CROWLEY FLECK PLLP

Wade C. Mann
400 East Broadway, Suite 600
P.O. Box 2798
Bismarck, ND 58502-2798
701.223.6585
wmann@crowleyfleck.com

September 19, 2012

via hand delivery

Mr. Darrell Nitschke
Executive Director
NORTH DAKOTA PUBLIC
SERVICE COMMISSION
600 E. Boulevard Avenue, Dept. 408
Bismarck, ND 58505-0480

Dear Mr. Nitschke:

In re: Oliver Wind III, LLC
Case No. PU-11-561

Enclosed for filing are original and ten copies of Application for Amendment of Certificate of Site Compatibility with attachments.

Very truly yours,

WADE C. MANN

bw
Enc.

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF NORTH DAKOTA

Oliver Wind III, LLC
48 MW Wind Energy Center -
Morton County
Siting Application

Case No. PU-11-561

APPLICATION FOR AMENDMENT OF CERTIFICATE
OF SITE COMPATIBILITY

Pursuant to North Dakota Century Code § 49-22-08(4) Oliver Wind III, LLC ("Oliver Wind III") hereby files this Application for an Amendment to Certificate of Site Compatibility for Energy Conversion Facility No. 27 issued March 21, 2012 ("Certificate") to Oliver Wind III by the Public Service Commission ("Commission").

The Certificate designated the Oliver III Energy Center consisting of up to 30 1.6 MW wind turbine generators and associated facilities in Morton County, North Dakota.

Pursuant to the Findings of Fact, Conclusions of Law and Order, also dated March 21, 2012 ("Order"), Oliver Wind III proposed to construct a wind energy facility known as the Oliver III Wind Energy Center to be located in Morton County, approximately 11 miles south of the City of Center. The project consists of approximately 17,380 acres (25 square miles).

In its Application and at the hearing Oliver Wind III indicated that the project will have a name plate (gross) generating capacity of 48 MW, consisting of up to 30 1.6 MW wind turbines and associated facilities.

At the time the Order was issued, Oliver Wind III intended to use General Electric 1.6 MW XLE wind turbines. Each turbine was indicated to have a 262 feet (80 meters) hub height and a 271 feet (82.5 meters) rotor diameter.

However, as indicated in the enclosed materials, Oliver Wind III desires to use a different wind turbine model for this project. Two types of wind turbines are being considered. Both of these turbine models are more efficient and have a larger motor diameter of 328 feet (100 meters), requiring slight adjustments in the spacing of the turbines to meet manufacturer's specifications and Morton County's setback requirements. The first option Oliver Wind III is considering is a 1.6 MW turbine with the larger rotor diameter of 328 feet (100 meters); and a second option is a 1.7 MW turbine, also with a 328 feet (100 meters) rotor diameter. Both turbines would increase output slightly.

The setback requirements changed based on turbine height, as 1.5 times the rotor diameter changed from 406 feet to 492 feet, and the 1.25 times the total turbine height changed from 496 feet to 533 feet.

Enclosed is a letter dated September 19, 2012, detailing these changes which includes Table 1, describing the revised setback distances; and Table 2 being the distance to receptor turbine comparison. Also enclosed is an aerial photo showing the turbine array comparison between that as approved in the Order, and as requested by this Amendment. Also enclosed is a map which may be utilized for publication purposes.

In the Certification Relating to Order Provisions—Energy Conversion Facility Siting ("Certification") in this case filed by Oliver Wind III, on December 20, 2011, paragraph No. 34 provides as follows:

> Oliver III understands and agrees that it shall inform the Commission in writing of any plans to modify the energy conversion facility, or of any plans to modify the site plan for the energy conversion facility. Oliver III understands and agrees to obtain written approval from the Commission prior to any modifications to the site plan or the energy conversion facility,

associated facilities, and roadway locations. Approval may be granted after notice and opportunity for hearing.

As noted in the attached materials, Oliver Wind III will be conducting studies pursuant to the Commission's facility siting criteria for exclusion areas, avoidance areas, selection criteria and policy criteria set forth in North Dakota Administrative Code § 69-06-08-01. Oliver Wind III will supplement this request for an amended certificate with this data when the studies have been completed, summarizing any changes. In addition, Oliver Wind III will also revise the acoustic and shadow flicker assessments conducted for this project and file them with the Commission.

