part of these statements.ALLETE, Inc. Second Quarter 2024 Form 10-Q9ALLETECONSOLIDATED STATEMENT OF CASH FLOWSUnauditedSix Months EndedJune 30,Â 20242023MillionsOperating ActivitiesÂ Â Net Income$56.7Â $78.3Â Adjustments to Reconcile Net Income to Cash provided by (used in) Operating Activities:AFUDC â€“ Equity(2.5)(1.4)Income from Equity Investments â€“ Net of Dividends(0.3)0.2Â Loss (Gain) on Investments and Property, Plant and Equipment(0.1)0.4Â Depreciation Expense130.9Â 125.0Â Amortization of PSAs(2.5)(2.6)Amortization of Other Intangible Assets and Other Assets3.3Â 3.5Â Deferred Income Tax Benefit(8.0)(12.9)Share-Based and ESOP Compensation Expense3.7Â 2.4Â Defined Benefit Pension and Other Postretirement Plan Benefit(6.9)(1.7)Fuel Adjustment Clause8.0Â 38.4Â Bad Debt Expense0.7Â 0.7Â Provision for Interim Rate Refund11.0Â 13.4Â Changes in Operating Assets and LiabilitiesÂ Â Accounts Receivable6.0Â 14.0Â Inventories(8.9)261.6Â Prepayments and Other0.3Â (1.2)Accounts Payable(12.8)(13.3)Other Current Liabilities(28.0)(166.8)Renewable Tax Credit Sales22.5Â â€“Â Cash Contributions to Defined Benefit Pension Plans(25.0)(6.5)Changes in Regulatory and Other Non-Current Assets23.1Â (1.6)Changes in Regulatory and Other Non-Current Liabilities5.3Â 1.7Â Cash provided by Operating Activities176.5Â 331.6Â Investing ActivitiesÂ Â Proceeds from Sale of Available-for-sale Securities1.4Â 0.2Â Payments for Purchase of Available-for-sale Securities(1.6)(0.4)Payments for Equity Method Investments(3.9)(4.3)Additions to Property, Plant and Equipment(134.0)(120.5)Other Investing Activities1.3Â (6.3)Cash used in Investing Activities(136.8)(131.3)Financing ActivitiesÂ Â Proceeds from Issuance of Common Stock6.4Â 7.7Â Proceeds from Issuance of Short-Term and Long-Term Debt306.0Â 403.7Â Repayments of Short-Term and Long-Term Debt(309.0)(531.5)Proceeds from Non-Controlling Interest in Subsidiaries â€“ Net4.1Â 9.9Â Distributions to Non-Controlling Interest(0.7)(0.5)Dividends on Common Stock(81.3)(77.6)Other Financing Activities(0.9)(1.1)Cash used in Financing Activities(75.4)(189.4)Change in Cash, Cash Equivalents and Restricted Cash(35.7)10.9Â Cash, Cash Equivalents and Restricted Cash at Beginning of Period79.4Â 40.2Â Cash, Cash Equivalents and Restricted Cash at End of Period$43.7Â $51.1Â The accompanying notes are an integral part of these statements.ALLETE, Inc. Second Quarter 2024 Form 10-Q10ALLETECONSOLIDATED STATEMENT OF EQUITYUnauditedQuarter EndedSix Months EndedJune 30,June 30,20242023Millions Except Per Share AmountsEquityCommon Stock Balance, Beginning of Period$1,807.4Â $1,785.6Â $1,803.7Â $1,781.5Â Common Stock Issued6.4Â 6.0Â 10.1Â 10.1Â Balance, End of Period1,813.8Â 1,791.6Â 1,813.8Â 1,791.6Â Accumulated Other Comprehensive LossBalance, Beginning of Period(20.9)(24.3)(20.5)(24.4)Other Comprehensive Income â€“ Net of Income TaxesUnrealized Gain on Debt Securitiesâ€“Â â€“Â â€“Â 0.1Â Defined Benefit Pension and Other Postretirement Plansâ€“Â (0.1)(0.4)(0.1)Balance, End of Period(20.9)(24.4)(20.9)(24.4)Retained EarningsBalance, Beginning of Period1,036.5Â 954.2Â 1,026.4Â 934.8Â Net Income Attributable to ALLETE33.0Â 51.5Â 83.7Â 109.7Â Common Stock Dividends (40.7)(38.8)(81.3)(77.6)Balance, End of Period1,028.8Â 966.9Â 1,028.8Â 966.9Â Non-Controlling Interest in SubsidiariesBalance, Beginning of Period585.5Â 642.2Â 597.0656.4Proceeds from Non-Controlling Interest in Subsidiaries â€“ Net 1.4Â 3.2Â 1.4Â 9.9Â Net Loss Attributable to Non-Controlling Interest(13.7)(10.8)(24.7)(31.4)Distributions to Non-Controlling Interest(0.2)(0.2)(0.7)(0.5)Balance, End of Period573.0Â 634.4Â 573.0Â 634.4Â Total Equity$3,394.7Â $3,368.5Â $3,394.7Â $3,368.5Â Redeemable Non-Controlling InterestBalance, Beginning of Period$0.5Â â€“Â $0.5Â â€“Â Proceeds from Non-Controlling Interest in Subsidiariesâ€“Â â€“Â 2.7Â â€“Â Net Gain (Loss) Attributable to Non-Controlling Interest0.4Â â€“Â (2.3)â€“Â Total Redeemable Non-Controlling Interest$0.9Â â€“Â $0.9Â â€“Â Dividends Per Share of Common Stock$0.705Â $0.6775Â $1.41Â $1.355Â The accompanying notes are an integral part of these statements.ALLETE, Inc. Second Quarter 2024 Form 10-Q11NOTES TO CONSOLIDATED FINANCIAL STATEMENTS â€“ UNAUDITEDThe accompanying unaudited Consolidated Financial Statements have been prepared in accordance with the instructions to FormÂ 10-QÂ and Rule 10-01 of Regulation S-X, and do not include all of the information and notes required by GAAP for complete financial statements pursuant to such rules and regulations. Similarly, the DecemberÂ 31, 2023, Consolidated Balance Sheet was derived from audited financial statements, but does not include all disclosures required by GAAP. The presentation of certain prior period amounts on the Consolidated Financial Statements have been adjusted for comparative purposes. In managementâ€™s opinion, these unaudited financial statements include all adjustments necessary for a fair statement of financial results. All adjustments are of a normal, recurring nature, except as otherwise disclosed. Operating results for the sixÂ months ended JuneÂ 30,Â 2024, are not necessarily indicative of results that may be expected for any other interim period or for the year ending DecemberÂ 31,Â 2024. For further information, refer to the Consolidated Financial Statements and notes included in our 2023 Form 10-K.NOTE 1.Â OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIESSubsequent Events. The Company performed an evaluation of subsequent events for potential recognition and disclosure through the date of the financial statements issuance. Cash, Cash Equivalents and Restricted Cash. We consider all investments purchased with original maturities of three months or less to be cash equivalents. As of JuneÂ 30, 2024, restricted cash amounts included in Prepayments and Other on the Consolidated Balance Sheet include collateral deposits required under an ALLETE Clean Energy loan. The restricted cash amounts included in Other Non-Current Assets represent collateral deposits required under an ALLETE Clean Energy loan agreement as well as PSAs. The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the Consolidated Balance Sheet that aggregate to the amounts presented in the Consolidated Statement of Cash Flows. Cash, Cash Equivalents and Restricted CashJune 30,2024December 31,2023June 30,2023December 31,2022MillionsÂ Â Cash and Cash Equivalents$37.5Â $71.9Â $47.9Â $36.4Â Restricted Cash included in Prepayments and Other 3.8Â 5.1Â 0.8Â 1.5Â Restricted Cash included in Other Non-Current Assets2.4Â 2.4Â 2.4Â 2.3Â Cash, Cash Equivalents and Restricted Cash on the Consolidated Statement of Cash Flows$43.7Â $79.4Â $51.1Â $40.2Â Inventories â€“ Net. Inventories are stated at the lower of cost or net realizable value. Inventories in our Regulated Operations segment are carried at an average cost or first-in, first-out basis. Inventories in our ALLETE Clean Energy segment and Corporate and Other businesses are carried at an average cost, first-in, first-out or specific identification basis. Inventories â€“ NetJune 30,2024December 31,2023MillionsÂ Â Fuel (a)$25.8Â $27.2Â Materials and Supplies 117.4Â 115.7Â Renewable Energy Facilities Under Development (b)41.1Â 32.5Â Total Inventories â€“ Net$184.3Â $175.4Â (a)Â Â Â Â Fuel consists primarily of coal inventory at Minnesota Power.(b)Â Â Â Â Renewable Energy Facilities Under Development as of JuneÂ 30, 2024, consists primarily of project costs related to renewable energy development projects at New Energy. Goodwill. The aggregate carrying amount of goodwill was $154.9Â million as of JuneÂ 30, 2024 ($154.9Â million as of DecemberÂ 31, 2023). There have been no changes to goodwill by reportable segment for the quarter and sixÂ months ended JuneÂ 30,Â 2024.ALLETE, Inc. Second Quarter 2024 Form 10-Q12NOTE 1.Â OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)Other Non-Current AssetsJune 30,2024December 31,2023MillionsOther Postretirement Benefit Plans$102.9Â $106.3Â Contract Assets (a)17.2Â 18.5Â Operating Lease Right-of-use Assets11.6Â 10.7Â ALLETE Properties10.5Â 10.8Â Restricted Cash2.4Â 2.4Â Finance Lease Right-of-use Assets2.0Â 2.1Â Other116.9Â 112.1Â Total Other Non-Current Assets$263.5Â $262.9Â (a)Â Â Â Â Contract Assets consist of payments made to customers as an incentive to execute or extend service agreements. The payments are being amortized over the term of the respective agreements as a reduction to revenue. Â Â Â Â Other Current LiabilitiesJune 30,2024December 31,2023MillionsÂ Â Provision for Interim Rate Refund $11.0Â â€“Â PSAs5.9Â $6.0Â Customer Deposits5.9Â 7.4Â Operating Lease Liabilities3.4Â 3.0Â Finance Lease Liabilities0.4Â 0.4Â Other65.9Â 75.1Â Total Other Current Liabilities$92.5Â $91.9Â Other Non-Current LiabilitiesJune 30,2024December 31,2023MillionsÂ Â Asset Retirement Obligation (a)(b)$250.8Â $202.9Â PSAs18.0Â 20.9Â Operating Lease Liabilities8.3Â 7.7Â Finance Lease Liabilities1.4Â 1.6Â Other32.0Â 31.2Â Total Other Non-Current Liabilities$310.5Â $264.3Â (a)The asset retirement obligation is primarily related to our Regulated Operations and is funded through customer rates over the life of the related assets. Additionally, BNI Energy funds its obligation through its cost-plus coal supply agreements for which BNI Energy has recorded a receivable of $37.2Â million in Other Non-Current Assets on the Consolidated Balance Sheet as of JuneÂ 30, 2024 ($37.2Â million as of DecemberÂ 31, 2023). (b)The increase in Asset Retirement Obligation in 2024 reflects the impact of estimated compliance costs related to the EPAâ€™s CCR Legacy Impoundment Rule finalized in May 2024. (See Note 6. Commitments, Guarantees and Contingencies.) ALLETE, Inc. Second Quarter 2024 Form 10-Q13NOTE 1.Â OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)Quarter EndedSix Months EndedJune 30,June 30,Other Income20242023MillionsPension and Other Postretirement Benefit Plan Non-Service Credits (a)$3.7Â $1.7Â $8.0Â $3.7Â Interest and Investment Income0.8Â 1.0Â 2.7Â 2.1Â AFUDC - Equity1.3Â 0.9Â 2.5Â 1.4Â Other0.1Â (1.1)1.3Â (0.6)Total Other Income$5.9Â $2.5Â $14.5Â $6.6Â (a)These are components of net periodic pension and other postretirement benefit cost other than service cost. (See Note 9. Pension and Other Postretirement Benefit Plans.) Six Months EndedJune 30,Supplemental Statement of Cash Flows Information20242023MillionsÂ Â Cash Paid for Interest â€“ Net of Amounts Capitalized$36.8Â $39.1Â Cash Paid for Income Taxes â€“ Net $5.7Â $8.1Â Noncash Investing and Financing ActivitiesÂ Â Increase (Decrease) in Accounts Payable for Capital Additions to Property, Plant and Equipment$5.8Â $(5.0)Capitalized Asset Retirement Costs (a)$50.0Â $2.4Â AFUDCâ€“Equity$2.5Â $1.4Â (a)Capitalized asset retirement costs in 2024 reflect the impact of estimated compliance costs related to the EPAâ€™s CCR Legacy Impoundment Rule finalized in May 2024. (See Note 6. Commitments, Guarantees and Contingencies.) New Accounting Pronouncements and Disclosure Rules. See Note 1. Operations and Significant Accounting Policies to the Consolidated Financial Statements in our 2023Â FormÂ 10-K, with additional disclosure provided in the following paragraphs.SEC Climate-related Disclosures Rule. On March 6, 2024, the SEC issued the final rules regarding the enhancement and standardization of climate-related disclosures for investors (Rule). The Rule requires registrants to provide certain climate-related information in their annual reports and registration statements. These requirements include disclosing climate-related risks that materially affect or are reasonably likely to materially affect a registrantâ€™s business strategy, results of operations, or financial condition as well as certain disclosures related to greenhouse-gas emissions, and the effects of severe weather events and other natural conditions. The Rule provides that the disclosure requirements will begin phasing in for annual periods beginning in 2025. The Company is evaluating the final rule to determine its impact on the Companyâ€™s disclosures. The Rule is currently being challenged before the U.S. Court of Appeals for the Eighth Circuit, and the SEC issued a voluntary stay of the Rule on AprilÂ 4,Â 2024, pending judicial review. There are no other new accounting pronouncements or rules that we anticipate having a material effect on the presentation of ALLETEâ€™s consolidated financial statements.ALLETE, Inc. Second Quarter 2024 Form 10-Q14NOTE 2.Â REGULATORY MATTERSRegulatory matters are summarized in Note 4. Regulatory Matters to the Consolidated Financial Statements in our 2023Â FormÂ 10-K, with additional disclosure provided in the following paragraphs.Electric Rates. Entities within our Regulated Operations segment file for periodic rate revisions with the MPUC, PSCW or FERC. As authorized by the MPUC, Minnesota Power also recognizes revenue under cost recovery riders for transmission, renewable, and environmental investments and expenditures. Revenue from cost recovery riders was $13.3 million for the sixÂ months ended JuneÂ 30,Â 2024 ($31.5 million for the sixÂ months ended JuneÂ 30,Â 2023). 2024 Minnesota General Rate Case. On November 1, 2023, Minnesota Power filed a retail rate increase request with the MPUC seeking an average increase of approximately 12.00 percent for retail customers, net of rider revenue incorporated into base rates. The rate filing seeks a return on equity of 10.30 percent and a 53.00 percent equity ratio. On an annualized basis, the requested final rate increase would generate approximately $89Â million in additional revenue. In separate orders dated DecemberÂ 19,Â 2023, the MPUC accepted the filing as complete and approved an annual interim rate increase of approximately $64Â million, net of rider revenue, beginning January 1, 2024, subject to refund. On May 3, 2024, Minnesota Power entered into a settlement agreement with the Minnesota Department of Commerce, Minnesota Office of the Attorney General, Residential Utilities Division, and Large Power Intervenors to settle the retail rate increase request. The settlement agreement is subject to approval by the MPUC. As part of the settlement agreement, the parties have agreed on all issues, including an overall rate increase of $33.97Â million, net of rider revenue and amounts transferring to the fuel adjustment clause, a return on equity of 9.78 percent, all non-financial items and cost allocation. As a result of the settlement, Minnesota Power recorded a reserve for an interim rate refund of $11.0Â million pre-tax as of June 30, 2024, which is subject to MPUC approval of the settlement agreement and Minnesota Powerâ€™s refund calculation. We cannot predict the level of final rates that may be authorized by the MPUC.2022 Minnesota General Rate Case. Minnesota Power is appealing with the Minnesota Court of Appeals (Court) specific aspects of the MPUCâ€™s February 2023 and May 2023 rate case orders for the ratemaking treatment of Taconite Harbor and Minnesota Powerâ€™s prepaid pension asset. Oral arguments on the appeal were heard by the Court on June 27, 2024, with a decision expected in the third quarter of 2024. We are unable to predict the outcome of this proceeding. 2024 Wisconsin General Rate Case. On March 29, 2024, SWL&P filed a rate increase request for its electric, gas and water utilities with the PSCW. The filing seeks an overall return on equity of 10.00Â percent and a 55.00 percent equity ratio. On an annualized basis, the requested change would increase rates by approximately 5.90 percent for retail customers and generate an estimated $7.3Â million of additional revenue. The change to SWL&P customersâ€™ rates will be determined by the PSCW later this year. Any rate adjustments are anticipated to become effective in January 2025. We cannot predict the level of final rates that may be authorized by the PSCW.Transmission Cost Recovery Rider. Minnesota Power has an approved cost recovery rider in place to charge retail customers on a current basis for certain transmission investments and expenditures, including a return on the capital invested. Current customer billing rates are based on an MPUC order dated December 19, 2023, which provisionally approved Minnesota Powerâ€™s latest transmission factor filing submitted on October 24, 2023. Updated billing rates were included on customer bills starting in the first quarter of 2024, and the MPUC approved Minnesota Powerâ€™s transmission factor filing with no changes in an order dated March 5, 2024.Renewable Cost Recovery Rider. Minnesota Power has an approved cost recovery rider in place to charge retail customers on a current basis for the costs of certain renewable investments and expenditures, including a return on the capital invested. Current customer billing rates for the renewable cost recovery rider were approved by the MPUC in an order dated October 3, 2023. On March 27, 2024, Minnesota Power submitted its latest renewable factor filing. In an order dated June 25, 2024, the MPUC approved the filing and Minnesota Power is authorized to include updated billing rates on customer bills beginning OctoberÂ 1,Â 2024.Solar Cost Recovery Rider. Minnesota Power has an approved cost recovery rider in place to charge retail customers on a current basis for solar costs related to investments and expenditures for meeting the state of Minnesotaâ€™s solar energy standard. Current customer billing rates were approved by the MPUC in an order dated December 26, 2023. Updated

billing rates were included on customer bills starting in the first quarter of 2024.ALLETE, Inc. Second Quarter 2024 Form 10-Q15NOTE 2. REGULATORY MATTERS (Continued)Fuel Adjustment Clause. Minnesota Power incurred lower fuel and purchased power costs in 2023 than those factored in its fuel adjustment forecast filed in May 2022 for 2023, which resulted in the recognition of an approximately $13Â million regulatory liability as of June 30, 2024, and December 31, 2023. Minnesota Power requested to refund the regulatory liability over 12Â months beginning in the third quarter of 2024 as part of its annual true-up filing submitted to the MPUC on March 1, 2024. In an order dated July 1, 2024, the MPUC approved the filing, and authorized Minnesota Power to refund the regulatory liability over 12 months beginning on September 1, 2024.Minnesota Power filed its annual forecasted fuel and purchased energy rates for 2025 on May 1, 2024.Energy Conservation and Optimization (ECO) Plan. On April 1, 2024, Minnesota Power submitted its 2023 ECO annual filing (formerly the Conservation Improvement Plan) detailing Minnesota Powerâ€™s ECO plan results and requesting a financial incentive of $2.2Â million, which will be recognized upon approval by the MPUC. In 2023, a financial incentive of $2.2Â million was recognized in the third quarter upon approval by the MPUC of the 2022 ECO annual filing. The financial incentives are recognized in the period in which the MPUC approves the filing.Regulatory Assets and Liabilities. Our regulated utility operations are subject to accounting standards for the effects of certain types of regulation. Regulatory assets represent incurred costs that have been deferred as they are probable for recovery in customer rates. Regulatory liabilities represent obligations to make refunds to customers and amounts collected in rates for which the related costs have not yet been incurred. The Company assesses quarterly whether regulatory assets and liabilities meet the criteria for probability of future recovery or deferral. The recovery, refund or credit to rates for these regulatory assets and liabilities will occur over the periods either specified by the applicable regulatory authority or over the corresponding period related to the asset or liability.ALLETE, Inc. Second Quarter 2024 Form 10-Q16NOTE 2. REGULATORY MATTERS (Continued)Regulatory Assets and LiabilitiesJune 30,2024December 31,2023MillionsÂ Current Regulatory Assets (a)Â Â Fuel Adjustment Clause $5.4Â $8.7Â Other0.6Â 0.6Â Total Current Regulatory Assets$6.0Â $9.3Â Non-Current Regulatory AssetsÂ Â Defined Benefit Pension and Other Postretirement Plans$215.9Â $218.6Â Income Taxes83.3Â 88.1Â Asset Retirement Obligations 38.9Â 37.7Â Cost Recovery Riders19.8Â 33.8Â Taconite Harbor15.8Â 20.9Â Manufactured Gas Plant 13.1Â 13.2Â PPACA Income Tax Deferral3.8Â 3.9Â Fuel Adjustment Clause 0.7Â 5.0Â Other3.4Â 4.2Â Total Non-Current Regulatory Assets$394.7Â $425.4Â Current Regulatory Liabilities (b)Â Â Fuel Adjustment Clause$12.9Â â€”Â Provision for Interim Rate Refund11.0Â â€”Â Transmission Formula Rates Refund0.4Â $1.5Â Other1.0Â 2.4Â Total Current Regulatory Liabilities $25.3Â $3.9Â Non-Current Regulatory LiabilitiesÂ Â Income Taxes $297.3Â $310.0Â Wholesale and Retail Contra AFUDC 76.6Â 78.0Â Plant Removal Obligations71.3Â 67.0Â Non-Jurisdictional Land Sales43.2Â 30.2Â Defined Benefit Pension and Other Postretirement Benefit Plans42.3Â 48.6Â Investment Tax Credits13.4Â 13.6Â Fuel Adjustment Clause3.4Â 15.5Â Boswell Units 1 and 2 Net Plant and Equipment6.7Â 6.7Â Other6.8Â 4.4Â Total Non-Current Regulatory Liabilities$561.0Â $574.0Â (a)Current regulatory assets are presented within Prepayments and Other on the Consolidated Balance Sheet.(b)Current regulatory liabilities are presented within Other Current Liabilities on the Consolidated Balance Sheet. NOTE 3.Â EQUITY INVESTMENTS Investment in ATC. Our wholly-owned subsidiary, ALLETE Transmission Holdings, owns approximately 8 percent of ATC, a Wisconsin-based utility that owns and maintains electric transmission assets in portions of Wisconsin, Michigan, Minnesota and Illinois. We account for our investment in ATC under the equity method of accounting. ALLETEâ€™s Investment in ATCÂ MillionsÂ Equity Investment Balance as of December 31, 2023$179.7Â Cash Investments3.9Â Equity in ATC Earnings11.7Â Distributed ATC Earnings(9.2)Amortization of the Remeasurement of Deferred Income Taxes0.6Â Equity Investment Balance as of June 30, 2024$186.7Â ALLETE, Inc. Second Quarter 2024 Form 10-Q17NOTE 3.Â EQUITY INVESTMENTS (Continued)ATCâ€™s authorized return on equity was 10.02 percent, or 10.52 percent including an incentive adder for participation in a regional transmission organization, based on a 2020 FERC order which is subject to various outstanding legal challenges related to the return on equity calculation and refund period ordered by the FERC. In August 2022, the U.S. Court of Appeals for the District of Columbia Circuit (D.C. Circuit) vacated and remanded the 2020 FERC order back to FERC. We cannot predict the return on equity the FERC will ultimately authorize in the remanded proceeding.In addition, the FERC issued a Notice of Proposed Rulemaking in 2021 proposing to limit the 0.50 percent incentive adder for participation in a regional transmission organization to only the first three years of membership in such an organization. If this proposal is adopted, our equity in earnings from ATC would be reduced by approximately $1Â million pre-tax annually.Investment in Nobles 2. Our subsidiary, ALLETE South Wind, owns 49 percent of Nobles 2, the entity that owns and operates a 250Â MW wind energy facility in southwestern Minnesota pursuant to a 20-year PPA with Minnesota Power. We account for our investment in Nobles 2 under the equity method of accounting. ALLETEâ€™s Investment in Nobles 2MillionsEquity Investment Balance as of December 31, 2023$151.5Â Equity in Nobles 2 Earnings (a)(0.3)Distributed Nobles 2 Earnings(1.9)Equity Investment Balance as of June 30, 2024$149.3Â (a)The Company also recorded earnings from net loss attributable to non-controlling interest of $6.4Â million related to its investment in Nobles 2.NOTE 4. FAIR VALUEFair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). We utilize market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated or generally unobservable. We primarily apply the market approach for recurring fair value measurements and endeavor to utilize the best available information. Accordingly, we utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. These inputs, which are used to measure fair value, are prioritized through the fair value hierarchy. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). Descriptions of the three levels of the fair value hierarchy are discussed in Note 7. Fair Value to the Consolidated Financial Statements in our 2023 Form 10-K.The following tables set forth, by level within the fair value hierarchy, our assets and liabilities that were accounted for at fair value on a recurring basis as of June 30, 2024, and DecemberÂ 31, 2023. Each asset and liability is classified based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement requires judgment, which may affect the valuation of these assets and liabilities and their placement within the fair value hierarchy levels. The estimated fair value of Cash and Cash Equivalents on the Consolidated Balance Sheet approximates the carrying amount and therefore is excluded from the recurring fair value measures in the following tables.ALLETE, Inc. Second Quarter 2024 Form 10-Q18NOTE 4. FAIR VALUE (Continued)Â Fair Value as of June 30, 2024Recurring Fair Value MeasuresLevel 1Level 2Level 3TotalMillionsÂ Â Â Â AssetsÂ Â Â Â Investments (a)Available-for-sale â€“ Equity Securities$8.8Â â€”Â Â€”Â $8.8Â Available-for-sale â€“ Corporate and Governmental Debt Securities (b)â€”Â $6.5Â â€”Â 6.5Â Cash Equivalents6.9Â â€”Â â€”Â 6.9Â Total Fair Value of Assets$15.7Â $6.5Â â€”Â $22.2Â LiabilitiesÂ Â Â Â Deferred Compensation (c)â€”Â $19.5Â â€”Â $19.5Â Total Fair Value of Liabilitiesâ€”Â $19.5Â â€”Â $19.5Â Â Fair Value as of December 31, 2023Recurring Fair Value MeasuresLevel 1Level 2Level 3TotalMillionsAssetsInvestments (a)Available-for-sale â€“ Equity Securities$8.7Â â€”Â Â â€”Â $8.7Â Available-for-sale â€“ Corporate and Governmental Debt Securitiesâ€”Â $6.0Â â€”Â 6.0Â Cash Equivalents5.8Â â€”Â Â â€”Â 5.8Â Total Fair Value of Assets$14.5Â $6.0Â â€”Â $20.5Â LiabilitiesDeferred Compensation (c)â€”Â $16.5Â â€”Â $16.5Â Total Fair Value of Liabilitiesâ€”Â $16.5Â â€”Â $16.5Â (a)Included in Other Non-Current Assets on the Consolidated Balance Sheet.(b)As of June 30, 2024, the aggregate amount of available-for-sale corporate and governmental debt securities maturing in one year or less was $2.0 million, in one year to less than three years was $2.7 million, in three years to less than five years was $1.3 million and in five or more years was $0.5 million.(c)Included in Other Non-Current Liabilities on the Consolidated Balance Sheet. Fair Value of Financial Instruments. With the exception of the item listed in the following table, the estimated fair value of all financial instruments approximates the carrying amount. The fair value of the item listed in the following table was based on quoted market prices for the same or similar instruments (Level 2).Financial InstrumentsCarrying AmountFair ValueMillionsÂ Â Short-Term and Long-Term Debt (a)Â Â June 30, 2024$1,796.4$1,632.4December 31, 2023$1,799.4$1,670.6(a)Excludes unamortized debt issuance costs.ALLETE, Inc. Second Quarter 2024 Form 10-Q19NOTE 4. FAIR VALUE (Continued)Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis. Non-financial assets such as equity method investments, land inventory, and property, plant and equipment are measured at fair value when there is an indicator of impairment and recorded at fair value only when an impairment is recognized. For the quarter and sixÂ months ended JuneÂ 30,Â 2024, and theÂ year ended DecemberÂ 31, 2023, there were no indicators of impairment for these non-financial assets. We continue to monitor changes in the broader energy markets along with wind resource expectations that could indicate impairment at ALLETE Clean Energy wind energy facilities upon contract expirations or for facilities without long-term contracts for their entire output. A continued decline or volatility in energy prices or lower wind resource expectations could result in a future impairment.NOTE 5.Â SHORT-TERM AND LONG-TERM DEBTThe following tables present the Companyâ€™s short-term and long-term debt as of June 30, 2024, and DecemberÂ 31, 2023:June 30, 2024PrincipalUnamortized Debt Issuance CostsTotalMillionsÂ Â Short-Term Debt$42.1Â â€”$42.1Â Long-Term Debt1,754.3Â $(8.3)1,746.0Â Total Debt$1,796.4Â (8.3)1,788.1Â December 31, 2023PrincipalUnamortized Debt Issuance CostsTotalMillionsÂ Â Short-Term Debt $111.5Â (0.1)111.4Â Long-Term Debt1,687.9Â (8.0)1,679.9Â Total Debt$1,799.4Â (8.1)1,791.3Â We had $23.4 million outstanding in standby letters of credit and no outstanding draws under our lines of credit as of JuneÂ 30,Â 2024 ($19.4Â million in standby letters of credit and $34.1 million outstanding draws as of DecemberÂ 31, 2023). We also have standby letters of credit outstanding under other letter of credit facilities. (See Note 6. Commitments, Guarantees and Contingencies.)On June 27, 2024, ALLETE agreed to issue and sell $150Â million of senior unsecured notes (â€œNotesâ€) to certain institutional buyers in the private placement market. The Notes will be sold in reliance on an exemption from registration under SectionÂ 4(a)(2) of the Securities Act of 1933, as amended, to institutional accredited investors. The Notes will be issued and sold on or before September 5, 2024. Of the Notes to be issued and sold, $100Â million of the Notes will bear interest at a rate of 5.94Â percent and mature on September 5, 2029, and $50Â million of the Notes will bear interest at a rate of 6.18Â percent and mature on September 5, 2034. Interest on the Notes will be payable semi-annually on March 5 and September 5 of each year, commencing on March 5, 2025. The Company has the option to prepay all or a portion of the Notes at its discretion, subject to a make-whole provision. The Notes are subject to additional terms and conditions which are customary for these types of transactions. Proceeds from the sale of the Notes will be used for refinancing of debt and general corporate purposes. On July 31, 2024, ALLETE issued a notice to the holders of its 2.65 percent senior notes due SeptemberÂ 10,Â 2025 (â€œ2025â Â Notesâ€) regarding the Companyâ€™s exercise of its option to prepay all of the issued and outstanding 2025 Notes. ALLETE will prepay all $150Â million in aggregate principal amount of the 2025 Notes on SeptemberÂ 5,Â 2024. The 2025 Notes will be prepaid at 100Â percent of their principal amount, plus accrued and unpaid interest.ALLETE, Inc. Second Quarter 2024 Form 10-Q20NOTE 5.Â SHORT-TERM AND LONG-TERM DEBT (continued)On April 23, 2024, ALLETE issued $100Â million of its First Mortgage Bonds (Bonds) to certain institutional buyers in the private placement market. The Bonds, which bear interest at 5.72 percent, will mature on April 30, 2039 and pay interest semi-annually in April and October of each year, commencing on October 30, 2024. ALLETE has the option to prepay all or a portion of the Bonds at its discretion, subject to a make-whole provision. The Bonds are subject to additional terms and conditions which are customary for these types of transactions. Proceeds from the sale of the Bonds were used to refinance existing indebtedness and for general corporate purposes. The Bonds were sold in reliance on an exemption from registration under Section 4(a)(2) of the Securities Act of 1933, as amended, to institutional accredited investors.Financial Covenants. Our long-term debt arrangements contain customary covenants. In addition, our lines of credit and letters of credit supporting certain long-term debt arrangements contain financial covenants. Our compliance with financial covenants is not dependent on debt ratings. The most restrictive financial covenant requires ALLETEÂ to maintain a ratio of indebtedness to total capitalization (as the amounts are calculated in accordance with the respective long-term debt arrangements) of less than or equal to 0.65 to 1.00, measured quarterly. As of June 30, 2024, our ratio was approximately 0.36 to 1.00. Failure to meet this covenant would give rise to an event of default if not cured after notice from the lender, in which event ALLETE may need to pursue alternative sources of funding. Some of ALLETEâ€™s debt arrangements contain â€œcross-defaultâ€ provisions that would result in an event of default if there is a failure under other financing arrangements to meet payment terms or to observe other covenants that would result in an acceleration of payments due. ALLETE has no significant restrictions on its ability to pay dividends from retained earnings or net income. As of June 30, 2024, ALLETE was in compliance with its financial covenants.NOTE 6.Â COMMITMENTS, GUARANTEES AND CONTINGENCIESPower Purchase and Sale Agreements. Our long-term PPAs have been evaluated under the accounting guidance for variable interest entities. We have determined that either we have no variable interest in the PPAs or, where we do have variable interests, we are not the primary beneficiary; therefore, consolidation is not required. These conclusions are based on the fact that we do not have both control over activities that are most significant to the entity and an obligation to absorb losses or receive benefits from the entityâ€™s performance. Our financial exposure relating to these PPAs is limited to our capacity and energy payments.Our PPAs are summarized in NoteÂ 9. Commitments, Guarantees and Contingencies to the Consolidated Financial Statements in our 2023 Form 10-K, with additional disclosure provided in the following paragraphs.Square Butte PPA. As of June 30, 2024, Square Butte had total debt outstanding of $179.9Â million. Fuel expenses are recoverable through Minnesota Powerâ€™s fuel adjustment clause and include the cost of coal purchased from BNI Energy under a long-term contract. Minnesota Powerâ€™s cost of power purchased from Square Butte during the sixÂ months ended JuneÂ 30,Â 2024, was $44.2Â million ($44.0Â million for the same period in 2023). This reflects Minnesota Powerâ€™s pro rata share of total Square Butte costs based on the 50Â percent output entitlement. Included in this amount was Minnesota Powerâ€™s pro rata share of interest expense of $2.6Â million ($2.7Â million for the same period in 2023). Minnesota Powerâ€™s payments to Square Butte are approved as a purchased power expense for ratemaking purposes by both the MPUC and the FERC.Minnkota Power PSA. Minnesota Power has a PSA with Minnkota Power, which commenced inÂ 2014. Under the PSA, Minnesota Power is selling a portion of its entitlement from Square Butte to Minnkota Power, resulting in Minnkota Powerâ€™s net entitlement increasing and Minnesota Powerâ€™s net entitlement decreasing until Minnesota Powerâ€™s share is eliminated at the end of 2025. Of Minnesota Powerâ€™s 50 percent output entitlement, Minnesota Power sold to Minnkota Power approximately 41Â percent in 2024 and 37 percent in 2023.Coal, Rail and Shipping Contracts. Minnesota Power has coal supply agreements providing for the purchase of a significant portion of its coal requirements through December 2025. Minnesota Power also has coal transportation agreements in place for the delivery of a significant portion of its coal requirements through December 2024. The costs of fuel and related transportation costs for Minnesota Powerâ€™s generation are recoverable from Minnesota Powerâ€™s utility customers through the fuel adjustment clause. ALLETE, Inc. Second Quarter 2024 Form 10-Q21NOTE 6.Â COMMITMENTS, GUARANTEES AND CONTINGENCIES (Continued)Environmental Matters.Our businesses are subject to regulation of environmental matters by various federal, state, and local authorities. A number of regulatory changes to the Clean Air Act, the Clean Water Act and various waste management requirements have been promulgated by both the EPA and state authorities over the past several years. Minnesota Powerâ€™s facilities are subject to additional requirements under many of these regulations. Minnesota Power is reshaping its generation portfolio, over time, to reduce its reliance on coal, has installed cost-effective emission control technology, and advocates for sound science and policy during rulemaking implementation.We consider our businesses to be in substantial compliance with currently applicable environmental regulations and believe all necessary permits have been obtained. We anticipate that with many state and federal environmental regulations and requirements finalized, or to be finalized in the near future, potential expenditures for future environmental matters may be material and require significant capital investments. Minnesota Power has evaluated various environmental compliance scenarios using possible outcomes of environmental regulations to project power supply trends and impacts on customers.We review environmental matters on a quarterly basis. Accruals for environmental matters are recorded when it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated based on current law and existing technologies. Accruals are adjusted as assessment and remediation efforts progress, or as additional technical or legal information becomes available. Accruals for environmental liabilities are included in the Consolidated Balance Sheet at undiscounted amounts and exclude claims for recoveries from insurance or other third parties. Costs related to environmental contamination treatment and cleanup are expensed unless recoverable in rates from customers.Air. The electric utility industry is regulated both at the federal and state level to address air emissions. Minnesota Powerâ€™s thermal generating facilities mainly burn low-sulfur western sub-bituminous coal. All of Minnesota Powerâ€™s coal-fired generating facilities are equipped with pollution control equipment such as scrubbers, baghouses and low NOX technologies. Under currently applicable environmental regulations, these facilities are substantially compliant with emission requirements.Cross-State Air Pollution Rule (CSAPR). The CSAPR requires certain states in the eastern half of the U.S., including Minnesota, to reduce power plant emissions that contribute to ozone or fine particulate pollution in other states. The CSAPR does not require installation of controls but does require facilities have sufficient allowances to cover their emissions on an annual basis. These allowances are allocated to facilities from each stateâ€™s annual budget and can be bought and sold. Based on our review of the NOX and SO2 allowances issued and pending issuance as well as consideration of current rules, we currently expect generation levels and emission rates will result in continued compliance with the CSAPR. Minnesota Power will continue to monitor ongoing CSAPR rulemakings and compliance implementation, including the EPAâ€™s Good Neighbor Rule which modifies certain aspects of the CSAPRâ€™s program scope

and extent (see EPA Good Neighbor Plan for 2015 Ozone NAAQS).National Ambient Air Quality Standards (NAAQS). The EPA is required to review each NAAQS every five years. If the EPA determines that a stateâ€™s air quality is not in compliance with the NAAQS, the state is required to adopt plans describing how it will reduce emissions to attain the NAAQS. Minnesota Power actively monitors NAAQS developments, and the EPA is currently reviewing the primary or secondary NAAQS for NOx, SO2, and ozone. On February 7, 2024, the EPA announced a final rule lowering the annual primary standard for fine particulate matter while retaining other existing primary and secondary standards such as those for coarse particulate matter. Implementation of this new standard began with its May 6, 2024 effective date. The EPA also released a draft rule on April 15, 2024 proposing to revise the secondary SO2 NAAQS while retaining certain secondary NOX and particulate matter NAAQS. Anticipated timelines and compliance costs related to this and other potential NAAQS revisions cannot yet be estimated but costs could be material. Minnesota Power would seek recovery of additional costs through a rate proceeding. ALLETE, Inc. Second Quarter 2024 Form 10-Q22NOTE 6.Â COMMITMENTS, GUARANTEES AND CONTINGENCIES (Continued)Environmental Matters (Continued)EPA Good Neighbor Plan for 2015 Ozone NAAQS. On June 5, 2023, after disapproving state implementation plans, the EPA published a final Federal Implementation Plan (FIP) rule in the Federal Register, the Good Neighbor Plan, to address regional ozone transport for the 2015 Ozone NAAQS by reducing NOX emissions during the period of May 1 through September 30 (ozone season). In its justification for the final rule, the EPA asserted that 23 states, including Minnesota, were modeled as significant contributors to downwind statesâ€™ challenges in attaining or maintaining ozone NAAQS compliance within their state borders. The Good Neighbor Plan is designed to resolve this interstate transport issue by implementing a variety of NOX reduction strategies, including federal implementation plan requirements, NOX emission limitations, and ozone season allowance program requirements. The final rule imposed restrictions on fossil-fuel fired power plants in 22 states and on certain industrial sources in 20 states, with implementation occurring through changes to the existing CSAPR program for power plants. Since the EPA partially disapproved the Good Neighbor State Implementation Plans (SIPs) for the states of Minnesota and Wisconsin, among others, Minnesota is subject to the final Good Neighbor Plan. However, Minnesota Power and a coalition of other Minnesota utilities and industry (the parties) co-filed challenges to the EPAâ€™s final Minnesota SIP disapproval, submitting a petition for reconsideration and stay to the EPA, and a petition for judicial review to the U.S. Court of Appeals for the Eighth Circuit (Eighth Circuit Court). The parties are challenging and requesting reconsideration of certain technical components of the EPAâ€™s review and subsequent partial disapproval of the state of Minnesotaâ€™s SIP. On July 5, 2023, the Eighth Circuit Court granted a stay of the SIP disapproval preventing the Good Neighbor Plan from taking effect in Minnesota. On March 28, 2024, the EPA issued a partial denial of several administrative reconsideration and stay petitions, including from the Minnesota coalition.On September 29, 2023, the EPA issued an updated final interim rule addressing the stays in Minnesota and five other states, formally delaying the effective date of the final FIP for states with active stays in place. The state of Minnesota therefore did not become subject to compliance obligations for the 2023 or 2024 ozone seasons. Future compliance obligations will depend on resolution of the stay. Additionally, challenges have been filed against the final FIP rule by the Minnesota coalition parties and other entities, although the Minnesota coalition FIP challenge is currently in abeyance pending resolution of the SIP disapproval case. On February 21, 2024, the U.S. Supreme Court heard arguments from several states and industry groups requesting an emergency stay of the FIP rule. The court granted the petitionersâ€™ request on June 27, 2024, staying enforcement of the FIP pending the D.C. Circuitâ€™s review and any petition for writ of certiorari. Anticipated timelines and compliance costs related to final Good Neighbor Plan compliance cannot yet be estimated due to uncertainties about SIP approval resolution, implementation timing, FIP rule outcome, and allowance costs and facility emissions during the ozone season. However, the costs could be material, including costs of additional NOx controls, emission allowance program participation, or operational changes, if any are required. Minnesota Power would seek recovery of additional costs through a rate proceeding.EPA National Emission Standards for Hazardous Air Pollutants for Major Sources: Industrial, Commercial and Institutional Boilers and Process Heaters (Industrial Boiler MACT) Rule. A final rule issued by the EPA for Industrial Boiler MACT became effective in 2013 with compliance required at major existing sources in 2016, which applied to Minnesota Powerâ€™s Hibbard Renewable Energy Center and Rapids Energy Center. Compliance consisted largely of adjustments to fuels and operating practices and compliance costs were not material. After this initial rulemaking, litigation from 2016 through 2018 resulted in court orders directing that the EPA reconsider certain aspects of the regulation. A final rule incorporating these revisions became effective in December 2022, with a compliance deadline of October 6, 2025. Compliance costs are not expected to be material.EPA Mercury and Air Toxics Standards (MATS) Rule. On April 25, 2024, the EPA published a final rule to revise the existing 2012 MATS Rule, which regulates air emissions of hazardous air pollutants from coal- and oil-fired electric generating units (EGUs). The final rule eliminates certain MATS compliance flexibility, lowers the particulate emission standard for all coal-fired EGUs, and reduces the mercury emission standard for lignite-fired EGUs. The rule became effective July 8, 2024, with compliance required beginning July 6, 2027. The MATS regulation applies at Minnesota Powerâ€™s Boswell facility, which is currently well-controlled for these emissions and already complying with some of the new requirements. The Company anticipates the new rule will have limited impacts at Boswell. However, compliance costs cannot yet be fully estimated, and recovery of any additional costs would be sought through a rate proceeding. Litigation against the EPAâ€™s latest MATS Rule revision from a number of U.S. states as well as several companies and industry groups is ongoing, including a motion to stay the rule filed in the D.C. Circuit on June 7, 2024. ALLETE, Inc. Second Quarter 2024 Form 10-Q23NOTE 6.Â COMMITMENTS, GUARANTEES AND CONTINGENCIES (Continued)Environmental Matters (Continued)Climate Change. The scientific community generally accepts that emissions of GHGs are linked to global climate change which creates physical and financial risks. Physical risks could include but are not limited to: increased or decreased precipitation and water levels in lakes and rivers; increased or other changes in temperatures; increased risk of wildfires; and changes in the intensity and frequency of extreme weather events. These all have the potential to affect the Companyâ€™s business and operations. We are addressing climate change by taking the following steps that also ensure reliable and environmentally compliant generation resources to meet our customersâ€™ requirements:â€¢Expanding renewable power supply for both our operations and the operations of others;â€¢Providing energy conservation initiatives for our customers and engaging in other demand side management efforts;â€¢Improving efficiency of our generating facilities;â€¢Supporting research of technologies to reduce carbon emissions from generating facilities and carbon sequestration efforts; â€¢Evaluating and developing less carbon intensive future generating assets such as efficient and flexible natural gasâ€‘fired generating facilities;â€¢Managing vegetation on right-of-way corridors to reduce potential wildfire or storm damage risks; andâ€¢Practicing sound forestry management in our service territories to create landscapes more resilient to disruption from climate-related changes, including planting and managing long-lived conifer species.EPA Regulation of GHG Emissions. On April 25, 2024, the EPA issued several final greenhouse gas regulations to establish emissions standards and guidelines for fossil fuel-fired electric generating units (EGUs) under Section 111 of the Clean Air Act (CAA). The final rules revise new source performance standards (NSPS) for new, modified and reconstructed EGUs (Section 111(b) of the CAA) and creates new emission guidelines for existing EGUs (Section 111(d) of the CAA). The action also officially repeals the predecessor regulation â€œAffordable Clean Energy Ruleâ€, first issued in 2019 and later vacated in 2021. Compliance will be required beginning January 1, 2030 for existing sources, and upon commencing operation of new units. The 111(d) rule also requires states to submit plans to provide for the establishment, implementation and enforcement of performance standards for existing sources. States must submit their plans to the EPA within 24 months after publication of the final emissions guidelines.The final Section 111 rules apply to several Company assets, including existing EGUs at the Boswell and Laskin facilities as well as the proposed combined cycle natural gas-fired generating facility, NTEC. The Company is reviewing the new rule but anticipates compliance may require operational or planning adjustments. The state implementation plan process for Section 111(d) existing units will also be a factor in determining specific requirements and timing. We are unable to predict compliance costs at this time; however, the costs could be material. Minnesota Power would seek recovery of additional costs through a rate proceeding. The Company is also monitoring litigation of the final Section 111 rules, which began when the rules were published in the Federal Register on May 9, 2024, which is proceeding in federal court. Outcomes from ongoing litigation may impact both the timing of rule effectiveness and the ultimate compliance obligations required by the rule. Water. The Clean Water Act requires NPDES permits be obtained from the EPA or delegated state agencies for any wastewater discharged into navigable waters. We have obtained all necessary NPDES permits, including NPDES storm water permits for applicable facilities, to conduct our operations.ALLETE, Inc. Second Quarter 2024 Form 10-Q24NOTE 6.Â COMMITMENTS, GUARANTEES AND CONTINGENCIES (Continued)Environmental Matters (Continued)Steam Electric Power Generating Effluent Limitations Guidelines. In 2015, the EPA issued revised federal effluent limitation guidelines (ELG) for steam electric power generating stations under the Clean Water Act. It set effluent limits and prescribed Best Available Control Technology (BACT) for several wastewater streams, including flue gas desulphurization (FGD) water, bottom ash transport water and coal combustion landfill leachate. In October 2020, the EPA published a final ELG Rule allowing re-use of bottom ash transport water in FGD scrubber systems with limited discharges related to maintaining system water balance. The rule set technology standards and numerical pollutant limits for discharges of bottom ash transport water and FGD wastewater. Compliance deadlines depend on subcategory, with compliance generally required as soon as possible, beginning after October 13, 2021, but no later than December 31, 2025, or December 31, 2028, in some specific cases.On May 9, 2024, the EPA finalized revisions to the 2020 ELG rule. The final rule establishes zero discharge limitations for bottom ash transport water, FGD wastewater, and combustion residual leachate. A definition for legacy wastewater was established, with deferral to state permit programs for setting discharge limits based on best professional judgment. The rule maintains exemptions for units permanently ceasing coal combustion by 2028 and adds a new subcategory for units that are retiring by 2032 and have already complied with either the 2015 or 2020 ELG rules. Additionally, the rule establishes mercury and arsenic limitations for functionally equivalent discharges of leachate via groundwater to surface water. Compliance deadlines are determined by the applicable state permitting authority. Deadlines must be established as soon as 60 days after the final rule is published in the Federal Register, but no later than December 31, 2029.Bottom ash transport and FGD wastewater ELGs are not expected to have a significant impact on Minnesota Power operations. Zero leachate discharge requirements have the potential to impact dewatering associated with the closed Taconite Harbor dry ash landfill. New limitations for arsenic and mercury related to functionally equivalent (groundwater to surface water) discharges are not currently anticipated to impact Minnesota Power facilities.We estimate no additional material compliance costs for ELG bottom ash water and FGD requirements. Compliance costs we might incur related to other ELG waste streams (e.g., leachate) or other potential future water discharge regulations at Minnesota Power facilities cannot be estimated; however, the costs could be material, including costs associated with wastewater treatment and re-use. Minnesota Power would seek recovery of additional costs through a rate proceeding.Permitted Water Discharges â€” Sulfate. In 2017, the MPCA released a draft water quality standard in an attempt to update Minnesotaâ€™s existing 10 mg/L sulfate limit for waters used for the production of wild rice with the proposed rulemaking heard before an administrative law judge (ALJ). In 2018, the ALJ rejected significant portions of the proposed rulemaking and the MPCA subsequently withdrew the rulemaking. The existing 10 mg/L limit remains in place, but the MPCA is currently prohibited under state law from listing wild rice waters as impaired or requiring sulfate reduction technology. The federal Clean Water Act requires the MPCA to update the state's impaired water list every two years. Beginning in 2021 through the latest release approved by the EPA in April 2024, this list now includes Minnesota lakes and streams identified as wild rice waters that are listed for sulfate impairment. The list could subsequently be used to set sulfate limits in discharge permits for power generation facilities and municipal and industrial customers, including paper and pulp facilities, and mining operations. At this time, we are unable to determine the specific impacts these developments may have on Minnesota Power operations or its customers, if any. Minnesota Power would seek recovery of additional costs through a rate proceeding.Solid and Hazardous Waste. The Resource Conservation and Recovery Act of 1976 regulates the management and disposal of solid and hazardous wastes. We are required to notify the EPA of hazardous waste activity and, consequently, routinely submit reports to the EPA.Coal Ash Management Facilities. Minnesota Power produces the majority of its coal ash at Boswell, with small amounts of ash generated at Hibbard Renewable Energy Center. Ash storage and disposal methods include storing ash in clay-lined onsite impoundments (ash ponds), disposing of dry ash in a lined dry ash landfill, applying ash to land as an approved beneficial use, and trucking ash to state permitted landfills. Boswell Ash Wastewater Spill. On July 16, 2024, Minnesota Power detected a spill at Boswell from an underground pipeline carrying ash wastewater from an inactive onsite storage pond to the Boswell facility. Minnesota Power continues to work with state and federal agencies and the Leech Lake Band of Ojibwe to evaluate and mitigate the impacts from this event. We are unable to predict the mitigation or other costs related to the ash wastewater spill at this time; however, the costs could be material.ALLETE, Inc. Second Quarter 2024 Form 10-Q25NOTE 6.Â COMMITMENTS, GUARANTEES AND CONTINGENCIES (Continued)Environmental Matters (Continued)Coal Combustion Residuals from Electric Utilities. In 2015, the EPA published a final rule (2015 Rule) regulating CCR as nonhazardous waste under Subtitle D of the Resource Conservation and Recovery Act (RCRA) in the Federal Register. The rule included additional requirements for new landfill and impoundment construction as well as closure activities related to certain existing impoundments. Costs of compliance for Boswell and Laskin are expected to be incurred primarily over the next 12 years and be between approximately $65 million and $120 million. Compliance costs for CCR at Taconite Harbor are not expected to be material. Minnesota Power would seek recovery of additional costs through a rate proceeding.Minnesota Power continues to work on minimizing compliance costs through evaluation of beneficial re-use and recycling of CCR. In 2018, a U.S. District Court for the District of Columbia decision vacated specific provisions of the CCR rule, which resulted in a change to the status of several existing clay-lined impoundments at Boswell being considered unlined. In September 2020, the EPA finalized the CCR Part A Rule, which required all unlined impoundments to cease disposal and initiate closure. Upon completion of dry ash conversion activities, Boswell ceased disposal in both impoundments in September 2022. Both impoundments are now inactive and have initiated closure.On May 8, 2024, the EPA's final CCR Legacy Impoundment Rule was published in the Federal Register. The final rule expands the scope of units regulated under the CCR rule to include legacy ponds (inactive surface impoundments at inactive facilities) and creates a new category of units called CCR management units (CCR units), which includes inactive and closed impoundments and landfills as well as other non-containerized accumulations of CCR. The final rule requires all regulated generating facilities to evaluate and identify past deposits of CCR materials on their sites and close or re-close existing CCR units to meet current closure standards, as well as install groundwater monitoring systems, conduct groundwater monitoring, and implement groundwater corrective actions as necessary. Additionally, the EPA finalized portions of the proposed CCR Part B Rule, which allows CCR units to certify closure while conducting groundwater remediation activities. Impacts to previously closed CCR units at Boswell and Laskin are anticipated. Compliance costs for Minnesota Powerâ€™s Boswell and Laskin facilities are estimated to be between approximately $50Â million and $85Â million and are expected to be incurred over the next 10 years based on our preliminary assessment; however, we continue to evaluate the impact of the rule and these estimates may be revised in future periods. Minnesota Power is expected to seek recovery of these costs through a rate proceeding.Additionally, the EPA released a proposed CCR Part B rulemaking in February 2020 addressing options for beneficial reuse of CCR materials, alternative liner demonstrations and other CCR regulatory revisions. Portions of the Part B rule addressing alternative liner equivalency standards were finalized in November 2020. Finalization of the remaining beneficial reuse requirements are expected in late 2024. The final CCR federal permit rule is expected in the first half of 2026. The final federal permit rule will finalize procedures for implementing a CCR federal permit program.Other Environmental Matters.Manufactured Gas Plant Site. SWL&P has completed a portion of the remediation activities at a former manufactured gas plant site located in Superior, Wisconsin, and formerly operated by SWL&P. We continue working with the Wisconsin Department of Natural Resources on the remaining remediation at the site and surrounding properties. As of JuneÂ 30, 2024, SWL&P has recorded a liability of approximately $1 million for remediation costs at this site. SWL&P has recorded the recovery of the remediation costs associated with the site as a regulatory asset as we expect recovery of these costs to be allowed by the PSCW. Other Matters.Letters of Credit, Surety Bonds and Other Indemnifications.We have multiple credit facility agreements in place that provide the ability to issue standby letters of credit to satisfy contractual security requirements across our businesses. As of June 30, 2024, we had $158.2Â million of outstanding letters of credit issued, including those issued under our revolving credit facility. We do not believe it is likely that any of these outstanding letters of credit or surety bonds will be drawn upon.In the second quarter of 2024, under the tax credit transferability provision of the Inflation Reduction Act, we entered into agreements with third parties to sell a portion of our renewable tax credits. ALLETE has indemnified the parties for the value of renewable tax credits sold to date of approximately $22.5Â million.Regulated Operations. As of June 30, 2024, we had $28.2 million outstanding in standby letters of credit at our Regulated Operations which are pledged as security to MISO, the NDPSC and state agencies. ALLETE, Inc. Second Quarter 2024 Form 10-Q26NOTE 6.Â COMMITMENTS, GUARANTEES AND CONTINGENCIES (Continued)Other Matters (Continued)ALLETE Clean Energy. ALLETE Clean Energy is party to PSAs that expire in various years between 2024 and 2039. As of June 30, 2024, ALLETE Clean Energy has $101.1Â million outstanding in standby letters of credit and surety bonds, the majority of which are pledged as security under these PSAs. Corporate and Other.BNI Energy. As of June 30, 2024, BNI Energy had surety bonds outstanding of $82.4Â million related to the reclamation liability for closing costs associated with its mine and mine facilities. Although its coal supply agreements obligate the

customers to provide for the closing costs, additional assurance is required by federal and state regulations. BNI Energyâ€™s total reclamation liability is currently estimated at $82.1Â million. BNI Energy does not believe it is likely that any of these outstanding surety bonds will be drawn upon.Investment in Nobles 2. The Nobles 2 wind energy facility requires standby letters of credit as security for certain contractual obligations. As of June 30, 2024, ALLETE South Wind has $10.1 million outstanding in standby letters of credit, related to its portion of the security requirements relative to its ownership in Nobles 2. South Shore Energy. As of June 30, 2024, South Shore Energy had $29.7 million outstanding in standby letters of credit pledged as security in connection with the development of NTEC. Legal Proceedings. We are involved in litigation arising in the normal course of business. Also in the normal course of business, we are involved in tax, regulatory and other governmental audits, inspections, investigations and other proceedings that involve state and federal taxes, safety, and compliance with regulations, rate base and cost of service issues, among other things. We do not expect the outcome of these matters to have a material effect on our financial position, results of operations or cash flows.We have received a number of demand letters alleging that the disclosures contained in the preliminary proxy statement, as amended, and filed with the SEC in connection with a special meeting of shareholders to consider the Merger (Preliminary Proxy), were deficient and demanding that certain corrective disclosures be made. In addition, a complaint was filed on JulyÂ 1,Â 2024, in the U.S. District Court for the Southern District of New York against ALLETE and its directors alleging violation of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934, disclosure deficiency in the Preliminary Proxy, and seeking to enjoin the transaction until certain disclosures are corrected. The complaint has not yet been served on any defendant. The Company believes that the demand letters and complaint are without merit.NOTE 7.Â EARNINGS PER SHARE AND COMMON STOCKWe compute basic earnings per share using the weighted average number of shares of common stock outstanding during each period. The difference between basic and diluted earnings per share, if any, arises from non-vested restricted stock units and performance share awards granted under our Executive Long-Term Incentive Compensation Plan. Â 2024Â Â 2023Â Reconciliation of Basic and DilutedÂ DilutiveÂ Â DilutiveÂ Earnings Per ShareBasicSecuritiesDilutedBasicSecuritiesDilutedMillions Except Per Share AmountsÂ Â Â Â Â Â Â Quarter ended June 30Â Â Â Â Â Â Â Net Income Attributable to ALLETE$33.0Â $33.0Â $51.5Â $51.5Â Average Common Shares57.7Â 0.1Â 57.8Â 57.3Â 0.1Â 57.4Â Earnings Per Share$0.57Â $0.57Â $0.90Â $0.90Â Six Months Ended June 30,Net Income Attributable to ALLETE$83.7Â $83.7Â $109.7Â $109.7Â Average Common Shares57.7Â â€”Â 57.7Â 57.3Â 0.1Â 57.4Â Earnings Per Share$1.45Â $1.45Â $1.91Â $1.91Â ALLETE, Inc. Second Quarter 2024 Form 10-Q27NOTE 8.Â INCOME TAX EXPENSEQuarter EndedSix Months EndedJune 30,June 30,Â 2024202320242023MillionsÂ Â Â Â Current Income Tax ExpenseÂ Â Â Â Federal (a)$3.3$3.0$6.8$8.6State3.23.26.65.4Total Current Income Tax Expense$6.5$6.2$13.4$14.0Deferred Income Tax Expense (Benefit)Â Â Â Â Federal (b)(5.0)(7.8)(10.0)(16.1)State0.1Â 1.3Â 2.5Â 3.4Â Investment Tax Credit Amortization(0.2)(0.1)(0.5)(0.2)Total Deferred Income Tax Benefit(5.1)(6.6)(8.0)(12.9)Total Income Tax Expense (Benefit)1.4(0.4)$5.4$1.1(a)For the sixÂ months ended JuneÂ 30,Â 2024 and 2023, the federal current tax expense is partially offset by production tax credits.(b)For the sixÂ months ended JuneÂ 30,Â 2024 and 2023, the federal deferred income tax benefit is primarily due to production tax credits.The Company's tax provision for interim periods is determined using an estimate of its annual effective tax rate, adjusted for discrete items arising in that quarter. In each quarter, the Company updates its estimate of the annual effective tax rate and if the estimated annual effective tax rate changes, the Company would make a cumulative adjustment in that quarter.Quarter EndedSix Months EndedReconciliation of Taxes from Federal StatutoryJune 30,June 30,Rate to Total Income Tax Expense2024202320242023MillionsÂ Â Income Before Income Taxes$21.1Â $40.3Â $62.1Â $79.4Â Statutory Federal Income Tax Rate21Â %21Â %21Â %21Â %Income Taxes Computed at Statutory Federal Rate$4.4Â $8.5Â $13.0Â $16.7Â Increase (Decrease) in Income Tax Due to:State Income Taxes â€“ Net of Federal Income Tax Benefit2.5Â 3.6Â 7.1Â 7.0Â Production Tax Credits (a)(5.1)(10.2)(16.7)(20.6)Investment Tax Credits (a)(0.9)(1.4)(1.2)(3.6)Regulatory Differences â€“ Excess Deferred Tax(2.2)(2.4)(5.7)(5.2)Non-Controlling Interest in Subsidiaries2.4Â 2.1Â 5.2Â 5.9Â AFUDC â€“ Equity(0.3)â€”Â (0.9)â€”Â Transaction Costs3.3Â â€”Â 3.3Â â€”Â Other(2.7)(0.6)1.3Â 0.9Â Total Income Tax Expense (Benefit)$1.4Â (0.4)5.4Â $1.1Â (a)For the sixÂ months ended JuneÂ 30,Â 2024 and 2023, the credits are presented net of any estimated discount on the sale of certain credits. For the sixÂ months ended JuneÂ 30,Â 2024, the effective tax rate was 8.7 percent (1.4 percent for the sixÂ months ended JuneÂ 30,Â 2023). The effective tax rates for 2024 and 2023 were primarily impacted by production tax credits.Uncertain Tax Positions. As of June 30, 2024, we had gross unrecognized tax benefits of $1.1Â million ($1.1Â million as of DecemberÂ 31, 2023). Of the total gross unrecognized tax benefits, $0.6Â million represents the amount of unrecognized tax benefits included on the Consolidated Balance Sheet that, if recognized, would favorably impact the effective income tax rate. The unrecognized tax benefit amounts have been presented as an increase to the net deferred tax liability on the Consolidated Balance Sheet.ALLETE, Inc. Second Quarter 2024 Form 10-Q28NOTE 8.Â INCOME TAX EXPENSE (Continued)ALLETE and its subsidiaries file a consolidated federal income tax return as well as combined and separate state income tax returns in various jurisdictions. ALLETE is currently under examination by the state of Minnesota for the tax years 2020 through 2022. ALLETE has no open federal audits and is no longer subject to federal examination for years before 2021 or state examination for years before 2020. Additionally, the statute of limitations related to the federal tax credit carryforwards will remain open until those credits are utilized in subsequent returns.NOTE 9.Â PENSION AND OTHER POSTRETIREMENT BENEFIT PLANSComponents of Net Periodic Benefit Cost (Credit)PensionOtherPostretirement20242023202420232024MillionsÂ Â Â Â Quarter Ended June 30,Â Â Â Â Â Service Cost$1.7Â $1.6Â $0.4Â $0.5Â Non-Service Cost Components (a)Interest Cost9.6Â 10.1Â 0.9Â 1.5Â Expected Return on Plan Assets(11.2)(11.0)(2.8)(2.8)Amortization of Prior Service Creditsâ€”Â â€”Â (2.9)(1.7)Amortization of Net Loss (Gain)1.6Â 1.5Â (0.8)(0.6)Net Periodic Benefit Cost (Credit)$1.7Â $2.2Â (5.2)(3.1)Six Months Ended June 30,Service Cost$3.3Â $3.2Â $0.8Â $1.1Â Non-Service Cost Components (a)Interest Cost 19.3Â 20.2Â 1.9Â 3.0Â Expected Return on Plan Assets (22.4)(21.9)(5.6)(5.6)Amortization of Prior Service Credits â€”Â â€”Â (5.8)(3.5)Amortization of Net Loss (Gain)3.2Â 2.9Â (1.6)(1.1)Net Periodic Benefit Cost (Credit)$3.4Â $4.4Â (10.3)(6.1)(a)These components of net periodic benefit cost (credit) are included in the line item â€œOtherâ€ under Other Income (Expense) on the Consolidated Statement of Income. Employer Contributions. For the sixÂ months ended JuneÂ 30,Â 2024, we contributed $25.0Â million in cash to the defined benefit pension plans ($6.5Â million for the sixÂ months ended JuneÂ 30,Â 2023); we do not expect to make additional contributions to our defined benefit pension plans in 2024. For the sixÂ months ended JuneÂ 30,Â 2024, and 2023, we made no contributions to our other postretirement benefit plans; we do not expect to make any contributions to our other postretirement benefit plans in 2024.NOTE 10.Â BUSINESS SEGMENTSWe present two reportable segments: Regulated Operations and ALLETE Clean Energy. We measure performance of our operations through budgeting and monitoring of contributions to consolidated net income by each business segment. Regulated Operations includes three operating segments which consist of our regulated utilities, Minnesota Power and SWL&P, as well as our investment in ATC. ALLETE Clean Energy is our business focused on developing, acquiring and operating clean and renewable energy projects. We also present Corporate and Other which includes New Energy, a renewable energy development company, BNI Energy, our coal mining operations in North Dakota, ALLETE Properties, our legacy Florida real estate investment, along with our investment in Nobles 2, South Shore Energy, our non-rate regulated, Wisconsin subsidiary developing NTEC, other business development and corporate expenditures, unallocated interest expense, a small amount of non-rate base generation, land holdings in Minnesota, and earnings on cash and investments. ALLETE, Inc. Second Quarter 2024 Form 10-Q29NOTE 10.Â BUSINESS SEGMENTS (Continued)Quarter EndedSix Months EndedJune 30,June 30,Â 2024202320242023MillionsOperating RevenueRegulated OperationsResidential$37.1Â $36.0Â $88.6Â $85.4Â Commercial43.8Â 44.0Â 93.5Â 91.7Â Municipal7.4Â 7.6Â 16.4Â 16.5Â Industrial146.8Â 140.2Â 306.3Â 285.1Â Other Power Suppliers30.4Â 36.3Â 70.4Â 72.2Â Other14.3Â 28.1Â 42.9Â 53.9Â Total Regulated Operations279.8Â 292.2Â 618.1Â 604.8Â ALLETE Clean EnergyLong-term PSA14.5Â 13.2Â 32.3Â 31.6Â Sale of Wind Energy Facilitiesâ€”Â 166.6Â â€”Â 348.4Â Other1.2Â 1.3Â 2.5Â 2.6Â Total ALLETE Clean Energy15.7Â 181.1Â 34.8Â 382.6Â Corporate and OtherLong-term Contract27.3Â 23.9Â 52.7Â 49.4Â Sale of Renewable Development Projects25.6Â 32.6Â 39.5Â 52.4Â Other6.1Â 3.6Â 12.7Â 9.1Â Total Corporate and Other59.0Â 60.1Â 104.9Â 110.9Â Total Operating Revenue$354.5Â $533.4Â $757.8Â $1,098.3Â Net Income (Loss) Attributable to ALLETEÂ Â Regulated Operations$33.7Â $37.8Â $77.9Â $78.4Â ALLETE Clean Energy2.4Â 3.1Â 6.2Â 11.6Â Corporate and Other(3.1)10.6Â (0.4)19.7Â Total Net Income Attributable to ALLETE$33.0Â $51.5Â $83.7Â $109.7Â June 30,2024December 31,2023MillionsAssetsRegulated Operations $4,404.2Â $4,335.0Â ALLETE Clean Energy 1,577.7Â 1,594.1Â Corporate and Other679.4Â 727.3Â Total Assets $6,661.3Â $6,656.4Â ALLETE, Inc. Second Quarter 2024 Form 10-Q30NOTE 11. AGREEMENT AND PLAN OF MERGEROn May 5, 2024, ALLETE entered into the Merger Agreement. Pursuant to the Merger Agreement, on the terms and subject to the conditions set forth therein, Alloy Merger Sub will merge with and into ALLETE, with ALLETE continuing as the surviving corporation in the Merger and becoming a subsidiary of Alloy Parent.On July 10, 2024, ALLETE filed a definitive proxy statement relating to the Merger Agreement and notice of a special meeting of the shareholders to be held on August 21, 2024, at which shareholders of ALLETE will be asked to consider and vote upon a proposal to approve and adopt the Merger Agreement, among other matters.On July 19, 2024, the Company filed requests for approval of the Merger with the MPUC, PSCW and FERC. Approval of the Merger from these and other regulators is required for consummation of the Merger.Subject to the terms and conditions set forth in the Merger Agreement, which has been unanimously approved by the board of directors of ALLETE, at the effective time of the Merger (Effective Time), each share of common stock, without par value, of ALLETE (ALLETE common stock) issued and outstanding immediately prior to the Effective Time (other than shares of ALLETE common stock held by any holder who properly exercises dissentersâ€™ rights under Minnesota law in respect of such shares and any shares of ALLETE common stock held by an affiliate of Alloy Parent) shall be converted into the right to receive $67.00 in cash, without interest (Merger Consideration). The aggregate equity value of the ALLETE common stock acquired by Parent will be approximately $3.9Â billion as calculated as of May 5, 2024.In addition, at the Effective Time, each restricted stock unit with respect to ALLETE common stock subject to time-based vesting that is outstanding immediately prior to the Effective Time (RSU) will be cancelled and converted into a contingent right to receive an amount in cash, without interest, equal to the Merger Consideration, payable (i) in the case of such right converted from unvested RSUs, upon the same vesting conditions as applied to the corresponding RSU or (ii) in the case of such right converted from vested RSUs, as soon as reasonably practicable following the closing date of the Merger (the Closing Date). Each performance share award with respect to ALLETE common stock that is outstanding and unvested immediately prior to the Effective Time will be cancelled and converted into a right to receive, without interest, the Merger Consideration multiplied by the number of shares of ALLETE common stock subject to the award, determined based on attainment of the greater of target and actual performance as of the last business day immediately preceding the Closing Date. A pro rata portion (based on the elapsed portion of the performance period at that time) of the converted performance share awards will be paid out as soon as reasonably practicable following the Closing Date, with the remainder of the award being subject to time-vesting for the remainder of the applicable performance period. Further, purchase rights accumulated during the offering period in effect under the Companyâ€™s ESPP immediately prior to closing will be automatically exercised into shares of ALLETE common stock no later than five business days prior to the Closing Date, and the ESPP will be terminated as of immediately prior to the Closing Date.Consummation of the Merger is subject to various closing conditions, including: (1) approval of the shareholders of ALLETE; (2) receipt of all required regulatory approvals without the imposition of a Burdensome Condition (as defined in the Merger Agreement); (3) absence of any law or order prohibiting the consummation of the Merger; (4) subject to materiality qualifiers, the accuracy of each partyâ€™s representations and warranties; (5) each partyâ€™s compliance in all material respects with its obligations and covenants under the Merger Agreement; and (6) the absence of a material adverse effect with respect to the Company. The Merger Agreement contains certain termination rights for ALLETE and Alloy Parent, which were described in a Current Report of Form 8-K filed by ALLETE on May 6, 2024. In the Merger Agreement, among other things, ALLETE has agreed, subject to certain exceptions, to, and to cause each of its subsidiaries to conduct its business in the ordinary course, consistent with past practice, from the date of the Merger Agreement until the Effective Time, and not to take certain actions prior to the closing of the Merger without the prior written consent of Alloy Parent (which consent shall not be unreasonably withheld, conditioned or delayed, except where ALLETE seeks Alloy Parentâ€™s consent to enter into a material new line of business or cease operations of an existing material line of business). The Merger Agreement also provides that ALLETE may request that Alloy Parent purchase up to a total of $300Â million of preferred stock of ALLETE in the second half of 2025, subject to certain parameters. If Alloy Parent declines to purchase the preferred stock, ALLETE will have the right to issue ALLETE common stock up to certain limits. ALLETE, Inc. Second Quarter 2024 Form 10-Q31ITEM 2. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIALCONDITION AND RESULTS OF OPERATIONSOVERVIEWThe following discussion should be read in conjunction with our Consolidated Financial Statements and notes to those statements, Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations from our 2023 Form 10-K and the other financial information appearing elsewhere in this report. In addition to historical information, the following discussion and other parts of this Form 10-Q contain forward-looking information that involves risks and uncertainties. Readers are cautioned that forward-looking statements should be read in conjunction with our disclosures in this Form 10-Q and our 2023 Form 10-K under the headings: â€œForward-Looking Statementsâ€ located on page 7 and â€œRisk Factorsâ€ located in Part I, Item 1A, beginning on pageÂ 25 of our 2023 FormÂ 10-K. The risks and uncertainties described in this Form 10-Q and our 2023 Form 10-K are not the only risks facing our Company. Additional risks and uncertainties that we are not presently aware of, or that we currently consider immaterial, may also affect our business operations. Our business, financial condition or results of operations could suffer if the risks are realized.On May 5, 2024, ALLETE entered into the Merger Agreement. (See Note 11. Agreement and Plan of Merger.)Regulated Operations includes our regulated utilities, Minnesota Power and SWL&P, as well as our investment in ATC, a Wisconsin-based regulated utility that owns and maintains electric transmission assets in portions of Wisconsin, Michigan, Minnesota and Illinois. Minnesota Power provides regulated utility electric service in northeastern Minnesota to approximately 150,000 retail customers. Minnesota Power also has 14 non-affiliated municipal customers in Minnesota. SWL&P is a Wisconsin utility and a wholesale customer of Minnesota Power. SWL&P provides regulated utility electric, natural gas and water service in northwestern Wisconsin to approximately 15,000 electric customers, 13,000 natural gas customers and 10,000Â water customers. Our regulated utility operations include retail and wholesale activities under the jurisdiction of state and federal regulatory authorities. (See NoteÂ 2. Regulatory Matters.)ALLETE Clean Energy focuses on developing, acquiring, and operating clean and renewable energy projects. ALLETE Clean Energy currently owns and operates, in seven states, more than 1,200 MW of nameplate capacity wind energy generation with a majority contracted under PSAs of various durations. In addition, ALLETE Clean Energy also engages in the development of wind energy facilities to operate under long-term PSAs or for sale to others upon completion. Corporate and Other is comprised of New Energy, a renewable development company; our investment in Nobles 2, an entity that owns and operates a 250Â MW wind energy facility in southwestern Minnesota; South Shore Energy, our non-rate regulated, Wisconsin subsidiary developing NTEC, an approximately 600Â MW proposed combined-cycle natural gas-fired generating facility; BNI Energy, our coal mining operations in North Dakota; ALLETE Properties, our legacy Florida real estate investment; other business development and corporate expenditures; unallocated interest expense; a small amount of non-rate base generation; land holdings in Minnesota; and earnings on cash and investments.ALLETE is incorporated under the laws of Minnesota. Our corporate headquarters are in Duluth, Minnesota. Statistical information is presented as of June 30, 2024, unless otherwise indicated. All subsidiaries are wholly-owned unless otherwise specifically indicated. References in this report to â€œwe,â€ â€œusâ€ and â€œourâ€ are to ALLETE and its subsidiaries, collectively.Financial OverviewThe following net income discussion summarizes a comparison of the sixÂ months ended JuneÂ 30,Â 2024, to the sixÂ months ended JuneÂ 30,Â 2023.Net income attributable to ALLETE for the sixÂ months ended JuneÂ 30,Â 2024, was $83.7 million, or $1.45 per diluted share, compared to $109.7Â million, or $1.91 per diluted share, for the same period in 2023. Net income in 2024 includes transaction expenses of $15.7 million after-tax, or $0.27 per share, related to the Merger. (See Note 11. Agreement and Plan of Merger.) Net income in 2023 included the gain on sale of ALLETE Clean Energyâ€™s Red Barn project of $4.3 million after-tax, or $0.07 per share (See Outlook - ALLETE Clean Energy). Earnings per share dilution in 2024 was $0.01 due to additional shares of common stock outstanding in 2024 compared to 2023.ALLETE, Inc. Second Quarter 2024 Form 10-Q32ITEM 2. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIALCONDITION AND RESULTS OF OPERATIONS (Continued)Regulated Operations net income attributable to ALLETE was $77.9 million for the sixÂ months ended JuneÂ 30,Â 2024, compared to $78.4 million for the same period in 2023. Net income at Minnesota Power was similar to 2023 reflecting the implementation of interim rates on January 1, 2024, net of reserves related to Minnesota Powerâ€™s rate case settlement (see NoteÂ 2. Regulatory Matters), and higher transmission margins, which was partially offset by higher operating and maintenance, depreciation, and property tax expenses. Net income at SWL&P was lower than 2023 primarily due to higher operating and maintenance expenses. Our after-tax equity earnings in ATC were similar to 2023. (See Note 3. Equity Investments.)ALLETE Clean Energy net income attributable to ALLETE was $6.2 million for the sixÂ months ended JuneÂ 30,Â 2024, compared to $11.6 million for the same period in 2023. Net income in 2024 reflected a forced outage located near its Caddo wind energy facility through the end of the second quarter of 2024 resulting in lower earnings. Net income in 2023 included the gain on sale of the Red Barn project of $4.3 million after-tax.Corporate and Other net loss attributable to ALLETE was $0.4 million for the

sixÂ months ended JuneÂ 30,Â 2024, compared to net income of $19.7Â million for the same period in 2023. The net loss in 2024 includes transaction costs of $15.7 million after-tax related to the Merger (See Note 11. Agreement and Plan of Merger). The net loss in 2024 also reflects lower earnings from Minnesota solar projects as investment tax credits were recognized in 2023 for the projects. Net income at New Energy was $11.7Â million in 2024 compared to $11.5 million in 2023.COMPARISON OF THE QUARTER ENDED JUNE 30, 2024 AND 2023 (See Note 10. Business Segments for financial results by segment.)Regulated OperationsQuarter Ended June 30,20242023MillionsÂ Â Operating Revenue â€“ Utility$279.8Â $292.2Â Fuel, Purchased Power and Gas â€“ Utility108.0Â 107.6Â Transmission Services â€“ Utility1.6Â 23.5Â Operating and Maintenance66.7Â 61.5Â Depreciation and Amortization46.8Â 44.6Â Taxes Other than Income Taxes13.7Â 5.6Â Operating Income43.0Â 49.4Â Interest Expense(16.3)(16.2)Equity Earnings6.0Â 5.6Â Other Income4.8Â 2.6Â Income Before Income Taxes37.5Â 41.4Â Income Tax Expense3.8Â 3.6Â Net Income Attributable to ALLETE$33.7Â $37.8Â Operating Revenue â€“ Utility decreased $12.4 million from 2023 primarily due to lower transmission revenue, kWh sales, and cost recovery rider revenue, partially offset by the implementation of interim rate revenue, net of reserves, in 2024 and higher fuel adjustment clause recoveries.Transmission revenue decreased $10.9 million primarily due to lower MISO-related revenue. Transmission revenue in 2024 included an accrual for the anticipated refund of MISO transmission payments that were over collected during 2023 and the first quarter of 2024, which are expected to be refunded to MISO in the third and fourth quarter of 2024 (See Transmission Services â€“ Utility).ALLETE, Inc. Second Quarter 2024 Form 10-Q33COMPARISON OF THE QUARTER ENDED JUNE 30, 2024 AND 2023 (Continued)Regulated Operations (Continued)Lower kWh sales decreased revenue by $11.4 million from 2023 reflecting lower sales to residential, commercial, industrial and municipal customers as well as other power suppliers. Sales to residential, commercial and municipal customers decreased from 2023 primarily due to milder weather in 2024 compared to 2023. Sales to industrial customers decreased primarily due to lower sales to taconite customers. Sales to other power suppliers, which are sold at market-based prices into the MISO market on a daily basis or through PSAs of various durations, decreased in 2024 compared to 2023 primarily due to fewer market sales and lower market prices in 2024 compared to 2023.Kilowatt-hours SoldÂ VarianceQuarter Ended June 30,20242023Quantity%MillionsÂ Â Â Â Regulated UtilityÂ Â Â Â Retail and MunicipalÂ Â Â Â Residential225Â 241Â (16)(6.6)%Commercial307Â 320Â (13)(4.1)%Industrial1,729Â 1,778Â (49)(2.8)%Municipal105Â 110Â (5)(4.5)%Total Retail and Municipal2,366Â 2,449Â (83)(3.4)%Other Power Suppliers579Â 786Â (207)(26.3)%Total Regulated Utility Kilowatt-hours Sold2,945Â 3,235Â (290)(9.0)%Revenue from electric sales to taconite customers accounted for 35 percent of regulated operating revenue in 2024 (32Â percent in 2023). Revenue from electric sales to paper, pulp and secondary wood product customers accounted for 5Â percent of regulated operating revenue in 2024 (5 percent in 2023). Revenue from electric sales to pipelines and other industrial customers accounted for 12Â percent of regulated operating revenue in 2024 (11Â percent in 2023).Cost recovery rider revenue decreased $2.9 million reflecting more production tax credits generated by Minnesota Power in 2024 compared to 2023 and lower transmission margins received for cost-shared transmission projects. If production tax credits are generated at a level above those assumed in Minnesota Powerâ€™s retail rates, a decrease in cost recovery rider revenue is recognized to offset the impact of higher production tax credits on income tax expense. Transmission margins for certain cost-shared transmission projects are credited to customers through our transmission cost recovery rider.Interim retail rates for Minnesota Power, subject to refund, were approved by the MPUC and became effective JanuaryÂ 1,Â 2024, resulting in revenue of $9.5 million, net of reserves related to Minnesota Powerâ€™s rate case settlement and rider revenue incorporated into base rates. (See Note 2. Regulatory Matters.)Fuel adjustment clause revenue increased $5.4 million due to higher fuel and purchased power costs attributable to retail and municipal customers. (See Fuel, Purchased Power and Gas â€“ Utility.)Operating Expenses decreased $6.0Â million, or 2 percent, from 2023.Fuel, Purchased Power and Gas â€“ Utility expense increased $0.4Â million from 2023 reflecting higher purchased power prices, mostly offset by lower kWh sales.ALLETE, Inc. Second Quarter 2024 Form 10-Q34COMPARISON OF THE QUARTER ENDED JUNE 30, 2024 AND 2023 (Continued)Regulated Operations (Continued)Transmission Services â€“ Utility expense decreased $21.9 million from 2023 primarily due to lower MISO-related expense. Transmission Services â€“ Utility expense in 2024 included an accrual for the anticipated refund of MISO transmission payments that were over billed during 2023 and the first quarter of 2024, which are expected to be refunded by MISO in the third and fourth quarter of 2024 (See Operating Revenue â€“ Utility).Operating and Maintenance expense increased $5.2 million, or 8 percent, from 2023 primarily due to higher salaries and wages, benefit costs, and contract and professional services.. Depreciation and Amortization expense increased $2.2 million, or 5 percent, from 2023 reflecting a higher plant in service balance in 2024. Taxes Other than Income Taxes increased $8.1 million from 2023 primarily due to higher property tax expense. Property tax expense in 2023 included the favorable impact of an updated estimate for 2022 property tax expense recorded in the second quarter of 2023. Other Income increased $2.2 million from 2023 reflecting lower pension and other postretirement benefit plan non-service costs.ALLETE Clean EnergyQuarter Ended June 30,20242023MillionsÂ Â Operating RevenueContracts with Customers â€“ Non-utility$14.5Â $179.8Â Other â€“ Non-utility (a)1.2Â 1.3Â Cost of Sales â€“ Non-utilityâ€”Â 160.7Â Operating and Maintenance11.7Â 14.3Â Depreciation and Amortization14.7Â 14.3Â Taxes Other than Income Taxes1.9Â 1.9Â Operating Loss(12.6)(10.1)Interest Expense(0.1)(0.2)Other Income1.8Â 1.0Â Loss Before Income Taxes(10.9)(9.3)Income Tax Benefit(3.0)(4.2)Net Loss(7.9)(5.1)Net Loss Attributable to Non-Controlling Interest(10.3)(8.2)Net Income Attributable to ALLETE$2.4Â $3.1Â (a)Represents non-cash amortization of differences between contract prices and estimated market prices on assumed PSAs. Operating Revenue decreased $165.4Â million compared to 2023 primarily due to the sale of ALLETE Clean Energyâ€™s Red Barn project in 2023 with no similar transaction in 2024. In addition, operating revenue in 2024 was negatively impacted by a network outage located near ALLETE Clean Energyâ€™s Caddo wind energy facility. The network outage began in the fourth quarter of 2023 resulting from a forced outage of a substation and the transmission lines feeding that substation. This forced outage increased congestion experienced by the Caddo wind energy facility resulting in lower kWh sales and pricing. The forced outage was resolved in June 2024. (See Outlook - ALLETE Clean Energy.) These decreases were partially offset by higher wind resources in 2024 compared to 2023.ALLETE, Inc. Second Quarter 2024 Form 10-Q35COMPARISON OF THE QUARTER ENDED JUNE 30, 2024 AND 2023 (Continued)ALLETE Clean Energy (Continued)Quarter Ended June 30,20242023Production and Operating RevenuekWhRevenuekWhRevenueMillionsWind Energy
RegionsEast53.4Â $4.7Â 41.8Â $4.5Â Midwest148.9Â 5.0Â 148.7Â 4.6Â South318.4Â 2.1Â 377.7Â 2.5Â West211.0Â 3.9Â 156.0Â 2.9Â Sale of Wind Energy Facilityâ€”Â â€”Â â€”Â 166.6Â Total Production and Operating Revenue731.7Â $15.7Â 724.2Â $181.1Â Cost of Sales â€“ Non-utility decreased $160.7 million from 2023 reflecting the sale of ALLETE Clean Energyâ€™s Red Barn project in 2023. Operating and Maintenance expense decreased $2.6 million from 2023 primarily due toÂ lower contract and professional services in 2024.Income Tax Benefit decreased $1.2 million from 2023 primarily due to higher non-controlling interest in 2024 compared to 2023. Net Loss Attributable to Non-Controlling Interest increased $2.1 million from 2023 reflecting a higher production tax credit rate, as determined by the Internal Revenue Service, in 2024 compared to 2023, and higher wind resources at most of ALLETE Clean Energyâ€™s tax equity financed wind energy facilities in 2024.Corporate and OtherOperating Revenue decreased $1.1 million, or 2 percent, from 2023 primarily due to lower revenue from sales of renewable energy projects at New Energy in 2024 compared to 2023 reflecting the timing of project closings, partially offset by higher revenue at BNI Energy, which operates under cost-plus fixed fee contracts, as a result of higher expenses in 2024 compared to 2023. Net Loss Attributable to ALLETE of $3.1 million in 2024 compared to net income of $10.6 million in 2023. The net loss in 2024 includes transaction costs of $14.5 million after-tax related to the Merger. (See Note 11. Agreement and Plan of Merger.) The net loss in 2024 also reflects lower earnings from Minnesota solar projects as investment tax credits were recognized in 2023 for the projects. Net income at New Energy was $7.7Â million in 2024 compared to $7.4 million in 2023.Income Taxes â€“ ConsolidatedFor the quarter ended June 30, 2024, the effective tax rate was an expense of 6.6 percent (benefit of 1.0 percent for the quarter ended June 30, 2023). The effective tax rate for 2024 is an expense primarily due to lower production tax credits. We expect our annual effective tax rate in 2024 to be lower than 2023 primarily due to lower estimated pre-tax income. The estimated annual effective tax rate can differ from what a quarterly effective tax rate would otherwise be on a standalone basis, and this may cause quarter to quarter differences in the timing of income taxes. (See NoteÂ 8. Income Tax Expense.)ALLETE, Inc. Second Quarter 2024 Form 10-Q36COMPARISON OF THE SIX MONTHS ENDED JUNE 30, 2024 AND 2023 (See Note 10. Business Segments for financial results by segment.)Regulated OperationsSix Months Ended June 30,20242023MillionsÂ Â Operating Revenue â€“ Utility$618.1Â $604.8Â Fuel, Purchased Power and Gas â€“ Utility241.7Â 226.2Â Transmission Services â€“ Utility24.3Â 43.6Â Operating and Maintenance133.5Â 123.4Â Depreciation and Amortization93.2Â 89.1Â Taxes Other than Income Taxes29.4Â 21.5Â Operating Income96.0Â 101.0Â Interest Expense(32.3)(31.7)Equity Earnings11.7Â 11.6Â Other Income11.2Â 5.1Â Income Before Income Taxes86.6Â 86.0Â Income Tax Expense8.7Â 7.6Â Net Income Attributable to ALLETE$77.9Â $78.4Â Operating Revenue â€“ Utility increased $13.3 million from 2023 primarily due to the implementation of interim rates on January 1, 2024, and higher fuel adjustment clause recoveries, partially offset by lower transmission revenue, gas sales, and kWh sales.Interim retail rates for Minnesota Power, subject to refund, were approved by the MPUC and became effective JanuaryÂ 1,Â 2024, resulting in revenue of $20.7 million, net of reserves related to Minnesota Powerâ€™s rate case settlement and rider revenue incorporated into base rates. (See Note 2. Regulatory Matters.)Fuel adjustment clause revenue increased $13.9 million due to higher fuel and purchased power costs attributable to retail and municipal customers. (See Fuel, Purchased Power and Gas â€“ Utility.)Transmission revenue decreased $10.2 million primarily due to lower MISO-related revenue. Transmission revenue in 2024 included an accrual for the anticipated refund of MISO transmission payments that were over collected during 2023 and the first quarter of 2024, which are expected to be refunded to MISO in the third and fourth quarter of 2024 (See Transmission Services â€“ Utility).Revenue from gas sales at SWL&P decreased $4.5 million reflecting fewer gas sales resulting from warmer winter weather and lower gas prices in 2024 compared to 2023. (See Fuel, Purchased Power and Gas â€“ Utility.)Lower kWh sales decreased revenue by $2.9 million from 2023 reflecting lower sales to residential, commercial and municipal customers as well as lower sales to other power suppliers, partially offset by higher sales to industrial customers. Sales to residential, commercial and municipal customers decreased from 2023 primarily due to milder weather in 2024 compared to 2023. Sales to other power suppliers, which are sold at market-based prices into the MISO market on a daily basis or through PSAs of various durations, decreased reflecting fewer market sales, partially offset by higher market prices in 2024 compared to 2023. Sales to industrial customers increased primarily due to higher sales to taconite customers reflecting Cliffâ€™s Northshore mine operating in 2024 compared to being idled in the first quarter of 2023. ALLETE, Inc. Second Quarter 2024 Form 10-Q37COMPARISON OF THE SIX MONTHS ENDED JUNE 30, 2024 AND 2023 (Continued)Regulated Operations (Continued)Kilowatt-hours SoldÂ VarianceSix Months Ended June 30,20242023Quantity%MillionsÂ Â Â Â Regulated UtilityÂ Â Â Â Retail and MunicipalÂ Â Â Â Residential531Â 562Â (31)(5.5)%Commercial645Â 667Â (22)(3.3)%Industrial3,527Â 3,436Â 91Â 2.6Â %Municipal230Â 238Â (8)(3.4)%Total Retail and Municipal4,933Â 4,903Â 30Â 0.6Â %Other Power Suppliers1,336Â 1,482Â (146)(9.9)%Total Regulated Utility Kilowatt-hours Sold6,269Â 6,385Â (116)(1.8)%Revenue from electric sales to taconite customers accounted for 34 percent of regulated operating revenue in 2024 (31Â percent in 2023). Revenue from electric sales to paper, pulp and secondary wood product customers accounted for 5Â percent of regulated operating revenue in 2024 (5 percent in 2023). Revenue from electric sales to pipelines and other industrial customers accounted for 11 percent of regulated operating revenue in 2024 (11Â percent in 2023).Operating Expenses increased $18.3 million, or 4 percent, from 2023.Fuel, Purchased Power and Gas â€“ Utility expense increased $15.5 million, or 7 percent, from 2023 primarily due to higher purchased power prices and fuel costs. These increases were partially offset by lower kWh sales as well as lower gas sales and prices.Transmission Services â€“ Utility expense decreased $19.3 million, or 44 percent, from 2023 primarily due to lower MISO-related expense. Transmission Services â€“ Utility expense in 2024 included an accrual for the anticipated refund of MISO transmission payments that were over billed during 2023, which are expected to be refunded by MISO in the third and fourth quarter of 2024 (See Operating Revenue â€“ Utility).Operating and Maintenance expense increased $10.1 million, or 8 percent, from 2023 primarily due to higher salaries and wages, benefit costs, and contract and professional services.Depreciation and Amortization expense increased $4.1 million, or 5 percent, from 2023 primarily due to a higher plant in service balance in 2024. Taxes Other than Income Taxes increased $7.9 million, or 37 percent, from 2023 primarily due to higher property tax expense. Property tax expense in 2023 included the favorable impact of an updated estimate for 2022 property tax expense recorded in 2023. Other Income increased $6.1 million from 2023 reflecting lower pension and other postretirement benefit plan non-service costs.Income Tax Expense increased $1.1 million from 2023 primarily due to lower production tax credits.ALLETE, Inc. Second Quarter 2024 Form 10-Q38COMPARISON OF THE SIX MONTHS ENDED JUNE 30, 2024 AND 2023 (Continued)ALLETE Clean EnergySix Months Ended June 30,20242023MillionsÂ Â Operating RevenueContracts with Customers â€“ Non-utility$32.3Â $380.0Â Other â€“ Non-utility (a)2.5Â 2.6Â Cost of Sales â€“ Non-utilityâ€”Â 342.3Â Operating and Maintenance25.2Â 28.6Â Depreciation and Amortization28.8Â 28.7Â Taxes Other than Income Taxes4.5Â 4.8Â Operating Loss(23.7)(21.8)Interest Expense(0.2)(0.5)Other Income3.4Â 1.2Â Loss Before Income Taxes(20.5)(21.1)Income Tax Benefit(8.5)(7.2)Net Loss(12.0)(13.9)Net Loss Attributable to Non-Controlling Interest(18.2)(25.5)Net Income Attributable to ALLETE$6.2Â $11.6Â (a)Represents non-cash amortization of differences between contract prices and estimated market prices on assumed PSAs. Operating Revenue decreased $347.8 million from 2023. Operating revenue in 2023 reflected the sales of ALLETE Clean Energyâ€™s Northern Wind and Red Barn projects with no similar transactions in 2024. In addition, operating revenue in 2024 was negatively impacted by a network outage located near ALLETE Clean Energyâ€™s Caddo wind energy facility. The network outage began in the fourth quarter of 2023 resulting from a forced outage of a substation and the transmission lines feeding that substation. This forced outage increased congestion experienced by the Caddo wind energy facility resulting in lower kWh sales and pricing. The forced outage was resolved in June 2024. (See Outlook - ALLETE Clean Energy.)Six Months Ended June 30,20242023Production and Operating RevenuekWhRevenuekWhRevenueMillionsWind Energy
RegionsEast126.8Â $11.8Â 121.2Â $11.9Â Midwest312.0Â 10.1Â 303.9Â 9.5Â South602.5Â 5.3Â 996.6Â 5.9Â West397.9Â 7.6Â 353.1Â 6.9Â Sale of Wind Energy Facilityâ€”Â â€”Â â€”Â 348.4Â Total Production and Operating Revenue1,439.2Â $34.8Â 1,774.8Â $382.6Â Cost of Sales â€“ Non-utility decreased $342.3 million from 2023. Cost of sales â€“ Non-utility in 2023 reflected the sales of ALLETE Clean Energyâ€™s Northern Wind and Red Barn projects.Operating and Maintenance expense decreased $3.4 million from 2023 primarily due toÂ lower contract and professional services in 2024.Other Income increased $2.2 million from 2023 primarily due to higher interest income in 2024 compared to 2023.Income Tax Benefit increased $1.3 million from 2023 primarily due to lower net losses attributable to non-controlling interest.Net Loss Attributable to Non-Controlling Interest decreased $7.3 million from 2023 reflecting lower availability at ALLETE Clean Energyâ€™s tax equity financed wind energy facilities resulting from the impacts of a network outage near the Caddo wind energy facility and a transformer outage at the Diamond Spring wind energy facility. This decrease was partially offset by a higher production tax credit rate, as determined by the Internal Revenue Service, in 2024 compared to 2023.ALLETE, Inc. Second Quarter 2024 Form 10-Q39COMPARISON OF THE SIX MONTHS ENDED JUNE 30, 2024 AND 2023 (Continued)Corporate and OtherOperating Revenue decreased $6.0 million, or 5 percent, from 2023 primarily due to lower revenue from sales of renewable energy projects at New Energy in 2024 compared to 2023 reflecting the timing of project closings, partially offset by higher revenue at BNI Energy, which operates under cost-plus fixed fee contracts, as a result of higher expenses in 2024 compared to 2023. Net Loss Attributable to ALLETE was $0.4 million in 2024 compared to net income of $19.7 million in 2023. The net loss in 2024 includes transaction costs of $15.7 million after-tax related to the Merger (See Note 11. Agreement and Plan of Merger). The net loss in 2024 also reflects lower earnings from Minnesota solar projects as investment tax credits were recognized in 2023 for the projects. Net income at New Energy was 11.7 million in 2024 compared to $11.5 million in 2023.Income Taxes â€“ ConsolidatedFor the sixÂ months ended JuneÂ 30,Â 2024, the effective tax rate was an expense of 8.7 percent (1.4Â percent for the sixÂ months ended JuneÂ 30,Â 2023) due to lower tax credits and higher non-deductible transaction costs, partially offset by lower pre-tax income.We expect our annual effective tax rate in 2024 to be lower than 2023 primarily due to lower estimated pre-tax income. The estimated annual effective tax rate can differ from what a quarterly effective tax rate would otherwise be on a standalone basis, and this may cause quarter to quarter differences in the timing of income taxes. (See Note 8. Income Tax Expense.)CRITICAL ACCOUNTING POLICIESCertain accounting measurements under GAAP involve managementâ€™s judgment about subjective factors and estimates, the effects of which are inherently uncertain. Accounting measurements that we believe are most critical to our reported results of operations and financial condition include: regulatory accounting, pension and postretirement health and life actuarial assumptions, goodwill, impairment of long-lived assets, and taxation. These policies are reviewed with the Audit Committee of our Board of Directors on a regular basis and summarized in Part II, ItemÂ 7. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations of our 2023 Form 10-K. OUTLOOKFor additional information see our 2023 Form 10-K.On May 5, 2024, ALLETE entered into the Merger Agreement. (See Note 11. Agreement and Plan of Merger.) As a result of the Merger, transaction costs are expected to be material for the remainder of 2024.ALLETE is an energy company committed to earning a financial return that rewards our shareholders, allows for reinvestment in our businesses, and sustains growth. The Company has a long-term objective of achieving consolidated earnings per share growth within a range of 5 percent to 7 percent. ALLETE is predominately a regulated utility through Minnesota

Power, SWL&P, and an investment in ATC. ALLETEâ€™s strategy is to remain predominately a regulated utility while investing in ALLETE Clean Energy and New Energy and its Corporate and Other businesses to complement its regulated businesses, balance exposure to the utilityâ€™s industrial customers, and provide potential long-term earnings growth. ALLETE expects net income from Regulated Operations to be approximately 75 percent of total consolidated net income in 2024. ALLETE expects its businesses to generally provide regulated, contracted or recurring revenues, and to support sustained growth in net income and cash flow.ALLETE, Inc. Second Quarter 2024 Form 10-Q40OUTLOOK (Continued)Minnesota Carbon-Free Legislation. On February 7, 2023, the Minnesota Governor signed into law legislation that updates the stateâ€™s renewable energy standard and requires Minnesota electric utilities to source retail sales with 100 percent carbon-free energy by 2040. The law increases the renewable energy standard from 25 percent renewable by 2025 to 55 percent renewable by 2035, and requires investor-owned Minnesota utilities to provide 80 percent carbon-free energy by 2030, 90 percent carbon-free energy by 2035 and 100 percent carbon-free energy by 2040. The law utilizes renewable energy credits as the means to demonstrate compliance with both the carbon-free and renewable standards, includes an off-ramp provision that enables the MPUC to protect reliability and customer costs through modification or delay of either the renewable energy standard, the carbon-free standard, or both, and streamlines development and construction of wind energy projects and transmission in Minnesota. The Company is evaluating the law to identify challenges and opportunities it could present.Regulated Operations. Minnesota Powerâ€™s long-term strategy is to be the leading electric energy provider in northeastern Minnesota by providing safe, reliable and cost-competitive electric energy, while complying with environmental permit conditions and renewable energy requirements. Keeping the cost of energy production competitive enables Minnesota Power to effectively compete in the wholesale power markets and minimizes retail rate increases to help maintain customer viability. As part of maintaining cost competitiveness, Minnesota Power intends to reduce its exposure to possible future carbon and GHG legislation by reshaping its generation portfolio, over time, to reduce its reliance on coal. In 2021, Minnesota Power announced its vision of delivering 100 percent carbon-free energy by 2050. We will monitor and review proposed environmental regulations and may challenge those that add considerable cost with limited environmental benefit. Minnesota Power will continue to pursue customer growth opportunities and cost recovery rider approvals for transmission, renewable and environmental investments, as well as work with regulators to earn a fair rate of return.2024 Minnesota General Rate Case. On November 1, 2023, Minnesota Power filed a retail rate increase request with the MPUC seeking an average increase of approximately 12.00 percent for retail customers, net of rider revenue incorporated into base rates. The rate filing seeks a return on equity of 10.30 percent and a 53.00 percent equity ratio. On an annualized basis, the requested final rate increase would generate approximately $89Â million in additional revenue. In separate orders dated December 19, 2023, the MPUC accepted the filing as complete and approved an annual interim rate increase of approximately $64Â million, net of rider revenue, beginning January 1, 2024, subject to refund. On May 3, 2024, Minnesota Power entered into a settlement agreement with the Minnesota Department of Commerce, Minnesota Office of the Attorney General, Residential Utilities Division, and Large Power Intervenors to settle the retail rate increase request. The settlement agreement is subject to approval by the MPUC. As part of the settlement agreement, the parties have agreed on all issues, including an overall rate increase of $33.97Â million, net of rider revenue and amounts transferring to the fuel adjustment clause, a return on equity of 9.78 percent, all non-financial items and cost allocation. As a result of the settlement, Minnesota Power recorded a reserve for an interim rate refund of $11.0Â million pre-tax as of JuneÂ 30, 2024, which is subject to MPUC approval of the settlement agreement and Minnesota Powerâ€™s refund calculation. We expect estimated reserves for interim rate refunds for the full year in 2024 to be approximately $24 million pre-tax. We cannot predict the level of final rates that may be authorized by the MPUC.2024 Wisconsin General Rate Case. On March 29, 2024, SWL&P filed a rate increase request for its electric, gas and water utilities with the PSCW. The filing seeks an overall return on equity of 10.00Â percent and a 55.00 percent equity ratio. On an annualized basis, the requested change would increase revenue by approximately 5.90 percent for retail customers and generate an estimated $7.3Â million of additional revenue. The change to SWL&P customersâ€™ rates will be determined by the PSCW later this year. Any rate adjustments are anticipated to become effective in January 2025. We cannot predict the level of final rates that may be authorized by the PSCW.Solar Energy Request For Proposals. On October 2, 2023, Minnesota Power filed a notice with the MPUC of its intent to issue a request for proposals for up to 300 MW of solar energy resources. Minnesota Power issued the request for proposals on November 15, 2023, which were accepted through January 17, 2024. The proposals are currently being evaluated.Wind Energy Request For Proposals. On December 15, 2023, Minnesota Power filed a notice with the MPUC of its intent to issue a request for proposals for up to 400 MW of wind energy resources. Minnesota Power issued the request for proposals on February 15, 2024, which were accepted through April 11, 2024. The proposals are currently being evaluated.ALLETE, Inc. Second Quarter 2024 Form 10-Q41OUTLOOK (Continued)Industrial Customers.Industrial Customers. Electric power is one of several key inputs in the taconite mining, paper, pulp and secondary wood products, pipeline and other industries. Approximately 56 percent of our regulated utility kWh sales in the sixÂ months ended JuneÂ 30,Â 2024, were made to our industrial customers (54 percent in theÂ sixÂ months ended JuneÂ 30,Â 2023).Taconite.USS Corporation. USS Corporationâ€™s Minntac and Keetac plants are large power industrial customers of Minnesota Power. These plants have the combined capability to produce approximately 22 million tons of iron ore pellets annually which includes 4 million tons of direct-reduced grade pellets.On December 18, 2023, USS Corporation announced it entered into a definitive agreement in which Nippon Steel will acquire all of the shares of USS Corporation. On April 12, 2024, USS Corporation shareholders approved the proposed acquisition. USS Corporation expects the transaction to close in the second half of 2024, subject to regulatory approvals, at which time USS Corporation stated it will continue to operate under the U.S. Steel brand name and will maintain its headquarters in Pittsburgh, Pennsylvania.Paper, Pulp and Secondary Wood Products.ST Paper. ST Paper, a Large Power Customer of Minnesota Power, announced on January 3, 2024, that it had entered into an agreement to sell the Duluth Mill to Sofidel, a privately held Italian multinational company that is currently the seventh largest manufacturer of tissue paper in the world. Sofidel completed the acquisition of the Duluth Mill in the first quarter of 2024.Transmission. Investment in ATC. ATCâ€™s most recent 10-year transmission assessment, which covers the years 2023 through 2032, identifies a need for between $6.6 billion and $8.1 billion in transmission system investments. These investments by ATC, if undertaken, are expected to be funded through a combination of internally generated cash, debt and investor contributions. As opportunities arise, we plan to make additional investments in ATC through general capital calls based upon our pro rata ownership interest in ATC.North Plains Connector Development Agreement. In December 2023, ALLETE and Grid United LLC, an independent transmission company, signed development agreements for the North Plains Connector project. The project is a new, approximately 400-mile high-voltage direct-current (HVDC) transmission line from central North Dakota, to Colstrip, Montana that will be the first transmission connection between three regional U.S. electric energy markets: MISO, the Western Interconnection and the Southwest Power Pool. This new link, open to all sources of electric generation, would create 3,000Â MW of transfer capacity between the middle of the country and the West Coast, easing congestion on the transmission system, increasing resiliency and reliability in all three energy markets, and enabling fast sharing of renewable energy across a vast area with diverse weather patterns. The project capital cost is expected to be approximately $3.2 billion. ALLETE expects to pursue up to 35 percent ownership and would oversee the lineâ€™s operation. The companies began project permitting in 2023 as they work toward a planned in-service date as early as 2029, pending regulatory and other necessary approvals.Duluth Loop Reliability Project. In October 2021, Minnesota Power submitted an application for a certificate of need for the Duluth Loop Reliability Project. This transmission project was proposed to enhance reliability in and around Duluth, Minnesota.â€¯The project includes the construction of a new 115-kV transmission line; construction of an approximately one-mile extension of an existing 230-kV transmission line; and upgrades to several substations. A certificate of need was granted and a route permit was issued by the MPUC on April 3, 2023. The Duluth Loopâ€¯Reliability Projectâ€¯is expected to be completed and in service by late 2026 to early 2027, with an estimated cost of $50 million to $70 million. ALLETE, Inc. Second Quarter 2024 Form 10-Q42OUTLOOK (Continued)Transmission (Continued)HVDC Transmission System Project. On June 1, 2023, Minnesota Power submitted an application for a certificate of need and route permit with the MPUC to replace aging critical infrastructure and modernize the terminal stations of its HVDC transmission line. On June 21, 2024, the administrative law judge issued a report containing recommendations to approve the certificate of need and route permit. A decision by the MPUC is expected in the third quarter of 2024. Minnesota Power uses the 465-mile, 250-kV HVDC transmission line that runs from Center, North Dakota, to Duluth, Minnesota, to transport wind energy from North Dakota while gradually phasing out coal-based electricity delivered to its system over this transmission line from Square Butteâ€™s lignite coal-fired generating unit. The HVDC transmission system project is expected to improve reliability of the transmission system, improve system resiliency, expand the operating capacity of the HVDC terminals, and replace critical infrastructure. Pending regulatory approvals in Minnesota and North Dakota, construction could begin as early as 2024, with an in-service date expected between 2028 and 2030. The project is estimated to cost between $800Â million and $900Â million. On October 18, 2023, the U.S. Department of Energy awarded a $50 million grant to Minnesota Power for this project, which will be used to prepare the HVDC transmission system for future expansion and help reduce project costs to customers. In addition, this project was awarded $15 million in state funding as part of an energy and climate budget bill passed by the Minnesota Legislature in 2023. Further, Minnesota Powerâ€™s application to the Minnesota Department of Commerce (DOC) State Competitiveness Fund Match Program received notification the DOC is reserving $10Â million as a cost share for the project. In total, Minnesota Power has been awarded $75 million in federal and state dollars in support of the project.Northland Reliability Project. Minnesota Power and Great River Energy announced in July 2022 their intent to build a 150-mile, 345-kV transmission line, connecting northern Minnesota to central Minnesota to support continued reliability in the Upper Midwest. Great River Energy, a wholesale electric power cooperative, and Minnesota Power filed a Notice of Intent to Construct, Own and Maintain the transmission line with the MPUC in August 2022. This joint project is part of a portfolio of transmission projects approved in July 2022 by MISO as part of the first phase of its Long Range Transmission Plan. Planning for the approximately $970 million to $1,350 million transmission line is in its early stages with the route anticipated to generally follow existing rights of way in an established power line corridor. The MPUC will determine the final route as well as cost recovery for Minnesota Powerâ€™s approximately 50 percent estimated share of the project. On AugustÂ 4, 2023, Minnesota Power and Great River Energy submitted an application for a certificate of need and route permit with the MPUC. On MayÂ 10,Â 2024, the FERC approved Minnesota Power's request to recover on construction work in progress related to this project from Minnesota Powerâ€™s wholesale customers. Subject to regulatory approvals, the transmission line is expected to be in service in 2030.Big Stone South Transmission Project. Northern States Power, Great River Energy, Minnesota Power, Otter Tail Power Company, and Missouri River Energy Resources (Project Developers) announced in July 2022 their intent to build a 150-mile, 345-kV transmission line to improve reliability in North Dakota and South Dakota, and western and central Minnesota. This joint project is part of a portfolio of transmission projects approved in July 2022 by MISO as part of the first phase of its Long Range Transmission Plan. A Notice of Intent to Construct, Own and Maintain the transmission line was filed with the MPUC in October 2022. On September 29, 2023, the Project Developers submitted an application for a certificate of need and route permit with the MPUC. The project is in its early stages and is expected to cost between $600 million and $700 million. The MPUC will determine the final route for the Minnesota portion as well as cost recovery for Minnesota Powerâ€™s approximately $20Â million estimated share of the project. On MarchÂ 13, 2024, Minnesota Power submitted a filing with the FERC requesting to recover on construction work in progress related to this project from Minnesota Powerâ€™s wholesale customers. Subject to regulatory approvals, the transmission line is expected to be in service in 2027.ALLETE Clean Energy. ALLETE Clean Energy will pursue growth through acquisitions or project development. ALLETE Clean Energy is targeting acquisitions of existing operating portfolios which have a mix of long-term PSAs in place and/or available for repowering and recontracting. Further, ALLETE Clean Energy will evaluate actions that will lead to the addition of complimentary clean energy products and services. At this time, ALLETE Clean Energy is focused on actions that will optimize its clean energy project portfolio of operating and development projects, which may include recontracting, repowering, entering into partnerships and divestitures along with continued acquisitions or development of new projects including wind, solar, energy storage or storage ready facilities across North America. Starting on September 20, 2023, a substation and the transmission lines feeding that substation located near ALLETE Clean Energyâ€™s Caddo wind energy facility, and operated by another party, have experienced a forced outage. This forced outage increased congestion experienced by the Caddo wind energy facility during the first half of 2024. The forced outage was resolved in June 2024. ALLETE, Inc. Second Quarter 2024 Form 10-Q43OUTLOOK (Continued)Corporate and Other. Corporate and Other includes New Energy, a renewable energy development company, BNI Energy, our coal mining operations in North Dakota and ALLETE Properties, our legacy Florida real estate investment, along with our investment in NoblesÂ 2, South Shore Energy, our non-rate regulated, Wisconsin subsidiary developing NTEC, other business development and corporate expenditures, unallocated interest expense, a small amount of non-rate base generation, land in Minnesota, and earnings on cash and investments.LIQUIDITY AND CAPITAL RESOURCESLiquidity Position. ALLETE is well-positioned to meet the Companyâ€™s liquidity needs. As of June 30, 2024, we had cash and cash equivalents of $37.5Â million, $338.6Â million in available consolidated lines of credit, 2.1Â million original issue shares of common stock available for issuance through a distribution agreement with Lampert Capital Markets and a debt-to-capital ratio of 35Â percent. Pursuant to the Merger Agreement, ALLETE has agreed, subject to certain exceptions, to, and to cause each of its subsidiaries to, conduct its business in the ordinary course, consistent with past practice, from the date of the Merger Agreement until the effective time of the Merger, and not to take certain actions prior to the closing of the Merger without the prior written consent of Alloy Parent (which consent shall not be unreasonably withheld, conditioned or delayed, except where ALLETE seeks Alloy Parentâ€™s consent to enter into a material new line of business or cease operations of an existing material line of business). (See Note 11. Agreement and Plan of Merger.)Capital Structure. ALLETEâ€™s capital structure is as follows:June 30,2024%December 31,2023%MillionsÂ Â Â Â ALLETE Equity$2,821.7Â 54Â $2,809.6Â 54Â Non-Controlling Interest in Subsidiaries573.0Â 11Â 597.0Â 11Â Short-Term and Long-Term Debt (a)1,796.4Â 35Â 1,799.4Â 35Â Redeemable Non-Controlling Interest0.9Â â€”Â 0.5Â â€”Â Â $5,192.0Â 100Â $5,206.5Â 100Â (a)Excludes unamortized debt issuance costs.Cash Flows. Selected information from the Consolidated Statement of Cash Flows is as follows:For the Six Months Ended June 30,20242023MillionsÂ Â Cash, Cash Equivalents and Restricted Cash at Beginning of Period$79.4Â $40.2Â Cash Flows provided by (used in)Â Â Operating Activities176.5Â 331.6Â Investing Activities(136.8)(131.3)Financing Activities(75.4)(189.4)Change in Cash, Cash Equivalents and Restricted Cash(35.7)10.9Â Cash, Cash Equivalents and Restricted Cash at End of Period$43.7Â $51.1Â Operating Activities. Cash provided by operating activities was lower in 2024 compared to 2023 reflecting cash proceeds from the sales of ALLETE Clean Energyâ€™s Northern Wind and Red Barn projects in 2023, higher cash contributions to defined benefit pension in 2024, and timing of recovery under Minnesota Powerâ€™s fuel adjustment clause. These decreases were partially offset by proceeds from the sale of renewable tax credits in 2024.Investing Activities. Cash used in investing activities was higher in 2024 compared to 2023 reflecting more payments for additions to property, plant and equipment compared to 2023. Financing Activities. Cash used in financing activities in 2024 reflected lower repayments of long-term debt in 2024, partially offset by lower proceeds from the issuance of long-term debt compared to 2023. ALLETE, Inc. Second Quarter 2024 Form 10-Q44LIQUIDITY AND CAPITAL RESOURCES (Continued)Working Capital. Additional working capital, if and when needed, generally is provided by consolidated bank lines of credit and the issuance of securities, including long-term debt, common stock and commercial paper. As of JuneÂ 30, 2024, we had consolidated bank lines of credit aggregating $362.0Â million ($423.1 million as of DecemberÂ 31, 2023), the majority of which expire in JanuaryÂ 2027. (See Note 5. Short-Term and Long-Term Debt.) We had $23.4 million outstanding in standby letters of credit and no outstanding draws under our lines of credit as of JuneÂ 30, 2024 ($19.4Â million in standby letters of credit and $34.1 million outstanding draws as of DecemberÂ 31, 2023). As of JuneÂ 30, 2024, we also had $134.8Â million outstanding in standby letters of credit under other credit facility agreements.In addition, as of June 30, 2024, we had 2.5Â million original issue shares of our common stock available for issuance through Invest Direct, our direct stock purchase and dividend reinvestment plan, and 2.1Â million original issue shares of common stock available for issuance through a distribution agreement with Lampert Capital Markets. (See Securities.) The amount and timing of future sales of our securities will depend upon market conditions and our specific needs.Securities. During the sixÂ months ended JuneÂ 30,Â 2024, we issued 0.2Â million shares of common stock through Invest Direct, ESPP, and RSOP, resulting in net proceeds of $6.4Â million (0.2Â million shares were issued for the sixÂ months ended JuneÂ 30,Â 2023, resulting in net proceeds of $7.7Â million). Financial Covenants. See Note 5. Short-Term and Long-Term Debt for information regarding our financial covenants.Pension and Other Postretirement Benefit Plans.Â Management considers various factors when making funding decisions, such as regulatory requirements, actuarially determined minimum contribution requirements and contributions required to avoid benefit restrictions for the defined benefit pension plans. (See NoteÂ 9. Pension and Other Postretirement Benefit Plans.)Off-Balance Sheet Arrangements. Off-balance sheet arrangements are summarized in our 2023 Form 10-K, with additional disclosure in Note 6. Commitments, Guarantees and Contingencies.Credit Ratings. Access to reasonably priced capital markets is dependent in part on credit and ratings. Our securities have been rated by S&P Global Ratings and by Moodyâ€™s. Rating agencies use both quantitative and qualitative measures in determining a companyâ€™s credit rating. These measures include business risk, liquidity risk, competitive position, capital mix, financial condition, predictability of cash flows, management

strength and future direction. Some of the quantitative measures can be analyzed through a few key financial ratios, while the qualitative ones are more subjective. Our current credit ratings are listed in the following table:Credit RatingsS&P Global Ratings (a)Moodyâ€™sIssuer Credit RatingBBBBaa1Commercial PaperA-2P-2First Mortgage Bonds(b)A2(a)Â Â Â Â On May 7, 2024, S&P Global Ratings revised its outlook on ALLETE to negative from stable and affirmed all of its ratings on ALLETE. S&P Global Ratings cited the possibility for higher leverage and weaker financial measures because of the Merger as its rationale for issuing the negative outlook.(b)Â Â Â Â Not rated by S&P Global Ratings.The disclosure of these credit ratings is not a recommendation to buy, sell or hold our securities. Ratings are subject to revision or withdrawal at any time by the assigning rating organization. Each rating should be evaluated independently of any other rating.Capital Requirements. For the sixÂ months ended JuneÂ 30,Â 2024, capital expenditures totaled $143.7Â million ($110.6Â million for the sixÂ months ended JuneÂ 30,Â 2023). The expenditures were primarily made in the Regulated Operations segment.ALLETE, Inc. Second Quarter 2024 Form 10-Q45OTHEREnvironmental Matters.Our businesses are subject to regulation of environmental matters by various federal, state and local authorities. A number of regulatory changes to the Clean Air Act, the Clean Water Act and various waste management requirements have been promulgated by both the EPA and state authorities over the past several years. Minnesota Powerâ€™s facilities are subject to additional requirements under many of these regulations. Minnesota Power is reshaping its generation portfolio, over time, to reduce its reliance on coal, has installed cost-effective emission control technology, and advocates for sound science and policy during rulemaking implementation. (See Note 6. Commitments, Guarantees and Contingencies.)Employees.As of June 30, 2024, ALLETE had 1,646 employees, of which 1,567 were full-time.Minnesota Power and SWL&P have an aggregate of 498 employees covered under collective bargaining agreements, of which most are members of International Brotherhood of Electrical Workers (IBEW) Local 31. The current labor agreements with IBEW Local 31 expire on April 30, 2026, for Minnesota Power and January 31, 2027, for SWL&P. BNI Energy has 185 employees, of which 134 are subject to a labor agreement with IBEW Local 1593. The current labor agreement with IBEW LocalÂ 1593 expires on March 31, 2026. NEW ACCOUNTING PRONOUNCEMENTSNew accounting pronouncements are discussed in Note 1. Operations and Significant Accounting Policies.ITEM 3.Â Â QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKSECURITIES INVESTMENTSAvailable-for-Sale Securities. As of June 30, 2024, our available-for-sale securities portfolio consisted primarily of securities held in other postretirement plans to fund employee benefits.COMMODITY PRICE RISKOur regulated utility operations incur costs for power and fuel (primarily coal and related transportation) in Minnesota, and power and natural gas purchased for resale in our regulated service territory in Wisconsin. Minnesota Powerâ€™s exposure to price risk for these commodities is significantly mitigated by the current ratemaking process and regulatory framework, which allows recovery of fuel costs in excess of those included in base rates or distribution of savings in fuel costs to ratepayers. SWL&Pâ€™s exposure to price risk for natural gas is significantly mitigated by the current ratemaking process and regulatory framework, which allows the commodity cost to be passed through to customers. We seek to prudently manage our customersâ€™ exposure to price risk by entering into contracts of various durations and terms for the purchase of power and coal and related transportation costs (Minnesota Power), and natural gas (SWL&P).POWER MARKETINGMinnesota Powerâ€™s power marketing activities consist of: (1) purchasing energy in the wholesale market to serve its regulated service territory when energy requirements exceed generation output; and (2) selling excess available energy and purchased power. From time to time, Minnesota Power may have excess energy that is temporarily not required by retail and municipal customers in our regulated service territory. Minnesota Power actively sells any excess energy to the wholesale market to optimize the value of its generating facilities.We are exposed to credit risk primarily through our power marketing activities. We use credit policies to manage credit risk, which includes utilizing an established credit approval process and monitoring counterparty limits.ALLETE, Inc. Second Quarter 2024 Form 10-Q46ITEM 3.Â Â QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK (Continued)INTEREST RATE RISKWe are exposed to risks resulting from changes in interest rates as a result of our issuance of variable rate debt. We manage our interest rate risk by varying the issuance and maturity dates of our fixed rate debt, limiting the amount of variable rate debt, and continually monitoring the effects of market changes in interest rates. We may also enter into derivative financial instruments, such as interest rate swaps, to mitigate interest rate exposure. Interest rates on variable rate long-term debt are reset on a periodic basis reflecting prevailing market conditions. Based on the variable rate debt outstanding as of June 30, 2024, an increase of 100Â basis points in interest rates would impact the amount of pre-tax interest expense by $0.3 million. This amount was determined by considering the impact of a hypothetical 100 basis point increase to the average variable interest rate on the variable rate debt outstanding as of June 30, 2024.ITEM 4.Â Â CONTROLS AND PROCEDURESEvaluation of Disclosure Controls and Procedures. As of June 30, 2024, evaluations were performed, under the supervision and with the participation of management, including our principal executive officer and principal financial officer, on the effectiveness of the design and operation of ALLETEâ€™s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (Exchange Act)). Based upon those evaluations, our principal executive officer and principal financial officer have concluded that such disclosure controls and procedures are effective to provide assurance that information required to be disclosed in ALLETEâ€™s reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SECâ€™s rules and forms, and such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure.Changes in Internal Controls. There has been no change in our internal control over financial reporting that occurred during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.PART II.Â Â OTHER INFORMATIONITEM 1.Â Â LEGAL PROCEEDINGSFor information regarding material legal and regulatory proceedings, see Note 4. Regulatory Matters and Note 9. Commitments, Guarantees and Contingencies to the Consolidated Financial Statements in our 2023 Form 10-K and Note 2. Regulatory Matters and Note 6. Commitments, Guarantees and Contingencies herein. Such information is incorporated herein by reference.ITEM 1A.Â Â RISK FACTORSOur 2023 Form 10-K includes a detailed discussion of our risk factors. The information presented below updates, and should be read in conjunction with, the risk factors disclosed in Part I, Item 1A. Risk Factors of our 2023 Form 10-K.Risks Relating to the MergerOn May 5, 2024, ALLETE entered into the Merger Agreement. (See Note 11. Agreement and Plan of Merger.) ALLETE, Inc. Second Quarter 2024 Form 10-Q47ITEM 1A.Â Â RISK FACTORS (Continued)There is no assurance when or if the Merger will be completed.Consummation of the Merger is subject to various closing conditions, including: (1) approval of the shareholders of ALLETE; (2) receipt of all required regulatory approvals without the imposition of a Burdensome Condition; (3) absence of any law or order prohibiting the consummation of the Merger; (4) subject to materiality qualifiers, the accuracy of each partyâ€™s representations and warranties; (5) each partyâ€™s compliance in all material respects with its obligations and covenants under the Merger Agreement; and (6) the absence of a material adverse effect with respect to the Company. The Merger Agreement also contains certain termination rights for both ALLETE and Alloy Parent, including if the Merger is not consummated by AugustÂ 5, 2025 (subject to extension for an additional two successive three-month periods if all of the conditions to closing, other than the conditions related to obtaining regulatory approvals, have been satisfied). There can be no assurance that the conditions to completion of the Merger will be satisfied or waived or that other events will not intervene to delay or result in the failure to close the proposed Merger. The Merger Agreement also provides for certain termination rights for each of ALLETE and Alloy Parent. If the Merger Agreement is terminated, there may be various material, adverse consequences to the Company, including that the Company could be required to pay Alloy Parent a termination fee of $116 million under certain specified circumstances.The announcement and pendency of the Merger, during which the Company is subject to certain operating restrictions, could have an adverse effect on the Companyâ€™s businesses, results of operations, financial condition or cash flows.The announcement and pendency of the Merger could disrupt the Companyâ€™s businesses, and uncertainty about the effect of the Merger may have an adverse effect on the Company. These uncertainties could affect existing employee relationships, disrupt the business of the Company, and could cause suppliers, vendors, partners, lenders and others that deal with the Company to: (1) defer entering into contracts with the Company; or (2) making other decisions concerning the Company or seek to change or cancel existing business relationships with the Company. The Merger Agreement also requires the Company to obtain Parentâ€™s consent prior to taking certain specified actions while the Merger is pending. These restrictions may prevent the Company from pursuing otherwise attractive business opportunities or making other changes to its business prior to the completion of the Merger.The Company will incur substantial transaction fees and costs in connection with the Merger.The Company has incurred transaction costs of $15.7 million after-tax through June 30, 2024, and expects to incur additional material expenses in connection with the Merger and completion of the transactions contemplated by the Merger Agreement. Further, even if the proposed Merger is not completed, the Company will need to pay certain costs relating to the proposed Merger incurred prior to the date the proposed Merger was abandoned, such as legal, accounting, financial advisory, filing and printing fees.We have received demand letters and a complaint related to the Merger and may become the target of securities class action and derivative lawsuits which could result in substantial costs and may delay or prevent the Merger from being completed.Securities class action lawsuits and derivative lawsuits are often brought against companies that have entered into merger agreements. Even if the lawsuits are without merit, defending against these claims can result in substantial costs to us and divert management time and resources. Additionally, if a plaintiff is successful in obtaining an injunction prohibiting consummation of the Merger, then that injunction may delay or prevent the Merger from being completed. We have received a number of demand letters alleging that the disclosures contained in the preliminary proxy statement, as amended, and filed with the SEC in connection with a special meeting of shareholders to consider the Merger (Preliminary Proxy), were deficient and demanding that certain corrective disclosures be made. In addition, a complaint has been filed in the the U.S. District Court for the Southern District of New York alleging violation of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934, disclosure deficiency in the Preliminary Proxy, and seeking to enjoin the transaction until certain disclosures are corrected. The complaint has not yet been served on any defendant. The Company believes that the demand letters and complaint are without merit.ITEM 2.Â Â UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDSNone.ALLETE, Inc. Second Quarter 2024 Form 10-Q48ITEM 3.Â Â DEFAULTS UPON SENIOR SECURITIESNone.ITEM 4.Â Â MINE SAFETY DISCLOSURESThe Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act) requires issuers to include in periodic reports filed with the SEC certain information relating to citations or orders for violations of standards under the Federal Mine Safety and Health Act of 1977 (Mine Safety Act). Information concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Act and this Item are included in Exhibit 95 to this Form 10-Q.ITEM 5.Â Â OTHER INFORMATIONTrading Plans. During the quarter ended JuneÂ 30, 2024, no director or officer of the Company adopted or terminated a â€œRule 10b5-1 trading arrangementâ€ or â€œnon-Rule 10b5-1 trading arrangement,â€ as each term is defined in Item 408(a) of Regulation S-K.Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement. On July 31, 2024, ALLETE issued a notice to the holders of its 2.65 percent senior notes due SeptemberÂ 10,Â 2025 (â€œ2025 Notesâ€) regarding ALLETEâ€™s exercise of its option to prepay all of the issued and outstanding 2025 Notes, pursuant to Section 8.2 of the note purchase agreement dated September 10, 2020, between ALLETE and each of the purchasers party thereto (Note Purchase Agreement). ALLETE will prepay all $150Â million in aggregate principal amount of the 2025 Notes on September 5, 2024 (Prepayment Date). The 2025 Notes will be prepaid at 100 percent of their principal amount, plus accrued and unpaid interest thereon to, but excluding the Prepayment Date, plus any make-whole amount (as defined in the Note Purchase Agreement). A copy of the notice of prepayment is attached as Exhibit 99.1 and is incorporated herein by reference.ALLETE, Inc. Second Quarter 2024 Form 10-Q49ITEM 6.Â Â EXHIBITSExhibitDescription2Agreement and Plan of Merger by and among ALLETE, Inc., Alloy Parent LLC and Alloy Merger Sub LLC, dated as of May 5, 2024 (filed as Exhibit 2.1 to the May 6, 2024, Form 8-K, File No. 1-3548).*4Note Purchase Agreement, dated June 27, 2024, between ALLETE and the purchasers named therein.31(a)Rule 13a-14(a)/15d-14(a) Certification by the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.31(b)Rule 13a-14(a)/15d-14(a) Certification by the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.32Section 1350 Certification of Periodic Report by the Chief Executive Officer and the Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.95Mine Safety.99.1ALLETE News Release dated August 1, 2024, announcing 2024 second quarter earnings. (This exhibit has been furnished and shall not be deemed â€œfiledâ€ for purposes of SectionÂ 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.)99.2Notice of Prepayment to the Holders of the 2.65% Senior Notes due September 10, 2025 of ALLETE, Inc.101.INSXBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.101.SCHXBRL Schema101.CALXBRL Calculation101.DEFXBRL Definition101.LABXBRL Label101.PREXBRL Presentation104Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)*Schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. A copy of any omitted schedules will be furnished supplementally to the SEC upon requestÍ¾ provided, however, that the parties may request confidential treatment pursuant to Rule 24b-2 of the Exchange Act for any document so furnished.ALLETE agrees to furnish to the SEC upon request any instrument with respect to long-term debt that ALLETE has not filed as an exhibit pursuant to the exemption provided by Item 601(b)(4)(iii)(A) of Regulation S-K.ALLETE, Inc. Second Quarter 2024 Form 10-Q50SIGNATURESPursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.Â Â ALLETE, INC.Â Â Â Â Â Â Â Â Â Â Â Â Â August 1, 2024Â /s/ Steven W. MorrisÂ Â Steven W. MorrisÂ Â Senior Vice President and Chief Financial OfficerÂ Â (Principal Financial Officer and Principal Accounting Officer)Â Â Â Â Â Â Â Â Â Â Â Â ALLETE, Inc. Second Quarter 2024 Form 10-Q51 EX-4 2 ale6-30x2024exx4.htm EX-4 DocumentÂ Â Â Â Â Â Â Â Â Exhibit 4Â Â Â Â Â Â Â Â Â Â ALLETE, INC.$100,000,000 5.94% Senior Notes Due September 5, 2029$50,000,000 6.18% Senior Notes Due September 5, 2034_____Note Purchase Agreement_____Dated June 27, 2024Â Â Â Â Â Â Â Â Â Table of ContentsPageSECTION 2.Â Â Â Â Sale and Purchase of NotesÂ Â Â Â 1SECTION 3.Â Â Â Â ClosingÂ Â Â Â 1SECTION 4.Â Â Â Â Conditions to ClosingÂ Â Â Â 2Section 4.1Â Â Â Â Representations and WarrantiesÂ Â Â Â 2Section 4.2Â Â Â Â Performance; No DefaultÂ Â Â Â 2Section 4.3Â Â Â Â Compliance CertificatesÂ Â Â Â 2Section 4.4Â Â Â Â Opinions of CounselÂ Â Â Â 2Section 4.5Â Â Â Â Purchase Permitted By Applicable Law, EtcÂ Â Â Â 3Section 4.6Â Â Â Â Sale of Other NotesÂ Â Â Â 3Section 4.7Â Â Â Â Payment of Special Counsel FeesÂ Â Â Â 3Section 4.8Â Â Â Â Private Placement NumberÂ Â Â Â 3Section 4.9Â Â Â Â Changes in Corporate StructureÂ Â Â Â 3Section 4.10Â Â Â Â Funding InstructionsÂ Â Â Â 3Section 4.11Â Â Â Â Proceedings and DocumentsÂ Â Â Â 3Â Â Â Â Section 4.12Â Â Â Â Amendments or Consents under Credit Agreementsâ€¦â€¦â€¦â€¦â€¦â€¦.3SECTION 5.Â Â Â Â Representations and Warranties of the Company.Â Â Â Â 4Section 5.1Â Â Â Â Organization; Power and AuthorityÂ Â Â Â 4Section 5.2Â Â Â Â Authorization, EtcÂ Â Â Â 4Section 5.3Â Â Â Â DisclosureÂ Â Â Â 4Section 5.4Â Â Â Â Organization and Ownership of Shares of Subsidiaries; AffiliatesÂ Â Â Â 4Section 5.5Â Â Â Â Financial Statements; Material LiabilitiesÂ Â Â Â 5Section 5.6Â Â Â Â Compliance with Laws, Other Instruments, EtcÂ Â Â Â 5Section 5.7Â Â Â Â Governmental AuthorizationsÂ Â Â Â 6Section 5.8Â Â Â Â LitigationÂ Â Â Â 6Section 5.9Â Â Â Â TaxesÂ Â Â Â 6Section 5.10Â Â Â Â Title to Property; LeasesÂ Â Â Â 6Section 5.11Â Â Â Â Licenses, Permits, EtcÂ Â Â Â 7Section 5.12Â Â Â Â Compliance with Employee Benefit PlansÂ Â Â Â 7Section 5.13Â Â Â Â Private Offering by the CompanyÂ Â Â Â 8Section 5.14Â Â Â Â Use of Proceeds; Margin RegulationsÂ Â Â Â 8Section 5.15Â Â Â Â Existing Indebtedness; Future LiensÂ Â Â Â 8Section 5.16Â Â Â Â Foreign Assets Control Regulations, EtcÂ Â Â Â 9Section 5.17Â Â Â Â Status under Investment Company Act and ICC Termination ActÂ Â Â Â 10Section 5.18Â Â Â Â Environmental Matters.Â Â Â Â 10SECTION 6.Â Â Â Â Representations of the Purchasers.Â Â Â Â 10Section 6.1Â Â Â Â Purchase for InvestmentÂ Â Â Â 10Section 6.2Â Â Â Â Source of FundsÂ Â Â Â 10Â Â Â Â Â Â Â Â SECTION 7.Â Â Â Â Information as to CompanyÂ Â Â Â 12Section 7.1Â Â Â Â Financial and Business InformationÂ Â Â Â 12Section 7.2Â Â Â Â Officerâ€™s CertificateÂ Â Â Â 14Section 7.3Â Â Â Â VisitationÂ Â Â Â 15Section 7.4Â Â Â Â Electronic Delivery.Â Â Â Â 15SECTION 8.Â Â Â Â Payment and Prepayment of the Notes.Â Â Â Â 16Section 8.1Â Â Â Â MaturityÂ Â Â Â 16Section 8.2Â Â Â Â Optional Prepayments with Make-Whole AmountÂ Â Â Â 16Section 8.3Â Â Â Â Change in ControlÂ Â Â Â 17Section 8.4Â Â Â Â Allocation of Partial PrepaymentsÂ Â Â Â 18Section 8.5Â Â Â Â Maturity; Surrender, EtcÂ Â Â Â 18Section 8.6Â Â Â Â Purchase of NotesÂ Â Â Â 18Section 8.7Â Â Â Â Make-Whole AmountÂ Â Â Â 19Section 8.8Â Â Â Â Payments Due on Non-Business Days.Â Â Â Â 20SECTION 9.Â Â Â Â Affirmative Covenants.Â Â Â Â 21Section 9.1Â Â Â Â Compliance with LawÂ Â Â Â 21Section 9.2Â Â Â Â InsuranceÂ Â Â Â 21Section 9.3Â Â Â Â Maintenance of PropertiesÂ Â Â Â 21Section 9.4Â Â Â Â Payment of Taxes and ClaimsÂ Â Â Â 21Section 9.5Â Â Â Â Corporate Existence, EtcÂ Â Â Â 22Section 9.6Â Â Â Â Books and RecordsÂ Â Â Â 22Section 9.7Â Â Â Â Subsidiary GuarantorsÂ Â Â Â 22SECTION 10.Â Â Â Â Negative Covenants.Â Â Â Â 23Section 10.1Â Â Â Â Transactions with AffiliatesÂ Â Â Â 23Section 10.2Â Â Â Â Merger, Consolidation, EtcÂ Â Â Â 24Section 10.3Â Â Â Â Economic Sanctions, Etc.Â Â Â Â 25Section 10.4Â Â Â Â LiensÂ Â Â Â 25Section 10.5Â Â Â Â Maximum Ratio of Total Indebtedness to Total CapitalizationÂ Â Â Â 29SECTION 11.Â Â Â Â Events of Default.Â Â Â Â 29SECTION 12.Â Â Â Â Remedies on Default, Etc.Â Â Â Â 32Section 12.1Â Â Â Â AccelerationÂ Â Â Â 32Section 12.2Â Â Â Â Other RemediesÂ Â Â Â 33Section 12.3Â Â Â Â RescissionÂ Â Â Â 33Section 12.4Â Â Â Â No Waivers or Election of Remedies, Expenses, EtcÂ Â Â Â 33SECTION 13.Â Â Â Â Registration; Exchange; Substitution of

