

July 9, 2021

HAND DELIVERED

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

**Re: Great River Energy
Rainbow Energy Center, LLC
Case No. PU-21-_____**

Dear Mr. Kahl:

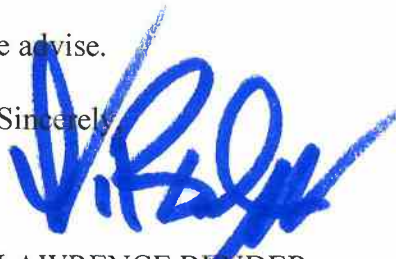
Please find enclosed herewith for filing with the North Dakota Public Service Commission, an original and five (5) copies of the following documents:

1. Joint Application for Transfer of Route Permit for a Water Transmission Pipeline, Permit Number 3, and Certificate of Site Compatibility for Transmission Facility Corridor, Certificate Number 1;
2. Exhibits A-D – Great River Energy Corporate Documents;
3. Exhibit E and F – Rainbow Energy Center, LLC Corporate Documents; and
4. Affidavit of Stacy Tschider in Support of the Joint Application.

Also enclosed is a CD containing the above-referenced documents in PDF format.

Should you have any questions, please advise.

Sincerely,



LAWRENCE BENDER

LB/kl

Cc: Great River Energy
Rainbow Energy Center, LLC

Enclosures

73380193.1

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1 PU-21-325 Filed 07/12/2021 Pages: 15
Joint Application for Transfer of Route Permit and Certificate
Great River Energy / Rainbow Energy Center, LLC
Lawrence Bender

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF NORTH DAKOTA

IN THE MATTER OF THE JOINT
APPLICATION OF GREAT RIVER ENERGY
AND RAINBOW ENERGY CENTER, LLC
FOR A TRANSFER OF ROUTE PERMIT
FOR A WATER TRANSMISSION PIPELINE,
PERMIT NUMBER 3, AND CERTIFICATE
OF SITE COMPATIBILITY FOR
TRANSMISSION FACILITY CORRIDOR,
CERTIFICATE NUMBER 1

CASE NO. PU-21-_____

**JOINT APPLICATION FOR TRANSFER OF ROUTE PERMIT FOR A WATER
TRANSMISSION PIPELINE, PERMIT NUMBER 3, AND CERTIFICATE OF SITE
COMPATIBILITY FOR TRANSMISSION FACILITY CORRIDOR,
CERTIFICATE NUMBER 1**

Pursuant to Chapter 49-22.1 of the North Dakota Century Code, Article 69-06 of the North Dakota Administrative Code, and Section 69-02-02-04 of the North Dakota Administrative Code, Great River Energy (“GRE”) and Rainbow Energy Center, LLC (“Rainbow” and collectively with GRE, the “Applicants”) respectfully submit this Joint Application (“Application”) for the transfer of the Route Permit for a Water Transmission Pipeline, Permit No. 3 dated June 15, 1977 (“Permit”) and Certificate of Site Compatibility for Transmission Facility Corridor, Certificate No. 1 dated April 8, 1976 (“Certificate”) from GRE to Rainbow. The Permit and Certificate were originally issued by the North Dakota Public Service Commission (“Commission”) to Cooperative Power Association (“CPA”) and United Power Association (“UPA”). GRE is the successor by merger of CPA and UPA.

I. Statutory Authority.

Transfer of a certificate of corridor compatibility and a route permit is authorized under Section 49-22.1-04 of the North Dakota Century Code and Section 69-06-01-02(4) of the North Dakota Administrative Code. Pursuant to these provisions and North Dakota Century Code

Section 49-22.1-10(2), the Commission is not required to hold a public hearing on an application for such transfer unless there is both a request by an interested person and a showing of good cause.

II. Background.

The Permit was originally issued by the Commission to CPA-UPA in accordance with the Commission's Findings of Fact, Conclusions of Law and Order dated June 15, 1977 entered in Case No. 9532 ("Permit Order"). The Certificate was originally issued by the Commission to CPA-UPA in accordance with the Commission's Findings of Fact, Conclusions of Law and Order dated March 6, 1976 entered in Case No. 9322 before the Commission ("Certificate Order"). The Permit Order and Permit authorized the construction of a 30" water transmission pipeline approximately 6.5 miles in length from a point of beginning located in Section 22, Township 144 North, Range 83 West, to a point of termination in Section 17, Township 145 North, Range 82 West, all in McLean County, North Dakota, within the corridor designated by the Certificate Order and Certificate ("Pipeline").