Pursuant to North Dakota Century Code § 49-22-08(4) and paragraph No. 34 of the Certification, Oliver Wind III hereby requests an amendment to the Certificate designating the turbine changes as set forth in the attached materials. Pursuant to paragraph No. 34 of the Certification, Oliver Wind understands that approval may be granted after notice and opportunity for hearing.

Dated this 19th day of September, 2012.

Respectfully submitted,

OLIVER WIND III, LLC

CROWLEY FLECK PLLP
Attorneys for Applicant
400 East Broadway, Suite 600
Post Office Box 2798
Bismarck, North Dakota 58502-2798
Phone: 701-223-6585

By: _____
WADE C. MANN, ND Bar ID #05871

STATE OF NORTH DAKOTA)
)SS.
COUNTY OF BURLEIGH)

Wade C. Mann, being separately sworn, deposes and states that he has read the above and foregoing Application, that he knows the contents thereof, and that the same is true of his own personal knowledge.

WADE C. MANN

Subscribed and sworn to before me this 19th day of September, 2012.

BETH WALD
Notary Public
State of North Dakota
My Commission Expires Nov. 28, 2014

Beth Wald, Notary Public
Burleigh County, North Dakota
My Commission Expires 11/28/14

TETRA TECH EC, INC.

September 19, 2012

Darrell Nitschke
Executive Secretary
North Dakota Public Service Commission
600 E. Blvd. Dept. 408
Bismarck, ND 58505-0480

SUBJECT: Oliver III Wind Energy Center, Case No. PU-11-561, Certificate Number 27

Dear Mr. Nitschke,

On behalf of Oliver Wind III, LLC, Tetra Tech is providing the following information regarding the Oliver III Wind Energy Center, which was issued as Certificate Number 27 on March 21, 2012.

Since the order was issued, Oliver Wind III, LLC has elected to use a different turbine model for the project. There are two turbine types that are now being considered in lieu of the 1.6 MW 82.5 meter rotor diameter option. Both of these turbine models are more efficient and have a larger rotor diameters (100 meters [328 feet], versus 82.5 meters [271 feet]), requiring slight adjustments in the spacing of the turbines to meet manufacturer specifications and Morton County setback requirements (Table 1). The first option is the 1.6 MW turbine with the larger rotor diameter and the second option is a 1.7 MW turbine, also with a 100 meter rotor diameter, both of which increases output slightly.

The setback requirements based on turbine height changed: 1.5 times the rotor diameter changed from 406 feet to 492 feet, and 1.25 times the total turbine height changed from 496 feet to 533 feet.

Table 1. Morton County Setback Distances for Wind Turbines

Perimeter of wind energy facility	1.5 times rotor diameter*
Occupied residence, commercial building, publicly used structure and state/county parks	1,320 feet or 1.25 times the total height (whichever is greater)
Public roads and overhead transmission lines	250 feet from center line of right-of-way

*A variance may be granted for a reduced setback if affected party agrees.

Comparing the new turbine layout to what was permitted by the PSC, 6 of the 34 originally proposed turbine locations did not move and one planned turbine was completely removed. The other turbines moved between 6 and 450 feet. All but three turbines moved less than 250 feet. Three of the former alternates are now planned turbines, and two of the previous planned turbines are now alternates.

Attached is a figure showing the revised locations compared to the permitted locations. Also attached is a black and white figure for publication.

Table 2 summarizes the turbine shifts and the distance to the nearest occupied residences. In the column titled "change in distance to nearest receptor," the black numbers indicate the turbine is currently further from the receptor, while a negative red number indicates the turbine is closer to the receptor than originally proposed. Please note that although one turbine moved 244 feet closer to the nearest receptor, all the other turbines moved farther away or less than 100 feet from the closest receptor.

