

October 23, 2019

VIA E-MAIL AND FEDERAL EXPRESS

Mr. Steven Kahl
Executive Director
North Dakota Public Service Commission
600 E. Boulevard, Dept. 408
Bismarck, ND 58505-0480

**RE: ALLETE Clean Energy, Inc.
100 MW Clean Energy #1 Wind Pjc - Mercer & Morton
Siting Application
Case Nos. PU-11-662, PU-17-302, and PU-19-107**

Dear Mr. Kahl:

On behalf of ALLETE Clean Energy, Inc. and Glen Ullin Energy Center, LLC, enclosed for filing are one original and ten copies of the following:

- Joint Application for Expedited Transfer of Certificate of Site Compatibility;
- Exhibit 1 – ALLETE Clean Energy, Inc.’s Certificate of Incorporation;
- Exhibit 2 – ALLETE Clean Energy, Inc.’s North Dakota Certificate of Good Standing;
- Exhibit 3 – ALLETE Clean Energy, Inc.’s Minnesota Certificate of Good Standing;
- Exhibit 4 – Glen Ullin Energy Center, LLC’s Certificate of Formation;
- Exhibit 5 – Glen Ullin Energy Center, LLC’s North Dakota Certificate of Good Standing;
- Exhibit 6 – Glen Ullin Energy Center, LLC’s Delaware Certificate of Good Standing; and
- Exhibit 7 – Affidavit of Lyssa Supinski.

Attorneys & Advisors
main 612.492.7000
fax 612.492.7077
fredlaw.com

Fredrikson & Byron, P.A.
200 South Sixth Street, Suite 4000
Minneapolis, Minnesota
55402-1425

Mr. Steven Kahl
October 23, 2019
Page 2

ALLETE Clean Energy, Inc. and Glen Ullin Energy Center, LLC respectfully request that the North Dakota Public Service Commission hold a special meeting to issue a notice of opportunity for hearing in this matter as soon as possible.

If you have any questions, please let me know.

Sincerely,

A handwritten signature in black ink that reads "Mollie M. Smith". The signature is written in a cursive, flowing style.

MOLLIE M. SMITH

MMS/68370243
Enclosures

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

**ALLETE Clean Energy, Inc.
100 MW Clean Energy #1 Wind Pjc - Mercer & Morton
Siting Application**

Case No. PU-11-662

**ALLETE Clean Energy, Inc.
100 MW Clean Energy #1 Wind Pjc - Mercer & Morton
Siting Application**

Case No. PU-17-302

**ALLETE Clean Energy, Inc.
100 MW Clean Energy #1 Wind Pjc - Mercer & Morton
Siting Application**

Case No. PU-19-107

Joint Application for Expedited Transfer of Certificate of Site Compatibility

INTRODUCTION

Pursuant to North Dakota Century Code (“NDCC”) Chapter 49-22 and North Dakota Administrative Code (“NDAC”) Article 69-06, ALLETE Clean Energy, Inc. (“ACE”) and Glen Ullin Energy Center, LLC (“GUEC”) (collectively “Applicants”), hereby submit this Joint Application for Expedited Transfer of Certificate of Site Compatibility (“Application”) for transfer of the Certificate of Site Compatibility for Energy Conversion Facility Number 30 issued to ALLETE Clean Energy, Inc., in Case No. PU-11-662.

I. Statutory Authority.

The transfer of a certificate of site compatibility is authorized under NDCC § 49-22-07 and NDAC § 69-06-01-02(4). Pursuant to NDAC § 69-06-01-02(4) and NDCC § 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 August 29, 2012, in Case No. PU-11-662, the Commission issued Certificate of Site Compatibility Number 30 (the “Certificate”) to ACE for the construction and operation of the Clean Energy #1 Wind Project consisting of up to 50 wind turbine generators and associated facilities totaling up to 100 megawatts (“MW”) of generating capacity in Mercer and Morton Counties of North Dakota (the “Project”).
2. On November 16, 2017, in Case No. PU-17-302, the Commission issued First Amended Certificate of Site Compatibility Number 30 to ACE authorizing an increase in total Project generating capacity to 106 MW.
3. On September 5, 2018, in Case No. PU-11-662, the Commission issued the Second Amended Certificate Number 30 (corrected by Commission Motion on September 19, 2019) revising Paragraph 34 of the Certification Related to Order Provisions.
4. On April 11, 2019, in Case No. PU-19-107, the Commission issued the Third Amended Certificate Number 30 (corrected by Commission Motion on September 19, 2019) removing the specific reference to “Clean Energy #1 Wind Project” and substituting “wind project.”

