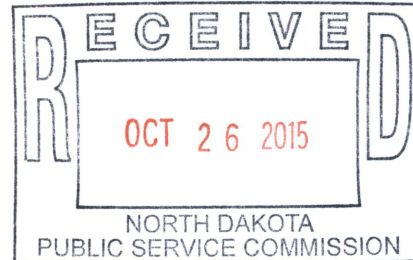


October 26, 2015

VIA FEDERAL EXPRESS

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



**RE: Lindahl Wind Project, LLC's Application for a Certificate of Site Compatibility
for the Lindahl Wind Farm Project in Williams County, North Dakota
Docket No. PU-15-482**

Dear Mr. Nitschke:

Enclosed for filing in the above-referenced matter, please find an original and ten (10) copies of Lindahl Wind Project, LLC's proposed Findings of Fact, Conclusions of Law and Order. An electronic copy of the enclosed document was filed with the Commission today via e-mail.

If you have any questions, please let me know.

Sincerely,

A handwritten signature in blue ink that reads "Mollie M. Smith". The signature is fluid and cursive.

MOLLIE M. SMITH

MMS/ms
Enclosures

cc: Brice Barton
Jennifer Dean
Grady Wolf

57209284_1.DOC

Attorneys & Advisors
main 612.492.7000
fax 612.492.7077
www.fredlaw.com

Fredrikson & Byron, P.A.
200 South Sixth
Minneapolis, MN
55402-1425

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Proposed Findings of Fact, Conclusions of Law and Order

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

**Lindahl Wind Project, LLC
Lindahl Wind Farm Project – Williams County
Siting Application**

Case No. PU-15-482

FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDER

October ____, 2015

Appearances

Commissioners Julie Fedorchak, Randy Christmann, and Brian P. Kalk.

Mollie M. Smith, Fredrikson & Byron, P.A., 200 South 6th Street, Suite 4000, Minneapolis, MN 55402, on behalf of the Applicant, Lindahl Wind Project, LLC.

Mitchell D. Armstrong and Brian D. Schmidt, Special Assistant Attorneys General, North Dakota Public Service Commission.

Patrick J. Ward, Administrative Law Judge, Office of Administrative Hearings, 2911 North 14th Street – Suite 303, Bismarck, ND 58503, as Procedural Hearing Officer.

Preliminary Statement

On July 7, 2015, Lindahl Wind Project, LLC (Lindahl Wind) filed an Application for a Certificate of Site Compatibility for a wind energy conversion facility (Application) known as the Lindahl Wind Farm Project (Project) to be located in Williams County, North Dakota.

On August 24, 2015, the North Dakota Public Service Commission (Commission) deemed the Application complete conditioned upon filing final wind turbine locations at least ten days before the hearing and issued a Notice of Filing and Notice of Hearing, scheduling a public hearing for October 8, 2015, at 9:00 a.m., at Naset Consulting Service, 6844 Highway 40, Tioga, North Dakota. The Notice identified the following issues to be considered:

1. Will the location, construction, and operation of the proposed facilities produce minimal adverse effects on the environment and upon the welfare of the citizens of North Dakota?

2. Are the proposed facilities compatible with the environmental preservation and the efficient use of resources?

3. Will the proposed facility locations minimize adverse human and environmental impact while ensuring continuing system reliability and integrity and ensuring that energy needs are met and fulfilled in an orderly and timely fashion?

On September 28, 2015, Lindahl Wind filed its anticipated final layout.

On October 8, 2015, the public hearing was held.

Having allowed all interested persons an opportunity to be heard and having heard, reviewed, and considered all testimony and evidence presented, the Commission makes its:

Findings of Fact

1. Lindahl Wind is a Delaware limited liability company and is wholly-owned by Enel Kansas, LLC, which is a wholly-owned subsidiary of Enel Green Power North America Inc. (EGP). EGP is financially partnered with Tradewind Energy, Inc. (Tradewind), which is developing the Project.

2. Lindahl Wind has been authorized to do business in the State of North Dakota since November 3, 2014, as evidenced by the Certificate of Good Standing issued by the North Dakota Secretary of State on June 8, 2015 (Case No. PU-15-484).

3. Lindahl Wind proposes to construct the Project within approximately 13,000 acres of land in Williams County, North Dakota, approximately 4 miles north of the City of Tioga (Project Area). Lindahl Wind requests that the Project Area, as depicted in Hearing Exhibit No. 6, be designated as the site for the Project.

4. Lindahl Wind has executed a power purchase agreement with Basin Electric Power Cooperative for the entire output of the Project. Energy will be delivered to the physical point of interconnection at the Lindahl Switching Station.

