



February 21, 2014

Ms. Kate Whitney
Montana Public Service Commission
1701 Prospect Avenue
P.O. Box 202601
Helena, MT 59620-2601

RE: Docket No. D2013.12.85
PPLM Hydro Assets Purchase
MCC Set 4 Data Requests (095-151)

Dear Ms. Whitney:

Enclosed for filing is a copy of NorthWestern Energy's responses to MCC Set 4 Data Requests. A hard copy will be mailed to the most recent service list in this Docket this date. The Montana Public Service Commission and the Montana Consumer Counsel will be served by hand delivery this date. These data responses will also be e-filed on the PSC website and emailed to counsel of record.

Should you have questions please contact Joe Schwartzenger at 406 497-3362.

Sincerely,

Nedra Chase
Administrative Assistant
Regulatory Affairs

NC/nc
CC: Service List

CERTIFICATE OF SERVICE

I hereby certify that a copy of NorthWestern Energy's responses to MCC Set 4 (095-151) Data Requests in Docket D2013.12.85, the PPLM Hydro Assets Purchase, has been hand delivered to the Montana Public Service Commission and to the Montana Consumer Counsel this date. They will be e-filed on the PSC website and served on the most recent service list by mailing a copy thereof by first class mail, postage prepaid. They will also be emailed to counsel of record.

Date: February 21, 2014



Nedra Chase
Administrative Assistant
Regulatory Affairs

**Docket No D2013.12.85
Hydro Assets Purchase
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NorthWestern Energy
Docket D2013.12.85
PPLM Hydro Assets Purchase

Montana Consumer Counsel (MCC)
Set 4 (095-151)

Data Requests served February 7, 2014

MCC-095 RE: SSW Independent Engineer's Report (Exhibit WTR-2.1)
Witness: Gary Wiseman / William Rhoads

The legal notice on page 4 of the Report states that this report does not necessarily represent the views of NorthWestern Energy, and that NorthWestern Energy has not passed upon the accuracy or adequacy of the information in the Report. Is that still your current position? If so, whose views does the Report represent, and what credence does NorthWestern believe should be given to the accuracy and adequacy of the information in the Report? Does the legal disclaimer also represent Shaw's position?

RESPONSE:

Wiseman response: The legal notice on page 3 of Exhibit__ (WTR-2.1) stands as part of the report. This report is that of the Independent Engineer, Shaw, Stone & Webster, Inc., provided for the use of NWE. Yes, the legal disclaimer is part of the report and represents Shaw's position.

Rhoads response: NorthWestern believes the information presented in the report is accurate and adequate.

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Montana Consumer Counsel (MCC)
Set 4 (095-151)

Data Requests served February 7, 2014

MCC-096 RE: Executive Summary
Witness: Gary Wiseman

On page 4 of the Report, it is stated that this is Shaw's Report. Is it therefore not NorthWestern's Report, or is it also NorthWestern's Report?

RESPONSE:

This is Shaw's report, as Independent Engineer.

NorthWestern Energy
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Montana Consumer Counsel (MCC)
Set 4 (095-151)

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MCC-097 RE: Executive Summary
Witness: Gary Wiseman

Please identify the Merrill Data Room and provide the questions that you refer to. (page 4 of the Report).

RESPONSE:

The Merrill Data Room is an electronic data room set up by PPLM to provide access to documentation concerning the PPLM assets. The Merrill Data Room is the same as the PPLM Data Room referred to in the response to Data Request PSC-036.

The questions referred to are those in the Mustang-Newfoundland Q&A Log which was provided as part of the updated response to Data Request MCC-009 on February 18, 2014. Please see Document No. MCC_009_00000261 in the folder labeled "MCC-009" on the CD.

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Montana Consumer Counsel (MCC)
Set 4 (095-151)

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MCC-098 RE: Executive Summary
Witness: William Rhoads

Please identify the Mustang/Newfoundland clean room, as mentioned on page 4 of the Report, and explain the difference between the documents in the Merrill Room and those in the Mustang/Newfoundland clean room. Also explain why this report does not reflect any assessment of clean room data, and whether you have reviewed that clean room data.

RESPONSE:

The Mustang/Newfoundland clean room was an electronic data room repository of confidential documents including, among other things, pricing/marketing information. The room was developed to separate information that may have been market sensitive from NorthWestern's marketing employees.

Information contained in the "Mustang/Newfoundland" clean room and in the "Merrill Room" was posted and managed by PPL.

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Montana Consumer Counsel (MCC)
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MCC-099 RE: Executive Summary
Witness: Gary Wiseman

Please explain in detail what you mean by “aging equipment and structures.” (page 4 of the Report)

RESPONSE:

“Aging” means not of recent age, showing some signs of wear and use.

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Montana Consumer Counsel (MCC)
Set 4 (095-151)

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MCC-100 RE: Executive Summary
 Witness: Gary Wiseman / William Rhoads

On page 5 of the Report, it is stated that NWE is assessing the potential impact of litigation concerning the State of Montana's claim to the riverbeds and reservoirs. Please provide that assessment.

RESPONSE:

Wiseman response: NorthWestern conducted this assessment, and I had no involvement with it.

