UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

☒ Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 30, 2019

or

☐ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from ______________ to ______________

Commission File Number **1-3548**

ALLETE, Inc.

(Exact name of registrant as specified in its charter)

Minnesota	**41-0418150**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

30 West Superior Street
Duluth, Minnesota 55802-2093
(Address of principal executive offices)
(Zip Code)

(218) 279-5000
(Registrant’s telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name of each exchange on which registered
Common Stock, without par value	**ALE**	**New York Stock Exchange**

Indicate 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. ☒ Yes ☐ No

Indicate 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). ☒ Yes ☐ No

Indicate 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 “large accelerated filer,” “accelerated filer”, “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ☒ Accelerated Filer ☐
Non-Accelerated Filer ☐ Smaller Reporting Company ☐
Emerging Growth Company ☐

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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

Common Stock, without par value,
51,655,541 shares outstanding
as of June 30, 2019

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Definitions

The following abbreviations or acronyms are used in the text. References in this report to "we," "us" and "our" are to ALLETE, Inc., and its subsidiaries, collectively.

Abbreviation or Acronym	**Term**
AFUDC	Allowance for Funds Used During Construction – the cost of both debt and equity funds used to finance regulated utility plant additions during construction periods
ALLETE	ALLETE, Inc.
ALLETE Clean Energy	ALLETE Clean Energy, Inc. and its subsidiaries
ALLETE Properties	ALLETE Properties, LLC and its subsidiaries
ALLETE Transmission Holdings	ALLETE Transmission Holdings, Inc.
ATC	American Transmission Company LLC
Bison	Bison Wind Energy Center
BNI Energy	BNI Energy, Inc. and its subsidiary
Boswell	Boswell Energy Center
Camp Ripley	Camp Ripley Solar Array
CIP	Conservation Improvement Program
Cliffs	Cleveland-Cliffs Inc.
Company	ALLETE, Inc. and its subsidiaries
CSAPR	Cross-State Air Pollution Rule
DC	Direct Current
EIS	Environmental Impact Statement
EITE	Energy-Intensive Trade-Exposed
EPA	United States Environmental Protection Agency
ESOP	Employee Stock Ownership Plan
FASB	Financial Accounting Standards Board
FERC	Federal Energy Regulatory Commission
Form 10-K	ALLETE Annual Report on Form 10-K
Form 10-Q	ALLETE Quarterly Report on Form 10-Q
GAAP	Generally Accepted Accounting Principles in the United States of America
GHG	Greenhouse Gases
GNTL	Great Northern Transmission Line
Husky Energy	Husky Energy Inc.
Invest Direct	ALLETE's Direct Stock Purchase and Dividend Reinvestment Plan
IRP	Integrated Resource Plan
Item ___	Item ___ of this Form 10-Q
kV	Kilovolt(s)
kW / kWh	Kilowatt(s) / Kilowatt-hour(s)
Laskin	Laskin Energy Center
Manitoba Hydro	Manitoba Hydro-Electric Board
Minnesota Power	An operating division of ALLETE, Inc.
Minnkota Power	Minnkota Power Cooperative, Inc.
MISO	Midcontinent Independent System Operator, Inc.
MMTP	Manitoba-Minnesota Transmission Project
Montana-Dakota Utilities	Montana-Dakota Utilities Co., a subsidiary of MDU Resources Group, Inc.
Moody's	Moody's Investors Service, Inc.
MPCA	Minnesota Pollution Control Agency

Abbreviation or Acronym	Term
MPUC	Minnesota Public Utilities Commission
MW / MWh	Megawatt(s) / Megawatt-hour(s)
NAAQS	National Ambient Air Quality Standards
NDPSC	North Dakota Public Service Commission
Nobles 2	Nobles 2 Power Partners, LLC
NOL	Net Operating Loss
NOX	Nitrogen Oxides
Northern States Power	Northern States Power Company, a subsidiary of Xcel Energy Inc.
Northshore Mining	Northshore Mining Company, a wholly-owned subsidiary of Cleveland-Cliffs Inc.
Note ___	Note ___ to the Consolidated Financial Statements in this Form 10-Q
NPDES	National Pollutant Discharge Elimination System
NTEC	Nemadji Trail Energy Center
Oliver Wind I	Oliver Wind I Energy Center
Oliver Wind II	Oliver Wind II Energy Center
Palm Coast Park District	Palm Coast Park Community Development District in Florida
PolyMet	PolyMet Mining Corp.
PPA / PSA	Power Purchase Agreement / Power Sales Agreement
PPACA	Patient Protection and Affordable Care Act of 2010
PSCW	Public Service Commission of Wisconsin
SEC	Securities and Exchange Commission
Silver Bay Power	Silver Bay Power Company, a wholly-owned subsidiary of Cleveland-Cliffs Inc.
SO_2	Sulfur Dioxide
Square Butte	Square Butte Electric Cooperative, a North Dakota cooperative corporation
SWL&P	Superior Water, Light and Power Company
Taconite Harbor	Taconite Harbor Energy Center
TCJA	Tax Cuts and Job Act of 2017 (Public Law 115-97)
Town Center District	Town Center at Palm Coast Community Development District in Florida
U.S.	United States of America
U.S. Water Services	U.S. Water Services Holding Company and its subsidiaries
WTG	Wind Turbine Generator

Forward-Looking Statements

Statements in this report that are not statements of historical facts are considered "forward-looking" 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 "anticipates," "believes," "estimates," "expects," "intends," "plans," "projects," "likely," "will continue," "could," "may," "potential," "target," "outlook" 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:

- our ability to successfully implement our strategic objectives;
- global and domestic economic conditions affecting us or our customers;
- changes in and compliance with laws and regulations;
- changes in tax rates or policies or in rates of inflation;
- the outcome of legal and administrative proceedings (whether civil or criminal) and settlements;
- weather conditions, natural disasters and pandemic diseases;
- our ability to access capital markets and bank financing;
- changes in interest rates and the performance of the financial markets;
- project delays or changes in project costs;
- changes in operating expenses and capital expenditures and our ability to raise revenues from our customers in regulated rates or contract price increases at our Energy Infrastructure and Related Services and other businesses;
- the impacts of commodity prices on ALLETE and our customers;
- our ability to attract and retain qualified, skilled and experienced personnel;
- effects of emerging technology;
- war, acts of terrorism and cybersecurity attacks;
- our ability to manage expansion and integrate acquisitions;
- population growth rates and demographic patterns;
- wholesale power market conditions;
- 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;
- effects of competition, including competition for retail and wholesale customers;
- effects of restructuring initiatives in the electric industry;
- the impacts on our Regulated Operations segment of climate change and future regulation to restrict the emissions of GHG;
- effects of increased deployment of distributed low-carbon electricity generation resources;
- the impacts of laws and regulations related to renewable and distributed generation;
- pricing, availability and transportation of fuel and other commodities and the ability to recover the costs of such commodities;
- our current and potential industrial and municipal customers' ability to execute announced expansion plans;
- real estate market conditions where our legacy Florida real estate investment is located may not improve;
- the success of efforts to realize value from, invest in, and develop new opportunities in, our Energy Infrastructure and Related Services businesses; and
- factors affecting our Energy Infrastructure and Related Services businesses, including unanticipated cost increases, changes in legislation and regulations impacting the industries in which the customers served operate, the effects of weather, creditworthiness of customers, ability to obtain materials required to perform services, and changing market conditions.

Forward-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 ALLETE’s 2018 Form 10-K. 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 Form 10-Q and in other reports filed with the SEC that attempt to identify the risks and uncertainties that may affect ALLETE’s business.

PART I. FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

ALLETE
CONSOLIDATED BALANCE SHEET
Unaudited

	June 30, 2019	December 31, 2018
Millions		
Assets		
Current Assets		
Cash and Cash Equivalents	$203.1	$69.1
Accounts Receivable (Less Allowance of $1.1 and $1.7)	87.4	144.4
Inventories – Net	78.2	86.7
Prepayments and Other	28.6	34.1
Total Current Assets	397.3	334.3
Property, Plant and Equipment – Net	4,062.9	3,904.4
Regulatory Assets	391.2	389.5
Equity Investments	160.2	161.1
Goodwill and Intangible Assets – Net	1.1	223.3
Other Non-Current Assets	163.8	152.4
Total Assets	$5,176.5	$5,165.0
Liabilities and Shareholders' Equity		
Liabilities		
Current Liabilities		
Accounts Payable	$150.4	$149.8
Accrued Taxes	41.3	51.4
Accrued Interest	17.7	17.9
Long-Term Debt Due Within One Year	27.7	57.5
Other	59.5	128.5
Total Current Liabilities	296.6	405.1
Long-Term Debt	1,505.9	1,428.5
Deferred Income Taxes	213.5	223.6
Regulatory Liabilities	508.8	512.1
Defined Benefit Pension and Other Postretirement Benefit Plans	163.9	177.3
Other Non-Current Liabilities	282.8	262.6
Total Liabilities	2,971.5	3,009.2
Commitments, Guarantees and Contingencies (Note 7)		
Shareholders' Equity		
Common Stock Without Par Value, 80.0 Shares Authorized, 51.7 and 51.5 Shares Issued and Outstanding	1,433.3	1,428.5
Accumulated Other Comprehensive Loss	(26.9)	(27.3)
Retained Earnings	798.6	754.6
Total Shareholders' Equity	2,205.0	2,155.8
Total Liabilities and Shareholders' Equity	$5,176.5	$5,165.0

The accompanying notes are an integral part of these statements.

ALLETE
CONSOLIDATED STATEMENT OF INCOME
Unaudited

	Quarter Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Millions Except Per Share Amounts				
Operating Revenue				
Contracts with Customers – Utility	$249.8	$257.8	$532.0	$528.0
Contracts with Customers – Non-utility	37.7	80.4	109.8	162.4
Other – Non-utility	2.9	5.9	5.8	11.9
Total Operating Revenue	290.4	344.1	647.6	702.3
Operating Expenses				
Fuel, Purchased Power and Gas – Utility	87.9	96.5	197.7	197.4
Transmission Services – Utility	19.2	16.8	37.5	35.2
Cost of Sales – Non-utility	16.5	37.0	47.1	69.9
Operating and Maintenance	66.7	86.8	142.9	173.3
Depreciation and Amortization	50.2	56.1	102.1	101.9
Taxes Other than Income Taxes	13.7	14.4	27.3	30.7
Total Operating Expenses	254.2	307.6	554.6	608.4
Operating Income	36.2	36.5	93.0	93.9
Other Income (Expense)				
Interest Expense	(16.3)	(17.1)	(32.8)	(34.0)
Equity Earnings	4.8	4.3	10.4	9.0
Gain on Sale of U.S. Water Services	0.5	—	20.6	—
Other	4.2	2.2	11.6	4.3
Total Other Income (Expense)	(6.8)	(10.6)	9.8	(20.7)
Income Before Income Taxes	29.4	25.9	102.8	73.2
Income Tax Benefit	(4.8)	(5.4)	(1.9)	(9.1)
Net Income	$34.2	$31.3	$104.7	$82.3
Average Shares of Common Stock				
Basic	51.6	51.3	51.6	51.2
Diluted	51.7	51.5	51.7	51.4
Basic Earnings Per Share of Common Stock	$0.66	$0.61	$2.03	$1.61
Diluted Earnings Per Share of Common Stock	$0.66	$0.61	$2.02	$1.60

The accompanying notes are an integral part of these statements.

ALLETE
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
Unaudited

	Quarter Ended June 30,		Six Months Ended June 30,	
	2019	**2018**	**2019**	**2018**
Millions				
Net Income	$34.2	$31.3	$104.7	$82.3
Other Comprehensive Income (Loss)				
Unrealized Gain (Loss) on Securities				
Net of Income Tax Expense of $0.1, $–, $0.1 and $–	0.1	—	0.2	(0.1)
Defined Benefit Pension and Other Postretirement Benefit Plans				
Net of Income Tax Expense of $–, $0.1, $0.1 and $0.2	0.2	0.3	0.2	0.7
Total Other Comprehensive Income	0.3	0.3	0.4	0.6
Total Comprehensive Income	$34.5	$31.6	$105.1	$82.9

The accompanying notes are an integral part of these statements.

ALLETE
CONSOLIDATED STATEMENT OF CASH FLOWS
Unaudited

	Six Months Ended June 30,	
	2019	**2018**
Millions		
Operating Activities		
Net Income	$104.7	$82.3
AFUDC – Equity	(1.3)	(0.5)
Income from Equity Investments – Net of Dividends	(2.2)	(0.4)
Depreciation Expense	100.8	99.2
Amortization of PSAs	(5.8)	(11.9)
Amortization of Other Intangible Assets and Other Assets	3.2	5.0
Deferred Income Tax Benefit	(2.1)	(9.5)
Share-Based and ESOP Compensation Expense	3.3	3.3
Defined Benefit Pension and Postretirement Benefit Expense	2.1	4.3
Payments / Provision for Interim Rate Refund	(40.0)	8.8
Payments / Provision for Tax Reform Refund	(10.3)	6.7
Bad Debt Expense	(0.6)	0.7
Gain on Sale of U.S. Water Services	(20.6)	—
Changes in Operating Assets and Liabilities		
Accounts Receivable	34.0	1.7
Inventories	(9.5)	(3.2)
Prepayments and Other	3.3	2.8
Accounts Payable	(11.2)	8.1
Other Current Liabilities	(23.9)	(1.3)
Cash Contributions to Defined Benefit Pension Plans	(10.4)	(15.0)
Changes in Regulatory and Other Non-Current Assets	(11.9)	5.8
Changes in Regulatory and Other Non-Current Liabilities	(6.4)	7.5
Cash from Operating Activities	95.2	194.4
Investing Activities		
Proceeds from Sale of Available-for-sale Securities	6.0	7.2
Payments for Purchase of Available-for-sale Securities	(5.9)	(9.8)
Payments for Equity Investments	(4.6)	(3.9)
Return of Capital from Equity Investments	8.3	—
Proceeds from Sale of U.S. Water Services – Net of Transaction Costs and Cash Retained	264.2	—
Additions to Property, Plant and Equipment	(236.0)	(133.4)
Other Investing Activities	14.0	1.4
Cash from (for) Investing Activities	46.0	(138.5)
Financing Activities		
Proceeds from Issuance of Common Stock	1.5	10.7
Proceeds from Issuance of Long-Term Debt	100.0	72.0
Repayments of Long-Term Debt	(49.8)	(57.9)
Acquisition-Related Contingent Consideration Payments	(3.8)	—
Dividends on Common Stock	(60.7)	(57.4)
Other Financing Activities	(0.8)	(0.6)
Cash for Financing Activities	(13.6)	(33.2)
Change in Cash, Cash Equivalents and Restricted Cash	127.6	22.7
Cash, Cash Equivalents and Restricted Cash at Beginning of Period	79.0	110.1
Cash, Cash Equivalents and Restricted Cash at End of Period	$206.6	$132.8

The accompanying notes are an integral part of these statements.

ALLETE
CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY
Unaudited

	Quarter Ended June 30,		Six Months Ended June 30,	
	2019	**2018**	**2019**	**2018**
Millions Except Per Share Amounts				
Common Stock				
Balance, Beginning of Period	$1,431.1	$1,407.4	$1,428.5	$1,401.4
Common Stock Issued	2.2	8.0	4.8	14.0
Balance, End of Period	1,433.3	1,415.4	1,433.3	1,415.4
Accumulated Other Comprehensive Loss				
Balance, Beginning of Period	(27.2)	(27.9)	(27.3)	(28.2)
Other Comprehensive Income - Net of Income Taxes				
Unrealized Gain (Loss) on Debt Securities	0.1	—	0.2	(0.1)
Defined Benefit Pension and Other Postretirement Plans	0.2	0.3	0.2	0.7
Balance, End of Period	(26.9)	(27.6)	(26.9)	(27.6)
Retained Earnings				
Balance, Beginning of Period	794.8	717.8	754.6	695.5
Net Income	34.2	31.3	104.7	82.3
Common Stock Dividends	(30.4)	(28.7)	(60.7)	(57.4)
Balance, End of Period	798.6	720.4	798.6	720.4
Total Shareholders' Equity	$2,205.0	$2,108.2	$2,205.0	$2,108.2
Dividends Per Share of Common Stock	$0.5875	$0.56	$1.175	$1.12

The accompanying notes are an integral part of these statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – UNAUDITED

The accompanying unaudited Consolidated Financial Statements have been prepared in accordance with the instructions to Form 10-Q 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. Similarly, the December 31, 2018, Consolidated Balance Sheet was derived from audited financial statements, but does not include all disclosures required by GAAP. In management'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 six months ended June 30, 2019, are not necessarily indicative of results that may be expected for any other interim period or for the year ending December 31, 2019. For further information, refer to the Consolidated Financial Statements and notes included in our 2018 Form 10-K.

