

Casey A. Furey
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July 1, 2020

Via Electronic Mail

Mr. Steve Kahl
Executive Director
North Dakota Public Service Commission
600 E. Boulevard, Dept. 408
Bismarck, ND 58505-0480
E-mail: ndpsc@nd.gov

**In re: FPL Energy Burleigh County Wind, LLC
Wilton Wind Energy I, LLC
Joint Transfer Application
Our File No. 035218-000042**

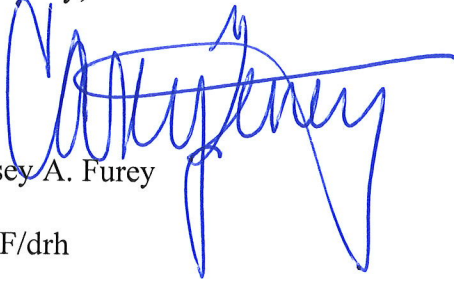
Dear Mr. Kahl:

On behalf of FPL Energy Burleigh County Wind, LLC (FPL Energy Burleigh County”) and Wilton Wind Energy I, LLC (“Wilton Wind I”), enclosed for filing please find the following:

- Joint Application for Transfer of Certificate of Corridor Compatibility and Route Permit;
- Exhibit 1 - FPL Energy Burleigh County Wind, LLC’s Delaware Certificate of Formation;
- Exhibit 2 - FPL Energy Burleigh County Wind, LLC’s North Dakota Certificate of Good Standing;
- Exhibit 3 - FPL Energy Burleigh County Wind, LLC’s Delaware Certificate of Good Standing;
- Exhibit 4 - Wilton Wind Energy I, LLC’s Delaware Certificate of Formation;
- Exhibit 5 - Wilton Wind Energy I, LLC’s North Dakota Certificate of Good Standing;
- Exhibit 6 - Wilton Wind Energy I, LLC’s Delaware Certificate of Good Standing;
- Exhibit 7 - Affidavit of Lane S. Witten; and
- Filing fee check No. 5000002454 in the sum of \$10,000 (sent via USPS).

Please feel free to contact me with any questions.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Casey A. Furey', with a long horizontal stroke extending to the right.

Casey A. Furey

CAF/drh

Enc.

cc: Tracy Davis (via email)

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

**In the matter of the Joint Application of
FPL Energy Burleigh County Wind,
LLC and Wilton Wind Energy I, LLC
for Transfer of Certificate of Corridor
Compatibility and Route Permit**

PU-20-___

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

Pursuant to North Dakota Century Code Chapter 49-22 and North Dakota Administrative Code Article 69-06, FPL Energy Burleigh County Wind, LLC (“FPL Energy Burleigh County”) and Wilton Wind Energy I, LLC (“Wilton Wind I”) (collectively, “Applicants”) hereby submit this Joint Application for Transfer (“Application”) for the transfer of Certificate of Corridor Compatibility No. 88 and Route Permit No. 98 issued to FPL Energy Burleigh County in Case No. PU-05-205.

I. Statutory Authority

The transfer of a certificate of corridor compatibility and route permit are authorized under North Dakota Century Code § 49-22-07 and North Dakota Administrative Code section § 69-06-01-02(4). Pursuant to North Dakota Administrative Code § 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 application for transfer.

II. Background

1. On August 10, 2005, in Case No. PU-05-205, the Commission adopted an order (“Order”) on the joint application of FPL Energy Burleigh County and Central Electric Power Cooperative, Inc. (“Central Electric”) for the construction and operation of a 4.4-mile 230 kV transmission line and associated collection substation (“Substation”) in Burleigh County, North Dakota.
2. The Substation is located adjacent to the FPL Energy Burleigh County Wind Energy Center located near Wilton, North Dakota and interconnects with the associated 4.4-mile transmission line. As provided in the Order, Central Electric was issued Certificate of Corridor Compatibility No. 87 and Route Permit No. 97 for construction and operation of the transmission line. Separately, FPL Energy Burleigh County was issued

Certificate of Certificate of Corridor Compatibility No. 88 (“Certificate”) and Route Permit No. 98 (“Permit”) for construction and operation of the Substation.

