

Black Hills Energy

Request for Proposals (RFP) for 50% Ownership Interest in the Busch Ranch wind farm

August 15, 2011

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A. Introduction

Black Hills/Colorado Electric Utility Company, LP, doing business as Black Hills Energy (“BHE”), is an investor-owned utility in Colorado. BHE provides electric service to 21 communities in Colorado with approximately 93,000 customers. The largest communities served include Pueblo, Cañon City, and Rocky Ford. The BHE service territory encompasses all or part of Crowley, Custer, Fremont, Otero, Pueblo, and Teller counties.

This document is an RFP for a fifty percent (50%) ownership interest in the Busch Ranch wind project to be constructed by BHE in Huerfano County, Colorado, with an expected nameplate capacity of 29.04 MW (the “Project”) and for the sale to BHE pursuant to a Renewable Energy Purchase Agreement (“REPA”) of all of the energy, environmental attributes, and renewable energy credits from such fifty percent of the Project. The remaining fifty percent of the Project will be owned by BHE.

The in-service date of the Project is expected to be no later than December 31, 2012. BHE invites proposals from all potential investors who are capable of meeting the identified conditions of this RFP excluding BHE, all affiliates of BHE, and all wind turbine manufacturers and their affiliates except Vestas-American Wind Technology, Inc. (“Vestas”).

B. Regulatory Context

On March 24, 2011, BHE filed an Application with the Colorado Public Utilities Commission requesting (1) approval under Rule 3660(h) and for a certificate of public convenience and necessity under Rule 3002(a)(III) to develop, construct and own fifty percent (approximately 14.52 MW) of the wind turbines and associated balance of plant and other facilities of a new wind facility with an expected nameplate capacity of 29.04 MW to be located in Huerfano County, Colorado, and (2) for approval under Rule 3656(e) of a Renewable Energy Purchase Agreement between BHE and EUI Development, LLC (“EUI”) dated as of March 22, 2011, covering the sale to BHE of all of the energy, environmental attributes, and renewable energy credits from EUI’s fifty percent of the Facility (the “REPA”). The Application was assigned Docket No. 10A-930E.

Various parties intervened in the docket and the matter was scheduled for hearing. One of the issues raised in pre-filed answer testimony was whether the market for renewable energy purchase agreements was lower than the price negotiated by BHE and EUI in their REPA.

A Settlement Agreement was negotiated and all parties in the docket either joined in the Settlement or did not oppose the Settlement. A hearing was held on the Settlement on July 15, 2011. The Commission issued an order approving the Settlement on August 12, 2011. A copy of the Order approving the Settlement is attached as Exhibit 2. This RFP is being issued pursuant to ¶25 of the Settlement Agreement which provides that BHE

will test the market for the renewable energy purchase agreement portion of the Project by issuing an RFP for an investor to acquire EUI's 50% interest in the Facility.

C. Schedule

The schedule for this RFP is as follows:

Issuance of RFP	August 15, 2011
Notice of Intent to Bid	August 22, 2011
Submission of initial proposals	August 29, 2011
Notice of short-listed bidders after initial screening	September 2, 2011
Data room opened to short-listed bidders	September 2, 2011
Final bids due	October 1, 2011
Completion of bid evaluation	November 1, 2011
Execution of REPA	January 1, 2011

D. Questions

BHE will accept questions via email to BHEWindRFP@blackhillscorp.com. BHE requests that all questions concerning this RFP be submitted in writing at the above address. Answers will be provided through written email correspondence to all potential bidders who have provided their email address to BHE at the above email address. BHE will not be responsible for other explanations or interpretations of this RFP.

Respondents that intend to bid are strongly encouraged to submit a Notice of Intent to Bid form, which is included as Exhibit 1, by August 22, 2011, so that they may receive responses to all questions submitted.

Written questions will be accepted by BHE through September 30, 2011.

E. Proposal Submissions

Proposals must be submitted in the complete name of the party expecting to execute any resulting REPA with BHE. The proposal must be executed by a person who is duly authorized to bind the Respondent to a contract.