Rhoads response: Most of this assessment is a legal analysis as this involves litigation. NorthWestern does not waive the attorney client privilege in answering this question, but the following response summarizes from a legal perspective what is publicly available and is intended to directly respond to the data request.

PPLM has been in litigation with the State of Montana regarding whether compensation is owed to the State for PPLM's use of riverbeds in the operation of its hydroelectric facilities. The State had contended that the rivers under the PPLM facilities were navigable and became state-owned trust property upon Montana's admission to statehood. The state district court and the Montana Supreme Court agreed with the State. In February, 2012, the U.S. Supreme Court unanimously reversed the Montana Supreme Court. The U.S. Supreme Court ruled as a matter of law that at least five of the dams were on a river section that was not navigable and expressed doubt about other dams at issue being on navigable river sections. The matter was sent back to Montana district court in April 2012, and no further legal action has taken place or claim has been made by the State.

In the Purchase and Sale Agreement, which was filed with the Commission in 2013, PPLM has agreed to retain responsibility for any riverbed lease payments based on usage prior to Closing. In addition, in the Purchase and Sale Agreement, PPLM has agreed to split any litigation costs with NorthWestern should the State of Montana seek to litigate the remaining claims.

To the extent there are factual issues, I am the witness.

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Montana Consumer Counsel (MCC)
Set 4 (095-151)

Data Requests served February 7, 2014

MCC-101 RE: Facility Overview
Witness: Gary Wiseman

In reference to Black Eagle Dam, page 9 of the Report: Does the so-called “Project 2188 operating license” indicate that the license for some of these facilities is likely to reach beyond their useful lives (without major rebuild) as generating facilities? What obligations and potential costs does NWE retain after it is determined that a project’s useful life as an active generating facility has come to an end.

RESPONSE:

No. The reference to “2188” is not a year. FERC issued the 40-year operating license for Project No. 2188 on September 27, 2000. Project No. 2188 is comprised of the nine developments on the Madison and Missouri Rivers: Hebgen, Madison, Hauser, Holter, Black Eagle, Rainbow, Cochrane, Ryan, and Morony.

NorthWestern intends to operate and maintain the generating facilities at the projects to extend their useful life. The care and investments that have been effected at the facilities by current and past owners demonstrate the longevity of the system. NorthWestern intends to continue this proactive business strategy into the future through regulatory compliance for structure adequacy and capital investment for generation capability.

Such useful life of a development is undetermined and so are any retained obligations and costs. As stated in response to Data Request MCC-053, original generating equipment at the projects has operated 50 years or longer with adequate maintenance and repairs. The upgraded hydro system will be expected to operate at least this long with normal inspection and maintenance.

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Montana Consumer Counsel (MCC)
Set 4 (095-151)

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MCC-102 RE: Dam and Reservoir
Witness: Gary Wiseman

Please identify and list each Category 1 Highlighted Potential Failure Mode. (Page 14 of the Report).

RESPONSE:

Pursuant to Protective Order No. 7323, this response is protected and is being provided on yellow paper to the Commission and parties who have signed the appropriate non-disclosure agreement.

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Montana Consumer Counsel (MCC)
Set 4 (095-151)

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MCC-103 RE: Dam and Reservoir
Witness: Gary Wiseman

Identify the independent consultant referred to, his employer and the date of his evaluation, as mentioned on page 18 of the Report. Please list and describe each instance in the past five (5) years in which SSW or CB&I or any affiliate thereof has been retained by PPL or any of its affiliates.

RESPONSE:

The Independent Consultant mentioned on page 18 is Guy Lund of URS Corporation. The professional conducting a safety inspection per Part 12D of FERC Order No. 122 is referred to as the Independent Consultant, in this case, Mr. Lund. Mr. Lund's 10th Part 12D Safety Inspection Report for the Thompson Falls Project is dated December 2011.

SSW/CB&I and PPL are large companies each conducting their separate business activities in several areas at various levels. CB&I power group identifies that instances of engagement with PPL in the past five years include the following:

PPL Montour Generating Station - Wet Flue Gas Desulfurization (FGD) Retrofits, Units 1&2;

PPL Brunner Island Generating Station - Wet FGD Retrofits, Units 1, 2 & 3;

PPL Brunner Island Generating Station – Electrostatic Precipitator (ESP) Replacement, Unit 2;

PPL Montour and Brunner Island Stations- Professional Services for Waste Water Treatment; and

PPL Brunner Island Generating Station – managed Mercury Reduction Testing Program, Unit 3.

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MCC-104 RE: Dam and Reservoir
Witness: Gary Wiseman

Please state the estimated cost of carrying out each recommendation, as mentioned on pages 20-21 of the Report.

RESPONSE:

Recommendations mentioned are for the Mystic Lake Project. The recommendations relate to structural joint sealing, local concrete repair, update of the air vent cover, and painting. While the estimated cost for each recommendation is not known, these items are not extraordinary and projected maintenance budgets are expected to cover funding to carry out the recommendations.

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Montana Consumer Counsel (MCC)
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MCC-105 RE: Dam and Reservoir
Witness: Gary Wiseman

On page 21 of the Report, it is stated that the concrete condition of the Arch Dam and Spillway appears fair to good and immediate remedial measures are not required. Within what period of time is it likely that remedial measures may be required and what is the estimated cost (current dollars) of those measures?