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

Applicants now respectfully request the transfer of the Certificate and Permit from GRE to Rainbow. In support thereof, Applicants state as follows:

1. GRE is a Minnesota cooperative corporation with its principal office in Maple Grove, Minnesota, and is authorized to do business in the State of North Dakota. In accordance with N.D. Admin. Code § 69-02-02-04(3)(a), the corporate documents of GRE are enclosed herewith. A copy of the Certificate of Incorporation from the State of Minnesota is attached hereto as **Exhibit A**. A copy of the Certificate of Merger from the State of Minnesota is attached hereto as **Exhibit B**. A Certificate of Good Standing from the Secretary of State for the State of Minnesota is attached hereto as **Exhibit C**. A Certificate of Good Standing from the Secretary of State for the State of North Dakota is attached hereto as **Exhibit D**.

2. Rainbow is a North Dakota limited liability company with its principal office in Bismarck, North Dakota, and is authorized to conduct business in the State of North Dakota. In accordance with N.D. Admin. Code § 69-02-02-04(3)(a), the corporate documents of Rainbow are enclosed herewith. A copy of the Certificate of Organization from the State of North Dakota is attached hereto as **Exhibit E**. A Certificate of Good Standing from the Secretary of State for the State of North Dakota is attached hereto as **Exhibit F**.

3. On April 8, 1976, the Certificate was issued to CPA-UPA in Case No. 9322 before the Commission.

4. On June 15, 1977, the Permit was issued to CPA-UPA in Case No. 9532 before the Commission.

5. On May 1, 2006, CPA and UPA merged with and into GRE.

6. On June 30, 2021, GRE and Rainbow entered into an agreement for the purchase of the Pipeline (“Asset Purchase Agreement”).

7. Pursuant to the terms of the Asset Purchase Agreement, Applicants seek the transfer of the Permit and Certificate from GRE to Rainbow.

8. Rainbow agrees to assume the rights and obligations of GRE with respect to the Permit and Certificate, as well as the conditions and limitations set forth in the Findings of Fact, Conclusions of Law and Order dated March 6, 1976 entered in Case No. 9322 before the Commission and the Findings of Fact, Conclusions of Law and Order, dated June 15, 1977 entered in Case No. 9532 before the Commission . *See* Affidavit of Stacy Tschider, provided herewith.

WHEREFORE, Applicants respectfully request that the Commission, following publication of a notice of opportunity for a public hearing in the official newspaper of McLean County, North Dakota and, unless there is both a request by an interested person and showing of good cause:


1. Grant, without a public hearing, a transfer of Route Permit for a Water Transmission Pipeline, Permit No. 3 dated June 15, 1977 and Certificate of Site Compatibility for Transmission Facility Corridor, Certificate No. 1 dated April 8, 1976 to Rainbow Energy Center, LLC;
2. Condition the transfer of the Permit and Certificate from GRE to Rainbow on the closing of the transactions contemplated by the Asset Purchase Agreement; and
3. Grant such other relief as the Commission shall deem appropriate.

Dated this 9th day of July, 2021.

GREAT RIVER ENERGY

By: 
Eric Olsen, Vice President & General Counsel

RAINBOW ENERGY CENTER, LLC

By: 
Stacy Tschider, President

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)


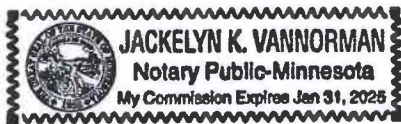
Eric Olsen, of lawful age, being first duly sworn, on oath deposes and says:

That he is the Vice President & General Counsel of Great River Energy, in the foregoing application; that he executed the foregoing application for and on behalf of said Applicant and in such capacity that he has read said application and knows the contents thereof, and that the statements made and contained therein are, to the best of his knowledge and belief, true and correct.