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The Notes shall be substantially in the form set out in ExhibitÂ 1(a) and Exhibit 1(b), respectively, with such changes therefrom, if any, as may be approved by you and the Company. Certain capitalized and other terms used in this Agreement are defined in ScheduleÂ B and, for purposes of this Agreement, the rules of construction set forth in Section 22.4 shall govern.2.Sale and Purchase of NotesSubject to the terms and conditions of this Agreement, the Company will issue and sell to each Purchaser and each Purchaser will purchase from the Company, at the Closing provided for in SectionÂ 3, Notes in the principal amount and of the series specified opposite such Purchaserâ€™s name in ScheduleÂ A at the purchase price of 100% of the principal amount thereof. The Purchasersâ€™ obligations hereunder are several and not joint obligations and no Purchaser shall have any liability to any Person for the performance or non-performance of any obligation by any other Purchaser hereunder.Â - v -3.ClosingThe sale and purchase of the Notes to be purchased by each Purchaser shall occur at the offices of Cohen Tauber Spievack & Wagner P.C., 420 Lexington Avenue, Suite 2400, New York, New York 10170, at 10:00 a.m., New York time, at a closing (the â€œClosingâ€) which will occur on a Business Day no later than September 5, 2024 as may be selected by the Company pursuant to a written notice (the â€œWritten Noticeâ€) delivered to each Purchaser by the Company at least five Business Days prior to the Closing, which shall include the funding instructions set forth below. At the Closing, the Company will deliver to each Purchaser the respective Notes to be purchased by such Purchaser in the form of a single 2029 Note or 2034 Note, as the case may be (or such greater number of Notes in denominations of at least $100,000 as such Purchaser may request) dated the date of the Closing and registered in such Purchaserâ€™s name (or in the name of its nominee), against delivery by such Purchaser to the Company or its order of immediately available funds in the amount of the purchase price therefor by wire transfer for the account of the Company at Wells Fargo Bank, San Francisco, CA, ABA 121 000 248 for further credit to Minnesota Power Account 002-0000-364, Attn: Calla Gilbertson, 218-355-3686. If at the Closing the Company shall fail to tender such Notes to any Purchaser as provided above in this SectionÂ 3, or any of the conditions specified in SectionÂ 4 shall not have been fulfilled to such Purchaserâ€™s satisfaction, such Purchaser shall, at its election, be relieved of all further obligations under this Agreement, without thereby waiving any rights such Purchaser may have by reason of such failure by the Company to tender such Notes or any of the conditions specified in Section 4 not having been fulfilled to such Purchaserâ€™s satisfaction. If at the Closing any Purchaser shall fail to purchase the Notes which it is obligated to purchase under this Agreement, the Company shall have the option (i) of terminating its obligation to sell any and all of the Notes of such series to all Purchasers and be relieved of all further obligations under this Agreement with respect to such series, or (ii) of terminating its obligation to sell any Notes of such series only to any such defaulting Purchaser and be relieved of all further obligations under this Agreement only with respect to any such defaulting Purchaser.4.Conditions to ClosingEach Purchaserâ€™s obligation to purchase and pay for the Notes to be sold to such Purchaser at the Closing is subject to the fulfillment to such Purchaserâ€™s satisfaction, prior to or at the Closing, of the following conditions:4.1.Representations and Warranties. The representations and warranties of the Company in this Agreement shall be correct when made and at the Closing.4.2.Performance; No Default. The Company shall have performed and complied with all agreements and conditions contained in this Agreement required to be performed or complied with by it prior to or at the Closing and from the date of this Agreement to the Closing assuming that Sections 9 and 10 are applicable from the date of this Agreement. From the date of this Agreement until the Closing, before and after giving effect to the issue and sale of the Notes (and the application of the proceeds thereof as contemplated by Section 5.14), no Default or Event of Default shall have occurred and be continuing.Â - vi -4.3.Compliance Certificates. 4.3.1.Officerâ€™s Certificate. The Company shall have delivered to such Purchaser an Officerâ€™s Certificate, dated the date of the Closing, certifying that the conditions specified in Sections 4.1, 4.2 and 4.9 have been fulfilled.4.3.2.Secretaryâ€™s Certificate. The Company shall have delivered to such Purchaser a certificate of its Secretary or Assistant Secretary, dated the date of the Closing, certifying as to (i) the resolutions attached thereto and other corporate proceedings relating to the authorization, execution and delivery of the Notes and this Agreement and (ii) the Companyâ€™s organizational documents as then in effect.4.4.Opinions of Counsel. Such Purchaser shall have received opinions in form and substance satisfactory to such Purchaser, dated the date of the Closing (a) from the Vice President, Chief Legal Officer and Corporate Secretary of ALLETE, Inc., and Cohen Tauber Spievack & Wagner P.C., counsel for the Company, covering the matters set forth in ExhibitÂ 4.4(a) and 4.4(b), respectively, and covering such other matters incident to the transactions contemplated hereby as such Purchaser or its counsel may reasonably request (and the Company hereby instructs its counsel to deliver such opinion to the Purchasers) and (b)Â from Chapman and Cutler LLP, the Purchasersâ€™ special counsel in connection with such transactions, substantially in the form set forth in Exhibit 4.4(c) and covering such other matters incident to such transactions as such Purchaser may reasonably request.4.5.Purchase Permitted By Applicable Law, Etc. On the date of the Closing such Purchaserâ€™s purchase of Notes shall (a)Â be permitted by the laws and regulations of each jurisdiction to which such Purchaser is subject, without recourse to provisions (such as sectionÂ 1405(a)(8) of the New York Insurance Law) permitting limited investments by insurance companies without restriction as to the character of the particular investment, (b)Â not violate any applicable law or regulation (including Regulation T, U or X of the Board of Governors of the Federal Reserve System) and (c)Â not subject such Purchaser to any tax, penalty or liability under or pursuant to any applicable law or regulation, which law or regulation was not in effect on the date hereof. If requested by such Purchaser, such Purchaser shall have received an Officerâ€™s Certificate certifying as to such matters of fact as such Purchaser may reasonably specify to enable such Purchaser to determine whether such purchase is so permitted.4.6.Sale of Other Notes. Contemporaneously with the Closing the Company shall sell to each other Purchaser and each other Purchaser shall purchase the Notes to be purchased by it at the Closing as specified in ScheduleÂ A.4.7.Payment of Special Counsel Fees. Without limiting SectionÂ 15.1, the Company shall have paid on or before the Closing the fees, charges and disbursements of the Purchasersâ€™ special counsel referred to in Section 4.4 to the extent reflected in a statement of such counsel rendered to the Company at least one Business Day prior to the date of the Closing.4.8.Private Placement Number. A Private Placement Number issued by PPN CUSIP Unit of CUSIP Global Services (in cooperation with the SVO) shall have been obtained for each series of the Notes.Â - vii -4.9.Changes in Corporate Structure. The Company shall not have changed its jurisdiction of incorporation or organization, as applicable, or been a party to any merger or consolidation or succeeded to all or any substantial part of the liabilities of any other entity, at any time following the date of the most recent financial statements referred to in Section 5.5. 4.10.Funding Instructions. At least three Business Days prior to the date of the Closing, each Purchaser shall have received written instructions signed by a Responsible Officer on letterhead of the Company confirming the information specified in SectionÂ 3 including (i)Â the name and address of the transferee bank, (ii)Â such transferee bankâ€™s ABA number and (iii)Â the account name and number into which the purchase price for the Notes is to be deposited.4.11.Proceedings and Documents. All corporate and other proceedings in connection with the transactions contemplated by this Agreement and all documents and instruments incident to such transactions shall be satisfactory to such Purchaser and its special counsel, and such Purchaser and its special counsel shall have received all such counterpart originals or certified or other copies of such documents as such Purchaser or such special counsel may reasonably request. Section 4.12Â Â Â Â Amendments or Consents under Credit Agreements. The Company shall have delivered executed and effective amendments to, or consents under, each of the Credit Agreements in forms reasonably satisfactory to the Purchasers.5.Representations and Warranties of the Company.The Company represents and warrants to each Purchaser that:5.1.Organization; Power and Authority. The Company is a corporation duly organized, validly existing and in good standing under the laws of its jurisdiction of incorporation, and is duly qualified as a foreign corporation and is in good standing in each jurisdiction in which such qualification is required by law, other than those jurisdictions as to which the failure to be so qualified or in good standing could not, individually or in the aggregate, reasonably be expected to have a Material Adverse Effect. The Company has the corporate power and authority to own or hold under lease the properties it purports to own or hold under lease, to transact the business it transacts and proposes to transact, to execute and deliver this Agreement and the Notes and to perform the provisions hereof and thereof.5.2.Authorization, Etc. This Agreement and the Notes have been duly authorized by all necessary corporate action on the part of the Company, and this Agreement constitutes, and upon execution and delivery thereof each Note will constitute, a legal, valid and binding obligation of the Company enforceable against the Company in accordance with its terms, except as such enforceability may be limited by (i) applicable bankruptcy, insolvency, reorganization, moratorium or other similar laws affecting the enforcement of creditorsâ€™ rights generally and (ii) general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law).5.3.Disclosure. The Company, through its public filings, has made available to each Purchaser a copy of the Companyâ€™s Annual Report on Form 10-K for the year ended December 31, 2023, a copy of the Companyâ€™s Quarterly Reports on Form 10-Q for the quarters ended March 31, Â - viii -2024, and a copy of each of the Companyâ€™s Current Reports on Form 8-K filed with the SEC on March 20, 2024, May 6, 2024 and May 20, 2024, each of which has also been filed with the SEC under the Exchange Act (collectively, the â€œDisclosure Documentsâ€). The Disclosure Documents fairly describe, in all material respects and as of their respective dates, the general nature of the business and principal properties of the Company and its Subsidiaries. The Disclosure Documents do not contain, as of their respective dates, any untrue statement of a material fact or omit to state any material fact necessary to make the statements therein not misleading in light of the circumstances under which they were made. Except as disclosed in the Disclosure Documents or on Schedule 5.3, since December 31, 2023, there has been no change in the financial condition, operations, business or properties of the Company or any Subsidiary except changes that individually or in the aggregate could not reasonably be expected to have a Material Adverse Effect. There is no fact known to the Company that could reasonably be expected to have a Material Adverse Effect that has not been set forth herein, in the Disclosure Documents or on Schedule 5.3.5.4.Organization and Ownership of Shares of Subsidiaries; Affiliates. 5.4.1.ScheduleÂ 5.4 contains a complete and correct legal organization chart which lists the Companyâ€™s active Subsidiaries. As to each Subsidiary, all of the shares of each class of its capital stock or similar equity interests outstanding is owned, directly or indirectly, by the Company, except as noted therein.5.4.2.All of the outstanding shares of capital stock or similar equity interests of each Subsidiary shown in Schedule 5.4 as being owned by the Company and its Subsidiaries have been validly issued, are fully paid and non-assessable and are owned by the Company or another Subsidiary free and clear of any Lien that is prohibited by this Agreement.5.4.3.Each Subsidiary is a corporation or other legal entity duly organized, validly existing and, where applicable, in good standing under the laws of its jurisdiction of organization, and is duly qualified as a foreign corporation or other legal entity and, where applicable, is in good standing in each jurisdiction in which such qualification is required by law, other than those jurisdictions as to which the failure to be so qualified or in good standing could not, individually or in the aggregate, reasonably be expected to have a Material Adverse Effect. Each such Subsidiary has the corporate or other power and authority to own or hold under lease the properties it purports to own or hold under lease and to transact the business it transacts and proposes to transact.5.4.4.No Significant Subsidiary nor Superior Water, Light and Power Company (â€œSWL&Pâ€) is a party to, or otherwise subject to any legal, regulatory, contractual or other restriction (other than this Agreement, the agreements listed on Schedule 5.4 and customary limitations imposed by corporate law, the Federal Power Act or similar statutes) restricting the ability of such Significant Subsidiary or SWL&P to pay dividends out of profits or make any other similar distributions of profits to the Company or any of its Subsidiaries that owns outstanding shares of capital stock or similar equity interests of such Significant Subsidiary or SWL&P.Â - ix -5.5.Financial Statements; Material Liabilities. The financial statements included in the Disclosure Documents (including the schedules and notes) fairly present in all material respects the consolidated financial position of the Company and its Subsidiaries as of the respective dates specified in such financial statements and the consolidated results of their operations and cash flows for the respective periods so specified and have been prepared in accordance with GAAP consistently applied throughout the periods involved except as set forth in the notes thereto (subject, in the case of any interim financial statements, to normal year-end adjustments). The Company and its Subsidiaries do not have any Material liabilities that are not disclosed on such financial statements or otherwise disclosed in the Disclosure Documents.5.6.Compliance with Laws, Other Instruments, Etc. The execution, delivery and performance by the Company of this Agreement and the Notes will not (i)Â contravene, result in any breach of, or constitute a default under, or result in the creation of any Lien in respect of any property of the Company or any Subsidiary under, any indenture, mortgage, deed of trust, loan, purchase or credit agreement, lease, corporate charter, regulations or by-laws, shareholders agreement or any other Material agreement or instrument to which the Company or any Subsidiary is bound or by which the Company or any Subsidiary or any of their respective properties may be bound or affected, (ii)Â conflict with or result in a breach of any of the terms, conditions or provisions of any order, judgment, decree, or ruling of any court, arbitrator or Governmental Authority applicable to the Company or any Significant Subsidiary or (iii)Â violate any provision of any statute or other rule or regulation of any Governmental Authority applicable to the Company or any Significant Subsidiary. 5.7.Governmental Authorizations, Etc. No consent, approval or authorization of, or registration, filing or declaration with, any Governmental Authority is required in connection with the execution, delivery or performance by the Company of this Agreement or the Notes other than such which have been obtained or made and which shall be in full force and effect at the Closing.5.8.Litigation. 5.8.1.Except as described in the Disclosure Documents,Â there are no actions, suits, investigations or proceedings pending or, to the knowledge of the Company, threatened against or affecting the Company or any Subsidiary or any property of the Company or any Subsidiary in any court or before any arbitrator of any kind or before or by any Governmental Authority which, if adversely determined, would individually or in the aggregate, reasonably be expected to have a Material Adverse Effect.5.8.2.Neither the Company nor any Subsidiary is (i) in violation of any order, judgment, decree or ruling of any court, any arbitrator of any kind or any Governmental Authority or (ii) in violation of any applicable law, ordinance, rule or regulation of any Governmental Authority (including Environmental Laws, the USA Patriot Act or any of the other laws or regulations referred to in Section 5.16), which violation would, individually or in the aggregate, reasonably be expected to have a Material Adverse Effect.5.9.Taxes. The Company and its Subsidiaries have filed all tax returns that are required to have been filed in any jurisdiction, and have paid all taxes shown to be due and payable on such Â - x -returns and all other taxes and assessments levied upon them or their properties, assets, income or franchises, to the extent such taxes and assessments have become due and payable and before they have become delinquent, except for any taxes and assessments (i)Â the amount of which, individually or in the aggregate, is not Material or (ii)Â the amount, applicability or validity of which is currently being contested in good faith by appropriate proceedings and with respect to which the Company or a Subsidiary, as the case may be, has established adequate reserves in accordance with GAAP.5.10.Title to Property; Leases. The Company and its Subsidiaries have good and sufficient title to their respective properties that individually or in the aggregate are Material, including all such properties reflected in the most recent audited balance sheet referred to in Section 5.5 or purported to have been acquired by the Company or any Subsidiary after such date (except as

sold or otherwise disposed of in the ordinary course of business), in each case free and clear of Liens prohibited by this Agreement. All leases that individually or in the aggregate are Material are valid and subsisting and are in full force and effect in all material respects. 5.11.Licenses, Permits, Etc. Except as set forth or contemplated in the Disclosure Documents,Â the Company and its Subsidiaries own or possess all licenses, permits, franchises, authorizations, patents, copyrights, proprietary software, service marks, trademarks and trade names, or rights thereto, that individually or in the aggregate are Material, without known conflict with the rights of others.5.12.Compliance with Employee Benefit Plans. 5.12.1.The Company and each ERISA Affiliate have operated and administered each Plan in compliance with all applicable laws except for such instances of noncompliance as have not resulted in and could not, individually or in the aggregate, reasonably be expected to result in a Material Adverse Effect. Neither the Company nor any ERISA Affiliate has incurred any liability pursuant to TitleÂ I or IV of ERISA or the penalty or excise tax provisions of the Code relating to employee benefit plans (as defined in sectionÂ 3 of ERISA), and no event, transaction or condition has occurred or exists that could, individually or in the aggregate, reasonably be expected to result in the incurrence of any such liability by the Company or any ERISA Affiliate, or in the imposition of any Lien on any of the rights, properties or assets of the Company or any ERISA Affiliate, in either case pursuant to TitleÂ I or IV of ERISA or to section 430(k) of the Code or to any such penalty or excise tax provisions under the Code or federal law or section 4068 of ERISA or by the granting of a security interest in connection with the amendment of a Plan, other than such liabilities or Liens as would not be individually or in the aggregate Material.5.12.2.The present value of the aggregate benefit liabilities under each of the Plans (other than Multiemployer Plans), determined as of the end of such Planâ€™s most recently ended plan year on the basis of the actuarial assumptions specified for funding purposes in such Planâ€™s most recent actuarial valuation report, did not exceed the aggregate current value of the assets of such Plan allocable to such benefit liabilities by more than $73,739,519 in the case of any single Plan and by more than $57,439,231 in the aggregate for all Plans.Â - xi -5.12.3.The Company and its ERISA Affiliates have not incurred withdrawal liabilities (and are not subject to contingent withdrawal liabilities) under sectionÂ 4201 or 4204 of ERISA in respect of Multiemployer Plans that individually or in the aggregate are Material.5.12.4.The expected postretirement benefit obligation (determined as of the last day of the Companyâ€™s most recently ended fiscal year in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 715-60, without regard to liabilities attributable to continuation coverage mandated by section 4980B of the Code) of the Company and its Subsidiaries is approximately $820,243,465. A substantial portion of the annual postretirement benefit costs recognized by the Companyâ€™s regulated companies are recovered through rates filed with the Companyâ€™s regulatory jurisdictions, as more fully described in NoteÂ 12 to the Consolidated Financial Statements in the Companyâ€™s Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023.5.12.5.The execution and delivery of this Agreement and the issuance and sale of the Notes hereunder will not involve any transaction that is subject to the prohibitions of sectionÂ 406 of ERISA or in connection with which a tax could be imposed pursuant to sectionÂ 4975(c)(1)(A)-(D) of the Code. The representation by the Company to each Purchaser in the first sentence of this Section 5.12(e) is made in reliance upon and subject to the accuracy of such Purchaserâ€™s representation in Section 6.2 as to the sources of the funds to be used to pay the purchase price of the Notes to be purchased by such Purchaser.5.12.6.The Company and its Subsidiaries do not have any Non-U.S. Plans.5.13.Private Offering by the Company. Neither the Company nor anyone acting on its behalf has offered the Notes or any similar Securities for sale to, or solicited any offer to buy the Notes or any similar Securities from, or otherwise approached or negotiated in respect thereof with, any Person other than the Purchasers and not more than 50 other Institutional Investors, each of which has been offered the Notes at a private sale for investment. Neither the Company nor anyone acting on its behalf has taken, or will take, any action that would subject the issuance or sale of the Notes to the registration requirements of section 5 of the Securities Act or to the registration requirements of any Securities or blue sky laws of any applicable jurisdiction.5.14.Use of Proceeds; Margin Regulations. The Company will apply the proceeds of the sale of the Notes to refinance outstanding indebtedness and for general corporate purposes. No part of the proceeds from the sale of the Notes hereunder will be used, directly or indirectly, for the purpose of buying or carrying any margin stock within the meaning of RegulationÂ U of the Board of Governors of the Federal Reserve System (12 CFR 221), or for the purpose of buying or carrying or trading in any securities under such circumstances as to involve the Company in a violation of Regulation X of said Board (12 CFR 224) or to involve any broker or dealer in a violation of Regulation T of said Board (12 CFR 220). Margin stock does not constitute more than 20% of the value of the consolidated assets of the Company and its Subsidiaries and the Company does not have any present intention that margin stock will constitute more than 20% of the value of such assets. As Â - xii -used in this Section, the terms â€œmargin stockâ€ and â€œpurpose of buying or carryingâ€ shall have the meanings assigned to them in said Regulation U.5.15.Existing Indebtedness; Future Liens. 5.15.1.Except as described therein, Schedule 5.15 sets forth a complete and correct list of all outstanding Indebtedness that is Material of the Company and its Significant Subsidiaries as of March 31, 2024, since which date there has been no Material change in the amounts, interest rates, sinking funds, installment payments or maturities of the Indebtedness of the Company or its Significant Subsidiaries. Neither the Company nor any Significant Subsidiary is in default and no waiver of default is currently in effect, in the payment of any principal or interest on any such Indebtedness and no event or condition exists with respect to such Indebtedness that would permit (or that with notice or the lapse of time, or both, would permit) one or more Persons to cause such Indebtedness to become due and payable before its stated maturity or before its regularly scheduled dates of payment.5.15.2.Except as disclosed in Schedule 5.15, neither the Company nor any Significant Subsidiary has agreed or consented to cause or permit in the future (upon the happening of a contingency or otherwise) any of its property, whether now owned or hereafter acquired, to be subject to a Lien not permitted by Section 10.4.5.15.3.Neither the Company nor any Subsidiary is a party to, or otherwise subject to any provision contained in, any instrument evidencing Indebtedness that is Material of the Company or such Subsidiary, any agreement relating thereto or any other agreement (including its charter or any other organizational document) which limits the amount of, or otherwise imposes restrictions on the incurring of, Indebtedness of the Company, except as specifically indicated in ScheduleÂ 5.15.5.16.Foreign Assets Control Regulations, Etc. 5.16.1.Neither the Company nor any Controlled Entity (i) is a Blocked Person, (ii) has been notified that its name appears or may in the future appear on a State Sanctions List or (iii) is a target of sanctions that have been imposed by the United Nations or the European Union. 5.16.2.Neither the Company nor any Controlled Entity (i) has violated, been found in violation of, or been charged or convicted under, any applicable U.S. Economic Sanctions Laws, Anti-Money Laundering Laws or Anti-Corruption Laws or (ii) to the Companyâ€™s knowledge, is under investigation by any Governmental Authority for possible violation of any U.S. Economic Sanctions Laws, Anti-Money Laundering Laws or Anti-Corruption Laws. Â (c)Â Â Â Â No part of the proceeds from the sale of the Notes hereunder:Â Â Â Â Â Â Â Â (i)Â Â Â Â constitutes or will constitute funds obtained on behalf of any Blocked Person or will otherwise be used by the Company or any Controlled Entity, Â - xiii -directly or indirectly, (A) in connection with any investment in, or any transactions or dealings with, any Blocked Person, (B) for any purpose that would cause any Purchaser to be in violation of any U.S. Economic Sanctions Laws or (C) otherwise in violation of any U.S. Economic Sanctions Laws;Â Â Â Â Â Â Â Â Â Â (ii)Â Â Â Â will be used, directly or indirectly, in violation of, or cause any Purchaser to be in violation of, any applicable Anti-Money Laundering Laws; orÂ Â Â Â Â Â Â Â Â (iii)Â Â Â Â will be used, directly or indirectly, for the purpose of making any improper payments, including bribes, to any Governmental Official or commercial counterparty in order to obtain, retain or direct business or obtain any improper advantage, in each case which would be in violation of, or cause any Purchaser to be in violation of, any applicable Anti-Corruption Laws.Â Â Â Â Â Â Â Â Â Â (d)Â Â Â Â The Company has established procedures and controls which it reasonably believes are adequate (and otherwise comply with applicable law) to ensure that the Company and each Controlled Entity is and will continue to be in compliance with all applicable U.S. Economic Sanctions Laws, Anti-Money Laundering Laws and Anti-Corruption Laws.5.17.Status under Investment Company Act and ICC Termination Act. Neither the Company nor any Subsidiary is subject to regulation under the Investment Company Act of 1940, as amended, or the ICC Termination Act of 1995, as amended.5.18.Environmental Matters. Except as disclosed in the Disclosure Documents, the Company and its Subsidiaries (i) are in compliance with all Environmental Laws, (ii) have received all permits, licenses or other approvals required of them under applicable Environmental Laws to conduct their respective businesses, and (iii) are in compliance with all terms and conditions of any such permit, license or approval; except, in each case, such as could not reasonably be expected to result in a Material Adverse Effect.6.Representations of the Purchasers.6.1.Purchase for Investment. Each Purchaser severally represents that it is purchasing the Notes for its own account or for one or more separate accounts maintained by such Purchaser or for the account of one or more pension or trust funds and not with a view to the distribution thereof, provided that the disposition of such Purchaserâ€™s or their property shall at all times be within such Purchaserâ€™s or their control. Each Purchaser understands that the Notes have not been registered under the Securities Act and may be resold only if registered pursuant to the provisions of the Securities Act or if an exemption from registration is available, except under circumstances where neither such registration nor such an exemption is required by law, and that the Company is not required to register the Notes.6.2.Source of Funds. Each Purchaser severally represents that at least one of the following statements is an accurate representation as to each source of funds (a â€œSourceâ€) to be used by such Purchaser to pay the purchase price of the Notes to be purchased by such Purchaser hereunder:Â - xiv -6.2.1.the Source is an â€œinsurance company general accountâ€ (as the term is defined in the United States Department of Laborâ€™s Prohibited Transaction Exemption (â€œPTEâ€) 95-60) in respect of which the reserves and liabilities (as defined by the annual statement for life insurance companies approved by the NAIC (the â€œNAIC Annual Statementâ€)) for the general account contract(s) held by or on behalf of any employee benefit plan together with the amount of the reserves and liabilities for the general account contract(s) held by or on behalf of any other employee benefit plans maintained by the same employer (or affiliate thereof as defined in PTE 95-60) or by the same employee organization in the general account do not exceed 10% of the total reserves and liabilities of the general account (exclusive of separate account liabilities) plus surplus as set forth in the NAIC Annual Statement filed with such Purchaserâ€™s state of domicile; or6.2.2.the Source is a separate account that is maintained solely in connection with such Purchaserâ€™s fixed contractual obligations under which the amounts payable, or credited, to any employee benefit plan (or its related trust) that has any interest in such separate account (or to any participant or beneficiary of such plan (including any annuitant)) are not affected in any manner by the investment performance of the separate account; or6.2.3.the Source is either (i) an insurance company pooled separate account, within the meaning of PTE 90-1 or (ii) a bank collective investment fund, within the meaning of the PTE 91-38 and, except as disclosed by such Purchaser to the Company in writing pursuant to this clause (c), no employee benefit plan or group of plans maintained by the same employer or employee organization beneficially owns more than 10% of all assets allocated to such pooled separate account or collective investment fund; or6.2.4.the Source constitutes assets of an â€œinvestment fundâ€ (within the meaning of Part VI of PTE 84-14 (the â€œQPAM Exemptionâ€)) managed by a â€œqualified professional asset managerâ€ or â€œQPAMâ€ (within the meaning of Part VI of the QPAM Exemption), no employee benefit planâ€™s assets that are managed by the QPAM in such investment fund, when combined with the assets of all other employee benefit plans established or maintained by the same employer or by an affiliate (within the meaning of Part VI(c)(1) of the QPAM Exemption) of such employer or by the same employee organization and managed by such QPAM, represent more than 20% of the total client assets managed by such QPAM, the conditions of Part I(c) and (g) of the QPAM Exemption are satisfied, neither the QPAM nor a person controlling or controlled by the QPAM maintains an ownership interest in the Company that would cause the QPAM and the Company to be â€œrelatedâ€ within the meaning of Part VI(h) of the QPAM Exemption and (i) the identity of such QPAM and (ii) the names of any employee benefit plans whose assets in the investment fund, when combined with the assets of all other employee benefit plans established or maintained by the same employer or by any affiliate (within the meaning of Part VI(c)(1) of the QPAM Exemption) of such employer or by the same employee organization, represent 10% or more of the assets of such investment fund, have been disclosed to the Company in writing pursuant to this clause (d); orÂ - xv -6.2.5.the Source constitutes assets of a â€œplan(s)â€ (within the meaning of Part IV(h) of PTE 96-23 (the â€œINHAM Exemptionâ€)) managed by an â€œin-house asset managerâ€ or â€œINHAMâ€ (within the meaning of Part IV(a) of the INHAM Exemption), the conditions of Part I(a), (g) and (h) of the INHAM Exemption are satisfied, neither the INHAM nor a person controlling or controlled by the INHAM (applying the definition of â€œcontrolâ€ in Part IV(d)(3) of the INHAM Exemption) owns a 10% or more interest in the Company and (i) the identity of such INHAM and (ii) the name(s) of the employee benefit plan(s) whose assets constitute the Source have been disclosed to the Company in writing pursuant to this clause (e); or6.2.6.the Source is a governmental plan; or6.2.7.the Source is one or more employee benefit plans, or a separate account or trust fund comprised of one or more employee benefit plans, each of which has been identified to the Company in writing pursuant to this clause (g); or6.2.8.the Source does not include assets of any employee benefit plan, other than a plan exempt from the coverage of ERISA.As used in this SectionÂ 6.2, the terms â€œemployee benefit plan,â€ â€œgovernmental plan,â€ and â€œseparate accountâ€ shall have the respective meanings assigned to such terms in section 3 of ERISA.7.Information as to Company7.1.Financial and Business Information. The Company shall deliver to each Purchaser and each holder of a Note that is an Institutional Investor:7.1.1.Quarterly Statements â€” within 60 days (or such shorter period as is the earlier of (x) 15 days greater than the period applicable to the filing of the Companyâ€™s Quarterly Report on FormÂ 10-Q (the â€œFormÂ 10-Qâ€) with the SEC regardless of whether the Company is subject to the filing requirements thereof and (y) the date by which such financial statements are required to be delivered under any Material Credit Facility) after the end of each quarterly fiscal period in each fiscal year of the Company (other than the last quarterly fiscal period of each such fiscal year), duplicate copies of,7.1.1.1.a consolidated balance sheet of the Company and its Subsidiaries as at the end of such quarter, and7.1.1.2.consolidated statements of income, changes in shareholdersâ€™ equity and cash flows of the Company and its Subsidiaries, for such quarter and (in the case of the second and third quarters) for the portion of the fiscal year ending with such quarter,setting forth in each case in comparative form the figures for the corresponding periods in the previous fiscal year, all in reasonable detail, prepared in accordance with GAAP applicable to quarterly financial statements generally, and certified by a Senior Financial Officer as fairly presenting, in all material respects, the financial position of the Â - xvi -companies being reported on and their results of operations and cash flows, subject to changes resulting from year-end adjustments;7.1.2.Annual Statements â€” within 120 days (or such shorter period as is the earlier of (x) 15 days greater than the period applicable to the filing of the Companyâ€™s Annual Report on FormÂ 10-K (the â€œFormÂ 10-Kâ€) with the SEC regardless of whether the Company is subject to the filing requirements thereof and (y) the date by which such financial statements are required to be delivered under any Material Credit Facility) after the end of each fiscal year of the Company, duplicate copies of,7.1.2.1.a consolidated balance sheet of the Company and its Subsidiaries as at the end of such year, and7.1.2.2.consolidated statements of income, changes in shareholdersâ€™ equity and cash flows of the Company and its Subsidiaries for such year,setting forth in each case in comparative form the figures for the previous fiscal year, all in reasonable detail, prepared in accordance with GAAP, and accompanied by an opinion thereon (without a â€œgoing concernâ€ or similar qualification or exception and without any qualification or exception as to the scope of the audit on which such opinion is based) of independent public accountants of recognized national standing, which opinion shall state that such financial statements present fairly, in all material respects, the financial position of the companies being reported upon and their results of operations and cash flows and have been prepared in conformity with GAAP, and that the examination of such accountants in connection with such financial statements has been made in accordance with generally accepted auditing standards, and that such audit provides a reasonable basis for such opinion in the circumstances;7.1.3.SEC and Other Reports â€” promptly upon their becoming available, one copy of (i) each financial statement, report, notice, proxy statement or similar document sent by the Company or any Subsidiary (x) to its creditors under any Material Credit Facility (excluding information sent to such creditors in the ordinary course of administration of a credit facility, such as information relating to pricing and borrowing availability) or (y) to its public Securities holders generally, and (ii)Â each regular or periodic report, each registration statement (without exhibits except as expressly requested by such Purchaser or holder), and each prospectus and all amendments thereto filed by the Company or any Subsidiary with the SEC; 7.1.4.Notice of Default or Event of Default â€” promptly, and in any event within five days after a Responsible Officer becoming aware of the existence of any Default or Event of Default or that any Person has given any notice or taken any action with respect to a claimed default hereunder or that any Person has given any notice or taken any action with respect to a claimed default of the type referred to in Section 11(f), a written notice specifying the nature and period of existence thereof and what action the Company is taking or proposes to take with respect thereto, provided, however, that the Company Â - xvii -shall not be required to comply with the provisions of this Section 7.1(d) for so long as the Company is subject to the public reporting requirements of the Exchange Act;7.1.5.Employee Benefits Matters â€” promptly, and in any event within five days after a Responsible Officer becoming aware of any of the following, a written notice setting forth the nature thereof and the action, if any, that the Company or an ERISA Affiliate proposes to take with respect thereto:7.1.5.1.with respect to any Plan, any reportable event, as defined in sectionÂ 4043(c) of ERISA and the regulations thereunder, for which notice thereof has not been waived pursuant to such regulations as in effect on the date hereof; or7.1.5.2.the taking by the PBGC of steps to institute, or the threatening by the PBGC of the institution of, proceedings under sectionÂ 4042 of ERISA for the termination of, or the appointment of a trustee to administer, any Plan, or the receipt by the Company or any ERISA Affiliate of a notice from a Multiemployer

Plan that such action has been taken by the PBGC with respect to such Multiemployer Plan; or7.1.5.3.any event, transaction or condition that could result in the incurrence of any liability by the Company or any ERISA Affiliate pursuant to Title I or IV of ERISA or the penalty or excise tax provisions of the Code relating to employee benefit plans, or in the imposition of any Lien on any of the rights, properties or assets of the Company or any ERISA Affiliate pursuant to Title I or IV of ERISA or such penalty or excise tax provisions, if such liability or Lien, taken together with any other such liabilities or Liens then existing, could reasonably be expected to have a Material Adverse Effect; or7.1.5.4.receipt of notice of the imposition of a Material financial penalty (which for this purpose shall mean any tax, penalty or other liability, whether by way of indemnity or otherwise) with respect to one or more Non-U.S Plans; 7.1.6.Resignation or Replacement of Auditors â€" within 10 days following the date on which the Companyâ€™s auditors resign or the Company elects to change auditors, as the case may be, notification hereof, together with such further information as the Required Holders may request; and 7.1.7.Requested Information â€" with reasonable promptness, such other data and information relating to the business, operations, affairs, financial condition, assets or properties of the Company or any of its Subsidiaries (including actual copies of the Companyâ€™s FormÂ 10-Q and FormÂ 10-K, if the Company files such forms with the SEC) or relating to the ability of the Company to perform its obligations hereunder and under the Notes as from time to time may be reasonably requested by any such Purchaser or holder of a Note.Â - xviii -7.2.Officerâ€™s Certificate. Each set of financial statements delivered to a Purchaser or holder of a Note pursuant to SectionÂ 7.1(a) or Section 7.1(b) shall be accompanied by a certificate of a Senior Financial Officer: 7.2.1.Covenant Compliance â€" setting forth the information from such financial statements that is required in order to establish whether the Company was in compliance with the requirements of Section 10.4 or Section 10.5 during the quarterly or annual period covered by the financial statements then being furnished (including with respect to each such provision that involves mathematical calculations, the information from such financial statements that is required to perform such calculations) and detailed calculations of the maximum or minimum amount, ratio or percentage, as the case may be, permissible under the terms of such Section, and the calculation of the amount, ratio or percentage then in existence. In the event that the Company or any Subsidiary has made an election to measure any financial liability using fair value (which election is being disregarded for purposes of determining compliance with this Agreement pursuant to Section 22.2) as to the period covered by any such financial statement, such Senior Financial Officerâ€™s certificate as to such period shall include a reconciliation from GAAP with respect to such election; 7.2.2.Event of Default â€" certifying that such Senior Financial Officer has reviewed the relevant terms hereof and has made, or caused to be made, under his or her supervision, a review of the transactions and conditions of the Company and its Subsidiaries from the beginning of the quarterly or annual period covered by the statements then being furnished to the date of the certificate and that such review shall not have disclosed the existence during such period of any condition or event that constitutes a Default or an Event of Default or, if any such condition or event existed or exists, specifying the nature and period of existence thereof and what action the Company shall have taken or proposes to take with respect thereto; andÂ Â Â Â (c)Â Â Â Â Subsidiary Guarantors â€" setting forth a list of all Subsidiaries that are Subsidiary Guarantors and certifying that each Subsidiary that is required to be a Subsidiary Guarantor pursuant to Section 9.7 is a Subsidiary Guarantor, in each case, as of the date of such certificate of Senior Financial Officer.Â Â Â Â 7.3.Visitation. The Company shall permit the representatives of each Purchaser or holder of Notes that is an Institutional Investor:7.3.1.No Default â€" if no Default or Event of Default then exists, the Company shall permit the representatives of each Purchaser or holder of Notes that is an Institutional Investor, at the expense of such Purchaser or holder and upon reasonable prior notice to the Company, to visit the principal executive office of the Company, to discuss the affairs, finances and accounts of the Company and its Subsidiaries with the Companyâ€™s officers, and (with the consent of the Company, which consent will not be unreasonably withheld) to visit the other offices and properties of the Company and each Subsidiary, all at such reasonable times and as often as may be reasonably requested in writing; andÂ - xix -7.3.2.Default â€" if a Default or Event of Default then exists, at the expense of the Company to visit and inspect any of the offices or properties of the Company or any Subsidiary, to examine all their respective books of account, records, reports and other papers, to make copies and extracts therefrom, and to discuss their respective affairs, finances and accounts with their respective officers and independent public accountants (and by this provision the Company authorizes said accountants to discuss the affairs, finances and accounts of the Company and its Subsidiaries), all at such times and as often as may be requested.7.4.Electronic Delivery. Financial statements, opinions of independent certified public accountants, other information and Officerâ€™s Certificates that are required to be delivered by the Company pursuant to Sections 7.1(a), (b) or (c) and Section 7.2 shall be deemed to have been delivered if the Company satisfies any of the following requirements with respect thereto:Â Â Â Â (a)Â Â Â Â such financial statements satisfying the requirements of Section 7.1(a) or (b) and related Officerâ€™s Certificate satisfying the requirements of Section 7.2 and any other information required under Section 7.1(c) are delivered to each Purchaser or holder of a Note by e-mail at the e-mail address set forth in Schedule A or as communicated from time to time in a separate writing delivered to the Company;Â Â Â Â (b)Â Â Â Â the Company shall have timely filed such Form 10â€"Q or Form 10â€"K, satisfying the requirements of Section 7.1(a) or Section 7.1(b), as the case may be, with the SEC on EDGAR and shall have (i) made such form available on its home page on the internet, which is located at http://www.allete.com as of the date of this Agreement and (ii) delivered the related Officerâ€™s Certificate satisfying the requirements of Section 7.2 by e-mail in accordance with Section 7.4(a); Â Â Â Â (c)Â Â Â Â such financial statements satisfying the requirements of Section 7.1(a) or Section 7.1(b) and related Officerâ€™s Certificate(s) satisfying the requirements of Section 7.2 and any other information required under Section 7.1(c) are timely posted by or on behalf of the Company on IntraLinks or on any other similar website to which each Purchaser or holder of Notes has free access; or Â Â Â Â (d)Â Â Â Â the Company shall have timely filed any of the items referred to in Section 7.1(c) with the SEC on EDGAR and shall have made such items available on its home page on the internet or on IntraLinks or on any other similar website to which each Purchaser or holder of Notes has free access;provided however, that in no case shall access to such financial statements, other information and Officerâ€™s Certificates be conditioned upon any waiver or other agreement or consent (other than confidentiality provisions consistent with Section 20 of this Agreement); provided further, that in the case of any of clauses (b), (c) or (d), the Company shall have given each Purchaser or holder of a Note prior written notice, which may be by e-mail or in accordance with Section 18, of such posting or filing in connection with each delivery, provided further, that upon request of any Purchaser or holder to receive paper copies of such forms, financial statements, other information Â - xx -and Officerâ€™s Certificates or to receive them by e-mail, the Company will promptly e-mail them or deliver such paper copies, as the case may be, to such Purchaser or holder.8.Payment and Prepayment of the Notes.8.1.Maturity. As provided therein, the entire unpaid principal balance of each Note shall be due and payable on the stated maturity date thereof.8.2.Optional Prepayments with Make-Whole Amount. At any time prior to August 5, 2029 with respect to the 2029 Notes, and June 5, 2034 with respect to the 2034 Notes, the Company may, at its option, upon notice as provided below, prepay at any time all, or from time to time any part of, the Notes, in an amount not less than 10% of the aggregate principal amount of the Notes then outstanding in the case of a partial prepayment, at 100% of the principal amount so prepaid, together with interest accrued thereon to the date of such prepayment, and the Make-Whole Amount determined for the prepayment date with respect to such principal amount. The Company will give each holder of Notes written notice of each optional prepayment under this SectionÂ 8.2 not less than 30 days and not more than 60 days prior to the date fixed for such prepayment unless the Company and the Required Holders agree to another time period pursuant to Section 17. Each such notice shall specify such date (which shall be a Business Day), the aggregate principal amount of the Notes to be prepaid on such date, the principal amount of each Note held by such holder to be prepaid (determined in accordance with Section 8.4), and the interest to be paid on the prepayment date with respect to such principal amount being prepaid, and shall be accompanied by a certificate of a Senior Financial Officer as to the estimated Make-Whole Amount due in connection with such prepayment (calculated as if the date of such notice were the date of the prepayment), setting forth the details of such computation. Two Business Days prior to such prepayment, the Company shall deliver to each holder of Notes a certificate of a Senior Financial Officer specifying the calculation of such Make-Whole Amount as of the specified prepayment date.8.3.Change in Control.8.3.1.Notice of Change in Control. The Company will, within five Business Days after any Responsible Officer has knowledge of the occurrence of any Change in Control, give written notice of such Change in Control to each holder of Notes. Such notice shall contain and constitute an offer to prepay Notes as described in subparagraph (b) of this Section 8.3 and shall be accompanied by the certificate described in subparagraph (e) of this Section 8.3.8.3.2.Offer to Prepay Notes. The offer to prepay the Notes contemplated by subparagraph (a) of this Section 8.3 shall be an offer to prepay, in accordance with and subject to this Section 8.3, all, but not less than all, of the Notes held by each holder (in this case only, â€œholderâ€ in respect of any Note registered in the name of a nominee for a disclosed beneficial owner shall mean such beneficial owner) on a date specified in such offer (the â€œProposed Prepayment Dateâ€). Such date shall be not less than 30 days and not more than 60 days after the date of such offer.8.3.3.Acceptance. A holder of Notes may accept the offer to prepay made pursuant to this Section 8.3 by causing a notice of such acceptance to be delivered to the Â - xxi -Company not later than 15 days prior to the Proposed Prepayment Date. A failure by a holder of Notes to respond to the offer to prepay made pursuant to this Section 8.3 shall be deemed to constitute a rejection of such offer by such holder.8.3.4.Prepayment. Prepayment of the Notes to be prepaid pursuant to this Section 8.3 shall be at 100% of the principal amount of such Notes, together with interest on such Notes accrued to the date of prepayment and without any Make-Whole Amount. The Prepayment shall be made on the Proposed Prepayment Date.8.3.5.Officerâ€™s Certificate. Each offer to prepay the Notes pursuant to this Section 8.3 shall be accompanied by a certificate, executed by a Senior Financial Officer of the Company and dated the date of such offer, specifying: (i) the Proposed Prepayment Date; (ii) that such offer is made pursuant to this Section 8.3; (iii) the interest that would be due on each Note offered to be prepaid, accrued to the Proposed Prepayment Date; (iv) that the conditions of this Section 8.3 have been fulfilled; (v) in reasonable detail, the nature of the Change in Control; and (vi) any written response from the relevant rating agency.8.3.6.â€œChange in Controlâ€ Definition. â€œChange in Controlâ€ means the occurrence of any of the following: (a) after the consummation of the Merger (which shall be permitted by this Agreement and shall not be deemed a Change of Control for purposes of this Section 8) and prior to an initial public offering of the Company (or any parent that owns, directly or indirectly, 100% of the Equity Interests of the Company (other than any Equity Interests owned by or issued in connection with a management equity plan or vehicle)), Permitted Holders fail to be the â€œbeneficial ownersâ€ (as such term is defined in Rule 13d-3 under the Exchange Act) of more than 50% of the total voting power in the aggregate of the Voting Securities (as defined below) of the Company then outstanding; provided, that if none of the Equity Interests of the Company or the applicable parent holding company constitute Voting Securities, no â€œChange in Controlâ€ shall occur pursuant to this subclause (a) if Permitted Holders otherwise have the right (pursuant to contract, proxy or otherwise), directly or indirectly, to designate, nominate or appoint (and do so designate, nominate or appoint) persons holding a majority of voting power of the board of directors (or similar governing body) of the Company (or any parent that owns, directly or indirectly, 100% of the Equity Interests of the Company (other than any Equity Interests owned by or issued in connection with a management equity plan or vehicle) and which parent, directly or indirectly, controls the Company), or (b) if the Merger does not occur or after the occurrence of an initial public offering of the Company (or any parent that owns, directly or indirectly, 100% of the Equity Interests of the Company (other than any Equity Interests owned by or issued in connection with a management equity plan or vehicle)), the consummation of any transaction the result of which is that any â€œpersonâ€ or â€œgroupâ€ (within the meaning of Section 13(d)(3) of the Exchange Act but excluding any employee benefit plan of the Company or its Subsidiaries, and any Person acting in its capacity as trustee, agent or other fiduciary or administrator of any such plan) (other than one or more Permitted Holders or any direct or indirect wholly-owned (excluding any Equity Interests owned by or issued in connection with a management equity plan or vehicle) parent company of the Company) becomes the â€œbeneficial ownerâ€ of more than 30% Â - xxii -of the total voting power in the aggregate of the Voting Securities of the Company then outstanding; provided, that if none of the Equity Interests of the Company or the applicable parent holding company constitute Voting Securities, no â€œChange in Controlâ€ shall occur pursuant to this subclause (b) if Permitted Holders otherwise have the right (pursuant to contract, proxy or otherwise), directly or indirectly, to designate, nominate or appoint (and do so designate, nominate or appoint) persons holding a majority of the voting power of the board of directors (or similar governing body) of the Company (or any parent that owns, directly or indirectly, 100% of the Equity Interests of the Company (other than any Equity Interests owned by or issued in connection with a management equity plan or vehicle) and which parent, directly or indirectly, controls the Company). Notwithstanding the foregoing, (i) a reorganization of any direct or indirect parent company of the Company will not be deemed to be a Change in Control so long as, after giving effect to such reorganization, no â€œChange in Controlâ€ would be triggered based on the indirect beneficial ownership of the Company, (ii) a Permitted Change in Control shall be deemed not to be a Change in Control and (iii) for the avoidance of doubt, limited partners of investment funds, partnerships and other co-investment vehicles and accounts directly or indirectly managed, advised or controlled by GIP or CPPIB or any of their respective affiliates that have interests in upper tier entities directly or indirectly managed, advised or controlled by GIP or CPPIB or any of their respective affiliates, respectively, shall be deemed not to directly or indirectly own the foregoing Voting Securities (or right to appoint persons holding a majority of the voting power of such governing body(ies)) in the Company (or any such parent) for purposes of this definition.8.3.7.Assumptions. All calculations contemplated in this Section 8.3 involving the capital stock or other equity interest of any Person shall be made with the assumption that all convertible securities of such Person then outstanding and all convertible securities issuable upon the exercise of any warrants, options and other rights outstanding at such time were converted at such time and that all options, warrants and similar rights to acquire shares of capital stock or other equity interest of such Person were exercised at such time.8.4.Allocation of Partial Prepayments. In the case of each partial prepayment of the Notes pursuant to SectionÂ 8.2, the principal amount of the Notes to be prepaid shall be allocated among all of the Notes at the time outstanding in proportion, as nearly as practicable, to the respective unpaid principal amounts thereof not theretofore called for prepayment. All prepayments pursuant to Section 8.3 shall be applied as therein provided.8.5.Maturity; Surrender, Etc. In the case of each prepayment of Notes pursuant to this Section 8, the principal amount of each Note to be prepaid shall mature and become due and payable on the date fixed for such prepayment, together with interest on such principal amount accrued to such date and the applicable Make-Whole Amount, if any. From and after such date, unless the Company shall fail to pay such principal amount when so due and payable, together with the interest and Make-Whole Amount, if any, as aforesaid, interest on such principal amount shall cease to accrue. Any Note paid or prepaid in full shall be surrendered to the Company and cancelled and shall not be reissued, and no Note shall be issued in lieu of any prepaid principal amount of any Note.Â - xxiii -8.6.Purchase of Notes. The Company will not and will not permit any Affiliate to purchase, redeem, prepay or otherwise acquire, directly or indirectly, any of the outstanding Notes except (a) upon the payment or prepayment of the Notes in accordance with the terms of this Agreement and the Notes or (b) pursuant to an offer to purchase made by the Company or an Affiliate pro rata to the holders of all Notes at the time outstanding upon the same terms and conditions. Any such offer shall provide each holder with sufficient information to enable it to make an informed decision with respect to such offer, and shall remain open for at least 10 Business Days. If the holders of more than 25% of the principal amount of the Notes then outstanding accept such offer, the Company shall promptly notify the remaining holders of such fact and the expiration date for the acceptance by holders of Notes of such offer shall be extended by the number of days necessary to give each such remaining holder at least 10 Business Days from its receipt of such notice to accept such offer. The Company will promptly cancel all Notes acquired by it or any Affiliate pursuant to any payment, prepayment or purchase of Notes pursuant to any provision of this Agreement and no Notes may be issued in substitution or exchange for any such Notes. 8.7.Make-Whole Amount.The term â€œMake-Whole Amountâ€ means, with respect to any Note, an amount equal to the excess, if any, of the Discounted Value of the Remaining Scheduled Payments with respect to the Called Principal of such Note over the amount of such Called Principal, provided that the Make-Whole Amount may in no event be less than zero. For the purposes of determining the Make-Whole Amount, the following terms have the following meanings:â€œCalled Principalâ€ means, with respect to any Note, the principal of such Note that is to be prepaid pursuant to SectionÂ 8.2 or has become or is declared to be immediately due and payable pursuant to SectionÂ 12.1, as the context requires.â€œDiscounted Valueâ€ means, with respect to the Called Principal of any Note, the amount obtained by discounting all Remaining Scheduled Payments with respect to such Called Principal from their respective scheduled due dates to the Settlement Date with respect to such Called Principal, in accordance with accepted financial practice and at a discount factor (applied on the same periodic basis as that on which interest on the Notes is payable) equal to the Reinvestment Yield with respect to such Called Principal.â€œReinvestment Yieldâ€ means, with respect to the Called Principal of any Note, the sum of (a) 0.50% plus (b) the yield to maturity implied by the â€œAsk Yield(s)â€ reported as of 10:00 a.m. (New York City time) on the second Business Day preceding the Settlement Date with respect to such Called Principal, on the display designated as â€œPage PX1â€ (or such other display as may replace Page PX1) on Bloomberg Financial Markets for the most recently issued actively traded on-the-run U.S. Treasury securities (â€œReportedâ€) having a maturity equal to the Remaining Average Life of such Called Principal as of such Settlement Date. If there are no such U.S. Treasury securities Reported having a maturity equal to such Remaining Average Life, then such implied yield to maturity will be determined by (i) converting U.S. Treasury bill quotations to bond equivalent yields in accordance

with accepted financial practice and (ii) interpolating linearly between the â€œAsk Yieldsâ€ Reported for the applicable most recently issued actively traded on-the-run U.S. Treasury securities with the maturities (1) closest to and greater Â - xxiv -than such Remaining Average Life and (2) closest to and less than such Remaining Average Life. The Reinvestment Yield shall be rounded to the number of decimal places as appears in the interest rate of the applicable Note.If such yields are not Reported or the yields Reported as of such time are not ascertainable (including by way of interpolation), then â€œReinvestment Yieldâ€ means, with respect to the Called Principal of any Note, the sum of (x) 0.50% plus (y) the yield to maturity implied by the U.S. Treasury constant maturity yields reported, for the latest day for which such yields have been so reported as of the second Business Day preceding the Settlement Date with respect to such Called Principal, in Federal Reserve Statistical Release H.15 (or any comparable successor publication) for the U.S. Treasury constant maturity having a term equal to the Remaining Average Life of such Called Principal as of such Settlement Date. If there is no such U.S. Treasury constant maturity having a term equal to such Remaining Average Life, such implied yield to maturity will be determined by interpolating linearly between (1) the U.S. Treasury constant maturity so reported with the term closest to and greater than such Remaining Average Life and (2) the U.S. Treasury constant maturity so reported with the term closest to and less than such Remaining Average Life. The Reinvestment Yield shall be rounded to the number of decimal places as appears in the interest rate of the applicable Note.â€œRemaining Average Lifeâ€ means, with respect to any Called Principal, the number of years obtained by dividing (i)Â such Called Principal into (ii)Â the sum of the products obtained by multiplying (a)Â the principal component of each Remaining Scheduled Payment with respect to such Called Principal by (b)Â the number of years, computed on the basis of a 360-day year comprised of twelve 30-day months and calculated to two decimal places, that will elapse between the Settlement Date with respect to such Called Principal and the scheduled due date of such Remaining Scheduled Payment.â€œRemaining Scheduled Paymentsâ€ means, with respect to the Called Principal of any Note, all payments of such Called Principal and interest thereon that would be due after the Settlement Date with respect to such Called Principal if no payment of such Called Principal were made prior to its scheduled due date, provided that if such Settlement Date is not a date on which interest payments are due to be made under the Notes, then the amount of the next succeeding scheduled interest payment will be reduced by the amount of interest accrued to such Settlement Date and required to be paid on such Settlement Date pursuant to SectionÂ 8.2 or SectionÂ 12.1.â€œSettlement Dateâ€ means, with respect to the Called Principal of any Note, the date on which such Called Principal is to be prepaid pursuant to SectionÂ 8.2 or has become or is declared to be immediately due and payable pursuant to SectionÂ 12.1, as the context requires.8.8.Payments Due on Non-Business Days. Anything in this Agreement or the Notes to the contrary notwithstanding, (x) except as set forth in clause (y), any payment of interest on any Note that is due on a date that is not a Business Day shall be made on the next succeeding Business Day without including the additional days elapsed in the computation of the interest payable on such next succeeding Business Day; and (y) any payment of principal of or Make-Whole Amount on any Note (including principal due on the Maturity Date of such Note) that is due on a date that is not a Â - xxv -Business Day shall be made on the next succeeding Business Day and shall include the additional days elapsed in the computation of interest payable on such next succeeding Business Day.9.Affirmative Covenants.From the date of this Agreement until the Closing and thereafter, as long as any of the Notes are outstanding, the Company covenants that:9.1.Compliance with Law. Without limiting SectionÂ 10.3, the Company will, and will cause each of its Subsidiaries to, comply with all laws, ordinances or governmental rules or regulations to which each of them is subject (including ERISA, the USA Patriot Act, Environmental Laws and the other laws and regulations that are referred to in Section 5.16) and will obtain and maintain in effect all licenses, certificates, permits, franchises and other governmental authorizations necessary to the ownership of their respective properties or to the conduct of their respective businesses, in each case to the extent necessary to ensure that non-compliance with such laws, ordinances or governmental rules or regulations or failures to obtain or maintain in effect such licenses, certificates, permits, franchises and other governmental authorizations could not, individually or in the aggregate, reasonably be expected to have a Material Adverse Effect.9.2.Insurance. The Company will, and will cause each of its Subsidiaries to, maintain, with financially sound and reputable insurers, insurance with respect to their respective properties and businesses against such casualties and contingencies, of such types, on such terms and in such amounts (including deductibles, co-insurance and self-insurance, if adequate reserves are maintained with respect thereto) as is customary in the case of entities of established reputations engaged in the same or a similar business and similarly situated, except in each case to the extent that any non-compliance with the terms of this SectionÂ 9.2 could not reasonably be expected to have a Material Adverse Effect.9.3.Maintenance of Properties. The Company will, and will cause each of its Subsidiaries to, maintain and keep, or cause to be maintained and kept, their respective properties in good repair, working order and condition (other than ordinary wear and tear), so that the business carried on in connection therewith may be properly conducted at all times, provided that this Section shall not prevent the Company or any Subsidiary from discontinuing the operation and the maintenance of any of its properties if such discontinuance is desirable in the conduct of its business and the Company has concluded that such discontinuance could not, individually or in the aggregate, reasonably be expected to have a Material Adverse Effect.9.4.Payment of Taxes and Claims. The Company will, and will cause each of its Subsidiaries to, file all tax returns required to be filed in any jurisdiction and to pay and discharge all taxes shown to be due and payable on such returns and all other taxes, assessments, governmental charges, or levies imposed on them or any of their properties, assets, income or franchises, to the extent the same have become due and payable and before they have become delinquent and all claims for which sums have become due and payable that have or might become a Lien on properties or assets of the Company or any Subsidiary, provided that neither the Company nor any Subsidiary need pay any such tax, assessment, charge, levy or claim if (i)Â the amount, applicability or validity thereof is contested by the Company or such Subsidiary on a timely basis in good faith and in appropriate proceedings, and the Company or a Subsidiary has established adequate reserves therefor Â - xxvi -in accordance with GAAP on the books of the Company or such Subsidiary or (ii)Â the non-filing of all such returns and/or nonpayment of all such taxes, assessments, charges, levies and claims (as the case may be) in the aggregate could not reasonably be expected to have a Material Adverse Effect. 9.5.Corporate Existence, Etc. Subject to SectionÂ 10.2, the Company will at all times preserve and keep its corporate existence in full force and effect; provided that all parties agree that the Company shall be permitted to consummate the Merger transactions, including a potential subsequent conversion of the Company into a Minnesota limited liability company. Subject to Section 10.2, the Company will at all times preserve and keep in full force and effect the corporate existence of each of its Subsidiaries (unless merged into the Company or a Wholly-Owned Subsidiary) and all Material rights and franchises of the Company and its Subsidiaries unless, in the good faith judgment of the Company, the termination of or failure to preserve and keep in full force and effect such corporate existence, right or franchise could not, individually or in the aggregate, have a Material Adverse Effect. For purposes of this Section 9.5, corporate existence includes existence of an entity as a limited liability company.9.6.Books and Records. The Company will, and will cause each of its Subsidiaries to, maintain proper books of record and account in conformity with GAAP and all applicable requirements of any Governmental Authority having legal or regulatory jurisdiction over the Company or such Subsidiary, as the case may be. The Company will, and will cause each of its Subsidiaries to, keep books, records and accounts which, in reasonable detail, accurately reflect all transactions and dispositions of assets. The Company and its Subsidiaries have devised a system of internal accounting controls sufficient to provide reasonable assurances that their respective books, records, and accounts accurately reflect all transactions and dispositions of assets and the Company will, and will cause each of its Subsidiaries to, continue to maintain such system.9.7.Subsidiary Guarantors. Â Â Â Â (a) The Company will cause each of its Subsidiaries that guarantees or otherwise becomes liable at any time, whether as a borrower or an additional or co-borrower or otherwise, for or in respect of any Indebtedness under any Material Credit Facility to concurrently therewith:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â (i)Â Â Â Â enter into an agreement in form and substance satisfactory to the Required Holders providing for the guaranty by such Subsidiary, on a joint and several basis with all other such Subsidiaries, of (x) the prompt payment in full when due of all amounts payable by the Company pursuant to the Notes (whether for principal, interest, Make-Whole Amount or otherwise) and this Agreement, including all indemnities, fees and expenses payable by the Company thereunder and (y) the prompt, full and faithful performance, observance and discharge by the Company of each and every covenant, agreement, undertaking and provision required pursuant to the Notes or this Agreement to be performed, observed or discharged by it (a â€œSubsidiary Guarantyâ€); and Â (ii)Â Â Â Â deliver the following to each holder of a Note:Â Â Â Â Â Â Â Â (A)Â Â Â Â an executed counterpart of such Subsidiary Guaranty;Â - xxvii -Â Â Â Â Â Â Â Â (B)Â Â Â Â a certificate signed by an authorized responsible officer of such Subsidiary containing representations and warranties on behalf of such Subsidiary to the same effect, mutatis mutandis, as those contained in Sections 5.1, 5.2, 5.6 and 5.7 of this Agreement (but with respect to such Subsidiary and such Subsidiary Guaranty rather than the Company);Â Â Â Â Â Â Â Â Â Â Â Â (C)Â Â Â Â all documents as may be reasonably requested by the Required Holders to evidence the due organization, continuing existence and, where applicable, good standing of such Subsidiary and the due authorization by all requisite action on the part of such Subsidiary of the execution and delivery of such Subsidiary Guaranty and the performance by such Subsidiary of its obligations thereunder; andÂ Â Â Â Â Â Â Â Â (D)Â Â Â Â an opinion of counsel reasonably satisfactory to the Required Holders covering such matters relating to such Subsidiary and such Subsidiary Guaranty as the Required Holders may reasonably request.Â Â Â Â (b)Â Â Â Â At the election of the Company and by written notice to each holder of Notes, any Subsidiary Guarantor that has provided a Subsidiary Guaranty under subparagraph (a) of this Section 9.7 may be discharged from all of its obligations and liabilities under its Subsidiary Guaranty and shall be automatically released from its obligations thereunder without the need for the execution or delivery of any other document by the holders, provided that (i)Â if such Subsidiary Guarantor is a guarantor or is otherwise liable for or in respect of any Material Credit Facility, then such Subsidiary Guarantor has been released and discharged (or will be released and discharged concurrently with the release of such Subsidiary Guarantor under its Subsidiary Guaranty) under such Material Credit Facility, (ii)Â at the time of, and after giving effect to, such release and discharge, no Default or Event of Default shall be existing, (iii) no amount is then due and payable under such Subsidiary Guaranty, (iv) if in connection with such Subsidiary Guarantor being released and discharged under any Material Credit Facility, any fee or other form of consideration is given to any holder of Indebtedness under such Material Credit Facility for such release, the holders of the Notes shall receive equivalent consideration substantially concurrently therewith and (v) each holder shall have received a certificate of a Responsible Officer certifying as to the matters set forth in clauses (i) through (iv). Although it will not be a Default or an Event of Default if the Company fails to comply with any provision of Section 9 on or after the date of this Agreement and prior to the Closing, if such a failure occurs, then any of the Purchasers may elect not to purchase the Notes on the date of Closing specified in Section 3.10.Negative Covenants.From the date of this Agreement until the Closing and thereafter, so long as any of the Notes are outstanding, the Company covenants that:10.1.Transactions with Affiliates. The Company will not, and will not permit any Significant Subsidiary to, enter into directly or indirectly any Material transaction or Material group Â - xxviii -of related transactions (including the purchase, lease, sale or exchange of properties of any kind or the rendering of any service) with any Affiliate (other than the Company or another Subsidiary), except pursuant to the reasonable requirements of the Companyâ€™s or such Significant Subsidiaryâ€™s business and upon fair and reasonable terms no less favorable to the Company or such Significant Subsidiary than would be obtainable in a comparable armâ€™s-length transaction with a Person not an Affiliate, provided that this Section 10.1 shall not apply to (i) any transaction that is in compliance with applicable laws and regulations of the Federal Energy Regulatory Commission, the Public Service Commission of Wisconsin or the Minnesota Public Utilities Commission, or any Governmental Authority succeeding to the functions of any of these commissions, pertaining to affiliate transactions or is authorized by a tariff or rate schedule which has been approved by a Governmental Authority or performed in accordance with its orders, (ii) any transaction that is otherwise permitted under Section 10.2, (iii) transactions pursuant to any contract in effect on the date of this Agreement, as such contract may be amended, extended or replaced from time to time so long as (x) such contract as so amended, extended or replaced is, taken as a whole, not materially less favorable to the Company and its Subsidiaries than under those contracts in effect on the date of this Agreement and (y) any such amendment, extension or replacement would not result in a transaction that would violate any other provision of this Agreement, and (iv) any transaction consisting of payments of dividends and distributions on, and repurchases of, the Equity Interests of the Company and its Subsidiaries.10.2.Merger, Consolidation, Etc. Subject to the consummation of the Merger and all transactions contemplated by the Merger Agreement, which shall be permitted pursuant to this Section 10.2 and by all other provisions of this Agreement, the Company will not, and will not permit any Subsidiary Guarantor to, consolidate with or merge with any other Person or convey, transfer or lease all or substantially all of its assets in a single transaction or series of transactions to any Person unless)10.2.1.in the case of any transaction involving the Company, the successor formed by such consolidation or the survivor of such merger or the Person that acquires by conveyance, transfer or lease all or substantially all of the assets of the Company as an entirety, as the case may be, shall be a solvent corporation or limited liability company organized and existing under the laws of the United States or Canada or any jurisdiction thereof (including the District of Columbia), and, if the Company is not such corporation or limited liability company, (i) such corporation or limited liability company shall, immediately after giving effect to such transaction, have an Investment Grade Rating, (ii) such corporation or limited liability company shall have executed and delivered to each holder of any Notes its assumption of the due and punctual performance and observance of each covenant and condition of this Agreement and the Notes and (iii) such corporation or limited liability company shall have caused to be delivered to each holder of any Notes an opinion of nationally recognized independent counsel, or other independent counsel reasonably satisfactory to the Required Holders, to the effect that all agreements or instruments effecting such assumption are enforceable in accordance with their terms and comply with the terms hereof; Â Â Â Â (b)Â Â Â Â in the case of any such transaction involving a Subsidiary Guarantor, the successor formed by such consolidation or the survivor of such merger or the Person that acquires by conveyance, transfer or lease all or substantially all of the assets of such Â - xxix -Subsidiary Guarantor as an entirety, as the case may be, shall be (1) the Company, such Subsidiary Guarantor or another Subsidiary Guarantor; or (2) a solvent corporation or limited liability company (other than the Company or another Subsidiary Guarantor) that is organized and existing under the laws of the United States or any state thereof (including the District of Columbia) and, if such Subsidiary Guarantor is not such corporation or limited liability company, (A) such corporation or limited liability company shall, immediately after giving effect to such transaction, have an Investment Grade Rating, (B) such corporation or limited liability company shall have executed and delivered to each holder of Notes its assumption of the due and punctual performance and observance of each covenant and condition of the Subsidiary Guaranty of such Subsidiary Guarantor and (C) the Company shall have caused to be delivered to each holder of Notes an opinion of nationally recognized independent counsel, or other independent counsel reasonably satisfactory to the Required Holders, to the effect that all agreements or instruments effecting such assumption are enforceable in accordance with their terms and comply with the terms hereof; Â Â Â Â (c)Â Â Â Â each Subsidiary Guarantor under any Subsidiary Guaranty that is outstanding at the time such transaction or each transaction in such a series of transactions occurs reaffirms its obligations under such Subsidiary Guaranty in writing at such time pursuant to documentation that is reasonably acceptable to the Required Holders; and(d)Â Â Â Â immediately before and immediately after giving effect to such transaction or each transaction in any such series of transactions, no Default or Event of Default shall have occurred and be continuing and the Company would be able to incur at least $1.00 of additional Indebtedness.No such conveyance, transfer or lease of substantially all of the assets of the Company or any Subsidiary Guarantor shall have the effect of releasing the Company or such Subsidiary Guarantor, as the case may be, or any successor corporation or limited liability company that shall theretofore have become such in the manner prescribed in this SectionÂ 10.2, from its liability under (x) this Agreement or the Notes (in the case of the Company) or (y) the Subsidiary Guaranty (in the case of any Subsidiary Guarantor), unless, in the case of the conveyance, transfer or lease of substantially all of the assets of a Subsidiary Guarantor, such Subsidiary Guarantor is released from its Subsidiary Guaranty in accordance with Section 9.7(b) in connection with or immediately following such conveyance, transfer or lease.10.3.Economic Sanctions, Etc.. The Company will not and will not permit any Controlled Entity to (a)Â become (including by virtue of being owned or controlled by a Blocked Person), own or control a Blocked Person or (b) directly or indirectly have any investment in or engage in any dealing or transaction (including any investment, dealing or transaction involving the proceeds of the Notes) with any Person if such investment, dealing or transaction (i) would cause any Purchaser or holder or any affiliate of such Purchaser or holder to be in violation of, or subject to sanctions under, any law or regulation applicable to such Purchaser or holder, or (ii) is prohibited by or subject to sanctions under any U.S. Economic Sanctions Laws.Â - xxx -10.4.Liens. The Company will not, and will not permit any of its Subsidiaries to, directly or indirectly create, incur, assume or permit to exist (upon the happening of a contingency or otherwise) any Lien on or with respect to any property or asset (including any document or instrument in respect of goods or accounts receivable) of the Company or any such Subsidiary, whether now owned or held or hereafter acquired, or any income or profits therefrom or assign or otherwise convey any right to receive income or profits, except:10.4.1.Liens existing on the date of this Agreement;10.4.2.Liens on any Utility Property securing Indebtedness incurred in the ordinary course of the Companyâ€™s utility business;10.4.3.Liens for taxes, assessments or other governmental charges which are not yet due and payable or the payment of which is not at the time required by SectionÂ 9.4; 10.4.4.statutory Liens of landlords and Liens of carriers,

warehousemen, mechanics, materialmen and other similar Liens including Liens incident to construction, in each case, incurred in the ordinary course of business for sums not yet due and payable or the payment of which is not at the time required by SectionÂ 9.4;10.4.5.Liens (other than any Lien imposed by ERISA) incurred or deposits made in the ordinary course of business (i)Â for salary or wages earned, but not yet payable, or (ii)Â in connection with workersâ€™ compensation, unemployment insurance and other types of social security or retirement benefits, or (iii)Â to secure (or to obtain letters of credit that secure) the performance of tenders, statutory obligations, surety, reclamations or appeal bonds, bids, leases (other than Capital Lease Obligations), obligations, or (iv)Â to secure (or to obtain letters of credit that secure) obligations to public utilities, municipalities, governmental or other public authorities in connection with the supply of services or utilities to the Company or a Subsidiary, in each case not incurred or made in connection with the borrowing of money, the obtaining of advances or credit or the payment of the deferred purchase price of property;10.4.6.any attachment or judgment Lien, unless the judgment it secures shall not, within 60 days after the entry thereof, have been discharged or execution thereof stayed pending appeal, or shall not have been discharged within 60 days after the expiration of any such stay;10.4.7.leases or subleases granted to others, easements, rights-of-way, title irregularities, restrictions, encroachments and other charges or encumbrances, in each case incidental to the ownership of property or assets or the ordinary course of business of the Company or any of its Subsidiaries, provided that such Liens do not, in the aggregate, materially detract from the value of such property;10.4.8.minor survey exceptions and the like which do not, in the aggregate, materially detract from the value of such property;10.4.9.Liens on property or assets of any Subsidiary securing Indebtedness owing to the Company or to another Wholly-Owned Subsidiary;Â - xxxi -10.4.10.any Lien created to secure all or any part of the purchase price, or to secure Indebtedness incurred or assumed to pay all or any part of the purchase price or cost of construction, of property (or any improvement thereof) acquired or constructed by the Company or a Subsidiary after the date of the Closing, provided that10.4.10.1.any such Lien shall extend solely to the item or items of such property (or improvement thereon) so acquired or constructed and, if required by the terms of the instrument originally creating such Lien, other property (or improvements thereon) which is an improvement to or is acquired for specific use in connection with such acquired or constructed property (or improvement thereof) or which is real property being improved by such acquired or constructed property (or improvement thereon),10.4.10.2.the principal amount of the Indebtedness secured by such Lien shall at no time exceed an amount equal to 100% of the lesser of (A)Â the cost to the Company or such Subsidiary of the property (or improvement thereon) so acquired or constructed and (B) the fair market value (as determined in good faith by the board of directors of the Company) of such property (or improvement thereon) at the time of such acquisition or construction; and10.4.10.3.any such Lien shall be created contemporaneously with, or within 365 days after, the acquisition or construction of such property;10.4.11.any Lien existing on property of a Person immediately prior to its being consolidated with or merged into the Company or a Subsidiary or its becoming a Subsidiary, or any Lien existing on any property acquired by the Company or any Subsidiary at the time such property is so acquired (whether or not the Indebtedness secured thereby shall have been assumed), provided that (i) no such Lien shall have been created or assumed in contemplation of such consolidation or merger or such Person's becoming a Subsidiary or such acquisition of property, and, (ii) each such Lien shall extend solely to the item or items of property so acquired and, if required by the terms of the instrument originally creating such Lien, other property which is an improvement to or is acquired for specific use in connection with such acquired property;10.4.12.controls, restrictions, obligations, duties and/or other burdens imposed by federal, state, municipal or other law, or by rules, regulations or orders of Governmental Authorities, upon any property of the Company or its Subsidiaries or the ownership, operation or use thereof or upon the Company with respect to any of its property or the operation or use thereof or with respect to any franchise, grant, license, permit or public purpose requirement, or any rights reserved to or otherwise vested in Governmental Authorities to impose any such controls, restrictions, obligations, duties and/or other burdens;10.4.13.rights reserved to or vested in others to take or receive any part of any coal, ore, gas, oil and other minerals, any timber and/or any electric capacity or energy, gas, water, steam and any other products developed, produced, manufactured, Â - xxxii -generated, purchased or otherwise acquired by the Company or by others on property of the Company or any of its Subsidiaries;10.4.14.(i)Â rights and interests of Persons other than the Company or its Subsidiaries arising out of contracts, agreements and other instruments to which the Company or any of its Subsidiaries is a party and which relate to the common ownership or joint use of property; and (ii)Â all Liens on the interests of Persons other than the Company or its Subsidiaries in property owned in common by such Persons and the Company or any of its Subsidiaries if and to the extent that the enforcement of such Liens would not adversely affect the interests of the Company or its Subsidiaries in such property in any material respect;10.4.15.any Liens which have been bonded for the full amount in dispute or for the payment of which other adequate security arrangement have been made;10.4.16.grants by the Company or any of its Subsidiaries of easements, ground leases or rights-of-way in, upon, over and/or across the property or rights-of-way of the Company or its Subsidiaries for the purpose of roads, pipelines, transmission lines, distribution lines, communication lines, railways, removal of coal or other minerals or timber, and other like purposes, or for the joint or common use of real property, rights-of-way, facilities and/or equipment; provided, however, that no such grant shall materially impair the use of the property or rights-of-way for the purposes for which such property or rights-of-way are held by the Company or its Subsidiaries;10.4.17.Liens on property of the Company or its Subsidiaries which secure indebtedness for borrowed money less than one year from the date of the issuance or incurrence thereof and is not extendible at the option of the issuer;10.4.18.Liens created or assumed by the Company or its Subsidiaries in connection with the issuance of debt securities the interest on which is not included in gross income for purposes of federal income taxation pursuant to Section 103 of the Code (or any successor provision of law), for the purpose of financing or refinancing, in whole or in part, costs of acquisition or construction in connection with the issuance of such debt securities either by applicable law or by the issuer of such debt securities or is otherwise necessary in order to establish or maintain such exclusion from gross income;10.4.19.Liens securing Project Finance Indebtedness;10.4.20.Liens created by the Mortgage and Deed of Trust dated September 1, 1945 between the Company and Irving Trust Company (now The Bank of New York Mellon) and Richard H. West (Sherma Thomas, successor), as Trustees, as heretofore and hereafter supplemented and amended (the â€œMortgageâ€); Liens created by any other indenture hereafter executed by the Company pursuant to which bonds issued under the Mortgage are or are to be delivered to the trustee(s) under such indenture in a principal amount at least equal to the principal amount of debt securities to be secured by such indenture; and Liens created by the Mortgage and Deed of Trust, dated as of March 1, 1943, between Superior Water, Light and Power Company and U.S. Bank National Â - xxxiii -Association (successor to First Bank (N.A.) as successor to Chemical Bank and Trust Company as Corporate Trustee and Howard B. Smith as Co-Trustee) as Trustee.10.4.21.any mortgage, pledge, security interest, Lien or encumbrance upon any shares of capital stock of majority owned subsidiaries of the Company to the extent such capital stock is directly owned by the Company, created at the time of the acquisition of such capital stock by the Company, or within 365 days after such time, to secure all or a portion of the purchase price for such capital stock;10.4.22.any mortgage, pledge, security interest, Lien or encumbrance upon any such capital stock existing thereon at the time of the acquisition thereof by the Company (whether or not the obligations secured thereby are assumed by the Company and whether or not such mortgage, pledge, security interest, Lien or encumbrance was created in contemplation of such acquisition);10.4.23.any extension, renewal or replacement of any mortgage, pledge, security interest, Lien or encumbrance permitted by subsection (u) or (v) of this Section 10.4, or of any indebtedness for borrowed money secured thereby; provided that the principal amount of indebtedness so secured immediately following the time of such extension, renewal or replacement shall not exceed the principal amount of indebtedness so secured immediately preceding the time of such extension, renewal or replacement, and that such extension, renewal or replacement mortgage, pledge, security interest, Lien or encumbrance shall be limited to no more than the same proportion of all shares of capital stock as were covered by the mortgage, pledge, security interest, Lien or encumbrance that was extended, renewed or replaced;10.4.24.any Lien renewing, extending or replacing Liens permitted by subsections (a), (b), (j), (k), (q), (r) and (s) of this Section 10.4, provided that, (i)Â the principal amount of Indebtedness secured by such Lien immediately prior to such extension, renewal or refunding is not increased (or if increased, the increased principal amount of Indebtedness so secured does not exceed the fair market value of the secured property, as determined in good faith by the board of directors of the Company or the Subsidiary, as the case may be), or the maturity thereof reduced, (ii)Â such Lien is not extended to any other property, and (iii)Â immediately after such extension, renewal or refunding, no Default or Event of Default would exist; 10.4.25.CoBank ACBâ€™s statutory Lien in the CoBank Equities; and10.4.26.any Lien, other than a Lien described in any of the foregoing subsections (a) through (y), inclusive, to the extent that it secures Indebtedness, or guarantees thereof, the outstanding principal amount of which at the time of creation of such Lien, when added to (i) the outstanding principal balance of all Indebtedness secured by Liens incurred under this subsection (z) then outstanding and (ii) the outstanding principal amount of all unsecured Indebtedness of all Subsidiaries (excluding (1) Project Finance Indebtedness and (2) any unsecured Indebtedness of any Subsidiary guaranteeing the Notes), does not exceed 20% of Consolidated Assets, provided that notwithstanding the foregoing, the Company shall not secure pursuant to this Section Â - xxxiv -10.4(z) any Indebtedness outstanding under or pursuant to any Material Credit Facility unless and until the Notes (and any guaranty delivered therewith) shall concurrently be secured equally and ratably with such Indebtedness pursuant to documentation reasonably acceptable to the Required Holders in substance and in form, including an intercreditor agreement and opinions of counsel to the Company, from counsel that is reasonably acceptable to the Required Holders.10.5.Maximum Ratio of Total Indebtedness to Total Capitalization. The Company will not permit Total Indebtedness to be greater than 65% of Total Capitalization as of the end of any fiscal quarter.11.Events of Default.An â€œEvent of Defaultâ€ shall exist if any of the following conditions or events shall occur and be continuing:11.1.1.the Company defaults in the payment of any principal or Make-Whole Amount, if any, on any Note when the same becomes due and payable, whether at maturity or at a date fixed for prepayment or by declaration or otherwise; or11.1.2.the Company defaults in the payment of any interest on any Note for more than five Business Days after the same becomes due and payable; or11.1.3.the Company defaults in the performance of or compliance with any term contained in SectionÂ 7.1(d), Section 10.2 or Section 10.5; or11.1.4.the Company or any Subsidiary Guarantor defaults in the performance of or compliance withÂ any term contained herein (other than those referred to in SectionsÂ 11(a), (b) and (c) or in any Subsidiary Guaranty and such default is not remedied within 30 days after the earlier of (i)Â a Responsible Officer obtaining actual knowledge of such default and (ii)Â the Company receiving written notice of such default from any holder of a Note (any such written notice to be identified as a â€œnotice of defaultâ€ and to refer specifically to this SectionÂ 11(d)); or11.1.5.(i) any representation or warranty made in writing by or on behalf of the Company or by any officer of the Company in this Agreement or any writing furnished in connection with the transactions contemplated hereby proves to have been false or incorrect in any material respect on the date as of which made, or (ii) any representation or warranty made in writing by or on behalf of any Subsidiary Guarantor or by any officer of such Subsidiary Guarantor in any Subsidiary Guaranty or any writing furnished in connection with such Subsidiary Guaranty proves to have been false or incorrect in any material respect on the date as of which made; or11.1.6.(i) the Company or any Subsidiary is in default (as principal or as guarantor or other surety) in the payment of any principal of or premium or make-whole amount or interest on any Indebtedness (other than any Project Finance Indebtedness which does not individually or in the aggregate exceed $200,000,000) that is outstanding in an aggregate principal amount in excess of the lesser of (x) the lowest dollar amount Â - xxxv -figure in the corresponding event of default provision in any Material Credit Facility, and (y) 2% of Consolidated Assets beyond any period of grace provided with respect thereto, or (ii)Â the Company or any Subsidiary is in default in the performance of or compliance with any term of any evidence of any Indebtedness (other than any Project Finance Indebtedness which does not individually or in the aggregate exceed $200,000,000) in an aggregate outstanding principal amount in excess of 2% of Consolidated Assets or of any mortgage, indenture or other agreement relating thereto or any other condition exists, and as a consequence of such default or condition such Indebtedness has become, or has been declared (or one or more Persons are entitled to declare such Indebtedness to be), due and payable before its stated maturity or before its regularly scheduled dates of payment, or (iii)Â as a consequence of the occurrence or continuation of any event or condition (other than the passage of time or the right of the holder of Indebtedness (other than any Project Finance Indebtedness which does not individually or in the aggregate exceed $200,000,000) to convert such Indebtedness into equity interests), (x)Â the Company or any Subsidiary has become obligated to purchase or repay Indebtedness (other than any Project Finance Indebtedness which does not individually or in the aggregate exceed $200,000,000) before its regular maturity or before its regularly scheduled dates of payment in an aggregate outstanding principal amount in excess of 2% of Consolidated Assets, or (y)Â one or more Persons have the right to require the Company or any Subsidiary so to purchase or repay such Indebtedness (other than any Project Finance Indebtedness which does not individually or in the aggregate exceed $200,000,000); or11.1.7.the Company or any Significant Subsidiary (i)Â is generally not paying, or admits in writing its inability to pay, its debts as they become due, (ii)Â files, or consents by answer or otherwise to the filing against it of, a petition for relief or reorganization or arrangement or any other petition in bankruptcy, for liquidation or to take advantage of any bankruptcy, insolvency, reorganization, moratorium or other similar law of any jurisdiction, (iii)Â makes an assignment for the benefit of its creditors, (iv)Â consents to the appointment of a custodian, receiver, trustee or other officer with similar powers with respect to it or with respect to any substantial part of its property, (v)Â is adjudicated as insolvent or to be liquidated, or (vi)Â takes corporate action for the purpose of any of the foregoing; or11.1.8.a court or other Governmental Authority of competent jurisdiction enters an order appointing, without consent by the Company or any of its Significant Subsidiaries, a custodian, receiver, trustee or other officer with similar powers with respect to it or with respect to any substantial part of its property, or constituting an order for relief or approving a petition for relief or reorganization or any other petition in bankruptcy or for liquidation or to take advantage of any bankruptcy or insolvency law of any jurisdiction, or ordering the dissolution, winding-up or liquidation of the Company or any of its Significant Subsidiaries, or any such petition shall be filed against the Company or any of its Significant Subsidiaries and such petition shall not be dismissed within 60 days; or11.1.9.any event occurs with respect to the Company or any Subsidiary which under the laws of any jurisdiction is analogous to any of the events described in Section 11(g) or Section 11(h), provided that the applicable grace period, if any, which shall Â - xxxvi -apply shall be the one applicable to the relevant proceeding which most closely corresponds to the proceeding described in Section 11(g) or Section 11(h); or11.1.10.one or more final judgments or orders for the payment of money aggregating in excess of 2% of Consolidated Assets, including any such final order enforcing a binding arbitration decision, are rendered against one or more of the Company and its Significant Subsidiaries and which judgments are not, within 60 days after entry thereof, bonded, discharged or stayed pending appeal, or are not discharged within 60 days after the expiration of such stay; or11.1.11.if (i)Â any Plan shall fail to satisfy the minimum funding standards of ERISA or the Code for any plan year or part thereof or a waiver of such standards or extension of any amortization period is sought or granted under sectionÂ 412 of the Code, (ii) a notice of intent to terminateÂ any Plan shall have been or is reasonably expected to be filed with the PBGC or the PBGC shall have instituted proceedings under ERISA section 4042 to terminate or appoint a trustee to administer any Plan or the PBGC shall have notified the Company or any ERISA Affiliate that a Plan may become a subject of any such proceedings, (iii)Â there is any â€œamount of unfunded benefit liabilitiesâ€ (within the meaning of section 4001(a)(18) of ERISA) under one or more Plans, determined in accordance with Title IV of ERISA, (iv) the aggregate present value of accrued benefit liabilities under all funded Non-U.S. Plans exceeds the aggregate current value of the assets of such Non-U.S. Plans allocable to such liabilities, (v)Â the Company or any ERISA Affiliate shall have incurred or is reasonably expected to incur any liability pursuant to Title I or IV of ERISA or the penalty or excise tax provisions of the Code relating to employee benefit plans, (vi)Â the Company or any ERISA Affiliate withdraws from any Multiemployer Plan, (vii)Â the Company or any Subsidiary establishes or amends any employee welfare benefit plan that provides post-employment welfare benefits in a manner that would increase the liability of the Company or any Subsidiary thereunder, (viii) the Company or any Subsidiary fails to administer or maintain a Non-U.S. Plan in compliance with the requirements of any and all applicable laws, statutes, rules, regulations or court orders or any Non-U.S. Plan is involuntarily terminated or wound up, or (ix) the Company or any Subsidiary becomes subject to the imposition of a financial penalty (which for this purpose shall mean any tax, penalty or other liability, whether by way of indemnity or otherwise) with respect to one or more Non-U.S. Plans; and any such event or events described in clauses (i) through (ix) above, either individually or together with any other such event or events, could reasonably be expected to have a Material Adverse Effect. As used in this Section 11(k), the terms â€œemployee benefit planâ€ and â€œemployee welfare benefit planâ€ shall have the respective meanings assigned to such terms in section 3 of ERISA; (l) Â Â Â Â the Company or any Subsidiary shall fail to own, directly or indirectly, substantially all of the assets of Minnesota Power, a division of the Company; orÂ Â Â Â (m)Â Â Â Â any Subsidiary Guaranty shall cease to be in full force and effect, any Subsidiary Guarantor or any Person acting on behalf of any Subsidiary Guarantor shall contest in any manner the validity, binding nature or enforceability of any Subsidiary Guaranty, or the obligations of any Subsidiary Guarantor under any Subsidiary Guaranty Â - xxxvii -are not or cease to be legal, valid, binding and enforceable in accordance with the terms of such Subsidiary Guaranty.12.Remedies on Default, Etc.12.1.Acceleration. (a) If an Event of Default with respect to the Company described in SectionÂ 11(g), (h) or (i) (other than an Event of Default described in clause (i) of SectionÂ 11(g) or described in clause (vi) of SectionÂ 11(g) by virtue of the fact that such clause encompasses clause (i) of

SectionÂ 11(g)) has occurred, all the Notes then outstanding shall automatically become immediately due and payable.12.1.1.If any other Event of Default has occurred and is continuing, the Required Holders may at any time at its or their option, by notice or notices to the Company, declare all the Notes then outstanding to be immediately due and payable.12.1.2.If any Event of Default described in SectionÂ 11(a) or (b) has occurred and is continuing, any holder or holders of Notes at the time outstanding affected by such Event of Default may at any time, at its or their option, by notice or notices to the Company, declare all the Notes held by it or them to be immediately due and payable.Upon any Notes becoming due and payable under this SectionÂ 12.1, whether automatically or by declaration, such Notes will forthwith mature and the entire unpaid principal amount of such Notes, plus (x) all accrued and unpaid interest thereon (including interest accrued thereon at the applicable Default Rate) and (y) the Make-Whole Amount determined in respect of such principal amount, shall all be immediately due and payable, in each and every case without presentment, demand, protest or further notice, all of which are hereby waived. The Company acknowledges, and the parties hereto agree, that each holder of a Note has the right to maintain its investment in the Notes free from repayment by the Company (except as herein specifically provided for) and that the provision for payment of a Make-Whole Amount by the Company in the event that the Notes are prepaid or are accelerated as a result of an Event of Default, is intended to provide compensation for the deprivation of such right under such circumstances.12.2.Other Remedies. If any Default or Event of Default has occurred and is continuing, and irrespective of whether any Notes have become or have been declared immediately due and payable under Section 12.1, the holder of any Note at the time outstanding may proceed to protect and enforce the rights of such holder by an action at law, suit in equity or other appropriate proceeding, whether for the specific performance of any agreement contained herein or in any Note or Subsidiary Guaranty, or for an injunction against a violation of any of the terms hereof or thereof, or in aid of the exercise of any power granted hereby or thereby or by law or otherwise.12.3.Rescission. At any time after any Notes have been declared due and payable pursuant to Section 12.1(b) or (c), the Required Holders, by written notice to the Company, may rescind and annul any such declaration and its consequences if (a)Â the Company has paid all overdue interest on the Notes, all principal of and Make-Whole Amount, if any, on any Notes that are due and payable and are unpaid other than by reason of such declaration, and all interest on such overdue principal and Make-Whole Amount, if any, and (to the extent permitted by applicable law) any Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â - xxxviii -overdue interest in respect of the Notes, at the applicable Default Rate, (b)Â neither the Company nor any other Person shall have paid any amounts which have become due solely by reason of such declaration, (c)Â all Events of Default and Defaults, other than non-payment of amounts that have become due solely by reason of such declaration, have been cured or have been waived pursuant to SectionÂ 17, and (d)Â no judgment or decree has been entered for the payment of any monies due pursuant hereto or to the Notes. No rescission and annulment under this Section 12.3 will extend to or affect any subsequent Event of Default or Default or impair any right consequent thereon.12.4.No Waivers or Election of Remedies, Expenses, Etc. No course of dealing and no delay on the part of any holder of any Note in exercising any right, power or remedy shall operate as a waiver thereof or otherwise prejudice such holderâ€™s rights, powers or remedies. No right, power or remedy conferred by this Agreement, any Subsidiary Guaranty or any Note upon any holder thereof shall be exclusive of any other right, power or remedy referred to herein or therein or now or hereafter available at law, in equity, by statute or otherwise. Without limiting the obligations of the Company under Section 15, the Company will pay to the holder of each Note on demand such further amount as shall be sufficient to cover all costs and expenses of such holder incurred in any enforcement or collection under this Section 12, including reasonable attorneysâ€™ fees, expenses and disbursements.13.Registration; Exchange; Substitution of Notes.13.1.Registration of Notes. The Company shall keep at the principal office of U.S. Bank in St. Paul, Minnesota a register for the registration and registration of transfers of Notes. The name and address of each holder of one or more Notes, each transfer thereof and the name and address of each transferee of one or more Notes shall be registered in such register. If any holder of one or more Notes is a nominee, then (a) the name and address of the beneficial owner of such Note or Notes shall also be registered in such register as an owner and holder thereof and (b) at any such beneficial ownerâ€™s option, either such beneficial owner or its nominee may execute any amendment, waiver or consent pursuant to this Agreement. Prior to due presentment for registration of transfer, the Person in whose name any Note shall be registered shall be deemed and treated as the owner and holder thereof for all purposes hereof, and U.S. Bank shall not be affected by any notice or knowledge to the contrary. The Company shall give to any holder of a Note that is an Institutional Investor promptly upon request therefor, a complete and correct copy of the names and addresses of all registered holders of Notes.13.2.Transfer and Exchange of Notes. Upon surrender of any Note to U.S. Bank at the address and to the attention of the designated officer (all as specified in Section 18(iv)), for registration of transfer or exchange (and in the case of a surrender for registration of transfer accompanied by a written instrument of transfer duly executed by the registered holder of such Note or such holderâ€™s attorney duly authorized in writing and accompanied by the relevant name, address and other information for notices of each transferee of such Note or part thereof), within 10 Business Days thereafter, the Company shall execute and deliver, at the Companyâ€™s expense (except as provided below), one or more new Notes of the same series (as requested by the holder thereof) in exchange therefor, in an aggregate principal amount equal to the unpaid principal amount of the surrendered Note. Each such new Note shall be payable to such Person as such holder may request and shall be substantially in the form of Exhibit 1(a), in the case of a 2029 Note, and (ii) Exhibit 1(b), in the case of a 2034 Note. Each such new Note shall be dated and bear interest from the date Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â - xxxix -to which interest shall have been paid on the surrendered Note or dated the date of the surrendered Note if no interest shall have been paid thereon. U.S. Bank may require payment of a sum sufficient to cover any stamp tax or governmental charge imposed in respect of any such transfer of Notes. Notes shall not be transferred in denominations of less than $100,000, provided that if necessary to enable the registration of transfer by a holder of its entire holding of Notes of a series, one Note of such series may be in a denomination of less than $100,000. Any transferee, by its acceptance of a Note registered in its name (or the name of its nominee), shall be deemed to have made the representation set forth in Section 6.2. 13.3.Replacement of Notes. Upon receipt by U.S. Bank at the address and to the attention of the designated officer (all as specified in Section 18(iv)) of evidence reasonably satisfactory to it of the ownership of and the loss, theft, destruction or mutilation of any Note (which evidence shall be, in the case of an Institutional Investor, notice from such Institutional Investor of such ownership and such loss, theft, destruction or mutilation), and(1)in the case of loss, theft or destruction, of indemnity reasonably satisfactory to the Company (provided that if the holder of such Note is, or is a nominee for, an original Purchaser or another holder of a Note with a minimum net worth of at least $100,000,000 or a Qualified Institutional Buyer, such Personâ€™s own unsecured agreement of indemnity shall be deemed to be satisfactory), or(2)in the case of mutilation, upon surrender and cancellation thereof, within 10 Business Days thereafter, the Company at its own expense, shall execute and deliver, in lieu thereof, a new Note of the same series, dated and bearing interest from the date to which interest shall have been paid on such lost, stolen, destroyed or mutilated Note or dated the date of such lost, stolen, destroyed or mutilated Note if no interest shall have been paid thereon..14.Payments on Notes.14.1.Place of Payment. Subject to Section 14.2, payments of principal, Make-Whole Amount, if any, and interest becoming due and payable on the Notes shall be made in New York, New York at the principal office of U.S. Bank in such jurisdiction. The Company may at any time, by notice to each holder of a Note, change the place of payment of the Notes so long as such place of payment shall be either the principal office of the Company in such jurisdiction or the principal office of a bank or trust company in such jurisdiction.14.2.Payment by Wire Transfer. So long as any Purchaser or its nominee shall be the holder of any Note, and notwithstanding anything contained in SectionÂ 14.1 or in such Note to the contrary, the Company will pay all sums becoming due on such Note for principal, Make-Whole Amount, if any, interest and all other amounts becoming due hereunder by the method and at the address specified for such purpose below such Purchaserâ€™s name in Schedule A, or by such other method or at such other address as such Purchaser shall have from time to time specified to the Company in writing for such purpose, without the presentation or surrender of such Note or the making of any notation thereon, except that upon written request of the Company made concurrently with or reasonably promptly after payment or prepayment in full of any Note, such Purchaser shall surrender such Note for cancellation, reasonably promptly after any such request, to the Company at Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â - xl -its principal executive office or at the place of payment most recently designated by the Company pursuant to Section 14.1. Prior to any sale or other disposition of any Note held by a Purchaser or its nominee, such Purchaser will, at its election, either endorse thereon the amount of principal paid thereon and the last date to which interest has been paid thereon or surrender such Note to the Company in exchange for a new Note or Notes of the same series pursuant to Section 13.2. The Company will afford the benefits of this Section 14.2 to any Institutional Investor that is the direct or indirect transferee of any Note purchased by a Purchaser under this Agreement and that has made the same agreement relating to such Note as the Purchasers have made in this Section 14.2.14.3.FATCA Information. By acceptance of any Note, the holder of such Note agrees that such holder will with reasonable promptness duly complete and deliver to the Company, or to such other Person as may be reasonably requested by the Company, from time to time (a) in the case of any such holder that is a United States Person, such holderâ€™s United States tax identification number or other forms reasonably requested by the Company necessary to establish such holderâ€™s status as a United States Person under FATCA and as may otherwise be necessary for the Company to comply with its obligations under FATCA and (b) in the case of any such holder that is not a United States Person, such documentation prescribed by applicable law (including as prescribed by section 1471(b)(3)(C)(i) of the Code) and such additional documentation as may be necessary for the Company to comply with its obligations under FATCA and to determine that such holder has complied with such holderâ€™s obligations under FATCA or to determine the amount (if any) to deduct and withhold from any such payment made to such holder. Nothing in this Section 14.3 shall require any holder to provide information that is confidential or proprietary to such holder unless the Company is required to obtain such information under FATCA and, in such event, the Company shall treat any such information it receives as confidential.15.Expenses, Etc.15.1.Transaction Expenses. Whether or not the transactions contemplated hereby are consummated, the Company will pay all costs and expenses (including reasonable attorneysâ€™ fees of a special counsel and, if reasonably required by the Required Holders, local or other counsel) incurred by the Purchasers and each other holder of a Note in connection with such transactions and in connection with any amendments, waivers or consents under or in respect of this Agreement, any Subsidiary Guaranty or the Notes (whether or not such amendment, waiver or consent becomes effective), including: (a) the costs and expenses incurred in enforcing or defending (or determining whether or how to enforce or defend) any rights under this Agreement, any Subsidiary Guaranty or the Notes or in responding to any subpoena or other legal process or informal investigative demand issued in connection with this Agreement, any Subsidiary Guaranty or the Notes, or by reason of being a holder of any Note, (b) the costs and expenses, including financial advisorsâ€™ fees, incurred in connection with the insolvency or bankruptcy of the Company or any Subsidiary or in connection with any work-out or restructuring of the transactions contemplated hereby and by the Notes and any Subsidiary Guaranty and (c) the costs and expenses incurred in connection with the initial filing of this Agreement and all related documents and financial information with the SVO provided, that such costs and expenses under this clauseÂ (c) shall not exceed $3,500 per series of Notes. If required by the NAIC, the Company shall obtain and maintain at its own cost and expense a Legal Entity Identifier (LEI).Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â - xli -The Company will pay, and will save each Purchaser and each other holder of a Note harmless from, (i) all claims in respect of any fees, costs or expenses, if any, of brokers and finders (other than those, if any, retained by a Purchaser or other holder in connection with its purchase of the Notes), (ii) any and all wire transfer fees that any bank or other financial institution deducts from any payment under such Note to such holder or otherwise charges to a holder of a Note with respect to a payment under such Note and (iii) any judgment, liability, claim, order, decree, fine, penalty, cost, fee, expense (including reasonable attorneysâ€™ fees and expenses) or obligation resulting from the consummation of the transactions contemplated hereby, including the use of the proceeds of the Notes by the Company.15.2.Certain Taxes. The Company agrees to pay all stamp, documentary or similar taxes or fees which may be payable in respect of the execution and delivery or the enforcement of this Agreement or any Subsidiary Guaranty or the execution and delivery (but not the transfer) or the enforcement of any of the Notes in the United States or any other jurisdiction where the Company or any Subsidiary Guarantor has assets or of any amendment of, or waiver or consent under or with respect to, this Agreement or any Subsidiary Guaranty or of any of the Notes, and to pay any value added tax due and payable in respect of reimbursement of costs and expenses by the Company pursuant to this Section 15, and will save each holder of a Note to the extent permitted by applicable law harmless against any loss or liability resulting from nonpayment or delay in payment of any such tax or fee required to be paid by the Company hereunder.Section 15.3Â Â Â Â Survival. The obligations of the Company under this Section 15 will survive the payment or transfer of any Note, the enforcement, amendment or waiver of any provision of this Agreement, any Subsidiary Guaranty or the Notes, and the termination of this Agreement.16.Survival of Representations and Warranties; Entire Agreement.All representations and warranties contained herein shall survive the execution and delivery of this Agreement and the Notes, the purchase or transfer by any Purchaser of any Note or portion thereof or interest therein and the payment of any Note, and may be relied upon by any subsequent holder of a Note, regardless of any investigation made at any time by or on behalf of such Purchaser or any other holder of a Note. All statements contained in any certificate or other instrument delivered by or on behalf of the Company pursuant to this Agreement shall be deemed representations and warranties of the Company under this Agreement. Subject to the preceding sentence, this Agreement, the Notes and any Subsidiary Guarantees embody the entire agreement and understanding between each Purchaser and the Company and supersede all prior agreements and understandings relating to the subject matter hereof.17.Amendment and Waiver. 17.1.Requirements. This Agreement and the Notes may be amended, and the observance of any term hereof or of the Notes may be waived (either retroactively or prospectively), only with the written consent of the Company and the Required Holders, except that:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â - xlii -(a) no amendment or waiver of any of Sections 1, 2, 3, 4, 5, 6 or 21 hereof, or any defined term (as it is used therein), will be effective as to any Purchaser unless consented to by such Purchaser in writing; and(b) no amendment or waiver may, without the written consent of each Purchaser and the holder of each Note at the time outstanding, (i) subject to Section 12 relating to acceleration or rescission, change the amount or time of any prepayment or payment of principal of, or reduce the rate or change the time of payment or method of computation of (x) interest on the Notes or (y) the Make-Whole Amount, (ii) change the percentage of the principal amount of the Notes the holders of which are required to consent to any amendment or waiver or the principal amount of the Notes that the Purchasers are to purchase pursuant to Section 2 upon the satisfaction of the conditions to Closing that appear in Section 4, or (iii) amend any of Sections 8 (except as set forth in the second sentence of Section 8.2), 11(a), 11(b), 12, 17 or 20.17.2.Solicitation of Holders of Notes.17.2.1.Solicitation. The Company will provide each Purchaser and each holder of a Note with sufficient information, sufficiently far in advance of the date a decision is required, to enable such Purchaser and such holder to make an informed and considered decision with respect to any proposed amendment, waiver or consent in respect of any of the provisions hereof or of the Notes or any Subsidiary Guaranty. The Company will deliver executed or true and correct copies of each amendment, waiver or consent effected pursuant to this Section 17 or any Subsidiary Guaranty to each Purchaser and each holder of a Note promptly following the date on which it is executed and delivered by, or receives the consent or approval of, the requisite Purchasers or holders of Notes.17.2.2.Offer of Payment. The Company will not offer to pay any remuneration, whether by way of supplemental or additional interest, fee or otherwise, or grant any security or provide other credit support, to any Purchaser or holder of a Note as consideration for or as an inducement to the entering into by such Purchaser or holder of any waiver or amendment of any of the terms and provisions hereof or of any Subsidiary Guaranty or any Note unless such remuneration is concurrently offered or security is concurrently granted or other credit support concurrently provided, on the same terms, ratably to each Purchaser and each holder of a Note then outstanding.17.2.3.Consent in Contemplation of Transfer. Any consent given pursuant to this Section 17 or any Subsidiary Guaranty by a holder of a Note that has transferred or has agreed to transfer its Note to (i) the Company, (ii) any Subsidiary or any other Affiliate or (iii) any other Person in connection with, or in anticipation of, such other Person acquiring, making a tender offer for or merging with the Company and/or any of its Affiliates, in each case in connection with such consent, shall be void and of no force or effect except solely as to such holder, and any amendments effected or waivers granted or to be effected or granted that would not have been or would not be so effected or granted but for such consent (and the consents of all other holders of Notes that were acquired under the same or similar conditions) shall be void and of no force or effect except solely as to such holder.Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â - xliii -17.3.Binding Effect, Etc. Any amendment or waiver consented to as provided in this Section 17 or any Subsidiary Guaranty applies equally to all Purchasers and holders of Notes and is binding upon them and upon each future holder of any Note and upon the Company without regard to whether such Note has been marked to indicate such amendment or waiver. No such amendment or waiver will extend to or affect any obligation, covenant, agreement, Default or Event of Default not expressly amended or waived or impair any right consequent thereon. No course of dealing between the Company and any Purchaser or holder of a Note and no delay in exercising any rights hereunder or under any Note or Subsidiary Guaranty shall operate as a waiver of any rights of any Purchaser or holder of such Note. 17.4.Notes Held by Company, Etc. Solely for the purpose of determining whether the holders of the requisite percentage of the aggregate principal amount of Notes then outstanding approved or consented to any amendment, waiver or consent to be given under this Agreement, any Subsidiary Guaranty or the Notes, or have directed the taking of any action provided herein or in any Subsidiary Guaranty or in the Notes to be taken upon the direction of the holders of a specified percentage of the aggregate principal amount of

Notes then outstanding, Notes directly or indirectly owned by the Company or any of its Affiliates shall be deemed not to be outstanding.18.Notices.Â Â Â Â Except to the extent otherwise provided in Section 7.4, all notices and communications provided for hereunder shall be in writing and sent (a) by telecopy if the sender on the same day sends a confirming copy of such notice by an internationally recognized overnight delivery service (charges prepaid), or (b) by registered or certified mail with return receipt requested (postage prepaid), (c) by an internationally recognized overnight delivery service (with charges prepaid) or (d) by electronic communication (including e-mail) to those Purchasers who include an e-mail address in Schedule A specifically for such purpose. Any such notice must be sent:Â Â Â Â Â Â Â Â (1)if to any Purchaser or its nominee, to such Purchaser or nominee at the address or e-mail address specified for such communications in Schedule A, or at such other address as such Purchaser or nominee shall have specified to U.S. Bank in writing,(2)if to any other holder of any Note, to such holder at such address or e-mail address as such other holder shall have specified to U.S. Bank in writing,(3)if to the Company, to the Company at its address set forth at the beginning hereof to the attention of its General Counsel or to Treasury@allete.com, or at such other address or e-mail address as the Company shall have specified to the holder of each Note in writing, or(4)if to U.S. Bank, to U.S. Bank at its address set forth below, or at such other address as U.S. Bank shall have specified to the holder of each Note in writing:Â - xliv -U.S. Bank West Side Flats St. Paul111 Filmore AvenueSt. Paul, Minnesota 55107Attn: Benjamin Krueger â€“ Vice PresidentNotices under this Section 18 will be deemed given only when actually received.19.Reproduction of Documents.This Agreement and all documents relating thereto, including (a) consents, waivers and modifications that may hereafter be executed, (b) documents received by any Purchaser at the Closing (except the Notes themselves), and (c) financial statements, certificates and other information previously or hereafter furnished to any Purchaser, may be reproduced by such Purchaser by any photographic, photostatic, electronic, digital, or other similar process and such Purchaser may destroy any original document so reproduced. The Company agrees and stipulates that, to the extent permitted by applicable law, any such reproduction shall be admissible in evidence as the original itself in any judicial or administrative proceeding (whether or not the original is in existence and whether or not such reproduction was made by such Purchaser in the regular course of business) and any enlargement, facsimile or further reproduction of such reproduction shall likewise be admissible in evidence. This Section 19 shall not prohibit the Company or any other holder of Notes from contesting any such reproduction to the same extent that it could contest the original, or from introducing evidence to demonstrate the inaccuracy of any such reproduction.20.Confidential Information.For the purposes of this Section 20, â€œConfidential Informationâ€ means information delivered to any Purchaser of any holder of Notes by or on behalf of the Company or any Subsidiary in connection with the transactions contemplated by or otherwise pursuant to this Agreement that is proprietary in nature and that was clearly marked or labeled or otherwise adequately identified when received by such Purchaser or any holder of Notes as being confidential information of the Company or such Subsidiary, provided that such term does not include information that (a) was publicly known or otherwise known to such Purchaser or such holder of Notes prior to the time of such disclosure, (b) subsequently becomes publicly known through no act or omission by such Purchaser or such holder of Notes or any Person acting on such Purchaserâ€™s or such holderâ€™s behalf, (c) otherwise becomes known to such Purchaser or such holder of Notes other than through disclosure by the Company or any Subsidiary or (d) constitutes financial statements delivered to such Purchaser or such holder of Notes under Section 7.1 that are otherwise publicly available. Each Purchaser and each holder of Notes will maintain the confidentiality of such Confidential Information in accordance with procedures adopted by such Purchaser or such holder of Notes in good faith to protect confidential information of third parties delivered to such Purchaser or such holder of Notes, provided that such Purchaser or such holder of Notes may deliver or disclose Confidential Information to (i)Â its directors, officers, employees, agents, attorneys, trustees and affiliates (to the extent such Â - xlv -disclosure reasonably relates to the administration of the investment represented by its Notes), (ii) its auditors, financial advisors and other professional advisors who agree to hold confidential the Confidential Information substantially in accordance with this Section 20, (iii) any other holder of any Note, (iv) any Institutional Investor to which it sells or offers to sell such Note or any part thereof or any participation therein (if such Person has agreed in writing prior to its receipt of such Confidential Information to be bound by this Section 20), (v) any Person from which it offers to purchase any security of the Company (if such Person has agreed in writing prior to its receipt of such Confidential Information to be bound by this Section 20), (vi) any federal or state regulatory authority having jurisdiction over such Purchaser or such holder of Notes, (vii) the NAIC or the SVO or, in each case, any similar organization, or any nationally recognized rating agency that requires access to information about such Purchaserâ€™s or such holderâ€™s investment portfolio, or (viii) any other Person to which such delivery or disclosure may be necessary or appropriate (w) to effect compliance with any law, rule, regulation or order applicable to such Purchaser or such holder of Notes, (x) in response to any subpoena or other legal process, (y) in connection with any litigation to which such Purchaser or such holder of Notes is a party or (z) if an Event of Default has occurred and is continuing, to the extent such Purchaser or such holder of Notes may reasonably determine such delivery and disclosure to be necessary or appropriate in the enforcement or for the protection of the rights and remedies under such Purchaserâ€™s or such holderâ€™s Notes, this Agreement or any Subsidiary Guaranty. Each holder of a Note, by its acceptance of a Note, will be deemed to have agreed to be bound by and to be entitled to the benefits of this Section 20 as though it were a party to this Agreement. On reasonable request by the Company in connection with the delivery to any holder of a Note of information required to be delivered to such holder under this Agreement or requested by such holder (other than a holder that is a party to this Agreement or its nominee), such holder will enter into an agreement with the Company embodying this Section 20.In the event that as a condition to receiving access to information relating to the Company or its Subsidiaries in connection with the transactions contemplated by or otherwise pursuant to this Agreement, any Purchaser or holder of a Note is required to agree to a confidentiality undertaking (whether through IntraLinks, another secure website, a secure virtual workspace or otherwise) which is different from this Section 20, this Section 20 shall not be amended thereby and, as between such Purchaser or such holder and the Company, this Section 20 shall supersede any such other confidentiality undertaking.21.Substitution of Purchaser.Each Purchaser shall have the right to substitute any one of its Affiliates or another Purchaser or any one of such other Purchaserâ€™s Affiliates (a â€œSubstitute Purchaserâ€) as the purchaser of the Notes that it has agreed to purchase hereunder, by written notice to the Company, which notice shall be signed by both such Purchaser and such Substitute Purchaser, shall contain such Substitute Purchaserâ€™s agreement to be bound by this Agreement and shall contain a confirmation by such Substitute Purchaser of the accuracy with respect to it of the representations set forth in Section 6. Upon receipt of such notice, any reference to such Purchaser in this Agreement (other than in this Section 21), shall be deemed to refer to such Substitute Purchaser in lieu of such original Purchaser. In the event that such Substitute Â - xlvi -Purchaser is so substituted as a Purchaser hereunder and such Substitute Purchaser thereafter transfers to such original Purchaser all of the Notes then held by such Substitute Purchaser, upon receipt by the Company of notice of such transfer, any reference to such Substitute Purchaser as a â€œPurchaserâ€ in this Agreement (other than in this Section 21), shall no longer be deemed to refer to such Substitute Purchaser, but shall refer to such original Purchaser, and such original Purchaser shall again have all the rights of an original holder of the Notes under this Agreement.22.Miscellaneous.22.1.Successors and Assigns. All covenants and other agreements contained in this Agreement by or on behalf of any of the parties hereto bind and inure to the benefit of their respective successors and assigns (including any subsequent holder of a Note) whether so expressed or not, except that, subject to Section 10.2, the Company may not assign or otherwise transfer any of its rights or obligations hereunder or under the Notes without the prior written consent of each holder. Nothing in this Agreement, expressed or implied, shall be construed to confer upon any Person (other than the parties hereto and their respective successors and assigns permitted hereby) any legal or equitable right, remedy or claim under or by reason of this Agreement.22.2.Accounting Terms. All accounting terms used herein which are not expressly defined in this Agreement have the meanings respectively given to them in accordance with GAAP. Except as otherwise specifically provided herein, (i)Â all computations made pursuant to this Agreement shall be made in accordance with GAAP, and (ii)Â all financial statements shall be prepared in accordance with GAAP. For purposes of determining compliance with this Agreement (including Section 9, Section 10 and the definition of â€œIndebtednessâ€), any election by the Company to measure any financial liability using fair value (as permitted by Financial Accounting Standards Board Accounting Standards Codification Topic No. 825-10-25 â€“ Fair Value Option, International Accounting Standard 39 â€“ Financial Instruments: Recognition and Measurement or any similar accounting standard) shall be disregarded and such determination shall be made as if such election had not been made.22.3.Severability. Any provision of this Agreement that is prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions hereof, and any such prohibition or unenforceability in any jurisdiction shall (to the full extent permitted by law) not invalidate or render unenforceable such provision in any other jurisdiction.22.4.Construction, Etc. Each covenant contained herein shall be construed (absent express provision to the contrary) as being independent of each other covenant contained herein, so that compliance with any one covenant shall not (absent such an express contrary provision) be deemed to excuse compliance with any other covenant. Where any provision herein refers to action to be taken by any Person, or which such Person is prohibited from taking, such provision shall be applicable whether such action is taken directly or indirectly by such Person.Â Â Â Â Defined terms herein shall apply equally to the singular and plural forms of the terms defined. Whenever the context may require, any pronoun shall include the corresponding masculine, feminine and neuter forms. The words â€œinclude,â€ â€œincludesâ€ and â€œincludingâ€ shall be deemed to be followed by the phrase â€œwithout limitation.â€ The word â€œwillâ€ shall be construed to Â - xlvii -have the same meaning and effect as the word â€œshall.â€ Unless the context requires otherwise (a)Â any definition of or reference to any agreement, instrument or other document herein shall be construed as referring to such agreement, instrument or other document as from time to time amended, supplemented or otherwise modified (subject to any restrictions on such amendments, supplements or modifications set forth herein) and, for purposes of the Notes, shall also include any such notes issued in substitution therefor pursuant to Section 13, (b)Â subject to Section 22.1, any reference herein to any Person shall be construed to include such Personâ€™s successors and assigns, (c)Â the words â€œherein,â€ â€œhereofâ€ and â€œhereunder,â€ and words of similar import, shall be construed to refer to this Agreement in its entirety and not to any particular provision hereof, (d)Â all references herein to Sections, Schedules and Exhibits shall be construed to refer to Sections of, and Schedules and Exhibits to, this Agreement, and (e)Â any reference to any law or regulation herein shall, unless otherwise specified, refer to such law or regulation as amended, modified or supplemented from time to time.Â Â Â Â 22.5.Counterparts; Electronic Contracting. This Agreement may be executed in any number of counterparts, each of which shall be an original but all of which together shall constitute one instrument. Each counterpart may consist of a number of copies hereof, each signed by less than all, but together signed by all, of the parties hereto. Each counterpart may consist of a number of copies hereof, each signed by less than all, but together signed by all, of the parties hereto. The parties agree to electronic contracting and signatures with respect to this Agreement and the other related documents (other than the Notes).Â Delivery of an electronic signature to, or a signed copy of, thisÂ Agreement and such other related documents (other than the Notes) by facsimile, email or other electronic transmission shall be fully binding on the parties to the same extent as the delivery of the signed originalsÂ and shall be admissible into evidence for all purposes.22.6.Governing Law. This Agreement shall be construed and enforced in accordance with, and the rights of the parties shall be governed by, the law of the State of New York excluding choice-of-law principles of the law of such State that would permit the application of the laws of a jurisdiction other than such State.22.7.Jurisdiction and Process; Waiver of Jury Trial. (a)Â The Company irrevocably submits to the non-exclusive jurisdiction of any New York State or federal court sitting in the Borough of Manhattan, The City of New York, over any suit, action or proceeding arising out of or relating to this Agreement or the Notes. To the fullest extent permitted by applicable law, the Company irrevocably waives and agrees not to assert, by way of motion, as a defense or otherwise, any claim that it is not subject to the jurisdiction of any such court, any objection that it may now or hereafter have to the laying of the venue of any such suit, action or proceeding brought in any such court and any claim that any such suit, action or proceeding brought in any such court has been brought in an inconvenient forum.Â Â Â Â (b)Â Â Â Â The Company agrees, to the fullest extent permitted by applicable law, that a final judgment in any suit, action or proceeding of the nature referred to in Section 22.7(a) brought in any such court shall be conclusive and binding upon it subject to rights of appeal, as the case may be, and may be enforced in the courts of the United States of America or the State of New York (or any other courts to the jurisdiction of which it or any of its assets is or may be subject) by a suit upon such judgment.Â - xlviii -Â Â Â Â (c)Â Â Â Â The Company consents to process being served by or on behalf of any holder of Notes in any suit, action or proceeding of the nature referred to in SectionÂ 22.7(a) by mailing a copy thereof by registered, certified, priority or express mail (or any substantially similar form of mail), postage prepaid, return receipt or delivery confirmation requested, to it at its address specified in SectionÂ 18 or at such other address of which such holder shall then have been notified pursuant to said Section. The Company agrees that such service upon receipt (i)Â shall be deemed in every respect effective service of process upon it in any such suit, action or proceeding and (ii)Â shall, to the fullest extent permitted by applicable law, be taken and held to be valid personal service upon and personal delivery to it. Notices hereunder shall be conclusively presumed received as evidenced by a delivery receipt furnished by the United States Postal Service or any reputable commercial delivery service.Â Â Â Â (d)Â Â Â Â Nothing in this SectionÂ 22.7 shall affect the right of any holder of a Note to serve process in any manner permitted by law, or limit any right that the holders of any of the Notes may have to bring proceedings against the Company in the courts of any appropriate jurisdiction or to enforce in any lawful manner a judgment obtained in one jurisdiction in any other jurisdiction.Â Â Â Â (e)Â Â Â Â The parties hereto hereby waive trial by jury in any action brought on or with respect to this Agreement, the Notes or any other document executed in connection herewith or therewith.* * * * *Â - xlix -If you are in agreement with the foregoing, please sign the form of agreement on a counterpart of this Agreement and return it to the Company, whereupon this Agreement shall become a binding agreement between you and the Company.Very truly yours,ALLETE, INC.By:Â Â Â Â Â Name: Patrick L. CutshallTitle: Vice President and Corporate TreasurerÂ - l -This Agreement is hereby accepted and agreed to as of the date hereof.CoBank, ACBBy:Â Â Â Â Â Â Â Â Â Â Name: Title:Â - li - This Agreement is hereby accepted and agreed to as of the date hereof.State of Wisconsin Investment BoardBy:Â Â Â Â Â Â Â Â Â Â Name: Title: Â - lii -This Agreement is hereby accepted and agreed to as of the date hereof.The Guardian Life Insurance Company of AmericaBy: Park Avenue Institutional Advisers LLC, its Investment ManagerBy:Â Â Â Â Â Â Â Â Name: Amy CarrollTitle: Authorized SignatoryÂ - liii -This Agreement is hereby accepted and agreed to as of the date hereof.Ensign Peak Advisors, Inc.Clifton Park Capital Management, LLCBy:Â Â Â Â Â Â Â Â Â Name: Matthew D. DallTitle: Head of Credit ResearchÂ - liv -This Agreement is hereby accepted and agreed to as of the date hereof.Continental Casualty CompanyBy:Â Â Â Â Â Â Â Â Â Name: Title: Â - lv -This Agreement is hereby accepted and agreed to as of the date hereof.American Family Life Insurance CompanyBy: American Family Investments, Inc., Its Investment ManagerBy:Â Â Â Â Â Â Â Â Name: David L. VogeTitle: Director Private MarketsÂ - lvi -This Agreement is hereby accepted and agreed to as of the date hereof.Southern Farm Bureau Life Insurance CompanyBy:Â Â Â Â Â Â Â Â Â Â Name: Bradley BlakneyTitle: Senior Portfolio ManagerÂ - lvii -Information Related to PurchasersName and Address of PurchaserSeries of Notes to be PurchasedPrincipal Amount of Notes to be PurchasedCoBank, ACB6340 S. Fiddlers Green CircleGreenwood Village, Colorado 801115.94%$60,000,000{00528853.DOC; 9}Â Â Â Â Â Â Â Â Name and Address of PurchaserSeries of Notes to be PurchasedPrincipal Amount of Notes to be PurchasedState of Wisconsin Investment Board4703 Madison Yards Way Suite 700Madison, WI 537055.94%$25,000,000Schedule A(to Note Purchase Agreement)-lix-Name and Address of PurchaserSeries of Notes to be PurchasedPrincipal Amount of Notes to be PurchasedThe Guardian Life Insurance Company of America6.18%$22,000,000Schedule A(to Note Purchase Agreement)-lx-Name and Address of PurchaserSeries of Notes to be PurchasedPrincipal Amount of Notes to be PurchasedThe Guardian Life Insurance Company of America6.18%$3,000,000Schedule A(to Note Purchase Agreement)-lxi-Name and Address of PurchaserSeries of Notes to be PurchasedPrincipal Amount of Notes to be PurchasedEnsign Peak Advisors, Inc.50 East North Temple StreetSalt Lake City, Utah 841505.94%$5,000,000$4,000,000$1,500,000Schedule A(to Note Purchase Agreement)-lxii-Name and Address of PurchaserSeries of Notes to be PurchasedPrincipal Amount of Notes to be PurchasedClifton Park Capital Management, LLC50 East North Temple StreetSalt Lake City, Utah 841505.94%$3,500,000$1,000,000Schedule A(to Note Purchase Agreement)-lxiii-Name and Address of PurchaserSeries of Notes to be PurchasedPrincipal Amount of Notes to be PurchasedContinental Casualty Company6.18%$13,000,000Schedule A(to Note Purchase Agreement)-lxiv-Name and Address of PurchaserSeries of Notes to be PurchasedPrincipal Amount of Notes to be PurchasedAmerican Family Life Insurance Company6000 American ParkwayMadison, Wisconsin 53783-00016.18%$6,000,000Schedule A(to Note Purchase Agreement)-lxv-Name and Address of PurchaserSeries of Notes to be PurchasedPrincipal Amount of Notes to be PurchasedAmerican Family Life Insurance Company6000 American ParkwayMadison, Wisconsin 53783-00016.18%$1,000,000Schedule A(to Note Purchase Agreement)-lxvi-Name and Address of PurchaserSeries of Notes to be PurchasedPrincipal Amount of Notes to be PurchasedAmerican Family Life Insurance Company6000 American ParkwayMadison, Wisconsin 53783-00016.18%$500,000Schedule