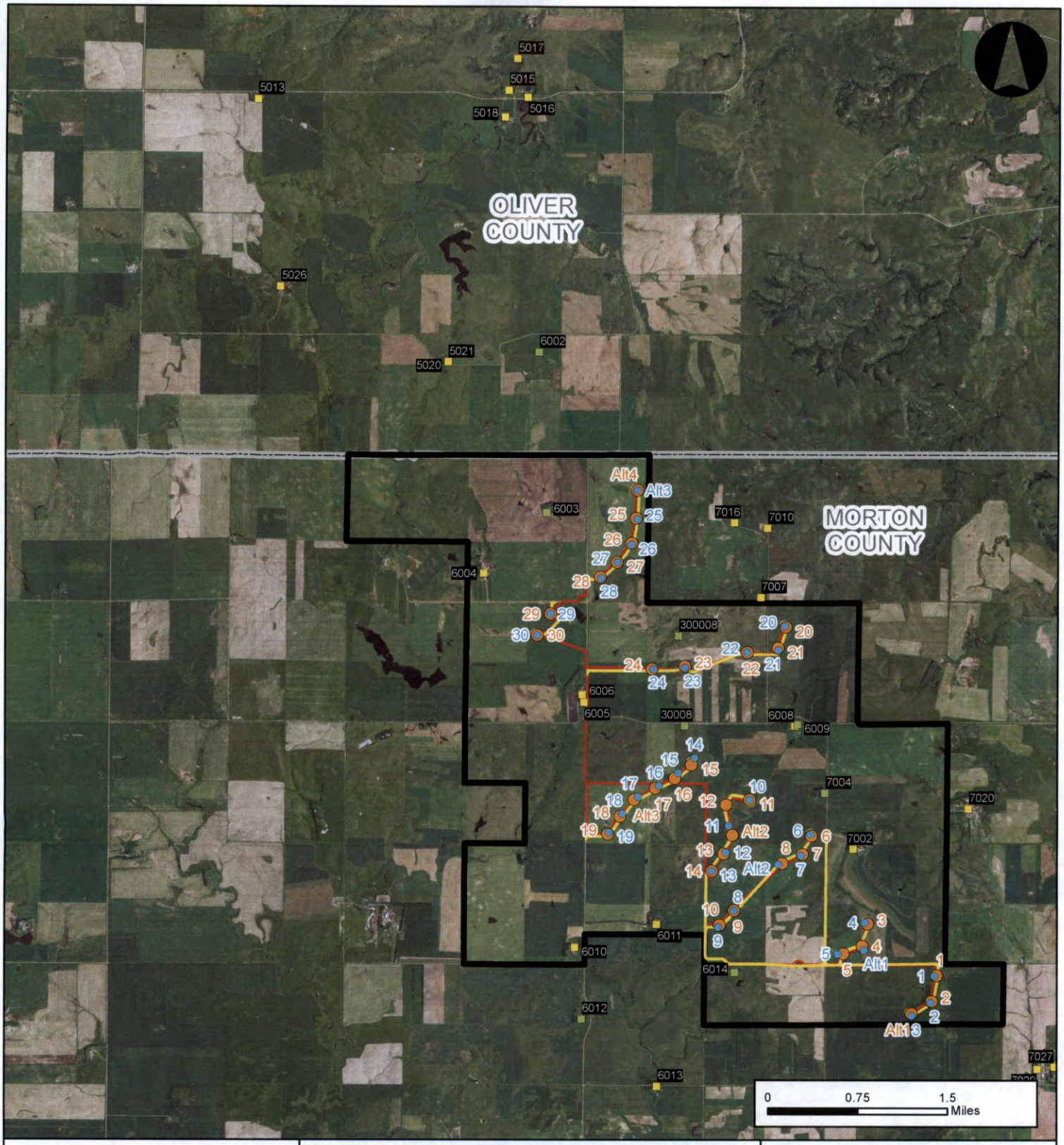
Tetra Tech will be conducting surveys for cultural resources and wetlands/waters of the U.S. of previously unsurveyed areas within the anticipated project construction footprint in upcoming weeks. After the surveys are complete, we will submit to the PSC tables summarizing any changes in the impacts to exclusion and avoidance areas, as well as selection and policy criteria since the application was submitted. Tetra Tech will also revise the acoustic and shadow flicker assessments conducted for the project. Oliver III Wind is anticipating receiving an order contingent upon acceptable results from the studies discussed above which will be completed once the layout is finalized.

Please feel free to contact me at (617) 443-7552 or Tracey.Dubuque@tetratech.com if you have any questions.

Sincerely,

TETRA TECH EC, INC.

Tracey M. Dubuque, P.E.
Senior Project Manager



Oliver Wind III Energy Center

MORTON COUNTY, ND

Turbine Array Comparison

AUGUST 2012

TETRA TECH EC, INC.

