

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF NORTH DAKOTA**

**In the matter of the Joint
Application of Langdon Wind,
LLC and Langdon Renewables,
LLC for Expedited Transfer of
Certificate of Site Compatibility**

PU-18-__

**JOINT APPLICATION FOR EXPEDITED TRANSFER
OF CERTIFICATE OF SITE COMPATIBILITY**

Pursuant to North Dakota Century Code Chapter 49-22 and North Dakota Administrative Code Article 69-06, Langdon Wind, LLC (“Langdon Wind”) and Langdon Renewables, LLC (“Langdon Renewables”) (collectively “Applicants”), hereby submit this Joint Application for Expedited Transfer of Certificate of Site Compatibility (“Application”) for transfer of the Third Amended Certificate of Site Compatibility No. 6 issued in Case No. PU-18-186.

I. Statutory Authority

The transfer of a certificate of site compatibility is authorized under North Dakota Century Code section 49-22-07 and North Dakota Administrative Code section 69-06-01-02(4). Pursuant to North Dakota Administrative Code section 69-06-01-02(4) and North Dakota Century Code section 49-22-13(2), the North Dakota Public Service Commission (“Commission”) shall publish notice of opportunity for a public hearing on such transfer.

II. Background

1. On May 31, 2007, in Case No. PU-07-026, the Commission issued Certificate of Site Compatibility No. 6 to Langdon Wind for the construction and operation of the Langdon Wind Energy Center (“LWEC”) consisting of 106 wind turbines capable of producing up to 159 megawatts (“MW”) located in Cavalier County, North Dakota.
2. On May 7, 2008, in Case No. PU-07-722, the Commission issued First Amended Certificate of Site Compatibility No. 6 authorizing the expansion of the LWEC to include an additional 40.5 MW consisting of up to 27 turbines. *See* PU-07-722 Docket No. 26 (Order authorizing the increase of the LWEC from 159 MW to 199.5 MW).
3. On July 16, 2008, in Case No. PU-08-159, the Commission issued Second Amended Certificate of Site Compatibility No. 6 to Langdon Wind authorizing the transfer of

ownership of a 40.5 MW portion of the 199.5 MW facility from Langdon Wind to Otter Tail Power Corporation (“Otter Tail”). Also on July 16, 2008, in Case No. PU-08-159, the Commission simultaneously issued Certificate of Site Compatibility No. 8 to Otter Tail to acquire the transfer of the 40.5 MW portion.¹ As a result of the transfer to Otter Tail, 106 turbines remained under the ownership and operation of Langdon Wind.

4. On May 25, 2018, in Case No. PU-18-186, Langdon Wind notified the Commission, pursuant to North Dakota Century Code section 49-22-03(3)(a), of improvements to the LWEC that would result in an increase to the nameplate generation of the facility.
5. On September 5, 2018, in Case No. PU-18-186, the Commission issued Third Amended Certificate of Site Compatibility No. 6 (“Certificate”) to Langdon Wind, which removed the 159 MW generating capacity limitation for operation of the LWEC.

III. Application for Transfer of Certificate of Site Compatibility

Applicants respectfully request the transfer of the Certificate from Langdon Wind to Langdon Renewables, and state as follows:

1. Langdon Wind and Langdon Renewables are both wholly-owned, indirect subsidiaries of NextEra Energy Resources, LLC, which is a wholly-owned, indirect subsidiary of NextEra Energy, Inc.
2. Langdon Wind is a Delaware limited liability company with its principal office in Juno Beach, Florida, and is authorized to do business in the State of North Dakota. Attached hereto as Exhibit 1, is a certified copy of the Certificate of Formation from the State of Delaware. An original Certificate of Good Standing from the North Dakota Secretary of State and the Delaware Secretary of State are attached hereto as Exhibit 2 and Exhibit 3, respectively.
3. Langdon Renewables is a Delaware limited liability company with its principal place office in Juno Beach, Florida, and is authorized to do business in the State of North Dakota. Attached hereto as Exhibit 4, is a certified copy of the Certificate of Formation from the State of Delaware. An original Certificate of Good Standing from the North Dakota Secretary of State and the Delaware Secretary of State are attached hereto as Exhibit 5 and Exhibit 6, respectively.

¹ The rights and obligations transferred to Otter Tail coincide with the geographic portion of the LWEC for which the Commission issued a Certificate of Public Convenience and Necessity to Otter Tail Power Corporation in PU-07-607. *See* PU-08-159 Docket No. 12, Order.

4. As a result of a pending tax equity transaction, Langdon Wind will transfer its assets to Langdon Renewables. Timing of the Commission's transfer of the Certificate to Langdon Renewables could impact the transaction's closing, which is scheduled to occur November 1, 2018. Therefore, the Applicants respectfully request expedited treatment of this Application.
5. Langdon Renewables agrees to assume the rights and obligations of the Certificate for the LWEC and to comply with the terms and conditions of the Certificate and all applicable Commission orders pertaining thereto. *See Exhibit 7, Affidavit of Alex Rubio, Vice President, Business Management on behalf of Langdon Renewables, and attached hereto.*

Applicants seek the transfer of the Certificate from Langdon Wind to Langdon Renewables and respectfully request that the Commission:

1. Deem this Application complete, and publish a notice of opportunity for public hearing once in the official newspaper of Cavalier County, North Dakota.
2. Grant the transfer of the aforementioned Certificate from Langdon Wind, LLC to Langdon Renewables, LLC, and reissue the Certificate in the name of Langdon Renewables, LLC prior to November 1, 2018.
3. Grant such other relief as the Commission shall deem appropriate.

Dated this 11th day of September, 2018.