RESPONSE:

This item is for the Mystic Lake Project. Timing of remedial measures for concrete of the upstream surface of the dam is not known and depends on weathering effects on the structure. As stated in the report “weathering...is continuing at a relatively slow rate” and “the arch dam and spillway are performing adequately and meet the requirements of the FERC Guidelines.” Estimated future cost of any related remedial measures is unknown and would depend upon the extent and/or severity of issues that may occur.

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MCC-106 RE: Dam and Reservoir
Witness: Gary Wiseman / William Rhoads

In reference to page 26 of the Report, please identify and fully describe each liability and/or expense obligation related to Kerr Dam that may remain with NWE after the dam is sold to the Indian Tribes. Please identify each PFM and or risk reduction measures and estimated cost thereof that may be undertaken before Kerr Dam is sold to the Tribes.

RESPONSE:

Rhoads response to first sentence of request: None.

Wiseman response to second sentence of request: Please see pages 25 and 26 of the unredacted version of Exhibit__(WTR-2.1) for a list of the PFMs for Kerr. Please see the response to Data Request MCC-108 for a general explanation of PFMs. Risk reduction measures are listed on page 27 of the unredacted version of Exhibit__(WTR-2.1). Projected O&M budgets will cover identified risk reduction measures.

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Montana Consumer Counsel (MCC)
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MCC-107 RE: Dam and Reservoir
Witness: Gary Wiseman

In reference to page 32 of the Report (Hebgen Lake): Please identify the independent consultant (and employer) and the date of his most recent evaluation.

RESPONSE:

The Independent Consultant mentioned on page 32 is Jeffrey Coffin of Kleinschmidt Associates. Mr. Coffin's 9th Part 12D Safety Inspection Report for the Hebgen Development is dated December 2010.

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Montana Consumer Counsel (MCC)
Set 4 (095-151)

Data Requests served February 7, 2014

MCC-108 RE: Dam and Reservoir
Witness: Gary Wiseman

Please provide the estimated cost of resolving each of the Class 1 and 2 PFMs listed on page 32 of the Report.

RESPONSE:

This item is for the Hebgen Development. This data request implies that the list of PFMs is an action list of items to “fix” and then remove from the list. This is not the case. The PFMs are risk-based considerations to factor into the monitoring, operation, and, if necessary, rehabilitation of the project. The PFM list is maintained for each project or development and reviewed and modified as necessary at least every five years as part of the Part 12 safety inspection. The FERC regulatory dam safety inspections, annual operations inspections, required Dam Safety Surveillance and Monitoring Plans (DSSMPs) and PFMA process are all designed and executed to maintain structural and operational competency. The Hebgen intake structure is being rehabilitated; the estimated cost is approximately \$32 million including historic and forecast costs. See page 176, lines identified as *Hebgen Dam Gate* and *Hebgen Intake Struc Seismic* and page 182, line identified as *Hebgen Intake Tower Rehab* of the SSW Independent Engineer’s Report (Exhibit __ (WTR-2.1)).

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Montana Consumer Counsel (MCC)
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MCC-109 RE: Dam and Reservoir
Witness: Gary Wiseman

Please provide the estimated cost of complying with each of the recommendations stated on pages 33 and 34 of the Report, and the portion of those estimated costs that are expected to be covered by PPLM before the sale to NWE.

RESPONSE:

This item is for the Hebgen Development. The estimated cost for each recommendation is not known. The recommendations relate mainly to monitoring, documentation, and studies. Projected annual budgets cover funding to comply with these recommendations. Any costs incurred prior to closing will be covered by PPLM.

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Montana Consumer Counsel (MCC)
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MCC-110 RE: Dam and Reservoir
Witness: Gary Wiseman

In reference to page 34 of the Report, please provide the estimated costs of curing each Hebgen deficiency and the portion of each cost that is likely to be an NWE cost.

RESPONSE:

This item is for the Hebgen Development. The deficiencies are related to the outlet tower (intake structure) and spillway. Please see the Attachment (redacted and unredacted) provided in response to Data Request PSC-018a for cost information.

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Montana Consumer Counsel (MCC)
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MCC-111 RE: Dam and Reservoir
Witness: Gary Wiseman

In reference to page 34 of the Report: Is the seepage flow to the left of the spillway a matter that will likely require attention in the future? What is the estimated cost of curing this problem?

RESPONSE:

This item is for the Hebgen Development. It is expected that seepage flow to the left of the spillway will likely not require a specific fix. It will continue to be monitored. When the intake structure is back in service, extended use of the spillway can be avoided. Furthermore, spillway rehabilitation should help reduce seepage in the referenced area.

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Montana Consumer Counsel (MCC)
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MCC-112 RE: Dam and Reservoir
Witness: Gary Wiseman

Please define the term “phreatic surface” and what it means to be below the design basis value, as mentioned on page 34 of the Report (Outlet Pipe and Appurtenances).