NOTE 1. OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES

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, 2019, restricted cash amounts included in Prepayments and Other on the Consolidated Balance Sheet include collateral deposits required under an ALLETE Clean Energy loan agreement. In prior periods presented, the amounts also include U.S. Water Services' standby letters of credit. The restricted cash amounts included in Other Non-Current Assets represent collateral deposits required under an ALLETE Clean Energy loan agreement and PSAs. In prior periods presented, the amounts also include deposits from a SWL&P customer in aid of future capital expenditures. 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, 2019**	**December 31, 2018**	**June 30, 2018**	**December 31, 2017**
Millions				
Cash and Cash Equivalents	$203.1	$69.1	$121.9	$98.9
Restricted Cash included in Prepayments and Other	0.9	1.3	2.3	2.6
Restricted Cash included in Other Non-Current Assets	2.6	8.6	8.6	8.6
Cash, Cash Equivalents and Restricted Cash on the Consolidated Statement of Cash Flows	$206.6	$79.0	$132.8	$110.1

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, 2019**	**December 31, 2018**
Millions		
Fuel *(a)*	$33.4	$26.0
Materials and Supplies	44.8	44.2
Raw Materials *(b)*	—	2.8
Work in Progress *(b)*	—	6.1
Finished Goods *(b)*	—	8.4
Reserve for Obsolescence *(b)*	—	(0.8)
Total Inventories – Net	$78.2	$86.7

(a) Fuel consists primarily of coal inventory at Minnesota Power.
(b) On March 26, 2019, ALLETE completed the sale of U.S. Water Services which resulted in the removal of the related inventory items from the Consolidated Balance Sheet.

NOTE 1. OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Other Non-Current Assets	**June 30, 2019**	**December 31, 2018**
Millions		
Contract Assets *(a)*	$29.2	$30.7
Finance Receivable *(b)*	—	10.4
Operating Lease Right-of-use Assets *(c)*	31.2	—
ALLETE Properties	22.6	24.4
Other	80.8	86.9
Total Other Non-Current Assets	$163.8	$152.4

(a) Contract Assets consist of payments made to customers as an incentive to execute or extend service agreements. The contract payments are being amortized over the term of the respective agreements as a reduction to revenue.
(b) Finance Receivable related to the 2016 sale of Ormond Crossings and Lake Swamp, which was collected in the second quarter of 2019.
(c) See Leases.

Other Current Liabilities	**June 30, 2019**	**December 31, 2018**
Millions		
Provision for Interim Rate Refund *(a)*	—	$40.0
PSAs	$12.4	12.6
Contract Liabilities *(b)*	—	7.6
Provision for Tax Reform Refund *(c)*	0.4	10.7
Contingent Consideration *(d)*	—	3.8
Operating Lease Liabilities *(e)*	7.2	—
Other	39.5	53.8
Total Other Current Liabilities	$59.5	$128.5

(a) Provision for Interim Rate Refund was refunded to Minnesota Power's retail customers in the second quarter of 2019.
(b) Contract Liabilities consist of deposits received as a result of entering into contracts with our customers prior to completing our performance obligations.
(c) Provision for Tax Reform Refund related to the income tax benefits of the TCJA in 2018 was refunded to Minnesota Power customers in the first quarter of 2019 and will be refunded to SWL&P customers in 2019 and 2020.
(d) Contingent Consideration related to the earnings-based payment resulting from the U.S. Water Services acquisition was paid in the first quarter of 2019.
(e) See Leases.

Other Non-Current Liabilities	**June 30, 2019**	**December 31, 2018**
Millions		
Asset Retirement Obligation	$142.7	$138.6
PSAs	70.7	76.9
Operating Lease Liabilities *(a)*	24.0	—
Other	45.4	47.1
Total Other Non-Current Liabilities	$282.8	$262.6

(a) See Leases.

NOTE 1. OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Supplemental Statement of Cash Flows Information.

Six Months Ended June 30,	2019	2018
Millions		
Cash Paid for Interest – Net of Amounts Capitalized	$33.8	$33.0
Noncash Investing and Financing Activities		
Increase (Decrease) in Accounts Payable for Capital Additions to Property, Plant and Equipment	$21.1	$(39.4)
Reclassification of Property, Plant and Equipment to Inventory *(a)*	—	$46.3
Recognition of Right-of-use Assets and Lease Liabilities *(b)*	$31.2	—
Capitalized Asset Retirement Costs	$1.4	$20.8
AFUDC–Equity	$1.3	$0.5

(a) In February 2018, Montana-Dakota Utilities exercised its option to purchase the Thunder Spirit II wind energy facility upon completion, resulting in a reclassification from Property, Plant and Equipment – Net to Inventories – Net for project costs incurred in the prior year.

(b) See Leases.

New Accounting Pronouncements.

Recently Adopted Pronouncements

Disclosure Update and Simplification. In November 2018, the SEC adopted amendments to certain disclosure requirements. The amendments adopted include requirements that interim financial statements should include comparative statements for the same period in the prior financial year, except that the requirement for comparative balance sheet information may be satisfied by presenting the year-end balance sheet. It further includes a requirement analyzing the changes in each caption of shareholders' equity either separately in a note or on the face of the financial statement. These amendments were effective for ALLETE in the first quarter of 2019. We have included the presentation of our Statement of Shareholders' Equity to meet these requirements.

Leases. In 2016, the FASB issued an accounting standard update which revised the existing guidance for leases. Under the revised guidance, lessees are required to recognize right-of-use assets and lease liabilities on the Consolidated Balance Sheet for leases with terms greater than 12 months. The new standard also requires additional qualitative and quantitative disclosures by lessees and lessors to enable users of the financial statements to assess the amount, timing and uncertainty of cash flows arising from leases. The accounting for leases by lessors and the recognition, measurement and presentation of expenses and cash flows from leases is not expected to significantly change as a result of the new guidance. The Company adopted this guidance in the first quarter of 2019 using the optional transition method and the package of practical expedients, which allowed for the adoption of the standard as of January 1, 2019, without restating previously disclosed information. Management elected the optional transition method of adoption due to the overall immateriality of the balance sheet gross up in the period of adoption. The package of practical expedients allowed management to not reassess the lease classification for leases, including those that had expired during the periods presented or that still existed at the time of adoption. We have included additional disclosures in the notes to the consolidated financial statements. (See *Leases*.)

Leases. We determine if a contract is, or contains, a lease at inception and recognize a right-of-use asset and lease liability for all leases with a term greater than 12 months. Our right-of-use assets and lease liabilities for operating leases are included in Other Non-Current Assets, Other Current Liabilities and Other Non-Current Liabilities, respectively, in our Consolidated Balance Sheet. We currently do not have any finance leases.

Right-of-use assets represent our right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the lease. Operating lease right-of-use assets and lease liabilities are recognized at the commencement date based on the estimated present value of lease payments over the lease term. As our leases do not provide an explicit rate, we determine the present value of future lease payments based on our estimated incremental borrowing rate using information available at the lease commencement date. The operating lease right-of-use asset includes lease payments to be made during the lease term and any lease incentives, as applicable.

NOTE 1. OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)
Leases (Continued)

Our leases may include options to extend or buy out the lease at certain points throughout the term, and if it is reasonably certain that we will exercise that option at lease commencement, we include those rental payments in our calculation of the right-of-use asset and lease liability. Lease and rent expense is recognized on a straight-line basis over the lease term. Leases with a term of 12 months or less are not recognized on the Consolidated Balance Sheet.

The majority of our operating leases are for heavy equipment, vehicles and land with fixed monthly payments which we group into two categories: Vehicles and Equipment; and Land and Other. Our largest operating lease is for the dragline at BNI Energy which includes a termination payment at the end of the lease term if we do not exercise our purchase option. The amount of this payment is $3 million and is included in our calculation of the right-of-use asset and lease liability recorded. None of our other leases contain residual value guarantees.

Additional information on the components of lease cost and presentation of cash flows were as follows:

	Quarter Ended June 30, 2019	Six Months Ended June 30, 2019
Millions		
Operating Lease Cost	$2.8	$5.7
Other Information:		
Operating Cash Flows From Operating Leases	$2.8	$5.7

Additional information related to leases was as follows:

	June 30, 2019
Millions	
Balance Sheet Information Related to Leases:	
Other Non-Current Assets	$31.2
Total Operating Lease Right-of-use Assets	$31.2
Other Current Liabilities	$7.2
Other Non-Current Liabilities	24.0
Total Operating Lease Liabilities	$31.2
Weighted Average Remaining Lease Term (Years):	
Operating Leases - Vehicles and Equipment	4
Operating Leases - Land and Other	29
Weighted Average Discount Rate:	
Operating Leases - Vehicles and Equipment	3.2%
Operating Leases - Land and Other	4.5%

NOTE 1. OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)
Leases (Continued)

Maturities of lease liabilities were as follows:

	June 30, 2019
Millions	
2019	$4.2
2020	7.9
2021	6.1
2022	4.9
2023	3.1
Thereafter	9.4
Total Lease Payments Due	35.6
Less: Imputed Interest	4.4
Total Lease Obligations	31.2
Less: Current Lease Obligations	7.2
Long-term Lease Obligations	$24.0

Sale of U.S. Water Services. On February 8, 2019, the Company entered into a stock purchase agreement providing for the sale of U.S. Water Services to a subsidiary of Kurita Water Industries Ltd. for a cash purchase price of $270 million. On March 26, 2019, ALLETE completed the sale and received approximately $265 million in cash at closing, net of transaction costs and cash retained. The Company recognized a gain on the sale of U.S. Water Services of $11.1 million after-tax in 2019.

ALLETE Clean Energy Asset Acquisition. On May 3, 2019, ALLETE Clean Energy acquired the Diamond Spring wind project in Oklahoma from Apex Clean Energy. ALLETE Clean Energy will build, own and operate the approximately 300 MW wind energy facility. The Diamond Spring wind project is fully contracted to sell wind power to Walmart Inc., Smithfield Foods, Inc. and Starbucks Corporation under long-term power sales agreements. Construction is expected to begin in late 2019 and be completed in the second half of 2020.

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

NOTE 2. REGULATORY MATTERS

Regulatory matters are summarized in Note 4. Regulatory Matters to the Consolidated Financial Statements in our 2018 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 $17.4 million for the six months ended June 30, 2019 ($52.1 million for six months ended June 30, 2018). With the implementation of final rates in Minnesota Power’s general rate case, certain revenue previously recognized under cost recovery riders was incorporated into base rates. (See *2016 Minnesota General Rate Case*.)

2016 Minnesota General Rate Case. The MPUC issued an order dated March 12, 2018, in Minnesota Power’s general rate case approving a return on common equity of 9.25 percent and a 53.81 percent equity ratio. Final rates went into effect on December 1, 2018, which is expected to result in additional revenue of approximately $13 million on an annualized basis. Interim rates were collected from January 1, 2017, through November 30, 2018, which were fully offset by the recognition of a corresponding reserve. Minnesota Power recorded a reserve for an interim rate refund, net of discounts provided to EITE customers, of $40.0 million as of December 31, 2018, which was refunded in the second quarter of 2019.

NOTE 2. REGULATORY MATTERS (Continued)
Electric Rates (Continued)

2018 Wisconsin General Rate Case. In an order dated December 20, 2018, the PSCW approved a rate increase for SWL&P including a return on equity of 10.4 percent and a 55.0 percent equity ratio. Final rates went into effect January 1, 2019, which is expected to result in additional revenue of approximately $1.3 million on an annualized basis.

Transmission Cost Recovery Rider. Minnesota Power has an approved cost recovery rider in place for certain transmission investments and expenditures. In a 2016 order, the MPUC approved Minnesota Power’s updated customer billing rates allowing Minnesota Power to charge retail customers on a current basis for the costs of constructing certain transmission facilities plus a return on the capital invested. On July 9, 2019, Minnesota Power filed a petition seeking MPUC approval to update the customer billing factor to include investments made for the GNTL.

Fuel Adjustment Clause Reform. In a December 2017 order, the MPUC adopted a program to implement certain procedural reforms to Minnesota utilities’ automatic fuel adjustment clause (FAC) for fuel and purchased power. With this order, the method of accounting for all Minnesota electric utilities changed to a monthly budgeted, forward-looking FAC with annual prudence review and true-up to actual allowed costs. On May 1, 2019, Minnesota Power filed its fuel adjustment forecast for 2020 with the MPUC.

Integrated Resource Plan. In a 2016 order, the MPUC approved Minnesota Power’s 2015 IRP with modifications. The order accepted Minnesota Power’s plans for the economic idling of Taconite Harbor Units 1 and 2 and the ceasing of coal-fired operations at Taconite Harbor in 2020, directed Minnesota Power to retire Boswell Units 1 and 2 no later than 2022, required an analysis of generation and demand response alternatives to be filed with a natural gas resource proposal, and required Minnesota Power to conduct requests for proposal for additional wind, solar and demand response resource additions. Minnesota Power retired Boswell Units 1 and 2 in the fourth quarter of 2018. Minnesota Power’s next IRP filing is due October 1, 2020.

In 2017, Minnesota Power submitted a resource package to the MPUC requesting approval of PPAs for the output of a 250 MW wind energy facility and a 10 MW solar energy facility as well as approval of a 250 MW natural gas capacity dedication agreement. The natural gas capacity dedication agreement was subject to MPUC approval of the construction of NTEC, a 525 MW to 550 MW combined-cycle natural gas-fired generating facility which will be jointly owned by Dairyland Power Cooperative and a subsidiary of ALLETE. Minnesota Power would purchase approximately 50 percent of the facility's output starting in 2025. In an order dated January 24, 2019, the MPUC approved Minnesota Power’s request for approval of the NTEC natural gas capacity dedication agreement. Separately, the MPUC required a baseload retirement evaluation in Minnesota Power’s next IRP filing analyzing its existing fleet, including potential early retirement scenarios of Boswell Units 3 and 4, as well as a securitization plan. On January 8, 2019, an application for a certificate of public convenience and necessity for NTEC was submitted to the PSCW. A decision on the application is expected in 2020.

Conservation Improvement Program. On April 1, 2019, Minnesota Power submitted its 2018 consolidated filing, which detailed Minnesota Power’s CIP program results and requested a CIP financial incentive of $2.8 million based upon MPUC procedures, which was approved by the MPUC in an order dated July 19, 2019. In 2018, the CIP financial incentive of $3.0 million was recognized in the third quarter upon approval by the MPUC of Minnesota Power’s 2017 CIP consolidated filing. CIP 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 guidance for the effect 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. With the exception of the regulatory asset for Boswell Units 1 and 2 net plant and equipment, no other regulatory assets are currently earning a return. 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, 2019	December 31, 2018
Millions		
Non-Current Regulatory Assets		
Defined Benefit Pension and Other Postretirement Benefit Plans	$216.5	$218.5
Income Taxes	102.2	105.5
Asset Retirement Obligations	32.3	32.6
Boswell 1 and 2 Net Plant and Equipment	13.5	16.3
Cost Recovery Riders	10.0	—
Manufactured Gas Plant	8.1	8.0
PPACA Income Tax Deferral	4.9	5.0
Other	3.7	3.6
Total Non-Current Regulatory Assets	$391.2	$389.5
Current Regulatory Liabilities *(a)*		
Provision for Interim Rate Refund *(b)*	—	$40.0
Transmission Formula Rates Refund	$3.1	4.4
Provision for Tax Reform Refund *(c)*	0.4	10.7
Total Current Regulatory Liabilities	3.5	55.1
Non-Current Regulatory Liabilities		
Income Taxes	386.2	396.4
Wholesale and Retail Contra AFUDC	70.6	64.4
Plant Removal Obligations	29.3	25.1
North Dakota Investment Tax Credits	12.3	14.7
Conservation Improvement Program	7.0	1.5
Transmission Formula Rates Refund	0.8	1.6
Cost Recovery Riders	—	6.9
Other	2.6	1.5
Total Non-Current Regulatory Liabilities	508.8	512.1
Total Regulatory Liabilities	$512.3	$567.2

(a) Current regulatory liabilities are presented within Other Current Liabilities on the Consolidated Balance Sheet.
(b) This amount was refunded to Minnesota Power's regulated retail customers in the second quarter of 2019.
(c) Provision for Tax Reform Refund related to the income tax benefits of the TCJA in 2018 was refunded to Minnesota Power customers in the first quarter of 2019 and will be refunded to SWL&P customers in 2019 and 2020.