5. Lindahl Wind selected the proposed site for the Project based on a number of factors, including: the identified need, the quality of the wind resource, on-site electrical infrastructure for interconnection to the grid, landowner support, community input, agency coordination, compatibility with existing land use and environmental features, compliance with the Commission's siting criteria, compliance with Williams County's requirements, and economic considerations.

6. Section 49-22-16(4) of the North Dakota Century Code provides that a site shall not be designated that violates the rules of any state agency, and that compliance with an agency's rules shall be presumed if the agency fails to present its position with respect to the proposed facility at the public hearing. The federal, state and local

departments, agencies and entities that were consulted and provided comment are as follows:

- a. Federal – United States Department of Agriculture, Natural Resources Conservation Service (NRCS); United States Department of the Air Force – Minot Air Force Base North Dakota; United States Department of the Army Corps of Engineers (USACE), North Dakota Regulatory Office; Federal Aviation Administration (FAA); United States Department of Commerce – National Telecommunications and Information Administration; United States Department of the Interior, Fish and Wildlife Service (USFWS);
- b. State – North Dakota Aeronautics Commission (NDAC); North Dakota Department of Commerce; North Dakota Department of Health; North Dakota Department of Trust Lands; North Dakota Game and Fish Department; North Dakota Parks and Recreation Department; North Dakota State Water Commission; State Historical Society of North Dakota, State Historic Preservation Office (SHPO); and
- c. Local – City of Tioga, North Dakota; Mountrail-Williams Electric Cooperative; Tioga Airport Authority.

7. After receiving an initial consultation letter, NDAC and the Tioga Airport Authority expressed concerns about the Project's location in relation to the Tioga Airport. After receiving additional information about the Project, NDAC and the Tioga Airport Authority determined that their concerns would be addressed if the Project complies with applicable regulations and obtains Determinations of No Hazard from the FAA on the final Project layout. Lindahl Wind presented testimony that the Project will comply with applicable regulations and that Determinations of No Hazard will be obtained from the FAA on the final Project layout.

8. The City of Tioga expressed concerns about the Project, including turbine reliability and safety, consideration of oil activity in the area, and the location of the Project in relation to the City's planned jurisdiction extension. The City also wanted to know what benefits the Project would provide to the City. In response to the City's concerns, Lindahl Wind reduced the Project Area to the currently proposed site, which increased the distance of the Project boundary from the City from approximately two miles to approximately four miles. In addition, Lindahl Wind committed to not placing Project facilities on the parcel located in Tioga Township, which is included in the Project Area to meet Williams County's setback requirements.

9. Agency consultations and comments are noted in Appendix F of the Application and in the exhibits and the testimony presented at the public hearing. With the exceptions noted above, no objections to the proposed Project were raised by any state or federal agencies or local governmental entities.

10. Section 49-22-16(2) of the North Dakota Century Code provides that no energy conversion facility site shall be designated that violates any local land use, zoning or building rules, regulations or ordinances. At the hearing, Lindahl Wind testified that it has obtained a conditional use permit for the Project from Williams County, and will comply with applicable county zoning ordinance requirements.

Project Design

11. The Project will have a nameplate capacity of up to 150 MW, and the Project layout proposed by Lindahl Wind will consist of up to 75 wind turbines and related equipment, with the final number of turbines determined by the capacity of the turbine model(s) selected.

12. Lindahl Wind is currently considering five turbine models, or a turbine model with similar characteristics: the Vestas V100-2.0; the Vestas V100-2.2; the Vestas V110-2.0 and two types of the Vestas V117-3.3. Lindahl Wind may select a combination of V100 or V110 and V117-3.3 MW turbines. V117-3.3 turbines would only be installed at certain proposed locations (as depicted in Hearing Exhibit No. 7) to ensure that the Project meets turbine spacing requirements, the Commission's sound requirement, and the Project's shadow flicker target, with an up to 2.2 MW turbine installed at the other locations used. Depending on turbine availability, off-taker preference, and economic considerations, among other factors, Lindahl Wind may select a turbine model(s) other than those currently under consideration.

13. In addition to turbines, associated Project facilities constructed within the Project Area will include access roads, an underground electrical collection and communication system, up to four permanent meteorological towers, an operations and maintenance (O&M) building, and a substation. Other temporary facilities required for the Project's construction phase include a concrete batch plant, laydown areas for equipment, intersection improvements, crane pads and working pads, and staging areas.

14. Foundation size and design will be finalized based on the results of the geotechnical analyses conducted once the turbine model(s) is selected.

15. Each turbine will communicate directly with the Supervisory Control and Data Acquisition (SCADA) system for performance monitoring, energy reporting, and troubleshooting.

