

**DEPARTMENT OF PUBLIC SERVICE REGULATION  
BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MONTANA**

IN THE MATTER OF the Joint Application of )	REGULATORY DIVISION
Liberty Utilities Co., Liberty WWH, Inc., )	
Western Water Holdings, LLC, and Mountain )	Docket No. D2014.12.99
Water Company for Approval of a Sale and )	
Transfer of Stock )	

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**WESTERN WATER'S AND MOUNTAIN WATER'S RESPONSES  
TO THE CITY OF MISSOULA'S DATA REQUESTS CITY-001 TO CITY-031**

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Western Water Holdings, LLC (“Western Water”), Mountain Water Company (“Mountain Water”) provide the attached responses to the City of Missoula’s Data Requests CITY-001 to CITY-031 (as applicable). Where Mountain Water and Western Water have not provided a response, please see the response of Liberty Utilities, Co. and Liberty WWH, Inc.

Respectfully submitted this 4th day of May, 2015.

Holland & Hart LLP

By: *s/Thorvald A. Nelson*

Thorvald A. Nelson

Nikolas Stoffel

Holland & Hart LLP

6380 South Fiddlers Green Circle, Suite 500

Greenwood Village, CO 80111

Telephone: 303-290-1601, 1626, respectively

Facsimile: 303-290-1606

[tnelson@hollandhart.com](mailto:tnelson@hollandhart.com)

[nsstoffel@hollandhart.com](mailto:nsstoffel@hollandhart.com)

**ATTORNEYS FOR MOUNTAIN WATER  
COMPANY AND WESTERN WATER  
HOLDINGS**

## **DATA REQUESTS**

**CITY-001:** RE: Project Orchard Confidential Information Memorandum  
Witness:

In the Project Orchard Confidential Information Memorandum of June 2014, it was represented, on page 112, that the “Year End Rate Base” for Mountain Water would increase from 39.7 in 2013 to 59.6 in 2019.

- a. Did you perform any evaluation, due diligence, or analysis regarding this reported anticipated increase in the rate base?
- b. If so, please describe, in detail, the evaluation, due diligence, or analysis you performed, including but not limited to your conclusions.
- c. Please produce all documents reviewed, prepared, or relied upon in the evaluation, due diligence, or analysis referenced above.

### **Objection:**

Mountain Water and Western Water object to this request to the extent it seeks information not relevant to the subject matter of the instant proceeding, information not reasonably calculated to lead to the discovery of evidence admissible in the instant proceeding, and on the grounds the reference to “you” is vague and ambiguous.

### **Response to CITY-001:**

- a. Mountain Water prepared and provided information and data in order to develop the Confidential Information Memorandum (“CIM”). The results of that effort are reflected in the CIM, and no further analysis was conducted by Mountain Water or Western Water after the CIM was finalized.
- b. See the CIM (WWH000799-WWH000898) produced in response to PSC-028(b).
- c. See the CIM (WWH000799-WWH000898) produced in response to PSC-028(b).

**CITY-002:** RE: Due Diligence  
Witness:

- a. Have you ever performed any evaluation, due diligence, or analysis regarding this potential or anticipated increase in rates charged to customers of Mountain Water?
- b. If so, please describe, in detail, the evaluation, due diligence, or analysis you performed, including but not limited to your conclusions.
- c. Please produce all documents reviewed, prepared, or relied upon in the evaluation, due diligence, or analysis referenced above.

**Objection:**

Mountain Water and Western Water object to this request to the extent it seeks information not relevant to the subject matter of the instant proceeding, information not reasonably calculated to lead to the discovery of evidence admissible in the instant proceeding, and on the grounds the reference to “you” is vague and ambiguous. Mountain Water and Western Water further object on the grounds the phrase “this potential or anticipated increase in rates charged to customers of Mountain Water” is vague and ambiguous as no potential or anticipated increase in rates is cited in the question and no reference is provided in this request.

