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Patricia Van Gerpen
Executive Director
Public Utilities Commission
500 E Capitol Ave
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**RE: In the Matter of the Application by Triple H Wind Project, LLC for a Permit to Construct and Operate the Triple H Wind Project in Hyde County, South Dakota
PUC Docket: EL19-007
MAGT File: 7446**

Dear Patty:

Attached please find a proposed Escrow Agreement between Triple H and CitiBank. We previously offered the document to staff for their comment and received word back that section 6 as originally proposed was perhaps objectionable. It provided for an offset and lien in favor of the bank for the bank's unpaid fees and expenses should that become the case. While it was not sought to be included by the project, and it is very frequent for banks to have agreements with customers for offset and lien for amounts due and owing the bank for its services rendered, we went back and asked to strike that language, and CitiBank relented.

It did take us longer than anticipated to work out the agreement with CitiBank, and the project finds itself pinched schedule wise as a result. Thank you for your courtesy.

Very truly yours,

MAY, ADAM, GERDES & THOMPSON LLP



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Enclosure