III. Application for Transfer of Certificate of Site Compatibility.

Applicants respectfully request the transfer of the Certificate from ACE to GUEC, and state as follows:

1. ACE and GUEC are both wholly-owned, indirect subsidiaries of ALLETE, Inc.
2. ACE is a Minnesota limited liability company with its principal office in Duluth, Minnesota, 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 Incorporation from the state of Minnesota. Certificates of Good Standing for ACE from the North Dakota

Secretary of State and the Minnesota Secretary of State are attached hereto as Exhibit 2 and Exhibit 3, respectively.

3. GUEC is a Delaware limited liability company with its principal office in Duluth, Minnesota, 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. Certificates of Good Standing for GUEC from the North Dakota Secretary of State and the Delaware Secretary of State are attached hereto as Exhibit 5 and Exhibit 6, respectively.
4. ACE seeks to transfer the Certificate to GUEC, which now holds the Project assets, prior to the Project becoming commercially operational in approximately mid-November 2019. Additionally, the Project is in the process of securing a tax equity partner and ACE seeks to transfer the Certificate to GUEC prior to the transaction closing, which is scheduled to coincide with the commercial operation date. Therefore, the Applicants respectfully request expedited treatment of this Application so that the Certificate is transferred to GUEC prior to the commercial operation date and the close of the tax equity transaction.
5. GUEC has the financial and technical qualifications to own the Project. GUEC agrees to assume the rights and obligations of the Certificate for the Project and to comply with the terms and conditions of the Certificate and all applicable Commission orders pertaining thereto. *See* Exhibit 7, Affidavit of Lyssa Supinski, General Counsel, Corporate Secretary, and Director of Compliance on behalf of ACE, and General Counsel and Secretary on behalf of GUEC, attached hereto.

6. In recognition of the Commission's decommissioning regulations set forth in NDAC Chapter 69-09-09 (2012), GUEC will file a decommissioning plan for the Project prior to beginning commercial operation.

Applicants seek the transfer of the Certificate from ACE to GUEC and respectfully request that the Commission:

1. Deem this Application complete, and publish a notice of opportunity for public hearing once each in the official newspapers of Mercer County and Morton County, North Dakota.
2. Grant the transfer of the aforementioned Certificate of Site Compatibility Number 30 from ALLETE Clean Energy, Inc. to Glen Ullin Energy Center, LLC, and reissue the Certificate of Site Compatibility Number 30 in the name of Glen Ullin Energy Center, LLC as soon as possible.
3. Grant such other relief as the Commission shall deem appropriate.

Dated this 23rd day of October, 2019.

FREDRIKSON & BYRON, P.A.

By: 

MOLLIE M. SMITH, ND Bar #06714

Attorney for Applicants

200 South Sixth Street, Suite 4000

Minneapolis, MN 55402-1425

(612) 492-7270

msmith@fredlaw.com

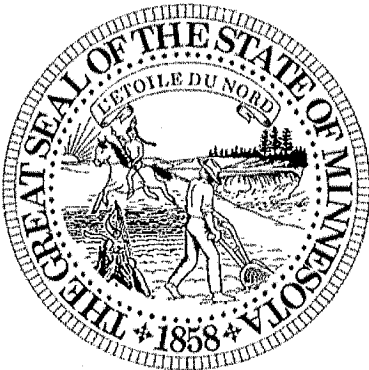
Office of the Minnesota Secretary of State Certification of Record

I, Steve Simon, Secretary of State of Minnesota, do certify that: The filing(s) listed below were filed in the Minnesota computerized/central filing system on the date(s) listed below and that the copies associated with this certification are a true and complete copy of those filings as filed in that system.