**Response to CITY-002:**

- a. The proposed transfer and sale of stock in Western Water will not impact Mountain Water’s rates. Any change in Mountain Water rates will be for the normal course of capital investing and operations which will be effectuated through an application for a rate increase, subject to approval by the Montana Public Service Commission.
- b. N/A.
- c. N/A.

**CITY-003:** RE: Project Orchard Confidential Information Memorandum  
Witness:

In the Project Orchard Confidential Information Memorandum of June 2014, it was represented, on page 97, that "Mountain Water has historically filed rate cases every two years." Following Mountain Water's next rate case filing, the utility intends to begin filing annual rate cases with the MPSC. Mountain Water had originally planned to file its next rate case by April 2014 using a 2013 test year, however given issues around the condemnation proceedings, the rate case filing timing for 2014 is under review."

- a. Did you perform any evaluation, due diligence, or analysis regarding Mountain Water's intention to begin filing a rate case every year?
- b. If so, please describe, in detail, the evaluation, due diligence, or analysis you performed, including but not limited to your conclusions.
- c. Please produce all documents reviewed, prepared, or relied upon in the evaluation, due diligence, or analysis referenced above.

**Objection:**

Mountain Water and Western Water object to this request to the extent it seeks information not relevant to the subject matter of the instant proceeding, information not reasonably calculated to lead to the discovery of evidence admissible in the instant proceeding, and on the grounds the reference to "you" is vague and ambiguous.

**Response to CITY-003:**

- a. Mountain Water did not file a rate case in 2014 and has not filed a rate case in 2015. Mountain Water's intent regarding annual rate cases has not been revisited since the Confidential Information Memorandum was finalized, and no decisions have been made regarding future rate cases for Mountain Water.
- b. N/A.
- c. N/A.

**CITY-004:** RE: Rates  
Witness:

- a. In the event the instant Joint Application for Approval of a Sale and Transfer of Stock is approved and performed, do you intend to file annual rate cases, as opposed to every two years?
- b. If so, please set forth your rationale for the approach.
- c. Please produce all documents reviewed, prepared, or relied upon in answering this data request.

**Objection:**

Mountain Water and Western Water object to this request to the extent it seeks information not relevant to the subject matter of the instant proceeding, information not reasonably calculated to lead to the discovery of evidence admissible in the instant proceeding, and on the grounds the reference to “you” is vague and ambiguous.

**Response to CITY-004:**

- a. Decisions regarding the frequency of rate cases for Mountain Water will be made in consultation with Mountain Water’s upstream owner(s) following completion of this proceeding.
- b. N/A.
- c. N/A.

**CITY-005:** RE: Rates  
Witness:

- a. In the event the instant Joint Application for Approval of a Sale and Transfer of Stock is approved and performed, when do you anticipate making the first application for a rate increase, and how frequently do you anticipate that such applications will be made going forward?
- b. Please produce all documents reviewed, prepared, or relied upon in answering this data request.

**Objection:**

Mountain Water and Western Water object to this request to the extent it seeks information not relevant to the subject matter of the instant proceeding, information not reasonably calculated to lead to the discovery of evidence admissible in the instant proceeding, and on the grounds the reference to “you” is vague and ambiguous.

**Response to CITY-005:**

- a. As noted in response to CITY-003(a), no decisions regarding future rate cases for Mountain Water have been made. As noted in response to CITY-004(a), decisions regarding the frequency of future rate cases for Mountain Water will be made in consultation with Mountain Water’s upstream owner(s) following completion of this proceeding.
- b. N/A.

**CITY-006:** RE: Rates  
Witness:

- a. In the event the instant Joint Application for Approval of a Sale and Transfer of Stock is approved and performed, what do you anticipate as being the amount of the first rate increase you will request, and any subsequent rate increases?
- b. Please produce all documents reviewed, prepared, or relied upon in answering this data request.

**Objection:**

Mountain Water and Western Water object to this request to the extent it seeks information not relevant to the subject matter of the instant proceeding, information not reasonably calculated to lead to the discovery of evidence admissible in the instant proceeding, and on the grounds the reference to “you” is vague and ambiguous.