NOTE 3. 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. In the six months ended June 30, 2019, we invested $2.7 million in ATC, and on July 31, 2019, we invested an additional $1.9 million. We expect to make approximately $4 million in additional investments in 2019.

ALLETE's Investment in ATC	
Millions	
Equity Investment Balance as of December 31, 2018	$128.1
Cash Investments	2.7
Equity in ATC Earnings	10.4
Distributed ATC Earnings	(8.2)
Amortization of the Remeasurement of Deferred Income Taxes	0.6
Equity Investment Balance as of June 30, 2019	$133.6

ATC's authorized return on equity is 10.32 percent, or 10.82 percent including an incentive adder for participation in a regional transmission organization.

NOTE 3. EQUITY INVESTMENTS (Continued)
Investment in ATC (Continued)

In 2016, a federal administrative law judge ruled on a complaint proposing a reduction in the base return on equity to 9.70 percent, or 10.20 percent including an incentive adder for participation in a regional transmission organization, subject to approval or adjustment by the FERC. A final decision from the FERC on the administrative law judge's recommendation is pending.

Investment in Nobles 2. Our wholly-owned subsidiary, ALLETE South Wind, owns 49 percent of Nobles 2, the entity that will own and operate 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. As of June 30, 2019, our equity investment in Nobles 2 was $26.6 million ($33.0 million at December 31, 2018). In the first quarter of 2019, Nobles 2 returned capital of $8.3 million based on its cash needs. We expect to make approximately $33 million in additional investments in 2019.

NOTE 4. GOODWILL AND INTANGIBLE ASSETS

As a result of completing the sale of U.S. Water Services on March 26, 2019, there was no goodwill recorded as of June 30, 2019 ($148.5 million at December 31, 2018).

The balance of intangible assets, net, as of June 30, 2019, is as follows:

	December 31, 2018	Amortization	Other *(b)*	June 30, 2019
Millions				
Intangible Assets				
Definite-Lived Intangible Assets				
Customer Relationships	$50.7	$(1.1)	$(49.6)	—
Developed Technology and Other *(a)*	7.5	(0.3)	(6.1)	$1.1
Total Definite-Lived Intangible Assets	58.2	(1.4)	(55.7)	1.1
Indefinite-Lived Intangible Assets				
Trademarks and Trade Names	16.6	n/a	(16.6)	—
Total Intangible Assets	$74.8	$(1.4)	$(72.3)	$1.1

(a) Developed Technology and Other includes patents, non-compete agreements, land easements and trade names with finite lives.
(b) On March 26, 2019, ALLETE completed the sale of U.S. Water Services which resulted in the removal of the related intangible assets from the Consolidated Balance Sheet.

Amortization expense for intangible assets was $1.4 million for the six months ended June 30, 2019 ($2.7 million for the six months ended June 30, 2018). The remaining definite-lived intangible assets will continue to be amortized ratably through 2028.

NOTE 5. 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 9. Fair Value to the Consolidated Financial Statements in our 2018 Form 10-K.

NOTE 5. FAIR VALUE (Continued)

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, 2019, and December 31, 2018. 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 listed on the Consolidated Balance Sheet approximates the carrying amount and therefore is excluded from the recurring fair value measures in the following tables.

	Fair Value as of June 30, 2019			
Recurring Fair Value Measures	**Level 1**	**Level 2**	**Level 3**	**Total**
Millions				
Assets				
Investments *(a)*				
Available-for-sale – Equity Securities	$10.9	—	—	$10.9
Available-for-sale – Corporate and Governmental Debt Securities *(b)*	—	$9.5	—	9.5
Cash Equivalents	1.1	—	—	1.1
Total Fair Value of Assets	$12.0	$9.5	—	$21.5
Liabilities				
Deferred Compensation *(c)*	—	$21.7	—	$21.7
Total Fair Value of Liabilities	—	$21.7	—	$21.7
Total Net Fair Value of Assets (Liabilities)	$12.0	$(12.2)	—	$(0.2)

	Fair Value as of December 31, 2018			
Recurring Fair Value Measures	**Level 1**	**Level 2**	**Level 3**	**Total**
Millions				
Assets				
Investments *(a)*				
Available-for-sale – Equity Securities	$12.2	—	—	$12.2
Available-for-sale – Corporate and Governmental Debt Securities	—	$8.0	—	8.0
Cash Equivalents	1.0	—	—	1.0
Total Fair Value of Assets	$13.2	$8.0	—	$21.2
Liabilities				
Deferred Compensation *(c)*	—	$19.8	—	$19.8
U.S. Water Services Contingent Consideration *(d)*	—	—	$3.8	3.8
Total Fair Value of Liabilities	—	$19.8	$3.8	$23.6
Total Net Fair Value of Assets (Liabilities)	$13.2	$(11.8)	$(3.8)	$(2.4)

(a) Included in Other Non-Current Assets on the Consolidated Balance Sheet.
(b) As of June 30, 2019, the aggregate amount of available-for-sale corporate and governmental debt securities maturing in one year or less was $3.1 million, in one year to less than three years was $3.9 million, in three years to less than five years was $1.6 million and in five or more years was $0.9 million.
(c) Included in Other Non-Current Liabilities on the Consolidated Balance Sheet.
(d) Included in Other Current Liabilities on the Consolidated Balance Sheet.

The Level 3 liability in the preceding table is related to the contingent consideration liability that resulted from the 2015 acquisition of U.S. Water Services. Based on the terms and conditions of the acquisition agreement, a final payout of $3.8 million was made in the first quarter of 2019 for the remaining outstanding shares.

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

NOTE 5. FAIR VALUE (Continued)

Financial Instruments	Carrying Amount	Fair Value
Millions		
Long-Term Debt, Including Long-Term Debt Due Within One Year		
June 30, 2019	$1,543.0	$1,684.3
December 31, 2018	$1,495.2	$1,534.6

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, 2019, and the year ended December 31, 2018, there were no triggering events or indicators of impairment for these non-financial assets.

NOTE 6. SHORT-TERM AND LONG-TERM DEBT

The following tables present the Company's short-term and long-term debt as of June 30, 2019, and December 31, 2018:

June 30, 2019	Principal	Unamortized Debt Issuance Costs	Total
Millions			
Short-Term Debt	$28.1	$(0.4)	$27.7
Long-Term Debt	1,514.9	(9.0)	1,505.9
Total Debt	$1,543.0	$(9.4)	$1,533.6

December 31, 2018	Principal	Unamortized Debt Issuance Costs	Total
Millions			
Short-Term Debt	$57.9	$(0.4)	$57.5
Long-Term Debt	1,437.3	(8.8)	1,428.5
Total Debt	$1,495.2	$(9.2)	$1,486.0

On January 10, 2019, ALLETE entered into an amended and restated $400 million credit agreement, as amended (Credit Agreement). The Credit Agreement is unsecured, has a variable interest rate and will expire in January 2024. At ALLETE's request and subject to certain conditions, the Credit Agreement may be increased by up to $150 million and ALLETE may make two requests to extend the maturity date, each for a one-year extension. Advances may be used by ALLETE for general corporate purposes, to provide liquidity in support of ALLETE's commercial paper program and to issue up to $100 million in letters of credit.

We had $56.3 million outstanding in standby letters of credit and no outstanding draws under our lines of credit as of June 30, 2019 ($18.4 million in standby letters of credit and no outstanding draws as of December 31, 2018).

On March 1, 2019, ALLETE issued and sold the following First Mortgage Bonds (the Bonds):

Maturity Date	Principal Amount	Interest Rate
March 1, 2029	$70 Million	4.08%
March 1, 2049	$30 Million	4.47%

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. ALLETE intends to use the proceeds from the sale of the Bonds to fund utility capital investment 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.

NOTE 6. SHORT-TERM AND LONG-TERM DEBT (Continued)

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, 2019, our ratio was approximately 0.42 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, 2019, ALLETE was in compliance with its financial covenants.

NOTE 7. COMMITMENTS, GUARANTEES AND CONTINGENCIES

Power Purchase 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 11. Commitments, Guarantees and Contingencies to the Consolidated Financial Statements in our 2018 Form 10-K, with additional disclosure provided in the following paragraphs.

Square Butte PPA. As of June 30, 2019, Square Butte had total debt outstanding of $301.9 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, 2019, was $41.1 million ($37.7 million for the six months ended June 30, 2018). 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 $4.2 million ($4.6 million for the same period in 2018). 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, it sold to Minnkota Power approximately 28 percent in 2019 and in 2018.

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 2019 and a portion of its coal requirements through December 2021. Minnesota Power also has coal transportation agreements in place for the delivery of a significant portion of its coal requirements through December 2021. 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.

Transmission. We continue to make investments in transmission opportunities that strengthen or enhance the transmission grid or take advantage of our geographical location between sources of renewable energy and end users. These include the GNTL, investments to enhance our own transmission facilities, investments in other transmission assets (individually or in combination with others) and our investment in ATC.

Great Northern Transmission Line. As a condition of the 250-MW long-term PPA entered into with Manitoba Hydro, construction of additional transmission capacity is required. As a result, Minnesota Power is constructing the GNTL, an approximately 220-mile 500-kV transmission line between Manitoba and Minnesota's Iron Range that was proposed by Minnesota Power and Manitoba Hydro in order to strengthen the electric grid, enhance regional reliability and promote a greater exchange of sustainable energy.

In a 2016 order, the MPUC approved the route permit for the GNTL, and in 2016, the U.S. Department of Energy issued a presidential permit to cross the U.S.-Canadian border, which was the final major regulatory approval needed before construction in the U.S. could begin. Construction activities commenced in the first quarter of 2017, and with construction on schedule, Minnesota Power expects the GNTL to be complete and in-service by mid-2020. The total project cost in the U.S., including substation work, is estimated to be approximately $750 million, of which Minnesota Power's portion is expected to be approximately $345 million; the difference will be recovered from a subsidiary of Manitoba Hydro as non-shareholder contributions to capital. Total project costs of $510.8 million have been incurred through June 30, 2019, of which $272.7 million has been recovered from a subsidiary of Manitoba Hydro.

In 2015, Manitoba Hydro submitted the final preferred route and EIS for the MMTP to the Manitoba Conservation and Water Stewardship for siting and environmental approval, which was received on April 4, 2019. In 2016, Manitoba Hydro filed an application with the Canadian National Energy Board (NEB) requesting authorization to construct and operate the MMTP, which was recommended for approval on November 15, 2018. On June 14, 2019, Manitoba Hydro announced Canada's federal government approved the MMTP project, subject to certain compliance conditions.

The MMTP is subject to legal and regulatory challenges which Minnesota Power is actively monitoring. Manitoba Hydro has informed Minnesota Power that it continues to work towards completing the MMTP on schedule. In order to meet the transmission in-service requirements in PPAs with Minnesota Power, Manitoba Hydro has indicated that it would need to start construction of the MMTP by September 2019. We are unable to predict the outcome of the Canadian regulatory review process, including the timing thereof or whether any onerous conditions may be imposed, or the timing of the completion of the MMTP, including the impact of any delays that may result in construction schedule adjustments. In the event the MMTP is delayed and not in-service by June 1, 2020, Minnesota Power has construction and related agreements in place with Manitoba Hydro and a Manitoba Hydro subsidiary that will protect Minnesota Power and its customers.

Construction of Manitoba Hydro's Keeyask hydroelectric generation facility, which will provide the power to be sold under PPAs with Minnesota Power and transmitted on the MMTP and the GNTL, commenced in 2014 and is anticipated to be in service by early 2021.

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 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.

NOTE 7. COMMITMENTS, GUARANTEES AND CONTINGENCIES (Continued)
Environmental Matters (Continued)

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, we currently expect generation levels and emission rates will result in continued compliance with the CSAPR.

National Ambient Air Quality Standards (NAAQS). The EPA is required to review the 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. None of the compliance costs for proposed or current NAAQS revisions are expected to be material.

Climate Change. The scientific community generally accepts that emissions of GHG 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 temperatures; 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 June 19, 2019, the EPA finalized several separate rulemakings regarding regulating carbon emissions from electric utility generating units.

The EPA repealed the Clean Power Plan (CPP), following a determination by the EPA that the CPP exceeded the EPA's statutory authority under the Clean Air Act (CAA). The primary reason for this was that the CPP attempted to regulate electric generating unit's carbon emissions through measures outside of the affected unit's direct control. The CPP was first announced as a proposed rule under Section 111(d) of the Clean Air Act for existing power plants entitled "Carbon Pollution Emission Guidelines for Existing Stationary Sources: Electric Generating Units".

With the repeal of the CPP, the Affordable Clean Energy Rule was finalized. The rule establishes emissions guidelines for states to use when developing plans to limit carbon dioxide at coal-fired power plants. The rule identifies heat rate improvements made at individual units as the best system of emission reduction. Affected facilities for Minnesota Power include Boswell Units 3 and 4. Based on our initial review of the rule, many of the candidate heat rate improvements are already installed on Boswell Units 3 and 4.

Additionally, the EPA finalized new regulations for the state implementation of the Affordable Clean Energy Rule and any future emission guidelines issued under CAA Section 111(d). States will have three years to submit State Implementation Plans (SIP), and the EPA has 12 months to review and approve those plans. Since the Affordable Clean Energy Rule allows states considerable flexibility in how to best implement its requirements, Minnesota Power plans to work closely with the MPCA and the Minnesota Department of Commerce, who are currently co-reviewing the rule as the state develops its SIP. If a state does not submit a SIP or submits a SIP that is unacceptable to the EPA, the EPA will develop a Federal Implementation Plan.

Minnesota had already initiated several measures consistent with those called for under the now repealed CPP and finalized Affordable Clean Energy Rule. Minnesota Power continues implementing its *EnergyForward* strategic plan that provides for significant emission reductions and diversifying its electricity generation mix to include more renewable and natural gas energy. (See Note 2. Regulatory Matters.) We are unable to predict the GHG emission compliance costs we might incur as a result of the Affordable Clean Energy Rule and the resulting SIP; however, the costs could be material. Minnesota Power would seek recovery of additional costs through a rate proceeding.

Water. The Clean Water Act requires NPDES permits be obtained from the EPA (or, when delegated, from individual state pollution control 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 BACT for several wastewater streams, including flue gas desulphurization (FGD) water, bottom ash transport water and coal combustion landfill leachate. In 2017, the EPA announced a two-year postponement of the ELG compliance date of November 1, 2018, to November 1, 2020, while the agency reconsiders the bottom ash transport water and FGD wastewater provisions. On April 12, 2019, the U.S. Court of Appeals for the Fifth Circuit vacated and remanded back to the EPA portions of the ELG that allowed for continued discharge of legacy wastewater and leachate.

The final ELG's potential impact on Minnesota Power operations is primarily at Boswell. Boswell currently discharges bottom ash contact water through its NPDES permit, and also has a closed-loop FGD system that does not discharge to surface waters, but may do so in the future. Under the existing ELG rule, bottom ash transport water discharge to surface waters must cease no later than December 31, 2023. Bottom ash contact water will either need to be re-used in a closed-loop process, routed to a FGD scrubber, or the bottom ash handling system will need to be converted to a dry process. If FGD wastewater is discharged in the future, it will require additional wastewater treatment. The ELG rule provision regarding these two waste-streams are being reconsidered and may change prior to November 1, 2020. Efforts have been underway at Boswell to reduce the amount of water discharged and evaluate potential re-use options in its plant processes. The EPA's additional reconsideration of legacy wastewater discharge requirements have the potential to reduce time lines for dewatering Boswell's existing bottom ash pond. The timing of a draft rule addressing legacy wastewater and leachate is currently unknown.