A(to Note Purchase Agreement)-lxvii-Name and Address of PurchaserSeries of Notes to be PurchasedPrincipal Amount of Notes to be PurchasedAmerican Family Life Insurance Company6000 American ParkwayMadison, Wisconsin 53783-00016.18%$500,000Schedule A(to Note Purchase Agreement)-lxviii-Name and Address of PurchaserSeries of Notes to be PurchasedPrincipal Amount of Notes to be PurchasedSouthern Farm Bureau Life Insurance Company6.18%$4,000,000Schedule A(to Note Purchase Agreement)-lxix-Schedule AÂ Â Â Â Schedule A(to Note Purchase Agreement)Defined TermsAs used herein, the following terms have the respective meanings set forth below or set forth in the Section hereof following such term:â€œ2029 Notesâ€ is defined in SectionÂ 1.â€œ2034 Notesâ€ is defined in SectionÂ 1.â€œAffiliateâ€ means, at any time, and with respect to any Person, any other Person that at such time directly or indirectly through one or more intermediaries Controls, or is Controlled by, or is under common Control with, such first Person, and, with respect to the Company, shall include any Person beneficially owning or holding, directly or indirectly, 10% or more of any class of voting or equity interests of the Company or any Subsidiary or any Person of which the Company and its Subsidiaries beneficially own or hold, in the aggregate, directly or indirectly, 10% or more of any class of voting or equity interests. Unless the context otherwise clearly requires, any reference to an â€œAffiliateâ€ is a reference to an Affiliate of the Company.â€œAgreementâ€ means this Note Purchase Agreement, including all Schedules and Exhibits attached to this Agreement.â€œAmended and Restated Credit Agreementâ€ means the Amended and Restated Credit Agreement, dated as of January 10, 2019 among the Company, the lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent.â€œAnti-Corruption Lawsâ€ means any law or regulation in a U.S. or any non-U.S. jurisdiction regarding bribery or any other corrupt activity, including the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act 2010.â€œAnti-Money Laundering Lawsâ€ means any law or regulation in a U.S. or any non-U.S. jurisdiction regarding money laundering, drug trafficking, terrorist-related activities or other money laundering predicate crimes, including the Currency and Foreign Transactions Reporting Act of 1970 (otherwise known as the Bank Secrecy Act) and the USA PATRIOT Act.â€œBlocked Personâ€ means (a) a Person whose name appears on the list of Specially Designated Nationals and Blocked Persons published by OFAC, (b) a Person, entity, organization, country or regime that is blocked or a target of sanctions that have been imposed under U.S. Economic Sanctions Laws or (c) a Person that is an agent, department or instrumentality of, or is otherwise beneficially owned by, controlled by or acting on behalf of, directly or indirectly, any Person, entity, organization, country or regime described in clause (a) or (b).â€œBusiness Dayâ€ means (a) for the purposes of Section 8.7 only, any day other than a Saturday, a Sunday or a day on which commercial banks in New York City are required or authorized to be closed, and (b) for the purposes of any other provision of this Agreement, any day other than a Saturday, a Sunday or a day on which commercial banks in New York, New York or Duluth, Minnesota are required or authorized to be closed.{00528853.DOC; 9}â€œCapital Lease Obligationsâ€ means with respect to any Person, obligations of such Person to pay rent or other amounts under any lease (or other arrangement conveying the right to use) real or personal property, or a combination thereof, which obligations are required to be classified and accounted for as capital leases on a balance sheet of such Person under GAAP, and the amount of such obligations shall be the capitalized amount thereof determined in accordance with GAAP, provided that no power purchase agreement shall constitute a Capital Lease Obligation.â€œChange in Controlâ€ is defined in Section 8.3(f).â€œClosingâ€ is defined in SectionÂ 3.â€œCoBank Equitiesâ€ means the Companyâ€™s cash patronage, stock and other equities in CoBank ACB acquired in connection with its patronage loan from CoBank ACB, it affiliates or its participants.â€œCoBank Letter of Credit Agreementâ€ means the Letter of Credit Agreement, dated as of June 11, 2020, among the Company, the lenders party thereto and CoBank, ACB, as administrative agent.â€œCodeâ€ means the Internal Revenue Code of 1986, and the rules and regulations promulgated thereunder from time to time.â€œCompanyâ€ is defined in the first paragraph of this Agreement.â€œConfidential Informationâ€ is defined in SectionÂ 20.â€œConsolidated Assetsâ€ means the total amount of assets shown on the consolidated balance sheet of the Company and its Subsidiaries, determined in accordance with GAAP and prepared as of the end of the fiscal quarter then most recently ended.â€œControlâ€ means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of voting securities, by contract or otherwise; and the terms â€œControlledâ€ and â€œControllingâ€ shall have meanings correlative to the foregoing.â€œControlled Entityâ€ means (a) any of the Subsidiaries of the Company and any of their or the Companyâ€™s respective Controlled Affiliates and (b) if the Company has a parent company, such parent company and its Controlled Affiliates.â€œCPPIBâ€ has the meaning assigned to it under the definition of Sponsor.â€œCredit Agreementsâ€ means (a) the Amended and Restated Credit Agreement, (b) the CoBank Letter of Credit Agreement, and (c) the Standby Letter of Credit Agreement, dated June 15, 2020, between the Company and Wells Fargo Bank, National Association, each as amended and supplemented.â€œDefaultâ€ means an event or condition the occurrence or existence of which would, with the lapse of time or the giving of notice or both, become an Event of Default.{00528853.DOC; 9}
Â - 2 -â€œDefault Rateâ€ means that rate of interest per annum that is the greater of (a)Â 2.00% above the rate of interest stated in clause (a) of the first paragraph of the Notes or (b)Â 2.00% over the rate of interest publicly announced by U.S. Bank in New York, New York as its â€œbaseâ€ or â€œprimeâ€ rate.â€œDisclosure Documentsâ€ is defined in SectionÂ 5.3.â€œDisqualified Stockâ€ means any Equity Interest that, by its terms (or by the terms of any security into which it is convertible or for which it is exchangeable at the option of the holder thereof), or upon the happening of any event, matures (excluding any maturity as a result of an optional redemption by the issuer thereof) or is mandatorily redeemable, pursuant to a sinking fund obligation or otherwise, or is redeemable at the unconditional sole option of the holder thereof (other than solely for Equity Interests that do not constitute Disqualified Stock), in whole or in part, on or prior to the date that is 180 days after the Maturity Date. â€œEDGARâ€ means the SECâ€™s Electronic Data Gathering, Analysis and Retrieval System or any successor SEC electronic filing system for such purposes.â€œEnvironmental Lawsâ€ means any and all federal, state, local, and foreign statutes, laws, regulations, ordinances, rules, judgments, orders, decrees, permits, concessions, grants, franchises, licenses, agreements or governmental restrictions relating to pollution and the protection of the environment or the release of any materials into the environment, including those related to Hazardous Materials.â€œEquity Interestâ€ means (a) shares of corporate stock, partnership interests, limited liability company membership interests, and any other interest that confers on a Person the right to receive a share of the profits and losses of, or distribution of assets of, the issuing Person, and (b) all warrants, options or other rights to acquire any Equity Interest set forth in the foregoing clause (a).â€œERISAâ€ means the Employee Retirement Income Security Act of 1974, and the rules and regulations promulgated thereunder from time to time in effect. â€œERISA Affiliateâ€ means any trade or business (whether or not incorporated) that is treated as a single employer together with the Company under sectionÂ 414 of the Code.â€œEvent of Defaultâ€ is defined in SectionÂ 11. â€œExchange Actâ€ means the Securities Exchange Act of 1934, as amended from time to time, and the rules and regulations promulgated thereunder from time to time in effect. â€œFATCAâ€ means (a) sections 1471 through 1474 of the Code, as of the date of this Agreement (or any amended or successor version that is substantively comparable and not materially more onerous to comply with), together with any current or future regulations or official interpretations thereof, (b) any treaty, law or regulation of any other jurisdiction, or relating to an intergovernmental agreement between the United States of America and any other jurisdiction, which (in either case) facilitates the implementation of the foregoing clause (a), and (c) any agreements entered into pursuant to section 1471(b)(1) of the Code.â€œFitchâ€ means Fitch Ratings Inc., or any successor thereto.{00528853.DOC; 9}Â - 3 -â€œForm 10-Kâ€ is defined in SectionÂ 7.1(b).â€œForm 10-Qâ€ is defined in SectionÂ 7.1(a).â€œGAAPâ€ means (a) generally accepted accounting principles as in effect from time to time in the United States of America and (b) for purposes of Section 9.6, with respect to any Subsidiary, generally accepted accounting principles (including International Financial Reporting Standards, as applicable) as in effect from time to time in the jurisdiction of organization of such Subsidiary.â€œGIPâ€ has the meaning assigned to it under the definition of Sponsor.â€œGovernmental Authorityâ€ means(a)Â Â Â Â the government of(i)Â Â Â Â the United States of America or any state or other political subdivision thereof, or(ii)Â Â Â Â any other jurisdiction in which the Company or any Subsidiary conducts all or any part of its business, or which asserts jurisdiction over any properties of the Company or any Subsidiary, or(b)Â Â Â Â any entity exercising executive, legislative, judicial, regulatory or administrative functions of, or pertaining to, any such government.â€œGovernmental Officialâ€ means any governmental official or employee, employee of any government-owned or government-controlled entity, political party, any official of a political party, candidate for political office, official of any public international organization or anyone else acting in an official capacity.â€œGuaranteeâ€ of or by any Person (the â€œguarantorâ€) means any obligation, contingent or otherwise, of the guarantor guaranteeing or having the economic effect of guaranteeing any Indebtedness or other obligation of any other Person (the â€œprimary obligorâ€) in any manner, whether directly or indirectly, and including any obligation of the guarantor, direct or indirect, (a) to purchase or pay (or advance or supply funds for the purchase or payment of) such Indebtedness or other obligation or to purchase (or to advance or supply funds for the purchase of) any security for the payment thereof, (b) to purchase or lease property, securities or services for the purpose of assuring the owner of such Indebtedness or other obligation of the payment thereof, (c) to maintain working capital, equity capital or any other financial statement condition or liquidity of the primary obligor as to enable the primary obligor to pay such Indebtedness or other obligation or (d) as an account party in respect of any letter of credit or letter of guaranty issued to support such Indebtedness or obligation, provided that the term â€œGuaranteeâ€ shall not include endorsements for collection or deposit in the ordinary course of business. The term â€œGuaranteedâ€ has a meaning correlative thereto. The amount of any Guarantee of a Person shall be deemed to be an amount equal to the stated or determinable amount of the primary obligation in respect of which such Guarantee is made (or, if less, the maximum amount of such primary obligation for which such Person may be liable pursuant to the terms of the instrument evidencing such Guarantee) or, if not stated or determinable, the maximum reasonably {00528853.DOC; 9}
Â - 4 -anticipated liability in respect thereof as determined by such Person in good faith, provided that, notwithstanding anything in this definition to the contrary, the amount of any Guarantee of a Person in respect of any Permitted Hedge Agreement by any other Person with a counterparty shall be deemed to be the maximum reasonably anticipated liability of such other Person, as determined in good faith by such Person, net of any obligation or liability of such counterparty in respect of any Permitted Hedge Agreement with such Person, provided further that the obligations of such other Person under such Permitted Hedge Agreement with such counterparty shall be terminable at the election of such other Person in the event of a default by such counterparty in its obligations to such other Person.â€œHazardous Materialsâ€ means any and all pollutants, toxic or hazardous wastes or other substances that might pose a hazard to health and safety, the removal of which may be required or the generation, manufacture, refining, production, processing, storage, handling, transportation, transfer, use, disposal, release, discharge, spillage, seepage or filtration of which is or shall be restricted, prohibited or penalized by any applicable law, including asbestos, urea formaldehyde foam insulation, polychlorinated biphenyls, petroleum, petroleum products, lead based paint, radon gas or similar restricted, prohibited or penalized substances.â€œHedge Agreementâ€ means any interest rate protection agreement, foreign currency exchange agreement, commodity price protection agreement or other interest rate, currency exchange rate or commodity price hedge, future, forward, swap, option, cap, floor, collar or similar agreement or arrangement (including both physical and financial settlement transactions).â€œholderâ€ means, with respect to any Note, the Person in whose name such Notes is registered in the register maintained by U.S. Bank on behalf of the Company pursuant to Section 13.1, except as otherwise defined in Section 8.3(b) for purposes of Section 8.3 only, and provided, however, that if such Person is a nominee, then for the purposes of Sections 7, 12, 17.2 and 18 and any related definitions in this Schedule B, â€œholderâ€ shall mean the beneficial owner of such Note whose name and address appears in such register.â€œIndebtednessâ€ means as to any Person, at a particular time, all items which constitute, without duplication, (a) indebtedness for borrowed money or the deferred purchase price of property (excluding trade payables incurred in the ordinary course of business and excluding any such obligations payable solely through the Companyâ€™s issuance of Equity Interests (other than the Disqualified Stock and Equity Interests convertible into Disqualified Stock)), (b) indebtedness evidenced by notes, bonds, debentures or similar instruments, (c) obligations with respect to any conditional sale or title retention agreement, (d) indebtedness arising under acceptance facilities and the amount available to be drawn under all letters of credit issued for the account of such Person and, without duplication, all drafts drawn thereunder to the extent such Person shall not have reimbursed the issuer in respect of the issuerâ€™s payment of such drafts, (e) all liabilities secured by any Lien on any property owned by such Person even though such Person has not assumed or otherwise become liable for the payment thereof, provided that the amount of such liabilities included for purposes of this definition will be the amount equal to the lesser of the fair market value of such property and the amount of the liabilities so secured, (f) indebtedness in respect of Disqualified Stock valued at the greater of its voluntary or involuntary maximum fixed repurchase price plus accrued dividends, (g) liabilities in respect of any obligation (contingent or otherwise) to purchase, redeem, retire, acquire or make any other payment in respect of any shares of equity securities or any option, warrant or other right to {00528853.DOC; 9}Â - 5 -acquire any shares of equity securities, (h) obligations under Capital Lease Obligations, (i) Guarantees of such Person in respect of Indebtedness of others, and (j) to the extent not otherwise included, all net obligations of such Person under Permitted Hedge Agreements.For the avoidance of doubt, Indebtedness shall include all Indebtedness secured by any Liens permitted under Section 10.4 of this Agreement.Â Â Â Â â€œINHAM Exemptionâ€ is defined in SectionÂ 6.2(e).â€œInstitutional Investorâ€ means (a) any Purchaser of a Note, (b)Â any holder of a Note holding (together with one or more of its affiliates) more than 5% of the aggregate principal amount of the Notes then outstanding, (c)Â any bank, trust company, savings and loan association or other financial institution, any pension plan, any investment company, any insurance company, any broker or dealer, or any other similar financial institution or entity, regardless of legal form, and (d)Â any Related Fund of any holder of any Note. â€œInvestment Grade Ratingâ€ means a Senior Debt Rating from at least two Rating Agencies equal to (a) for any transaction where the surviving entity has a Senior Debt Rating, a rating for such surviving entity of BBB- or higher from S&P or Fitch or Baa3 or higher from Moodyâ€™s and (b) for any transaction where the surviving entity is an indirect or direct holding company for a public utility that does not have a Senior Debt Rating, a rating for such surviving entityâ€™s primary utility Subsidiary of BBB- or higher from S&P or Fitch or Baa3 or higher from Moodyâ€™s.â€œLienâ€ means, with respect to any Person, any mortgage, lien, pledge, charge, security interest or other encumbrance, or any interest or title of any vendor, lessor, lender or other secured party to or of such Person under any conditional sale or other title retention agreement or Capital Lease Obligations, upon or with respect to any property or asset of such Person (including in the case of stock, stockholder agreements, voting trust agreements and all similar arrangements).â€œMake-Whole Amountâ€ is defined in SectionÂ 8.7.â€œMaterialâ€ means material in relation to the business, operations, affairs, financial condition, assets or properties of the Company and its Subsidiaries taken as a whole.â€œMaterial Adverse Effectâ€ means a material adverse effect on (a) the business, operations, affairs, financial condition, assets or properties of the Company and its Subsidiaries taken as a whole, (b) the ability of the Company to perform its obligations under this Agreement and the Notes, (c) the ability of any Subsidiary Guarantor to perform its obligations under its Subsidiary Guaranty, or (d) the validity or enforceability of this Agreement, the Notes or any Subsidiary Guaranty.â€œMaterial Credit Facilityâ€ means, as to the Company, 22.7.1.(1) the Amended and Restated Credit Agreement, (2) the CoBank Letter of Credit Agreement, (3) the Note Purchase Agreement, dated September 10, 2020, among the Company and the purchasers thereunder, and (4) the Note Purchase Agreement, dated December 8, 2016, among the Company and the purchasers thereunder, in each case {00528853.DOC; 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Â - 6 -including any renewals, extensions, amendments, supplements, restatements, replacements or refinancing thereof; and22.7.2.any other credit agreement(s), loan agreement(s) or similar agreement(s) with one or more lenders creating or evidencing indebtedness for borrowed money entered into on or after the date of Closing by the Company, or in respect of which the Company is an obligor or otherwise provides a guarantee or other credit support (â€œCredit Facilityâ€), in a principal amount outstanding or available for borrowing equal to or greater than $115,000,000 (or the equivalent of such amount in the relevant currency of payment, determined as of the date of the closing of such facility based on the exchange rate of such other currency).â€œMaturity Dateâ€ is defined in the first paragraph of each Note.â€œMergerâ€ means the merger of Alloy Merger Sub LLC into the Company, with the Company surviving, and a potential subsequent conversion of the Company into a Minnesota limited liability company.â€œMerger Agreementâ€ means that certain Agreement and Plan of Merger dated as of May 5, 2024, by and among the Company, Alloy Parent LLC, a Delaware limited liability company and Alloy Merger Sub LLC, a Delaware limited liability company.â€œMoodyâ€™sâ€ means Moodyâ€™s Investors Service, Inc., or any successor thereto.â€œMultiemployer Planâ€ means any Plan that is a â€œmultiemployer planâ€ (as such term is defined in section 4001(a)(3) of ERISA).â€œNAICâ€ means the National Association of Insurance Commissioners.â€œNon-U.S. Planâ€ means any plan, fund or other similar program that (a) is established or maintained outside the United States of America by the Company or any Subsidiary primarily for the benefit of employees of the Company or one or more Subsidiaries residing outside the United States of America, which plan, fund or other similar program provides, or results in, retirement income, a deferral of income in contemplation of retirement or payments to be made upon termination of employment, and (b) is not subject to ERISA or the Code.â€œNotesâ€ is defined in SectionÂ 1.â€œOFACâ€ means the Office of Foreign Assets Control of the United States Department of the Treasury.â€œOFAC Sanctions Programâ€ means any economic or trade sanction that OFAC is responsible for administering and enforcing. A list of OFAC Sanctions Programs may be found at http://www.treasury.gov/resource-center/sanctions/Programs/Pages/Programs.aspx.â€œOfficerâ€™s Certificateâ€ means a certificate of a Senior Financial Officer or

of any other officer of the Company whose responsibilities extend to the subject matter of such certificate.â€œPBGCâ€ means the Pension Benefit Guaranty Corporation referred to and defined in ERISA.{00528853.DOC; 9}Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â - 7 -â€œPermitted Change in Controlâ€ means any transaction or series of related transactions which otherwise may constitute a Change in Control in which either, after giving effect to such transaction, Permitted Holders own or otherwise have (as applicable), either directly or indirectly, through one or more holding companies, (i) shall be â€œbeneficial ownersâ€ (as such term is defined in Rule 13d-3 of the Exchange Act) of more than (x) at any time after the consummation of the Merger and prior to an initial public offering described in clause (a) of the definition of â€œChange in Control,â€ 50%, and (y) at any time after the occurrence of an initial public offering described in clause (b) of the definition of â€œChange in Control,â€ 30%, in the case of each of clause (a) and (b), of the total voting power in aggregate of the Voting Securities in the Company (or any parent that owns, directly or indirectly, 100% of the Equity Interests of the Company (other than any Equity Interests owned by or issued in connection with a management equity plan or vehicle) and which parent, directly or indirectly, controls the Company) or (ii) the right (pursuant to contract, proxy or otherwise), to designate, nominate or appoint (and do so designate, nominate or appoint) persons holding a majority of the voting power of the board of directors (or similar governing body) of the Company (or any parent that owns, directly or indirectly, 100% of the Equity Interests of the Company (other than any Equity Interests owned by or issued in connection with a management equity plan or vehicle) and which parent, directly or indirectly, controls the Company), in the case of this clause (ii), if the Company or the applicable parent holding company has not issued any Voting Securities.â€œPermitted Hedge Agreementâ€ means any Hedge Agreement engaged in by a Person as part of its normal business operations with the purpose and effect of hedging and protecting such Person against fluctuations or adverse changes in the prices of electricity, gas, fuel or other commodities, interest rates or currency exchange rates, which Hedge Agreement is part of a risk management strategy and not for purposes of speculation and not intended primarily as a borrowing of funds.â€œPermitted Holdersâ€ means the Sponsor and so long as the Company retains its Investment Grade Rating, any person or entity that (a)(x) is a past or present direct or indirect owner or operator of one or more utility companies or federal or state regulated infrastructure businesses or (y) has (or has contracted with a third-party operator that has) substantial experience operating regulated and unregulated electric utility companies or federal or state regulated infrastructure businesses, (b) has, or is a direct or indirect Subsidiary of a Person, or comprises a fund or account or other investment vehicle managed, advised or controlled by a Person, that has, or has its obligations in respect of its direct or indirect ownership interests in the Company guaranteed by a Person that has, in each case, (x) an Investment Grade Rating or (y) a tangible net worth or assets under management (in the aggregate) of at least the lesser of (i) $10 billion or (ii) 10 times the value of the Equity Interests in the Company owned or to be owned by such Person.â€œPersonâ€ means an individual, partnership, corporation, limited liability company, joint venture, association, trust, unincorporated organization, business entity, Governmental Authority or other entity.â€œPlanâ€ means an â€œemployee benefit planâ€ (as defined in section 3(3) of ERISA) subject to Title I of ERISA that is or, within the preceding five years, has been established or maintained, or to which contributions are or, within the preceding five years, have been made or {00528853.DOC; 9}Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â - 8 -required to be made, by the Company or any ERISA Affiliate or with respect to which the Company or any ERISA Affiliate may have any liability.â€œProject Finance Indebtednessâ€ means any indebtedness or lease obligations incurred by a special purpose subsidiary with no material assets or operations other than the project being financed (i) which are related to the construction or acquisition of property not previously owned by the Company or its Subsidiaries or (ii)Â which are related to the financing of a project involving the development or expansion of property of the Company or any of its Subsidiaries and (iii), in either case, the obligee in respect of which has no recourse to the Company or its Subsidiaries or any property of the Company or its Subsidiaries other than the property constructed or acquired with the proceeds of such transaction or the project financed with the proceeds of such transaction (or the proceeds thereof).â€œpropertyâ€ or â€œpropertiesâ€ means, unless otherwise specifically limited, real or personal property of any kind, tangible or intangible, choate or inchoate. â€œProposed Prepayment Dateâ€ is defined in Section 8.3(b). â€œPTEâ€ is defined in SectionÂ 6.2(a).â€œPurchaserâ€ or â€œPurchasersâ€ means each of the purchasers that has executed and delivered this Agreement to the Company and such Purchaserâ€™s successors and assigns (so long as any such assignment complies with Section 13.2), provided, however, that any Purchaser of a Note that ceases to be the registered holder or a beneficial owner (through a nominee) of such Note as the result of a transfer thereof pursuant to Section 13.2 shall cease to be included within the meaning of â€œPurchaserâ€ of such Note for the purposes of this Agreement upon such transfer .â€œQualified Institutional Buyerâ€ means any Person who is a â€œqualified institutional buyerâ€ within the meaning of such term as set forth in Rule 144A(a)(1) under the Securities Act.â€œQPAM Exemptionâ€ is defined in SectionÂ 6.2(d).â€œRating Agenciesâ€ means Fitch, Moodyâ€™s and S&P (or, if any of the foregoing ceases to provide Senior Debt Ratings as contemplated hereby, such other nationally recognized rating agency as shall be agreed upon by the Company and the Required Holders).â€œRelated Fundâ€ means, with respect to any holder of any Note, any fund or entity that (i)Â invests in Securities or bank loans, and (ii)Â is advised or managed by such holder, the same investment advisor as such holder or by an affiliate of such holder or such investment advisor.â€œRequired Holdersâ€ means at any time, (i) prior to the Closing, the Purchasers, and (ii) on or after the Closing, the holders of at least 51% in principal amount of the Notes at the time outstanding (exclusive of Notes then owned by the Company or any of its Affiliates).â€œResponsible Officerâ€ means any Senior Financial Officer and any other officer of the Company with responsibility for the administration of the relevant portion of this Agreement.â€œS&Pâ€ means Standard & Poorâ€™s Rating Services, a Standard & Poorâ€™s Financial Services LLC business, or any successor thereto.{00528853.DOC; 9}Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â - 9 -â€œSECâ€ means the Securities and Exchange Commission of the United States of America.â€œSecuritiesâ€ or â€œSecurityâ€ shall have the meaning specified in sectionÂ 2(1) of the Securities Act. â€œSecurities Actâ€ means the Securities Act of 1933 and the rules and regulations promulgated thereunder from time to time in effect.â€œSenior Debt Ratingâ€ means, at any date, the credit rating identified by a Rating Agency as the credit rating that (i) it has assigned to long term unsecured senior debt of such Person or (ii) would assign to long term unsecured senior debt of such Person were such Person to issue or have outstanding any long term unsecured senior debt on such date.â€œSenior Financial Officerâ€ means the chief financial officer, principal accounting officer, treasurer or comptroller of the Company.â€œSignificant Subsidiaryâ€ has the meaning set forth in Item 1.02(w) of Regulation S-X under the Securities Act.â€œSourceâ€ is defined in SectionÂ 6.2.â€œSponsorâ€ means, individually or collectively, Global Infrastructure Management, LLC and their respective Affiliates and any investment funds or vehicles that are advised or managed by Global Infrastructure Management, LLC or any of the foregoing (other than any portfolio operating companies of the foregoing) (â€œGIPâ€) and CPP Investment Board Private Holdings (6) Inc. and its respective Affiliates and any investment funds or vehicles that are advised or managed by CPP Investment Board Private Holdings (6) Inc. or any of the foregoing (other than any portfolio operating companies of the foregoing) (â€œCPPIBâ€).â€œState Sanctions Listâ€ means a list that is adopted by any state Governmental Authority within the United States of America pertaining to Persons that engage in investment or other commercial activities in Iran or any other country that is a target of economic sanctions imposed under U.S. Economic Sanctions Laws.â€œSubsidiaryâ€ means, as to any Person, any other Person in which such first Person or one or more of its Subsidiaries or such first Person and one or more of its Subsidiaries owns sufficient equity or voting interests to enable it or them (as a group) ordinarily, in the absence of contingencies, to elect a majority of the directors (or Persons performing similar functions) of such second Person, and any partnership or joint venture if more than a 50% interest in the profits or capital thereof is owned by such first Person or one or more of its Subsidiaries or such first Person and one or more of its Subsidiaries (unless such partnership or joint venture can and does ordinarily take major business actions without the prior approval of such Person or one or more of its Subsidiaries). Unless the context otherwise clearly requires, any reference to a â€œSubsidiaryâ€ is a reference to a Subsidiary of the Company.â€œSubsidiary Guarantorâ€ means each Subsidiary that has executed and delivered a Subsidiary Guaranty.â€œSubsidiary Guarantyâ€ is defined in Section 9.7(a).{00528853.DOC; 9}
Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â - 10 -â€œSubstitute Purchaserâ€ is defined in Section 21.â€œSVOâ€ means the Securities Valuation Office of the NAIC.â€œSWL&Pâ€ is defined in Section 5.4(d).â€œTotal Capitalizationâ€ means, at any time, the difference between (a) the sum of each of the following at such time with respect to the Company and the Subsidiaries, determined on a consolidated basis in accordance with GAAP: (i) preferred Equity Interests, plus (ii) common Equity Interests and any premium on Equity Interests thereon (as such term is used in the Disclosure Documents), excluding accumulated other comprehensive income or loss, plus (iii) retained earnings, plus (iv) Total Indebtedness, and (b) the sum of (i) stock of the Company acquired by the Company plus (ii) stock of any Subsidiary acquired by such Subsidiary, in each case at such time, as applicable, determined on a consolidated basis in accordance with GAAP.â€œTotal Indebtednessâ€ means at any time, all Indebtedness (net of unamortized premium and discount (as such term is used in the Disclosure Documents)) at such time of the Company and the Subsidiaries, determined on a consolidated basis in accordance with GAAP; provided that with respect to Indebtedness under clause (d) of such definition, only acceptances or letters of credit that have been drawn and not reimbursed shall constitute Indebtedness for purposes of this definition. â€œUnited States Personâ€ has the meaning set forth in Section 7701(a)(30) of the Code. â€œUSA Patriot Actâ€ means United States Public Law 107-56, Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism (USA PATRIOT ACT) Act of 2001 and the rules and regulations promulgated thereunder from time to time in effect.â€œU.S. Bankâ€ means U.S. Bank National Association, a national banking association organized and existing under the laws of the United States of America.â€œU.S. Economic Sanctions Lawsâ€ means those laws, executive orders, enabling legislation or regulations administered and enforced by the United States pursuant to which economic sanctions have been imposed on any Person, entity, organization, country or regime, including the Trading with the Enemy Act, the International Emergency Economic Powers Act, the Iran Sanctions Act, the Sudan Accountability and Divestment Act and any other OFAC Sanctions Program.â€œUtility Propertyâ€ means all property and assets of the Company and its Subsidiaries used principally in the electric, natural gas and water operations that are regulated by applicable Governmental Authorities.â€œVoting Securityâ€ means an Equity Interest which ordinarily has voting power for the election of the board of directors (or other governing body), whether at all times or only so long as no senior class of Equity Interests has such voting power by reason of any contingency. â€œWholly-Owned Subsidiaryâ€ means, at any time, any Subsidiary all of the equity interests (except directorsâ€™ qualifying shares) and voting interests of which are owned by any one or more of the Company and the Companyâ€™s other Wholly-Owned Subsidiaries at such time.{00528853.DOC; 9}Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â - 11 -{00528853.DOC; 9}Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â - 12 -SCHEDULE 5.3Disclosure MaterialsNone{00528853.DOC; 9}Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â - 13 -SCHEDULE 5.4Subsidiaries of the Company and Ownership of Subsidiary Stock5.4(a) [Legal Organization Chart to be inserted here in final execution copy PDF]5.4(d)None{00528853.DOC; 9}Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â - 14 -SCHEDULE 5.15Existing Indebtedness5.15(a)ALLETE, Inc.Long Term DebtÂ Â Â Â Â Millions3/31/2024First Mortgage Bonds5.10 % Series due 2025$30.04.90 % Series due 202530.03.20% Series due 202675.05.99% Series due 202760.03.30% Series due 202840.04.08% Series due 202970.03.74% Series due 202950.03.86% Series due 203060.02.50% Series due 203046.02.79% Series due 2032100.04.54% Series due 203275.04.98% Series due 2033125.05.69% Series due 203650.05.72% Series due 2039100.06.00% Series due 204035.05.82% Series due 204045.04.08% Series due 204285.04.21% Series due 204360.04.95% Series due 204440.05.05% Series due 204440.04.39% Series due 204450.04.07% Series due 204860.04.47% Series due 204930.03.30% Series due 205094.0Variable Demand BondsCollier County Variable Series due 202527.8Other MP Long-Term Debt3.11% Series due 2027 - Senior Unsecured80.02.65% Series due 2025 â€“ Senior Unsecured150.0Capital Lease7.6Total Long-Term Debt1,715.4Less due Within One Year1.2{00528853.DOC; 9}Net ALLETE Long-Term Debt1,714.25.15(b)None5.15(c)The Mortgage and Deed of Trust dated September 1, 1945, between the Company and Irving Trust Company (now The Bank of New York Mellon) and Richard H. West (Sherma Thomas, successor), as Trustees, as supplemented and amended.Note Purchase Agreement dated December 8, 2016, among the Company and the Purchasers named therein.Amended and Restated Letter of Credit Agreement entered into as of June 3, 2011, as thereafter amended, among the Company and Wells Fargo Bank, National Association, as Administrative Agent and Issuing Bank.Amended and Restated Credit Agreement dated as of January 10, 2019, as thereafter amended, among the Company and JPMorgan Chase Bank, N.A., as Agent for the Lenders thereunder.CoBank Letter of Credit Agreement entered into as of June 11, 2020, as thereafter amended, among the Company and CoBank, ACB as Administrative Agent and Issuing Bank.{00528853.DOC; 9}Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â - 2
-Â EXHIBIT 1(a)[Form of Note]Allete, Inc.5.94% Senior Note Due September 5, 2029No. R-[___]Â Â Â Â [_______, 20__]$[_______]Â Â Â Â PPN 018522 P*7For Value Received, the undersigned, Allete, Inc. (herein called the â€œCompanyâ€), a corporation organized and existing under the laws of the State of Minnesota, hereby promises to pay to [____________], or registered assigns, the principal sum of [_____________________] Dollars (or so much thereof as shall not have been prepaid) on September 5, 2029, with interest (computed on the basis of a 360-day year of twelve 30-day months) (a)Â on the unpaid balance hereof at the rate of 5.94% per annum from the date hereof, payable semiannually, on the 5th day of March and September in each year, commencing with the March or September next succeeding the date hereof, and on the Maturity Date, until the principal hereof shall have become due and payable, and (b)Â to the extent permitted by law, on any overdue payment of interest and, during the continuance of an Event of Default, on such unpaid balance and on any overdue payment of any Make-Whole Amount, at a rate per annum from time to time equal to the greater of (i) 7.94% or (ii)Â 2.00% over the rate of interest publicly announced by U.S. Bank from time to time in New York, New York as its â€œbaseâ€ or â€œprimeâ€ rate, payable semiannually as aforesaid (or, at the option of the registered holder hereof, on demand). The initial interest payment date shall be March 5, 2025.Payments of principal of, interest on and any Make-Whole Amount with respect to this Note are to be made in lawful money of the United States of America at U.S.Â Bank or at such other place as the Company shall have designated by written notice to the holder of this Note as provided in the Note Purchase Agreement referred to below.This Note is one of a series of Senior Notes (herein called the â€œNotesâ€) issued pursuant to the Note Purchase Agreement, dated June 27, 2024 (as from time to time amended, the â€œNote Purchase Agreementâ€), between the Company and the respective Purchasers named therein and is entitled to the benefits thereof. Each holder of this Note will be deemed, by its acceptance hereof, to have (i)Â agreed to the confidentiality provisions set forth in SectionÂ 20 of the Note Purchase Agreement and (ii)Â made the representation set forth in SectionÂ 6.2 of the Note Purchase Agreement. Unless otherwise indicated, capitalized terms used in this Note shall have the respective meanings ascribed to such terms in the Note Purchase Agreement.This Note is a registered Note and, as provided in the Note Purchase Agreement, upon surrender of this Note for registration of transfer accompanied by a written instrument of transfer duly executed, by the registered holder hereof or such holderâ€™s attorney duly authorized in writing, a new Note for a like principal amount will be issued to, and registered in the name of, Exhibit 1(a)(to Note Purchase Agreement{00528853.DOC; 9}the transferee. Prior to due presentment for registration of transfer, the Company may treat the Person in whose name this Note is registered as the owner hereof for the purpose of receiving payment and for all other purposes, and the Company will not be affected by any notice to the contrary.This Note is subject to optional prepayment, in whole or from time to time in part, at the times and on the terms specified in the Note Purchase Agreement, but not otherwise.If an Event of Default occurs and is continuing, the principal of this Note may be declared or otherwise become due and payable in the manner, at the price (including any applicable Make-Whole Amount) and with the effect provided in the Note Purchase Agreement.This Note shall be construed and enforced in accordance with, and the rights of the Company and the holder of this Note shall be governed by, the law of the State of New York excluding choice-of-law principles of the law of such State that would permit the application of the laws of a jurisdiction other than such State.ALLETE, INC.By:Â Â Â Â Â Name:Title:{00528853.DOC; 9}Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â - 2 -EXHIBIT 1(b)[Form of Note]Allete, Inc.6.18% Senior Note Due September 5, 2034No. R-[___]Â Â Â Â [_______, 20__]$[_______]Â Â Â Â PPN 018522 P@5For Value Received, the undersigned, Allete, Inc. (herein called the â€œCompanyâ€), a corporation organized and existing under the laws of the State of Minnesota, hereby promises to pay to [____________], or registered assigns, the principal sum of [_____________________] Dollars (or so much thereof as shall not have been prepaid) on September 5, 2034, with interest (computed on the basis of a 360-day year of twelve 30-day months) (a)Â on the unpaid balance hereof at the rate of 6.18% per annum from the date hereof, payable semiannually, on the 5th day of March and September in each year, commencing with the March or September next succeeding the date hereof, and on the Maturity Date, until the principal hereof shall have become due and payable, and (b)Â to the extent permitted by law, on any overdue payment of interest and, during the continuance of an Event of Default, on such unpaid balance and on any overdue payment of any Make-Whole Amount, at a rate per annum from time to time equal to the greater of (i) 8.18% or (ii)Â 2.00% over the rate of interest publicly announced by U.S. Bank from time to time in New York, New York as its â€œbaseâ€ or â€œprimeâ€ rate, payable semiannually as aforesaid (or, at the option of the registered holder hereof, on demand). The initial interest payment date shall be March 5, 2025.Payments of principal of, interest on and any Make-Whole Amount with respect to this Note are to be made in lawful money of the United States of America at U.S.Â Bank or at such other place as the Company shall have designated by written notice to the holder of this Note as provided in the Note Purchase Agreement referred to below.This Note is one of a series of Senior Notes (herein called the â€œNotesâ€) issued pursuant to the Note Purchase Agreement, dated June 27, 2024 (as from time to time amended, the â€œNote Purchase Agreementâ€), between the Company and the respective Purchasers named therein and is entitled to the benefits thereof. Each holder of this Note will be

deemed, by its acceptance hereof, to have (i)Â agreed to the confidentiality provisions set forth in SectionÂ 20 of the Note Purchase Agreement and (ii)Â made the representation set forth in SectionÂ 6.2 of the Note Purchase Agreement. Unless otherwise indicated, capitalized terms used in this Note shall have the respective meanings ascribed to such terms in the Note Purchase Agreement.This Note is a registered Note and, as provided in the Note Purchase Agreement, upon surrender of this Note for registration of transfer accompanied by a written instrument of transfer duly executed, by the registered holder hereof or such holderâ€™s attorney duly authorized in writing, a new Note for a like principal amount will be issued to, and registered in the name of, {00528853.DOC; 9}Â - 3 -the transferee. Prior to due presentment for registration of transfer, the Company may treat the Person in whose name this Note is registered as the owner hereof for the purpose of receiving payment and for all other purposes, and the Company will not be affected by any notice to the contrary.This Note is subject to optional prepayment, in whole or from time to time in part, at the times and on the terms specified in the Note Purchase Agreement, but not otherwise.If an Event of Default occurs and is continuing, the principal of this Note may be declared or otherwise become due and payable in the manner, at the price (including any applicable Make-Whole Amount) and with the effect provided in the Note Purchase Agreement.This Note shall be construed and enforced in accordance with, and the rights of the Company and the holder of this Note shall be governed by, the law of the State of New York excluding choice-of-law principles of the law of such State that would permit the application of the laws of a jurisdiction other than such State.ALLETE, INC.By:Â Â Â Â Â Name:Title:{00528853.DOC; 9}Â - 4 -EXHIBIT 4.4(a)FORM OF OPINION OF Vice President, Chief Legal Officer and Corporate Secretary of ALLETE, Inc.[ALLETE, INC. LETTERHEAD]______________, 2024To Each of the Purchasers Listedon Schedule A to the Note Purchase Agreementdated June 27, 2024Â Â Â Â Â Â Â Re:Â Â Â Â $100,000,000 5.94% Senior Notes due September 5, 2029Â Â Â Â Â Â Â Â Â Â Â Â $50,000,000 6.18% Senior Notes due September 5, 2034Â Â Â Â Issued by ALLETE, Inc.Â Â Â Â Ladies and Gentlemen:Reference is made to the sale by ALLETE, Inc., a Minnesota corporation (â€œCompanyâ€) of (a) $100,000,000 aggregate principal amount of its 5.94% Senior Notes due September 5, 2029 (the â€œ2029 Notesâ€) and (b) $50,000,000 aggregate principal amount of its 6.18% Senior Notes due September 5, 2034 (the â€œ2034 Notes,â€ the 2029 Notes and the 2034 Notes are hereinafter collectively referred to as the â€œNotesâ€). The Notes will be issued under the Note Purchase Agreement, dated June 27, 2024 (the â€œAgreementâ€). I advise you that IÂ am Vice President, Chief Legal Officer and Corporate Secretary of the Company and have acted in that capacity in connection with such issuance and sale and I (or attorneys in the Companyâ€™s legal department with whom I have consulted) have participated in the preparation of (i)Â the Agreement; and (ii) the petition filed by the Company with the Minnesota Public Utilities Commission seeking authorization to issue the Notes. In addition, I have reviewed the order issued by said Commission in response to said petition.All capitalized terms used herein without definition shall have the respective meanings set forth in the Agreement.In furnishing this opinion, I have examined the Amended and Restated Articles of Incorporation, as amended (the â€œCharterâ€), and the Bylaws, as amended, of the Company and the Agreement, and have made such further investigation and examined such further documents and records of the Company and certificates of public officials as I have deemed necessary or appropriate for purposes of this opinion.Exhibit 4.4(a)(To Note Purchase Agreement){00528853.DOC; 9}I have also reviewed all corporate proceedings taken by the Company in respect of the authorization of the Agreement and the issuance and sale of the Notes thereunder and I have examined the Notes.For purposes of the opinions expressed below, I have assumed (i) the authenticity of all documents submitted to me as originals, (ii) the conformity to the originals of all documents submitted to me as certified or photostatic copies and the authenticity of the originals of such copies, (iii) the genuineness of all signatures other than on behalf of the Company, (iv)Â the legal capacity of natural persons, (v) the power, corporate or otherwise, of all parties other than the Company to enter into and to perform all of its obligations under such documents, (vi) the due authorization, execution and delivery of all documents by all parties other than the Company, and (vii) that the consideration contemplated by the Agreement for the purchase of the Notes has been paid.For purposes of the opinions contained herein, I have made no independent investigation of the facts referred to herein, and with respect to such facts have relied, for the purpose of rendering this opinion and except as otherwise stated herein, exclusively on the statements contained and matters provided for in the Agreement and such other documents relating to the Agreement as I have deemed advisable, including the factual representations, warranties and covenants contained therein as made by the respective parties thereto and assumed that any such statement or representation that was given or dated on or prior to the date hereof continues to remain accurate and complete, insofar as relevant to my opinion, from such earlier date through and including the date of this opinion. Based on such examinations and investigation, it is my opinion that:1.Â Â Â Â The Company is a validly organized and existing corporation and in good standing under the laws of the State of Minnesota and is duly qualified as a foreign corporation in each jurisdiction in which the character of the properties owned or leased by it or the nature of the business transacted by it makes such qualification necessary, except where the failure to be so qualified would not result in a Material Adverse Effect.2.Â Â Â Â The Company is a corporation duly authorized by its Charter to conduct the business which it is now conducting as set forth in the Disclosure Documents and the Company holds valid and subsisting franchises, licenses and permits authorizing it to carry on the business in which it is engaged.3.Â Â Â Â The Company has all requisite corporate power and authority to execute and deliver, and to perform all of its obligations under, the Agreement and the Notes.4.Â Â Â Â The Agreement has been duly and validly authorized by all necessary corporate action, has been duly and validly executed and delivered, and is a valid and binding obligation of the Company enforceable in accordance with its terms, except as (i) the enforceability thereof may be limited by {00528853.DOC; 9}Â - 2 -bankruptcy, insolvency or similar laws affecting enforcement of creditorsâ€™ rights generally and (ii) rights of acceleration and the availability of equitable remedies may be limited by equitable principles of general applicability.5.Â Â Â Â The Notes have been duly and validly authorized by all necessary corporate action and have been executed in accordance with the provisions of the Agreement and delivered and are entitled to the benefits of the Agreement and are valid and binding obligations of the Company enforceable in accordance with their terms, except as (i) the enforceability thereof may be limited by bankruptcy, insolvency or similar laws affecting enforcement of creditorsâ€™ rights generally and (ii) rights of acceleration and the availability of equitable remedies may be limited by equitable principles of general applicability.6.Â Â Â Â An order has been issued by the Minnesota Public Utilities Commission certifying the Companyâ€™s capital structure and authorizing the issuance and sale of the Notes, and to the best of my knowledge after such inquiry as I deem reasonable, said order is still in full force and effect; and no further approval, authorization, consent or order of any public board or body (other than in connection or in compliance with the provisions of the securities or â€œblue skyâ€ laws of any jurisdiction) is legally required for the authorization of the issuance and sale of the Notes or, as of the date hereof, the performance of the Notes or the Agreement.7.Â Â Â Â Neither the execution by the Company of the Agreement nor the issue and sale by the Company of the Notes as contemplated by the Agreement nor the consummation by the Company of the other transactions contemplated by the Agreement or, as of the date hereof, the performance of the Notes or the Agreement conflicts with, or results in a breach of, the Charter or Bylaws of the Company or any material agreement or instrument to which the Company is a party or by which the Company is bound, any law or regulation or, so far as is known to me after such inquiry as I deem reasonable, any order or regulation of any court, governmental instrumentality or arbitrator, and which conflict or breach is material to the Company and its subsidiaries, taken as a whole.8.Â Â Â Â The execution, delivery and performance by the Company of the Agreement and the Notes do not and will not violate any provision of Regulations T, U or X of the Board of Governors of the Federal Reserve System.9.Â Â Â Â It is not necessary, in connection with the sale of the Notes to the Purchasers by the Company, in the manner contemplated by the Agreement, to register the Notes under the Securities Act of 1933, as {00528853.DOC; 9}Â - 3 -amended, or to qualify the Agreement under the Trust Indenture Act of 1939, as amended.10.Â Â Â Â Except as disclosed in the Disclosure Documents, there are no actions, suits, or proceedings pending or, to the best of my knowledge after due inquiry, threatened against the Company before any court or arbitrator or by or before any administrative agency or governmental authority, which, if adversely determined, would prevent or have a material adverse effect on the ability of the Company to perform its obligations under the Agreement or the Notes.11.Â Â Â Â The Company is not an â€œinvestment companyâ€ or a company â€œcontrolledâ€ by an â€œinvestment companyâ€ within the meaning of the Investment Company Act of 1940, as amended.I am a member of the Minnesota Bar and do not hold myself out as an expert on the laws of any other jurisdiction. As to all matters of Minnesota law, Cohen Tauber Spievack & Wagner P.C. is hereby authorized to rely upon this opinion to the same extent as if this opinion had been addressed to them.The opinions expressed above are limited to the laws and facts in effect on the date hereof. I disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to my attention, and which might alter, affect or modify the opinions expressed herein.The opinion is rendered to you in connection with the above-described transaction. This opinion may not be relied upon by you for any other purpose, or relied upon or furnished to any other Person, without my prior written consent, except that (i) this opinion may be reviewed by, but not relied upon by, applicable legal or regulatory bodies and proposed transferees of the Notes, and (ii) this opinion may be relied upon by transferees of the Notes as of the date of original delivery hereof.Very truly yours,[___________________]{00528853.DOC; 9}Â - 4 -EXHIBIT 4.4(b)FORM OF OPINION OFCOHEN TAUBER SPIEVACK & WAGNER P.C.[CTSW LETTERHEAD] ____________, 2024To Each of the Purchasers Listedon Schedule A to the Note Purchase Agreementdated June 27, 2024Â Â Â Â Â Â Â Â Re:Â Â Â Â $100,000,000 5.94% Senior Notes due September 5, 2029Â Â Â Â Â Â Â Â Â Â Â Â $50,000,000 6.18% Senior Notes due September 5, 2034Â Â Â Â Â Â Â Â Issued by ALLETE, Inc.Â Â Â Â Ladies and Gentlemen:Reference is made to the sale by ALLETE, Inc., a Minnesota corporation (â€œCompanyâ€) of (a) $100,000,000 aggregate principal amount of its 5.94% Senior Notes due September 5, 2029 (the â€œ2029 Notesâ€) and (b) $50,000,000 aggregate principal amount of its 6.18% Senior Notes due September 5, 2034 (the â€œ2034 Notes,â€ the 2029 Notes and the 2034 Notes are hereinafter collectively referred to as the â€œNotesâ€). The Notes will be issued under the Note Purchase Agreement, dated June 27, 2024 (the â€œAgreementâ€). We advise you that we have acted as counsel to the Company in connection with such issuance and sale and have participated in the preparation of the Agreement. In addition, we have reviewed the petition filed by the Company with the Minnesota Public Utilities Commission seeking authorization to issue the Notes, and the order issued by said Commission in response to said petition.All capitalized terms used herein without definition shall have the respective meanings set forth in the Agreement.In furnishing this opinion, we have examined the Amended and Restated Articles of Incorporation, as amended, and the Bylaws, as amended, of the Company, and the Agreement, and have made such further investigation and examined such further documents and records of the Company and certificates of public officials as we have deemed necessary or appropriate for purposes of this opinion.We have also reviewed all corporate proceedings taken by the Company in respect of the authorization of the Agreement and the issuance and sale of the Notes thereunder and we have examined the Notes.Exhibit 4.4(b)(To Note Purchase Agreement){00528853.DOC; 9}For purposes of the opinions expressed below, we have assumed (i) the authenticity of all documents submitted to us as originals, (ii) the conformity to the originals of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such copies, (iii) the genuineness of all signatures other than on behalf of the Company, (iv) the legal capacity of natural persons, (v) the power, corporate or otherwise, of all parties other than the Company to enter into and to perform all of its obligations under such documents, (vi) the due authorization, execution and delivery of all documents by all parties other than the Company, and (vii) that the consideration contemplated by the Agreement for the purchase of the Notes has been paid.For purposes of the opinions contained herein, we have made no independent investigation of the facts referred to herein, and with respect to such facts have relied, for the purpose of rendering this opinion and except as otherwise stated herein, exclusively on the statements contained and matters provided for in the Agreement and such other documents relating to the Agreement as we have deemed advisable, including the factual representations, warranties and covenants contained therein as made by the respective parties thereto and assumed that any such statement or representation that was given or dated on or prior to the date hereof continues to remain accurate and complete, insofar as relevant to our opinion, from such earlier date through and including the date of this opinion. Based on such examinations and investigation, it is our opinion that:1.Â Â Â Â The Company has all requisite corporate power and authority to execute and deliver, and to perform all of its obligations under, the Agreement and the Notes.2.Â Â Â Â The Agreement has been duly and validly authorized by all necessary corporate action, has been duly and validly executed and delivered, and is a valid and binding obligation of the Company enforceable in accordance with its terms, except as (i) the enforceability thereof may be limited by bankruptcy, insolvency or similar laws affecting enforcement of creditorsâ€™ rights generally and (ii) rights of acceleration and the availability of equitable remedies may be limited by equitable principles of general applicability.3.Â Â Â Â The Notes have been duly and validly authorized by all necessary corporate action and have been executed and authenticated in accordance with the provisions of the Agreement and delivered and are entitled to the benefits of the Agreement and are valid and binding obligations of the Company enforceable in accordance with their terms, except as (i) the enforceability thereof may be limited by bankruptcy, insolvency or similar laws affecting enforcement of creditorsâ€™ rights generally and (ii) rights of acceleration and the availability of equitable remedies may be limited by equitable principles of general applicability.4.Â Â Â Â An order has been issued by the Minnesota Public Utilities Commission certifying the Companyâ€™s capital structure and authorizing the issuance {00528853.DOC; 9}Â - 2 -and sale of the Notes, and to the best of our knowledge after such inquiry as we deem reasonable, said order is still in full force and effect; and no further approval, authorization, consent or order of any public board or body (other than in connection or in compliance with the provisions of the securities or â€œblue skyâ€ laws of any jurisdiction) is legally required for the authorization of the issuance and sale of the Notes or, as of the date hereof, the performance of the Notes or the Agreement.5.Â Â Â Â The execution, delivery and performance by the Company of the Agreement and the Notes do not and will not violate any provision of Regulations T, U or X of the Board of Governors of the Federal Reserve System.6.Â Â Â Â It is not necessary, in connection with the sale of the Notes to the Purchasers by the Company, in the manner contemplated by the Agreement, to register the Notes under the Securities Act of 1933, as amended, or to qualify the Agreement under the Trust Indenture Act of 1939, as amended.7.Â Â Â Â The Company is not an â€œinvestment companyâ€ or a company â€œcontrolledâ€ by an â€œinvestment companyâ€ within the meaning of the Investment Company Act of 1940, as amended.This opinion is limited to the laws of the States of Minnesota and New York and the federal laws of the United States of America. As to all matters of Minnesota law, we have relied with your consent upon an opinion of even date herewith addressed to you by [________________], Esq., Vice President, Chief Legal Officer and Corporate Secretary of the Company.The opinions expressed above are limited to the laws and facts in effect on the date hereof. We disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention, and which might alter, affect or modify the opinions expressed herein.The opinion is rendered to you in connection with the above-described transaction. This opinion may not be relied upon by you for any other purpose, or relied upon or furnished to any other Person, without our prior written consent, except that (i) this opinion may be reviewed by, but not relied upon by, applicable legal or regulatory bodies and proposed transferees of the Notes, and (ii) this opinion may be relied upon by transferees of the Notes as of the date of original delivery hereof.Very truly yours,{00528853.DOC; 9}Â - 3 -COHEN TAUBER SPIEVACK & WAGNER P.C.{00528853.DOC; 9}Â - 4 -EXHIBIT 4.4(c)FORM OF OPINION OFCHAPMAN AND CUTLER LLPThe closing opinion of Chapman and Cutler LLP, special counsel to the Purchasers, called for by Section 4.4(b) of the Note Purchase Agreement, shall be dated the date of Closing and addressed to each purchaser, shall be satisfactory in form and substance to the Purchasers and shall be to the effect that:1.Â Â Â Â The Note Purchase Agreement and the Notes are enforceable in accordance with their respective terms (subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and laws of general applicability relating to or affecting creditorsâ€™ rights and to general equity principles). 2.Â Â Â Â The issuance, sale and delivery of the Notes under the circumstances contemplated by the Note Purchase Agreement do not, under existing law, require the registration of the Notes under the Securities Act of 1933, as amended, or the qualification of an indenture under the Trust Indenture Act of 1939, as amended. Exhibit 4.4(c)(To Note Purchase Agreement){00528853.DOC; 9} EX-31.A 3 ale6-30x2024exx31a.htm EX-31.A DocumentExhibit 31(a)Rule 13a-14(a)/15d-14(a) Certification by the Chief Executive OfficerPursuant to Section 302 of the Sarbanes-Oxley Act of 2002I, Bethany M. Owen, of ALLETE, Inc. (ALLETE), certify that:1.I have reviewed this quarterly report on Form 10-Q for the period ended JuneÂ 30, 2024, of ALLETE;2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;4.The registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e))Â and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:a.Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;b.Designed such internal control over financial reporting, or caused such internal control over financial

reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;c.Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; andd.Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions):a.All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; andb.Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.August 1, 2024/s/ Bethany M. OwenBethany M. OwenChair, President and Chief Executive OfficerÂ EX-31.B 4 ale6-30x2024exx31b.htm EX-31.B DocumentExhibit 31(b)Rule 13a-14(a)/15d-14(a) Certification by the Chief Financial OfficerPursuant to Section 302 of the Sarbanes-Oxley Act of 2002I, Steven W. Morris, of ALLETE, Inc. (ALLETE), certify that:1.I have reviewed this quarterly report on Form 10-Q for the period ended JuneÂ 30, 2024, of ALLETE;2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;4.The registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:a.Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;b.Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;c.Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; andd.Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions):Â a.All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; andb.Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.August 1, 2024/s/ Steven W. MorrisSteven W. MorrisSenior Vice President and Chief Financial OfficerÂ EX-32 5 ale6-30x2024exx32.htm EX-32 DocumentExhibit 32Section 1350 Certification of Periodic ReportBy the Chief Executive Officer and Chief Financial OfficerPursuant to Section 906 of the Sarbanes-Oxley Act of 2002Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, each of the undersigned officers of ALLETE,Â Inc. (ALLETE), does hereby certify that:1.The Quarterly Report on Form 10-Q of ALLETE for the period ended JuneÂ 30, 2024, (Report) fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 (15Â U.S.C. 78m); and2.The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of ALLETE.Â August 1, 2024/s/ Bethany M. OwenBethany M. OwenChair, President and Chief Executive OfficerÂ August 1, 2024/s/ Steven W. Morris Steven W. MorrisSenior Vice President and Chief Financial OfficerÂ This certification shall not be deemed â€œfiledâ€ for purposes of SectionÂ 18 of the Securities Exchange Act of 1934 or otherwise subject to liability pursuant to that section. Such certification shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that ALLETE specifically incorporates it by reference.A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to ALLETE and will be retained by ALLETE and furnished to the Securities and Exchange Commission or its staff upon request. EX-95 6 ale6-30x2024exx95.htm EX-95 DocumentExhibit 95Mine Safety DisclosureMine or Operating Name/MSHA Identification NumberSection 104 S&S Citations (#)Section 104(b) Orders (#)Section 104(d) Citations and Orders (#)Section 110(b)(2) Violations (#)Section 107(a) Orders (#)Total Dollar Value of MSHA Assessments Proposed ($)Total Number of Mining Related Fatalities (#)Received Notice of Pattern of Violation Under Section 104(e) (yes/no)Received Notice of Potential to Have Pattern Under Section 104(e) (yes/no)Legal Actions Pending as of Last Day of Period (#)Legal Actions Initiated During Period (#)Legal Actions Resolved During Period (#)Center Mine / 3200218â€“â€“â€“â€“â€“â€“â€“NoNoâ€“â€“â€“For the quarter ended JuneÂ 30, 2024, BNI Energy, owner of Center Mine, received no citations under Section 104(a) of the Mine Safety Act. For the quarter ended JuneÂ 30, 2024, BNI Energy paid no penalties for citations closed during the period. For the quarter ended JuneÂ 30, 2024, there were no citations, orders, violations or notices under Sections 104(b), 104(d), 107(a), 104(e) or 110(b)(2) of the Mine Safety Act and there were no fatalities. EX-99.1 7 ale6-30x2024exx991.htm EX-99.1 DocumentExhibit 99.1For Release:August 1, 2024Investor Contact:Vince Meyer218-723-3952NEWSvmeyer@allete.com ALLETE, Inc. reports second quarter 2024 earnings DULUTH, Minn. - ALLETE, Inc. (NYSE: ALE) today reported second quarter 2024 earnings of 57 cents per share on net income of $33.0 million. Last yearâ€™s second quarter results were 90 cents per share on net income of $51.5 million. Net income for the second quarter this year includes 25 cents per share of transaction expenses related to the merger agreement entered into on May 5, 2024, with Canada Pension Plan Investment Board and Global Infrastructure Partners, and a 4 cent per share negative impact due to mild weather. Net income for the same quarter in 2023 included approximately 8 cents per share for the favorable impact of an updated estimate for property taxes, and ALLETE Clean Energy recorded a 7 cent per share gain on the Red Barn wind generation facility.â€œI am proud of our entire ALLETE team, working diligently on many fronts to execute our Sustainability in Action strategy in tandem with initiatives as part of the exciting announcement of the merger agreement with Canada Pension Plan Investment Board and Global Infrastructure Partners. We are pleased that key regulatory filings with the Federal Energy Regulatory Commission, the Minnesota Public Utilities Commission and the Public Service Commission of Wisconsin were filed in support of the transaction and the Definitive Proxy Statement has been filed with the SEC. The merger is progressing as planned and we remain on track for a mid-2025 closing, subject to all necessary approvals,â€ said ALLETE Chair, President, and Chief Executive Officer Bethany Owen. â€œIn addition, Minnesota Powerâ€™s requests for proposals for new solar and wind projects are progressing as planned, ALLETE Clean Energy has begun taking advantage of the Inflation Reduction Act with the sale of production tax credits in the second quarter, and New Energy Equity is executing on its strategy and robust pipeline of projects.â€œALLETEâ€™s Regulated Operations segment, which includes Minnesota Power, Superior Water, Light and Power and the Companyâ€™s investment in the American Transmission Company, recorded second quarter 2024 net income of $33.7 million, compared to $37.8 million in the second quarter a year ago. Net income at Minnesota Power was lower reflecting milder weather, as well as higher operating and maintenance and depreciation expenses in the second quarter of 2024 compared to 2023, partially offset by the implementation of interim rates, net of reserves, and higher transmission margins. ALLETE Clean Energy recorded second quarter 2024 net income of $2.4 million compared to $3.1 million in 2023. Earnings in 2024 reflect impacts from a forced network outage near its Caddo wind energy facility as well as a transformer outage at its Diamond Springs wind energy facility; both outages were resolved during the second quarter of 2024. These decreases were partially offset by lower operating and maintenance expense. Net income in 2023 also included a gain on the Red Barn wind generation facility.Page 1 of 4ALLETE Â· 30 West Superior Street, Duluth, Minnesota 55802Corporate and Other businesses, which include New Energy, BNI Energy, ALLETE Properties and our investments in renewable energy facilities, recorded a net loss of $3.1 million in the second quarter of 2024, compared to net income of $10.6 million in 2023. Net income included increased transaction expenses of $14.3 million after-tax, or 25 cents per share, related to the merger agreement entered into in the second quarter of 2024. The net loss in 2024 also reflects lower earnings from Minnesota solar projects as investment tax credits were recognized in 2023 for the projects. â€œSimilar to this yearâ€™s first quarter, the second quarter results reflect items not included in our original 2024 expectations, including merger related transaction expenses, milder weather negatively impacting sales to residential and commercial customers, and the implementation of interim rate reserves as a result of the rate case settlement,â€ said ALLETE Senior Vice President and Chief Financial Officer Steve Morris. â€œExcluding these items, results for our Regulated Operations segment year to date were on track with our internal expectations, New Energy's financial results were as expected, and ALLETE Clean Energyâ€™s results were lower than our expectations primarily due to a third-party network outage and a transformer outage at ALLETE Clean Energyâ€™s wind energy facilities in Oklahoma which have since been resolved.â€ALLETE is an energy company headquartered in Duluth, Minn. In addition to its electric utilities, Minnesota Power and Superior Water, Light and Power of Wisconsin, ALLETE owns ALLETE Clean Energy, based in Duluth, BNI Energy in Bismarck, N.D., New Energy Equity in Annapolis, MD, and has an eight percent equity interest in the American Transmission Co. More information about ALLETE is available at www.allete.com. ALE-CORPThe statements contained in this release and statements that ALLETE may make orally in connection with this release that are not historical facts, are forward-looking statements. Actual results may differ materially from those projected in the forward-looking statements. These forward-looking statements involve risks and uncertainties and investors are directed to the risks discussed in documents filed by ALLETE with the Securities and Exchange Commission.ALLETE's press releases and other communications may include certain non-Generally Accepted Accounting Principles (GAAP) financial measures. A "non-GAAP financial measure" is defined as a numerical measure of a company's financial performance, financial position or cash flows that excludes (or includes) amounts that are included in (or excluded from) the most directly comparable measure calculated and presented in accordance with GAAP in the company's financial statements.Non-GAAP financial measures utilized by the Company include presentations of earnings (loss) per share. ALLETE's management believes that these non-GAAP financial measures provide useful information to investors by removing the effect of variances in GAAP reported results of operations that are not indicative of changes in the fundamental earnings power of the Company's operations. Management believes that the presentation of the non-GAAP financial measures is appropriate and enables investors and analysts to more accurately compare the company's ongoing financial performance over the periods presented.Page 2 of 4ALLETE Â· 30 West Superior Street, Duluth, Minnesota 55802ALLETE, Inc.Consolidated Statement of IncomeMillions Except Per Share Amounts - UnauditedQuarter EndedSix Months EndedJune 30,June 30,20242023202420230perating RevenueContracts with Customers â€“ Utility$279.8Â $292.2Â $618.1Â $604.8Â Contracts with Customers â€“ Non-utility73.5Â 239.9Â 137.2Â 490.9Â Other â€“ Non-utility1.2Â 1.3Â 2.5Â 2.6Â Total Operating Revenue354.5Â 533.4Â 757.8Â 1,098.3Â Operating ExpensesFuel, Purchased Power and Gas â€“ Utility107.3Â 107.3Â 240.8Â 225.9Â Transmission Services â€“ Utility1.6Â 23.5Â 24.3Â 43.6Â Cost of Sales â€“ Non-utility31.8Â 193.2Â 56.2Â 403.7Â Operating and Maintenance102.1Â 84.9Â 193.8Â 170.6Â Depreciation and Amortization66.0Â 62.8Â 131.0Â 125.1Â Taxes Other than Income Taxes16.3Â 8.2Â 35.0Â 27.6Â Total Operating Expenses325.1Â 479.9Â 681.1Â 996.5Â Operating Income29.4Â 53.5Â 76.7Â 101.8Â Other Income (Expense)Â Â Interest Expense(20.1)(21.1)(40.5)(40.4)Equity Earnings5.9Â 5.4Â 11.4Â 11.4Â Other5.9Â 2.5Â 14.5Â 6.6Â Total Other Expense(8.3)(13.2)(14.6)(22.4)Income Before Income Taxes21.1Â 40.3Â 62.1Â 79.4Â Income Tax Expense (Benefit)1.4Â (0.4)5.4Â 1.1Â Net Income19.7Â 40.7Â 56.7Â 78.3Â Net Loss Attributable to Non-Controlling Interest(13.3)(10.8)(27.0)(31.4)Net Income Attributable to ALLETE$33.0Â $51.5Â $83.7Â $109.7Â Average Shares of Common StockBasic57.7Â 57.3Â 57.7Â 57.3Â Diluted57.8Â 57.4Â 57.7Â 57.4Â Basic Earnings Per Share of Common Stock$0.57Â $0.90Â $1.45Â $1.91Â Diluted Earnings Per Share of Common Stock$0.57Â $0.90Â $1.45Â $1.91Â Dividends Per Share of Common Stock$0.705Â $0.6775Â $1.41Â $1.355Â Consolidated Balance SheetMillions - UnauditedJun. 30,Dec. 31,Jun. 30,Dec. 31,20242023202420232AssetsLiabilities and EquityCash and Cash Equivalents$37.5$71.9Current Liabilities$297.6$377.6Other Current Assets394.7396.2Long-Term Debt1,746.01,679.9Property, Plant and Equipment â€“ Net5,079.55,013.4Deferred Income Taxes215.6192.7Regulatory Assets394.7425.4Regulatory Liabilities561.0574.0Equity Investments336.0331.2Defined Benefit Pension and Other Postretirement Benefit Plans135.0160.8Goodwill and Intangibles â€“ Net155.4155.4Other Non-Current Liabilities310.5264.3Other Non-Current Assets263.5262.9Redeemable Non-Controlling Interest0.90.5Equity3,394.73,406.6Total Assets$6,661.3$6,656.4Total Liabilities, Redeemable Non-Controlling Interest and Equity$6,661.3$6,656.4Page 3 of 4ALLETE Â· 30 West Superior Street, Duluth, Minnesota 55802Quarter EndedSix Months EndedALLETE, Inc.June 30,June 30,Income (Loss)20242023202420232MillionsRegulated Operations$33.7Â $37.8Â $77.9Â $78.4Â ALLETE Clean Energy2.4Â 3.1Â 6.2Â 11.6Â Corporate and Other(3.1)10.6Â (0.4)19.7Â Net Income Attributable to ALLETE$33.0Â $51.5Â $83.7Â $109.7Â Diluted Earnings Per Share$0.57Â $0.90Â $1.45Â $1.91Â Statistical DataCorporateCommon StockHigh$65.86$66.69$65.86$66.69Low$56.66$56.68$55.86$56.68Close$62.35$57.97$62.35$57.97Book Value$48.86$47.63$48.86$47.63Kilowatt-hours SoldMillionsRegulated UtilityRetail and MunicipalResidential225241531562Commercial307320645667Industrial1,7291,7783,5273,436Municipal105110230238Total Retail and Municipal2,3662,4494,9334,903Other Power Suppliers5797861,3361,482Total Regulated Utility Kilowatt-hours Sold2,9453,2356,2696,385Regulated Utility RevenueMillionsRegulated Utility RevenueRetail and Municipal Electric RevenueResidential$34.4$33.2$81.1$75.6Commercial42.942.990.386.9Industrial146.3139.7304.8283.1Municipal7.47.616.416.5Total Retail and Municipal Electric Revenue231.0223.4492.6462.1Other Power Suppliers30.436.370.472.2Other (Includes Water and Gas Revenue)18.432.555.170.5Total Regulated Utility Revenue$279.8$292.2$618.1$604.8This exhibit has been furnished and shall not be deemed â€œfiledâ€ for purposes of SectionÂ 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.Page 4 of 4ALLETE Â· 30 West Superior Street, Duluth, Minnesota 55802 EX-99.2 8 ale6-30x2024exx992.htm EX-99.2 DocumentExhibit 99.2NOTICE OF PREPAYMENT TO THE HOLDERS OF THE2.65% Senior Notes due September 10, 2025of ALLETE, Inc.Prepayment Date: September 5, 2024NOTICE IS HEREBY GIVEN, pursuant to Section 8.2 of the Note Purchase Agreement dated as of September 10, 2020 (the â€œNote Purchase Agreementâ€), between ALLETE, Inc., a Minnesota corporation (the â€œCompanyâ€), and the Purchasers listed in the Purchasers Schedule thereto, that the Company is electing to exercise its option to prepay, in full, the 2.65% Senior Notes due September 10, 2025 (the â€œNotesâ€). The Company will prepay all of the issued and outstanding Notes ($150,000,000 in aggregate principal amount) in full on September 5, 2024 (the â€œPrepayment Dateâ€). The prepayment price for the Notes will be 100% of the aggregate principal amount, plus accrued and unpaid interest thereon to, but excluding, the Prepayment Date, plus the Make-Whole Amount determined for September 5, 2024 (the â€œPrepayment Amountâ€). The aggregate accrued interest on the Notes payable on the Prepayment Date will be approximately $44,166,67. The Make-Whole Amount determined for the Prepayment Date is $0. For further detail on the Make-Whole Amount, please contact U.S. Bank Bondholder Services at 1-800-934-6802.On the Prepayment Date, the Prepayment Amount will become due and payable to the holders of the Notes. Interest on the $150,000,000 in principal amount of Notes being prepaid will cease to accrue on and after the Prepayment Date. Unless the Company defaults in paying the Prepayment Amount with respect to such Notes, the only remaining right of the holders with respect to such Notes will be to receive payment of the Prepayment Amount. The Company requests that the holders surrender such Notes to US Bank.Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Note Purchase Agreement.Questions relating to this notice of prepayment should be directed to US Bank. Payment of the Prepayment Amount to the holders will be made by US Bank as the Companyâ€™s paying agent. The Company requests that the holders surrender the Notes in the following manner:If by Mail, Hand or Overnight Mail:US BANK111 Fillmore Ave E.St. Paul, MN 55107Attention: Payments(2.65% Senior Notes Due SeptemberÂ 10,Â 2025)Exhibit 99.2NOTICEUnder U.S. federal income tax law, the Company or other withholding agent may be required to withhold twenty-four percent (24%)Â of any gross payment to a holder who fails to provide a taxpayer identification number and other required certifications. To avoid backup withholding, please complete a FormÂ W-9Â or an appropriate FormÂ W-8,Â as applicable, which should be furnished in connection with the presentment and surrender of the Notes called for prepayment. Any amounts withheld under the backup withholding rules will be allowed as a refund

or a credit against a holderâ€™s U.S. federal income tax liability provided the required information is furnished to the Internal Revenue Service. Holders should consult their tax advisors regarding the withholding and other tax consequences of the prepayment.Â Â Â ALLETE, Inc.Dated:Â July 31, 2024Â Â By:Â Steven W. MorrisÂ Â Title:Â Sr. Vice President and Chief Financial OfficerÂ Exhibit 99.2Exhibit ASenior Financial Officerâ€™s CertificatePursuant to SectionÂ 8.2 of the Note Purchase Agreement, dated as of SeptemberÂ 10, 2020 (the â€œNote Purchase Agreementâ€), between ALLETE, Inc. (the â€œCompanyâ€) and the Purchasers listed in the Purchasers Schedule thereto, I, Steven W. Morris, Sr. Vice President and Chief Financial Officer of the Company, hereby certify as follows:The Make-Whole Amount due in connection with the prepayment to take place on September 5, 2024 is zero dollars ($0.00) pursuant to SectionÂ 8.7 of the Note Purchase Agreement.Capitalized terms that are used herein but not defined shall have the meanings set forth in the Note Purchase Agreement.[Remainder of Page Intentionally Blank]Exhibit 99.2IN WITNESS WHEREOF,Â the undersigned has duly executed this Senior Financial Officerâ€™s Certificate, in his capacity as an officer of the Company.Date: July 31, 2024Â By:Â Name:Â Steven W. MorrisTitle:Â Sr.Vice President and Chief Financial Officer EX-101.SCH 9 ale-20240630.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - CONSOLIDATED BALANCE SHEET Unaudited link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - CONSOLIDATED BALANCE SHEET Unaudited (Parentheticals) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - CONSOLIDATED STATEMENT OF INCOME Unaudited link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME Unaudited link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME Unaudited (Parentheticals) link:presentationLink link:calculationLink link:definitionLink 9952156 - Statement - CONSOLIDATED STATEMENT OF CASH FLOWS Unaudited link:presentationLink link:calculationLink link:definitionLink 9952157 - Statement - CONSOLIDATED STATEMENT OF EQUITY Unaudited link:presentationLink link:calculationLink link:definitionLink 9952158 - Disclosure - OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES link:presentationLink link:calculationLink link:definitionLink 9952159 - Disclosure - REGULATORY MATTERS link:presentationLink link:calculationLink link:definitionLink 9952160 - Disclosure - EQUITY INVESTMENTS link:presentationLink link:calculationLink link:definitionLink 9952161 - Disclosure - FAIR VALUE link:presentationLink link:calculationLink link:definitionLink 9952162 - Disclosure - SHORT-TERM AND LONG-TERM DEBT link:presentationLink link:calculationLink link:definitionLink 9952163 - Disclosure - COMMITMENTS, GUARANTEES AND CONTINGENCIES link:presentationLink link:calculationLink link:definitionLink 9952164 - Disclosure - EARNINGS PER SHARE AND COMMON STOCK link:presentationLink link:calculationLink link:definitionLink 9952165 - Disclosure - INCOME TAX EXPENSE link:presentationLink link:calculationLink link:definitionLink 9952166 - Disclosure - PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS link:presentationLink link:calculationLink link:definitionLink 9952167 - Disclosure - BUSINESS SEGMENTS link:presentationLink link:calculationLink link:definitionLink 9952168 - Disclosure - AGREEMENT AND PLAN OF MERGER link:presentationLink link:calculationLink link:definitionLink 9954471 - Disclosure - OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES (Policies) link:presentationLink link:calculationLink link:definitionLink 9954472 - Disclosure - OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES (Tables) link:presentationLink link:calculationLink link:definitionLink 9954473 - Disclosure - REGULATORY MATTERS (Tables) link:presentationLink link:calculationLink link:definitionLink 9954474 - Disclosure - EQUITY INVESTMENTS (Tables) link:presentationLink link:calculationLink link:definitionLink 9954475 - Disclosure - FAIR VALUE (Tables) link:presentationLink link:calculationLink link:definitionLink 9954476 - Disclosure - SHORT-TERM AND LONG-TERM DEBT (Tables) link:presentationLink link:calculationLink link:definitionLink 9954477 - Disclosure - EARNINGS PER SHARE AND COMMON STOCK (Tables) link:presentationLink link:calculationLink link:definitionLink 9954478 - Disclosure - INCOME TAX EXPENSE (Tables) link:presentationLink link:calculationLink link:definitionLink 9954479 - Disclosure - PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS (Tables) link:presentationLink link:calculationLink link:definitionLink 9954480 - Disclosure - BUSINESS SEGMENTS (Tables) link:presentationLink link:calculationLink link:definitionLink 9954481 - Disclosure - OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES- Cash, Cash Equivalents and Restricted Cash (Details) link:presentationLink link:calculationLink link:definitionLink 9954482 - Disclosure - OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES - Inventories (Details) link:presentationLink link:calculationLink link:definitionLink 9954483 - Disclosure - OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954484 - Disclosure - OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES - Other Non-Current Assets (Details) link:presentationLink link:calculationLink link:definitionLink 9954485 - Disclosure - OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES - Other Current Liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 9954486 - Disclosure - OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES - Other Non-Current Liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 9954487 - Disclosure - OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES - Other Income (Details) link:presentationLink link:calculationLink link:definitionLink 9954488 - Disclosure - OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES - Supplemental Statement of Cash Flows Information (Details) link:presentationLink link:calculationLink link:definitionLink 9954489 - Disclosure - REGULATORY MATTERS - Electric Rates (Details) link:presentationLink link:calculationLink link:definitionLink 9954490 - Disclosure - REGULATORY MATTERS - Regulatory Assets and Liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 9954491 - Disclosure - EQUITY INVESTMENTS - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954492 - Disclosure - EQUITY INVESTMENTS - Investment in ATC (Details) link:presentationLink link:calculationLink link:definitionLink 9954493 - Disclosure - FAIR VALUE - Recurring Fair Value Measures (Details) link:presentationLink link:calculationLink link:definitionLink 9954494 - Disclosure - FAIR VALUE - Fair Value of Financial Instruments and Assets Measured on a Nonrecurring Basis (Details) link:presentationLink link:calculationLink link:definitionLink 9954495 - Disclosure - SHORT-TERM AND LONG-TERM DEBT - Schedule of Short-Term and Long-Term Debt (Details) link:presentationLink link:calculationLink link:definitionLink 9954495 - Disclosure - SHORT-TERM AND LONG-TERM DEBT - Schedule of Short-Term and Long-Term Debt (Details) link:presentationLink link:calculationLink link:definitionLink 9954496 - Disclosure - SHORT-TERM AND LONG-TERM DEBT - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954497 - Disclosure - COMMITMENTS, GUARANTEES AND CONTINGENCIES - Power Purchase Agreements (Details) link:presentationLink link:calculationLink link:definitionLink 9954498 - Disclosure - COMMITMENTS, GUARANTEES AND CONTINGENCIES - Environmental Matters (Details) link:presentationLink link:calculationLink link:definitionLink 9954499 - Disclosure - COMMITMENTS, GUARANTEES AND CONTINGENCIES - Other Matters (Details) link:presentationLink link:calculationLink link:definitionLink 9954500 - Disclosure - EARNINGS PER SHARE AND COMMON STOCK (Details) link:presentationLink link:calculationLink link:definitionLink 9954501 - Disclosure - INCOME TAX EXPENSE - Schedule of Income Tax Expense (Details) link:presentationLink link:calculationLink link:definitionLink 9954502 - Disclosure - INCOME TAX EXPENSE - Reconciliation of Taxes from Federal Statutory Rate to Total Income Tax Expense (Details) link:presentationLink link:calculationLink link:definitionLink 9954503 - Disclosure - INCOME TAX EXPENSE - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954504 - Disclosure - PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS - Components of Net Periodic Benefit Cost (Credit) (Details) link:presentationLink link:calculationLink link:definitionLink 9954505 - Disclosure - PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954506 - Disclosure - BUSINESS SEGMENTS - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954507 - Disclosure - BUSINESS SEGMENTS - Business Segments (Details) link:presentationLink link:calculationLink link:definitionLink 9954508 - Disclosure - AGREEMENT AND PLAN OF MERGER - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 10 ale-20240630_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 11 ale-20240630_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 12 ale-20240630_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT Payments for Purchase of Available-for-sale Securities Payments For Purchase Of Available-for-Sale Securities Payments For Purchase Of Available-for-Sale Securities Corporate and Other Corporate Segment and Other Operating Segment [Member] Regulatory Assets and Liabilities Public Utilities, Policy [Policy Text Block] Adjustments to Reconcile Net Income to Cash provided by (used in) Operating Activities: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Statistical Measurement [Domain] Statistical Measurement [Domain] Repayments of Short-Term and Long-Term Debt Repayments of Long-Term Debt Income Taxes Computed at Statutory Federal Rate Effective Income Tax Rate Reconciliation at Federal Statutory Income Tax Rate, Amount Retail Customers Retail Customers [Member] Retail Customers [Member] include residential customers, commercial customers and industrial customers. Transmission Services â€“ Utility Transmission Services - Utility Transmission Services - Utility Cover [Abstract] Component of Other Income (Expense) - Other [Domain] Component of Other Income (Expense) - Other [Domain] [Domain] for Component of Other Income (Expense) - Other [Axis] Change in Cash, Cash Equivalents and Restricted Cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Other Total Other Current Liabilities Other Liabilities, Current Gross unrecognized tax benefits that would favorably impact effective income tax rate Unrecognized Tax Benefits that Would Impact Effective Tax Rate Trading Symbol Trading Symbol Ownership percentage Equity Method Investment, Ownership Percentage Business Segments [Line Items] Segment Reporting Information [Line Items] Basis point incentive adder Basis Point Incentive Adder Basis Point Incentive Adder Total Comprehensive Income Comprehensive Income (Loss), Net of Tax, Including Portion Attributable to Noncontrolling Interest All Trading Arrangements All Trading Arrangements [Member] Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Net Income [Text Block] Non-NEOs Non-NEOs [Member] Schedule of Reconciliation of Basic and Diluted Earnings Per Share Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Square Butte Square Butte [Member] Square Butte [Member] Other Other [Member] Regulated Operations Other Revenue Recognized From Other Sources Immaterial For Disaggregation Other ALLETE Clean Energy Other [Member] ALLETE Clean Energy Other Revenue Recognized From Other Sources Immaterial For Disaggregation [Member] Rule 10b5-1 Arrangement Adopted Rule 10b5-1 Arrangement Adopted [Flag] Dividends Per Share of Common Stock (in usd per share) Common Stock, Dividends, Per Share, Declared Awards Close in Time to MNPI Disclosures Awards Close in Time to MNPI Disclosures [Table] Cash Paid for Income Taxes â€“ Net Income Taxes Paid, Net Accounts receivable, less allowance Accounts Receivable, Allowance for Credit Loss, Current Distributions to Non-Controlling Interest Noncontrolling Interest, Decrease from Distributions to Noncontrolling Interest Holders Equity Investments Equity Investment Balance as of December 31, 2023 Equity Investment Balance as of June 30, 2024 Equity Method Investments Pay vs Performance Disclosure [Line Items] Plant Removal Obligations Removal Costs [Member] Peer Group Total Shareholder Return Amount Peer Group Total Shareholder Return Amount REGULATORY MATTERS Public Utilities Disclosure [Text Block] Other Income Other Income (Expense) - Other [Line Items] [Line Items] for Other Income (Expense) - Other [Table] Earnings Per Share and Common Stock Earnings Per Share, Policy [Policy Text Block] Goodwill and Intangible Assets â€“ Net Intangible Assets, Net (Including Goodwill) Inventories â€“ Net Inventory, Policy [Policy Text Block] Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] Minnesota Power Minnesota Power [Member] Minnesota Power [Member] Deferred Income Tax Expense (Benefit) Deferred Income Tax Expense (Benefit), Continuing Operations [Abstract] FAIR VALUE Fair Value Disclosures [Text Block] Net of Income Tax Expense of $â€”, $â€”, $â€” and $0.1 Unrealized Gain on Debt Securities OCI, Debt Securities, Available-for-Sale, Unrealized Holding Gain (Loss), before Adjustment, after Tax Award Timing Disclosures [Line Items] Common Stock [Abstract] Common Stock, Number of Shares, Par Value and Other Disclosure [Abstract] Equity Method Investment [Domain] Investment, Name [Domain] Other Performance Measure, Amount Other Performance Measure, Amount Common stock, shares outstanding (in shares) Common Stock, Shares, Outstanding Required amount to purchase of preferred stock Business Combination, Contingent Consideration, Asset Unamortized Debt Issuance Costs Debt Instrument, Unamortized Discount (Premium) and Debt Issuance Costs, Net [Abstract] Operating Lease Liabilities Operating Lease, Liability, Noncurrent Approved rate increase Public Utilities, Approved Rate Increase (Decrease), Amount Other Other Income (Expense) - Other [Member] Other Income (Expense) - Other [Member] Business Segments Segment Reporting, Policy [Policy Text Block] Revenue Streams [Axis] Contract with Customer, Sales Channel [Axis] Customer Deposits Contract with Customer, Liability, Current Service Cost Defined Benefit Plan, Service Cost Average common shares adjustment (in shares) Weighted Average Number of Shares Outstanding, Diluted, Adjustment Other Non-Current Assets Total Other Non-Current Assets Other Assets, Noncurrent Entity Tax Identification Number Entity Tax Identification Number Long-term Contract Long-term Contract [Member] Long-term Contract Revenue Stream [Member] Minnkota Power PSA Minnkota Sales Agreement [Member] Minnkota Sales Agreement [Member] Power Purchase Agreements [Axis] Power Purchase Agreement - Energy and Capacity [Axis] Long-Term Contract for Purchase of Electric Power [Axis] Rate Type [Domain] Rate Type [Domain] Rate Type [Domain] Retirement Plan Type [Axis] Retirement Plan Type [Axis] Operating Segments Operating Segments [Member] Nobles 2 Nobles 2 [Member] Nobles 2 [Member] Regulatory Proceeding [Axis] Public Utilities, Regulatory Proceeding [Axis] Cash provided by Operating Activities Net Cash Provided by (Used in) Operating Activities Operating Activities Net Cash Provided by (Used in) Operating Activities [Abstract] Accrued Taxes Taxes Payable, Current Defined Benefit Pension and Other Postretirement Plans Defined Benefit Pension and Other Postretirement Benefit Plans Pension and Other Postretirement Plans Costs [Member] Asset Retirement Obligation Asset Retirement Obligations, Noncurrent Requested rate increase percent Public Utilities, Requested Rate Increase (Decrease), Percentage Equity Components [Axis] Equity Components [Axis] PPACA Income Tax Deferral Medicare Part D Regulatory Asset [Member] Discloses the amount of regulatory asset arising from the deferral of the retail portion of a tax charge taken in 2010 resulting from the Patient Protection and Affordable Care Act of 2010 (PPACA). Prepayments and Other Other Assets, Current Award Timing Method Award Timing Method [Text Block] Net Periodic Benefit Cost (Credit) Defined Benefit Plan, Net Periodic Benefit Cost (Credit) Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Collateral Guarantor Obligations, Collateral Held Directly Or By Third Parties, Amount Amount of any assets held either as collateral or by third parties that, upon the occurrence of any triggering event or condition under the guarantee, can be obtained and liquidated to recover all or a portion of the amounts paid under the guarantee. Measurement Frequency [Axis] Measurement Frequency [Axis] Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Environmental Matters Environmental Costs, Policy [Policy Text Block] Insider Trading Policies and Procedures [Line Items] Redeemable Non-Controlling Interest Temporary Equity, Carrying Amount, Including Portion Attributable to Noncontrolling Interests Total Operating Expenses Costs and Expenses Business Acquisition, Acquiree [Domain] Business Acquisition, Acquiree [Domain] Cash Contributions to Defined Benefit Pension Plans Payment for Pension Benefits Adjustment to Compensation, Amount Adjustment to Compensation Amount Compensation Amount Outstanding Recovery Compensation Amount Diluted Earnings Per Share, Diluted [Abstract] Rate Type [Axis] Rate Type [Axis] Rate Type [Axis] including categories like electric rates, natural gas rates, water rates, etc. Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member] Entity Small Business Entity Small Business Sale of Renewable Development Projects Sale of Renewable Development Projects [Member] Sale of Renewable Development Projects Company Selected Measure Amount Company Selected Measure Amount Geographical [Axis] Geographical [Axis] Tabular List, Table Tabular List [Table Text Block] Alloy Parent and Alloy Merger Sub Alloy Parent and Alloy Merger Sub [Member] Alloy Parent and Alloy Merger Sub Level 3 Fair Value, Inputs, Level 3 [Member] Long-term PSA Long-term PSA [Member] Revenue Recognized From Long-term PSAs Industrial Industrial [Member] Industrial Sales Channel [Member] Redemption cost liability Accrual for Environmental Loss Contingencies 2024 Minnesota General Rate Case 2024 Minnesota General Rate Case [Member] 2024 Minnesota General Rate Case Aggregate amount of available-for-sale corporate and governmental debt securities maturing after one year through three years after three years through five years after five years Available-For-Sale Securities, Debt Maturities, After Five Years, Fair Value Amount of available-for-sale debt securities at fair value maturing in after the fifth fiscal year following the latest fiscal year (maturing in five years or more). Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table [Member] Schedule of Other Non-Current Assets Schedule of Other Assets, Noncurrent [Table Text Block] Increase (Decrease) in Income Tax Due to: Increase (Decrease) in Tax [Abstract] Increase (Decrease) in Tax [Abstract] Percentage of principal amount prepaid Debt Instrument, Prepayment, Percentage Of Principal Amount Prepaid Debt Instrument, Prepayment, Percentage Of Principal Amount Prepaid Sale of Wind Energy Facilities Sale of Wind Energy Facility [Member] Sale of Wind Energy Facility Cash, Cash Equivalents and Restricted Cash at Beginning of Period Cash, Cash Equivalents and Restricted Cash at End of Period Cash, Cash Equivalents and Restricted Cash on the Consolidated Statement of Cash Flows Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Income Taxes Deferred Income Tax Charge [Member] Current Assets Assets, Current [Abstract] Goodwill Goodwill Consolidation Items [Axis] Consolidation Items [Axis] Fuel Adjustment Clause Regulatory Clause Revenues, under-Recovered [Member] Other Comprehensive Income (Loss) Other Comprehensive Income (Loss), Net of Tax [Abstract] Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Other â€“ Non-utility Amortization of PSAs Amortization Of Power Purchase Agreements The amount of income recognized in the current period that

reflects income associated with the reduced liability of the PPAs acquired in a business acquisition. As noncash income, this element is subtracted from net income when calculating cash provided by or used in operations using the indirect method. Employee Stock Option Share-Based Payment Arrangement, Option [Member] Fair Value Disclosures [Abstract] Fair Value Disclosures [Abstract] Depreciation Expense Depreciation Generating Facility Unit Name [Domain] Generating Facility Unit Name [Domain] [Domain] for Name of generating unit or facility [Axis] Other Financing Activities Proceeds from (Payments for) Other Financing Activities Total Comprehensive Income Attributable to ALLETE Comprehensive Income (Loss), Net of Tax, Attributable to Parent Pension Pension Plan [Member] Name of Exchange Security Exchange Name Award Type Award Type [Axis] Basic Earnings Per Share, Basic [Abstract] Other Other Accrued Liabilities, Noncurrent Property, Plant and Equipment â€“ Net Property, Plant and Equipment, Net State Current State and Local Tax Expense (Benefit) Superior, WI Superior, WI [Member] Superior, WI Total Liabilities Liabilities Non-Controlling Interest in Subsidiaries Equity, Attributable to Noncontrolling Interest Alloy Parent Alloy Parent [Member] Alloy Parent Schedule of Cash and Cash Equivalents Schedule of Cash and Cash Equivalents [Table Text Block] Other Other Assets, Miscellaneous, Noncurrent Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of Impracticability [Text Block] Expiration Date Trading Arrangement Expiration Date Investing Activities Net Cash Provided by (Used in) Investing Activities [Abstract] Subsequent Events Subsequent Events, Policy [Policy Text Block] Operating Lease Liabilities Operating Lease, Liability, Current Total Shareholder Return Amount Total Shareholder Return Amount Long-Term Debt Debt Issuance Costs, Noncurrent, Net Common stock, shares issued (in shares) Common Stock, Shares, Issued Reconciliation of Taxes from Federal Statutory Rate to Total Income Tax Expense [Abstract] Income Tax Expense (Benefit), Effective Income Tax Rate Reconciliation, Amount [Abstract] Operating and Maintenance Operating And Maintenance Operating and Maintenance Expenses Taxes Other than Income Taxes Taxes, Other Entity [Domain] Entity [Domain] Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Authorized return on equity Public Utilities, Approved Return on Equity, Percentage Guarantor Obligations [Line Items] Guarantor Obligations [Line Items] Other Effective Income Tax Rate Reconciliation, Other Reconciling Items, Amount Production tax credits Effective Income Tax Rate Reconciliation, Tax Credit, Other, Amount Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Subsequent Event [Line Items] Subsequent Event [Line Items] Debt Instrument [Line Items] Debt Instrument [Line Items] Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Common stock, shares authorized (in shares) Common Stock, Shares Authorized Investment tax credits Effective Income Tax Rate Reconciliation, Tax Credit, Investment, Amount Diluted (in shares) Average common shares (in shares) Weighted Average Number of Shares Outstanding, Diluted Power Purchase Agreements [Line Items] Long-Term Contract for Purchase of Electric Power [Line Items] Electric Rates Electric Rates [Member] Electric Rates [Member] MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] Long-Term Debt, Type [Axis] Long-Term Debt, Type [Axis] Total ALLETE Equity Equity, Attributable to Parent Schedule of Supplemental Statement of Cash Flows Information Schedule of Cash Flow, Supplemental Disclosures [Table Text Block] Net Gain (Loss) Attributable to Non-Controlling Interest Temporary Equity, Net Income Regulated Operations Regulated Operations [Member] Regulated Operations [Member] Environmental Remediation Contingency [Axis] Environmental Remediation Contingency [Axis] Aggregate amount of available-for-sale corporate and governmental debt securities maturing in one year Debt Securities, Available-for-Sale, Fair Value, Maturity, Allocated and Single Maturity Date, Year One Amortization of Net Loss (Gain) Defined Benefit Plan, Amortization of Gain (Loss) Materials and Supplies Inventory, Supplies, Net of Reserves PSAs Power Purchase Agreement - Current Liability The fair value adjustment for the price of power per MW at market rates compared to those at contract rate at the time of acquisition through the end of the contract term present valued to acquisition date resulting in a current liability. Interest Expense Interest Expense, Nonoperating Deferred Income Tax Benefit Total Deferred Income Tax Benefit Deferred Income Tax Expense (Benefit) PSAs Power Purchase Agreement - Noncurrent Liability The fair value adjustment for the price of power per MW at market rates compared to those at contract rate at the time of acquisition through the end of the contract term present valued to acquisition date resulting in a noncurrent liability. Authorized return on equity, including incentive adder Equity Method Investment, Approved Return on Common Equity, Including Incentive Adder The approved percentage return on common equity, including an incentive adder for participation in a regional transmission organization dedicated to the utility plant in the investee accounted for under the equity method of accounting. Uncertain Tax Positions Income Tax Uncertainties, Policy [Policy Text Block] 6.18% Senior Unsecured Notes Due September 2034 6.18% Senior Unsecured Notes Due September 2034 [Member] 6.18% Senior Unsecured Notes Due September 2034 Letters of credit outstanding Letters of Credit Outstanding, Amount Number of states contributed to downwind statesâ€™ challenges in attaining or maintaining ozone NAAQS Accrual for Environmental Loss Contingencies, Number Of States Contributed To Downwind Challenges in Maintaining Ozone NAAQS Accrual for Environmental Loss Contingencies, Number Of States Contributed To Downwind Challenges in Maintaining Ozone NAAQS Recurring Fair Value Measures Fair Value, Recurring [Member] Increase (Decrease) in Accounts Payable for Capital Additions to Property, Plant and Equipment Increase (Decrease) In Accounts Payable For Capital Additions To Property, Plant And Equipment Increase (Decrease) In Accounts Payable For Capital Additions To Property, Plant And Equipment Accounts Receivable (Less Allowance of $1.8 and $1.6) Accounts Receivable, after Allowance for Credit Loss, Current Component of Other Income (Expense) - Other [Axis] Component of Other Income (Expense) - Other [Axis] Component of Other Income (Expense) - Other [Axis] Total Debt Long-Term Debt Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Document Fiscal Period Focus Document Fiscal Period Focus All Executive Categories All Executive Categories [Member] Conversion price, cash (in usd per share) Business Acquisition, Share Price Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Assets Assets [Abstract] Retirement Plan Type [Domain] Retirement Plan Type [Domain] Fair Value of Financial Instruments [Table] Fair Value, by Balance Sheet Grouping [Table] Total Other Comprehensive Loss Other Comprehensive Income (Loss), Net of Tax Restricted Cash included in Prepayments and Other Restricted Cash, Current Document Type Document Type Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Commercial Commercial [Member] Revenue Recognized From Commercial Customers Actual ratio of indebtedness to total capitalization Debt Instrument, Actual Indebtedness to Total Capital Ratio Actual indebtedness to total capital ratio required to be maintained by most restrictive financial covenant. Schedule of Business Segments Schedule of Segment Reporting Information, by Segment [Table Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] States were EPA issued an updated final interim rule addressing the stays Accrual for Environmental Loss Contingencies, Number States Is In EPA Stay Accrual for Environmental Loss Contingencies, Number States Is In EPA Stay Defined benefit pension and other postretirement benefit plans, income tax benefit Other Comprehensive (Income) Loss, Defined Benefit Plan, after Reclassification Adjustment, Tax Transaction Costs Effective Income Tax Rate Reconciliation, Transaction Costs, Amount Effective Income Tax Rate Reconciliation, Transaction Costs, Amount Environmental Matters [Line Items] Environmental Matters [Line Items] [Line Items] for Environmental Matters [Table] Subsequent Event [Table] Subsequent Event [Table] Manufactured Gas Plant Manufactured Gas Plant [Member] Manufactured Gas Plant [Member] Maximum Maximum [Member] Production tax credits sold Guarantor Obligations, Production Tax Credits Sold Guarantor Obligations, Production Tax Credits Sold Power Purchase Agreements [Domain] Power Purchase Agreement - Energy and Capacity [Domain] Long-Term Contract for Purchase of Electric Power [Domain] Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Accounts Payable Accounts Payable, Current Liabilities Liabilities [Abstract] Operating Revenue Revenues [Abstract] Fair Value Fair Value Measurement, Policy [Policy Text Block] Current Fiscal Year End Date Current Fiscal Year End Date Total Regulatory Asset [Domain] Regulatory Asset [Domain] Statistical Measurement [Axis] Statistical Measurement [Axis] PEO Name PEO Name Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Distributions to Non-Controlling Interest Payments to Noncontrolling Interests Income Before Income Taxes Income Before Income Taxes Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest All Award Types Award Type [Domain] Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount Investment Tax Credit Amortization Deferred Other Tax Expense (Benefit) Name Outstanding Recovery, Individual Name Other Power Suppliers Other Power Suppliers [Member] Other Power Suppliers Sales Channel [Member] Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Expected future employer contributions Defined Benefit Plan, Expected Future Employer Contributions, Remainder of Fiscal Year Defined Benefit Pension and Other Postretirement Benefit Plans Liability, Defined Benefit Plan, Noncurrent Regulatory Liabilities Total Non-Current Regulatory Liabilities Regulatory Liability, Noncurrent Non-PEO NEO Non-PEO NEO [Member] Short-Term Debt Long-Term Debt, Current Maturities, Gross Amount of short-term debt and current maturities of long-term debt before deduction of unamortized discount or premium and unamortized debt issuance costs. Expected period for costs of compliance Expected Period For Costs Of Compliance Expected Period For Costs Of Compliance Finance Lease Liabilities Finance Lease, Liability, Noncurrent AFUDC â€“ Equity AFUDCâ€“Equity Increase (Decrease) in Allowance for Equity Funds Used During Construction Award Timing Predetermined Award Timing Predetermined [Flag] 2024 Wisconsin General Rate Case 2024 Wisconsin General Rate Case [Member] 2024 Wisconsin General Rate Case Subsequent Event Type [Domain] Subsequent Event Type [Domain] Dividends on Common Stock Payments of Ordinary Dividends, Common Stock PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS Retirement Benefits [Text Block] Equity Method Investment [Axis] Investment, Name [Axis] Restricted Cash included in Other Non-Current Assets Restricted Cash Restricted Cash, Noncurrent Regulatory Liability [Axis] Regulatory Liability [Axis] New Accounting Pronouncements and Disclosure Rules. New Accounting Pronouncements, Policy [Policy Text Block] Amortization of Prior Service Credits Defined Benefit Plan, Amortization of Prior Service Cost (Credit) Diluted Earnings Per Share of Common Stock (in usd per share) Earnings Per Share (in usd per share) Earnings Per Share, Diluted Operating revenue, other than customer revenue Revenue, Other Than Customer Revenue Non-cash Revenue Recognized From Amortization of PSAs Assumed Through Acquisitions ALLETE, Inc. ALLETE, Inc. [Member] -- None. No documentation exists for this element. -- Goodwill change Goodwill, Period Increase (Decrease) Counterparty Name [Domain] Counterparty Name [Domain] Name Measure Name Square Butte PPA Square Butte PPA [Member] Long-term contract with Square Butte for the purchase of electric power. Entity Interactive Data Current Entity Interactive Data Current Total Current Income Tax Expense Current Income Tax Expense (Benefit) Regulatory Liability [Domain] Regulatory Liability [Domain] Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Number of operating segments Number of Operating Segments Pro rata share of PPA counterparty interest expense Long-Term Contract for Purchase of Electric Power, Interest Included in Contract Charges Retirement Benefits [Abstract] Retirement Benefits [Abstract] Schedule of Recurring Fair Value Measures Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block] Statement of Financial Position [Abstract] Statement of Financial Position [Abstract] ALLETE Properties Real Estate Investments, Net Short-Term Debt Debt Issuance Costs, Current, Net Share-Based and ESOP Compensation Expense Share-Based Payment Arrangement, Noncash Expense Net Income Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Guarantor Obligations, Nature [Domain] Guarantor Obligations, Nature [Domain] Expected output entitlement Long-Term Contract for Purchase of Electric Power, Share of Plant Output Being Purchased Wholesale and Retail Contra AFUDC Wholesale and Retail Contra AFUDC [Member] Wholesale and Retail Contra AFUDC [Member] Cost Recovery Riders Cost Recovery Riders [Member] Cost Recovery Riders [Member] Income Tax Expense (Benefit) Total Income Tax Expense (Benefit) Income Tax Expense (Benefit) Interest Cost Defined Benefit Plan, Interest Cost Interest rate Debt Instrument, Interest Rate, Stated Percentage Repayments of senior debt Repayments of Senior Debt Corporate and Other Segment Reporting, Reconciling Item, Corporate Nonsegment [Member] Components of Net Periodic Benefit Cost (Credit) Defined Benefit Plan, Net Periodic Benefit Cost (Credit) [Abstract] Approximate annual reduction in pretax income for FERC proposal to limit incentive adder, Allete's proportionate share Approximate Annual Reduction In Pretax Income For FERC Proposal To Limit Incentive Adder, ALLETE's Proportionate Share Approximate Annual Reduction In Pretax Income For FERC Proposal To Limit Incentive Adder, ALLETE's Proportionate Share Net Income Attributable to ALLETE Net Income (Loss) Available to Common Stockholders, Diluted Operating Revenue Revenue from Contract with Customer, Excluding Assessed Tax Wind Turbine Generators Wind Turbine Generators [Member] Wind Turbine Generators [Member] Total Other Expense Nonoperating Income (Expense) Changes in Regulatory and Other Non-Current Liabilities Increase (Decrease) in Other Noncurrent Liabilities Statement of Comprehensive Income [Abstract] Statement of Comprehensive Income [Abstract] Effective tax rate Effective Income Tax Rate Reconciliation, Percent Tenaska Tenaska [Member] Tenaska Energy, Inc. and Tenaska Energy Holdings, LLC [Member] Cash used in Investing Activities Net Cash Provided by (Used in) Investing Activities Operating Income Operating Income (Loss) Investment in ATC Equity Method Investments [Policy Text Block] Number of reportable segments Number of Reportable Segments Total Liabilities, Redeemable Non-Controlling Interest and Equity Liabilities and Equity Estimated costs of compliance Site Contingency, Loss Exposure Not Accrued, Best Estimate AGREEMENT AND PLAN OF MERGER Subsequent Events [Text Block] Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] All Adjustments to Compensation All Adjustments to Compensation [Member] Fair Value Hierarchy and NAV [Axis] Fair Value Hierarchy and NAV [Axis] Schedule of Equity Method Investments Equity Method Investments [Table Text Block] Prepayments and Other Increase (Decrease) in Prepaid Expense and Other Assets Number of states restricted on certain industrial sources Accrual for Environmental Loss Contingencies, Number Of States Restricted On Certain Industrial Sources Accrual for Environmental Loss Contingencies, Number Of States Restricted On Certain Industrial Sources Generation Type [Axis] Generation Type [Axis] Generation Type [Axis] BNI Energy BNI Energy [Member] BNI Energy Estimated obligation Guarantor Obligations, Maximum Exposure, Undiscounted Schedule of Other Income Schedule of Other Nonoperating Income (Expense) [Table Text Block] Investments In ATC [Roll Forward] Investments In ATC [Roll Forward] Investments In ATC Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies Disclosure [Abstract] Regulated Operations [Abstract] Regulated Operations [Abstract] Annual additional revenue generated from requested final rate increase Public Utilities, Requested Rate Increase (Decrease), Amount Legal Entity [Axis] Legal Entity [Axis] Regulatory Asset [Axis] Regulatory Asset [Axis] OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES Organization, Consolidation, Basis of Presentation, Business Description and Accounting Policies [Text Block] Underlying Security Market Price Change Underlying Security Market Price Change, Percent Expected Return on Plan Assets Defined Benefit Plan, Expected Return (Loss) on Plan Assets Individual: Individual [Axis] Accumulated Other Comprehensive Loss AOCI Attributable to Parent [Member] Inventories â€“ Net Inventories â€“ Net Inventory, Net Long-Term Debt, Type [Domain] Long-Term Debt, Type [Domain] Entity Address, State or Province Entity Address, State or Province Consolidated Statement of Equity [Line Items] Statement [Line Items] Unrealized gain on securities, income tax expense OCI, Debt Securities, Available-for-Sale, Gain (Loss), after Adjustment, Tax Accounts Receivable [Abstract] Accounts Receivable, after Allowance for Credit Loss, Current [Abstract] Investment in ATC [Line Items] Schedule of Equity Method Investments [Line Items] Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Fuel, Purchased Power and Gas â€“ Utility Fuel, Purchased Power And Gas - Utility Fuel, Purchased Power And Gas - Utility Coal Combustion Residuals Coal Combustion Residuals [Member] Coal Combustion Residuals [Member] Fuel Energy Related Inventory, Coal Operating Expenses Operating Expenses [Abstract] Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] ATC ATC [Member] ATC [Member] Fuel Adjustment Clause 2023 Fuel Adjustment Clause 2023 [Member] Fuel Adjustment Clause 2023 Equity value of ALLETE common stock acquired Business Combination, Consideration Transferred Liabilities, Redeemable Non-Controlling Interest and Equity Liabilities and Equity [Abstract] Schedule of Components in Net Periodic Benefit Cost (Credit) Schedule of Net Benefit Costs [Table Text Block] Accounts Receivable Increase (Decrease) in Accounts and Other Receivables Contract Assets Contract with Customer, Asset, after Allowance for Credit Loss, Noncurrent Guarantee Entity and Type [Domain] Guarantee Entity and Type [Domain] [Domain] for Guarantee Entity and Type [Axis] Minimum Minimum [Member] Restatement Determination Date Restatement Determination Date Available-for-sale â€“ Corporate and Governmental Debt Securities Debt Securities, Available-for-Sale, Noncurrent Adoption Date Trading Arrangement Adoption Date Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Other Receivables Other Receivables Provision for Interim Rate Refund Public Utilities Reserve for Interim Rates Public Utilities Reserve for Interim Rates Operating Lease Right-of-use Assets Operating Lease, Right-of-Use Asset Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Maximum conversion window Common Stock, Convertible, Maximum Conversion Window Common Stock, Convertible, Maximum Conversion Window Line of credit draw outstanding Line of Credit, Current Bad Debt Expense Accounts Receivable, Credit Loss Expense (Reversal) Business Segments [Axis] Segments [Axis] Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member] Payments for Equity Method Investments Cash Investments Payments to Acquire Equity Method Investments Statutory Federal Income Tax Rate Effective Income Tax Rate Reconciliation, at Federal Statutory Income Tax Rate, Percent Minnkota Power Minnkota Power [Member] Minnkota Power [Member] Short-term and long-term debt - carrying amount Total Debt Long-Term Debt, Gross Exercise Price Award Exercise Price EARNINGS PER SHARE AND COMMON STOCK Earnings Per Share [Text Block] Arrangement Duration Trading Arrangement Duration Subsequent Event Subsequent Event [Member] Other Other Regulatory Assets (Liabilities) [Member] Equity Equity, Attributable to Parent [Abstract] Interest and Investment Income Interest and Investment Earnings [Member] Interest and Investment Earnings [Member] Guarantee Entity and Type [Axis] Guarantee Entity and Type [Axis] Guarantee

Entity and Type [Axis] Income Tax Expense Income Tax, Policy [Policy Text Block] Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Business Segments [Domain] Segments [Domain] Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] Aggregate amount of available-for-sale corporate and governmental debt securities maturing after one year through three years after three years through five years Available-For-Sale Securities, Debt Maturities, After Three Years Through Five Years, Fair Value Amount of available-for-sale debt securities at fair value maturing after the third fiscal year through the fifth fiscal year following the latest fiscal year (maturing in three years to less than five years). All Individuals All Individuals [Member] Boswell Units 1 and 2 Net Plant and Equipment Boswell Units 1 and 2 Net Plant and Equipment [Member] Boswell Units 1 and 2 Net Plant and Equipment Amortization of Other Intangible Assets and Other Assets Other Depreciation and Amortization Renewable Energy Facilities Under Development Other Inventory, Gross PEO PEO [Member] Proceeds from issuance of first mortgage bond Proceeds from Issuance of First Mortgage Bond Income Tax Disclosure [Abstract] Income Tax Disclosure [Abstract] Name Trading Arrangement, Individual Name Other Total Other Income Other Nonoperating Income (Expense) Other Postretirement Other Postretirement Benefits Plan [Member] Schedule of Regulatory Assets and Liabilities Schedule Of Regulatory Assets And Liabilities [Table Text Block] Schedule Of Regulatory Assets And Liabilities Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] Other Postretirement Benefit Plans Other Postretirement Benefit Plans Other Postretirement Benefit Plans Changes in Regulatory and Other Non-Current Assets Increase (Decrease) in Other Noncurrent Assets Regulatory Proceeding [Domain] Public Utilities, Regulatory Proceeding [Domain] Equity Earnings Income (Loss) from Equity Method Investments COMMITMENTS, GUARANTEES AND CONTINGENCIES Commitments Contingencies and Guarantees [Text Block] Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Other Income (Expense) Other Nonoperating Income (Expense) [Abstract] Fuel Adjustment Clause Increase (Decrease) in Regulatory Clause Revenue Assets Assets, Fair Value Disclosure [Abstract] Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year [Member] Long-term contract for purchase of electric power Long-Term Contract For Purchase Of Electric Power, Term Of Contract (Years) Term in years of long-term contract to purchase electricity from a production plant constructed and financed by a public utility district, cooperative, or other organization. Cost of power purchased Utilities Operating Expense, Purchased Power under Long-Term Contracts Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Local Phone Number Local Phone Number Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] ALLETE Bonds 5.72% Due April 2039 ALLETE Bonds 5.72% Due April 2039 [Member] ALLETE Bonds 5.72% Due April 2039 Investment in ATC [Table] Equity Method Investment [Table] Pension and Other Postretirement Benefit Plan Non-Service Credits Pension and Other Postretirement Benefit Plans Non-Service Credit [Member] Pension and Other Postretirement Benefit Plans Non-Service Credit [Member] Changes in Operating Assets and Liabilities Increase (Decrease) in Operating Capital [Abstract] PEO Total Compensation Amount PEO Total Compensation Amount Provision for Interim Rate Refund Provision for Interim Rate Refund Provision for Interim Rate Refund Requested return on equity Public Utilities, Requested Return on Equity, Percentage Defined Benefit Pension and Other Postretirement Benefit Plans; Net of Income Tax Benefit of $(0.3), $(0.1), $(0.2) and $(0.1) Defined Benefit Pension and Other Postretirement Plans Other Comprehensive (Income) Loss, Defined Benefit Plan, after Reclassification Adjustment, after Tax Federal Deferred Federal Income Tax Expense (Benefit) Accrued Interest Interest Payable, Current Cash, Cash Equivalents and Restricted Cash Cash and Cash Equivalents, Policy [Policy Text Block] Power Sales Agreements - Energy and Capacity [Domain] Long-term Contracts for Sale of Electric Power [Domain] [Domain] for Long-term Contracts for Sale of Electric Power [Axis] Provision for Interim Rate Refund Public Utilities Reserve for Interim Rates [Member] Public Utilities Reserve for Interim Rates Debt Disclosure [Abstract] Debt Disclosure [Abstract] Loss (Gain) on Investments and Property, Plant and Equipment Gain (Loss) on Disposition of Other Assets Common Stock Common Stock [Member] Measure: Measure [Axis] Investments Investments [Abstract] Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Taconite Harbor Taconite Harbor Energy Center [Member] Taconite Harbor Energy Center Line of Credit Line of Credit [Member] Entity Emerging Growth Company Entity Emerging Growth Company Total Fair Value of Liabilities Liabilities, Fair Value Disclosure Segment Reporting [Abstract] Segment Reporting [Abstract] Entity Central Index Key Entity Central Index Key 2.65% Senior Notes Due SeptemberÂ 10,Â 2025 2.65% Senior Notes Due SeptemberÂ 10,Â 2025 [Member] 2.65% Senior Notes Due SeptemberÂ 10,Â 2025 Schedule of Inventories â€“ Net Schedule of Inventory, Current [Table Text Block] Equity Method Investments and Joint Ventures [Abstract] Equity Method Investments and Joint Ventures [Abstract] Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount Contracts with Customers â€“ Utility Regulated Operating Revenue Finance Lease Right-of-use Assets Finance Lease, Right-of-Use Asset, after Accumulated Amortization Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Equity Component [Domain] Equity Component [Domain] BUSINESS SEGMENTS Segment Reporting Disclosure [Text Block] Long-Term Debt Due Within One Year Short-Term Debt Long-Term Debt, Current Maturities Cash, Cash Equivalents and Restricted Cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents [Abstract] Proceeds from Sale of Available-for-sale Securities Cash Proceeds From Sale Of Available-For-Sale Securities Cash Proceeds From Sale Of Available-For-Sale Securities Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Entity Shell Company Entity Shell Company State of Incorporation Entity Incorporation, State or Country Code Title Trading Arrangement, Individual Title Deferred Income Taxes Deferred Income Taxes and Other Tax Liabilities, Noncurrent Standby Letters of Credit Standby Letters of Credit [Member] Guarantor Obligations, Nature [Axis] Guarantor Obligations, Nature [Axis] Consolidated Statement of Equity [Table] Statement [Table] Other Corporate & Other - Other [Member] Revenue Recognized by Corporate & Other From Other Sources Immaterial for Disaggregation Measurement Frequency [Domain] Measurement Frequency [Domain] Counterparty Name [Axis] Counterparty Name [Axis] Defined Benefit Pension and Other Postretirement Plan Benefit Pension and Other Postretirement Benefits Expense (Reversal of Expense), Noncash Gross unrecognized tax benefits Unrecognized Tax Benefits Net Loss Attributable to Non-Controlling Interest Comprehensive Income (Loss), Net of Tax, Attributable to Noncontrolling Interest Consolidation Items [Domain] Consolidation Items [Domain] SWL&P SWL&P [Member] Superior, Water, Light and Power [Member] Power Purchase and Sale Agreements Consolidation, Variable Interest Entity, Policy [Policy Text Block] Proceeds from Non-Controlling Interest in Subsidiaries Temporary Equity, Interest in Subsidiary Earnings City Area Code City Area Code ALLETE Clean Energy ALLETE Clean Energy [Member] ALLETE Clean Energy [Member] Current Liabilities Liabilities, Current [Abstract] Cash Paid for Interest â€“ Net of Amounts Capitalized Interest Paid, Excluding Capitalized Interest, Operating Activities Other Income (Expense) - Other [Table] Other Income (Expense) - Other [Table] Other Income (Expense) - Other [Table] Transmission Formula Rates Refund Transmission Formula Rates [Member] Transmission Formula Rates Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Level 1 Fair Value, Inputs, Level 1 [Member] Total Current Assets Assets, Current Statement of Cash Flows [Abstract] Statement of Cash Flows [Abstract] Senior Notes Senior Notes [Member] Surety Bonds Surety Bond [Member] Noncash Investing and Financing Activities Noncash Investing and Financing Items [Abstract] Long-Term Debt Long-Term Debt, Excluding Current Maturities, Gross Long-Term Debt, Excluding Current Maturities, Gross Financial Covenants [Table] Schedule of Long-Term Debt Instruments [Table] Employer contributions Defined Benefit Plan, Plan Assets, Contributions by Employer Long-Term Debt Long-Term Debt Long-Term Debt, Excluding Current Maturities Business Segments [Table] Schedule of Segment Reporting Information, by Segment [Table] Generation Type [Domain] Generation Type [Domain] [Domain] for Generation Type [Axis] Subsequent Event Type [Axis] Subsequent Event Type [Axis] INCOME TAX EXPENSE Income Tax Disclosure [Text Block] Average Shares of Common Stock Earnings Per Share [Abstract] Retained Earnings Retained Earnings (Accumulated Deficit) Power Sales Agreements - Energy and Capacity [Axis] Long-term Contracts for Sale of Electric Power [Axis] Long-term Contracts for Sale of Electric Power [Axis] Asset Retirement Obligations Asset Retirement Obligation Costs [Member] Inventories Increase (Decrease) in Inventories Capitalized Asset Retirement Costs (a) Increase (Decrease) in Asset Retirement Obligations Schedule of Short-Term and Long-Term Debt Schedule of Debt [Table Text Block] Credit Agreement Credit Agreement [Member] Credit Agreement BNI Energy Reclamation Liability BNI Coal Reclamation Liability [Member] Reclamation liability for closing costs associated with BNI Coal mine and mine facilities. Organization, Consolidation and Presentation of Financial Statements [Abstract] Organization, Consolidation and Presentation of Financial Statements [Abstract] Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Cash used in Financing Activities Net Cash Provided by (Used in) Financing Activities Underlying Securities Award Underlying Securities Amount Pension and Other Postretirement Benefit Plans [Table] Defined Benefit Plans and Other Postretirement Benefit Plans Disclosures [Table] Principal Principal [Abstract] Principal Total Current Regulatory Assets Regulatory Asset, Current Common Stock Dividends Dividends, Common Stock, Cash Amendment Flag Amendment Flag Non-Controlling Interest in Subsidiaries Effective Income Tax Rate Reconciliation, Noncontrolling Interest Income (Loss), Amount Short-term and long-term debt - fair value Long-Term Debt, Fair Value Entity Registrant Name Entity Registrant Name Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Depreciation and Amortization Depreciation, Depletion and Amortization Redeemable Non-Controlling Interest Increase (Decrease) in Temporary Equity [Roll Forward] Restrictions on Cash and Cash Equivalents Restrictions on Cash and Cash Equivalents [Table Text Block] Revenue from cost recovery riders and other regulatory programs Regulated Operating Revenue, Other State Deferred State and Local Income Tax Expense (Benefit) Fair Value as of Grant Date Award Grant Date Fair Value Subsequent Events [Abstract] Total Debt Debt Issuance Costs, Net Level 2 Fair Value, Inputs, Level 2 [Member] SHORT-TERM AND LONG-TERM DEBT Debt Disclosure [Text Block] Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Geographical [Domain] Geographical [Domain] Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Proceeds from issuance of long-term debt Debt Instrument, Face Amount Common Stock Issued Stock Issued During Period, Value, New Issues Renewable Tax Credit Sales Renewable Tax Credit Sales Renewable Tax Credit Sales Entity Address, Postal Zip Code Entity Address, Postal Zip Code Restatement Determination Date: Restatement Determination Date [Axis] Amortization of the Remeasurement of Deferred Income Taxes Amortization From The Remeasurement Of Deferred Income Taxes For Equity Method Investments Amortization From The Remeasurement Of Deferred Income Taxes For Equity Method Investments Title of 12(b) Security Title of 12(b) Security Common Stock Without Par Value, 80.0 Shares Authorized, 57.8 and 57.6 Shares Issued and Outstanding Common Stock, Value, Issued Square Butte Coal-Fired Unit Square Butte Coal-Fired Unit [Member] Square Butte Coal-fired Unit located near Center, North Dakota Non-Jurisdictional Land Sales Non-Jurisdictional Land Sales [Member] Non-Jurisdictional Land Sales Number of states restrictions on fossil-fuel fired power plants Accrual for Environmental Loss Contingencies, Number Of States Restricted On Fossil-Fuel Fired Power Plants Accrual for Environmental Loss Contingencies, Number Of States Restricted On Fossil-Fuel Fired Power Plants Regulatory Assets Total Non-Current Regulatory Assets Regulatory Asset, Noncurrent Cash and Cash Equivalents Cash and Cash Equivalents, at Carrying Value Customer Class [Axis] Customer Class [Axis] Customer Class [Axis] description of customer types or classes Other Investing Activities Payments for (Proceeds from) Other Investing Activities Available-for-sale â€“ Equity Securities Equity Securities, FV-NI, Noncurrent Other Current Liabilities Increase (Decrease) in Other Current Liabilities Total Current Regulatory Liabilities Regulatory Liability, Current Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member] Current Income Tax Expense Current Income Tax Expense (Benefit), Continuing Operations [Abstract] Customer Class [Domain] Customer Class [Domain] [Domain] for Customer Class [Axis] description of customer types or classes Financing Activities Net Cash Provided by (Used in) Financing Activities [Abstract] Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Regulatory Matters [Table] Public Utilities General Disclosures [Table] State Income Taxes â€“ Net of Federal Income Tax Benefit Effective Income Tax Rate Reconciliation, State and Local Income Taxes, Amount Regulatory liabilities Regulatory Liability Investment Tax Credits Investment Tax Credits Subject to Refund [Member] Investment Tax Credits Subject to Refund [Member] Basic Earnings Per Share of Common Stock (in usd per share) Earnings Per Share (in usd per share) Earnings Per Share, Basic Regulatory Differences â€“ Excess Deferred Tax Effective Income Tax Rate Reconciliation, Regulatory Differences Regulatory Differences contributing to difference in effective tax rate to federal statutory rate. Accounts Payable Increase (Decrease) in Accounts Payable AFUDC â€“ Equity Effective Income Tax Rate Reconciliation, Tax Expense (Benefit), Share-Based Payment Arrangement, Amount Proceeds from Issuance of Common Stock Proceeds from Issuance of Common Stock Environmental Remediation Contingency [Domain] Environmental Remediation Contingency [Domain] Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Environmental Matters [Table] Environmental Matters [Table] Environmental Matters [Table] Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] Residential Residential [Member] Revenue Recognized From Residential Customers Net Income Attributable to ALLETE Net Income (Loss) Available to Common Stockholders, Basic Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Total Current Liabilities Liabilities, Current Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member] Balance, Beginning of Period Total Redeemable Non-Controlling Interest Temporary Equity, Carrying Amount, Attributable to Parent Total Assets Assets Assets Distributed Earnings Proceeds from Equity Method Investment, Distribution Requested equity capital structure Public Utilities, Requested Equity Capital Structure, Percentage Cost of Sales â€“ Non-utility Cost of Goods and Services Sold Guarantor Obligations [Table] Guarantor Obligation [Table] Proceeds from Non-Controlling Interest in Subsidiaries â€“ Net Noncontrolling Interest, Increase from Subsidiary Equity Issuance Additions to Property, Plant and Equipment Payments to Acquire Property, Plant, and Equipment 5.94% Senior Unsecured Notes Due September 2029 5.94% Senior Unsecured Notes Due September 2029 [Member] 5.94% Senior Unsecured Notes Due September 2029 Fuel Adjustment Clause Fuel Adjustment Clause [Member] Amount expected to be refunded to customers for the over-collection of fuel adjustment clause recoveries. Other Non-Current Liabilities Total Other Non-Current Liabilities Other Liabilities, Noncurrent Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Commitments, Guarantees and Contingencies (Note 6) Commitments and Contingencies EQUITY INVESTMENTS Equity Method Investments and Joint Ventures Disclosure [Text Block] Regulatory Matters [Line Items] Public Utilities, General Disclosures [Line Items] Schedule of Reconciliation of Taxes from Federal Statutory Rate to Total Income Tax Expense Schedule of Effective Income Tax Rate Reconciliation [Table Text Block] Termination Date Trading Arrangement Termination Date Generating capacity counterparty owned (MegaWatt) Generating Capacity Counterparty Owned (MW) Generating Capacity Counterparty Owned (MW) Recurring Fair Value Measures [Abstract] Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Total Operating Revenue Total Operating Revenue Revenues Contracts with Customers â€“ Non-utility Unregulated Operating Revenue Tenaska PPA Tenaska PPA [Member] Tenaska PPA [Member] Municipal Municipal [Member] Municipal Sales Channel Entity Address, City or Town Entity Address, City or Town Proceeds from Issuance of Short-Term and Long-Term Debt Proceeds from Issuance of Long-Term Debt South Shore Energy South Shore Energy [Member] South Shore Energy Debt Instrument [Axis] Debt Instrument [Axis] Net Income Attributable to ALLETE Net Income Attributable to ALLETE Net Income (Loss) Attributable to ALLETE Net Income (Loss) Attributable to Parent Trading Arrangement: Trading Arrangement [Axis] Schedule of Fair Value of Financial Instruments Fair Value, by Balance Sheet Grouping [Table Text Block] ECO Annual Filing Member ECO Annual Filing Member [Member] ECO Annual Filing Member Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Deferred compensation Deferred Compensation, Fair Value Disclosure This element represents the portion of the balance sheet assertion, Deferred Compensation, valued at fair value by the entity. Business Acquisition [Axis] Business Acquisition [Axis] Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member] Total Debt, Total [Abstract] Debt, Total Entity File Number Entity File Number AFUDC - Equity AFUDC - Equity [Member] AFUDC - Equity [Member] MPUC MPUC [Member] Minnesota Public Utilities Commission [Member] Liabilities Liabilities, Fair Value Disclosure [Abstract] Document Fiscal Year Focus Document Fiscal Year Focus ALLETE South Wind ALLETE South Wind [Member] ALLETE South Wind Non-Controlling Interest in Subsidiaries Noncontrolling Interest [Member] Income Statement [Abstract] Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One Components of Income Tax Expense (Benefit), Continuing Operations [Abstract] Components of Income Tax Expense (Benefit), Continuing Operations [Abstract] Federal Current Federal Tax Expense (Benefit) Debt Instrument, Name [Domain] Debt Instrument, Name [Domain] Regulatory Assets and Liabilities [Line Items] Regulatory Assets and Liabilities [Line Items] Regulatory Assets and Liabilities [Line Items] Total Fair Value of Assets Assets, Fair Value Disclosure Other Other Accrued Liabilities, Current Name Forgone Recovery, Individual Name Document Period End Date Document Period End Date

