

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

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

**MOUNTAIN WATER’S AND WESTERN WATER’S FIRST SET OF
DATA REQUESTS TO THE MONTANA CONSUMER COUNSEL
(MW/WWH-102 THRU MW/WWH-120)**

Mountain Water Company (Mountain Water”), and Western Water Holdings, LLC (“Western Water”), by and through its undersigned counsel, pursuant to applicable rules of procedure, submits the attached Data Requests to the Montana Consumer Counsel. The following response date, definitions and instructions apply to the attached Data Requests:

RESPONSE DATE, DEFINITIONS AND INSTRUCTIONS

Please respond to these Date Requests by December 1, 2015.

DEFINITIONS

1. “The Montana Consumer Counsel,” “MCC,” or “you” means the Montana Consumer Counsel and the employees, officers, directors, agents, consultants, attorneys and all persons acting under contractual arrangement with or acting or purporting to act on behalf of Applicant.
2. “Document” and “documentation” should be interpreted as broadly as possible, including the original or any copy, regardless of origin or location, of any book, pamphlet, periodical publication, letter, scrapbook, diary, calendar, canceled check, photograph, form, memorandum, schedule, tax return, telegram, telex, report, record, order or notice of governmental action of any kind, study, minutes, logs, graph, index, tape, disc, internal operating manual, data sheet or data processing card, or any other written, recorded, transcribed, punched, taped, filmed, graphic or retrievable matter or data of any kind, however produced or reproduced, to which you have or have had access. This definition includes all documents which have been created and/or which reside in any type of electronic format.

Any document that is not exactly identical to another document for any reason (such as marginal notations or deletions) should be considered a separate document.

As to any document related to the matters addressed herein that is not currently in your possession but that you know or believe such a document exists, you are requested to identify and indicate to the best of your ability its present or last known location or custodian.

3. “Person or Entity” should be interpreted to denote, unless otherwise specified, any natural person, firm, corporation, association, group, individual or organization of any type whatsoever.
4. “PSC” or “Commission” means the Montana Public Service Commission.
5. Any request to “identify” or “provide” should be interpreted to mean:
 - a. With respect to a natural person, that person’s full name, title, job description, and business and home address. Where the identification pertains to a past period, as to each person identified who is still in your employ, or the employment of the group with which such person is identified in response to any requests, provided, in addition, that person’s title and job description as of the time of such past period. Where the person is no longer in your employ or the employment of the group with which such person is identified in response to any request, provide that person’s affiliate, position, home and business address, if known, or if not known, such person’s last known affiliation, position, home and business address, or portions thereof as may be known.
 - b. With respect to an entity other than a natural person, that entity’s name, business, type of entity, present status and present or last known address.
 - c. With respect to a document, that document’s title, date, author (and, if different, the signer), addresses, recipients, or other persons who assisted in the preparation, subject matter or general nature, and any amendments thereto, present location and custodian, whether or not such document is in the respondent’s possession, custody or control and whether or not the document is claimed to be privileged. The final version and each draft of each document should be identified and produced separately. Each original and each non-identical copy (bearing marks or notations not found on the original) of each final version and draft of each document should be identified and produced separately.
 - d. With respect to a physical facility, the location of the facility, the intended purpose of the facility, the actual use of such facility, the operating dates of the facility, the installation date of the facility, the date utilization of the facility terminated if applicable, and whether the facility is subject to the jurisdiction of the Public Service Commission of Montana, the Federal Energy Regulatory Commission, or any other regulatory body.
6. “Communication” should be interpreted to include, but not be limited to, all forms of communication, whether written, printed, oral, pictorial, electronic or otherwise and by any means or type whatsoever.

7. “Relating To” or “Related To” means pertaining to, presenting, discussing, commenting on, analyzing, or mentioning in any way.

GENERAL INSTRUCTIONS

1. Where a request can be answered in whole or in part by reference to the response to a preceding or subsequent request, it is sufficient to so indicate by specifying the response to the preceding or subsequent request by number and specifying whether it is claimed that the response to the preceding or subsequent request is a full or partial response. If the latter, the response to the balance of the request shall be completed.
2. If various individuals are the authors of different responses to the Data Requests, please indicate the name of the author and his/her position within Applicants, or if he/she is an expert or a consultant, please provide a current curriculum vitae for each such expert of consultant.
3. As to any requests consisting of a number of separate subdivisions, or related parts or portions, a complete response is required to each part or portion with the same effect as if it were propounded as a separate request. Should objection to a request be interposed it should clearly indicate to which part or portion of the request it is directed.
4. For each document identified in a response which is computer generated, state separately (a) what types of data files or tapes are included in the input and the source thereof, (b) the form of the data which constitutes machine input (punch cards, tapes, etc.), (c) a description of the recordation system employed (including program descriptions, flow charts, etc.), and (d) the identity of the person or persons, during the designed period, who was in charge of the collection of input materials, the processing of input materials, the data bases utilized, and/or the programming to obtain such output.
5. Responses to requests referring to documents shall include all documents relating to the time period specified in each request or in these instructions, whether prepared before, during or after that period.
6. Individual response of more than one page should be stapled or bound, and each page consecutively numbered.
7. If any document covered by this request is withheld for whatever reason, please furnish a list identifying all withheld documents in the following manner:
 - a. the reasons for withholding;
 - b. date of the document;
 - c. name of each author or preparer;
 - d. name of each person who received the document; and
 - e. statement of facts constituting the basis for withholding the document.