At this time, we cannot estimate what compliance costs we might incur related to these or other potential future water discharge regulations; however, the costs could be material, including costs associated with retrofits for bottom ash handling, pond dewatering, pond closure, and wastewater treatment and re-use. 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 stores or disposes coal ash at four of its electric generating facilities by the following methods: storing ash in 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.

Coal Combustion Residuals from Electric Utilities (CCR). In 2015, the EPA published the final rule regulating CCR as nonhazardous waste under Subtitle D of the Resource Conservation and Recovery Act (RCRA) in the Federal Register. The rule includes 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 occur primarily over the next 15 years and be between approximately $65 million and $120 million. The EPA has indicated to Minnesota Power that the landfill at Taconite Harbor, which has been idled and has a temporary landfill cover in place, is a CCR unit based on the EPA's interpretation of the CCR rule language.

Minnesota Power has agreed to post the required CCR information for the Taconite Harbor landfill on Minnesota Power's website while the CCR issue is resolved. 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 costs through evaluation of beneficial re-use and recycling of CCR and CCR-related waters. In 2017, the EPA announced its intention to formally reconsider the CCR rule under Subtitle D of the RCRA and in March 2018, published the first phase of the proposed rule revisions in the Federal Register. In July 2018, the EPA finalized revisions to elements of the CCR rule, including extending certain deadlines by two years, the establishment of alternative groundwater protection standards for certain constituents and the potential for risk-based management options at facilities based on site characteristics. In August 2018, a U.S. District Court for the District of Columbia decision vacated specific provisions of the CCR rule. The court decision changes the status of three existing impoundments at Boswell that must now be considered unlined. Compliance costs at Boswell due to the court decision are unknown at this time. Minnesota Power would seek recovery of additional costs through a rate proceeding.

Other Environmental Matters

Manufactured Gas Plant Site. We are reviewing and addressing environmental conditions at a former manufactured gas plant site located in Superior, Wisconsin. SWL&P has been working with the Wisconsin Department of Natural Resources (WDNR) in determining the extent of contamination at the site and surrounding properties. In December 2017, the WDNR authorized SWL&P to transition from site investigation into the remedial design process. As of June 30, 2019, we have recorded a liability of approximately $7 million for remediation costs at this site (approximately $7 million as of December 31, 2018), and an associated regulatory asset as we expect recovery of these remediation costs to be allowed by the PSCW. Remediation costs are expected to be incurred through 2023.

Other Matters.

ALLETE Clean Energy. ALLETE Clean Energy's wind energy facilities have PSAs in place for their entire output and expire in various years between 2019 and 2032. As of June 30, 2019, ALLETE Clean Energy has $58.4 million outstanding in standby letters of credit.

BNI Energy. As of June 30, 2019, BNI Energy had surety bonds outstanding of $66.5 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 $65.8 million. BNI Energy does not believe it is likely that any of these outstanding surety bonds will be drawn upon.

ALLETE Properties. As of June 30, 2019, ALLETE Properties had surety bonds outstanding and letters of credit to governmental entities totaling $8.6 million primarily related to development and maintenance obligations for various projects. The estimated cost of the remaining development work is $6.1 million. ALLETE Properties does not believe it is likely that any of these outstanding surety bonds or letters of credit will be drawn upon.

Community Development District Obligations. As of June 30, 2019, we owned 66 percent of the assessable land in the Town Center District (68 percent as of December 31, 2018) and 12 percent of the assessable land in the Palm Coast Park District (19 percent as of December 31, 2018). As of June 30, 2019, ownership levels, our annual assessments related to capital improvement and special assessment bonds for the ALLETE Properties projects within these districts are approximately $1.4 million for Town Center at Palm Coast and $0.6 million for Palm Coast Park. As we sell property at these projects, the obligation to pay special assessments will pass to the new landowners. In accordance with accounting guidance, these bonds are not reflected as debt on our Consolidated Balance Sheet.

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.

NOTE 8. 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.

	2019			2018		
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	$34.2		$34.2	$31.3		$31.3
Average Common Shares	51.6	0.1	51.7	51.3	0.2	51.5
Earnings Per Share	$0.66		$0.66	$0.61		$0.61
Six Months Ended June 30,						
Net Income	$104.7		$104.7	$82.3		$82.3
Average Common Shares	51.6	0.1	51.7	51.2	0.2	51.4
Earnings Per Share	$2.03		$2.02	$1.61		$1.60

NOTE 9. INCOME TAX EXPENSE

	Quarter Ended June 30,		Six Months Ended June 30,	
	2019	**2018**	**2019**	**2018**
Millions				
Current Income Tax Expense (Benefit) *(a)*				
Federal	—	—	—	—
State	$(0.1)	$(0.3)	$0.2	$0.4
Total Current Income Tax Expense (Benefit)	$(0.1)	$(0.3)	$0.2	$0.4
Deferred Income Tax Expense (Benefit)				
Federal *(b)*	$(7.1)	$(7.4)	$(16.8)	$(14.2)
State *(c)*	2.5	2.4	15.0	5.0
Investment Tax Credit Amortization	(0.1)	(0.1)	(0.3)	(0.3)
Total Deferred Income Tax Benefit	$(4.7)	$(5.1)	$(2.1)	$(9.5)
Total Income Tax Benefit	$(4.8)	$(5.4)	$(1.9)	$(9.1)

(a) *For each of the six months ended June 30, 2019, and 2018, the federal and state current tax expense was minimal due to NOLs which resulted from the bonus depreciation provisions of the Protecting Americans from Tax Hikes Act of 2015, the Tax Increase Prevention Act of 2014 and the American Taxpayer Relief Act of 2012. Federal and state NOLs are being carried forward to offset current and future taxable income.*

(b) *For each of the six months ended June 30, 2019, and 2018, the federal income tax benefit is primarily due to production tax credits.*

(c) *For the six months ended June 30, 2019, the state income tax expense is primarily due to the sale of U.S. Water Services.*

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.

NOTE 9. INCOME TAX EXPENSE (Continued)

Reconciliation of Taxes from Federal Statutory Rate to Total Income Tax Expense	Quarter Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Millions				
Income Before Income Taxes	$29.4	$25.9	$102.8	$73.2
Statutory Federal Income Tax Rate	21%	21%	21%	21%
Income Taxes Computed at Statutory Federal Rate	$6.2	$5.4	$21.6	$15.4
Increase (Decrease) in Income Tax Due to:				
State Income Taxes – Net of Federal Income Tax Benefit	1.9	1.6	12.0	4.2
Production Tax Credits	(9.8)	(11.2)	(26.1)	(25.6)
Regulatory Differences – Excess Deferred Tax	(1.6)	(2.2)	(4.8)	(4.4)
U.S. Water Services Sale of Stock Basis Difference	(0.7)	—	1.7	—
Share-Based Compensation	—	—	(0.9)	(0.5)
Other	(0.8)	1.0	(5.4)	1.8
Total Income Tax Benefit	$(4.8)	$(5.4)	$(1.9)	$(9.1)

For the six months ended June 30, 2019, the effective tax rate was a benefit of 1.8 percent (benefit of 12.4 percent for the six months ended June 30, 2018). The effective tax rate for 2019 was a lower benefit primarily due to a higher tax rate on the gain on the sale of U.S. Water Services and higher pre-tax income.

Uncertain Tax Positions. As of June 30, 2019, we had gross unrecognized tax benefits of $1.3 million ($1.6 million as of December 31, 2018). 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 reductions to the tax benefits associated with NOL and tax credit carryforwards on the Consolidated Balance Sheet.

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 has no open federal or state audits, and is no longer subject to federal examination for years before 2015, or state examination for years before 2014.

NOTE 10. PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS

Components of Net Periodic Benefit Cost	Pension 2019	Pension 2018	Other Postretirement 2019	Other Postretirement 2018
Millions				
Quarter Ended June 30,				
Service Cost	$2.4	$2.8	$1.0	$1.3
Non-Service Cost Components *(a)*				
Interest Cost	8.0	7.4	1.9	1.8
Expected Return on Plan Assets	(11.1)	(11.1)	(2.7)	(2.8)
Amortization of Prior Service Credits	(0.1)	—	(0.4)	(0.5)
Amortization of Net Loss	1.9	3.0	0.1	0.2
Net Periodic Benefit Cost	$1.1	$2.1	$(0.1)	—
Six Months Ended June 30,				
Service Cost	$4.7	$5.5	$2.0	$2.5
Non-Service Cost Components *(a)*				
Interest Cost	16.0	14.8	3.8	3.6
Expected Return on Plan Assets	(22.1)	(22.1)	(5.3)	(5.5)
Amortization of Prior Service Credits	(0.1)	—	(0.8)	(0.9)
Amortization of Net Loss	3.7	6.0	0.2	0.4
Net Periodic Benefit Cost	$2.2	$4.2	$(0.1)	$0.1

(a) These components of net periodic benefit cost 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, 2019, we contributed $10.4 million in cash to the defined benefit pension plans ($15.0 million for the six months ended June 30, 2018); we do not expect to make additional contributions to our defined benefit pension plans in 2019. For the six months ended June 30, 2019, and 2018, 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 2019.

NOTE 11. BUSINESS SEGMENTS

We present three reportable segments: Regulated Operations, ALLETE Clean Energy and U.S. Water Services. 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. U.S. Water Services was our integrated water management company, which reflects operating results until the closing date of its sale on March 26, 2019. The ALLETE Clean Energy and U.S. Water Services reportable segments comprise our Energy Infrastructure and Related Services businesses. We also present Corporate and Other which includes two operating segments, BNI Energy, our coal mining operations in North Dakota, and ALLETE Properties, our legacy Florida real estate investment, along with our investment in Nobles 2, other business development and corporate expenditures, unallocated interest expense, a small amount of non-rate base generation, approximately 4,000 acres of land in Minnesota, and earnings on cash and investments.

NOTE 11. BUSINESS SEGMENTS (Continued)

	Quarter Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Millions				
Operating Revenue				
Regulated Operations				
Residential	$29.2	$30.7	$74.4	$71.4
Commercial	34.9	36.2	73.8	72.8
Municipal	12.2	13.7	27.6	27.7
Industrial	120.3	115.3	241.9	230.2
Other Power Suppliers	35.2	42.7	74.6	86.4
Other	18.0	19.2	39.7	39.5
Total Regulated Operations	249.8	257.8	532.0	528.0
Energy Infrastructure and Related Services				
ALLETE Clean Energy				
Long-term PSA	12.5	12.4	27.1	31.0
Other	2.9	5.9	5.8	11.9
Total ALLETE Clean Energy	15.4	18.3	32.9	42.9
U.S. Water Services *(a)*				
Point-in-Time	—	25.7	19.0	48.0
Contract	—	9.5	9.2	19.0
Capital Project	—	6.3	5.2	12.7
Total U.S. Water Services	—	41.5	33.4	79.7
Corporate and Other				
Long-term Contract	21.2	22.7	41.4	42.7
Other	4.0	3.8	7.9	9.0
Total Corporate and Other	25.2	26.5	49.3	51.7
Total Operating Revenue	$290.4	$344.1	$647.6	$702.3
Net Income (Loss)				
Regulated Operations	$30.3	$26.0	$81.8	$69.9
Energy Infrastructure and Related Services				
ALLETE Clean Energy	1.9	6.8	7.7	14.9
U.S. Water Services *(a)*	—	0.2	(1.1)	(1.2)
Corporate and Other *(a)*	2.0	(1.7)	16.3	(1.3)
Total Net Income	$34.2	$31.3	$104.7	$82.3

(a) On March 26, 2019, ALLETE completed the sale of U.S. Water Services. The Company recognized a gain on the sale of $11.1 million after-tax reflected in Corporate and Other in 2019. (See Note 1. Operations and Significant Accounting Policies.)

	June 30, 2019	December 31, 2018
Millions		
Assets		
Regulated Operations	$4,004.4	$3,952.5
Energy Infrastructure and Related Services		
ALLETE Clean Energy	755.0	606.6
U.S. Water Services *(a)*	—	295.8
Corporate and Other	417.1	310.1
Total Assets	$5,176.5	$5,165.0

(a) On March 26, 2019, ALLETE completed the sale of U.S. Water Services. (See Note 1. Operations and Significant Accounting Policies.)

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

The following discussion should be read in conjunction with our Consolidated Financial Statements and notes to those statements, Management's Discussion and Analysis of Financial Condition and Results of Operations from our 2018 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 2018 Form 10-K under the headings: "Forward-Looking Statements" located on page 6 and "Risk Factors" located in Part I, Item 1A, beginning on page 23 of our 2018 Form 10-K. The risks and uncertainties described in this Form 10-Q and our 2018 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.

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 145,000 retail customers. Minnesota Power also has 16 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 10,000 water customers. Our regulated utility operations include retail and wholesale activities under the jurisdiction of state and federal regulatory authorities. (See Note 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 four states, approximately 555 MW of nameplate capacity wind energy generation that is contracted under PSAs of various durations. 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.

U.S. Water Services provided integrated water management for industry by combining chemical, equipment, engineering and service for customized solutions to reduce water and energy usage, and improve efficiency. On February 8, 2019, the Company entered into a stock purchase agreement providing for the sale of U.S. Water Services to a subsidiary of Kurita Water Industries Ltd. for a cash purchase price of $270 million. On March 26, 2019, ALLETE completed the sale and received approximately $265 million in cash at closing, net of transaction costs and cash retained.

Corporate and Other is comprised of BNI Energy, our coal mining operations in North Dakota, ALLETE Properties, our legacy Florida real estate investment, our investment in Nobles 2, other business development and corporate expenditures, unallocated interest expense, a small amount of non-rate base generation, approximately 4,000 acres of land 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, 2019, unless otherwise indicated. All subsidiaries are wholly-owned unless otherwise specifically indicated. References in this report to "we," "us" and "our" are to ALLETE and its subsidiaries, collectively.

Financial Overview

The following net income discussion summarizes a comparison of the six months ended June 30, 2019, to the six months ended June 30, 2018.

Net income for the six months ended June 30, 2019, was $104.7 million, or $2.02 per diluted share, compared to $82.3 million, or $1.60 per diluted share, for the same period in 2018. Net income in 2019 included the gain on sale of U.S. Water Services of $11.1 million after-tax, or $0.21 per share. Earnings per share dilution was $0.02 due to additional shares of common stock outstanding as of June 30, 2019.

Regulated Operations net income was $81.8 million for the six months ended June 30, 2019, compared to $69.9 million for the same period in 2018. Net income at Minnesota Power was higher than 2018 primarily due to lower operating and maintenance and property tax expenses, increased cost recovery rider revenue, the timing of fuel adjustment clause recoveries and higher revenue from wholesale customers under FERC formula-based rates. These increases were partially offset by lower kWh sales. Net income at Superior Water, Light and Power was higher than 2018 primarily due to higher rates and lower operating and maintenance expenses. Our after-tax equity earnings in ATC were higher than 2018 primarily due to additional investments.

ALLETE Clean Energy net income was $7.7 million for the six months ended June 30, 2019, compared to $14.9 million for the same period in 2018. Net income in 2018 included $2.6 million of production tax credits that resulted from the retrospective qualification of additional wind turbine generators in 2016 and 2017. Net income in 2019 included lower revenue resulting from lower wind resources and availability due to weather as well as lower non-cash amortization related to the expiration of power sales agreements, and higher depreciation expense. These decreases were partially offset by $2.0 million of additional production tax credits generated in 2019 compared to production tax credits generated in 2018 as ALLETE Clean Energy continues to execute its refurbishment strategy.

U.S. Water Services net loss was $1.1 million for the six months ended June 30, 2019, compared to a net loss of $1.2 million for the same period in 2018. ALLETE completed the sale of U.S. Water Services in the first quarter of 2019.

Corporate and Other net income was $16.3 million for the six months ended June 30, 2019, compared to a net loss of $1.3 million for the same period in 2018. Net income in 2019 included the gain on sale of U.S. Water Services of $11.1 million after-tax. Net income in 2019 also included additional income tax benefit recorded in 2019 as GAAP requires the recognition of income tax expense at the estimated annual effective tax rate.

