

**BEFORE THE PUBLIC UTILITIES COMMISSION  
OF THE STATE OF SOUTH DAKOTA**

<b>IN THE MATTER OF THE</b>	)	
<b>APPLICATION OF BLACK HILLS</b>	)	<b>Docket No. EL12-061</b>
<b>POWER, INC., FOR AUTHORITY TO</b>	)	
<b>INCREASE ITS ELECTRIC RATES</b>	)	
	)	
<b>IN THE MATTER OF THE</b>	)	<b>Docket No. EL12-062</b>
<b>APPLICATION OF BLACK HILLS</b>	)	
<b>POWER, INC., FOR THE PHASE IN</b>	)	
<b>OF RATES REGARDING</b>	)	<b>JOINT MOTION FOR APPROVAL</b>
<b>CONSTRUCTION FINANCING</b>	)	<b>OF SETTLEMENT AGREEMENT</b>
<b>COSTS</b>	)	<b>(DAKOTA PANEL)</b>
	)	

COME NOW, Black Hills Power, Inc. (“BHP”) and Menard, Inc. d/b/a Midwest Manufacturing d/b/a Dakota Panel (“Dakota Panel”), a Wisconsin corporation, jointly referred to as “Parties,” and request that the South Dakota Public Utilities Commission (“Commission”) adopt the attached Confidential Settlement Agreement (“Settlement Agreement”), including the Contract with Deviations attached as an exhibit to the Settlement Agreement, as the settlement and resolution of all of the issues between the Parties. This Settlement Agreement is being filed on a confidential basis.

In support of this Motion, the Parties submit as follows:

1. This Motion is made pursuant to ARSD 20:10:01:19.
2. The Settlement Agreement represents a negotiated settlement of all of the issues in Docket No. EL12-061 and Docket No. EL12-062.

The terms of the Settlement Agreement agreed upon are just, fair and reasonable and consistent with South Dakota law. The Parties respectfully request that the Commission approve the Settlement Agreement.

WHEREFORE, for the foregoing reasons, the undersigned parties jointly request the South Dakota Public Utilities Commission adopt and approve the attached Settlement Agreement and the Contract with Deviations, without modification for the purposes of resolving all issues between the Parties.

Dated this 20<sup>th</sup> day of MAY, 2013.

BLACK HILLS POWER, INC.

MENARD, INC. d/b/a Midwest  
Manufacturing d/b/a DAKOTA PANEL

By: Richard C. Jorns  
Its: Vice President, Operations

By: Wayne Bunge  
Its: GENERAL PLANT MANAGER