III. Application for Transfer of Certificate of Corridor Compatibility and Route Permit

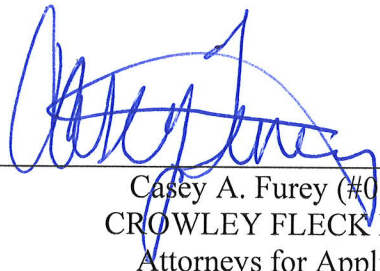
Applicants respectfully request the transfer of the Substation Certificate and Permit from FPL Energy Burleigh County to Wilton Wind I, and state as follows:

1. FPL Energy Burleigh County and Wilton Wind I are both indirect, wholly-owned subsidiaries of NextEra Energy Resources, LLC (“NextEra Energy Resources”), which is an indirect, wholly-owned subsidiary of NextEra Energy, Inc.
2. FPL Energy Burleigh County is a Delaware limited liability company with its principal place of 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. Certificates of Good Standing for FPL Energy Burleigh County from the North Dakota Secretary of State and the Delaware Secretary of State are attached hereto as Exhibit 2 and Exhibit 3, respectively.
3. Wilton Wind I is a Delaware limited liability company with its principal place of 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. Certificates of Good Standing for Wilton Wind I from the North Dakota Secretary of State and the Delaware Secretary of State are attached hereto as Exhibit 5 and Exhibit 6, respectively.
4. FPL Energy Burleigh County seeks authorization for its transfer of the Certificate and Permit to Wilton Wind I, which now holds the Substation assets, as part of a corporate restructuring. The requested authorization is intended to facilitate a financing transaction and an internal corporate reorganization related to the Substation’s ownership. Because both FPL Energy Burleigh County and Wilton Wind I are indirect, wholly-owned subsidiaries of NextEra Energy Resources, the ultimate ownership, control, and operation of the Substation assets will not change as a result of this transfer request.
5. Wilton Wind I has the financial and technical qualifications to own and operate the Substation. Wilton Wind I has agreed to assume the rights and obligations of the Certificate and Permit for the Substation and to comply with the terms and conditions of the Permit and Certificate and all applicable Commission orders pertaining thereto. *See* Exhibit 7, Affidavit of Lane Witten, Assistant Vice President of FPL Energy Burleigh County and Wilton Wind I, attached hereto.

Applicants seek authorization for the transfer and reissuance of the Certificate and Permit from FPL Energy Burleigh County to Wilton Wind I 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 Burleigh County, North Dakota.
2. Grant the transfer of Certificate of Corridor Compatibility No. 88 and Route Permit No. 98 from FPL Energy Burleigh County Wind, LLC to Wilton Wind Energy I, LLC, and reissue the aforementioned Certificate and Permit in the name of Wilton Wind Energy I, LLC.
3. Grant such other relief as the Commission shall deem appropriate.

Dated this 14th day of July, 2020.



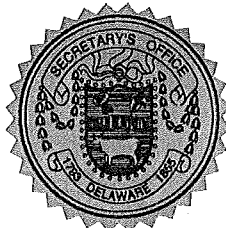
Casey A. Furey (#08035)
CROWLEY FLECK PLLP
Attorneys for Applicants
100 West Broadway, Suite 250
PO Box 2798
Bismarck, North Dakota 58502
Phone: 701-223-6585
Email: cfurey@crowleyfleck.com

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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 "EPL ENERGY BURLEIGH COUNTY WIND, LLC", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF MARCH, A.D. 2005, AT 7 O'CLOCK P.M.



3939768 8100

050212918

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3742781

DATE: 03-15-05

**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 **FPL Energy Burleigh County 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 day, **March 14, 2005**.

Aimee Cernicharo
By: Aimee Cernicharo
An Authorized Person

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:08 PM 03/14/2005
FILED 07:00 PM 03/14/2005
SRV 050212918 - 3939768 FILE

State of North Dakota SECRETARY OF STATE



Certificate of Good Standing of FPL ENERGY BURLEIGH COUNTY WIND, LLC

SOS Control ID#: 0000079483

Certificate #: 018622423 - 1

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

FPL ENERGY BURLEIGH COUNTY WIND, LLC

a Limited Liability Company - Business - Foreign was formed under the laws of DELAWARE and filed with this office effective April 4, 2005. 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: June 19, 2020

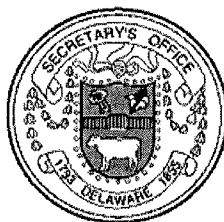
A handwritten signature in black ink, reading "Alvin A. Jaeger".

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 "FPL ENERGY BURLEIGH COUNTY 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 TWENTY-SECOND DAY OF JUNE, A.D. 2020.



3939768 8300

SR# 20205821642

You may verify this certificate online at 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: 203149157

Date: 06-22-20

Delaware

Page 1

The First State

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 "WILTON WIND ENERGY I, LLC", FILED IN THIS OFFICE ON THE THIRD DAY OF DECEMBER, A.D. 2019, AT 11:40 O`CLOCK A.M.



