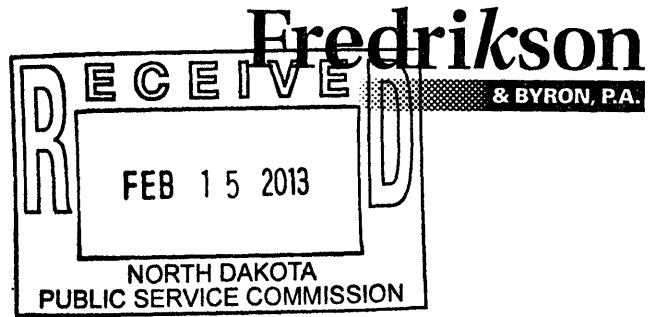


February 14, 2013

VIA FEDERAL EXPRESS

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



RE: Letter of Intent to Submit Application for a Certificate of Site Compatibility for Rolette Power Development, LLC's Rolette Wind Energy Project, Corporate Documents, and Ten Year Plan

Dear Mr. Nitschke:

Please find enclosed herewith for filing an original and ten (10) copies of the following documents:

1. Rolette Power Development, LLC's Letter of Intent to submit an application for a Certificate of Site Compatibility for its Rolette Wind Energy Project;
2. A certified copy of Rolette Power Development, LLC's Articles of Organization from the Secretary of State of North Dakota;
3. A Certificate of Good Standing from the Secretary of State of North Dakota for Rolette Power Development, LLC;
4. Corporation Details for Rolette Power Development, LLC, obtained from the North Dakota Secretary of State website;
5. Rolette Power Development, LLC's Ten Year Plan for 2013-2023; and
6. An Affidavit of Service.

Also enclosed herewith is a CD containing the above-referenced documents and this letter in PDF format. Notice of the filing of the Ten Year Plan will be provided, as required by Section 69-06-02-02(2) of the North Dakota Administrative Code, and the original notice will be filed separately.

Should you have any questions, please do not hesitate to contact me.

Sincerely,
Mollie M. Smith

MOLLIE M. SMITH

MMS/ms
Enclosures

cc: Mr. Warren Enyart

5321660_1.doc	Attorneys & Advisors main 612.492.7000 fax 612.492.7077 www.fredlaw.com	Fredrikson & 200 South Sixth Minneapolis, MN 55402-1425	1	PU-13-89 Corporate papers	Filed: 2/15/2013	Pages: 6
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State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

ROLETTE POWER DEVELOPMENT, LLC

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that ROLETTE POWER DEVELOPMENT, LLC, a North Dakota LIMITED LIABILITY COMPANY, was issued a certificate of organization which was effective on July 11, 2012 and, according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing a North Dakota LIMITED LIABILITY COMPANY.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Good Standing to

ROLETTE POWER DEVELOPMENT, LLC

Issued: February 12, 2013

A handwritten signature in blue ink, reading "Alvin Jaeger".

Alvin Jaeger
Secretary of State

32.028.700 LLC

RECEIVED

JUN 25 2012

Sec. of State

ARTICLES OF ORGANIZATION

916053

OF

ROLETTE POWER DEVELOPMENT, LLC

RECEIVED

JUL 11 2012

SEC. OF STATE

The undersigned organizer, being a natural person eighteen (18) years of age or older, in order to form a limited liability under the North Dakota Limited Liability Company Act (North Dakota Statutes, Chapter 10-32), hereby adopts the following Articles of Organization:

ARTICLE I

NAME

The name of this Company is Rolette Power Development, LLC

ARTICLE II

REGISTERED OFFICE

The registered office of this Company and the name of the registered agent at that address is:

Merle Boucher
208 Main St.
PO Box 154
Rolette, ND 58366-0154

ARTICLE III

PURPOSES

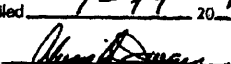

This Company is organized for the general business purposes consistent with the North Dakota Limited Liability Act.

ARTICLE IV

INTERNAL REGULATION PROVISIONS

The provisions for the internal regulation of the Company are as follows:

- A. Each manager and governor, past or present of the Company, and each person who serves or may have served at the request of the Company as director, officer, governor, manager, employee or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise, and their respective

NORTH DAKOTA
 Filed 7-11 2012

 Secretary of State 

heirs and legal representatives, shall be indemnified by the Company in accordance with, and to the fullest extent permissible under, the provision of North Dakota Century Code Chapter 10-32, as it may be from time to time amended. Whenever the applicable provision of North Dakota Century Code Chapter 10-32 make indemnification permissible upon the finding that certain standards are met, such indemnification shall be mandatory by the Company.

- B. No governor of the Company shall be personally liable neither to the Company nor to its members for any monetary damages or breach of fiduciary duty as a governor. However, this provision shall not eliminate or limit the liability of a governor for those matters expressly enumerated in N.D.C.C. §10-32-86 (or any successor thereto).

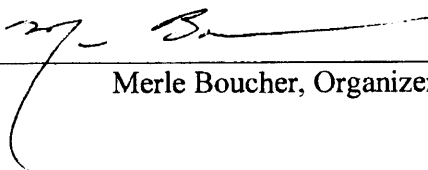
ARTICLE V
ORGANIZER

The name and address of the organizer of this Company is as follows:

Merle Boucher
606 Highland St.
PO Box 7
Rolette, ND 58366-0007

I, the above-named Organizer, have read the foregoing Articles of Organization, know the contents, and believe the statements made therein to be true.

DATED this 25th day of June, 2012.



Merle Boucher, Organizer



STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 2 pages as taken from the original on file in this office. Originality of this certification can be determined by the color red.

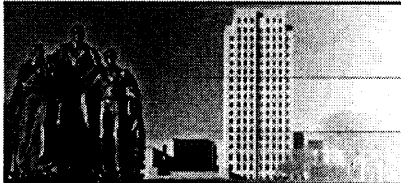
DATED: 2/12/13

Alvin A. Jaeger

BY: *Alvin A. Jaeger*

Alvin A. Jaeger
SECRETARY OF STATE

North Dakota

nd.gov Official Portal for
North Dakota State GovernmentNorth Dakota
SECRETARY

SECRETARY OF STATE NORTH DAKOTA

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ROLETTE POWER DEVELOPMENT, LLC

Corporation Details

System ID: 32028700 **Phone:** Not on file
Type: LIMITED LIABILITY COMPANY
Status: Active & Good Standing
Original File Date: 07/11/2012 **Effective Date:** 07/11/2012
State of Origin: North Dakota

Principal Office

ADDRESS NOT YET REPORTED ,

Registered Agent

MERLE BOUCHER
208 MAIN ST
PO BOX 154
ROLETTE, ND 58366-0154
Established Date: Jul 11, 2012



Generate an Annual Report To File

To Generate a Annual Report form to be filed with the Secretary of State, select the appropriate year of the report you intend to file. This report does not contain details of a report previously filed with the Secretary of State. The annual report years reflected are an indication of the various report forms available in this site and is not an indication that an entity needs to file reports for all years. Missing years indicate that the forms for the missing year have not yet been deployed to the website, or have already been removed, and can be obtained by contacting the Secretary of State.

[2012](#) (generates a forms-fillable pdf in a new pop-up window)

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