RESPONSE:

This item is for the Hebgen Development. Phreatic surface is the water level underground, in this case within the dam embankment section. Being “below the design basis value” means that the water level and associated uplift pressure in the foundation is acceptably low and not reaching a level that could reduce the stability of the structure.

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MCC-113 RE: Dam and Reservoir
Witness: Gary Wiseman

On page 36 of the Report, you say that “flow rate appears to be affected by reservoir level and spillway use.” Please explain what this may mean as regards potential impact on future operation and potential power generation.

RESPONSE:

This item is for the Hebgen Development. This reference relates to conditions at seepage measuring weir No. 1 downstream of the dam embankment. The seepage flow rate increases when the reservoir level is up and/or the spillway flow is increased. This is an indicator of some seepage through the dam embankment. This appears to be local and limited and has long been known and monitored and is considered manageable.

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Montana Consumer Counsel (MCC)
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MCC-114 RE: Dam and Reservoir
Witness: Gary Wiseman

Please explain what it means to be CEII classified, as mentioned on page 37 of the Report. What information other than the cursory information referred to would be useful and why would it be useful?

RESPONSE:

This item is for the Hebgen Development. At the time of this report (late 2012), Shaw had seen limited information as to the extent, status, and details of the intake structure rehabilitation. On page 37 of the report, Shaw is noting that other reporting and documentation concerning the work were indicated on the FERC website, but because this information was classified as Critical Energy Infrastructure Information (CEII), it was not available for the public to view. For a complete explanation of what CEII classified means, see NorthWestern Energy's Motion for Protective Order and Brief in Support of the Hydroelectric Generating Facilities' Critical Energy Infrastructure Information filed with the Commission on December 3, 2013.

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Montana Consumer Counsel (MCC)
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MCC-115 RE: Dam and Reservoir
Witness: Gary Wiseman

In reference to page 39 of the Report (Madison Dam): Please identify the independent consultant (and employer) of the Report, and the date of the most recent evaluation. What is the estimated cost of resolving each of the indicated PFMs and the portion of this cost that is expected to be covered by PPLM.

RESPONSE:

The Independent Consultant mentioned on page 39 is Jeffrey Coffin of Kleinschmidt Associates. Mr. Coffin's 9th Part 12D Safety Inspection Report for the Madison Development is dated December 2010.

There are no estimated costs identified. See the response to Data Request MCC-108 for a general explanation of PFMs.

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Montana Consumer Counsel (MCC)
Set 4 (095-151)

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MCC-116 RE: Dam and Reservoir
Witness: Gary Wiseman

Please provide the estimated cost of complying with each of the recommendations mentioned on page 40 of the Report and the portion of those costs that will be covered by PPLM.

RESPONSE:

Recommendations mentioned are for the Madison Development. The nominal recommendations relate to monitoring and documentation. The estimated cost for each recommendation is not known. Projected maintenance budgets cover funding to carry out these recommendations. The final recommendation was repair of the dam and stabilization of the left abutment which was completed in 2011 and is addressed in the response to Data Request PSC-024a. The associated cost of these repairs was approximately \$2.3 million.

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Montana Consumer Counsel (MCC)
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MCC-117 RE: Dam and Reservoir
Witness: Gary Wiseman

On page 41 of the Report, you use the term “Barring unusual events.” Please provide examples of the “unusual events” that could occur.

RESPONSE:

This item is for the Madison Development. “Unusual events” are those that do not occur in the normal course of operations; there are no specific examples.

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Montana Consumer Counsel (MCC)
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MCC-118 RE: Dam and Reservoir
Witness: Gary Wiseman

In reference to page 45 of the Report (Hauser Dam): Please identify the independent consultant referred to (and employer) and the date of his most recent evaluation.

RESPONSE:

The Independent Consultant mentioned on page 45 is Jeffrey Coffin of Kleinschmidt Associates. Mr. Coffin's 9th Part 12D Safety Inspection Report for the Hauser Development is dated October 2010.

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MCC-119 RE: Dam and Reservoir
Witness: Gary Wiseman

Please provide the estimated cost of resolving each of the listed PFMs, as listed on pages 45-46 of the Report, and the portion of these costs that will be covered by PPLM.

RESPONSE:

This item is for the Hauser Development. There are no estimated costs identified. See the response to Data Request MCC-108 for a general explanation of PFMs.

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Montana Consumer Counsel (MCC)
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MCC-120 RE: Dam and Reservoir
Witness: Gary Wiseman

Please provide the estimated cost associated with each of the recommendations listed on pages 46-47 of the Report, and the portion of that cost that has been or will be covered by PPLM.

RESPONSE:

This item is for the Hauser Development. The estimated cost for each recommendation is not known. The recommendations relate to monitoring and documentation. Projected annual budgets cover funding to comply with these recommendations. Any costs incurred prior to closing will be covered by PPLM.

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MCC-121 RE: Dam and Reservoir
Witness: Gary Wiseman

In reference to page 48 of the Report: Please describe a spillway piezometer and fully explain why piezometers S4 and S6 were not repaired or replaced.

