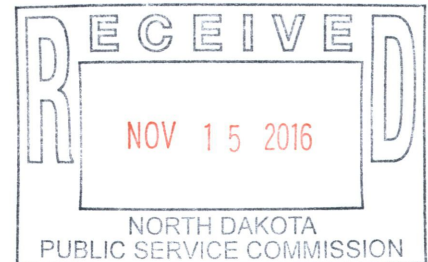


Brian R. Bjella  
100 West Broadway, Suite 250  
P.O. Box 2798  
Bismarck, ND 58502-2798  
701.223.6585  
bbjella@crowleyfleck.com

November 15, 2016

*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: Antelope Hills Wind Project, LLC  
345 kV Transmission Line  
Case No. PU-14-678  
Wind Energy Conversion Facility  
Case No. PU-14-679  
Mercer County, North Dakota

Enclosed for filing are the original and 10 copies of Joint Application for Transfer of Certificate of Corridor Compatibility, Route Permit and Certificate of Site Compatibility, Affidavit of Matt T. Riley, and Certificate of Good Standing for West Branch Wind Project, LLC.

Please call should you have any questions.

Very truly yours,

A handwritten signature in blue ink, appearing to read "B. R. Bjella".

BRIAN R. BJELLA

bw  
Enc.

BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF NORTH DAKOTA

Antelope Hills Wind Project, LLC  
345 kV Transmission Line –  
Mercer County  
Case No. PU-14-678

Case No. PU-16-\_\_\_\_\_

Antelope Hills Wind Project, LLC  
Wind Energy Conversion Facility –  
Mercer County  
Case No. PU-14-679

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**JOINT APPLICATION  
FOR TRANSFER OF  
CERTIFICATE OF CORRIDOR COMPATIBILITY,  
ROUTE PERMIT AND  
CERTIFICATE OF SITE COMPATIBILITY**

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Pursuant to North Dakota Century Code Chapter 49-22 and North Dakota Administrative Code Chapter 69-06, Antelope Hills Wind Project, LLC (“Antelope Hills”) and West Branch Wind Project, LLC (“West Branch”) hereby jointly make application for a transfer of a Certificate of Corridor Compatibility and Route Permit issued in Case No. PU-14-678, and a Certificate of Site Compatibility issued in Case No. PU-14-679.

Statutory Authority

The transfer of a certificate of corridor compatibility, route permit and certificate of site compatibility is authorized under § 49-22-07(1), NDCC, and § 69-06-01-02(4), NDAC.

Pursuant to provisions of § 49-22-13(2), NDCC and § 69-06-01-02(4), NDAC, for transfers of certificates or permits, the Public Service Commission (“PSC”) shall publish a notice

of opportunity for public hearing once in the official newspaper of the county in which the proposed site, corridor and route is located.

Pursuant to NDCC § 49-22-07(1) a certificate or permit may be transferred, subject to the approval of the PSC, to any person who agrees to comply with its terms, conditions and modifications.

#### Permitted Projects

In Case No. PU-14-678, the PSC issued its Findings of Fact, Conclusions of Law and Order, dated January 7, 2015, approving construction, operation and maintenance of a proposed 345 kV transmission line and associated facilities in Mercer County, North Dakota. The PSC issued Certificate of Corridor Compatibility No. 161, which corridor consists of a 250 foot wide area centered on the proposed route. The PSC also issued Route Permit No. 173 granting the authority to construct and operate the proposed 345 kV approximately 9.5 mile transmission line and associated facilities in Mercer County as described in the Application, supplements to the Application, at the public hearing, and in late-filed exhibits.

In Case No. PU-14-679 the PSC issued its Findings of Fact, Conclusions of Law and Order dated December 17, 2014, authorizing the site as identified in late-filed Exhibit No. 6 for the construction of up to 86 wind turbines totalling 172 megawatts of total generating capacity in proposed and alternate locations, along with electric collection and communication lines, a project substation, access roads, an operations and maintenance building, along with associated facilities as identified in the Application and at the public hearing. The PSC issued Certificate of Site Compatibility No. 41 to Antelope Hills for the construction, operation and maintenance of an energy conversion facility known as the Antelope Hills Wind Energy Project.

Antelope Hills and West Branch both stipulate that none of the authorized facilities have been constructed.