8. If you assert that documents, records, or information responsive to any requests have been destroyed and are thus not available, state when and explain why any such document, record or information was destroyed, identify the person directing the destruction and identify all documents relevant to such destruction or explanation. If a claim is made that the destruction occurred pursuant to your document destruction program, identify and produce a copy of the guideline, policy, or company manual describing such document destruction program, and any correspondence or communication relating to the destruction of responsive documents, records or information.
9. If any of these requests are not answered on the ground that the material or information requested is confidential, privileged or otherwise immune to discovery, set forth in detail the factual and legal basis which support your decision to withhold production. Please also state whether a protective order or protective conditions regarding disclosure would satisfy or resolve your concern.
10. Each document or written response shall designate the respective question (and subpart of the question) under which it is being produced.
11. Each document produced shall be an authentic original document or a true duplicate of an authentic original document.
12. Each of these requests shall be considered to be continuing and to require supplemental or amended answers as readily as information and knowledge is acquired.
13. If, in answering a request, you encounter any ambiguity in interpreting either the request or a definition or instruction applicable thereto, please secure a clarification by contacting undersigned counsel as soon as the ambiguity is known.
14. The term “and” and “or” should be construed either disjunctively or conjunctively whenever appropriate in order to bring within the scope of each request any information or document which might otherwise be considered to be beyond its scope.
15. The singular form of a word should be interpreted as plural, and the plural form of a word should be interpreted as singular, whenever appropriate in order to bring within the scope of each request.

Respectfully submitted this 16th day of November, 2015.

s/ Thorvald A. Nelson

Thorvald Nelson, # 8666

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

DATA REQUESTS

MW/WWH-0102 RE: Direct Testimony of John W. Wilson.

Please provide all workpapers, studies, analyses, and other documents prepared, used, referred to, or relied upon by Dr. Wilson to support his testimony in this proceeding.

MW/WWH-0103 RE: Direct Testimony of John W. Wilson, page 1, line 12 through page 2, line 15.

Has Dr. Wilson has ever testified on behalf of a utility? If yes, please provide copies of all testimony Dr. Wilson provided on behalf of utilities.

MW/WWH-0104 RE: Direct Testimony of John W. Wilson, page 4, line 1.

In the regulatory and court proceedings dealing with mergers, acquisitions, and other financial matters where Dr. Wilson testified, please provide a list of the states, docket numbers, party on whose behalf you testified, whether the proceeding involved a water utility, and the general subject of your testimony.

MW/WWH-0105 RE: Direct Testimony of John W. Wilson, page 5, fn 1.

Is it Dr. Wilson's position that there is no difference between the various "Carlyle" entities and the various "Algonquin" entities? Please explain your answer in detail.

MW/WWH-0106 RE: Direct Testimony of John W. Wilson, page 6, lines 10-15.

- a. Please identify all utility merger and acquisition proceedings where Dr. Wilson provided testimony and the administrative agency required the "passing through" of "acquisition-related cost savings to ratepayers."
- b. Please provide copies of Dr. Wilson's testimony in the proceedings identified in response to subpart (a).

MW/WWH-0107 RE: Direct Testimony of John W. Wilson, page 6, lines 10-15.

Please identify any rules, regulations, statutes, Commission decisions, or other authority referenced or relied upon by Dr. Wilson to support his position that the pass through of acquisition-related cost savings is "required."

MW/WWH-0108 RE: Direct Testimony of John W. Wilson, page 6, lines 10-15.

Please provide all documents used, referred to, or relied upon by Dr. Wilson to support his position that the public interest or net-benefit to consumers standards are the appropriate standards for the PSC's review of the sale of Western Water stock.

MW/WWH-0109 RE: Acquisition Premium

- a. Please explain Dr. Wilson's understanding of the concept of an "acquisition premium" as used in Dr. Wilson's testimony.
- b. Please provide all documents used, relied upon, or referred to by Dr. Wilson to support his understanding of what an "acquisition premium" is.

MW/WWH-0110 RE: Direct Testimony of John W. Wilson, page 7, fn 3.

- a. Is the calculation in footnote three the entire calculation of the alleged \$19.2 million in savings that Dr. Wilson alleges Liberty will receive as a result of how the acquisition of Western Water is financed? If not, please provide a detailed explanation of how Dr. Wilson determined there would be approximately \$20 million of finance cost savings as a result of the transaction.
- b. Please produce all documents used, referred to, or relied upon in responding to subpart (a).

MW/WWH-0111 RE: Direct Testimony of John W. Wilson, page 8, lines 3-6.