Proceeds from Non-Controlling Interest in Subsidiaries â€“ Net Proceeds from Noncontrolling Interests Finance Lease Liabilities Finance Lease, Liability, Current Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Cash Equivalents Other Restricted Assets, Noncurrent Income from Equity Investments â€“ Net of Dividends Income (Loss) from Equity Method Investments, Net of Dividends or Distributions Insider Trading Arrangements [Line Items] Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount Revenue Streams [Domain] Contract with Customer, Sales Channel [Domain] Pension and Other Postretirement Benefit Plans [Line Items] Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items] Fair Value of Financial Instruments [Line Items] Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Power Purchase Agreements [Table] Regulated Operation, Long-Term Contract for Purchase of Electric Power [Table] Adjustment to Compensation: Adjustment to Compensation [Axis] Net Loss Attributable to Non-Controlling Interest Net Loss Attributable to Non-Controlling Interest Net loss attributable to non-controlling interest Net Income (Loss) Attributable to Noncontrolling Interest Regulatory Agency [Axis] Regulatory Agency [Axis] Document Transition Report Document Transition Report Document Quarterly Report Document Quarterly Report PSCW PSCW [Member] PSCW Generating Facility [Axis] Generating Facility Axis [Axis] Name of generating unit or facility [Axis] Aggregate amount of available-for-sale corporate and governmental debt securities maturing after one year through three years Available-For-Sale Securities, Debt Maturities, After One Year Through Three Years, Fair Value Amount of available-for-sale debt securities at fair value maturing after the first fiscal year through the third fiscal year following the latest fiscal year (maturing in more than one year to less than three years). Recurring Fair Value Measures [Table] Fair Value, Recurring and Nonrecurring [Table] Accumulated Other Comprehensive Loss Accumulated Other Comprehensive Income (Loss), Net of Tax Entity Current Reporting Status Entity Current Reporting Status Retained Earnings Retained Earnings [Member] Schedule of Other Non-Current Liabilities Other Noncurrent Liabilities [Table Text Block] Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Basic (in shares) Average common shares (in shares) Weighted Average Number of Shares Outstanding, Basic Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Schedule of Regulatory Assets and Liabilities [Table] Schedule of Regulatory Assets and Liabilities [Table] Schedule of Regulatory Assets and Liabilities [Table] Total Equity Balance, Beginning of Period Balance, End of Period Equity, Including Portion Attributable to Noncontrolling Interest Regulatory Agency [Domain] Regulatory Agency [Domain] Consolidated Statement of Equity [Roll Forward] Increase (Decrease) in Stockholders' Equity [Roll Forward] Executive Category: Executive Category [Axis] Name Awards Close in Time to MNPI Disclosures, Individual Name Schedule of Income Tax Expense Schedule of Components of Income Tax Expense (Benefit) [Table Text Block] Current Cost Recovery Rider Current Cost Recovery Rider [Member] Current Cost Recovery Rider [Member] Entity Filer Category Entity Filer Category PPA counterparty total debt outstanding Long-Term Contract for Purchase of Electric Power, Amount of Long-Term Debt or Lease Obligation Outstanding Required ratio of indebtedness to total capitalization Debt Instrument, Required Indebtedness To Total Capital Ratio Indebtedness to total capital ratio required to be maintained by most restrictive financial covenant. Schedule of Other Current Liabilities Other Current Liabilities [Table Text Block] Company Selected Measure Name Company Selected Measure Name EX-101.PRE 13 ale-20240630_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT GRAPHIC 14 logoallete201510ka14.jpg begin 644
logoallete201510ka14.jpg M_]C_X 02D9)1@ ! @$!+ $L #_[0 L4&AO=&]S:&]P(#,N, X0DE- ^T M ! !+ $ 0$L 0 ! _^%V96AT=' Z+R]N&%P+S$N,"\ /#]X<&%C:V5T(&)E9VEN/2+ON[\B(&ED/2)7-
4TP37!#96AI M2'IR95-Z3E1C>FMC.60B/SX*/'@Z>&UP65T82!X;6QN#IX;7!T:STB061O8F4@6$U0($-O"UD969A=6QT(CY!3$Q%5$4@;&]G;SPO&%P+S$N,"]G+VEM9R\B/@H@(" @(" @("
\>&UP M.DUE=&%D871A1&%T93XR,#$S+3 R+3(P5#$T.C0Y.C$U+3 V.C P/"]X;7 Z M365T861A=&%$871E/@H@(" @(" @(" \>&UP.DUO9&EF>41A=&4^,C Q,RTP
M,BTR,%0R,#HT.3HQ.%H\+WAM<#I-;V1I9GE$871E/@H@(" @(" @(" \>&UP M.D-R96%T941A=&4^,C Q,RTP,BTR,%0Q-#HT.3HQ-2TP-CHP,#PO>&UP.D-R M96%T941A=&4^"B @(" @(" @(#QX;7 Z0W)E871O&UP1TEM9SIW:61T:#XR-38\+WAM M<$=);6&UP M1TEM9SIF;W)M870^2E!%1SPO>&UP1TEM9SIFW)M870^"B @(" @(" @(" @ M(" @(#QX;7!'26UG.FEM86=E/B\Y:B\T04%14VM:2E)G04)!9T5!4T%" M24%!1"\W44%S54=H=F1'.7IA1SEW241-=4U!0311:VQ.02LP04%!04%!0D%! M4T%!04%!14$F(WA!.T%10DE!04%!05%!0B\K-$%$:T9K8C)*;$%'5$%!04%! M068O8D%)44%"9U%%0D%%514)G549"9VM'0E%92D-W9T="9V=,1$%O2T-W;TLF M(WA!.T1"04U$07=-1$$W441!-%!%03A/1$)-5$$9"451%>'=B1WAS8TAX.&9(
M>#AF2'@X9DAW14A"=V-.1$$P645"05E':%521E)O9DAX.&8F(WA!.TAX.&9(M>#AF2'@X9DAX.&9(>#AF2'@X9DAX.&9(>#AF2'@X9DAX.&9(>#AF2'@X9DAX
M.&9(>#AF2'@X9B\X04%%46=!0U%!04%!04%!04%W15(F(WA!.T%!25)!44U2068O14%!M24%!04%(05%%0D%!114%!04%!04%!04%!449!=TE'05%!2$-!:TM#=T5!06=)
M1$%114)!445!04%!04$F(WA!.T%104-!=U%&0C24-1;TQ!04%%05%%- M1$%G44-"9V-%0D%$0D%1T%N34)!9TU20D%!1DE227A15D5'13)%:6-9155-<$=H M0GA7>%%I4$(F(WA!.U5T2&A-
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M1D=I9&MD1E4S.'%/>G=Y9W F(WA!.S K4'IH2E-K=$U453504FQD65=6<&)8 M1C%E6#%2;%IM9&]A5W!R8D71R<2MV+V%!07=$05%0T5135)!1#A!.54T<3=&6%EQ-
T9867$W1EA9<36MX-W%0 M86A0-#%'2W1E;34O=T(RFEQ,#9D66YR06@K67A67IX+SA!06I&5FIA M4'!P-C(V+U)59G%/2W)$;V1H*W=(:CA/3'0F(WA!.R]'=4MQ8F%.3W8X06-8
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M5C)+=7A6,DMU>%8R2W5X5C)+=7A6,DMU>%8R2W5X5C)+=7A6,DMU>%8R2W5X M5C)+=7A6,DLF(WA!.W5X5C)+=7A6,DMU>%8R2W)*65EP:S13;TA5.6U&8U93
M4%5F3'1!6DQ096TU:%!8+T%'2G=Q9W)(5TQU>F)G,5I):'-9,C9J-4AT:6@F M(WA!.VLY%8R2W5X5C)+ M=7A603-'=&%F1$]B6EA.>&1R.7$Q9T)L:U=V5&UQ5C1!+WHF(WA!.U!192M+
M='$K%9F:7)S5F1ID1P>6Q039K<3$S1V94#8Q9G,T4#A!>#0R6$LS='=/=UIW M9E=K.$16=W)F>5EQ;71R85=T<$%S1G)#:T5#+UII:E5);W)U84%51TMQ=4LF
M(WA!.W5X5C)+=7A6,DMU>%8R2W5X5C)+=7A6,DMU>%8R2W5X5C)+=7A6,DMU M>%8R2W5X5E-
V140R:WE(;U599FAI71396Y81EAM,78K6G9L=E4O4%,K6"\F(WA!.T%$;%!C87%296EW5C1& M5TQY+T9D57%)*U!0;D]22CA(2V%V:GA!=W$Y-FEI:FEJ5TM*0DA'9T-O:6="
M44(P04$V649867%X=2LX.#8F(WA!.V9:*V4Y3CAM=F)Y=&9A;F%Y6&M6=W9(M,&Q33&Q65W%E5E1W-T1&5U-9<3=&6%EQ>')Y5#4W,#=Z8BMM4'%6=DYB+V]A M+VPP,F8Q=5
F(WA!.WAY43!Q>6-3,W=M=F9&5U,T<3=&57 X,F59-UAY,35C M,41858P6E-1>7-$54593EO>F%L1G!6-W), M<39*.5(P,DEZ,T(U;6Y)24]Y.3A664XO>78F(WA!.TA5=B]!0S-8;78X03=H
M>F8Q>%=K2&%F.#5%>%AT,V0R9&XU23AY6$XU6496=G)A1WI%:VM$4%AI2E56 M:7E&=4IP>3A-5G!'9CAR>#$F(WA!.TPO>3-8;78O04QH>F8Q>%=N<49X37-%
M16MZ06Q9:UIY0C%)559X5C5*<&XO041K3W5Q,F%8=6PK4G9-;"]:>45H3&TQ M79(578O04,S6&UV.$$W:'IF M,7A24TDP+%-6&UV.$%H=F Q>%=K2&%F.#5%>%AT,V0R9&XU23AY6$XU6496
M16MZ06Q9:UIY0C%)559X5C5*<&XO041K3W5Q,F%8=6PK4G9-;"]:>45H3&TQ M79(578O04,S6&UV.$$W:'IF

G+BUO2,R(C+7EXF>NA<"#&.AQ?%6&2)'_(_-!Z%S:EKV\"TG'P@P?!6V6'O:G/A6-LM6O.NYR M'(;7O-><]UYVYUH\R>I/*UT26NO'B'=/(PA[XNW^#0R_P?#\:09:^>]EKW7>)
M$DR[YV.MW0R+LUT_/$=U763"$R1H$&'PAPHD0M#+2-'98X*,C,OK2$\#,B,_ MH"$O6 #^*2E:5(6DE)41I4E1$I*D]+ M0TJ(]2,C(^))>FXABEES>Z&,T$U2M=5R:>O>03W
MU=3MA)4_ILPB01J@V.05R_(DI4.6P7 RXMOPN_,^;0_V4O+]*?B2CMA(MCTP M3TGM*?C29W-]'NR^@+?$ZPCM2#9=/\ N1 U-BOK[=*=
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MK70!4"KWDW]J323643);:>UJT;C6A++V%/367I1?12XD_;%9HIGDG&52*KJ9 MR6/RIN:"GLD%P-<)V55QJ+V5*<58L\^OL-I+VO*(^'')/=*IM1U(85-Y$6L* MYI7#TYW%,-6$-
&OH[$<.6LB_P#XY"LVYY)[H55I=P,*R'D*HR:HE.N:1*6H MNXD,LMFDR7S1E/.ZGS>/%;)J,PS':+L:8:0RV7 D\$-I2DN"2+L["$#[M ENVP[%+WG.WQVFGK7KS/ MR*^,J3Q+0S3*)LI*#T\I*
(Q,3,9(PA2ZXZ>=OK'G7 ;M*)U7%/H$Y4B.2S[3 M4S9)FJ-!F?U*5H(O)H0M%=2.V%*+OIEO(Y+PXOVU=V1^T+1. 7JDH93H7 M :FF@EDMW&KF4/:&:8M@E-E",]/-0
MAU)QYC"3\]E*?/VA>+D\T33T4&R397<'&R<=73G<0V]=9E$M5@GE(C4:E1"0 MW8MI2DM5*4R2"]D7BNF59B84K6A;:U-N)4AQ"E(6A:32M"TF:5)4E1$:5),M M#(^)&+(?@
$5JKNXH!!2J:TGUH[*ZPVV,BAP\BBEH2GTDFMLR3P+7OH[:H3W(DM=#82I1]JR[12;<< MEHJE<7BN\V"94;;#5H518+Y2]S[ONX+BEJX$AB2;BX,A2E<$I2[WA_K2&..:)
MA:)B552/7B7$CHD9>452 M M M E#)<#Q'+D*^HX4M M]2>5,Y'/1K%LB(^7DGQC:E:"U/NVD+63\)F>]PMHS/MU33YIB9A=-AO4%BM
M]W,3(§JQFS6:6^=]1OU#RSX*PK:^VB.P;2%%L(;Q:.Q9C#* M9#B4TX&05/7NEN))<:2E/:Y$EM&N-)06O$T*/E/@>A\!EB8G)7"82Z M G_#=R\LP=U)5%@IVOYR4]3SN:36ND9ZKY&5*)<1Q?
E6RIM9^4S+@(FF)S M3$S"\G =Z,7S4V8#ZRHKYPDI*MFNI-F6Z? RK9IDAN0HS[&U$AT_(E1$9C%5 M1,>2\51/FK"*) M M M 0VVIZN]A.UMQ BV4%XOKO:6 MTEUOFT-).
(YBYFGD$H^5:3):3XD9&$3,9"T_/^G>1%)^TP5QC26'%-/QY M#:V7V74'RK;=:<2EQMQ"BT,C(C(QD5?$ '](].)<#+B1EY %PNW. -OCIL M565*D7E(7*TW,-7>6]"TV5!:1:%DE:#X&1&,4Q<)7S10
M0 M M M *:9_M9C>?1UN2VBK[M#?+%O(C:?24\]=&VI MC>]$SXJ3T\Q9DI)?4+1J>MJ:II\D3&*Q+,\%R#!;"T"[B\K;IK.#8LT6>U96%2Z;< MEDD)L:M]2/3:YY6NB74I/1QAPTF;3J?
-61>11*2GI!53-.;)XIV) M M M M 0:^H<C]JR13W<)J= DEYS;A:*;<(C)#\=U.CD>0US!R MK29*+Z!F)B9B<8,UA.YVU-KM ,.2SWMCC4ETDPK3D(EQUNJ$YJ:HJW1N.8P4E%D
(_C637.)6S%S1RU19C&J%$9<[$EA> MG>193)F27X[NA:I/L,B41DHB,DQ$QA)DR&;>[@56X%*B?#4B/8QTMMV]6:^9 MZ#)41\4ZD2G8;YI,VG--%%J1Z*2HBP54S3+)$XI^%4@ M M M M
/%8UT&V@RJVRBLS8$UE3$]*^GG:>:7VI47 R,C(C2HC)25$1D9&1&& M0L!W7VNE[?V128??2\9L'%%7S5ES+B/'S+.MFK27+Z0A"3-M? GD$9EYR5D6 M>FKNCQ8YC#R4A%D)GQ#++;"
[R+>5#O*ZR?))C*4HH\^&M23?A2DI/SFG M221D?:A9§HO.21B)B)C">2)P9(,5R>LR^CA7U4YS1I:/KC2C(WHDE&A2(<@B^ MI>87P/R*+11:I,/:],83A+)XIB) M !3VWW3P6G
MM)6/G>%=9/!)I4[%,2@V.9957MR"4<:1:X[BT2WMJ:"^I/*F5.;8B\QD1N$ M\K-ON?D!JJ\5J, A&CS)VRIE]I6A*+7BAUI>AFT^RLB6VLN*5D1D M)B<)Q@S8X<^PFPP/(9%--
YG8ZM9%7.Y=$3H"UJ2T\6G!+R#2:'4?J5D?:DTF M>>F>Z,6*8P22) %9]E]PU85D*8-@^:<=O'&H_G5];@RC,D1;,M3(D);, M^1X_*T>IZFA)"M=..,>*:9P\F0(CUXEQ(^)&7E&!D M !2
MO_:?:EZ!!SO.*:FO+9WDRFVW75LXI@./Q[7-,JDI;86KNJZ M!);/-$[;;/N8;2.N+;1G6_,)6,..13<4AJWQW:7&E7. M=6Z?K9\\'(Y&$2B)25$9EP-A$9H1>/LU97Y&]NUN7EVX9NF3CF,U3A;;;<1W
M#4@WHS&+X?(8O[ZFD(1RK@Y+=Y$PI*E$9<>#'HE5K\;QW$JF)08K0TN,T4! M!MP:7'ZN#35,)!GJ:(E=6L1H<=!GY$((A C0 M M "F6ZN LY[C+T5I#:;NN)R922 M%:)/TDD?
7(2W#,N6//0DD*U/1*R0L]>706IJ[9\$3&,,<[C;C+CC+J%-NM+4 MVXVM)I6VXA1I6A:3T-*DJ(R,CXD8SL;Y@ +_-BLU7E6)%7S7>\ML:-FND M*4HU.2("FS]S)2S49J4LVVE-
,]34IKF/BH8:XPGP7IG&%;118 M M 2KFF=83MQCL[+MPLOQC:!<5JT<]EDN87U7C=# 29,CEVUQ*AP(_,23TYG M"],. 9BT:)UHGNKK&Z3=EMQ.H1EQQ3+6YMA%?V;Z?&%)
<6RY)3NKG]:Q99E M:<21F]A)%E"%)XD9<-9PZB/Q=F.HO^]7.WAO%LJ2Z:9N/JP9:B<22F?,U4QB,A7';+9':;9QBP:VTP+\5E7 M2VG53A.&,U$XQAT4JC MCBMZ%U0 %6=EVS>:66\>]"G%QHFQ7
M3WC_>?=F3/:6;;E;*QW#REPL:FMJ(N9-S+K4H)234HB6G68IF?(4WAY)XD/ M4:;;N/XGMYT#[:3&4N-7NX*:O?\ ZEI["ULO19,# ZR5#V=V^7)C&M#K-O,R M"7&4:>>,2^=M$^S'B*FX#X?
^PV.Y'7;@[G_9GU/[LUJS?A;F]2^2N[I6E-)- MQ+ >89B<^^VVU]0P^G5CW"I:]QHN'.H^)QC/S"]Y*4H2E*4DE*2)*4(B2E M)%H24D6A$1$7 A_H M M "G>ZN+EEF#7=0V
MV79SRX>\8X^1T_HBU,X2BQWVN[/!_#@Z8=S^K^X@37*BQWAMX MS/T/33B]@?=H[VRW"RZ)'GW+]?SJ>KO MJ<2FS\03JYN&<2GFIZ5TL]("K3:/.,HSY<[E'F>X[CGW3]QZE?,@EQ)+K*6'
M624U)<)1F&,1D,B&QG39L)TT8R6(;"[383M=1+0PF8UBU-'BV5PN,CNV).17 M[W?#W^2SFT'IZ182I+YEVK$3,SF*WB M M 8Q]P:,LT>BF<8Q8IS2<) %_G3]8G.VWA,*7SG4V
M5I7<3U4DE/E8H0KB9ERHL"T(^Q.GDT&&O\2].2MHHL M "R7JI\13H]Z-(DE. M^F\V.5&5-1CD1=M<><5ENYE@:FFW8R$8;1>EV54S.2ZGN95EZ#!5J9F^1$HR MF(F]?
B3C=!G3'7]+VREJEQN-U1=51-^[,RO=+O8ESA.#-1;.OD M/O,:H0J+ R^M[TN5R5',R45L*8S%MEU09K?X6.K-;\+H 7I],CYJQ?(8OG:,WZ7RX^;K)KHK9Z%Y%:12U]G@,5 MS-
>G)ZB=T6%KB,X+LJ_!OZR+8Z))F/D.X1NGA]:@WU&TZW">L[& M.XDTKAZ\!:*9D6*P)GC;^)\IMQ"XOAJ=,-V2GVI\=BXA;N7M#+-U+'H_>OU. MY]Q-*(\2B<2>%5$^.LG$FYYI"?9I\90R'](_@Q=%?
2M)AY?,PU(?S>,GCL;' M=C>Y,7+I_NX\]Z7+M,>Q22TO%,=D^GJ4ZQ*]&DV[6NBYSJM5'$U3*6685 M M M %H/5#'Y9N&RM"U>BW?.(.E[9R1.PGIGH;/JEW)*4NJCV-,_)QS:>'8+,H[9MY4] F7.:
M.)E.I[IFG@.0YR4J2BP:,TJ.\43S%DM/TM>,EXM[K-YU7;DS>D?IFNC8D)VX M8J++$O=>H5JM+-=LU$LX^49"3A.&I,G-K-LTDX3D?OFTI;*<::\FY[4#+MP43VT&E4O'Y+\%BGP?@M22*EB05K;
M/E>6)<Y6:IE+)&*@ M M +2.J-:37A#9'YZ4Y&M2>/ M!+AT24'['G&VK\X9;?-2I::,BH "^GIOAG'P*7)4G0[#(I[Z%::X6X^W^TV)VN>;GYKBVWV%T;/?VV4YC>5N.T M4!!D?
(E^RM)$:*EYY1B4)4HR(,QK?=8WSDC:#!O3L,Z,,%?WMS$ MW'83.Y&=P;G&]KH4DG5,LO4^--KK,[S@UN(,N[6="SHM"VWWRU0+Q1U1BL?P M3P_ !8/%QOH&YG6?
NCE6RFR]*8<2ZF1.T5K;&FG+,;''1GX571OT0L0+3;+;IG*=SHS*2D[R;D^A MY5N"N0:.5YVCDN0X]/A;+A&:3131(*G&S)+RWC+F.DU3*61T5 M M M !9?U.2^?),<@:_^&HWI?+['IL]YG7L\ON?
[)]GD\N6WDI5 MFMF&14 !DCVDJCI]N<4BK227'JTK)$Q=1*,[=YVT3S\"/G2W+2GCQ+33R#! M5QJEDC)4852 M "0MR]T]MMFIHZU)6IF,4VRD1VGY\LVS2 MQ';-;\AS1#:%+,B-F-
9KK4^\$=ZDQ2)5R4-J?D;-;,U#5!$MFI,=1[3)?0TX\9:'YK+:C6?L$DPF<(Q(XLIC#+49EF.P@ MFV([3;+:=>5MII!(;0G74]$(21$/,ROJ M E/.,\PC;/%[?-]QLOQG \-H(QR[O*LPO*W',>J
M8Q&2>^L+BWDQ($5"EF24\[A4ZDY=?C\:! 9QV&^@D(-VNH M8$FR>)*7'FU<71;V:1M,]"G@1=*/2:=/G&Y\1CJ3WKA%'EHR+.:B.G;S%;%" M5*-6&;^L["98.D9ZZ. M3)#DA2=?82;F@],<(P8D- !
<3TXXRJRRR7D3S9G%QV&I+"S+S3LK-#L9HB MU+17=0B?,],*5&@_*0I[L)QBWW&6RHDGW5.J/7/(7JBT)230+Q1,YC5HW WNZ_O%8WE MKL4LK+<3?C,+*;(GXOM5A\9<' <,BFYW*YU=B\-
R'B6)U-:Q)0S(NK%:7>ZY M3F35GYYY,(IA#8TZ!_FY6!X)[D;D=. BE'\[-\:>LNJBRL]]=M,CK:^TKYUACUCL!M M##K[Z#$EM/RZ:=,I<4K+F)M&&U,.N1),>2VA9J:<;625$'4+Z,NJW;/KBZ7 M-
D^J[:&0XY@F]>#UV60($E]B198U;<[U9E>%7;D4SC'D&#Y77S:B?W9FUZ7" M*5UF^&-@G1S>='NX=#@%EN_EN\]3G M;UYM_A6>)LX.'4VW4R@;C,YE2W+5:J*_D,HU*CDVITED2S,DIT#6KZ
?G,_B M _:]=>'1/L9N9OYA%SMQO/U;]-^T^X%1$V(V&8?E=;&MJO#HME M5R)U#<2&D2([K;["$M M25I(R#J" M(Z_MV,WV%Z# M^MC?/;.RCTVX^S'21U(;L;?\VNN@W$6JS?;K9S,\PQ2RDU-
HQ*K;2/!OJ>.Z MN/(:<8?2DT.)4A1D8&++TF]2^_E M_!RC=[=7$LOMLUOJVAIL8@V,ZHW1SK&(+D>BQ^'7T]>ENGHXS9I890E2D&HR M-2C,PR@@ YPOC0?.)?%5Z./$ZZLNFG8/>_ #L7VAVJR
M[$:G"J&RV5VGR>;70;;:_!LFG-R+W(,3L+BP4[<7DEPE/O+4E*R21DE)$08O MO6O_ !M?C'8!\G?8[WC@'K7_ (VOQCL ^3OL=[QP#UK_ ;,7XQV ?)WV.]XX M!ZU_XVOQCL ^3OL=[QP#UK_QM?
C'8!\G?8[WC@'K7_C:_&.P#Y.^QWO' /6O M_&U^,=@'R=]CO>. >M?^-K\8[/D[[']<\<]:_\ &U^,=@'R=]CO>. >M?\ MC:_&.P#Y.^QWO' /6O\ QM?C'8!\G?8[WC@'K7_C:_&.P#Y.^QWO' 3;@'SJ
MGQJ+[.*H[/J*P)ZMNR3*G8-CD'=#',!QO. >M?^ M-K\8[/D[[']<\<]:_\ &U^,=@'R=]CO>. >M?\ C:_&.P#Y.^QWO' /6O\ MQM?C'8!\G?8[WC@'K7_C:_&.P#Y.^QWO' /6O_&U^,=@'R=]CO>. >M?
^-K\ M8[/D[[']>\I/Q".C38#=S?C"K[;#>'J*VNV]SVEA;&;044N MTQ;)\H@5EQ"C7%/B$.TK'I$-]24O1W6W6S/5*B,!TU@ &I%\Z9\6#K;\, M#^0M,(YW'Q_;_P"[A_*<^Z-
[N[=X/GWNO]S3^3W]B/HOV9T=S[D^@?9_:<_H MW=]_WR>\YN[1RAJ0^M?^-K\8[/D[[']<\<]:_\ &U^,=@'R=]CO>. >M?\ MC:_&.P#Y.^QWO' /6O\ QM?C'8!\G?8[WC@'K7_C:_&.P#Y.^QWO'
/6O_&U M^,=@'R=]CO>. >M?^-K\8[/D[[']<\<]:_\;7XQV ?)WV.]XX!ZU_XVOQCL M ^3OL=[QP#UK_P ;7XQV ?)WV.]XX!ZU_P"-K\8[/D[[']<\<]:_P#&U^,= M@'R=]CO>. >M?^-K\8[
/D[['>\O!>ZFMX.LCPQ>DWJ7W\OX.4;O;]XE ME]MFM]6T--C$&QG5&Z.=8Q!K]DX:3,C-HX;1M*,N MPWD^R+T1C4K5/!C_ !F4 9&MH<1/#\(K8DAKNK.QUM[5*B,G$2IB$&W'6
M1ZFE42(AMM2>PEI4?E,8*YQJ9(C"%3Q5(M PV]=WC;=)G1BJXPJALBW_WR@%)C*VWV\MX?N)C5HR? M(4;<3O&V<@;I9 MN]2[RFWWI1V%MY$<,?6JO3$UQ&G68W,.FKI.Z?>D/
V=NNGW;2AP"B,HZ[>;"9 M5+R;*Y\=KNDV^7Y1.5(O,DLS)2N5)Z]XF_7_FF M387>*L>FS895ILYTY1X[_>U=QC=18F66;IQ^5ME+KV[.31%6##JFT/)I&JV, M[JN,:C"TOPKO#2W=\5?
JQHNF':JXBX5%+&V9K0VEQ: M2ZFNG?.FK6QO95*!]R;>G,?#5W:R-,?;[?Z=8;C=.\]UELM0\=WOJ:=O[,,&CR)1H[B+NGA M],W(ALFZ32;FE2S':5*M5FH.D, -$+Y\7^];X=G[?\ J/\ MW.[/ -,/PG?
RIOAI_A_]&_\ 2*VY =OD %@'BQ?DLO M$L_ZR/Z.NXP#B# .QS\V_(E=!['0-POX\=T0&;\ M '"%^O?^$#;[^)#:\!(O@S^$?D7C!![;H[(8WO?2[%2MLMI7-U7\BN
M\&G9Y'MX[>8XQB/N*U70,GQ9R&\;F2I?[\WG$\K)IY-5HZ;J?UB6W_ M ,G'(_A? /4=-U/ZQ+;_ .3CD?PO@'J.FZG]8EM_\G'(_A? /4=-U/ZQ+;_Y M..1_"^ >HZ;J?UB6W_R #E_C%[L[$;E M8WU-
8WL0QLWMWD>#2:F\VOL\^=O;6[]%BQ,@9MBJ*IN,A'=&VIMTU'YW_M78 P2^HZ;J?UB6W _,G'(A? /4=-U/ZQ+; _.3CD?PO@'J.FZG]8EM_\G'(M A? /4=-U/ZQ+;_Y..1_"^ >HZ;J?
UB6W_R<5)4E25,DT3)D9*YB,@QY="?2K8=<'5YL'TF569P]N[#?;/(F#1,VL*1 M[(X6-NRX4Z85C(HXUE4/V3:"A&GNTR63/FUYN #<)]1TW4_K$MO_)..1_"^ M >HZ;J?UB6W_,G'(A? /4=-U/ZQ+;_
.3CD?PO@'J.FZG]8EM_\G'(A? M/4=-U/ZQ+;_Y..1_"^ >HZ;J?UB6W_RZLS#H6P][0S,FCX;?1+EVEC7+^Z-HS5O3TQN[2^J,^ELSU-"N MP!O)@ - /\Y_PN_]-G_5'
:3'1OTY3>K[JLZ>^ERMRN+@T_?[=K"MJH> M8S:EV^AXS(S*ZBTS5U)IF)]6]:,P%2>\4PF2PIPBT):>T!N3^HZ;J?UB6W_R M9(D1Z&5:W;]-2FC7J1* MY2"^T
%A._V6%D.:*JXSG/7XPTJM1RJ(T+LG%$Y9NIT[#0 MXE#!D?E8/V1FHC"/-CJGBH8+H !5S9C"CS,(RI+7>4U$;5I=!O4OUS9J>);"X& .:5M?*CL99N)?+=I=M\'9?4U]?R7)UQW MV_2DLN]ZBOA-
S+60T2E,Q7"2HRF9B,QN]>'OX+?3-T/MU&=7T6-OGU"14)?/ M=#+JAEJHQ*8LC)QO;3#GG["#C:VD&2"LGW)=NOSS;?CM.JCEBFJ9\DLQPJ # M5I^=5^*$KHBZ'5=-
FV&0.5W45UHP[_!*^162W(]K@FQD-IB+NSFB7XJ_2(%A MD<>Q8QNL-7*<]T9LEASO:Y20'*= =:CYL+X7A>'YT%5>Z6Y&/*K.I?K!9Q_ M=7<=%C%6Q95C^;X3E5.\4>VQO
M+,5M8EYCU[6O*2M+4ZIMH+3[1FE1$M!:D9< ':M\)[O!,,\37H:VK$F(D7/,84A9F^QD!D/R&+:K)WZZY26<)U7%P!D= M :(7SXO]ZWP[/V_P#4?^YW9X!IA^$[^5-\-/\ # _Z-_P"D5MR M[?(+
/%B_)9>)9^ !UD?T==Q@'$& =CGYMY^1*Z"/ MV@;A?QX[H@,WX ..+\Y"_+:]>_\(&WW\2&UX#+]\R8 M_P#GWU7?@?R?XZ-K0'2\ '/#^?%_OJ> M';_!_P!1W[H]H &N#X!'Y9+P]OP@*'\ R'? .ST -
/\Y_ MPN_]-G_5' :H/@I_E_#E_# V. =Q5 .UT M "1]QA^D6DDE(B)!_LB&-#><3Y6FU":8QG M!$SA#&DZZX^ZX^\XIUYYQ;KKJU&ICCBC6XXM1\5*6HS,S\ICT,;Y@ #]MMN
M.N(::0MWIU:6VVVTJ6XXXM1)0A"$D:EK6H]"(N)F R.;58.C!<3B0'D)]UY_M+8W3A·X!A&.1 M53+O*S>?D^87^5[D;B9K;MKL+J]L+3*K0M:%^YKJ$K52:^Q%W%-KMJ=MMD\'HMM M=I<)QS;W
\;C>C4N+XM61ZNKAI4?.\^;3"27*GS'C-R1)>4Y(DO*4XZM:U*4 M>+-*H E'/\]P[:O!,SW-W$R*MQ' -N\5R#-\VRJY>./4XWB>*U4N\R&]LG MDI6IN#55,%U]TR2I1(0>A&? !Q5?%D\0;,/$VZYMX^J;
(3LH.)W%D6';+8E9 MJ:-[!-DL3E3H^ XTMMA3C#-E)8EOVMH3:EMKNK.8X@^19$07_P#S:WPNE^(Y MU]8]D>X>.JM.F'I4>H=W]ZCFQ#>IMFEZ,\[!FKIYLTNL.DEQM25I2H@%Q?*?
^'#UH;U])F?%. MG(V_R)4O YS#-+:(CJKB@?;;G(CFXU#MF)<0U&Y'61 M!FV^:E>)^719UP)Z7]S;Y4+I^ZUK+'<%-V?*6FJPC?J,Z_!VHRE*75J8@Q+%^2R\2 MS\ #K(_HZ[C .([':/S;\B5T$?M
W"_CQW1 9OP M<<7YR%^6UZ]_X0-OOXD-KP&7[YDQ_P#/OJN_ _D_QT;6@.EX M .>'\^+_?4\.W^# J._=' M UP? (_+)>'M^$!3_P"0 M[X!V>@ !H!_/G\ A=_Z;/\ JC@-4'P4_P K?X;'5.,J&"Z
7,=/FWAVE MC]FUJQK75+QHI6W$^;+M4?534DKZIFLU\T]-#?,C(]6U$,,==6'"%J8YKT1B7 M &&7Q^_&KZ:NB--S@&+2 M(V^G4/%0_$;/?%-M./X58&TON'=SC/Y+DT
M]3M;@^"UG2S;6F*P^XDT!,Q&8WI?#F\&[IW MZ$H53G-S'A;R]1WHJ')VZF15;7N=A\QYGEEP=]\>E'(;QEAM*U,G9N&Y<2D* M5$1BJJF?)+,(*@ #2.^>'^*$>TFS&'>&KM)D?<;@[_5\'<3J)DUD
MAQ,K'=D*RU=1B'V"(F)FZ67T[DF4T3I/-T]*;3S2HUJVI0J MQ^AK9US>7EE!IZ6GK(KTZRM;:SE-0JZMKX49#DB9.G3'T----I4MQQ9)21F9 M$ [-O@A>&M4>%YT"[8;&V,&M5OE[+>ZG4?
D$),5]=GN[E<"&NRQUFTC\WNC M0[<5;$:@KW$]J)U0W 7+2A"Y;I&&7D :BOSMWPOE=5O2#7=;>UF/-S=\>C*G MM9N;-U\)I5QFW33,E>Z>91)$DC;=D_<@L5O9+%0M1MQZUZZ-
M*GGT),.7O'D M2(DAB7$?>BRHKS4B-)CNK9D1Y#*TN,OL-/2QXT\TXDE)4DR4E1$9'J [%?S? M?Q.6/$Y\W",TS&[;G]1NR#D/9KJ-BO.LE96>6TE:P[C>YBHZ7>_77[IXMW- M@Y(IE@[MJSBLD:8AF
SC@ T0OGQ?[UOAV?M_ZC_W.[/ -,/PG M?RIOAI_A_P#1O_2*VY =OD %@'BQ?DLO$L_ZR/Z. MNXP#B# .QS\V_(E=!'[0-POX\=T0&;\ '"%^O?^$#;[^)#:\!E^^9,?_/OJN_ _D_QT;6@.EX M .>'\^+_?
4\.W^# J._=' M UP? (_+)>'M^$!3_Y#O@'9Z M &@'\^< X7?\ LI_ZHX#5!%%A\K?XK<).&8X]! >YO$^)GQ,S\HS*/X)VP#"I^=Y%%IHG. MU&
(RD6DXD\R8%>A:2>>X^:IY>O(TD_JG#+70M3**I[8Q(C%DCJ:J!25L*IK(MZ(L"OCMQHS".Q#:"[5'VK<<49J6H]5+69F>IF8\\>+*B M *,[\=0NS'3'MW:[J;Z[A8_MSA%3HVNTO)*B
MD64Y;:W&*?'3EV>]>RT-*.]%!8D2G$H4HD/\ [R]1 M:+S:KI3:OM@]F9*I%?99FF8B+O+G]>:W$&2[2M>6UMQ236C3SQ*QJZ<)>D[M/[EUR*62*(C-#7:<<<<
<6ZZM;KKJU....*4MQQQ:C4M:UJ,U+6M1F9F9ZF8N M,YWAE^"/O%UI+I-V-XE7FRO34ZXQ-BW3\ F,]W2A$M*UL;>U=FT;5?1RFB-/ MN_,9=B:J(XK$W1SNZU58<(S&\IL#T\;,]+VVM-
M)L3@5+M[@M+S.MUE2VXY+ ML[%UMIJ5>9%<3')-ODF03D,()Z=.??DN)0A!KY$(2G%,S/&4JTB !;[U6 M=2VV'1STX[R=4&\MJFHVWV4P6XS;(7"=CM3;-<)M,>DQ>D*6ZPQ)R;,LAE1*
MBJCJ6GTJRFL,D>JR <2+K)ZJ]S>M_J@WJZK-X):9&>[TYM8978Q&7G'X&.U1 M-L5F*X;3./)2][@X3BM?"J8/.7Z)#;YS-6IF&S?\T5\+T^IKJMM^O/=7'/2 M]E.C^XA,[9(L8[BJ_,>IJ7$9M*!^&K]BD-
[,T4E]J?U-*V+>?3.(YTD\20Z> M /#9UE;=UMA37-?!MZ>W@RZMXJ;.)'GUMG6SX[D2=7V&&6V[%FP9L5U;; MK3B%-N-J-*B,C,@'&E\=/PS[3PO>OO('A.1YK? M*J^FS?
Q5;LUU%LR9#;-338_<6'+AVZ4M3^K,96U&52V["^2^25/%1/6;#1<\@ MC =AQEYJ0TT^PZV^P^VAYEYE:7&GFG$DMMUIQ!J0XVXA1&E1&9&1ZD ^@ M T0OGQ?[UOAV?M_P"H_P#<[L\
TP_"=_*F^&G^'_T;_P!(K;D!V^0 M 6>+%^2R\2S\ #K(_HZ[C .(, ['/S;S\B5T$?M W" M_CQW1 9OP <<7YR%^6UZ]_X0-OOXD-KP&7[YDQ_P#/ MOJN_ _D_QT;6@.EX .>'\^+_?4\.W^# M J._='M
UP? (_+)>'M^$!3_P"0[X!V>@ !H!_/G\ A=_Z;/\ JC@-4'P4_P K?X8T@]3/0N=9J49:J,9XC" M,(8IG%*XD 'OK*V=<6$2KK(SDR?/?1&BQFB(UNNN'H1:F9)0A)<5*49)0DC4 MHR(C,,N(R+[;8#"V_P
?:KV^[?M99-R+J>@O_$R^7]A94I*5^AQ.8T-$9%J6 MJC(E*,8*JNZ?!DB,%0Q5(, M+7B0>-/L#T.LWFW&#JKM[>I5AE<9&W]/9%]BN 3W.9").ZF1P5.^YLF'H;IT M<4U6SY$A+OH+3R)16IIF?
(:.753UB=0O6?N&_N3U ;@.6.76;:Y2,=H&C5787 MA%9*<;4=+A>+1UG74< D,-)<<22YDPVDN2WY#W,Z>6(B,D+?<W[ZZ*:LRO.R3%M\0Z?'7(]IB.'.:-28UCN@ZR;L'+LG9<+S M:AI;M/$(C)(5-
<63<7'57R@;2C++,=EJ/':;888;0RPPRA+3+++220VTTV@D MH;;;0DB2DB(B(M"&-+Z #G7 ,/'% 3FVX6$^&#M)D3B\;VMD4N['5!* MJIKJ(UMN-:5GINV.UT\F4LIE1\)QFR+()
[*ER(KL^VKM2;EUBR2&E;L9LIN1 MU'[R;9;";/XY*RS<[=[-L>P#*"*(E6LZ_P DL6*Z&N6^2%MU]3"-XY$V8[HQ M"AM.OO*2TVM1!VRO#MZ(]N/#NZ.MD^DO;1N/)K]L\7:3E>4(B-1IN?[CW;B[
MC<#/+0TMH?=D9'DTN0Y\0IQ<.O3'AI5W4=LB"]@ !XZ_.00\\3XDO0'D M#8E4&.V[=91#8KVBW,VCC*5Y[K>X>-5K;T-A*!IZ_J;Q M]J2WWI*#D(@.K-\U6\4%/6[T,L=-VYN1.6/49T70Z/
K1ZTFNRK?.]C9;;T? M:3.#>E)2[,F8_$@O8S9$E4AQLZN'+D.$Y9(2 VD@ !HA?/B_WK?# ML ;_-1_[G=G@&F'X3OY4WPT_P /_HW_*16W(#M\@ M L \6+\EEXEGX '61_1UW& <08!V.?
FWGY$KH(_:!N%_'CNB S?@ M XXOSD+\MKU[_P@;??Q(;7@+$.B7Q"><K_PZ_RO=#HVW=^X[G6 M<8>K .O\>;^-T>?[/H!ZT=$Z_QYOYLW1Y_L^@'K1WCK_'F_S='G^SZ >M' M>.O\>;^-T>?
[/H!ZT=XZ_QYOYLW1Y_L^@'K1WCK_'F_S='G^SZ >M'>.O\ M>;^-T>?[/H!ZT=XZ_QYOYLW1Y_L^@'K1WCK_'F_S='G^SZ >M'>.O\ M>;^-T>?[/H!ZT=XZ_QYOYLW1Y_L^@.FWX0N_>['5%X:/1SU [Z97]G.[NZN MT%=%>EY>;[)A^ZNT MN84>?;?93[CT.0?8_EF-SFK*EMO.O\ 'F_FS='G^SZ
[$5M/=0H4=DN74D:F9F&1\ M <\YV\7^^IX=O\'_4=^Z/: !K@^ 1^62\/\(\"G_R'? .S MT - /Y\Y_PN_P#39_U1P&BELIO-N3T[;N;<;[;.9)]A^ZNT MN84>?;?93[CT.0?8_EF-SFK*EMO.O\ 'F_FS='G^SZ
>M'>.O\ 'F_FS='G^SZ >M'>.O\ 'F_FS='G^SZ M>M'>.O\ 'F_FS='G^SZ >M'>.O\ 'F_FS='G^SZ >M'>.O\ 'F_FS='G^SZ M>M'>.O\ 'F_FS='G^SZ >M'>.O\ 'F_FS='G^SZ >M'>.O\ 'F_FS='G^SZ
W+/FJ_B9];OB1X#UG776 MCO9JV:SVGR_92KV_D_+H '[0A;BTMMI4MQ:DH0A"34M:U&24I2E)&:E*,]"(N M)F OLV7VK3A\%-_>,)/)[%CS&EIU.EA.D1^BIU^IG/IT[]1<4E];+AS&O#75
MCPC)>F,.*O0HL)0SW/\(VMQ M"^S_ ''RS'\&PG&(+EED&4Y1:PZ6CJ(39DDWIMA.=9CM<[BDH;3KSNN*2A!* M6HB,--KQ+_G!&9[JQ\ 9?H>FWFW&VRSDU=]OH\T]3[D9O'(W8[[>!Q5Z3=O
M,;E)\]N=;8+N*]@I MFY$>//R7*+9Q/H=#CE6J2WW\I\R22EH;02WG&VUQ,Q'&1OP>&?X1VROA_P'/ M1\LLDUFZ'4E<5Y,Y+NM.@&<3&FI3"$S<8VQ@S4F[049*-2'IQI1969&9O&TR M;
<1G%55,^267,5 8_O%"Z]<$\-?HDWJZK\U7!F6>'T*J3:W$94)=K-NL-C,]^Q*DQ95THIEHJ/SOPZ.%.F$A28RB <47=3<+ .M[-S-P-X M=\$BG9;N-NCF629]G.3V2^>=>Y7EEM+O+VTD&1$A"I=C-
<62$$E#:3)*2))$ M1!O9?,W?"\3)DYKXIF[F.ZF M"-0(O=U.$;FE,C2MX-MFRCQX*OAQK^X;NJB.VE#3-3;-Q&B5Z"ZH!C.\(_Q M#,O\,;KJV=ZH*-RRF81
LCPG?/$*]QS7.MD,NDPXF=4GHJ)$5N;;5#;#%W3(M=<2RF]J82W>9M*TJ#M281FN*;DX7B&XN!WOZ-#.#Y]B]!FN&9/4NF_59'BF55 M,2]QV<K'S2DWJ^WJ[,AE>A :8?A. E3?#3_ #_P"C?^D5MR
[?(+ /%B_)9>)9 M^ !UD?T==Q@'$& =CGYMY^1*Z"/V@;A?QX[H@,WX . M.+\Y"_+:]>_\(&WW\2&UX"7_2_"(_%[^[K[&_RA/Y.GW,-GW-U_LH^Y/] MUWW<[O-,6Q#W
]Q/NE[8>YNOV2^D>E>ER/V#N^Y_G2&R]ZC'_S1/YDW^]P M>HQ_\T3^9-_O< ']_?\ S1/YDW^]P >HQ_\-$_F3?[W !ZC'_S1/YDW^]P M>HQ_\T3^9-_O< ']_?\ S1/YDW^]P >HQ_\-$_F3?[W #<]Z
^E'^0WT;=/ M?23]GOW4/N#[?Q,%^Z!]BWV$_95Z+/GS?=3[%/LCR[W#[ST[E[CW2F:' MKH07?@ GA_/B_WU/#M_@_ZCOW0+Q1U1BL?P [^ =GH : ?SYS_(7?^FS_
HX#2BZ>P^_7^6%U<=.7 M2S]F?W._Y0&\&#[4?9U]COV6_8E]F=Y%IO=_[&/=W&/=[W-])[ST7W1A=]R\ MO?(UYB#==]1C_P":)_F_P![@]1C_YHG\R;_>X /48_^:)_F_WN #U&/\ MYHG\R;_>X
/48_\ FB?S)O\ >X /48_^:)_F_WN #U&/_FB?S)O][@]1C_M_.:)_F_WN &P]X'7@F_B9,6ZB<:_E,?RD/N^Y!MQ>^F_<9^X\ 8G]SZNS" M!Z+Z-]U;=+W=]U_LLY^?O(?H_H^G*YSZH#.\ "TO??=4M)
M."X]\6LDGLJX>PJF8<+_\Z3+_.GK^R$,M%/YI4JGDM*&14 %XVR.T/N M>47,\HBF5@HDO455);T. DS2IJTE-JXE-47%E!E]9(^<_KAI[O%75RA>F.9[T9 M+WN0VL:4>"[7X\N+-
S_/)S!&GNZ>J=?93"IV'C),JSEJ9@QM>4UJ>4VRY,1, MY#0@Z^_$VZC/$#R[TO<6U+$=JZ>P>E8/LIBTV26'XZG5QN-8W+ZTQY&9Y:F* MOD4U.%%8B,N&R,T4Q'FACN:9<=/1"=?;\A?
VQ(O[Z#O#QWPZ]-T&\(MVRK?1FNX=W%;=0W:9'9,M-) M3%A^DNIA0&$MPH+;BB:1SN/..X9F9S2O!$ #EJ?.S?%!_E>]9T?HZ
MVNR'T[83HMM+?'K]RMF]4YOU(2D>Y^XUR\EHFFY#>V+"/L6B)=2M<6>S<+: M<-F81 -??H"Z,-RO$$ZN]DNDS:UMYB]W7RZ+7761E!>GP<#P6N2NUSO<"X9: M-
LCK<0Q:'*F&VIQOTIYMN,A7>O-D8=M78'8S;?IE

(>CIWIGUCW=N@WBKVLJ;L_9I&1\2,C+@9&0T%TM_0 ?)]]B,R[(DO M-1X[#:G7GWW$-,LM((U+<==<-*&VT)+4S,R(B 6^YGU#8Y2][#QAG(}+!/,C
MTOF6Q3,K+AKW^A/S^4_(T26U%V.#)%N9S5FKHM,RO.\IS20;U_:OR6DK-;%> MT?H];%[2+T>$V9,DI*3T[Q7,ZHOJE&,D4Q&2LS,I22E2U)2E)J4HR2E*2,U* M49Z$E)%J9F9GP(2A6_#-
ALOR;NI=JC[&:I?*KO;!I2K)YL^.L>LYFW4:EY7E M-%H>I7 MZ&@"8(M=KIHG](O8,_9U$H3%%KRX'H7T3+AH?L%[1@)@C5_8>FGMF7'V#(@% MSG2C3*E=1.S*$I;U:S_'YIF]KRZ5TM,]?
+HA9]YR1CY.'U>G$NTJ5_@GR6I_ M%#9['C>@ M $#R7L)>PZCL=UQ24-H+5;CBDH21J,B/)9LW=1#"/U2>(K?9L5A@VQ3UA MBN).=Y%L\\VP=+3C'+G;7T;9?
2=K3X:GG_+'CPF.5;_ZUO:KNTFTS5;TV4W,JZOY?=CQ_%/Z>,3BS4I2U M*6M1J6HS4I2C-2E*4>JE*4>IF9F?$QNK0,W\ &93P_NC@V_KIOHB[TSAV[QN%/'.U3/U5S'^C_%[K,:- =,
&,GQ$NF M'[HN)JWFPRO)S-\'K5%DT**V1/9'AD,G9#TDD)(O2+7&B4MU'ZMV&;B-5*;8 M0-Q]*;S^TO\ ]OU$_P!-CKKPL]JSJML]W)4RZVU(V8%'D)I7,N<
M%;4I#3##I$9OVF*1B/BR1+DPV_V#G;2F.-/W_P!,T:WNUF@B*=9G-.45_P * MO'*>>$\6]>F?5US;^W0[E,U:*FK.JW. !HCIG'+&.#/!56U9>UD"ZI;"%;5 M%K$8GUMG7269D"?"E-
I>C2XDIA;C,B.^THE)6DS2HCX#F5=%=JN;=R)IN4SA M,3PF)CE,.N6[EN];B[:JBJW5&,3$XQ,3E,3SA$!5< 'QD2& M(K+LF4^S&CLH-QY^0XAEEIM%2W77%)0VA)=IF9$0"W_
#'J&QFE-V'C3"LE MGIYD>DI6J-3LK+AKZ2:#>F\[\=&DDVHNQPADBW,YJS5T6IY=N)EN;.F=Y:.* MB<_.U51-8M6P9'JGEB(49/+0?8MTW'"_7#)%,1DI,S*2T(6XM+;:5+<6I*$(
M0DU+6M1DE*4I21FI2C/0B+B9B16_#=A:8IF5V6';68?A*6W:RN*59I+SKBRY)5@:M-#- MA1H2S"(^S1E"-2^, T^8YJF?)>(B%115(V #%=XM65N5FP>(8?&=)M[--
Q8#DQOF5J_3XU4 MV=A(;)!&1*)-S)KUZGJ1;]+R^V1GY-!Z6%, M,:N[-4^QP+LX>S](!,$:O[-$_H:%[)?1[$PQJ_L\W4_9/L]GR>V0"8(T#L/ MEU/V3[.S],@%QG3'K7;^[/RDN$SKG^-Q#
<4E*B,K&P9@*:(E)41&^4GD(]-2 M-6I:'H8I7^"?):G\4-E,>-Z M M!;?U!]4FV'3K3'(RJP]UHF\3.S"Q*#CL!]QS'\+J5N,X_3)42D)>-HS MY[2U-I9DN9(YG3)2DH[MLR;+J>U[-
H]IM]NGC&[,>U7/XI_A'A'#KC/%QS>- M]U^]7>_4U88GV:(_#3_ !GQGCTPC@MX'U7Q0 9+^A#HZ/=6TB[M;EU:ON; M4DSFQ^DG,*2WG=Q$=+5Q]EYODK8/(-
+_ZB7(3W/G(0^D:?ZFW_ /943H=' M5_651[4Q^2)^RJ>72..>#>O2/IG^X7(W'74_T-$^S3/_ -E4?;1'/K/#*)9\ M$I2A*4(2E"$))*4I(DI2E):2E):$22(M"(AS#-U_+A#] #^&1*
M(R,B,C(R,C+4C(^!D9'P,C(!KJ]>/3$>Q^X'V88G7DSMCG\R3)JV8K/)%Q;(M3YI-EC)I1JW'A.D9R:\O,+N#6RE)E&-2NL>F=Y_N6E_;WY_K;4<<57GR MJ\
<)YN*^KMA_M6L_G#07IF8PRHJSFGRYT^&,?E6$C9VH +U^D[K+RW MIWLVL?NBF91M182^\LL<[Q"IU](<:])NL6=?-*6I"4)-3D)3B(LHS,S-MP^ M]+7=\]/V-
VH^+;PHUT1PJY5>%7\=..=5' MCUIRGPBV\,*SS$MR\7JLSPB\A9!CMPPEZ'/A.$HDJT+OHDMD]'X-C#6?(_' M>2AYEPC2M)*+0,3]L=8GE,<)Y.SZ35Z;7:>G5:2N*
M[%4<)C[)Z3'.)XQ.:;A@>D 'CGV$"KBN3;*;%KX;):NRIDAJ-'; M+^_>>4A"=?)QXAF+>,PZC:*M[R)B4-5]+2:D>GRR=B5+:BX9/*1)8Y^=JO:4<>LCF6O)W,%HTL:C16'I,AY9-LL,-
K>>=<5P2AIIM*EN+4?8 M1$9F)%?,/Z>LJO.[EY$XC&:]7*HF7D)DV[R#T/1,-"TMQ-2U+5Y9.)/_ +,R M%)KB,N*T4]5U.([9X=A24+IZMM=@E'*NWGF4NS7J1DHTOK22(I+
(]%)82TD_ M*1C'-4FM1"?A5(M ,(_BX3W)F0[T!*635?3YQ;K01&25KMIN-PD*,R69+6TFF5IJD MN0EGQ/F,B]%C*6*YR8CXU?IH1)^D1>QY3,9V),$:O["TXEY'[."B F"-7]A M:?
2+L+3B C\>#V>;Y?(7#M+0!'XT#B7FZZ::>P7$!4/ IOV-9EB61ZJ0>/Y- M0W9+3SD;?N59Q9W,1MJ0X2D]QJ7*HE<.!EVBL\8F$QPG%LS)4E224DR4E1$I
M*DF1I4DRU(R,N!D9#Q/2_H M _*UH M:0MQQ:6VVTJ6XXM1(0A""-2EK4HR2E*4EJ9GP(@SX1F3,1&,Y,4_5'XC5+BG MNC@^PCT+),E3WT2QW!<0W,QJC=29MN(QUA:5,9)8-
GJ925:U[9DDTE*)1DC= M[E])7+^&IW3&BSG%&54_S>['A^+^5SW?_6UK3]VDV>8KOY3A&X_)D+6XOE21)26NB4D22 M(B(B'1+5]U8MQ:LTQ3:IC"(B,
(ARV]>O:B[5>OU55WJIQF9G&9^>4'&1B ! M>QT:])MIU#Y85UD+,RNVHQB8V>16:.]C.Y!-0GOFL7I))M*0M]W5"IKJ3(XL M9? R=<:UUWU!OE&U6/AVIB==7'LQ[L>]/W=9\
(EM/ICT[IAQZ^LK*^.U$@P(,1I+,:)$C,I M0TPPPT@DI2DB(B(S,\Y=MMV[=FW3:M4Q3:IC"(CA M$1&41"(BBX "G.[.U^,;R8!D6WF71S=J;^&;29+24',JK!DR>K
MKFN6LE$U/K9:$N(,_-7H:%DI"E)/UZ'6WMOU5&KL3_V43\TQSB?"8^6+Q;CH M-/N>CKT6IC&W7&?.)Y51XQ/?IZU-6C=?;#*-G,^R+;S+XO<6]!-4RF0VE7H= MK7N_7:VZKG%
<7:^TAJ2ZWKHM',:%DEQ*TI[3H=;9W#2T:NQ.-NJ/GB><3XQ/ M#ZXX. ;CH-1MFLKT6IC"Y1/S3'*J/"8XQ]$\<5.QZWB 7&].?4UG_ $XY M05IC;ZK;%K%)H\IPB;*<:J+UA/*A3[*^[?\
CMOQ'LUQ'&G^,=8^C">+[>R;[K-DU'Q+$]VGJGV[[-^,/C9C@5J4ICZVS;T\HVF;S'+%25&JMNH*'"%1GO,4;;AA& MIF0@N=I:T\1R7<-NU6V:B=/JJ<)Y3&54=8GY3'-VS:]UT>
[Z:-3HZL8YTS^* MF>E4Y+0XS%.;?6T*KCZ*-!R722Z\:2,S1&CIY MI$IS0OJ6T*4?L"8B9R%MF7=2C2.]B875FZKSD%<7"30V7#3O(M:VHG%]NJ5. MK3IUQ;/L&2+?52:NBV;(T?
Z0"/1X/9J7#3L(O:+00([']G#0O8]GM 1V/!TTT3H7#^T'FGR; ^Q^5% MF>TN 9 ;G>2)&.0(=@O4C-5K4(.HM5&1&9I)=A!<41'Q))D/'7&%4P]$<854 M%4@ M *
<[H;L8#LWBTK+]P\AAT-2P2D1 MFW5$[96\PD&MNLI*ULSE6E@\1<&VDGR)U6X:&TJ6GUZ+0ZK<+\:?2435PKT5!GHXJ0I"'"Z?LWIO2[9
M$7[V%W6^]RI_EC_=/'IADX_OWJS6;OCI[&-G;_=B?:JC]G'*.H_/F,=JR?K<5J51IN;95W)JCTE2MQ6D>,M2%LO7MHEI:(M;!Z\RDJ<47=-N*+Y&\[O9VC2_%KPF_5C%%/6?^,LBQ;QI
MT].$UU\]8\/U3^6/GRB6S)@>"YOMIB5'A&&53%/CN/PFX4"&RDN0]1=+^ MT)UE^K4ZBJ:KMLSG,YS/%-PP/2 "P?KQZ82WOP$LR MQ*N)[<_ 8:7E-.H)R38XR9-I[V5-
97K)KDGS&3_>,H(CDFHMG],[MS_;=5^WOS_179XXY4U915X1RJ\,)Y-/]7;#_ '71_NM-3CK[,3AAG73G-/C/ M.GQQB/Q-=8R,C,C(R,C,C(RT,C+9&1]AD.L.+ "J.T.\F?;'Y?$S/;^
MXIKZO-7,[5WM M=/JJ<:.4\Z9ZTSRG[48/,DIUIZI]FN,I\)Z3X?1C#MFQ[_ */>['=:GLU5,>W;F>,> M,=:?&,LIPEQ<6A-8_$5S)*:_P!W.M7$GS%S)YT>AP^9
M)]A(=6DRU)P9(MQ&:LU3R6^V%E86TIR=:3I=A,=/5R5-?=DOKXF9$;CJE*Y2 M,ST+L+R"^62]/XS@N5Y@[R4%-+F-$KEO9,OJB=G/FW&)9%QY"4:S\A M&
(F8C,B)G)*>JXVFH:7'HA0:.LA5<4M-6H;"&N\46NBWED7>/N<3\Y9J5[8I,S M.:V&"+B M !AL\3JE,\YVKN.Z213,5O*PGO/-2SK+9B4;9D9=WRM>[!&6G'SSU\
M@J%G*6&YG#&O'@=GFZ%[/:?81C.QH]&@<"T3H6O;IQ[2$".QH)Z%HG3VS\O M^)!YB.QX)<-$_3/Z7Z0?8E'(\'L\W7L\GT/TQ&*<.J.1X/9P/\[C^;B(\CR9
M.>A_,N]HX4VH^8H#*O2W2+19QT+2Z-DV;TWJMTF+UW M&UHO>F.-7A3'^Z>$>.35-^]5Z/9XFQ9PN[A[L3PI\:YC_3'&>?;CBP%;J;N[M@[T91(RW>U.
87$[V?/5Z18V+R7/VSJ",V8,(MGDEH7GO.K0TV2G'$)/Q;AK]/MNEJU6HGV8RPC/9*F/&?JC&9X0^AMFVZG=M9 M3H]+&-<\9GE33SJGPCZYPB.,PV=-E-F<-V)P&JP'#
(O+%ADS'&9YU5(CTP_D$A)?X/59*:5.H_4-3 M"<1JE+C"!T[TIO/[NQ_;]1/]3;CV9G\U$??3EXQA/*9[W;S2C2:'6G$J)3,F))-4IMYAU*V7FE*0M*DJ,CPZC3V-59JT^HIBNS5'&
M)^7"8Y3'&)XPSZ;5:C1WZ=3I:YHOTSC$Q\N,3E,3PF.$M@OI2ZWL-WSJ&\?S M654X7NA60S5M:$IYWX+CBGF$ZJ0;K:5K1RO??
M3M_:ZYO6,:]#,\)YT^%7W593SPG/LWISU1I]YHC3ZC"WN,1QIY5^-'WTYQRQ MC6&8KKE74)AU(;D>E1(R>:C4M8A^B5:5%KJ2[!]M2W?)H;+3J#+]40UV*)G-M
M4U0MJRK>G.\I)QA5E[BU[A&DX%)WD,EH/@:7YG>+G/DI/!23<)M1?J>(R113 M"LU3*E)$MU9)22G'"%$24D1K6M:ST(B(M5*4I1_1,Q9"K^*;'9UDW=OO04X_
M7+Y5>F77/'>6@SXFQ7)2J:M7+Q2:TM-J+L6*S73">V5R^*;!83CQM2+-MW)[M!&BN]LTI17I67E:JFU*94D_UKZWQCFN9RX+13$*V,LLQVFV([3;##2$MM,LH
M2TTTVDM$+H;;024(0DBT(B(46?0 M &.+Q\'\6.RP/;O*4HVU8_EEA3+,DD? M=L9+5>E*<4?*:DH[[&FT]I%S*+74]!FLSA,PQW(X1+$K&@]GFZG()]G9_='H
M84T1C]*0VEUEYM1<%-NMK)1'Y2,>9E?< M M $)O;ZEQBGL<@R.UKZ.CJ8SDRSMK24S"KX,5O3G>DRI"T--((S(BU/BHR(M3 M,B%[5JY>N1:LTS5J3Q&K; M)O=+!=@9$V@Q]7?
0[+<5;;L+(K=L^=IQ&+LKY7\?KW4'JF6M*;!6I&@HQI/G MZ)LOI*BSAJ=TB*KN<6\Z8_F]Z?#\/7%RW?\ UM9HLY3>=6IQUUUQ1K<===69K<<<69FI1F9F9ZF-XB(MB,
(X1#GLS,SC/&9?@$)JPC"LFW&RNDPG#JJ1=9)D,U,&LKXY%S..WG=[V[ZKXM3<-BGA13TC MK/ZIYS\V4.Z[#L=C8]'\&C"K4U<:Z^L](_3'*/GGC,KE1\=]P M $JYOA>.[B8ED&$99
;L\=R6M?J[.(LD\QLO$2FY$=:DK]'FPI"$/Q MW2+F9?;0M.BDD8SZ;47=)?HU-B>V[1.,3\N4Y3'..#SZO2V=;IJ])J(]K-RG M"8^^/&)XQ/*8B6K?O]LKD6P>YM[M]?\ >268CGIN.W?
<*88R+&Y:W#J[=A)\ MR$N+0A34AM*EDQ*:=;YE]3.4_=/28F.2C ^@^6 /M&DR(BRHKSFZM+W:S01,Z;.JG.:.LQUI^N/&,NJ^ MFO5M.L[=!NO:-+FY)O\4]5R&,;>X?
AZ$^X=+%9DD6BK&0D=D ML]-%'Z;([QYHE]IH;-#?L)(8YJF MUI]#](>M@\DPM/T_IG],1,IPB/-&X\(N'#]#A_=[1'FG//)&F(?9P_-^ M;^P'V'DC3$+V4\H?!8$]
(1AB)V:%]/3_H$"+,Q"+34M3]CR_W!"60?I@W M&*QISV_MWR*PIVW'\?6XKSI=2:C=SE;5]7:]GUFZW>S3TX6HGVJY_M#'\9\(X^4<7QMXWW0;+9[]55C>F/9HC\57SHNY4[D
MTXZ?$(U;)H] MIMX68[K\Q[5['A'SS,\7&]Z]0:_>[N-^>W31/LVX_#'C/O5>,^.$1'! M;4/KOA@ #VUE9875E IZB%)LK6UFQJZMKX3*Y$R=/FO(CQ(D5ALE./2)# M[B4(2DC-
2C(B%:ZZ+=$W+DQ%%,8S,Y1$9S*]NW7=KBU;B:KE4Q$1'&9F>$1' MC+8TZ,.DNNZ>L4+(G[HY1XS+M?I?T[1LVG^-?B M)W&Y'M3[L>Y'^Z8SGPB%\ UMM8 L_P"LSILC=0VV
M3R*B.PC=/UQC&>#6O4^QT[UH)BU?OK6,T3UZT3X5L&54U45315$Q5$X3$YQ,K&UE1=G.GI%?6.E6<<^'&,U3#[,EEF3&>:D1Y#3;[#[#B'67V M74$XT\RZV:D.-.
(42DJ29D9'J0YY,3$X3PF'48F*HBJF<:9?40D M '\, MB,C(R(R,M#(^)&1]I&7E(P>K;-6VVYV38XVP;=4J8NTQ]7*24N45HM9<99D1$;C"M"(AZJ:NZG%AJB<<(R4^8A=G OS?\
2+>2.')&F(79 MP_0_-[8CA'F8=488B$6FA:G^@(\T^2,,Q.P$)K\WT1 BK,4^&B=.SR8MHW(Q.:)$>WKR5JJ#/)&JTIU,U+BOZ M&M#Z?I']%)418)C"5XG%/8A(M
,XSPP,9/E.1YK>V.3Y;=V60Y!;/G)L;>VE.S)LIS M0DI);KJE&EIEM)(;;3RMM-I2A"4I21%TVS9LZ>U%FQ3%%Y$P.I$\$1\OKVYG]] M 3(Q.HD$VZ6&T5@P9IGN$E;C?V17<-
XC5PYX<97=>:XX\E/,O4^_SK*YV_23 M_2TS[4^_5'+^6)^F>.40Z[Z0]-1H;=.Z:VG^LKC&B)_)3//^:J/\,<,YED\& MFM\ ?PS))&I1DE*2,U*,R(B(BU,S,^!$1 *89)O%@ M6-=XV]
<(M)K>I>@TI)T>/L5[-XMQS5F]>3%#U8; M9.6;DS=JL:2JQ>D*=S=#2&&3G.3)'F9&IMM+1+F*E/DW*-)*4X2T.&1>[^UZB9F\/ ZYGEA'&CRPXT]._=(%? MGC.%77&)Y3*PX;XYH
"ZGIBZ4Z>2DB-"%=W&2HEO*21MI<^)O.^:;:+7M>WJJHJFB)^N>D?;E' M/#8-A]/:O?+WL8T:.F?:KF.'E3UJ^S.>6.R)MW@6/[7X5CN XJBKU5W6ZBO57\BUSC M.$81]'RGK,R[?
HM'9T&EHT>GQ^#;IPC&9F?GF?\ TC*(B."=!YWJ M M6D=6>UIYAB 'DB;44BT$8]!$6HYGV%H7T.(88<9%0,$R MRTP6Z9MZT^\;,B9L("UJ3'L89\5LNZ$?(X@_:0DB<;,R)^)
()*3=B2FR,S;D,FK0R[#+123-)D9XIB8G" M62)Q1X0 M "EN[FS.W>^&+/8EN)0,6\$R==-K:(JHY3E53/6F>4_5.4Q,<&OQU.=&&XG3Q+DW;" M7D\L',:^LGJI+RR3'A9;
;)SW(E&XHFT2"-4.0HT\JT.+[A'4MF]0Z M3=:8MS_UZS#C1//QIGG'AG'3+8XYOWIC6[+5-V,;N@F>%<1EX5Q^6?\,]<> M$6;C8&L@ S1^';U9E8,0.GS<2R/T^(T;>V%[.?
(RF0V4:GA$IYU7,F5 M":2:JPS,R<9)48C2IN.ASGOJS8^R9W721[,__)$/'G,QU#T7ZB[MXIV;6U>W$?\ 55/./_XY\8_+X>SRIBXV
M%XKSIN+Z&W)3J1P(JE3I_,78E<2&3SK/,9:$;A(3[8M%,SDB9B%\CZEEGWC M&*4)(XF2+"\1&9&2?0HI,QU\FA$1K2I7LF9ZF+Q3$9*S,R@-52V]Y)*'35 MDZTD\#-
F#%>DK0D]?/<)I"B;;+3BI6B2\IB9F(S%;;I_O3B/VV8VU;B53"C M/39RWGF9DF+#BM./R9$I:'EZ(PTRV:E.*?5W:=34GAH*Q5-54441,U3.$1' M.>A5A13=-?(W32ACJ?I_8J=NM1J-
3$3KZH_P1/Y8\?> MGYHX9\9]4>I*]VO3I=),QMM$\.7Q)C\T^'NQ/G/'A%I@V5J(O[Z1.B' M(]]Y43-)2)24E'N,V<97HY!Q\G2-4:K0HN5^Q4A2-=6V"6X3BF M-7W[U'9VRF=/IL*]=,9?
=4IQ MUU9J=>=4I:U*6I2CY;?OWM3=JOWZIKNU3C,SG/RY1E$<(=CT^GL:6S3I]-3% M%FF,(B.$1\LYG.9XSQ1\8F8 M ?E:$.(6VXA+C;B5(<;6DE(6A1&E2
M%I41I4E23T,CX&0#%QO=M(O;C*ENU["E8M>NORZ1TB,VX2S7SR:9U1F9DY!- M9=V9_5L&D]34E?+GIJ[H\6.8P\E)68A^4N!?F_/%D(HS&]@OI_F[$49B^R7
MY_YNT1CT$2:8]@OIF7YV@88YB(-1O9_-V!CR@>]MGV"^GI_8]D1AU'M;8[/S M?G!CT$_83EUQA5DF;7.&Y%>4A-C7.*,HTYE!GYJ]"5W3[9*,VW$D:D&?E2:D
MG68Q3$X+V\7RJHRVM18U3_-IRIE1'-$RH3YIU-F0V1GI_>]+5"R+4C/B,,3$\ICG##QU4>'(9G89YT\Q"['9EMM@IXB["4X_ADJ2X1&? S]S7 M5:GQ*.OZB.-^V3U;EI=UGPBY_P
X_P!T?/SES3U!Z)_%K-ECQFU_PF?],_\ MMG*&'>;"F5LR57V,23 GP9#T2;!FL.Q9D.5'<4U(C2HSZ$/1Y##J#2M"TDI* MB,C(C&_TU4UTQ71,33,8Q,
<8F.L.:U4U4531?$Q7$X3$\)B8Y3'5YA*H # MTPILRMF1+&OE2(,^!)8FP9L1YR/*AS(KJ'XTJ-(:4AUB1'>0E:%[,E)41&1Z MD(JIKIFBN(FF8PF)RY2M35515%=$S%
<3C$QPF)C*8\6R%T5]4D/J%P7W* MR"2PQNEAL6-'RF%YC2KV!YL>'E]>R1)0IB:YHW,0WPC2^U*&WF.;D?J+9:MJ MU/?:B9T5R?9GW9YTSYI.*WSM8O0N2%%J29UTX3#.I>4H$-
Q;KB#/L,WVS MT[2]B\6YYJ]W10?(]UOUMQ,7D=E(X_\ ;+<_ M0(9(IB$8S*08T:5.?;C0X\B7)>5RM1XS+C[[JOUK;+25N+/VB(Q*%8,;V(SR M]
[MZ9$9QV&LR,W;=9HE&CR\EL,J2;>NG M9F22TZ&HI"C@UW,6FBD0HKG?GH?DFIBDS,YK,(W7]UB?9C+L=C=L+0E8E72?1\]R M2 \E3>3V45WF/':V2RM27,?KGT$&4<<4
MHW=ST 97NCCH$E9=[E[H[Y5DB!BI]Q88S@4I*X\)_4_6)$2TR-L]'8>/ M.H,^2(?(_,^J7R,:$_I'J#U1%CNT6VS$WLJJXRIZQ3UJ\,YY(1% MJ-KJ]"'[VV"+3AK^8_*(XSY#VH8U[2_-
^8@QB,A[FV/S>S^G_8$3.(]J6B+ MM_-]$PB,1]TH/V-"_-V$)X1YB/4-W:XY/:LJ>4N+);X*_5,R&M=5,26C\QYE
M>G$C+@>AEHHB,HGCFG)=OA.Y53EB&X<@VZV\).BX+B]&I:DEYSE>ZL_KI'V] MT?UQ):_5$?,,2\3BJ4*I M !9OU.=&.W?4/"D M7+#;&';FLL?X!F5?
$1W=JIILD,04^&4],>,:SOWIC1;U3-V,+6OB.%<1GX5Q^:/'\4 MXE"]4S3)QVMGM&J32WT)M9(]T:.S2A#,^*?,GF+1 M+S*E$AU#:]4EU+0;CI-RL,'TE7=3SCG3/28Y3]4\IF"-
RVO6[5J)TVMHFFO ME.=-4=:9YQ]<93$2I8/:^> J!M;N9E6T&=4&X&&S3AW5#*)U*%\RHEC"= M+NI]39,I-/I%=915*:=3P41&2D&E:4J+RZW1V-?IJM+J(QMU1\\3RF/&)^6# MV;?
K]1MNKHUFEG"[1/S3'.)ZQ,<)_BVA-CMYL5WXVZIMP<4=)+,U/HES4N.I MQ5/)6VOE23\=QMY)$EPAQG5 M4>?U3C')WO:=ST^[Z*G6:?*>%4::V)R'K];6W")E4A!:_\
M:J*8C)&,RD5AE^4\B/$8>E2'3Y6V([2WGG%?K4-MI4M2O:(C$H54Q_9 M'<&_-#CM8FBB*Y3-^\<5#61=]M("$/6!+(O(MI!&?#4N.E9KIA/;*NF.=.&, MP#;?
R*RFWSR=#5%8(ZNN,^TTK)EQRPE)>;U]CR%2;D\EHIA7*EQN@QUG MN*.GKZMLT\JSAQ6FG72()?K[Y)[^0K4NU:E'P%)F9S61L0 #%7U^=8AX1"L- MD-
L+7ES*SC''SK(H#QD[BE7+9(SH:]]LOK>0VL9XC>=0HE0HZM$Z/.$IC=O2 M^P?N:HW+64_T],^Q3/YIC\T_ICE'.?"//O6']Z]K3.U:"K^JJC_ +*H_)$_ MEC]4QG/Y8\9X8,ATER<
!]XD25/E1H,&-(FS9LAF)#AQ&7)$J7*D.)9CQH MT=E*W7Y#[JR2A"2-2E6\1F8BJJFFF:JIB*8C&9G*(333575%%$3-@.)AAU>Z&^-='L,O0IB?C6"/FS*K<76DTNQ[/(D$3C%CD3:DDI
MF.2E1X7U2^\?Y?1^<;_ZHJU'=HMMF8T^55>4U>%/2GK.<^$9]6],^CZ=+VZ_ M=J8G4YTV\XHZ35UJZ1E3SQG\.5D:0Z$ M D;/L"J,_ICK+$ MO1Y3"E/5EFVVEBT5=5R-5;UEW$1
M/J9L>?%\&+2\.W"QZ'D%+)/O6DODIJ;6S$H4AJRJ+!DT2ZRQ8)9DEUI M:3-)FA7,A2DGZM'K=3H+\:C2US1=-K:(KM3], M3UBM]WE5_+/^V>/)'-Q[?\ TIK-HF=1 M8QN[?[T?BI_GB/\
5'#KA,Q"Q@;*U, !=3TE=2MOTX[B-6;JI4W Z%(;Q)&S6PYT5+%;0,G)0IECW0FI+R\TB<2XRN'E9A)D M+Q;CFK-4J07&39#D"S(B,D8 MXO)6U-I_
M$QH:)X_JG/MC_=/*,N,XQJ7JGU%3L^G_ &^GF)W&Y3[/Z(R[Y\?=CG/&>$83 MKISITVSFS+*RER9]C82I$Z?.F/.29LO*)5 !, M&*8IDF<9#58IB--.R#(KN4F'5U-
_J[U.GTU,UWZYPB(SGYL'H[O))G+ M02S+F;9)#9N&|RS?O4=W,B^O17C2KD,^4N9)D:%D6BB,A,3,9(F,5F68[=7.%2N66C MTNL=<-,.V8;44=XN)I;?1JHXLKE+4VU&9'H?
*I1%J,D3BI,8)/2@B[.W\W9[M!"V'5#[$CV?S@QZ#[I1[/ O8(5'T(B+L ?T!^#61=G$_T 'R,S/M $6IKVW MQ^64VGGOP9!:$HVE$;;R2/4FY#"R4S(;U_4K2HM>/:&&*5P^+;WP91-1,IC>
M@/\ !'NG#0MV$X?9S/QBYY$8S\IH[Q.O'1)"DT]%HJZJY0YT.QCMRX$J/,BN MEJW(C.H>:67ET6VI2=2\I=I'VBJSU M /FZTU(:=8? M:;>8>;6T\RZA+C3K3B30XTZVLE(<;
<0HR4DR,C(]#$Q,Q.,9HF(F,)XQ+$OU M4>'+7WONAGG3Y$RT]T9NR[7;13K<2FM5J,W''L2E2'$I2.::S/\ P%U28*R/ M1I4?D)MS>=D]6UVL--NLS5;RBYG,?
S1SCQCCUQSCG7J#T31>[M7LT13=SFUE M3/\ ),*9_3/L].W#"<+=O46M!9SJ6\K9U/<5A3X,MA1H>C2XD ME#;\=YM1:&E22,AT.WW*5*Y3>KZN9(BH/735Z6AHYS"=>&JUI+4>74
M:[1Z7_\ 9NVZ)\:HB?FC.?F>S3;=K];/])9NW(ZTTS,?/.&$?/*MV/\ 2INC M;\CEHW38RP>BE%9V*)9M+W.XA"5.N:Z)O.X6=VU,: MFFU*O#"9[L>
[#*9X1QC+RXI*C1'2KHJD^1"X]>F,RXDO[XE?GCY,4TQE#[> M,RDCBH_*I2C]LS,S/\\S,Q(GBDVUSG(>15;C=B;*]-)4QM-=$-/#5:9%@]J,V
MZE)'KYA],_(1GP$353&0S7)]I8R.1*GGEDE*&VFF MTH9C18S*$M,LMI2VRTA*$$24D0[#I]/9TEBG3Z>F*;-$81'RY\YGG+A6JU5_M6ZBO5:FJ:K]7H[)? M5SLU=+7)
<0W(M[N>3;C=?613<+F69*6M1I;;2MU:$*\FNUVFV[3SJ=55VVXR MZS/2(YS/_F<(XO=M^W:O=-3&ET=/=41_P"(QF8AL9=,G2G@O3?C MO+7H:O\
/;6,VC)\VE1R1*D_4N+JJ9E1N'4T++R=2:29N/J22WE+-*";Y+O. M]ZG=[OM^SI:9]FB,O.>M7V/:]A]/:38[/L>WK*H]JN8XSX4]*?#.LILB[&UGWO#0 MC69Z"\58YJ33T4*<8P _@ C%-
D%UC\CTJFL9,!T].0EI41&&$2E7/'M]=";8RBMU_4G8U>FOL$;L!Y9%[:E(<^@CR" MO9T6BKJP291C^1MJY36L2S:
MFV:^*KCH6CC[CLHM?;8$]LH[H64[]T.W_4%/K[;*,"JJZXKN1M%054N;'R*7 M!;X(J[.QCJBLG64!!?4$\PMQGCW*VR4LE?7V[>=PVRF;>FK_ZI_+,8Q$]8CE/ MEGSQ?
$W38=KW>NF[K+?_ '4_FIGMJF.DS&<>?&.4QQ4YH=G]K\8Y3J<*HT.H MT-$F=&.XF(,CUYD2[==VU7_P M^YATB>V/HIP@TNP;-H__ M (--:QZU1WS]-?=/UJBEHE*4(22$)
(DI0DB2E*4EH22(M"(B+AIV#YV''&W3;?KM7_^ MM:KKCK$3A],\K>'5[IMVAC^KO6Z)CE-4=W^&.,_0H5D75GMS5\[='%N\G?+ M7D<8BE5UZM/UTBR-JD-RN\=15;M4^?
=/T4\\S6=7ZZV MFQC&FIN7JO".VGZ:O:_RKC.CC=/;'J N[O%,R@RL?S:+SV6/T2;KFK,BHF6D MJF%%DHA0ICMQ5J2I;[*5I-<8^]0DTMO$\IZ\)SC'U>GO5%C>]M>FNT19U4<::
<<>ZGGA.$>U'.,,N,93AE*I<,Q3' M>4Z7'ZN XG@4EN*VN89>0E3GBA*D/J6\O5:U&.R;=M^GVS2TZ73QPC.>=4\YGY<(PB.$.#[IN>IW?65:S4 MS[4\(CE33RICPCZYQF>,J3#W/G
N#Z>>F[<#J+RM-'BL4X%! =87E.93H[MRJ7'H:U),TFM)(3/N9#7,<6$A:'C7:(S4;;27'4?*W7=]+M-CXE^<;L,AHC.J M?NCK/+QG")^SLNQZS>]1\+3QA9C\=
<_AIC[ZIY4YSX1C,;'&Q^Q&W^P.'L8G M@U8EM;J6'K[(:4N7F2V;;)-KL+25IKRZ\QM1V^6/')1DV@N91JY+N6YZK=- M1-_4S_+3&5,=(C[9SGF[:MET:/9]-
>E/'\U4_BJGK,_9&4O:+#]M.NL.(> M8=<9>;42FW6EJ;<0HNQ2%H,E)47LD8"IU%N_F5-R-/RV[J*G0NZM4*>>)/ C MY)K:FY1K,BX&M3A%[K-%,I[I5DI-
\L9G$ENXC3*1XR\YPTG80B/LX.QFRE< M?;8T+V12;<\ENZ%5JN\I[IOO:FS@V*.4E*]$DM/+;(^SO6DJ-UD]3[%$1D*3 M$QFMCBBH@ M
\4I*$J4I1)2DC4I2C(DI21:FI1GH1$1%Q,!*=EGF&5',5 MAD]*PX@C-3"9[$B21%[,6,IZ1Q\GF\?()PDQA3ZSW_P&"9IB+MKA7$B5!KS8 M:U+LYE6;L!9),_*2%?
0$]LH[H4[M.I28KF32XQ&9_6/6DYV3K[:HL1N)R_0) MXQ/:CN4ZM-[]Q+/F2BV8JVE=K57!CLZ=OU+\A,J8G37R.$)[81W2IU97MW9:TY#3T$>!#M*>.

MT6ON@RR26TI4[=/SJ;.&ODD1)D5PG&G$ZD:'$ M&95273;:GH MJS-1),G&34IQE9CCF][3C" M-31A%RGI/6/TU9Q\\9Q*Y@?'?= $MYAEV.X%C%UF.6VD:EQW'H+E MA:64M9(:88;-*$(07U3TF4^M#3#2"-QYY:6T$:U$1YK%B[JKU.GL4S5=KG"(MCY?/,\HXL&IU-C1V*]3J:HIL41C,S\LYRB,YGA'%K/\ 5/U*Y%U(Y\Y99.+)+#FO[WO\ I]IH^'3A7K9CA3T\:ND=(SGEA'&-G]/>FM3O M=SXM>-O;Z9]JO#C/Z:.L]9RIYXSPG8AV^V\PW:S%:S"\$HH>/X]5-\K$.*DS M4X\HU'VJ4GO-.!*(3 M%4PB:86^Y'L_E-)WCT!I-]"3J9.0$**:E/']DKE&IXU<.QHW1>*HE6:94L<; M<9<6TZVMIUM1H<;<2I#B%I/125H41*2HC[2/B)5?@ ?DU$7MF)B,1\S,S[1 M>(P'Y 'U9>>CN(>8=<8>;/F0ZRM3;B#]E"T&E23^@8"?ZC=7-Z?E0BW M78,)T^L6S:9Q&1%H1'(7RS2(B\A.D0I,4_.F)E4ZJW^1YB+S'U$?#GD54DE: M^SR0Y9)T^F^8IV]%NY4BKW8P:T))%<)KW5::LVC+L,TZ_KI"DKA]OL.GH*]L MIQA/L2="GM]] F19K/#Z[$D,R6^.NGGLK6GCI[(A+U M " 3LJQBLU]T,BI(2B_42;2$T MX9^PEM;Q.*/AV$1F&$HQA)<_>C;J#]17IS7"_P"S@0)[^OT'CCMQC_\ W!/; M)C"2+#J-QUKF*LH;B, MRK**F@I,^!RUS+%U)<>Q;;M>WS>V:#+VA/;".Z4A66\NX=@2DJR%R(V>I=W7 M184+EUUUT?:CE*(R+L^N'H)[81C*0+&\NK=7-:VUG9*X<9\^5+[#U+_Q#KG8 M8D0L$/O&B2IKJ6(<:1+?5]2S&9<;<]QB0HN/ZE"C]H1C!A*I55TWW[YI5V%3:G",0H^4ZK'*B(XCZF04)EV67M>F/I=E&7T5B,96PA-(@ ! M_#(E$9&1&1D9&1EJ1D? R,CX&1D Q<=5/AX4&FV>%ZHA8 MQDKQZK<74&9IC8U;O'V((DP7EZ66-933V%!?U$E M42RJ;2*[#G0WTD1\KK+J4JY5H42D*+5#B%$I)FDR,^CV;UK46XO6:HJM51C$ MQ.,2Y5?L7M-=JL:BFJB]3.$Q,83""#(Q*U;!;X93T_[C56>8TLWV4:0,CHW' M%-P\CQZ0ZTN=5R3+4FW=6DNQW=#-B0VA>BB)25?.W3;;.Z:2K2WN$YTUPK9C:V'VS,^1UM1:F6AGQK5Z6]HM17I=1&%MVB<)^Z8\)CC'@[WHM;I]PTM<M7=9KC&/#K$])B>$QU3L/,]0 //+E MQ8$63.G28*%"CO2YDR6\W&BQ(L9M3TB3)D/*0RQ'890:UK69)2DC,S(B$TT MU55133$S5,X1$9S/2%:JJ:*9KKF(HB,9F>$1$9S,]&NYUN=7,K?K)589ADN1 M'VEQ>+^JO4=6[W_VNEF8VZW/#]=7O3X>['3C/&<(L M)&SM0 !DCZ/>A*WW>56[C;J1IM#M?S(E5=.9NPKO.T%S\BV%I4B14XXIQ)& MJ5HEV4CA'T2KOT:CO_J:WH,=)HIBK6Y3.<4?QJ\,HY]&\>FO25SL9ZZ:EJ,=JH%%05D&FIJJ,U"K:NLBLPH$&(R7*U'BQ8Z&MV66D%Y$D7'CVCF-RY8ICV1MFBXJHLM?+RI MD\AM3&R\A-S&3;DH21E]3SVKRBT5=4=JC-Y@V6X_SJLJ66B.C4SF1DE,ADDNQ:Y,4W6V M2/R$OD5[0R4]L^:LQ,).%D ")G!69F0$ /M'DR(KJ7HK[T9Y/U+ ML=U;+J>)'YKC:DJ+B7L@)RK]RLXK.4H^13W4%^HGFU9$9?K>:>W(62=/8,M/ M((PA.,IY@;\Y+'T*PK*B>@B+SFTR83ZC\O,M+S[/'VFR$=L)[I3C!Z@*1W0K M*AM(>IZ&<-^+8)3[9F\=AGK MP4ZTR_'3R^75>G$.V4XPFV'E^*S]/0\CI'U&6O=ILX9.EP-7%E3J74\"/M27 M8(PDQA,"%H<22T*2M"NQ2%$I)\=."B,R/B0A+] M\,JTK(.OIMC!A\I&:O2I<>/H1))1F?>N(T(DF1_0,,)$MR M]P\&A"C[#\O 6[*CNA*TOJ*Q)K4H=1?RU%Y76H$5 MH]>7ZE7IS[G C/75!<2]@]0^'//!'=")5)G4E)5J5?BC#1_J7)ELX_J?#B;+,M&-IIQXRBONE M;V=AS<3].GRY>IZFKCZ0ZYKQ,S^B8D0P$ #[1XTF8ZEB)&D2WU?4LQF7'WE? M]5MI*UG^<"4YUVU^X5N23BXM9M(7V+L$-U:>7MYS.RS?OIMW,Z>,A.JS6K-^DF/N(Q[,JQ#KV M.7[224M*6)2DD<&S0T@S=A/\C[>AJ(EM&AU?5-KW?1[K:[]/5AU.:3F4W:%J4M&+W3A-18V616]%&EDFD(9L$(T-V,E"_.6PVA6M M>I-DC=-/\:Q']=;CA^J,^V?MIZ3PYRVWTIZ@G9]5^WU$_P#^?=GVOT5917'V M5=8PGE##8RCR&);#,J*\U)C26FY$>1'<0\Q(8>0EQEYEYM2FW6G6U$I*DF9*(MR,CT')IB:9[:N$P[7$Q5$54S$TS'"7U$)&$#K_ZP_LIEV>Q6V%H?V,U M\E<3<')(#RTED-C&7RNXO6R&ED3E%7OI,IJ^)3)">[2?]/ M#*..)T;PYV /TA"W%H;;0IQQQ24-MH2:EK6HR2E"$I(U*4I1Z$1<3,)G#C.1M$3,X1FS$]'/A_=Z53NGO[4:-'W-CC&V-BRA1/)4E#T2TS>,YSEW2B/F14K21 MGP]+(BYXYZ!O_JG#NT6UU<W<-XIX9TVI^J;D?[/ M\7.EF40A#2$-MH2VVVE*&VT))"$(01)2A"4D24I2DM"(N!$.?Y\9S=.B(B,(MR?H M $HW6!XE?\ .JQHX:GU MZF*Z95[94\F5\^N=[BPA2X+Y:ZLS(ST5WAV_6WT(7P^@+8Q.2'C" M9P 5F0%0 ?P!^#7["V_(^9F9]H #T1YDN(KGB2I,56NO-'?=95K M[/,VI)Z@E,47.LRAZ$QE%X22+0D.V4J0VDN):);D..H27'R$&$&,I@8WBW C M:$=XF2DOU$BNK%_JM3U<1#0Z?L?5<"[!';!C*-1M^\T9T)Z+0RRU+F-V%+;6 M9$9F?*<>>RA*C(]-329%[=L)[I1MCJ&MTE_A..5KIZ=K$R3'+FU[='$2>&G MDU^F([3N1AGJ(C*,O2,4?:+FX]S<-OGR^4R)=;'U5[7Z(=J>Y%&>H/&UIO>C; MI1F2[MUG0N!N5-LHC]HNYA.F1_1(@[93W0]#>\&W#JN5.2(()#/ZY6732>'] M^[7(3K[6NHCMDQA]_NL[>?;-%_\ *V/^)AA)C 6[&WAF1?9-$XGIQC6!%Q]D MSAD1$&$F,/0>Y^ D1F>45NA$9GHIY1\./!*6349^T7$.V3&'G^ZSMY]LT7_R MMC_B8828P?=9V\^V:+_Y6Q_Q,,),8>9S>/;=I9H5DJ#46FO)5W;J>)$9:+;KM5H/@?D/@)BFJ3NAYG-Z]N$&1)O'GB,M>9NIMR(CU[#[Z$TK7Z!:!V5'=#R.; MZ;?(5RIFV+I:$?.W62"3]#1TFUZE] 3V5([H>!SJ P9!*-,?('C2>A$W B$:MRUTU3WUBT1%IQXF1Z>WP#X=1W0\#O41BA']8ILA<+EUU=:K63YN/#1%B_P"; MV<==?:$_#GP.Z$,>LN/-WEC':T]C3EC/A\7KM;Y!=O' M4/ATH[I0.1O1N1(X?9%W*>!\L>LJ&N):\>?T$W>.O$N;3VA/93T.Z4!D;C9W M*_9,MODZZ?\ A[&1$[#,_P#_ !%LZ=OTQ/;3T,92_)N[J:6DRWM)9&1$92;" M6^6A:Z%HZZK@7,?YXG"$(6 B9Z*YC]MM./+2VRVMUQ7!+;:%+6H_[U*2- M1B!-4# LUL^4X>+7CB%Z&AURNDQHZB5Q(RD24,L&6GEY@QA.$IU@;$[A3.7O MX-?5I5RGS3[..KE)1]JDU_I[A:%Q,M-?:UX".Z$]LIWK^FZ]+(_8)+\E^%R_1[L_H".[HGM3S7=/F%1>54Z5=6:RTYDNRF(L=6FNO*W$ MC-OI(]>/UTQ'=)VPGNNVPP"KY?1<6JUJ2>I*GM+M%DK]<2K-R69&1\2T[#[!M&,IPA.D:)%AMDS$C1XK)<2:C,ML-E]!#24I+\X0EZ M 2YEN(8QGF/66*9C1U^18[;L"L*FS82_&?1J2D++71QB2PX1+:>;4AUEQ)+ M0I*B(RS6+)[378OZ>J:+M,\)C/Y=8RGFP:G36-99JT^IHIKLU1A,3E_Z])CC M$\88+>]?P^54W+,2CES.NK[MALEW]"%01_7VT M^DL-E]\A24K?/I.R>JK.LPTVOPMZK**LJ:O^-7AE/+HY-Z@]&ZC0=VKVWNNZ M/.:'9U9*<37]/>XEGS*07<[77D]_SC;(M?L%D M/NGJKNR(U57,9F2=8J3T3&;+G_JS8\,=UTE/_P"2(_U_\O\ %UETWT5ZBQ[= MFUM7_P"*J?\ ^N?]G^'W89C1H#I@ #%CU]]8A8) G[)[8VI?9K;1%,9MD, M!Y"EXC4RV]%4<)U!J[K)+6,L^]7P7!C+(TZ/.(6SNOI?8/W-4;CK*?Z>F?8I MG\TQ^:?TQRZSX1QY_P"L/4O[2B=JT%7]55'MU1^2)_+'ZIC/W8\9QC!8.E.3 M "(U%1:W]I7TE'73;>XM9;$"MK*Z.[+G3IDEPFF(T6,PE;KSSKBB)*4D9F8K M5Q5IXR$J5'BK/1CG6E+Y\RW_U M-7KN[1Z&9IT>4U937_"F>F<\^CKGIKTC;V_MUVXQ%>NSIIX33;_C'7'*.6,\ M62X:>WH M ?%^/'E-* M8E,,R65_5LOM(>:5_P!9MQ*D*^F0"2++;'!K3F-V@BQG%:Z.URG:XT&?ZI+4M1;4=1^TI"B]H3W2C"$@6.P=*]S*J[RQ@J/B2)C,>P;+^]+NO0'"+7RFI1E[8 MGN1VI'L-B9]]C= M@Z1'VP4M61&7'0R*O4!^#41>V?L /F:C/M_. ?P ?DS(NT!\S69^T0#\@ #M^&9%V@/D:S/LX?V0'Y '\,R+M$X8CYFLS[.']D6B!^!(/X9D7: M ^9K,_:(!^ !ZXT&;-/EAPY4M6NG+&CO/GKPX:-(6>OG%^> F:'M[G$[3T? M%+[E5]2M^MDQ&U$?E)R6AELR]O701W4]3"4TP]D-QI6AN4\>$E78J99UYV4V0^FZO1RG893-DAZ=B5OR9VI$?EY2U]@A2:YE/ M:F^%L)M_%,N_9M[/0]3*;9J;)7'70_Q5*5S%KVZZZZ>P0C&3"$WQ8,&CNX,.+#;T(N[B MQV8Z-$EH1Z><[3IK\+W&=[V;/J.0HV)YC)/F6\J0TTDTT%Y*4>OI3*?1WW->_;YW% M2$[=LGJF_H>W3:[&YI,HG\U'_*F.D\8Y3PP:/Z@]':?<.[5[=VVM;G,945S_M+:IZQPF-+\'43']PM1[7ZHRBN/LJZ3TB8A?&-;;6 +'.M/ MJS@=/N)_8YB\B-,W9R]$X5'$/D>3B]6[WK#F663"D.-*4VZ@T06'-"??(UF2 MFVG$JV3T[L=6ZW_C7HF-#1/&?>GW8^^>4>,PU3U1ZBHV;3_ T\Q.XW(]F/$-B#I0Z-\0Z=:MJ^M3B91NM81#;MLG-LUP:1M])D_3XDT^TV M]$AFVKD>E+2F3+XFKNVE$PCE&^>H-1NU?PJ,:-#$*><^-76>D91XSQ=H]/> MF=-LMN+US"YN$QQJY4_IHZ1UG.?"."](:\V@ M M ?E:$.)-"TI6A7:E:24D^.O%)D9'Q(!+ MLS#L4L"/TO'*5Y2NUSW.BH>[#+3OVVD/$7']=VB<91A"59>SVW\K4TTRXBU= MJXEA8-^QV-N276$]GD27:'=)VPEF5L%BSFIQ;2]C*/R..P9+9<"+@GT)ESCH M>NJSXF)[I1VPEZ5T]'Q.'E)'[#W[#N@[9021LGGC.O=PZ^5IY8]E M'3KPUX>E>C'Q/AQTXB>Z#ME!G]JMP(Y&;F-R5:$1_6)==)/0ST+0HTQTS/7M M(N)%Q[[H1A*#OX)FS&I*Q2^/0^4S9K)4GCV\/1VW2-/M]@G&#"4)>QK)&.8 MW\?O&>0^59O54]OE/7317.P7*>OLAC!A+P.5U@TKD=@S&U:$?*Y%?0K0^P]% M((]# PEXP0 #^ /P:_8_/?/MXF /TA"W%$AM"G%GKHE"34H]"U/1* M2,ST(!Z45MH]KW%;/=).G,;<.0OEUUTUY6STUT\HM$1S'M:Q3*7S03.-9 \; MA;5')&/F+EXZEY!.-/6#"41:V^SE[EY,2RN97*7>UIA*)L[3[AOZ4\:-J9D??6U8KE(O*?H\]1P/VM3#OI.V478Z?\Y=T[MR1C\;5/-H_/EJT/4BY#]&KI'G<=?8]L1\2GQ3VRC3'3I>J/_ G(JEDM>)L1 MYD@^73MT<3%+77R:]GE$?$CH=LHU'Z<&2T.7EKJ_]>9$:F0UIV\Y$X[9/P+"=IIKZ5:2T:Z:ZZ^A+A_5:\=-.SAIQ$=]1VPF*+M7M[$ M(B:Q6M7REH7I7I$X_J23Q.:_(-1Z%Y=>/'M$=U75.$)DBXSC<$R.%CU'#,CUM(XM3 CF1Z\VI=U'1H?-Q^B(QE.$(VE*4I2E*22E)$E*4D1)2DBT)*2+@1$78 M0@?T !0;?GIRVUZAL<]QL MWJR:MH;3I8]E]:AEG(\>>7JK_!):D**57.N<7H;Q+CN_5:)<2AQ'T]LW;6;5M>^)IJO8G\5,_AJ\XZ])CC'EC#Y&[[)H=ZL?"U5.%R(]FN/Q4^4\XZTSPGSPF M,$^?[/;Z=#>Z%#G->XJ375EKWF,9W6,/KQR^C*YDR*&_C(=[RN=LH)K:DP7E MD;C9K-AQPDDZ72]+K]M]2:*K35*ZJ?:HG\5/ZJ>N$\8JCYXC)R76;9NWI37 MT:NCC135[%R/PU1SIJCEC'":9SXX3.;/9L-O9BV_NW-/GV,K)A4A/H604CCJM'9F.9#';.QJ)1I))K2VI9.1W32GTB,XVYRIYC2GF.Y[=>VO5U:6]QPXTSRJ MIY3'WQRG&'7MHW73[QHJ=98X8*J>=-49Q/W3SC"4J=3G4;C/3AM^_D=D;%C ME5NF5!P?%U.:/7=NTT@U2)*$.-O-452I]MR:\DR-*5H;2?>NMD>?9MIO;OJH MLT8Q8IPFNKI'_*>4?/E$O/OV]V-DT]8HL;KEK-!V-U.;:=-ELS2HFF MD)6_(4DTM(49'IX-QW+2[7IYU&JJPCE$?BJGI$??E'.7TMKVG6;QJ8TVCIQG M\U4_AICK5/V1G/*&QST[=-6 =..+>X^+L'99%9-,'E693V4)M\@DM&M:6R2E M2T5U1%<<44>(V9I0GSEJ==-;JN2[MO&JW:]\2].%J/PT1E3_!F>.Z]5'MUSG5/W1'*(^?&>*X@?)?: M M 'Y6A#B30XE*T M*X*2M)*2?EXI,C(^(#RKKJ]Q)H7!AK0KM2N,RI)\=>*309'Q(,9'P]Q*;_TB ML_\ (1?^Z!&$/.O&L<<4:W,?I%K/M4NJ@*4?#3BI3!F? @3A#_8MC/VNT7_ M +17_P"+@C"#[%L9^UVB_P#:*_\ Q<#"#[%L9^UVB_\ :*__ !<#"'V1043:M20W2U#:"UT2BMAH26IZGHE+)$6IAC*7U135#:B6W55J%I^I6B#*%2HN&G!26B M,N!AC(]28<1"B6B+'0I)D:5)8:2I)EV&1DDC(R >@ M !![_'Z/*J:QQW):FOO:M*WC+AV=3:16IL"=&FJ5$2B,C(C&2U=N6+D7;-4TW:9 MQB8G"88KUFUJ+55B_3379JC"8F,8F/&&+?,=MIGA^98_OAME;IMMDLEGPJ+/ M=J;NZ9C7K2ISSWN2]B$R<9E?OTSSKCC*5DJ?Y9G##"<(G0=3H:O1VIG==!5W;54MU?G+,;QMNW:?;-+3I=/'"-,SSJJYS/G]4<'.]UW34 M[OK*M9J9XSPIIY4TJ8\NO.<9G-2,>]\U=!TS]*^>=2&1DS5-N46#56VDTFKXV\;WIMHLXU^UJ:H] MFB,Y\9Z4^/T8OO;%Z?U>^7\+?L:2F?;N3'"/".M6'+EG,PV,MH]G\#V1PZ%A M. 4Z*RLC:/39;JB?MKRR4A*)-O=SS2ER;8231["6FD$3;2&VD(0GDNNU^JW' M43J=55W5SE'*(Z1'*/MSG&>+MFW;;I-JTT:71T]MN,YYU3SFJ>G]4\^G".6,VNC[3X"^_I&Z*, MGW]FQ,ORY$_%]I(DG5RS-I3%IF*X[I)?K<9)Y)F2DJ;?L32MEI9*;;)QU* MR:UG??45G:Z9T]C"O73&7*CQJ\>E.?.<(PQV[TYZ6O[Q7&IU.-O;HG/G7ARI M\.4U91E&,XX;!V(X?C&!8[5XEAU+!Q[':6,B)6U=>V;;##2"XK6M:EORI+RM M5NONK6\\X9K<4I9F9\LOW[VJNU7]15-=VJ<9F?E]$1PCD()IM-8T=BG3::B* M+%,81$?+C/69XS/&>*9!A9P M M M 6I]6G3E;]2. M"0L8J,_GX?(IYKMM'K'&&Y.+9#/2T3<-&1ML-HM4%#\[N'6G'&V#=4M4=Y1(MY/M[%NUO:-3-ZY:BY%488_FICGV\N/.)SPSCBU[U%LES?-)%BW>FU53.,1G1M5/+NY\.4Q/#"'MGAAKV;O[";J[&6_N5N-BLVI9>>4S6WT%6=-7E5'#YLXYQ"^[HYZ!9N='5[G[VU\FLPH^[FX]@\A+\.TMRU.JS:GWFBF953CQFE*FFB(GYR3)6K;/*;^L[_ZHITW=HMNF)U&55><4^%/* M:NLY4^,Y;;Z9]'UZOMU^ZTS3I,S/69=7HHHMTQ1;B*:(C"(B,(B(RB(Y0]0JL M M M M (;;4U/?P7:N[]JVZK7E-+>KK:#%LH+JV'4/L+=B3&GH[BF7FTK M09I,TJ21EQ(7MW+EJKOM5337'.)F)^F%+EJU>H^'>IIKMSRF(F.'A*)"BX M M M M M M M M M M M M (__]D! end

XML 16 R1.htm IDEA: XBRL DOCUMENT

Cover	6 Months Ended Jun. 30, 2024 shares
Cover [Abstract]	
Document Type	10-Q
Document Quarterly Report	true
Document Period End Date	Jun. 30, 2024
Document Transition Report	false
Entity File Number	1-3548
Entity Registrant Name	ALLETE, Inc.
State of Incorporation	MN
Entity Tax Identification Number	41-0418150
Entity Address, Address Line One	30 West Superior Street
Entity Address, City or Town	Duluth
Entity Address, State or Province	MN
Entity Address, Postal Zip Code	55802-2093
City Area Code	218
Local Phone Number	279-5000
Title of 12(b) Security	Common Stock, without par value
Trading Symbol	ALE
Name of Exchange	NYSE
Entity Current Reporting Status	Yes
Entity Interactive Data Current	Yes
Entity Filer Category	Large Accelerated Filer
Entity Small Business	false
Entity Emerging Growth Company	false
Entity Shell Company	false
Entity Common Stock, Shares Outstanding	57,753,513
Entity Central Index Key	0000066756
Current Fiscal Year End Date	--12-31
Document Fiscal Year Focus	2024
Document Fiscal Period Focus	Q2
Amendment Flag	false

XML 17 R2.htm IDEA: XBRL DOCUMENT

CONSOLIDATED BALANCE SHEET

Unaudited - USD ($) $ in Millions	Jun. 30, 2024	Dec. 31, 2023
Current Assets		
Cash and Cash Equivalents	$ 37.5	$ 71.9
Accounts Receivable (Less Allowance of $1.8 and $1.6)	133.0	137.2
Inventories – Net	184.3	175.4
Prepayments and Other	77.4	83.6
Total Current Assets	432.2	468.1
Property, Plant and Equipment – Net	5,079.5	5,013.4
Regulatory Assets	394.7	425.4
Equity Investments	336.0	331.2
Goodwill and Intangible Assets – Net	155.4	155.4
Other Non-Current Assets	263.5	262.9
Total Assets	6,661.3	6,656.4
Current Liabilities		
Accounts Payable	94.1	102.2
Accrued Taxes	47.2	51.0
Accrued Interest	21.7	21.1
Long-Term Debt Due Within One Year	42.1	111.4
Other	92.5	91.9
Total Current Liabilities	297.6	377.6
Long-Term Debt	1,746.0	1,679.9
Deferred Income Taxes	215.6	192.7
Regulatory Liabilities	561.0	574.0
Defined Benefit Pension and Other Postretirement Benefit Plans	135.0	160.8
Other Non-Current Liabilities	310.5	264.3
Total Liabilities	3,265.7	3,249.3
Commitments, Guarantees and Contingencies (Note 6)		
Redeemable Non-Controlling Interest	0.9	0.5
Equity		
Common Stock Without Par Value, 80.0 Shares Authorized, 57.8 and 57.6 Shares Issued and Outstanding	1,813.8	1,803.7
Accumulated Other Comprehensive Loss	(20.9)	(20.5)
Retained Earnings	1,028.8	1,026.4
Total ALLETE Equity	2,821.7	2,809.6
Non-Controlling Interest in Subsidiaries	573.0	597.0
Total Equity	3,394.7	3,406.6
Total Liabilities, Redeemable Non-Controlling Interest and Equity	$ 6,661.3	$ 6,656.4

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CONSOLIDATED BALANCE SHEET Unaudited (Parentheticals) - USD ($) shares in Millions, $ in Millions	Jun. 30, 2024	Dec. 31, 2023
Accounts Receivable [Abstract]		
Accounts receivable, less allowance	$ 1.8	$ 1.6
Common Stock [Abstract]		
Common stock, shares authorized (in shares)	80.0	80.0
Common stock, shares outstanding (in shares)	57.8	57.6
Common stock, shares issued (in shares)	57.8	57.6

XML 19 R4.htm IDEA: XBRL DOCUMENT

CONSOLIDATED STATEMENT OF INCOME Unaudited - USD ($) shares in Millions, $ in Millions	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Operating Revenue				
Contracts with Customers – Utility	$ 279.8	$ 292.2	$ 618.1	$ 604.8
Contracts with Customers – Non-utility	73.5	239.9	137.2	490.9
Other – Non-utility	1.2	1.3	2.5	2.6
Total Operating Revenue	354.5	533.4	757.8	1,098.3
Operating Expenses				
Fuel, Purchased Power and Gas – Utility	107.3	107.3	240.8	225.9
Transmission Services – Utility	1.6	23.5	24.3	43.6
Cost of Sales – Non-utility	31.8	193.2	56.2	403.7
Operating and Maintenance	102.1	84.9	193.8	170.6
Depreciation and Amortization	66.0	62.8	131.0	125.1
Taxes Other than Income Taxes	16.3	8.2	35.0	27.6
Total Operating Expenses	325.1	479.9	681.1	996.5
Operating Income	29.4	53.5	76.7	101.8
Other Income (Expense)				
Interest Expense	(20.1)	(21.1)	(40.5)	(40.4)
Equity Earnings	5.9	5.4	11.4	11.4
Other	5.9	2.5	14.5	6.6
Total Other Expense	(8.3)	(13.2)	(14.6)	(22.4)
Income Before Income Taxes	21.1	40.3	62.1	79.4
Income Tax Expense (Benefit)	1.4	(0.4)	5.4	1.1
Net Income	19.7	40.7	56.7	78.3
Net Loss Attributable to Non-Controlling Interest	(13.3)	(10.8)	(27.0)	(31.4)
Net Income Attributable to ALLETE	$ 33.0	$ 51.5	$ 83.7	$ 109.7
Average Shares of Common Stock				
Basic (in shares)	57.7	57.3	57.7	57.3
Diluted (in shares)	57.8	57.4	57.7	57.4
Basic Earnings Per Share of Common Stock (in usd per share)	$ 0.57	$ 0.90	$ 1.45	$ 1.91
Diluted Earnings Per Share of Common Stock (in usd per share)	$ 0.57	$ 0.90	$ 1.45	$ 1.91

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CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME Unaudited - USD ($) $ in Millions	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Statement of Comprehensive Income [Abstract]				
Net Income	$ 19.7	$ 40.7	$ 56.7	$ 78.3
Other Comprehensive Income (Loss)				
Net of Income Tax Expense of $—, $—, $— and $0.1	0.0	0.0	0.0	0.1
Defined Benefit Pension and Other Postretirement Benefit Plans: Net of Income Tax Benefit of $(0.3), $(0.1), $(0.2) and $(0.1)	0.0	(0.1)	(0.4)	(0.1)
Total Other Comprehensive Loss	0.0	(0.1)	(0.4)	0.0

Total Comprehensive Income	19.7	40.6	56.3	78.3
Net Loss Attributable to Non-Controlling Interest	(13.3)	(10.8)	(27.0)	(31.4)
Total Comprehensive Income Attributable to ALLETE	$ 33.0	$ 51.4	$ 83.3	$ 109.7

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CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME Unaudited (Parentheticals) - USD ($) $ in Millions	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Statement of Comprehensive Income [Abstract]				
Unrealized gain on securities, income tax expense	$ 0.0	$ 0.0	$ 0.0	$ 0.1
Defined benefit pension and other postretirement benefit plans, income tax benefit	$ (0.3)	$ (0.1)	$ (0.2)	$ (0.1)

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CONSOLIDATED STATEMENT OF CASH FLOWS Unaudited - USD ($) $ in Millions	6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023
Operating Activities		
Net Income	$ 56.7	$ 78.3
Adjustments to Reconcile Net Income to Cash provided by (used in) Operating Activities:		
AFUDC – Equity	(2.5)	(1.4)
Income from Equity Investments – Net of Dividends	(0.3)	0.2
Loss (Gain) on Investments and Property, Plant and Equipment	(0.1)	0.4
Depreciation Expense	130.9	125.0
Amortization of PSAs	(2.5)	(2.6)
Amortization of Other Intangible Assets and Other Assets	3.3	3.5
Deferred Income Tax Benefit	(8.0)	(12.9)
Share-Based and ESOP Compensation Expense	3.7	2.4
Defined Benefit Pension and Other Postretirement Plan Benefit	(6.9)	(1.7)
Fuel Adjustment Clause	8.0	38.4
Bad Debt Expense	0.7	0.7
Provision for Interim Rate Refund	11.0	13.4
Changes in Operating Assets and Liabilities		
Accounts Receivable	6.0	14.0
Inventories	(8.9)	261.6
Prepayments and Other	0.3	(1.2)
Accounts Payable	(12.8)	(13.3)
Other Current Liabilities	(28.0)	(166.8)
Renewable Tax Credit Sales	22.5	0.0
Cash Contributions to Defined Benefit Pension Plans	(25.0)	(6.5)
Changes in Regulatory and Other Non-Current Assets	23.1	(1.6)
Changes in Regulatory and Other Non-Current Liabilities	5.3	1.7
Cash provided by Operating Activities	176.5	331.6
Investing Activities		
Proceeds from Sale of Available-for-sale Securities	1.4	0.2
Payments for Purchase of Available-for-sale Securities	(1.6)	(0.4)
Payments for Equity Method Investments	(3.9)	(4.3)
Additions to Property, Plant and Equipment	(134.0)	(120.5)
Other Investing Activities	1.3	(6.3)
Cash used in Investing Activities	(136.8)	(131.3)
Financing Activities		
Proceeds from Issuance of Common Stock	6.4	7.7
Proceeds from Issuance of Short-Term and Long-Term Debt	306.0	403.7
Repayments of Short-Term and Long-Term Debt	(309.0)	(531.5)
Proceeds from Non-Controlling Interest in Subsidiaries – Net	4.1	9.9
Distributions to Non-Controlling Interest	(0.7)	(0.5)
Dividends on Common Stock	(81.3)	(77.6)
Other Financing Activities	(0.9)	(1.1)
Cash used in Financing Activities	(75.4)	(189.4)
Change in Cash, Cash Equivalents and Restricted Cash	(35.7)	10.9
Cash, Cash Equivalents and Restricted Cash at Beginning of Period	79.4	40.2
Cash, Cash Equivalents and Restricted Cash at End of Period	$ 43.7	$ 51.1

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CONSOLIDATED STATEMENT OF EQUITY Unaudited - USD ($) $ in Millions	Total	Common Stock	Accumulated Other Comprehensive Loss	Retained Earnings	Non-Controlling Interest in Subsidiaries
Balance, Beginning of Period at Dec. 31, 2022		$ 1,781.5	$ (24.4)	$ 934.8	$ 656.4
Consolidated Statement of Equity [Roll Forward]					
Common Stock Issued		10.1			
Unrealized Gain on Debt Securities	$ 0.1		0.1		
Defined Benefit Pension and Other Postretirement Plans	(0.1)		(0.1)		
Net Income Attributable to ALLETE	109.7			109.7	
Common Stock Dividends				(77.6)	
Proceeds from Non-Controlling Interest in Subsidiaries – Net					9.9
Net Loss Attributable to Non-Controlling Interest	31.4				(31.4)
Distributions to Non-Controlling Interest					(0.5)
Balance, End of Period at Jun. 30, 2023	3,368.5	1,791.6	(24.4)	966.9	634.4
Balance, Beginning of Period at Dec. 31, 2022	0.0				
Redeemable Non-Controlling Interest					
Proceeds from Non-Controlling Interest in Subsidiaries	0.0				
Net Gain (Loss) Attributable to Non-Controlling Interest	0.0				
Total Redeemable Non-Controlling Interest at Jun. 30, 2023	$ 0.0				
Redeemable Non-Controlling Interest					
Dividends Per Share of Common Stock (in usd per share)	$ 1.355				
Balance, Beginning of Period at Mar. 31, 2023		1,785.6	(24.3)	954.2	642.2
Consolidated Statement of Equity [Roll Forward]					
Common Stock Issued		6.0			
Unrealized Gain on Debt Securities	$ 0.0		0.0		
Defined Benefit Pension and Other Postretirement Plans	(0.1)		(0.1)		
Net Income Attributable to ALLETE	51.5			51.5	
Common Stock Dividends				(38.8)	
Proceeds from Non-Controlling Interest in Subsidiaries – Net					3.2

Net Loss Attributable to Non-Controlling Interest	10.8				(10.8)
Distributions to Non-Controlling Interest					(0.2)
Balance, End of Period at Jun. 30, 2023	3,368.5	1,791.6	(24.4)	966.9	634.4
Balance, Beginning of Period at Mar. 31, 2023	0.0				
Redeemable Non-Controlling Interest					
Proceeds from Non-Controlling Interest in Subsidiaries	0.0				
Net Gain (Loss) Attributable to Non-Controlling Interest	0.0				
Total Redeemable Non-Controlling Interest at Jun. 30, 2023	$ 0.0				
Redeemable Non-Controlling Interest					
Dividends Per Share of Common Stock (in usd per share)	$ 0.6775				
Balance, Beginning of Period at Dec. 31, 2023	$ 3,406.6	1,803.7	(20.5)	1,026.4	597.0
Consolidated Statement of Equity [Roll Forward]					
Common Stock Issued		10.1			
Unrealized Gain on Debt Securities	0.0		0.0		
Defined Benefit Pension and Other Postretirement Plans	(0.4)		(0.4)		
Net Income Attributable to ALLETE	83.7			83.7	
Common Stock Dividends				(81.3)	
Proceeds from Non-Controlling Interest in Subsidiaries – Net					1.4
Net Loss Attributable to Non-Controlling Interest	27.0				(24.7)
Distributions to Non-Controlling Interest					(0.7)
Balance, End of Period at Jun. 30, 2024	3,394.7	1,813.8	(20.9)	1,028.8	573.0
Balance, Beginning of Period at Dec. 31, 2023	0.5				
Redeemable Non-Controlling Interest					
Proceeds from Non-Controlling Interest in Subsidiaries	2.7				
Net Gain (Loss) Attributable to Non-Controlling Interest	(2.3)				
Total Redeemable Non-Controlling Interest at Jun. 30, 2024	$ 0.9				
Redeemable Non-Controlling Interest					
Dividends Per Share of Common Stock (in usd per share)	$ 1.41				
Balance, Beginning of Period at Mar. 31, 2024		1,807.4	(20.9)	1,036.5	585.5
Consolidated Statement of Equity [Roll Forward]					
Common Stock Issued		6.4			
Unrealized Gain on Debt Securities	$ 0.0		0.0		
Defined Benefit Pension and Other Postretirement Plans	0.0		0.0		
Net Income Attributable to ALLETE	33.0			33.0	
Common Stock Dividends				(40.7)	
Proceeds from Non-Controlling Interest in Subsidiaries – Net					1.4
Net Loss Attributable to Non-Controlling Interest	13.3				(13.7)
Distributions to Non-Controlling Interest					(0.2)
Balance, End of Period at Jun. 30, 2024	3,394.7	$ 1,813.8	$ (20.9)	$ 1,028.8	$ 573.0
Balance, Beginning of Period at Mar. 31, 2024	0.5				
Redeemable Non-Controlling Interest					
Proceeds from Non-Controlling Interest in Subsidiaries	0.0				
Net Gain (Loss) Attributable to Non-Controlling Interest	0.4				
Total Redeemable Non-Controlling Interest at Jun. 30, 2024	$ 0.9				
Redeemable Non-Controlling Interest					
Dividends Per Share of Common Stock (in usd per share)	$ 0.705				

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OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES	**6 Months Ended**
	Jun. 30, 2024
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES	

OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES

Subsequent Events. The Company performed an evaluation of subsequent events for potential recognition and disclosure through the date of the financial statements issuance.

Cash, Cash Equivalents and Restricted Cash. We consider all investments purchased with original maturities of three months or less to be cash equivalents. As of June 30, 2024, restricted cash amounts included in Prepayments and Other on the Consolidated Balance Sheet include collateral deposits required under an ALLETE Clean Energy loan. The restricted cash amounts included in Other Non-Current Assets represent collateral deposits required under an ALLETE Clean Energy loan agreement as well as PSAs. The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the Consolidated Balance Sheet that aggregate to the amounts presented in the Consolidated Statement of Cash Flows.

Cash, Cash Equivalents and Restricted Cash	June 30, 2024	December 31, 2023	June 30, 2023	December 31, 2022
Millions				
Cash and Cash Equivalents	$37.5	$71.9	$47.9	$36.4
Restricted Cash included in Prepayments and Other	3.8	5.1	0.8	1.5
Restricted Cash included in Other Non-Current Assets	2.4	2.4	2.4	2.3
Cash, Cash Equivalents and Restricted Cash on the Consolidated Statement of Cash Flows	$43.7	$79.4	$51.1	$40.2

Inventories – Net. Inventories are stated at the lower of cost or net realizable value. Inventories in our Regulated Operations segment are carried at an average cost or first-in, first-out basis. Inventories in our ALLETE Clean Energy segment and Corporate and Other businesses are carried at an average cost, first-in, first-out or specific identification basis.

Inventories – Net	June 30, 2024	December 31, 2023
Millions		
Fuel *(a)*	$25.8	$27.2
Materials and Supplies	117.4	115.7
Renewable Energy Facilities Under Development *(b)*	41.1	32.5
Total Inventories – Net	$184.3	$175.4

(a) Fuel consists primarily of coal inventory at Minnesota Power.
(b) Renewable Energy Facilities Under Development as of June 30, 2024, consists primarily of project costs related to renewable energy development projects at New Energy.

Goodwill. The aggregate carrying amount of goodwill was $154.9 million as of June 30, 2024 ($154.9 million as of December 31, 2023). There have been no changes to goodwill by reportable segment for the quarter and six months ended June 30, 2024.

NOTE 1. OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Other Non-Current Assets	June 30, 2024	December 31, 2023
Millions		
Other Postretirement Benefit Plans	$102.9	$106.3
Contract Assets *(a)*	17.2	18.5
Operating Lease Right-of-use Assets	11.6	10.7
ALLETE Properties	10.5	10.8
Restricted Cash	2.4	2.4
Finance Lease Right-of-use Assets	2.0	2.1
Other	116.9	112.1
Total Other Non-Current Assets	$263.5	$262.9

(a) Contract Assets consist of payments made to customers as an incentive to execute or extend service agreements. The payments are being amortized over the term of the respective agreements as a reduction to revenue.

Other Current Liabilities	June 30, 2024	December 31, 2023
Millions		
Provision for Interim Rate Refund	$11.0	—
PSAs	5.9	$6.0
Customer Deposits	5.9	7.4
Operating Lease Liabilities	3.4	3.0
Finance Lease Liabilities	0.4	0.4
Other	65.9	75.1
Total Other Current Liabilities	$92.5	$91.9

Other Non-Current Liabilities	June 30, 2024	December 31, 2023
Millions		
Asset Retirement Obligation *(a)(b)*	$250.8	$202.9
PSAs	18.0	20.9
Operating Lease Liabilities	8.3	7.7
Finance Lease Liabilities	1.4	1.6
Other	32.0	31.2
Total Other Non-Current Liabilities	$310.5	$264.3

(a) The asset retirement obligation is primarily related to our Regulated Operations and is funded through customer rates over the life of the related assets. Additionally, BNI Energy funds its obligation through its cost-plus coal supply agreements for which BNI Energy has recorded a receivable of $37.2 million in Other Non-Current Assets on the Consolidated Balance Sheet as of June 30, 2024 ($37.2 million as of December 31, 2023).

(b) The increase in Asset Retirement Obligation in 2024 reflects the impact of estimated compliance costs related to the EPA's CCR Legacy Impoundment Rule finalized in May 2024. (See Note 6. Commitments, Guarantees and Contingencies.)

NOTE 1. OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

	Quarter Ended June 30,		Six Months Ended June 30,	
Other Income	**2024**	**2023**	**2024**	**2023**
Millions				
Pension and Other Postretirement Benefit Plan Non-Service Credits *(a)*	$3.7	$1.7	$8.0	$3.7
Interest and Investment Income	0.8	1.0	2.7	2.1
AFUDC - Equity	1.3	0.9	2.5	1.4
Other	0.1	(1.1)	1.3	(0.6)
Total Other Income	$5.9	$2.5	$14.5	$6.6

(a) These are components of net periodic pension and other postretirement benefit cost other than service cost. (See Note 9. Pension and Other Postretirement Benefit Plans.)

Supplemental Statement of Cash Flows Information	Six Months Ended June 30, 2024	2023
Millions		
Cash Paid for Interest – Net of Amounts Capitalized	$36.8	$39.1
Cash Paid for Income Taxes – Net	$5.7	$8.1
Noncash Investing and Financing Activities		
Increase (Decrease) in Accounts Payable for Capital Additions to Property, Plant and Equipment	$5.8	$(5.0)
Capitalized Asset Retirement Costs *(a)*	$50.0	$2.4
AFUDC–Equity	$2.5	$1.4

(a) Capitalized asset retirement costs in 2024 reflect the impact of estimated compliance costs related to the EPA's CCR Legacy Impoundment Rule finalized in May 2024. (See Note 6. Commitments, Guarantees and Contingencies.)

New Accounting Pronouncements and Disclosure Rules.

See Note 1. Operations and Significant Accounting Policies to the Consolidated Financial Statements in our 2023 Form 10-K, with additional disclosure provided in the following paragraphs.

SEC Climate-related Disclosures Rule. On March 6, 2024, the SEC issued the final rules regarding the enhancement and standardization of climate-related disclosures for investors (Rule). The Rule requires registrants to provide certain climate-related information in their annual reports and registration statements. These requirements include disclosing climate-related risks that materially affect or are reasonably likely to materially affect a registrant's business strategy, results of operations, or financial condition as well as certain disclosures related to greenhouse-gas emissions, and the effects of severe weather events and other natural conditions. The Rule provides that the disclosure requirements will begin phasing in for annual periods beginning in 2025. The Company is evaluating the final rule to determine its impact on the Company's disclosures. The Rule is currently being challenged before the U.S. Court of Appeals for the Eighth Circuit, and the SEC issued a voluntary stay of the Rule on April 4, 2024, pending judicial review.

There are no other new accounting pronouncements or rules that we anticipate having a material effect on the presentation of ALLETE's consolidated financial statements.

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REGULATORY MATTERS	6 Months Ended Jun. 30, 2024
Regulated Operations [Abstract]	
REGULATORY MATTERS	REGULATORY MATTERS

Regulatory matters are summarized in Note 4. Regulatory Matters to the Consolidated Financial Statements in our 2023 Form 10-K, with additional disclosure provided in the following paragraphs.

Electric Rates. Entities within our Regulated Operations segment file for periodic rate revisions with the MPUC, PSCW or FERC. As authorized by the MPUC, Minnesota Power also recognizes revenue under cost recovery riders for transmission, renewable, and environmental investments and expenditures. Revenue from cost recovery riders was $13.3 million for the six months ended June 30, 2024 ($31.5 million for the six months ended June 30, 2023).

2024 Minnesota General Rate Case. On November 1, 2023, Minnesota Power filed a retail rate increase request with the MPUC seeking an average increase of approximately 12.00 percent for retail customers, net of rider revenue incorporated into base rates. The rate filing seeks a return on equity of 10.30 percent and a 53.00 percent equity ratio. On an annualized basis, the requested final rate increase would generate approximately $89 million in additional revenue. In separate orders dated December 19, 2023, the MPUC accepted the filing as complete and approved an annual interim rate increase of approximately $64 million, net of rider revenue, beginning January 1, 2024, subject to refund.

On May 3, 2024, Minnesota Power entered into a settlement agreement with the Minnesota Department of Commerce, Minnesota Office of the Attorney General, Residential Utilities Division, and Large Power Intervenors to settle the retail rate increase request. The settlement agreement is subject to approval by the MPUC. As part of the settlement agreement, the parties have agreed on all issues, including an overall rate increase of $33.97 million, net of rider revenue and amounts transferring to the fuel adjustment clause, a return on equity of 9.78 percent, all non-financial items and cost allocation. As a result of the settlement, Minnesota Power recorded a reserve for an interim rate refund of $11.0 million pre-tax as of June 30, 2024, which is subject to MPUC approval of the settlement agreement and Minnesota Power's refund calculation. We cannot predict the level of final rates that may be authorized by the MPUC.

2022 Minnesota General Rate Case. Minnesota Power is appealing with the Minnesota Court of Appeals (Court) specific aspects of the MPUC's February 2023 and May 2023 rate case orders for the ratemaking treatment of Taconite Harbor and Minnesota Power's prepaid pension asset. Oral arguments on the appeal were heard by the Court on June 27, 2024, with a decision expected in the third quarter of 2024. We are unable to predict the outcome of this proceeding.

2024 Wisconsin General Rate Case. On March 29, 2024, SWL&P filed a rate increase request for its electric, gas and water utilities with the PSCW. The filing seeks an overall return on equity of 10.00 percent and a 55.00 percent equity ratio. On an annualized basis, the requested change would increase rates by approximately 5.90 percent for retail customers and generate an estimated $7.3 million of additional revenue. The change to SWL&P customers' rates will be determined by the PSCW later this year. Any rate adjustments are anticipated to become effective in January 2025. We cannot predict the level of final rates that may be authorized by the PSCW.

Transmission Cost Recovery Rider. Minnesota Power has an approved cost recovery rider in place to charge retail customers on a current basis for certain transmission investments and expenditures, including a return on the capital invested. Current customer billing rates are based on an MPUC order dated December 19, 2023, which provisionally approved Minnesota Power's latest transmission factor filing submitted on October 24, 2023. Updated billing rates were included on customer bills starting in the first quarter of 2024, and the MPUC approved Minnesota Power's transmission factor filing with no changes in an order dated March 5, 2024.

Renewable Cost Recovery Rider. Minnesota Power has an approved cost recovery rider in place to charge retail customers on a current basis for the costs of certain renewable investments and expenditures, including a return on the capital invested. Current customer billing rates for the renewable cost recovery rider were approved by the MPUC in an order dated October 3, 2023. On March 27, 2024, Minnesota Power submitted its latest renewable factor filing. In an order dated June 25, 2024, the MPUC approved the filing and Minnesota Power is authorized to include updated billing rates on customer bills beginning October 1, 2024.