Scale 1:55,000

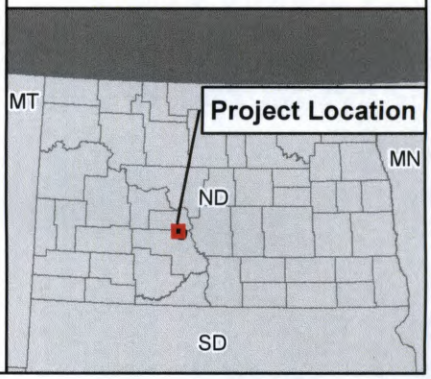
- Turbine Array (7/12/2012)
- Turbine Array (9/6/2011)

Receptor

- Occupied
- Unoccupied
- Oliver III Reduced Project Area (06/05/2012)
- Collection Line (10/11/2011)
- Access Road (10/11/2011)
- County Boundary

Source: ESRI Data, NAIP 2010 Imagery

OVERVIEW MAP



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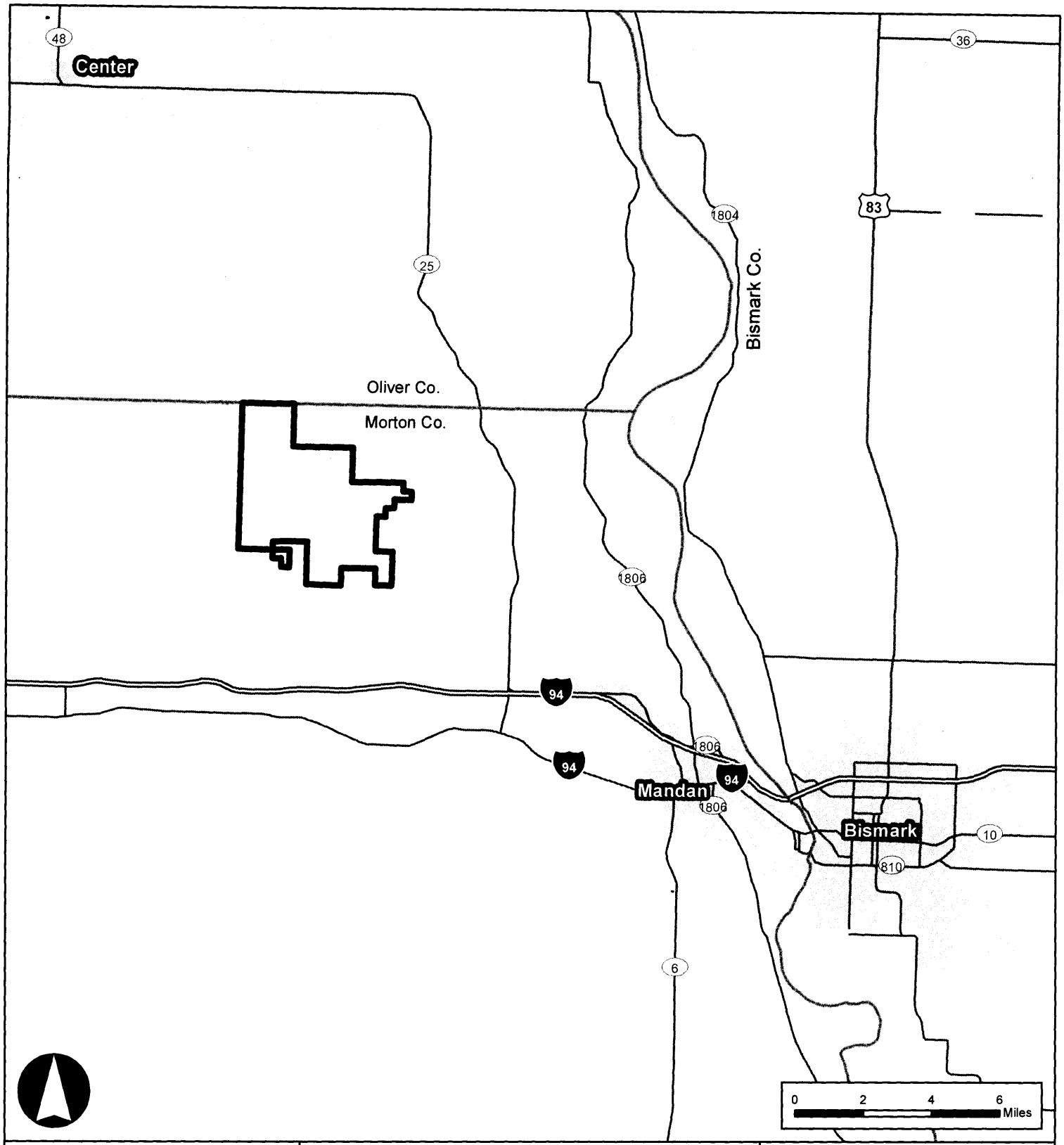