COMPARISON OF THE QUARTERS ENDED JUNE 30, 2019 AND 2018

(See Note 11. Business Segments for financial results by segment.)

Regulated Operations

Quarter Ended June 30,	**2019**	**2018**
Millions		
Operating Revenue – Utility	$249.8	$257.8
Fuel, Purchased Power and Gas – Utility	87.9	96.5
Transmission Services – Utility	19.2	16.8
Operating and Maintenance	54.2	54.9
Depreciation and Amortization	40.2	44.5
Taxes Other than Income Taxes	12.5	13.0
Operating Income	35.8	32.1
Interest Expense	(14.4)	(15.1)
Equity Earnings	4.8	4.3
Other Income	2.8	1.0
Income Before Income Taxes	29.0	22.3
Income Tax Benefit	(1.3)	(3.7)
Net Income	$30.3	$26.0

Operating Revenue – Utility decreased $8.0 million, or 3 percent, from 2018 as a result of lower revenue from kWh sales and the timing of the provision for tax reform refund in 2018 related to income tax changes resulting from the TCJA, partially offset by higher fuel adjustment clause recoveries, increased cost recovery rider revenue and higher FERC formula-based rates.

Revenue from kWh sales decreased $15.0 million from 2018 reflecting lower sales residential, commercial and municipal customers as well as lower sales to other power suppliers. Sales to residential and commercial customers decreased from 2018 primarily due to milder weather in 2019 compared to the same period in 2018. Sales to municipal customers decreased in 2019 as a result of additional customer self-generation in 2019. Sales to other power suppliers decreased in 2019 primarily due to fewer market sales and sales under PSAs as a result of less generation available for sale, partially offset by the commencement of Minnesota Power's PSA with Oconto Electric Cooperative in January 2019. Sales to other power suppliers are sold at market-based prices into the MISO market on a daily basis or through PSAs of various durations.

Kilowatt-hours Sold			**Quantity**	**%**
Quarter Ended June 30,	**2019**	**2018**	**Variance**	**Variance**
Millions				
Regulated Utility				
Retail and Municipal				
Residential	232	243	(11)	(4.5)%
Commercial	317	339	(22)	(6.5)%
Industrial	1,773	1,781	(8)	(0.4)%
Municipal	170	188	(18)	(9.6)%
Total Retail and Municipal	2,492	2,551	(59)	(2.3)%
Other Power Suppliers	714	1,005	(291)	(29.0)%
Total Regulated Utility Kilowatt-hours Sold	3,206	3,556	(350)	(9.8)%

Revenue from electric sales to taconite and iron concentrate customers accounted for 27 percent of consolidated operating revenue in 2019 (22 percent in 2018). Revenue from electric sales to paper, pulp and secondary wood product customers accounted for 6 percent of consolidated operating revenue in 2019 (5 percent in 2018). Revenue from electric sales to pipelines and other industrial customers accounted for 8 percent of consolidated operating revenue in 2019 (6 percent in 2018).

Revenue was $3.4 million lower than 2018 reflecting the timing of Minnesota Power's provision for tax reform refund in 2018. In the first quarter of 2018, Minnesota Power reserved for income tax benefits resulting from the reduction of the federal income tax rate enacted as part of the TCJA. In the second quarter of 2018, Minnesota Power reversed the reserve as the MPUC allowed Minnesota Power to retain these income tax benefits to mostly offset an increase in depreciation expense resulting from the reconsideration of its decision in Minnesota Power's general rate case to reduce the depreciable lives of Boswell Unit 3, Unit 4 and common facilities to 2035. (See *Operating Expenses - Depreciation and Amortization*.)

Fuel adjustment clause revenue increased $5.9 million due to period over period timing of recoveries for fuel and purchased power costs attributable to retail and municipal customers.

Cost recovery rider revenue contributed an incremental $4.2 million over current base rates compared to 2018 (see Note 2. Regulatory Matters) primarily due to higher expenditures related to the construction of the GNTL and lower transmission margins related to our portion of CapX2020 transmission lines. Transmission margins for CapX2020 transmission lines recognized below those assumed in Minnesota Power base rates result in increased cost recovery rider revenue to offset the impact of the lower margins.

Revenue from wholesale customers under FERC formula-based rates increased $1.8 million from 2018 primarily due to higher rates.

Operating Expenses decreased $11.7 million, or 5 percent, from 2018.

Fuel, Purchased Power and Gas – Utility expense decreased $8.6 million, or 9 percent, from 2018 primarily due to lower kWh sales. Fuel and purchased power expense related to our retail and municipal customers is recovered through the fuel adjustment clause.

Transmission Services – Utility expense increased $2.4 million, or 14 percent, from 2018 primarily due to higher MISO-related expense.

Operating and Maintenance expense decreased $0.7 million, or 1 percent, from 2018 primarily due to lower salary and benefit expenses, and lower bad debt expense, partially offset by higher expenses for planned maintenance outages at our generation facilities.

Depreciation and Amortization expense decreased $4.3 million, or 10 percent, from 2018 primarily due to the timing of modifications of the depreciable lives for Boswell as part of Minnesota Power's general rate case. As part of its decision in Minnesota Power's general rate case in 2018, the MPUC extended the depreciable lives of Boswell Unit 3, Unit 4 and common facilities to 2050, and shortened the depreciable lives of Boswell Unit 1 and Unit 2 to 2022, resulting in a net decrease to depreciation expense in the first quarter of 2018. In the second quarter of 2018, as part of the reconsideration of its decision in Minnesota Power's general rate case, the MPUC reduced the depreciable lives of Boswell Unit 3, Unit 4 and common facilities to 2035, resulting in higher depreciation expense beginning in the second quarter of 2018. (See *Operating Revenue*.)

Interest Expense decreased $0.7 million, or 5 percent, from 2018 primarily due to lower average long-term debt balances and lower interest rates. We record interest expense for Regulated Operations primarily based on rate base and authorized capital structure, and allocate the balance to Corporate and Other.

Equity Earnings increased $0.5 million, or 12 percent, from 2018 primarily due to additional investments in ATC.

Other Income increased $1.8 million from 2018 reflecting various individually immaterial items.

Income Tax Benefit decreased $2.4 million from 2018 primarily due to higher pre-tax income. We expect our annual effective tax rate in 2019 to be a lower income tax benefit than in 2018 primarily due to higher pre-tax income.

ALLETE Clean Energy

Quarter Ended June 30,	**2019**	**2018**
Millions		
Operating Revenue	$15.4	$18.3
Net Income	$1.9	$6.8

Operating Revenue decreased $2.9 million, or 16 percent, from 2018 primarily due to lower non-cash amortization related to the expiration of power sales agreements.

	Quarter Ended June 30,			
	2019		**2018**	
Production and Operating Revenue	**kWh**	**Revenue**	**kWh**	**Revenue**
Millions				
Wind Energy Facilities				
Armenia Mountain	64.0	$5.8	55.5	$5.1
Chanarambie/Viking	56.8	2.9	59.4	3.3
Condon	22.7	1.8	24.0	1.9
Lake Benton	48.9	2.9	49.0	2.8
Storm Lake I	44.6	0.9	41.3	2.9
Storm Lake II	31.8	0.8	31.7	2.3
Other	9.4	0.3	—	—
Total Production and Operating Revenue	278.2	$15.4	260.9	$18.3

Net Income decreased $4.9 million from 2018. Net income in 2018 included $2.6 million of production tax credits that resulted from the retrospective qualification of additional wind turbine generators in 2016 and 2017. Net income in 2019 included lower revenue resulting from lower non-cash amortization related to the expiration of power sales agreements and higher depreciation expense. These decreases were partially offset by $0.8 million of additional production tax credits generated in 2019 compared to production tax credits generated in 2018 as ALLETE Clean Energy continues to execute its refurbishment strategy.

COMPARISON OF THE QUARTERS ENDED JUNE 30, 2019 AND 2018 (Continued)

U.S. Water Services

Quarter Ended June 30,	**2019**	**2018**
Millions		
Operating Revenue	—	$41.5
Net Income	—	$0.2

Operating Revenue decreased $41.5 million from 2018. ALLETE completed the sale of U.S. Water Services in the first quarter of 2019. (See Note 1. Operations and Significant Accounting Policies.)

Net Income decreased $0.2 million from 2018. ALLETE completed the sale of U.S. Water Services in the first quarter of 2019.

Corporate and Other

Operating Revenue decreased $1.3 million, or 5 percent, from 2018 primarily due to lower revenue at BNI Energy, which operates under cost-plus fixed fee contracts, as a result of lower expenses and fewer tons sold in 2019 compared to 2018 and lower revenue from non-rate base generation, partially offset by an increase in land sales at ALLETE Properties.

Net Income was $2.0 million in 2019 compared to a net loss of $1.7 million in 2018. Net income in 2019 included additional income tax benefit as GAAP requires the recognition of income tax expense at the estimated annual effective tax rate, additional gain on the sale of U.S. Water Services resulting from the finalization of working capital, and higher earnings on cash and short-term investments. Net income at BNI Energy was $1.7 million in 2019 compared to net income of $1.8 million in 2018. The net loss at ALLETE Properties was $0.5 million in 2019 compared to a net loss of $0.7 million in 2018.

Income Taxes – Consolidated

For the quarter ended June 30, 2019, the effective tax rate was a benefit of 16.3 percent (benefit of 20.8 percent for the quarter ended June 30, 2018).

COMPARISON OF THE SIX MONTHS ENDED JUNE 30, 2019 AND 2018

(See Note 11. Business Segments for financial results by segment.)

Regulated Operations

Six Months Ended June 30,	**2019**	**2018**
Millions		
Operating Revenue – Utility	$532.0	$528.0
Fuel, Purchased Power and Gas – Utility	197.7	197.4
Transmission Services – Utility	37.5	35.2
Operating and Maintenance	101.9	110.4
Depreciation and Amortization	80.0	78.8
Taxes Other than Income Taxes	24.8	28.1
Operating Income	90.1	78.1
Interest Expense	(29.9)	(30.0)
Equity Earnings	10.4	9.0
Other Income	7.1	2.6
Income Before Income Taxes	77.7	59.7
Income Tax Benefit	(4.1)	(10.2)
Net Income	$81.8	$69.9

Operating Revenue – Utility increased $4.0 million, or 1 percent, from 2018 primarily due to higher fuel adjustment clause recoveries, increased cost recovery rider revenue and higher FERC formula-based rates, partially offset by lower revenue from kWh sales.

Fuel adjustment clause revenue increased $12.7 million due to period over period timing of recoveries for fuel and purchased power costs attributable to retail and municipal customers.

Cost recovery rider revenue contributed an incremental $11.6 million over current base rates compared to 2018 (see Note 2. Regulatory Matters) primarily due to higher expenditures related to the construction of the GNTL and lower transmission margins related to our portion of CapX2020 transmission lines. Transmission margins for CapX2020 transmission lines recognized below those assumed in Minnesota Power base rates result in increased cost recovery rider revenue to offset the impact of the lower margins.

Revenue from wholesale customers under FERC formula-based rates increased $2.7 million from 2018 primarily due to higher rates.

Revenue from kWh sales decreased $22.4 million from 2018 reflecting lower sales to residential, commercial, industrial and municipal customers as well as lower sales to other power suppliers. Sales to residential and commercial customers decreased from 2018 primarily due to milder weather in the second quarter of 2019. Sales to industrial customers decreased in 2019 reflecting in part lower sales to Husky Energy due to an April 2018 fire at its refinery in Superior, Wisconsin. Sales to municipal customers decreased from 2018 as a result of additional customer self-generation in 2019. Sales to other power suppliers decreased in 2019 primarily due to fewer market sales and sales under PSAs as a result of less generation available for sale, partially offset by the commencement of Minnesota Power's PSA with Oconto Electric Cooperative in January 2019. Sales to other power suppliers are sold at market-based prices into the MISO market on a daily basis or through PSAs of various durations.

Kilowatt-hours Sold **Six Months Ended June 30,**	**2019**	**2018**	**Quantity Variance**	**% Variance**
Millions				
Regulated Utility				
Retail and Municipal				
Residential	581	585	(4)	(0.7)%
Commercial	683	706	(23)	(3.3)%
Industrial	3,587	3,624	(37)	(1.0)%
Municipal	373	407	(34)	(8.4)%
Total Retail and Municipal	5,224	5,322	(98)	(1.8)%
Other Power Suppliers	1,536	2,008	(472)	(23.5)%
Total Regulated Utility Kilowatt-hours Sold	6,760	7,330	(570)	(7.8)%

Revenue from electric sales to taconite and iron concentrate customers accounted for 24 percent of consolidated operating revenue in 2019 (21 percent in 2018). Revenue from electric sales to paper, pulp and secondary wood product customers accounted for 5 percent of consolidated operating revenue in 2019 (5 percent in 2018). Revenue from electric sales to pipelines and other industrial customers accounted for 8 percent of consolidated operating revenue in 2019 (7 percent in 2018).

Operating Expenses decreased $8.0 million, or 2 percent, from 2018.

Transmission Services – Utility expense increased $2.3 million, or 7 percent, from 2018 primarily due to higher MISO-related expense.

Operating and Maintenance expense decreased $8.5 million, or 8 percent, from 2018 primarily due to lower salary and benefit expenses and lower materials purchased for generation facilities.

Taxes Other than Income Taxes decreased $3.3 million, or 12 percent, from 2018 primarily due to lower property tax expenses resulting from lower estimated taxable market values.

Equity Earnings increased $1.4 million, or 16 percent, from 2018 primarily due to additional investments in ATC.

Other Income increased $4.5 million from 2018 reflecting various individually immaterial items.

COMPARISON OF THE SIX MONTHS ENDED JUNE 30, 2019 AND 2018 (Continued)
Regulated Operations (Continued)

Income Tax Benefit decreased $6.1 million from 2018 primarily due to higher pre-tax income. We expect our annual effective tax rate in 2019 to be a lower income tax benefit than in 2018 primarily due to higher pre-tax income.

ALLETE Clean Energy

Six Months Ended June 30,	**2019**	**2018**
Millions		
Operating Revenue	$32.9	$42.9
Net Income	$7.7	$14.9

Operating Revenue decreased $10.0 million, or 23 percent, from 2018 primarily due to lower kWh sales resulting from lower wind resources and availability due to weather as well as lower non-cash amortization related to the expiration of power sales agreements.

	Six Months Ended June 30,			
	2019		**2018**	
Production and Operating Revenue	**kWh**	**Revenue**	**kWh**	**Revenue**
Millions				
Wind Energy Facilities				
Armenia Mountain	144.4	$13.2	147.0	$13.4
Chanarambie/Viking	122.0	6.1	138.1	7.2
Condon	36.1	2.9	58.3	4.7
Lake Benton	101.5	5.8	119.4	6.2
Storm Lake I	98.0	2.0	103.8	6.2
Storm Lake II	66.6	2.4	79.6	5.2
Other	16.3	0.5	—	—
Total Production and Operating Revenue	584.9	$32.9	646.2	$42.9

Net Income decreased $7.2 million, or 48 percent, from 2018. Net income in 2018 included $2.6 million of production tax credits that resulted from the retrospective qualification of additional wind turbine generators in 2016 and 2017. Net income in 2019 included lower revenue resulting from lower wind resources and availability due to weather as well as lower non-cash amortization related to the expiration of power sales agreements, and higher depreciation expense. These decreases were partially offset by $2.0 million of additional production tax credits generated in 2019 compared to production tax credits generated in 2018 as ALLETE Clean Energy continues to execute its refurbishment strategy.

U.S. Water Services

Six Months Ended June 30,	**2019**	**2018**
Millions		
Operating Revenue	$33.4	$79.7
Net Loss	$(1.1)	$(1.2)

Operating Revenue decreased $46.3 million, or 58 percent, from 2018. ALLETE completed the sale of U.S. Water Services in the first quarter of 2019. (See Note 1. Operations and Significant Accounting Policies.)

Net Loss decreased $0.1 million from 2018. ALLETE completed the sale of U.S. Water Services in the first quarter of 2019.