All initial and final proposals submitted in response to this RFP must be received by BHE no later than 5:00 pm MDT on the due date. Proposals will be deemed to be timely received if the electronic copy is received by the due date and time and the hard copies are received within two business days thereafter. BHE reserves the right to not accept proposals received after the specified date and time and any late proposals maybe disqualified from further evaluation. Any final proposal shall be irrevocable for ninety (90) days after the time for submittal of final proposals.

Respondents are required to provide four (4) copies of all documents as part of its proposal as well as one electronic copy sent to BHEWindRFP@blackhillscorp.com. The content of the proposal(s) shall be subject to the requirements of this RFP. BHE requests that all exhibits, documents, schedules, etc., submitted as a part of a proposal be clearly labeled and organized in a fashion that facilitates easy location and review.

The four copies of a proposal must be delivered to the following address:

BHE Busch Ranch RFP
Black Hills Corporation
625 Ninth Street, Fifth Floor
Rapid City, SD 57701

F. Project Details

1. Overview

The Project is located approximately 15 miles east of Walsenburg, Colorado, north of State Highway 10, and is accessible by County Roads 123 and 130. Current land use is primarily livestock grazing. Exhibit 3 to this RFP is a preliminary site map. There are three parcels of land making up the project site.

The Project requires the use of sixteen Vestas V100-1.815 MW wind turbines and the associated balance of plant and other facilities with an expected nameplate capacity rating of 29.04 MW. The Project includes a five year Vestas maintenance agreement with availability guaranty. The Project will interconnect with BHE's FERC-regulated transmission system at a 115 kV substation to be located on the site of the Project.

The Project will be owned 50% by BHE and 50% by the participant selected pursuant to this RFP. The successful bidder's share of production from the Project must be dedicated to BHE under a 25 year term Renewable Energy Purchase Agreement which covers energy and all environmental attributes including renewable energy credits as defined under Colorado law. Attached as Exhibit 4 is the model form REPA for this RFP.

2. Turbines

Individual Vestas V100 turbine capacity is rated 1.815 MW. Each turbine will consist of an enclosed monopole support tower (262 feet), a nacelle atop each tower containing the electrical generating equipment, and a three-blade rotor (328 feet in diameter) attached to the nacelle. Each turbine will be mounted on a concrete pad and spaced approximately 1,000 to 1,500 feet apart. Because prevailing winds blow primarily from the southwest, the turbines will be grouped in a single line or string connected by an underground electrical collector cable system. The turbines will begin producing power when wind speeds reach 9 feet/second.

3. Wind Resource

The Project has demonstrated excellent commercial-level wind speeds. Wind data has been gathered and analyzed by V-Bar, LLC from two on-site meteorological towers to provide estimates for long-term mean annual net energy projections. The first met tower, installed in November of 2008, has an annual average long-term 80 meter hub height wind speed of 7.68 m/s. The second tower, installed in December 2010, has an estimated long-term annual average hub height wind speed of 7.91 m/s. The resulting long-term mean annual net energy projections for the 16-turbine array are as follows

<u>Estimated Net Capacity Factor (%)</u>	<u>Total Annual MWh for the Array</u>
38.04%	96,780

Probability values of exceedance of long-term (10-year) and one-year annual net energy production were evaluated. The results, expressed as net annual capacity factors in percent, are as follows:

<u>P-Value</u>	<u>Long-Term (10-Year)</u>	<u>One-Year</u>
P99	32.04	30.04
P95	33.77	32.35
P90	34.73	33.63
P75	36.28	35.70
P50	38.04	38.04
P25	39.57	40.22
P10	40.92	42.14
P05	41.75	43.33
P01	43.25	45.47

4. Status of the Project

Agreements with the landowners have been obtained to effectively control the project site. Assumptions regarding the annual royalty obligation to landowners are included in the project operating expense budget in Exhibit 5 of this document.

The Colorado Public Utilities Commission (“Commission”) has granted BHE a certificate of public convenience and necessity for its 50% ownership in the Project and has approved the EUI REPA or any substitute REPA executed in connection with this RFP. No additional approvals from the Commission are required to proceed with construction of the Project and BHE will be proceeding with construction of the Project during the pendency of this RFP. The Commission has also held that the Reader to Rattlesnake new

115 kV substation and 115 kV transmission line are in the ordinary course of business and no certificate of public convenience and necessity is required for the construction of those facilities.

