

December 22, 2020

VIA E-MAIL AND FEDERAL EXPRESS

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

**RE: Aurora Wind Project, LLC
Aurora Wind Project – Williams County
Decommissioning Plan and Cost
Case No. PU-19-318**

Dear Mr. Kahl:

In accordance with Certification Provision No. 7 of the North Dakota Public Service Commission's ("Commission") Order issuing a Certificate of Site Compatibility for the Aurora Wind Project ("Project") and N.D.A.C. § 69-09-09-08(2), Aurora Wind Project, LLC ("Aurora") hereby files the enclosed executed Letter of Credit No. SLCMMSP10247 as decommissioning financial security during the operational life of the Project.

On February 26, 2020, Aurora filed Letter of Credit No. 68170930 for the construction phase of the Project. With the filing of the enclosed Letter of Credit for the operational phase, Aurora requests that the Commission execute the enclosed letter of release of Letter of Credit No. 68170930. Bank of America, which issued Letter of Credit No. 68170930, requires return of the original Letter of Credit and the executed letter of release by the Commission directly to Bank of America at the address and to the attention of the person specified in the letter of release.

Enclosed are an original and two copies of this letter, the Letter of Credit, and the letter of release. Electronic versions of these documents were filed with the Commission today via e-mail.

If you have any questions, please let me know.

Sincerely,



MOLLIE M. SMITH

MMS/71742731
Enclosures

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cc: Jerry Lein (via e-mail, w/ enclosures)
Adam Renfandt (via e-mail, w/ enclosures)
Jennifer Dean (via e-mail, w/o enclosures)
Jeremy Price (via e-mail, w/o enclosures)



U.S. BANK NATIONAL ASSOCIATION
STANDBY LETTERS OF CREDIT: BC-MN-H20G
800 NICOLLET MALL
MINNEAPOLIS, MINNESOTA 55402

SWIFT: USBKUS44
PHONE: 612-303-7395
612-303-7374
FAX : 612-303-5226

IRREVOCABLE STANDBY LETTER OF CREDIT NO. SLCMMSP10247

ISSUE DATE: DECEMBER 21, 2020

AMOUNT: U.S. DOLLARS 13,868,887.00

EXPIRATION DATE: DECEMBER 17, 2021
AT OUR COUNTERS (SUBJECT TO EXTENSION)

BENEFICIARY:
PUBLIC SERVICE COMMISSION
STATE OF NORTH DAKOTA
600 EAST BOULEVARD AVE., DEPT 408
BISMARCK, ND 58505-0480

RE: AURORA WIND PROJECT, LLC, C/O ENEL GREEN POWER NORTH AMERICA,
INC., 110 BRICKSTONE SQUARE, SUITE 300, ANDOVER, MA 01810

COMMISSIONERS:

WE HEREBY ESTABLISH OUR IRREVOCABLE STANDBY LETTER OF CREDIT NO. SLCMMSP10247 (THIS 'LETTER OF CREDIT') IN THE AMOUNT OF THIRTEEN MILLION, EIGHT HUNDRED SIXTY-EIGHT THOUSAND, EIGHT HUNDRED EIGHTY-SEVEN AND NO/100 U.S. DOLLARS (U.S. DOLLARS 13,868,887.00) IN YOUR FAVOR, THE NORTH DAKOTA PUBLIC SERVICE COMMISSION (THE 'COMMISSION'), FOR THE ACCOUNT OF AURORA WIND PROJECT, LLC (THE 'PERMITTEE') WHOSE ADDRESS IS SET FORTH ABOVE. THIS LETTER OF CREDIT IS ESTABLISHED TO MEET THE PERMITTEE'S OBLIGATIONS UNDER NORTH DAKOTA ADMINISTRATIVE CODE ('NDAC') SECTION 69-09-09-08 (1).

THIS LETTER OF CREDIT IS AVAILABLE AGAINST YOUR DRAFT(S) AT SIGHT DRAWN ON US AND ACCOMPANIED BY THIS ORIGINAL LETTER OF CREDIT AND YOUR WRITTEN DEMAND CERTIFYING THAT DECOMMISSIONING OF THE AURORA WIND PROJECT IN WILLIAMS COUNTY, NORTH DAKOTA ('PROJECT') IS REQUIRED PURSUANT TO NDAC CHAPTER 69-09-09 AND HAS NOT BEEN COMPLETED BY THE PERMITTEE.

PARTIAL DRAWS ARE PERMITTED. ANY PARTIAL DRAWING HEREUNDER SHALL BE ENDORSED HEREON BY US AND THIS LETTER OF CREDIT SHALL BE RETURNED TO YOU (EXCEPT AFTER A DRAWING WHICH EXHAUSTS THE AVAILABLE CREDIT HEREUNDER).



