

FILE

**BEFORE
THE OHIO POWER SITING BOARD**

In the Matter of the Application of **HEARTLAND**)
WIND, LLC for a Certificate to Site a Wind-)
Powered Electric Generation Facility in Van Wert)
County, Ohio and Paulding County, Ohio.)

Case No. 09-1066-EL-BGN

UCO

2011 OCT 15 PM 12:15

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**JOINT APPLICATION TO TRANSFER A CERTIFICATE TO BLUE CREEK
WIND FARM, LLC**

Joint Applicants are Heartland Wind, LLC ("Heartland") and Blue Creek Wind Farm, LLC ("Blue Creek"). Heartland and Blue Creek are each single member limited liability companies owned by Iberdrola Renewables, Inc. ("Iberdrola") which is the manager of both entities. Blue Creek has properly registered with the Ohio Secretary of State as a foreign limited liability corporation (Exhibit A). Heartland was formed prior to Blue Creek and is a vehicle for preliminary development activities for other wind farms located around the Midwest. Typically, once these activities are completed, including the receipt of authority to construct, Iberdrola forms a separate limited liability company that is dedicated to hold the assets of a specific project. Blue Creek was recently formed to hold the assets, including the Certificate issued on August 23, 2010 to Heartland in Case No. 09-1066-EL-BGN.

Although the entity is technically different from Heartland, the management of the project will be exactly the same. The personnel who processed the application will remain as if the project were owned by Heartland. Thus, there will be complete transparency in terms of all the personnel who have been associated with the Heartland application.


**This is to certify that the images appearing are an
accurate and complete reproduction of a case file
document delivered in the regular course of business.
Technician Date Processed **OCT 15 2010****

As is required by Ohio Revised Code Section ("R.C.") 4906.04, Blue Creek agrees to abide with all of the terms, conditions and any modifications contained in the Certificate granted to Heartland.

In accordance with recent Board precedent, Heartland has sent via Federal Express a letter this day to all the public officials explaining the nature of the transfer request (a sample letter is attached as Exhibit B).

WHEREFORE, Joint Applicants request the Ohio Power Siting Board to approve the transfer of the Certificate from Heartland to Blue Creek.

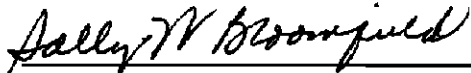
Respectfully submitted on behalf of
HEARTLAND WIND, LLC
BLUE CREEK WIND FARM, LLC



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Matthew W. Warnock
BRICKER & ECKLER LLP
100 South Third Street
Columbus, OH 43215-4291
Telephone: (614) 227-2368; 227-2388
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E-Mail: sbloomfield@bricker.com
mwarnock@bricker.com

CERTIFICATE OF SERVICE

I hereby certify that the foregoing was served upon the following parties of record
via hand delivery or regular U.S. Mail this 15th day of October, 2010.



Sally W. Bloomfield

Larry Gearhardt
Chief Legal Counsel
Ohio Farm Bureau Federation
280 North High Street
P.O. Box 182383
Columbus, OH 43218-2383

Jay Agranoff, Esq.
Attorney Examiner
Public Utilities Commission of Ohio
180 E. Broad Street, 12th Floor
Columbus, OH 43215

EXHIBIT A

Certificate of Good Standing

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show BLUE CREEK WIND FARM LLC, an Oregon For Profit Limited Liability Company, Registration Number 1953568, filed on August 05, 2010, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 15th day of October, A.D. 2010*

A handwritten signature in black ink, appearing to read "Jennifer Brunner", written in a cursive style.