BHE has applied for No Air Hazard Determinations from the Federal Aviation Administration for the Project and those determinations are currently pending. An application for a 1041 permit has been filed with Huerfano County, Colorado, and is currently pending. As part of the 1041 permit, Walsh Environmental Scientists and Engineers, LLC have commenced avian and biological surveys on the project site and have initiated consultation with the Colorado Department of Wildlife. Also, a microwave study was conducted for the project site and the five microwave links crossing in or near the project site appear to clear all turbines.

A Phase I environmental assessment for the Project site has been obtained. The executive summary of that assessment provides:

The Phase I Environmental Site Assessment (ESA) was conducted by Walsh Environmental Scientists and Engineers, LLC (Walsh) on behalf of the Black Hills Corporation who is in the process of developing a wind energy generation facility at the Site. We have performed a Phase I ESA in conformance with the scope and limitation of ASTM Standard Practice E2247-08 at the Busch Ranch Property, located at 514 and 516 County Road 130, Walsenburg, Colorado (Site). Any exceptions to, or deletions from, this practice are described in the section of this report where they occur.

This assessment has revealed no evidence of recognized environmental conditions in connection with the property.

On July 15, 2011, BHE signed a Wind Turbine Supply Agreement and a Service and Maintenance Agreement with Vestas.

BHE has solicited, received and evaluated bids relating to the civil/mechanical construction contract and the electrical collection system contract. BHE is using Black & Veatch as a consultant and the engineer of record to develop the technical specifications and complete the technical bid evaluations. BHE will proceed to negotiate and execute contracts with the construction contractors while this RFP is pending.

5. Tax Incentives

Each owner can take advantage of any tax benefits available for its 50% ownership.

It is anticipated that the Project will be eligible for either Production Tax Credits¹, the Investment Tax Credit², or the Section 1603 Cash Grant in lieu of production or investment tax credits.

¹ Under Section 45 of the Internal Revenue Code.

The wind facility is eligible energy property under Section 1603 of the American Recovery and Reinvestment Tax Act of 2009, as amended by Section 707 of the Tax Relief, Unemployment Insurance Reauthorization and Job Creation Act of 2010³ which provides for a 30% cash grant in lieu of production or investment tax credits for specified energy property placed in service by the end of 2012.⁴ In order to be able to take advantage of the federal cash grant, construction on the specified energy property (in this case the wind turbines) must begin during 2011. There is a safe harbor for establishing that construction on the specified energy property began during 2011 which requires an independent accountant's certification that more than 5% of the total cost of the specified energy property has been paid or incurred during 2011. In the case of property manufactured, constructed, or produced for an applicant by another person under a binding written contract that is entered into prior to the manufacture, construction, or production of the property, the cost of the property under the contract is treated as paid or incurred *when economic performance occurs via the property being provided to the applicant (i.e. title passage)*. In order to come within this safe harbor, BHE executed a Notice to Proceed with Vestas to have Vestas manufacture and deliver title to two of the wind turbines during 2011.

Finally, the Project is eligible, pursuant to the "2005 Energy Tax Act," to be classified as property with a five year class life allowing the property to be depreciated for tax purposes over five years on an accelerated basis. Additionally, the Project may also qualify for fifty-percent "bonus" tax depreciation for equipment placed in service after December 31, 2011 through December 31, 2012 as allowed under the Act. The initial estimated range of eligible project costs for Section 1603 cash grant purposes is \$22 to 24 million (equating to a grant amount of approximately \$6.6 to 7.2 million for the bidder's portion of the project. The final eligible project costs cannot be determined until all construction costs are incurred.

6. Construction Management and Construction Cost Cap

BHE will construct the Project using its existing construction management team. The following alternative construction cost caps are available:

- i. \$24,500,000 construction cost cap subject to negotiation to the extent the investor can provide construction benefits consistent with the state of the project and existing contracts. Investor responsible for its own

² Under Section 48 of the Internal Revenue Code.