Filing(s) filed on:

<u>Filing Date</u>	<u>Filing Type</u>	<u>Filing Number</u>
06/23/2011	Original Filing - Business Corporation (Domestic)	4355324-2

This certificate has been issued on: 10/22/2019



A handwritten signature in black ink that reads "Steve Simon".

Steve Simon
Secretary of State
State of Minnesota

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

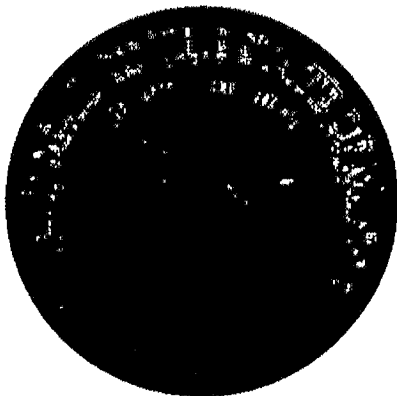
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: ALLETE Clean Energy, Inc.

Corporate Charter Number: 4355324-2

Chapter Formed Under: 302A

This certificate has been issued on 06/23/2011.



Mark Ritchie
Secretary of State

DC OR



ARTICLES OF INCORPORATION
OF
ALLETE CLEAN ENERGY, INC.

30 West Superior Street
Duluth, Minnesota

The undersigned incorporator, being a natural person 18 years of age or older, in order to form a business corporation under pursuant to the Minnesota Business Corporation Act, Chapter 302A, Minnesota Statutes, hereby creates a body corporate and makes the following Articles of Incorporation: ✓

ARTICLE I
Name

The name of the corporation shall be ALLETE Clean Energy, Inc. ✓

ARTICLE II
Registered Office

The registered office of this Corporation is: 30 West Superior Street, Duluth, Minnesota 55802. ✓

ARTICLE III
Purpose

This Corporation shall have general business purposes to carry on any business activity which is lawfully permitted under the laws of the State of Minnesota. This Corporation's powers are to be construed liberally as may be necessary or convenient to effect the Corporation's general business purposes.

ARTICLE IV
Duration

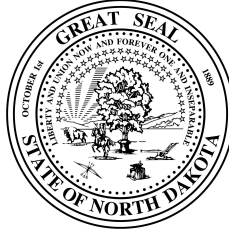
The duration of this Corporation shall be perpetual.

ARTICLE V
Stock

The aggregate number of shares which this Corporation shall have authority to issue is one thousand (1000) shares. The Board of Directors may, from time to time, establish by resolution different classes or series of shares and may fix the rights and preferences of said shares in any class or series. The Board of Directors shall have authority to issue shares of a class or series to holders of shares of another class or series to effectuate share dividends, splits, or conversion of its outstanding shares.

State of North Dakota

SECRETARY OF STATE



Certificate of Good Standing of ALLETE CLEAN ENERGY, INC.

SOS Control ID#: 0000111968

Certificate #: 017376833

The undersigned, as Secretary of State of the state of North Dakota, hereby certifies that, according to the records of this office,

ALLETE CLEAN ENERGY, INC.

a Corporation - Business - Foreign was formed under the laws of MINNESOTA and filed with this office effective November 7, 2011. This entity has, as of the date set forth below, complied with all applicable North Dakota laws.

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.

DATE: October 21, 2019

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

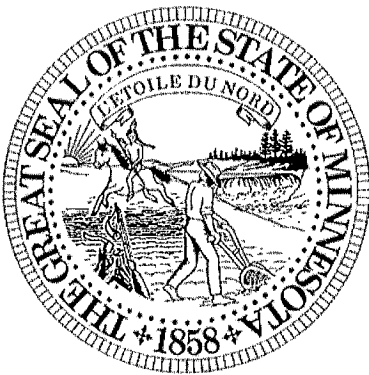
Alvin A. Jaeger
Secretary of State

**Office of the Minnesota Secretary of State
Certificate of Good Standing**

I, Steve Simon, Secretary of State of Minnesota, do certify that: The business entity listed below was filed pursuant to the Minnesota Chapter listed below with the Office of the Secretary of State on the date listed below and that this business entity is registered to do business and is in good standing at the time this certificate is issued.