Casey A. Furey (#08035)
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Attorneys for Applicants
100 West Broadway, Suite 250
PO Box 2798
Bismarck, North Dakota 58502
Phone: 701-223-6585
Email: cfurey@crowleyfleck.com



Delaware

The First State

Page 1

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 FORMATION OF "LANGDON WIND, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2007, AT 7:25 O`CLOCK P.M.

A handwritten signature in black ink, appearing to read "J. Bullock".

Jeffrey W. Bullock, Secretary of State

4291190 8100
SR# 20186481136

Authentication: 203360691
Date: 09-04-18

You may verify this certificate online at corp.delaware.gov/authver.shtml

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 **Langdon Wind, 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

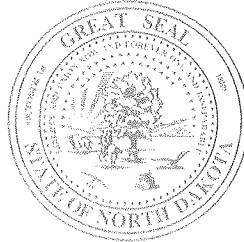
Executed this 25th day of January, 2007



By: Alex Rubio
An Authorized Person

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

LANGDON WIND, LLC

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that LANGDON WIND, LLC, a FOREIGN LIMITED LIABILITY COMPANY, authorized to transact business in the State of North Dakota on February 1, 2007, 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.

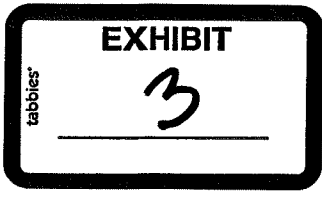
ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Good Standing to

LANGDON WIND, LLC

Issued: August 31, 2018

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

Alvin A. Jaeger
Secretary of State




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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LANGDON 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 FOURTH DAY OF SEPTEMBER, A.D. 2018.



Jeffrey W. Bullock, Secretary of State

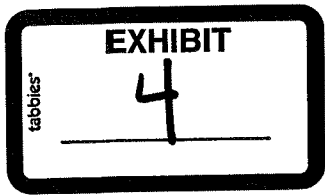
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SR# 20186481822

You may verify this certificate online at corp.delaware.gov/authver.shtml

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Date: 09-04-18



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Page 1

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 FORMATION OF "LANGDON RENEWABLES, LLC", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MAY, A.D. 2018, AT 11:22 O`CLOCK A.M.

A handwritten signature in black ink, appearing to read "JBULLOCK".

Jeffrey W. Bullock, Secretary of State

6910393 8100
SR# 20186481826

Authentication: 203360734
Date: 09-04-18

You may verify this certificate online at corp.delaware.gov/authver.shtml

STATE OF DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE OF FORMATION
OF
LANGDON RENEWABLES, LLC

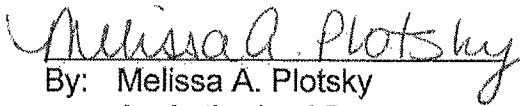
The undersigned, an authorized natural person, for the purpose of forming a limited liability company under the provisions and subject to the requirements of the laws of the State of Delaware (including Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, 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 **Langdon Renewables, 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:

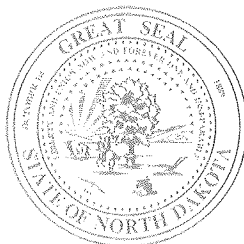
NextEra Registered Agency, LLC
501 Carr Road, Suite 100
Wilmington, DE 19899

Executed this 31st day of May, 2018.


By: Melissa A. Plotsky
An Authorized Person

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

LANGDON RENEWABLES, LLC

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that LANGDON RENEWABLES, LLC, a FOREIGN LIMITED LIABILITY COMPANY, authorized to transact business in the State of North Dakota on June 25, 2018, 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.

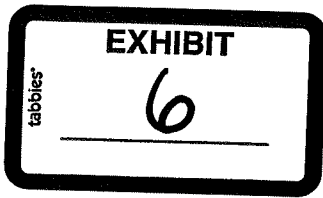
ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Good Standing to

LANGDON RENEWABLES, LLC

Issued: August 31, 2018

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

Alvin A. Jaeger
Secretary of State

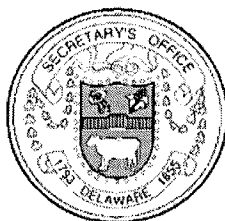


Delaware

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Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LANGDON RENEWABLES, 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 FOURTH DAY OF SEPTEMBER, A.D. 2018.



Jeffrey W. Bullock, Secretary of State

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SR# 20186481827

You may verify this certificate online at corp.delaware.gov/authver.shtml


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Date: 09-04-18

generation resources and is continuing to invest in and develop clean generating facilities in the State.

4. I am familiar with the Commission's Findings of Fact, Conclusions of Law and Order dated May 31, 2007, in PU-07-26 as amended, and with the Third Revised Certificate of Site Compatibility No. 6 issued on September 5, 2018 in PU-18-186.
5. Langdon Renewables, LLC agrees to assume the rights and obligations of Third Revised Certificate of Site Compatibility No. 6, and agrees to comply with the terms and conditions set forth therein and all applicable Commission orders pertaining thereto.

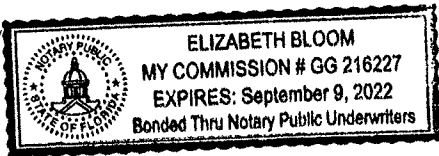
LANGDON RENEWABLES, LLC
A Delaware limited liability company


By: 
Alex Rubio
Vice President, Business Management

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

On this 10 day of September, in the year 2018 before me personally appeared Alex Rubio known to me to be the Vice President, Business Management of the limited liability company that is described in and that executed the within instrument, and acknowledged to me that such limited liability company executed the same.

SEAL




Notary Public