

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

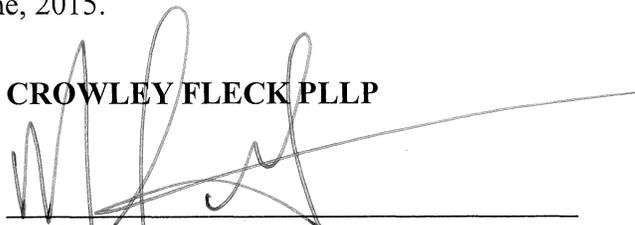
IN THE MATTER OF the Joint Application)
of Liberty Utilities Co., Liberty WWH, Inc.,) REGULATORY DIVISION
Western Water Holdings, LLC, and Mountain)
Water Company for Approval of a Sale and) DOCKET NO. D2014.12.99
Transfer of Stock)

**Liberty Utilities Co. and Liberty WWH, Inc.'s Supplemental Response to
Data Request City-031.**

Liberty Utilities Co. ("Liberty Utilities") and Liberty WWH, Inc. ("Liberty WWH" and collectively "Liberty"), by and through its undersigned counsel, hereby submits to the Montana Public Service Commission ("Commission") this supplemental response to the data request CITY-031 from the City of Missoula.

Submitted this 10th day of June, 2015.

CROWLEY FLECK PLLP



Michael Green
Gregory F. Dorrington
CROWLEY FLECK PLLP
P. O. Box 797
Helena, MT 59624-0797
Telephone: (406) 449-416
Fax: (406) 449-5149
mgreen@crowleyfleck.com
gdorrington@crowleyfleck.com

**ATTORNEYS FOR LIBERTY UTILITIES CO.
AND LIBERTY WWH, INC.**

CITY-031

Regarding: Boards
Witness: David Pasieka

- a. Please provide board meeting minutes and / or records for the entities described above.
- b. Please provide tax returns for the entities described above.

Objection:

This request is vague, ambiguous, overly broad, unduly burdensome and seeks information which is not relevant to this matter and is protected from disclosure as confidential and contains proprietary trade secrets. This request is not limited in time or subject and is not clear as to the entities covered, so seeks information well outside the potential issues in this docket. Accordingly, this request seeks information that has no bearing on the Commission's decision in this matter, and as such seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible information. The requested information is also protected from disclosure because it is proprietary and contains confidential trade secrets. Disclosure of such information, even under seal, would be harmful to the business interests of Liberty, because both its seller and the City are parties who could obtain these materials, and the Commission cannot provide certainty that information produced, even under protective order, would not be subject to disclosure on challenge by a party or outside interested party.

Supplemental Response: The City clarified these responses after receiving Liberty's original objection as follows "requesting board minutes and records from the entities described in response to CITY-030 that relate to the proposed sale at issue in this case" and "the last two years' tax returns for each of the corporate entities identified in CITY-030." The City later filed a motion to compel which is now fully briefed and pending. Without waiving its prior objection that the request seeks information which is irrelevant to the issues in this docket and will not lead to the discovery of admissible information, Liberty provides the following supplemental response to the City's clarified requests.

- a. Upon the Commission's entry of a protective order granting Liberty's request for special protections and non-disclosure agreement Liberty will make available the following responsive documents:
 1. An excerpt certified by the corporate secretary and general counsel of Algonquin Power & Utilities, Co. ("APUC") of the APUC minutes from its board meetings on August 14, 2015, September 4, 2014, and September 15, 2014 at which the Western Water bid process or the proposed sale were discussed, consisting of a one page certification and five pages of excerpted minutes; and
 2. The Board Resolution of Liberty Utilities approving the Western Water final bid on September 15, 2014.

Hard copies will be made available in the offices of Liberty's counsel in Missoula and Helena.

b. Upon the Commission's entry of a protective order granting Liberty's request for special protections and non-disclosure agreement Liberty will make available copies of the U.S. consolidated tax returns for Liberty Utilities (America) Co. and Subsidiaries for 2012 and 2013, which includes Liberty Utilities Co. The return for tax year 2014 has not been filed. These returns have been produced on a confidential basis to regulatory commissions in the U.S., and are clearly protected by state and federal law from public disclosure. As Liberty indicated in its response to the City's motion to compel, returns for Canadian companies are filed on a single company basis. As a result, Liberty stands by its objection that the returns of Liberty's Canadian affiliates will not provide any information relevant to the Commission's consideration of the transaction at issue in this docket. Further, these returns have not previously been disclosed in regulatory matters in the U.S. APUC is a publicly traded company, so its consolidated financials are publicly available. APUC makes its annual reports available on its website back to 1997. This information can be viewed on APUC's website at www.algonquinpower.com.

CERTIFICATE OF SERVICE

I hereby certify that on June 10th, 2015, the foregoing Liberty Utilities Co. and Liberty WWH, Inc.'s Supplemental Response to Data Request CITY-031 was served via electronic and U.S. mail on:

Thorvald A. Nelson
Nickolas S. Stoffel
Holland & Hart LLP
6380 South Fiddlers Green Circle
Suite 500
Greenwood Village, CO 80111
tnelson@hollandhart.com
nsstoffel@hollandhart.com
cakennedy@hollandhart.com
aclee@hollandhart.com

Christopher Schilling, CEO
Leigh Jordan, Executive VP
Park Water Company
9750 Washburn Road
Downey, CA 90241
cschilling@parkwater.com
leighj@parkwater.com

John Kappes
President & General Manager
Mountain Water Company
1345 West Broadway
Missoula, MT 59802-2239
johnk@mtwater.com

Todd Wiley
Assistant General Counsel
Liberty Utilities
12725 West Indian School Road
Suite D-101
Avondale, AZ 85392
Todd.Wiley@libertyutilities.com

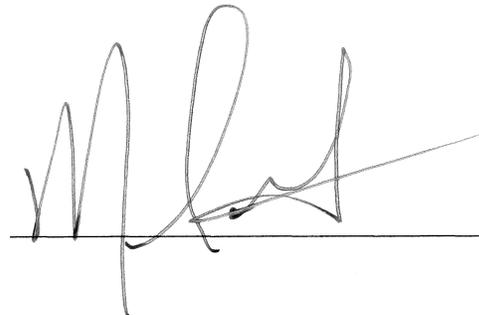
Jim Nugent
City Attorney
The City of Missoula
435 Ryman Street
Missoula, MT 59802
JNugent@ci.missoula.mt.us

Scott M. Stearns
Natasha Prinzing Jones
BOONE KARLBERG P.C.
P.O. Box 9199
Missoula, MT 59807-9199
sstearns@boonekarlberg.com
npjones@boonekarlberg.com

Robert Nelson
Monica Tranel
Montana Consumer Counsel
111 North Last Chance Gulch, Suite 1B
Box 201703
Helena, MT 59620-1703
robnelson@mt.gov
mtranel@mt.gov

Barbara Chillcott
Legal Director
Clark Fork Coalition
140 S 4th Street West, Unit 1
P.O. Box 7593
Missoula, MT 59801
barbara@clarkfork.org

Gary M. Zadick
UGRIN, ALEXANDER, ZADICK &
HIGGINS, P.C.
#2 Railroad Square, Suite B
P.O. Box 1746
Great Falls, MT 59403
gmz@uazh.com

A handwritten signature in black ink, appearing to read "Gary M. Zadick", is written over a horizontal line. The signature is stylized and cursive.