**Response to CITY-006:**

- a. As noted in response to CITY-003(a), no decisions regarding future rate cases for Mountain Water have been made. This includes the amount of any requested rate increase. As noted in response to CITY-002(a), the proposed sale and transfer of stock in Western Water will not result in a rate increase for Mountain Water.
- b. N/A.

**CITY-007:** RE: Capital Improvements  
Witness:

- a. In the event the instant Joint Application for Approval of a Sale and Transfer of Stock is approved and performed, please describe all capital improvements you would make in the first five years of operation.
- b. Please produce all documents reviewed, prepared, or relied upon in answering this data request.

**Objection:**

Mountain Water and Western Water object to this request to the extent it seeks information not relevant to the subject matter of the instant proceeding, information not reasonably calculated to lead to the discovery of evidence admissible in the instant proceeding, and on the grounds the reference to “you” is vague and ambiguous.

**Response to CITY-007:**

- a. See the response to PSC-030 for Mountain Water’s most recent five-year capital budget (WWH001075-WWH001079). The expenditure amounts listed in the five-year capital budget are for potential work to be undertaken by Mountain Water. After completion of its acquisition of Western Water, Liberty Utilities, in conjunction with Mountain Water, will need to determine which capital expenditures to pursue.
- b. N/A.

**CITY-008:** RE: Capital Improvements  
Witness:

- a. In the event the instant Joint Application for Approval of a Sale and Transfer of Stock is approved and performed, please provide an itemized calculation of the cost of all capital improvements you would make in the first five years of operation.
- b. Please produce all documents reviewed, prepared, or relied upon in answering this data request.

**Objection:**

Mountain Water and Western Water object to this request to the extent it seeks information not relevant to the subject matter of the instant proceeding, information not reasonably calculated to lead to the discovery of evidence admissible in the instant proceeding, and on the grounds the reference to “you” is vague and ambiguous.

**Response to CITY-008:**

- a. See the response to PSC-030 for Mountain Water’s most recent five-year capital budget (WWH001075-WWH001079). The expenditure amounts listed in the five-year capital budget are for potential work to be undertaken by Mountain Water. After completion of its acquisition of Western Water, Liberty Utilities, in conjunction with Mountain Water, will need to determine which capital expenditures to pursue.
- b. N/A.

**CITY-009:** RE: Capital Improvements  
Witness:

- a. In the event the instant Joint Application for Approval of a Sale and Transfer of Stock is approved and performed, please state how all capital improvements you would make in the first five years of operation would be paid for.
- b. Please produce all documents reviewed, prepared, or relied upon in answering this data request.

**Objection:**

Mountain Water and Western Water object to this request on the grounds the reference to “you” is vague and ambiguous.

**Response to CITY-009:**

- a. It is expected that capital expenditures will be financed and funded through internally generated cash and equity. A regulated return is expected to be earned on the equity portion through rates approved by the Montana Public Service Commission.
- b. N/A.

**CITY-010:** RE: Project Orchard Confidential Information Memorandum  
Witness:

In the Project Orchard Confidential Information Memorandum of June 2014, it was represented, on page 74, that "[a]s the only large investor-owned water utility in Montana, Mountain Water is well-positioned to acquire small water utilities around Missoula and other parts of the state."

- a. Did you perform any evaluation, due diligence, or analysis regarding Mountain Water's ability to acquire small water utilities?
- b. If so, please describe, in detail, the evaluation, due diligence, or analysis you performed, including your conclusions.
- c. Please produce all documents reviewed, prepared, or relied upon in answering this data request.

**Objection:**

Mountain Water and Western Water object to this request to the extent it seeks information not relevant to the subject matter of the instant proceeding and information not reasonably calculated to lead to the discovery of evidence admissible in the instant proceeding. Mountain Water and Western Water also object to this request on the grounds the reference to "you" is vague and ambiguous.

**Response to CITY-010:**

- a. Yes.
- b. Over the recent decades, Mountain Water has proven its ability to acquire and integrate public water systems. Such acquisitions are Clark Fork Water System, 1991; Linda Vista Water System, 1998; Fort Missoula System, 2000; and Missoula Water Works, 2001.