Corporate and Other

Operating Revenue decreased $2.4 million, or 5 percent, from 2018 primarily due to lower revenue at BNI Energy, which operates under cost-plus fixed fee contracts, as a result of lower expenses and fewer tons sold in 2019 compared to 2018 and lower revenue from non-rate base generation, partially offset by an increase in land sales at ALLETE Properties.

Net Income was $16.3 million in 2019 compared to a net loss of $1.3 million in 2018. Net income in 2019 included the gain on sale of U.S. Water Services of $11.1 million after-tax. Net income in 2019 also included additional income tax benefit recorded in 2019 as GAAP requires the recognition of income tax expense at the estimated annual effective tax rate. Net income at BNI Energy was $3.6 million in 2019 and in 2018. The net loss at ALLETE Properties was $1.1 million in 2019 and in 2018.

Income Taxes – Consolidated

For the six months ended June 30, 2019, the effective tax rate was a benefit of 1.8 percent (benefit of 12.4 percent for the six months ended June 30, 2018). The effective tax rate for 2019 was a lower benefit primarily due to a higher tax rate on the gain on the sale of U.S. Water Services and higher pre-tax income.

We expect our annual effective tax rate in 2019 to be similar to 2018 reflecting the sale of U.S. Water Services and higher production tax credits generated by ALLETE Clean Energy. The effective rate deviated from the combined statutory rate of approximately 28 percent primarily due to production tax credits. (See Note 9. Income Tax Expense.)

CRITICAL ACCOUNTING POLICIES

Certain accounting measurements under GAAP involve management'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, 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, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations of our 2018 Form 10-K.

OUTLOOK

For additional information see our 2018 Form 10-K.

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 long-term objectives of achieving average annual earnings per share growth of 5 percent to 7 percent, and providing a dividend payout competitive with our industry. Regulated Operations is projected to have average annual earnings growth of 4 percent to 5 percent and our Energy Infrastructure and Related Services businesses are projected to have average annual earnings growth of at least 15 percent over the long-term.

ALLETE is predominately a regulated utility through Minnesota Power, SWL&P and an investment in ATC. ALLETE's strategy is to remain predominately a regulated utility while investing in its Energy Infrastructure and Related Services and other businesses to complement its regulated businesses, balance exposure to the utility's industrial customers and provide potential long-term earnings growth. ALLETE expects net income from Regulated Operations to be approximately 80 percent of total consolidated net income in 2019. Over the next several years, the contribution of the Energy Infrastructure and Related Services and other businesses to net income is expected to increase as ALLETE grows these operations. ALLETE expects its businesses to provide regulated, contracted or recurring revenues, and to support sustained growth in net income and cash flow.

Regulated Operations. Minnesota Power'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. (See *EnergyForward.*) 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. Minnesota Power anticipates filing a rate case in the fourth quarter of 2019 with a 2020 test year.

Regulatory Matters. Entities within our Regulated Operations segment are under the jurisdiction of the MPUC, FERC, PSCW and NDPSC. See Note 2. Regulatory Matters for discussion of regulatory matters within these jurisdictions.

2016 Minnesota General Rate Case. The MPUC issued an order dated March 12, 2018, in Minnesota Power's general rate case approving a return on common equity of 9.25 percent and a 53.81 percent equity ratio. Final rates went into effect on December 1, 2018, which is expected to result in additional revenue of approximately $13 million on an annualized basis. Interim rates were collected from January 1, 2017, through November 30, 2018, which were fully offset by the recognition of a corresponding reserve. Minnesota Power recorded a reserve for an interim rate refund, net of discounts provided to EITE customers, of $40.0 million as of December 31, 2018, which was refunded in the second quarter of 2019.

2018 Wisconsin General Rate Case. In an order dated December 20, 2018, the PSCW approved a rate increase for SWL&P including a return on equity of 10.4 percent and a 55.0 percent equity ratio. Final rates went into effect January 1, 2019, which is expected to result in additional revenue of approximately $1.3 million on an annualized basis.

Industrial Customers and Prospective Additional Load.

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 53 percent of our regulated utility kWh sales in the six months ended June 30, 2019, were made to our industrial customers (49 percent in the six months ended June 30, 2018).

Taconite and Iron Concentrate. Minnesota Power's taconite customers are capable of producing up to approximately 41 million tons of taconite pellets annually. Taconite pellets produced in Minnesota are primarily shipped to North American steel making facilities that are part of the integrated steel industry. Steel produced from these North American facilities is used primarily in the manufacture of automobiles, appliances, pipe and tube products for the gas and oil industry, and in the construction industry. Historically, less than 10 percent of Minnesota taconite production has been exported outside of North America.

There has been a general historical correlation between U.S. steel production and Minnesota taconite production. The American Iron and Steel Institute, an association of North American steel producers, reported that U.S. raw steel production operated at approximately 81 percent of capacity during the first six months of 2019 compared to 76 percent in the first six months of 2018. The World Steel Association, an association of steel producers, national and regional steel industry associations, and steel research institutes representing approximately 85 percent of world steel production, projected U.S. steel consumption in 2019 will increase by approximately one percent compared to 2018.

Minnesota Power's taconite customers may experience annual variations in production levels due to such factors as economic conditions, short-term demand changes or maintenance outages. We estimate that a one million ton change in Minnesota Power's taconite customers' production would impact our annual earnings per share by approximately $0.04, net of expected power marketing sales at current prices. Changes in wholesale electric prices or customer contractual demand nominations could impact this estimate. Minnesota Power proactively sells power in the wholesale power markets that is temporarily not required by industrial customers to optimize the value of its generating facilities. Long-term reductions in taconite production or a permanent shut down of a taconite customer may lead Minnesota Power to file a general rate case to recover lost revenue.

Northshore Mining. Cliffs has announced that it has completed an investment in its Minnesota ore operations with an approximately $92 million investment to expand capacity for producing direct reduced-grade pellets at Northshore Mining. Cliffs is currently constructing a hot briquetted iron production plant in Toledo, Ohio, and has begun shipping direct reduced-grade pellets to the Toledo plant in anticipation of the planned start of operations in mid-2020. Minnesota Power has a PSA through 2031 with Silver Bay Power, which provides the majority of the electric service requirements for Northshore Mining. (See *Silver Bay Power*.)

Silver Bay Power. In 2016, Minnesota Power and Silver Bay Power entered into a PSA through 2031. Silver Bay Power supplies approximately 90 MW of load to Northshore Mining, an affiliate of Silver Bay Power, which has been served predominately through self-generation by Silver Bay Power. Through 2019, Minnesota Power will supply Silver Bay Power with at least 50 MW of energy and Silver Bay Power has the option to purchase additional energy from Minnesota Power as it transitions away from self-generation. By December 31, 2019, Silver Bay Power is expected to cease self-generation and Minnesota Power is expected to supply the energy requirements for Silver Bay Power.

OUTLOOK (Continued)
Industrial Customers and Prospective Additional Load (Continued)

Paper, Pulp and Secondary Wood Products. We expect operating levels in 2019 at the four major paper and pulp mills we serve to be similar to 2018.

Pipeline and Other Industries.

Husky Energy. In April 2018, a fire at Husky Energy's refinery in Superior, Wisconsin disrupted operations at the facility. Under normal operating conditions, SWL&P provides approximately 14 MW of average monthly demand to Husky Energy in addition to water service. The facility remains at minimal operations, and the refinery is not expected to resume normal operations until 2021.

Prospective Additional Load. Minnesota Power is pursuing new wholesale and retail loads in and around its service territory. Currently, several companies in northeastern Minnesota continue to progress in the development of natural resource-based projects that represent long-term growth potential and load diversity for Minnesota Power. We cannot predict the outcome of these projects.

PolyMet. PolyMet is planning to start a new copper-nickel and precious metal (non-ferrous) mining operation in northeastern Minnesota. In 2015, PolyMet announced the completion of the final EIS by state and federal agencies, which was subsequently published in the Federal Register and Minnesota Environmental Quality Board Monitor. The Minnesota Department of Natural Resources (DNR) and the U.S. Army Corps of Engineers have both issued final Records of Decision, finding the final EIS adequate.

In 2016, PolyMet submitted applications for water-related permits with the DNR and MPCA, an air quality permit with the MPCA, and a state permit to mine application with the DNR detailing its operational plans for the mine. In November 2018, the DNR issued PolyMet's permit to mine and certain water-related permits. In December 2018, the MPCA issued PolyMet's final state water and air quality permits. On March 21, 2019, the U.S. Army Corps of Engineers issued PolyMet's final federal permit. PolyMet now holds all necessary permits to construct and operate its mining operation. In June 2018, the U.S. Forest Service and PolyMet closed on a land exchange, which resulted in PolyMet obtaining surface rights to land needed to develop its mining operation. Minnesota Power could supply between 45 MW and 50 MW of load under a 10-year power supply contract with PolyMet that would begin upon start-up of operations.

EnergyForward. Minnesota Power is executing *EnergyForward*, a strategic plan for assuring reliability, protecting affordability and further improving environmental performance. The plan includes completed and planned investments in wind, solar, natural gas and hydroelectric power, construction of additional transmission capacity, the installation of emissions control technology and the idling of certain coal-fired generating facilities.

In 2017, Minnesota Power submitted a resource package to the MPUC requesting approval of PPAs for the output of a 250 MW wind energy facility (see *Nobles 2 PPA*) and a 10 MW solar energy facility as well as approval of a 250 MW natural gas capacity dedication agreement. The natural gas capacity dedication agreement was subject to MPUC approval of the construction of NTEC, a 525 MW to 550 MW combined-cycle natural gas-fired generating facility which will be jointly owned by Dairyland Power Cooperative and a subsidiary of ALLETE. Minnesota Power would purchase approximately 50 percent of the facility's output starting in 2025. In an order dated January 24, 2019, the MPUC approved Minnesota Power's request for approval of the NTEC natural gas capacity dedication agreement. Separately, the MPUC required a baseload retirement evaluation in Minnesota Power's next IRP filing analyzing its existing fleet including potential early retirement scenarios of Boswell Units 3 and 4, as well as a securitization plan. On January 8, 2019, an application for a certificate of public convenience and necessity for NTEC was submitted to the PSCW. A decision on the application is expected in 2020.

Integrated Resource Plan. In a 2016 order, the MPUC approved Minnesota Power's 2015 IRP with modifications. The order accepted Minnesota Power's plans for the economic idling of Taconite Harbor Units 1 and 2 and the ceasing of coal-fired operations at Taconite Harbor in 2020, directed Minnesota Power to retire Boswell Units 1 and 2 no later than 2022, required an analysis of generation and demand response alternatives to be filed with a natural gas resource proposal, and required Minnesota Power to conduct requests for proposal for additional wind, solar and demand response resource additions. Minnesota Power retired Boswell Units 1 and 2 in the fourth quarter of 2018. Minnesota Power's next IRP filing is due October 1, 2020. (See Note 2. Regulatory Matters.)

Renewable Energy. Minnesota Power's 2015 IRP includes an update on its plans and progress in meeting the Minnesota renewable energy milestones through 2025. Minnesota Power continues to execute its renewable energy strategy through renewable projects that will ensure it meets the identified state mandate at the lowest cost for customers. Minnesota Power has exceeded the interim milestone requirements to date and expects between 25 percent and 30 percent of its applicable retail and municipal energy sales will be supplied by renewable energy sources in 2019.

Solar Energy. Minnesota Power's solar energy supply consists of Camp Ripley, a 10 MW solar energy facility at the Camp Ripley Minnesota Army National Guard base and training facility near Little Falls, Minnesota, and a community solar garden project in northeastern Minnesota, which is comprised of a 1 MW solar array owned and operated by a third party with the output purchased by Minnesota Power and a 40 kW solar array that is owned and operated by Minnesota Power.

Minnesota Power has approval for current cost recovery of investments and expenditures related to compliance with the Minnesota Solar Energy Standard. Currently, there is no approved customer billing rate for solar costs.

Wind Energy. Minnesota Power's wind energy facilities consist of Bison (497 MW) located in North Dakota, and Taconite Ridge (25 MW) located in northeastern Minnesota. Minnesota Power also has two long-term wind energy PPAs with an affiliate of NextEra Energy, Inc. to purchase the output from Oliver Wind I (50 MW) and Oliver Wind II (48 MW) located in North Dakota.

Minnesota Power uses the 465-mile, 250-kV DC transmission line that runs from Center, North Dakota, to Duluth, Minnesota, to transport increasing amounts of wind energy from North Dakota while gradually phasing out coal-based electricity delivered to its system over this transmission line from Square Butte's lignite coal-fired generating unit. Minnesota Power is currently pursuing a modernization and capacity upgrade of its DC transmission system to continue providing reliable operations and additional system capabilities.

Minnesota Power has an approved cost recovery rider for certain renewable investments and expenditures. The cost recovery rider allows Minnesota Power to charge retail customers on a current basis for the costs of certain renewable investments plus a return on the capital invested. Updated customer billing rates for the renewable cost recovery rider were provisionally approved by the MPUC in a November 2018 order.

Nobles 2 PPA. In the third quarter of 2018, Minnesota Power and Nobles 2 signed an amended long-term PPA that provides for Minnesota Power to purchase the energy and associated capacity from a 250 MW wind energy facility in southwestern Minnesota for a 20-year period beginning in 2020. The agreement provides for the purchase of output from the facility at fixed energy prices. There are no fixed capacity charges, and Minnesota Power will only pay for energy as it is delivered. This agreement is subject to construction of the wind energy facility. (See Note 3. Equity Investments.)

Manitoba Hydro. Minnesota Power has five long-term PPAs with Manitoba Hydro. The first PPA expires in May 2020. Under this agreement, Minnesota Power is purchasing 50 MW of capacity and the energy associated with that capacity. Both the capacity price and the energy price are adjusted annually by the change in a governmental inflationary index. Under the second PPA, Minnesota Power is purchasing surplus energy through April 2022. This energy-only agreement primarily consists of surplus hydro energy on Manitoba Hydro's system that is delivered to Minnesota Power on a non-firm basis. The pricing is based on forward market prices. Under this agreement, Minnesota Power will purchase at least one million MWh of energy over the contract term.

The third PPA provides for Minnesota Power to purchase 250 MW of capacity and energy from Manitoba Hydro for 15 years beginning in 2020. The PPA is subject to the construction of the GNTL and MMTP. (See Note 7. Commitments, Guarantees and Contingencies.) The capacity price is adjusted annually until 2020 by the change in a governmental inflationary index. The energy price is based on a formula that includes an annual fixed price component adjusted for the change in a governmental inflationary index and a natural gas index, as well as market prices.

The fourth PPA provides for Minnesota Power to purchase up to 133 MW of energy from Manitoba Hydro for 20 years beginning in 2020. The pricing under this PPA is based on forward market prices. The PPA is subject to the construction of the GNTL and MMTP. (See Note 7. Commitments, Guarantees and Contingencies.)

The fifth PPA provides for Minnesota Power to purchase 50 MW of capacity from Manitoba Hydro at fixed prices. The PPA began in June 2017 and expires in May 2020.

OUTLOOK (Continued)

Transmission. We continue to make investments in transmission opportunities that strengthen or enhance the transmission grid or take advantage of our geographical location between sources of renewable energy and end users. These include the GNTL, investments to enhance our own transmission facilities, investments in other transmission assets (individually or in combination with others) and our investment in ATC.

Great Northern Transmission Line. As a condition of the 250-MW long-term PPA entered into with Manitoba Hydro, construction of additional transmission capacity is required. As a result, Minnesota Power is constructing the GNTL, an approximately 220-mile 500-kV transmission line between Manitoba and Minnesota's Iron Range that was proposed by Minnesota Power and Manitoba Hydro in order to strengthen the electric grid, enhance regional reliability and promote a greater exchange of sustainable energy.

In a 2016 order, the MPUC approved the route permit for the GNTL, and in 2016, the U.S. Department of Energy issued a presidential permit to cross the U.S.-Canadian border, which was the final major regulatory approval needed before construction in the U.S. could begin. Construction activities commenced in the first quarter of 2017, and with construction on schedule, Minnesota Power expects the GNTL to be complete and in-service by mid-2020. The total project cost in the U.S., including substation work, is estimated to be approximately $750 million, of which Minnesota Power's portion is expected to be approximately $345 million; the difference will be recovered from a subsidiary of Manitoba Hydro as non-shareholder contributions to capital. Total project costs of $510.8 million have been incurred through June 30, 2019, of which $272.7 million has been recovered from a subsidiary of Manitoba Hydro. (See Note 7. Commitments, Guarantees and Contingencies.)