³ Section 707 of the Tax Relief, Unemployment Insurance Reauthorization and Job Creation Act of 2010 (the "Act") was passed by the United States Congress on December 16, 2010 and signed into law by President Obama on December 17, 2010. The federal cash grant program under Section 1603 was set to expire at the end of 2011 but the program deadlines were extended by one year by the Act.

⁴ The percentage of the cash grant is either 10% or 30% depending on the type of energy property. The cash grant is 30% for wind energy property.

construction financing, long-term financing and owner's costs. Construction financing "catch-up payments" will be required upon execution of the REPA. BHE invites REPA proposals that adjust the REPA price based upon actual construction costs below the \$24,500,000 construction cost cap. The construction cost cap listed is before any Section 1603 cash grant proceeds or other tax incentives applied for by the investor.

- ii. \$25,000,000 – turnkey price, investor is responsible for its own long-term financing and owner's costs; subject to negotiation to the extent the investor can provide construction benefits consistent the state of the project and existing contracts. The construction cost cap listed is before any Section 1603 cash grant proceeds or other tax incentives applied for by the investor.

The project development team is also currently managing the construction of four natural gas-fired generating units at the Pueblo Airport Generating Station ("PAGS"). Since 1995, Black Hills Corporation affiliates have constructed 4 coal-fired generating projects and 9 natural gas-fired generating projects (in addition to the PAGs facilities).

This project development team will use its project management experience to manage the construction of the proposed wind project. The project development team has hired Black & Veatch, a certified engineering firm with wind project experience, to provide the design engineering. The project development team will utilize the technical specifications provided by Black & Veatch to issue requests for proposals.

In addition, Black Hills Corporation affiliates have integrated two wind projects, the 30 MW Happy Jack and 42 MW Silver Sage projects, into the electric utility system. These projects are located in Cheyenne, Wyoming and utilize Suzlon S88 2.1 MW turbines with V3 blades.

7. Operation of the Project

BHE will be the operating party for the Project unless a winning investor makes an operating proposal acceptable to BHE. The operating party will be reimbursed for fifty percent of actual costs. For the first five years after commercial operation of the project, turbine maintenance will be performed under the Service and Maintenance Agreement with Vestas will be in effect.

As part of this RFP, BHE will accept proposals for operation of the Project from investors who desire to provide operation services.

Parties will share maintenance and repair and production output from the Facility on a 50/50 basis (similar to a shaft sharing arrangement) or alternative legal structures will be entertained to accomplish the same objectives. Exhibit 5 to this RFP sets forth fifty percent (50%) of the current estimated operating budget for the Project for the term of the

REPA and an O&M Reserve in lieu of capital expenditures necessary to maintain and repair the facilities and to maintain production levels.

8. Contracts and Other Requirements

The ownership interest of the winning investor will be subject to the Wind Turbine Supply Agreement and a Service and Maintenance Agreement with Vestas and any other existing contracts at the time of execution of the REPA. The winning investor will be responsible for 50% of all construction costs incurred prior to the time of execution of the REPA as well as 50% of all construction costs thereafter incurred (subject to the applicable construction cost cap) and all of its own short term and long term financing costs, costs related to responding to this RFP and negotiating and REPA, and any and all other costs associated with its participation in this RFP and in the Project.

9. Data Room Access; Other Advice to Bidders

Access to the data room will be provided only to bidders who are short-listed after the initial screening described in Section I on page 14 of this RFP and only upon execution of a non-disclosure agreement in the form of that attached as Exhibit 6.

Additionally, bidders are advised as follows:

BHE will prepare a highly confidential bid evaluation report and provide it to the Staff and OCC and their respective counsel and to the outside counsel and outside experts/consultants of the customer intervenors in this docket (Water Board, FVA, CC&V and Holcim). The bid evaluation report will be provided promptly upon completion of bid evaluation and before commencing negotiations for a REPA. BHE will also prepare and file a public version of the bid evaluation report.

BHE will provide to the Staff and OCC on a confidential basis, monthly construction reports for the Facility. The first report will be due by September 15, 2011, for the month of August 2011.

Once the facility has achieved commercial operation, BHE will provide to the Staff and OCC on a confidential basis the monthly production data by turbine for each turbine in the Facility. This report will be filed on a quarterly basis for the first 3 years of commercial operation.