In 2011, Mountain Water created an inventory of all public water systems in Missoula County. Mountain has made initial contacts with a number of the system owners. Although no arrangements have been made, initial discussions were productive. Prior acquisitions made by Mountain Water were up to seven years after initial discussions with owners. Mountain refocused its efforts in 2012, 2013 and 2014 to working with the Twite/Maloney Development to assure it connected its 1,500 future units to the Mountain Water system. Mountain Water was successful in finalizing the necessary water rights to begin the construction phases in 2014.

Mountain Water's staff is also familiar with difficulties the Montana Department of Environmental Quality and the Montana Public Service Commission have had over the years in regulating the numerous small systems throughout the state. As these systems age, capital improvements and professional operation of the

systems will become more necessary. Mountain's professional water staff, access to capital, and successful operational processes could be beneficial to these systems as they look for assistance.

Mountain Water has involved itself in rule making and intervening in court cases in relation to the Department of Natural Resources and Conservation's efforts to deal with the issue of combined appropriations with exempt wells. Prior practice has allowed development throughout the state to occur on exempt wells instead of public water supplies. This practice increases risks to water quality and quantity. Changes to the combined appropriations rule in Montana will require development to properly use public water supply systems for their water needs. This improves the water quality and quantity issues relating to exempt wells, while increasing the number of public water systems around the state.

c. N/A.

**CITY-011:** RE: Project Orchard Confidential Information Memorandum  
Witness:

In the Project Orchard Confidential Information Memorandum of June 2014, it was represented, on page 74, that "[w]ater loss due to leakage remains high with non-revenue water production accounting for over 40% of total water production."

- a. Did you perform any evaluation, due diligence, or analysis regarding leakage at Mountain Water, including necessary capital expenditures and maintenance to address the problem?
- b. If so, please describe, in detail, the evaluation, due diligence, or analysis you performed, including your conclusions.
- c. Please produce all documents reviewed, prepared, or relied upon in answering this data request.

**Objection:**

Mountain Water and Western Water object to this request to the extent it seeks information not relevant to the subject matter of the instant proceeding, information not reasonably calculated to lead to the discovery of evidence admissible in the instant proceeding, and on the grounds the reference to "you" is vague and ambiguous.

**Response to CITY-011:**

- a. Yes.
- b. Mountain provided a detailed 5 year financial analysis and action plan in 2010 to the PSC to identify its five year program for addressing leakage in the system. Mountain has continued to spend capital dollars on main replacement at a minimum as was stated in that plan. This plan was part of the Carlyle transaction docket with the PSC and was agreed to by all parties in that proceeding.

At the time of June 2014, Mountain had a draft report it had prepared for its next filing to the PSC with its plan for the next five years. In that plan, Mountain has implemented new studies and procedures to better understand its non-revenue water and provide a comprehensive program for its next five years. Included in that study: 1) An industry accepted statistical analysis of its long term main replacement needs by main type [KANEW]; 2) New prioritization guidelines for prioritizing specific main projects by year; 3) AWWA water audit for non-revenue water in addition to its annual reservoir study; 4) District metering for valve to valve leakage tests; 5) Acoustic sounding for leak investigations; and 6) Proposed DSiC program to assist with long term main replacement revenue requirements in a historical rate making environment.

Mountain's 2015, 5 year capital budget, has been adjusted from its 2010 plan to increase its capital spend associated with mains from an average of \$1m per year to closer to \$2.4m, with the plan to get to \$2.8m on average to match its findings in the KANEW study.

c. N/A.

**CITY-012:** RE: Project Orchard Confidential Information Memorandum  
Witness:

In the Project Orchard Confidential Information Memorandum of June 2014, page 107, Figure 83 provides a "Company-Funded Segment Capital Investment Forecast." This forecast demonstrates that capital investment was or is anticipated to be significantly higher at Park Central Basin and Apple Valley than it is at Mountain Water. In the case of Park Central Basin, for instance, capital investment for each of the seven years identified was or is anticipated to be more than double the amount of capital investment at Mountain Water.