16. Construction of the Project is anticipated to begin either in the fourth quarter of 2015 or the spring of 2016. Commercial testing is anticipated to take place starting in August 2016, with commercial operations beginning by the end of 2016.

17. The estimated cost for construction of the Project is approximately \$248.5 million.

Siting Criteria

18. North Dakota Administrative Code Chapter 69-06-08 sets forth certain criteria to guide the Commission in evaluating the suitability of granting an application for a certificate of site compatibility. The criteria, as set forth in North Dakota Administrative Code Section 69-06-08-01, are classified as Exclusion Areas, Avoidance Areas, Selection Criteria and Policy Criteria. With the exception of prime farmland and unique farmland, an energy conversion facility shall not be sited within an Exclusion Area. The exception for prime and unique farmland is if the Commission finds the prime farmland and unique farmland that will be removed from use for the life of the facility is of such small acreage as to be of negligible impact on agricultural production, then such exclusion shall not apply. An energy conversion facility must not be sited within an Avoidance Area unless the applicant shows that under the circumstances there is no reasonable alternative. In determining whether an Avoidance Area should be designated for a facility, the Commission may consider, among other things, the proposed management of adverse impacts; the orderly siting of facilities; system reliability and integrity; the efficient use of resources; and alternative sites. In accordance with the Commission's Selection Criteria, a site shall be approved if it is demonstrated that any significant adverse effects resulting from the location, construction, and operation of the energy conversion facility will be at an acceptable minimum or that the effects will be managed and maintained at an acceptable minimum. In accordance with the Commission's Policy Criteria, preference may be given to an applicant demonstrating certain benefits of the proposed energy conversion facility.

Exclusion Areas

19. With respect to general Exclusion Areas, prime farmland and farmland of statewide importance are present within the Project Area. The Project will avoid such land to the maximum extent practicable and is expected to permanently impact less than 0.6% of such land. The Commission finds the prime farmland and farmland of statewide importance that will be removed from use for the life of the facility is of such small acreage as to be of negligible impact on agricultural production.

20. Additional Exclusion Areas within the Project Area are: areas less than one and one-tenth times the height of the turbine from interstate or state roadway right of way; areas less than one and one-tenth times the height of the turbine plus seventy-five feet from the centerline of any county or maintained township roadway; areas less than one and one-tenth times the height of the turbine from a one hundred fifteen kilovolt or higher transmission line; and areas one and one-tenth times the height of the turbine from the property line of a nonparticipating landowner. No turbines will be sited in these areas.

Avoidance Areas

21. With respect to Avoidance Areas, cultural resources are present within the Project Area, but the Project will be sited to avoid cultural resource sites.

22. Wetlands are also present, but the Project will be sited to minimize permanent impacts to the extent practicable.

23. Some trees and shrubs are located within the Project Area, but the Project will be sited to minimize tree removal to the extent practicable. Tree or shrub removal and replacement will be coordinated with landowners and conducted in accordance with the Commission's tree and shrub mitigation specifications.

Selection and Policy Criteria

24. The Project and its associated facilities are anticipated to permanently occupy and disturb up to approximately 62.9 acres of land, or up to approximately 0.5% percent of the total Project Area, during the life of the Project. Lindahl Wind will continue to work with landowners to minimize land use disruptions from the siting of the facilities. No impacts to irrigation or the quality of the agricultural land are anticipated.

25. Lindahl Wind submitted evidence to demonstrate that any significant adverse effects resulting from the location, construction, and operation of the Project as they relate to the Selection Criteria set forth in Section 69-06-08-01(5) of the North Dakota Administrative Code will be at an acceptable minimum or managed and maintained at an acceptable minimum.

26. Lindahl Wind submitted evidence to demonstrate its commitment to maximize the benefits of the proposed energy conversion facility as far as is possible to meet the Policy Criteria set forth in Section 69-06-08-01(6) of the North Dakota Administrative Code.

27. During construction, the Project will likely result in a temporary increase in traffic on county and township roads. The increase in traffic during construction is not expected to be at a volume that will disrupt residents or travel in the Project Area. County and township roads will be restored in accordance with the Certification Relating to Order Provisions – Energy Conversion Facility Siting, dated October 2, 2015. During operation, no adverse effects to transportation facilities or networks are anticipated.

28. The proposed Project is not anticipated to have significant adverse impacts on the ability of the affected area to provide community services, such as housing, health care, educational services, police and fire protection, water and sewer, or solid waste management.

29. The Project is anticipated to benefit the local economy through the creation of construction and operation and maintenance jobs; easement payments to landowners; state and local tax revenue; and local expenditures for equipment, fuel, operating supplies, products and services.

