

# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BORDER WINDS ENERGY, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "NORTHERN STATES POWER COMPANY" UNDER THE NAME OF "NORTHERN STATES POWER COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MINNESOTA, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRD DAY OF DECEMBER, A.D. 2015, AT 4:27 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRD DAY OF DECEMBER, A.D. 2015 AT 11:59 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

5072043 8100M  
SR# 20171824876

Authentication: 202213700  
Date: 03-17-17

You may verify this certificate online at [corn.delaware.gov/authver.shtml](http://corn.delaware.gov/authver.shtml)

**CERTIFICATE OF MERGER OF  
BORDER WINDS ENERGY, LLC  
WITH AND INTO  
NORTHERN STATES POWER COMPANY**

**December 3, 2015**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation (the “**Surviving Corporation**”) is Northern States Power Company, a Minnesota corporation (the “**Corporation**”), and the name of the limited liability company being merged with and into the Corporation is Border Winds Energy, LLC, a Delaware limited liability company (“**Border Winds**”).

**SECOND:** The Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent parties.

**THIRD:** The name of the Surviving Corporation is Northern States Power Company.

**FOURTH:** The merger is to become effective at 11:59 PM Eastern Standard Time on the date this Certificate of Merger is filed with the Delaware Secretary of State.

**FIFTH:** The Plan of Merger is on file at 414 Nicollet Mall, 5th Floor, Minneapolis, MN 55401, the place of business of the Surviving Corporation.


**SIXTH:** A copy of the Plan of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder of any constituent party.

**SEVENTH:** The Certificate of Incorporation of the Surviving Corporation shall be its Certificate of Incorporation.

**EIGHTH:** The Surviving Corporation agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of Border Winds and it irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such action, suit or proceeding. The Secretary of State shall mail a copy of any such process to 414 Nicollet Mall, 5th Floor, Minneapolis, MN 55401, the place of business of the Surviving Corporation.

*[Signature Page Follows]*

**IN WITNESS WHEREOF**, Northern States Power Company has caused this certificate to be signed by an authorized officer on the date first set forth above.

By:   
Name: Christopher B. Clark  
Title: President

**Office of the Minnesota Secretary of State  
Certificate of Merger**

I, Steve Simon, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

Home Jurisdiction and Names of Merging Entities:

MINNESOTA: NORTHERN STATES POWER COMPANY  
DELAWARE: BORDER WINDS ENERGY, LLC

Home Jurisdiction and Name of Surviving Entity:

MINNESOTA: NORTHERN STATES POWER COMPANY

Name of Surviving Entity after Effective Date of Merger:

NORTHERN STATES POWER COMPANY

This certificate has been issued on: 12/3/2015



*Steve Simon*

Steve Simon  
Secretary of State  
State of Minnesota

**ARTICLES OF MERGER**

**BORDER WINDS ENERGY, LLC**  
**(a Delaware limited liability company)**  
**with and into**  
**NORTHERN STATES POWER COMPANY**  
**(a Minnesota corporation)**

**December 3, 2015**

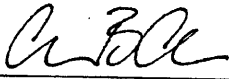
Pursuant to Minnesota Statutes Sections 302A.621 and 302A.651, Border Winds Energy, LLC, a Delaware limited liability company (the “**Merging Company**”), and Northern States Power Company, a Minnesota corporation (the “**Surviving Corporation**”), hereby adopt the following Articles of Merger:

1. The plan of merger attached hereto as Exhibit A (the “**Plan of Merger**”) provides for the merger of the Merging Company with and into the Surviving Corporation.
2. The Surviving Corporation owns all of the issued and outstanding membership interests of the Merging Company.
3. The Plan of Merger has been approved by the Board of Directors of the Surviving Corporation, as the parent of the Merging Company, in accordance with Minnesota Statutes Section 302A.621.

*[Signature Page Follows]*

IN WITNESS WHEREOF, these Articles of Merger have been executed by the Surviving Corporation, as the parent, as of the date first set forth above.

**NORTHERN STATES POWER COMPANY**

By:   
Name: Christopher B. Clark  
Title: President

**EXHIBIT A**

**PLAN OF MERGER**

The Board of Directors of Northern States Power Company (the "**Corporation**") adopted the following plan of merger by written action as of the 3rd day of December, 2015 (the "**Effective Date**"):

WHEREAS, Border Winds Energy, LLC, a Delaware limited liability company ("**Border Winds**"), is a wholly-owned subsidiary of the Corporation; and

WHEREAS, the Directors of the Corporation deem it to be in the best interests of the Corporation to merge Border Winds with and into the Corporation, with the Corporation surviving such merger (the "**Merger**").