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IF PRESENTATION OF YOUR DRAFT IS MADE ON A BUSINESS DAY AND SUCH PRESENTATION IS MADE ON OR BEFORE 10:00 A.M. CENTRAL TIME, WE WILL SATISFY SUCH DRAWING REQUEST ON THE FOURTH BUSINESS DAY. IF THE DRAWING CERTIFICATE IS RECEIVED AFTER 10:00 A.M. CENTRAL TIME, WE WILL SATISFY SUCH DRAWING REQUEST ON THE FIFTH BUSINESS DAY.

THIS LETTER OF CREDIT IS EFFECTIVE AS OF THE ISSUE DATE SET FORTH ABOVE AND WILL EXPIRE AT THE CLOSE OF BUSINESS-5:00 P.M. CENTRAL TIME-ON THE EXPIRATION DATE. NOTWITHSTANDING THE FORGOING, THIS LETTER OF CREDIT SHALL BE AUTOMATICALLY RENEWABLE WITHOUT AMENDMENT FOR ADDITIONAL ONE-YEAR TERMS UNLESS WE GIVE THE COMMISSION AT LEAST NINETY (90) DAYS' NOTICE IN WRITING BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, TO THE COMMISSION AND THE PERMITTEE, OF OUR INTENT TO TERMINATE THE LETTER OF CREDIT ON THE THEN APPLICABLE EXPIRATION DATE, OR THIS LETTER OF CREDIT IS TERMINATED BY THE PERMITTEE WITH AUTHORIZATION FROM THE COMMISSION.

THE COMMISSION MAY DRAW ON US AT SIGHT WITHIN THIRTY (30) DAYS OF RECEIPT OF ANY NOTICE TO THE COMMISSION OF OUR INTENT TO TERMINATE THIS LETTER OF CREDIT, ACCOMPANIED BY A STATEMENT SIGNED BY AN AUTHORIZED REPRESENTATIVE OF THE COMMISSION, CERTIFYING THAT THE AMOUNT OF THE DRAWING REPRESENTS FUNDS DUE TO THE COMMISSION BECAUSE THE PERMITTEE HAS NOT REPLACED THIS LETTER OF CREDIT BY OTHER SUITABLE FINANCIAL ASSURANCE OR LETTER OF CREDIT PURSUANT TO NDAC SECTION 60-09-09-08(8).

IN ADDITION, THE COMMISSION MAY DRAW ON US AT SIGHT AT ANY TIME DURING THE TERM HEREOF IN PART OR IN FULL ACCOMPANIED BY A STATEMENT SIGNED BY THE COMMISSION CERTIFYING THAT THE AMOUNT OF THE DRAWING REPRESENTS FUNDS DUE TO THE COMMISSION BECAUSE THE PERMITTEE HAS FAILED TO COMPLY WITH THE DECOMMISSIONING REQUIREMENTS SET FORTH IN NDAC CHAPTER 69-09-09.

EXCEPT WHEN THE AMOUNT OF THE LETTER OF CREDIT IS INCREASED, THE CREDIT CANNOT BE MODIFIED OR REVOKED WITHOUT THE CONSENT OF THE COMMISSION.



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DRAFTS DRAWN HEREUNDER MUST BE MARKED 'DRAWN UNDER IRREVOCABLE STANDBY LETTER OF CREDIT SLCMMSP10247, DATED DECEMBER 21, 2020,' AND ACCOMPANIED BY A STATEMENT SIGNED BY THE COMMISSION READING AS FOLLOWS:

'AT SIGHT, PAY TO THE ORDER OF THE NORTH DAKOTA PUBLIC SERVICE COMMISSION ('COMMISSION'), THE AMOUNT OF (XXXXXX) (U.S DOLLARS XXXXX). I CERTIFY THE COMMISSION IS MAKING THIS DRAWING PURSUANT TO THE TERMS OF IRREVOCABLE STANDBY LETTER OF CREDIT SLCMMSP10247, DATED DECEMBER 21, 2020, AND ISSUED BY U.S. BANK NATIONAL ASSOCIATION ('BANK'), BECAUSE (A) THE PERMITTEE HAS FAILED TO COMPLY WITH THE DECOMMISSIONING REQUIREMENTS SET FORTH IN NDAC CHAPTER 69-09-09, OR (B) THE COMMISSION HAS RECEIVED NOTICE OF (I) THE BANK'S INTENT TO TERMINATE LETTER OF CREDIT SLCMMSP10247, DATED DECEMBER 21, 2020, (II) ACTIONS THAT COULD RESULT IN SUSPENSION OR REVOCATION OF THE BANK'S CHARTER OR LICENSE, OR (III) THE BANK'S INABILITY TO FULFILL ITS OBLIGATIONS UNDER SAID LETTER OF CREDIT, AND THE PERMITTEE HAS NOT REPLACED SAID LETTER OF CREDIT WITH OTHER SUITABLE FINANCIAL ASSURANCE OR LETTER OF CREDIT PURSUANT TO NDAC SECTION 69-09-09-08(8) AND THE TERMS OF SAID LETTER OF CREDIT.'

WE CERTIFY THAT THE AMOUNT OF THE CREDIT HEREIN ESTABLISHED WILL NOT BE REDUCED FOR ANY REASON DURING THE PERIOD OF THIS INSTRUMENT WITHOUT THE WRITTEN CONSENT OF THE COMMISSION.