- a. Did you perform any evaluation, due diligence, or analysis regarding the reasons capital investment was or is anticipated to be so much less at Mountain Water?
- b. If so, please describe, in detail, the evaluation, due diligence, or analysis you performed, including your conclusions.
- c. Please produce all documents reviewed, prepared, or relied upon in answering this data request.

**Objection:**

Mountain Water and Western Water object to this request to the extent it seeks information not relevant to the subject matter of the instant proceeding, information not reasonably calculated to lead to the discovery of evidence admissible in the instant proceeding, and on the grounds the reference to "you" is vague and ambiguous. Information regarding Park Central Basin and Apple Valley is irrelevant to determining if the proposed sale and transfer of Park Water stock satisfies the no-harm-to-consumers standard relative to Mountain Water's customers.

**Response to CITY-012:**

- a. All utility systems are different vis-à-vis other utility systems, and this holds true for Park Central Basin, Apple Valley, and Mountain Water. There is no basis to expect the forecasted capital investment for Mountain Water to be equal to that for Park Central Basin or Apple Valley. See the responses to CITY-007 and 008 for additional information regarding the forecasted capital expenditures for Mountain Water.
- b. N/A.
- c. N/A.

**CITY-013:** RE: Project Orchard Confidential Information Memorandum  
Witness:

In the Project Orchard Confidential Information Memorandum of June 2014, on page 112, Figure 91 provides a "Park Water Regulated Summary" that includes forecasted authorized rates of return for the years 2014 through 2019. All of these forecasted numbers exceed the current authorized rate of return of 9.25%.

- a. Did you perform any evaluation, due diligence, or analysis regarding the forecasted authorized rates of return?
- b. If so, please describe, in detail, the evaluation, due diligence, or analysis you performed, including your conclusions, and also state the bases upon which the authorized rates of return were calculated to exceed 9.25%.
- c. Please produce all documents reviewed, prepared, or relied upon in answering this data request.

**Objection:**

Mountain Water and Western Water object to this request to the extent it seeks information not relevant to the subject matter of the instant proceeding, information not reasonably calculated to lead to the discovery of evidence admissible in the instant proceeding, and on the grounds the reference to "you" is vague and ambiguous. Mountain Water and Western Water further object to this request on the grounds it misstates the referenced information contained in the Confidential Information Memorandum.

**Response to CITY-013:**

- a. Figure 91 on page 111 of the Confidential Information Memorandum (WWH000799-WWH000898) produced in this proceeding shows Mountain Water's authorized Return on Equity ("ROE") is 9.8% through 2019. This is the current ROE authorized by the Montana Public Service Commission. *See* Docket No. D2012.7.81, Order No. 7251c at ¶ 34 ("Based on analysis and review of the record evidence, the Commission authorizes an ROE of 9.8%").
- b. N/A.
- c. The Confidential Information Memorandum (WWH000799-WWH000898) has already been produced in response to PSC-028(b). The Commission's Order approving the ROE for Mountain Water is publicly available.

**CITY-016:** RE: Revenue  
Witness:

- a. In the event the acquisition goes through, are you predicting growth in revenues?
- b. If so, please state how much growth you are predicting each year for the next five years.
- c. Please state the source(s) and basis for your growth projections.
- d. Please produce all documents reviewed, prepared, or relied upon in answering this data request.

**Objection:**

Mountain Water and Western Water object to this request to the extent it seeks information not relevant to the subject matter of the instant proceeding, information not reasonably calculated to lead to the discovery of evidence admissible in the instant proceeding, and on the grounds the reference to “you” is vague and ambiguous.

**Response to CITY-016:**

- a. For Mountain Water, growth in revenues is dependent on customer growth and the rates approved by the Montana Public Service Commission. These factors are not dependent on the proposed acquisition being approved.
- b. The predicted growth in revenues for Mountain Water is set forth on page 109 of the Confidential Information Memorandum (“CIM”) (WWH000799-WWH000898) provided in response to PSC-028(b).
- c. The growth projections are based on 1% growth in customer connections (page 108 of the CIM), 2.5% growth in operating expenses (page 107 of the CIM), the five-year capital expenditure plan (page 106 of the CIM), and a 9.8% ROE (page 105 of the CIM).
- d. The CIM was produced in response to PSC-028(b).