Solar Cost Recovery Rider. Minnesota Power has an approved cost recovery rider in place to charge retail customers on a current basis for solar costs related to investments and expenditures for meeting the state of Minnesota's solar energy standard. Current customer billing rates were approved by the MPUC in an order dated December 26, 2023. Updated billing rates were included on customer bills starting in the first quarter of 2024.

NOTE 2. REGULATORY MATTERS (Continued)

Fuel Adjustment Clause. Minnesota Power incurred lower fuel and purchased power costs in 2023 than those factored in its fuel adjustment forecast filed in May 2022 for 2023, which resulted in the recognition of an approximately $13 million regulatory liability as of June 30, 2024, and December 31, 2023. Minnesota Power requested to refund the regulatory liability over 12 months beginning in the third quarter of 2024 as part of its annual true-up filing submitted to the MPUC on March 1, 2024. In an order dated July 1, 2024, the MPUC approved the filing, and authorized Minnesota Power to refund the regulatory liability over 12 months beginning on September 1, 2024.

Minnesota Power filed its annual forecasted fuel and purchased energy rates for 2025 on May 1, 2024.

Energy Conservation and Optimization (ECO) Plan. On April 1, 2024, Minnesota Power submitted its 2023 ECO annual filing (formerly the Conservation Improvement Plan) detailing Minnesota Power's ECO plan results and requesting a financial incentive of $2.2 million, which will be recognized upon approval by the MPUC. In 2023, a financial incentive of $2.2 million was recognized in the third quarter upon approval by the MPUC of the 2022 ECO annual filing. The financial incentives are recognized in the period in which the MPUC approves the filing.

Regulatory Assets and Liabilities. Our regulated utility operations are subject to accounting standards for the effects of certain types of regulation. Regulatory assets represent incurred costs that have been deferred as they are probable for recovery in customer rates. Regulatory liabilities represent obligations to make refunds to customers and amounts collected in rates for which the related costs have not yet been incurred. The Company assesses quarterly whether regulatory assets and liabilities meet the criteria for probability of future recovery or deferral. The recovery, refund or credit to rates for these regulatory assets and liabilities will occur over the periods either specified by the applicable regulatory authority or over the corresponding period related to the asset or liability.

NOTE 2. REGULATORY MATTERS (Continued)

Regulatory Assets and Liabilities	June 30, 2024	December 31, 2023
Millions		
Current Regulatory Assets *(a)*		
Fuel Adjustment Clause	$5.4	$8.7
Other	0.6	0.6
Total Current Regulatory Assets	$6.0	$9.3
Non-Current Regulatory Assets		
Defined Benefit Pension and Other Postretirement Plans	$215.9	$218.6
Income Taxes	83.3	88.1
Asset Retirement Obligations	38.9	37.7
Cost Recovery Riders	19.8	33.8
Taconite Harbor	15.8	20.9
Manufactured Gas Plant	13.1	13.2
PPACA Income Tax Deferral	3.8	3.9
Fuel Adjustment Clause	0.7	5.0
Other	3.4	4.2
Total Non-Current Regulatory Assets	$394.7	$425.4
Current Regulatory Liabilities *(b)*		
Fuel Adjustment Clause	$12.9	—
Provision for Interim Rate Refund	11.0	—
Transmission Formula Rates Refund	0.4	$1.5
Other	1.0	2.4
Total Current Regulatory Liabilities	$25.3	$3.9
Non-Current Regulatory Liabilities		
Income Taxes	$297.3	$310.0
Wholesale and Retail Contra AFUDC	76.6	78.0
Plant Removal Obligations	71.3	67.0
Non-Jurisdictional Land Sales	43.2	30.2
Defined Benefit Pension and Other Postretirement Benefit Plans	42.3	48.6
Investment Tax Credits	13.4	13.6
Fuel Adjustment Clause	3.4	15.5
Boswell Units 1 and 2 Net Plant and Equipment	6.7	6.7
Other	6.8	4.4
Total Non-Current Regulatory Liabilities	$561.0	$574.0

(a) Current regulatory assets are presented within Prepayments and Other on the Consolidated Balance Sheet.
(b) Current regulatory liabilities are presented within Other Current Liabilities on the Consolidated Balance Sheet.

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EQUITY INVESTMENTS

6 Months Ended
Jun. 30, 2024

Equity Method Investments and Joint Ventures [Abstract]

EQUITY INVESTMENTS

EQUITY INVESTMENTS

Investment in ATC. Our wholly-owned subsidiary, ALLETE Transmission Holdings, owns approximately 8 percent of ATC, a Wisconsin-based utility that owns and maintains electric transmission assets in portions of Wisconsin, Michigan, Minnesota and Illinois. We account for our investment in ATC under the equity method of accounting.

ALLETE's Investment in ATC	
Millions	
Equity Investment Balance as of December 31, 2023	$179.7
Cash Investments	3.9
Equity in ATC Earnings	11.7
Distributed ATC Earnings	(9.2)
Amortization of the Remeasurement of Deferred Income Taxes	0.6
Equity Investment Balance as of June 30, 2024	$186.7

NOTE 3. EQUITY INVESTMENTS (Continued)

ATC's authorized return on equity was 10.02 percent, or 10.52 percent including an incentive adder for participation in a regional transmission organization, based on a 2020 FERC order which is subject to various outstanding legal challenges related to the return on equity calculation and refund period ordered by the FERC. In August 2022, the U.S. Court of Appeals for the District of Columbia Circuit (D.C. Circuit) vacated and remanded the 2020 FERC order back to FERC. We cannot predict the return on equity the FERC will ultimately authorize in the remanded proceeding.

In addition, the FERC issued a Notice of Proposed Rulemaking in 2021 proposing to limit the 0.50 percent incentive adder for participation in a regional transmission organization to only the first three years of membership in such an organization. If this proposal is adopted, our equity in earnings from ATC would be reduced by approximately $1 million pre-tax annually.

Investment in Nobles 2. Our subsidiary, ALLETE South Wind, owns 49 percent of Nobles 2, the entity that owns and operates a 250 MW wind energy facility in southwestern Minnesota pursuant to a 20-year PPA with Minnesota Power. We account for our investment in Nobles 2 under the equity method of accounting.

ALLETE's Investment in Nobles 2	
Millions	
Equity Investment Balance as of December 31, 2023	$151.5
Equity in Nobles 2 Earnings *(a)*	(0.3)
Distributed Nobles 2 Earnings	(1.9)
Equity Investment Balance as of June 30, 2024	$149.3

(a) The Company also recorded earnings from net loss attributable to non-controlling interest of $6.4 million related to its investment in Nobles 2.

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FAIR VALUE

6 Months Ended
Jun. 30, 2024

Fair Value Disclosures [Abstract]

FAIR VALUE

FAIR VALUE

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). We utilize market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated or generally unobservable. We primarily apply the market approach for recurring fair value measurements and endeavor to utilize the best available information. Accordingly, we utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. These inputs, which are used to measure fair value, are prioritized through the fair value hierarchy. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). Descriptions of the three levels of the fair value hierarchy are discussed in Note 7. Fair Value to the Consolidated Financial Statements in our 2023 Form 10-K.

The following tables set forth, by level within the fair value hierarchy, our assets and liabilities that were accounted for at fair value on a recurring basis as of June 30, 2024, and December 31, 2023. Each asset and liability is classified based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement requires judgment, which may affect the valuation of these assets and liabilities and their placement within the fair value hierarchy levels. The estimated fair value of Cash and Cash Equivalents on the Consolidated Balance Sheet approximates the carrying amount and therefore is excluded from the recurring fair value measures in the following tables.

NOTE 4. FAIR VALUE (Continued)

	Fair Value as of June 30, 2024			
Recurring Fair Value Measures	**Level 1**	**Level 2**	**Level 3**	**Total**
Millions				
Assets				
Investments *(a)*				
Available-for-sale – Equity Securities	$8.8	—	—	$8.8
Available-for-sale – Corporate and Governmental Debt Securities *(b)*	—	$6.5	—	6.5
Cash Equivalents	6.9	—	—	6.9
Total Fair Value of Assets	$15.7	$6.5	—	$22.2
Liabilities				
Deferred Compensation *(c)*	—	$19.5	—	$19.5
Total Fair Value of Liabilities	—	$19.5	—	$19.5

	Fair Value as of December 31, 2023			
Recurring Fair Value Measures	**Level 1**	**Level 2**	**Level 3**	**Total**
Millions				
Assets				
Investments *(a)*				
Available-for-sale – Equity Securities	$8.7	—	—	$8.7
Available-for-sale – Corporate and Governmental Debt Securities	—	$6.0	—	6.0
Cash Equivalents	5.8	—	—	5.8
Total Fair Value of Assets	$14.5	$6.0	—	$20.5
Liabilities				
Deferred Compensation *(c)*	—	$16.5	—	$16.5
Total Fair Value of Liabilities	—	$16.5	—	$16.5

(a) Included in Other Non-Current Assets on the Consolidated Balance Sheet.
(b) As of June 30, 2024, the aggregate amount of available-for-sale corporate and governmental debt securities maturing in one year or less was $2.0 million, in one year to less than three years was $2.7 million, in three years to less than five years was $1.3 million and in five or more years was $0.5 million.
(c) Included in Other Non-Current Liabilities on the Consolidated Balance Sheet.

Fair Value of Financial Instruments. With the exception of the item listed in the following table, the estimated fair value of all financial instruments approximates the carrying amount. The fair value of the item listed in the following table was based on quoted market prices for the same or similar instruments (Level 2).

Financial Instruments	Carrying Amount	Fair Value
Millions		
Short-Term and Long-Term Debt *(a)*		
June 30, 2024	$1,796.4	$1,632.4
December 31, 2023	$1,799.4	$1,670.6

(a) Excludes unamortized debt issuance costs.

NOTE 4. FAIR VALUE (Continued)

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis. Non-financial assets such as equity method investments, land inventory, and property, plant and equipment are measured at fair value when there is an indicator of impairment and recorded at fair value only when an impairment is recognized. For the quarter and six months ended June 30, 2024, and the year ended December 31, 2023, there were no indicators of impairment for these non-financial assets.

We continue to monitor changes in the broader energy markets along with wind resource expectations that could indicate impairment at ALLETE Clean Energy wind energy facilities upon contract expirations or for facilities without long-term contracts for their entire output. A continued decline or volatility in energy prices or lower wind resource expectations could result in a future impairment.

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SHORT-TERM AND LONG-TERM DEBT

6 Months Ended
Jun. 30, 2024

Debt Disclosure [Abstract]

SHORT-TERM AND LONG-TERM DEBT

SHORT-TERM AND LONG-TERM DEBT

The following tables present the Company's short-term and long-term debt as of June 30, 2024, and December 31, 2023:

June 30, 2024	Principal	Unamortized Debt Issuance Costs	Total
Millions			
Short-Term Debt	$42.1	—	$42.1
Long-Term Debt	1,754.3	$(8.3)	1,746.0
Total Debt	$1,796.4	$(8.3)	$1,788.1

December 31, 2023	Principal	Unamortized Debt Issuance Costs	Total
Millions			
Short-Term Debt	$111.5	$(0.1)	$111.4
Long-Term Debt	1,687.9	(8.0)	1,679.9
Total Debt	$1,799.4	$(8.1)	$1,791.3

We had $23.4 million outstanding in standby letters of credit and no outstanding draws under our lines of credit as of June 30, 2024 ($19.4 million in standby letters of credit and $34.1 million outstanding draws as of December 31, 2023). We also have standby letters of credit outstanding under other letter of credit facilities. (See Note 6. Commitments, Guarantees and Contingencies.)

On June 27, 2024, ALLETE agreed to issue and sell $150 million of senior unsecured notes ("Notes") to certain institutional buyers in the private placement market. The Notes will be sold in reliance on an exemption from registration under Section 4(a)(2) of the Securities Act of 1933, as amended, to institutional accredited investors. The Notes will be issued and sold on or before September 5, 2024. Of the Notes to be issued and sold, $100 million of the Notes will bear interest at a rate of 5.94 percent and mature on September 5, 2029, and $50 million of the Notes will bear interest at a rate of 6.18 percent and mature on September 5, 2034. Interest on the Notes will be payable semi-annually on March 5 and September 5 of each year, commencing on March 5, 2025. The Company has the option to prepay all or a portion of the Notes at its discretion, subject to a make-whole provision. The Notes are subject to additional terms and conditions which are customary for these types of transactions. Proceeds from the sale of the Notes will be used for refinancing of debt and general corporate purposes.

On July 31, 2024, ALLETE issued a notice to the holders of its 2.65 percent senior notes due September 10, 2025 ("2025 Notes") regarding the Company's exercise of its option to prepay all of the issued and outstanding 2025 Notes. ALLETE will prepay all $150 million in aggregate principal amount of the 2025 Notes on September 5, 2024. The 2025 Notes will be prepaid at 100 percent of their principal amount, plus accrued and unpaid interest.

NOTE 5. SHORT-TERM AND LONG-TERM DEBT (continued)

On April 23, 2024, ALLETE issued $100 million of its First Mortgage Bonds (Bonds) to certain institutional buyers in the private placement market. The Bonds, which bear interest at 5.72 percent, will mature on April 30, 2039 and pay interest semi-annually in April and October of each year, commencing on October 30, 2024. ALLETE has the option to prepay all or a portion of the Bonds at its discretion, subject to a make-whole provision. The Bonds are subject to additional terms and conditions which are customary for these types of transactions. Proceeds from the sale of the Bonds were used to refinance existing indebtedness and for general corporate purposes. The Bonds were sold in reliance on an exemption from registration under Section 4(a)(2) of the Securities Act of 1933, as amended, to institutional accredited investors.

Financial Covenants. Our long-term debt arrangements contain customary covenants. In addition, our lines of credit and letters of credit supporting certain long-term debt arrangements contain financial covenants. Our compliance with financial covenants is not dependent on debt ratings. The most restrictive financial covenant requires ALLETE to maintain a ratio of indebtedness to total capitalization (as the amounts are calculated in accordance with the respective long-term debt arrangements) of less than or equal to 0.65 to 1.00, measured quarterly. As of June 30, 2024, our ratio was approximately 0.36 to 1.00. Failure to meet this covenant would give rise to an event of default if not cured after notice from the lender, in which event ALLETE may need to pursue alternative sources of funding. Some of ALLETE's debt arrangements contain "cross-default" provisions that would result in an event of default if there is a failure under other financing arrangements to meet payment terms or to observe other covenants that would result in an acceleration of payments due. ALLETE has no significant restrictions on its ability to pay dividends from retained earnings or net income. As of June 30, 2024, ALLETE was in compliance with its financial covenants.

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COMMITMENTS, GUARANTEES AND CONTINGENCIES

6 Months Ended
Jun. 30, 2024

Commitments and Contingencies Disclosure [Abstract]

COMMITMENTS, GUARANTEES AND CONTINGENCIES

COMMITMENTS, GUARANTEES AND CONTINGENCIES

Power Purchase and Sale Agreements. Our long-term PPAs have been evaluated under the accounting guidance for variable interest entities. We have determined that either we have no variable interest in the PPAs or, where we do have variable interests, we are not the primary beneficiary; therefore, consolidation is not required. These conclusions are based on the fact that we do not have both control over activities that are most significant to the entity and an obligation to absorb losses or receive benefits from the entity's performance. Our financial exposure relating to these PPAs is limited to our capacity and energy payments.

Our PPAs are summarized in Note 9. Commitments, Guarantees and Contingencies to the Consolidated Financial Statements in our 2023 Form 10-K, with additional disclosure provided in the following paragraphs.

Square Butte PPA. As of June 30, 2024, Square Butte had total debt outstanding of $179.9 million. Fuel expenses are recoverable through Minnesota Power's fuel adjustment clause and include the cost of coal purchased from BNI Energy under a long-term contract. Minnesota Power's cost of power purchased from Square Butte during the six months ended June 30, 2024, was $44.2 million ($44.0 million for the same period in 2023). This reflects Minnesota Power's pro rata share of total Square Butte costs based on the 50 percent output entitlement. Included in this amount was Minnesota Power's pro rata share of interest expense of $2.6 million ($2.7 million for the same period in 2023). Minnesota Power's payments to Square Butte are approved as a purchased power expense for ratemaking purposes by both the MPUC and the FERC.

Minnkota Power PSA. Minnesota Power has a PSA with Minnkota Power, which commenced in 2014. Under the PSA, Minnesota Power is selling a portion of its entitlement from Square Butte to Minnkota Power, resulting in Minnkota Power's net entitlement increasing and Minnesota Power's net entitlement decreasing until Minnesota Power's share is eliminated at the end of 2025. Of Minnesota Power's 50 percent output entitlement, Minnesota Power sold to Minnkota Power approximately 41 percent in 2024 and 37 percent in 2023.

Coal, Rail and Shipping Contracts. Minnesota Power has coal supply agreements providing for the purchase of a significant portion of its coal requirements through December 2025. Minnesota Power also has coal transportation agreements in place for the delivery of a significant portion of its coal requirements through December 2024. The costs of fuel and related transportation costs for Minnesota Power's generation are recoverable from Minnesota Power's utility customers through the fuel adjustment clause.

Environmental Matters.

Our businesses are subject to regulation of environmental matters by various federal, state, and local authorities. A number of regulatory changes to the Clean Air Act, the Clean Water Act and various waste management requirements have been promulgated by both the EPA and state authorities over the past several years. Minnesota Power's facilities are subject to additional requirements under many of these regulations. Minnesota Power is reshaping its generation portfolio, over time, to reduce its reliance on coal, has installed cost-effective emission control technology, and advocates for sound science and policy during rulemaking implementation.

We consider our businesses to be in substantial compliance with currently applicable environmental regulations and believe all necessary permits have been obtained. We anticipate that with many state and federal environmental regulations and requirements finalized, or to be finalized in the near future, potential expenditures for future environmental matters may be material and require significant capital investments. Minnesota Power has evaluated various environmental compliance scenarios using possible outcomes of environmental regulations to project power supply trends and impacts on customers.

We review environmental matters on a quarterly basis. Accruals for environmental matters are recorded when it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated based on current law and existing technologies. Accruals are adjusted as assessment and remediation efforts progress, or as additional technical or legal information becomes available. Accruals for environmental liabilities are included in the Consolidated Balance Sheet at undiscounted amounts and exclude claims for recoveries from insurance or other third parties. Costs related to environmental contamination treatment and cleanup are expensed unless recoverable in rates from customers.

Air. The electric utility industry is regulated both at the federal and state level to address air emissions. Minnesota Power's thermal generating facilities mainly burn low-sulfur western sub-bituminous coal. All of Minnesota Power's coal-fired generating facilities are equipped with pollution control equipment such as scrubbers, baghouses and low NO_X technologies. Under currently applicable environmental regulations, these facilities are substantially compliant with emission requirements.

Cross-State Air Pollution Rule (CSAPR). The CSAPR requires certain states in the eastern half of the U.S., including Minnesota, to reduce power plant emissions that contribute to ozone or fine particulate pollution in other states. The CSAPR does not require installation of controls but does require facilities have sufficient allowances to cover their emissions on an annual basis. These allowances are allocated to facilities from each state's annual budget and can be bought and sold. Based on our review of the NO_X and SO_2 allowances issued and pending issuance as well as consideration of current rules, we currently expect generation levels and emission rates will result in continued compliance with the CSAPR. Minnesota Power will continue to monitor ongoing CSAPR rulemakings and compliance implementation, including the EPA's Good Neighbor Rule which modifies certain aspects of the CSAPR's program scope and extent (see *EPA Good Neighbor Plan for 2015 Ozone NAAQS*).

National Ambient Air Quality Standards (NAAQS). The EPA is required to review each NAAQS every five years. If the EPA determines that a state's air quality is not in compliance with the NAAQS, the state is required to adopt plans describing how it will reduce emissions to attain the NAAQS. Minnesota Power actively monitors NAAQS developments, and the EPA is currently reviewing the primary or secondary NAAQS for NO_x, SO_2, and ozone. On February 7, 2024, the EPA announced a final rule lowering the annual primary standard for fine particulate matter while retaining other existing primary and secondary standards such as those for coarse particulate matter. Implementation of this new standard began with its May 6, 2024 effective date. The EPA also released a draft rule on April 15, 2024 proposing to revise the secondary SO_2 NAAQS while retaining certain secondary NO_X and particulate matter NAAQS. Anticipated timelines and compliance costs related to this and other potential NAAQS revisions cannot yet be estimated but costs could be material. Minnesota Power would seek recovery of additional costs through a rate proceeding.

NOTE 6. COMMITMENTS, GUARANTEES AND CONTINGENCIES (Continued)
Environmental Matters (Continued)

EPA Good Neighbor Plan for 2015 Ozone NAAQS. On June 5, 2023, after disapproving state implementation plans, the EPA published a final Federal Implementation Plan (FIP) rule in the Federal Register, the Good Neighbor Plan, to address regional ozone transport for the 2015 Ozone NAAQS by reducing NO_X emissions during the period of May 1 through September 30 (ozone season). In its justification for the final rule, the EPA asserted that 23 states, including Minnesota, were modeled as significant contributors to downwind states' challenges in attaining or maintaining ozone NAAQS compliance within their state borders. The Good Neighbor Plan is designed to resolve this interstate transport issue by implementing a variety of NO_X reduction strategies, including federal implementation plan requirements, NO_X emission limitations, and ozone season allowance program requirements. The final rule imposed restrictions on fossil-fuel fired power plants in 22 states and on certain industrial sources in 20 states, with implementation occurring through changes to the existing CSAPR program for power plants.

Since the EPA partially disapproved the Good Neighbor State Implementation Plans (SIPs) for the states of Minnesota and Wisconsin, among others, Minnesota is subject to the final Good Neighbor Plan. However, Minnesota Power and a coalition of other Minnesota utilities and industry (the parties) co-filed challenges to the EPA's final Minnesota SIP disapproval, submitting a petition for reconsideration and stay to the EPA, and a petition for judicial review to the U.S. Court of Appeals for the Eighth Circuit (Eighth Circuit Court). The parties are challenging and requesting reconsideration of certain technical components of the EPA's review and subsequent partial disapproval of the state of Minnesota's SIP. On July 5, 2023, the Eighth Circuit Court granted a stay of the SIP disapproval preventing the Good Neighbor Plan from taking effect in Minnesota. On March 28, 2024, the EPA issued a partial denial of several administrative reconsideration and stay petitions, including from the Minnesota coalition.

On September 29, 2023, the EPA issued an updated final interim rule addressing the stays in Minnesota and five other states, formally delaying the effective date of the final FIP for states with active stays in place. The state of Minnesota therefore did not become subject to compliance obligations for the 2023 or 2024 ozone seasons. Future compliance obligations will depend on resolution of the stay. Additionally, challenges have been filed against the final FIP rule by the Minnesota coalition parties and other entities, although the Minnesota coalition FIP challenge is currently in abeyance pending resolution of the SIP disapproval case. On February 21, 2024, the U.S. Supreme Court heard arguments from several states and industry groups requesting an emergency stay of the FIP rule. The court granted the petitioners' request on June 27, 2024, staying enforcement of the FIP pending the D.C. Circuit's review and any petition for writ of certiorari. Anticipated timelines and compliance costs related to final Good Neighbor Plan compliance cannot yet be estimated due to uncertainties about SIP approval resolution, implementation timing, FIP rule outcome, and allowance costs and facility emissions during the ozone season. However, the costs could be material, including costs of additional NO_x controls, emission allowance program participation, or operational changes, if any are required. Minnesota Power would seek recovery of additional costs through a rate proceeding.

EPA National Emission Standards for Hazardous Air Pollutants for Major Sources: Industrial, Commercial and Institutional Boilers and Process Heaters (Industrial Boiler MACT) Rule. A final rule issued by the EPA for Industrial Boiler MACT became effective in 2013 with compliance required at major existing sources in 2016, which applied to Minnesota Power's Hibbard Renewable Energy Center and Rapids Energy Center. Compliance consisted largely of adjustments to fuels and operating practices and compliance costs were not material. After this initial rulemaking, litigation from 2016 through 2018 resulted in court orders directing that the EPA reconsider certain aspects of the regulation. A final rule incorporating these revisions became effective in December 2022, with a compliance deadline of October 6, 2025. Compliance costs are not expected to be material.

EPA Mercury and Air Toxics Standards (MATS) Rule. On April 25, 2024, the EPA published a final rule to revise the existing 2012 MATS Rule, which regulates air emissions of hazardous air pollutants from coal- and oil-fired electric generating units (EGUs). The final rule eliminates certain MATS compliance flexibility, lowers the particulate emission standard for all coal-fired EGUs, and reduces the mercury emission standard for lignite-fired EGUs. The rule became effective July 8, 2024, with compliance required beginning July 6, 2027. The MATS regulation applies at Minnesota Power's Boswell facility, which is currently well-controlled for these emissions and already complying with some of the new requirements. The Company anticipates the new rule will have limited impacts at Boswell. However, compliance costs cannot yet be fully estimated, and recovery of any additional costs would be sought through a rate proceeding. Litigation against the EPA's latest MATS Rule revision from a number of U.S. states as well as several companies and industry groups is ongoing, including a motion to stay the rule filed in the D.C. Circuit on June 7, 2024.

Climate Change. The scientific community generally accepts that emissions of GHGs are linked to global climate change which creates physical and financial risks. Physical risks could include but are not limited to: increased or decreased precipitation and water levels in lakes and rivers; increased or other changes in temperatures; increased risk of wildfires; and changes in the intensity and frequency of extreme weather events. These all have the potential to affect the Company's business and operations. We are addressing climate change by taking the following steps that also ensure reliable and environmentally compliant generation resources to meet our customers' requirements:

- Expanding renewable power supply for both our operations and the operations of others;
- Providing energy conservation initiatives for our customers and engaging in other demand side management efforts;
- Improving efficiency of our generating facilities;
- Supporting research of technologies to reduce carbon emissions from generating facilities and carbon sequestration efforts;
- Evaluating and developing less carbon intensive future generating assets such as efficient and flexible natural gas-fired generating facilities;
- Managing vegetation on right-of-way corridors to reduce potential wildfire or storm damage risks; and
- Practicing sound forestry management in our service territories to create landscapes more resilient to disruption from climate-related changes, including planting and managing long-lived conifer species.

EPA Regulation of GHG Emissions. On April 25, 2024, the EPA issued several final greenhouse gas regulations to establish emissions standards and guidelines for fossil fuel-fired electric generating units (EGUs) under Section 111 of the Clean Air Act (CAA). The final rules revise new source performance standards (NSPS) for new, modified and reconstructed EGUs (Section 111(b) of the CAA) and creates new emission guidelines for existing EGUs (Section 111(d) of the CAA). The action also officially repeals the predecessor regulation "Affordable Clean Energy Rule", first issued in 2019 and later vacated in 2021. Compliance will be required beginning January 1, 2030 for existing sources, and upon commencing operation of new units. The 111(d) rule also requires states to submit plans to provide for the establishment, implementation and enforcement of performance standards for existing sources. States must submit their plans to the EPA within 24 months after publication of the final emissions guidelines.

The final Section 111 rules apply to several Company assets, including existing EGUs at the Boswell and Laskin facilities as well as the proposed combined cycle natural gas-fired generating facility, NTEC. The Company is reviewing the new rule but anticipates compliance may require operational or planning adjustments. The state implementation plan process for Section 111(d) existing units will also be a factor in determining specific requirements and timing. We are unable to predict compliance costs at this time; however, the costs could be material. Minnesota Power would seek recovery of additional costs through a rate proceeding. The Company is also monitoring litigation of the final Section 111 rules, which began when the rules were published in the Federal Register on May 9, 2024, which is proceeding in federal court. Outcomes from ongoing litigation may impact both the timing of rule effectiveness and the ultimate compliance obligations required by the rule.

Water. The Clean Water Act requires NPDES permits be obtained from the EPA or delegated state agencies for any wastewater discharged into navigable waters. We have obtained all necessary NPDES permits, including NPDES storm water permits for applicable facilities, to conduct our operations.

Steam Electric Power Generating Effluent Limitations Guidelines. In 2015, the EPA issued revised federal effluent limitation guidelines (ELG) for steam electric power generating stations under the Clean Water Act. It set effluent limits and prescribed Best Available Control Technology (BACT) for several wastewater streams, including flue gas desulphurization (FGD) water, bottom ash transport water and coal combustion landfill leachate. In October 2020, the EPA published a final ELG Rule allowing re-use of bottom ash transport water in FGD scrubber systems with limited discharges related to maintaining system water balance. The rule set technology standards and numerical pollutant limits for discharges of bottom ash transport water and FGD wastewater. Compliance deadlines depend on subcategory, with compliance generally required as soon as possible, beginning after October 13, 2021, but no later than December 31, 2025, or December 31, 2028, in some specific cases.

On May 9, 2024, the EPA finalized revisions to the 2020 ELG rule. The final rule establishes zero discharge limitations for bottom ash transport water, FGD wastewater, and combustion residual leachate. A definition for legacy wastewater was established, with deferral to state permit programs for setting discharge limits based on best professional judgment. The rule maintains exemptions for units permanently ceasing coal combustion by 2028 and adds a new subcategory for units that are retiring by 2032 and have already complied with either the 2015 or 2020 ELG rules. Additionally, the rule establishes mercury and arsenic limitations for functionally equivalent discharges of leachate via groundwater to surface water. Compliance deadlines are determined by the applicable state permitting authority. Deadlines must be established as soon as 60 days after the final rule is published in the Federal Register, but no later than December 31, 2029.

Bottom ash transport and FGD wastewater ELGs are not expected to have a significant impact on Minnesota Power operations. Zero leachate discharge requirements have the potential to impact dewatering associated with the closed Taconite Harbor dry ash landfill. New limitations for arsenic and mercury related to functionally equivalent (groundwater to surface water) discharges are not currently anticipated to impact Minnesota Power facilities.

We estimate no additional material compliance costs for ELG bottom ash water and FGD requirements. Compliance costs we might incur related to other ELG waste streams (e.g., leachate) or other potential future water discharge regulations at Minnesota Power facilities cannot be estimated; however, the costs could be material, including costs associated with wastewater treatment and re-use. Minnesota Power would seek recovery of additional costs through a rate proceeding.

Permitted Water Discharges – Sulfate. In 2017, the MPCA released a draft water quality standard in an attempt to update Minnesota's existing 10 mg/L sulfate limit for waters used for the production of wild rice with the proposed rulemaking heard before an administrative law judge (ALJ). In 2018, the ALJ rejected significant portions of the proposed rulemaking and the MPCA subsequently withdrew the rulemaking. The existing 10 mg/L limit remains in place, but the MPCA is currently prohibited under state law from listing wild rice waters as impaired or requiring sulfate reduction technology.

The federal Clean Water Act requires the MPCA to update the state's impaired water list every two years. Beginning in 2021 through the latest release approved by the EPA in April 2024, this list now includes Minnesota lakes and streams identified as wild rice waters that are listed for sulfate impairment. The list could subsequently be used to set sulfate limits in discharge permits for power generation facilities and municipal and industrial customers, including paper and pulp facilities, and mining operations. At this time, we are unable to determine the specific impacts these developments may have on Minnesota Power operations or its customers, if any. Minnesota Power would seek recovery of additional costs through a rate proceeding.

Solid and Hazardous Waste. The Resource Conservation and Recovery Act of 1976 regulates the management and disposal of solid and hazardous wastes. We are required to notify the EPA of hazardous waste activity and, consequently, routinely submit reports to the EPA.

Coal Ash Management Facilities. Minnesota Power produces the majority of its coal ash at Boswell, with small amounts of ash generated at Hibbard Renewable Energy Center. Ash storage and disposal methods include storing ash in clay-lined onsite impoundments (ash ponds), disposing of dry ash in a lined dry ash landfill, applying ash to land as an approved beneficial use, and trucking ash to state permitted landfills.

Boswell Ash Wastewater Spill. On July 16, 2024, Minnesota Power detected a spill at Boswell from an underground pipeline carrying ash wastewater from an inactive onsite storage pond to the Boswell facility. Minnesota Power continues to work with state and federal agencies and the Leech Lake Band of Ojibwe to evaluate and mitigate the impacts from this event. We are unable to predict the mitigation or other costs related to the ash wastewater spill at this time; however, the costs could be material.

Coal Combustion Residuals from Electric Utilities. In 2015, the EPA published a final rule (2015 Rule) regulating CCR as nonhazardous waste under Subtitle D of the Resource Conservation and Recovery Act (RCRA) in the Federal Register. The rule included additional requirements for new landfill and impoundment construction as well as closure activities related to certain existing impoundments. Costs of compliance for Boswell and Laskin are expected to be incurred primarily over the next 12 years and be between approximately $65 million and $120 million. Compliance costs for CCR at Taconite Harbor are not expected to be material. Minnesota Power would seek recovery of additional costs through a rate proceeding.

Minnesota Power continues to work on minimizing compliance costs through evaluation of beneficial re-use and recycling of CCR. In 2018, a U.S. District Court for the District of Columbia decision vacated specific provisions of the CCR rule, which resulted in a change to the status of several existing clay-lined impoundments at Boswell being considered unlined. In September 2020, the EPA finalized the CCR Part A Rule, which required all unlined impoundments to cease disposal and initiate closure. Upon completion of dry ash conversion activities, Boswell ceased disposal in both impoundments in September 2022. Both impoundments are now inactive and have initiated closure.

On May 8, 2024, the EPA's final CCR Legacy Impoundment Rule was published in the Federal Register. The final rule expands the scope of units regulated under the CCR rule to include legacy ponds (inactive surface impoundments at inactive facilities) and creates a new category of units called CCR management units (CCR units), which includes inactive and closed impoundments and landfills as well as other non-containerized accumulations of CCR. The final rule requires all regulated generating facilities to evaluate and identify past deposits of CCR materials on their sites and close or re-close existing CCR units to meet current closure standards, as well as install groundwater monitoring systems, conduct groundwater monitoring, and implement groundwater corrective actions as necessary. Additionally, the EPA finalized portions of the proposed CCR Part B Rule, which allows CCR units to certify closure while conducting groundwater remediation activities. Impacts to previously closed CCR units at Boswell and Laskin are anticipated. Compliance costs for Minnesota Power's Boswell and Laskin facilities are estimated to be between approximately $50 million and $85 million and are expected to be incurred over the next 10 years based on our preliminary assessment; however, we continue to evaluate the impact of the rule and these estimates may be revised in future periods. Minnesota Power is expected to seek recovery of these costs through a rate proceeding.

Additionally, the EPA released a proposed CCR Part B rulemaking in February 2020 addressing options for beneficial reuse of CCR materials, alternative liner demonstrations and other CCR regulatory revisions. Portions of the Part B rule addressing alternative liner equivalency standards were finalized in November 2020. Finalization of the remaining beneficial reuse requirements are expected in late 2024. The final CCR federal permit rule is expected in the first half of 2026. The final federal permit rule will finalize procedures for implementing a CCR federal permit program.

Other Environmental Matters.

Manufactured Gas Plant Site. SWL&P has completed a portion of the remediation activities at a former manufactured gas plant site located in Superior, Wisconsin, and formerly operated by SWL&P. We continue working with the Wisconsin Department of Natural Resources on the remaining remediation at the site and surrounding properties. As of June 30, 2024, SWL&P has recorded a liability of approximately $1 million for remediation costs at this site. SWL&P has recorded the recovery of the remediation costs associated with the site as a regulatory asset as we expect recovery of these costs to be allowed by the PSCW.

Other Matters.

Letters of Credit, Surety Bonds and Other Indemnifications.

We have multiple credit facility agreements in place that provide the ability to issue standby letters of credit to satisfy contractual security requirements across our businesses. As of June 30, 2024, we had $158.2 million of outstanding letters of credit issued, including those issued under our revolving credit facility. We do not believe it is likely that any of these outstanding letters of credit or surety bonds will be drawn upon.

In the second quarter of 2024, under the tax credit transferability provision of the Inflation Reduction Act, we entered into agreements with third parties to sell a portion of our renewable tax credits. ALLETE has indemnified the parties for the value of renewable tax credits sold to date of approximately $22.5 million.

Regulated Operations. As of June 30, 2024, we had $28.2 million outstanding in standby letters of credit at our Regulated Operations which are pledged as security to MISO, the NDPSC and state agencies.

NOTE 6. COMMITMENTS, GUARANTEES AND CONTINGENCIES (Continued)

Other Matters (Continued)

ALLETE Clean Energy. ALLETE Clean Energy is party to PSAs that expire in various years between 2024 and 2039. As of June 30, 2024, ALLETE Clean Energy has $101.1 million outstanding in standby letters of credit and surety bonds, the majority of which are pledged as security under these PSAs.

Corporate and Other.

BNI Energy. As of June 30, 2024, BNI Energy had surety bonds outstanding of $82.4 million related to the reclamation liability for closing costs associated with its mine and mine facilities. Although its coal supply agreements obligate the customers to provide for the closing costs, additional assurance is required by federal and state regulations. BNI Energy's total reclamation liability is currently estimated at $82.1 million. BNI Energy does not believe it is likely that any of these outstanding surety bonds will be drawn upon.

Investment in Nobles 2. The Nobles 2 wind energy facility requires standby letters of credit as security for certain contractual obligations. As of June 30, 2024, ALLETE South Wind has $10.1 million outstanding in standby letters of credit, related to its portion of the security requirements relative to its ownership in Nobles 2.

South Shore Energy. As of June 30, 2024, South Shore Energy had $29.7 million outstanding in standby letters of credit pledged as security in connection with the development of NTEC.

Legal Proceedings.

We are involved in litigation arising in the normal course of business. Also in the normal course of business, we are involved in tax, regulatory and other governmental audits, inspections, investigations and other proceedings that involve state and federal taxes, safety, and compliance with regulations, rate base and cost of service issues, among other things. We do not expect the outcome of these matters to have a material effect on our financial position, results of operations or cash flows.

We have received a number of demand letters alleging that the disclosures contained in the preliminary proxy statement, as amended, and filed with the SEC in connection with a special meeting of shareholders to consider the Merger (Preliminary Proxy), were deficient and demanding that certain corrective disclosures be made. In addition, a complaint was filed on July 1, 2024, in the U.S. District Court for the Southern District of New York against ALLETE and its directors alleging violation of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934, disclosure deficiency in the Preliminary Proxy, and seeking to enjoin the transaction until certain disclosures are corrected. The complaint has not yet been served on any defendant. The Company believes that the demand letters and complaint are without merit.

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EARNINGS PER SHARE AND COMMON STOCK	6 Months Ended Jun. 30, 2024
Earnings Per Share [Abstract]	
EARNINGS PER SHARE AND COMMON STOCK	EARNINGS PER SHARE AND COMMON STOCK

We compute basic earnings per share using the weighted average number of shares of common stock outstanding during each period. The difference between basic and diluted earnings per share, if any, arises from non-vested restricted stock units and performance share awards granted under our Executive Long-Term Incentive Compensation Plan.

Reconciliation of Basic and Diluted Earnings Per Share	2024 Basic	2024 Dilutive Securities	2024 Diluted	2023 Basic	2023 Dilutive Securities	2023 Diluted
Millions Except Per Share Amounts						
Quarter ended June 30,						
Net Income Attributable to ALLETE	$33.0		$33.0	$51.5		$51.5
Average Common Shares	57.7	0.1	57.8	57.3	0.1	57.4
Earnings Per Share	$0.57		$0.57	$0.90		$0.90
Six Months Ended June 30,						
Net Income Attributable to ALLETE	$83.7		$83.7	$109.7		$109.7
Average Common Shares	57.7	—	57.7	57.3	0.1	57.4
Earnings Per Share	$1.45		$1.45	$1.91		$1.91

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INCOME TAX EXPENSE	6 Months Ended Jun. 30, 2024
Income Tax Disclosure [Abstract]	
INCOME TAX EXPENSE	INCOME TAX EXPENSE

	Quarter Ended June 30, 2024	Quarter Ended June 30, 2023	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023
Millions				
Current Income Tax Expense				
Federal *(a)*	$3.3	$3.0	$6.8	$8.6
State	3.2	3.2	6.6	5.4
Total Current Income Tax Expense	$6.5	$6.2	$13.4	$14.0
Deferred Income Tax Expense (Benefit)				
Federal *(b)*	$(5.0)	$(7.8)	$(10.0)	$(16.1)
State	0.1	1.3	2.5	3.4
Investment Tax Credit Amortization	(0.2)	(0.1)	(0.5)	(0.2)
Total Deferred Income Tax Benefit	$(5.1)	$(6.6)	$(8.0)	$(12.9)
Total Income Tax Expense (Benefit)	$1.4	$(0.4)	$5.4	$1.1

(a) For the six months ended June 30, 2024 and 2023, the federal current tax expense is partially offset by production tax credits.
(b) For the six months ended June 30, 2024 and 2023, the federal deferred income tax benefit is primarily due to production tax credits.

The Company's tax provision for interim periods is determined using an estimate of its annual effective tax rate, adjusted for discrete items arising in that quarter. In each quarter, the Company updates its estimate of the annual effective tax rate and if the estimated annual effective tax rate changes, the Company would make a cumulative adjustment in that quarter.

Reconciliation of Taxes from Federal Statutory Rate to Total Income Tax Expense	Quarter Ended June 30, 2024	Quarter Ended June 30, 2023	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023
Millions				
Income Before Income Taxes	$21.1	$40.3	$62.1	$79.4
Statutory Federal Income Tax Rate	21 %	21 %	21 %	21 %
Income Taxes Computed at Statutory Federal Rate	$4.4	$8.5	$13.0	$16.7
Increase (Decrease) in Income Tax Due to:				
State Income Taxes – Net of Federal Income Tax Benefit	2.5	3.6	7.1	7.0
Production Tax Credits *(a)*	(5.1)	(10.2)	(16.7)	(20.6)
Investment Tax Credits *(a)*	(0.9)	(1.4)	(1.2)	(3.6)
Regulatory Differences – Excess Deferred Tax	(2.2)	(2.4)	(5.7)	(5.2)
Non-Controlling Interest in Subsidiaries	2.4	2.1	5.2	5.9
AFUDC – Equity	(0.3)	—	(0.9)	—
Transaction Costs	3.3	—	3.3	—
Other	(2.7)	(0.6)	1.3	0.9
Total Income Tax Expense (Benefit)	$1.4	$(0.4)	$5.4	$1.1

(a) For the six months ended June 30, 2024 and 2023, the credits are presented net of any estimated discount on the sale of certain credits.

For the six months ended June 30, 2024, the effective tax rate was 8.7 percent (1.4 percent for the six months ended June 30, 2023). The effective tax rates for 2024 and 2023 were primarily impacted by production tax credits.

Uncertain Tax Positions. As of June 30, 2024, we had gross unrecognized tax benefits of $1.1 million ($1.1 million as of December 31, 2023). Of the total gross unrecognized tax benefits, $0.6 million represents the amount of unrecognized tax benefits included on the Consolidated Balance Sheet that, if recognized, would favorably impact the effective income tax rate. The unrecognized tax benefit amounts have been presented as an increase to the net deferred tax liability on the Consolidated Balance Sheet.

NOTE 8. INCOME TAX EXPENSE (Continued)

ALLETE and its subsidiaries file a consolidated federal income tax return as well as combined and separate state income tax returns in various jurisdictions. ALLETE is currently under examination by the state of Minnesota for the tax years 2020 through 2022. ALLETE has no open federal audits and is no longer subject to federal examination for years before 2021 or state examination for years before 2020. Additionally, the statute of limitations related to the federal tax credit carryforwards will remain open until those credits are utilized in subsequent returns.

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PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS	6 Months Ended Jun. 30, 2024
Retirement Benefits [Abstract]	
PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS	PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS

Components of Net Periodic Benefit Cost (Credit)	Pension		Other Postretirement	
	2024	2023	2024	2023
Millions				
Quarter Ended June 30,				
Service Cost	$1.7	$1.6	$0.4	$0.5
Non-Service Cost Components *(a)*				
Interest Cost	9.6	10.1	0.9	1.5
Expected Return on Plan Assets	(11.2)	(11.0)	(2.8)	(2.8)
Amortization of Prior Service Credits	—	—	(2.9)	(1.7)
Amortization of Net Loss (Gain)	1.6	1.5	(0.8)	(0.6)
Net Periodic Benefit Cost (Credit)	$1.7	$2.2	$(5.2)	$(3.1)
Six Months Ended June 30,				
Service Cost	$3.3	$3.2	$0.8	$1.1
Non-Service Cost Components *(a)*				
Interest Cost	19.3	20.2	1.9	3.0
Expected Return on Plan Assets	(22.4)	(21.9)	(5.6)	(5.6)
Amortization of Prior Service Credits	—	—	(5.8)	(3.5)
Amortization of Net Loss (Gain)	3.2	2.9	(1.6)	(1.1)
Net Periodic Benefit Cost (Credit)	$3.4	$4.4	$(10.3)	$(6.1)

(a) These components of net periodic benefit cost (credit) are included in the line item "Other" under Other Income (Expense) on the Consolidated Statement of Income.

Employer Contributions. For the six months ended June 30, 2024, we contributed $25.0 million in cash to the defined benefit pension plans ($6.5 million for the six months ended June 30, 2023); we do not expect to make additional contributions to our defined benefit pension plans in 2024. For the six months ended June 30, 2024, and 2023, we made no contributions to our other postretirement benefit plans; we do not expect to make any contributions to our other postretirement benefit plans in 2024.

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BUSINESS SEGMENTS — **6 Months Ended Jun. 30, 2024**

Segment Reporting [Abstract]

BUSINESS SEGMENTS

BUSINESS SEGMENTS

We present two reportable segments: Regulated Operations and ALLETE Clean Energy. We measure performance of our operations through budgeting and monitoring of contributions to consolidated net income by each business segment.

Regulated Operations includes three operating segments which consist of our regulated utilities, Minnesota Power and SWL&P, as well as our investment in ATC. ALLETE Clean Energy is our business focused on developing, acquiring and operating clean and renewable energy projects. We also present Corporate and Other which includes New Energy, a renewable energy development company, BNI Energy, our coal mining operations in North Dakota, ALLETE Properties, our legacy Florida real estate investment, along with our investment in Nobles 2, South Shore Energy, our non-rate regulated, Wisconsin subsidiary developing NTEC, other business development and corporate expenditures, unallocated interest expense, a small amount of non-rate base generation, land holdings in Minnesota, and earnings on cash and investments.

NOTE 10. BUSINESS SEGMENTS (Continued)

	Quarter Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Millions				
Operating Revenue				
Regulated Operations				
Residential	$37.1	$36.0	$88.6	$85.4
Commercial	43.8	44.0	93.5	91.7
Municipal	7.4	7.6	16.4	16.5
Industrial	146.8	140.2	306.3	285.1
Other Power Suppliers	30.4	36.3	70.4	72.2
Other	14.3	28.1	42.9	53.9
Total Regulated Operations	279.8	292.2	618.1	604.8
ALLETE Clean Energy				
Long-term PSA	14.5	13.2	32.3	31.6
Sale of Wind Energy Facilities	—	166.6	—	348.4
Other	1.2	1.3	2.5	2.6
Total ALLETE Clean Energy	15.7	181.1	34.8	382.6
Corporate and Other				
Long-term Contract	27.3	23.9	52.7	49.4
Sale of Renewable Development Projects	25.6	32.6	39.5	52.4
Other	6.1	3.6	12.7	9.1
Total Corporate and Other	59.0	60.1	104.9	110.9
Total Operating Revenue	$354.5	$533.4	$757.8	$1,098.3
Net Income (Loss) Attributable to ALLETE				
Regulated Operations	$33.7	$37.8	$77.9	$78.4
ALLETE Clean Energy	2.4	3.1	6.2	11.6
Corporate and Other	(3.1)	10.6	(0.4)	19.7
Total Net Income Attributable to ALLETE	$33.0	$51.5	$83.7	$109.7

	June 30, 2024	December 31, 2023
Millions		
Assets		
Regulated Operations	$4,404.2	$4,335.0
ALLETE Clean Energy	1,577.7	1,594.1
Corporate and Other	679.4	727.3
Total Assets	$6,661.3	$6,656.4

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AGREEMENT AND PLAN OF MERGER — **6 Months Ended Jun. 30, 2024**

Subsequent Events [Abstract]

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER

On May 5, 2024, ALLETE entered into the Merger Agreement. Pursuant to the Merger Agreement, on the terms and subject to the conditions set forth therein, Alloy Merger Sub will merge with and into ALLETE, with ALLETE continuing as the surviving corporation in the Merger and becoming a subsidiary of Alloy Parent.

On July 10, 2024, ALLETE filed a definitive proxy statement relating to the Merger Agreement and notice of a special meeting of the shareholders to be held on August 21, 2024, at which shareholders of ALLETE will be asked to consider and vote upon a proposal to approve and adopt the Merger Agreement, among other matters.

On July 19, 2024, the Company filed requests for approval of the Merger with the MPUC, PSCW and FERC. Approval of the Merger from these and other regulators is required for consummation of the Merger.

Subject to the terms and conditions set forth in the Merger Agreement, which has been unanimously approved by the board of directors of ALLETE, at the effective time of the Merger (Effective Time), each share of common stock, without par value, of ALLETE (ALLETE common stock) issued and outstanding immediately prior to the Effective Time (other than shares of ALLETE common stock held by any holder who properly exercises dissenters' rights under Minnesota law in respect of such shares and any shares of ALLETE common stock held by an affiliate of Alloy Parent) shall be converted into the right to receive $67.00 in cash, without interest (Merger Consideration). The aggregate equity value of the ALLETE common stock acquired by Parent will be approximately $3.9 billion as calculated as of May 5, 2024.

In addition, at the Effective Time, each restricted stock unit with respect to ALLETE common stock subject to time-based vesting that is outstanding immediately prior to the Effective Time (RSU) will be cancelled and converted into a contingent right to receive an amount in cash, without interest, equal to the Merger Consideration, payable (i) in the case of such right converted from unvested RSUs, upon the same vesting conditions as applied to the corresponding RSU or (ii) in the case of such right converted from vested RSUs, as soon as reasonably practicable following the closing date of the Merger (the Closing Date). Each performance share award with respect to ALLETE common stock that is outstanding and unvested immediately prior to the Effective Time will be cancelled and converted into a right to receive, without interest, the Merger Consideration multiplied by the number of shares of ALLETE common stock subject to the award, determined based on attainment of the greater of target and actual performance as of the last business day immediately preceding the Closing Date. A pro rata portion (based on the elapsed portion of the performance period at that time) of the converted performance share awards will be paid out as soon as reasonably practicable following the Closing Date, with the remainder of the award being subject to time-vesting for the remainder of the applicable performance period. Further, purchase rights accumulated during the offering period in effect under the Company's ESPP immediately prior to closing will be automatically exercised into shares of ALLETE common stock no later than five business days prior to the Closing Date, and the ESPP will be terminated as of immediately prior to the Closing Date.

Consummation of the Merger is subject to various closing conditions, including: (1) approval of the shareholders of ALLETE; (2) receipt of all required regulatory approvals without the imposition of a Burdensome Condition (as defined in the Merger Agreement); (3) absence of any law or order prohibiting the consummation of the Merger; (4) subject to materiality qualifiers, the accuracy of each party's representations and warranties; (5) each party's compliance in all material respects with its obligations and covenants under the Merger Agreement; and (6) the absence of a material adverse effect with respect to the Company. The Merger Agreement contains certain termination rights for ALLETE and Alloy Parent, which were described in a Current Report of Form 8-K filed by ALLETE on May 6, 2024. In the Merger Agreement, among other things, ALLETE has agreed, subject to certain exceptions, to, and to cause each of its subsidiaries to conduct its business in the ordinary course, consistent with past practice, from the date of the Merger Agreement until the Effective Time, and not to take certain actions prior to the closing of the Merger without the prior written consent of Alloy Parent (which consent shall not be unreasonably withheld, conditioned or delayed, except where ALLETE seeks Alloy Parent's consent to enter into a material new line of business or cease operations of an existing material line of business). The Merger Agreement also provides that ALLETE may request that Alloy Parent purchase up to a total of $300 million of preferred stock of ALLETE in the second half of 2025, subject to certain parameters. If Alloy Parent declines to purchase the preferred stock, ALLETE will have the right to issue ALLETE common stock up to certain limits.

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Pay vs Performance Disclosure - USD ($) — **3 Months Ended** — **6 Months Ended**

$ in Millions	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Pay vs Performance Disclosure				
Net Income (Loss) Attributable to ALLETE	$ 33.0	$ 51.5	$ 83.7	$ 109.7

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Insider Trading Arrangements	3 Months Ended Jun. 30, 2024
Trading Arrangements, by Individual	
Rule 10b5-1 Arrangement Adopted	false
Non-Rule 10b5-1 Arrangement Adopted	false
Rule 10b5-1 Arrangement Terminated	false
Non-Rule 10b5-1 Arrangement Terminated	false

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OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES (Policies)	6 Months Ended Jun. 30, 2024
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
Subsequent Events	**Subsequent Events.** The Company performed an evaluation of subsequent events for potential recognition and disclosure through the date of the financial statements issuance.
Cash, Cash Equivalents and Restricted Cash	**Cash, Cash Equivalents and Restricted Cash.** We consider all investments purchased with original maturities of three months or less to be cash equivalents. As of June 30, 2024, restricted cash amounts included in Prepayments and Other on the Consolidated Balance Sheet include collateral deposits required under an ALLETE Clean Energy loan. The restricted cash amounts included in Other Non-Current Assets represent collateral deposits required under an ALLETE Clean Energy loan agreement as well as PSAs.
Inventories – Net	**Inventories – Net.** Inventories are stated at the lower of cost or net realizable value. Inventories in our Regulated Operations segment are carried at an average cost or first-in, first-out basis. Inventories in our ALLETE Clean Energy segment and Corporate and Other businesses are carried at an average cost, first-in, first-out or specific identification basis.
New Accounting Pronouncements and Disclosure Rules.	**New Accounting Pronouncements and Disclosure Rules.** See Note 1. Operations and Significant Accounting Policies to the Consolidated Financial Statements in our 2023 Form 10-K, with additional disclosure provided in the following paragraphs. *SEC Climate-related Disclosures Rule.* On March 6, 2024, the SEC issued the final rules regarding the enhancement and standardization of climate-related disclosures for investors (Rule). The Rule requires registrants to provide certain climate-related information in their annual reports and registration statements. These requirements include disclosing climate-related risks that materially affect or are reasonably likely to materially affect a registrant's business strategy, results of operations, or financial condition as well as certain disclosures related to greenhouse-gas emissions, and the effects of severe weather events and other natural conditions. The Rule provides that the disclosure requirements will begin phasing in for annual periods beginning in 2025. The Company is evaluating the final rule to determine its impact on the Company's disclosures. The Rule is currently being challenged before the U.S. Court of Appeals for the Eighth Circuit, and the SEC issued a voluntary stay of the Rule on April 4, 2024, pending judicial review. There are no other new accounting pronouncements or rules that we anticipate having a material effect on the presentation of ALLETE's consolidated financial statements.
Regulatory Assets and Liabilities	**Regulatory Assets and Liabilities.** Our regulated utility operations are subject to accounting standards for the effects of certain types of regulation. Regulatory assets represent incurred costs that have been deferred as they are probable for recovery in customer rates. Regulatory liabilities represent obligations to make refunds to customers and amounts collected in rates for which the related costs have not yet been incurred. The Company assesses quarterly whether regulatory assets and liabilities meet the criteria for probability of future recovery or deferral. The recovery, refund or credit to rates for these regulatory assets and liabilities will occur over the periods either specified by the applicable regulatory authority or over the corresponding period related to the asset or liability. **NOTE 2. REGULATORY MATTERS (Continued)**
Investment in ATC	**Investment in ATC**. Our wholly-owned subsidiary, ALLETE Transmission Holdings, owns approximately 8 percent of ATC, a Wisconsin-based utility that owns and maintains electric transmission assets in portions of Wisconsin, Michigan, Minnesota and Illinois.
Fair Value	FAIR VALUEFair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). We utilize market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated or generally unobservable. We primarily apply the market approach for recurring fair value measurements and endeavor to utilize the best available information. Accordingly, we utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. These inputs, which are used to measure fair value, are prioritized through the fair value hierarchy. Each asset and liability is classified based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement requires judgment, which may affect the valuation of these assets and liabilities and their placement within the fair value hierarchy levels.Non-financial assets such as equity method investments, land inventory, and property, plant and equipment are measured at fair value when there is an indicator of impairment and recorded at fair value only when an impairment is recognized.
Power Purchase and Sale Agreements	**Power Purchase and Sale Agreements.** Our long-term PPAs have been evaluated under the accounting guidance for variable interest entities. We have determined that either we have no variable interest in the PPAs or, where we do have variable interests, we are not the primary beneficiary; therefore, consolidation is not required. These conclusions are based on the fact that we do not have both control over activities that are most significant to the entity and an obligation to absorb losses or receive benefits from the entity's performance. Our financial exposure relating to these PPAs is limited to our capacity and energy payments.
Environmental Matters	We review environmental matters on a quarterly basis. Accruals for environmental matters are recorded when it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated based on current law and existing technologies. Accruals are adjusted as assessment and remediation efforts progress, or as additional technical or legal information becomes available. Accruals for environmental liabilities are included in the Consolidated Balance Sheet at undiscounted amounts and exclude claims for recoveries from insurance or other third parties. Costs related to environmental contamination treatment and cleanup are expensed unless recoverable in rates from customers.
Earnings Per Share and Common Stock	EARNINGS PER SHARE AND COMMON STOCKWe compute basic earnings per share using the weighted average number of shares of common stock outstanding during each period. The difference between basic and diluted earnings per share, if any, arises from non-vested restricted stock units and performance share awards granted under our Executive Long-Term Incentive Compensation Plan.
Income Tax Expense	The Company's tax provision for interim periods is determined using an estimate of its annual effective tax rate, adjusted for discrete items arising in that quarter. In each quarter, the Company updates its estimate of the annual effective tax rate and if the estimated annual effective tax rate changes, the Company would make a cumulative adjustment in that quarter.
Uncertain Tax Positions	The unrecognized tax benefit amounts have been presented as an increase to the net deferred tax liability on the Consolidated Balance Sheet.
Business Segments	BUSINESS SEGMENTSWe present two reportable segments: Regulated Operations and ALLETE Clean Energy. We measure performance of our operations through budgeting and monitoring of contributions to consolidated net income by each business segment.

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OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES (Tables)	6 Months Ended Jun. 30, 2024
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
Schedule of Cash and Cash Equivalents	The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the Consolidated Balance Sheet that aggregate to the amounts presented in the Consolidated Statement of Cash Flows.

Cash, Cash Equivalents and Restricted Cash	June 30, 2024	December 31, 2023	June 30, 2023	December 31, 2022
Millions				
Cash and Cash Equivalents	$37.5	$71.9	$47.9	$36.4
Restricted Cash included in Prepayments and Other	3.8	5.1	0.8	1.5
Restricted Cash included in Other Non-Current Assets	2.4	2.4	2.4	2.3
Cash, Cash Equivalents and Restricted Cash on the Consolidated Statement of Cash Flows	$43.7	$79.4	$51.1	$40.2

Restrictions on Cash and Cash Equivalents	The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the Consolidated Balance Sheet that aggregate to the amounts presented in the Consolidated Statement of Cash Flows.

Cash, Cash Equivalents and Restricted Cash	June 30, 2024	December 31, 2023	June 30, 2023	December 31, 2022
Millions				
Cash and Cash Equivalents	$37.5	$71.9	$47.9	$36.4
Restricted Cash included in Prepayments and Other	3.8	5.1	0.8	1.5
Restricted Cash included in Other Non-Current Assets	2.4	2.4	2.4	2.3
Cash, Cash Equivalents and Restricted Cash on the Consolidated Statement of Cash Flows	$43.7	$79.4	$51.1	$40.2

Schedule of Inventories – Net	Inventories in our ALLETE Clean Energy segment and Corporate and Other businesses are carried at an average cost, first-in, first-out or specific identification basis.

Inventories – Net	June 30, 2024	December 31, 2023
Millions		
Fuel *(a)*	$25.8	$27.2
Materials and Supplies	117.4	115.7
Renewable Energy Facilities Under Development *(b)*	41.1	32.5
Total Inventories – Net	$184.3	$175.4

(a) Fuel consists primarily of coal inventory at Minnesota Power.

(b) Renewable Energy Facilities Under Development as of June 30, 2024, consists primarily of project costs related to renewable energy development projects at New Energy.

Schedule of Other Non-Current Assets	

Other Non-Current Assets Millions	June 30, 2024	December 31, 2023
Other Postretirement Benefit Plans	$102.9	$106.3
Contract Assets *(a)*	17.2	18.5
Operating Lease Right-of-use Assets	11.6	10.7
ALLETE Properties	10.5	10.8
Restricted Cash	2.4	2.4
Finance Lease Right-of-use Assets	2.0	2.1
Other	116.9	112.1
Total Other Non-Current Assets	$263.5	$262.9

(a) Contract Assets consist of payments made to customers as an incentive to execute or extend service agreements. The payments are being amortized over the term of the respective agreements as a reduction to revenue.

Schedule of Other Current Liabilities

Other Current Liabilities Millions	June 30, 2024	December 31, 2023
Provision for Interim Rate Refund	$11.0	—
PSAs	5.9	$6.0
Customer Deposits	5.9	7.4
Operating Lease Liabilities	3.4	3.0
Finance Lease Liabilities	0.4	0.4
Other	65.9	75.1
Total Other Current Liabilities	$92.5	$91.9

Schedule of Other Non-Current Liabilities

Other Non-Current Liabilities Millions	June 30, 2024	December 31, 2023
Asset Retirement Obligation *(a)(b)*	$250.8	$202.9
PSAs	18.0	20.9
Operating Lease Liabilities	8.3	7.7
Finance Lease Liabilities	1.4	1.6
Other	32.0	31.2
Total Other Non-Current Liabilities	$310.5	$264.3

(a) The asset retirement obligation is primarily related to our Regulated Operations and is funded through customer rates over the life of the related assets. Additionally, BNI Energy funds its obligation through its cost-plus coal supply agreements for which BNI Energy has recorded a receivable of $37.2 million in Other Non-Current Assets on the Consolidated Balance Sheet as of June 30, 2024 ($37.2 million as of December 31, 2023).

(b) The increase in Asset Retirement Obligation in 2024 reflects the impact of estimated compliance costs related to the EPA's CCR Legacy Impoundment Rule finalized in May 2024. (See Note 6. Commitments, Guarantees and Contingencies.)

Schedule of Other Income

Other Income Millions	Quarter Ended June 30, 2024	Quarter Ended June 30, 2023	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023
Pension and Other Postretirement Benefit Plan Non-Service Credits *(a)*	$3.7	$1.7	$8.0	$3.7
Interest and Investment Income	0.8	1.0	2.7	2.1
AFUDC - Equity	1.3	0.9	2.5	1.4
Other	0.1	(1.1)	1.3	(0.6)
Total Other Income	$5.9	$2.5	$14.5	$6.6

(a) These are components of net periodic pension and other postretirement benefit cost other than service cost. (See Note 9. Pension and Other Postretirement Benefit Plans.)

Schedule of Supplemental Statement of Cash Flows Information

Supplemental Statement of Cash Flows Information Millions	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023
Cash Paid for Interest – Net of Amounts Capitalized	$36.8	$39.1
Cash Paid for Income Taxes – Net	$5.7	$8.1
Noncash Investing and Financing Activities		
Increase (Decrease) in Accounts Payable for Capital Additions to Property, Plant and Equipment	$5.8	$(5.0)
Capitalized Asset Retirement Costs *(a)*	$50.0	$2.4
AFUDC–Equity	$2.5	$1.4

(a) Capitalized asset retirement costs in 2024 reflect the impact of estimated compliance costs related to the EPA's CCR Legacy Impoundment Rule finalized in May 2024. (See Note 6. Commitments, Guarantees and Contingencies.)

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REGULATORY MATTERS (Tables)

6 Months Ended
Jun. 30, 2024

Regulated Operations [Abstract]

Schedule of Regulatory Assets and Liabilities

The recovery, refund or credit to rates for these regulatory assets and liabilities will occur over the periods either specified by the applicable regulatory authority or over the corresponding period related to the asset or liability.

NOTE 2. REGULATORY MATTERS (Continued)

Regulatory Assets and Liabilities Millions	June 30, 2024	December 31, 2023
Current Regulatory Assets *(a)*		
Fuel Adjustment Clause	$5.4	$8.7
Other	0.6	0.6
Total Current Regulatory Assets	$6.0	$9.3
Non-Current Regulatory Assets		
Defined Benefit Pension and Other Postretirement Plans	$215.9	$218.6
Income Taxes	83.3	88.1
Asset Retirement Obligations	38.9	37.7
Cost Recovery Riders	19.8	33.8
Taconite Harbor	15.8	20.9
Manufactured Gas Plant	13.1	13.2
PPACA Income Tax Deferral	3.8	3.9
Fuel Adjustment Clause	0.7	5.0
Other	3.4	4.2
Total Non-Current Regulatory Assets	$394.7	$425.4
Current Regulatory Liabilities *(b)*		
Fuel Adjustment Clause	$12.9	—
Provision for Interim Rate Refund	11.0	—
Transmission Formula Rates Refund	0.4	$1.5
Other	1.0	2.4
Total Current Regulatory Liabilities	$25.3	$3.9
Non-Current Regulatory Liabilities		
Income Taxes	$297.3	$310.0
Wholesale and Retail Contra AFUDC	76.6	78.0
Plant Removal Obligations	71.3	67.0
Non-Jurisdictional Land Sales	43.2	30.2
Defined Benefit Pension and Other Postretirement Benefit Plans	42.3	48.6
Investment Tax Credits	13.4	13.6
Fuel Adjustment Clause	3.4	15.5
Boswell Units 1 and 2 Net Plant and Equipment	6.7	6.7
Other	6.8	4.4
Total Non-Current Regulatory Liabilities	$561.0	$574.0

(a) Current regulatory assets are presented within Prepayments and Other on the Consolidated Balance Sheet.
(b) Current regulatory liabilities are presented within Other Current Liabilities on the Consolidated Balance Sheet.

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EQUITY INVESTMENTS (Tables)

6 Months Ended
Jun. 30, 2024

Equity Method Investments and Joint Ventures [Abstract]

Schedule of Equity Method Investments

We account for our investment in ATC under the equity method of accounting.

ALLETE's Investment in ATC Millions	
Equity Investment Balance as of December 31, 2023	$179.7
Cash Investments	3.9
Equity in ATC Earnings	11.7
Distributed ATC Earnings	(9.2)
Amortization of the Remeasurement of Deferred Income Taxes	0.6
Equity Investment Balance as of June 30, 2024	$186.7

We account for our investment in Nobles 2 under the equity method of accounting.

ALLETE's Investment in Nobles 2	
Millions	
Equity Investment Balance as of December 31, 2023	$151.5
Equity in Nobles 2 Earnings *(a)*	(0.3)
Distributed Nobles 2 Earnings	(1.9)
Equity Investment Balance as of June 30, 2024	$149.3

(a) The Company also recorded earnings from net loss attributable to non-controlling interest of $6.4 million related to its investment in Nobles 2.

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FAIR VALUE (Tables)

6 Months Ended
Jun. 30, 2024

Fair Value Disclosures [Abstract]

Schedule of Recurring Fair Value Measures

The estimated fair value of Cash and Cash Equivalents on the Consolidated Balance Sheet approximates the carrying amount and therefore is excluded from the recurring fair value measures in the following tables.

NOTE 4. FAIR VALUE (Continued)

	Fair Value as of June 30, 2024			
Recurring Fair Value Measures	**Level 1**	**Level 2**	**Level 3**	**Total**
Millions				
Assets				
Investments *(a)*				
Available-for-sale – Equity Securities	$8.8	—	—	$8.8
Available-for-sale – Corporate and Governmental Debt Securities *(b)*	—	$6.5	—	6.5
Cash Equivalents	6.9	—	—	6.9
Total Fair Value of Assets	$15.7	$6.5	—	$22.2
Liabilities				
Deferred Compensation *(c)*	—	$19.5	—	$19.5
Total Fair Value of Liabilities	—	$19.5	—	$19.5

	Fair Value as of December 31, 2023			
Recurring Fair Value Measures	**Level 1**	**Level 2**	**Level 3**	**Total**
Millions				
Assets				
Investments *(a)*				
Available-for-sale – Equity Securities	$8.7	—	—	$8.7
Available-for-sale – Corporate and Governmental Debt Securities	—	$6.0	—	6.0
Cash Equivalents	5.8	—	—	5.8
Total Fair Value of Assets	$14.5	$6.0	—	$20.5
Liabilities				
Deferred Compensation *(c)*	—	$16.5	—	$16.5
Total Fair Value of Liabilities	—	$16.5	—	$16.5

(a) Included in Other Non-Current Assets on the Consolidated Balance Sheet.
(b) As of June 30, 2024, the aggregate amount of available-for-sale corporate and governmental debt securities maturing in one year or less was $2.0 million, in one year to less than three years was $2.7 million, in three years to less than five years was $1.3 million and in five or more years was $0.5 million.
(c) Included in Other Non-Current Liabilities on the Consolidated Balance Sheet.

Schedule of Fair Value of Financial Instruments

The fair value of the item listed in the following table was based on quoted market prices for the same or similar instruments (Level 2).

Financial Instruments	Carrying Amount	Fair Value
Millions		
Short-Term and Long-Term Debt *(a)*		
June 30, 2024	$1,796.4	$1,632.4
December 31, 2023	$1,799.4	$1,670.6

(a) Excludes unamortized debt issuance costs.

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SHORT-TERM AND LONG-TERM DEBT (Tables)

6 Months Ended
Jun. 30, 2024

Debt Disclosure [Abstract]

Schedule of Short-Term and Long-Term Debt

The following tables present the Company's short-term and long-term debt as of June 30, 2024, and December 31, 2023:

June 30, 2024	Principal	Unamortized Debt Issuance Costs	Total
Millions			
Short-Term Debt	$42.1	—	$42.1
Long-Term Debt	1,754.3	$(8.3)	1,746.0
Total Debt	$1,796.4	$(8.3)	$1,788.1

December 31, 2023	Principal	Unamortized Debt Issuance Costs	Total
Millions			
Short-Term Debt	$111.5	$(0.1)	$111.4
Long-Term Debt	1,687.9	(8.0)	1,679.9
Total Debt	$1,799.4	$(8.1)	$1,791.3

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EARNINGS PER SHARE AND COMMON STOCK (Tables)

6 Months Ended
Jun. 30, 2024

Earnings Per Share [Abstract]

Schedule of Reconciliation of Basic and Diluted Earnings Per Share

The difference between basic and diluted earnings per share, if any, arises from non-vested restricted stock units and performance share awards granted under our Executive Long-Term Incentive Compensation Plan.

	2024			2023		
Reconciliation of Basic and Diluted Earnings Per Share	**Basic**	**Dilutive Securities**	**Diluted**	**Basic**	**Dilutive Securities**	**Diluted**
Millions Except Per Share Amounts						
Quarter ended June 30,						
Net Income Attributable to ALLETE	$33.0		$33.0	$51.5		$51.5
Average Common Shares	57.7	0.1	57.8	57.3	0.1	57.4
Earnings Per Share	$0.57		$0.57	$0.90		$0.90
Six Months Ended June 30,						
Net Income Attributable to ALLETE	$83.7		$83.7	$109.7		$109.7
Average Common Shares	57.7	—	57.7	57.3	0.1	57.4
Earnings Per Share	$1.45		$1.45	$1.91		$1.91

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INCOME TAX EXPENSE (Tables)

6 Months Ended
Jun. 30, 2024

Income Tax Disclosure [Abstract]

Schedule of Income Tax Expense

	Quarter Ended June 30,		Six Months Ended June 30,	
	2024	**2023**	**2024**	**2023**
Millions				
Current Income Tax Expense				
Federal *(a)*	$3.3	$3.0	$6.8	$8.6
State	3.2	3.2	6.6	5.4
Total Current Income Tax Expense	$6.5	$6.2	$13.4	$14.0
Deferred Income Tax Expense (Benefit)				
Federal *(b)*	$(5.0)	$(7.8)	$(10.0)	$(16.1)
State	0.1	1.3	2.5	3.4
Investment Tax Credit Amortization	(0.2)	(0.1)	(0.5)	(0.2)
Total Deferred Income Tax Benefit	$(5.1)	$(6.6)	$(8.0)	$(12.9)
Total Income Tax Expense (Benefit)	$1.4	$(0.4)	$5.4	$1.1

(a) For the six months ended June 30, 2024 and 2023, the federal current tax expense is partially offset by production tax credits.
(b) For the six months ended June 30, 2024 and 2023, the federal deferred income tax benefit is primarily due to production tax credits.

Schedule of Reconciliation of Taxes from Federal Statutory Rate to Total Income Tax Expense

In each quarter, the Company updates its estimate of the annual effective tax rate and if the estimated annual effective tax rate changes, the Company would make a cumulative adjustment in that quarter.

Reconciliation of Taxes from Federal Statutory Rate to Total Income Tax Expense	Quarter Ended June 30, 2024	Quarter Ended June 30, 2023	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023
Millions				
Income Before Income Taxes	$21.1	$40.3	$62.1	$79.4
Statutory Federal Income Tax Rate	21 %	21 %	21 %	21 %
Income Taxes Computed at Statutory Federal Rate	$4.4	$8.5	$13.0	$16.7
Increase (Decrease) in Income Tax Due to:				
State Income Taxes – Net of Federal Income Tax Benefit	2.5	3.6	7.1	7.0
Production Tax Credits *(a)*	(5.1)	(10.2)	(16.7)	(20.6)
Investment Tax Credits *(a)*	(0.9)	(1.4)	(1.2)	(3.6)
Regulatory Differences – Excess Deferred Tax	(2.2)	(2.4)	(5.7)	(5.2)
Non-Controlling Interest in Subsidiaries	2.4	2.1	5.2	5.9
AFUDC – Equity	(0.3)	—	(0.9)	—
Transaction Costs	3.3	—	3.3	—
Other	(2.7)	(0.6)	1.3	0.9
Total Income Tax Expense (Benefit)	$1.4	$(0.4)	$5.4	$1.1

*(a)*For the six months ended June 30, 2024 and 2023, the credits are presented net of any estimated discount on the sale of certain credits.

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PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS (Tables)

6 Months Ended

Jun. 30, 2024

Retirement Benefits [Abstract]

Schedule of Components in Net Periodic Benefit Cost (Credit)

Components of Net Periodic Benefit Cost (Credit)	Pension 2024	Pension 2023	Other Postretirement 2024	Other Postretirement 2023
Millions				
Quarter Ended June 30,				
Service Cost	$1.7	$1.6	$0.4	$0.5
Non-Service Cost Components *(a)*				
Interest Cost	9.6	10.1	0.9	1.5
Expected Return on Plan Assets	(11.2)	(11.0)	(2.8)	(2.8)
Amortization of Prior Service Credits	—	—	(2.9)	(1.7)
Amortization of Net Loss (Gain)	1.6	1.5	(0.8)	(0.6)
Net Periodic Benefit Cost (Credit)	$1.7	$2.2	$(5.2)	$(3.1)
Six Months Ended June 30,				
Service Cost	$3.3	$3.2	$0.8	$1.1
Non-Service Cost Components *(a)*				
Interest Cost	19.3	20.2	1.9	3.0
Expected Return on Plan Assets	(22.4)	(21.9)	(5.6)	(5.6)
Amortization of Prior Service Credits	—	—	(5.8)	(3.5)
Amortization of Net Loss (Gain)	3.2	2.9	(1.6)	(1.1)
Net Periodic Benefit Cost (Credit)	$3.4	$4.4	$(10.3)	$(6.1)

*(a)*These components of net periodic benefit cost (credit) are included in the line item "Other" under Other Income (Expense) on the Consolidated Statement of Income.

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BUSINESS SEGMENTS (Tables)

6 Months Ended

Jun. 30, 2024

Segment Reporting [Abstract]

Schedule of Business Segments

We also present Corporate and Other which includes New Energy, a renewable energy development company, BNI Energy, our coal mining operations in North Dakota, ALLETE Properties, our legacy Florida real estate investment, along with our investment in Nobles 2, South Shore Energy, our non-rate regulated, Wisconsin subsidiary developing NTEC, other business development and corporate expenditures, unallocated interest expense, a small amount of non-rate base generation, land holdings in Minnesota, and earnings on cash and investments.

NOTE 10. BUSINESS SEGMENTS (Continued)

	Quarter Ended June 30, 2024	Quarter Ended June 30, 2023	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023
Millions				
Operating Revenue				
Regulated Operations				
Residential	$37.1	$36.0	$88.6	$85.4
Commercial	43.8	44.0	93.5	91.7
Municipal	7.4	7.6	16.4	16.5
Industrial	146.8	140.2	306.3	285.1
Other Power Suppliers	30.4	36.3	70.4	72.2
Other	14.3	28.1	42.9	53.9
Total Regulated Operations	279.8	292.2	618.1	604.8
ALLETE Clean Energy				
Long-term PSA	14.5	13.2	32.3	31.6
Sale of Wind Energy Facilities	—	166.6	—	348.4
Other	1.2	1.3	2.5	2.6
Total ALLETE Clean Energy	15.7	181.1	34.8	382.6
Corporate and Other				
Long-term Contract	27.3	23.9	52.7	49.4
Sale of Renewable Development Projects	25.6	32.6	39.5	52.4
Other	6.1	3.6	12.7	9.1
Total Corporate and Other	59.0	60.1	104.9	110.9
Total Operating Revenue	$354.5	$533.4	$757.8	$1,098.3
Net Income (Loss) Attributable to ALLETE				
Regulated Operations	$33.7	$37.8	$77.9	$78.4
ALLETE Clean Energy	2.4	3.1	6.2	11.6
Corporate and Other	(3.1)	10.6	(0.4)	19.7
Total Net Income Attributable to ALLETE	$33.0	$51.5	$83.7	$109.7

	June 30, 2024	December 31, 2023
Millions		
Assets		
Regulated Operations	$4,404.2	$4,335.0
ALLETE Clean Energy	1,577.7	1,594.1
Corporate and Other	679.4	727.3
Total Assets	$6,661.3	$6,656.4

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OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES- Cash, Cash Equivalents and Restricted Cash (Details) - USD ($) $ in Millions

	Jun. 30, 2024	Dec. 31, 2023	Jun. 30, 2023	Dec. 31, 2022
Cash, Cash Equivalents and Restricted Cash				
Cash and Cash Equivalents	$ 37.5	$ 71.9	$ 47.9	$ 36.4
Restricted Cash included in Prepayments and Other	3.8	5.1	0.8	1.5
Restricted Cash included in Other Non-Current Assets	2.4	2.4	2.4	2.3
Cash, Cash Equivalents and Restricted Cash on the Consolidated Statement of Cash Flows	$ 43.7	$ 79.4	$ 51.1	$ 40.2

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OPERATIONS AND SIGNIFICANT ACCOUNTING

POLICIES - Inventories (Details) - USD ($) $ in Millions	Jun. 30, 2024	Dec. 31, 2023
Organization, Consolidation and Presentation of Financial Statements [Abstract]		
Fuel	$ 25.8	$ 27.2
Materials and Supplies	117.4	115.7
Renewable Energy Facilities Under Development	41.1	32.5
Inventories – Net	$ 184.3	$ 175.4

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OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES - Narrative (Details) - USD ($)	3 Months Ended	6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2024	Dec. 31, 2023
Organization, Consolidation and Presentation of Financial Statements [Abstract]			
Goodwill	$ 154,900,000	$ 154,900,000	$ 154,900,000
Goodwill change	$ 0	$ 0	

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OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES - Other Non-Current Assets (Details) - USD ($) $ in Millions	Jun. 30, 2024	Dec. 31, 2023	Jun. 30, 2023	Dec. 31, 2022
Organization, Consolidation and Presentation of Financial Statements [Abstract]				
Other Postretirement Benefit Plans	$ 102.9	$ 106.3		
Contract Assets	17.2	18.5		
Operating Lease Right-of-use Assets	11.6	10.7		
ALLETE Properties	10.5	10.8		
Restricted Cash	2.4	2.4	$ 2.4	$ 2.3
Finance Lease Right-of-use Assets	2.0	2.1		
Other	116.9	112.1		
Total Other Non-Current Assets	$ 263.5	$ 262.9		

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OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES - Other Current Liabilities (Details) - USD ($) $ in Millions	Jun. 30, 2024	Dec. 31, 2023
Organization, Consolidation and Presentation of Financial Statements [Abstract]		
Provision for Interim Rate Refund	$ 11.0	$ 0.0
PSAs	5.9	6.0
Customer Deposits	5.9	7.4
Operating Lease Liabilities	3.4	3.0
Finance Lease Liabilities	0.4	0.4
Other	65.9	75.1
Total Other Current Liabilities	$ 92.5	$ 91.9

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OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES - Other Non-Current Liabilities (Details) - USD ($) $ in Millions	Jun. 30, 2024	Dec. 31, 2023
Business Segments [Line Items]		
Asset Retirement Obligation	$ 250.8	$ 202.9
PSAs	18.0	20.9
Operating Lease Liabilities	8.3	7.7
Finance Lease Liabilities	1.4	1.6
Other	32.0	31.2
Total Other Non-Current Liabilities	310.5	264.3
BNI Energy		
Business Segments [Line Items]		
Other Receivables	$ 37.2	$ 37.2

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OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES - Other Income (Details) - USD ($) $ in Millions	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Other Income				
Total Other Income	$ 5.9	$ 2.5	$ 14.5	$ 6.6
Pension and Other Postretirement Benefit Plan Non-Service Credits				
Other Income				
Total Other Income	3.7	1.7	8.0	3.7
Interest and Investment Income				
Other Income				
Total Other Income	0.8	1.0	2.7	2.1
AFUDC - Equity				
Other Income				
Total Other Income	1.3	0.9	2.5	1.4
Other				
Other Income				
Total Other Income	$ 0.1	$ (1.1)	$ 1.3	$ (0.6)

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OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES - Supplemental Statement of Cash Flows Information (Details) - USD ($) $ in Millions	6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023
Organization, Consolidation and Presentation of Financial Statements [Abstract]		

Cash Paid for Interest – Net of Amounts Capitalized	$ 36.8	$ 39.1
Cash Paid for Income Taxes – Net	5.7	8.1
Noncash Investing and Financing Activities		
Increase (Decrease) in Accounts Payable for Capital Additions to Property, Plant and Equipment	5.8	(5.0)
Capitalized Asset Retirement Costs (a)	50.0	2.4
AFUDC–Equity	$ 2.5	$ 1.4

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REGULATORY MATTERS - Electric Rates (Details) - USD ($) $ in Thousands	May 03, 2024	Apr. 01, 2024	Mar. 29, 2024	Dec. 19, 2023	Nov. 01, 2023	3 Months Ended Sep. 30, 2023	6 Months Ended Jun. 30, 2024	Jun. 30, 2023	Dec. 31, 2023
Regulatory Matters [Line Items]									
Regulatory Assets							$ 394,700		$ 425,400
ECO Annual Filing Member | MPUC | Minnesota Power									
Regulatory Matters [Line Items]									
Revenue from cost recovery riders and other regulatory programs		$ 2,200				$ 2,200			
Electric Rates | Fuel Adjustment Clause 2023 | MPUC | Minnesota Power									
Regulatory Matters [Line Items]									
Regulatory Assets							13,000		$ 13,000
Retail Customers | Electric Rates | Current Cost Recovery Rider | MPUC | Minnesota Power									
Regulatory Matters [Line Items]									
Revenue from cost recovery riders and other regulatory programs							13,300	$ 31,500	
Retail Customers | Electric Rates | 2024 Minnesota General Rate Case | MPUC | Minnesota Power									
Regulatory Matters [Line Items]									
Requested rate increase percent					12.00%				
Requested return on equity	9.78%				10.30%				
Requested equity capital structure					53.00%				
Annual additional revenue generated from requested final rate increase	$ 33,970				$ 89,000				
Approved rate increase				$ 64,000					
Regulatory liabilities							$ 11,000		
Retail Customers | Electric Rates | 2024 Wisconsin General Rate Case | PSCW | SWL&P									
Regulatory Matters [Line Items]									
Requested rate increase percent			5.90%						
Requested return on equity			10.00%						
Requested equity capital structure			55.00%						
Annual additional revenue generated from requested final rate increase			$ 7,300						

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REGULATORY MATTERS - Regulatory Assets and Liabilities (Details) - USD ($) $ in Millions	Jun. 30, 2024	Dec. 31, 2023
Regulatory Assets and Liabilities [Line Items]		
Total Current Regulatory Assets	$ 6.0	$ 9.3
Total Non-Current Regulatory Assets	394.7	425.4
Total Current Regulatory Liabilities	25.3	3.9
Total Non-Current Regulatory Liabilities	561.0	574.0
Income Taxes		
Regulatory Assets and Liabilities [Line Items]		
Total Non-Current Regulatory Liabilities	297.3	310.0
Wholesale and Retail Contra AFUDC		
Regulatory Assets and Liabilities [Line Items]		
Total Non-Current Regulatory Liabilities	76.6	78.0
Plant Removal Obligations		
Regulatory Assets and Liabilities [Line Items]		
Total Non-Current Regulatory Liabilities	71.3	67.0
Non-Jurisdictional Land Sales		
Regulatory Assets and Liabilities [Line Items]		
Total Non-Current Regulatory Liabilities	43.2	30.2
Defined Benefit Pension and Other Postretirement Benefit Plans		
Regulatory Assets and Liabilities [Line Items]		
Total Non-Current Regulatory Liabilities	42.3	48.6
Investment Tax Credits		
Regulatory Assets and Liabilities [Line Items]		
Total Non-Current Regulatory Liabilities	13.4	13.6
Fuel Adjustment Clause		
Regulatory Assets and Liabilities [Line Items]		
Total Current Regulatory Liabilities	12.9	0.0
Total Non-Current Regulatory Liabilities	3.4	15.5
Provision for Interim Rate Refund		
Regulatory Assets and Liabilities [Line Items]		
Total Current Regulatory Liabilities	11.0	0.0
Transmission Formula Rates Refund		
Regulatory Assets and Liabilities [Line Items]		
Total Current Regulatory Liabilities	0.4	1.5
Boswell Units 1 and 2 Net Plant and Equipment		
Regulatory Assets and Liabilities [Line Items]		
Total Non-Current Regulatory Liabilities	6.7	6.7
Other		
Regulatory Assets and Liabilities [Line Items]		
Total Current Regulatory Liabilities	1.0	2.4
Total Non-Current Regulatory Liabilities	6.8	4.4
Defined Benefit Pension and Other Postretirement Benefit Plans		
Regulatory Assets and Liabilities [Line Items]		
Total Non-Current Regulatory Assets	215.9	218.6
Income Taxes		
Regulatory Assets and Liabilities [Line Items]		
Total Non-Current Regulatory Assets	83.3	88.1
Asset Retirement Obligations		
Regulatory Assets and Liabilities [Line Items]		
Total Non-Current Regulatory Assets	38.9	37.7
Cost Recovery Riders		
Regulatory Assets and Liabilities [Line Items]		
Total Non-Current Regulatory Assets	19.8	33.8

Taconite Harbor		
Regulatory Assets and Liabilities [Line Items]		
Total Non-Current Regulatory Assets	15.8	20.9
Manufactured Gas Plant		
Regulatory Assets and Liabilities [Line Items]		
Total Non-Current Regulatory Assets	13.1	13.2
PPACA Income Tax Deferral		
Regulatory Assets and Liabilities [Line Items]		
Total Non-Current Regulatory Assets	3.8	3.9
Fuel Adjustment Clause		
Regulatory Assets and Liabilities [Line Items]		
Total Current Regulatory Assets	5.4	8.7
Total Non-Current Regulatory Assets	0.7	5.0
Other		
Regulatory Assets and Liabilities [Line Items]		
Total Current Regulatory Assets	0.6	0.6
Total Non-Current Regulatory Assets	$ 3.4	$ 4.2

XML 57 R42.htm IDEA: XBRL DOCUMENT

EQUITY INVESTMENTS - Narrative (Details) $ in Millions	**6 Months Ended Jun. 30, 2024 USD ($) MW**
Wind Turbine Generators | Tenaska | Tenaska PPA | Minnesota Power	
Investments In ATC [Roll Forward]	
Generating capacity counterparty owned (MegaWatt) | MW	250
Long-term contract for purchase of electric power	20 years
ATC	
Investments In ATC [Roll Forward]	
Ownership percentage	8.00%
Authorized return on equity	10.02%
Authorized return on equity, including incentive adder	10.52%
Basis point incentive adder	0.50%
Approximate annual reduction in pretax income for FERC proposal to limit incentive adder, Allete's proportionate share | $	$ 1
Nobles 2	
Investments In ATC [Roll Forward]	
Ownership percentage	49.00%

XML 58 R43.htm IDEA: XBRL DOCUMENT

EQUITY INVESTMENTS - Investment in ATC (Details) - USD ($) $ in Millions	**3 Months Ended**		**6 Months Ended**	
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2024**	**Jun. 30, 2023**
Investments In ATC [Roll Forward]				
Equity Investment Balance as of December 31, 2023			$ 331.2	
Cash Investments			3.9	$ 4.3
Equity Earnings	$ 5.9	$ 5.4	11.4	11.4
Equity Investment Balance as of June 30, 2024	336.0		336.0	
Net loss attributable to non-controlling interest	13.3	$ 10.8	27.0	$ 31.4
ATC				
Investments In ATC [Roll Forward]				
Equity Investment Balance as of December 31, 2023			179.7	
Cash Investments			3.9	
Equity Earnings			11.7	
Distributed Earnings			(9.2)	
Amortization of the Remeasurement of Deferred Income Taxes			0.6	
Equity Investment Balance as of June 30, 2024	186.7		186.7	
Nobles 2				
Investments In ATC [Roll Forward]				
Equity Investment Balance as of December 31, 2023			151.5	
Equity Earnings			(0.3)	
Distributed Earnings			(1.9)	
Equity Investment Balance as of June 30, 2024	$ 149.3		149.3	
Net loss attributable to non-controlling interest			$ 6.4	

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FAIR VALUE - Recurring Fair Value Measures (Details) - USD ($) $ in Millions	**Jun. 30, 2024**	**Dec. 31, 2023**
Liabilities		
Aggregate amount of available-for-sale corporate and governmental debt securities maturing in one year	$ 2.0	
Aggregate amount of available-for-sale corporate and governmental debt securities maturing after one year through three years	2.7	
Aggregate amount of available-for-sale corporate and governmental debt securities maturing after one year through three years after three years through five years	1.3	
Aggregate amount of available-for-sale corporate and governmental debt securities maturing after one year through three years after three years through five years after five years	0.5	
Recurring Fair Value Measures		
Investments		
Available-for-sale – Equity Securities	8.8	$ 8.7
Available-for-sale – Corporate and Governmental Debt Securities	6.5	6.0
Cash Equivalents	6.9	5.8
Total Fair Value of Assets	22.2	20.5
Liabilities		
Deferred compensation	19.5	16.5
Total Fair Value of Liabilities	19.5	16.5
Recurring Fair Value Measures | Level 1		
Investments		
Available-for-sale – Equity Securities	8.8	8.7
Available-for-sale – Corporate and Governmental Debt Securities	0.0	0.0
Cash Equivalents	6.9	5.8
Total Fair Value of Assets	15.7	14.5
Liabilities		
Deferred compensation	0.0	0.0
Total Fair Value of Liabilities	0.0	0.0
Recurring Fair Value Measures | Level 2		
Investments		
Available-for-sale – Equity Securities	0.0	0.0
Available-for-sale – Corporate and Governmental Debt Securities	6.5	6.0
Cash Equivalents	0.0	0.0
Total Fair Value of Assets	6.5	6.0

Liabilities		
Deferred compensation	19.5	16.5
Total Fair Value of Liabilities	19.5	16.5
Recurring Fair Value Measures | Level 3		
Investments		
Available-for-sale – Equity Securities	0.0	0.0
Available-for-sale – Corporate and Governmental Debt Securities	0.0	0.0
Cash Equivalents	0.0	0.0
Total Fair Value of Assets	0.0	0.0
Liabilities		
Deferred compensation	0.0	0.0
Total Fair Value of Liabilities	$ 0.0	$ 0.0

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FAIR VALUE - Fair Value of Financial Instruments and Assets Measured on a Nonrecurring Basis (Details) - USD ($) $ in Millions

	Jun. 30, 2024	Dec. 31, 2023
Fair Value of Financial Instruments [Line Items]		
Short-term and long-term debt - carrying amount	$ 1,796.4	$ 1,799.4
Level 2		
Fair Value of Financial Instruments [Line Items]		
Short-term and long-term debt - fair value	$ 1,632.4	$ 1,670.6

XML 61 R46.htm IDEA: XBRL DOCUMENT

SHORT-TERM AND LONG-TERM DEBT - Schedule of Short-Term and Long-Term Debt (Details) - USD ($) $ in Millions

	Jun. 30, 2024	Dec. 31, 2023
Principal		
Short-Term Debt	$ 42.1	$ 111.5
Long-Term Debt	1,754.3	1,687.9
Total Debt	1,796.4	1,799.4
Unamortized Debt Issuance Costs		
Short-Term Debt	0.0	(0.1)
Long-Term Debt	(8.3)	(8.0)
Total Debt	(8.3)	(8.1)
Total		
Short-Term Debt	42.1	111.4
Long-Term Debt	1,746.0	1,679.9
Total Debt	$ 1,788.1	$ 1,791.3

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SHORT-TERM AND LONG-TERM DEBT - Narrative (Details)

	Jul. 31, 2024 USD ($)	Apr. 23, 2024 USD ($)	Jun. 30, 2024 USD ($)	Jun. 27, 2024 USD ($)	Dec. 31, 2023 USD ($)
Minimum					
Debt Instrument [Line Items]					
Required ratio of indebtedness to total capitalization			0.65		
Actual ratio of indebtedness to total capitalization			0.36		
Maximum					
Debt Instrument [Line Items]					
Required ratio of indebtedness to total capitalization			1.00		
Actual ratio of indebtedness to total capitalization			1.00		
ALLETE Bonds 5.72% Due April 2039					
Debt Instrument [Line Items]					
Interest rate		5.72%			
Proceeds from issuance of first mortgage bond		$ 100,000,000			
Line of Credit | Credit Agreement					
Debt Instrument [Line Items]					
Letters of credit outstanding			$ 23,400,000		$ 19,400,000
Line of credit draw outstanding			$ 0		$ 34,100,000
Senior Notes					
Debt Instrument [Line Items]					
Proceeds from issuance of long-term debt				$ 150,000,000	
Senior Notes | 5.94% Senior Unsecured Notes Due September 2029					
Debt Instrument [Line Items]					
Proceeds from issuance of long-term debt				$ 100,000,000	
Interest rate				5.94%	
Senior Notes | 6.18% Senior Unsecured Notes Due September 2034					
Debt Instrument [Line Items]					
Proceeds from issuance of long-term debt				$ 50,000,000	
Interest rate				6.18%	
Senior Notes | 2.65% Senior Notes Due September 10, 2025 | Subsequent Event					
Debt Instrument [Line Items]					
Interest rate	2.65%				
Repayments of senior debt	$ 150,000,000				
Percentage of principal amount prepaid	100.00%				

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COMMITMENTS, GUARANTEES AND CONTINGENCIES - Power Purchase Agreements (Details) - Square Butte PPA - USD ($) $ in Millions

	6 Months Ended		12 Months Ended
	Jun. 30, 2024	Jun. 30, 2023	Dec. 31, 2023
Square Butte			
Power Purchase Agreements [Line Items]			
PPA counterparty total debt outstanding	$ 179.9		
Square Butte | Minnesota Power			
Power Purchase Agreements [Line Items]			
Cost of power purchased	44.2	$ 44.0	
Pro rata share of PPA counterparty interest expense	$ 2.6	$ 2.7	
Square Butte | Minnesota Power | Square Butte Coal-Fired Unit			
Power Purchase Agreements [Line Items]			
Expected output entitlement	50.00%		
Minnkota Power | Minnesota Power | Square Butte Coal-Fired Unit | Minnkota Power PSA			

Power Purchase Agreements [Line Items]		
Expected output entitlement	41.00%	37.00%

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COMMITMENTS, GUARANTEES AND CONTINGENCIES - Environmental Matters (Details) $ in Millions	6 Months Ended			
	May 08, 2024 USD ($)	Jun. 30, 2024 USD ($)	Sep. 29, 2023 state	Jun. 05, 2023 state
Environmental Matters [Line Items]				
Number of states contributed to downwind states' challenges in attaining or maintaining ozone NAAQS				23
Number of states restrictions on fossil-fuel fired power plants				22
Number of states restricted on certain industrial sources				20
States were EPA issued an updated final interim rule addressing the stays			5	
Coal Combustion Residuals | Minnesota Power				
Environmental Matters [Line Items]				
Expected period for costs of compliance	10 years	12 years		
Coal Combustion Residuals | Minimum | Minnesota Power				
Environmental Matters [Line Items]				
Estimated costs of compliance | $	$ 50	$ 65		
Coal Combustion Residuals | Maximum | Minnesota Power				
Environmental Matters [Line Items]				
Estimated costs of compliance | $	$ 85	120		
Manufactured Gas Plant | SWL&P | Superior, WI				
Environmental Matters [Line Items]				
Redemption cost liability | $		$ 1		

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COMMITMENTS, GUARANTEES AND CONTINGENCIES - Other Matters (Details) $ in Millions	Jun. 30, 2024 USD ($)
Guarantor Obligations [Line Items]	
Production tax credits sold	$ 22.5
ALLETE, Inc. | Standby Letters of Credit	
Guarantor Obligations [Line Items]	
Letters of credit outstanding	158.2
Regulated Operations | Standby Letters of Credit	
Guarantor Obligations [Line Items]	
Letters of credit outstanding	28.2
ALLETE Clean Energy | Standby Letters of Credit	
Guarantor Obligations [Line Items]	
Letters of credit outstanding	101.1
BNI Energy Reclamation Liability	
Guarantor Obligations [Line Items]	
Estimated obligation	82.1
BNI Energy Reclamation Liability | Surety Bonds	
Guarantor Obligations [Line Items]	
Collateral	82.4
ALLETE South Wind | Standby Letters of Credit	
Guarantor Obligations [Line Items]	
Letters of credit outstanding	10.1
South Shore Energy | Standby Letters of Credit	
Guarantor Obligations [Line Items]	
Letters of credit outstanding	$ 29.7

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EARNINGS PER SHARE AND COMMON STOCK (Details) - USD ($) $ / shares in Units, shares in Millions, $ in Millions	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Basic				
Net Income Attributable to ALLETE	$ 33.0	$ 51.5	$ 83.7	$ 109.7
Average common shares (in shares)	57.7	57.3	57.7	57.3
Earnings Per Share (in usd per share)	$ 0.57	$ 0.90	$ 1.45	$ 1.91
Diluted				
Net Income Attributable to ALLETE	$ 33.0	$ 51.5	$ 83.7	$ 109.7
Average common shares adjustment (in shares)	0.1	0.1	0.0	0.1
Average common shares (in shares)	57.8	57.4	57.7	57.4
Earnings Per Share (in usd per share)	$ 0.57	$ 0.90	$ 1.45	$ 1.91

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INCOME TAX EXPENSE - Schedule of Income Tax Expense (Details) - USD ($) $ in Millions	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Current Income Tax Expense				
Federal	$ 3.3	$ 3.0	$ 6.8	$ 8.6
State	3.2	3.2	6.6	5.4
Total Current Income Tax Expense	6.5	6.2	13.4	14.0
Deferred Income Tax Expense (Benefit)				
Federal	(5.0)	(7.8)	(10.0)	(16.1)
State	0.1	1.3	2.5	3.4
Investment Tax Credit Amortization	(0.2)	(0.1)	(0.5)	(0.2)
Total Deferred Income Tax Benefit	(5.1)	(6.6)	(8.0)	(12.9)
Total Income Tax Expense (Benefit)	$ 1.4	$ (0.4)	$ 5.4	$ 1.1

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INCOME TAX EXPENSE - Reconciliation of Taxes from Federal Statutory Rate to Total Income Tax Expense (Details) - USD ($) $ in Millions	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Reconciliation of Taxes from Federal Statutory Rate to Total Income Tax Expense [Abstract]				
Income Before Income Taxes	$ 21.1	$ 40.3	$ 62.1	$ 79.4

Statutory Federal Income Tax Rate	21.00%	21.00%	21.00%	21.00%
Income Taxes Computed at Statutory Federal Rate	$ 4.4	$ 8.5	$ 13.0	$ 16.7
Increase (Decrease) in Income Tax Due to:				
State Income Taxes – Net of Federal Income Tax Benefit	2.5	3.6	7.1	7.0
Production tax credits	(5.1)	(10.2)	(16.7)	(20.6)
Investment tax credits	(0.9)	(1.4)	(1.2)	(3.6)
Regulatory Differences – Excess Deferred Tax	(2.2)	(2.4)	(5.7)	(5.2)
Non-Controlling Interest in Subsidiaries	2.4	2.1	5.2	5.9
AFUDC – Equity	(0.3)	0.0	(0.9)	0.0
Transaction Costs	3.3	0.0	3.3	0.0
Other	(2.7)	(0.6)	1.3	0.9
Total Income Tax Expense (Benefit)	$ 1.4	$ (0.4)	$ 5.4	$ 1.1

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INCOME TAX EXPENSE - Narrative (Details) - USD ($) $ in Millions	**6 Months Ended**		
	Jun. 30, 2024	**Jun. 30, 2023**	**Dec. 31, 2023**
Income Tax Disclosure [Abstract]			
Effective tax rate	8.70%	1.40%	
Gross unrecognized tax benefits	$ 1.1		$ 1.1
Gross unrecognized tax benefits that would favorably impact effective income tax rate	$ 0.6		

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PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS - Components of Net Periodic Benefit Cost (Credit) (Details) - USD ($) $ in Millions	**3 Months Ended**		**6 Months Ended**	
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2024**	**Jun. 30, 2023**
Pension				
Components of Net Periodic Benefit Cost (Credit)				
Service Cost	$ 1.7	$ 1.6	$ 3.3	$ 3.2
Interest Cost	9.6	10.1	19.3	20.2
Expected Return on Plan Assets	(11.2)	(11.0)	(22.4)	(21.9)
Amortization of Prior Service Credits	0.0	0.0	0.0	0.0
Amortization of Net Loss (Gain)	1.6	1.5	3.2	2.9
Net Periodic Benefit Cost (Credit)	1.7	2.2	3.4	4.4
Other Postretirement				
Components of Net Periodic Benefit Cost (Credit)				
Service Cost	0.4	0.5	0.8	1.1
Interest Cost	0.9	1.5	1.9	3.0
Expected Return on Plan Assets	(2.8)	(2.8)	(5.6)	(5.6)
Amortization of Prior Service Credits	(2.9)	(1.7)	(5.8)	(3.5)
Amortization of Net Loss (Gain)	(0.8)	(0.6)	(1.6)	(1.1)
Net Periodic Benefit Cost (Credit)	$ (5.2)	$ (3.1)	$ (10.3)	$ (6.1)

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PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS - Narrative (Details) - USD ($) $ in Millions	**6 Months Ended**	
	Jun. 30, 2024	**Jun. 30, 2023**
Pension		
Pension and Other Postretirement Benefit Plans [Line Items]		
Employer contributions	$ 25.0	$ 6.5
Expected future employer contributions	0.0	
Other Postretirement		
Pension and Other Postretirement Benefit Plans [Line Items]		
Employer contributions	0.0	$ 0.0
Expected future employer contributions	$ 0.0	

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BUSINESS SEGMENTS - Narrative (Details)	**6 Months Ended**
	Jun. 30, 2024 segment
Business Segments [Line Items]	
Number of reportable segments	2
Regulated Operations	
Business Segments [Line Items]	
Number of operating segments	3

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BUSINESS SEGMENTS - Business Segments (Details) - USD ($) $ in Millions	**3 Months Ended**		**6 Months Ended**		
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2024**	**Jun. 30, 2023**	**Dec. 31, 2023**
Business Segments [Line Items]					
Total Operating Revenue	$ 354.5	$ 533.4	$ 757.8	$ 1,098.3	
Net Income (Loss) Attributable to ALLETE	33.0	51.5	83.7	109.7	
Assets	6,661.3		6,661.3		$ 6,656.4
Corporate and Other					
Business Segments [Line Items]					
Total Operating Revenue	354.5	533.4	757.8	1,098.3	
Regulated Operations					
Business Segments [Line Items]					
Net Income (Loss) Attributable to ALLETE	33.7	37.8	77.9	78.4	
Assets	4,404.2		4,404.2		4,335.0
Regulated Operations | Operating Segments					
Business Segments [Line Items]					
Total Operating Revenue	279.8	292.2	618.1	604.8	
Regulated Operations | Residential | Operating Segments					
Business Segments [Line Items]					
Operating Revenue	37.1	36.0	88.6	85.4	
Regulated Operations | Commercial | Operating Segments					
Business Segments [Line Items]					
Operating Revenue	43.8	44.0	93.5	91.7	
Regulated Operations | Municipal | Operating Segments					
Business Segments [Line Items]					
Operating Revenue	7.4	7.6	16.4	16.5	

Regulated Operations | Industrial | Operating Segments					
Business Segments [Line Items]					
Operating Revenue	146.8	140.2	306.3	285.1	
Regulated Operations | Other Power Suppliers | Operating Segments					
Business Segments [Line Items]					
Operating Revenue	30.4	36.3	70.4	72.2	
Regulated Operations | Other | Operating Segments					
Business Segments [Line Items]					
Operating Revenue	14.3	28.1	42.9	53.9	
ALLETE Clean Energy					
Business Segments [Line Items]					
Net Income (Loss) Attributable to ALLETE	2.4	3.1	6.2	11.6	
Assets	1,577.7		1,577.7		1,594.1
ALLETE Clean Energy | Operating Segments					
Business Segments [Line Items]					
Total Operating Revenue	15.7	181.1	34.8	382.6	
ALLETE Clean Energy | Long-term PSA | Operating Segments					
Business Segments [Line Items]					
Operating Revenue	14.5	13.2	32.3	31.6	
ALLETE Clean Energy | Sale of Wind Energy Facilities | Operating Segments					
Business Segments [Line Items]					
Operating Revenue	0.0	166.6	0.0	348.4	
ALLETE Clean Energy | Other | Operating Segments					
Business Segments [Line Items]					
Operating revenue, other than customer revenue	1.2	1.3	2.5	2.6	
Corporate and Other					
Business Segments [Line Items]					
Net Income (Loss) Attributable to ALLETE	(3.1)	10.6	(0.4)	19.7	
Assets	679.4		679.4		$ 727.3
Corporate and Other | Corporate and Other					
Business Segments [Line Items]					
Total Operating Revenue	59.0	60.1	104.9	110.9	
Corporate and Other | Long-term Contract | Corporate and Other					
Business Segments [Line Items]					
Operating Revenue	27.3	23.9	52.7	49.4	
Corporate and Other | Sale of Renewable Development Projects | Corporate and Other					
Business Segments [Line Items]					
Operating Revenue	25.6	32.6	39.5	52.4	
Corporate and Other | Other | Corporate and Other					
Business Segments [Line Items]					
Operating Revenue	$ 6.1	$ 3.6	$ 12.7	$ 9.1	

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AGREEMENT AND PLAN OF MERGER - Narrative (Details) - Alloy Parent and Alloy Merger Sub $ / shares in Units, $ in Millions	**May 05, 2024 USD ($) d $ / shares**
Subsequent Event [Line Items]	
Conversion price, cash (in usd per share) | $ / shares	$ 67.00
Equity value of ALLETE common stock acquired	$ 3,900
Maximum conversion window | d	5
Alloy Parent	
Subsequent Event [Line Items]	
Required amount to purchase of preferred stock	$ 300

**EXCEL 75 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 (+60_U@'04UB@0 +$ 0 9&]C4')O<',O87!P+GAM M;$V./0L",1!$_\IQO;=!P4)B0-!2L+(/>QLOD&1#LD)^OCG!CVX>;QA&WPIG M*N*I#BV&5(_C(I(/ !47BK9.7:=N')=HI6-Y #OGDK7A.YNJQ<&4GPZ4A!0W_J=0U[R;UEA_6\#MI7E!+ P04 M " "UD/]8")@(G.\ K @ $0 &1O8U!R;W!S+V-O&ULS9+/ M3L,P#(=?!>7>.DWY(Z*N%Z:=0$)B$HA;E'A;1--$B5&[MRD/ MM4<0G-^"0U)&D8()6(2%R-K&:*DC*O+QA#=ZP8?/V,TPHP$[=-A3@JJL@+73 MQ' 'E_F=0O; M)U*]QOPK64G'@"MVGOQ:/ZRW&]8*+JX+?E?4U58(R6^DN'^?7'_X782=-W9G M_['Q6;!MX-==M%]02P,$% @ M9#_6)E&UL[5I;<]HX%'[OK]!X9_9M"\8V@;:T$W-I=MNTF83M M3A^%$5B-;'EDD81_OTV23;J;/ 0LZ?O.14?GZ#AY\^XN8NB&B)3R M> +]O6N[!3+ MUES@6QHO(];JM-O=5H1I;*$81V1@?5XL:$#05%%:;U\@M.4?,_@5RU2-9:,! M$U=!)KF(M/+Y;,7\VMX^9<_I.ATR@6XP&U@@?\YOI^1.6HCA5,+$P&IG/U9K MQ]'22(""R7V4!;I)]J/3%0@R#3LZG5C.=GSVQ.V?C,K:=#1M&N#C\7@XMLO2 MBW A(5M>5 TR M6'!VULS2 Y9>*?IUE!K9';O=05SP6.XYB1'^QL4$UFG2&98T1G*=D 4. #?$ MT4Q0?*]!MHK@PI+27)#6SRFU4!H(FLB!]4>"(<7K;YH] M5Z%82=J$^!!&&N*<<^9ST6S[!Z5&T?95O-RCEU@5 9<8WS2J-2S%UGB5P/&M MG#P=$Q+-E L&08:7)"82J3E^34@3_BNEVOZKR2.FJW"$2M"/F(9 M-AIRM1:!MG&IA&!:$L;1>$[2M!'\6:PUDSY@R.S-D77.UI$.$9)>-T(^8LZ+ MD!&_'H8X2IKMHG%8!/V>7L-)P>B"RV;]N'Z&U3-L+([W1]072N0/]J<_Z3(T M!Z.:60F]A%9JGZJ'-#ZH'C(*!?&Y'C[E>G@*-Y;&O%"N@GL!_]':-*K^(+ M.7\N?<^E[[GT/:'2MSAD6R4)RU3393>* M$IY"&V[I4_5*E=? EK[DHN#Q;Y.FOH70^+,_Y/%_GM,T+,T.WF)&Y M"M-2D&_#^>G%>!KB.=D$N7V85VWGV-'1^^?!4;"C[SR6'<>(\J(A[J&&F,_# M0X=Y>U^89Y7&4#04;6RL)"Q&MV"XU_$L%.!D8"V@!X.O40+R4E5@,5O& RN0 MHGQ,C$7H<.>77%_CT9+CVZ9EM6ZO*7<9;2)2.<)IF!-GJ\K>9;'!51W/55OR ML+YJ/;053L_^6:W(GPP13A8+$DACE!>F2J+S&5.^YRM)Q%4XOT4SMA*7&+SC MYL=Q3E.X$G:V#P(RN;LYJ7IE,6>F\M\M# DL6XA9$N)-7>W5YYNTB42%(JP# 4A M%W+C[^^3:G>,U_HL@6V$5#)DU1?*0XG!/3-R0]A4)?.NVB8+A=OB5,V[&KXF M8$O#>FZ=+2?_VU[4/;07/4;SHYG@'K.' MYA,L0Z1^P7V*BH 1JV*^NJ]/^26<. [1[\8$@F_S6VZ3VW> ,?-2K6J5D*Q$_ M2P=\'Y(&8XQ;]#1?CQ1BK::QK<;:,0QY@%CS#*%F.-^'19H:,]6+K#F-"F]! MU4#E/]O4#6CV#30,9FV-J/D3@H\W/[O#;#"Q([A[8N_ 5!+ P04 M" "UD/]8%,!<&1D% .%0 & 'AL+W=OFT,X38],:7.5OS!==_Y',)=[U:)8Q3GJE89$3RU:@S<2^N M/&H"RB_^C/E6'5P3TY2E$*_FYC8<=1Q#Q!,>:"/!X,^&3WF2&"7@^'7N_5;\K&0V.63/&I2+[%H8Y&G;,."?F*%8E^$MM?^:Y!OM$+1*+*_\FV M^K;O=$A0*"W273 0I'%6_65ONT0X!0<]]QQ5%!7\KLE/B.2>$.K1/5,0D5XBL5S?/*V4]K'GD[\E2 M:0D%\(^MI95"WZY@1L6%REG 1QTH>\7EAG?&/_[@#IQ?$+Y^S=?'U,?7(BB@ MQC5Y? L^Y#0X/=YWN(T+AUQ3^<12/!9.:R^2=//%<2&TCPJ6T+#A"-*B)!L<1 MS;F,16C*C$!]6U.$*]6%5586@C:LT89'=IED8$ZEMWR>+5QKQ1*%I>NL9CI# M=6:9CO4[N8D33AZ*=&D? TKB&V_7_AD"9 MW-W-GFHR9SK.:'RYT_X#Q'%BO>TRB MGMD;N0VAHN)5'1(2!^V2/;=KM-WSUS?P0AI0TB/(9R$(5B?.ME?D#OXCGS- MK)W:(NDYY!M7FBR*W QM2> E3%X8;F/V+NK5_\.=FCOXB6>QM7Y$R2#4O0*=UMY@47-W28,,,X6Y/%>[H4B16R;4:884O-9B*@N'^; M^)E@;(TDP]:A*8%E*:146UDBBS!!91*"L:KOB"KIQI M8_[T*/._S6!%6&V>S!*,[5&M9+AB"UGC_0HGS?+'4FFX*1K(:U%WZ)SQ^2: MDTD0P"81%@,\K"0QQL;QZ5&.OTA9DI"K0L%K9>]-7*=MB4@;HZ='&?TLY7)M M"NP+*.@(3#7-669/'R[8BM98/,4=>I^L"';G*! NTPK46#W%77H_*K]SQ46Y M*R5?"PTS9&:LS,I8*?NELCD4V8S]X=#W?!>FPXV-JK%[>M0R?PJC3\),= M[M[S?R.[>G"I=RS+_!8.@/L'PUUDYQ9] [;UTVLS!SYPF'BP/9L+7+=KDN[GHL= M #1F[^%.7>_7#MENX*%U-+:(M>PAO<;V/=RD/U+M]KF?<^%RCQ2C:BS?PPUZ M DAAA94P:W6W"'PZ GL'1U3&@,J#.$4"462Z.JVJG]:'? 9/JB*OYO#HIO&?& MOQ1)^ I"G=,A##59';Y5-UKDY8'74F@MTO(RXBSDTGP [U="Z/V-^8'Z"'3\ M'U!+ P04 " "UD/]8E#<#9\0& "8' & 'AL+W=O7$ZV BQ M?3\<%LL-S4CAL2W-Y2_WC&=$R(]\/2RVG))5U2A+A\CWHV%&DGPP.:F^N^*3 M$U:*-,GI%0=%F66$/WVD*7L\'<#!\Q?7R7HCU!?#RE@"M_/<*0:5!;?$OI8])Z!-GVC@4JOZ6+"VJ?\%C8^L/P+ (L!,N:QE)!EN3U_^17$XA> QA8&]"F M 7II]PTP)6CM;+*K3D19'+"V2/@REKVIAZJV%2MI3=)KJ;Q1G#Y:R+;BS<''Z6)Z,3L#-Y_/SF[!UYR4JT30%3@&7V_FX.WK=^ U2'+P M)4E3.07%R5!(!:J?X;(9[6,]&K*,]G>9>P#[1P#Y*# TG[F;S^E2-H=5<[S; M?"C];IU'K?.HZ@_;G"\YI[D TZ*@PNA.W3XPMU=;['VQ)4MZ.I![J*#\@0XF M;U[!R/]@)S-2; #)5Z!Z./M9)@\)DE;X;O:Z[BJJN5!YX MF.#8"T^&#WUO=*,8>F._]P?;%CN2@U9RX)0\72Y9*16":[JD4NY=2L';!2T* M,$UE]B'YD@)V#UY#;U1Y)A^B=R9WZF'"GE*(\9XWM4V\8Q-[R.Q!V'H0.CTX MSQ]DB!E/: '>O!HA"#^ "RI,&D-]_%'@[:LT6,6A%YA51JW*R*GRBM,M>"DVE)LT1MKH<>P%YAFO]>HM1M@+Q_T_L_:XU1X[M=\R05)P>!_'FI MH] [TUG(-5M'(LRSC42MQ=""\DKEN$7_(;%=\QT?H9-*D2@7@@N7'A[=8TU5? XJPME2- M9LBSY '8\0VZ 5=G H<\K(T;11'44JS1+HRLL>QH!H,7%1N+A-PE:2(D%(PZ MG5#\W9+C3_6VZW/'/^@&8(OP*_*D^&UT6(>:3""^&1*-5P8.^LBZ5SL00C<) MI5Q>RGKWEORR3(X.M"#6,-)8]?--:($([$ 'W:1[UB93")539RR00+WSGIMG MR.).QRKD9I5>ZQP*O4XA#'TM21C,4-0_VNWJ[6"%W+"J$\,AC3JP,(I"C0E& MNV!L5=EA"[FQ-6-9EM2E^1'X5!(NCT"4U@?-&NCD 8-_=.\B%Z-C@O"E6D52FP%(4\ M[:WD#!OOV'0&PY$\LX_VYM9HYV,;8W ':^R&M2PHRTQ1ACZG:QD)&>&-2N,/ M%"Q88;XG"-=M;# M'N[=MK[H-+I8G-V> ?M&POIA$XT,);O1SA_;*C;<,1R[&6Y+1>J:_Z:*Y)5 M0KB%+5BG=1CO'Z=-1F/;VNU8C=VLKL/KB*L!S:9K*9-=X$?6N'9PQK\)YR/P M @"T=X,6KR+MRMUXA6&T,UQA#'NOC=0[NR^$KY.\ "F]EPU]+Y;1X?5KL/J# M8-OJ3=(=$X)EU>.&DA7ERD#^?L\DPIL/ZN54^S)R\A]02P,$% @ M9#_ M6-1!OQ/* @ 3 @ !@ !X;"]W;W)K5E.A9W;%$I,4F"2<(0&+H37JG(6>B<\#OA'8R-H8&2=S MSA_-Y#(>6HX1!!0B91BP?JPA!$H-D9;QJ^2TJE<:8'V\97^2>]=>YEA"R.EW M$JMD:)U:*(8%$SJBZXYL+*/WT#5_$J) MQJD@O+V9W5Y=CD?WDS$Z'UV-;L()FEU,)O?H@>$L)@IB=#S% IA*0)$(4WF" M/J&'V1@='YT@F>@MB0A#UX1271C90D?UJ6\K+=.\S(Y*2>>%)'>/I*\9:Z.N MTT*NX_8:X.%A^!@B#>_D\.XNW-;)J3+D5AER<[[N'KY1%/&,*8GN(*RQG,* MZ,=H+I70G^#/)GL%7Z^9S[3EF5SA"(:6[CL)8@U6\/%#9^!\;C+[3F0[UKN5 M]>XA]G_6166]A2A(B3#5[8]9!$W^"])!3FI.D770:9_Z]KINJREF4,7LJ.U5 M:GL'"Q7R--4'PTSQZ/&%"O7>LT+O1+;CN5]Y[A^L4.E9&L^M;3/B3"5E2 MB>+N*B:*K_+C?\Z5ODSR8:*O>Q F0.\O.%?;B;E1JC\0P5]02P,$% @ MM9#_6"HOPSQ)!P ,20 !@ !X;"]W;W)K3SC0V$B^3)IY)@.YF)Z^ID]W/Q)9CIH!2D)-T?_V*APU(M%\6[=3[$-CXZTCV2[CW"G+ZR_'NQII2CMS3)BK/1FO/GD\FD6*QI&A5C]DPS M\I>C8I.F M4? [S@B;L]6R$1]L+W^*G-2\O3&:GS]$3G5/^\'R7BT^3'WZ+!MVWV_9OU;!BV >HX+Z+/D[7O+UV6@Z0DNZBC8)_\9>_Z!-0';) MMV!)4?U'KPW6&*'%IN L;1J+$:1Q5K]&;XT0G0:"!VY F@9$;F --#";!N:^ M/5A- VO?'NRF017ZI(Z]$BZ(>#0[S=DKRDNT8"O?5.I7K85><58NE#G/Q;>Q M:,=G_NW-_/;J,CB_#P,TOQKQ*SXS &^VV>:1SS.GM W^D*S#84FN*:P8(HRX9T4S]&"GHU$1BMH M_D)'LX^_8F-/4D%%8=.5 MM0I5E.49':Z>"LY.!4>KPBU?TWS?D!UUG/(H?OAC2O&J&"(K%T(8!X[5W<7J M:F.]9SQ*T%XIR%5Z-VU+F5T599OFV)*B55&N[EZ(4]W(4_W MS+?AF["$!04KZO20"?>09,$AR<(#D?4FPMM-A*==>U\W-/F,[C;Y8BWQ[Z)LB7Z/]LJZ'K ^7'EG^7NA A5%+$-9D0"*V$/Y!ANM3S3TNS"/LB*- MB^J$,!&.4<;O%)Z"([9" M\RBA>U>;AK.7D;!2= $4]DREZ@(PVU']#8"R#'/L#L1/VOB)ON3L"Z#*8OOC M@;A;XXGUSO,^>A.KOK8=?!UEZ#);"-^%JNM@W)8Z$$=)? !*^$BO]R?+8"DR MF+(+ 6B).SCYK?7$>N\I.Q%=<<:]S-[$]$(-A#5[6: ,R98L5Q S#/(GJVH[%,=+06"$?:H-5VPC"+-F"AQ",D,'Y M;7TCT?O&)H]>T!7+Z;NV@:B^3=V]KT+I& MHG>-;=3;-8".+FA&5S$'ZPH!7)Q22@'0L:'L;0"E)(0[&\HZM8S$KUGO*%< MXQ<(8!]N<;[$K,M"L'J:)LU2\ *'? P5@UI72'1N\(RS"M6%.B<\SQ^W/#H M,:&(L^IL6-VN9$E2>Z>ZB(%JJ,ZMW,NR7P9ARCV H('9O;VLR %PF<,)O36+ M1&\6VVE7%#F_N@KO0S#^FG/:MT"F9M-Z1