Oliver Wind III
Energy Center
MORTON COUNTY, ND

Figure 1.Project Location

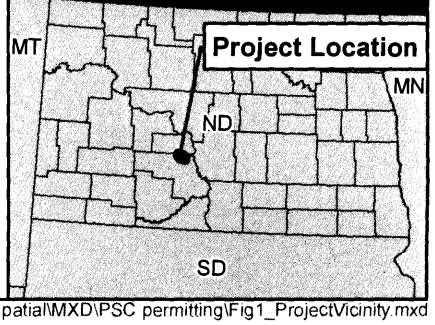
AUGUST 2012

Scale 1:250,000

- Project Area
- Interstate
- Highway
- Major Road
- Local Road
- Populated Place
- County Boundary

Source: ESRI Data

OVERVIEW MAP



File: P:\FPL Energy\Dakotas\Contract 3173 and 3664 - Oliver County Wind\Contract 3664 Oliver III, IV and V\GIS\Spatial\MXD\PSC permitting\Fig1_ProjectVicinity.mxd

Oliver III								
7/12/2012 Array Turbine #	9/6/2011 Array Turbine #	Distance Moved	Direction Moved	Change in Distance to Nearest Receptor in feet	Nearest Receptor 9/6/2011	Distance to Nearest Receptor in feet (9/6/11)	Nearest Receptor (7/12/2012)	Distance to Nearest Receptor in feet (7/12/12)
1	1	99.79	WSW	60.87	7029	6069.34	7029	6130.21
2	2	73.36	SSW	-8.03	7029	5564.63	7029	5556.61
3	Alt1	99.79	SSE	-55.12	7029	6087.46	7029	6032.34
4	3	140.16	NW	-92.81	7002	3336.11	7002	3243.30
5	5	223.10	W	31.33	7002	4608.38	7002	4639.72
6	6	90.09	NNW	71.36	7002	1937.04	7002	2008.39
7	7	102.18	SW	75.66	7002	2254.39	7002	2330.05
8	9	0.00		N/A	6011	3440.68	6011	3440.67
9	10	107.12	SSW	-44.98	6011	2747.04	6011	2702.06
10	11	0.00		N/A	6008	3790.62	6008	3790.61
11	Alt2	450.45	NNW	N/A	6011	5125.90	6008	5234.85
12	13	110.29	NE	106.62	6011	4264.12	6011	4370.74
13	14	0.00		N/A	6011	3377.57	6011	3377.57
14	15	336.21	NNE	-244.13	6008	4855.16	6008	4611.03
15	16	280.32	NNE	-32.42	6005	5197.00	6005	5164.58
16	17	199.81	NE	36.08	6005	4893.80	6005	4929.88
17	Alt3	217.85	NE	-35.46	6005	4797.92	6005	4762.46
18	18	164.73	NE	78.91	6011	4998.82	6011	5077.73
19	19	100.16	NNE	52.01	6011	4503.79	6011	4555.80
20	20	65.12	NW	-64.17	7007	1694.62	7007	1630.46
21	21	98.92	S	96.75	7007	2338.62	7007	2435.37
22	22	0.00		0.00	7007	2472.69	7007	2472.69
23	23	49.21	S	32.49	7007	4501.83	7007	4534.32
24	24	65.62	E	62.00	6006	3257.08	6006	3319.08
25	25	76.52	SE	-67.69	7016	4325.22	7016	4257.53
26	26	47.77	SSE	-4.42	7016	4619.22	7016	4614.80
27	27	14.67	SE	-2.29	7016	5433.05	7016	5430.75
28	28	51.25	SE	41.08	6004	5111.76	6004	5152.84
29	29	0.00		N/A	6004	3420.41	6004	3420.40
30	30	0.00		N/A	6006	3275.21	6006	3275.20
Alt1	4	189.30	SSE	176.68	7002	4263.46	7002	4440.14
Alt2	8	174.38	WSW	174.30	7002	3200.98	7002	3375.29
Alt3	Alt4	6.56	N	2.17	7016	4496.09	7016	4498.26
	12				6008	4578.37	N/A	N/A
Moved 1-50'								
Moved 51-100'								
Moved over 100'								