

January 8, 2014



Hand-Delivered

Mr. Darrell Nitschke
ND Public Service Commission
600 E. Boulevard
Dept. 408
Bismarck, ND 58504-0480

Re: Border Winds Energy Project, Rolette County, North Dakota
Case No. PU-08-797

Dear Mr. Nitschke:

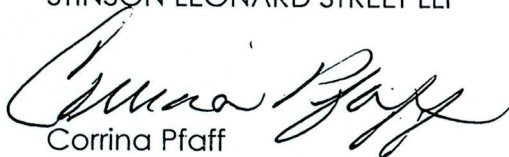
Enclosed is an original and 10 copies of the following:

1. Petition for Modification or Amendment of Findings of Fact, Conclusions of Law, and Order Granting Certificate of Site Compatibility with Attachments 1 – 3; and
2. Joint Application of Sequoia Energy US, Inc. and Border Winds Energy, LLC for Transfer of Certificate of Site Compatibility for Energy Conversion Facility.

If you have any questions, please feel free to contact Dante Tomassoni at 701.221.8606.
Thank you.

Sincerely,

STINSON LEONARD STREET LLP



Corrina Pfaff
LAA/Paralegal

CP:cp
Enclosures

1 **PU-14-31** Filed: 1/8/2014 Pages: 11
**Joint Application for Transfer of Certificate of Site
Compatibility for Energy Conversion Facility**

Sequoia Energy US Inc. / Border Winds Energy, LLC

Corrina Pfaff

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Case No. PU-08-797

In the matter of the Siting Application
of Sequoia Energy US Inc.
for the 150 MW Border Winds Energy Project,
Rolette County, North Dakota

**JOINT APPLICATION OF SEQUOIA ENERGY US, INC. AND BORDER WINDS ENERGY, LLC
FOR TRANSFER OF CERTIFICATE OF SITE COMPATIBILITY FOR ENERGY CONVERSION FACILITY**

Pursuant to North Dakota Century Code Chapter 49-22 and North Dakota Administrative Code Article 69-06, Sequoia Energy US Inc. ("**Sequoia**") and Border Winds Energy, LLC ("**Border Winds Energy**") respectfully submit this joint application (the "**Application**") for the transfer to Border Winds Energy of the Certificate of Site Compatibility for Energy Conversion Facility, Certificate Number 21, Case No. PU-08-797 (the "**Certificate**") issued to Sequoia for the approximately 150 MW Border Winds Energy Project located in Rolette County, North Dakota (the "**Project**").

A. Communications and Service

Please place the following individuals on the Commission service list for all official communications in this matter:

Sequoia Energy US Inc. 900 - 363 Broadway Winnipeg MB R3C 3N9 Canada P: (204) 927-0290 F: (204) 927-0298 E: rdiduch@sequoia-energy.com Attn: Ron Diduch, President	Border Winds Energy LLC 11101 W. 120 th Ave. Suite 400 Broomfield, CO 80021 (303)439-4200 E: brad.lila@res-americas.com Attn: Brad Lila, Development Director
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B. Statutory Provisions

Transfer of a certificate of site compatibility is authorized under NDCC § 49-22-07 and NDAC § 69-06-01-02(3). Pursuant to these provisions, the Commission shall hold a public hearing on an application for the transfer of a certificate if, following publication of a notice of opportunity for a public hearing in the

official newspaper in the County in which the facility is located, an interested person requests and demonstrates good cause for a public hearing, or the Commission upon its own motion determines there is good cause for a public hearing.

C. Background

By Findings of Fact, Conclusions of Law and Order dated May 5, 2011, Case No. PU-08-797 (the “Order”), the Commission issued the Certificate to Sequoia for the construction, operation, and maintenance of the Project in Rolette County, North Dakota.

D. Application for Transfer of Certificate of Site Compatibility

Sequoia and Border Winds Energy submit this joint application for the transfer of the Certificate to Border Winds Energy. In support of the transfer application, Sequoia and Border Winds Energy state as follows:

1. Sequoia is a corporation duly authorized to carry on business in the State of North Dakota, which certificate of good standing is attached and incorporated herein by reference.
2. Border Winds Energy is a limited liability corporation duly authorized to carry on business in the State of North Dakota, which certificate of good standing is attached and incorporated herein by reference.
3. Border Winds Energy, a wholly-owned subsidiary of RES America Developments Inc., was formed to design, install, construct, own, and operate the Project in the State of North Dakota.
4. Pursuant to this Application, Sequoia and Border Winds Energy seek to transfer the Certificate from Sequoia to Border Winds Energy.
5. Border Winds Energy agrees to assume the rights and obligations of Sequoia contained within the Certificate issued in accordance with and subject to the conditions and limitations of the Order, including the certifications made in the Certification Relating to Order Provisions – Wind Energy Conversion Facility Siting dated October 15, 2009 and incorporated by reference in the Order. An affidavit of Thomas Hiester of Border Winds Energy is attached and incorporated herein by reference.
6. Concurrently with this Application, Border Winds Energy filed a Petition for Modification or Amendment of the Order to permit the utilization of a different wind turbine generator and tower height, and a modified turbine layout. Border Winds Energy requests that the Commission act on this Application and the aforementioned petition together.
7. Pursuant to a purchase and sale agreement between Northern States Power Company d/b/a Xcel Energy (“Xcel Energy”), upon reaching and certifying commercial operation of the Project, Border Winds Energy shall transfer ownership and operatorship of the Project to Xcel Energy. Border Winds Energy reserves the right to transfer the Certificate to Xcel Energy or such other

entity as may be requested. Any such subsequent transfer made by Border Winds Energy will be the subject of a separate application for transfer of the Certificate.