Transfer Request

1. Attached hereto is a Certificate of Good Standing issued by the North Dakota Secretary of State, indicating that West Branch is authorized to transact business in the State of North Dakota.
2. As evidenced by the attached Affidavit of an officer on behalf of West Branch, should this transfer be approved, West Branch would comply with the terms and conditions of the aforementioned Certificate of Corridor Compatibility, Route Permit and Certificate of Site Compatibility and all PSC orders pertaining thereto.
3. Pursuant to § 49-22-13(2), NDCC, and § 69-06-01-02(4), NDAC, Antelope Hills and West Branch respectfully request that upon determination that this Application is complete, publish a notice of opportunity for public hearing once in the official newspaper of Mercer County, North Dakota.
4. Antelope Hills and West Branch also respectfully request that the aforementioned Certificate of Corridor Compatibility, Route Permit and Certificate of Site Compatibility be transferred from Antelope Hills to West Branch.
5. Antelope Hills and West Branch further respectfully request that the PSC reissue the aforementioned Certificate of Site Compatibility, Certificate of Corridor Compatibility and Route Permit in the name of West Branch, and grant such other relief as the PSC shall deem appropriate.

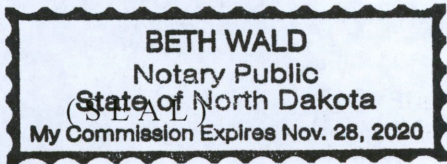
Dated this 15<sup>th</sup> day of November, 2016.

*Brian R. Bjella*

Brian R. Bjella (#03549)  
bbjella@crowleyfleck.com  
CROWLEY FLECK PLLP  
Attorneys for Applicants  
100 West Broadway, Suite 250  
Post Office Box 2798  
Bismarck, North Dakota 58502-2798  
Phone: 701-223-6585

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

Brian R. Bjella, 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.



*Beth Wald*  
Beth Wald, Notary Public  
Burleigh County, North Dakota

BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF NORTH DAKOTA

Antelope Hills Wind Project, LLC  
345 kV Transmission Line –  
Mercer County  
Case No. PU-14-678

Case No. PU-16-\_\_\_\_\_

Antelope Hills Wind Project, LLC  
Wind Energy Conversion Facility –  
Mercer County  
Case No. PU-14-679

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**AFFIDAVIT OF MATT T. RILEY**

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STATE OF CALIFORNIA            )  
  ) SS  
COUNTY OF SANTA BARBARA )

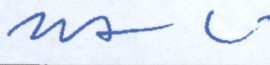
1. I am the Manager of Infinity Wind Holdings, LLC, Sole Member of West Branch Wind Project, LLC and I make this affidavit on the basis of my own personal knowledge and belief as to the matters contained herein.
2. I am familiar with the Commission's Findings of Fact, Conclusions of Law and Order dated January 7, 2015, in Case No. PU-14-678, and with Certificate of Corridor Compatibility No. 161 and Route Permit No. 173 issued in said case.
3. I am also familiar with the Findings of Fact, Conclusions of Law and Order dated December 17, 2014, in Case No. PU-14-679, and with Certificate of Site Compatibility No. 41 issued in said case.
4. West Branch Wind Project, LLC agrees to assume the rights and obligations of Certificate of Corridor Compatibility No. 161, Route Permit No. 173, and Certificate of Site Compatibility No. 41; and agrees to comply with the terms and conditions set forth therein and in the

Commission's Findings of Fact, Conclusions of Law and Order issued January 7, 2015, in Case No. PU-14-678, and in Findings of Fact, Conclusions of Law and Order issued December 17, 2014, in Case No. PU-14-679.

Dated this 10th day of November, 2016.

WEST BRANCH WIND PROJECT, LLC,  
A Delaware limited liability company

By: Infinity Wind Holdings, LLC,  
A Delaware limited liability company  
Its: Sole Member

By   
Name: Matt T. Riley  
Its: Manager

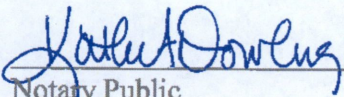
A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA )  
 ) SS  
COUNTY OF SANTA BARBARA )

On November 10, 2016 before me, Katherine A. Dowling, (Notary Public), personally appeared Matt T. Riley, Manager of Infinity Wind Holdings, LLC, a Delaware limited liability company, Sole Member of West Branch Wind Project, LLC, personally known to me or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

  
Notary Public



# *State of North Dakota*

## SECRETARY OF STATE



### CERTIFICATE OF GOOD STANDING OF

WEST BRANCH WIND PROJECT, LLC

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that WEST BRANCH WIND PROJECT, LLC, a FOREIGN LIMITED LIABILITY COMPANY, authorized to transact business in the State of North Dakota on October 31, 2016, 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

WEST BRANCH WIND PROJECT, LLC

Issued: November 14, 2016

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

Alvin A. Jaeger  
Secretary of State