Please provide all documentation used, referred to, or relied upon by Dr. Wilson to support his position that the proposed transaction should be evaluated under the "public interest" standard.

MW/WWH-0112 RE: Direct Testimony of John W. Wilson, page 10, line 18 through page 11, line 5.

- a. Please explain the basis for Dr. Wilson's claim that financial support can be provided to Liberty's public utility operating companies "only if Algonquin has (1) submitted itself to the regulatory jurisdiction of this Commission with respect to the ownership and operation of Mountain Water, and (2) demonstrated its own financial and managerial fitness to own and operate this utility in Montana."
- b. Please provide all documents used, referred to, or relied upon by Dr. Wilson in drafting the referenced portion of his testimony and responding to subpart (a) of this request.

MW/WWH-0113 RE: Direct Testimony of Dr. Wilson.

Admit Dr. Wilson does not claim that Mountain Water has provided inadequate service while owned by Western Water. If your answer is anything other than an unqualified admission, please explain in detail and identify the specific portions of Dr. Wilson's testimony where adequacy of service is addressed.

MW/WWH-0114 RE: Direct Testimony of Dr. Wilson.

Admit Dr. Wilson does not claim that Mountain Water will provide inadequate service if Liberty acquires the stock in Western Water. If your answer is anything other than an unqualified admission, please explain in detail and identify the specific portions of Dr. Wilson's testimony where adequacy of service is addressed.

MW/WWH-0115 RE: Direct Testimony of John W. Wilson, page 10, lines 11-20.

- a. Please describe in detail Dr. Wilson's understanding of the requirements for a determination of "fitness to serve."
- b. Please identify any rules, regulations, statutes, Commission decisions, authority used, referred to, or relied upon to support Dr. Wilson's understanding of "fitness to serve."

MW/WWH-0116 RE: Exhibit JW-1 and Direct Testimony of John W. Wilson at page 20, lines 14-18.

Please provide all documents used, referred to, or relied upon to support Dr. Wilson's understanding of a "accretion" as used in Exhibit JW-1.

MW/WWH-0117 RE: Direct Testimony of John W. Wilson, page 26, lines 14-16.

Admit that Dr. Wilson's testimony relies on Dr. Wilson's assumptions and conclusions regarding Liberty's modeling. If your response is not an unqualified admission, please explain why.

MW/WWH-0118 RE: Direct Testimony of John W. Wilson, page 38, line 7 through page 39, line 3.

Admit that Dr. Wilson did not request a copy of the "Strategic Investment Agreement." If your response is not an unqualified admission, please explain why.

MW/WWH-0119 RE: Direct Testimony of John W. Wilson, page 38, line 7 through page 39, line 3.

Admit that the Montana Consumer Counsel did not request a copy of the "Strategic Investment Agreement." If your response is not an unqualified admission, please explain why.

MW/WWH-0120 RE: Direct Testimony of John W. Wilson, page 38, line 7 through page 39, line 3.

Admit that Dr. Wilson did not review or analyze the "Strategic Investment Agreement" in preparation of the direct testimony. If your response is not an unqualified admission, please explain why.

CERTIFICATE OF SERVICE

I hereby certify that on this, the 16th day of November, 2015, the foregoing **MOUNTAIN WATER’S AND WESTERN WATER’S FIRST SET OF DATA REQUESTS TO THE MONTANA CONSUMER COUNSEL (MW/WWH-102 THRU MW/WWH-120)** was filed with the Montana PSC and served via U.S. Mail and/or e-mail, unless otherwise noted, to the following:

<p>Sandy Scherer Montana PSC 1701 Prospect Avenue PO Box 202601 Helena, MT 59620-2601 sscherer@mt.gov via hand delivery</p>	<p>Robert Nelson Monica Tranel Montana Consumer Counsel 111 North Last Chance Gulch, Suite 1B P.O. Box 201703 Helena, MT 59620-1703 robnelson@mt.gov MTranel@mt.gov</p>
<p>Barbara Chillcott Legal Director The Clark Fork Coalition 140 S 4th Street West, Unit 1 PO Box 7593 Missoula, MT 59801 barbara@clarkfork.org</p>	<p>Jim Nugent City Attorney The City of Missoula City Attorney’s Office 435 Ryman Street Missoula, MT 59802 JNugent@ci.missoula.mt.us</p>
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<p>Todd Wiley Assistant General Counsel Liberty Utilities 12725 West Indian School Road, Suite D-101 Avondale, AZ 85392 Todd.Wiley@LibertyUtilities.com</p>	
	<p>For electronic service only:</p> <p>cakennedy@hollandhart.com aclee@hollandhart.com cuda@crowleyfleck.com jtolan@crowleyfleck.com tsunderland@boonekarlberg.com jlangston@mt.gov lfarkas@mt.gov Bryan.Lin@carlyle.com SSnow@mt.gov rtanner@boonekarlberg.com tstockton@boonekarlberg.com</p>

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s/ Adele C. Lee _____