

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 PSC-033(b).**

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 responses to data request PSC-033(b) in compliance with Order No. 7392e.

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.**

PSC-033

Regarding: Western Water sale process
Witness: David Pasieka

- b. Please provide the financial analysis that was done in conjunction with Algonquin's/Liberty's due diligence, including but not limited to projected financial results (e.g., income statements, balance sheets, cash flow).

Response: Liberty objects to this request because it seeks information which is not relevant to this matter and is protected from disclosure as confidential and containing proprietary trade secrets. Liberty's due diligence work papers and financial projections are not relevant because they have no impact on Mountain Water's consumers. The documents are not tied to the service consumers will receive, the operations of Mountain Water, or the rates consumers will pay. Moreover, Liberty's internal valuation will not affect Mountain Water's rates or the level of service, as stated in Liberty's application, because Liberty does not intend to seek an acquisition adjustment to the existing rate base. Regardless of these considerations, all future rate changes will be subject to the Commission's review and approval. 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. Liberty's due diligence efforts, including any financial analyses of potential investments, are based upon years of research and investment at a substantial cost to Liberty Utilities. The underlying financial and other analyses and overall bid strategy and methodologies that Liberty implements in responding to solicitations relating to the sale of regulated utilities are proprietary and contain confidential trade secrets. Moreover, compelling winning bidders to disclose their successful strategy will necessarily have a chilling effect on the participation in the market of future offerings of utility assets. Disclosure of such information, even under seal, would be harmful to the business interests of Liberty, because both the seller and the City of Missoula are parties who potentially 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: Liberty identifies the following documents as responsive to this request:

1. An Excel Workbook containing Liberty's confidential financial model;
2. A PowerPoint deck dated September 1, 2014 consisting of 36 total pages, presented to the APUC Board. Eight pages of that deck are a due diligence appendix which was prepared by counsel, is an attorney/client communication and is withheld on privilege grounds.

3. Project Orchard Due Diligence Report dated September 1, 2014, compiled by APUC's general counsel's office consisting of 86 pages is an attorney/client communication and is withheld on privilege grounds.
4. A PowerPoint deck dated September 15, 2015, consisting of eight pages, presented to the APUC Board.

The non-privileged portions of these documents will be produced upon the Commission's entry of a protective order granting Liberty's request for special protections and non-disclosure agreement. Liberty has made arrangements to make hard copies of the board presentation PowerPoint decks available at its counsel's offices in Montana for review by the parties' counsel and experts upon signature of the non-disclosure agreement. Liberty will make a live version of the financial model workbook available to specifically identified Commission staff and the MCC's outside expert through Webex access to the file on the Liberty system. This access will provide the approved user access to the file with the ability analyze and modify imbedded formulas as necessary for his or her review as well as the ability to save any modifications to the original file as a new file on the Liberty system.

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 PSC-033(b) 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