Cultural Resources

30. Lindahl Wind completed a Class II architectural history reconnaissance survey for the Project. Lindahl Wind also completed a Class I literature search for the

Study Area, as well as a Class III cultural resource inventory of all areas in the Project Area that will be impacted by construction activities, including all turbine locations, permanent met tower locations, substation site, O&M building site, access roads, collection line locations and crane paths. Lindahl has submitted its Class III cultural resources inventory report to SHPO for review, and will obtain and file a copy of the Class III cultural resources inventory report and SHPO's response regarding the Class III report with the Commission prior to beginning construction of the Project.

31. In the event that the Project layout changes from the layout provided in Hearing Exhibit No. 6, Lindahl Wind will complete Class III cultural resource survey work for any previously unsurveyed areas, per SHPO's guidance; will submit the findings to SHPO for review; and will obtain and file with the Commission a copy of SHPO's response prior to beginning construction in those areas.

32. Project facilities will avoid identified cultural resource sites; thus, cultural resources are not expected to be impacted by the Project.

Wetlands, Woodlands, and Wildlife

33. Woodlands comprise less than 0.05% of the total Project Area. If trees or shrubs are impacted by the Project, Lindahl Wind will comply with the Commission's tree and shrub mitigation specifications.

34. A wetland delineation was completed for the Project. In the event the Project layout changes, Lindahl Wind will complete a wetland delineation of any previously unsurveyed areas, as necessary. Lindahl Wind will minimize permanent wetland impacts from the Project to the extent practicable, and will obtain any permits required from USACE.

35. The Project will avoid permanent impacts to USFWS wetland easement basins.

36. Lindahl Wind conducted environmental studies of the Project Area, and impacts to wildlife are anticipated to be minimal. Lindahl Wind will continue to coordinate with the USFWS to determine potential mitigation/minimization measures. Lindahl Wind will also prepare a Bird and Bat Conservation Strategy prior to operation of the Project, which will outline specific conservation and minimization measures. In addition, Tradewind (the Project developer) is a member of the Wind Energy Whooping Crane Action Group that, in coordination with USFWS and nine state wildlife agencies, is developing a Programmatic Habitat Conservation plan covering the whooping crane, interior least tern, piping plover, and lesser prairie chicken.

Sound and Shadow Flicker Analyses

37. A sound analysis was conducted for the Project. The analysis demonstrates that sound levels for the Project will comply with the Commission's Avoidance Area requirement that sound levels within 100 feet of an inhabited residence

or community building not exceed 50 dBA unless a waiver is obtained (Avoidance Area Sound Requirement).

38. A detailed shadow flicker analysis was conducted for the Project, using realistic modeling assumptions. Based on the shadow flicker analysis, potential shadow flicker levels will be below 30 hours per year at all residences.

Additional Mitigative Measures

39. Lindahl Wind has agreed to a number of measures to mitigate potential Project impacts, as indicated by the attached Certification Relating to Order Provisions – Energy Conversion Facility Siting, with accompanying Tree and Shrub Mitigation Specifications, dated October 2, 2015.

40. In addition to those siting measures set forth above, Lindahl Wind has agreed to the following:

- a. Lindahl Wind will construct no more than 75 turbines within the Project Area;
- b. Lindahl Wind will construct no more than 150 MW within the Project Area;
- c. Lindahl Wind will comply with a turbine setback of at least 1,400 from currently occupied residences;
- d. Lindahl Wind will site turbines at least 500 feet from existing oil and gas wellhead and tank battery locations;
- e. Lindahl Wind will site turbines and permanent met towers so as to comply with a setback of at least 0.5 mile from the McGregor Dam Wildlife Management Area, per NDGFD's recommendation; and
- f. Lindahl Wind will not site Project facilities within the area around the Fuller Waterfowl Production Area excluded from coverage under the Great Plains Programmatic Habitat Conservation Plan.

41. All setbacks applied will be measured from the center of the base of the turbine to the closest part of the applicable feature.

42. Based on the current Project layout, as depicted in Hearing Exhibit No. 6, all Project turbines are located at least 3,500 feet from currently occupied residences of nonparticipating landowners.

43. Lindahl Wind will utilize best management practices (BMPs) to minimize impacts on ground and surface water, and to prevent soil erosion. Lindahl Wind will implement the erosion control measures required under the National Pollution Discharge Elimination System (NPDES) permit and the associated Stormwater Pollution

Prevention Plan. Construction of the Project is not anticipated to have a significant adverse impact on surface or ground water resources or soils.