MZ+WC^8MPRD\4S>N?R-@*^2Q-RULFG"V^@Y$?U$,>E"TX*%MX*+;^U+0>DN@] MY$54Q MT%&?-[Y=PYE7]G.VJ60E$*?5G'Z[P/:Y^M*V!)'H#&<3)IOS5]KUX M
7^HW.7V8912:D"4$N\[7/T?*%L;:>IM9#V[6[^,[H3=JO:@O 4K03;%$HDC M;2T,J$O3F]<9I3#_\CH 4?+9'0")+"N[3Q#E#=1@L[6?IMY^;I?!X83!>PD# MH11A5! D#(12A)ET'H%(:?
Y4/7M2H 7;9+S^G7MW=?=\RWGU5(=T_0*?^!BX M'N"3L'YZI:6O'Z:YCO*G."M00E>B*V%.1%W-Z^=3Z@^3)-MEBC!+(:V2 L_ED2FD NIG1EL@U%,%1&26PZ
MEM4T$QAAH]M6:Q/:;9,MCR.,)A2P;9) ^N\+BLF^8]C&8>$M6JVY7#"[[0U< MH2GB[YL)%3,S9PFC!&$6$0PH6G:,GOT4V,I (7Y$:,*8R!=F1/R4TX&8<>P
MY(E0C!9<4D#QV*$^BF/)),[Q3T9JY'M*P^+XP/Y-.2^F90OW2'1F:@7#=3WY5P/N2PVZ9D#ZA$"S8Y4.HK M:Z%7A&6B3#D5_T;"CG?[X]%T_#KP>[/ !].9> R#T0R,OX'^>#AY"
[X'H^G@ M1P &(S$/P#N&VS#B* 0/X'WJ@]N;.W #(@R&41R+P+.VR<6I)+>YR$[PDI[M^>0$+A@2S-<,!#A$H<;>/VW?/&%O"C5R29R#)"_.2<(_MK@&7.L>.)93UYRG M?
[FYJW/G_^T>_/;N1V*X>7ZXBL_]A&_*(4>B,'! EJ!/$E&-UK),[! 8X 5) M$/BK-V>V@0O4,00Q0W2'C.[7+W;3>M8)?TTR_YID MP97(CD)4ST-
4/\7>'8G/21H+70!2VZ:RE5^-7==^K+7:YJXH;!54M\H@OPIJ M-,N@H IJ>34W!QTYV,@=;)S,P3%?(ZI/OMM7PMB=SN_&-1/OFF3^-8SO/]YH1@#@$-U;-U@4NW;-1 MR""KE*UG$?
Y91) B6D6$/(XN35NY'*V3057. T#*>6O5W+M[];2SIW.7"JF6=%*VSDK9JLCP4-0A M55,+JI<$/<-TI*B7*^J=5'1&.(R![O67K[W.8^^LQ]XE'FM!98]/[77D[F/N M[N,%[NKJG,[5Q\H9-
86]"A*%O5GRM@H2A=TM>5L%?5[8;>O7[=,Z6T)D+$&/ M)N%?BE="!(U'!N/9^:57#9;ME#_I:F%7S2FID ML&)<'YSR9T['Y=J%%#G6HW ;MW\S!2H*]5Y?@UF@U2/=PRL_YG8Y
MQ7T-RJL(&VA0ME7,Q50,L]"E)(BN5'O(P()L,4\OI/EJWH+V5.-56G^QG_JV M9MV7+:OJBG[1I_WN$-)5A!F(T5)L):XV(KHT;2'3"2<;U2/-"1<=EQJN1=N- MJ 2(_Y>$\,-$;I W\MW_ %!+
P04 " "UD/]895L.$AT# T"0 & M 'AL+W=OM&%J@M63)3HO, M%I!8*NIB3HPXZ1Z&/=#2V28JD1I)V]E^_8Z4HCJ>X@1;7B22NN^[NX_4'4=[MJ;[K#:*!^[(0>NQMC*G.?
5]G&RR9[LD*!7U9254R0U.U]G6ED.4.5!9^& 1G M?LFX\.*16YNK>"2WIN "YPKTMBR9^NL2"[D?>WWO8>&&KS?&+OCQJ&)K7*"Y
MJ^:*9G[+DO,2A>92@,+5V+OHGZ=#:^\,OG'9%MM9-F *8*2B_K-[AL=#@#$TPT(&T!X#!@\ M 8@:0/12#X,&,'BIAV$#<*G[=>Y.N(09%H^4W(.RUL1F!TY]AR:]N+#G9&$4 M?
>6$,_'D^FIQ_>LTN;A-$UC87,_F-^F7]&HQ_9;"](KF*=P) MMLVYP1S>SIE"839H>,8*_0X^P-TB@;=OWL$;X)FO"CH).B1;RA,Z\S/FI N MZY#")T**8":)6$,J-25SO_SGOYG[X_$B-
H#$SF^Z F^A6$&J5 8D"N8R)*JT\:6C1W"5&2R M1/C]8JF-H@KP1]?>U^R#;G9;%<]UQ3(<>T2L4>W0BW_^J7\6_-(E_&N2):]) MEKX2V:,M&K1;-
#C%'M\)ZA@%_YO^TC5U"J!ZK#';*FXXZO?T<[IM,NP>\)[Z MC<:N?:I=?'(N;+/9Q<'(WQV*_ZQ%\JQ%6EN<'5KT^JW-H^R';?;#D]DGN**5
M')8H:&2@:IH:$SE(JE<**DGGD^J6JL]Q:U@P\5B>YDN7/,-_!?XAZ$5'"G4: M]8]$ZC0*CW1ZAJD6RC]H R6JM>N_&C*Y%:;^P=O5ML5?N,YVM'[9/Y_T.]83 MNA+4'?P'?7V?
F#&UYD)#@2MR%?0^4L"J[M'UQ,C*-:&E--32W'!#UQI4UH"^ MKZ0T#Q/KH+THQ?\ 4$L#!!0 (+60_UB,Y&V92P@ +PE 8 >&PO M=V]R:W-
H965T&ULK9IM<^(X$H#_BHK=VIJM&L"6S%LVH8J0 MY':N)A,J9&X_"RQ -[;%RC*9W*_R3;(H!?(5O(A@@&DUW>I6/RW9UZ^,_\@W MA CP,TVR_*:U$6)[U>WFRPU)
<=YA6Y+);U:,IUC(CWS=S;>>,]4*XL&/NA/GR) M;UJ!LH@D9"F4"BQ?=F1*DD1IDG;\72MM'7Y3#6R^WVM_*)V7SBQP3J8L^8O& M8G/3&K9 3%:X2,0S>_V3U
[UE+XE2_+R/WBM98,66!:Y8&D]6%J0TJQZQ3_K MB6@,D'KL V])X.B!P#4#T E8Y6EI5NW6&!Q]>6W5(X3X^G3M_G3UR]WDY?[.S!_D2^/]]]>P-,#F$[F?X*'KT]_S<'W
M#!_>5K\+';_;!X\L M$YLZ>7#D<<<=)A75.I# M#GU/6*QH-D:3%2B4D&)=98J+9%=BUK#5_D6+\E-2R[2G/ =:8U_^R7L!W_8
M7/P@94<.1P>'(Y_V\3=9.$SB_\I%).N.R(%@X)DL6;:D"0':7G5]BO,-V'*VHS(;P>(- M?"IR^89FOP-;)*]L/O8^,I0?I.QHSOJ'.>M[0SEY^'XW!;_],H1A^ >X_[N@
MXLWF<*5ET(A7&W9Z)T&U"(6=R![4P<' @=? .FXKSM+:/!G*'=G'>6^Y"C%; M@3NJHIK%UO4W,,T+&CE7^6 *!1UH=V%X<&'H=>$KRW/PZ5]899BD6=-\G,5@
MQB6HN7C[#&8)SD1Y37FZ52(V/X8V/\(3/TRAP!6*T<&/D=>/.R(3<$EQR>3[MG[*[R*T%8&3\=(B"SNCPJJUY2"/;N!8:
)%_C3.65$R+03.UG0AZ]4DSTF='-5WU06K(Z%A(C)RVBKD MFFNHW8!GTF%%.)>5LUZB+_@GN"4965%KUM;:F@%O#T\-A98* ANI%XOL&?M*\8(FSHXY](+UO7W61VD[G@M-
S]"/S\ERR0H%?=F8 M$KK#LM);?3;!V#\-EH6=CE!!C4[H1Z=J2S+!N",4T,+"H5$Y+%*P'[J0"34R MH1^9,TZV^$WW3&7QLYIIHL[L\2Q"LKXYNCRH@0C]0#P$>(;?7-&%=L*=5C>K
M&')MD* &(?2#L(+&M)#2498+31:%ZB7+S MZ2*W K3= 1-Y;6C8;T)/XMO1R4$-/>B'7J-*/Y-UD6!9!MX:3<8WEK7W.>-N M1:%)/(B,?8E%JNTN$!J,T _&][AP+NU-
%/;,$F+AI0OO4.,2^G>*QM'$I4=+ MT-SNA8.^F?^F&$+NV==H@R,OYJLM[05F>@GY7IY_E+;C0S\-3.0'INS%EH3$ M>74VH2J3VLQ-=I@FJFRU98?
6SM75.5D6W'TJ:"*S>6A2G_:90LYC":2IBLY0 M=8]4U4S."K[O/L0"%G@'"(C;VQTAH$+&4C3&?GIO#^S MN&S=(Y/.H5%2+4(2;JYIUGQ&%_"Y/N&]W& +:$/4-_HTNUSHM%HC&?
6]%?6! M9CA;7F"HE^SOOJGP0=J.G=801V=WMXV*^B7/"SD'94&:LC25W=-]P_I'MIM[TC8*C%)JG@VW>W*]..I1I&$G6G*6 M)&H-E0;M ^NM+!.[D='16H1&KB/+2+,Y\K/YCN;'
M.PJ73U:[K: U[L%9I5RAT#B.SIP+[^_!J)L=YQ9N9&'KT&2#36PPZ/1&S3^' MX1K(T26;XTLK;V1!JWF7PR85-E+HV-3@_?H^@=K'%%L .>ITH:/P9R6T[
M"AZ.7$U;I+$F:NFV)AX%RE&M/1F9WSQ;8#+, M6=,L4X%2MZ8(I\QZ7AN96^3!Z$R8S"&1 M'K\O&@')0G<-63 M)(>KAT>0)N6#-R?7;\.K:?4@D593/=?TB+F,5PX2LI(J9?V4.
<2K1X6J#X)M MRZ=M%DP(EI9O-P3'A"L!^?V*,;'_H'[@\,#6^/]02P,$% @ M9#_6%B; M&@9"# LH$!@ !X;"]W;W)K'GQD-Z):U%_?;@JFW?#+66>
M+45>947NE.+V]=D;]Q6/_;;"NL0_,_%8[;QVVH]R4Q3?VC?OYJ_/1FV+Q$+, MZA:1-C^^BZE8+%I2TXX_.NC9-F9;!U%;QC*_A=!;]7P=_7I*"K$/0CC/=4"+L*8:]"X.ZI$'45HG7?
M;SIKW=-)6J>7%V7QZ)1MZ8;6OEC+M:[=='"6MT?6=5TV?\V:>O7E]-/'ZT_O MWR5OOK#$N?[2_/C /GYQ/G&'_>/KNR__=K[FZ6J>U6+NG#M?KQ/GQ<\OG9^=
M+'<^9(M%3/I6F3_:\;G[\WIVFFD2\1-[5R+V:K,:NWDNEOUX66G]/R;BV8RW4%-8" M,F1 #H(IFD1;32)2DT3O*J;J]!FMIKF/Z[/5T55EZ+.RLWY]*JY M=AEUBK1N.]>%
(AMC*]0Q$1DR(@?!%*7BK5(QJ=3'9GWS+I\52^&\J>LRNUG5 MZ>@D(HLXZTLX^.O04GV M/9N+?
&X<("3']C*$A"5(&!OKHS*.!^%D]U]//U!\1;_)5K\)J=]56TWC0JW*.E]#C<(TT.ULPD%7OC[ZM\X/BC MM;WA&Y7T].'F1^.^)3$UE'/CB3N(>JLQ0SF3=V$H-HFB0?]B92@6^<'>@U_:
M%RZY5'Z^*]3QP]V%2[_'H*8$E,:@-(ZBJ6)*8\(-2#/JLY@+L5Q?:ZS.85"K M DI+H#0&I7$4355;^AHN;6P\;0YI/ #"PV,8:G9 :0Q*XRB:JJIT1ES:&FFG MCFN?ZD4[@7SYO!ED=%A7J#
<"I3$HC:-HJJ[21W%I(V6=]W*..$,?-UG9!!M3 MRD+]%2B-06D<15.5E5:,.S[)51?JS$!I"93&H#2.HJEJ2^/&I9V;K=G63I*= MZ_NT%.V,63'D7C2G[U4U=QZ:$E5;XJ7Q -
@$:I>U/TNN%XL";Z>8VKG29?'<4R?*/:C7 J4E4!J#TCB*IBJ_L^^$]F2.S)?3 M%&MU/6WJJXT;9$ &I7$4395,ND(>[0H]+6?>0:E)*1W7>M =])X8-"!'T519
MI+_CT3M/<&ES3]]08LB;T\VQ5NN8F P:DZ-HJF#2HO%HB^9)V7-/WPH2:COC MIG1D:VV@ALQ1GX"C8JK:2*/%HXV6XU/H-,CZR@1U7* TYADVM_AC?2?E*:P4
M3UHI'FVEG"9Y3@>U5AGJOD!I#$KCGKY;QM^[7)"FBD=O<(%DT#U]5X@[ZA_- M4[HEUE)!K1,HC1OZXUSI$%4LZ8EXASR19V30:;;UN(.:)5 :@]*XI^]<::93
M>P:>+TT0_T@3Q#Z#[ALVK)@RZ(9RQ@RZH9PI@VXH9LJ@&XH1&71?&AL^O7WD MV:Y1QZ>R-'03K+?U0[T**(VC:*J8TJOPO5-X^3[4NX#2$BB-06D<15/5WKEW
MA[8Y!TA(HC4%I M'$53U9;VC4_;-[@,>A?(=7<'\2"*8VW% 75CH#0&I7$43=56VC8^;=O8;"5IZ/#CL\]!Q;DH3<%1,59N=AYS0+LKQZ7$:9'UQ@MHI4!H+##M8QFY_IR5'!565DSY)
<(K[M@@ZEQ^F@UBI#K14HC4%I/-#WPNR]9SF0CDEP^"ZA9Z?' _WV($\[CT)=$2B- M06D\,.Q]\8+!GL5=(.V.X)#=\8SD.,VV'G50&P1*8U :#_1-*3L>'Z_5TKB:%<:VQ,^O-
%H[&A;^D*#,9&[._I M+VEL!/3&D&?;08&^R4$S;Z9T(ZP/:ZA; :5Q%$U]D)IT*\+1*7SZ$.I>0&D) ME,:@-(ZBJ6I+ER.D70Y<=CS4'_;A:2<^NC76ND+WN$!I'$53=94V24C;),C\
M>&AZR$E_032E&V0M+71#"Y3&43156FFHA+2A\N04N7'*T@53'X(YZ6L+-5J@ M- :E<11-U58:,F%PDHLOU)V!TA(HC4%I'$53U=YY:"UMXN"2Y%V@B6I :,^R
MQ3[,%FK(0&D<15.%E6G-A!9/Q-V?2:S2YXGH72G Q[./#NYYH-MB*]7A@ P:D*-HJE32I(EHD^9)*?1(WQCB]]?L M=%QK6:!VS!'MYZB(JB[29(DL'GI"IL]ID.T5"4I+H#06&C-
+9#T>:3O!G%]S?ND M6V(M%=0Q@=*XH3_.77]?TC625DATR IY1@*=9EN/.ZA+ J4Q*(U'^K:5_7>7 M1SO?^W.D^V&?0(]TR\"80._**5\M9TJ@&\J9' T3SI1 [\KM+DKV)M CZ6=$
M].:19[M%D;X10D^@TXVP/JRA)@64QE$T54YI4D0G>51L!#4MH+0$2F-0&D?1 M5+6ENQ&=XDM^C ? 00-B2K?%6E7H)A@HC:-HZO>A27,D/OS=/JCT>:S?B:/? M9D"WQU99*
(U!:1Q%4Y657DI,>RG8['D7C,Z>TRVRUA;JLD!I'$53M95^3'R2 M![O$4',&2DN@- :E<11-55MZ.#'MX>"RYUT@Y2'MHT$\ZD^AZ0992PMU9* T MCJ)MI!WN?'O]0WHGF@5-
L]"IG(6X;?!-3S=SGC*[N]^^J8N']1?:WQ1U72S7 M+^]%.A=E6Z#Y^VU1U#_>#!O^8U%^6\>X_#]02P,$% @ M9#_6#F7=2P, M# ,2 !@ !X;"]W;W)KF M6-
<65(&P;#!DDU!E',CY+@$?)K+) M/#,K6>"G61S;W"@9\Z15N%?=N-.+94$WCB_>Y7*AIJKXDD\,?AW74F*]4JG562J,FK_?&X:_ M79[0>!
[P+ZW6MG4M:">S+/M*/\;Q^[TN*:02%14D0>+K08U4DI @J/'-R]RK MEZ2)[>M*^C7O'7N92:M&6?*[CHOE^[WS/1&KN2R3XBY;_TWY_9R2O"A++'^* MM1_;W1-
1:8MLY2=#@Y5.W;?\[NWP9R;T_(0>Z^T68BT_R$)>O#/96A@:#6ET MP5OEV5!.I^24:6'P5&-><7$[N;H;WH]O;Z9B>/-!3,1U[^I9/?>T;^0'S.TF)IQ54:JWA[_C%T
MK17N50I?]EX4^/RAZW=[)"_+ZM0'Z+*__G ',0J;ZAR2,'(I1EMHL MT;%TD$EC,3'*JK1P-[*YN-:I3",M$S'%305\%E;\>SBSA0'"_K/+0DZ!D]T* M4-3]9G,9J?=
[.:UE'M3>Q:^_A(/NVQ>V=U)O[^0EZ7^!?_]*^6):SJSZ5L)H MXNJ!3!>(^Z6"V5>Y3#60TYAE0SF%*FO/U4##]]NKJ_$J-$X<=5JLQB(Y),IL[9?T9/I]=- MEAZ-2F/(Z4-
K%2^6NX#\'U41<@%[DR&$M&*-K$#?D^G0(W(.Z=E:IPM1R%FB M1&ZR!W@75F.D 3:)KK$9,5(>NXD-_'BST#\SA<>"?M7NQ5)"P05T71!P@0>: M4%G,F*9[(FDFI](18;Q-;9D?
P;8#<0^J$BM9K!I/SQ\YNYGG20PB'4S2=J3 M)3K]L^!4=,["X(WHG)S19W\0G#Q9]G7(]H-S<1J$HHOO$#)?DO LF'I8NOGK M_XQA=H7,,P;'3OO!&7;]!LMT3D-HW3GI!CTQ3HG(P
> U:^_G/?"*VX446P M]4""P)B>P(D%KPF9%+. 768+HHH40$%!EB"+$52)-M6V$!@A*PTVL2@3%G4+ MIF7X6F'5PH6!(:8Q&,\K48@\8-
!"U>O,M;'%D4::=%>H\:@BTG;G8KLBKUZ+ MP)$9A *ANO'JK+3(+W".?46=PYW*0$>;JTC/=200K$@,N')1ND//ELE?0_1U MJ1*Q+P]$IW<*P'5Z9W#?9V(?9 \'D&F9YPF)#
<,S^#D,3^'S.Y6J-3O%&^!: MGPYW]ABOJ 9)9D.5ME?W8@3@@>_1X0?9\5H+;G%.Z$YR= ;"<\.\5JI!KK MR$G(,C5H%-DZV3B@2)>22-*&S/E9I[S5A 30E/ :_^97]%I?
V9H&XN44PA8'XR8)K'PQ5 MZ+14\<'S//@^MV\"9QG5('TRGNXA,?FNA 3I"NR;;=';!YV!\2C6).JX4H^ MP3.DD G/ 6S//7#4)X6R2' C>)3-CTK\\#/",!B(L(L0\C0R,>A##4,1MT_I
MX_P)*5=<[FIT]8+\7M#%7^BW%H8#*!^&=,>%W;.FZO0&?4IAO0'MES;V>+,^ M!!CW5=Y:R9B3MVOHE+&$+% :LA2QU ,_5-]55%)U:G")LA:80#.@(]74*KXX M:?*A(?
AYS,,Z/V")##3)Z *R5E6IBT(A5]P MX2Q$G@4EZY#YH $25#V< :H M-O])RUG%!*^ 94*%$K?LA/)Q2ARY$G<4H'=JCKH,(EA?2:SWELNN9#)@9T! M[HZ\@2#;=K 0G-
=+'2W;8M'7<3]@2'%N#13* M1N)Z*$C5;J_.)2\5HJ\W8+NSU=8"SR))\Q>6/JSW/BER?051:N6:),M\99[_A]9)[7/_1ZU>>/4G9'3FCN\SB,G4L=-8B1/M8MZR!OZUGXD
M&7FA_P:>>"R%;7\OOS]N#TX=+D*"#Q\\.#1PJ0![^%-,_!I25>"8 M?ES1PSY(A*\.F"FBR.DTD1NF-EK9ZU<3+I>]OD@#\Y))'0H)6ZZ>[W#KM'\: M=
^VMO>$B49,)8QQ9,0NH>K$8=5OT>/5H\WW/VV13[*38Z='O/;_1VOH@KPW MR'4P=XKK2#6'(Q^:4T_2 !FQ7HOH<#OE3O4BY0Z9$E%++%(0+5CM=BLK[3S^ M]AT_XYW>E:
Z/_K'H3ONE'5&;A_)^N.T^N"J.6[+88&%D?F2=+\:B5'"3CFJ M7-#LT/(6L2NRK4%>'E1=*$FDN726RP6%=X4P9!-!_:*)^6QO29WG4GH;ND:L MP"<]_]&
<[SW2(6[I0,'@3GLSE/7[I))K#QT$_(DD+ZKI'0'9"X;U!A 1XD7" M"(^7T"TR<3;2U">F)1]U4T=9G2\ZL3RP.<8./.WZY2LWN4-)2PE9C<]#=]Y480T]5>R/]IO#VLIT;6^T
I4JMW29H>D[6F"T6@$-3C39 MC3W/BO+*%GT/MK96DA.%?\/09*.4SNK;BMB6C^NS8;8;OV5HD+[E 7X\5-7^P-)>V%<55 M12;+J%W2,E]K3U@AN^E&&D3@;(;T[>B4XJ'+ 'U2+,A
&^JTI[5@,Y#]!*).*EB&Y4"A^X? M)>H&]^+G0:MU=2)# $VSRFO@2]D06[[-EU#1\0&[;4WGD 5$YM2J+N4#I\H: MUQXLE1'S1V\%W2E%;=.H39F[7C,%NU[M';=>XZ+O6?
#+:A(&_=T;W?IN_3Y\ MZ%X#-\/=RW00(@!D1:+FF-H-SD[W$-O\@MK]*+*<7PK/L@)-%E\NE8R5H0%X M/L^0,_P/6J#^+X&+_P)02P,$% @ M9#_6&K%=O-C#0 #R< !D !X
M;"]W;W)K&ULS5II;QLY$OTKA$<8)(CZ_0Q20PX MBC.3V3@V?&RP6.P'JD5)W+3(#LFVH_GU^ZK8EZR6DV 6@P$26:TFBW6\.KM? M/5CWV2^5"N+K*C7^]=XRA.R7@P.?
+-5*^J[-E,&=N74K&7#I%@<^-,J M/1CT>H<'*ZG-WNDK_NW*G;ZR>4BU45=.^'RUDF[]1J7VX?5>?Z_\X5HOEH%^ M.#A]E3.B];S@GUH]^,9W09), MK?U,%^]GK_=ZQ)!*51*(@L2?
>S51:4J$P,:7@N9>=21M;'XOJ;]CV2'+5'HU ML>DG/0O+UWO'>V*FYC)/P[5]^$T5\HR)7F)3SY_B(:X=#O9$DOM@5\5F<+#2 M)OZ57PL]-#8<]W9L&!0;!LQW/(BY?"N#/'WE[(-
PM!K4Z N+RKO!G#9DE)O@ M<%=C7SB]/O_U[L/9[>7UO\3%V>WM^?7-JX, NG3W("EHO(DT!CMH'(H+:\+2 MBW,S4[/-_0?@IV)J4#+U9O DP=]STQ7#WKX8] :C)^@-
*R&'3&^X2TBUR%,9 MU$Q<9LI)@H,7_SZ;^N" BO^T21P)CMH)DJ?\XC.9J-=[< 6OW+W:._WYI_YA M[^43[(XJ=D=/4?].F_PH#5%HP;HU !2"HV%U\4
MBX,58:G$!,JSJ9ZQ/M]I(TVB92IN GZ MP9/9&SNR'A#0:XC^KT7_]@'L,-2 MR-E,D_ZQ8Z9]DEJ?@X?,V7L]BQS0&7.;(EIHLQ"9='+A9+;T77%.KNQT(JYQ M%%V; %K*,^7BT%93>
[4@SL1-A1?:&.5MD.+*/B@G9.HMR"9V8;#8TPG* MY$KD^5#U#??_8HP#=5"FYZL%\^;.[MJ/^Y!>M'I#[M#!)4TI?C(#$ BK[^* M5?1G1?XLX(VJ\D;QK#/L=\<_MFOXO!LWUWKZ%
<(YR$&F%!.$U:ZX)/3=J]44 M*NK'?=N:)1/.A(0\0>HTVD^;!/G(DR&_Y-#*IAEA??69H"21 Z "I)IZAYT+ MF0%]7S5<0J5KT1]T>SW"1* @73%23$60W7[PB!78B-
KLC(M2%J76]UAS0(95XKQL,E6L9;AS7HC MT8S)91JA*;T&FZ2 0B/X<:[)YS;U]6#S="86; K\OJF)SO%)964X5\-Q"Y&[MXKV!(.2AV&P=XRJ&A;QX4AJR,H=,$I71(G;TJ Z
,;&K+%7$!0E,G-R3 MH4O!2*5PVM4C";;LUSD*W&H_5YK>D-_9?XG!B5RNR M;9/\Y7RN$Y:0=IX%Q&*CUJ7C[,/'/>1""(1R[@+TR*'PK8ZQ+,:,#](![9'1 M]\0H5&!C*
(^,%B#9[4L1NJU2:=_45S09>&D$1HZ9)&/(58DJ%6ASWI'AV7OKG/+!MK7LRKU*B1&&.4YE",!3;A MS!1S"FAZU)#;.MH&&T5Q-RL"()<='**DV72/B%W61K_?[55NC%KE19!?R=UP
M;R.N(STO=;)\9-3HL*5EGS B2_>(VY]_.A[TCU[ZDIU$I@GE9A;\D*U,380 M4\C$@4FGL ^?4T);*5:B)%*Y'=JZCBT ([%. MV]C65&CFAHH9@E73Y&@4$?J+.*=) IO ^:&%HF;XA#
(1M1F.:*\9+J0#;@NF#)/;S*J96Z*!Z, ;$S33> M"$?M^;RWE<_'?S:?)TMI%F4*KX5CCX$9-[/BN'OR=%'#;-6% -CW@3?/1.>H M4212OFTI!$@E!4,P;VV!BGX!T(*_!U
C;YXAWSLTM;4W<\6=LOX9#6O $E'2 MK*,1ZY <>Q>)])?HC/FDBDLQE-1\KKC9)UR6.1[@&/\?PTX!A4;!#J\!JJ[+ M.ON:$LYVV%DRQNH"IZ4X)ZZS%,TEB02M4@K?LA?Y-BZ=
(XLR0-BNB7)8:#8Z MB2=[A8VTVH OR9C(3->]AD(Q-"D.+/D04\(%MD:5D4FHZHVIV\3TP5%N=UT8 MTPXW@)Y1E:YK[>P*>LJS\RG*QU"9.42=^A4"@]T:E?<99&A M3?
XY$D9]Q(T;":I0W+WP)QG3B+JG$K+S/ 4UGC?2BGV;"YP S>T M\YKWREDC>%9#N_@U)#QC6@AL,8U,7(M
M,6E]Z0>QIB1'>=R*P5@*U7,HJCMMRLIZP'9L)I785]7E:3&0"V4A8Q[/#OIU MH>/J^6>JY91*P75[WT32548;]DNC;;=N9>56#1<*IEH.(F<0_4$Y4:L][ZE"
MF]@KFVW-..?!27"Y>I%GVXFQZ'5CDB[C5^72;0$H;8Q*GHH_42F-:/-8&7]& M!6#UA@9(JXT(U#XG;*BAQ V-PK9!67ATG2^H7(Q:6=>'G,=5- %'[RWC8R5# MHV84R_J/^,.S\\GE/X
M]RO6/KL&G?F]-X6'?M<9/*5N$&Y%_\[3RL:<8\.64LL^;HN)6,9N MGQJ?&=!5%/RQ _B& VP\/SFC'CPJ^4,!;TTSXR.P9D;()[' M394R]*A3\5W)DJZ9/4@^C>6+=746UXUD5 S
K[=]7*OFX7::ZD4A.(1=R<_E M'(NO-SO5:\8J6=NU*1)5$K%.=9IFL4:[JBC_W>7'-]VISLH;N?@B!A)?56C; MA)[)7=6-Z(R[(]$Y[AZ)2]90KWO(_V\M]1^[278.NSW1.>D.Q4=K7NQ>]U;-
M>?CQ!NEG#LM>E5,[RBE\XA5PB])7NSK"@_R@/^Z>T)]C,//>\-#C5GZ%%H[I MB=[Q<; 3!6FIVC^Z\>RR&0WP\GCWBX&,$5.R^D":G M6BVGD/
K8@+Q%D1_B+/Q,1!75V>3LP9W)"T#7!#A(4CLT'H/;(VAP*B!(4PP M KFH\Z?UV1F>C+"Y,QJ0X5K6-0'S;+K;[OT!V.-\.7@IKLK9!#O<^V+0SD/(MZ^B;/&0OEV_,A.CQ-
PZ/3ZS+Y3U"%3U$C1+2Y@%^VHFJ)M<=B#:$H.!OARZ: MJS>PT1F<'/%>&DB*3TN;*B_3^##D.K97Y'%.BK-W=V\GXN@0Z#HZQMIHVFNU MXA3;!-
)1'Q0/C["&N/D]=]K35"V.!S\0Y1L.',5\M9.R/!CAP M%'%?MG2,K@D'1T_8&]''X2[C\OTQM/_&^@>%J'AG>!]S,! ?52CDI>OS+[G. M>/P[+-$9'Y*=.^.C$?
Y0S"DWM,1N3JR<%J&HXN6&*YKL MK^L.-O)1C$0VWLEX(\$^FN<;>BFHRSAO.:N9'%H/C >4.YNR?/O0MI=@#AHO M*2&1+_A5+$KAR.3Q?:7JU^IMK[/XDE.]/+XJAE8%W8
7J9IC*^+%>$^X^/I5 MO @VXU>>IC:@:N"O2R41VV@![L^M#>4%'5"] W?Z/U!+ P04 " "UD/]8 ML3-%2N<% "]#0 &0 'AL+W=OLBU\4>-:0C%ZU;+IU.9"Y_80AKLC*W+
M1<"KF[1\X:3(HE"N6]UV>[>5"V4:QX=Q[=(=']HR:&7DI2-?YKEP\Q.I[>RH MT6DL%Z[49!IXH75\6(B)O);A4W'I\-:JM60JE\8K:\C)\5&CWWE]LLWGXX'/ M2L[\RC.Q)R-
K[_CE+#MJM!F0U#(-K$'@YUX.I-:L"#"^+'0V:I,LN/J\U/XV M^@Y?1L++@=6W*@O3H\9^@S(Y%J4.5W;V3B[\V6%]J=4^_J=9=79GMT%IZ8/- M%\)
D"M3_8J'11Q6!/;;/Q#H+@2Z$7=E**(\%4$<'SH[(\>GH8T?HJM1&N"4 MX:1C,W$L?0*S@29B,WEME GW&>^FDI[_Z(Q\NT+DO7G1VVV^><6.[=F/[.>T_F:M?U;$2#U*&^C<#2NAC
MZ6@VM5K/M^S,R Q%._(J4ZC;)O4_?!C>#.G&">-SY6-]OK,Z4V;BFX3SB&M1 M./N@4#52SVF?"NE2-F#';*!)@FZ53RUJVVQQ4654!J4Y26$JPD('#/ M4ZQCIU(*JV:%]Q)I!.
[".BYSSR9JW4TZ5^E4341\,D9Z&T14?*81&:M\0K<2 MK2&U)="AQY&%Y^J[B)1@M@,V2;+B4EYQ"<86PG ^643FU8O];F?OC5\3V7,% MNXQR07T!HR;@PLQ[*4V2:C MK4,I2L3;J:_
X"0*%5C-,A"(0A5445"$12P- $ST(_I1P&H#"+@#6I(B\SD3ULT]OAU0!'6.ML M"NZ1\EP[_X"\%"S="Z=LB Q$)5\&Y*1 M2._8K0H4*B\5QMA :)89VUKK[M(+3$:M"=-
VV59J3G"Z*M&%;32?5,HLUB1< M1Y95E:Y:%Y)9,F*ZL$B[9"\OG2TL9_.JU%!TQ[F!8OC08878XQ6@URI7%590 MK+U*L=_#*K9AC:X\'ROGV9B3DN92N%A5>>P-?
JH*UNE+\$P\U0&_N9;!O@HZ M[.%99+9 HIJQR\FZ::KNEW7J_6W2;^ZDC\>KSYLSH6;\ U&RS%$V\G>3H-<];%0O01;Q OZR 9< M]^/C%-]7TO$![(^M#[VTZ+IM-
Y6.P#+=$6IY*HD%02[Z_?[QQ2LER[;A?8AWVQ M)8KG]ITK>?YH[%>7*^7%4UE4[F*0>U^_&HUGXY*J:O!Y3FO?;27YZ;QA:[41RM<4Y;2KJY481XO!I-!N_!) M+W-
/"Z/+\UHNU9WR?]0?+=Y&'9=,EZIRVE3"JL7%8#9Y=75"^WG#%ZT>7>]9 MD"5S8[[2R]OL8C FA52A4D\<)/X>U+4J"F($->XCST$GD@C[SRWW-VP[;)E+ MIZY-
\:?.?'XQ>#$0F5K(IO"?S./?5+3G.?%+3>'X5SR&O<_?'[?G(@Q^MCM)(>Q5HI]^A/17O3>5S)VZK3&6;]"/H MT2DS;96YFNYE^/>F2L3Q>"BFX^G)'G['G7'S._X>\9);
<47631*W&B7%L8U M5CGQS]G<>8MX^-N5JFZF*)'#*/JC!Y:^_3$['K_)7FE;YO5"(^Y\IU&U-9!=QEIH&;F5/X MR'FAAJTIJ;'6S(T%+!GINE25LK+

*YJ9:;V>08!N(B(^L:_)"W@&&!6MDF@O4 M;/)R8RW9N%A'1<\'CHU4R&#Y@.TPIH6?.,Z5 [\'J0L2#$-"&X"5B9BE4)?0 M*P#EX]IM.X#H'/:DRY8U^<@L>BBT,)$^J'1;._L0Q+V; $.+7,-L:9F&XS=: MVC-^R-\!G[':0P1YV)IFF;.L'DBY!O8VS5R!,'$$& I\:7^WM@L41C%#56T<00WC?H>Q MXBP1O:H;4^,;._$VA,P[K-[J25:IA\)W'0HA!D)O&4MT_%M1MQ61\]/(^ ^\(4 ML)+3F$QR@O(8R/E*.:KH"F:IL]C5NY2=LC<(\"$71_A4!61V7!/:IJ*E"3/ M8+7'BR:(7C)A$D!IE0P1VI;JVM:0^=^@MI9SE,WC"2|?) ^*6,C)4H;X&*RK1 M:8$/>]$AF4;.C*3UW!MLA"1V9U 85$XO*Q"AK/@6Z=TYGH@'T?SGN.Y&2OZV9 MI)QA,M;2II"VE;6/+_"X;S2UU+^:;$DK;0J6$@&R6&#T^J8V!LE.?<|9,; A MK2[095G*#YP;@S5$"^!"7607]GRW$-?2YJ+&0DI84X8.LJ<,N[:A?!OJB?C] MP^=;<8*<6C?W0VCJ==6H[%D_U7:$HOC4*>UM?-|*;0M+ ^) ^*MD9|-A@) ^5X7 M!=>%67#4VPI%SX=L/93/Q*QM"DPN3:VYE;(^/YF'I2M2#Z4NU%SW^=_.'^V9GN:/.]>Z'G+XZ?) MRRUE:"T8WH,*@$;K#R;/D[--U@?3:0+0>K%[HS H67C]VI0X-+D0\8=I3[?) MRSX'?MLEM<]U'^V6_[?SO]5#)SMBH&S_U$,]/P_[KEUO.W_YSN"D=;/'V[O\$ M8M<.ZZY%)HJ)L*R?AL?]=]NKV+V5.1,E5^P'S0OHD+|+Y@:A'YRKN,X(B_.. M/1J/5;=2*52W8P\!T"-!"*0W!KTD90%O[Z2^^T@HUTO2]M%PD/39WOYQTC^@ MV\$HZ=:"HQ |&X^20;.$[H^/(>F%'?\B\#1-DR$T=I/T(-X-7B(?'1\E8P94 M70(^.AKC[CGP<0T\C<#'*6S]2; YS]E>KX^71<3 0-;.(SP4>ZE9N)XLF1(> M(0VAS*S(I0\AU&9K?6[YPK$*Y6[QW#+*NZTM+U.![> ^EXPWU?ZARKS^ SW>A MC=]CCA,%& M"=5'(3VZE7=M]EW%+==>P!$$_PJ4",D^^8%]!^Q.1W_TCIK2CN\|>;QAO6.9 M%4@:;YA$RHBP&0U,(7S#[MK^*1YJ:2R@.I&!Q2@H'LKV*=U[W1,"Y<)U>G) MXC)A/1HT/.V\]!7U0V3*I%J2&_"<*KRT\HG#F%*!T<@0M!G[1?@DD$,0B=X$ M,!-XTJB<]EFA9,ALZJ^:B:^B*$.SG5I3X.U,$KF&)]&M#W4S'NSS@_W> =E" MNA_(C.!6=I%Y>IJ.^_TV!98#"EI).WAE"S[/8E $07D2:)76[0(;?)E'9Q)N M0\QS*.G+DW_)NJ1DEZ_.=4H;[8AT:&T2]UL)(O MJ2D@\PIYR+6NN%)+6GK+;39GPR!_0RKI%QQOEL#79AG*@_(?];7>$XPR6H-8MW&F#GY%=E&(C@L M_R(.%W.C*,_-DZ29:79:1 Y+YV/&0\,O/>F@SE(6)Q$';'E=@94E8YI!M)Q(PJ-:\]-ZV[M*\" 380%O,Q8."34;84K1\04^ 71J7EPS2]-&A-=2%0M+"75<$M>\R$YL9>, MAJNTJ9DF\DM>;19,&NE\N**=<+/-/: ;@.M[AHBP!34"1OSV_[6>@QD!+:RP4T M*=;K[X[_<_(BU[^7%J5_B]J:X2S&+I'KZ"?AYU_J($%6NRZ=%ZPU3(YZCAP5B8Y$CH$O@B*M;Q'3XI;H_^,IXGTD M7;R_,D\"UYYXE<;;9P<="Z_.0K([BDFHD748LO7F#WH5R/;N09F.42\F4U>5 M(_3AZ(, P>A=+8?&T;K8;R4D1\;_@MI) *VN<\C(< 3O5F6)>Z M(7[3I MZ* 1W8>#&:PM9:@FRV'78I0A'^Q:4?B4* .:L$HPD05#?IQQ?1&*9

)EF*@IM K42)-YG2!;>XU8N^66G!4R=4Y/TX#,?] M@LNR9=>M8) M"9#(16)) \?I44Q%GI,BP/A2Z^PT)DFP?;W1_M;Y#E_FW(BIRO\K4[L\ZTPZ M+!49KW)[I];_$K4_()*7J-
RX(UO[M8-!AR65L:JHA8&@D*4_\Z&GPZ!U=2WS'.UDV+326I26M8([>P)7 M&,'>BE1HGK,CWF/=03"@0\BZXV#"NI-@S.XMM[0Q.XWQI-1,&0/RD+F@%HH M&-$A9MUH (%N-
(3:*Y$)B*3[)(XN12DR:7M;2'- .AH%(9U.@@F=HM#?1N,@ MZM7@PB!B$9#',$FVWI6/PMB"D)&!*0Q*RRX*I:W\@SN".0J#N$?'R!U'O?J) M]VL?S!J= Q01 H2"3L,:3QR\VH@?
=*X;431@;8CKD8L,X%/TP5S,+@4S2';A MDRUVD^TRR\O49??8+<[J6"5U*BR,BMJH-&R%*I(\SY^9RC*#N3%_9BNMTLKS M+*U.7'A,X,+]ES"DF[!)'P#2/J_#1EBTQ"R1P))6>*E>!/(
G5-5K'CY_(MQ MK[#R4;K9@M$&]>@,6; 5CBHUI#I5> 3*A?*R'(!A PU (.H#Y4QZ,6CL@)* MD67"C1>G66/!,>/I)] WA$E]"MK1T F!YLN3E0IA=RVM5Y2G&$F>H0UD4
M5YHLIYM(W#]Q ;<.Y3*NBZ5;JQ/KPXY] MBF?EXF_WJ',ZND/JWPDQ7>18$ZQT0EJPY:*FOQ+^JD<1;P\V5_^O:_K:L?KS M3Y,XBMZP&_0[XKP'_8:(/-N-V0FQ4X\=JI&
MSOR(GMRH\I]35)I62#5Z[!UU-O!0O.ZKN9&I1/M!.20991=2^+UB%V_7DVW M)K]4TCX3X$'/XS?U/ W=P^:EX;[\$R5@8LTZS9OV]P>TV)X"#!W-ZEI((L?
6U0LV]9@EA+54@CL2G9X;DCG$1HB_W"EEU_#(BW MOX=SUMRP":H]#S%?ZO<. 4[<6!KX7S?C X)DDO(WP.# M[&.Y<9J2=M,I#5X<6$H(E_YN19LR5.VT
I56Y4:7+N=KYCY)AU47"-4BWJG!L_-@]?W^P 2DS> MO** UU6 YC(JEZDKD4N> M*6L^FR]AJF$;!!FB\FKM-"*DU KLO:AGC:/X;0

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end XML 76 Show.js IDEA: XBRL DOCUMENT // Edgar(tm) Renderer was created by staff of the U.S. Securities and Exchange Commission. Data and content created by government employees within the scope of their employment are not subject to domestic copyright protection. 17 U.S.C. 105. var Show={};Show.LastAR=null,Show.showAR=function(a,r,w){if(Show.LastAR)Show.hideAR();var e=a;while(e&&e.nodeName!='TABLE')e=e.nextSibling;if(!e||e.nodeName!='TABLE'){var ref=((window)?w.document:document).getElementById(r);if(ref){e=ref.cloneNode(!0); e.removeAttribute('id');a.parentNode.appendChild(e)}} if(e)e.style.display='block';Show.LastAR=e};Show.hideAR=function(){Show.LastAR.style.display='none'};Show.toggleNext=function(a){var e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display){}else{var d,p_;if(e.style.display=='none'){d='block';p='-'}else{d='none';p='+'} e.style.display=d;if(a.textContent){a.textContent=p+a.textContent.substring(1)}else{a.innerText=p+a.innerText.substring(1)}}} XML 77 report.css IDEA: XBRL DOCUMENT /* Updated 2009-11-04 */ /* v2.2.0.24 */ /* DefRef Styles */ .report table.authRefData{ background-color: #def; border: 2px solid #2F4497; font-size: 1em; position: absolute; } .report table.authRefData a { display: block; font-weight: bold; } .report table.authRefData p { margin-top: 0px; } .report table.authRefData .hide { background-color: #2F4497; padding: 1px 3px 0px 0px; text-align: right; } .report table.authRefData .hide a:hover { background-color: #2F4497; } .report table.authRefData .body { height: 150px; overflow: auto; width: 400px; } .report table.authRefData table{ font-size: 1em; } /* Report Styles */ .pl a, .pl a:visited { color: black; text-decoration: none; } /* table */ .report { background-color: white; border: 2px solid #acf; clear: both; color: black; font: normal 8pt Helvetica, Arial, san-serif; margin-bottom: 2em; } .report hr { border: 1px solid #acf; } /* Top labels */ .report th { background-color: #acf; color: black; font-weight: bold; text-align: center; } .report th.void { background-color: transparent; color: #000000; font: bold 10pt Helvetica, Arial, san-serif; text-align: left; } .report .pl { text-align: left; vertical-align: top; white-space: normal; width: 200px; white-space: normal; /* word-wrap: break-word; */ } .report td.pl a.a { cursor: pointer; display: block; width: 200px; overflow: hidden; } .report td.pl div.a { width: 200px; } .report td.pl a:hover { background-color: #ffc; } /* Header rows... */ .report tr.rh { background-color: #acf; color: black; font-weight: bold; } /* Calendars... */ .report .rc { background-color: #f0f0f0; } /* Even rows... */ .report .re, .report .reu { background-color: #def; } .report .reu td { border-bottom: 1px solid black; } /* Odd rows... */ .report .ro, .report .rou { background-color: white; } .report .rou td { border-bottom: 1px solid black; } .report .rou table td, .report .reu table td { border-bottom: 0px solid black; } /* styles for footnote marker */ .report .fn { white-space: nowrap; } /* styles for numeric types */ .report .num, .report .nump { text-align: right; white-space: nowrap; } .report .nump { padding-left: 2em; } .report .nump { padding: 0px 0.4em 0px 2em; } /* styles for text types */ .report .text { text-align: left; white-space: normal; } .report .text .big { margin-bottom: 1em; width: 17em; } .report .text .more { display: none; } .report .text .note { font-style: italic; font-weight: bold; } .report .text .small { width: 10em; } .report sup { font-style: italic; } .report .outerFootnotes { font-size: 1em; } XML 79 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.2 html2653151false960false8 falsefalseR1.htm0000001 - 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Other Current Liabilities (Details)Details36 falsefalseR37.htm9954486 - Disclosure - OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES - Other Non-Current Liabilities (Details)Sheethttp://www.allete.com/role/OPERATIONSANDSIGNIFICANTACCOUNTINGPOLICIESOtherNonCurrentLiabilitiesDetailsOPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES - Other Non-Current Liabilities (Details)Details37 falsefalseR38.htm9954487 - Disclosure - OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES - Other Income (Details)Sheethttp://www.allete.com/role/OPERATIONSANDSIGNIFICANTACCOUNTINGPOLICIESOtherIncomeDetailsOPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES - Other Income (Details)Details38 falsefalseR39.htm9954488 - Disclosure - OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES - Supplemental Statement of Cash Flows Information (Details)Sheethttp://www.allete.com/role/OPERATIONSANDSIGNIFICANTACCOUNTINGPOLICIESSupplementalStatementofCashFlowsInformationDetailsOPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES - Supplemental Statement of Cash Flows Information (Details)Details39 falsefalseR40.htm9954489 - Disclosure - REGULATORY MATTERS - Electric Rates (Details)Sheethttp://www.allete.com/role/REGULATORYMATTERSElectricRatesDetailsREGULATORY MATTERS - Electric Rates (Details)Details40 falsefalseR41.htm9954490 - Disclosure - REGULATORY MATTERS - Regulatory Assets and Liabilities (Details)Sheethttp://www.allete.com/role/REGULATORYMATTERSRegulatoryAssetsandLiabilitiesDetailsREGULATORY MATTERS - Regulatory Assets and Liabilities (Details)Details41 falsefalseR42.htm9954491 - Disclosure - EQUITY INVESTMENTS - Narrative (Details)Sheethttp://www.allete.com/role/EQUITYINVESTMENTSNarrativeDetailsEQUITY INVESTMENTS - Narrative (Details)Details42 falsefalseR43.htm9954492 - Disclosure - EQUITY INVESTMENTS - Investment in ATC (Details)Sheethttp://www.allete.com/role/EQUITYINVESTMENTSInvestmentinATCDetailsEQUITY INVESTMENTS - Investment in ATC (Details)Details43 falsefalseR44.htm9954493 - Disclosure - FAIR VALUE - Recurring Fair Value Measures (Details)Sheethttp://www.allete.com/role/FAIRVALUERecurringFairValueMeasuresDetailsFAIR VALUE - 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Excludes net income (loss), and accumulated changes in equity from transactions resulting from investments by owners and distributions to owners." } } }, "auth_ref": ["r5", "r19", "r27", "r541", "r544", "r583", "r672", "r673", "r951", "r952", "r953", "r963", "r964", "r965", "r966"] }, "ecd_Additional402vDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Additional402vDisclosureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Additional 402(v) Disclosure", "label": "Additional 402(v) Disclosure [Text Block]" } } }, "auth_ref": ["r886"] }, "ecd_AdjToCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Compensation, Amount", "label": "Adjustment to Compensation Amount" } } }, 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An asset retirement obligation is a legal obligation associated with the disposal or retirement of a tangible long-lived asset that results from the acquisition, construction or development, or the normal operations of a long-lived asset, except for certain obligations of lessees." } } }, "auth_ref": ["r986"] }, "us-gaap_Assets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Assets", "crdr": "debit", "calculation": { "http://www.allete.com/role/CONSOLIDATEDBALANCESHEETUnaudited": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.allete.com/role/BUSINESSSEGMENTSBusinessSegmentsDetails", "http://www.allete.com/role/CONSOLIDATEDBALANCESHEETUnaudited"], "lang": { "en-us": { "role": { "totalLabel": "Total Assets", "terseLabel": "Assets", "label": "Assets", "documentation": "Amount of asset recognized for present right to economic benefit." } } }, "auth_ref": ["r123", "r143", "r162", "r201", "r239", 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Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r287", "r635"] }, "us-gaap_AvailableForSaleSecuritiesDebtSecuritiesNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AvailableForSaleSecuritiesDebtSecuritiesNoncurrent", "crdr": "debit", "calculation": { "http://www.allete.com/role/FAIRVALUERecurringFairValueMeasuresDetails": { "parentTag": "us-gaap_AssetsFairValueDisclosure", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.allete.com/role/FAIRVALUERecurringFairValueMeasuresDetails"], "lang": { "en-us": { "role": { "terseLabel": "Available-for-sale \u2013 Corporate and Governmental Debt Securities", "label": "Debt Securities, Available-for-Sale, Noncurrent", "documentation": "Amount of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income 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Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation." } } }, "auth_ref": ["r33", "r158", "r769"] }, "us-gaap_CashAndCashEquivalentsPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsPolicyTextBlock", "presentation": ["http://www.allete.com/role/OPERATIONSANDSIGNIFICANTACCOUNTINGPOLICIESPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Cash, Cash Equivalents and Restricted Cash", "label": "Cash and Cash Equivalents, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for cash and cash equivalents, including the policy for determining which items are treated as cash equivalents. Other information that may be disclosed includes (1) the nature of any restrictions on the entity's use of its cash and cash equivalents, (2) whether the entity's cash and cash equivalents are insured or expose the entity to credit risk, (3) the classification of any negative balance accounts (overdrafts), and (4) the carrying basis of cash equivalents (for example, at cost) and whether the carrying amount of cash equivalents approximates fair value." } } }, "auth_ref": ["r34"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "crdr": "debit", "calculation": { "http://www.allete.com/role/OPERATIONSANDSIGNIFICANTACCOUNTINGPOLICIESCashCashEquivalentsandRestrictedCashDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.allete.com/role/CONSOLIDATEDSTATEMENTOFCASHFLOWSUnaudited", "http://www.allete.com/role/OPERATIONSANDSIGNIFICANTACCOUNTINGPOLICIESCashCashEquivalentsandRestrictedCashDetails"], "lang": { "en-us": { "role": { "periodStartLabel": "Cash, Cash Equivalents and Restricted Cash at Beginning of Period", "periodEndLabel": "Cash, Cash Equivalents and Restricted Cash at End of Period", "totalLabel": "Cash, Cash Equivalents and Restricted Cash on the Consolidated Statement of Cash Flows", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents", "documentation": "Amount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r33", "r102", "r199"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsAbstract", "presentation": ["http://www.allete.com/role/OPERATIONSANDSIGNIFICANTACCOUNTINGPOLICIESCashCashEquivalentsandRestrictedCashDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash, Cash Equivalents and Restricted Cash", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents [Abstract]" } } }, "auth_ref": [] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "crdr": "debit", "calculation": { "http://www.allete.com/role/CONSOLIDATEDSTATEMENTOFCASHFLOWSUnaudited": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.allete.com/role/CONSOLIDATEDSTATEMENTOFCASHFLOWSUnaudited"],

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deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of
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invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury." } } }, "auth_ref": ["r79"] }, "us-
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elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": ["r79", "r641", "r825"] }, "ecd_CompActuallyPaidVsCoSelectedMeasureTextBlock": {
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to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners." } } }, "auth_ref": ["r28", "r178", "r180", "r189", "r632", "r654", "r656"] }, "us-
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noncontrolling interests. Excludes changes in equity resulting from investments by owners and distributions to owners." } } }, "auth_ref": ["r10", "r56", "r61", "r178", "r180", "r188", "r631", "r654", "r655"] }, "us-
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whether a variable interest held by the entity requires the variable interest entity to be consolidated and (or) disclose information about its involvement with the variable interest entity; the methodology used by the entity for determining whether or not it
is the primary beneficiary of the variable interest entity; and the significant factors considered and judgments made in determining that the power to direct the activities that significantly impact the economic performance of the variable interest entity
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time, classified as noncurrent." } } }, "auth_ref": ["r385", "r387", "r390"] }, "us-gaap_ContractWithCustomerLiabilityCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
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Sales Channel [Domain]", "documentation": "Sales channel for delivery of good or service in contract with customer. Includes, but is not limited to, directly to consumer and through intermediary." } } }, "auth_ref": ["r802", "r1000"] }, "us-
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not considered an operating segment." } } }, "auth_ref": ["r21", "r269", "r270", "r271", "r272", "r275", "r972"] }, "ale_CorporateOtherOtherMember": { "xbrltype": "domainItemType", "nsuri": "http://www.allete.com/20240630", "localname":
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commercial paper issue, bonds indenture, debenture issue, own-share lending arrangements and any other contractual agreement to repay funds, and about the underlying arrangements, rationale for a classification as long-term, including repayment
terms, interest rates, collateral provided, restrictions on use of assets and activities, whether or not in compliance with debt covenants, and other matters important to users of the financial statements, such as the effects of refinancing and
noncompliance with debt covenants." } } }, "auth_ref": ["r112", "r200", "r323", "r324", "r325", "r326", "r327", "r341", "r342", "r354", "r360", "r361", "r362", "r363", "r364", "r365", "r370", "r377", "r378", "r380", "r575"] },
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gaap_LongTermDebt", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.allete.com/role/FAIRVALUEFairValueofFinancialInstrumentsandAssetsMeasuredonaNonrecurringBasisDetails",
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Term Debt, Gross", "documentation": "Amount, before unamortized (discount) premium and debt issuance costs, of long-term debt. Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt,

subordinated debt and other types of debt." } } }, "auth_ref": ["r24", "r125", "r381"] }, "us-gaap_DebtInstrumentFaceAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentFaceAmount", "crdr": "credit", "presentation": ["http://www.allete.com/role/SHORTTERMANDLONGTERMDEBTNarrativeDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Proceeds from issuance of long-term debt", "label": "Debt Instrument, Face Amount", "documentation": "Face (par) amount of debt instrument at time of issuance." } } }, "auth_ref": ["r355", "r575", "r576", "r796", "r797", "r824"] }, "us-gaap_DebtInstrumentInterestRateStatedPercentage": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentInterestRateStatedPercentage", "presentation": ["http://www.allete.com/role/SHORTTERMANDLONGTERMDEBTNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Interest rate", "label": "Debt Instrument, Interest Rate, Stated Percentage", "documentation": "Contractual interest rate for funds borrowed, under the debt agreement." } } }, "auth_ref": ["r72", "r356"] }, "us-gaap_DebtInstrumentLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentLineItems", "presentation": ["http://www.allete.com/role/SHORTTERMANDLONGTERMDEBTNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt Instrument [Line Items]", "label": "Debt Instrument [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Includes, but is not limited to, deferred national tax expense (benefit) for non-US (United States of America) jurisdiction." } } }, "auth_ref": ["r962", "r1005", "r1006"] }, "us-gaap_DeferredFinanceCostsCurrentNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredFinanceCostsCurrentNet", "crdr": "debit", "calculation": { "http://www.allete.com/role/SHORTTERMANDLONGTERMDEBTScheduleofShortTermandLongTermDebtDetails": { "parentTag": "us-gaap_LongTermDebtCurrent", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://www.allete.com/role/SHORTTERMANDLONGTERMDEBTScheduleofShortTermandLongTermDebtDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Short-Term Debt", "label": "Debt Issuance Costs, Current, Net", "documentation": "Amount, after accumulated amortization, of debt issuance costs classified as current. 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For example, but not limited to, acquisition-date income tax benefits or expenses recognized from changes in the acquirer's valuation allowance for its previously existing deferred tax assets resulting from a business combination and adjustments to beginning-of-year balance of a valuation allowance because of a change in circumstance causing a change in judgment about the realizability of the related deferred tax asset in future periods." } } }, "auth_ref": ["r962", "r1004"] }, "us-gaap_DeferredStateAndLocalIncomeTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredStateAndLocalIncomeTaxExpenseBenefit", "crdr": "debit", "calculation": { "http://www.allete.com/role/INCOMETAXEXPENSEScheduleofIncomeTaxExpenseDetails": { "parentTag": "us-gaap_DeferredIncomeTaxExpenseBenefit", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.allete.com/role/INCOMETAXEXPENSEScheduleofIncomeTaxExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "State", "label": "Deferred State and Local Income Tax Expense (Benefit)", "documentation": "Amount of deferred state and local tax expense (benefit) attributable to income (loss) from continuing operations. Includes, but is not limited to, deferred regional, territorial, and provincial tax expense (benefit) for non-US (United States of America) jurisdiction." } } }, "auth_ref": ["r962", "r1005", "r1006"] }, "us-gaap_DefinedBenefitPlanAmortizationOfGainsLosses": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanAmortizationOfGainsLosses", "crdr": "credit", "calculation": { "http://www.allete.com/role/PENSIONANDOTHERPOSTRETIREMENTBENEFITPLANSComponentsofNetPeriodicBenefitCostCreditDetails": { "parentTag": "us-gaap_DefinedBenefitPlanNetPeriodicBenefitCost", "weight": -1.0, "order": 4.0 } }, "presentation": ["http://www.allete.com/role/PENSIONANDOTHERPOSTRETIREMENTBENEFITPLANSComponentsofNetPeriodicBenefitCostCreditDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Amortization of Net Loss (Gain)", "label": "Defined Benefit Plan, Amortization of Gain (Loss)", "documentation": "Amount of gain (loss) recognized in net periodic benefit (cost) credit of defined benefit plan." } } }, "auth_ref": ["r394", "r432", "r453", "r805", "r806"] }, "us-gaap_DefinedBenefitPlanAmortizationOfPriorServiceCostCredit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanAmortizationOfPriorServiceCostCredit", "crdr": "debit", "calculation": { "http://www.allete.com/role/PENSIONANDOTHERPOSTRETIREMENTBENEFITPLANSComponentsofNetPeriodicBenefitCostCreditDetails": { "parentTag": "us-gaap_DefinedBenefitPlanNetPeriodicBenefitCost", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.allete.com/role/PENSIONANDOTHERPOSTRETIREMENTBENEFITPLANSComponentsofNetPeriodicBenefitCostCreditDetails"], "lang": { "en-us": { "role": { "terseLabel": "Amortization of Prior Service Credits", "label": "Defined Benefit Plan, Amortization of Prior Service Cost (Credit)", "documentation": "Amount of prior service cost (credit) recognized in net periodic benefit cost (credit) of defined benefit plan." } } }, "auth_ref": ["r394", "r433", "r454", "r805", "r806"] }, "us-gaap_DefinedBenefitPlanContributionsByEmployer": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanContributionsByEmployer", "crdr": "debit", "presentation": ["http://www.allete.com/role/PENSIONANDOTHERPOSTRETIREMENTBENEFITPLANSNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Employer contributions", "label": "Defined Benefit Plan, Plan Assets, Contributions by Employer", "documentation": "Amount of contribution received by defined benefit plan from employer which increases plan assets." } } }, "auth_ref": ["r409", "r419", "r457", "r803", "r804", "r805", "r806"] }, "us-gaap_DefinedBenefitPlanExpectedFutureEmployerContributionsRemainderOfFiscalYear": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanExpectedFutureEmployerContributionsRemainderOfFiscalYear", "crdr": "debit", "presentation": ["http://www.allete.com/role/PENSIONANDOTHERPOSTRETIREMENTBENEFITPLANSNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Expected future employer contributions", "label": "Defined Benefit Plan, Expected Future Employer Contributions, Remainder of Fiscal Year", "documentation": "Amount of contribution expected to be received by defined benefit plan from employer in remainder of current fiscal year. Excludes contribution previously paid by employer in current fiscal year." } } }, "auth_ref": ["r457", "r806"] }, "us-gaap_DefinedBenefitPlanExpectedReturnOnPlanAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanExpectedReturnOnPlanAssets", "crdr": "credit", "calculation": { "http://www.allete.com/role/PENSIONANDOTHERPOSTRETIREMENTBENEFITPLANSComponentsofNetPeriodicBenefitCostCreditDetails": { "parentTag": "us-gaap_DefinedBenefitPlanNetPeriodicBenefitCost", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://www.allete.com/role/PENSIONANDOTHERPOSTRETIREMENTBENEFITPLANSComponentsofNetPeriodicBenefitCostCreditDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Expected Return on Plan Assets", "label": "Defined Benefit Plan, Expected Return (Loss) on Plan Assets", "documentation": "Amount of expected return (loss) recognized in net periodic benefit (cost) credit, calculated based on expected long-term rate 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or other postretirement defined benefit plans. The arrangements are generally based on terms and conditions stipulated by the entity, and which contain a promise by the employer to pay certain amounts or awards at designated future dates, including a period after retirement, upon compliance with stipulated requirements. Excludes disclosures pertaining to defined contribution plans." } } }, "auth_ref": ["r16", "r46", "r47", "r48", "r49"] }, "us-gaap_DefinedBenefitPlansAndOtherPostretirementBenefitPlansTableTextBlockLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlansAndOtherPostretirementBenefitPlansTableTextBlockLineItems", "presentation": ["http://www.allete.com/role/PENSIONANDOTHERPOSTRETIREMENTBENEFITPLANSComponentsofNetPeriodicBenefitCostCreditDetails", "http://www.allete.com/role/PENSIONANDOTHERPOSTRETIREMENTBENEFITPLANSNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Pension and Other Postretirement Benefit Plans [Line Items]", "label": "Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_Depreciation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Depreciation", "crdr": "debit", "calculation": { "http://www.allete.com/role/CONSOLIDATEDSTATEMENTOFCASHFLOWSUnaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 15.0 } }, "presentation": ["http://www.allete.com/role/CONSOLIDATEDSTATEMENTOFCASHFLOWSUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Depreciation Expense", "label": "Depreciation", "documentation": "The amount of expense recognized in the current period that reflects the allocation of the cost of tangible assets over the assets' useful lives. Includes production and non-production related depreciation." } } }, "auth_ref": ["r14", "r41"] }, "us-gaap_DepreciationDepletionAndAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DepreciationDepletionAndAmortization", "crdr": "debit", "calculation": { "http://www.allete.com/role/CONSOLIDATEDSTATEMENTOFINCOMEUnaudited": { "parentTag": "us-gaap_CostsAndExpenses", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://www.allete.com/role/CONSOLIDATEDSTATEMENTOFINCOMEUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Depreciation and Amortization", "label": "Depreciation, Depletion and Amortization", "documentation": "The aggregate expense recognized in the current period that allocates the cost of tangible assets, intangible assets, or depleting assets to periods that benefit from use of the assets." } } }, "auth_ref": ["r14", "r239", "r250", "r274", "r784", "r785"] }, "us-gaap_DividendsCommonStockCash": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DividendsCommonStockCash", "crdr": "debit", "presentation": ["http://www.allete.com/role/CONSOLIDATEDSTATEMENTOFEQUITYUnaudited"], "lang": { "en-us": { "role": { "negatedLabel": "Common Stock Dividends", "label": "Dividends, Common Stock, Cash", "documentation": "Amount of paid and unpaid common stock dividends declared with the form of settlement in cash." } } }, "auth_ref": ["r115"] }, "dei_DocumentFiscalPeriodFocus": { "xbrltype": "fiscalPeriodItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalPeriodFocus", "presentation": ["http://www.allete.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Fiscal Period Focus", "label": "Document Fiscal Period Focus", "documentation": "Fiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY." } } }, "auth_ref": [] }, "dei_DocumentFiscalYearFocus": { "xbrltype": "gYearItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalYearFocus", "presentation": ["http://www.allete.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Fiscal Year Focus", "label": "Document Fiscal Year Focus", "documentation": "This is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006." } } }, "auth_ref": [] }, "dei_DocumentPeriodEndDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentPeriodEndDate", "presentation": ["http://www.allete.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Period End Date", "label": "Document Period End Date", "documentation": "For the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD." } } }, "auth_ref": [] }, "dei_DocumentQuarterlyReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentQuarterlyReport", "presentation": ["http://www.allete.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Quarterly Report", "label": "Document Quarterly Report", "documentation": "Boolean flag that is true only for a form used as an quarterly report." } } }, "auth_ref": ["r853"] }, "dei_DocumentTransitionReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentTransitionReport", "presentation": ["http://www.allete.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Transition Report", "label": "Document Transition Report", "documentation": "Boolean flag that is true only for a form used as a transition report." } } }, "auth_ref": ["r885"] }, "dei_DocumentType": { "xbrltype": "submissionTypeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentType", "presentation": ["http://www.allete.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Type", "label": "Document Type", "documentation": "The type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'." } } }, "auth_ref": [] }, "ecd_DvddsOrOthrErngsPdOnEqtyAwrdsNtOthrwsRflctdInTtlCompForCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "DvddsOrOthrErngsPdOnEqtyAwrdsNtOthrwsRflctdInTtlCompForCvrdYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year", "label": "Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member]" } } }, "auth_ref": ["r896"] }, "ale_ECOAnnualFilingMemberMember": { "xbrltype": "domainItemType", "nsuri": "http://www.allete.com/20240630", "localname": "ECOAnnualFilingMemberMember", "presentation": ["http://www.allete.com/role/REGULATORYMATTERSElectricRatesDetails"], "lang": { "en-us": { "role": { "terseLabel": "ECO Annual Filing Member", "label": "ECO Annual Filing Member [Member]", "documentation": "ECO Annual Filing Member" } } }, "auth_ref": [] }, "us-gaap_EarningsPerShareAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareAbstract", "presentation": ["http://www.allete.com/role/CONSOLIDATEDSTATEMENTOFINCOMEUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Average Shares of Common Stock", "label": "Earnings Per Share [Abstract]" } } }, "auth_ref": [] }, "us-gaap_EarningsPerShareBasic": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareBasic", "presentation": ["http://www.allete.com/role/CONSOLIDATEDSTATEMENTOFINCOMEUnaudited", "http://www.allete.com/role/EARNINGSPERSHAREANDCOMMONSTOCKDetails"], "lang": { "en-us": { "role": { "terseLabel": "Basic Earnings Per Share of Common Stock (in usd per share)", "verboseLabel": "Earnings Per Share (in usd per share)", "label": "Earnings Per Share, Basic", "documentation": "The amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period." } } }, "auth_ref": ["r190", "r211", "r212", "r213", "r214", "r215", "r216", "r221", "r224", "r231", "r232", "r233", "r238", "r527", "r532", "r547", "r548", "r633", "r657", "r776"] }, "us-gaap_EarningsPerShareBasicAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareBasicAbstract", "presentation": ["http://www.allete.com/role/EARNINGSPERSHAREANDCOMMONSTOCKDetails"], "lang": { "en-us": { "role": { "terseLabel": "Basic", "label": "Earnings Per Share, Basic [Abstract]" } } }, "auth_ref": [] }, "us-gaap_EarningsPerShareDiluted": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareDiluted", "presentation": ["http://www.allete.com/role/CONSOLIDATEDSTATEMENTOFINCOMEUnaudited", "http://www.allete.com/role/EARNINGSPERSHAREANDCOMMONSTOCKDetails"], "lang": { "en-us": { "role": { "terseLabel": "Diluted Earnings Per Share of Common Stock (in usd per share)", "verboseLabel": "Earnings Per Share (in usd per share)", "label": "Earnings Per Share, Diluted", "documentation": "The amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period." } } }, "auth_ref": ["r190", "r211", "r212", "r213", "r214", "r215", "r216", "r224", "r231", "r232", "r233", "r238", "r527", "r532", "r547", "r548", "r633", "r657", "r776"] }, "us-gaap_EarningsPerShareDilutedAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareDilutedAbstract", "presentation": ["http://www.allete.com/role/EARNINGSPERSHAREANDCOMMONSTOCKDetails"], "lang": { "en-us": { "role": { "terseLabel": "Diluted", "label": "Earnings Per Share, Diluted [Abstract]" } } }, "auth_ref": [] }, "us-gaap_EarningsPerSharePolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerSharePolicyTextBlock", "presentation": ["http://www.allete.com/role/OPERATIONSANDSIGNIFICANTACCOUNTINGPOLICIESPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Earnings Per Share and Common Stock", "label": "Earnings Per Share, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for computing basic and diluted earnings or loss per share for each class of common stock and participating security. Addresses all significant policy factors, including any antidilutive items that have been excluded from the computation and takes into account stock dividends, splits and reverse splits that occur after the balance sheet date of the latest reporting period but before the issuance of the financial statements." } } }, "auth_ref": ["r36", "r37", "r235"] }, "us-gaap_EarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareTextBlock", "presentation": ["http://www.allete.com/role/EARNINGSPERSHAREANDCOMMONSTOCK"], "lang": { "en-us": { "role": { "terseLabel": "EARNINGS PER SHARE AND COMMON STOCK", "label": "Earnings Per Share [Text Block]", "documentation": "The entire disclosure for earnings per share." } } }, "auth_ref": ["r220", "r234", "r236", "r237"] }, "us-gaap_EffectiveIncomeTaxRateContinuingOperations": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectiveIncomeTaxRateContinuingOperations", "presentation": ["http://www.allete.com/role/INCOMETAXEXPENSENarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Effective tax rate", "label": "Effective Income Tax Rate Reconciliation, Percent", "documentation": "Percentage of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations." } } }, "auth_ref": ["r499", "r815"] }, "us-gaap_EffectiveIncomeTaxRateReconciliationAtFederalStatutoryIncomeTaxRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectiveIncomeTaxRateReconciliationAtFederalStatutoryIncomeTaxRate", "presentation": ["http://www.allete.com/role/INCOMETAXEXPENSEReconciliationofTaxesfromFederalStatutoryRatetoTotalIncomeTaxExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "Statutory Federal Income Tax Rate", "label": "Effective Income Tax Rate Reconciliation, at Federal Statutory Income Tax Rate, Percent", "documentation": "Percentage of domestic federal statutory tax rate applicable to pretax income (loss)." } } }, "auth_ref": ["r202", "r499", "r517", "r815"] }, "ale_EffectiveIncomeTaxRateReconciliationRegulatoryDifferences": { "xbrltype": "monetaryItemType", "nsuri": "http://www.allete.com/20240630", "localname": "EffectiveIncomeTaxRateReconciliationRegulatoryDifferences", "crdr": "debit", "calculation": { "http://www.allete.com/role/INCOMETAXEXPENSEReconciliationofTaxesfromFederalStatutoryRatetoTotalIncomeTaxExpenseDetails": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.allete.com/role/INCOMETAXEXPENSEReconciliationofTaxesfromFederalStatutoryRatetoTotalIncomeTaxExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "Regulatory Differences \u2013 Excess Deferred Tax", "label": "Effective Income Tax Rate Reconciliation, Regulatory Differences", "documentation": "Regulatory Differences contributing to difference in effective tax rate to federal statutory rate." } } }, "auth_ref": [] }, "us-

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It is commonly abbreviated as CIK." } } }, "auth_ref": ["r851"] }, "dei_EntityCommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCommonStockSharesOutstanding", "presentation": ["http://www.allete.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Common Stock, Shares Outstanding", "label": "Entity Common Stock, Shares Outstanding", "documentation": "Indicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": ["http://www.allete.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Current Reporting Status", "label": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [] }, "dei_EntityDomain": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityDomain", "presentation": ["http://www.allete.com/role/AGREEMENTANDPLANOFMERGERNarrativeDetails", "http://www.allete.com/role/COMMITMENTSGUARANTEESANDCONTINGENCIESEnvironmentalMattersDetails", "http://www.allete.com/role/COMMITMENTSGUARANTEESANDCONTINGENCIESPowerPurchaseAgreementsDetails", "http://www.allete.com/role/EQUITYINVESTMENTSNarrativeDetails", "http://www.allete.com/role/OPERATIONSANDSIGNIFICANTACCOUNTINGPOLICIESOtherNonCurrentLiabilitiesDetails", "http://www.allete.com/role/REGULATORYMATTERSElectricRatesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Entity [Domain]", "label": "Entity [Domain]", "documentation": "All the names of the entities being reported upon in a document. Any legal structure used to conduct activities or to hold assets. Some examples of such structures are corporations, partnerships, limited liability companies, grantor trusts, and other trusts. This item does not include business and geographical segments which are included in the geographical or business segments domains." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": ["http://www.allete.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Emerging Growth Company", "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": ["r851"] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": ["http://www.allete.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity File Number", "label": "Entity File Number", "documentation": "Commission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen." } } }, "auth_ref": [] }, "dei_EntityFilerCategory": { "xbrltype": "filerCategoryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFilerCategory", "presentation": ["http://www.allete.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Filer Category", "label": "Entity Filer Category", "documentation": "Indicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": ["r851"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://www.allete.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "State of Incorporation", "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": ["http://www.allete.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Interactive Data Current", "label": "Entity Interactive Data Current", "documentation": "Boolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files)." } } }, "auth_ref": ["r935"] }, "dei_EntityRegistrantName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityRegistrantName", "presentation": ["http://www.allete.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Registrant Name", "label": "Entity Registrant Name", "documentation": "The exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC." } } }, "auth_ref": ["r851"] }, "dei_EntityShellCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityShellCompany", "presentation": ["http://www.allete.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Shell Company", "label": "Entity Shell Company", "documentation": "Boolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act." } } }, "auth_ref": ["r851"] }, "dei_EntitySmallBusiness": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntitySmallBusiness", "presentation": ["http://www.allete.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Small Business", "label": "Entity Small Business", "documentation": "Indicates that the company is a Smaller Reporting Company (SRC)." } } }, "auth_ref": ["r851"] }, "dei_EntityTaxIdentificationNumber": { "xbrltype": "employerIdItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityTaxIdentificationNumber", "presentation": ["http://www.allete.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Tax Identification Number", "label": "Entity Tax Identification Number", "documentation": "The Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS." } } }, "auth_ref": ["r851"] }, "us-gaap_EnvironmentalCostsPolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EnvironmentalCostsPolicy", "presentation": [
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"http://www.allete.com/role/COMMITMENTSGUARANTEESANDCONTINGENCIESEnvironmentalMattersDetails"], "lang": { "en-us": { "role": { "terseLabel": "Expected period for costs of compliance", "label": "Expected Period For Costs Of Compliance", "documentation": "Expected Period For Costs Of Compliance" } } }, "auth_ref": [] }, "us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisLineItems", "presentation": ["http://www.allete.com/role/FAIRVALUERecurringFairValueMeasuresDetails"], "lang": { "en-us": { "role": { "terseLabel": "Recurring Fair Value Measures [Abstract]", "label": "Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r550", "r551", "r559", "r818"] }, "us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisTable", "presentation": [
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"http://www.allete.com/role/FAIRVALUEFairValueofFinancialInstrumentsandAssetsMeasuredonaNonrecurringBasisDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value of Financial Instruments [Line Items]", "label": "Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_FairValueByBalanceSheetGroupingTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueByBalanceSheetGroupingTable", "presentation": [
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corporate joint ventures, and certain noncontrolled corporations; such investments are accounted for under the equity method of accounting. This element excludes distributions that constitute a return of investment, which are classified as investing
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policy for income taxes, which may include its accounting policies for recognizing and measuring deferred tax assets and liabilities and related valuation allowances, recognizing investment tax credits, operating loss carryforwards, tax credit
carryforwards, and other carryforwards, methodologies for determining its effective income tax rate and the characterization of interest and penalties in the financial statements." } } }, "auth_ref": ["r181", "r496", "r497", "r507", "r508", "r509", "r513",
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As a result of this capitalization, net income is increased. 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Paid, Excluding Capitalized Interest, Operating Activities", "documentation": "Amount of cash paid for interest, excluding capitalized interest, classified as operating activity. Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount." } } }, "auth_ref": ["r193", "r196", "r197"] }, "us-gaap_InterestPayableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestPayableCurrent", "crdr": "credit", "calculation": { "http://www.allete.com/role/CONSOLIDATEDBALANCESHEETUnaudited": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.allete.com/role/CONSOLIDATEDBALANCESHEETUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Accrued Interest", "label": "Interest Payable, Current", "documentation": "Carrying value as of the balance sheet date of [accrued] interest payable on all forms of debt, including trade payables, that has been incurred and is unpaid. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r70"] }, "ale_InterestandInvestmentEarningsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.allete.com/20240630", "localname": "InterestandInvestmentEarningsMember", "presentation": ["http://www.allete.com/role/OPERATIONSANDSIGNIFICANTACCOUNTINGPOLICIESOtherIncomeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Interest and Investment Income", "label": "Interest and Investment Earnings [Member]", "documentation": "Interest and Investment Earnings [Member]" } } }, "auth_ref": [] }, "us-gaap_InventoryNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InventoryNet", "crdr": "debit", "calculation": { "http://www.allete.com/role/CONSOLIDATEDBALANCESHEETUnaudited": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 3.0 }, "http://www.allete.com/role/OPERATIONSANDSIGNIFICANTACCOUNTINGPOLICIESInventoriesDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.allete.com/role/CONSOLIDATEDBALANCESHEETUnaudited", "http://www.allete.com/role/OPERATIONSANDSIGNIFICANTACCOUNTINGPOLICIESInventoriesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Inventories \u2013 Net", "totalLabel": "Inventories \u2013 Net", "label": "Inventory, Net", "documentation": "Amount after valuation and LIFO reserves of inventory expected to be sold, or consumed within one year or operating cycle, if longer." } } }, "auth_ref": ["r169", "r770", "r825"] }, "us-gaap_InventoryPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InventoryPolicyTextBlock", "presentation": ["http://www.allete.com/role/OPERATIONSANDSIGNIFICANTACCOUNTINGPOLICIESPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Inventories \u2013 Net", "label": "Inventory, Policy [Policy Text Block]", "documentation": "Disclosure of inventory accounting policy for inventory classes, including, but not limited to, basis for determining inventory amounts, methods by which amounts are added and removed from inventory classes, loss recognition on impairment of inventories, and situations in which inventories are stated above cost." } } }, "auth_ref": ["r146", "r157", "r168", "r302", "r303", "r304", "r595", "r775"] }, "us-gaap_InventorySuppliesNetOfReserves": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InventorySuppliesNetOfReserves", "crdr": "debit", "calculation": { "http://www.allete.com/role/OPERATIONSANDSIGNIFICANTACCOUNTINGPOLICIESInventoriesDetails": { "parentTag": "us-gaap_InventoryNet", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.allete.com/role/OPERATIONSANDSIGNIFICANTACCOUNTINGPOLICIESInventoriesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Materials and Supplies", "label": "Inventory, Supplies, Net of Reserves", "documentation": "Carrying amount, net of valuation reserves and adjustments, as of the balance sheet date of products used directly or indirectly in the manufacturing or production process, which may or may not become part of the final product. May also include items used in the storage, presentation or transportation of physical goods." } } }, "auth_ref": ["r109", "r771"] }, "ale_InvestmentTaxCreditsSubjectToRefundMember": { "xbrltype": "domainItemType", "nsuri": "http://www.allete.com/20240630", "localname": "InvestmentTaxCreditsSubjectToRefundMember", "presentation": ["http://www.allete.com/role/REGULATORYMATTERSRegulatoryAssetsandLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Investment Tax Credits", "label": "Investment Tax Credits Subject to Refund [Member]", "documentation": "Investment Tax Credits Subject to Refund [Member]" } } }, "auth_ref": [] }, "us-gaap_InvestmentsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InvestmentsAbstract", "presentation": ["http://www.allete.com/role/FAIRVALUERecurringFairValueMeasuresDetails"], "lang": { "en-us": { "role": { "terseLabel": "Investments", "label": "Investments [Abstract]" } } }, "auth_ref": [] }, 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is a bank's commitment to make loans up to a specific amount. Examples of items that might be included in the application of this element may consist of letters of credit, standby letters of credit, and revolving credit arrangements, under which borrowings can be made up to a maximum amount as of any point in time conditional on satisfaction of specified terms before, as of and after the date of drawdowns on the line. Includes short-term obligations that would normally be classified as current liabilities but for which (a) postbalance sheet date issuance of a long term obligation to refinance the short term obligation on a long term basis, or (b) the enterprise has entered into a financing agreement that clearly permits the enterprise to refinance the short-term obligation on a long term basis and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the lender except for violation of an objectively determinable provision, (2) no violation exists at the BS date, and (3) the lender has entered into the financing agreement is expected to be financially capable of honoring the agreement." } } }, "auth_ref": ["r69", "r124"] }, "dei_LocalPhoneNumber": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "LocalPhoneNumber", "presentation": ["http://www.allete.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Local Phone Number", "label": "Local Phone Number", "documentation": "Local phone number for entity." } } }, "auth_ref": [] }, "us-gaap_LongTermContractForPurchaseOfElectricPowerAmountOfLongTermDebtOrLeaseObligationOutstanding": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermContractForPurchaseOfElectricPowerAmountOfLongTermDebtOrLeaseObligationOutstanding", "crdr": "credit", "presentation": ["http://www.allete.com/role/COMMITMENTSGUARANTEESANDCONTINGENCIESPowerPurchaseAgreementsDetails"], "lang": { "en-us": { "role": { "terseLabel": "PPA counterparty total debt outstanding", "label": "Long-Term Contract for Purchase of Electric Power, Amount of Long-Term Debt or Lease Obligation Outstanding", "documentation": "Under long-term contracts with public utility districts, cooperatives or other organizations, a utility company receives a portion of the output of a production plant constructed and financed by the district or cooperative. The utility has only a nominal or no investment at all in the plant but pays a proportionate part of the plant's costs, including debt service." } } }, "auth_ref": ["r133"] }, "us-gaap_LongTermContractForPurchaseOfElectricPowerAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermContractForPurchaseOfElectricPowerAxis", "presentation": ["http://www.allete.com/role/COMMITMENTSGUARANTEESANDCONTINGENCIESPowerPurchaseAgreementsDetails", "http://www.allete.com/role/EQUITYINVESTMENTSNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Power Purchase Agreements [Axis]", "verboseLabel": "Power Purchase Agreement - Energy and Capacity [Axis]", "label": "Long-Term Contract for Purchase of Electric Power [Axis]", "documentation": "Information by contract related to purchases of electric power." } } }, "auth_ref": ["r148"] }, "us-gaap_LongTermContractForPurchaseOfElectricPowerDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermContractForPurchaseOfElectricPowerDomain", "presentation": ["http://www.allete.com/role/COMMITMENTSGUARANTEESANDCONTINGENCIESPowerPurchaseAgreementsDetails", "http://www.allete.com/role/EQUITYINVESTMENTSNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Power Purchase Agreements [Domain]", "verboseLabel": "Power Purchase Agreement - Energy and Capacity [Domain]", "label": "Long-Term Contract for Purchase of Electric Power [Domain]", "documentation": "Name of long-term contract for purchase of electric power." } } }, "auth_ref": ["r148"] }, "us-gaap_LongTermContractForPurchaseOfElectricPowerInterestIncludedInContractCharges": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermContractForPurchaseOfElectricPowerInterestIncludedInContractCharges", "crdr": "debit", "presentation": ["http://www.allete.com/role/COMMITMENTSGUARANTEESANDCONTINGENCIESPowerPurchaseAgreementsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Pro rata share of PPA counterparty interest expense", "label": "Long-Term Contract for Purchase of Electric Power, Interest Included in Contract Charges", "documentation": "The allocable portion of interest included in charges under a long-term contract to purchase electric power." } } }, "auth_ref": ["r133"] }, "us-gaap_LongTermContractForPurchaseOfElectricPowerLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermContractForPurchaseOfElectricPowerLineItems", "presentation": ["http://www.allete.com/role/COMMITMENTSGUARANTEESANDCONTINGENCIESPowerPurchaseAgreementsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Power Purchase Agreements [Line Items]", "label": "Long-Term Contract for Purchase of Electric Power [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r148"] }, "us-gaap_LongTermContractForPurchaseOfElectricPowerShareOfPlantOutputBeingPurchased": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermContractForPurchaseOfElectricPowerShareOfPlantOutputBeingPurchased", "presentation": ["http://www.allete.com/role/COMMITMENTSGUARANTEESANDCONTINGENCIESPowerPurchaseAgreementsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Expected output entitlement", "label": "Long-Term Contract for Purchase of Electric Power, Share of Plant Output Being Purchased", "documentation": "Share of plant output being purchased under a long-term contract to purchase electricity from a production plant constructed and financed by a public utility district, cooperative, or other organization." } } }, "auth_ref": ["r133"] }, "ale_LongTermContractForPurchaseOfElectricPowerTermOfContractYears": { "xbrltype": "durationItemType", "nsuri": "http://www.allete.com/20240630", "localname": "LongTermContractForPurchaseOfElectricPowerTermOfContractYears", "presentation": ["http://www.allete.com/role/EQUITYINVESTMENTSNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Long-term contract for purchase of electric power", "label": "Long-Term Contract For Purchase Of Electric Power, Term Of Contract (Years)", "documentation": "Term in years of long-term contract to purchase electricity from a production plant constructed and financed by a public utility district, cooperative, or other organization." } } }, "auth_ref": [] }, "us-gaap_LongTermContractsForPurchaseOfElectricPowerTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermContractsForPurchaseOfElectricPowerTable", "presentation": ["http://www.allete.com/role/COMMITMENTSGUARANTEESANDCONTINGENCIESPowerPurchaseAgreementsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Power Purchase Agreements [Table]", "label": "Regulated Operation, Long-Term Contract for Purchase of Electric Power [Table]", "documentation": "Disclosure of information about long-term contract for purchase of electric power between regulated entity and public utility district, cooperative, or other organization." } } }, "auth_ref": ["r148"] }, "us-gaap_LongTermDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebt", "crdr": "credit", "calculation": { "http://www.allete.com/role/SHORTTERMANDLONGTERMDEBTScheduleofShortTermandLongTermDebtDetails": { "parentTag": null, "weight": null, "order": null, "root": true }, "http://www.allete.com/role/SHORTTERMANDLONGTERMDEBTScheduleofShortTermandLongTermDebtDetails_1": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.allete.com/role/SHORTTERMANDLONGTERMDEBTScheduleofShortTermandLongTermDebtDetails"], "lang": { "en-us": { "role": { "totalLabel": "Total Debt", "label": "Long-Term Debt", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt. Excludes lease obligation." } } }, "auth_ref": ["r24", "r125", "r367", "r382", "r796", "r797", "r824", "r1030"] }, "us-gaap_LongTermDebtCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtCurrent", "crdr": "credit", "calculation": { "http://www.allete.com/role/SHORTTERMANDLONGTERMDEBTScheduleofShortTermandLongTermDebtDetails_1": { "parentTag": "us-gaap_LongTermDebt", "weight": 1.0, "order": 1.0 }, "http://www.allete.com/role/CONSOLIDATEDBALANCESHEETUnaudited": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 4.0 }, "http://www.allete.com/role/SHORTTERMANDLONGTERMDEBTScheduleofShortTermandLongTermDebtDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.allete.com/role/CONSOLIDATEDBALANCESHEETUnaudited", "http://www.allete.com/role/SHORTTERMANDLONGTERMDEBTScheduleofShortTermandLongTermDebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "Long-Term Debt Due Within One Year", "totalLabel": "Short-Term Debt", "label": "Long-Term Debt, Current Maturities", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as current. Excludes lease obligation." } } }, "auth_ref": ["r163"] }, "ale_LongTermDebtCurrentMaturitiesGross": { "xbrltype": "monetaryItemType", "nsuri": "http://www.allete.com/20240630", "localname": "LongTermDebtCurrentMaturitiesGross", "crdr": "credit", "calculation": { "http://www.allete.com/role/SHORTTERMANDLONGTERMDEBTScheduleofShortTermandLongTermDebtDetails": { "parentTag": "us-gaap_DebtInstrumentCarryingAmount", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.allete.com/role/SHORTTERMANDLONGTERMDEBTScheduleofShortTermandLongTermDebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "Short-Term Debt", "label": "Long-Term Debt, Current Maturities, Gross", "documentation": "Amount of short-term debt and current maturities of long-term debt before deduction of unamortized discount or premium and unamortized debt issuance costs." } } }, "auth_ref": [] }, "ale_LongTermDebtExcludingCurrentMaturitiesGross": { "xbrltype": "monetaryItemType", "nsuri": "http://www.allete.com/20240630", "localname": "LongTermDebtExcludingCurrentMaturitiesGross", "crdr": "credit", "calculation": {

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disclosures required in the footnote disclosures to the financial statements. The element may be used in both the balance sheet and disclosure in the same submission." } } }, "auth_ref": ["r1012", "r1014", "r1015", "r1016"] }, "us-
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Maturities", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. Excludes lease obligation." } } }, "auth_ref": ["r164"] }, "ale_LongtermContractMember": {
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for Sale of Electric Power [Domain]", "documentation": "[Domain] for Long-term Contracts for Sale of Electric Power [Axis]" } } }, "auth_ref": [] }, "us-gaap_LongtermDebtTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024",
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"documentation": "Information by type of long-term debt." } } }, "auth_ref": ["r24", "r983", "r984", "r985"] }, "us-gaap_LongtermDebtTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
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months after issuance or greater than the normal operating cycle of the company, if longer." } } }, "auth_ref": ["r24", "r42", "r983", "r984", "r985"] }, "ale_LongtermPSAMember": { "xbrltype": "domainItemType", "nsuri":
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"r790", "r800", "r813", "r820", "r821", "r822", "r823", "r834", "r998", "r1024", "r1025", "r1026", "r1027", "r1028", "r1029"] }, "ecd_MeasureAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MeasureAxis",
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(deficit) attributable to noncontrolling interest. Excludes temporary equity." } } }, "auth_ref": ["r82", "r127", "r201", "r295", "r343", "r346", "r347", "r348", "r352", "r353", "r566", "r645", "r704"] }, "us-
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consolidation of the parent entity, to the noncontrolling interest holders." } } }, "auth_ref": ["r115"] }, "ecd_MnpiDiscTimedForCompValFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname":
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return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit." } } }, "auth_ref": ["r195"] }, "us-
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expenses (including revenues and expenses relating to transactions with other components of the same enterprise), (b) whose operating results are regularly reviewed by the enterprise's chief operating decision maker to make decisions about resources
to be allocated to the segment and assess its performance, and (c) for which discrete financial information is available. An operating segment may engage in business activities for which it has yet to earn revenues, for example, start-up operations may be
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liabilities to the rate setting process); statement about periodic assessments of periodic assessments of generally accepted accounting principles related to accounting for the effects of certain types of regulation; information regarding amortization of
and return on regulatory assets and liabilities, including the remaining amounts and recovery or settlement periods; accounting for changes to recovery estimates; AFUDC, plant abandonment's and plant disallowances." } } }, "auth_ref": ["r0"] }, "us-
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Such costs are capitalized if they meet both of the following criteria: a. It is probable that future revenue in an amount at least equal to the capitalized cost will result from inclusion of that cost in allowable costs for rate-making purposes. b. Based on
available evidence, the future revenue will be provided to permit recovery of the previously incurred cost rather than to provide for expected levels of similar future costs. If the revenue will be provided through an automatic rate-adjustment clause, this
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benefits either directly to contributed capital or to reduce goodwill or other noncurrent intangible assets of an acquired entity, adjustments of a deferred tax liability or asset for enacted changes in tax laws or rates or a change in the tax status of the
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equity, if any, that are measured at fair value on a recurring basis. The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their
entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3)." } } }, "auth_ref": ["r1012", "r1013"] }, "us-
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meet any of the following quantitative thresholds a) it's reported revenue, including sales to external customers and intersegment sales or transfers is 10 percent or more of the combined revenue, internal and external, of all operating segments b) the
absolute amount of its reported profit or loss is 10 percent or more of the greater, in absolute amount of 1) the combined reported profit of all operating segments that did not report a loss or 2) the combined reported loss of all operating segments that
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Examples include: the sale of a capital stock issue, purchase of a business, settlement of litigation, catastrophic loss, significant foreign exchange rate changes, loans to insiders or affiliates, and transactions not in the ordinary course of business." } } },
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redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a
fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. Includes stock with a put option held by an ESOP and stock redeemable by a holder only
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in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for
redemption which are not solely within the control of the issuer. Includes stock with a put option held by an ESOP and stock redeemable by a holder only in the event of a change in control of the issuer." } } }, "auth_ref": ["r77", "r201", "r295", "r566"] },
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(S'Z;9LZ@26CC12%AO" M!8OR!XVM(TDFT3ZK"!0NA"81F!(":[LCL)8D H6+YTD$GJ+8R'JY)L-9W7[D MQ"YL/#Z;41T+^7.J?X4-;*8/RLURB,C\D10P3XC_,* 5TM49V0R[=MGKB!I. ME+?V2FP+5HKBBB@*&_V5HBA%,1U1W,LF7$JBB">*1X]Z[Q<.XO9NM9%(.*AQ
M]'#QWG/KE+5.,G,3+BA[(FT2:NHKZ]5@MH6#(^83S%,W@D-M+93M>?:N?S@H M]JB=##P'+WFBCJ%[Q#S!1E8JJZMPH>430>/@;0$)NOB@$S+T?M!^ABAPEJ#; M!KJF<$%]]>E."KI&N=K>$72+E\8#G9!Q?*GI\@TZX4+W$AJB0$/8N/9>/#O@
MY._#,=K__8QB36X[P+;<'Z_4?N%D>G8&!)SX34>YR3[\R8S*31-84.SOWF$ MP;0H?1B8Q@L'DO/MXYX@8CZEJL+T]<"+75=RIP=ZYJVCH/"#L,Q^(""URRW M\>N9)G7IC96=@[::PF:]9H'?06MTJC],@[:.V3F&I"EL,FT6..\G]EZ8E%A7
M%F4O']GANW"1XP/X#I^X'YA6?0I>?[,,M"B?Z- D$SZLV4$(V>&Z<$'APE!> MN,AH]O1LW_;<,?9(S@S76*%)G>A-J=S?VPSNM.B)@K2!&*[<,'!^2D^B^>T MK=;W!4>[\4/<+NG(L*C^C5KPRPERD.HI[!VTA(NH"<^IVNZ<2C)MN25L@&L;
MIR(.20PX51PQ$S:>E"7FI25YP@:'A-61*>V$MX0-Y@C+J92*<%K"AE^RI!#3 M$C/AHBA99%Y:DB=L($8D'7DDQ[@M7#PD(Y)S+'X(&ZB8[:E_\QR@K./T_4$":1*70N$R)9>X+5S84.)R!UQ>V!/X;IA?\U*X&*F$I4BP3,NZ%"[Z
M*VIBS3,BZ%BVM+6(H$RY1LRXYP$7\)RQU@>>=9*AI7DW+CG#['A*5 J$R M)6#M^SW,8L.W*+1\)20,M2[O!(M6 IH6LH='@E+ 6U+N<.315@&*=IO\+TWA<=2=H)\X%2,3+G5(_$IKK6I5>6> MC\2GN&:G5I6[/Q*?XMJ?\#2)SZSB,Y<6IU:5>T
2D6+9F'+_1R)2+*M2;OU(M1(IE1\I=GRRT%$C%H),[+\)#(RW+2NY^" ^-M$P?P379'BDTYJ$,#)EX%]"5'"+4^X$2(@*;G[*'0D)4<%M4;DSDCV(MK@PAQVEZJMR?D0 5V0[5Y"Z1!*C(5]@F-XPD0$6V036Y=W1D@&;4]M/D]HW@ MP$C+YI([*((#(RU;1^Y;"
Z,M&R,3.X67-AL:@,TZ+UM!:P[$3161M"S]%U, MT".8PF$^0'A'3FV=3.X52(">'J!IV5R9W"F0 $U%@Z9B^V5RIT "-!4-FH8- M6A-NI^#0W?$G:M$W,C#I)7VEICW%USTR^U]T&-]WR:?09-0JK0FW=R AFQ7(MIF2GUH3;39"0S0ID4[)<:\+M MA=L,DA@5%J-I6:O"
[4M)C J+T;3,4^&VIB1&A<5H6O:HW)W*!#S2,@7EWE F MX)&2%587;F=&PD,@ Z@NW"Z(A(= MD==N!V'X\ CHVM_7;CHNICL26OM%2Z2 M+"9[TEK[A NBBLF>M-8>8>.'0G823FL)$C:")B27TEJ)A(LAB<*$< M@:NM4M)W#>'B*0+S*"5MUQ
NJ"$PCU(ROAO"118$YE%*ZU%#N/""X%&ZM-8D MX>(,@O,IK75)N("#X'Q*:VW*:N2A8+L3#1E[V,(EPP)>P+6K A)^U,Z_6F@O9E5/_Z$Z_"Q$)]5]SP=TB>*>F&][I#B MO>%?GN$8N'0NJ!G3M#\>"8-' LGY7W>@;2CK>X-CP[X!_TN&]L)ZT@+1_K.+
MMDC]+2[:XJ6Q3/^FL*[TL1BU=0 Z-T5JD-FC4*:G25I/4Z\/F/]%> MF-_CN!\FL']B6.4Q-5[&[GF],76_OAFZ.SY7J]7_M\2OZ_[B3(G5_67 OL#= M_N_^0U8>A0,N$]-XL40FAOEQ M_I_/P%]'N:=ORI,](=9_GCG$+A M[NZFW[]YN!=^"G_V^K_?
W/_V_'!_IEQ6+BJ*5FW4.RO#%@1$VDYSNGYXNE-^ M 2&U;.O>F\!#ADH@RT]TA,I9+2D60<6+&NG2'GJH3)X_IK3$Q7@$%W35:OD/ M+NKSIW25-80Y'M?JD3/\Z8ZP'\J#17]>RXP)82^@5@:VZ]J3_?-4-9VJ2#]"._,7\IJ_+CT,E]4J9:PR)&7"<,]__M.M!?
G79%K6FHPEQ0E*X>OCC0;A68R)?5S^L56.TBOZE6U,C/USVI4ZM4Z_6- MC_K"1^:/#N:/I/RU5"N%%T^)KAO6R[DV?5> @E\7 &[2T2H)[.GNB.\Q@YC* M=\L8VCI5[OH' \)?)?9&^Q\>F$&4F1]/%+P0MZ2,;#8A+JQA[^[YR'BG>MEE MWDP@P-
GZ^]\ZK7KSZV>9F"'0U=.@8U)RQAE@.GP27D"CQCC;66= M?)0_*&%E:H6 Q?SOSR+_OUO:K/ZM58]4]!\VZZ/H]5?#:@1? +@XNKK] MP M- ML)E6X5.$'J?!G!J_C[MMZ'3XBIC-3XO5 B==SK<3G9#FV%M\.NRJ2*H!O M?)KZLID26*/]<^@\IO?S)#FM@M-X325E?
V).)X6 P0[DV M0 ^#^&"((YQ;&@[<[FK##[K@N/UAAUJA ;Y.N=:HM]%Q[V';T+B-TM=?_?K3+FQAI5##9Q((?$_,2P,&9YK%:W!+8A4_-6K=P** M%$F"VI3-2*$01W&F=(@135TQ+,5P'054+QJ@0ONVK4JGW=[;,&I56MI^EM&Z MS[6*6D_&QN*#:A_)Q@J
F()ML"*T>QI9OM""3 :[=*#S^;[>A>U9+ONX)-O MR=Z"$0UQ;\&E4V:_XG/FODRKU+TS+(LZMDOR;'GYSEJ\&64=,<_D_2;8HQER MU"POMNU2MZZ6JW6UK3:J&[&01:&+AL5/7'#0W+9QFUOY%UC9CF[X=C@L!\:B MD/'+V NQC'_SOW^6
B(X=V^>^LK59&K:'\#;9>PK]W;EYSTL?U%V1?85^IZN M,]Q0]?^YA>>IH>Z;GCST0XVR/.N/02KF,>V",LOJ!/=E^;577#XGSH8!YM>)OY_QE3 MWTP(WJ25NHU&NZJ5M6JG)C+WUQCQP>1094\9$-F8$E.A[W3HN<8K&O8@]M19 M;[8+,Q%@C(*^ [B:H/^V.6Q3.'J-
D":FU4E=35^(!/^\A#K\;T8#:=$468B9^EX]9>#(3Z,"KMI/@UFHM3=TSW=W[R/C?UG8":FU*IV. MEHB;KE4K+;61R*/XJ&JY_C7[88KLF#3I0,Q\K0)(Z3+_O[F1&N:YR/R< V M\S6W^R!@R'E'PST94"9O8P,^F6NXQN@C)2OHQM(QXD&5P8\T.)9V//X2?U9&1-
'&1DFVK-.%+W*=&$^HOST #"NRF M 0TN@&<>OFFMZ/ MK YXZ931(>5KA:HI//G&47Z"YP'[%,<#?>J,;=QX"?=U MW3%Q/X_]C2R/$H?HWQS,X>-GBSSWW)!-+T=#\|%V0 9?FONB>$8D+CV%:O9\) M@>K-):[GS.2R7>K^+W4^RZ"(=*^G2_=
[.W92=)9T%,HNB.W$<%T0='!QARZS M+5RMS ^%PLKUH=S@(D:&//9S25SBIT1\4F'S9RSZA$\>7%FO-E!+!<7.J-[Z MY>=CZRM_/#,U1)V?I9*)KV06H(!("'3.3,ETI)(YKI)9#F@TEZW-+*D=PU&(M8L)LJ$*&0U [6!^K!K8 M'DBX%^6%V6_N./RV E85Y4/3Z+
(;#WMCT$^#6:X9(/]:_1I>MG)!\/U9 M>,':X84/0DLJN';-4,,K#8LK55^.P DL:Z&!N&@55L1?IE:UPN:?RM[*"I;'9QZR^H5KJWG*V]A:XQB_=KK=$T5Y[KQI\#**E5T+4^Q-$ 4T#)W8! M1)H*?P5KXF)KOC+F27??/;?W[F"J?FUK1$T3.(CX
M+O,#7XY[9@JZC1;,S4:'[=5PN%=G$6N(J 1?#Q/#^4:L"VX;8;JC8+:9H:_+ MAZC]1'Z.=-*$$1$10B+[S6? 5D>&7'&U#1G,8R? -D\0.&7SO"@ZEK7_V<) MJT58_2]U,KX>]1$+.R]#M:W]&U(*>!Y5P%,O%MV0=G$F_ 0"1%[SR#[,Q+,, M'X_.F# *GL R1K42:*.A "Y?
+6$97,9PI8W M*>NV6PX>6%*<(<&I5V> KI>ZC=99JU$[:ZBS9.IPJ%W%'Z)BSU\@/+D)#S&O M-KU8+R&+/<.FMF_ G#.*NVFO=*6+V#Q7DCLZU?DM9.#8IN>NWK*M\=B^W<]: ML^YG8S;/DWFAY0&CY$>9C(#ZY\1\(Q\.9B&N:9&F55K[=4E+IH7.J9.XP3Z@
M[R+7P'8]K6IKWY389J79V]_4==V36I5FIY7,D^J51J.3R*-P>L=*K+_?3V(=YL: M=(U&1V.@/SBP@8+:V'.8#F5X%8R)"#,69YOOJ7^RQ?R>3%> M#]'$.1JQWC.<[GI9E:S>C]6U-0S.GW(9#BF5RB5EQ-5XDZHWPO3RK6W_P%CL
MK!5_7%T3D\%2UQR;\XU5'11+4W)3>&Y>S[;R M;BP_$@E/2]% %<1=S)_ZC+.2"*4$QDM4KX-V*"*NLM*(;DI/C&A)SR-_2^>GJ6[I MXWVTV&1P?QDO/E?5+3U\I>3N+KF8F+FDR;\1$S0Y5?ICWILO!<-?]NU3,C^O M:EOX 4]7+,:ZDE <6]XK1U,MC4_KRLPOP.PN["
<^H=(IR#T$VG)U$65U2=B4 MEZY [N2UO4EE8XH]HV,\P_B5)J/ I7L@/B Z4H&+HL"E>R#=@[RHEIJZ<:TA MSEBY-NVW=-*5Y IS2ABH5;G$B++$2!]!"NQF@:UOTMM7?WF&^R&]@MQ#0%6E MSA9%9TNW0+H%N=$MV!_?
=F%,KJUL33"2M0SY1H*JY725*8;AK=5Y@P(I#TG(M0[WJ:T9%K2@/4^H_R>&=D?O "G[4*!CAO7G_K4?0G4.#IE-=*LWQ4P*C0(HR M81-0"!-2*LHDY:$9*$JM$IZI8;,/Y8ZX+F4RGIQ_YJN%+8&55J.4AV5Y:&B! M,JQ5@N"L'6#D--
K8IR19B%9]DICY0I_(B#0/O,3X*0]D_NT: = M&'N2]H^$V[YP"T,[[4I0FJ@\DW?EZGU*+4>&>/+/?"VOA>;2$I/RL*\|A#&H M3@4,,,O!,ZO0_'K@Y^D]VH[+J&LPOVKC&[7HR'"51Y.D=!"!5)2G!(9V8$&W M-,HDW/:$6R<,2JG5BA*>FZWTZ4MZR?M2UYR2^&H
MR^HL>B^,^J89VFQHEF%E[1UE+Y1)^RSW(*XE%K$O;EVH; F? GC5:MCA7Y,= M_G/"SCMBD1>^&/W];VU-;7UUE$O#&7K.+*;0LXCYX1C\R.9YB>Z%;>G\:$-^ MS1-U/-/EE\PKUZ3YGW_XU XL2RN&_2\;!R2)-Y7WL9],"3,ST0<^G[[QGNT)*'?P
MJG$R&E]:F1E@>"VQ-"-I94]\;<9;':U,9G#RRUXKQ>1_799U2'US*KPU2MT' MSS5M.V["M#1E,L#JY%2+-&4DWC;CK05+V:WQEV?HV!6$EV>0J>&"7?-$'=MC M0VG-% $"];JT9J3*.1'>T)K!)&1IR^2?T?7FD6R9/">RQ#2;)'H306\[2&2I
MQ4UDD>P4A)U_>,1RP;AU\>Q"M'7A S/\&U-:3-OQ)&-B>J]P1]H.ZRI/A MI%.G+'O,GPX:AZY3&:P4KS::K"0UF5&:$[8B0V$&'#,+TY@]I#J MN&[*DUARSO=Z8?O(2EV3"N;JI>XC8:YR<[/+VM&4_!2?GW[_@1MK9+,)?U2* MJX8@YFS^M*<,UDG%S((EQ-
^XKZ4K2DXI7 M+:F.)9*=@K#SN\7HB^&XE%%=Z1.3\K8CP=&'?3KTL'@K. SCNT/QR\#1E%YF MWK%1+TZ/:.EE2M5[4O%J)I4R*=DI"#LOZ8CPMEW?IWAF"[4,FRVLH-+OS#G_ MZP3RI>G:3R(B4[!6'G'=P#_N:(@INY4$\@?9$[8 M>?4^-@9&[+/1I-
LH.J,;!S9Z$W19[$CC6W#,M,&S]XM%7%FM6P!6-S8>(O;% M)0.3AI\O<"082UWC!Q-^G=H./\3GG%&3=TKY^F;H[C@P'Q=O]%MKG5?GMY"! M8YN>N_Z6!>X/J>52EK05W-Y&<0V'U+N]O7J^.L-#XRNXNVG[O6'PT! %')BZ M<@VNJJ)6RW\L4U.\F6B?
V+WP$P=KZ+^6=CFVIQ3>-&;A!*;DA98'C)(?93*" M^9T3\XU\.+@:+)!A8ECE3P#ZS'N?+MU?!NQ+=X6$[X >;I!1_:'IM]"N^"^Q>%]XQ?"K:SXG@#Q] -P@SJG.&* M9M(A:B_SH[*6VA/"7@"_@1[[M)K-Z<\5YUSI,5#/N"B:9.K0_"7KZ')9%B< MFORFK\MO0.GXO#
[B"_VO \I="KM1@UE)["W@A<'8E4![GQ9_5QK5NI:(_*K M:D6-_'S=HUIJI=;:_*@M]JJ P9 54=YB!?06$(^_[_F WR%NDH/)/U.V/-/< M[QKUKK]?7IQ\TRB5F:).)Z":0;TSY1IFXF!*M*Y<>@Q5_05H>)=Y0PY\?OXC M:%[4[$/;<3%Q&I356
&+PC^IF/HYUB/^'+X0@(8>\2,A*>C\%P]L2/C0 +,6EO47M9.'9=.;JK]^%TS+\)DK M%R:%=U]9E+U\%$/GK,X[\+VBK+[#*_FE8>I$4Q'S6' Z%5 3/#)XQ,?RSMG^WS: 52G%T0B0!]K<69'K<6O/_M0[F#)9@RI>\-BJ%>/DT:E T1O8V,X
M/E,\+*G"'"&8[IGR9IBF,J#*OVS#X%Z/!^JOA^(/_S;0'Q,1D/T9\E]Z# MQ]WQ:_'U?&$OFMOW7)#0T@3N&\)[EY;PBT (]C3HCK)^9^>AV5\?OMW?Q(EQ M9'>ZZT(;'\72>M]LYXV:9B$T7S#7 #*!=^>+I8Y> $#M0LAZ1'13+Y/TOKJ
M*)P*/((18N&:#+DQF,^U+_NB>W'QE$:QF$@)'VH#Z6"#V0ZVV@!' 6;;$X55 MRR.FHXR8/5&N,)T"K#OE.]_)6XS+%NB,OPO3&(V*$8T#]?8*GBU,P)^T#, E M1%??'2]$6;249AEW;R?+BV+FA+_?>SQL6$-](PS-J9%U"7]Q\-X MGKF)+O/\T6/#,7'HWBR7NB.2O-
=73X=M+6=NHE2GC,PV6)[\P@*;H9DR"7:: MBZ5"P@K5_RZ$'@E8"")[^6$*R0:"KD7^Y7RI/S+/P!\X,";?,C@O]_ M%$OX?^OUBF$__$8MU/O \QX,?8J.2<_/2V!0?D;6)4YW4[(SD.SKV]^_T=!RH!_A]_+_[!- ME[Q0Y=)@=.B6+SRVDLR=>UUY\^WJST(HRQO,2;-
X]!9,Z&^,IW./;5OG1V4% MZ1WPS9\V^T%9P'815"!?A3+7(% MPRV98#,*Y8),#=SLOB-@"+O%R/9=,W=!RNZS\]#LZP&_2OY(*D^X@F[P=!P/ M6Y*Y-H\?!ST">B^,!N7*=MC7DDW\|Z,=;_O=)6".[!W;-#,S*$N-E5SQ_@% M V_I3%GI/,"KOB?XMU]TS;.BK5E72^4G?
&;0^M*_+>A^^?.9?T-P';S6-2R/ M-^=T^$ C0GO#[9"^#9=#/V5Z8?@;AA#DR M>#,! ()/C3-%Y[T!"-]'N2,?2N.,-T<^XTT*L,7 Q 88A4G^B_#QV[)^!G\$ MJ&13:LZ,G#6EKJUO2BUP?VG9#5AV Y;=@&4W8'ZLJT4=VR7*H_UV-&-8K#GW M -C@ A*>6 %:T>#-6]
L3*Q=:^:L0H#!CW@HR/:4E0L[P,0K+6*_WKN;_F$E M/YF;J*'[#B6Z C>@^J<4?L#O_0\'=X(>. ILEN=X4 Z$U[;U6:5A,=35XHR# M/G@V<\![8J_&L)@ZZ_&B&'5JBT9:6+-] 7JC.I^N M5!58)0Z8SP6X\ZP#FUBE_E9AP"
M)U12E#G!>KR*E@LQP_08YKMI>$,QP2S7Z_PN"2_'#7892R8DGB^*DA,ATZ(M_B\##P4R8IR0D1U#/SL/S;Z*>7SL*5^4Q_YA6YZ9FZWO*X?5V?/L[2^!&]TG MZ%1'I['G7J,"%@]R]?T(RR8OPI^W8^7Y]].1S72>GGR!!Q+VABY:Y%I5K1;+
MQ'KL7Q2CI\?:+1+D^Y]@:X$Q;A1L+[Q?$+NJ3X<>\],>4/BOWF%1L%X.W2?+ M@'V16LBSG\&0IQ8CY)DU+=CWS)"P+>T,>19,&UGCCV#.Q=@F?!Y3)9BO\AO, M9%HLJZ;_EX=6W3?/=6DAK)O%"<\/H%NJ22#*4LK(8GSL5*#8RB1E?Y$&YO-A(^2S8LRW+RHOKYY
M$0[6T"\M&9I.!PU2U;4:'=4[6HO4!HTZ)57::I)Z?=C\IUHK9:#CT=$IOKWW MC!8<9_1&F%Z^M>T?F&DX3Q;;8W;1\TJMARZ?6$36&_//+G+'!%P81A7+=F%4 ML\M@B8.K7-OOQ3\B0_@,+^,[>3IEH!*#[H"C@&BF3[2@32"Z16<*&0YMAGK> M_#B#-
[_:YBM5F.'\|/>*/&L(:IX8%M\]XD,9VIX):I'@62KP4CQEBU'',^'U MKJWHQF@$@CQ!_\O@Q_&,F#V!.VVX'!3GT',4G@D?>2]CQ?&&8^73"!>G M.28PH &E%CQ3ITB<%SR)8$3"GH@X9]S-T+$!(XB,8UM\8YLXCC>9\GZ+9WZ;
M11BT!8\"0O(O&8')^7/"=$3Z/J5#7$C"V? &C .R[:9\K(60O]"+/S)!GUBP3L] MEP/*5RQ((,;9@91 S@*ZW@ 8#CYE.F9X9H[/*IA/ "L"KQ\:4UQUST),!5_Q M&;VN?DY!Q"91-_AT6?D89D@M?>5CGTZ?/V3VOZ*>81H_*(#[TZ>*8X!.(2 WE& & M]<\["SP(P,8?
I)ABH95X@W%K+'"I)6>$-3WKN4C"CH!.[4 \?]YE..?_@ MQ6.^7H%>RL*.]RW\|^(GCSY1%(XPV47M=!IGRAOEI.:/0C7HJU[0;CPAE2W(M.VHW/-X"::(8$]3-F*>*?,!&(BNZT?;8OOK1L'3@+>H@4',;="+7A(,/1)"- M&FU,S-&\ ==JVC1J=@75%)[-'.@2S/R $;[1
=B/E%\!%TSQ*&\RBHG M+;P$U>>;X="*\CR&IRR.!:GW%U9=CPQ_W'"MP12D$Z/N!PZ349@RYO/]UU[SM?*Z"!6U9&'^Q<;2\[9LLBNT74=WF2 M_Y'!6SR=E_&BE-0!5YK-KT=)K]AI"%^7R57'E(Q2EZ-@8/"> X@R;S@$8V#D M<91-IJ:O.?"J<

_F1B"\0_3KK!4D·MZGW_?O·R4V}WVJ^,TQEL_K,\#0_D·1^,I% E;F5RN4?ZT#[D"]=I~A=P+?3O·MV Y8PRN_[-M<'W6I88#\DV:.\;S,'94$XF"=,EPO(L'B/2Q$]^<.E49U:E2+=·M3>0QVWC\W+!&F=WV[H8OWO??]ZP#}1+M6!"?>#51114E-S*<.U?DNWA.QS]MW#O3."K8P"$B2]$=X?X<{U2s\C^{U#A\ m)\807Z)4+!_&·LDSD0{!*:6M>.;)\MD_N1>LP1 U•K>...#L6.^PEMD_+UO6QHHW01!,K_.9^==D,0 A9.]8XK#NTY8·MX5B>/HDN}[=%N^:IG;.=Q7Z+FI,!ER&N[QTT<&M'O3S·W0\DZL##L·7!Y;M9KT@:A>,=6[/O·0.!9!O M$9S·LG06H]0$.ZF(IKIT^M%4ETXFKNKR_>'IY7+EYNG'ZQ'IZ_MG[{>O/E97GZR;?ER!RQ.YB[ESSRZ'6A,W58,R'GL$%1@BE%S0$8P 4 44N M^>*=1+,'/ O(`?HI&O<L2B3<.&;RK+.G(&\W<TO6>0Q:8%1>\C=^+ET:?M$FI):41,],JWGN6$2DY8I8RM.D3S:Y6XWL52C=K6669K1:MR@X]14>I>`Y M3\JMLX O ED.E!^2·CR6UGUXT,;@GTST^>.19=\[_R=_V?(1*?"W?*W6·MGJ%A0K#)MA'_E<^0!^NQ>.:!\K.\U;E:,. "I!ET0)WFTZB!\X\0W:.[.%^ M>^++\N9P>JES>)A/E@=@%)6??,MQ8LJZ'3#O&K&5J9#)S^3T,^Z!MX.Z/^S<`KS'·M7_4D\VG^Z2.$+M4 (4G6I·M3_GPX[%83 %D21B%%U.%<=%3(%YN)'86<=+.00NHEC4=.@%E=A<=(Z'9)++ZP6BB0%M9.NDPARN:ESRFS8I.0N1_(R&XHLAN(*(0BNR'WH:H'9$5VPK9#.QC.TA=·MZ+YQ>.D=W?J92M7K8>6L%(%D/V;IF5'1&69SA$:6&C9:C)O16WIDBC6&K2UPO·MC:%,%R2>E<.XR&,HA@R"5>N^1QK!WOI!M&D.W)=KU=`/#:!HHTAB*(<.:9191#·UV3M 8.J&@96PH%VD,1HTMFICZ HF&3>XZ_B89$!P.#V|+CN·L·MOI78(&LE#=-3]O6.RNPB;LNMV'Y36P(MU!%'U%-SA.(fCL1TQV(?4MY?=)Of2J4AV14:.M(@Y,U^4#:\/B0Q&?NKT%)<3D]3GPS],6@=*5:9??CFG.U;+F>M,3;0Y=BJG=H$)%.9?7FG-U;+F>M,3;0Y=BJG=H$)%.9?7FG-U;+F>M,3;0Y=BJG=H$)%.9?7FG-

M:7M">BW2,CK2K6FH=5J!:UUI?-6VLUIEZ!O@-R<[(.A*SWK\NV*5NU(S_K8/>OE=Y#'-M:8RJM3TU+))^PM*M4:5C7=*M.6J*O[h\F]*H[GA;#O*@7A3**SI!D%6M4F^MB:V^_^S;HMAW72_E^/\T5@S)"/W_$#W_+R3(_8O-_O-M-[M>;91HMP_2+CKP?
&K>U..)@$EZ(W.GD# Y=8L-M#W#?VC*<4<)MV?DWP(,\M[> -5WJ@SX,(L!RV"B'$889XR:XY6-3^B\T#@&W0.,?V-?6F,F$N8!QQA"AX>I$S4BF-M&Q&F8V;-4_W/Y3OI@T[#?Z,B,_-MQ9^-L.53334X^+*V7FFV%(.)RZ8WX\ZD6*I(S)\SOJRKWPWG30]SM>(JZ
M\K^B*I>NV%+T/M%#\D>,Q1?>|8,SALJ=60-TIVE/C8-MV*S7"&\?H$]B1-RY"A^_],[CU-K_7]Y#-MQF5>8)&XFG"&^"MW[K59BC4,UV+E+!Q@O:?F":4"AK'GIQH(-M6NDF/25CF24CK?N<;,QVR(W9&ND9RL9ILCE&;;,RV@TZ?I3@OD[$?-1'6=I_M-J5U-3LD,7?

~~*56V8Z_^$*&=5) ^\&HXS[?0M2NIJ#+UM;+6UU=E>%;MSHO-:3IXMS#[M8(IH=#000DBCC +A-0L/0!:.HO1?_)R"RKNI4(NG95X)*7]GXI:3AU?4!-M2M>2K -=3.X-CF'WA%GD;PAU3S8394/IW6=G)OT2'K&M+Y)9)0`;2938F0I&I, T6'%-O! MIF*.<(^G8|BSCOO1&D%(0-Q H\eF'!?ZN2(Y&T88NPT;O=X#2I50:>4H,8! MT?)8WVXVM9.:5/BIIQ>6,:3#9)WEGW9D4UT*Es2WC?*<5K2<*5_ /HS)> 7 MYIRN1 ^X=R8s! PUPZP24168.L7%)>IZ 4]?:E37#UZ>PHZ<0C5PMQI3%M;L6!DK9BGE0AU'9=A2P.8K09*;%TXA>)BPK>WJ^GP=GJMQ3*I9AOG&;& M18M!A*4'IJO 8.~%A57O5EHRHFUXON R53?;I$V0!YZGH5K,^@#+2. M1'A7IN:(1.08U6R8%$&A8ZJ,O#\)%8CK3<>V4A!SW-8/;51=[1VXK\/V$YQ M915PCH+2.2PIE006JN?R%76@=#IL@2L3iE15X2AU@_ML8GIVTB.P'= &2F MVMV=+R%(CIB2KKE6RKXBYSJEG=:5]Y4I=4.60HWI_YC%X>G;=V=^OQ^=6[__MZBS.6@%(Y M4.IA?P.,08^,^OZIW14ZF?$B+ ?*0L:%)>25UF%%A)3-4<('EI8-HAJ*1J M3,/#-:IZGDWKE=KW#>(C4(=D.^3H)1+AU$:=.FU(V\'12^OO<"MAZI=L/M ACG=&=.=]KE3:8>ZO(B> X,;)GH!W'#""74.%% :A5?

