

November 14, 2019

VIA ELECTRONIC FILING

Ms. Patricia Van Gerpen
Executive Secretary
South Dakota Public Utilities Commission
500 E Capitol Avenue
Pierre, SD 57501-5070

**RE: In the Matter of the Application by Wind Quarry Operations, LLC, for a Wind Energy Facility Permit for the Willow Creek Wind Energy Facility and Associated Facilities
Docket EL 15-020**

Dear Ms. Van Gerpen:

Fredrikson & Byron, P.A., is assisting Willow Creek Wind Power LLC (“Willow Creek”) with a tax equity transaction. In connection with that transaction, we noted that the Energy Facility Permit issued for the Willow Creek Wind Energy Facility (“Project”) appears to have been inadvertently transferred to Lincoln Clean Energy, LLC, and we are requesting, on behalf of Willow Creek, a correction to the transfer order.

On July 17, 2019, Willow Creek filed a motion for approval of transfer of permit. The intent of the filing was to notify the South Dakota Public Utilities Commission (“Commission”) that Lincoln Clean Energy, LLC had acquired 100% of the membership interests in Willow Creek Wind Power LLC from Pattern Renewables 2 LP and to update the points of contact for the Project. However, in the Order Approving Transfer of Permit (“Order”) issued by the Commission on August 8, 2019, it states that “Willow Creek filed a motion for approval of transfer of the permit to Lincoln Clean Energy, LLC, as a result of Lincoln Clean Energy acquiring 100% of the membership interest in Willow Creek.” The Order then states that “the Motion for Approval of Transfer of Permit is hereby approved.” As a result, per the Order, it appears that the Energy Facility Permit was transferred to Lincoln Clean Energy, LLC.

Since Willow Creek remains the Project owner, it should also remain the permittee. We discussed the situation with Commission Staff, who received input from Commission Counsel, and the recommendation was to propose a correction to the Order. Therefore, based on the input received, we are requesting that the Order be corrected as proposed in the attached redline to

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clarify that that the “transfer” of the permit was “to Willow Creek Wind Power LLC, with Lincoln Clean Energy, LLC having 100% of the membership interest in Willow Creek.”

We understand that stylizing the notice regarding Lincoln Clean Energy, LLC’s acquisition of Willow Creek Wind Power LLC as a motion for transfer created confusion, and we apologize on behalf of Willow Creek for any resulting misunderstanding. We also appreciate the Commission Staff’s and Commission Counsel’s assistance and cooperation in this matter.

If you have any questions, please let me know.

Sincerely,

/s/ Mollie M. Smith

Mollie M. Smith

Attorney at Law

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Enclosures

cc: Certificate of Service/Service List (*via e-mail*)

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