G. Requirements of the Proposals

The pricing contained in each proposal shall be the total consideration required under the REPA for the entire term. Respondents will be required to provide substantial evidence of credit assurance as detailed below. All forms of credit assurance and the quality of that credit assurance must be approved by BHE. In order to provide credit assurance, a Respondent must meet one of the following criteria:

1. Respondent's senior secured debt is rated "investment grade" by a nationally recognized agency.
2. Respondent receives a guarantee from another party of the potential aggregate exposure from all their transactions. The guaranteeing party's senior secured debt must be rated investment grade by a nationally recognized rating agency.
3. Respondent provides a letter of credit in the format and issued by a bank acceptable to BHE equal to the aggregate exposure from all transactions.
4. Respondent provides an alternative form of security acceptable to BHE in its sole discretion.

H. Proposal Form and Content

BHE requests that all submissions adhere to the format provided in the "Table of Contents." BHE has provided specific information that is to be included in each section of the Table of Contents. Please provide all requested information. If the information requested is not known, unavailable, or not applicable to the proposal, please indicate such along with an explanation.

Every Submittal should have a Title Page:

State the name of the submitting entity.

Table of Contents

1. Executive Summary
2. Price
3. Legal and Financial
4. Experience and Qualifications
5. Operations and Maintenance (optional)
6. Tax Incentives

Table of Contents – Information and Questions

1. Price Proposal(s)

The proposal must contain the following:

- All costs for energy, environmental attributes, and renewable energy credits from the investor's fifty percent of the Project
- For a term of twenty-five (25) years after the date of commercial operation.
- All pricing must be in terms of current year dollars, also referred to as escalated or nominal dollars. For example, a \$25 per megawatt-hour ("MWh") energy price bid for 2014 means that in 2014 energy from the facility will be purchased at a rate of \$25/MWh at the metered point of delivery. If a bidder believes that escalating its PPA pricing according to movements in an index will reduce its overall bid price, the bidder may provide an alternate price that would be escalated from a fixed schedule or a known, published and widely recognized index that is closely related to the appropriate generation segment of the power industry. A bidder that wishes to propose such alternate pricing tied to an index

must submit one pricing form in escalated or nominal dollars and another pricing form tied to an index meeting the requirements of the preceding sentence. The price proposal will be compared to the EUI REPA on a levelized fixed charge basis.

2. Legal and Financial

The proposal should contain at a minimum the following information:

- Describe the current or proposed legal status of the Respondent and the state of organization.
- Disclose any known commercial affiliations, partnerships, or alliances with Black Hills Corporation or its affiliates including BHE.
- Disclose any known commercial affiliations, partnerships, or alliances with manufacturers of wind turbine components.
- Provide audited financial statements for one year of operation, if available.
- Describe the structure and the status of the project financing. Include major provisions of the plan along with the milestones that the project must meet for ongoing financing.
- Describe all anticipated credit support arrangements and parental, subsidiary, and venture relationships that are pertinent to the proposal.
- A credit worthiness evaluation will be conducted on each Respondent.

3. Experience and Qualifications

Each Respondent shall:

- Provide a general description of the Respondent's background and experience in projects similar to this proposal.
- Provide its form of business classification (i.e., sole proprietorship, partnership, or corporation)
- List all affiliated companies, including holding companies, subsidiaries, and predecessor companies presently or in the past engaged in developing and/or implementing similar projects.
- List all material lawsuits or contested proceedings relevant to the development of any renewable or conventional electricity generation resource in which there were adverse results to the Respondent or where adjudication is pending.
- Provide a statement of Respondent's financial status and ability to obtain financing for the proposed site(s).
- Provide a list of any current credit issues raised by rating agencies, banks, or accounting firms. Provide a list of all credit ratings from the major rating agencies, if possible.

4. Maintenance and Operations (optional). The Project is subject to a five year Service and Maintenance Agreement with Vestas.

Subject to that Agreement, If a Respondent desires to operate the Project:

4.1 Maintenance and Operations Plan

- The proposal should clearly describe the operations and maintenance plan and any logistical issues.
- Identify the entities or persons responsible for key activities.

