



August 17, 2017



**Confidential**

**Hand Delivered**

Mr. Jerry Lein  
ND Public Service Commission  
600 Boulevard Ave, Suite 1300  
Bismarck, ND 58503

Re: Foxtail Wind, PU-17-284: Corporate documents

Dear Mr. Lein:

Enclosed please find a Certificate of Formation and a Certificate of Good Standing for Foxtail Wind, LLC. Also enclosed is Foxtail Wind, LLC's Certificate of Authority to transact business in the state of North Dakota.

Please advise if Commission staff need additional submissions from Foxtail to deem this Application complete.

Very truly yours,

Stinson Leonard Street LLP

Aaron K. Friess

AKF:SLS

Enclosures:

**1** **PU-17-328** Filed: 8/17/2017 Pages: 8  
**Corporate Papers**

Foxtail Wind, LLC  
Aaron Friess, Stinson Leonard Street LLP

# Delaware

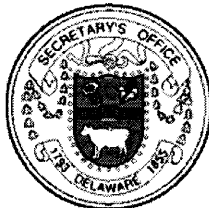
The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FOXTAIL WIND, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF AUGUST, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FOXTAIL WIND, LLC" WAS FORMED ON THE ELEVENTH DAY OF AUGUST, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



4586231 8300

SR# 20175754474

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 203069681

Date: 08-16-17

# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "FOXTAIL WIND, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE ELEVENTH DAY OF AUGUST, A.D. 2008, AT 1:20 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ROUGH RIDER WIND I, LLC" TO "FOXTAIL WIND, LLC", FILED THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2014, AT 5:41 O`CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TENTH DAY OF NOVEMBER, A.D. 2016, AT 9:01 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "FOXTAIL WIND, LLC".



4586231 8100H  
SR# 20175754809

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 203069766  
Date: 08-16-17

**STATE of DELAWARE  
LIMITED LIABILITY COMPANY  
CERTIFICATE of FORMATION**

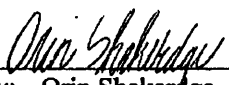
The undersigned, an authorized natural person, for the purpose of forming a limited liability company under the provisions and subject to the requirements of the laws of the State of Delaware (including Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

**FIRST:** The name of the limited liability company (hereinafter called the "limited liability company") is **Rough Rider Wind I, LLC**

**SECOND:** The address of the registered office and the name and address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are:

The Corporation Trust Company  
1209 Orange Street  
Wilmington, DE 19801

Executed this day August 11, 2008.

  
By: Orin Shakeridge  
An Authorized Person

## STATE OF DELAWARE CERTIFICATE OF AMENDMENT

1. Name of Limited Liability Company: Rough Rider Wind I, LLC

2. The Certificate of Formation of the limited liability company is hereby amended as follows:

The name of the limited liability company is changed to Foxtail Wind, LLC

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 26<sup>th</sup> day of February, A.D. 2014.

By: Melissa A. Plotsky  
Authorized Person(s)

Name: Melissa A. Plotsky

Print or Type

STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT CHANGING ONLY THE  
REGISTERED OFFICE OR REGISTERED AGENT OF A  
LIMITED LIABILITY COMPANY

The limited liability company organized and existing under the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

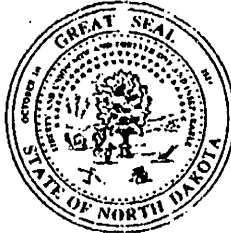
1. The name of the limited liability company is \_\_\_\_\_  
**FOXTAIL WIND, LLC**
  
2. The Registered Office of the limited liability company in the State of Delaware is changed to **2711 Centerville Road, Suite 400**  
\_\_\_\_\_ (street), in the City of **Wilmington**,  
Zip Code **19808**. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is \_\_\_\_\_  
**Corporation Service Company**

By: /s/ Jill Cilmi  
Authorized Person

Name: Jill Cilmi, Authorized Person  
Print or Type

# *State of North Dakota*

## SECRETARY OF STATE



### AMENDED CERTIFICATE OF AUTHORITY OF

ROUGH RIDER WIND I, LLC

The undersigned, as Secretary of State of the State of North Dakota,  
hereby certifies that an Application of

ROUGH RIDER WIND I, LLC

for an Amended Certificate of Authority to transact business in this State,  
duly signed and executed as required by North Dakota statutes  
governing a FOREIGN LIMITED LIABILITY COMPANY, have been  
received in this office and are found to conform to law.

