



STATE OF MINNESOTA
OFFICE OF THE ATTORNEY GENERAL

July 12, 2017

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William A. Brewer, III
Brewer Attorneys & Counselors
1717 Main Street, Suite 5900
Dallas, TX 75201

Re: 2007 Consent Order and 3M cost reimbursement

Dear Mr. Brewer:

I will be representing the Minnesota Pollution Control Agency (MPCA) with regard to the cost reimbursement matter that was the subject of correspondence between the MPCA and 3M Company ("3M") beginning in the fall of 2016. Please include me on all further correspondence with the MPCA about this matter at the address that appears below. If you would like to meet with the MPCA about this matter, please contact me.

On July 3, 2017, you wrote on behalf of 3M to the MPCA, seeking an extension of the MPCA's request for reimbursement dated May 2, 2017. You assert that it is reasonable for the MPCA to provide an extension because, on June 28, 2017, 3M requested certain additional information about the Work Orders and other information MPCA provided in support of the May 2, 2017 reimbursement request. You indicate that 3M will assess its reimbursement obligations when it has received the information requested on June 28, 2017.

Under Part XXVIII of the 2007 Settlement Agreement and Consent Order ("2007 Consent Order"), 3M is required to make a request for an extension 10 days before the required event, which you indicate was July 3, 2017. As a result, your request is tardy. Your request is also deficient because the information that you are seeking could have been requested long before July 28, and you offer no "good cause" for your failure to request the information until that date. Nevertheless, and without waiving future strict compliance with the extension conditions, the MPCA is willing to grant 3M an extension. The payment will be due 30 days from the date MPCA responds to 3M's June 28, 2017 letter.

Your letter also cites to Part XXVIII.C, which references delays associated with the "good faith invocation by 3M of Part X (Resolution of Disputes) of this Agreement." 3M has raised a variety of questions since the MPCA notified 3M in August 2016 of the fact that the Minnesota Department of Health ("MDH") was expanding the well advisory area in response to a new U.S. Environmental Protection Agency health advisory and that new costs could be expected in relation to the 3M perfluorochemical ("PFC") Sites. However, the MPCA is unaware of any formal dispute between 3M and the MPCA concerning the MPCA's authority to seek recovery of the costs incurred to provide safe water supplies under the 2007 Consent Order or the MPCA's reserved authorities to require such actions under law.

**Exhibit
2688**

State of Minnesota v. 3M Co.,
Court File No. 27-CV-10-28862

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If 3M intends to dispute its liability for the costs that the MPCA is incurring with regard to the new Health Based Value ("HBV") for perfluorooctanoic acid (PFOA) and perfluorooctane sulfonate (PFOS), the MPCA requests that 3M follow the procedure in Part X of the 2007 Consent Order. However, as MPCA has been performing the response actions in lieu of 3M, please note that "there shall be no judicial review of the MPCA Commissioner's order or of the response actions performed by the MPCA Commissioner unless the MPCA Commissioner brings an action to enforce Part XXIII of this Agreement to recover costs incurred to perform the response actions."

Since November 2016, the MPCA and the MDH have responded to numerous requests for information from 3M related to the well advisories, MPCA and MDA actions, and MPCA's expenditures related to the 2007 Consent Order. The MPCA has offered to meet with 3M to answer any additional questions that it might have, but 3M has not accepted this offer. As a result, the MPCA will not agree to any further extensions of the date payment is due on the ground that 3M requires additional information.

The MPCA also renews its June 9, 2017 request that 3M confirm it will take responsibility for response actions that the City of Cottage Grove ("Cottage Grove") and the MPCA are taking to respond to contamination of the Cottage Grove municipal water supply. These actions are being taken pursuant to the 2007 Consent Order and pursuant to an emergency declaration under Minn. Stat. § 115B.17, subd. 1(b). In the June 9, 2017 letter, the MPCA requested that 3M agree to pay Cottage Grove for the operation and maintenance of the temporary carbon treatment system(s) until a permanent solution is selected and installed, and agree to work with Cottage Grove to plan, construct and implement a more permanent solution that 3M would fund. The MPCA's June 9, 2017 letter requested 3M's response by June 29, 2017. If the MPCA does not receive an affirmative response to this renewed request by July 20, 2017, the MPCA will assume that 3M has declined to take the requested actions.

Very truly yours,



ANN E. COHEN

Assistant Attorney General

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Attorney for Minnesota Pollution Control Agency

cc: John Stine, MPCA
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