Name:	ALLETE Clean Energy, Inc.
Date Filed:	06/23/2011
File Number:	4355324-2
Minnesota Statutes, Chapter:	302A
Home Jurisdiction:	Minnesota

This certificate has been issued on: 10/22/2019



Steve Simon

Steve Simon
Secretary of State
State of Minnesota

Delaware

The First State

Page 1

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 "GLEN ULLIN ENERGY CENTER, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE SIXTH DAY OF MARCH, A.D. 2017, AT 5:34 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "NEW SALEM ENERGY CENTER, LLC" TO "GLEN ULLIN ENERGY CENTER, LLC", FILED THE THIRTEENTH DAY OF MARCH, A.D. 2017, AT 7:28 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "GLEN ULLIN ENERGY CENTER, LLC".




Jeffrey W. Bullock, Secretary of State

6337907 8100H
SR# 20197649053

Authentication: 203834870
Date: 10-21-19

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

**CERTIFICATE OF FORMATION
OF
NEW SALEM ENERGY CENTER, LLC**

FIRST: The name of the limited liability company is New Salem Energy Center, LLC.

SECOND: The address of the registered office of the limited liability company in the State of Delaware is 1209 Orange Street, County of New Castle, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: To the fullest extent permitted by applicable law, the limited liability company shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that such person is or was a member, employee, officer or other agent of the limited liability company or that, being or having been such a member, employee, officer or agent, such person is or was serving at the request of the limited liability company as an employee or other agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise.

The undersigned hereby acknowledges that the foregoing Certificate of Formation of New Salem Energy Center, LLC, is his act and deed and that the facts stated therein are true.

Dated: March 6, 2017

/s/ Mark Cadigan

Name: Mark Cadigan

Title: Authorized Person

CERTIFICATE OF AMENDMENT

OF

NEW SALEM ENERGY CENTER, LLC

1. The name of the limited liability company is New Salem Energy Center, LLC.
2. The Certificate of Formation of the limited liability company is hereby amended by striking out FIRST of the Certificate of Formation and inserting in lieu thereof the following:

FIRST: The name of the limited liability is Glen Ullin Energy Center, LLC.

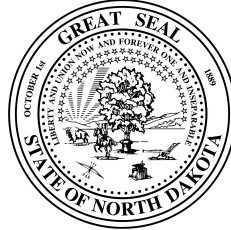
IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment this 13th day of March, 2017.

Dated: March 13, 2017

/s/ Mark Cadigan
Name: Mark Cadigan
Title: Authorized Person

State of North Dakota

SECRETARY OF STATE



Certificate of Good Standing of GLEN ULLIN ENERGY CENTER, LLC

SOS Control ID#: 0000160837

Certificate #: 017375528

The undersigned, as Secretary of State of the state of North Dakota, hereby certifies that, according to the records of this office,

GLEN ULLIN ENERGY CENTER, LLC

a Limited Liability Company - Business - Foreign was formed under the laws of DELAWARE and filed with this office effective May 9, 2017. This entity has, as of the date set forth below, complied with all applicable North Dakota laws.

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.

DATE: October 21, 2019

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

Alvin A. Jaeger
Secretary of State

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GLEN ULLIN ENERGY CENTER, 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 TWENTY-FIRST DAY OF OCTOBER, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GLEN ULLIN ENERGY CENTER, LLC" WAS FORMED ON THE SIXTH DAY OF MARCH, A.D. 2017.

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




Jeffrey W. Bullock, Secretary of State

6337907 8300

SR# 20197649053

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

Authentication: 203834872

Date: 10-21-19

