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September 29, 2020

Via Electronic Mail

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

**In re: Baldwin Wind, LLC
Baldwin Wind Energy, LLC
Joint Transfer Application**

Dear Mr. Kahl:

On behalf of Baldwin Wind, LLC and Baldwin Wind Energy, LLC, please find enclosed for filing:

- Joint Application for Transfer of Certificate of Site Compatibility No. 16;
- Exhibit 1 - Baldwin Wind, LLC - DE Certificate of Formation;
- Exhibit 2 - Baldwin Wind, LLC - ND Certificate of Good Standing;
- Exhibit 3 - Baldwin Wind, LLC - DE Certificate of Good Standing;
- Exhibit 4 - Baldwin Wind Energy, LLC - DE Certificate of Formation;
- Exhibit 5 - Baldwin Wind Energy, LLC - ND Certificate of Good Standing;
- Exhibit 6 - Baldwin Wind Energy, LLC - DE Certificate of Good Standing; and
- Exhibit 7 - Affidavit of Lane Witten.

Please feel free to contact me with any questions.

Sincerely,


Casey A. Furey

CAF/lh
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
Baldwin Wind, LLC and Baldwin Wind
Energy, LLC for Transfer of Certificate
of Site Compatibility**

PU-20-___

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

Pursuant to North Dakota Century Code Chapter 49-22 and North Dakota Administrative Code Article 69-06, Baldwin Wind, LLC (“Baldwin Wind”) and Baldwin Wind Energy, LLC (“Baldwin Wind Energy”) (collectively, “Applicants”) hereby submit this Joint Application for Transfer (“Application”) for the transfer of Certificate of Site Compatibility No. 16 (“Certificate”), originally issued to Baldwin Wind in Case No. PU-09-668.

I. Statutory Authority

The transfer of a certificate of site compatibility is authorized under North Dakota Century Code § 49-22-07 and North Dakota Administrative Code § 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

On July 14, 2010, in Case No. PU-09-668, the Commission adopted an order (“Order”) issuing the Certificate to Baldwin Wind for the construction and operation of the Baldwin Wind Energy Center (“Baldwin WEC”) in Burleigh County, North Dakota, as subsequently amended.

III. Application for Transfer of Certificate of Site Compatibility

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

1. Baldwin Wind and Baldwin Wind Energy are both indirect subsidiaries of NextEra Energy Partners, LP (“NextEra Energy Partners”), which is an affiliate of NextEra Energy, Inc.
2. Baldwin Wind 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 Baldwin Wind from the North Dakota Secretary of State and the Delaware Secretary of State are attached hereto as Exhibit 2 and Exhibit 3, respectively.

3. Baldwin Wind Energy 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 Baldwin Wind Energy from the North Dakota Secretary of State and the Delaware Secretary of State are attached hereto as Exhibit 5 and Exhibit 6, respectively.
4. Baldwin Wind seeks authorization for its transfer of the Certificate to Baldwin Wind Energy in order to facilitate a financing transaction. Because both Baldwin Wind and Baldwin Wind Energy are indirect subsidiaries of NextEra Energy Partners, and because both Baldwin Wind and Baldwin Wind Energy receive management, operational, and administrative support from NextEra Energy Resources, LLC, the ultimate ownership, control, and operation of the Baldwin WEC assets will not change as a result of this transfer request.
5. Baldwin Wind Energy has the financial and technical qualifications to own and operate the Baldwin WEC. Baldwin Wind Energy has agreed to assume the rights and obligations of the Certificate for the Baldwin WEC and to comply with the terms and conditions of the Certificate and all applicable Commission orders pertaining thereto. *See Exhibit 7, Affidavit of Lane Witten, Assistant Vice President of Baldwin Wind and Baldwin Wind Energy, attached hereto.*
6. In recognition of the Commission's decommissioning regulations set forth in N.D. Admin. Code ch. 69-09-09, updated financial assurance for the Baldwin WEC will be filed in Case No. PU-11-172 on behalf of Baldwin Wind Energy.