RESPONSE:

This item is for the Hauser Development. A piezometer is a cased vertical hole extending to the structural foundation via which the water pressure is measured to discern uplift loads at the foundation. This is a consideration in determining the stability of a structure. However, at Hauser stability is not dependent on uplift reduction since post-tensioned anchors are installed in the spillway structure. There are seven spillway piezometers. Piezometers S4 and S6 are currently not monitored due to failure of the PVC casing in each. This is considered acceptable because anchors are present and there are other spillway piezometers to monitor foundation conditions.

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Montana Consumer Counsel (MCC)
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MCC-122 RE: Dam and Reservoir
Witness: Gary Wiseman

In reference to page 49 of the Report (Holter Dam): Please identify the referenced independent consultant (and employer) and the date of his most recent evaluation.

RESPONSE:

The Independent Consultant mentioned on page 49 is Jeffrey Coffin of Kleinschmidt Associates. Mr. Coffin's 9th Part 12D Safety Inspection Report for the Holter Development is dated October 2010.

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MCC-123 RE: Dam and Reservoir
Witness: Gary Wiseman

Please provide the estimated cost of resolving each PFM listed on page 50 of the Report, and the portion of those costs that have been or will be covered by PPLM.

RESPONSE:

This item is for the Holter Development. There are no estimated costs identified. See the response to Data Request MCC-108 for a general explanation of PFMs.

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Montana Consumer Counsel (MCC)
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MCC-124 RE: Dam and Reservoir
Witness: Gary Wiseman

Please provide the estimated cost of complying with each recommendation listed on pages 50-51 of the Report, and the portion of that cost that has been or will be covered by PPLM.

RESPONSE:

This item is for the Holter Development. The recommendation was for development of a procedure for releasing the stanchions on the spillway when they are needed to pass flows of a large flood. New stanchion components have been provided and installed in accordance with a design accepted by FERC. The estimated cost was approximately \$235,000 and was covered in PPLM's capital budget.

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Montana Consumer Counsel (MCC)
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MCC-125 RE: Dam and Reservoir
Witness: Gary Wiseman

In reference to page 54 of the Report (Black Eagle Dam): Please identify the independent consultant (and employer) and the date of his most recent evaluation. Please provide the estimated cost of resolving each PFM and the portion of that cost that has been or will be covered by PPLM.

RESPONSE:

The Independent Consultant mentioned on page 54 is Glenn Brewer of HDR/DTA. Mr. Brewer's 9th Part 12D Safety Inspection Report for the Black Eagle Development is dated October 2009.

There are no estimated costs identified. See the response to Data Request MCC-108 for a general explanation of PFMs.

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MCC-126 RE: Dam and Reservoir
Witness: Gary Wiseman

Please provide the estimated cost of complying with each recommendation listed on page 56 of the Report, and the portion of that cost that has been or will be covered by PPLM.

RESPONSE:

This item is for the Black Eagle Development. The estimated cost for each recommendation is not known. The recommendations relate to local concrete repair, surveillance, and fixing monitoring components. Projected budgets cover funding to comply with these recommendations. The physical installations to cover the recommendations were completed.

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MCC-127 RE: Dam and Reservoir
Witness: Gary Wiseman

In reference to page 57 of the Report (Rainbow Dam): Please identify the referenced independent consultant and the date of his most recent evaluation. Please provide the estimated cost of resolving each of the listed PFMs and the portion of those costs that has been or will be covered by PPLM.

RESPONSE:

The Independent Consultant mentioned on page 57 is Paul Booth of Arcadis. Mr. Booth's 10th Part 12D Safety Inspection Report for the Rainbow Development is dated October 2013.

There are no estimated costs identified. See the response to Data Request MCC-108 for a general explanation of PFMs.

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MCC-128 RE: Dam and Reservoir
Witness: Gary Wiseman

Please provide the evaluation of long-term remedial alternatives, as referenced on page 58 of the Report (Diversion Dam), and identify the preferred alternatives, the estimated cost of each of these alternatives, and the portion of those costs that has been or will be covered by PPLM.

RESPONSE:

This item is for the Rainbow Development. This request relates to remedial alternatives for the rubber dam bladder (in two sections). This was evaluated by PPLM and both rubber dam sections were replaced in the fall of 2013. The cost was approximately \$1.7 million and was covered by PPLM.

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MCC-129 RE: Dam and Reservoir
Witness: Gary Wiseman

Please describe more fully and completely the vertical alignment data at CP-1 that is below the minimum threshold value, as mentioned on page 58 of the Report. Please provide the estimated cost or range of potential costs that may be required in order to correct for the suspected actual movement. When may this be expected?

RESPONSE:

This item is for the Rainbow Development. Alignment point CP-1 is at the spillway flashboard section. Data values are below the range expected on a design basis and could mean settlement is occurring. However, the Independent Consultant has reported that although the vertical alignment values indicate movements, they are not supported by signs of significant movement noted from the physical inspection that would indicate that the differences observed in the surveys are the result of problematic movement of the dam structures.

Estimated potential costs of any remedial measures are unknown.

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MCC-130 RE: Dam and Reservoir
Witness: Gary Wiseman

In reference to page 59 of the Report, please provide the estimated cost of repairing or replacing the Manifold shell for units 7 and 8. Please indicate when or in what time frame this repair or replacement needs to be done. Also, what was the cost of replacing the referenced downstream concrete filled crib apron?

