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VIA HAND DELIVERY

Commission Chairman Ted Boyer
Commissioner Richard M. Campbell
Commissioner Ron Allen
Utah Public Service Commission
Heber M. Wells Building
160 East 300 South
Salt Lake City, Utah 84114

**Re: Clarification to Milford Wind's Request for Expedited Order
Docket No. 09-2490-01.**

Dear Commissioners:

During discussions today with the Division of Public Utilities about Milford's Request for Expedited Order Exempting Milford Wind Corridor Phase I from the Requirement of Obtaining Commission Approval for the Issuance of Securities under Section 54-4-31 (the "Request"), the Division has asked that Milford Wind clarify two points regarding the Request.

Given that the Request seeks expedited treatment of this matter, the Division has requested that Milford Wind state the closing date for the financing. Presently, closing of the transaction is scheduled to occur April 14, 2009. There are a number of details that must occur before closing, so it is not possible to affirm that the closing will take place on that day. But, the urgency of the Request is based on the current schedule to close within four business days (excluding Friday) from today.

The Division also has requested that Milford Wind confirm that it is seeking a final order under R746-110-2, which provides in relevant part:

In case where the applicant shall establish good cause, the Commission may waive the 20-day tentative period and issue a final order. Section 63G-4-310 provides for review of final agency orders. The order shall provide that any person may file a protest prior to its effective date and that if the Commission finds the protest to be meritorious, the effective date shall be suspended pending further proceedings.

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R746-110-2. Milford Wind confirms that it is seeking a final order from the Commission to be effective immediately upon issuance. The information contained in Milford Wind's Request states good cause to issue such an order. In addition, in light of the fact that closing is scheduled to take place within seven calendar days from today, Milford Wind offers the following further explanation.

Section 54-4-31 states:

Securities issued pursuant to an order entered by authority of this section shall be valid notwithstanding the outcome of any further proceedings, unless: (a) application for a stay is filed with a court of competent jurisdiction within five days following the issuance of the order; and (b) a stay is entered by the commission or a court of competent jurisdiction within ten days after the order is issued.

Utah Code Ann. § 54-4-31(3). Milford Wind is seeking an order of the Commission within the next few days so that the five- and ten-day periods under subsection (3)(a) will begin to run immediately, allowing Milford Wind to timely close the transaction. The nearness of the closing date, and the absence of any public interest in the method of Milford Wind's financing as stated in the Request, is good cause for the Commission to issue an order to be effective immediately.

No person would be prejudiced by such an order because the procedures for review under the Utah Administrative Procedures Act ("UAPA") ensure due process to any protestor, and because R746-110-2 would allow the Commission to suspend the order pending further proceedings in response to a meritorious protest. For these reasons, and for the reasons stated in the Request, Milford Wind submits that there is good cause for the Commission to issue a final order under R746-110-2, and respectfully requests that the Commission issue the expedited order before the close of business on April 8, 2009, if due deliberation will allow it.

Very truly yours,

/s/

William J. Evans

WJE/cvd

cc: Michael Ginsberg
Philip Powlick
Paul Proctor
Michelle Beck