44. Lindahl Wind will participate in the North Dakota One-Call Excavation Notice System.

45. Lindahl Wind will coordinate with local authorities and first responders regarding emergency response measures as part of the Project commissioning activities.

46. Lightning and grounding protection for all wind farm equipment is designed and constructed to be compliant with all applicable National Electrical Code (NEC) and National Electric Safety Code (NESC) requirements.

47. In accordance with the Commission's rules, Lindahl Wind will file a decommissioning plan with the Commission prior to the commencement of operation of the Project, and decommissioning will be performed in accordance with all applicable rules and regulations.

From the foregoing Findings of Fact, the Commission now makes its:

Conclusions of Law

1. The Commission has jurisdiction over this proceeding under North Dakota Century Code Chapter 49-22.

2. The wind energy conversion facility proposed by Lindahl Wind is an energy conversion facility as defined in North Dakota Century Code Section 49-22-03(5).

3. The Application submitted by Lindahl Wind meets the site evaluation criteria required by North Dakota Century Code Chapter 49-22.

4. The location, construction, and operation of the proposed energy conversion facility will produce minimal adverse effects on the environment and upon the welfare of the citizens of North Dakota.

5. The proposed energy conversion facility is compatible with environmental preservation and the efficient use of resources.

6. The proposed energy conversion facility location will minimize adverse human and environmental impact while ensuring continuing system reliability and integrity and ensuring that energy needs are met and fulfilled in an orderly and timely fashion.

7. The Commission has jurisdiction to ensure compliance with National Electric Safety Code standards in the construction and operation of the proposed energy conversion facility.

From the foregoing Findings of Fact and Conclusions of Law, the Commission now makes its:

Order

The Commission orders:

1. Certificate of Site Compatibility No. __ for an Energy Conversion Facility is issued to Lindahl Wind Project, LLC, designating a site for a wind energy conversion facility that corresponds to the Project Area depicted in Hearing Exhibit No. 6.

2. That within the designated site, as depicted in Hearing Exhibit No. 6, Lindahl Wind is authorized to site, construct, operate, and maintain wind turbines and associated equipment, access roads, an O&M building, a substation, permanent meteorological towers, and a system of underground collection lines and communication cables, as well as any other associated facilities identified in the Application, at the hearing and in any supplemental filings.

3. Lindahl Wind shall comply with the following commitments:

- a. Lindahl Wind will construct no more than 75 turbines within the Project Area;
- b. Lindahl Wind will construct no more than 150 MW within the Project Area;
- c. Lindahl Wind will comply with a turbine setback of at least 1,400 feet from currently occupied residences;
- d. Lindahl Wind will site turbines at least 500 feet from existing oil and gas wellhead and tank battery locations;
- e. Lindahl Wind will site turbines and permanent met towers so as to comply with a setback of at least 0.5 mile from the McGregor Dam Wildlife Management Area, per NDGFD's recommendation; and
- f. Lindahl Wind will not site Project facilities within the area around the Fuller Waterfowl Production Area excluded from coverage under the Great Plains Programmatic Habitat Conservation Plan.

4. Lindahl Wind will file a copy of its Class III cultural resource inventory report and SHPO's response regarding the Class III cultural resource inventory report with the Commission prior to beginning construction of the Project.

5. If modifications are made to the Project layout, Lindahl Wind will complete a Class III cultural resource survey for any previously unsurveyed portions of the designated site affected by Project-related construction activities, in accordance with SHPO guidance; will submit cultural resource findings to SHPO for review; and will

obtain and file a copy of SHPO's response with the Commission prior to beginning construction in said areas.

6. If modifications are made to the Project layout, Lindahl Wind will complete a wetland delineation of any previously unsurveyed areas affected by Project-related activities, as necessary.

7. In the event Project modifications occur that are not covered by its current sound analysis, Lindahl Wind will conduct a sound analysis to ensure that the Project complies with the Commission's Avoidance Area Sound Requirement.

8. Lindahl Wind shall site Project turbines so as to meet a shadow flicker goal of 30 hours per year or less at each currently occupied residence, considering site-specific conditions, unless otherwise agreed to by the landowner. In the event Project modifications occur that are not covered by its current shadow flicker analysis, Lindahl Wind shall conduct a shadow flicker analysis to ensure this requirement is met.

9. The October 2, 2015 Certification Relating to Order Provisions – Energy Conversion Facility Siting, with accompanying Tree and Shrub Mitigation Specifications (Hearing Exhibit No. 11) is incorporated by reference and attached to this Order.

PUBLIC SERVICE COMMISSION

Randy Christmann
Commissioner

Julie Fedorchak
Chairman

Brian P. Kalk
Commissioner