WE WILL GIVE PROMPT NOTICE TO THE COMMISSION AND PERMITTEE OF ANY NOTICE RECEIVED OR ACTION FILED ALLEGING THE INSOLVENCY OR BANKRUPTCY OF THE BANK, OR ALLEGING ANY VIOLATIONS OF REGULATORY REQUIREMENTS WHICH COULD RESULT IN SUSPENSION OR REVOCATION OF THE BANK'S CHARTER OR LICENSE TO DO BUSINESS. IN THE EVENT OF ACTIONS WHICH COULD RESULT IN SUSPENSION OR REVOCATION OF THE BANK'S CHARTER OR LICENSE, THE COMMISSION HAS THE RIGHT TO DRAW UPON THE LETTER OF CREDIT BEFORE THE END OF ITS TERM AND CONVERT IT INTO A CASH COLLATERAL BOND IF THE PERMITTEE FAILS TO REPLACE THE LETTER OF CREDIT WITH A SUBSTITUTE BOND WITHIN THIRTY (30) DAYS AFTER RECEIPT OF SUCH A NOTICE FROM THE COMMISSION. IN THE EVENT THE BANK BECOMES UNABLE TO FULFILL ITS OBLIGATIONS UNDER THIS LETTER OF CREDIT FOR ANY REASON, NOTICE SHALL BE GIVEN IMMEDIATELY TO THE COMMISSION AND PERMITTEE.



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THE LAWS OF THE STATE OF NORTH DAKOTA GOVERN THIS LETTER OF CREDIT. ANY ACTION TO ENFORCE THIS LETTER OF CREDIT MUST BE ADJUDICATED EXCLUSIVELY IN THE STATE DISTRICT COURT OF BURLEIGH COUNTY, NORTH DAKOTA. THIS LETTER OF CREDIT IS SUBJECT TO THE INTERNATIONAL STANDBY PRACTICES (1998 REVISION), INTERNATIONAL CHAMBER OF COMMERCE PUBLICATION NO. 590, OR ANY SUBSEQUENT REVISION THERETO, AND THE NON-VARIABLE PROVISIONS OF SUBSECTION 3 OF NORTH DAKOTA CENTURY CODE SECTION 41-05-16.

WE HEREBY AGREE WITH THE COMMISSION THAT ANY DRAFTS DRAWN UNDER AND IN COMPLIANCE WITH THE TERMS OF THIS LETTER OF CREDIT WILL BE DULY HONORED IF PRESENTED TO US AT THE OFFICE LOCATED AT U.S. BANK NATIONAL ASSOCIATION, 800 NICOLLET MALL, MINNEAPOLIS, MN 55402, ATTN: STANDBY L/C DEPT. BC-MN-H20G, ON OR BEFORE THE STATED EXPIRATION DATE OF OR ON OR BEFORE THE EXPIRATION DATE OF ANY RENEWAL PERIOD.

U.S. BANK NATIONAL ASSOCIATION

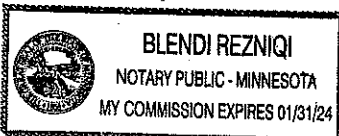
AUTHORIZED SIGNATURE

ACKNOWLEDGEMENT OF BANK
STATE OF MINNESOTA
COUNTY OF HENNEPIN

ON THIS 21ST DAY OF DECEMBER, 2020, BEFORE ME PERSONALLY APPEARED LILIAN MASWAI KNOWN TO ME TO BE AUTHORIZED SIGNER OF THE BANK THAT IS DESCRIBED IN AND THAT EXECUTED THE WITHIN INSTRUMENT, AND ACKNOWLEDGED TO ME THAT THE CORPORATION EXECUTED THE SAME.

MY COMMISSION EXPIRES: 01/31/24

SEAL


NOTARY PUBLIC

Letter of Release

[ON BENEFICIARY'S LETTERHEAD]

**To: BANK OF AMERICA, N.A.
One Fleet Way
PA6-580-02-30
Scranton, PA 18507-1999**

to the kind attention of: Mr. Mike Grizzanti

(Date), (Address)

Re: Letter of Release of the Irrevocable Standby Letter of Credit No. 68170930 issued by Bank of America on 26 February 2020 for an amount of USD 19,250,000.00 (the "Letter of Credit") for the account of Aurora Wind Project, LLC in favor of the North Dakota Public Service Commission (the "Beneficiary").

Dear Sir,

We refer to the above Letter of Credit, and hereby confirm the immediate and irrevocable release of Bank of America from all obligations and liabilities arising out of the Letter of Credit.

The undersigned hereby certifies that it is a duly authorized signatory of the Beneficiary for the purpose of this Letter of Release.

This Letter of Release is governed and construed in accordance with North Dakota Law. Any dispute arising out of or in connection with this Letter of Release shall be settled in the State District Court of Burleigh County, North Dakota.

Yours faithfully,

North Dakota Public Service Commission

By: _____

Its: _____