RESPONSE:

This item is for the Rainbow Development. This request relates to the turbine inlet manifold for Units 7 and 8 in the old powerhouse which was retired and taken out of service in 2013. Accordingly there is no need for repair or replacement.

The cost for work on the spillway downstream concrete-filled crib apron is not known. The work was done by PPLM in 2010.

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MCC-131 RE: Dam and Reservoir
Witness: Gary Wiseman

In reference to page 59 of the Report: What was the cost of the repairs to the concrete surfaces of the waste gate outlet channels that was done in 2010?

RESPONSE:

This item is for the Rainbow Development. The cost is not known. PPLM covered those costs at that time.

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MCC-132 RE: Dam and Reservoir
Witness: Gary Wiseman

In reference to page 61 of the Report (Cochrane Dam): Identify the referenced independent consultant (and employer) and the date of his most recent evaluation.

RESPONSE:

The Independent Consultant mentioned on page 61 is Eric A. VanDeuren of Mead & Hunt. Mr. VanDeuren's 9th Part 12D Safety Inspection Report for the Cochrane Development is dated October 2008.

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MCC-133 RE: Dam and Reservoir
Witness: Gary Wiseman

Please provide the estimated costs of complying with each recommendation listed on pages 62-63 of the Report, and the portion of that cost that has been or will be covered by PPLM.

RESPONSE:

This item is for the Cochrane Development. The estimated cost for each recommendation is not known. The recommendations relate to survey of riverbed profile along the spillway toe, monitoring, and measurement of reservoir silt levels. Projected annual O&M budgets cover funding to comply with these recommendations. Any costs incurred prior to closing will be covered by PPLM.

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MCC-134 RE: Dam and Reservoir
Witness: Gary Wiseman

In reference to page 64 of the Report (Ryan Dam): Please identify the referenced independent consultant (and employer) and the date of his most recent evaluation. In this case, the referenced failure modes are not listed or explained. Please correct this omission by listing and explaining each of the Class I and II failure modes for Ryan Dam, the estimated cost of resolving each of them and the portion of those costs that has been or will be covered by PPLM.

RESPONSE:

The Independent Consultant mentioned on page 64 is Glenn Brewer of HDR/DTA. Mr. Brewer's 9th Part 12D Safety Inspection Report for the Ryan Development is dated October 2009.

PFMs are not listed in the report, but are provided in Exhibit __ (WTR-5). This protected exhibit was provided on CD to the Commission and parties who signed the appropriate non-disclosure agreement pursuant to Protective Order No. 7323.

There are no estimated costs identified. See the response to Data Request MCC-108 for a general explanation of PFMs.

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MCC-135 RE: Dam and Reservoir
Witness: Gary Wiseman

Please provide the cost estimates for complying with each of the recommendations listed on page 67 of the Report, and the portion of these costs that has been or will be covered by PPLM.

RESPONSE:

This item is for the Ryan Development. The estimated cost for each recommendation is not known. The recommendations relate to survey target component replacement and inspection and monitoring activities. Projected annual O&M budgets cover funding to comply with these recommendations. The recommendations were completed.

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MCC-136 RE: Dam and Reservoir
Witness: Gary Wiseman

In reference to page 68 of the Report (Morony Dam): Please identify the independent consultant (and employer) and the date of his most recent evaluation. Please provide the estimated cost of resolving each of the listed PFMs and the portion of those costs that has been or will be covered by PPLM.

RESPONSE:

The Independent Consultant mentioned on page 68 is Glenn Brewer of HDR/DTA. Mr. Brewer's 9th Part 12D Safety Inspection Report for the Morony Development is dated October 2009.

There are no estimated costs identified. See the response to Data Request MCC-108 for a general explanation of PFMs.

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MCC-137 RE: Operating Performance
Witness: Gary Wiseman

Please provide the estimated costs for the reservoir bed dredging and spillway upgrade at Thompson Falls that are planned for the future as referenced on page 71 of the Report. Please provide the estimated cost of the transmission line rebuild at Mystic Lake Dam.

RESPONSE:

Thompson Falls reservoir bed dredging	\$180,000
Thompson Falls spillway upgrade	\$4.8 million
Mystic transmission line rebuild	\$1.2 million

For a summary of notable estimated costs for future capital activities, see the listing entitled Major Future Capital Expenditures (2013-2017) on pages 181-182 in SSW Independent Engineer's Report (Exhibit WTR-2.1).

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MCC-138 RE: Operating Performance
Witness: Gary Wiseman

On page 71 of the Report, it is stated that “considering the upcoming change in ownership” there are no major upgrades planned for Kerr Dam. But for the expected change in ownership, what upgrades might reasonably be considered for Kerr Dam?

RESPONSE:

None.

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MCC-139 RE: Operating Performance
Witness: Gary Wiseman

Please provide the estimated costs for each of the Hebgen Lake projects listed on page 71 of the Report.

RESPONSE:

Intake rehabilitation is discussed in the response to Data Request MCC-108.

Spillway rehabilitation with cofferdam is discussed in the response to Data Request MCC-110.