**CITY-017:** RE: Capital Improvements

Witness:

- a. In the event the acquisition goes through, will the revenue derived from Mountain Water's ratepayers continue to be allocated, in part, to capital improvements in other communities?
- b. If so, please state how much revenue derived from Mountain Water's ratepayers will be allocated to pay for capital improvements in other communities, annually, over the next five years?
- c. Please produce all documents reviewed, prepared, or relied upon in answering this data request.

**Objection:**

Mountain Water and Western Water object to this request to the extent it seeks information not relevant to the subject matter of the instant proceeding and information not reasonably calculated to lead to the discovery of evidence admissible in the instant proceeding.

**Response to CITY-017:**

- a. Mountain Water's revenues derived from its ratepayers are not allocated in any part to capital improvements in other communities. To the extent Mountain Water has invested revenues derived from its ratepayers in capital improvements, it has always reinvested the internally generated income into capital improvements in Missoula.
- b. N/A.
- c. N/A.

**CITY-018:** RE: Investor Presentations  
Witness: Robert Dove

In response to PSC-002(c), you indicate that "no such presentations occurred for the directors of Western Water." In that regard, please:

- a. Identify all Carlyle Infrastructure Partners, LP ("Carlyle"), Western Water Holdings, LLC ("WWH"), Park Water, and/ or Mountain Water personnel who attended the presentation for WWH.
- b. Identify all personnel who participated in any way in either preparing the presentation or providing materials used in the presentation.
- c. Identify whether or not such presentation, either in draft or in final form, is in the care, custody, and/ or control of Carlyle, WWH, Park Water, and/ or Mountain Water.
- d. Please also identify all documentation, whether in electronic or paper format, that was provided to the Board of Directors of WWH in order to prepare the presentation.

**Objection:**

Mountain Water and Western Water object to this request on the grounds it is unintelligible, as the cited response to PSC-002(c) clearly states "no such presentations occurred..." Mountain Water and Western Water also object to this request to the extent it seeks information not relevant to the subject matter of the instant proceeding or information not reasonably calculated to lead to the discovery of evidence admissible in the instant proceeding.

**Response to CITY-018:**

- a. No Carlyle, Western Water, Park Water, or Mountain Water personnel attended a presentation for the Directors of Western Water that did not occur.
- b. No personnel participated in preparing a presentation or materials for a presentation for the Directors of Western Water that did not occur.
- c. No such presentation exists that could be in the care, custody, and/or control of Carlyle, Western Water, Park Water, or Mountain Water.
- d. No documentation was provided to the Board of Directors for Western Water in order to prepare a presentation that did not occur.

**CITY-019:** RE: Investor Presentations  
Witness: Robert Dove

Please produce a copy of the presentation given by the Directors of WWH. If your response is such that the presentation is no longer in the possession of WWH, please identify the following:

- a. When the presentation was last in the possession of WWH.
- b. Who presently has control of either a copy or an original of the presentation.

**Objection:**

Mountain Water and Western Water object to this request on the grounds there is no bases in the testimony of Mr. Dove supporting the request and on the grounds that the phrase “investor presentation” is vague and ambiguous. Mountain Water and Western Water also object to this request to the extent it seeks information not relevant to the subject matter of the instant proceeding or information not reasonably calculated to lead to the discovery of evidence admissible in the instant proceeding.

**Response to CITY-019:**

No investor presentations were given by the Directors of Western Water. Accordingly, the response to subparts (a) and (b) to this request is N/A.