Eric Olsen, Vice President & General Counsel

Subscribed and sworn to before me this 9th day of July, 2021.



Notary Public
My Commission Expires: January 31, 2025

State of Minnesota

3663

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Joan Anderson Growe, 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 cooperative, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

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

Cooperative Name: Great River Energy

Cooperative Charter Number: COOP-4521

Chapter Formed Under: 308A

This certificate has been issued on 12/10/1998.



Joan Anderson Growe
Secretary of State.

COOP-4521

State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 308A
State of Formation and Names of Merging Entities:

MN: COOPERATIVE POWER ASSOCIATION
MN: UNITED POWER ASSOCIATION
MN: GREAT RIVER ENERGY

State of Formation and Name of Surviving Entity:

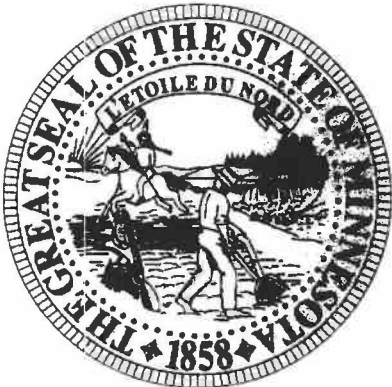
MN: GREAT RIVER ENERGY

Effective Date of Merger: 5/1/2006

Name of Surviving Entity after Effective Date of Merger:

GREAT RIVER ENERGY

This Certificate has been issued on: 5/1/2006



Mary Kiffmeyer
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: Great River Energy
Date Filed: 12/10/1998
File Number: COOP-4521
Minnesota Statutes, Chapter: 308A
Home Jurisdiction: Minnesota

This certificate has been issued on: 06/29/2021



Steve Simon

Steve Simon
Secretary of State
State of Minnesota

State of North Dakota

SECRETARY OF STATE



Certificate of Good Standing of GREAT RIVER ENERGY

SOS Control ID#: 0000057631

Certificate #: 020351724

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

GREAT RIVER ENERGY

a Cooperative Association - Foreign was formed under the laws of MINNESOTA and filed with this office effective December 29, 1998. 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 30, 2021

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

Alvin A. Jaeger
Secretary of State

State of North Dakota

SECRETARY OF STATE



Certificate of Organization of Rainbow Energy Center, LLC

SOS Control ID#: 0005450195

The undersigned, as Secretary of State of the state of North Dakota, hereby certifies that Articles of Organization for

Rainbow Energy Center, LLC

duly signed and executed pursuant to the provisions governing a North Dakota 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 Certificate of Organization to

Rainbow Energy Center, LLC

Effective date: February 26, 2021

Filed date: February 26, 2021

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

Alvin A. Jaeger
Secretary of State

State of North Dakota

SECRETARY OF STATE



Certificate of Good Standing of Rainbow Energy Center, LLC

SOS Control ID#: 0005450195

Certificate #: 020351825

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

Rainbow Energy Center, LLC

a Limited Liability Company - Business - Domestic was formed under the laws of NORTH DAKOTA and filed with this office effective February 26, 2021. 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.

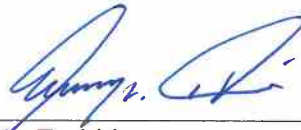
DATE: June 30, 2021

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

Alvin A. Jaeger
Secretary of State

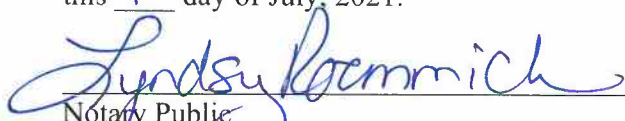
4. Rainbow Energy Center, LLC agrees to assume the rights and obligations of GRE with respect to the Permit and Certificate, including the conditions, limitations, rights and obligations set forth in the Permit Order, Certificate Order and any other conditions or modifications set forth in subsequent orders of the Commission with respect to the Permit and Certificate.

Dated this 9th day of July, 2021.



Stacy Tschider
President of Rainbow Energy Center, LLC

Subscribed and sworn to before me
this 9th day of July, 2021.



Notary Public
My Commission Expires: June 29, 2024