Outlet tunnel liner is estimated to cost \$3 million. See page 182 of Exhibit__(WTR-2.1).

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MCC-140 RE: Operating Performance
Witness: Gary Wiseman

On page 71 of the Report, you state that although the Madison plant has 4 horizontal Francis units that have been in service since 1906, turbine runners have not been replaced. When is it likely that such replacement may be appropriate? What is the estimated cost of such replacement? What is the estimated cost of the planned Madison/Hebgen control scheme upgrade?

RESPONSE:

The response to Data Request PSC-018b refers to the Madison Development planned upgrade of the generation units, and the response to PSC-027 describes the projected upgrade schedule and inclusion in the forecast cap-ex plan. The response to PSC-078 defines the cap-ex estimated amount for the Madison units' upgrade.

The estimated cost of the planned Madison/Hebgen control scheme upgrade is \$1.2 million. See page 182 of Exhibit__ (WTR-2.1).

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MCC-141 RE: Operating Performance
Witness: Gary Wiseman

What is the estimated cost of each of the planned projects at the Hauser, Holter, Black Eagle, and Cochrane dams, as listed on page 72 of the Report?

RESPONSE:

Hauser generator rewinds	\$300,000 each
Hauser turbine rehabilitation	\$1.3 million each
Hauser PCS upgrade	\$1.4 million
Holter protective relays	\$500,000
Holter switchgear	\$650,000
Holter generator rewinds	\$700,000 each
Holter waste gates	\$2 million
Black Eagle exciter	\$500,000
Cochrane exciter	(See the PSC-018a Attachment)
Cochrane governors	\$600,000

See pages 182 and 183 of Exhibit__(WTR-2.1).

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MCC-142 RE: Operating Performance
Witness: Gary Wiseman / William Rhoads

What is the estimated cost of upgrading waste gates at the Ryan Dam, as mentioned on page 73 of the Report? Will all 6 of the now inoperable gates be upgraded?

RESPONSE:

Wiseman response to first sentence of request: The total estimated cost of the Ryan Development waste gate repair is \$1.4 million. See page 183 of Exhibit__(WTR-2.1).

Rhoads response to second sentence of request: None of the inoperable gates impacted the safety of the dam. Five of the six inoperable gates will be repaired in 2014. No schedule or budget for the repair of the sixth gate is planned at this point.

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MCC-143 RE: Operating Performance
 Witness: Gary Wiseman / William Rhoads

On page 76 of the Report, you state that 14 of the FM Global recommendations have been declined by PPLM. Please explain and describe the circumstances under which FM Global was retained to make recommendations for the hydro plants. Please list each of the declined recommendations and the reasons for declination. Has NWE evaluated these recommendations and determined whether or not NWE will accept them. Please provide the estimated costs of each of the declined recommendations.

RESPONSE:

Wiseman response: FM Global is PPLM's insurer. The reference is to FM Global's recommendations to PPLM.

As stated in the report, the declined recommendations include addition of automatic sprinkler systems and changes to established O&M procedures. Insurers commonly make these types of recommendations. They are not considered to be of concern as the units involved have been operating under the existing conditions for many years without incident.

There are no estimated costs identified for each of the declined recommendations. These could be covered in O&M budgeting if deemed appropriate, but funding might displace that for directly related generation aspects of priority.

Rhoads response: NorthWestern has not evaluated these recommendations in detail but agrees with Mr. Wiseman's response.

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MCC-144 RE: Operating Performance
Witness: Gary Wiseman

On page 81 of the Report, you state that after 2017, the 2017 generation values can be projected into the succeeding years. What is the degree of certainty that you would attribute to such projections? How does the degree of certainty decline as we move further into the future?

RESPONSE:

The response to Data Request PSC-012b describes the average annual generation that was used for the basis of the forecast valuation. The past annual generation has been relatively consistent and there is not significant reason to expect the average annual water year performance to be materially different. Regarding the PSC-012 response, the average annual production considered for the future years' forecast is a conservative approach.

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MCC-145 RE: Environmental Compliance
Witness: Gary Wiseman

In reference to page 91 of the Report: Why have Mystic Lake Dam hazardous materials inspection reports not been made available to you? If made available, are hazardous materials inspection reports something that you would review as part of due diligence? Would it be desirable to know if any spills have taken place since the 2010 renewal of the SPCC plan?

RESPONSE:

The availability of certain documentation in late 2012, during early review efforts, is a matter of timing. As the due diligence process proceeded more information became available. Onsite observations at the Mystic Lake Project and discussions with PPLM personnel in August 2013 found no significant concerns with management of hazardous materials. There was no visible evidence that oil-filled equipment or containment were lacking proper maintenance. Reportable spills and responses were discussed during the due diligence efforts that took place in August 2013. No concerns were noted at Mystic.

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MCC-146 RE: Environmental Compliance
Witness: Gary Wiseman

On page 91 of the Report, you state that according to a 2001 survey most Mystic Dam and powerhouse steel components were found to be coated in lead based paint, and that most structural building components were also found to be coated in lead based paint. Please provide a copy of that survey. You then go on to describe OSHA requirements when lead is present, but state that it is unknown if the facility is in compliance with these requirements. May it be important to know if the facility is in compliance with these requirements? Why or why not?