E3$IL\\0l:6WISV//9!=l:/L=KA:.I_*Y7&>GIW4!3:$VB3"./+ ?I M(<-$%GEYDD6@NZ8I+,(0\=P<]X'_+C\:\0PH0X:N0&2.M:\B3%N2.O M/7W0. !Z#0O3.R:A4S-Z5@<6C.1<8G&U_^/*NSI6TR4\755L[#)+UEDO=4 MQ3_*0E >,*4,V^KAH2P>,?N"YGNT%2*IRO&M_&Z=8]HGZ`0=A,$$2=O&)-HD453A8(7\)2)9)BDMG{3T 7E5U3OMH1352J3TY_5[EKG]>BHN-0F_*UT+`QIITB,?5%\7?5!HBY35 YK?5K7.B#W+.kE MAMYTEB>?%2J#SQ*Z)C"B80B1&P40(V&LO.CC*\"")&6LXRHI49W9<.T"OATS MFELG->#4O"K<.@9MXX\V-%HK2+EM26 .[PUFHOZ-EHIP//=eG[:;Y;G39CF MKUE]W],U<(,E?+ROO72#=N>YP.9/5[UCDB+N!K'+[(GB?N%*L8-)Z6>]9Y P M#EU\U||ENCLAVE//-]R\+46 N-]U:&KGQBI#VBD,*8M9_24

%V6AF^VKHA?OLER4:_HYA_)ZX!D M6?#'8+?='Q=PHO<;8W_O#H(O]BRX M-R:3D#=,"LY3X2?!GQ4(K+LKP4 MRU?HXN'PSK%]2BL*N$(X8N'PNN |XV!S^J&DPF1Z:(&F\V6]*K"S%;0@.&V2 MTS+@R'"3??Q/F]+]Y/=S87#_RG+BC[^BM,N?ZVOV_U.'> M3[.*SY?
5N@3,D:UUPS/#Q3#8?.BUJ3V)]U0!]=$8IYFP'62R]_^CVMVW_N!W M9Q!8=X];24A$&F<%#FDN,>%1A)DAIZ818U&1)HI'H!8MYYR]NA086Q^NVL%A MMW2<[H!YQ,/CD<^'?^P1L.TIKZ>#7!,DO5NS^8PWG$-Z&:=WIK)\,XN].M5S M]G*OOU358YHK59 HQ;$)<)
(PCS$C-,%%$J62T"QE$;<]B[&2./:7RC2Z],R2 MQL3@6\'(2-9OK5HO+)/][0'LGZ&CP +\SM7BT58^:A4X A KV0'C?VQC7>(MW,YO/$ %.KP!F=USBF,WSF3'.2"SNNGE>WZO=*UL?? MCX*'A J2X(C2&).<*DPEYS@+]/\E<1V!XXWVN\;!Y M:6VWWPUYGY'GT"
[O#S@UY?)1"U[0"!KXIS7FD22H%S7(#T"1MYBOY"19,Y<^W2*+,7);NYZR@0/]="^-IZ?STP7. MX/EK8[*G>=PK:M+Y:&/TQWEM=8]CH?\FH6_#6O)-/M4MHDP6_V,:$Q8F5.$L M30),>,QQ02**(\&S(@]H&D=6)(E6TL:>X1NBG8W,H4H%![SLIKHW%&!SW=9N
M]Q[8??;X;H=]5-:/Z8S=9_;))MF]-SFP)3\OGFX6G\L_Z/Q2+P'^]%:+IT^K M6W57EO]17O]K]7[Y5RD]_6-QL[AZ*\5_E&U%A"UOLN/X(T_]]V>3[66]P#_3 M68G^](G':&66G7_(]@Z)FYPE\^^[Y*EN! 1P2S+8I[D61$D^88UQ'*#8BG: M:O[MY+;G,6=7-HEJ5
M]4.\HF7Y/EL\7;Z8,X%'DN@MF(@8ICE/M,M@VF4$RE1!I F)@US%(GM\DR5; MVJZF^L1!WKJN4/N%TO.R7&'#-U!7N\^7BZ?F7\(5]?]8]:=.%E8_3"%975/? #CSJ6 M?/V]Y'?ES*Y?RN%=(Z]]KK_KO<.LDJ@69G^@\,&TX6,"=ZM@4ZJ6@RS- D7K MCUO@%(/_,-1DD?
7C)G3CY2>N<(RYT'*AYU&E]Z=UF\0=5SQ-1!ZK@.(DE*;_M4!YBFBF*8UY$@G#]$8NMBAX')8T]?2[OO]Y_?4;NKN^1]_^_?+^&EU^_82N M;K]\N?V*OCW<7OT?8(3D)&26<0\?0 "C&.U($X9H^IEZ;F%J;9NO6,-).=-& M$(;,/8@+#-
[@2AOS:=VT!8)1QFSN&GD.=NE4-B*AK#%; X<_9.ZVP:;5,;:8 M0?,(B*94:2 M(L1Y7%!,@C# 11SHK6S.6)+D628#$ O[42EC!_]W,E$M%)AQ=A07NR_6V=;" MIM5'0SW&AZPL\I5C=E3&M+EE?68>Y)3U7GP6=FX>R'M34-UI/M6^AA$5 M,
MT.!L%&C+Z=%/'1U^'F%NP^SVRYPS)/1'\.E8 G&"9\|9,M$&F>*%*0 M"&*2A6E,,ZL&",.BQMZ .C2*/+LUY(]H!MG(N4"7JU4Y M8^M5W:9MM41WM*R_XB,TA9RL#>3?I?$CO-6C]^:.YB1]TPF5+CKY/YO-;?N5 M2E7 $YH5F"EA.IC(%/](TPRSM(\YSRW"
[A:RAMY%N_U?MWIT&9ZV)_6VB#7 M/\5'P ,VST]!L8TRP<^P:5"Q/]/VC([;&??Y*(%.O0$V]YR"VXPRV:DXP*3N M*3GD-E]-F^]R+;U3D;$D'.=,4+UB"1-,&2$XI7H+D^8D5)%50G._F)']G'-' M'@A2PP[.C_TPOS:)Z>>V:8)"X.:\?F1?IL-R/T!7INGJ]^P,&.[(=$;%WF:)
MM\T;O%O.9_Q]=R"592K0CB?#&37$I6F48Q9KCT14)%+*@R@K0&=XIP2-OO;: M9M,ZU=6?Q,=N+^7#:N@*:V/P!6J$HC_;/T-BINXTVVOLD::R M_=<[,-A+6?Y:+M>O-U6UUO/A\V+W3MJ2VI\>8N39:"2C6C1J95^@S\OE:K&$
MM(+H@Z!_6GJT'C8K^PSW?)YN:;,;1W[/N-/1Y@\;M\>D;W&Y8P2R*9QOFV@R M$I.01QF."\,2Q4R6?$!"',=9$">1"%@""SIV1Q]Y7AYAI@!U&#V.B&6XT=5. MV RTMPP>23QF@:_@X=[8T\8+CYEU$"(\>A'\L_9E5+]209],Y]J4;WH$CR1WV7[<>)(8_;GY @,TL*_M'^,@-
V^KTC>L9=K)/ MW+!IW2^8Y4&!0\YCJI*"Q9$5]?L8RHWL(2Z?GLJ:8Z&M#S%S MA!ZV5N1[+16?NBT5ZS]3:FLE>]E-- 4GQD*T7$CT;AA,5HV%YD_9_*AJ+^G^ M9'.5,D6]]8_LXU/>WXOA@-Z/?-HP5[AKX_BY,>.XU^6QIO?;Z7N!:HU1K7+- M0%.A5FEDM&Y^=-
'AN?F!C\D^^/@C'Y=;R/*R;U9^G'ITA91Y(&\U\="'B;AZ MEOK_9Z70N)^F)52_URMGO=^]Y;S^?(O,X;Y_=STX%CM7?#35LALL3^/ MEVAN5NVK9[KH3.:?_^$GQCK6@^R)S'H7.5D\=RRPNE'@T60X%#_-YS<+,7N;
MB36=;XY9;4N@CMP[]A=X;K@MMC(!E5#'[!Q>AY]K(O"SLV^=9QZS/EO ME1!DM,D6.0XF=M?43SP2;Z6DK>,.0NA5_GE:O;?S8L<21KG419AD5&. M21%)G',1XCA,.0F4C$-AU2W'5N#8ZYN.*+./:1+H;_2L63R9;AF;!'KSVC>_M*F+R"P,/YHZ8#-?6?X
M!9/:MS"%"8^*1$&2RP++PL0D0YIB_1>%5<82PH0*BXB"O-57]?B/I%?Y/S)6]=0(FP+1V,MYE$F\%>>=5.6Z'SUFZ M&WSZ.7E@V-$9>'B52Z;*$A87V-XP=A;*]2TDV61IO>MW,@#V\FO=/6_O#Y1V MS Q93KV1/U!\/^OCXR^=NP]Q*47U68LV"214JW6K/L_*:O5%?
Y6>Z)/\9;D0 MCTJF/&9!A@4S=2I%2G!.4HZ3B/ XRT-.A*!T24NY8\^45@MDD$>S5@^SP%1& M$_32JH+8TK;S.Q18NV_/"' !Y^4>4C<=I&HET$8+]$L?4BX-C"!V^^ME9"5U MZK9&$"B.=#@"W7YFNO6G6<7GRVI=RFUU)N&J2$B1XXPSA4DL(DQ#&N%4Q4F>
M*\(B6-5JCZR1W48GZ7HGVZ:($XR9G7?PA 3,(SB#X)Z"?=H\WUG81R3]F$3L MTR:?S,7NN<650>EF(;[2%VL.P+V;1IZ+1@24+VECSO"*U]D2V%PZDE!VT3GQ M0KU&.K F?3#H#-*DS4@3$4[XN%\M7:1B83#,>,\G:2IM' M7H2I5"+$22+THICH13'E@=2?M8+P+
R+C*;@\,I)<2-/)%=.EAYX5)3DD:0X M"R*)B2CT!U_IUTC(1/)($L;2!$:2[\@)YKDAN%W$Y^Q+VZWQ L0AO*"@4M8 MJBMXT\KAIU:VQ\:E=D;ZC%F=%C9]#&O0*,QK>&[SG""=TN]E)"K6=FT5I0+ MJ6;UV5;U2?]M(47[HS:6)'E**)4%#N(X,@PU"A$:;# M%.X2[:ODX V
N):?2-/TNQGLM;]9&"ZW(A.BQ<#^;L:%=<0H*0\8RG6*8RP"3*&[CA_ZLU;*J.?<%J7VJTOC0NF4M@2#VD[5T'A0]"4R. T^6RW2>X=VTIC-' MQC^2YS1D08Y9D6JGGH4H@4C.",)SU4:YEEJ570%DCJV'J_H M8!QY5XO_M>D.ZAHML/4;HWI'2F@L_8!D@.G(L!H;_2*-
C(G9EH$P'!(N@BY M&;X\'%B,/J9*FMY2.9:$99@PRG!!1H'@N17?N86L'[%W>RLZHT5 M8)4WA-KP83#;:UU!BR@!9:EH3TKJ:$1)ELR69K271O9 MWN)\G%Y*6LE/LOGS9K&)]/%U:9B#FV78HU[F\)B;'@XI2S)B=![VYSC1!0Q MS:,@T9O0"?L-
N*MWN6B>9S=%896I$.UN'7<*WU@I? M-6HY)7_;8FVW//()G>OQ?"T8_;11X6<#W18K;@>5RV$]Q'!_!_=64]<^Q(= M<>1 'W2[8P+@FLUG_/=5NX?;3:TV86BV>&KICJ(DD854' =IP;63*1BFH0JP MBN,X3PD+66I5M0>6//(RJN--=I(=":+LT;1S(Z-@!',DC0IHJ\,%
<@0,GOP' M-=Y7^I^UW&D3 *%P'*0 @@M]6$3T/BQ,,DSU:H5*E4D6@]R)E=2174D;>M@P:KOD 0[!9KW\| L&>/%1 M)P88!7YN4H9;:!HE.J3O?I<>]D9[S1@16A[LYM_N%J^O,R: MD:Z6"Y.N(!?\1)Q(LLR[!V"85V%)G 1+' M-
(NNKN;+2CXLORQ>9R9Q^L.1*Z3I>?]0(_N11@-4JV#V^0^SE[K!U)>O=S>= M_'R]>J_5 K9*'T'IWWV, !#,7]AB SG3A_=>M]/>O2'[P/C3=FFW,_:@=;OE M;6,D:ZV5Q1N($9S2-,1%2XER0&*ZYR"D77DQ4/V'@Y6^G$11M%4*O)F*4Q#G!D.
<2)BA0L:%UA$,A:Y4DE<@*(<@Q+'WI X M',$.HV3G(KS:#MQKU**[G-9C5T=;&^O)%0S+F]0%6)O_<>K;WP@/+7PV8UY6 MM^JN+/^CO%Z(6W7]K]7[Y5]ZB_-KN5B)FT7]F^KS7/Q1K19/5\N%J#Z5^B]O MI?B/$L8KY$?:R/[@KIPMRYKQ'6D-N_-CJ3:' ^U&_=N
MGNG*W#JOM^]2KM#EZ^M\QNMM^Q^RJM?QQKJ9296JT*>&5OS*M!K0 YHQ[",? MGA[B<'!D^N</ '^FSPZS\10?F%W"MQX4F&RV(Y?R+KA'\|CP].&?ULNGDR3 M&1-S-M[_\[*\T_/A62*M2ISR5?EC-\M_Y*EN>I6;:ZK&>GO>_^CWLI/"'"G.N-:)&
(MH(1%HSM%'-5IME.U=A=U'RKS\^T-/4Z M6H;SSL?:/@EZ,LS=4J1K(/6GJNDVHM_=^>'KK;I6V[=[\VJ;#UZ=U$#1.[D4 M:UXS[;[6Q-OZ1KU\U#_2'RUS'*EF"T.U)1![-YC; MVE#6F[S0/@LMZ_BD-I(N6F983TU/O#R2GF3N\|.?+-7;"PS=1'__[I%%[8I M7;>;<&@;"-
UH(&K!-6GN1SVK1\;T]RK. QPK96KH8F6HPC-,0U;0(-2_(@P2 M>3A+F['3+99573%6?YNV$QM([7@>W'8AC,E A'VMMFJAK5Z;ON,7VV^6:#Y4 M:%V3-!]^X#RF?'F!R5-@Y#Q=)@V:>('M8T#%SZ .>1Q/3ZOKLKQ:OKQ>OJRL
M4S;V[AH[&+IMD*A%+A=RN3:92R\&G8:EO^G0!LC*V+=Y.,;@;BXP_GFFI;"\ MBJ-&N:50[\U7;;$41/V$B..7P&;)T+.]]%T_G=LWXH7]=U9"HE2:#RL,", M4[UIE4&N/_PJQH0*B>%S.+ BA'EV."C[T--]\!:'FH$VLV=HSCTSYYSK8-N M!ZT-LYXJ?1;T3!9]6S-
9]%]VD^7H8)-,ESXS-A.F]YJS/BU?EWJIOOHDS>[0 ML!G!8/+\^3I$:(3.WQ ,SOW:G1;P M([Z!@^:>^#(.W^?0(?RWWZX?K@TI>I7\(XL^K>7E:SF;1T%9A*KA)N32DV*&ULWU#+K^G[*V0T^'^1U@'52B"C!: W M\R!PP]%:KW ?< 0$@X="8R-8W.?)L;A7>#//S
P[W>]3G,0&CB9%LA27VQ:=D*G MI=," 7' IP6[&[X.NM.+7_UQH LQ0';S=;GX)LNW&9=7I11;SF).%9&1H#A, M)->N(RWT*BF-<9$D(HV+(J.95>LH#[J,G>/4:-FA7ZH):UH=4:,D@*CJ MW(@)L)XEY+D2)EM@ M>H*BN_ST-:0W_K/-V=(5?9VMZ'R;&1ZH+& A%3B*S%
[7V+F@9$9YT7!O9=3IS M*QT9\:B1#]@]])FL>_R!0-P\DV% & KY L)QXV.,R*P_8N-E7V[D][[H]M[MV)BQM[.PNL$3J>F_UK):27$O5^MR<;MH(F5W4C]X_58\R</[45, /56!D][:5C\I: :1?:EFK<":]Z1"N=AN',=$" M>L$C9*
<;Z.ZWT#7Z7*"=1B.2GEIB,1;WZ9#X'TN!:@G.(!.J[3AG, ^9I5@I MGTT\Y4WN:!;; ,OE8(!E1\/Q5:YNU0/]_EBP-%52)C@BQ%2=10(S(05..!KF M4:0B$80;VG<[OS62IE83=I\A'N;@VA9SN]@C*$CY;T@K.LH".CW--Q?HG_X_ M/P7_B'^^J/\,VS^CG^NQFQ\Y\"B-
\#9((G*1YCD.F(@Q49R:M7B$HS1E049E M0L/(H0G W^>5<&@: 'XO /U"QGZ>=M_._EXSF#>VM,8_=3H_#,R6E^@@Z>F M!A 5.F5C_X*\SFMJHF.\38\L-5]^A\T8E/6Q;2]/*?F11&A0B3' 1F**]M @Q313%(I>! M3'D@.0=M6.S$CKQ-
:87#W*\E8';>U#\,..>XD8]:!;HKDE8']%.KA<=VZS"S M/?DL2Z&3NB 8$!\]"O!NUS-1/;T;N6.OIO$GK;ET6/,[WF3PH2MZ/'HT(F/E;L_3P2+'W:L>>!K1ZUJL%\X<)'KS1N4FJNUO. M9_Q]5_Z29IR1G.I)2J7"1"819FD0&]K02"DNLR"@H%8&-E+'SD_0PO7+J_^+
M.CK4.ZQ[V=!;Z!EM?@]L86"%J-WD]HX3;*[7X!A /])T@1H=T)_MG^,T+(!8 M[ZM/@97.:=L30& XZ$H NMF-?FK5+8A7R_*;_L5RGSND;1X6*DZ*D!-,N,BU M'PF9W@>0 "O%LC0OB/[R]\&4M6S(+.EJ8!^"K[DCC/P*73Z54C:- M/C"Z7LCRZ;V=1Z^T9N&!=6F#
SU\7#L:># 7LR/FVBI2'UL:56]:OCT.J=%Q M@U%$C8*?VZ'O!H@:/"BHE]]GE:>L5B=8!FB9[,>;E(8);.9'VB7X YL!]/ MC"I9OLG]H^NJ3?;."$F3B F/@YIAL8XV?IZP;N/%].3B T:;+ MR(&;N)>?XW"[:\B;K8XQXBN1TI@%F!+#J4]%P'D29%B$D8A36D1% ,KH/RYF M9*]HA
(9X"$8V4:US[4<&L4&&^T0LNZSR5N(^JB0B4/2?88>AJ![KW:;H+_J MM9,Y%;M=F*75K:K/Q)H2E$=%B[#(5(I33ADF+"6XD"'%84&$3/.(A'GHD'70 M(W*:S $C'/UDU/C9I'QUZFGK':A>#;W*LDX"JVE?S<],8.#UI2^$"T;7;GZ? M"Y;3)#="-QU^-4#ZI7M=5C5YN]D:-:?\
TU P)/>PE!/,[]/TJ33W\+DCS[MYA;WSKW+Q;?5DO]7N]Q,DI#+(([PKK),[W6*%.=%EF.N5)(G692F:01MSKLG M8>SH=2T/U0+A+7;WL;",19]C(3#NW#'.8]7MH"4>>]WNCS]Y.]NCYAWK6'O\ M0G@IVA=)ZP_W]UEE6X;6N67DR=)*^M_VU69=
<_JGQQF6P"9%*\1,M.Z$XDXE M9=UQ)BLG.Z)\MY3LV*]=,Q>V:ZCM!B:)!8MD$>% \123(@Q+13#,LT8C461 M<0'LG'@@8^1)T9$(35)A M8U M6M T#>7_S]R[-L>-(^G"?X41&V>C.T*8X 4DP=U/:EON]3FVI6.IN\^\|T$! MXB+5;
(FE(:OLUO[Z%R!95:P+220*I#MVQVU9)#+S])A%&)=)"3-*AP).<$[5+XRC M_.,,@5GCBWX!C\.+@2?A T5NBO5B_7;SH1X43S]6]Z^KY]U/14MWAYYS-/ MCV,4L314<;T0NM\G18$(2$9%[H>9D=J-T)E8]QK*WI:TU]#V6N+F(T>&D!I6 M2(?RP[324G304!
(#P:SFDPRM.]NH$@/ANE-+3!ZWW11W#0+/3#M_#%6 $1&I ME93K"]PL1QD/ L0PI1G/.&=!]KC6S:1,-\@AZD[]" [JK[NA>=0'9TW:YP9K(Z&RS'20V\|9K(OCI)FSTEF4_?_&D0Y^O MXG55ZBZ)NZ-E&64A%B14B$:1"MG3#%$>92@._3/PTC">O@WT-HXBVY)>OM
MZ%JG5/4B9:;8+N2'];25Z/"V_"-RN6K$WT=FWM;[(*>--L?>][6B]9!<%TR MS,6?_T>\/8HT%;E(!9))D"';(YU#GDP0Z]8?['K28YA7^+8GO M1;%8E5]6:U&]WXA[Q6L= P>^@BAN#T@"%F4ISE3D&@=$[9.T/N3V$18Y2UD2 M!G%@/*
["E.C$RJBY^%]>PX=7,U*/:]]Q\N__%B3^?P;^5?,7S1=@M)4IL.,' MXU/ !=-F"Z1LIH&90@88"C8!=';'Z"Z_;+!I84 (AH:&F2XUW^PPH' '(\2@ M[UXZ24PG,13]@WIK>RO4$XCV-?M^QF448(9B@4/=-!HC$NG.T2+G&4YHG!$C MWP9*>.K(I&6C:238,*(KF?
[]WT@8!'6/0=NY8B. &@8L$\ $#&#.(/2V:WS2 M3AB;I@<"5'CGX\9&R/Z@@6-F8/2/'#-\W\Z@],PSNR[X_UXMBO7OZH>-^K;M M"\82*7C&8T03H4\R@Q01??% \SR)8L&DA.42 NE/'5'U#.9KZE%JCKPM2]9G M(E#(S2S/A$_"@S7'&(+-
D"42CJP1E/JL1LD2FF/;9+L,/+GRRZKX55%L\Z/? MBXJ5BU?M*H-'PX^O-+%MT4/:?KV^OO.VR?$='LP3)@T &;87[K& F8C5^RBA:_B:;/4Q=Z[_7%?A0L-N+1SS,9DR!!?L8IPBP/ M4);G>A0QITD@,<,Y]$:UE]+$RKYO0O5]H5-Q-M5Z]:*6V9TP-,TZ@#-=^G$S M<^Z=H
'3[1W)SES'EJ@[5WU4+D=.>3^=6=WO47&/'>WQ%*ST^,.BH(KC3WK: MX]?%T_/Z5OY6B;I_5'P*]8QE 0$-WU/%6:G(5*L5D642H3(H2$:/(K8EU MN:7LU:2]FC9:2;11/XPT30"#9];&CJ" *?(!"E=[&'[;PK =Z7#-V.:EU7FU M59?KQ?_0P>
$K.X&\CM2^"%*LZJ\@>8H%[_.7NX^Z;V2U4" (P^YX!FB,^]SN M@(!I\R@&$\309K):N=HC2_F:9N)V'6T#=^XY%1>^^^K0A3KMN%KF,HT3/P4 MA0D3VK..4/1$[/M8]I_(#3ZQXQSY]1]SWL)N]WGU"\WSHDBR(_37W$_4PBS&6*\C3- M4"0CDE :9SB[*
7X#,V)5?:7W^X_?KFYO_?N;W[]?//EX?ZR%.!SH)DIKE,H M8&I\FAC<;;XXS7VZN;P3)0R?H_A##W [" MD7$0Q:$,41Y%(<*8QH@D:8P"0K*(T&-T([X_% M^GE1>+>%\/XNJ&$A_Q!*+,Q(F@82<1[[RDB&*:()PRCFE#$:AXS("%0/=2%* M\"*H^V?
UK=K#=#DD9B;P0D%A)N_PF[#/(?I,UYMRN-8+7M[4+YBKFJ8S%.8M M9.H7\:1Z:>!1^]E)1X-5]I.#VL$KA__0>7*7BI(F(>.8^,B77$4@.9.(I'ZL M I)(^H(%(DYAG2A=<#7UC<"$LY\':??-1B(R0&!,D\BQ#.&#*34QI@)(T92&)LD@YBJ8%,%#B$]O++2N>
M_@[LQOCLV$%R5:)*_^N>(_.J#C#0P_9Q:OC@9M#;P?=A!]]M%S[%#[]?#3[S MXI@I8;0KDG$.)ZA2QA:/@8H9\)*S5<[8"MNMH+%>P^(NC/.ZB3Y=8C_\=NY MRO0Z;&RAJ6_$=O0]QP%76.!,QL#H$PQ6V8J:1V%V*CJ\]W
M)V8JZ,&UF/%+ME7\]\]BN=PV=@ISGI(HS%&*,Q60LCA F90)4]X5"Q.!8QP: MC8$[O_S4=V%-67M-T;;?U0$:PVIZN8PPO02)9U&Q?TZ*"\KU#Y.;;N5;_G"BG MA?IGG[)5HX\%6Y6O][+V]>Z5:R7>Z>S<\NW=BHM'3KA,?$Y0$NN6\3A+49YA
MB0C-.8M%%L2IT1!M0WH3*UI-KBF([# !5;5AQ$QUSQD.5LIX0/W*:X$IO98' M3S/A4D>-I+U :8?7GUF+C80]56NSU^!>[D/)K\OR8\$?%FOE7QNZM(=O3:R8 M-0US1_5(HG&OU%X8F'8]E)3K*V%%3/USV]A=D5U\6_"-\DN'Y02YG^=%LO(U
MCY::S;$\+T+7B^QYPG;TI11E*;C6LQ?Q0/\4NE*Q'MBE?N@TBONB6&]OXWP: M"QPD/DIH%"-,981HS',4)E:]+4=>PY)7\P2=EPD'UNR^ M8F*X8,I]%JGZ*J(9P*=^]@XZ0>Z9/^HF'$I-8"(:B."'*&V=$62.1H"1A89 FL8Q26#.7 6+3 MN^*:M-?
2MFVZ/@B7F8UQ!0+,F/3*/T%/=A,)726.#9&:-V/,0.B35#&3=RS' M^FZH<@G70MSFR\53[>)7O[Q]T1DTS<0^7_(\9]A'8>HSA/6$3T*2'-$D35B& MF<@Q**5BC.#$^MV25R%EA[[:$FOZ8_, [1 T4W>7N,!4_B)(X.-[#>5T-<-W MC-R\@WP-
A3^9YFOZGO7FOJZ#PKIUTV.4<4']4.I1O@)A3KE2^2A%"6=13"C- M_0Q487FX_-3I4 J:U7+!ZS+!'>5ZJEE3Z-!T&(/VB3Y$R'@'MY0;O&>W4H[) M9K-%GQ'!W:;<77SN;?B,8&L$8UBMG(L+4:T?2^W?Z\O]? M;52-VO_".
[_VBP_(9G$!@UW:2EOA7\^/?"H6_Z/,;*X/YL^!5">U-'^]K]>K MO(\O+^]I2O'D])3;")RA');>=^=+5AEC_R K9?1ARPX, MVZ$4;>,E_3WY4(I_;43!WMIR1AK0.(UQ@FB6I,ITQ1DB.$]0&B@#%L09SP.C M8WT S8D-68>PMZ-L60)]@]"9'^$8%YCULX0$WGO!7$A7/1@,*,
[;B\$<@I.> M#(!780:A*M>/]7V?*%]IN59!QTL3UF8A)3*),8I32A!F J-]$42DW:'N6?]>]U]58+QI]_D440B[653OT6?MA9467 MM[+]!WW63ZOG1SVN(F4X0A'6K"W+G4NP0ZZ]._7Z]FG8MN[D(S+;]^<&'F991C'>^AA.69G5&7()X[*TX7=O.TOY6E+OX]8'^N27Z*,*<
M$"DX"I)(&<\|C1")18IR+")&L1]%U*CP:83.U+<F?WIY2QUF M\?]@,C-B#@" V:4NP3KWX9KTN%_EF7<^<6&G;H!NDKI9JM:>/VCT3U?HQYPF) M T:0]!.,L$@IRAD1*.0RX@*'),]\4%GX9?Q,K/R*%>^3UO\N+]YZI3=:]&[/ MCK?E!U@7?N&'868V9H08&E!U&-
NF7/VD\=:NC*AOFA235^?09Q#PX87@;B!S M50)^(3?S%G^[@>ZD[-O1LC8G-MM;4.5G?5R+EZH]<20B\>/03U! LQ!AF5!$ M6*PLHXH,TYA307EN?FISGLAL-[PZ_*CI H]H!Q$R.<&Y7&ZHT;$0&7B2,RS3 M1:*(S+-SA]<[(L_#+W_L_/MUM!XOZG-
02!1@+!'6;:PI)1&?#]4 MD0=-XM!H/-7ALA,KG")47^K=F=]Q=D0>UB=[06 :M)/!XL*V(XSY#:V=4'97 MLO>;5U$N5N65]X>^6[WR/NFVS/7)S-WJN\DE->A^]52T@0O5SL.SW:">,MB] M,CWS6]NPI&,J?]?E0F_FV\V[J9VZ4[]G;X]9R,,LX@G*.&$(1QBC+!!8Z7X> MQ
'FDL=&21Y@RA-;AN;;=:=^^ZQ;V.LO7-VLXOJI%/5A#O"HP1Q1TRAB IPN MV+JOO"T3._?:]BX\AI&O'^T_YVD8R<8#V?!@"G=F=U^(!RG#CYT 3M+\R!> M=)9'^=;D,&XI?"SN-WFUX O]&UH6*G:H'D/"<=)3;T7MQW: M.PP
.]/W@V3FC;L1'69X#IHO;"&8HA7TN'""N>M7W$YJW9?VHP">=Z\??L%/? MK0>N!]E^$>O'-&7,]U.!2(89PH2I@)S)".4DRUB>AQ+G&41GC]:?6E'KWK1Z M*+(NTMG%BMLAL^T]=S,PN?+>T=?%FBYUT@=,G8]!,]/A"Z" *>Y.;DWIRKOY MDRTW=1^ECL
[<*XZ@VBOV7KQS?$$BAZI'6GT\>JSJG&/.,>ZV_<8W)FOTPZ; M"_DV]]#MG:*+>S%-A<]C@N*4$80I#A#5;CV. IHSS%D4&A4VC!&:6(6;G-QM M@LHVW79?MP@I@Q[%;-S==X4$3(-G!<$\!' %AET<<"$HH(C 1-*!L&#P]=EB M Q,AN@&"T?-
PJ_50TJ)Z650Z=_K#JM2SD+_2M:BVE>0DR46:4A3G5%LK(1#- MM/""?LZER*+8-[9;PZ0FMEQ=XEY+W:O)>U^%W!2&3H8!9.-FRQT0P /[?@S@ M9Q8C*)C;+7=HV%FN?E3<6"LS^0;LU<@"LUDL,T&Z-LOP#7B;UX_-Y.>'DM=7 MH ML=/?ZZH2Z^VIZB/.XRP2?
HP2K@LI@X"C+)$^2O)4ICS/,ISDD!&Z!ZN#=!0^ M//=!O[(]6\HPQ3V$ LS%;66$*:4#9G=180[_3O+OR.-.UQ[5AT[*]:Q5IU_MZ,)NC+=2'\-_6*Z^[^>I)AEE69 *E-.,(1F#(Z;F0JZ0@.FD1< 8=_0<4!"U^T=SY'Z,!X3N;?TX M](ZE@HMBL2J5
[T[@9%!3"C.*2*13!$.TQAE(HM0&K PC[B0+(-I]3&%]56Y MIN?5!(%*>X*%H:9>(B%0/3O"3=$%O4\25VIXLOZ\NMX$^WJ>\Y.N=HF/!^+;Z+2&0_7 M!?^P*&C!=/FZ+IK=.5Z!CV6.TQ ED2Y'85F.E!KFB$A!N22"B134>\.8\L3]
MV/+A[1BICS)WK)BD@%R(K)D63X(73+W'H&KKV2?P=L'".[()YG1G-19@.(ZM M'"P!^"WWIU7Q]"#*E_>% K5=WAZC&G*8T2G*"0"A]A$BKC M$A&.DCAB?DYQD' COQE(=^HC8L4)TJQXFA?S:UX(R,@7* FILIQ<&4V:8J:\M"SGL4A3(D'!T!D:$UO)=N/1 M!_6K;T+]?
5W9S78Y!X^9;W6AT, @B3T+OEG6K&Q'55NVX.UHQYNGEY7:[>5-B._8B0 M+,I0E%*,L PHRO-8.S\DCZB?XC S64RICRQ)F_)>*Q+'CSKU1!%4]6> !N8 MPI\TM5:_O6HZ5^_N\+H\Z3$L6ZZ<#G:% >%NG*LAW;F'N,+@.#.Z%;B 93EA MQ[WHS#?&H8BE4+L]2=-$-
X>7B"1!BD(FB+(C/(E# BHE/$OF+Q@@C>"2^S). M*4U0FJ<2X227*$O3"#&,6218&"5Q"DE7<(+/&]A ES,K.7ETDX7%CHLKQR4 MTE5IY7DB\Y95#@IZ4E(Y_+3E[4WK[=[*>_&D7:VOXG55KNONJ')5OM1A\"]O M[2\;IYU&)/()3Q$-N-
)A'J]8)O$9BE,2ILIS\BD%E4E,\#"QX?ME4ZG-HZJ\ MEJ9EQ&,#KN&=T;20V4=,+45OQX_78>A*NT[,])S/T+3'Q-45E04\]YBV4-T M5\1/G2V6%68>)Q#0_*+Y47+L3X:V8=6'_"0:. M9H.-B3=PU'OVM=G.=(>8[A[>#CYGFZ^25_7 OO7--VV9U"KU1+E4]]@LB'01
M.B<(^S1#N<0YXKX4?N:'.0'FAIVG,WGVRI:J5Y,U^KZ!<#)T4"Z7'NB$V AN MD>,R*):S5)?S5&;.>!D4]33Q9?AQVVXONKC[@?[Y?E&QY4]/W-Q7Y$F>^B3(M.(K"/%3[OR[$CK,0A9&>O<#]Q,>@.&2(V,1]^_'+N]O/-][#]?_S;O[?W,=. MH;?
-4N]$>?],2['/7R.$_5N#!E+H7*S.%=H$ 3)FW%+T[/8A>TYPDVVQ, M,$?M]/;KV)-]7W*=OEKIH*BS9*N!=-,N753IT$M]BZKL2257I9Y!LI(W M2\'6Y8+50TKJ$)%*F1$I](SZ4*>+1CXBB0]J&9%^GN.4L]C($@#I3FP.FB$L
MFG;5&;SBH6V+7YUL_8Z^4J9[AT,B;BB\XR=\$X$&,QWUY:'FPMNQ41^&U9-K M]&3JEI7M[*0)$8-EE4Z W 59I5 G$8R2LU76W6O%*@B,=YI=#7+VCX M\'4WN/LV7RZ>ZB_2NU6UWI9SZJ2U((YBE$H_1#B,?#V3-BTB1A#T,P91V&4;BC&2\W>G M, 3A;-
,*TW>MSTE+02OQ7C3__5CHVJ%"?; +43UF21:G/$MT+FND;$,*)UERG(>6D_42,=R!H=."$-.#[<$00?F X 9GQB>J'\ MMD>F-3GOIRWAG_5P*1,H;(Y,QT5T=V8Z0&ON0]-QL<^XU*]9@3 M'F5,:7]<9$2INV HHR) C$H_38,LCV0"O!BE,[2C4-/?G MM.;GBN?
Q&#]SO5A*F(X>"VC1KOZ\I.9GI1=+;'/*X*M-B:D)&J4UL3G[Y\G%[S=/A83=?#S#(IM*I6;%'?H7]?K)^] M':XOBT+4GF?]%TE9.T7O;V[,G#%$ R9O?(W9S)^Q.%U3:/Z27=AT6S[18O$_M[1%O4:V6"U[_<%WP._7=V7ZI;N6NM\:N"^]^[9C(B?K_B* PE/H4)Y3*?$8Q
MBJB/2<##2)B-1W/*U<1FMLMC776_Y[*=8+'G4PU:M^Q]J^=C,XKK9 M/PR8E9_K

2CY=5G>"]86IE_M/5U_HXOE]9?Z[?K M[R6OKOD_MZD6AFIXYM6)U>_F7QOMKU]_IX]]I\ANJG5ME\R5\)R\X\IWH:@P MI>N5TF'VR(A05DIU;KW9E&E F*X2#3UFV0-:K/5DA+MR]6W!!?_E[;=*\(_% MKB'LO@/RHQ_+@/MQBEB6QWH8D(\H%A0%E
GI^S0.A(!TUS$G#=)+>,>=>EK' M1A'7%Y@.FC^;0VKFST\#%$RK];#X9IY\RX7NMO'3;PUH/\-0@W> !@/@J@6T M.>%Y>T"# 3EI @U? ;X[UWO ;P4OEV]/G9W?W%7N76#BG5]1%(]F_C[OR9KO MTOURC^_53D2&Z79-TCLKLU-
W>%0TJWVI?]79=N]1P;I(^/C#KEJ05BHFKF>6 MWZU4W+M+X>@^L:_!K9H.47D8YGE !>*IY @3S!&E48YX0F*>,,K#++VL/:D% M5Q-K^YTHJNWA4\V9=\B:UVW>:=V?V,6G8^8OS(XYS-R<:XE:F8+?87.*+LD. M@9NLA:H-3S^XO>H%,
(ZW7KUDD[L]W/]K+;O8_M?\BV5\&3KGI>E6^'XX%]I>TY M"0F*6!(@G"4)RA.>(QE)/U6& "?4]%_@")V)[<'AT.0]#U;SD_N@,O-B' MLQS'TDXP77E$)F=-!\Y3F;G3P*"HI^T%AA^WC(D6^G2CX%73)Z=NDZ.//1XC MFG,J\@3Y 4O53AT&2 \S1X%,>1)'?
H19NBU:,PQT>D@9?5\/2]6 IY>=%D#> MC@M@=-*'DV' <8GL=C'$EN+500NDJ_J,TF% ,"*8*Q^_C\R\;ON(L">>^-CS M,)WE8O%XK5P@KMV@#TOZ])@DTN>IK]BTM3Q,ST\13Z8=5[R*9@,>#9N(8*UA65LL%W68\'E1K,K%^NUCH;ZDHEHWC]W\^2]*2CP2YN=J
M? D\YF@,HF9L*O+!O-BL0=:E&M_616H[I>Q6BZ;WO - M*_I63S<07? %M:KEAF-OMFU.!]7=O;V40E_Z"*_3-O.K3HXY9._*T_,ASN'< MOO?3IU55_7SE[.K !5RN.V]"6/@Q'3DM0.KMU&FSEIVEZXXA^4 7Y>]TN1&/ MRE/W29Z'B&1IA'"24$0PQXBDDM& QSF'U9R?
I3*Q4]"4?JZWI9_+7?.")NG]/BCR1>-]3D2:8+K/GL8/&^YS M(N;0;)_3A^%>^DVQ5NJO(O:%/E$KUE_HBWB,J11A3B4*,I[J9]V/E>.1*8\] M%7Y*8D*8V2S2/@(3]V=#TMO3]#11<]_]+";C+ORED@*W>)B0((]^2!(KQ_[L M@K/Y]T/B=-W\P>GM?5_?77>_,,5^/%IM[VZF.I
M+@+>PX'WD^*A G93&8?&;-SB@L.!\< F:#'FK&TKCHAC-*;MQV"]?@G/1&, M7[1(C>/_?%BI0.I.K+Z(U;O5R^N'8M^_PS0[;FB1]0^Y=HG=WGJE0T)T=W/K M?5'_TWRH4*#Y;G]8K=;%:@VH,QE&9EB_G8("/"6#X>%X"H6QX'8I=H,KSY=F
M9R+@0;J=T0NVZ79[NZ#^OA1M$=KUBQY4UQ2H/1+J^SD)])QOI@)7R7V489:@ M'&=^)+GP$V*4&@(A.K'>=UFH([DN;6A.G &$AC=0CH$!WD9UJ%]Y._KF\%AD MJHG+ZRP1S8#DS'EFYB"V5?
RJ%*MV3;]'TWN&UWJ>LR]4QU@RF4N)9I@9C;K]@(>)K=!#1^Z;Z6GVYGK4K9FIH;Z2X8>3]H3)2) A1'L0)"G(9A3S-T\P'70(.DYO<'M6D//T1UDV[/.6- MKKX)M<>7"P594P^S]NMARGU>ZFNY>BKIBUT>;A^P9@;)'5Q0V]/2]7:$O9;R M55,PY#P]=T1&MUFZ?
<1^1++NB.],MC;UF7,X]R%+SNWJ.,SB?UZ2UW&0EM MMD%;X_,8!WX2A5&).81PEP&B$11C,(DSAFE242@YRSFQ">_0*&FIZ=6T)F> MKTP#"/2&B:036MM!6C'0SEEI>O)]:;AQ.#[0!P5T5H#GIN8O]P*"F# MKV'9CN!7?4O[7M'9)\M FA&&UN%(0G*2EY)A)
<2;M['](6?TS3W*>8>WKFKJ->'3 M0_HP@GF#-B);.G[YVOM851M-KAG%=.4IBNY]NQZ1'+MQQU1^B,?6(V]?<];W MN)V2[O:=C\7K9EU]4H'C,MSV]F>QB).0HR#7I=2$)RBC+$(B\'&8"I93##KI M&: UL?
-6D_)"F&X.06.FGXX$ANGHWD^[\AJZ5UXK_P0Y;08B.M+9(4]SZJV! MR,>Z;_**[2:,K_==5?:W&U%.1"H(0S2.&,*Q2%$F0XSR($UB(C#+S)]AC-"9 M^M#EOVZ_/]'"FZ^?O>LO[[U/MU]^;7YZ?_/+ W2G/0^4Z4Y[L?@6.^V>HN,T M-4.QG.VVYZG,O-L.BGJZVPX_?
N%N^UE0O6[=CW?WC_^U$*5:\OGM_>]%+HK' M0(8BE;Y DF5ZVK?,E#:G#/&^[YV*3XM"?%R+E['VXZ;+3'GWW^9$K*2GZ**L=I4RW:V M@."'E15=IU7SYM7,..]M@.!@=8-@1&"VZP2(N-V[!=![]H'GQZ):EW6[Q_^4
MB:;/Q*/$D9]E&45)QO10V21&)&0"A;F,E0N;!8$4CX]Y? 6)/<^1@GSANP2- MO_=WY8H)P:LF/6BQ/?=46G#8-@ >B9Y%SCP4O10-FU/?'4G=,$"AX+]MR)A< M#H/1LV1FCT:'A#T7C@X^?T&)LS[/%_S]HEP43W>B7*QX[8I^$=_KWU2/6/A9 M&-$0\3"6NNU'@
@-4Q1',8LSSM* 9N!:Z#&J$SN0!]WZ&EXL2]'H3-3:>> MP/2]"X+7,. U"%QM#Y(5%\T##]>)@*1V61(J2G/^LFA3&Z61AN_#._^R_544 MXGL]A)[^V0R7OE?_7#VRE K+(#?J,C) 8V(# ML*-:9ZNUX\9KPN9=]OO0&=9Z1S)#7?CIQ#5OS>U ;-N)S6#Q01V[1P0;Z-O=
M]^9LW;M'6._V\!Y[U+.%T37GZK.K]-P NOS_%]_O5EP\2IEDO,^)"AQ2'^$T MCQ$-I(]2S#*<*P-$QU3"9B.U,V^FGI7SE-;0]1=S3U*%]C7G;GQT9!HI^V/!I^V.;NJMB-[=8KB]9^+RC1']\RK MD^_G.XK>>Z%#\T71'DBI?_X/\QS=7/[=RF]FUR[07U8=5V10D M?
Q;KYY7ZS3?13F]]) E.,AI2E##)$.8Q0UG&E1,>A)&?Y"0)S;IQ3\#;Q"K> MY58?PJV?=4_<#KOZ'W>U*?M:%(B/Z_K3&@\%?N!G +,Z!_!K3KV'DP_@MN<# MT$T2MET3&I.]#L_[N,Q#UU^X,=D%_+\@(\+%#)-!.A J.6.XFPAVD10=4.[MJ4C 0\)V%N=;$.8/B[4>A1FD-&
(D03+1^0K"YXC01""2^D$6<^Q'S"@-ZMSB M$^]8-0V]*P7A3_G/VWFN;^9AWPD8X\'>)2+"-@2H=*#0KD\,JX#N9+'9PK@^ M,;K!6^\S=I'=TEN1/_;[YW_TSU*-+KC?IUN?@?P:^\./T;J9/DU%^2[0/M M+4<]Y72S5GY^P1>%X6R87H#-;GDN@0VFF(>CF+:U
,,77.#KFSYQ'-W4G"P_MZZ5,GW#']R^]S\'CQ/M_;=0W])?->BW>K>CRPT+MM;\5BW5;<9)C3 @-*,(I M\Q'.0X9(3B*4*P46F 1"3=W3Y%%-W],,F <"(VB-AUWN M,(#IYI#XX_4Y4!S,XQMW>-B%*Z>XR#TNM352\Q1"F?UW0GK[Z*\4U^1=?6H+!T-"*8H%ISITWR**
(\3Q.-,,DXQR7)L M?*X_(;-3V]":)7VJ4%_"5%YYU/12UIPAJ5CS&A?A53/GO=;< 8Z2I_PP#8[] M_R(?$? .H.%:?0BE=\"WIQGW#CA7'EKS6=[*IE%8Y>W9]V[U#(;ZD]02>(T3 M7,O@W?V5/DG #<%?Y!.UO"[X"WRRL/N#&> >NDR8DOQ\-PLS@'APS3 'O8O:
MWJZVD^_U=-5-62K^'G-,8HIY@))$)\"S7#)3PB6F5&VZSBIR9-D M=BUL&\I6#6S/0<1Y*OV4<%VK+A#V0X)HFBMG)DQ('N$PBZ4/J_IQ Y)5W4_3 MS:D>DM!0]*8#SNSLV T8L+W^6.9FX'!#U7FOWP')W/;Y/4?H1_3X'1"XI[_O MT!N6-T5G^XA?
K]_1LGQ3MKBYW<@XS67@8Q0F8:[O7Q-$2>]C**0T8WZ:!;%1 M[TX0U:GOE-S,'3 #T/!ZR#4LP#NC/D2N/+KVMDRX'A,,$MK5S9(1S7FOFR P MG-Q!@5Z&GW]\VU3KU8LHWRUI5=7IL#XC 0WTB!(1!FJS%RDBD3[!]8-8!@$- MX\PX!?%D]:DUOZ7GU03'L'D_0)
(TI,W7-UHMOB[4*_AYE)N.4ARD*HY@CG,04$G#7!$HQF9.R12061FV+2/U^=1/ M!XT9?O8L_1[*I9(,/)9H-1G]5XLH3GV8VR7L;-)3>)]FWJGEOOP^Y>/G;"< MQ"L8QP@'B12^3F!'LHF":(B8(0Q@ID C6(;)C>QSW/]C2Z6NFX3*>U!E3+Q
MWK__&PF#X#^W2=Y[QF!69P1%,R/C#AN833F1_A MC),LQ3R];!YL#^6)34*S96Z/-SMT+QT!VP>DF2F8!!Z85>@9_@H'S,'8UQ'A M)YOYVD?W!P]\'8%C?-KKV *7WAQMUWQK:3SZ27 M(B>$?M"E2)__9RZ>/A8?="_>6ZGK0[B*. K^6_&M6O.;?ZW? MKK^7O/]U+-
;\8W%7EG\OMUF(AGT1K E,K-Y_%[1$NF4D^GN=8OVL?BGTMM?I M/*V;?S8><]WWLVJ&@PFN'[LK%RHNU^]6WL,S77LZE[M38%/?+/Q6!W&FC=8N M^SR&35/69!- MZLY&?1]#K8VM6)K]9 M:IRCTR&HP$ME>ZS-
'*=Y$(1>7/6!MY\@>^7M>?/VS$TR,/!RC%S=5MLS,N\5 M]L6 G=QK7[[BA9?=[4P 'F0\#574YJ<\0SB5'&5Q&""!F9")"%G$C#K1]:P_M\X4W:%A"'R3#AL:!H%#K,8&,EE??<%GM+K^W0M8W8G^YF_!S0R3&[\+G' \Q MPG+O??A%(R&VMNV+6.M\G;MR]6W!!?
E[;=*=U9I9CL>7'/M]G9"">,)Y2B) M1(1PK$LDL?Y11$&F'*D\IJ N#G 6)C94.\K6=^ 6])IY3--B!;-UBI>3]IAE0(^+-W#L5)/"1[3!QY1A8,S.H1V0-T[E=L!+\#.SOY4W!VPCS M.*)\]ZWD?R^/XT[8$9CM^G.<@(F"FYZUO-/G-.JO]4G-VMV1ES7\XR=>
U&>B.3[@NA<_J@,N:Z&SG6Y?"TCW>NG@MR_S$3;YM#),X^QGV4BHA$*4YT3A"E&.<8<18S'F,A8X-BH0AM&=F*[U[G1^DS7 M>@'O'S5=X/1-0PS-_"WWR,#L4D/?VS'@M1QTAIN-PP1/,01)[2]ST(SHO F%
M("!.\@AA;UMG$#6G4GK4FG+"EHLZ>J_K595Q^J0^[&6G4^8CR?(\8WF(@A!C MA$.1(!+HBM(LE(RE0ED6D.T TI_8B-1D#SO(;A,,=;BBMO0/@M<*U#G?;0_R MP E'(-S-[,V$:,(,SXV40COS73"]KQK<0\ZNFKK[VMVIN3L_\KY<#9+@-PE M*(&HSYVF9 /-
F60EJV55E^%W!3;")_3G,F0,)021A&..8P(YA*%<43B,_B+ Q- M[Z&,J4ZLKGL^.I.Y +U_S-$;O[*.!!.8.I^'PVNY\-8KK^#HI$>X'MF?/$U M"6)VUV'ND -=>H$1&+@*,U]KM@LRL'C=:S/XRY:E7+0L%L53=2?*NLOW+[1: ML$>.">%0J:(T2@;*("!1G?LAH
M+'(:1+"F/A>#:-7/YPR TP!FYB)># (PICR1_LJK23JL;1N2R%5)VUD:\U:R M#8EY4L V^##<3]P=#>PC114:'D:+>]_T_4(]7@HE5O68DDB90.(C/\N5WT@C MBC*1^TA@*7RB-)FE1C5L%W$Q7]C7(;HO<_U3_53MAQTIOLT])WODQWW.6?"< MZ@SJ/.AS
&ONHLX"L.U0XK/?6<79NESDF[J5@?);^>YW^@I4[#Z=M?I82OVQ MJ&=D>[RJ>^9NZA7U;_[FQL>]&,(!G]=^[=E\X(O%[_K$ER_FJN+YFC%]1ES= MT;?Z9B[@C)$H9TA&889PF$>(I%0/EZ1)&M*$Y03D+X]2G'A'V%+S6G*7%C8? MXV5\L^_.!>A9PME"9F-
<'-0O]\@Z6=WR,;T?7*_<(_YXG7+?BY;QL8'-V;JH M@JNX4N?9U__:N$WJA?:NKKE6>N0\R?,\B1%G(E<.I>2(AMIHI.K/",/Y G*?R07LJA6HQ4"V'US86\J[+4A=4 MZK^[OR&="EM7T;-K]N8-O"<"]R1FGXJ.95Y:IPV6'M]"%5BWLC-S[I%$,HQ2 MGR#*=#M.PA)$ Y*C(
H3GY'0SPG($H]2G-BT'C1V\[8<'!]W C/31E$TLYY. ML8&9PPMA@6>BF8KJ*@EME-Z\^6>FXI^DGAF_:.G)=8FIPAX8>Q%)*+!%9U;4QY8@-Q.)]DPTAG0LD;L 0 MCJZANS4%9D_R@U<<&\(*KHK-\>8[KS^"Q2.$\<$O "*?IP^)%'YA^_G+WL9.F;5YXTR_^L+8[DQRF
MV4-">__0#'@U!XZ*7T8EM*INZ5]UMO*54<&Z]2GC#UNH'?_GP^I.K'0T\:& M*]WYUZ=6.?[/S3;;9N7=W=QZW6#HRONP6JV+U1JB?CTP&"C?Y0@ 5<]0^"G4 M<%A6.R7L67,^%1P6ZD !1QZUN%;O[JQM!513]I0%-,78SU#*(A]AD?@]MF8" MB2A-
B911Z&/S:_,^*K.ZRU8%7L,@#:NG,]$O\7HGD!IP_>Q">KOK93L48#?# M8](-W?SVOCO?S>X8^P@#$ CFO0QT2U ML M>W8UUX)Z6O%NI,K#JG._[Q:]O6]]AD\]:6?^5)9CB!-$,8L0<1/"*(DYCC) M1)KYH"-X(/V)K8RNZV[OY]_73;ZB9D?
O1TW&K'N+5[+D/,,V*)T#]&\+3N>YL?[5OVM'<#2\@1H M(6\(U7B8,0%*,"," 6B"LT>@_';]W UIS->]'2;T0:]VX*MV7DFG"'T[/H4' M(HXSY],DPA)AY80H%R3&**,LE4G(I_AQ[4>Z&+F>)R2 %F"'2'C+_KAL!GK M"3-GH#%S&RX3&*;4'5H3#)+IE\31OGZ&P*Q;=[^
Q[OSP)/P#?CW:ET\O5^? M;55W72A5WW>L@YWH@1>>>%/^O1VI^EX?=IET:=0=B7YOVB\>-6PTW[/AZ(IO MWI,""U-YAY@Z/EZT!LEJLX=3FVW;MP:BZP#8+V+G"CR(E]=52^(^OHERL M^/V:EFLS?P',!T35CKDQUKI?Z%*G8ZJX6CPM"EV:K17NKEX.YE?
<28\"K,T MS%"410'"-. H#_T 28E%(J*($DE:G&*_I=!>A_8] \.N)F?-RF$L#UAQT]!2A?L.6FK52Y.CEF:UARYRM: MH^(E833G]73M(;GV\!&U7\AN6[BN*K&N'@.?A+Z4&1(B2%54&"4HBW&&XC"5 M(DES*<,<$A4VR\X2"3:D8#:CE3I*6,!2'B 6!!CA(\1#2A!"6:^##
(_RC-0 M5;.%U!;WZ_;RFAD^N!0P:S8B -@T'?+KR-ZTB\Y]1 X%.;8,1[^UK!&IK\7T'KO<+/3]BX-5M^7Y1M?TE5D7U2&,L!>4,*N0(]Q2C"@E%"59I@R& M#")!_,>B3G;@#X!Z$1 71M_$K/DFGO!B_*WF/KW8 M.CRO"[6KWZ_+#5MO2]%",*9S)Z$BD<%SCGCB%.
<(_77K!F9@9H#1:"I.IK/H%M1;2%M#5?+ MEK?CZ\K;Y3#D5;6^E;^N5KRZ+GB; M[5G=KY;\,952.4P)1CS-B.Z8*5'&_! %+$XY2WQ?^D8U_^.D)K^,K^]Y#?=T MV1WFL"K09CW<9!P*F9D-<@,$S,IL,:BIUH?P6[]>)NQPV/"H<*Z&"?<3FG=8 M*C)\.
Q]^P4^9[]BSX9BG4XAM:W[>(6V55GI])PDVYAPC3*.=QAF*6*K+=U5Z74(VPU^,@'03,<=PP)3]G.(N!_Q M!!#1DRS9];"Z9FI=%4B5JU=1KM_NU+=UK;PQ3>U5 M/_*8XYCY),I1]@]Q<,Q#1 G-41"R@.8D#7C,MH?)AB34C=72P8P5X>F..K^%YC5O,
[$YH6A[]>I"&BV/,K@Q!@Y_)@.5W M=0IC3GC>81H$]=(JK L$H+BE!C/PP+2GC@\T\S\+Z]A MQ]OQX[4,>8HC;\>2IWDRKX2$0CQL<"8&#F9Q@)A9E)%"P3,O,IT01+L25%=? M0% 1JB4* R6JT!5G*V"U%+5;WFJ[!-PN?]@H";]#=XMZ:82VZ\XSVD<:X8$M+.+0-
\/8^+E!P,[.-4EWGOCS53!]>:B\U5QX93V;KOF1;0OM/:E,X?I9 M>#K]'C$5ANE6T:M"WQ!(#2C= \H:0$O!],,+43F:Q#(.U8 Q"AY-KLW+D#7 MQ!D\;1?2UH5XG8(@'5NW%6(92X+$QQQ)/9X=)TF$LC3&*.%"B#R(:"02R%E_M/ZF)K5I3#EH?S5U:2#
<$5QAE1(8*]3S0F>TD07FN_DB#//+5%B"C/(-DE3]" MRS;3=!]0S,)X-U# =H9&_H.:Q#U9=Q'ZN&B.(O(!0K-&X.,""T?Z0VQ?/M$OU^_K$VK%]'K3NW0 M->QX6WX\OJDK)G8LZ3U;,^6U7'F*K=&1()>C.:SW4P,)]!$GP1!4C6@+AE4Q M(IC8;+6(MC!T2Q&MU[#-
D'IY633=*X+OF]2KNS88YRD3)*(HI3K::1A0A&- ML(^BU)=Q*HD,1 !+D>]E-7F.U(]RE;>[D6XRA0[X\'[2@;F7 &<,#Z%HYD(X MP@9F.3I$3Z%PF30U*INSK*E^2C.G38V*?)HW-?Z*RSJ3:M^%?M];1T@68\$S MQ)*((\P(0<07H1X?IU0_DS+.C [JX:0GM@
W__>WCP]_JSY^^?WF_N'SS9>' M>Q?U)& M9 @0LUJ2P16FK97$P?F:@(-;,WT\ $LS>GQ2 M&QWC M8@C:I>4?!O)/4_Q1/A'EG@8 #)2U&&RPJ69WR9C'^OLTOUV'%]>%$9F,"G M$<(TKRT/1EF@_B'C6:2LCUU*.)R9B2W0EC4=\!^RH?]%\2?:-- /[1#Z^]T0
M^J_M>/KF<+4SRK6=V&J;:6[Q@9G9L[D^!IB%ZWX"H-QV]QU;Q*GR@5,SO/; M+5CY08GO]J#U9\1?L";\!/FAY-=E^2#*ET51KZQ;F9D>%I]]>6(;U]%6MUTS M/^0]+^KX2>[%4L),Q$-)>=TL:#_CVC,6&G0J.RB8U='K^15G.U\=%*A[B#K\ M(#ROIG%M]
(;._I*F2Y9U6>PHGREY?KM]GLA^.<_'E.1AAC[$1)9G"$<)!FB MN;YP#=.42IDD/#$]/C.F.+$]IGG09>\U$Q[K<.&M-!O>3Y_%$_U#13R&AZ;F M@ [K[B0PP72Y@]"6OM=EP+MM$?K#.3;F63O.,;)+X'&!%2@%!R3W0#:.V3JS M)>: Q.KFZ,!>M(O4=
(_4ND5]TR#INN"=B_&VGS:_+;[]),A2MU(K^)=546Y_MU-WV.R<;><+CE$0QPCQ+$4YR@72N"I($IY3X?NZ'H LHI]Q-?IK44NWVG6UY MK+Q_7.?5N]1L#3Q6IV^CY+F:3M%ZQ=^C&0) O2(%(V(U3](CE!.0M"% 0X%&D: M^"K>A.C+_*W)$X.*VHVJO.^+]?-^5M_E?
92&\#/3-$>HP)2O0Q1@6, ::2"; M(R4=HC2KWAJ(?*S*)]_#[,>1$&K_Z9W=]=M 5])&8?_+2X)NN8'+"< C)\S72(6\'AX+Y%%F=>)::;' M1)>(:']?^>EL^K+X7CS+D:=A[<,M"W:SX>56N MD6:C.617/#4_::Z F;+CP)K%VV[A@FEU/U*&T,#S88VE=94'.TYPWOQ78P!.
M\E[-WX2[Y_>KS?I9[X>X*43Y]+;MH!7Z-/(3@?PX%[IZ7WGI5+?: M SYBD%<_+,^<]_SXFP^C#C75=_Y$D[ET-;HH^%GE2B/\OK/Q?5(\%^+/T< M(YSHBZXL#92O[^1V?UI5U2.3<1)1I6F4 M13["+$Y0'I,0":SOT?)<_;\/N6$_6'WB:W9%:UN]<#S4]/K3IYN'&V!S\-@
M>)23B <8B233QHC$*"MQG[.;%.^]N??![AO(1(BP]'WES=,81P)+O(LPSZH0X@IX:F/ M)SJ%FYV$:_W3HE!<+>]]V*V/"&PP: RNV:8V!60P_>WF2N=O7LN%5[/A;?F8 MM*X5BH'K%.]D0C-[$9-/WX<>:-^]NKXMB0Y M#UPD,M%=86KK
MN',>]M_-1^X'$2%4Q0<$2Q4:X!#E"4V1G]_(,NKGPC?**P+0G/S>H>'"8QTV MS#3+1(=#FXZ@9->R[< V3N"4P E&6:_.B\L2R.>4HQ:MZ MM)FW]BR\UU6Y;<^D?\S;0*J] RE:5:)LT.T!_9N6A7MT[4D-?_VC#LCT6]). M8W(TS@((YH ?8KK2;#X)4+2N?P)]U>YHYI=-
M2A$5=7SW*IZL&%SE\O3)*41 M12R0.<*)'R)**4:$TXSYJAZS5K6X?3&9G*@Z$AYE1 M&[G!IR0C4CDZ%.FC,NL9R(BHQT<>8X_#PX],?ZW?KK^7O+KF_ZQN_F3+)V4& MOKZ6:_ZQN-^\O)1OVDQ4Z^(AWZ;I&\8=\)6G/NIH^@9??
Z>*JBFY,=L$]<,/T_AOGU6UYNWXN;\KBJ;KCM\6.@2]K_>_?JZJRR33U MA_52D_ZP*M]]*_G?2YBEU.1_+U_7W;MN>ZS"*N,1YGB.: M^KJS3*+CLU2%:SPF-.")S,U]>LZN/G7RB:8%.<(Y%M[D-.L"D:#G5OGZJK4* MT/9IY\6#G$5=(*;=J5-'7%='0#TR#![V'+\SX[%.#
[N'!SA]#]G6V'Y8+,67 M3;T9RS1,L.0+3QW@-46FFI7$(36 MTG9P&+8"ETH'C++,!;.HF3V5X()BVZ79ZL/K'2U/0\U'JHYAO+ M*0KC^^9%LL%4YE LB\2.4_G,-\Z+Y+0<- Z4%[2)]LHSL(F>OC/;)MK+;G<3 M[7_(HCG-W6_OVB])D/H$)U(@$06Z,:6O?>A8H"0)!:61]!-
F=+UQN.S$-D 3 M K1MV4L[KO)V,L!T7=.P:3^SEP/0><9*'LNF,XNB4+]=4^]X!)57CUVLJOKV MQ:FJG\HWU(9F__!\'6A.&#QH/G/Z6[OKRTZ/VS-WH[M@2L:,<%V/&B1,J;O(MF?*6TPR%&6%A*OPXB(R\91C9BP']2_5(XE]FDA"4$IC M@G <241(&*,H]], YT&:^+YI_-
Q#8^K+AI;JUY!MSIQKPN;A=!\ZXU&U YF! M)VQP<4%!]HA 5K%VWYJSA=PC0G4C[[%'+0+PN@RW;C[QQZ+@K0^7!-PG"1,H M4/XWPB3,$,59BL(\#H5"+R29>1!^CL+4@7A-TVO:D6BJ@%CU+" &\?BE8@)C M\F,);<+RLZ("0O-+1;8,SXT_7%A@/B3-4'!^]KWY
O0AM@^"],$'+=M<*/YT M__354CWT]%&/$A+5NOTBA0F+29[&* MUNQG!",H#QI'P990$?HRC!#1V=8C8 MQ/9$]X!_MZ?M;8GK6^;[35XM^(*68!=_$#TSQ]X5)C#C M!T.DYFV!8"#T24<$DW?LE+SIM*_'!=<)
[+O0,PP9"SG/4$HP1SB+8K0]=RGTK=R._;_[4:8GB%U$(N5AK[W)1;-3>W+XMI] M2C'HM1QZ/[4_GSE[=GT]GQ:;^&?7?DYF6_V,Z,-,S2S @WT(1W Y\C4NY696 MG\01=,>^BZME+8WIIM2-]#X(]0I=GE!^I'&2ZUF.B/J11#@(&2(9RU&";-A
MB!F/06')"+V)C6%+%FC'1B RM%/N! ?:H8:PUU(^;X(<&A@S.5T9D!%]\QH(M,]%/#(#A:RZ:5G^A+^+]ZH4NBD<2YT%,E =$69HAG'(5QX@H07' >!*A$<9 M2+/["$U])WC8U_G*TY2]?S2T+VIDW<'*3,5=(#3;4OA+VQN?2K9)"VN.V1^ M8*/K4V&'VUV?
>1Y^C_BU&5.Y*M_.C;:^M!L8CQ/,LS0,422C%.$XE2C+?8ID MP!CQPR"+$Z,YRP":$ZOSGHN^H?%&<^"M$1W6]EP@BG]CX,(_$IS]CL+CD= M00:Z 04*/W G:KK2;+>D0-&Z]Z;05^V "D? M2"(_C%@:D$A(F4*&!_12 ME)^"""!IN[NL+-NPPO,Y>E'RLSG<2(_S/XU)*$=
MLL ^SZADCIR>?CJS>CVCXAZ[/>,OV.EN77Y^S5BY$5W3T$9)CQF3H2\3AC*: M4(0S'"#*E=_C^U0IL@@E"XVR&,W(3>SMU,1A"CL"CYG6NA,:IKI-#X*6L'>0 MQ]S2=J>_9C(Z4N(18K-JLIG@Q^IL^!:\7]$%\%TYTBWCX67(=(IAU0 MSK\]=8*2(F'>:*1'P&%-
=",;3/M:>MZ6X)6G2.H6(;K!\J#,H+8=PV)9=>+H M67*VYAK#(G7[98P\:9_-?R?*Q8K?%/P]78M'(D)*),U03A(?X9#'*(\%U7F! M,O"3A"1I LWE/Z P]:G=-K6](>HIJIXF"_C/\1E6.F<2 L\H8,*:I7!?U:8 MB_+W#U>7;GT'Y>%*MRL7Z[?Z:E>%XMU2K58QJ$6:#B
M1"32.$)8AA)E0L9(T@3S4 8RB&/;@=+G"$ZLA(=#DDVSE_$ M!9.ES^)KYKRZ1 VFS"> G?,]RL%,] MODA\$E2I6^LGOVVCKSC"<1X0'X4XS]6VK&_70AJC-*4LCR+B4[.ITB;$IKX] M;TA[-6W/NO!V$"XS?7<% M!9[LI_M0/@;8)(U41_5_.6ADC-.V/)0.B3N4HF M[\
CU+KWXO[MB;6S)NH]+%[JH3A?[C[]%#*U M1>M6C.:1:X_@XY'KY3(#CWP'Q/7^H6D[:CDY+)A5[-JSY&RQZ[!(W=AUY,D+ MCG._*K^H7.A.HLVIL7:=VCV DYC16 H4)1E&V$]SI$>GJQV4\T2$/,K,VM(8 MTIM8+]_1ZKGN=/2-+N%S#<>P ASNND'
YG1W3]G;WM3LB3L^WAV7TN7Y[@"U M^0]XQT4_>\)K\-HE=6UZ@K!VO+?MJ];/*_ZQ^";:WNLJ9+R5NZ[$M^7[1=6, M==89K8_89T2&A",F,A5>4\Y0SF.&6"(PIR).!>6/A7A2D3Y_@%;"7<*9DL/FV*>!U;MLW2.@QVPVY]V;OCU::N[J*/R'G C2GQ8 7,?0#Z@9= 'B^Q-
#)RO (Y6/C[.XG5'\R M3%@;?GE*#:MI>F<&D[O.M3(3TA.PY+ID326;F= M0]9F+M%S#^I16=\$-"QS#K9)]K\T\ZSO]3CK7\O5YE6YD\VEZ((N=^V/WM'7 M^L!AK_0XRD40!A(EG.MTP3! -
)48Y93&DD4XXUD*RDNXD*&I$Z,869W#^^5US+GU=QY6_:N.J#O>Z)M69S(TKH"S%6]Q:7L MS)N.X0B\DY0-5^O"CZWNQ.J:K3=TN7S3PRZ!9U;GWY[:I;RY];94FPF=%QU1 M]2 P?CYUN? PBW*9W*#CJ&'1K,ZB>I:<[2!J6*3N*=3(DY8#25;%TX,H7[;!
M;_5A5=ZI#_]95N)6WN@)LN6"W:V^B)\VCQYQF(D\$BG*N(@1CFF"2!@R),*0 MIG'NAYR"8D8H U,KL2;D;1GPKIJ*L;WX],D#W0TPO&;NQ92@P92_+0E7<=RN MN]65I]E#FC]O=Z2EIPWO4%5^W99'KP%\#%SXO!-+A%Q-/H&2GW<&BB4X)]-0 M;-
>Q2//D_WQ8U2;OST5EG-W9?6GJI$[^STUSD>RM5P<[X'\ /S1E5_F;YZ2Q2]L\6&F^;,US APD:9Y]P'+@@%COTQ]NUTVJGV" ML3K? ?TQSL-<9"1#42Y#A+.,()]IA"(_9P*'/I59)I" .5@8A74N3Z:%:_+ MB_[&]E5' 6<4@ &G:8!%%,4B\A'6/ <$3_634O2&
(>",YP)BYRX:7"_. 7N MKP>_3R)*XQQ1)@G"!%.4A4&,9"((%W[*>)9MX?_K(\'?:E!IT>@%PKT;H7; M8B;0S1S824T';'/3"![F%)[Y_IZK%70XVL,6#5?S/L#TYQT"8@O/R600ZX7L MMNA.OZPG4;"WV]LC,LXQI@'*$YSJE(XVH[^[?_=$.4I0B M37)!]"=.N(B/HQSX-
,)_[K[/^<9H@&>8]$'T=^3&/]$Z.>]<-D M)E;B/6%O2QD4,XY@-*[];B2']?XYH35%EY*;&P'7 612QF4=,#$#+\]F'8AU5=QG OV*:L MFTCIF1F?Z;K]Z5H]>W!;B+\+6CX\EZO-T[/ZCZA_WG>8?F01R;EV._PD]1%. MF8]T64A0GN4XIEC$@AO['FY9F_IB>%>O1^M,**T'="L
D]L254H$CZU*Y>C5 MCQ7<>](-2(M:T98>UX-BJIV,WDLMH-(AJN7S=%?8-R61MVY$U/\5S3\9]A>8 MX.,>M\@_[D.$6?$=GT@QBC2GWI[5*Z^>XK/G]LJK^=7C2#W-H=>R[-4\U_]T MT/W^AWU YAO'C_N@[#:;ZR$U.]8ENE8[D/HPOM4)YT>:M7X6GER4E7IF43&E
MB4=])M3_%B4_^*U<+9>K[WH-_7N=&G7T^D\[(HO">UF5>A%:=+1XY2WU5-OZ M7SNJ_//?W.R-TWR<_NI8X*S[<'3 -7=MR>B<&&=RKG9+I\%U=,A^&WQ5?.H MO[[J@2^KHMS^^ NM%DT%S:.@<9[%0:B"E2!"."$AHH)RQ CU181SCB7HALL9 M9Y-?B[44N]-
-6OXL\T?=?2C#&_(/A1JV'W<+6/:(:Z>IRXG[C%+GT+@N5;F8 MKQ]3L^(*SM[B%6<$+,=9,>7$-#G2=?VA3O\KQ;.N/_XF]ND(=?>A!_KG8\X9 MEC&-$\!/W4"&7 (%A!? M,T,X(6K \&,$L(/4I5V_,\62PV%:=EBX&K$%I#[OX"T[:$[&<5DN [^&O2G6
M^[;+S=V2,G:ZA&]3/0:A'Z<"QRA.]'FSKTQ/QDF :!1)7\01I=QX,,D0H8EM M3$-ZV^K;VQ'W&NKFU[*#8 W;$9<0P R&K?2@:UH3T:SN:@<7GNW"UD2\[JVM MT?.V.81KJEL9W-"R4&M6[:5@BA.:8X91$NNF %+]02,6HL"7,HQCDH81: #X M>3*3!TP-46]+%9I
>!8:LPW^RGJH6-5I[*K/^]AC+K(P\F.& MXE3]@?U ;]9Z&AC)8D'BC">9401L17UBC:UI>#\M"J^JR?\,VYEA0*89HXK; M (7,#Q$.)4,T22D2"0\X3V.,B?^H5LI7/QS*+A> K(":"X^M7EY66T3G M?, M]YD,,)CEW++A;2%K&-%^8\.*U^%%]R13W+CS@JQ
<.0*P6C/Z@]9P7+L%-DM M O>,[M?_?5>RV_*A*F^J]>*E3@=IQC?LXP%#3\EDK:DCI[5N6'I7:M=A57H/ M]U^]/2OM$!-S[\D(G"%ORC4N,!MA HD*EER&25"AK;PN(P*S>6$0<;M>&>@] M>*+I]B3A5G:J/L_1E&34S ME&<\3^D6'-?LU.D-
IP<'@!1R&,C#]F)2Z("&XZ^$FGE*Y63HV65,ND41E(UH MA<1 LB%LO=ER":W$[*8*VBU@%S+7NW$[<+N9E?6Q8,N-=N7N],W6]C#]!!-D M6*&$!6P9A'\:ZLT?_#F8G9K,CRS,XVEXNO)V7'DM6_.WK7(+ ME:-#%T=,S7H:XQ;
(XV,:QZN[:86U'6U&TR06:8!\DOW_S5U+;]LX$+[W5^BV M+5 "DF59U*7 PFT! VT3>'/;0\"7"@&.E)63;M)?7XX>L;*6*9(BU;W$02QR M'C8G''+F^^0>(<9 :Q%F2. ,KSB $G C2,IQ,=[+6,[PH:S(S"[X2"]NS;?< M+ Y9&#T;%LL+$=D%(;\5&DM--
#;QM#4%>"W(47P4[>NN/(\;>QD2/E?UOZ3F MMPE-$QPRC$0#2Y F*[G/QS'"<<)6(I;[^R@S6;F&\CTOZ6U5'JM#P9NRZQ,) M"@"7MUS3?X,N0:>,X3HW=;5> /#H0+/(T"L2O.U5>0>MCD-M_C!THPT7MXTS MW!%O&TE?FF7;QC4CE-I6TYA?_WQZ$NSQH?
@AMG(9?H>H9P !/SK8<_!XD1GT M0@T@X,>MG;[F6VH81IR9J-3*'BE-597,>,S+G;WHC1H>-FB?M"". %6WW%[MJ(YR;_^UO"\^%D>V*SE LFCS*"CF\+R60(0!?X+*V.DUY,I.LZ742@T:L?"/ M]J:X;_+WK]^N=P%H(-^_#F+(^7GQH^"/Y!

H_6+&NJ!AM!T)@VKBY3@9-,Q[M1=&@\[SEN?K+&3[T=U4E%!%>Y6U[UPUY^O0$M!JB8Z3\3[GS.EZG81@Q)--B MJ"+G&!$,V7)(9*Z<
1>,$"V M>MX7 MO!W$ MQ 2+%4OH&3*LCM <8=LN_[DXB+K/QVXW*RKP)N,H2:,,K85@B) U,'/S391Q M'--,FS-@9'[?AQ-M>W@C\B5W
M.4U0@D,"[+0$T7R3(H8%)VR#>6Q&<>=/5<_+_/KZSX"!1J*^)[5<#DTM4PM_ M6)VTF,=FZ_"#T\NV_A\?AUDX,B;#?1^<$"Q/@QN<43F
8MIG%.PTC&>AHSN2-+,<+A"J.8LC0+,\)"/=PB:PV\%YBT M6@0-P3;$A6*@#YP5M]&=M2H5/YM/1#_9LO/Z="KJW9=FD;@)H2=] #ZR\^
MD*'43,:=YF8Q+TI2L@)FD2F=_/W!$03R+ \J$FB[>1?+JV>9/4RWYTTT V]G M.X4*$^:8TXP1M)+9.%I3FB$LDA6*DC"-$A;&-#&Z)M&2N
MYE_2+_^83/]S^-W]\F'DYGDR_0KP;XM_=CKY]F,Z_/QE_@LC3%S_VO7?3O_9 M>16)]APT9PY$2!:LS1:<#U(&X7U4ZO_Y_,_2,$^\4I"%IB!
S7Z]_^R^K7_WSP^W_PQ6]3:^VOB[^]^=79\+%?Q(^EO_[[N[N?L_B7 M?_NG7WY9BF,Z&:6+E'\I__]T\>;.DFXT2O/TUS#Y^FOYZU]/)P@')
[:7:K7M7DR#;],IC%-T6)<+^>FX8%F[V)U]1N_?G-3_" (7X:C>/VO M\W3RM8:NYI,*DENJ!&2$>D4DQ7 <2=97>" V\? M#OO+LA$P7$[=>
MP,Q!:+B_XDXHD.VBX")-J']B_1Y6(0PGK]W7]. Q^"Y51XRAE8@#!YUCB!Z M";5$4!=#5K8" NZNNA,*5.LH.$"232#A#<;P4S1A"\%_1/FG
/#"N2_3DP$E#@%D6HD)6DLK &;#\CM!Q;0.E1JR M;0(D)S&B"F:K_[T=CA,=4*U]-%9!2-RC@:06#$T1HM4Y<1*(RX>%(AN7W@D< MMG
G>C_W?X;>$Z(3%4<728],>("P](%(UW#B*Q M3 >I:*"I'D#NK+T;/!I.>%82:_@*%;O9)K<@FZ7$DD8:('2/J [[3B8Q#0H M+PF>@SD2Z0^
]0VG,@\28<_J_YC"U12A2YF_',Y'"%T?K"1" M@C0!71Z2&5HKSR'D3(C5(2=R6)[B_HJ[J;_A'.9!(NQ9_9=35\I./O[XZB>C M 3'$$71VH9Q+(#
*M6F>9DT13%54$81T%GX(&%@P/7.GLTF%QXV.K[H:!AE.2!XNRB7#@]&I: MQ+6\@2N01AUZ"[]9=+>RJ>9SD/L+L@DL3"*8G0D.$A'>2