## CERTIFICATE OF SERVICE

I hereby certify that on this, the 4th day of May, 2015, **WESTERN WATER'S AND MOUNTAIN WATER'S RESPONSES TO THE CITY OF MISSOULA'S DATA REQUESTS (CITY-001 to CITY-031)** were electronically filed with the Commission and served via U.S. mail and e-mail, unless otherwise noted, to the following:

<p>Kate Whitney Montana PSC 1701 Prospect Avenue PO Box 202601 Helena, MT 59620-2601 <a href="mailto:kwhitney@mt.gov">kwhitney@mt.gov</a> <b>via Hand Delivery</b></p>	<p>Robert Nelson Monica Tranel Montana Consumer Counsel 111 North Last Chance Gulch, Suite 1B P.O. Box 201703 Helena, MT 59620-1703 <a href="mailto:robnelson@mt.gov">robnelson@mt.gov</a> <a href="mailto:MTranel@mt.gov">MTranel@mt.gov</a></p>
<p>Barbara Chillcott Legal Director The Clark Fork Coalition 140 S 4th Street West, Unit 1 PO Box 7593 Missoula, MT 59801 <a href="mailto:barbara@clarkfork.org">barbara@clarkfork.org</a></p>	<p>Jim Nugent City Attorney The City of Missoula City Attorney's Office 435 Ryman Street Missoula, MT 59802 <a href="mailto:JNugent@ci.missoula.mt.us">JNugent@ci.missoula.mt.us</a></p>
<p>Gary Zadick #2 Railroad Square, Suite B P. O. Box 1746 Great Falls, MT 59403</p>	<p>Scott Stearns Natasha Prinzing Jones BOONE KARLBERG P.C P.O. Box 9199 Missoula, MT 59807-9199 <a href="mailto:npjones@boonekarlberg.com">npjones@boonekarlberg.com</a> <a href="mailto:sstearns@boonekarlberg.com">sstearns@boonekarlberg.com</a></p>
<p>Thorvald A. Nelson Nikolas S. Stoffel Holland &amp; Hart LLP 6380 South Fiddlers Green Circle Suite 500 Greenwood Village, CO 80111 <a href="mailto:tnelson@hollandhart.com">tnelson@hollandhart.com</a> <a href="mailto:nsstoffel@hollandhart.com">nsstoffel@hollandhart.com</a></p>	<p>John Kappes President &amp; General Manager Mountain Water Company 1345 West Broadway Missoula, MT 59802-2239 <a href="mailto:johnk@mtwater.com">johnk@mtwater.com</a></p>
<p>Christopher Schilling Chief Executive Officer Leigh Jordan Executive Vice President Park Water Company 9750 Washburn Road Downey, CA 90241 <a href="mailto:CSchilling@parkwater.com">CSchilling@parkwater.com</a> <a href="mailto:LeighJ@parkwater.com">LeighJ@parkwater.com</a></p>	<p>Michael Green Gregory F. Dorrington CROWLEY FLECK PLLP 100 North Park, Suite 300 P. O. Box 797 Helena, MT 59624-0797 <a href="mailto:mgreen@crowleyfleck.com">mgreen@crowleyfleck.com</a> <a href="mailto:gdorrington@crowleyfleck.com">gdorrington@crowleyfleck.com</a></p>

<p>Todd Wiley Assistant General Counsel Liberty Utilities 12725 West Indian School Road, Suite D-101 Avondale, Arizona 85392 <a href="mailto:Todd.Wiley@LibertyUtilities.com">Todd.Wiley@LibertyUtilities.com</a></p>	
	<p>For electronic service only:</p> <p><a href="mailto:cakennedy@hollandhart.com">cakennedy@hollandhart.com</a> <a href="mailto:aclee@hollandhart.com">aclee@hollandhart.com</a> <a href="mailto:crmayers@hollandhart.com">crmayers@hollandhart.com</a> <a href="mailto:cuda@crowleyfleck.com">cuda@crowleyfleck.com</a> <a href="mailto:jtolan@crowleyfleck.com">jtolan@crowleyfleck.com</a> <a href="mailto:sscherer@mt.gov">sscherer@mt.gov</a> <a href="mailto:tsunderland@boonekarlberg.com">tsunderland@boonekarlberg.com</a></p>

*s/ Adele C. Lee*