Jeffrey W. Bullock, Secretary of State

7732308 8100
SR# 20198393757

Authentication: 204123985
Date: 12-03-19

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

STATE OF DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE OF FORMATION
OF
WILTON WIND ENERGY I, 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 **Wilton Wind Energy 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:

NextEra Registered Agency, LLC
1105 N. Market Street, Suite 1300
Wilmington, Delaware 19801

Executed on December 2, 2019.


By: Melissa A. Plotsky
An Authorized Person

State of North Dakota SECRETARY OF STATE



Certificate of Good Standing of Wilton Wind Energy I, LLC

SOS Control ID#: 0003109981

Certificate #: 018535116 - 1

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

Wilton Wind Energy I, LLC

a Limited Liability Company - Business - Foreign was formed under the laws of DISTRICT OF COLUMBIA and filed with this office effective March 20, 2020. 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: June 2, 2020

A handwritten signature in black ink, appearing to read "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 "WILTON WIND ENERGY I, 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 FIRST DAY OF JUNE, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WILTON WIND ENERGY I, LLC" WAS FORMED ON THE THIRD DAY OF DECEMBER, A.D. 2019.

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



Jeffrey W. Bullock, Secretary of State

7732308 8300

SR# 20205358446

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

Authentication: 203024026

Date: 06-01-20

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF NORTH DAKOTA

In the matter of the Joint Application of
FPL Energy Burleigh County Wind,
LLC and Wilton Wind Energy I, LLC
for Transfer of Certificate of Corridor
Compatibility and Route Permit

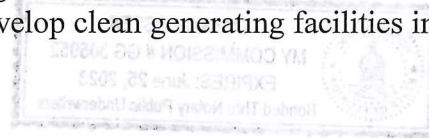
PU-20-__

AFFIDAVIT OF LANE S. WITTEN

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


Lane S. Witten declares as follows:

1. I am more than eighteen years of age, competent to testify as a witness, and make this affidavit based on my personal knowledge and belief as to the facts set forth within.
2. I am Assistant Vice President of the Applicants, FPL Energy Burleigh County Wind, LLC (“FPL Energy Burleigh County”) and Wilton Wind Energy I, LLC (“Wilton Wind I”). I have the authority to bind Wilton Wind I with respect to the commitments herein, and make this Affidavit in support of the Joint Application of FPL Energy Burleigh County and Wilton Wind I for Transfer of Certificate of Corridor Compatibility No. 88 and Route Permit 98.
3. FPL Energy Burleigh County and Wilton Wind I are both indirect, wholly-owned subsidiaries of NextEra Energy Resources, LLC (“NextEra Energy Resources”), which is a wholly-owned, indirect subsidiary of NextEra Energy, Inc., a leading clean energy company with consolidated revenues of approximately \$19.2 billion and a market capitalization of more than \$120 billion as of June 2020, and approximately 54,000 megawatts of net generating capacity. The principal subsidiaries of NextEra Energy, Inc. are Florida Power & Light Company and NextEra Energy Resources. Within the State of North Dakota, NextEra Energy Resources currently owns and operates 15 existing wind generation resources, is constructing a 16th wind generation resource in Burke County, North Dakota, and is continuing to invest in and develop clean generating facilities in the State.



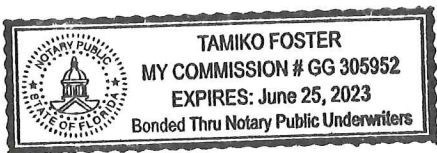
4. I am familiar with the Commission's Findings of Fact, Conclusions of Law and Order dated August 10, 2005 in PU-05-205 issuing Certificate of Corridor Compatibility No. 88 and Route Permit No. 98.
5. Wilton Wind I has the financial and technical qualifications and other backing from NextEra Energy Resources and its affiliates to own and operate the collection substation assets in the manner as it has been successfully owned and operated by FPL Energy Burleigh County. Because both FPL Energy Burleigh County and Wilton Wind I are indirect, wholly-owned subsidiaries of NextEra Energy Resources, the ultimate ownership, control, and operation of the substation assets will not change as a result of the transfer request.
6. Wilton Wind I agrees to assume the rights and obligations of Certificate of Corridor Compatibility No. 88 and Route Permit No. 98, and agrees to comply with the terms and conditions set forth therein and all applicable Commission orders pertaining thereto.

WILTON WIND ENERGY I, LLC
 A Delaware Limited Liability Company

By: 
 Lane S. Witten
 Assistant Vice President

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

Subscribed to and sworn before me on this 19 day of June, 2020, by Lane S. Witten, known to me to be the Assistant Vice President 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.




 Notary Public