RESPONSE:

Knowing if the facility is in compliance would be helpful when determining if any new policies/procedures need to be implemented once the purchase has been completed. During the onsite visits the Lead-Based Paint Policy was specifically discussed. PPLM indicated that policies and procedures are in place for activities where suspected lead-based paint may be damaged or disturbed.

See the folder labeled "MCC-146" on the attached CD for a copy of the survey provided by PPLM.

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MCC-147 RE: Environmental Compliance
Witness: Gary Wiseman

On pages 91-92 of the Report, you state that a 2000 asbestos survey identified locations at Mystic that contain asbestos, but you conclude that it is unknown whether any of the asbestos in the identified areas has been removed or otherwise abated. Why is this unknown? Please provide a copy of the asbestos survey.

RESPONSE:

SSW reviewed available documents in the PPLM data room in late 2012 prior to writing this report. None of the documents reviewed specifically stated that the asbestos was or was not abated. As asbestos does not require abatement unless it is damaged or to be disturbed, the 2000 asbestos survey allows PPLM or future owners to be able identify areas that may need abatement prior to any activity taking place that might impact one of the areas identified in the survey.

See the folder labeled "MCC-147" on the CD attached to Data Request MCC-146 for the document SSW reviewed regarding asbestos.

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MCC-148 RE: Environmental Compliance
 Witness: Gary Wiseman

On pages 91 and 92 of the Report, you state that PPLM showed little if any concern about the asbestos and lead based paint matters in their September, 2010 environmental audit. Please explain why, in view of the facts and legal requirements that you have presented, this lack of apparent concern by PPLM about these asbestos and lead based paint issues warrants downplaying them in your due diligence report.

RESPONSE:

Exhibit WTR-2.1 does not state or imply that “PPLM showed little if any concern about asbestos and lead based paint matters in their September, 2010 environmental audit.” It did conclude there was “no apparent significant concern” (emphasis added) for both lead-based paint and asbestos. Both lead-based paint and asbestos are only required to be removed/abated if they are damaged or to be disturbed. As stated in the response to Data Request MCC-147, PPLM has policies/procedures in place specifically to address any suspected lead-based paint that may be disturbed. The September 2010 environmental audit specifically reviewed asbestos at the facilities, and the findings for the removal practices, training, and waste storage/best management practices for all are satisfactory. In regards to asbestos the audit did identify a finding – that finding was that if any renovation, demolition, or construction activities were to impact the closed and sealed steam tunnel at the Black Eagle Development, a removal and closure plan or an encapsulation plan would need to be established. The SSW report did not downplay the concerns for lead-based paint or asbestos, but instead specifically identified that these concerns exist and would need to be considered when appropriate.

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MCC-149 RE: Environmental Compliance
Witness: Gary Wiseman

On pages 93 of Report, you state that the Mystic FERC license requires fishery and wildlife protection plans plus monitoring and reporting. However, you state that these plans were not made available for your review. Why were these plans and associated reporting not made available for your review?

RESPONSE:

The availability of certain documentation in late 2012, during early review efforts, is a matter of timing. As the due diligence process proceeded more information became available. The fishery and wildlife plan and monitoring reports were reviewed during the August 2013 due diligence effort as discussed in the CB&I report dated September 6, 2013 (Exhibit__(WTR-2.3)).

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MCC-150 RE: Environmental Compliance
Witness: Gary Wiseman

On page 94 of the Report, you describe the required Biological evaluation required under the wildlife plan, but you state that the current status of the biological evaluation is unknown and you also state that PPLM's Forest Service permit for these lands has not been made available for review. Did you request to review these materials? If not, why not? If so, why were they not provided? You also state that the required surveys and procedures under the Wilderness Occupancy and Use Plan have not been made available for review. Why were they not made available?

RESPONSE:

The availability of certain documentation in late 2012, during early review efforts, is a matter of timing. As the due diligence process proceeded more information became available. In the case of the Biological Opinion and Special Use Permit, it was subsequently understood that these would be required for future projects on U.S. Forest Service lands. Concerning the Wilderness Occupancy and Use Plan, compliance with the Plan is documented in *FERC's 2009 Order Approving Wilderness Occupancy and Use Plan Pursuant to Article 401*.

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MCC-151 RE: Environmental Compliance
Witness: Gary Wiseman

On page 96 of the Report, you appear to further cast doubt on whether PPLM is in compliance regarding its Septic System Maintenance Plan, its Historic Properties management Plan, Erosion Control Measures Plan and Air Quality matters by noting that key required documents pertaining to these matters have not been made available for your review and evaluation. Please describe all good faith efforts that you have made to obtain these key documents for your review and the reasons given in each instance for PPLMs failure to provide the desired documents.

RESPONSE:

SSW reviewed available documents in the PPLM data room prior to writing this report in late 2012. The report does not imply that PPLM is or is not in compliance. It simply states the documents were not available for review. Subsequent due diligence, including review of new documentation posted after writing this report, interviews with key personnel, and site inspections, did not raise material compliance concerns related to the Septic System Maintenance Plan, Historic Properties Management Plan, Erosion Control Measures Plan or Air Quality.