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. As of June 30, 2019, our equity investment in ATC was $133.6 million ($128.1 million as of December 31, 2018). In the first six months of 2019, we invested $2.7 million in ATC, and on July 31, 2019, we invested an additional $1.9 million. We expect to make approximately $4 million of additional investments in 2019. (See Note 3. Equity Investments.)

ATC's authorized return on equity is 10.32 percent, or 10.82 percent including an incentive adder for participation in a regional transmission organization. In 2016, a federal administrative law judge ruled on a complaint proposing a reduction in the base return on equity to 9.70 percent, or 10.20 percent including an incentive adder for participation in a regional transmission organization, subject to approval or adjustment by the FERC. A final decision from the FERC on the administrative law judge's recommendation is pending.

ATC's 10-year transmission assessment, which covers the years 2018 through 2027, identifies a need for between $2.8 billion and $3.4 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.

Energy Infrastructure and Related Services.

ALLETE Clean Energy.

ALLETE Clean Energy focuses on developing, acquiring, and operating clean and renewable energy projects. ALLETE Clean Energy currently owns and operates, in four states, approximately 555 MW of nameplate capacity wind energy generation that is contracted under PSAs of various durations. 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.

ALLETE Clean Energy believes the market for renewable energy in North America is robust, driven by several factors including environmental regulation, tax incentives, societal expectations and continual technology advances. State renewable portfolio standards and state or federal regulations to limit GHG emissions are examples of environmental regulation or public policy that we believe will drive renewable energy development.

ALLETE Clean Energy's strategy includes the safe, reliable, optimal and profitable operation of its existing facilities. This includes a strong safety culture, the continuous pursuit of operational efficiencies at existing facilities and cost controls. ALLETE Clean Energy generally acquires facilities in liquid power markets and its strategy includes the exploration of PSA extensions upon expiration of existing contracts and production tax credit requalification of existing facilities.

ALLETE Clean Energy will pursue growth through acquisitions or project development. ALLETE Clean Energy is targeting acquisitions of existing facilities up to 200 MW each, which have long-term PSAs in place for the facilities' output. At this time, ALLETE Clean Energy expects acquisitions or development of new facilities will be primarily wind or solar facilities in North America. ALLETE Clean Energy is also targeting the development of new facilities up to 200 MW each, which will have long-term PSAs in place for the output or may be sold upon completion.

Federal production tax credit qualification is important to the economics of project development, and in 2016, 2017 and 2018 ALLETE Clean Energy invested in equipment to meet production tax credit safe harbor provisions which provides an opportunity to seek development of up to approximately 1,500 MW of production tax credit qualified wind projects through 2022. ALLETE Clean Energy will also invest approximately $80 million through 2020 for production tax credit requalification of up to 468 WTGs at its Storm Lake I, Storm Lake II, Lake Benton and Condon wind energy facilities. We anticipate annual production tax credits relating to these projects of approximately $12 million in 2019, $17 million to $22 million annually in 2020 through 2027 and decreasing thereafter through 2030.

In 2017, ALLETE Clean Energy announced it will build, own and operate a 100 MW wind energy facility pursuant to a 20-year PSA with Northern States Power; construction is expected to be completed in late 2019. In March 2018, ALLETE Clean Energy announced that it will build, own and operate an 80 MW wind energy facility pursuant to a 15-year PSA with NorthWestern Corporation; construction is expected to be completed in 2019.

On May 3, 2019, ALLETE Clean Energy acquired the Diamond Spring wind project in Oklahoma from Apex Clean Energy. ALLETE Clean Energy will build, own and operate the approximately 300 MW wind energy facility. The Diamond Spring wind project is fully contracted to sell wind power to Walmart Inc., Smithfield Foods, Inc. and Starbucks Corporation under long-term power sales agreements. Construction is expected to begin in late 2019 and be completed in the second half of 2020.

ALLETE Clean Energy manages risk by having a diverse portfolio of assets, which includes PSA expiration, technology and geographic diversity. The current portfolio of approximately 555 MW is subject to typical variations in seasonal wind with higher wind resources typically available in the winter months. The majority of its planned maintenance leverages this seasonality and is performed during lower wind periods. The current mix of PSA expiration and geographic location for existing facilities is as follows:

Wind Energy Facility	Location	Capacity MW	PSA MW %	PSA Expiration
Armenia Mountain	Pennsylvania	101	100%	2024
Chanarambie/Viking	Minnesota	98		
PSA 1 *(a)*			12%	2023
PSA 2			88%	2023
Condon	Oregon	50	100%	2022
Lake Benton	Minnesota	104	100%	2028
Storm Lake I	Iowa	108	100%	2027
Storm Lake II	Iowa	77		
PSA 1			90%	2020
PSA 2			10%	2032
Other	Minnesota	17	100%	2028

(a) The PSA expiration assumes the exercise of four one-year renewal options that ALLETE Clean Energy has the sole right to exercise.

U.S. Water Services.

On February 8, 2019, the Company entered into a stock purchase agreement providing for the sale of U.S. Water Services to a subsidiary of Kurita Water Industries Ltd. for a cash purchase price of $270 million. On March 26, 2019, ALLETE completed the sale and received approximately $265 million in cash at closing, net of transaction costs and cash retained. ALLETE plans to use the proceeds from the sale primarily to reinvest in growth initiatives at our Regulated Operations and ALLETE Clean Energy.

OUTLOOK (Continued)

Corporate and Other.

BNI Energy. BNI Energy anticipates selling 4.4 million tons of lignite coal in 2019 (4.3 million tons were sold in 2018) and has sold 2.2 million tons for the six months ended June 30, 2019 (2.3 million tons were sold for the six months ended June 30, 2018). BNI Energy operates under cost-plus fixed fee agreements extending through December 31, 2037.

Investment in Nobles 2. Our wholly-owned subsidiary, ALLETE South Wind, owns 49 percent of Nobles 2, the entity that will own and operate a 250 MW wind energy facility in southwestern Minnesota pursuant to a 20-year PPA with Minnesota Power. The wind energy facility will be built in Nobles County, Minnesota and is expected to be completed in late 2020, with an estimated total project cost of approximately $350 million to $400 million, of which our portion is expected to be approximately $170 million to $200 million. We expect to utilize tax equity to finance a portion of our project costs. As of June 30, 2019, our equity investment in Nobles 2 was $26.6 million ($33.0 million at December 31, 2018). In the first quarter of 2019, Nobles 2 returned capital of $8.3 million based on its cash needs. We expect to make approximately $33 million in additional investments in 2019.

ALLETE Properties. ALLETE Properties represents our legacy Florida real estate investment. ALLETE Properties' major projects in Florida are Town Center at Palm Coast and Palm Coast Park, with approximately 1,500 acres combined of land available for sale. In addition to these two projects, ALLETE Properties has approximately 600 acres of other land available for sale. Market conditions can impact land sales and could result in our inability to cover our cost basis and operating expenses including fixed carrying costs such as community development district assessments and property taxes.

Our strategy incorporates the possibility of a bulk sale of the entire ALLETE Properties portfolio. Proceeds from a bulk sale would be strategically deployed to support growth initiatives at our Regulated Operations and ALLETE Clean Energy. ALLETE Properties also continues to pursue sales of individual parcels over time and will continue to maintain key entitlements and infrastructure.

Income Taxes.

ALLETE's aggregate federal and multi-state statutory tax rate is approximately 28 percent for 2019. ALLETE also has tax credits and other tax adjustments that reduce the combined statutory rate to the effective tax rate. These tax credits and adjustments historically have included items such as investment tax credits, production tax credits, AFUDC-Equity, depletion, as well as other items. The annual effective rate can also be impacted by such items as changes in income before income taxes, state and federal tax law changes that become effective during the year, business combinations, tax planning initiatives and resolution of prior years' tax matters. We expect our effective tax rate to be a benefit in the range of 5 percent to 10 percent for 2019 primarily due to federal production tax credits as a result of wind energy generation. We also expect that our effective tax rate will be lower than the combined statutory rate over the next 10 years due to production tax credits attributable to our wind energy generation.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity Position. ALLETE is well-positioned to meet the Company's liquidity needs. As of June 30, 2019, we had cash and cash equivalents of $203.1 million, $350.7 million in available consolidated lines of credit and a debt-to-capital ratio of 41 percent.

Capital Structure. ALLETE's capital structure is as follows:

	June 30, 2019	%	December 31, 2018	%
Millions				
Shareholders' Equity	$2,205.0	59	$2,155.8	59
Long-Term Debt (Including Long-Term Debt Due Within One Year)	1,543.0	41	1,495.2	41
	$3,748.0	100	$3,651.0	100

Cash Flows. Selected information from the Consolidated Statement of Cash Flows is as follows:

For the Six Months Ended June 30,	2019	2018
Millions		
Cash, Cash Equivalents and Restricted Cash at Beginning of Period	$79.0	$110.1
Cash Flows from (used for)		
Operating Activities	95.2	194.4
Investing Activities	46.0	(138.5)
Financing Activities	(13.6)	(33.2)
Change in Cash, Cash Equivalents and Restricted Cash	127.6	22.7
Cash, Cash Equivalents and Restricted Cash at End of Period	$206.6	$132.8

Operating Activities. Cash from operating activities was lower in 2019 compared to 2018 primarily due to the refund of Minnesota Power's provisions for tax reform and interim rates to customers, fewer customer deposits received and lower recoveries from customers under cost recovery riders in 2019. These decreases were partially offset by the timing of collections of accounts receivable.

Investing Activities. Cash from investing activities was higher in 2019 compared to 2018 primarily due to proceeds received from the sale of U.S. Water Services, partially offset by higher additions to property, plant and equipment.

Financing Activities. Cash used for financing activities was lower in 2019 primarily due to higher proceeds from the issuance of long-term debt.

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 June 30, 2019, we had consolidated bank lines of credit aggregating $407.0 million ($407.0 million as of December 31, 2018), the majority of which expire in January 2024. We had $56.3 million outstanding in standby letters of credit and no outstanding draws under our lines of credit as of June 30, 2019 ($18.4 million in standby letters of credit and no outstanding draws as of December 31, 2018). In addition, as of June 30, 2019, we had 2.8 million original issue shares of our common stock available for issuance through Invest Direct, our direct stock purchase and dividend reinvestment plan, and 2.9 million original issue shares of common stock available for issuance through a distribution agreement with Lampert Capital Markets, Inc. (See *Securities.*) The amount and timing of future sales of our securities will depend upon market conditions and our specific needs. On July 31, 2019, we filed Registration Statement No. 333-232905, pursuant to which the remaining shares will continue to be offered for sale, from time to time.

Securities. During the six months ended June 30, 2019, we issued 0.2 million shares of common stock through Invest Direct, the Employee Stock Purchase Plan, and the Retirement Savings and Stock Ownership Plan, resulting in net proceeds of $1.5 million (0.3 million shares were issued for the six months ended June 30, 2018, resulting in net proceeds of $10.7 million). These shares of common stock were registered under Registration Statement Nos. 333-231030, 333-211075, 333-183051 and 333-162890.

On January 10, 2019, ALLETE entered into an amended and restated $400 million credit agreement, as amended (Credit Agreement). The Credit Agreement is unsecured, has a variable interest rate and will expire in January 2024. At ALLETE's request and subject to certain conditions, the Credit Agreement may be increased by up to $150 million and ALLETE may make two requests to extend the maturity date, each for a one-year extension. Advances may be used by ALLETE for general corporate purposes, to provide liquidity in support of ALLETE's commercial paper program and to issue up to $100 million in letters of credit. (See Note 6. Short-Term and Long-Term Debt.)

Financial Covenants. See Note 6. Short-Term and Long-Term Debt for information regarding our financial covenants.

Pension and Other Postretirement Benefit Plans. 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 Note 10. Pension and Other Postretirement Benefit Plans.)

Off-Balance Sheet Arrangements. Off-balance sheet arrangements are summarized in our 2018 Form 10-K, with additional disclosure in Note 7. 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 Moody's. Rating agencies use both quantitative and qualitative measures in determining a company'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 Ratings	**S&P Global Ratings**	**Moody's**
Issuer Credit Rating	BBB+	Baa1
Commercial Paper	A-2	P-2
First Mortgage Bonds	*(a)*	A2

(a) Not rated by S&P Global Ratings.

On March 26, 2019, Moody's downgraded the long-term ratings of ALLETE, including its issuer rating to Baa1 from A3, and changed its credit rating outlook to stable from negative. Moody's noted the combined impact of the 2018 adverse general rate case outcome at Minnesota Power as well as its debt coverage ratios going forward as its rationale for the downgrade.

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. Our capital expenditures for 2019 and 2020 are now expected to be approximately $695 million and $495 million, respectively. The increases from the 2019 and 2020 capital expenditures projected in our 2018 Form 10-K is primarily due to the Diamond Spring wind energy facility ALLETE Clean Energy will build, own and operate pursuant to long-term PSAs with Walmart Inc., Smithfield Foods, Inc. and Starbucks Corporation. (See Outlook – ALLETE Clean Energy.) For the six months ended June 30, 2019, capital expenditures totaled $249.3 million ($113.9 million for the six months ended June 30, 2018). The expenditures were primarily made in the Regulated Operations and ALLETE Clean Energy segments.

OTHER

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. (See Note 7. Commitments, Guarantees and Contingencies.)

Employees.

As of June 30, 2019, ALLETE had 1,369 employees, of which 1,326 were full-time.

Minnesota Power and SWL&P have an aggregate of 458 employees who are members of International Brotherhood of Electrical Workers (IBEW) Local 31. The current labor agreements with IBEW Local 31 expire on April 30, 2020, for Minnesota Power and February 1, 2021, for SWL&P.

BNI Energy has 181 employees, of which 135 are subject to a labor agreement with IBEW Local 1593. The labor agreement with IBEW Local 1593 expired on March 31, 2019. Negotiations are proceeding and we believe a ratified agreement will be agreed upon with no disruption to operations.

NEW ACCOUNTING PRONOUNCEMENTS

New accounting pronouncements are discussed in Note 1. Operations and Significant Accounting Policies.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

SECURITIES INVESTMENTS

Available-for-Sale Securities. As of June 30, 2019, our available-for-sale securities portfolio consisted primarily of securities held in other postretirement plans to fund employee benefits.

COMMODITY PRICE RISK

Our 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 Power'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&P'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 customers' 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 MARKETING

Minnesota Power'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.

INTEREST RATE RISK

We 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, 2019, an increase of 100 basis points in interest rates would impact the amount of pre-tax interest expense by $0.5 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, 2019.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures. As of June 30, 2019, 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 ALLETE'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 ALLETE's reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC'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. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

For information regarding material legal and regulatory proceedings, see Note 4. Regulatory Matters and Note 11. Commitments, Guarantees and Contingencies to the Consolidated Financial Statements in our 2018 Form 10-K and Note 2. Regulatory Matters and Note 7. Commitments, Guarantees and Contingencies herein. Such information is incorporated herein by reference.

ITEM 1A. RISK FACTORS

There have been no material changes from the risk factors disclosed in Part I, Item 1A. Risk Factors of our 2018 Form 10-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

The 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. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit Number	
4	First Amendment to Amended and Restated Credit Agreement dated as of May 15, 2019, among ALLETE, as Borrower, the lenders party hereto, JPMorgan Chase Bank, N.A., as Administrative Agent.
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.
32	Section 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.
95	Mine Safety.
99	**ALLETE News Release dated August 1, 2019, announcing 2019 second quarter earnings. (This exhibit has been furnished and shall not be deemed "filed" for purposes of Section 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.)**
101.INS	XBRL 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.SCH	XBRL Schema
101.CAL	XBRL Calculation
101.DEF	XBRL Definition
101.LAB	XBRL Label
101.PRE	XBRL Presentation
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

SIGNATURES

Pursuant 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.

ALLETE, INC.