- Describe the procedures or plans to ensure availability of spare equipment.
- 4.2 *Maintenance and Operations Qualifications*
- Please provide a description of Respondent's experience providing maintenance and operations experience for the same or similar equipment.
 - Please provide three or more references from projects where the Respondent is either currently providing maintenance and operation services or has provided such services in the past. Each reference can be a contact person with whom the Respondent has transacted business. Provide telephone numbers for each reference. If the Respondent has fewer than three projects, the Respondent shall provide as many references as possible.

5. Tax Incentives.

Each Respondent shall:

- Identify which type of tax incentives was considered in the price proposal,
- If the Respondent considered the cash grant, provide evidence of the ability of the Respondent to incur in 2011 fifty percent (50%) of the 2011 safe harbor costs and obligations.

I. Proposal Evaluation Process, Short List Development and Contract Negotiations

Response opening will be performed in private.

An initial screening of the initial proposals will be performed based on price, creditworthiness of the bidder, and whether the proposals meet the requirements of this RFP. **Initial proposals must contain all of the information required by this RFP.** Initial Proposals that do not meet the requirements of this RFP will be rejected as non-conforming. Bidders will be notified by no later than 5:00 p.m. MDT on September 2, 2011, whether they have been short-listed or not as result of the initial screening. Proposals that are not short-listed will not be evaluated further.

Bidders who have been short-listed will have access to an electronic data room, starting on September 2, 2011, upon execution of the non-disclosure agreement attached to this RFP as Exhibit 5. Bidders may refresh their bids and submit their final proposals no later than 5:00 p.m. MDT on October 1, 2011. **Final proposals must include all revisions proposed by the bidder to the model form of REPA attached as Exhibit 4 to this RFP.**

Screening of the final proposals will be based on price, creditworthiness of the bidder, and all of the other information contained in the final proposals. Bidders will be notified by no later than 5:00 p.m. MDT on November 1, 2011, whether they have been short-listed or not for contract negotiation. Respondents on any short list developed will be invited to begin negotiations of final details of the proposals. Final evaluations of the proposals, considering contract terms will then be performed. BHE reserves the right at any time during contract negotiations and at its sole discretion, to terminate, or, once terminated, to resume negotiations with a Respondent.

BHE may request that Respondents provide additional information or clarification to their original proposals. Such requests shall be made in writing and will also specify a deadline for compliance. Failure to provide the requested information or clarification by the deadline will result in the rejection of the proposal.

I. Reservation of Rights

Nothing contained in this RFP shall be construed to require or obligate BHE to select any proposals. In addition, nothing contained in this RFP shall be construed to limit the ability of BHE to reject all proposals or solicit additional proposals, in its sole and exclusive discretion.

BHE reserves the right to withdraw and terminate this RFP at any time prior to the execution of a contract. BHE further reserves the right, at its sole and exclusive discretion, to waive irregularities and informalities in any proposal that is submitted, or receive and open proposals received after the specified time of closing.

The submission of a proposal to BHE shall constitute Respondent's acknowledgement and acceptance of all the terms, conditions, and requirements of this RFP.

All proposals submitted to BHE pursuant to the RFP shall become the exclusive property of BHE and may be used for any reasonable purpose by BHE. BHE shall consider materials provided by Respondents in response to this RFP to be confidential only if such materials are clearly designated as "Confidential." Respondents should be aware that their proposal, even if marked "Confidential," may be subject to discovery and disclosure in regulatory or judicial proceedings that may or may not be initiated by BHE.

Any verbal communication with any employee of BHE or any of its subsidiaries concerning this RFP is not binding and shall in no way alter any term or condition of the RFP.

Respondent assumes all costs of preparation of proposals.

Exhibit 1
Notice of Intent to Bid

Date: _____

Our organization intends to submit a proposal to Black Hills Energy in response to its Request for Proposals issued August 15, 2011.

Contact Name: _____

Name of Firm: _____

Address: _____

Phone: _____

Email: _____

Signature: _____

Please return by August 22, 2011, by U.S. mail or email to:

BHE Busch Ranch RFP
Black Hills Corporation
625 Ninth Street, Fifth Floor
Rapid City, SD 57701
BHEWindRFP@blackhillscorp.com.