*M#^2^XN"#^YI=\N0ILE@:Q"H^:#"JJ[H?I>5;6M9$;W%5-FE^GW/FOV.MIKS2400/6VF_V6/6!D0ITE#*X`B*AO=*.$%E$`_TJ?D%>GF'D:.ZKM);M M2'IQ GO1AG6@*YPQ".3R/$HD 0GAEBN7 6I.Y7K:.M3"4((NH#\ULHYY M.@5RO/?_UGLF!+U!+5OA.N192)$>P0DX)D=/D#-+)VUSF]%(LGZTO<9"RIC MAV)OZ.SE> ^ 6-2(.HH;1+FSFE!+6"C=9?) 6L:/#BCL)^.G%0TWx(NR#@2 M*E$EBBS(X6H0)@AR.K.\60(9EI34IJI_IX9/SM:HIEO&SRIZ.1dEU=@&XBG MN2H14XRX9099RM%T x@5+(+69)6E4[6^9,/9OIN7&SPY"P.Y;2\,)K 7*81-M_U(@?REE=#RE&FF+KJ/4>*3>*&.

```
MG]6PDVQ0!.17J4T44YS=0G^Z8:];K@U9A^W*.FQPV]$_VO/%2,/^&?'?@T[L M1]2-6Q[D#YG:B!>TVPPB)[8]SI=B".! M2\=;."MB#-Y@8DE%?9Y'G*02&TK'7&W++)"&RN!I*T:YRMI MJ[6FR]FCP&\H#>T\^ X@IO]C#&*#)VCGKIG=0TUMI*Z[_]*_[]^F'O]6:T@9R'
MLIB':2@:CPIRV>*C_$ME*3K_&@C4R2QI5$>=$FCQR2N]*6[JF4(,^X442>:/ M'FW?!QFTE/WKM+D1W%^UZRH\J$>]=[>)-Q!94X9ODX 7E7]@W1H'ML4SFH$Q MBY8(&"_UB%CGO0\.1P<6RAVS5Y\+/6YJ"V#!72]J"]@>4U&7&*]2EY;@8T30
M8[LTE'>,)!WQ*.71J@=,,*YF!30-&04WO[WO!:#;R=O#M M_S?-/GD7>%N,ENP: E88$ZFXNZ@S)LH4IWTAQ^DT293/8[BGJ:VD-6IT.)P0 M=_4_!Z8K0R=2.&6N?ROSO.$EXP"84_^*WN%UG*;H\=\XX N_!-DG!2)(1Q9F M:5Z0YYZ@ZRT.;2!51MAB$A)#
[\&U>UF9>+^-KD?>1T04*+.%6YNPTP-OY8,< M=0^X81<-15TP)31;DV1:09R#8X#']BZ:]DZO0*B7OJM1G8EV86XN0X1 OJSS MJ/0V+5LBW:%]C3['Q7C&H;!ADT$HD/E:08\'7@52SAU<0O>TQJ)?4AE464D:9MY&C-(!9X:9?_']KA'^(PV26(: MELVNF."
<33P^&1>9H++L(W$6<#-A4N9BZ(;>#?P4LYA#FNQYI,GN-C=+MJ8@ M&GG_2X08RX3#!F?9T,&2'TOXNL48-;'W+"TI]"[2W@F]JTDT0^&$^IH,8I C M((9R71YK+.+,Z1QR9,WR_'A/S=GV0WHK"DVD.BNOPDI:$;3R]8>J(><4)\KO M@AQAJ."\:)]V0'-
*^^48"R,77)1N%$":[(HFZX7ELK46_>>]1;]8T:*OJDCJ M30LHVB>7"U%HZ]XW:AE+@'.5IW7OX)N:_<#@/ZD0Q B& M!^!,8!G7:.OD6':(G\54Q?,?HX,34QQ/W2L9$33<%>/7E,G"YG>F8?/>#VV8 M,?8HM_=;-$H[S!%5U[;4B/TB^S/!PQ -+56V4N7<"IU
%V&VLKJZ$F?/BBS M=4CRMDWNL32GR2,-654]YP6=:37>>1>1/ 2/CHWD=E$!!)"2[\47.8J!P_1I M6$Z*ZJUG95Q$\Y@&*.T$S@]M4!^E8IHHHIVAU2;QUQ7 K>J=CYVFUM_=EWI2- M;W)$DV8('+W8WT.%@U?2=1FW?<%;WJL8Y/P1?S^#4[J5Y,8
[]MGJN*F_I%*LC4F32#R$:@+]G(;6749H2^Q^SZL/%%-4@ZU="MPY/0 M1325J8L-9%,+Q?-E%$=@!9Y33M=^&;7X,"*KQM7#DJ(FG0[9\:[L>-1ND;$9 M5NC!),W$BR$5=*-PFSFI28=AT??LQ-.D5L1 LA*3EV2?LI%LSZW^&&.797#! MQ)K[]G[-
D:!^XLA!6=Z<&5US&+K]0^E>1OIV>V2=[7MV&@19YI,##EW2)\A MU?_=B@'/1B:__88AL=^GR5ZE5G2]1>GGR0)QS6Y,>[ M[DP=(:+\*RYFMJF6\*\EULQ?7^2YY MN@,BOMBM[TBE2 >.H%G;Y6Z5$\^S/Y1]X_HM<8_?
N.8L_G1WI6T>*SF_4O[8_@UF8/4%\N>+9,^78X6 MW9K34]X&[+Z@/I\[;..X4PGB0&R<+=,N)G[24RWL!?QC0B_2N"0'+M]'P>VNL?#8Z!-'^.$C#W%$W4: +9@2'+0,%Y(B0K\) [N M$9PE"ZE*A?L"&2P)20ND85;&_&FF;@RZ#9BD[.;H9\&B"#1?CYIUC*/+#V^O
MSWG9OUV?>U=!D45@X)PC/N!E/$F:8O"=J86KL8LY)E$HKL M0-N-^GZ)!3)B&GG]MFA/)W,2U(AA/: H>'0N) WL!Q1G+D-W'<2?@N4@89L" MD<6<_DSLL)%<8M\RC59@?!P)&F)HDL"W*.NS9]=.MJR*I_8C[B8+,65-H,TC0+EH'.,H,;:!5.-
EL8VUC"PXH*7'#HZT#&$]%F0.3;A)A./3?FY+ *!C7Y H5*+Q,Z\,K6^%6* ??5)]3],>^(PH K=3ZH4N.D><[%DWB(UUS7HK6H/?;P9ZR\$'S MC-LU7?-::IX,>2VX!XH:C5"ZESIZB4?!P0%MOLZJ?"5>%Q*K2U.B%.P-Z7H*
M\^=1)BJK;@SB32IBU%TR)@S@6@IL"$1BVR,&:^DQ8O)8IQ)P^S\>7%7\1! M--ML03F-8L5"(_@,YUR469+7DYAX#6ET?,0_RRS*PVABB9WQR B9'6CL%D[6 MW!$>DM\2U&]]\O=5=#8!]^#G:K11D9[X>PQ=@*654Q['KSH_"SR5KQ8W1%#
MS7B&*0O,60/)V/(>W[@@2U"GUZS/X3=,#K%EI%:S%6R.<>BF#.NB%M5K%1S> M'Z4&[B"(-**>2DWH+%_Z L$C9X5(2/+E8'W+D)HF*3F2?([MDQ@]J(JU05ET M*8M$1:+*[?8E3;60* (;7UAH%:!>EW9]H58?*95.@(X?-<".6XL62*>_+DF,
M8D*VSKP[V+J0.@(%WC,2C.&\L$4+S@%SQ8%=(669T#) (4Z%8MJ@ <<=8T'L M@L!S@8 RC>HD86R9?52G(??^]'=FC);+6V$ M/Y^?7YD"SS3]U";,&[R>U2IG(;*IZYW__*GX],?X7=PI9,0-U>V MZ6*C?D7WD@O$.FU'UY8P@!R:C;L-N_(I_/
M0:YZ.3H97:39/*6]],O/$0AU MBN5\>ZSAA\S+:PGH-VJ(JC5B=@4TS75!T:7BKA+MA?.@//.B2K^HP8 %]2!1 M+0X6?Y=QMLMF#BP9U=0?(X4+;"5"B5E!&UBH(@%61E+SH":>XL@Y<)E_ZV#>* %7-2T",Y8ECK1E(\-P M6@G-^T(:ZZ
E<..;Q*=+]MM\I!T!8Y[AUH3\1@TSZ'>>LO@KS5^R!V^EJ*.Y?,/,KQQL4'-[!T="L7A6'(Z-D]#?MOJ M>\<1[N;F^3*AQ?6>'A=<>$C"$U96Y_!SD)Q^AT2A$$A>/><@X2@VX50LH\=M MT2LO1J_):,"C_(!B+,PW[=6^=8B8/69K7&6T3>ZX)PG%(D@L=_)INTSSM]-
M)K$3T^R B_O9C5]<<]K2-AG&P BQDU!-LUJ4Q0#U=9M\MIK76EQ?O4,D$6A; M?-F4VA L"EN02#(&'/4W@H3Q\:HRX\)D,0A:UQ;>* M1)(*)5H&7+X#/9Z8Z"RNY9*4\5%+FU#G8P"0"&4+8>0$/?_%P&..8G
MS=8=>WU(E!;I_-7!\7H\S,9.'H_V]_$$>Q8OT,M"I*VZO'J0WI$_;Y@:%$<\ M+22['C*-RAW9FG/&:#7Z.">#PGID!8S3+.-A<01K[E2"TIB\/?=[+ M1B?21=R_!7X9@UE!^1GN6,*/C85SD2EX@O=3,&&;@PUQGBN/<#TFU;=2N=TZ M::SS,)\JAF5BH\U_*A3RXF(D[/;,&/
=3X9'JQ *-L52:HD&(1Q'*SQZEHOT;GFC] @]*8/[D=Z1C]%U,%8S-/=5CX>+=T8K@A&Q-JV^IQF<^+8)/NGK60J^; M;%C[_A*E5,IQI<.+%XLE+;Q4QH\QZ]3H\3O!NO!>++-2/]ZZ4D"=ZVI]_$4? M=FIM/8IZ%;NVB>F9*X=N[8#Y5NTV.8C9:656"$$E(!
<_3M%6^@]>'&WX[NZ< M=VXB1DL^JPEA3#!@0PQ? MMC+0/I9B>2K7S>=IDM,LWQ1C(C,8X@>"29HDAQHHM\*1S!HW:ISB0! M>^WG ,O MNCD07)8PG90"8&(&,SD);G0G*D4[#3<4K10,2J)K0UU_Z %F-T$BO2XFQH>| M:=,;
<(X4V,A<0#.?,T5F8%@+A^J0(U6;N3TU)#IHS!DL$#2O\@()2.L)=>VV M@.2AV'3098)BD"V6&0]F*8ZCU^)YZU!0.@;Z,2UAVIBW M&=8@),Y(OH?)O!.M3)+$_C7I; Z9D<)H#;RXO!27HX1M/0F"^:W--*AF48^ M_3;[N;\.\- Z#U-4E!.8HB8'F6%?%[0$XRGIHEY
K=>2NR[1MC S[M?T4:M*@-QIY)')GC#FX@J W3=4NKK M>DU>8^6%?,0S?*.F01E3X/[R3FJ!]&?.^%5$=B; J B'3\#O!.4NDM&R]88# MYX5:7ACO<[>+)>S55C7;3-ZZB6/%/F7[Z3R<+V.M,%7*I"DXX4,V#?BUH6[% M@K?"*;*)!I6UVJ4E0[?
TU(B4W2/P76E2A=/0HX$GBB;8VE$AU<5):JK@7N7V M_!^G16"+7>7(JZ?:!WD(ZC[7\:>PY@?'R_]5O'R^B'!L P,KIBVX%MBPG,:C M%+=96M[!+L=)$0V ZJ"YZ]+H8 MT62)T6NZ4[V=_%5269!&D$&!#015"3QX1TW[>Y73WSAXHX/]_N_;'? ^O,=R MR0'31*M
MUUFT7O;)496VS"IPYM1:?D6,5V(]&OS5_YW2'&*B;>EV14XMG/^:V&KQ5,)G+*H@1)?@&:$AF@H]D'LC0.> 94M?+-+A+&86BV?:RY)F\ M P:VG]'-)A%X(X0"K*97B HB^0&G7%'*O(>>U=@RZ8)P^(F=K][%,6I=*VO ML5^-YLS5($[0&'!P3C W1-%]].VH#,_9<(U 3
Y]%5C)Z7%H!>43ZM0#I2X3 ME=TLP TU/0U .[,HSRF!Q7X*#HV"91)#.5_CK7XGN)*<0>2H-\TTDET,AR#"8;C*])' F,VTX[Y M,Z\(X!RI\XHZE/0D L%\,!$M:KR_TS_J6#]6<.JRPK:9HQ1%S3C"2?-%N\[7 MQNIL/R#'0:J]=QPHJKRE*ZW8B$98\DGA(/S57,IZ[2ABE',[F?
Q2(M#!#(4M M08-5]%_<%$/C9R1,3+$R/#K\MV/W8R%M]9[XD/2!6T;H/0>?)1>K45Z&1UDX M#=4Y!2T(]*%^_GS97813QY03+*^$+AJ'1B-K[YHD16Q*<472ILZ<%^K\@U6; MAIY^4N:&M&E'N_Y(Q$(2!.$+Z2M59Y-6)147]+
M6Z@VLD*2L<:R1B,R\2]J[M'BV4K/KKOQHCAD#=S8 MO/O%P4/DUEYP=#NA$D=_KV!,*X1!=;=P(VJXGG6)'B5W:7RGG:A*.[D=^2E& MB*[.F;C20=ML>0FFW5UJRPMGS%[RM1 0QA,>/H,WI!)DKL\'D>6U%K>"GE% ML4'J_N]#8#*67[0>OK.I M8G'WWN;]LPM??
PR3\GN:@:BVB75J22&;B M185?OL@$';R_IS;_&HU/_1+3G>;?I!MR(UA>&-L>FUI886@+<3RW^+5A0V** M-FC8E;H KB.LQ/5P2&PT"BYOU)0OKV;%!V!;@BR.UX2K^/3M86#]L)N[T+1TL(CC]%^A^O/+H(R#@L M[22T8BDU(]!/J&"7]
<=8N2UY#0POG0C79!%AL2\2&3HBA??G@]'^/OE3%GG( MK5#^RMS&FN3+^]0X=$N<,-)MCXKD-<'7K1ARSL?1'UPM H^KA33;H),=-[7- M1-4VF?%>5S8]>!('K:_@>4M$X"[PKJZ(HS+#5_MF^U"3]A;BTX+6,
[X]VVU@=\@".S+/S(P_RP/6G,HYZE,2]AW],9UIL$B9;V ME\5DC8F9SMK3SKS?14H8ECB-Y9)1;+&,)Q"%*E+$\1#'"^\NR@H&$..VFY0P MBCGOI^]%%2>OXW3R"?[@6!HP+8YML=@JSAMRD/'>N)B')\1I M;1RJ@&'I*
[#3[DM4;^)W_:*:M)+1%=76'*=F3]Y!^\@KW!_S(:S(&9.0[J(( M+?!B[4JQAK E0MI[:[N8W3+8"B[&8+?+EZBD3F[GFF!9]'/[4QS<5V=PNO59 MVB)]>:2OAP.@#(1=NHW&D>2_ESZ5'OK;Z'KD-1F)YK9V2ZXA/KI-\=%>AT]TP[XO2HS6K#Z((_[M!'$R!%K!@FU\OG
)&2>DJ\)0;$,#CK[5!I-'5W M@D15B2[]=N:Y+AKXF LS?BO-&G@[TA6():0+,Y.KKN%,HWHEL%7KG48H%XX+ M:[1I[@!%H,_;X24H [(9NC&W<3I?#/[H-:\.J@8[[5@U$O&]3$TOK4E>" M?=KHP_E>Y9>/.IR4C64N>5_H(;W8C +2#_^MTM >)1*:$G_;3* %H9$U"W3
M(%+*W76CR/:?]??R41]UUH1NTABW91,L;2,PI4H5@7QJS-CGNXPSW MXM](M -QQO 8W *-L.SCU?+?VPT57POVVQ%]L#\;TGI,I$%4W#^DC VXSC, MQSP[&O-G]T )MRFXJ7#6OC=3V.T637+?]#7,%*.R"3BYS&;G.UG#Q/P=A8)K
MC=4Y8)L03:S/@OWA[_Y:AVZYL^G]5<2MZ;UC')%9_EW8=*NY]*1?7,JLXI:+ M&*] SR2&8[K\|/Z?-=2#.%648 #L3I"M0H)&0FHJ4@EH&/]P'J 15D"=KL MB/NI24Q(RT1^3"E?/6Z-$^TI04D& 64NX*6DWZ-,L%-!EG"]#0HWYB4AR,I]%LI&." +E"WH91=>(&5
MG$X4&,,"#$$"2R2+YI]]6*(#+<'R#46.17TF:5Q)WK"_KI?1 C-"@Y\I0O&K M;1E]INY[:'RW7S8\CQ(-Z5LH];'1U$<0Z T(=BSH(']]VH'1&>0Y24WDTO/= M]6>D):6'XC)R7B9-C7EA3QYPY%F7KFBD'>CN==WB?2_F(BMB;<^+/)&, YXG
MM<+C6R[,A(YIGJZNP"3K)9DEI=1L8,*;19E.W7SO>YC*MT%$/A^7B"2W>%W# M[E!'AZE'X*9NJP<6B5XI#0ELD.-KB*S MF648H_Q_90Y47!W(BB5NET30*20+V!-O,J=[6QONRJ=%6IIL-(L\@!=M_]9[ M,:ZM)V*<(QSRQS45C2(H' E)=$!%52+%C;E0YI-
B]NPN0DF4UH@=*SG>4HJP MQ>S4,M5H8I)/RT)V=^5QKVLPG7%RN)2M5RT9>&):QZ)PKJYMTX4HM MXT"L5/*MTA7Z78(]KM.Q4BELOK8N'5K6[N)":YHR ,'6,'72Q>.$\|]G2FMU M&V6-C0(^G=OG?%PB8)[F=/Q+]$BSI]GPV1(.._VHG R[=7[(.K\==^9LG% E_-
+Q=CTZF?#?^S36$BK%=R)G# M<632&L6>ES1"BO)*08S:X1YCPS,4\2'/[(=K6% U+-KUVF:45E4K ;+Z M9T-/;]S3,.Z<>(:X4"$;/_LFV"N +V["LF(,6/N]=+8.9>U.I>Q5*3];&WBQ M!JP%?[/ADSN>\/;QJ9Y=H\6+.<]T4)@/F&0F#RFE\N$E_;?J:')T@KJG)]\G MGJF!
Z29>*ZOWJ84R8%Q\!X%V)TI9UR1I#&H8?:0&"J9WAY5MDLF:!#E?I\+ M92G3#I,7F;F>IT%3]?KG..]F8(CWS,^,@.2F/R6Z6,TCC$F5AVP.^&>^*M\/ MM_ULC0>=P&>+L;924UBK"TT"ZC4Z--P;%AAPAJ M0MHP>@DY:='4KN14@JKN4=H'JE-]Z;&F[%-
LB%@T87M]3&JQ ?>B"LU#!)9) MX3:JP45EC%4 3(JHC)DD#1%]1=EVUNP_0 #YA22<,U2EFICB*@9K5\AZ[*=E M//B.X9L(4\=$IQ1"LJ*,\J1H*DE!#153"/OHY/F9XV;F ,F*A7Z"WHBC\6@? M+E%*2]-BWJ9E,0C/
M3C<]Y*]1A3U&@>]4Z:3VFC;2RI.]IC1]47*!BJ%;@R3=Q$ML9]4-I?V0UL& M3*L8X9W2/FOV03URCLG%>H\P KJ'T\-(8\EG.,N"EN__&YA=\S/OG%K#3#B[ M*"6#H@&?IZJ:*7;G]]MJG]]2QWQ" FL\*AT++$GXZH2W/&Q#W! : #;87_]\ M^N('-S28-
&5,F#&+>9DQ(33#,1('L6#A"5ET1T((?ETV&4?6'&)I/&I:9ZF7 M&)D"6(3;]['VG>A7)V- 8V@::H-N+!*;SMM4EGD%_]34 )NFT(7Z2W3-=3_3 M*U:TV]?,#*.$-RD"S"A2&099.H6I34)-62@,KF/1E#C=+EN\$>H[?#'8+<""<+IGH8\+( M+4[7<%V0S/K-\
CLR&Y=8TG$%7CT$098O_"6&$'3)8J05HVSGH@E"=P(8PHMX N M! ,FEIN!^'9OHU/!_Q+3"M;LY9 4USX(7?XN>U>X-%YP\;!5 ML=Z&X3JT>"UQ40!^EBL#65KX^1R5+@NF*H,_BA0+RU5=/*BR[FJ%5K"_#*" MC:4OFYO4/1=WN9]=U$5UC6JS;1JA5?,PXU\+;1I:C
(D9E DT9\I/M9!--F" M$5$,RE_%%$M"NM8:[1I#:QG[K(XK9D85W"=PRD>4F^#YH"I3=$;]( AV=RI] MSYK,>/%3@KDNFIKT0/U%)S&%-W\4HZ<>R]LHZC\J2ZRP13^V]T,$^!/8 "-" M7M,&( NR&O#<]0D4(JLT8%@L2(AEWPV*UD/'PDYAZQNL@-N6GC\M"T%TN_:P
M__@:LL7L/C%TD=&KB#!!8Y$N$IR!2LB4M(24?.86G=/4-RB#R)R/RRCE+1 M-&CGQ6V4\=7E>BG4J"&+GDR:T+G&"#\H_>/D#^TTWS;DFB.%PGM (YG M7'FZ93^C?;\P>=@C!5B$P4UQ!V99N4FD1I<8F
M1@JOU=8^Y(TI%6*\NZ_S)*;F$LE"]PP^035X1.D!0Z#1^X62K#LCNE(W;(&[ M@O.9X&ZE7*9 ,EN07S=/@F42E18YI(*G0'PUG,A6*C ,_U)G(>GGG K*<0&J M[RYZ7N%Q$V-+2?D$-M.(@.;.9NJ),-U_](>2X^RNF 6XSU3-XF)S5E"+>SE M"W,NMX
0Z"X6WI49>8]%BD&KXJ77K^OH$U^/+OFM+7!U8L]'G!AHH67%]"K) M9='=?MAWA<_2' 8E7&ME8OXDY#T5X^-30!9>2/@.QG"OB'BO,8$DJ=NSF*3L MFEZVZER*6\,>],$6..9E_230!Y@,C 2[YW0O<$B0=-IQ=';"!8N4L,I^01K M19-&DL%=KB=PBD>41N"<8L,?
|+XLB!GO1]]D?IAZ^U?G>&QX,%_&:O&^HJR) M6Q)OR=<()(.S^]&$^0P8-7&5+.]$8A%'87#T\O0,C-+Z#NU25R[CTV]+HI+D MA_6+/:3,^@"_?!7E'XDS'X;W/T7Y,7B79!D!L>#1WU),^(N#OQ\$OZ-(WKL" MB3"/X$&8"$H_%RFY3Q3#]
(]$V5X"AQ@8FJ)L7)263>:8H,^DL&FPASW'C/WC MPQ]T_/3GT0_[,"1TILI&47AW-:2:ZIM,7836;>5>!'S%4*(\2]78*6AA5Z$D M^8W_Z2D_0#@$'OM>M>]RL]M>46G!#KS0\&8;<. 0"K%S55(WVE!$\S[K 7S@ M]@IE?T5T/;V+2FB5=]A):+;850.:):)Z?N>PUL^XP:FM]Z
GEM[V(Z)-VF6_ M2 F&713KR42Q=F&L+[^U+BIB(6'F7]N7@@#X,2U!=-#9VOOEX.)@7\I1VU]< MWB1S4 S_A$>1_\;B+#B.+.^)RJ^Z6=_+^Y0\+\Z"*[F1#2,/WPFO]AWA/V# M6+X?G[(P1@CF7(1W&, ]&N-_C:=:C:=02#R]-'T+*ZK@5D^$9XL98*]ZF)(> M,
(_^D/KL%-*I6IY4]QKU0S2,I?&: QO"4IA2<_Y%')IK]87ZJF"!9WW-MQL; MPA;;^B=A3ZY; +O?]36T$M)FBGGTWOT$U.2Q8?F^TL[O;B.#$I8PT72;G=-T2Y3@WX4RZ* M-A/RY-7NX=9&9TO$Q[0/&3E>TU5AFNHO0=+)$[I_^BP!DJ1G?4E/%@@HC#^O M)Z% (I25Y?
ZN?_:2F]P<+>A3(R<(MI=8H$<5S3E89"]#?&I(40!Y G9>0@4 M'?S49_>1)@*E%$<",/!&T\!.9YF&^ E(I;&!JDPN#2T'.;0E6*.N;EP:2[ Z M(%\J+.T28I$5^)\_|'\^XO_|"_^G9%\3>D[Z1<\X0\,;S[T/+7WFD!2[/VVU M-U%KI42:-;SX-BI3?
H]_=WT(K9N$BJMICN)]>*&Z3MLB#OS,7E*\-?[Q-E*WN7_/-Z.FU@BN^ M*/?Y42S7V !H>B6&+E@VXH6*W1*' D@CV07*UG7!.8C>G0C?ED5S?8/E"4,. M<5?I;1+VX5\=_E!7;I($NN8J?TFBQ!DSH9QURM3V"6 AV_)KH+ M63V1D-7M+F+U5>YM%-
IXQ'Q)Z,AIEO4,W3)G#I]XITD6E\R*_B/#AY?*J8T2 M%^1ZFEG)"3>H%1>:[5;)T"/]R%*A'TY[]-"P(@U%>,$D\ABQ, 62";"_2G'/+ M$>2-5Y#!$9C("(&PS)>?4^E]>XKY?B_M?]URA>^B3^F\F0>_X?XA&$91MXJF MXZ+PIU*P(?UW]/VJUCRLWJ\D]/I0
ML[3":#8_4Y8]0LRG4/9!:$2:*&RQ6X $S/B2NU5N_B7K.V7F5FUH9[$TH\(DW#OTON%RC@E=)&EC#.?&^8VS*^?OL22S\B,*^[87OQY_!/, R;5SY"YRVR?BALZ.M*P,OMAI_N29=7?8S;M)>.)0U\2AT.BL3BU M);!.NB6PHC)+A:G74&J F5PMH#>4N?CK;)9.\1>FRAO2-
L'5^C$O[@@.X>1; M\=M]A@YWUIFK"ANY*S&>GF,WTVFW"3+M\8D;,M29A9,$[Y[!N[6:8$.,*C2E MLY2Q_I$F7MC7Q)YBJ]0'__21S>$<43A0>'V?*2!9*C MJ6,*T;%$9%$O3?%"W!BXQR9TS)&W)0%-?M83"==<&]WC_@_H^+NUU55JZ MF
M39FGU8V!'W:2&HGP()*XF,4GBF28$!/B+:>]6 :.6915FEU!(U\X$Z::Z%>8MD%1V3N';3YO^_,5,NPA4SOP@F\ZG4_BS(\H**UG?O6E MG=(EK;<&TKI[MA_\?>WN52FF3>5E]^\W'NFNAW,S3YLY9P.#*<=;)<;7AETU=IFB6*08'>E,7OO^? 0:%N+G6DT]2_'AX?A(?
__OO&#NT$) MVN_.@YU@,M8Y_#1UZA$Z!/Z?> VRX@X'&1<9UB&7YW;QPZ<1/]R%#[]6P.0<6 M6&XSJLTM9>.A+#8V$5[I/=4/!- M)&SYK$?RGP0%0Q^FX&*1*$?]8(83L:0:SUB-ERPK>:#G%62P(3K(=XG!AY1>
MC\PK1$@>>YY6YULI]0OK64U!4VSPC3C33+?/MWJ[B'W?O!#6:FJ8?'AFT,WO MU8:6,^I.VUZ+5W(1557$!C&#SMC()IXI?9$U:#>M*!0XDMNDK'O6ALI58+#< MR7% )!=H_^L( [M[-%E,*N9I%B)C[*.-G^_N;OJ2S?8MQ 5OX*5,>]^)(U/'
M[C/R9A#,X1[=N2KZEZ2[&[[[NCP)8VM$%&M#WE&8.O*'0?>L@M537K^,YHP[(GK9X;T*>Z>2M(0EBHXX%IPDPQF:2:L MC22]A2P3)N NL:8=T3H)U@<>(&_E=83\Q0@S1O1P!#I)S=)[1CL^2Y,9[_VB MO(YRQ6D0+8KE1_5N7-
,"#&X2Y1_+9E%/ETR@E:5P]&PA&N7IC^);F$2Y&[ E M][D4#SW<+OAOOQLAGO0(C%-]'^!K"I5I]8&%\[H]](@AH+(:]6 M=>!6\@@QT]-L MS2C^HXF11)1]P3K+M:P+I0[R8F$Z"Z6)&E679FUJ."38A=?'D-:'AG\2TFM$ MG'Z4OH!
P+*V.ZZW5LJ2X81S.,&X$=Q3@THK]L9(J>!DIY,\P\V(9.ER&NZA MZ>V3FE0 9VRG1:GYTKJH!9/)8_=%(\P$FHE4-FM]Z7F/N%3^W8<+3-8B5&0. M2\%"JA(I6CY.*W(FT9=W*6EESQJBF_W;$%^K;;QU)S0VY%6VH;[G'.I[$]H1,2$AO* +QHT*KM'=K5:SOJS96N#
M_5WU;7"NZQ9EQ7715$YI*PKK,H#-R]LRZ(.CO>M]#XYPM'>SOTN\&4]\$:U' M&4?%;T9^-(LD$Z9A.I([I_@3<8KO:."^_(CAR5K:>Y)<<;EWX$1@PCE)4"5 M]04=!@0BX>@L5I6>9@751K%^=6.R. \|0" ^B9OS:&RLL:Y_"]FF,[CRXFLN M/:3Z7-
57ZH1)>M2K)$'/M=QK;DJ2Z&_\9E:%N30/*[^35+)TRTE:"Y W3J8I MDQ2@E[M$WH/24?7<_;4T2TJ,ND_GXRUN)P%? CI?V-+S!-(%/RD-54,HM6.H MQ@8RWEXS[PP8!4ODE1"Z$SAJ"5<*U,;=W_>^AE.X%VGIYU-CPT_CV(P(&D_' M)G7A>^B@S2(U$&912IES%:Q5-
1-"HS2GY"PE/2$?=53&=%3>_/;VZD)#%\0> M/Q,E=8&M4F$$A$6@1:FD(/B#X"Y"<];=#=IH:;D\5).-,/:EYJ)$):GV=$.Q MDI+K@9CD^;OL]E*:.7*PA!BRD'1GHDN! ]\[.18E5)2MY$'8W_!. M#EL8 \X N]Z_^NE2YXC^[;27BD7-W"UR]50R$)Y=Y0 X/3P]]GHIYC;5HXF,
M8P"5^Q@7K:H37@H:P\#[<1H(-EC9_#K+V;H'*42;#>4N4#-,?4+^5XC=!Z0 MBU^62VNGZ&@\'R/M C9'E@JXM"P%38[;#(D1Q-T(;YY(Y1Q%8>Z)F*'-F40$ M,\5]9*;I$"&Q>T?G^V:'*B&U%Q&!86!)(8\D)Y]"3A#;B/,'#$T&;_]I6F)W M9RLJ[(6@Y2\D#S91-
_RBD)W3:>*B_%/DS8HBF'DF(HV]0K)U?=:?2&+$SS56WMNP0E2Q\A#0KZ@I?:=/.2[SBHTXDZN;%&Z;*),* MLI^FY*://EF80^4>:"?@702(F"R6B?56+WB1'6?M_8/%A8]+-*0-L/A=D\&D M<>,E32^UN1[8P=2(X*H21/7.V]]T]R[)9GB?NMWFXR:F;16 05<_XP=(C6D]
M4C&[.EP7.0??E-)(R:?8/6 6H]]QY?2:SBGM51[]O>@ZO#N]EO0IG*(8D;|_MI5*BA^]@U=T4O3:>#,(H8"D[KY9'%0I'$!7\ZBTTKFY>+C=>2D:.UPNZR[ ML;*:5B9](#6N$@FFPCD(W>.AQ>K\'@-?^QU'DRL; M?4EBB?2-=#?XAC[GT32+&JQ#PXA,X?;!N8LF!?
+Z2'&6=K"W+JZY[P;KHPC, M[@NQ? SN;D?\3!)/ I&PBBP4ZH(K8@9O]![F00 J/18)BPUPVS'HD)B/$-FP M%ZI-9Z!I'@F2W&7AP[5.HL7 M_BMTHUM(J9%E70W]70HW9U74$=?OP/@;BJ>J&^49M%H'W6X/7)H-K<30*NS- M]X>^&LK/$)
(9UCLXU2KG:K14NICNDH0$<;@R782L%T(N450=%?VU,DT,R4V- M,'23P2&Z48):-#R#[Z5Z:?)( 9527ME1E 9&:6@O78KS5;T2S7]@SG:1@*<2 M"1AG*&#$DDE=C:C1.S(E ],X"_DPVY-,LD7/<);T6?56MQM.0%MVJ5[6D>^/
MCW7G>W$MK,^Z\QMG(E,%5Z&&"8,W]?31D>\,SOAXF(Z8@.MB.DVRI!P#HQ82 MPK[%2[2'HWD%-*(O6&>RL*\1C'Y#8;L'CNX";<TQW MLMSA)]UYQ"GL?>!V\(G),KA-R]IZ+6?15-A\N1(-MY!@953,B4 LY3V]V*>< M 5Q @%QBO0:X;Y-
<0>78G.GI927CO$_:FQH%+^5;6D M2V@2D^[9:6+K/-5--3+:)ME4]R5>6[I$7 1HLG_OKG,91TKY%VF4O#D\0G&7 MM9OL7]<(1:=_K9T;?HNM>Y-DU -&!,/G\Z^\>4>Y58'K>, W44M)MSV)7S'?ZG/ZFBV#4/?D;[(A] MDSZ,/^I0Y;5"]88G8Z8!87] H=
[+#.9:L>^H@'P2(4D_VG:W"5AI5']$D?82 M?^44SCB!'0)*P:(LR/N#T/&FI+7B(Q*J U"(_Z5>,D5,TMLD;M&Z1E-#7E2% M9K$0T9 F6N*9\V]#UFJHIQTJHALIG&+R[DQ@C(-WM]!730NTQW0&S7(8TO(# MMHON815Y"39Q EOKUD<7
M\2P[5:BG:3EMYLPRO35,SL?]<9=UY#\EW>&ME7+2,:=U6Z(!3.^!\:P%X7XV.M0#Z7* MH#:K TE40U;0(;\K#.T3C1=QM@..=\:9P:__:'+IN] H([ WB\Q+QQ?+DWU^ M%H9FL(_RVC0V.1&?DI* )\KS0S7=%68FUX6V,-%[G[*+G"#[]LB9[\7*N:Z< M^0U4^+2J-
N^NNG MS%G=)Q9<.= ^^RXFRI4 :'^@&3+=[[=N2??O&@7&(KHPFP MIN5Q9.&;UB-9K@1O6":=6:/16%79<7!-E@()<2A,'%U<@41N;^E7.@Q'25W= M4=*$_0)57MU"ZK$M']["-^3B?"-,\2WUJVS(0=21Y#X)J0K4U8:J42%RQLA M%Z"9*[QR+]M8L
4..H<%&V/.&T2VL9'H:GC82SAG],K=(VY ? M. IKOU)(@ M&2+_KKQ*>GF1/W/-,>D*RELMG;=Q>)P^.%R+M8)[8P228< M$)BBF6IHGR@Y7GCM6YDW3&25IT)N;EYIN:I$IM):P_WZ2\%W&-WU]A]C]KH. M&KP[3]C-PF5% R' (I^;272G*Z[N6@/P2^>?
*>R8E'<+FY/F=C1.E>U1\+X7 M^_:Z"AZL^^^4(D)NSS>9K"\LEA]78?#F$SH#Z%_U=,-ZX"\%@8TKH8V.,H4B MY,A]EB$45VF_2G,2>BP\2D0CVT.3S&COA6*!$'L"C%\A5DC.( 2T)]?&R;.Q M/#>+,B&"D\0U_4RM538,0Z6-T+>DY@CV]P$.A#"3DW?(93\>PG49(!^-
ME%7 MK,R$=MVD>%(5RDH,;RNW!_KC$]5;@[*V_\P+,M#P U'6;Z,T8YU2#%]C\Y** M+0!SWZH+@M_%\4CEY)4RH@4#&1-)[!'<5I-\/ 0ZG^;2EJ-QVZVX)KK MM))\5$:ROODTO4'N*OX+CRQSO+"XY8MX2^ZYD]$A;]SE,-.]V;O,#7ZP5/F8 M)(O ! VL-
3^3#$I*%:&ZW!A0K0^"]Z!#A0ZD&OW]UYP2I$IAZ0ZU:L:L# M9/')00CYR+]B5_204B+A@L+X&4620)'FXMC]O:L-)QOE$15WN9-.J\Y3MX]1 M5A7W=)34B%S:PO>UKF4R K#0B*K2\&R[#T:GT""U&&&]/R8UNZYTV.2R O5G MBE_+E(T)]NJ8^*!04?5O-
;Z6Q2A$,D(J MOR*S+RI+WX*;SV)\/WO;:BKR& M1X?"%A0[S-S95 %2TQ5HD1PQ): MPVP+4N,P<<_$FV%4Q&"&"7Y)S9M7"RI,BX7QR./<5N[63DPYMD=%_4,B*Z5H#WV$[G*7MRU.,.>* MDSV%1F^/9&6E
:P6^\LY9G_OARNEB*0M\]3M245C.HN1!)2<4:QL"'K>%Y3 M.>K&XX]QKK)1IXKY?=QD1G[&&K'OG*/.+=%G$:K6SFU&3(GX;YX-Y6BE8^MW ML7;)=_!PA]XZ%)+X21%!$\17Y%+_G>MUU262V#>\)D>'K7IZM;'P^HK=VQLF
MUAK9QJMH=S&;IQ&S23_M(C8/O)%!''!P MQ!R=-D\.1V?S7IE#@0.F^M>S-B"=,...;%_>\11WR@:,(J$1"5*6';JN:>;^; M+">/WWQ!?"/(*^3R C/+%7,Y="'"'.QAZR6L#,"6)8,TQ4>/V9F&&@BA9$.Z'> MPXR*7F PZ"]'PG5O+QY6S6%6$J0L([:.
(DC8W=:QK5T%@90(JP6@Z26H4_Q0 MB'3,]17)O<4W"'^;]C7QA<8L0$PJX@ZA?P0(ET"LA+G>0T8@5P0/7-0&(\3O M\@U5,A/Q+MT3!P+](8,0^W$_[)ABR@1!=>MX;KS:=E52,R+75?.>@UX^+/E' M;5",Q^&H_JU%%JD/>3QF!/%I+PC5^CT-!U)QM6B1PUW"?
&O1%'3NI?)TSZS? MH+I)%PJ>P0^SH]I(L9T1WAEM@:ER8L_!3/?!;UP)E46U>;F>DZX"-63NA^IF M(_5)ZG[T^@542-B^F[C%>CW?)VWO/B._+A9_.STX:P;_0_.SK?'.'% MT:;R >'U_E2='AP>$R.@OP6<19)\/UVFT"<46K&#/81ZY^+RHUS6PDN9&]UU
MA0;L2L(=DEX3U>9[*4(C#!%L4W;<5TPB9-@+\P0)L5#.XT]]N)TB4"7,W0K_MS[R$_P>L*#Z]_N9^U2S12G3L'^OHO,. 6)4PLL*"6[VIZKF7T#1R9@T-R7N9 M,!_KGC\>^YZWPB=D=Z9UT9#O$G633.2]@0T_U/V@>5QWN?H5PE4N"6@Z2Y/&
MOB^R9FS7NQ"V+%HOT<HNU_MF1]X0X=AF^+;XX$-:7S[/1MZ1!ZQ5<&S"T]%KM^C9H\G7.9\PQ"L*\NY-3N MTX/C4&U_+KZG+M'P/G2WD4"#":(NU-U>\%HA'0?V/T7Y,33_6CN$3A+3+=_1 MBMYU$H1M(C Z OKR#\/ NI2#A2ZV9,.5HL+&N#9 "P:M&JE=!N^=
M2CM"?].Y1DZXXOW&URUC"MMS#V/?Q0MPLVP7-'GA[<4U%U7?8[&=X^TP@ M7*HDMK4NJER$?FN2$HX#NL7,T)M2BL:#X]C$QQE3A7).*T\BG+U&RM/3#1X MRW:$#-YUAK,F$/02?8]7'M?.OX1]?=@ O#!!]Y3WH" MO7-9.Y>%P5P0(,]QM)0V(-;&
<_1.-8*Z?'6=+O]H!@W'#FRSEB9=##UH@+H\ M [YU1>61@X7XC5VNXQ9TQ]RBUNWN+*4#Y#?H24L2@E-J F5$WSI$ZZZ^^YBB;*>CB[+]>/'A\@(VB<%5;5A!?[5LAW2-1C+D^J>= M)3F.+]R(#H\P/Y]<$E9(R.%*^#0/9RK^TTX^/(L^1^6T.":)8SL]3P>F99KI MZJ
(T^Y$T9;>* R8-OA'GF*K5Z XPG"Y"V$O!,__)2(2,'97$[,/':"\F4^< M>N:$]:K6&40+.*#U27I]01E0%2>8]?5=1 CO0#(F>#IMZMDD<=ZG\'_M"6$O MY@O5>TDJ.GE4[<81?;[F5"/08N5TQ\64()125]HTK'"=]'V7.XL @.Y/*R/. M7B B;>]D?^]R7Z@K>:2Q,&?
16_'PBE#W.V"WX5>;+82_*R=7]V2A=.<*+%JL MJF_]A]H7=+W3O+G']]@^W> KL'%;5H>-,M5OZ*(IW$XP=.9&"O2U M+X\3,6<4XN/F$5K**!=LJEL#\Q;Y+%'EOH I;9):#H0[24TN.!9'6:CTE9Q> M/"$6+WK(?
5EK,4+C+2#.K#Y<*]4,V(EQ&TMK+0%.1]$=P$.NT#]M)X7UV6BN M8XU">*G)V^*?/!M=!(+\D<)M,GR1WM'WJI M:Y7FKE5.\IK>I>Q$]GA.ULZBMQ&;O3M_F5G16)4[IW7*N @+?+OO9&__]<]G MYS^8Y,.>1783Q6W)6X(*S:10[!]QB2/+
(J9N&!228QJZ2Y^C*S82/DQ2?VT0S[].J.I+>!?^< M?]IOW-*V3!*N'-P7J4#%MW\UW+1[6UWDTV8H65.*$WT]@92; RP$HU**KF^* MR4J8KK5U^V<@):T0BT%]%SO.$=8ZN8^JQ/-[[ *XVIMI->]?OW[K'1XB%9OZZ!P8_MM9YRKY
MY>+M99\J+DH]]L,6L+3H+>REVTDXM#^3+'D#*CELPK=BJ",L^.'-H2/$I/O,C$<5?Z. &G$6.C>5)7QA M=XU3^5B],TTW@.*Z23RN*4Z4XEK \!LIXI/-/@.R?B4(2KC7.B6NZ4U#+G" M;RA$="&.+3%E[W)H2B998]X10C,'B,8%U5.*N-= V M>-9:WYN
6>#Y)4!]I0^\U.'Q%L(P]8618^>CT8-T>B1GC:<J]^\?'46V+]'):Y&WRT@8A"NYGP-:3:]GCWG'-#9-'97Z9,H^AS M!VF%T>2B=-,$V37]%N-*+:"M=5595+I!I%!TGI#$\EZ'P+J,Y('L0&6<"4<@ M0]N,)QO:H""[6Q61:Y=X5=5;
<#Y/HVJ_$2D=6"&MF;S51\WC@U/0JAFSXL - M'0(K61%6"]I6:F.V*5K9]?>LVN&!;5+(>CD$PE.?)IP/5$D.,^G25NG"]=R M4:-2GLPG1;P4R4YG-_*V(?7(9"1,DOJ.>-6[;@\/=4T0$]"RJB1.M/(&KIXV M777;KCP<'\'9-1SY#PHA8UPF\3]B]&)^PMSG[-PQ^,
^^^Q"?'I^1X;:D#B MQW0D-@R4_+#B"M([@-0]*G,LWQ9P 92W+K02=36GKI5G)DLK4N1A3V#895*7 M142A7R%;"9]C%CG+B(L@5Y09-J59+&KFMB2H]JP;F7?R82BLO N$/(U R"X2 M\L7B 0$8>;'*VBM,@4:*2!!_RK*M/MH\/+95UB#V>23+
M,QE);CRN/.I#@ZXP]Y#P9G!\<@R Y8EK7(Z9]Q1(A1R](,!T^ M.A?%H'8[MBC659&ET]2>IK^WR-,WJO%^;9?Y6"X#V@??W,YYD'N\-7_MK7'P MK8%H]YWG79B'Y&L,83OZ<00.BZL#N N=S\&*F;'4BV)C,]5*3X6TI5-VF#MI M';'#I]I29TP>C\TTF<--%% I8NR ,'#A-
9$RAZUY0P?YP Y[H-="=?M8E0L M.H#]_=60^3<<9^S+4M7<.4,BSP0LG0(.J4/7OK+GB9:]& XFOE@5"U4^FW5V MA*$IF!595MPIF()YR'+-%R:%UXS/\0F3!U)4&4FU43R'!FRQ^/6M]#RDZ."& M CDWC>_;]4[OTZDZ":\-F,3?8A!**@/CKA_3*9-WFB
M!3P5/X]EGZ,EN^D7BRP1;NJB=!,+57DFT).'S:+M367,.9: I)52WUT%L*10 MP"%(-WH):'QAU_HK>H!VG)E&B_V?+ MR!<7BN$*1"[O3C"( =&X(@IJHCABV@K)B5T'21ZT9"VT:BPFS5RV?Z-5XVUZ MBC>W_H\-'MOPIF/:/8TJ1+N*$F(>
(A1K+"3E6(W;+8]^>6+^EX]B2WNCPS\% M!RB:NK)K;1C6@!SM>NEAA:C\<^_N%MN\6U<*X54N!;XBKM 3SE1.&FU%^*N" MB=#?X>7B&_RKGXEBXY47,TSD$'>$Q9)Z^?]=S&THZ2P8+D0+7A8H[",/F*+* M2-X8H8:*@EKIHV:9T-[TN^**I'BT*>%] M*"U-
%LPAP+\M4E9O"B)4-<0)&A8OW9M[ZC,S.77%S&%!:^M@ MT@D$ ?*B);&)_(J8=4"4UH^R_[6F=)<$\E1B'[O@Q]=PK(V-9.=5RG",-W3: MOT?1\<<%A[P8<(=[ 2*W?E]'TV.E-D&(8<3.8*$S5H)1++=2NCM2GQ-W@XDL MGCK/YXR%P;_H41P3ZM.BDU\DL:C)J[\VM
MF$[Z&>=0(FJJRI8*.3!OIG^E,/2TM$G:O+",1*M-^:5?,$2".'-L/4ZBS$4P MM3$#:YB4Q-!JL=W)IZ1$=QH3M6JVN"4W+933S$7D]6TGR?-<)!2L(GHC/[@] M3)WQD+JSX.6#_'=A(C3*__CD[V;=2E>L=RIGE%+VTC'L$C&T M@IV^-[,;.5U1>=)1L'U7@_A+67KXMX![5?
2YC=F48.OS\ZD@0K8K;Y4J40I3 MU!Z'K\1/S:TD"%VU ??DK]!:>XO-(S]U"!S02PRSF<.N:JA:(=Q'82 T#U0FF$-1\WF3"Q&BHU*B\+/*@-G% MK:+%XC[8I^. #+58D5S*4E7BO'&\KW&TI(\KJFB>S])RSOSPBZ71 :3\ F'T MV?_J3.DJL(1+*YS*I],!25)>S*9" CFQ&?W-
&^;#=IO,_HC,D^L\288H@H M)AE3GQ [A:''! W65K:SW(]J< V0<+'M(G?&%W65WMCN+W4WII:)]K(JC7@7IE/K?YGJ7FI/N&LV; MBGU-L M68U)'?YSN<)C' MB6UJ9;N_T+H4K7H+Z$'T-WA/!8:6Q.N665BWG(+3#Z>R@E='P2M&(X(S[.RI
M=3)A']]^&T^ENI[]UDG"LDFB/A^';H;A+:8;PVORRS9$[Z(J:[EM6^5DK%O% MBY%U:W-0Q665-;3*4)I HI&3I:B1,W[2N!B"S\E&!7/H&$F;N0 T->D4VG* MY5___/ST!]A,8'D>3(OY"@G5NS7='@]MRB&XM+-%@Q45-9_*+CT=ZRXU0B7T M1%/ZY\B>PC7E MZ ;
[^CLFF5PA\.U'.(U5<%4?!.^C)AM_SX^.CH(?TVQ>(/7#;9(WR?C[K+,; M!N] RTBJHHZ"LS.X1\??]8NZSID9^562_P%OR(/_73;)-5PD1!=W]$/P3W0O MO(>[B+CYOTIQX@<3#8VATA7-E_@O>VEPSDV*H?B7V=//.M4/+W6SS)='J0;HVZZ=$
M1[%"S"R7.Y&T%+&IQB/X,LRV-]7?"0XGF09,X>V^D3=VETY&##'-W=LS*?1. MGN(<+*Y;H@!5OFO+YVG)6$*7?(6[K/0KEIQZ42:W:=%4'#&R?9\U99Y6-S9@ M9WH86G8:WC92",?W,\FX%C=%75R7T>(FG8;\%W80_[!.XC"(TVN,LX86):U( M/*5G-
YDW]A78#2DES^Z1$EIQ*^L@GM!VLI7P(KR*U&Z=+IHL4I1@V I0K&"N M"RW%7.D>(A-ZB.(Y)ML*(5^"80I,0A(;U_08+)XDFVG(\0_8>=-4]\('2SKCK5G>P#58,E\"H ;T0*7!ZR@1XO;[3@F^]>=P<([YN&!^I&(]) M ]L4%FC?(#]2/,/ ,=I9]&45I*
&+"GA'W"ES=#\Y>E'Q.M(=4_DX+73NX3WK8B(':E<,LTS+&VR;PIW_[NQ1RW;Z0@L7L'4GB! E+A*N&ZBAYT[Q.-0%<>B+9@)* (SH8X[U M(+SQ\D>] 4"/;EV'M-"JO"Y/!ET>+_L>E=D_OFMVC4U<"U@Y$L*-,O'.G*Q3=!N! M8@MZ#.@N;^Y-X^,WD+EL*I%
(THO9_Y3!*7MF2%B2:CF=%F5,2? D-$B7C&'Z MT-M>+.JA@]@[:&CONBAB4/!(_E#%Q9K3PU>=S+1$ANJ2>!@_8ZY[#^_]G65+ M(5.8H6R<9'BV.-N,W14 QUB4V[9C(5@-@YELI5BY\ ML"SA-*?4E%"A>"/8W'S NU74'-<)B)]90O>I^SWBU>%.2K:4#4
MX*U>1_1YMNP3TQV=O)W(VELP+KWEGPP5DB\L(4:59)G4.9BA;PNE<4(TRAH= ME?L4!;?D>LS;ZBKB!\&%A+TB::^ M*:CK-]$M=L8K>X$HSK7O5GB?I%AC833%TF/5NJ+T$Y"%[R4^NJ*\CO+TWY)\ M)!NC'U5:LI\5[\OIDN]PH=VIB*FNJCA1RLY2-
,%,JX>IGLJ91XZ%69&E!<-I M;_N3P,UQ8,7;J7_B2*!.?6[EA('EQT79NR,TJZ0#XRH 5Z#,LF8ZKN M1G/_<08)MF5]BP_0B)@O3RI>5LF:]2Y#HM(;*-H(*J52AOLSLX9>6%%)IY*S M)/;^O<]%L+HI9WB2BJF48Y0T/;1:T[PA[$Z/FK2>HN=<%+8^N;^N1/MC%Y8/
MXN"ZBLKM%:0I,:(-Z[W.S2.I8_@2I!F.4V,C/&P7&R;Z-2O'J$'1Y8672P\/ MV*(VS,'R92L6AS<8PF8L&8,KI*0(S829R^O,HFHF29[,TKK/C<3N;K+94LW! MESW2\4# ('[-W:I<@F1OFW@#3A"SQ'(*.AF%"%]SI$NK&DS7)#&%X+M92,P5 MI3A[-9WD ;
<:G*'!4._*X.A;0.+]T&N3\S\1LL^4.=BT>;)#+<$L\QS5\I9C M2_R7;^58WAJ_520I&DS=@+/+'B:Z<7HOES;]O>- P&4PARQEB_=;N=W"-5)A M'8(ZVMRJ;D8=7P#M59M#AW].\X]4ZT5B;:C\P#653##]+\3L M-/[D-BTQ$$]%?*M%-/79I/95]T+
[F)B08&Q2"*^ELK8%@@W26(9S5AY9QH3L MZ>.TX=6ROU4'8>A=3FD$C:1HM?#!V=NF\,IX6/AMF9N)K3R)[&RZPELBGUK. M/0>1:I0$OF5D&GAG%GG2DY!)E[YHK)W2++EU&;=^8E0)IZF]Z#OE*?='E[ MF\EJUFAVFP@U-
=S8[<(!'N6TBO3GH"+^8U'D'4.;IS(4^D2ZCZ9]EI02C]CQ MNFLC1I[.E4=(85=4'056/:#>Z\PT_#._R( M>:,V=,4Z1ZU"L)>]2V,V!NP/;%KX2AG*2BA#X)2$T#*Y=0\P,\ZUR@CD\+8L M7BD40^:)4!'6CE_.]%Y0T:%]&9)NO6.A*9 +MWW+?KX4S(L@*_)KQC<^1!Z&
M1.3'C?B_[LYK:)>I9]*Y#2H6*\Z*+'-=+^0*MP]:6\HN4V_5MRW2]\=3ET#U M_7=I-4VR+,J3HGE\R.+!:1Z/824%(!KR=&C8ZJ)"C?);EWUX9%1UI,@R19H; MW'-*)7IU+%MRL@>PY7+R"[J!D>3$/,?N[5Q);^0L8\0*Z MU!GWU '=MVQTA;*Z,2H++A6O)EO86S_H\.
X]*XC]*JCKX:[XCNU#%.OPR2D M4KCTZB/WL+19<>R62^)HVE#1)&%31:HY6!=B#^]XT[Q!IQB'002^4>()!50V MIJ(/=I^N8R=JN.VJ/Q$@QO&Q_YX:_X.RM/Q7%PL3R^F4V3>PIWV 7G8=Y*T)4DC.T%, MOT_EY 0(8*MH^1236HFN*UV-
APRQM5*CUI:FE%0Q%J/S/KC$3Q<7[S$29NI6 M65GE406U&-]""_AB/X>I228Y$>O4'Z8?#O1)A< L:Q3DN5JI=6S(FW("HF(-(P]4,LBGVV M32BM1WQ"[B6"I7*('(+]G';HT,=)RJYWRGB:(CG4FS=9Y:ZJ/5YS1^QOC4TR5^'>\3^F8 M;'*^Q<&O,!M'T%8RW0X[?
9Q63$ND;%JGR)>V>D]7TW535"B]C[7\A=\3B0I@IQ( MZ4#A:/>';F$&]^N0B2)MS=L62:6<%'VIX+:R3$V(BO+]E,E>TY/K[KS8H)"J^K%\?QUXCAT6/L[T43+DK(5HBSN>7< M8"-E5"[W;9X9;LQ%0KO3>" 4-S+PZA#=+B2D^B"@&*TWCUH8C/:-:?MRTT?M
MDNWLON]V3SY-P=[]?Y773[ 6?K])1/NV0Y?I(G\|5_DV2'SM5(2O_+.#RI-TZVU0TCNL*#$ 4(V]K$%4.L+I#(I\-R3F/>^Y#4= M<\!@-02F2V"V4/=C#KJMO%GS+_F1DI'-9*G.HVK:X"BPMB'9N5(C(FF(M )[ M(CP/=P6:?6*N2HNA!K_\C]6"I::\KX@/CK_K@0#
'UQKU%*K+VY*!()(ZH- M9*#!2]U=;<[TT?XVRSKO\CR5.OS $\$!C!,(.)]HO_$0$@.'N DY>5;*X3"& MRSU==*+LX?L'5_AT99))0[^PKU(?77YLN4&(ZW9"<(;1AD.0*3&Q6#3+PPK MS;"&$E7<:BF09+X.UVPV$OX2RB%'<8W_%6QMZ-2+;2?H,XT1ZD=.,(A1!O"V
M5)#-FOYMZP&Z;5*PQ^=#LM@M'N\^XWIG+8^E"0%I?";**I?\W9*W4W))U;_ MM'+!HX39D(-C]9X,D\H>YX7LB?>2LGA#]TMN$2U6<1RE+G-O%;.Q,KTPVPHD3E/TIM/I$-6 M]W56GP_4?AYH!LF\NF![V.R)<[8[1QD,93[B)DG+/;2A5@CNA!;PI/G0EFY+
MB,K14VG.'H':G1/:.54=C[U;N7-?,)(BJDSR:&8_3,U>XT!ZV#,$-HF M6$#^55U!\:#*>O.HR9KMST .:).JBJH,R[X&T$S^; M,-)QRI8E:&SC/Y@PX(#E7O#:9 @3TM#ID>D!W3P8P=&Q2L$@OHZXG1;"WF9P MK-L?G$!#L8>,)$BD;U1#IUL$TU$F(+.!T5&\-,4Q"Q_ITD-
S)XIU[(R>G0(T M0#T+E5ZLL7-47/H^7$,EOD.U#7^C.N'VN).?C^S>^(DK.L%"_QS=[2Z'XCV^Q)?#&RD_B_W(G&G?.>.1E8F_O=U*&%WRV##V4:9;OCZAQ7 MXY;YX/(!E&5R6TR)]@&L_#G;?K3#\R)_1D>IPKBNO\N%,T=/G)S!TC"N(-$M
M##&M:P,U38)7!>=2P]/OHAP.6AWE(9,+"X6,-A@R 0N[,5(T/:<:UW68?*.2 M2QJCJUA]2VY>>ILAP-S_J"'9D"^R)*Q@#65P/3!MQ6XNK@LF1U=RO8*UJSFF, M:'SS@H.2E&$2@\&+Q".N5XD]*HQ?U:3)M!+>8>.#P9[TK8>4/&M*R8POZ E# MPYC6
DF^\SFKV3%8B%A;2I57_(OJ(WBMKUB.":UNK4:![8R)TSOC^K(&39%P M[R?H5"IRZ'-*&?4%& KWJD5UL?C;T6FO3C2RJH7&&=?]7_= \Q8T/#/V^"X M, 0QS)!,^UK]6?><0]DLHK^S)U:]?*Z_\ 45#QU<5%=_4*F#.\QXLMK0V<4,NEY:'^44K41 !4E-I-
&2*7&Z6IY]$+_(979GAO[P];6Q;8 M&F=DZ_&)T.E:(E3+5@@]*Q'@,*P%^G-K&6K:F4P]7*]?07)R_XSX7%+Q8E)_ MV#52"[&@5^XXM,6.0TX,2IE93 $RY/%0Z>5S*6KX U$!I+1@O6%HQ:^'"+9+ M)R/IFSHX/)(#P_44"FM!NU2=*337'O31^8H"B#,73>-5XN148E1J2$?
E&"N M&.^$N2H8@KZLO\*%Y12HI'ZSEWILTA[: Z-G* K^HU+&);6G%:6:JBJ M54?4/Y)4#X";$6 MT9V66ENE,N(.QIHHH,=PGG0PD56'BXE-<,6(A-?4YZ-] M<9L]__R29F/8G*NOWF3EU=M*$Q5&,[*L@QH].;B+_FA*^,6Z:C6!"_CZMA% MZ.PI3VTW4!
WKN5PUF%OJ.E">"[PC^Z*?D80%Q5?5\ZTG/-3(BWU3!7..V;!T-S&("7=)ET^->]&A6T.%;E%T$HY5O<.Z)/ .]=+8 M5RL/)8W&9YO\?,:8XY/-U3+])^F[90-:[!(+N85KC@*C%^,9Q<7//[_Y\"8, MWOYR.;P,H^GMJR7EFFY:O+%PB&&S<[6$OY&)@[]Z ,JK?W+/GA^<;&QZ?
XGF M"2?SOH\0M/HQ^/D@N&QJ.MR/80 ?D$R;1^#7$2:16K=49TTE6XQC*BD[.V.O#P M,WR/['YQ>G VHL':RWDXAVW4 ["7\]?I_^[:>S+7WJ@CGK)GOL$MM]Z>6"$/ M/E^GW-W4F[VI#;CD]I2BO(%*<;?*EN M,$[E8'?
5/I:K%B/.6/TO3J,\^#F=)Q&#__?!D24,M10]Y%.1RJ M82?J3A$9YSWN*"(7\V5P&95EL;:#?V1C<762"Z[BBR5RKRB#M"B7.^5BIUQ\ MB7*QTRYVVL673,:;G/ 8[V%G\&5:E!520$_7#;>/;4"763JKBYQUALMH@0F/ MH@DPK@XTA9U&\,AN44!?5OUP_XC&X^K%?
P]B6(4,)=E$J=U M\%M2)5$YO=DI!CO%X L4@]N=7K#3"[XH%(]%"+!*:P:W:-5$6;U4=\/N^GQD MU\W3\.SO+L;=Q7COQ;B[%W?WXI=,AKC9\^!'>L& 0_ZSO? =H8O' M;CWMXC&_]TYX+=,7W@=W:8QXNS_65PGCW,TKO+PF@I+%&7PODQO43]]B\J/
M25WME(J=4O$%2L7."[_3*KX(3EI7D6,;[?5'6LR)+BWLUOMVUMU77WLI[#Q

GY]%L^3L*)I%Y^*F>@;,+$3FY)5Q M4CZ#_F;1HDK^IO_X(4ZK118M_Y;F]%9ZZ =_)E!HW2*QUS3*9#)H7OAKNU!P M!])BU3#'=:QOEJ\/Z*O_K./N=V>'!R].A[\^/#@:_&Y5LT3/[5NA[\=+SX%1XLZP/^>'+QXX>\[O#O:T\\S MW]]+WT1$\(HZI^8[BZA#S1
M(F9ETQF.=S/\Q>]_SR3P"'2=(RU*@!U::[X?)D/6%AQ#2NK1&0&(]3,B3/O; M\<&+KN)Z?'#V+1R:Z]V'ZR08CVM<:SAJ:63/3TX/@ZN#X,'L5%$)P?'AT=M32]KRB P+S^ M_G87R8*S@Y>G__$M9.KFAO27YX& MW&?8[0R[QSW#.\/NZQIV7\)'X4=;>&A]X]V8O7/ZXO
D>!?!S5SD MP?]$6/CY]V@97#4IC/F%HSMOAWDG(PV#W]\&P=G)B\.SG3GW*(;TE^.SSS?G M7!)=-WA_.!9 S9?9@%_WJ>]M4&G=]> "N[L']Q-55=;RN(X]D<_E&=9^FF, M8!W_&)RW_1KW LMV]MW.OML6[7AGW^WLN\<]PSO[[NO:=U]"@K0=RO7S@Z/S
MK,;7CK\L_'-TNC,-]]1;Y5Q,"K;8*?O[_3]IZ M[?3]G;[_N&=XI^_O]/V= MOG^?OG_RY>&!PU9X8&EPGP MQAD& M_ZBCFR X/STZ.]Q&:^TKH+D^ZRROV.0;2$+OWPI_Z:+"/O?@CF=,1ULXI]/P MK&],#XS)'?!#$N:AG9&^Z>7=,B-]9Z7OK/2=E;ZSTK=]?
G=6^LY*'XNEMR:C MQI>4V]G9ZSM[?6>OC\X./.FW Q_UF([Z[?6'V:;G.]-VE/;@MIFV.]MV9]ON M;-N=;;M5\[NS;7>V[5BLHG79(M>M@;<=1M$V0DZ/O@!SVENEZ>B\LTGO8P\< MTW<[>V1GCSS4'KD=ESFR,SEV)L=V*&P[DV-
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OW@^/3P__K]G+U^\_-7&U7/7QP\/^^QJWHFCD[-1N:-#V6<3(LR MHF/2P/DL\5?>YEAM_WV/D[.93?77/Q\]/_RA^[_CE5:/2(+M1=5T(#-$H"6GJ1Y&("Z'LR*+"ON0(D):AQH$!9%&?)/!44)3.1VE.SUWA0T5.+P&KR;9?-=,;>LE?_WQV/BQ+
M1CJC_9ODKW\^/SX^_.'X\/@EVX?TP=$/&\)?]4!6@6Q;%Y8$UD/EN!'PV7W M'N>\GYSNYOW[S_O%;)9F:50GWV?.J<6_85&*=+K.0FQR%Z"LK,(@]@.L;E]# MTR&Y0^]2$)$B4]&)A-^^3TH*H>*_"_2=R"<@1_'Y6D0FM!'$:0D/9DL4N; - M]*_ZIBR:ZYN@R!/\9EZ4"7R-
0C:)TX@\A%_F '"K8(M3K.(WP<_O;E*<<^DZS)"KA924^"$_P]BJ3&3R. M+CC:>\' 0<:]$'5^;'[5FL\M$VJ]LX_A+B$Q G,-ZS%@681RO'";X&%3DZ2B M#?OFTTTZP5T;U76$W_1A>9, UNV>C"D&(:)@_\-S@GLUCBX+$$,UD%[93=_M0= I6]O+(#
[H\XC$PO^*\@;%UM%A&!P?'KT,(A#8U[[LQ3\R;+FL@D54UGA+ MP'&FHQP'_^O]NZ*\AD-]2=OI591_#(-?#BX.0GQ%%(--F%9U298["+%U]LD* M+,@(-LGIP>$AOE?W25ZGSRZ+LFP69*;\'-UM6'G4#LJ91VF=161;P0729.2@ MPELE"OYQ<'6@-
U9>Y,_H[S^:.JWBE(TNO')*$@F3,ITD]H]C]6+*XPXBM.NH M0I25(;AMJ,$?X3Z")0QDDH+W)?Y\'F.]F-:TA_BG__L@>"4OP2]@.QYNX59Y M!ZK5$G8):4@X3]NZ8>8TT,P.% 1/V<"V*".X_:/3RQ6&P9[6>CSDJ81$+5A1J:'^!HD5[<]_NVJN+X/W%A]_>_OH!O]BN M_?
HJ*Z8?84U8F1W5'MV+8 U4R[Z[*6#%<@**+!:@K<+>8:4Y@ZV%JWL%1@6K MUJ^3"N:/J&K)K@UQ\O+L-@;V)?&@:P3"3QZ/9+ M_TV-A2 1&S!VEG)XT-(BVPOTI(F\ (]/4,-V2*AK,!^R)^F"Y"Z;) DZ:!SN'RXZ G^^LJG1CJ?Q1GT-5!7S45? 66V>MH.1XC B=_!K./!VS1
ME+A+29=41"WYP0O8#KK<<:3* NQ*O$.NHKHIX=,0_PV:.^)MQ#_,Q5Y&ST%2 MXNX+>B!\*UQ[,7_%%A0%/=L5"9]DO*9:NH;N$K^S9;)!.U6/#[L+,&3V]=E MJ\DLRN(VK5*VV7V[YEN-([0C@@=?-UF#
[I%W:0Y+7M31NB,*'P\.SX_/SLY.#UKY=__?/9RQ^"E_C%V0_#8;"O'L]: M']W[&&U@K=S[I\Y+48!KXGOU%"4HDUS#&F_V6:K*2=@#;!:NIWUH%V8-GEK0V^#? M(%[@WWS=@8P L3!)#!_G1Q\3XT6BU/A/FEVR5VQ$XXI"BP("TEAR4I[E 4JVLJ4@DL;\6T(- 9 M0
S!H(;VYJ/S0@V).#J!W^>$#0 2;W"OX_*) W^3Q]WQ)W=C8J!RG.S-UM8% M1[/T]X4OW.X@7<8@:E<$(D^V;-(+LO7?8(PD-5'@D?AWQ2.+G3IZ\0/*^NH& MKC$XFCEH,R%T#"Q,$N)\6R4R"C["-+"+RU<@C.5&07NJ &V3SQ )9O3PFQ:# MK !-=U86<^?Q$'X31!K
(=N3'T)@;@K]JZNMW!(_)S7<:'@GCCL(,-S/EN>_ MR9/@Z C=_L>'X+FZYC9-O6(I^EV!=TUKS-P9Z:1ZSG;%Z\KU# CN\/DCVV9:B* M+.6KZJ*]DGI$W@8\%G6!9]Y+9,\F!=PI,L$@=#9,B"XP-9M'S15Q[5E M%@7LD:]B ,=0:$06C5T@<-GO-_BK*84\|$O^S#BIDP
Z&8D[BO8#[+FI9//: M0-7=32)^:\;VX8,8T"FKFW3A8,.J9-J49#"$&-NA2$\TM?XQ# NQGU6O$4T*K.T89H5]>!3?-/A_Q(]([,$(AGW#O)M<%?+N5<@GC MIF\H\#D>"46Q= R$L4SQ8*D]MY7]:5H&$E-K>R:<7 ]GX!?6:Z!!N=1O_P8- M250YV<&NX%]T0OL?
FGNSM_DMVSKOW[]]-08M]$;@,')\4?.!6>/01%I+)('N M*=154[VHKA:H#95;MB@MY\J(7(5XGA\ !\5CR&?P'C^7A-*G_/.K&OX"->%^ M?Q-[FL[4TS1)ZCO$M[3ERN])EE7(]7!=*(I4 #IH!A335! B2032 .6$,[RJ M62PR>NFVZ;.ODUG49".D$=Y@.X=UDP+4&
UB!D4TRGC[BAU)/F45C7_H4D0 M=T63::('.1>1A(KN$G3PR%5RG=X2GF@6Y 6B1/%S6+$;W#@@_#'Y(WC#'9@% M,CL["$0; C&43&_19 N\H^U]"F-HAO=]7C1P-Q"(E*"MI'OT@^/@KD=-7_;E M)*L'A[VU"&0;;)T7'<"@17/'R6%%]*L
MI21'">16UBFRB<+#"#)SOTX^30DD1&RC4(-P_5S4/>P(:99A,$=H+4S2'K2O&8GP+7U,V%].*JWP?](GY:5@*H -DLRY M!S+2M*H:IP<"=(>9!^ND*%/*;(W!8L$QA @^]YHH9RQA4*4Y)]H$LP;=Z@9C MYKE$%3IO6]&9 FG"C+T#+3'U9,CZ2>,+\9?
0]=PPEL+*Y=@7*'"[&+BNAMT MG[*'[VX*7CWX-\QPX!' #*S*-7MAJ::N3V/S@\1Q@RS/)(0?!.Y_XU"M=@ MF'CO,1[M-Z]_NOAM/*>9S.LWE\.;]B8#P5H6>3K%V8^"GR+<)Y1 =0$[:UFE ME1CY=9DFM[#7KI9@>\TU4ZMJIM,$3.@26PT2VQKZR]#QS[_&O<:N-
D'(;Y?\ M?I/?IC!LSGH90=9=6WZ3;S7+@AG(D3+*0E;)PB KIO@7?CV35#;\!DY\%6*> M'ORO Z1 :00"$X.%^ 5B+<+@CR:^)IV!ODU*BC!.RP2_6V"@$;\!23+E(!7\ M 8H>_7R&-)LW(.7P76"-Y_0O \PE]>\:%3Z=5Y1092K)26QE(ZX(L;T96,\H M_#1ZM"A!@?3"68E=
(G4'0!,$\)4+8HX:?8HY6W15M1[R\P Q*4S3"N&W?X_^ M'95QT50HR[B1+=O@_CTQGMV-ID1U$Y4<3Y@6(%W(-""\8DAWDD8C#2L%;C?8 ME[!T61I-4DI34]__/)E/NK\WL0FZ1%-7#<*]/4M*@<.;)#D'M8\A<8*M<4=- M-+8L9D1Z &UG%,357+D8H6[H-'M*R@
_%:5#MR%#L,)IP_";^C+ (ZC M) M3M#\ NH/<0(+2+-7L^M09)F8F6.\;=G>_NWMU<5X=C1.^IOY(BN628+7+JP4 M":VW.;DHKU2?MLG%IU\+ (=KGLQF(#@/MDP)PR4.OC,3U+J7_KT MZ-1&8^,M\V^T'?IC6/Q5[&M'6V;');8N5$=-3<1T.3I]<600<_"')WQ#!W
9&QHS M%QI-KC:RZF1KLFTM9CC82U7]\#14S01,NAP#DIFHN24[DF"_XN6B9@]\R^QN MH"^C)0/;$W\-'^,5LA^VKA1B@*.8+-E3LP;=:MX!0,USQC0/K#(OR]2.E(]" M$E-)<:5+$"ZS9=A##N.ETKM\"'_T)]!4<[O\8Q&F^CI@@/^D9/^?U5SGM%, MB]VU-
'W_=>R=W,/SFC)%480)N;-HBC8$M43Z^5SP I%K?_;IT1;U0,MI+5_B M$]+ :U;QVTH>XBV$$S=WM'^]E[PPZY H%_L7!T0.X@Q[7W/^?1S#W MV^:>PHR<,4R[562ODQRC"(BU@'MOP=1ZQ!7"'!'I4DHQ,HLH:-_V&S[VZF+(K
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valueALENYSEYesYesLarge Accelerated
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40000013090000001250000000.02500000026000000330000003500000-8000000.0-129000003700000024000000-6900000-17000000800000000.03840000007000000700000011000000.013400000-6000000.0-14000000.08900000-261600000-3000001200000-12800000-
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24400000103650000009542000000102640000009348000000330000000.0515000000837000000109700000040700000038800000081300000077600000010288000000966900000010288000000966900000058550000006422000000597000000.06564000001400000032000000140000
230000009000000090000000.7050.67751.411.355OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES<div style="text-align:justify"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:120%">Subsequent Events. The Company performed an evaluation of subsequent events for potential recognition and
disclosure through the date of the financial statements issuance. </div><div style="text-align:justify">
</div><div style="text-align:justify"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:700;line-height:120%">Cash, Cash Equivalents and Restricted Cash. We consider all investments
purchased with original maturities of three months or less to be cash equivalents. As of June 30, 2024, restricted cash amounts included in Prepayments and Other on the Consolidated Balance Sheet include collateral deposits required under an ALLETE
Clean Energy loan. The restricted cash amounts included in Other Non-Current Assets represent collateral deposits required under an ALLETE Clean Energy loan agreement as well as PSAs. The following table provides a reconciliation of cash, cash
equivalents and restricted cash reported within the Consolidated Balance Sheet that aggregate to the amounts presented in the Consolidated Statement of Cash Flows. </div><div style="margin-bottom:1pt;margin-top:5pt;text-align:center">
<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.415%"><tr><td style="width:1.0%"></td><td style="width:44.929%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td>
<td style="width:11.988%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.694%"></td><td style="width:0.1%"></td>
<td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.988%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.696%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:justify;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">Cash, Cash Equivalents and Restricted Cash</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top">June 30,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-
align:right;vertical-align:top">December 31,
2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3"
style="padding:2px 1pt;text-align:right;vertical-align:top">June 30,
2023</td><td colspan="3" style="padding:0 1pt">
</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top">December 31,
2022</td></tr><tr>
<td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:justify;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">Millions</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%"> </td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0
1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"> </td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3"
style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Cash and Cash Equivalents</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$37.5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td
colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">$71.9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td>
<td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$47.9 </td>
<td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">$36.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">Restricted Cash included in Prepayments and Other </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">3.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
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color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.8 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">1.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Restricted Cash
included in Other Non-Current Assets</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">2.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2"
style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.4 </td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">2.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.3 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td
colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">Cash, Cash Equivalents and Restricted Cash on the Consolidated Statement of Cash Flows</td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid
#000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$43.7 </td><td style="background-
color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid
#000000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$79.4 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom">
</td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">$51.1 </td><td style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px
0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="border-bottom:1pt solid #000000;border-top:1pt solid
#000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$40.2 </td><td style="border-bottom:1pt solid
#000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr></table></div><div style="text-align:justify">
</div><div style="text-align:justify"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:120%">Inventories - Net. Inventories are
stated at the lower of cost or net realizable value. Inventories in our Regulated Operations segment are carried at an average cost or first-in, first-out basis. Inventories in our ALLETE Clean Energy segment and Corporate and Other businesses are carried
at an average cost, first-in, first-out or specific identification basis. </div><div style="text-align:justify">
</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-
bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:71.520%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.809%"></td><td style="width:0.1%"></td><td
style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.639%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-
align:justify;vertical-align:bottom">Inventories - Net</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-
align:top">June 30,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px
1pt;text-align:right;vertical-align:top">December 31,
2023</td></tr><tr><td colspan="3" style="background-
color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:justify;vertical-align:top">Millions</td><td
colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%"> </td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-
align:top"> </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-
align:top"><div>Fuel <span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-

style:italic;font-weight:400;line-height:100%">(a) </td><td colspan="2" style="background-color:#cceecf;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$25.8 </td><td colspan="2" style="background-color:#cceecf;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceecf;padding:0 1pt"></td><td colspan="2" style="background-color:#cceecf;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$27.2 </td><td style="background-color:#cceecf;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Materials and Supplies </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">117.4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">115.7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceecf;padding:2px 1pt;text-align:left;vertical-align:top"> Renewable Energy Facilities Under Development (b) </td><td colspan="2" style="background-color:#cceecf;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">41.1 </td><td style="background-color:#cceecf;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceecf;padding:0 1pt"></td><td colspan="2" style="background-color:#cceecf;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32.5 </td><td style="background-color:#cceecf;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Total Inventories – Net</td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$184.3 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$175.4 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr></table> (a) Fuel consists primarily of coal inventory at Minnesota Power. (b) Renewable Energy Facilities Under Development as of June 30, 2024, consists primarily of project costs related to renewable energy development projects at New Energy. Goodwill. The aggregate carrying amount of goodwill was $154.9 million as of June 30, 2024 ($154.9 million as of December 31, 2023). There have been no changes to goodwill by reportable segment for the quarter and six months ended June 30, 2024. NOTE 1. OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:71.773%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.536%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.658%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:justify;vertical-align:bottom">Other Non-Current Assets</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top">June 30,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top">December 31,
2023</td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:justify;vertical-align:top">Millions</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceecf;padding:2px 1pt;text-align:left;vertical-align:bottom">Other Postretirement Benefit Plans</td><td colspan="2" style="background-color:#cceecf;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$102.4 </td><td style="background-color:#cceecf;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceecf;padding:0 1pt"></td><td colspan="2" style="background-color:#cceecf;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$106.2 </td><td style="background-color:#cceecf;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Contract Assets (a) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17.2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceecf;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating Lease Right-of-use Assets</td><td colspan="2" style="background-color:#cceecf;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11.6 </td><td style="background-color:#cceecf;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceecf;padding:0 1pt"></td><td colspan="2" style="background-color:#cceecf;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10.7 </td><td style="background-color:#cceecf;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">ALLETE Properties</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceecf;padding:2px 1pt;text-align:left;vertical-align:bottom">Restricted Cash</td><td colspan="2" style="background-color:#cceecf;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.4 </td><td style="background-color:#cceecf;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceecf;padding:0 1pt"></td><td colspan="2" style="background-color:#cceecf;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.4 </td><td style="background-color:#cceecf;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Finance Lease Right-of-use Assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceecf;padding:2px 1pt;text-align:left;vertical-align:bottom">Other Current Assets</td><td colspan="2" style="background-color:#cceecf;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">116.9 </td><td style="background-color:#cceecf;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceecf;padding:0 1pt"></td><td colspan="2" style="background-color:#cceecf;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">112.1 </td><td style="background-color:#cceecf;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Total Other Non-Current Assets</td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$263.5 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$262.9 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr></table> (a) Contract Assets consist of payments made to customers as an incentive to execute or extend service agreements. The payments are being amortized over the term of the respective agreements as a reduction to revenue.
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:71.960%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.369%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.639%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Other Current Liabilities</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top">June 30,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top">December 31,
2023</td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Millions</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceecf;padding:2px 1pt;text-align:left;vertical-align:bottom">Asset Retirement Obligation (a)(b) </td><td colspan="2" style="background-color:#cceecf;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$250.8 </td><td style="background-color:#cceecf;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceecf;padding:0 1pt"></td><td colspan="2" style="background-color:#cceecf;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$202.9 </td><td style="background-color:#cceecf;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">PSAs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceecf;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating Lease Liabilities</td><td colspan="2" style="background-color:#cceecf;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8.3 </td><td style="background-color:#cceecf;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceecf;padding:0 1pt"></td><td colspan="2" style="background-color:#cceecf;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.7 </td><td style="background-color:#cceecf;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Finance Lease Liabilities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.6 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceecf;padding:2px 1pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#cceecf;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32.0 </td><td style="background-color:#cceecf;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceecf;padding:0 1pt"></td><td colspan="2" style="background-color:#cceecf;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">31.2 </td><td style="background-color:#cceecf;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Total Other Non-Current Liabilities</td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$310.5 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$264.3 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr></table> (a)The asset retirement obligation is primarily related to our Regulated Operations and is funded through customer rates over the life of the related

assets. Additionally, BNI Energy funds its obligation through its cost-plus coal supply agreements for which BNI Energy has recorded a receivable of $37.2 million in Other Non-Current Assets on the Consolidated Balance Sheet as of June 30, 2024
($37.2 million as of December 31, 2023). </div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-style:italic;font-weight:400;line-
height:120%">(b)The increase in Asset Retirement Obligation in 2024 reflects the impact
of estimated compliance costs related to the EPA's CCR Legacy Impoundment Rule finalized in May 2024. (See Note 6. Commitments, Guarantees and Contingencies.) </div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt">NOTE 1. OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)</div><div style="margin-top:5pt;text-
align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:58.050%"></td><td style="width:0.1%"></td><td
style="width:1.0%"></td><td style="width:7.831%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.831%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:1.703%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.588%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.297%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3"
style="padding:0 1pt"></td><td colspan="6" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Quarter
Ended</td><td colspan="3" style="padding:0 1pt"></td><td colspan="6" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">Six Months Ended</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="6" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:700;line-height:100%">June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="6" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:justify;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:700;line-height:100%">Other Income</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:700;line-height:100%">2024</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:700;line-height:100%">2024</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">2023</td></tr><tr><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:700;line-height:100%">Millions</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid
#000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px
1pt;text-align:left;vertical-align:bottom"><div>Pension and Other Postretirement Benefit Plan Non-Service Credits (a)</div></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">$3.7 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom">
</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$1.7
</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">$8.0 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:left;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$3.7 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-
align:bottom">Interest and Investment Income</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">0.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">1.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.7 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">2.1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3"
style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">AFUDC - Equity</td><td
colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.3 </td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">0.9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">2.5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">
1.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr>
<td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">0.1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">(1.1)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(0.6)</td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-
align:left;vertical-align:bottom">Total Other Income</td><td colspan="2" style="background-color:#cceeff;border-
bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$5.9
</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid
#000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$2.5 </td><td
style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000;border-
top:1pt solid #000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$14.5 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-
align:bottom"></td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$6.6 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom">
</td></tr></table></div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt">(a)These are components of net periodic pension and other postretirement benefit cost other than service
cost. (See Note 9. Pension and Other Postretirement Benefit Plans.) </div><div>
</div><div style="margin-bottom:1pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-
bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:78.548%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.709%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td
style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.711%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-
align:center;vertical-align:bottom">Six Months Ended</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td
colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3"
style="padding:2px 1pt 2px 19pt;text-align:left;text-indent:-18pt;vertical-align:top">Supplemental Statement of Cash Flows
Information</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td
colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">2023</td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:justify;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:700;line-height:100%">Millions</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:top">
 </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Cash Paid for Interest - Net of Amounts Capitalized</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">$36.8 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$39.1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td
colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Cash Paid for Income Taxes - Net
</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$5.7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$8.1 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Noncash Investing and Financing Activities</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-
color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td></tr><tr><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-
align:left;vertical-align:top">Increase (Decrease) in Accounts Payable for Capital Additions to Property, Plant and
Equipment</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$5.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-
color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">$(5.0)</td></tr><tr><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-
align:left;vertical-align:top"><div style="padding-left:12pt">Capitalized Asset Retirement Costs (a)</div></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">$50.0 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-
align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$2.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-
color:#ffffff;border-bottom:1pt solid #000;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:top">AFUDC-Equity
</td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$2.5 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid
#000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$1.4 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td>
<td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div><div
style="margin-bottom:1pt;padding-left:18pt;text-align:justify;text-indent:-18pt">(a)Capitalized asset retirement costs in 2024 reflect the impact of estimated compliance costs related to the
EPA's CCR Legacy Impoundment Rule finalized in May 2024. (See Note 6. Commitments, Guarantees and Contingencies.) </div><div style="margin-bottom:1pt;text-align:justify">
</div><div style="text-align:justify">New Accounting Pronouncements and Disclosure Rules. </div><div style="text-align:justify">
</div><div
style="text-align:justify">See Note 1. Operations and Significant Accounting Policies to the Consolidated Financial Statements in
our 2023 Form 10-K, with additional disclosure provided in the following paragraphs.</div><div style="text-align:justify">
</div><div style="text-align:justify"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-style:italic;font-weight:400;line-height:120%">SEC Climate-related Disclosures Rule.
On March 6, 2024, the SEC issued the final rules regarding the enhancement and standardization of climate-related disclosures for investors (Rule). The Rule requires registrants to provide certain climate-related information in their annual reports and
registration statements. These requirements include disclosing climate-related risks that materially affect or are reasonably likely to materially affect a registrant's business strategy, results of operations, or financial condition as well as certain
disclosures related to greenhouse-gas emissions, and the effects of severe weather events and other natural conditions. The Rule provides that the disclosure requirements will begin phasing in for annual periods beginning in 2025. The Company is
evaluating the final rule to determine its impact on the Company's disclosures. The Rule is currently being challenged before the U.S. Court of Appeals for the Eighth Circuit, and the SEC issued a voluntary stay of the Rule on April 4, 2024, pending
judicial review. </div><div style="text-align:justify">
</div><div style="text-align:justify">There are
no other new accounting pronouncements or rules that we anticipate having a material effect on the presentation of ALLETE's consolidated financial statements.</div><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:700;line-height:120%">Subsequent Events. The Company performed an evaluation of subsequent events for potential recognition and disclosure through the date of the financial statements issuance.Cash, Cash Equivalents and Restricted Cash. We consider all investments purchased with original maturities of three months or
less to be cash equivalents. As of June 30, 2024, restricted cash amounts included in Prepayments and Other on the Consolidated Balance Sheet include collateral deposits required under an ALLETE Clean Energy loan. The restricted cash amounts
included in Other Non-Current Assets represent collateral deposits required under an ALLETE Clean Energy loan agreement as well as PSAs.The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the
Consolidated Balance Sheet that aggregate to the amounts presented in the Consolidated Statement of Cash Flows. <div style="margin-bottom:1pt;margin-top:5pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-
bottom:5pt;vertical-align:text-bottom;width:99.415%"><tr><td style="width:1.0%"></td><td style="width:44.929%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.988%"></td><td style="width:0.1%"></td><td
style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.694%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.988%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td
style="width:11.696%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:justify;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:700;line-height:100%">Cash, Cash Equivalents and Restricted Cash</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:700;line-height:100%">June 30,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">December 31,
2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top">June 30,
2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-
align:right;vertical-align:top">December 31,
2022</td></tr><tr><td colspan="3" style="background-
color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:justify;vertical-align:top">Millions</td><td
colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%"> </td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3"
style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%"> </td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-
color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Cash and Cash Equivalents</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$37.5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0
1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$71.9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$47.9 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">$36.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-
align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">Restricted Cash included in Prepayments and Other </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">3.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0
1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">5.1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.8 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">1.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Restricted Cash
included in Other Non-Current Assets</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">2.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2"
style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.4 </td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">2.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.3 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td
colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

weight:400;line-height:100%">Cash, Cash Equivalents and Restricted Cash on the Consolidated Statement of Cash Flows</td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$43.7 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$79.4 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$51.1 </td><td style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$40.2 </td><td style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr></table></div>The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the Consolidated Balance Sheet that aggregate to the amounts presented in the Consolidated Statement of Cash Flows. <div style="margin-bottom:1pt;margin-top:5pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.415%"><tr><td style="width:1.0%"></td><td style="width:44.929%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.988%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.694%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.988%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.696%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:justify;vertical-align:bottom">Cash, Cash Equivalents and Restricted Cash</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top">June 30,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top">December 31,
2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top">June 30,
2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top">December 31,
2022</td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:justify;vertical-align:top">Millions</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"> </td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"> </td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Cash and Cash Equivalents</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$37.5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$71.9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$47.9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$36.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Restricted Cash included in Prepayments and Other </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5.1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Restricted Cash included in Other Non-Current Assets</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.3 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle">Cash, Cash Equivalents and Restricted Cash on the Consolidated Statement of Cash Flows</td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$43.7 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$79.4 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$51.1 </td><td style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$40.2 </td><td style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr></table>
</div>375000000719000000479000000364000000380000005100000080000001500000024000000240000002400000023000000437000000794000000511000000402000000Inventories - Net. Inventories are stated at the lower of cost or net realizable value. Inventories in our Regulated Operations segment are carried at an average cost or first-in, first-out basis. Inventories in our ALLETE Clean Energy segment and Corporate and Other businesses are carried at an average cost, first-in, first-out or specific identification basis.Inventories in our ALLETE Clean Energy segment and Corporate and Other businesses are carried at an average cost, first-in, first-out or specific identification basis. <div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:71.520%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.809%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.639%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:justify;vertical-align:bottom">Inventories - Net</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top">June 30,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top">December 31,
2023</td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:justify;vertical-align:top">Millions</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"> </td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"> </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"><div>Fuel (a)</div></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$25.8 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$27.2 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Materials and Supplies </td>
<td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">117.4 </td>
<td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">115.7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"><div>Renewable Energy Facilities Under Development (b)</div></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">41.1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32.5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top">Total Inventories - Net</td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$184.3
</td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$175.4 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr></table></div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt">(a) Fuel consists primarily of coal inventory at Minnesota Power.</div>(b) Renewable Energy Facilities Under Development as of June 30, 2024, consists primarily of project costs related to renewable energy development projects at New Energy.258000000272000000117400000011570000004110000003250000001843000000175400000015490000001549000000000<div style="padding-left:9pt;padding-right:9pt;text-align:center;text-indent:-18pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:71.773%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.536%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.658%"></td><td style="width:0.1%"></td></tr>
<tr><td colspan="3" style="padding:2px 1pt;text-align:justify;vertical-align:bottom">Other Non-Current Assets</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top">June 30,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top">December 31,

2023</td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:justify;vertical-align:top">Millions</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other Postretirement Benefit Plans</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$102.9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$106.3 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Contract Assets
 (a)</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17.2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating Lease Right-of-use Assets</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11.6 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10.7 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">
ALLETE Properties</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Restricted Cash</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Finance Lease Right-of-use Assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">116.9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">112.1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Total Other Non-Current Assets</td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$263.5 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$262.9 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr></table></div>(a) Contract Assets consist of payments made to customers as an incentive to execute or extend service agreements. The payments are being amortized over the term of the respective agreements as a reduction to
revenue.1029000000106300000017200000018500000011600000010700000010500000010800000024000000240000002000000.0210000001169000000112100000026350000002629000000<div style="padding-left:18pt;text-indent:-18pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:71.960%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.369%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.639%"></td><td style="width:0.1%"></td></tr>
<tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Other Current Liabilities</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top">June 30,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top">December 31,

2023</td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Millions</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"> </td></tr><tr><td colspan="3" style="display:none">
</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">
Provision for Interim Rate Refund </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$11.0 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">PSAs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-

align:right;vertical-align:bottom">$6.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">Customer Deposits</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">5.9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.4 </td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td
colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td
colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px
1pt;text-align:left;vertical-align:bottom">Operating Lease Liabilities</td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.4 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">3.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-
color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Finance Lease Liabilities</td><td colspan="2"
style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.4 </td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">0.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">65.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">75.1 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-
align:left;vertical-align:bottom">Total Other Current Liabilities</td><td colspan="2" style="background-
color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$92.5 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-
color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">$91.9 </td><td style="background-color:#cceeff;border-bottom:1pt solid
#000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr></table></div>11000000.00590000006000000.0590000007400000340000003000000.04000000400000065900000075100000092500000091900000<div
style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:71.960%"></td><td style="width:0.1%"></td><td
style="width:1.0%"></td><td style="width:12.369%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.639%"></td><td
style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Other Non-
Current Liabilities</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top">June 30,

2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">December 31,
2023</td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">Millions</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3"
style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"> </td>
</tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Asset
Retirement Obligation (a)(b)</div></td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$250.8 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">$202.9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-
align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">PSAs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">18.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20.9 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3"
style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating Lease Liabilities</td><td
colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8.3 </td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">7.7 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">Finance Lease Liabilities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">1.4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.6 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">32.0 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">31.2 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid
#000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Total Other Non-Current Liabilities</td><td colspan="2"
style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$310.5 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3"
style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">$264.3 </td><td style="background-color:#ffffff;border-bottom:1pt solid
#000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr></table></div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:9pt;font-style:italic;font-weight:400;line-height:120%">(a)The
asset retirement obligation is primarily related to our Regulated Operations and is funded through customer rates over the life of the related assets. Additionally, BNI Energy funds its obligation through its cost-plus coal supply agreements for which BNI
Energy has recorded a receivable of $37.2 million in Other Non-Current Assets on the Consolidated Balance Sheet as of June 30, 2024 ($37.2 million as of December 31, 2023). </div><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:9pt;font-style:italic;font-weight:400;line-height:120%">(b)The increase in Asset Retirement Obligation in 2024 reflects the impact of estimated compliance costs related to the EPA's CCR Legacy Impoundment Rule
finalized in May 2024. (See Note 6. Commitments, Guarantees and Contingencies.)25080000002029000000180000000.020900000083000000770000001400000016000000320000000.03120000003105000000264300000037200000037200000<div style="margin-
top:5pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:58.050%"></td><td style="width:0.1%"></td><td
style="width:1.0%"></td><td style="width:7.831%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.831%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:1.703%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.588%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.297%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3"
style="padding:0 1pt"></td><td colspan="6" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Quarter
Ended</td><td colspan="3" style="padding:0 1pt"></td><td colspan="6" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">Six Months Ended</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="6" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:700;line-height:100%">June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="6" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:justify;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:700;line-height:100%">Other Income</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:700;line-height:100%">2024</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:700;line-height:100%">2024</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">2023</td></tr><tr><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:700;line-height:100%">Millions</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid
#000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px
1pt;text-align:left;vertical-align:bottom"><div>Pension and Other Postretirement Benefit Plan Non-Service Credits (a)</div></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">$3.7 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom">
</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$1.7
</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">$8.0 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:left;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$3.7 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-
align:bottom">Interest and Investment Income</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">0.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">1.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.7 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">2.1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3"
style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">AFUDC - Equity</td><td
colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.3 </td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">0.9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">2.5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">
1.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr>
<td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">0.1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">(1.1)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(0.6)</td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-
align:left;vertical-align:bottom">Total Other Income</td><td colspan="2" style="background-color:#cceeff;border-
bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$5.9
</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid
#000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$2.5 </td><td
style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000;border-
top:1pt solid #000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$14.5 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-
align:bottom"></td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$6.6 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom">
</td></tr></table></div>(a)These are components of net periodic pension and other postretirement benefit
cost other than service cost. (See Note 9. Pension and Other Postretirement Benefit Plans.)37000001700000008000000.03700000080000001000000.027000000210000001300000090000002500000014000000100000-11000001300000-
600000590000025000001450000006600000<div style="margin-bottom:1pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td
style="width:78.548%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.709%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td
style="width:1.0%"></td><td style="width:8.711%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-
align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 19pt;text-
align:left;text-indent:-18pt;vertical-align:top">Supplemental Statement of Cash Flows Information</td><td colspan="3"
style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td
colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3"
style="border-top:1pt solid #000000;padding:2px 1pt;text-align:justify;vertical-align:top">Millions</td><td colspan="3"
style="border-top:1pt solid #000000;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:top"> </td><td colspan="3"
style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%"> </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Cash Paid for Interest - Net of Amounts Capitalized</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$36.8 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td
colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">$39.1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px
1pt;text-align:left;vertical-align:top">Cash Paid for Income Taxes - Net </td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$5.7 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">$8.1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom">
</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Noncash
Investing and Financing Activities</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Increase (Decrease) in Accounts Payable for Capital Additions to Property, Plant and Equipment</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">$5.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$(5.0)</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td>
<td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"><div style="padding-left:12pt"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">Capitalized Asset Retirement Costs (a)</div>
</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$50.0
</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px

1pt;text-align:right;vertical-align:bottom'>$2.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:top">AFUDC-Equity</td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$2.5 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$1.4 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> (a)Capitalized asset retirement costs in 2024 reflect the impact of estimated compliance costs related to the EPA's CCR Legacy Impoundment Rule finalized in May 2024. (See Note 6. Commitments, Guarantees and Contingencies.)36800000391000005700000810000058000005000000.0500000000.0240000025000001400000 New Accounting Pronouncements and Disclosure Rules </br> See Notes to Consolidated Financial Statements and Significant Accounting Policies for ALLETE's consolidated financial statements provided in the following paragraphs. </br> SEC Climate-related Disclosures Rule. On March 6, 2024, the SEC issued the final rules regarding the enhancement and standardization of climate-related disclosures for investors (Rule). The Rule requires registrants to provide certain climate-related information in their annual reports and registration statements. These requirements include disclosing climate-related risks that materially affect or are reasonably likely to materially affect a registrant's business strategy, results of operations, or financial condition as well as certain disclosures related to greenhouse gas emissions, and the effects of severe weather events and other natural conditions. The Rule provides that the disclosure requirements will begin phasing in for annual periods beginning in 2025. The Company is evaluating the final rule to determine its impact on the Company's disclosures. The Rule is currently being challenged before the U.S. Court of Appeals for the Eighth Circuit, and the SEC issued a voluntary stay of the Rule on April 4, 2024, pending judicial review.
 There are no other new accounting pronouncements or rules that we anticipate having a material effect on the presentation of ALLETE's consolidated financial statements. REGULATORY MATTERS Regulatory matters are summarized in Note 4. Regulatory Matters to the Consolidated Financial Statements in our 2023 Form 10-K, with additional disclosure provided in the following paragraphs.
 Electric Rates. Entities within our Regulated Operations segment file for periodic rate revisions with the MPUC, PSCW or FERC. As authorized by the MPUC, Minnesota Power also recognizes revenue under cost recovery riders for transmission, renewable, and environmental investments and expenditures. Revenue from cost recovery riders was $13.3 million for the six months ended June 30, 2024 ($31.5 million for the six months ended June 30, 2023).
 2024 Minnesota General Rate Case. On November 1, 2023, Minnesota Power filed a retail rate increase request with the MPUC seeking an average increase of approximately 12.00 percent for retail customers, net of rider revenue incorporated into base rates. The rate filing seeks a return on equity of 10.30 percent and a 53.00 percent equity ratio. On an annualized basis, the requested final rate increase would generate approximately $89 million in additional revenue. In separate orders dated December 19, 2023, the MPUC accepted the filing as complete and approved an annual interim rate increase of approximately $64 million, net of rider revenue, beginning January 1, 2024, subject to refund.
 On May 3, 2024, Minnesota Power entered into a settlement agreement with the Minnesota Department of Commerce, Minnesota Office of the Attorney General–Residential Utilities Division, and Large Power Intervenors to settle the retail rate increase request. The settlement agreement is subject to approval by the MPUC. As part of the settlement agreement, the parties have agreed on all issues, including an overall rate increase of $33.97 million, net of rider revenue and amounts transferring to the fuel adjustment clause, a return on equity of 9.78 percent, all non-financial items and cost allocation. As a result of the settlement, Minnesota Power recorded a reserve for an interim rate refund of $11.0 million pre-tax as of June 30, 2024, which is subject to MPUC approval of the settlement agreement and Minnesota Power's refund calculation. We cannot predict the level of final rates that may be authorized by the MPUC.
 2022 Minnesota General Rate Case. Minnesota Power is appealing with the Minnesota Court of Appeals (Court) specific aspects of the MPUC's February 2023 and May 2023 rate case orders for the ratemaking treatment of Taconite Harbor and Minnesota Power's prepaid pension asset. Oral arguments on the appeal were heard by the Court on June 27, 2024, with a decision expected in the third quarter of 2024. We are unable to predict the outcome of this proceeding.
 2024 Wisconsin General Rate Case. On March 29, 2024, SWL&P filed a rate increase request for its electric, gas and water utilities with the PSCW. The filing seeks an overall return on equity of 10.00 percent and a 55.00 percent equity ratio. On an annualized basis, the requested changes would increase revenues by approximately 5.90 percent for retail customers and generate an estimated $7.3 million of additional revenue. The change to SWL&P customers' rates will be determined by the PSCW later this year. Any rate adjustments are anticipated to become effective in January 2025. We cannot predict the level of final rates that may be authorized by the PSCW.
 Transmission Cost Recovery Rider. Minnesota Power has an approved cost recovery rider in place to charge retail customers on a current basis for certain transmission investments and expenditures, including a return on the capital invested. Current customer billing rates are based on an MPUC order dated December 19, 2023, which provisionally approved Minnesota Power's latest transmission factor filing submitted on October 24, 2023. Updated billing rates were included on customer bills starting in the first quarter of 2024, and the MPUC approved Minnesota Power's transmission factor filing with no changes in an order dated March 5, 2024.
 Renewable Cost Recovery Rider. Minnesota Power has an approved cost recovery rider in place to charge retail customers on a current basis for the costs of certain renewable investments and expenditures, including a return on the capital invested. Current customer billing rates for the renewable cost recovery rider were approved by the MPUC in an order dated October 3, 2023. On March 27, 2024, Minnesota Power submitted its latest renewable factor filing. In an order dated June 25, 2024, the MPUC approved the filing and Minnesota Power is authorized to include updated billing rates on customer bills beginning October 1, 2024.
 Solar Cost Recovery Rider. Minnesota Power has an approved cost recovery rider in place to charge retail customers on a current basis for solar costs related to investments and expenditures for meeting the state of Minnesota's solar energy standard. Current customer billing rates were approved by the MPUC in an order dated December 26, 2023. Updated billing rates were included on customer bills starting in the first quarter of 2024. NOTE 2. REGULATORY MATTERS (Continued)
 Fuel Adjustment Clause. Minnesota Power incurred lower fuel and purchased power costs in 2023 than those factored in its fuel adjustment forecast filed in May 2022 for 2023, which resulted in the recognition of an approximately $13 million regulatory liability as of June 30, 2024, and December 31, 2023. Minnesota Power requested to refund the regulatory liability over 12 months beginning in the third quarter of 2024 as part of its annual true-up filing submitted to the MPUC on March 1, 2024. In an order dated July 1, 2024, the MPUC approved the filing, and authorized Minnesota Power to refund the regulatory liability over 12 months beginning on September 1, 2024.
 Minnesota Power filed its annual forecasted fuel and purchased energy rates for 2025 on May 1, 2024.
 Energy Conservation and Optimization (ECO) Plan. On April 1, 2024, Minnesota Power submitted its 2023 ECO annual filing (formerly the Conservation Improvement Plan) detailing Minnesota Power's ECO plan results and requesting a financial incentive of $2.2 million, which will be recognized upon approval by the MPUC. In 2023, a financial incentive of $2.2 million was recognized in the third quarter upon approval by the MPUC of the 2022 ECO annual filing. The financial incentives are recognized in the period in which the MPUC approves the filing.
 Regulatory Assets and Liabilities.See regulated utility accounting effects section for types of regulation. Regulatory assets are costs that have been deferred as they are probable for recovery in customer rates. Regulatory liabilities represent obligations to make refunds to customers and amounts collected in rates for which the related costs have not yet been incurred. The Company assesses quarterly whether regulatory assets and liabilities meet the criteria for probability of future recovery or deferral. The recovery, refund or credit to rates for these regulatory assets and liabilities will occur over the periods either specified by the applicable regulatory authority or over the corresponding period related to the asset or liability. NOTE 2. REGULATORY MATTERS (Continued)
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:67.668%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.149%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.150%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Regulatory Assets and Liabilities</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">June 30,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">December 31,
2023</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle">Millions</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle"> </td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> Current Regulatory Assets (a) </td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> </td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Fuel Adjustment Clause </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$5.4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$8.7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">0.6 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">0.6 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 25.75pt;text-align:left;vertical-align:middle">Total Current Regulatory Assets</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$6.0 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$9.3 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:middle">Non-Current Regulatory Assets</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle"> </td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle"> </td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Defined Benefit Pension and Other Postretirement Plans</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$215.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$218.6 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Income Taxes</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">83.3 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">88.1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Asset Retirement Obligations </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">38.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">38.2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Cost Recovery Riders</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">19.8 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">33.8 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Taconite Harbor</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">15.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">20.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> Manufactured Gas Plant </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">13.1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">13.2 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">PPACA Income Tax Deferral</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">3.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">3.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Fuel Adjustment Clause </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">0.7 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">5.0 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">3.4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">4.2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:middle">Total Non-Current Regulatory Assets</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$394.7 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$425.4 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="height:12pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> Current Regulatory Liabilities (b) </td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:middle"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:middle"> </td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Fuel Adjustment Clause </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-

align:right;vertical-align:middle">$12.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Provision for Interim Rate Refund</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">11.0 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Transmission Formula Rates Refund</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">0.4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$1.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">1.0 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">2.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 25.75pt;text-align:left;vertical-align:middle">Total Current Regulatory Liabilities </td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$25.3 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$3.9 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle">Non-Current Regulatory Liabilities</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:middle"> </td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:middle"> </td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Income Taxes </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$297.3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$310.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Wholesale and Retail Contra AFUDC </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">76.6 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">78.0 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Plant Removal Obligations</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">71.3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">67.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Non-Jurisdictional Land Sales</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">43.2 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">30.2 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Defined Benefit Pension and Other Postretirement Benefit Plans</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">42.3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">48.6 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Investment Tax Credits</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">13.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">13.6 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Fuel Adjustment Clause</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">3.4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">15.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Boswell Units 1 and 2 Net Plant and Equipment</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">6.7 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">6.7 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">6.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">4.4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 25.75pt;text-align:left;vertical-align:middle">Total Non-Current Regulatory Liabilities</td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$561.0 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$574.0 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt">(a)Current regulatory assets are presented within Prepayments and Other on the Consolidated Balance Sheet.</div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt">(b)Current regulatory liabilities are presented within Other Current Liabilities on the Consolidated Balance Sheet.</div>13300000315000000.12000.10300.530089000000640000000339700000.0978110000000.10000.55000.05973000001300000013000000220000002200000<div style="text-align:justify">Regulatory Assets and Liabilities. Our regulated utility operations are subject to accounting standards for the effects of certain types of regulation. Regulatory assets represent incurred costs that have been deferred as they are probable for recovery in customer rates. Regulatory liabilities represent obligations to make refunds to customers and amounts collected in rates for which the related costs have not yet been incurred. The Company assesses quarterly whether regulatory assets and liabilities meet the criteria for probability of future recovery or deferral. The recovery, refund or credit to rates for these regulatory assets and liabilities will occur over the periods either specified by the applicable regulatory authority or over the corresponding period related to the asset or liability.</div><div style="text-align:justify">NOTE 2. REGULATORY MATTERS (Continued)</div>The recovery, refund or credit to rates for these regulatory assets and liabilities will occur over the periods either specified by the applicable regulatory authority or over the corresponding period related to the asset or liability.<div style="text-align:justify">NOTE 2. REGULATORY MATTERS (Continued)</div><div style="text-align:justify">
</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:67.668%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.149%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.150%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Regulatory Assets and Liabilities</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">June 30,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">December 31,
2023</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle">Millions</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle"> </td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"><div>Current Regulatory Assets (a)</div></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> </td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Fuel Adjustment Clause </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$5.4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$8.7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">0.6 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">0.6 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 25.75pt;text-align:left;vertical-align:middle">Total Current Regulatory Assets</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$6.0 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$9.3 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:middle">Non-Current Regulatory Assets</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle"> </td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle"> </td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Defined Benefit Pension and Other Postretirement Plans</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$215.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$218.6 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Income Taxes</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">83.3 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">88.1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Asset Retirement Obligations </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">38.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">37.7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Cost Recovery Riders</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">19.8 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">33.8 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Taconite Harbor</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">15.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">20.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"><div style="padding-left:11.25pt">Manufactured Gas Plant </div></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">13.1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">13.2 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">PPACA Income Tax Deferral</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">3.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">3.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Fuel Adjustment Clause </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">0.7 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">5.0 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td>

</tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">3.4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">4.2 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-
color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:middle">Total Non-Current
Regulatory Assets</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$394.7 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-
color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$425.4 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td
colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr style="height:12pt"><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td
colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-
top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"><div>
Current Regulatory Liabilities <span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-
style:italic;font-weight:400;line-height:100%">(b)</div></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:middle"> </td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3"
style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Fuel Adjustment Clause
</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$12.9
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px
1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-
align:middle">Provision for Interim Rate Refund</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px
1pt;text-align:right;vertical-align:middle">11.0 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Transmission Formula Rates Refund</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">0.4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$1.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">
</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">Other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">1.0 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">2.4 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid
#000000;padding:2px 1pt 2px 25.75pt;text-align:left;vertical-align:middle">Total Current Regulatory Liabilities </td><td
colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$25.3 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid
#000000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$3.9 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td
colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:700;line-height:100%">Non-Current Regulatory Liabilities</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:middle"> </td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3"
style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:middle">
</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Income Taxes </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$297.3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$310.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">
</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">Wholesale and Retail Contra AFUDC </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">76.6 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">78.0 </td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-
color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Plant Removal Obligations</td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">71.3 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle">67.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-
align:middle">Non-Jurisdictional Land Sales</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px
1pt;text-align:right;vertical-align:middle">43.2 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">30.2 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td
colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Defined Benefit Pension and Other Postretirement Benefit Plans</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle">42.3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">48.6 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td>
<td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Investment Tax Credits</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">13.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0
1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">13.6 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3"
style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Fuel Adjustment Clause
</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">3.4
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px
1pt;text-align:right;vertical-align:middle">15.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-
color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Boswell Units 1 and 2 Net Plant and
Equipment</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">6.7 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">6.7 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px
12.25pt;text-align:left;vertical-align:middle">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px
1pt;text-align:right;vertical-align:middle">6.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">4.4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 25.75pt;text-align:left;vertical-
align:middle">Total Non-Current Regulatory Liabilities</td><td colspan="2" style="background-color:#cceeff;border-
bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$561.0 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-
color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle">$574.0 </td><td style="background-color:#cceeff;border-bottom:1pt solid
#000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td
colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div><div
style="padding-left:18pt;text-align:justify;text-indent:-18pt">(a)<span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:9pt;font-style:italic;font-weight:400;line-height:120%;padding-left:7.52pt">Current regulatory assets are presented within Prepayments and Other on the Consolidated Balance Sheet.</div><div
style="padding-left:18pt;text-align:justify;text-indent:-18pt">(b)<span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:9pt;font-style:italic;font-weight:400;line-height:120%;padding-left:7.52pt">Current regulatory liabilities are presented within Other Current Liabilities on the Consolidated Balance Sheet.
</div>540000087000000600000060000006000000.0930000021590000021860000083300000881000003890000037700000198000003380000015800000209000001310000013200000380000039000007000005000000.0340000004200000394700000042540000012
INVESTMENTS <div style="text-align:justify">Investment in ATC<span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">. Our wholly-owned subsidiary, ALLETE Transmission Holdings, owns approximately 8 percent of ATC, a Wisconsin-based utility that owns and maintains electric transmission assets in
portions of Wisconsin, Michigan, Minnesota and Illinois. We account for our investment in ATC under the equity method of accounting. </div><div style="margin-bottom:1pt;margin-top:5pt"><table style="border-collapse:collapse;display:inline-
table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:87.186%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.614%"></td><td
style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:justify;vertical-align:top">ALLETE’s
Investment in ATC</td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"> </td></tr><tr>
<td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Millions</td><td
colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"> </td></tr><tr><td
colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Equity Investment Balance as of
December 31, 2023</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$179.7 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle">
Cash Investments</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:middle">3.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle">
</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Equity in
ATC Earnings</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">11.7 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle">
Distributed ATC Earnings</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle">(9.2)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">Amortization of the Remeasurement of Deferred Income Taxes</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">0.6 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3"
style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">Equity Investment Balance as of June 30, 2024</td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-
align:middle">$186.7 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid
#000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr></table></div><div style="text-align:justify">NOTE
3. EQUITY INVESTMENTS (Continued)</div><div style="text-align:justify">
</div><div style="text-align:justify"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:120%">ATC’s authorized return on equity was 10.02 percent, or 10.52 percent including an incentive adder for participation in a regional transmission organization, based on a 2020 FERC order which is subject to various outstanding legal
challenges related to the return on equity calculation and refund period ordered by the FERC. In August 2022, the U.S. Court of Appeals for the District of Columbia Circuit (D.C. Circuit) vacated and remanded the 2020 FERC order back to FERC. We
cannot predict the return on equity the FERC will ultimately authorize in the remanded proceeding.</div><div style="text-align:justify">
</div><div style="text-align:justify"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">In addition, the FERC issued a Notice of Proposed Rulemaking in 2021 proposing to limit the 0.50 percent incentive adder for participation in a regional transmission organization
to only the first three years of membership in such an organization. If this proposal is adopted, our equity in earnings from ATC would be reduced by approximately $1 million pre-tax annually.</div><div style="text-align:justify">
</div><div style="text-align:justify">Investment in Nobles 2. <span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">Our subsidiary, ALLETE South Wind, owns 49 percent of Nobles 2, the entity that owns and operates a 250 MW wind energy facility in southwestern Minnesota pursuant to a 20-year PPA
with Minnesota Power. We account for our investment in Nobles 2 under the equity method of accounting. </div><div>
</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-
bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:87.204%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.596%"></td><td style="width:0.1%"></td>
</tr><tr><td colspan="3" style="padding:2px 1pt;text-align:justify;vertical-align:top">ALLETE’s Investment in Nobles 2
</td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:700;line-height:100%">Millions</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-
align:middle">Equity Investment Balance as of December 31, 2023</td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$151.5 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px
1pt;text-align:left;vertical-align:middle"><div>Equity in Nobles 2 Earnings<span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:9pt;font-style:italic;font-weight:400;line-height:100%"> (a)</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(0.3)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td
colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Distributed Nobles 2
Earnings</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">(1.9)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid
#000000;padding:2px 1pt;text-align:left;vertical-align:middle">Equity Investment Balance as of June 30, 2024</td><td
colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$149.3 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr></table></div><div style="padding-
left:18pt;text-align:justify;text-indent:-18pt">(a)<span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:9pt;font-style:italic;font-weight:400;line-height:120%;padding-left:7.52pt">The Company also recorded earnings from net loss attributable to non-controlling interest of $6.4 million related to its investment in Nobles 2.
</div>Investment in ATC. Our wholly-owned subsidiary, ALLETE Transmission Holdings, owns approximately 8 percent of
ATC, a Wisconsin-based utility that owns and maintains electric transmission assets in portions of Wisconsin, Michigan, Minnesota and Illinois.0.08We account for our investment in ATC under the equity method of accounting. <div style="margin-
bottom:1pt;margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:87.186%"></td><td style="width:0.1%"></td><td
style="width:1.0%"></td><td style="width:10.614%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:justify;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:700;line-height:100%">ALLETE’s Investment in ATC</td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$8.7 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$8.7 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:top">Available-for-sale - Corporate and Governmental Debt Securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$6.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">6.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"> </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:top">Cash Equivalents</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">5.8 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">5.8 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Total Fair Value of Assets</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$14.5 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$6.0 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$20.5 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr style="height:12pt"><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"> </td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> <div>Deferred Compensation (c)</div></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$16.5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$16.5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top">Total Fair Value of Liabilities</td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$16.5 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$16.5 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div><div style="padding-left:18pt;text-indent:-18pt">(a)Included in Other Non-Current Assets on the Consolidated Balance Sheet.</div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt">(b) As of June 30, 2024, the aggregate amount of available-for-sale corporate and governmental debt securities maturing in one year or less was $2.0 million, in one year to less than three years was $2.7 million, in three years to less than five years was $1.3 million and in five or more years was $0.5 million.</div><div style="padding-left:18pt;text-indent:-18pt">(c)Included in Other Non-Current Liabilities on the Consolidated Balance Sheet. </div><div style="padding-left:18pt">
 </div><div style="text-align:justify">Fair Value of Financial Instruments. With the exception of the item listed in the following table, the estimated fair value of all financial instruments approximates the carrying amount. The fair value of the item listed in the following table was based on quoted market prices for the same or similar instruments (Level 2).</div><div style="margin-bottom:1pt;margin-top:8pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:65.029%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.468%"></td><td style="width:0.1%"></td><td style="width:0.1%"> </td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.470%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:middle"> Financial Instruments</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:middle">Carrying Amount</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:middle">Fair Value</td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle">Millions</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle"> </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"><div>Short-Term and Long-Term Debt (a)</div></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:middle"> </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">June 30, 2024</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:middle">$1,796.4</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:middle">$1,632.4</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">December 31, 2023</td><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:middle">$1,799.4</td><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:middle">$1,670.6</td></tr></table></div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt">(a)Excludes unamortized debt issuance costs.</div><div style="text-align:justify">NOTE 4. FAIR VALUE (Continued)</div><div style="text-align:justify">
</div><div style="text-align:justify">Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis. Non-financial assets such as equity method investments, land inventory, and property, plant and equipment are measured at fair value when there is an indicator of impairment and recorded at fair value only when an impairment is recognized. For the quarter and six months ended June 30, 2024, and the year ended December 31, 2023, there were no indicators of impairment for these non-financial assets. </div><div>
</div><div style="text-align:justify">We continue to monitor changes in the broader energy markets along with wind resource expectations that could indicate impairment at ALLETE Clean Energy wind energy facilities upon contract expirations or for facilities without long-term contracts for their entire output. A continued decline or volatility in energy prices or lower wind resource expectations could result in a future impairment.</div>FAIR VALUEFair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). We utilize market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated or generally unobservable. We primarily apply the market approach for recurring fair value measurements and endeavor to utilize the best available information. Accordingly, we utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. These inputs, which are used to measure fair value, are prioritized through the fair value hierarchy. Each asset and liability is classified based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement requires judgment, which may affect the valuation of these assets and liabilities and their placement within the fair value hierarchy levels.Non-financial assets such as equity method investments, land inventory, and property, plant and equipment are measured at fair value when there is an indicator of impairment and recorded at fair value only when an impairment is recognized.The estimated fair value of Cash and Cash Equivalents on the Consolidated Balance Sheet approximates the carrying amount and therefore is excluded from the recurring fair value measures in the following tables.<div style="text-align:justify">NOTE 4. FAIR VALUE (Continued)</div><div style="text-align:justify">
</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:60.539%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.684%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.270%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.124%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.687%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"> </td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:top">Fair Value as of June 30, 2024</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top">Recurring Fair Value Measures</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top">Level 1</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top">Level 2</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top">Level 3</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top">Total</td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Millions</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:top"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:top"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:top"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:top"> </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Assets</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:top"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:top"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:top"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:top"> </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"><div>Investments (a)</div></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:top">Available-for-sale - Equity Securities</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$8.8 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$8.8 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"><div style="padding-left:11.25pt">Available-for-sale - Corporate and Governmental Debt Securities (b)</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$6.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">6.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:top">Cash Equivalents</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">6.9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"> — </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">6.9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top">Total Fair Value of Assets</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$15.7 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$6.5 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt

2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$22.2 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr style="height:12pt"><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Liabilities</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:middle"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:middle"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:middle"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:middle"> </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"><div>Deferred Compensation (c)</div></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$19.5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$19.5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top">Total Fair Value of Liabilities</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$19.5 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$19.5 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr style="height:6pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr style="height:8pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:top"> </td><td colspan="21" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:top">Fair Value as of December 31, 2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top">Recurring Fair Value Measures</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top">Level 1</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top">Level 2</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top">Level 3</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:top">Total</td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Millions</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Assets</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"><div>Investments (a)</div></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:top">Available-for-sale - Equity Securities</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$8.7 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$8.7 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:top">Available-for-sale - Corporate and Governmental Debt Securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$6.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">6.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:top">Cash Equivalents</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">5.8 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">5.8 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Total Fair Value of Assets</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$14.5 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$6.0 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$20.5 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr style="height:12pt"><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"><div>Deferred Compensation (c)</div></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$16.5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$16.5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top">Total Fair Value of Liabilities</td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$16.5 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$16.5 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div><div style="padding-left:18pt;text-indent:-18pt">(a)Included in Other Non-Current Assets on the Consolidated Balance Sheet.</div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt">(b)As of June 30, 2024, the aggregate amount of available-for-sale corporate and governmental debt securities maturing in one year or less was $2.0 million, in one year to less than three years was $2.7 million, in three years to less than five years was $1.3 million and in five or more years was $0.5 million.</div>(c)Included in Other Non-Current Liabilities on the Consolidated Balance Sheet.88000000008800000006500000006500000006900000000690000001570000006500000002220000000195000000019500000001950000000195000000087000000008700000006000000.006000000.058000000005800000014500000006000000.00205000000016500000016500000 fair value of the item listed in the following table was based on quoted market prices for the same or similar instruments (Level 2).<div style="margin-bottom:1pt;margin-top:8pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:65.029%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.468%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.470%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:middle">Financial Instruments</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:middle">Carrying Amount</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:middle">Fair Value</td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle">Millions</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle"> </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"><div>Short-Term and Long-Term Debt (a)</div></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:middle"> </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">June 30, 2024</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:middle">$1,796.4</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:middle">$1,632.4</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">December 31, 2023</td><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:middle">$1,799.4</td><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:middle">$1,670.6</td></tr></table></div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt">(a)Excludes unamortized debt issuance costs.</div>1796400000163240000017994000001670600000SHORT-TERM AND LONG-TERM DEBT<div style="text-align:justify">The following tables present the Company’s short-term and long-term debt as of June 30, 2024, and December 31, 2023:</div><div style="margin-bottom:1pt;margin-top:5pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:46.999%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.712%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.712%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.717%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:justify;vertical-align:bottom">June 30, 2024</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">Principal</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">Unamortized Debt Issuance Costs</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:justify;vertical-align:top">Millions</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Short-Term Debt</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$42.1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">—</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

size:10pt;font-weight:400;line-height:100%">$42.1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Long-Term Debt</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,754.3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">$(8.3)</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,746.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Total Debt</td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$1,796.4 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$(8.3)</td><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$1,788.1 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:46.999%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.712%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.712%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.717%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:justify;vertical-align:bottom">December 31, 2023</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">Principal</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">Unamortized Debt Issuance Costs</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:justify;vertical-align:top">Millions</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Short-Term Debt </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$111.5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">$(0.1)</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$111.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Long-Term Debt</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,687.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">$(8.0)</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,679.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Total Debt</td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$1,799.4 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$(8.1)</td><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$1,791.3 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr></table> 421000004210000017543000008300000174600000017964000008300000178810000011150000010000011140000016879000008000000.0167990000017994000008100000179130000023400000019400000341100001500000001000000000.05945000

GUARANTEES AND CONTINGENCIES Power Purchase and Sale Agreements. Our long-term PPAs have been evaluated under the accounting guidance for variable interest entities. We have determined that either we have no variable interest in the PPAs or, where we do have variable interests, we are not the primary beneficiary; therefore, consolidation is not required. These conclusions are based on the fact that we do not have both control over activities that are most significant to the entity and an obligation to absorb losses or receive benefits from the entity's performance. Our financial exposure relating to these PPAs is limited to our capacity and energy payments.
 Our PPAs are summarized in Note 9, Commitments, Guarantees and Contingencies to the Consolidated Financial Statements in our 2023 Form 10-K, with additional disclosure provided in the following paragraphs.
 Square Butte PPA. As of June 30, 2024, Square Butte had total debt outstanding of $179.9 million. Fuel expenses are recoverable through Minnesota Power's fuel adjustment clause and include the cost of coal purchased from BNI Energy under a long-term contract. Minnesota Power's cost of power purchased from Square Butte during the six months ended June 30, 2024, was $44.2 million ($44.0 million for the same period in 2023). This reflects Minnesota Power's pro rata share of total Square Butte costs based on the 50 percent output entitlement. Included in this amount was Minnesota Power's pro rata share of interest expense of $2.6 million ($2.7 million for the same period in 2023). Minnesota Power's payments to Square Butte are approved as a purchased power expense for ratemaking purposes by both the MPUC and the FERC.
 Minnkota Power PSA. Minnesota Power has a PSA with Minnkota Power, which commenced in 2014. Under the PSA, Minnesota Power is entitled to Square Butte to Minnkota Power's ownership entitlement increasing until Minnesota Power's net entitlement to Square Butte is 50 percent. Minnesota Power's share is eliminated at the end of 2025. Of Minnesota Power's 50 percent output entitlement, Minnesota Power is obligated approximately 41 percent in 2024 and 37 percent in 2023. Coal, Rail and Shipping Contracts. Minnesota Power has coal supply agreements providing for the purchase of a significant portion of its coal requirements through December 2025. Minnesota Power also has coal transportation agreements in place for the delivery of a significant portion of its coal requirements through December 2024. The costs of fuel and related transportation costs for Minnesota Power's generation are recoverable from Minnesota Power's utility customers through the fuel adjustment clause. Environmental Matters.
 Our businesses are subject to regulation of environmental matters by various federal, state, and local authorities. A number of regulatory changes to the Clean Air Act, the Clean Water Act and various waste management requirements have been promulgated by both the EPA and state authorities over the past several years. Minnesota Power's facilities are subject to additional requirements under many of these regulations. Minnesota Power is reshaping its generation portfolio, over time, to reduce its reliance on coal, has installed cost-effective emission control technology, and advocates for sound science and policy during rulemaking implementation.
 We consider our businesses to be in substantial compliance with currently applicable environmental regulations and believe all necessary permits have been obtained. We anticipate that with many state and federal environmental regulations and requirements finalized, or to be finalized in the near future, potential expenditures for future environmental matters may be material and require significant capital investments. Minnesota Power has evaluated various environmental compliance scenarios using possible outcomes of environmental regulations to project power supply trends and impacts on customers.
 We review environmental matters on a quarterly basis. Accruals for environmental remediation efforts are recorded when it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated based on current law and existing technologies. Accruals are adjusted as assessment and remediation efforts progress, or as additional technical or legal information becomes available. Accruals for environmental liabilities are included in the Consolidated Balance Sheet at undiscounted amounts and exclude claims for recoveries from insurance or other third parties. Costs related to environmental contamination treatment and cleanup are expensed unless recoverable in rates from customers.
 Air. The electric utility industry is regulated both at the federal and state level to address air emissions. Minnesota Power's thermal generating facilities mainly burn low-sulfur western sub-bituminous coal. All of Minnesota Power's coal-fired generating facilities are equipped with pollution control equipment such as scrubbers, baghouses and low NOX technologies. Under currently applicable environmental

*regulations, these facilities are substantially compliant with emission requirements.
 Cross-State Air Pollution Rule (CSAPR). The CSAPR requires certain states in the eastern half of the U.S., including Minnesota, to reduce power plant emissions that contribute to ozone or fine particulate pollution in other states. The CSAPR does not require installation of controls but does require facilities have sufficient allowances to cover their emissions on an annual basis. These allowances are allocated to facilities from each state's annual budget and can be bought and sold. Based on our review of the NOX and SO2 allowances issued and pending issuance as well as consideration of current rules, we currently expect generation levels and emission rates will result in continued compliance with the CSAPR. Minnesota Power will continue to monitor ongoing CSAPR rulemakings and compliance implementation, including the EPA's Good Neighbor Rule which modifies certain aspects of the CSAPR's program scope and extent (see EPA Good Neighbor Plan for 2015 Ozone NAAQS).
 National Ambient Air Quality Standards (NAAQS). The EPA is required to review each NAAQS every five years. If the EPA determines that a state's air quality is not in compliance with the NAAQS, the state is required to adopt plans describing how it will reduce emissions to attain the NAAQS. Minnesota Power actively monitors NAAQS developments, and the EPA is currently reviewing the primary or secondary NAAQS for NOx, SO2, and ozone. On February 7, 2024, the EPA announced a final rule lowering the annual primary standard for fine particulate matter while retaining other existing primary and secondary standards such as those for coarse particulate matter. Implementation of this new standard began with its May 6, 2024 effective date. The EPA also released a draft rule on April 15, 2024 proposing to revise the secondary SO2 NAAQS while retaining certain secondary NOx and particulate matter NAAQS. Anticipated timelines and compliance costs related to this and other potential NAAQS revisions cannot yet be estimated but costs could be material. Minnesota Power would seek recovery of additional costs through a rate proceeding. NOTE 6. COMMITMENTS, GUARANTEES AND CONTINGENCIES (Continued) Environmental Matters (Continued)
 EPA Good Neighbor Plan for 2015 Ozone NAAQS. On June 5, 2023, after disapproving state implementation plans, the EPA published a final Federal Implementation Plan (FIP) rule in the Federal Register, the Good Neighbor Plan, to address regional ozone transport for the 2015 Ozone NAAQS by reducing NOX emissions during the period of May 1 through September 30 (ozone season). In its justification for the final rule, the EPA asserted that 23 states, including Minnesota, were modeled as significant contributors to downwind states' challenges in attaining or maintaining ozone NAAQS compliance within their state borders. The Good Neighbor Plan is designed to resolve this interstate transport issue by implementing a variety of NOX reduction strategies, including federal implementation plan requirements, NOX emission limitations, and ozone season allowance program requirements. The final rule imposed restrictions on fossil-fuel fired power plants in 22 states and on certain industrial sources in 20 states, with implementation occurring through changes to the existing CSAPR program for power plants.
 Since the EPA partially disapproved the Good Neighbor State Implementation Plans (SIPs) for the states of Minnesota and Wisconsin, among others, Minnesota is subject to the final Good Neighbor Plan. However, Minnesota Power and a coalition of other Minnesota utilities and industry (the parties) co-filed challenges to the EPA's final Minnesota SIP disapproval, submitting a petition for reconsideration and stay to the EPA, and a petition for judicial review to the U.S. Court of Appeals for the Eighth Circuit (Eighth Circuit Court). The parties are challenging and requesting reconsideration of certain technical components of the EPA's review and subsequent partial disapproval of the state of Minnesota's SIP. On July 5, 2023, the Eighth Circuit court granted a stay to the SIP disapproval preventing the Good Neighbor Plan from taking effect in Minnesota. On March 20, 2024, the EPA issued a partial denial of several administrative reconsideration and stay petitions, including from the Minnesota coalition.
 On September 29, 2023, the EPA issued an updated final interim rule addressing the stays in Minnesota and five other states, formally delaying the effective date of the final FIP for states with active stays in place. The state of Minnesota therefore did not become subject to compliance obligations for the 2023 or 2024 ozone seasons. Future compliance obligations will depend on resolution of the stay. Additionally, challenges have been filed against the final FIP rule by the Minnesota coalition parties and other entities, although the Minnesota coalition FIP challenge is currently in abeyance pending resolution of the SIP disapproval case. On February 21, 2024, the U.S. Supreme Court heard arguments from several states and industry groups requesting an emergency stay of the FIP rule. The court granted the petitioners' request on June 27, 2024, staying enforcement of the FIP pending the D.C. Circuit's review and any petition for writ of certiorari. Anticipated timelines and compliance costs related to final Good Neighbor Plan compliance cannot yet be estimated due to uncertainties about SIP approval resolution, implementation timing, FIP rule outcome, and allowance costs and facility emissions during the ozone season. However, the costs could be material, including costs of additional NOx, controls, emission allowance program participation, or operational changes, if any are required. Minnesota Power would seek recovery of additional costs through a rate proceeding.
 EPA National Emission Standards for Hazardous Air Pollutants for Major Sources: Industrial, Commercial and Institutional Boilers and Process Heaters (Industrial Boiler MACT) Rule. A final rule issued by the EPA for Industrial Boiler MACT became effective in 2013 with compliance required at major existing sources in 2016, which applied to Minnesota Power's Hibbard Renewable Energy Center and Rapids Energy Center. Compliance consisted largely of adjustments to fuels and operating practices and compliance costs were not material. After this initial rulemaking, litigation from 2016 through 2018 resulted in court orders directing that the EPA reconsider certain aspects of the regulation. A final rule incorporating these revisions became effective in December 2022, with a compliance deadline of October 6, 2025. Compliance costs are not expected to be material.
 EPA Mercury and Air Toxics Standards (MATS) Rule. On April 25, 2024, the EPA published a final rule to revise the existing 2012 MATS Rule, which regulates air emissions of hazardous air pollutants from coal- and oil-fired electric generating units (EGUs). The final rule eliminates certain MATS compliance flexibility, lowers the particulate emission standard for all coal-fired EGUs, and reduces the mercury emission standard for lignite-fired EGUs. The rule became effective July 8, 2024, with compliance required beginning July 6, 2027. The MATS regulation applies at Minnesota Power's Boswell facility, which is currently well-controlled for these emissions and already complying with some of the new requirements. The Company anticipates the new rule will have limited impacts at Boswell. However, compliance costs cannot yet be fully estimated, and recovery of any additional costs would be sought through a rate proceeding. Litigation against the EPA's latest MATS Rule revision from a number of U.S. states as well as several companies and industry groups is ongoing, including a motion to stay the rule filed in the D.C. Circuit on June 7, 2024. NOTE 6. COMMITMENTS, GUARANTEES AND CONTINGENCIES (Continued) Environmental Matters (Continued)
 Climate Change. The scientific community generally accepts that emissions of GHGs are linked to global climate change which creates physical and financial risks. Physical risks could include but are not limited to: increased or decreased precipitation and water levels in lakes and rivers; increased or other changes in temperatures; increased risk of wildfires; and changes in the intensity and frequency of extreme weather events. These all have the potential to affect the Company's business and operations. We are addressing climate change by taking the following steps that also ensure reliable and environmentally compliant generation resources to meet our customers' requirements:
 ·Expanding renewable power supply for both our operations and the operations of others ·Providing energy conservation initiatives for our customers and engaging in other demand side management efforts; ·Improving efficiency of our generating facilities; ·Supporting research of technologies to reduce carbon emissions from generating facilities and carbon sequestration efforts; ·Evaluating and developing less carbon intensive future generating assets such as efficient and flexible natural gas-fired generating facilities; ·Managing vegetation on right-of-way corridors to reduce potential wildfire or storm damage risks; and ·Practicing sound forestry management in our service territories to create landscapes more resilient to disruption from climate-related changes, including planting and managing long-lived conifer species.
 EPA Regulation of GHG Emissions. On April 25, 2024, the EPA issued several final greenhouse gas regulations to establish emissions standards and guidelines for fossil fuel-fired electric generating units (EGUs) under Section 111 of the Clean Air Act (CAA). The final rules revise new source performance standards (NSPS) for new, modified and reconstructed EGUs (Section 111(b) of the CAA) and creates new emission guidelines for existing EGUs (Section 111(d) of the CAA). The action also officially repeals the predecessor regulation "Affordable Clean Energy Rule", first issued in 2019 and later vacated in 2021. Compliance will be required beginning January 1, 2030 for existing sources, and upon commencing operation of new units. The 111(d) rule also requires states to submit plans to provide for the establishment, implementation and enforcement of performance standards for existing sources. States must submit their plans to the EPA within 24 months after publication of the final emissions guidelines.
 The final Section 111 rules apply to several Company assets, including existing EGUs at the Boswell and Laskin facilities as well as the proposed combined cycle natural gas-fired generating facility, NTEC. The Company is reviewing the new rule but anticipates compliance may require operational or planning adjustments. The state implementation plan process for Section 111(d) existing units will also be a factor in determining specific requirements and timing. We are unable to predict compliance costs at this time; however, the costs could be material. Minnesota Power would seek recovery of additional costs through a rate proceeding. The Company is also monitoring litigation of the final Section 111 rules, which began when the rules were published in the Federal Register on May 9, 2024, which is proceeding in federal court. Outcomes from ongoing litigation may impact both the timing of rule effectiveness and the ultimate compliance obligations required by the rule.
 Water. The Clean Water Act requires anyone discharging pollutants from point sources into navigable waters to have obtained all necessary NPDES permits. Including NPDES stormwater permits for applicable facilities, to conduct our operations.
 NOTE 6. COMMITMENTS, GUARANTEES AND CONTINGENCIES (Continued) Environmental Matters (Continued)
 Steam Electric Power Generating Effluent Limitations Guidelines. In 2015, the EPA issued revised federal effluent limitation guidelines (ELG) for steam electric power generating stations under the Clean Water Act. It set effluent limits and prescribed Best Available Control Technology (BACT) for several wastewater streams, including flue gas desulphurization (FGD) water, bottom ash transport water and coal combustion landfill leachate. In October 2020, the EPA published a final ELG Rule allowing re-use of bottom ash transport water in FGD scrubber systems with limited discharges related to maintaining system water balance. The rule set technology standards and numerical pollutant limits for discharges of bottom ash transport water and FGD wastewater. Compliance deadlines depend on subcategory, with compliance generally required as soon as possible, beginning after October 13, 2021, but no later than December 31, 2025, or December 31, 2028, in some specific cases.
 On May 9, 2024, the EPA finalized revisions to the 2020 ELG rule. The final rule establishes zero discharge limitations for bottom ash transport water, FGD wastewater, and combustion residual leachate. A definition for legacy wastewater was established, with deferral to state permit programs for setting discharge limits based on best professional judgment. The rule maintains exemptions for units permanently ceasing coal combustion by 2028 and adds a new subcategory for units that are retiring by 2032 and have already complied with either the 2015 or 2020 ELG rules. Additionally, the rule establishes mercury and arsenic limitations for functionally equivalent discharges of leachate via groundwater to surface water. Compliance deadlines are determined by the applicable state permitting authority. Deadlines must be established as soon as 60 days after the final rule is published in the Federal Register, but no later than December 31, 2029.
 Bottom ash transport and FGD wastewater ELGs are not expected to have a significant impact on Minnesota Power operations. Zero leachate discharge requirements have the potential to impact dewatering associated with the closed Taconite Harbor dry ash landfill. New limitations for arsenic and mercury related to functionally equivalent (groundwater to surface water) discharges are not currently anticipated to impact Minnesota Power facilities.
 We estimate no additional material compliance costs for ELG bottom ash water and FGD requirements. Compliance costs we might incur related to other ELG waste streams (e.g., leachate) or other potential future water discharge regulations at Minnesota Power facilities cannot be estimated; however, the costs could be material, including costs associated with wastewater treatment and re-use. Minnesota Power would seek recovery of additional costs through a rate proceeding.
 Permitted Water Discharges – Sulfate. In 2017, the MPCA released a draft water quality standard in an attempt to update Minnesota's existing 10 mg/L sulfate limit for waters used for the production of wild rice with the proposed rulemaking heard before an administrative law judge (ALJ). In 2018, the ALJ rejected significant portions of the proposed rulemaking and the MPCA subsequently withdrew the rulemaking. The existing 10 mg/L limit remains in place, but the MPCA is currently prohibited under state law from listing wild rice waters as impaired or requiring sulfate reduction technology.
 The federal Clean Water Act requires the MPCA to update the state's impaired water list every two years. Beginning in 2021 through the latest release approved by the EPA in April 2024, this list now includes Minnesota lakes and streams identified as wild rice waters that are listed for sulfate impairment. The list could subsequently be used to set sulfate limits in discharge permits for power generation facilities and municipal and industrial customers, including paper and pulp facilities, and mining operations. At this time, we are unable to determine the specific impacts these developments may have on Minnesota Power operations or its customers, if any. Minnesota Power would seek recovery of additional costs through a rate proceeding.
 Solid and Hazardous Waste. The Resource Conservation and Recovery Act of 1976 regulates the management and disposal of solid and hazardous wastes. We are required to notify the EPA of hazardous waste activity and, consequently, routinely submit reports to the EPA.
 Coal Ash Management Facilities. Minnesota Power produces the majority of its coal ash at Boswell, with small amounts of ash generated at Hibbard Renewable Energy Center. Ash storage and disposal methods include storing ash in clay-lined onsite impoundments (ash ponds), disposing of dry ash in a lined dry ash landfill, applying ash to land as an approved beneficial use, and trucking ash to state permitted landfills.
 Boswell Ash Wastewater Spill. On July 16, 2024, Minnesota Power detected a spill at Boswell from an underground pipeline carrying ash wastewater from an inactive onsite storage pond to the Boswell facility. Minnesota Power continues to work with state and federal agencies and the Leech Lake Band of Ojibwe to evaluate and mitigate the impacts from this event. We are unable to predict the mitigation or other costs related to the ash wastewater spill at this time; however, the costs could be material. NOTE 6. COMMITMENTS, GUARANTEES AND CONTINGENCIES (Continued) Environmental Matters (Continued)
 Coal Combustion Residuals from Electric Utilities. In 2015, the EPA published a final rule (2015 Rule) regulating CCR as nonhazardous waste under Subtitle D of the Resource Conservation and Recovery Act (RCRA) in the Federal Register. The rule included additional requirements for new landfill and impoundment construction as well as closure activities related to certain existing impoundments. Costs of compliance for Boswell and Laskin are expected to be incurred primarily over the next 12 years and be between approximately $65 million and $120 million. Compliance costs for CCR at Taconite Harbor are not expected to be material. Minnesota Power would seek recovery of additional costs through a rate proceeding.
 Minnesota Power continues to work on minimizing compliance costs through evaluation of beneficial re-use and recycling of CCR. In 2018, a U.S. District Court for the District of Columbia decision vacated specific provisions of the CCR rule, which resulted in a change to the status of several existing clay-lined impoundments at Boswell being considered unlined. In September 2020, the EPA finalized the CCR Part A Rule, which required all unlined impoundments to cease disposal and initiate closure. Upon completion of dry ash conversion activities, Boswell ceased disposal in both impoundments in September 2022. Both impoundments are now inactive and have initiated closure.
 On May 8, 2024, the EPA's final CCR Legacy Impoundment Rule was published in the Federal Register. The final rule expands the scope of units regulated under the CCR rule to include legacy ponds (inactive surface impoundments at inactive facilities) and creates a new category of units called CCR management units (CCR units), which includes inactive and closed impoundments and landfills as well as other non-containerized accumulations of CCR. The final rule requires all regulated generating facilities to evaluate and identify past deposits of CCR materials on their sites and close or re-close existing CCR units to meet current closure standards, as well as install groundwater monitoring systems, conduct groundwater monitoring, and implement groundwater corrective actions as necessary. Additionally, the EPA finalized portions of the proposed CCR Part B Rule, which allows CCR units to certify closure while conducting groundwater remediation activities. Impacts to previously closed CCR units at Boswell and Laskin are anticipated. Compliance costs for Minnesota Power's Boswell and Laskin facilities are estimated to be between approximately $50 million and $85 million and are expected to be incurred over the next 10 years based on our preliminary assessment; however, we continue to evaluate the impact of the rule and these estimates may be revised in future periods. Minnesota Power is expected to seek recovery of these costs through a rate proceeding.
 Additionally, the EPA released a proposed CCR Part B rulemaking in February 2020 addressing options for beneficial reuse of CCR materials, alternative liner demonstrations and other CCR regulatory revisions. Portions of the Part B rule addressing alternative liner equivalency standards were finalized in November 2020. Finalization of the remaining beneficial reuse requirements are expected in late 2024. The final CCR federal permit rule is expected in the first half of 2026. The final federal permit rule will finalize procedures for implementing a CCR federal permit program.
 Other Environmental Matters.
 Manufactured Gas Plant Site. SWL&P has completed a portion of the remediation activities at a former manufactured gas plant site located in Superior, Wisconsin, and formerly operated by SWL&P. We continue working with the Wisconsin Department of Natural Resources on the remaining remediation at the site and surrounding properties. As of June 30, 2024, SWL&P has recorded a liability of approximately $1 million for remediation costs at this site. SWL&P has recorded the recovery of the remediation costs associated with the site as a regulatory asset as we expect recovery of these costs to be allowed by the PSCW. Other Matters.
 Letters of Credit, Surety Bonds and Other Indemnifications.
 We have multiple credit facility agreements in place that provide the ability to issue standby letters of credit to satisfy contractual security requirements across our businesses. As of June 30, 2024, we had $158.2 million of outstanding letters of credit issued, including those issued under our revolving credit facility. We do not believe it is likely that any of these outstanding letters of credit or surety bonds will be drawn upon.
 In the second quarter of 2024, under the tax credit transferability provision of the Inflation Reduction Act, we entered into agreements with third parties to sell a portion of our renewable tax credits. ALLETE has indemnified the parties for the value of renewable tax credits sold to date of approximately $22.5 million.
 Regulated Operations. As of June 30, 2024, we had $28.2 million outstanding in standby letters of credit at our Regulated Operations which are pledged as security to MISO, the NDPSC and state agencies. NOTE 6. COMMITMENTS, GUARANTEES AND CONTINGENCIES (Continued) Other Matters (Continued)
 ALLETE Clean Energy. ALLETE Clean Energy is party to PSAs that expire in various years between 2024 and 2039. As of June 30, 2024, ALLETE Clean Energy has $101.1 million outstanding in standby letters of credit and surety bonds, the majority of which are pledged as security under these PSAs. <div style="text-

align:justify">
</div><div style="text-align:justify">Corporate and Other.</div><div
style="text-align:justify">
</div><div style="text-align:justify">BNI Energy
. As of June 30, 2024, BNI Energy had surety bonds outstanding of $82.4 million related to the reclamation liability for closing costs
associated with its mine and mine facilities. Although its coal supply agreements obligate the customers to provide for the closing costs, additional assurance is required by federal and state regulations. BNI Energy’s total reclamation liability is currently
estimated at $82.1 million. BNI Energy does not believe it is likely that any of these outstanding surety bonds will be drawn upon.</div><div style="text-align:justify">
</div><div style="text-align:justify">Investment in Nobles 2<span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:120%">. <span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The Nobles 2 wind energy facility requires standby letters of credit as security for certain contractual obligations. As of June 30, 2024, ALLETE South Wind has $10.1 million outstanding
in standby letters of credit, related to its portion of the security requirements relative to its ownership in Nobles 2. </div><div style="text-align:justify">
</div><div style="text-align:justify"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%;text-decoration:underline">South Shore Energy<span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:120%">. As of June 30, 2024, South Shore Energy had $29.7 million outstanding in standby letters of credit pledged as security in connection with the development of NTEC. </div><div style="text-align:justify">

</div><div style="text-align:justify">Legal Proceedings.<span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-style:italic;font-weight:400;line-height:120%"> </div><div style="text-align:justify">
</div><div style="text-align:justify"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">We are involved in litigation arising in the normal course of business. Also in the normal course of business, we are involved in tax, regulatory and other governmental audits,
inspections, investigations and other proceedings that involve state and federal taxes, safety, and compliance with regulations, rate base and cost of service issues, among other things. We do not expect the outcome of these matters to have a material
effect on our financial position, results of operations or cash flows.</div><div>
</div><div style="text-align:justify"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:120%">We have received a number of demand letters alleging that the disclosures contained in the preliminary proxy statement, as amended, and filed with the SEC in connection with a special meeting of shareholders to consider the Merger
(Preliminary Proxy), were deficient and demanding that certain corrective disclosures be made. In addition, a complaint was filed on July 1, 2024, in the U.S. District Court for the Southern District of New York against ALLETE and its directors alleging
violation of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934, disclosure deficiency in the Preliminary Proxy, and seeking to enjoin the transaction until certain disclosures are corrected. The complaint has not yet been served on any
defendant. The Company believes that the demand letters and complaint are without merit.</div><div style="text-align:justify"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:120%">Power Purchase and Sale Agreements. Our long-term PPAs have been evaluated under the accounting
guidance for variable interest entities. We have determined that either we have no variable interest in the PPAs or, where we do have variable interests, we are not the primary beneficiary; therefore, consolidation is not required. These conclusions are
based on the fact that we do not have both control over activities that are most significant to the entity and an obligation to absorb losses or receive benefits from the entity’s performance. Our financial exposure relating to these PPAs is limited to our
capacity and energy payments.</div>17990000044200000440000000.50260000027000000.500.410.37<div style="text-align:justify"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:120%">We review environmental matters on a quarterly basis. Accruals for environmental matters are recorded when it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated based on current law
and existing technologies. Accruals are adjusted as assessment and remediation efforts progress, or as additional technical or legal information becomes available. Accruals for environmental liabilities are included in the Consolidated Balance Sheet at
undiscounted amounts and exclude claims for recoveries from insurance or other third parties. Costs related to environmental contamination treatment and cleanup are expensed unless recoverable in rates from customers.
</div>2322205P12Y6500000012000000050000000085000000P10Y10000001582000000225000000282000000101100000082400000082100000101000000297000000EARNINGS PER SHARE AND COMMON STOCKWe compute basic earnings per share using the
weighted average number of shares of common stock outstanding during each period. The difference between basic and diluted earnings per share, if any, arises from non-vested restricted stock units and performance share awards granted under our
Executive Long-Term Incentive Compensation Plan.EARNINGS PER SHARE AND COMMON STOCK<div style="text-align:justify">We
compute basic earnings per share using the weighted average number of shares of common stock outstanding during each period. The difference between basic and diluted earnings per share, if any, arises from non-vested restricted stock units and
performance share awards granted under our Executive Long-Term Incentive Compensation Plan. </div><div style="margin-bottom:1pt;margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-
align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:36.180%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.695%"></td><td style="width:0.1%"></td><td style="width:0.1%">
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<td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.702%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px
1pt;text-align:left;vertical-align:top"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3"
style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td
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1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3"
style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"> </td></tr><tr><td
colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:middle">Reconciliation of Basic and Diluted</td><td
colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"> </td><td colspan="3"
style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:700;line-height:100%">Dilutive</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-
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colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">Dilutive</td><td
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size:10pt;font-weight:400;line-height:100%"> </td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:700;line-height:100%">Earnings Per Share</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
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weight:700;line-height:100%">Securities</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:700;line-height:100%">Diluted</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:middle"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">Basic</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:middle"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">Securities</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:middle">Diluted</td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle">
Millions Except Per Share Amounts</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-
align:left;vertical-align:top"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td
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style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
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#000000;padding:2px 1pt;text-align:left;vertical-align:top"> </td><td colspan="3" style="border-top:1pt solid
#000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%"> </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">Quarter ended June 30,</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-
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New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-
align:middle"> </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-
align:middle">Net Income Attributable to ALLETE</td><td colspan="2" style="padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle">$33.0 </td><td style="padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td>
<td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="padding:2px 0
2px 1pt;text-align:right;vertical-align:middle">$33.0 </td><td style="padding:2px 1pt 2px 0;text-align:left;vertical-
align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$51.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0
1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:middle">$51.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle">
</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Average
Common Shares</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">57.7 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">0.1 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
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</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">57.3 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0
1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">0.1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-
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Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Earnings Per Share</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">$0.57 </td><td style="padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$0.57 </td><td style="padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt">
</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$0.90
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$0.90 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-
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top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td
colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-
color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid
#000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3"
style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Net Income Attributable to ALLETE</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$83.7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$83.7 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:middle">$109.7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle">
</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$109.7 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Average Common Shares</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">57.7 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3"
style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">57.7 </td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle">57.3 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">0.1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3"
style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">57.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid
#000000;padding:2px 1pt;text-align:left;vertical-align:middle">Earnings Per Share</td><td colspan="2"
style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$1.45 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid
#000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:0 1pt"></td><td
colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$1.45 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid
#000000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$1.91 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-
color:#ffffff;border-bottom:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid
#000000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$1.91 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr></table></div>The difference between basic
and diluted earnings per share, if any, arises from non-vested restricted stock units and performance share awards granted under our Executive Long-Term Incentive Compensation Plan. <div style="margin-bottom:1pt;margin-top:5pt"><table
style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:36.180%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td
style="width:8.695%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.695%"></td><td style="width:0.1%"></td><td
style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.695%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.823%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.695%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td
style="width:8.695%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.702%"></td><td style="width:0.1%"></td></tr>
<tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:700;line-height:100%">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%"> </td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">Reconciliation of Basic and Diluted</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid
#000000;padding:2px 1pt;text-align:center;vertical-align:top">Dilutive</td><td colspan="3" style="border-top:1pt solid
#000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">
Dilutive</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-
top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"> </td></tr><tr><td colspan="3"

Earnings Per Share	Basic	Securities	Diluted	Basic	Securities	Diluted
Millions Except Per Share Amounts						
Quarter ended June 30,						
Net Income Attributable to ALLETE	$33.0		$33.0	$51.5		$51.5
Average Common Shares	57.7	0.1	57.8	57.3	0.1	57.4
Earnings Per Share	$0.57		$0.57	$0.90		$0.90
Six Months Ended June 30,						
Net Income Attributable to ALLETE	$83.7		$83.7	$109.7		$109.7
Average Common Shares	57.7	—	57.7	57.3	0.1	57.4
Earnings Per Share	$1.45		$1.45	$1.91		$1.91

33000000.033000000.0515000005150000057700000100000057800000573000001000000574000000.570.570.900.9083700000083700000109700000109700000057700000057700000573000001000000574000001.451.451.911.91

INCOME TAX EXPENSE

	Quarter Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Millions				
Current Income Tax Expense				
Federal (a)	$3.3	$3.0	$6.8	$8.6
State	3.2	3.2	6.6	5.4
Total Current Income Tax Expense	$6.5	$6.2	$13.4	$14.0
Deferred Income Tax Expense (Benefit)				
Federal (b)	$(5.0)	$(7.8)	$(10.0)	$(16.1)
State	0.1	1.3	2.5	3.4
Investment Tax Credit Amortization				

height:100%">(0.2)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(0.1)</td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:middle">(0.5)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle">
</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">(0.2)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt
solid #000;padding:2px 1pt 2px 25.75pt;text-align:left;vertical-align:middle">Total Deferred Income Tax Benefit</td><td
colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle">$(5.1)</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3"
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle">$(6.6)
</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle">$(8.0)</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3"
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle">$(12.9)
</td></tr><tr><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">Total Income Tax Expense (Benefit)</td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3"
style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$1.4</td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt
solid #000;padding:2px 1pt;text-align:right;vertical-align:middle">$(0.4)</td><td colspan="3" style="background-
color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle">
$5.4</td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid
#000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$1.1</td></tr></table></div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:9pt;font-style:italic;font-weight:400;line-height:120%">(a)For the six months ended
June 30, 2024 and 2023, the federal current tax expense is partially offset by production tax credits.</div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:9pt;font-style:italic;font-weight:400;line-height:115%">(b)For the
six months ended June 30, 2024 and 2023, the federal deferred income tax benefit is primarily due to production tax credits.</div><div style="text-align:justify">
</div><div style="text-align:justify">The Company's tax provision for interim periods is determined using an estimate of its annual effective tax rate, adjusted for discrete items
arising in that quarter. In each quarter, the Company updates its estimate of the annual effective tax rate and if the estimated annual effective tax rate changes, the Company would make a cumulative adjustment in that quarter.</div><div
style="text-align:justify">
</div><div style="text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td
style="width:60.246%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.684%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td
style="width:1.0%"></td><td style="width:7.684%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.709%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.713%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-
align:bottom">Quarter Ended</td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Reconciliation of Taxes from Federal Statutory</td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-
align:bottom">June 30,</td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Rate to Total Income Tax Expense</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:middle">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-
align:middle">2023</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:middle">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-
align:middle">2023</td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-
align:left;vertical-align:bottom">Millions</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td>
<td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-
align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3"
style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"> </td></tr><tr><td colspan="3"
style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Income Before Income Taxes</td>
<td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$21.1 </td>
<td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">$40.3 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:left;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$62.1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2"
style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$79.4 </td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td
colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td>
</tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Statutory Federal
Income Tax Rate</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">21 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%
</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">21 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">%</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">21 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-
align:left;vertical-align:bottom">Income Taxes Computed at Statutory Federal Rate</td><td colspan="2"
style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$4.4 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid
#000000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$8.5 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="2" style="background-
color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$13.0 </td><td
style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2"
style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$16.7 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-
align:left;vertical-align:bottom">Increase (Decrease) in Income Tax Due to:</td><td colspan="3" style="background-
color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-
align:bottom">State Income Taxes – Net of Federal Income Tax Benefit</td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.5 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">3.6 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.1
</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">7.0 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-
color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="padding-left:11.25pt">Production Tax Credits
(a)</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">(5.1)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10.2)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(16.7)</td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">(20.6)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="padding-left:11.25pt"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Investment Tax Credits (a)</div>
</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(0.9)
</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">(1.4)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">(1.2)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2"
style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3.6)</td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Regulatory Differences – Excess Deferred Tax</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">(2.2)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2.4)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5.7)</td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">(5.2)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Non-Controlling Interest in Subsidiaries</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">2.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">2.1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">
5.2 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">5.9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt
2px 12.25pt;text-align:left;vertical-align:bottom">AFUDC - Equity</td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(0.3)</td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(0.9)
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Transaction Costs</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">3.3 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0
1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">
— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.3 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px
12.25pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">(2.7)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(0.6)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.3 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">0.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Total Income Tax Expense (Benefit)</td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$1.4 </td><td style="background-color:#cceeff;border-
bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:0 1pt"></td><td
colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$(0.4)</td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$5.4 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-
align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$1.1 </td><td style="background-color:#cceeff;border-
bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr></table></div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:9pt;font-style:italic;font-weight:400;line-height:120%">(a)For
the six months ended June 30, 2024 and 2023, the credits are presented net of any estimated discount on the sale of certain credits. </div><div style="text-align:justify">
</div><div style="text-align:justify">For the six months ended June 30, 2024, the effective tax rate was 8.7 percent (1.4 percent for the six months ended June 30, 2023). The
effective tax rates for 2024 and 2023 were primarily impacted by production tax credits.</div><div style="text-align:justify">
</div><div style="text-align:justify"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:700;line-height:120%">Uncertain Tax Positions. As of June 30, 2024, we had
gross unrecognized tax benefits of $1.1 million ($1.1 million as of December 31, 2023). Of the total gross unrecognized tax benefits, $0.6 million represents the amount of unrecognized tax benefits included on the Consolidated Balance Sheet that, if
recognized, would favorably impact the effective income tax rate. The unrecognized tax benefit amounts have been presented as an increase to the net deferred tax liability on the Consolidated Balance Sheet.</div><div style="text-align:justify">
NOTE 8. INCOME TAX EXPENSE (Continued)</div><div style="text-align:justify">
</div><div
style="text-align:justify">ALLETE and its subsidiaries file a consolidated federal income tax return as well as combined and separate
state income tax returns in various jurisdictions. ALLETE is currently under examination by the state of Minnesota for the tax years 2020 through 2022. ALLETE has no open federal audits and is no longer subject to federal examination for years before

2021 or state examination for years before 2020. Additionally, the statute of limitations related to the federal tax credit carryforwards will remain open until those credits are utilized in subsequent returns.</div><div style="margin-bottom:1pt;margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.841%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.671%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.671%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.695%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.702%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Quarter Ended</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:middle">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:middle">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:middle">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:middle">2023</td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle">Millions</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle"> </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Current Income Tax Expense</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle"><div style="padding-left:11.25pt">Federal (a)</div></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:middle">$3.3</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:middle">$3.0</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:middle">$6.8</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:middle">$8.6</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">State</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:middle">3.2</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:middle">3.2</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:middle">6.6</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:middle">5.4</td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 25.75pt;text-align:left;vertical-align:middle">Total Current Income Tax Expense</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle">$6.5</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle">$6.2</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle">$13.4</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle">$14.0</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:middle">Deferred Income Tax Expense (Benefit)</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle"> </td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle"> </td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle"> </td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle"> </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle"><div style="padding-left:11.25pt">Federal (b)</div></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:middle">$(5.0)</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:middle">$(7.8)</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:middle">$(10.0)</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:middle">$(16.1)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">State</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">0.1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">1.3 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">2.5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">3.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Investment Tax Credit Amortization</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(0.2)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(0.1)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(0.5)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(0.2)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 25.75pt;text-align:left;vertical-align:middle">Total Deferred Income Tax Benefit</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle">$(5.1)</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle">$(6.6)</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle">$(8.0)</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle">$(12.9)</td></tr><tr><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Total Income Tax Expense (Benefit)</td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle">$1.4</td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle">$(0.4)</td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle">$5.4</td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle">$1.1</td></tr></table></div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt">(a)For the six months ended June 30, 2024 and 2023, the federal current tax expense is partially offset by production tax credits.</div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt">(b)For the six months ended June 30, 2024 and 2023, the federal deferred income tax benefit is primarily due to production tax credits.</div>33000003000000.06800000860000032000003200000660000054000006500000620000013400000140000000.0-5000000.0-7800000-10000000.0-16100000100000130000025000003400000-200000-100000-500000-200000-5100000-6600000-8000000.0-12900000140000-4000005400000110000<div style="text-align:justify">The Company's tax provision for interim periods is determined using an estimate of its annual effective tax rate, adjusted for discrete items arising in that quarter. In each quarter, the Company updates its estimate of the annual effective tax rate and if the estimated annual effective tax rate changes, the Company would make a cumulative adjustment in that quarter.</div>In each quarter, the Company updates its estimate of the annual effective tax rate and if the estimated annual effective tax rate changes, the Company would make a cumulative adjustment in that quarter.<div style="text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:60.246%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.684%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.684%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.709%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.713%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Quarter Ended</td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Reconciliation of Taxes from Federal Statutory</td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Rate to Total Income Tax Expense</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:middle">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:middle">2023</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:middle">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:middle">2023</td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Millions</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"> </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Income Before Income Taxes</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$21.1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$40.3 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$62.1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$79.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Statutory Federal Income Tax Rate</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Income Taxes Computed at Statutory Federal Rate</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$4.4 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$8.5 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$13.0 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$16.7 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Increase (Decrease) in Income Tax Due to: </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">State Income Taxes - Net of Federal Income Tax Benefit</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.6 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.0 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="padding-left:11.25pt"><span style="color:#000000;font-family:'Times New

Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Production Tax Credits (a)</div>
</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5.1)
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">(10.2)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">(16.7)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(20.6)</td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="padding-left:11.25pt">
Investment Tax Credits<span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-
style:italic;font-weight:400;line-height:100%"> (a)</div></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">(0.9)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td>
<td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1.4)</td>
<td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(1.2)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">(3.6)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-
align:bottom">Regulatory Differences - Excess Deferred Tax</td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2.2)</td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">(2.4)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5.7)
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">(5.2)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Non-Controlling Interest in Subsidiaries</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">2.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">2.1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">
5.2 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">5.9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt
2px 12.25pt;text-align:left;vertical-align:bottom">AFUDC - Equity</td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(0.3)</td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(0.9)
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Transaction Costs</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">3.3 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0
1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">
— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.3 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px
12.25pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">(2.7)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(0.6)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.3 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">0.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Total Income Tax Expense (Benefit)</td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$1.4 </td><td style="background-color:#cceeff;border-
bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:0 1pt"></td><td
colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$(0.4)</td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$5.4 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-
align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$1.1 </td><td style="background-color:#cceeff;border-
bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr></table></div><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-style:italic;font-
weight:400;line-height:120%">(a)For the six months ended June 30, 2024 and 2023, the credits are presented net of any estimated discount on the sale of certain
credits.211000000403000000621000000794000000.210.210.210.214400000085000000130000000.016700000025000000360000007100000007000000.051000000102000000167000000206000000900000014000000120000003600000-2200000-2400000-5700000-5200000-
2400000-2100000-5200000-5900000-3000000-9000000330000000330000000-2700000-600000130000009000001400000-400000540000011000000.0870.014110000001100000600000The unrecognized tax benefit amounts have been presented as an increase
to the net deferred tax liability on the Consolidated Balance Sheet.PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS<div style="margin-bottom:1pt;margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-
bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:61.509%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.697%"></td><td style="width:0.1%"></td><td
style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.697%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.697%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td
style="width:7.701%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">Components of Net Periodic Benefit Cost (Credit)</td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:700;line-height:100%">Pension</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:700;line-height:100%">Other
Postretirement</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:top">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-
align:top">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-
align:center;vertical-align:top">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3"
style="padding:2px 1pt;text-align:center;vertical-align:top">2023</td></tr><tr><td colspan="3" style="border-top:1pt
solid #000;padding:2px 1pt;text-align:left;vertical-align:top">Millions</td><td colspan="3" style="border-top:1pt solid
#000000;padding:2px 1pt;text-align:left;vertical-align:top"> </td><td colspan="3" style="border-top:1pt solid
#000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-
align:left;vertical-align:top"> </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-
align:left;vertical-align:middle">Quarter Ended June 30,</td><td colspan="3" style="background-color:#cceeff;padding:2px
1pt;text-align:left;vertical-align:middle"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> </td><td colspan="3"
style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle">Service Cost</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">
$1.7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td
colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$1.6 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$0.4 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle">$0.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:left;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"><div><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">Non-Service Cost Components (a)</div></td><td colspan="3"
style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td>
</tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:middle">Interest
Cost</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">9.6 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">10.1 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:middle">0.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle">
</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">1.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt
2px 7.75pt;text-align:left;vertical-align:middle">Expected Return on Plan Assets</td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(11.2)</td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:middle">(11.0)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(2.8)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">(2.8)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-
align:middle">Amortization of Prior Service Credits</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px
1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">(2.9)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(1.7)</td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:middle">Amortization of Net Loss (Gain)</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle">1.6 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">1.5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3"
style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">(0.8)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(0.6)</td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td
colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3"
style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:middle">Net Periodic Benefit
Cost (Credit)</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$1.7 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid
#000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$2.2 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-
top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$(5.2)</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px
1pt;text-align:right;vertical-align:middle">$(3.1)</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:middle">Six Months Ended June 30,</td><td colspan="3"
style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid
#000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3"
style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px
1pt;text-align:left;vertical-align:middle">Service Cost</td><td colspan="2" style="background-color:#ffffff;padding:2px 0
2px 1pt;text-align:right;vertical-align:middle">$3.3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$3.2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-
color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$0.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$1.1 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"><div><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Non-Service Cost Components (a)
</div></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3"
style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">Interest Cost </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">19.3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">20.2 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-

align:right;vertical-align:middle">1.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">3.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td
colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:middle">Expected Return on
Plan Assets </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">(22.4)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(21.9)</td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:middle">(5.6)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle">
</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(5.6)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-
color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:middle">Amortization of Prior Service Credits </td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(5.8)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">(3.5)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px
7.75pt;text-align:left;vertical-align:middle">Amortization of Net Loss (Gain)</td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">3.2 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:middle">2.9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle">
</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(1.6)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0
1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(1.1)
</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td>
</tr><tr><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Net Periodic Benefit Cost (Credit)</td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-
align:middle">$3.4 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid
#000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="2" style="background-
color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$4.4 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-
bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle">$(10.3)</td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0
1pt"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$(6.1)</td></tr></table></div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-
style:italic;font-weight:400;line-height:120%">(a)These components of net periodic
benefit cost (credit) are included in the line item “Other” under Other Income (Expense) on the Consolidated Statement of Income. </div><div>
</div><div style="text-align:justify"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:120%">Employer Contributions. For the
six months ended June 30, 2024, we contributed $25.0 million in cash to the defined benefit pension plans ($6.5 million for the six months ended June 30, 2023); we do not expect to make additional contributions to our defined benefit pension plans in
2024. For the six months ended June 30, 2024, and 2023, we made no contributions to our other postretirement benefit plans; we do not expect to make any contributions to our other postretirement benefit plans in 2024.</div><div
style="margin-bottom:1pt;margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:61.509%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.697%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td
style="width:7.697%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.697%"></td><td style="width:0.1%"></td><td
style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.701%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-
align:left;vertical-align:bottom">Components of Net Periodic Benefit Cost (Credit)</td><td colspan="9" style="padding:2px
1pt;text-align:center;vertical-align:bottom">Pension</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9"
style="padding:2px 1pt;text-align:center;vertical-align:bottom">Other
Postretirement</td></tr><tr><td colspan="3"
style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:top">2024</td><td
colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:top">2023
</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:700;line-height:100%">2023</td></tr><tr><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:700;line-height:100%">Millions</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid
#000000;padding:2px 1pt;text-align:left;vertical-align:top"> </td><td colspan="3" style="border-top:1pt solid
#000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%"> </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">Quarter Ended June 30,</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-
color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> </td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%"> </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">Service Cost</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$1.7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$1.6 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle">$0.4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$0.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr><td colspan="3"
style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"><div>Non-Service Cost Components
(a)</div></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3"
style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px
1pt 2px 7.75pt;text-align:left;vertical-align:middle">Interest Cost</td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">9.6 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:middle">10.1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle">
</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">0.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">1.5 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:middle">Expected Return on Plan Assets</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle">(11.2)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(11.0)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td
colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">(2.8)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td>
<td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(2.8)</td>
<td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:middle">Amortization of Prior Service Credits</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">(2.9)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(1.7)</td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:middle">Amortization of Net Loss (Gain)</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle">1.6 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">1.5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3"
style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">(0.8)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(0.6)</td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td
colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3"
style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:middle">Net Periodic Benefit
Cost (Credit)</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$1.7 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid
#000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$2.2 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-
top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$(5.2)</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px
1pt;text-align:right;vertical-align:middle">$(3.1)</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:middle">Six Months Ended June 30,</td><td colspan="3"
style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid
#000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3"
style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px
1pt;text-align:left;vertical-align:middle">Service Cost</td><td colspan="2" style="background-color:#ffffff;padding:2px 0
2px 1pt;text-align:right;vertical-align:middle">$3.3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$3.2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-
color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$0.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$1.1 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"><div><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Non-Service Cost Components (a)
</div></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3"
style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">Interest Cost </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">19.3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">20.2 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle">1.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">3.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td
colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:middle">Expected Return on
Plan Assets </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">(22.4)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(21.9)</td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:middle">(5.6)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle">
</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(5.6)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-
color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:middle">Amortization of Prior Service Credits </td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(5.8)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">(3.5)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px
7.75pt;text-align:left;vertical-align:middle">Amortization of Net Loss (Gain)</td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">3.2 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:middle">2.9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle">
</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New

Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(1.6)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(1.1) </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:middle">Net Periodic Benefit Cost (Credit)</td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$3.4 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$4.4 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle">$(10.3)</td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:middle">$(6.1)</td></tr></table></div>(a)These components of net periodic benefit cost (credit) are included in the line item “Other” under Other Income (Expense) on the Consolidated Statement of Income.17000001600000400000500000960000010100000900000150000011200000110000000.02800000280000000-2900000-1700000-1600000-15000008000000600000017000002200000-5200000-31000003300000320000080000001100000193000002020000019000003000000.0224000002190000056000005600000000-5800000-3500000-3200000-29000001600000110000034000004400000-10300000-6100000250000006500000000BUSINESS SEGMENTS<div style="text-align:justify">We present two reportable segments: Regulated Operations and ALLETE Clean Energy. We measure performance of our operations through budgeting and monitoring of contributions to consolidated net income by each business segment. </div><div>
</div><div style="text-align:justify">Regulated Operations includes three operating segments which consist of our regulated utilities, Minnesota Power and SWL&P, as well as our investment in ATC. ALLETE Clean Energy is our business focused on developing, acquiring and operating clean and renewable energy projects. We also present Corporate and Other which includes New Energy, a renewable energy development company, BNI Energy, our coal mining operations in North Dakota, ALLETE Properties, our legacy Florida real estate investment, along with our investment in Nobles 2, South Shore Energy, our non-rate regulated, Wisconsin subsidiary developing NTEC, other business development and corporate expenditures, unallocated interest expense, a small amount of non-rate base generation, land holdings in Minnesota, and earnings on cash and investments. </div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt">NOTE 10. BUSINESS SEGMENTS (Continued)</div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt">
</div><div style="text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.807%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.684%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.684%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:1.996%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.563%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.566%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="6" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Quarter Ended</td><td colspan="3" style="padding:0 1pt"></td><td colspan="6" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="6" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td> <td colspan="3" style="padding:0 1pt"></td><td colspan="6" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle">Millions</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Operating Revenue</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:middle">Regulated Operations</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Residential</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$37.1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$36.0 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$88.6 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$85.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Commercial</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">43.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">44.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">93.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">91.7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Municipal</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">7.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">7.6 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">16.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"> 16.5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr> <tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Industrial</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">146.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">140.2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">306.3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">285.1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Other Power Suppliers</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">30.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">36.3 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">70.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"> </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">72.2 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td> <td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">14.3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"> </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">28.1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">42.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">53.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:middle">Total Regulated Operations</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">279.8 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">292.2 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">618.1 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">604.8 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr style="height:12pt"><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:middle">ALLETE Clean Energy </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle"> Long-term PSA</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">14.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"> </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">13.2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">32.3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">31.6 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Sale of Wind Energy Facilities</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">166.6 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"> — </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">348.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Other</td> <td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">1.2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">1.3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">2.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">2.6 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:middle">Total ALLETE Clean Energy</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">15.7 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">181.1 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">34.8 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">382.6 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td> </tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr style="height:12pt"><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td></tr> <tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:middle">Corporate and Other</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Long-term Contract</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">27.3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">23.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">52.7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">49.4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Sale of Renewable Development Projects</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">25.6 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"> 32.6 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">39.5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">52.4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">6.1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">3.6 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-

align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">12.7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">9.1 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:middle">
Total Corporate and Other</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px
0 2px 1pt;text-align:right;vertical-align:middle">59.0 </td><td style="background-color:#cceeff;border-top:1pt solid
#000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">60.1 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td
colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">104.9 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-
align:middle"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">110.9 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="display:none"></td><td
colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3"
style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 37pt;text-align:left;vertical-align:middle">Total
Operating Revenue</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$354.5 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="2" style="background-
color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$533.4 </td><td
style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$757.8 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid
#000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$1,098.3 </td><td style="background-
color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle">
Net Income (Loss) Attributable to ALLETE</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid
#000000;padding:2px 1pt;text-align:right;vertical-align:middle"> </td><td colspan="3" style="background-
color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:middle"> </td><td colspan="3"
style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt
solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">Regulated Operations</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$33.7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle">$37.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$77.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$78.4 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr style="height:12pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td>
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color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">ALLETE Clean Energy</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">2.4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle">3.1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">6.2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">11.6 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr style="height:12pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-
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align:left;vertical-align:middle">Corporate and Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0
2px 1pt;text-align:right;vertical-align:middle">(3.1)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">10.6 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(0.4)</td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">19.7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3"
style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:700;line-height:100%">Total Net Income Attributable to ALLETE</td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-
align:middle">$33.0 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid
#000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">
$51.5 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid
#000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-
color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$83.7 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="2" style="background-
color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$109.7 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr><td colspan="3" style="display:none">
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style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div><div style="text-align:justify">
</div><div><table
style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:72.800%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td
style="width:11.949%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.951%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px
1pt;text-align:right;vertical-align:bottom">June 30,
2024</td><td colspan="3" style="padding:2px 1pt;text-
align:right;vertical-align:bottom">December 31,
2023</td></tr><tr><td colspan="3" style="background-
color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle">Millions</td><td
colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-
color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Assets</td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Regulated Operations </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:middle">$4,404.2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-
align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$4,335.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr style="height:12pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-
align:middle">ALLETE Clean Energy </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle">1,577.7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">1,594.1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr style="height:12pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt">
</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-
align:left;vertical-align:middle">Corporate and Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0
2px 1pt;text-align:right;vertical-align:middle">679.4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">727.3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid
#000000;border-top:1pt solid #000000;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:middle">Total Assets </td>
<td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$6,661.3 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="2"
style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$6,656.4 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr></table></div>BUSINESS
SEGMENTSWe present two reportable segments: Regulated Operations and ALLETE Clean Energy. We measure performance of our operations through budgeting and monitoring of contributions to consolidated net income by each business
segment.23We also present Corporate and Other which includes New Energy, a renewable energy development company, BNI Energy, our coal mining operations in North Dakota, ALLETE Properties, our legacy Florida real estate investment, along with
our investment in Nobles 2, South Shore Energy, our non-rate regulated, Wisconsin subsidiary developing NTEC, other business development and corporate expenditures, unallocated interest expense, a small amount of non-rate base generation, land
holdings in Minnesota, and earnings on cash and investments. <div style="padding-left:18pt;text-align:justify;text-indent:-18pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:120%">NOTE 10. BUSINESS SEGMENTS (Continued)</div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt">
</div><div style="text-align:center"><table style="border-collapse:collapse;display:inline-
table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.807%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.684%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.684%"></td><td style="width:0.1%"></td><td style="width:1.996%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td
style="width:8.563%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.566%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="6" style="padding:2px 1pt;text-
align:center;vertical-align:bottom">Quarter Ended</td><td colspan="3" style="padding:0 1pt"></td><td colspan="6"
style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended</td></tr><tr><td colspan="3"
style="padding:0 1pt"></td><td colspan="6" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td>
<td colspan="3" style="padding:0 1pt"></td><td colspan="6" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June
30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td
colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:2px
1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3"
style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:2px 1pt;text-
align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px
1pt;text-align:left;vertical-align:middle">Millions</td><td colspan="3" style="border-top:1pt solid #000000;padding:0
1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td
colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:700;line-height:100%">Operating Revenue</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3"
style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-
color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:middle">Regulated Operations</td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-
color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Residential</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">
$37.1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td
colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$36.0 </td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle">$88.6 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:left;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

```
weight:400;line-height:100%">$85.4 </span></td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-
align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Commercial</span></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px
1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">43.8 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">44.0 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">93.5 </span></td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">91.7 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3"
style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Municipal</span></td><td
colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">7.4 </span></td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">7.6 </span></td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">16.4 </span></td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">
<span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">16.5 </span></td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr>
<tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">Industrial</span></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">146.8 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">140.2 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle">
</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">306.3 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px
1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">285.1 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Other Power Suppliers</span></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">30.4 </span></td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">36.3 </span></td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">70.4 </span></td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle">
</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">72.2 </span>
</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td>
<td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-
align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Other</span></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">14.3 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle">
</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">28.1 </span>
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px
1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">42.9 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">53.9 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid
#000000;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Total Regulated Operations</span></td><td colspan="2"
style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">279.8 </span></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid
#000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">292.2 </span></td><td style="background-
color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-
color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">618.1 </span></td><td
style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">604.8 </span></td><td style="background-color:#cceeff;border-top:1pt solid
#000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr style="height:12pt"><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-
color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0
1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3"
style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">ALLETE Clean Energy</span>
</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3"
style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">
<span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Long-term PSA</span></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">14.5 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle">
</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">13.2 </span>
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px
1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">32.3 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">31.6 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-
align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Sale of Wind Energy Facilities</span></td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">— </span></td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">166.6 </span></td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0
1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">
— </span></td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">348.4 </span></td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td
colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Other</span></td>
<td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">1.2 </span></td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">1.3 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-
color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">2.5 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">2.6 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td
colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">Total ALLETE Clean Energy</span></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">15.7 </span></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2"
style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">181.1 </span></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid
#000000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">34.8 </span></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-
color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">382.6 </span></td><td
style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3"
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style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr style="height:12pt"><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td
colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-
top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td></tr>
<tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Corporate
and Other</span></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-
align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Long-term Contract</span></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">27.3 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">23.9 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">52.7 </span></td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">49.4 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3"
style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Sale of Renewable Development
Projects</span></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">25.6 </span></td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">
<span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">32.6 </span></td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td
colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">39.5 </span></td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px
1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">52.4 </span></td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Other</span></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">6.1 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">3.6 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">12.7 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">9.1 </span></td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:middle">
<span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Total Corporate and Other</span></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px
0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">59.0 </span></td><td style="background-color:#cceeff;border-top:1pt solid
#000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">60.1 </span></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td
colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">104.9 </span></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-
align:middle"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">110.9 </span></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="display:none"></td><td
colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3"
style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 37pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">Total
Operating Revenue</span></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$354.5 </span></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="2" style="background-
color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$533.4 </span></td><td
style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$757.8 </span></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid
#000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$1,098.3 </span></td><td style="background-
color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle">
<span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">Net Income (Loss) Attributable to ALLETE</span></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid
#000000;padding:2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%"> </span></td><td colspan="3" style="background-
color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%"> </span></td><td colspan="3"
style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt
solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">Regulated Operations</span></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$33.7 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$37.8 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$77.9 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$78.4 </span></td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr style="height:12pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td>
<td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">ALLETE Clean Energy</span></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">2.4 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">3.1 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">6.2 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">11.6 </span></td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr style="height:12pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td>
<td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-
align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Corporate and Other</span></td><td colspan="2" style="background-color:#ffffff;padding:2px 0
2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(3.1)</span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
```

weight:400;line-height:100%">10.6 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(0.4)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">19.7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:middle">Total Net Income Attributable to ALLETE</td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$33.0 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$51.5 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$83.7 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$109.7 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td 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</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:72.800%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.949%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.951%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">June 30,
2024</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">December 31,
2023</td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle">Millions</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Assets</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Regulated Operations </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$4,404.2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$4,335.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr style="height:12pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">ALLETE Clean Energy </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">1,577.7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">1,594.1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr style="height:12pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:middle">Corporate and Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">679.4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">727.3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:middle">Total Assets </td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$6,661.3 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">$6,656.4 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr></table></div>37100000036000000.08860000085400000438000000440000000.093500000091700000740000007600000164000001650000014680000014020000030630000028510000030400000363000007040000072200000143000002810000042900000539000000279800
310000010600000-40000019700000330000000.051500000083700000109700000440420000043350000001577700000159410000067940000072730000066613000006656400000AGREEMENT AND PLAN OF MERGER<div style="text-align:justify">On May 5, 2024, ALLETE entered into the Merger Agreement. Pursuant to the Merger Agreement, on the terms and subject to the conditions set forth therein, Alloy Merger Sub will merge with and into ALLETE, with ALLETE continuing as the surviving corporation in the Merger and becoming a subsidiary of Alloy Parent.</div><div style="text-align:justify">
</div><div style="text-align:justify">On July 10, 2024, ALLETE filed a definitive proxy statement relating to the Merger Agreement and notice of a special meeting of the shareholders to be held on August 21, 2024, at which shareholders of ALLETE will be asked to consider and vote upon a proposal to approve and adopt the Merger Agreement, among other matters.</div><div style="text-align:justify">
</div><div style="text-align:justify">On July 19, 2024, the Company filed requests for approval of the Merger with the MPUC, PSCW and FERC. Approval of the Merger from these and other regulators is required for consummation of the Merger.</div><div style="text-align:justify">
</div><div style="text-align:justify">Subject to the terms and conditions set forth in the Merger Agreement, which has been unanimously approved by the board of directors of ALLETE, at the effective time of the Merger (Effective Time), each share of common stock, without par value, of ALLETE (ALLETE common stock) issued and outstanding immediately prior to the Effective Time (other than shares of ALLETE common stock held by any holder who properly exercises dissenters' rights under Minnesota law in respect of such shares and any shares of ALLETE common stock held by an affiliate of Alloy Parent) shall be converted into the right to receive $67.00 in cash, without interest (Merger Consideration). The aggregate equity value of the ALLETE common stock acquired by Parent will be approximately $3.9 billion as calculated as of May 5, 2024.</div><div style="text-align:justify">
</div><div style="text-align:justify">In addition, at the Effective Time, each restricted stock unit with respect to ALLETE common stock subject to time-based vesting that is outstanding immediately prior to the Effective Time (RSU) will be cancelled and converted into a contingent right to receive an amount in cash, without interest, equal to the Merger Consideration, payable (i) in the case of such right converted from unvested RSUs, upon the same vesting conditions as applied to the corresponding RSU or (ii) in the case of such right converted from vested RSUs, as soon as reasonably practicable following the closing date of the Merger (the Closing Date). Each performance share award with respect to ALLETE common stock that is outstanding and unvested immediately prior to the Effective Time will be cancelled and converted into a right to receive, without interest, the Merger Consideration multiplied by the number of shares of ALLETE common stock subject to the award, determined based on attainment of the greater of target and actual performance as of the last business day immediately preceding the Closing Date. A pro rata portion (based on the elapsed portion of the performance period at that time) of the converted performance share awards will be paid out as soon as reasonably practicable following the Closing Date, with the remainder of the award being subject to time-vesting for the remainder of the applicable performance period. Further, purchase rights accumulated during the offering period in effect under the Company's ESPP immediately prior to closing will be automatically exercised into shares of ALLETE common stock no later than five business days prior to the Closing Date, and the ESPP will be terminated as of immediately prior to the Closing Date.</div>Consummation of the Merger is subject to various closing conditions, including: (1) approval of the shareholders of ALLETE; (2) receipt of all required regulatory approvals without the imposition of a Burdensome Condition (as defined in the Merger Agreement); (3) absence of any law or order prohibiting the consummation of the Merger; (4) subject to materiality qualifiers, the accuracy of each party's representations and warranties; (5) each party's compliance in all material respects with its obligations and covenants under the Merger Agreement; and (6) the absence of a material adverse effect with respect to the Company. The Merger Agreement contains certain termination rights for ALLETE and Alloy Parent, which were described in a Current Report of Form 8-K filed by ALLETE on May 6, 2024. In the Merger Agreement, among other things, ALLETE has agreed, subject to certain exceptions, to, and to cause each of its subsidiaries to conduct its business in the ordinary course, consistent with past practice, from the date of the Merger Agreement until the Effective Time, and not to take certain actions prior to the closing of the Merger without the prior written consent of Alloy Parent (which consent shall not be unreasonably withheld, conditioned or delayed, except where ALLETE seeks Alloy Parent's consent to enter into a material new line of business or cease operations of an existing material line of business). The Merger Agreement also provides that ALLETE may request that Alloy Parent purchase up to a total of $300 million of preferred stock of ALLETE in the second half of 2025, subject to certain parameters. If Alloy Parent declines to purchase the preferred stock, ALLETE will have the right to issue ALLETE common stock up to certain limits.67.0039000000005300000000falsefalsefalsefalse

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(VA:')X&VM>!YP":R J MT$@:@=(HE,90-#G0K@BT^VZS[!HMY49E>CS362E)CVBLQN/AU&[\.*T\]2LR M&?]&(LSLC%.=+=;\CG'!:9B'UP6;;?%]VQ^Z;6="%^X=:Z706EE-:Z[.?,\+ M]%-Q1RRW'?-Z6S#,=&93MYWZB,8L="9# M92S2F%6)=-(>?T"BANQ%
(5N')QYX0)%36@-*E42B- MH6AR#Q#*AH.6-ARHM@&E$2B-0FD,19,#+00.QZQP=$N5&G%CW,YML]I*4M/# M=II429/),)@V?]HI4U,D^,;T_3TT#U=H'FY_S:-*F+-LM>+YHD_V-%?4]Z"" MT@B41]$TAJ+)'4"H(BY:%7&AJ@B41J
T"J4Q%$T.M%!%7+,JTBE[NJK^X'O* M/+.VDE:[;5U80YIZ;8V9ZJPDY('*Y9XCB2(^\V:;R(UWU2)'2_M Y1&H#0*I3$438Z_4&%<'YTBH=(+E$:@-JE,11-#K207ESS]HQN*5+=&S%N MGQ6;:8W:$TR-D1.V451O%;13Y'MH&:[0,ERSEG$D1=ZDRTU1YKVFD<@]$C,H
MC4!I%$IC*)K<-80,XX[1.1*JMD!I!$JC4!I#T>1 "[7%-2[R.^;(B9]S_%"= M1^K,;$6OU)AY=JALKM*8N=7JN[W@-K?O5/\)$<,UBQC'3NEL-UI9]]EK]7N^ M6:^3F.?=3_68Z^Q]+"%I!$JC4!I#T>3MTD)\6QPTO2@(@N41J T"J4Q%$T. MM!!9/.:OEO2K!ERFE-
FECHK)1<2C=78-@]15%=$.7?$S TJU9%"Q/#,(H8Q M>W;-EN8Z>A]$2!J!TBB4QE T.?:-JTO@EY=@KR_!7F""O<($>XG)>^@MGM!; M//.NEV[9TM?,'95-_AHK5SG33316OCMLG]S16-5>VXJ9VW:J[X2$X9DEC/W. M-FN6\"BU:,KSIS^UWH-
N&8'2")1&H32&HLG1%3*+%Z)3(%1.@=((E$:A-(:B MR8S6II-(A@/%:V_)HKZ-WUN]5*H;4R;:U3OQ%WV;U"U/#,HH9FU.D^&X=J M%U :@=(HE,90-/E"8*%=^&CMPH=J%U :@=(HE,90-#G00KOPS=I%GVN^50G! M"91,JK.:.,K@HS'SE-VG5&(D+F/>_229N>[>QQ-
4\X#2*)3&4#2Y3PC-PT=K'CY4\X#2")1& MH32&HLF!%IJ';]8\NB7./:.Y]=1N9TV-(!&&RNZK;Y.HAN3YD[:6PLSM.M5O M0MOPOZ%MZ!??O4Z)F:OH?T.\/*Y.NCW=XRLWN7'$V==@905E4OQM4;M MO04:(U?9V*\U:L\VS8T^U:E"V0C,RD;'6UV9*7T/&2B-
0&D42F,HFAQ=H;D$ M+C@W!E!E!4HC4!J%TAB*)@=:*"N!^?*<[[JIHGJWD(_*>;"9QLJQE0FECJ7L MWZ(ZEN;.BN^A801"PPC,&L;QTV6!*B.$XZER>M',[]WY.U5*H96RFB;===0= M-T9#V;>-6X":-0[-J+.[X+;;6 35,* T J51*(VA:'+,A881H#6, *IA0&D$ M2J-0&D/1Y$
+#2,P:Q@]3I8%JOX03-MI5+,!PU;.E&FL'-M7]J_IS*IAK+V! MS=S"4STHU(S K&;HTZ,X53;+TC*/%F6/G G5-J T J51*(VA:')'$-I&@-8V M JBV :41*(U":0Q%D^_C+;2-L*NV8QQ9]WGV/[XHB^X9U/PE M^AY84!J!TBB4QE TN7,(!21$*R A5
&!T@B41]$TAJ+)@18*2&A60+IE4%5X M<(.VB#'36'F*<$MT5E-%]98!R'%A.A;K890_05*(U :A=(8BB8'NO&L&//M2;HE2,T#510I M6&/D]>E1-7(T$TS5:JK&;?B^=/NX7Z%M<@V:;E_SM?AT\,# M!*]VC\UK?7[MG,T?$.:/[QP,*_/YIA7=1_A2GA97PQZHJ>SBN>D2^?
P#@ M_DV9K7&PO=V]R:W-H965TW%M!9(PM3U'(3X MT3MCL)D\2/EH)S?1R/L H,C55@]%KC!0IAA0CCJ=)TZI#6<7?\JGY5Y$ZY M/#"-%U+\X)&)1\[@0B7+!=F+C=?L,L/\H9(;4-::U.R@2+7P)CB>VH^R,(IV M.?D9?
WP]#X)I<'L'X]M+F$W&M_#M"J;!_#]8PR>X94HQ6SL>0\MK=>!^<0F'!T<0[83Z4]*E2M3E:-7E:!4QVN_$ M(':-3[G-*UC;Y\|)6<"-P43_:D(NY3K-F,A3ARZ,AH5&MT_(\?3GO> MESVP[1]VO4_=OY#I&E5Q/#+%0SR&D.D8#JG*N8X@HV]1%.8(7MZM4IE%&6=0
MQ+''>.WW^D-WW<#6J=DZ>]F"IYR;+:R9R!'D$L:327 70"B3A'"IK<-'.I%D MI#!J(NJ\(6I_]KQFIF[-U-W+-&7//,D3@JCKMN%I1"(OT A1RG5W(+K-!+V: MH+>78/?@- 76QE^<&D0=)<952;KIKZ9:$834IPRH3? M;K4B/Z-))]+/2"]QN39V]=D0(+H(_$LW2A/V(\7+S_-
<_U M]3O/WL\^G)VUKEH/E]>[R$4-71+?2=S9)EX3_=KL A,N $OY9.']F"#U#P9E[F] M8ML(]N^X'KX#K'H@D O1"&P3:QCV"ZHU4_+&=*K!E?$9Y-7M^V5A%$X570;M M#ED[5#<39)RKA*DF3$!6IF%?L!3D*#Z=P5WGA0^@UGEF&@FGTUS22L/*HVX8
MV@D3X@Z>'C_3+>Y%NI&W*MFR:1I!==/2V [P;[)9[DW:SJMXO8(_YOK+W$Q' M5GTH47:K6,H757^1-@(P]@!GIT4AEI\%G\J,V*>+?2JG!8IKKE]@IK_[3I/F62*BDW1IO:/>95?K3CL MOI7DZJFR*]BIL3X2'+O(SBF(C$Y!Y$G49.\41,8G(++[9D_-EX@,CE]D>)S9
M]NOCVL:9<.M$V%@].'D/R \XQXMU4&\|YT)S6?=F/$F8?'8P-/2:CLT_JUO\ M9GS"4CH7^KX!!V3=_LX2/L_B9M0M+$0]:MW^!M,+HN;8;V)QF; %2T9U5TW' M5=,S#1.UOL!A%[FI+C>"^5C,C0"&Q<$48#[6"XOS/\VGA\['8IBVGA/IH3X] MU,=ZN9!1]
<'BN'UB<[EG&L=A&$78BHY&3@4C;-VB"+YN-DP;>&!Q(-++UAK/ M-EXA^^L R^F^"L%FBE*NQS $P(L M !?3T\$MP>:4#M.*2VBZD8_1!2:5K5N %(MB6/:(7->=I3W;+T]!;X"O.DQQ0FE(2S,. M\,W2?S+W\PPU1>5*(Y5;&GC3Y?
YVX$G1H2)8%II%R=.B':5_'".:2#QO[.S[F\UNE M?CQ6U0_VSZXH]7CP7-VE=IEM=E53T/]HD2VT<]" MU+MB:(]&E\-=)LO!E_'>ZW4$.Y4M[+)7]>6C+&3] M/AZTOPLQ8#M9RIW*3;CP6C]'/U=E\I^;,JZZQ(__,+X*<_)A;U]7,UG40DVS6LQ5 MM7^1Y5-S&_,40_
8;3T'9:@,%:DK=2G- !9L6CQ E"I-H$4S]E$_9G;_P MPPEGR3WG*5N7V1Y V@BD?4;([S: =!!(YP,AD]1LECQ,631C03B)E@#212#= MY+Q'(R[-!^LD] Y!7".35N2#YW^L@!9#7".0U+62T MXK&?!@:5^:'!#.9A, LFO@'U)Y,(0-X@D#>TD#&?KQ=^&L7?V-)/4QXG