Applicants seek authorization for the transfer and reissuance of the Certificate from Baldwin Wind to Baldwin Wind Energy 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 Site Compatibility No. 16 from Baldwin Wind, LLC to Baldwin Wind Energy, LLC, and issue the aforementioned Certificate in the name of Baldwin Wind Energy, LLC.
3. Grant such other relief as the Commission shall deem appropriate.

Delaware

PAGE 1

The First State

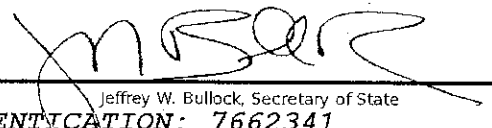
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "BALDWIN WIND, LLC", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF NOVEMBER, A.D. 2009, AT 3:57 O'CLOCK P.M.



4757292 8100

091045896

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7662341

DATE: 11-25-09

EXHIBIT 1

State of North Dakota

SECRETARY OF STATE



Certificate of Good Standing of BALDWIN WIND, LLC

SOS Control ID#: 0000097374

Certificate #: 019033121 - 1

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

BALDWIN WIND, LLC

a Limited Liability Company - Business - Foreign was formed under the laws of DELAWARE and filed with this office effective December 1, 2009. 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: September 25, 2020

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

Alvin A. Jaeger
Secretary of State

EXHIBIT 2

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BALDWIN 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-FIFTH DAY OF SEPTEMBER, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BALDWIN WIND, LLC" WAS FORMED ON THE TWENTY-FOURTH DAY OF NOVEMBER, A.D. 2009.

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



4757292 8300

SR# 20207485678

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: 203735626

Date: 09-25-20

EXHIBIT 3

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 "BALDWIN WIND ENERGY, LLC", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 2019, AT 5:04 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

7581967 8100
SR# 20196770502

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

Authentication: 203495091
Date: 08-28-19

EXHIBIT 4

State of North Dakota

SECRETARY OF STATE



Certificate of Good Standing of Baldwin Wind Energy, LLC

SOS Control ID#: 0002943743

Certificate #: 019033222 - 1

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

Baldwin Wind Energy, LLC

a Limited Liability Company - Business - Foreign was formed under the laws of DELAWARE and filed with this office effective October 7, 2019. 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: September 25, 2020

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

Alvin A. Jaeger
Secretary of State

EXHIBIT 5

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BALDWIN WIND ENERGY, 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-FIFTH DAY OF SEPTEMBER, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BALDWIN WIND ENERGY, LLC" WAS FORMED ON THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 2019.

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



7581967 8300

SR# 20207485675

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: 203735625

Date: 09-25-20

EXHIBIT 6

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

**In the matter of the Joint Application of
Baldwin Wind, LLC and Baldwin Wind
Energy, LLC for Transfer of Certificate
of Site Compatibility**

PU-20-__

AFFIDAVIT OF LANE WITTEN

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

Lane 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, Baldwin Wind, LLC (“Baldwin Wind”) and Baldwin Wind Energy, LLC (“Baldwin Wind Energy”). I have the authority to bind Baldwin Wind Energy with respect to the commitments herein, and make this Affidavit in support of the Joint Application of Baldwin Wind and Baldwin Wind Energy for Transfer of Certificate of Site Compatibility No. 16 (“Certificate”).
3. Baldwin Wind and Baldwin Wind Energy are both indirect subsidiaries of NextEra Energy Partners, LP (“NextEra Energy Partners”), which is an affiliate of NextEra Energy, Inc., a leading clean energy company with consolidated revenues of approximately \$19.2 billion and a market capitalization of more than \$125.0 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, LLC (“Energy Resources”). Energy Resources indirectly provides management, operational, and administrative services to both Baldwin Wind, which currently owns and operates the Baldwin Wind Energy Center (“Baldwin WEC”) in Burleigh County, North Dakota, and to Baldwin Wind Energy. Within the State of North Dakota, 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.