8. This Application is made pursuant to the provisions of NDCC § 49-22-07, NDCC 49-22-13(2), and NDAC § 69-06-01-02(3).


WHEREFORE, Sequoia and Border Winds Energy respectfully request that the Commission, following publication of a notice of opportunity for a public hearing in the official newspaper in Rolette County and, unless there is both a request by an interested person and a showing of good cause:

1. Grant to Sequoia and Border Winds Energy, without hearing, a transfer of the Certificate to Border Winds Energy.
2. Grant such other relief as the Commission shall deem appropriate.

Dated this 31st day of December 2013.

Respectfully submitted,

SEQUOIA ENERGY US INC.

Per: 
Ron Diduch
President

Border Winds Energy, LLC

Per: _____
Thomas Heister
Senior Vice President, Development

PROVINCE OF MANITOBA)
)
CITY OF WINNIPEG)

Ron Diduch, 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 and belief.



Ron Diduch

Subscribed and sworn before me this 31st of December 2013.



Lawyer & Notary Public in and
for the Province of Manitoba
My Commission Does Not Expire

RONALD S. ADE
A NOTARY PUBLIC
IN AND FOR THE
PROVINCE OF MANITOBA

(Seal)

entity as may be requested. Any such subsequent transfer made by Border Winds Energy will be the subject of a separate application for transfer of the Certificate.

8. This Application is made pursuant to the provisions of NDCC § 49-22-07, NDCC 49-22-13(2), and NDAC § 69-06-01-02(3).

WHEREFORE, Sequoia and Border Winds Energy respectfully request that the Commission, following publication of a notice of opportunity for a public hearing in the official newspaper in Rolette County and, unless there is both a request by an interested person and a showing of good cause:

1. Grant to Sequoia and Border Winds Energy, without hearing, a transfer of the Certificate to Border Winds Energy.
2. Grant such other relief as the Commission shall deem appropriate.

Dated this ____ day of December 2013.

Respectfully submitted,

SEQUOIA ENERGY US INC.

Per: _____

Ron Diduch
President

Border Winds Energy, LLC


Per: Tom Hiester

Tom Hiester

Senior Vice President, Development

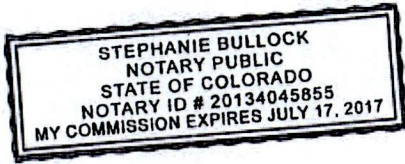
STATE OF COLORADO)
)
COUNTY OF BROOMFIELD)

Thomas Heister, 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 and belief.



Tom Heister

Subscribed and sworn before me this 2nd January 4 of ~~December~~ 2013.



Notary Public

Broomfield, CO

My Commission Expires: 07/17/17

(Seal)

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

SEQUOIA ENERGY US INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that SEQUOIA ENERGY US INC. , a Delaware corporation, authorized to transact business in the State of North Dakota on January 6, 2006, 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 foreign corporations.

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

SEQUOIA ENERGY US INC.

Issued: January 8, 2014

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

BORDER WINDS ENERGY, LLC

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that BORDER WINDS ENERGY, LLC, a FOREIGN LIMITED LIABILITY COMPANY, authorized to transact business in the State of North Dakota on December 14, 2011, 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 FOREIGN 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

BORDER WINDS ENERGY, LLC

Issued: January 08, 2014

A handwritten signature in cursive script that reads "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Case No. PU-08-797


In the matter of the Application
of Sequoia Energy US Inc. and Border Winds Energy, LLC
for a Transfer of the Certificate of Site Compatibility
for the Border Winds Energy Project,
Rolette County, North Dakota

**AFFIDAVIT IN SUPPORT OF AN
APPLICATION FOR TRANSFER
OF CERTIFICATE OF SITE COMPATIBILITY**

Affidavit of Thomas Hiester

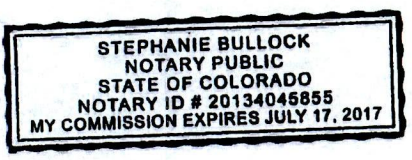
1. I am employed by Border Winds Energy, LLC as Senior Vice President Development, and I make this Affidavit on the basis of my own personal knowledge and belief as to the matters contained herein.
2. I am familiar with the Commission's Findings of Fact, Conclusions of Law and Order of May 5, 2011 in Case No. PU-08-797 (the "**Order**"); Sequoia Energy US, Inc.'s Certification Relating to Order Provisions – Wind Energy Conversion Facility Siting dated October 15, 2009 (the "**Company Certification**"); and with the Certificate of Site Compatibility for an Energy Conversion Facility, Certificate Number 21 (the "**Certificate**").
3. Border Winds Energy, LLC does hereby agree to assume the rights and obligations of Sequoia Energy US, Inc. contained within the Certificate issued in accordance with and subject to the conditions and limitations of the Order, including the certifications made in the Company Certification and incorporated by reference in the Order.

Subscribed and sworn this 7th day of January 2014.



Tom Hiester
Senior Vice President, Development

Subscribed and sworn this 7th day of January 2014.




Notary Public

Broomfield, CO

My Commission Expires: 7/17/17