**NOW, THEREFORE, BE IT HEREBY RESOLVED**, that the Merger is hereby approved in all respects; and

**FURTHER RESOLVED**, that the plan of merger, including the terms of the Merger, is approved as set forth below:

(a) Pursuant to and in accordance with Sections 302A.621 and 302A.651 of the Minnesota Business Corporations Act, as amended (the "**MBCA**"), and Title 6, Section 18-209 of the Delaware Limited Liability Company Act (the "**DLLCA**") the Corporation shall merge into itself Border Winds, with the Corporation being the surviving corporation (the "**Surviving Corporation**"), and shall assume all of the liabilities of Border Winds;

(b) the Merger shall have the effects set forth in Section 302A.641 of the MBCA and Title 6, Section 18-209 of the DLLCA, and shall become effective on 11:59 PM Central Standard Time on the Effective Date (the time the Merger becomes effective being the "**Effective Time**");

(c) the Articles of Incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law;

(d) the bylaws of the Corporation, as in effect immediately prior to the Effective Time, shall be the bylaws of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law;

(e) the officers and directors of the Corporation at the Effective Time shall be and remain the officers and directors of the Surviving Corporation and shall hold office from the Effective Time until their successors are duly elected and qualified; and

(f) at the Effective Time, all of the issued and outstanding membership interests of Border Winds, shall, by virtue of the Merger and without need of any further

action, be canceled, without any payment being made in respect thereof or any exchange being made therefor.

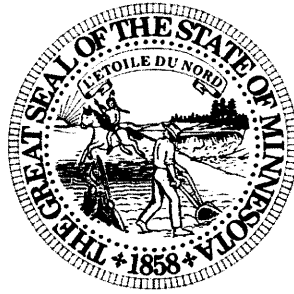
**FURTHER RESOLVED**, that the form and terms of the Minnesota Articles of Merger, substantially in the form presented to the Directors of the Corporation (the "**Minnesota Articles of Merger**") are hereby approved; and

**FURTHER RESOLVED**, that the form and terms of the Delaware Certificate of Merger, substantially in the form presented to the Directors of the Corporation (the "**Delaware Certificate of Merger**") are hereby approved; and

**FURTHER RESOLVED**, that any proper officer of the Corporation is hereby authorized and directed to execute and file the Minnesota Articles of Merger with the Secretary of State of the State of Minnesota and to execute and file the Delaware Certificate of Merger with the Secretary of State of the State of Delaware, in each case with such changes therein as any such officer may approve, such approval to be conclusively evidenced by such officer's execution thereof; and

**FURTHER RESOLVED**, that any proper officer of the Corporation is hereby authorized and directed to execute and deliver any and all documents, certificates, agreements, or instruments and to take any and all actions necessary to consummate the transactions contemplated by the foregoing resolutions.

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**File Numbers**

85763090003

11B-256

STATE OF MINNESOTA  
OFFICE OF THE SECRETARY OF STATE  
FILED

12/3/2015 11:59:00 PM

*Steve Simon*

Steve Simon  
Secretary of State

IN THE MATTER OF THE  
APPLICATION OF NORTHERN  
STATES POWER COMPANY TO  
TRANSFER THE CERTIFICATE OF  
SITE COMPATIBILITY NUMBER 21

CASE NO. PU-13-743

**AFFIDAVIT OF CHRISTOPHER B. CLARK**

Christopher B. Clark, under oath, states:

1. I am employed by Northern States Power Company, a Minnesota corporation (NSP or the Company), which is a public utility operating subsidiary of Xcel Energy Inc., a registered public utility holding company. My business address is 414 Nicollet Mall, Minneapolis, Minnesota 55401. My title is President – Northern States Power Company – Minnesota.

2. I have more than 20 years of experience in the public utility industry and have worked extensively in connection with the Company's purchases and construction of wind energy generation facilities. The Company's engineering and construction team has extensive experience in the field of engineering and construction of electric power infrastructure.

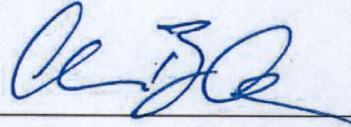
3. I am submitting this Affidavit in support of the Company's request for the transfer of Certificate of Site Compatibility Number 21, which was originally granted by the North Dakota Public Service Commission (Commission) in Case No. PU-08-797 to Sequoia Energy US Inc. on May 5, 2011; and then subsequently transferred to Border Winds Energy on April 9, 2014 in Case No. PU-14-31, to the Company.

4. I have reviewed all of the terms and conditions to Certificate of Site Compatibility Number 21.

5. The Company agrees to abide by all of the terms and conditions in Certificate of Site Compatibility Number 21 and stands ready, willing and able to perform the obligations stated therein.

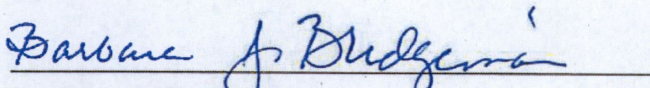
6. I have authority to bind the Company in the commitments made in this Affidavit.

Dated this 18<sup>th</sup> date of September, 2017.



Christopher B. Clark  
President – NSPM

Subscribed and sworn to before me  
this 18<sup>th</sup> day of September, 2017.

  
Barbara J. Bridgeman

Notary Public  
My Commission Expires: January 31, 2020