August 1, 2019	/s/ Robert J. Adams
	Robert J. Adams Senior Vice President and Chief Financial Officer (Principal Financial Officer)
August 1, 2019	/s/ Steven W. Morris
	Steven W. Morris Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)

FIRST AMENDMENT to Credit Agreement

THIS FIRST AMENDMENT TO CREDIT AGREEMENT dated as of May 15, 2019 (this "Amendment") is among ALLETE, INC., as Borrower, the Lenders party hereto, and JPMORGAN CHASE BANK, N.A., as Administrative Agent. Capitalized terms used but not defined herein have the respective meanings set forth in the Credit Agreement (as defined below).

WHEREAS, the Borrower, the Administrative Agent, and the Lenders party thereto have entered into the Amended and Restated Credit Agreement dated as of January 10, 2019 (the "Credit Agreement"); and

WHEREAS, the Borrower has requested to increase the sublimit related to Letters of Credit and the Administrative Agent and the undersigned Lenders are willing to so amend the Credit Agreement on the terms set forth below;

NOW, THEREFORE, in consideration of the premises herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

SECTION 1 AMENDMENT. Subject to the satisfaction of the conditions precedent set forth in Section 3, Section 2.9 of the Credit Agreement is amended to replace the amount "$60,000,000" with the amount "$100,000,000" where it appears therein.

SECTION 2 REPRESENTATIONS AND WARRANTIES. The Borrower represents and warrants to the Lenders that, immediately before and upon the effectiveness hereof:

2.1 Representations and Warranties. The representations and warranties of the Borrower set forth in the Loan Documents are and will be true and correct with the same effect as though made on and as of the date hereof except to the extent such representations and warranties specifically relate to an earlier date, in which case such representations and warranties shall have been true and correct on and as of such earlier date.

2.2 Default. No Default has occurred and is continuing.

2.3 Authorization; Validity. The execution, delivery and performance by the Borrower of this Amendment is within the corporate powers of the Borrower and has been duly authorized by all necessary corporate action. This Amendment has been duly executed and delivered by the Borrower and constitutes a legal, valid and binding obligation of the Borrower, enforceable in accordance with its terms, subject to applicable bankruptcy, insolvency, reorganization, moratorium or other laws affecting creditors' rights generally, subject to applicable bankruptcy, insolvency, reorganization, moratorium or other similar laws affecting creditors' rights generally and general principles of equity.

2.4 Government Approval, Regulation, etc. The execution, delivery and performance by the Borrower of this Amendment does not require any consent or approval of, registration or filing with, or any other action by, any Governmental Authority, except for (i) information filings to be made in the ordinary course of business, which filings are not a condition to the Borrower's performance under the Loan Documents and (ii) such as have been obtained or made and are in full force and effect and not subject to any appeals period.

SECTION 3 EFFECTIVENESS. This Amendment shall become effective as of the date first written above when the Administrative Agent has received, or shall be satisfied that it will substantially concurrently receive, (a) counterparts hereof signed by the Borrower and the Required Lenders and (b) all reasonable and documented fees and expenses (including attorney's fees) of the Administrative Agent in connection herewith.

SECTION 4 MISCELLANEOUS.

4.1 Ratifications. The terms and provisions set forth in this Amendment shall modify and supersede all inconsistent terms and provisions set forth in the Credit Agreement and except as expressly modified and superseded by this Amendment, the terms and provisions of the Credit Agreement and the other Loan Documents are ratified and confirmed and shall continue in full force and effect.

4.2 Counterparts. This Amendment may be executed in any number of counterparts, each of which shall be deemed an original as against any party whose signature appears thereon, and all of which shall together constitute one and the same instrument. Delivery of an executed counterpart of a signature page of this Amendment by electronic transmission (including .PDF) shall be effective as delivery of a manually executed counterpart of this Amendment.

4.3 Governing Law. This Amendment shall be governed by, and construed in accordance with, the laws of the State of New York.

4.4 Incorporation of Credit Agreement Provisions. The provisions of Section 10.7 (Severability) and Section 10.10 (Waiver of Jury Trial) of the Credit Agreement are incorporated by reference as if fully set forth herein, mutatis mutandis.

4.5 References. All references in any of the Loan Documents to the "Agreement" or the "Credit Agreement" shall mean the Agreement or Credit Agreement, as applicable, as amended by this Amendment.

4.6 Headings. The headings, captions, and arrangements used in this Amendment are for convenience only and shall not affect the interpretation of this Amendment.

4.7 Successors and Assigns. This Amendment is binding upon and shall inure to the benefit of the Administrative Agent, the Lenders, the Borrower and their respective successors and assigns as provided in the Credit Agreement.

4.8 Loan Document. The execution, delivery and effectiveness of this Amendment shall not, except as expressly provided herein, operate as a waiver of any right, power or remedy of any Lender or the Administrative Agent under any of the Loan Documents, nor constitute a waiver of any provision of any of the Loan Documents. This Amendment shall for all purposes constitute a Loan Document.

[Signature Pages Follow]

Exhibit 4

IN WITNESS WHEREOF, this Amendment has been duly executed and delivered as of the day and year first above written.

ALLETE, INC., as Borrower
By: _________
Name: _________
Title: _________

JPMORGAN CHASE BANK, N.A., as a Lender, as an Issuing Bank, and as Administrative Agent

By: _________
Name: _________
Title: _________

ROYAL BANK OF CANADA, as a Lender

By: _________
Name: _________
Title: _________

U.S. BANK NATIONAL ASSOCIATION, as a Lender

By: _________
Name: _________
Title: _________

WELLS FARGO BANK, NATIONAL ASSOCIATION, as a Lender

By: _________
Name: _________
Title: _________

BANK OF AMERICA, N.A., as a Lender

By: _________
Name: _________
Title: _________

Exhibit 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

I, Alan R. Hodnik, of ALLETE, Inc. (ALLETE), certify that:

1. I have reviewed this quarterly report on Form 10-Q for the period ended June 30, 2019, 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 registrant'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 registrant'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; and
    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant'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 registrant's ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 1, 2019

/s/ Alan R. Hodnik

Alan R. Hodnik
Chairman and Chief Executive Officer

Exhibit 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

I, Robert J. Adams, of ALLETE, Inc. (ALLETE), certify that:

1. I have reviewed this quarterly report on Form 10-Q for the period ended June 30, 2019, 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 registrant'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 registrant'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; and
    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant'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 registrant's ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 1, 2019	/s/ Robert J. Adams
	Robert J. Adams
	Senior Vice President and Chief Financial Officer

Exhibit 32

Section 1350 Certification of Periodic Report
By the Chief Executive Officer and Chief Financial Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, each of the undersigned officers of ALLETE, Inc. (ALLETE), does hereby certify that:

1. The Quarterly Report on Form 10-Q of ALLETE for the period ended June 30, 2019, (Report) fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of ALLETE.

Date: August 1, 2019

/s/ Alan R. Hodnik

Alan R. Hodnik
Chairman and Chief Executive Officer

Date: August 1, 2019

/s/ Robert J. Adams

Robert J. Adams
Senior Vice President and Chief Financial Officer

This certification shall not be deemed "filed" for purposes of Section 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.

Exhibit 95

Mine Safety Disclosure

Mine or Operating Name/MSHA Identification Number	Section 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 / 3200218	—	—	—	—	—	—	—	No	No	—	—	—

For the six months ended June 30, 2019, BNI Energy, owner of Center Mine, received no citations, orders, violations or notices under Sections 104(a), 104(b), 104(d), 107(a), 104(e) or 110(b)(2) of the Mine Safety Act and there were no fatalities.

Exhibit 99

For Release: August 1, 2019

Investor Contact: Vince Meyer
218-723-3952
vmeyer@allete.com

NEWS

ALLETE, Inc. reports second quarter 2019 earnings growth and narrows earnings guidance range

DULUTH, Minn. - ALLETE, Inc. (NYSE: ALE) today reported second quarter 2019 earnings of 66 cents per share on net income of $34.2 million. Last year’s results were 61 cents per share on net income of $31.3 million.

"Clean energy investments at both our regulated and energy infrastructure services businesses are expected to drive substantial growth over the next 5 years, potentially exceeding our stated 5-7% average annual growth objective,” said ALLETE Chairman and CEO Al Hodnik.

“We are pleased with our progress year-to-date, as we ramp to record levels of construction activities on several new projects slated to deliver carbon free generation beginning later this year and in 2020,” said ALLETE President Bethany Owen. “At ALLETE Clean Energy our recently announced Diamond Spring power sales agreements with Smithfield, Walmart and Starbucks, totaling over 300 MW in long-term contracted sales, represent an important and exciting new entrance into the growing commercial and industrial marketplace."

ALLETE’s Regulated Operations segment, which includes Minnesota Power, Superior Water, Light and Power (SWL&P) and the Company’s investment in the American Transmission Co. (ATC), recorded net income of $30.3 million, compared to $26.0 million in the second quarter of 2018. Earnings reflect higher net income at Minnesota Power primarily due to the timing of fuel adjustment clause recoveries, lower operating and maintenance expense and increased cost recovery rider revenue. These increases were partially offset by lower kilowatt-hour sales and associated margins from retail and municipal customers. Net income at SWL&P increased over last year due to higher rates implemented the first of this year, and ALLETE’s earnings in ATC were higher than in 2018 primarily due to additional equity investments.

ALLETE’s Energy Infrastructure and Related Services business, ALLETE Clean Energy, recorded second quarter 2019 net income of $1.9 million. Earnings at ALLETE Clean Energy decreased $4.9 million from 2018, primarily due to production tax credits of $2.6 million recorded in 2018 upon retrospective qualification of wind turbines in 2016 and 2017. In addition, lower revenue resulting from decreased non-cash amortization related to the expiration of power sales agreements and increased depreciation expense impacted the second quarter of 2019, slightly offset by higher production tax credits generated during the quarter.

Corporate and Other, which includes BNI Energy and ALLETE Properties, recorded net income of $2.0 million for the quarter, compared to a loss of $1.7 million in 2018. Net income in 2019 includes an adjustment for the gain on the sale of U.S. Water Services of $1.2 million after-tax.

“ALLETE’s 2019 annual earnings guidance is now expected to be in the lower half of the original guidance range. This is due, first, to lower than expected wind resources year-to-date, a phenomenon experienced by many industry participants, especially those with significant assets in the Midwest,” said ALLETE Senior Vice President and Chief Financial Officer Bob Adams. “Second, our newly announced Diamond Spring project and strong pipeline now mean we fully expect to utilize all of the $270 million in proceeds from the U.S. Water Services sale for new investments versus initiating a stock repurchase program which was factored into original guidance. Finally, our guidance reflects higher growth-related business development expenses associated with the Diamond Spring transaction that are required to be expensed for GAAP purposes.”

ALLETE will host a conference call and webcast at 10 a.m. Eastern Time this morning to discuss details of its financial performance. Interested parties may listen live by calling (877) 303-5852, passcode 9788958, or by accessing the webcast at www.allete.com. A replay of the call will be available through August 5, 2019 by calling (855) 859-2056, pass code 9788958. The webcast will be accessible for one year at www.allete.com.

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., and has an eight percent equity interest in the American Transmission Co. More information about ALLETE is available at www.allete.com. *ALE-CORP*

The 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.

ALLETE, Inc.
Consolidated Statement of Income
Millions Except Per Share Amounts - Unaudited

	Quarter Ended June 30, 2019	Quarter Ended June 30, 2018	Six Months Ended June 30, 2019	Six Months Ended June 30, 2018
Operating Revenue				
Contracts with Customers – Utility	$249.8	$257.8	$532.0	$528.0
Contracts with Customers – Non-utility	37.7	80.4	109.8	162.4
Other – Non-utility	2.9	5.9	5.8	11.9
Total Operating Revenue	290.4	344.1	647.6	702.3
Operating Expenses				
Fuel, Purchased Power and Gas – Utility	87.9	96.5	197.7	197.4
Transmission Services – Utility	19.2	16.8	37.5	35.2
Cost of Sales – Non-utility	16.5	37.0	47.1	69.9
Operating and Maintenance	66.7	86.8	142.9	173.3
Depreciation and Amortization	50.2	56.1	102.1	101.9
Taxes Other than Income Taxes	13.7	14.4	27.3	30.7
Total Operating Expenses	254.2	307.6	554.6	608.4
Operating Income	36.2	36.5	93.0	93.9
Other Income (Expense)				
Interest Expense	(16.3)	(17.1)	(32.8)	(34.0)
Equity Earnings	4.8	4.3	10.4	9.0
Gain on Sale of U.S. Water Services	0.5	—	20.6	—
Other	4.2	2.2	11.6	4.3
Total Other Income (Expense)	(6.8)	(10.6)	9.8	(20.7)
Income Before Income Taxes	29.4	25.9	102.8	73.2
Income Tax Benefit	(4.8)	(5.4)	(1.9)	(9.1)
Net Income	$34.2	$31.3	$104.7	$82.3
Average Shares of Common Stock				
Basic	51.6	51.3	51.6	51.2
Diluted	51.7	51.5	51.7	51.4
Basic Earnings Per Share of Common Stock	$0.66	$0.61	$2.03	$1.61
Diluted Earnings Per Share of Common Stock	$0.66	$0.61	$2.02	$1.60
Dividends Per Share of Common Stock	$0.5875	$0.56	$1.175	$1.12

Consolidated Balance Sheet
Millions - Unaudited

	Jun. 30, 2019	Dec. 31, 2018		Jun. 30, 2019	Dec. 31, 2018
Assets			**Liabilities and Shareholders' Equity**		
Cash and Cash Equivalents	$203.1	$69.1	Current Liabilities	$296.6	$405.1
Other Current Assets	194.2	265.2	Long-Term Debt	1,505.9	1,428.5
Property, Plant and Equipment – Net	4,062.9	3,904.4	Deferred Income Taxes	213.5	223.6
Regulatory Assets	391.2	389.5	Regulatory Liabilities	508.8	512.1
Equity Investments	160.2	161.1	Defined Benefit Pension and Other Postretirement Benefit Plans	163.9	177.3
Goodwill and Intangibles – Net	1.1	223.3	Other Non-Current Liabilities	282.8	262.6
Other Non-Current Assets	163.8	152.4	Shareholders' Equity	2,205.0	2,155.8
Total Assets	$5,176.5	$5,165.0	**Total Liabilities and Shareholders' Equity**	$5,176.5	$5,165.0

This exhibit has been furnished and shall not be deemed "filed" for purposes of Section 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.

ALLETE, Inc. Income (Loss)	Quarter Ended June 30, 2019	 2018	Six Months Ended June 30, 2019	 2018
Millions				
Regulated Operations	$30.3	$26.0	$81.8	$69.9
Energy Infrastructure and Related Services				
ALLETE Clean Energy	1.9	6.8	7.7	14.9
U.S. Water Services	—	0.2	(1.1)	(1.2)
Corporate and Other	2.0	(1.7)	16.3	(1.3)
Net Income	$34.2	$31.3	$104.7	$82.3
Diluted Earnings Per Share	$0.66	$0.61	$2.02	$1.60

Statistical Data				
Corporate				
Common Stock				
High	$86.52	$79.86	$86.52	$79.86
Low	$78.86	$70.40	$72.50	$66.64
Close	$83.21	$77.41	$83.21	$77.41
Book Value	$42.69	$41.05	$42.69	$41.05

Kilowatt-hours Sold				
Millions				
Regulated Utility				
Retail and Municipal				
Residential	232	243	581	585
Commercial	317	339	683	706
Industrial	1,773	1,781	3,587	3,624
Municipal	170	188	373	407
Total Retail and Municipal	2,492	2,551	5,224	5,322
Other Power Suppliers	714	1,005	1,536	2,008
Total Regulated Utility Kilowatt-hours Sold	3,206	3,556	6,760	7,330

Regulated Utility Revenue				
Millions				
Regulated Utility Revenue				
Retail and Municipal Electric Revenue				
Residential	$26.7	$28.0	$66.4	$63.5
Commercial	33.6	35.2	70.1	69.2
Industrial	120.0	114.7	240.6	228.0
Municipal	12.2	13.7	27.6	27.7
Total Retail and Municipal Electric Revenue	192.5	191.6	404.7	388.4
Other Power Suppliers	35.2	42.7	74.6	86.4
Other (Includes Water and Gas Revenue)	22.1	23.5	52.7	53.2
Total Regulated Utility Revenue	$249.8	$257.8	$532.0	$528.0

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