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

under the name of  
FOXTAIL WIND, LLC  
FOXTAIL WIND, LLC

Issued: March 20, 2014

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

Alvin A. Jaeger  
Secretary of State



**AMENDED CERTIFICATE OF AUTHORITY  
FOREIGN LIMITED LIABILITY COMPANY  
APPLICATION**  
SECRETARY OF STATE  
SFN 51734 (10-2012)



FOR OFFICE USE ONLY

|                  |               |       |
|------------------|---------------|-------|
| System ID Number | 9,692,100 FLC |       |
| WO Number        | 1/23009       |       |
| Filed            | 3-20-14       | By NS |

SEE INSTRUCTIONS FOR FEES, FILING AND MAILING INFORMATION

**RECEIVED**

1A. The application **MUST** be accompanied by **ALL** of the following:

- Filing fee of \$50
- If amending the name, a current Certificate of Fact verifying the name change certified by the government officer of the state or country where Articles of Organization are filed.

B. The following **MAY** be required:

- Signed Consent to Use Business Name and fee of \$10
- Trade Name Registration and fee of \$25

**SEC. OF STATE**

TYPE OR PRINT LEGIBLY

For reference, see North Dakota Century Code Section 10-32-140.

|   |  |  |  |
|---|--|--|--|
| 2. Type of Limited Liability Company Applying for Amended Certificate of Authority (check one)<br><input checked="" type="checkbox"/> Foreign Business <input type="checkbox"/> Foreign Professional  |  | 3. Reason for Amended Certificate of Authority<br><input checked="" type="checkbox"/> Name Changed <input type="checkbox"/> Correction |  |
| 4. Name of Limited Liability Company EXACTLY as Currently Authorized by the North Dakota Secretary of State<br>ROUGH RIDER WIND I, LLC  |  | 5. Federal ID Number<br>26-3159274   |  |
| 6. Name of Limited Liability Company as Amended, EXACTLY as it Appears on Certificate of Fact from the State or Country of Origin<br>FOXTAIL WIND, LLC  |  |  |  |
| 7. If applicable, provide the trade name and complete the Trade Name Registration form if selected trade name is not already registered in North Dakota. Only provide the trade name in this line if:<br>a) The "new" limited liability company name is not in the form as required of limited liability companies in North Dakota.<br>b) The Secretary of State has notified the limited liability company that its "new" name is the same or deceptively similar to a name already registered, and the limited liability company is unable to obtain Consent to Use Business Name from the previous filer or a certified copy of a final decree of a court of competent jurisdiction establishing prior right of this limited liability company to use of the name in North Dakota.<br>c) The limited liability company does not wish to use or protect its "new" name in North Dakota and chooses to use a name other than its limited liability company name. |  |  |  |
| 8. Complete Address of Principal Executive Office (Street/RR, PO Box, City, State, ZIP+4) which may not be only a post office box<br>700 Universe Boulevard, Juno Beach, FL 33408   |  | 9. State or Country Where Organized<br>Delaware  |  |
| 10. Limited Liability Company Will Expire in State or Country of Origin (check one)<br><input checked="" type="checkbox"/> Perpetual <input type="checkbox"/> Expires - Specify Date (mm/dd/yyyy):  |  | 11. Telephone Number   |  |
| 12. Toll-free Telephone Number  |  |  |  |
| 13A. Name of <u>Commercial</u> Registered Agent in <u>North Dakota</u><br><b>C T Corporation System</b>   |  | 13B. Name of <u>Noncommercial</u> Registered Agent in <u>North Dakota</u><br><b>OR</b>   |  |
| 13C. Address of <u>Noncommercial</u> Registered Agent in <u>North Dakota</u> (Street/RR, PO Box, City, State, ZIP+4) <b>May not be only a post office box.</b>  |  |  |  |
| 14. Nature of Business or Activities the Limited Liability Company Conducts or Intends to Conduct in North Dakota<br>Wind development project in Dickey County, ND  |  |  |  |
| 15. <b>MANAGERS AND GOVERNORS OF THE LIMITED LIABILITY COMPANY</b>  |  |  |  |
| MANAGERS  |  | COMPLETE MAILING ADDRESS   |  |
|   | Check box if Manager also serves as Governor | Street/RR  | PO Box      City      State      ZIP+4 |
|   | <input type="checkbox"/>                     |  |  |
|   | <input type="checkbox"/>                     |  |  |
|   | <input type="checkbox"/>                     |  |  |
|   | <input type="checkbox"/>                     |  |  |
| MANAGING MEMBER   |  | 700 Universe Boulevard, Juno Beach, FL 33408   |  |
| MANAGING MEMBER   |  | ESI Energy, LLC  |  |

If needed, attach sheet to add names of additional managers or governors.

16. "The undersigned has read the foregoing application, knows the contents, and believes the statements to be true. I further authorize the Secretary of State to correct numbers 4, 6, 9, 13A, 13B, and 13C if not correctly reflected. I understand that if I make a false statement in this document, I may be subject to criminal penalties."

|  |   |
|--|---|
| Signature<br><i>Melissa A. Plotsky</i>   | Date<br>3/4/14                                      |
| 17. Name of Person to Contact about this Document<br>Melissa A. Plotsky, Secretary of Member | Email Address<br>melissa.plotsky@nextcracenergy.com |
| Daytime Telephone Number and Extension, if any<br>561-304-5349                               |   |