Ohio Secretary of State

Validation Number: V2010288078208



Prescribed by:
The Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us
e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)	
<input checked="" type="radio"/> Expedite	PO Box 1390 Columbus, OH 43216
Requires an additional fee of \$100**	
<input type="radio"/> Non Expedite	PO Box 670 Columbus, OH 43216

**REGISTRATION OF A FOREIGN
LIMITED LIABILITY COMPANY**
Filing Fee \$125.00

THE UNDERSIGNED DESIRING TO FILE A:

(CHECK ONLY ONE (1) BOX)

<p>(1) <input checked="" type="checkbox"/> Registration of a Foreign For-Profit Limited Liability Company (108-LFA) ORC 1705</p> <p>State of Organization <u>Oregon</u></p> <p>Date of Formation <u>9-Jul-2010</u></p>	<p>(2) <input type="checkbox"/> Registration of a Foreign Nonprofit Limited Liability Company (108-LFA) ORC 1705</p> <p>State of Organization _____</p> <p>Date of Formation _____</p>
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Name of limited liability company in its state of organization: Blue Creek Wind Farm LLC

Name under which the foreign limited liability company desires to transact business in Ohio (if different from its home-state name) is:

Name must include one of the following words or abbreviations: "limited liability company," "limited," "LLC," "L.L.C.," "Ltd.," or "Ltd."

☐ Check here if additional provisions are attached

The address to which interested persons may direct requests for copies of the limited liability company's operating agreement, bylaws, or other charter documents of the company is:

Evangeline Kessler

Name

1125 N.W. Couch St., Suite 700

Street Address / P.O. Box Address

Portland

City

OR

State

97209

Zip code

The limited liability company hereby appoints the following as its agent upon whom process against the limited liability company may be served in the state of Ohio. The name and complete address of the agent is:

C.T. Corporation System

Name

1300 East 9th Street

Mailing Address

Cleveland

City

Ohio

State

44114

Zip Code



If the agent is an individual and using a P.O. Box, check this box to certify the agent is a resident of the state of Ohio.

The limited liability company irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the OHIO SECRETARY OF STATE if:

- a. an agent is not appointed, or
- b. an agent is appointed but the authority of that agent has been revoked, or
- c. the agent cannot be found or served after the exercise of reasonable diligence.

REQUIRED
Articles and original
appointment of agent
must be (signed) by a
member, manager or
other representative.



Signature

4-Aug-2010

Date

W. Benjamin Lackey, Secretary of Iberdrola Renewables, Inc.

Print Name

Signature

Date

Print Name

Signature

Date

Print Name

EXHIBIT B

Sample Letter to Public Officials



IBERDROLA RENEWABLES

October 15, 2010



An Iberdrola Renewables Project

Via Federal Express

Re: Assignment of Certificate for Case No. 09-1066-EL-BGN

Dear County Commissioners and Township Trustees:

The purpose of this letter is to outline the assignment of the Certificate of Environmental Compatibility and Public Need (the "Certificate") issued on August 23, 2010 to Heartland Wind, LLC in Case No. 09-1066-EL-BGN by the Ohio Power Siting Board ("OPSB"). Heartland Wind, LLC is requesting the transfer and assignment of the Certificate from the original applicant, Heartland Wind, LLC, to Blue Creek Wind Farm, LLC, both of which are each single member limited liability companies owned and managed by Iberdrola Renewables, Inc. (Iberdrola).

Heartland Wind, LLC was formed prior to Blue Creek Wind, LLC and is the vehicle for preliminary development activities for other wind farms located around the Midwest. Typically, once preliminary development activities are completed, including the receipt of authority to construct, Iberdrola forms a separate, project-specific limited liability company that is dedicated to hold the assets of a specific project. Blue Creek Wind Farm, LLC is the project-specific entity recently formed by Iberdrola to hold the assets of the Blue Creek Wind Farm, including the Certificate. This is a transparent transaction: all the same personnel that were assigned to Heartland will be assigned to Blue Creek Wind, LLC and many of them were involved in the processing of the initial application before the Ohio Power Siting Board. It is the intent of Blue Creek Wind Farm, LLC to adhere to all terms and conditions in the Certificate granted to Heartland Wind, LLC.

If you have any further questions, please contact me at the number listed below.

Sincerely,

Dan Litchfield, Business Developer

773-318-1289 mobile

dlitchfield@iberdrolausa.com

Local Office: 126 E Main St, Van Wert, OH 45891 (567) 259-3063

Main Office: 110 N Brockway St, Ste 340, Palatine, IL 60067 (866) 586-6048

Cc: Paulding County Commissioners
Van Wert County Commissioners
Benton Township Trustees
Blue Creek Township Trustees

Hoaglin Township Trustees
Latty Township Trustees
Union Township Trustees