



Timothy P. Olson
Senior Corporate Counsel & Corporate Secretary
Direct: (605) 978-2924
tim.olson@northwestern.com

NorthWestern Corporation
d/b/a NorthWestern Energy
3010 W. 69th Street
Sioux Falls, SD 57108
Telephone: (605) 978-2900
Facsimile: (605) 978-2910
www.northwesternenergy.com

July 16, 2013

via eFiling

Patricia Van Gerpen, Executive Director
South Dakota Public Utilities Commission
523 E. Capitol
Pierre, SD 57501

Re: *In the Matter of the Complaint by Oak Tree Energy LLC against NorthWestern Energy for refusing to enter into a Purchase Power Agreement - Docket EL11-006*

Dear Ms. Van Gerpen:

Enclosed for filing please find the following:

- Motion for Commission Resolution of Contractual Provisions and Power Purchase Agreement Approval;
- Exhibit A - Draft Power Purchase and Sale Agreement between NorthWestern Corporation d/b/a NorthWestern Energy and Oak Tree Energy LLC;
- Exhibit B - Affidavit of Bleau LaFave dated July 16, 2013; and
- Exhibit C - Affidavit of Philip Q. Hanser dated July 16, 2013;
 - Exhibit 1 - Wind Integration Services, Summary of Industry Practices in North America

Pursuant to ARSD 20:10:01:41, NorthWestern Corporation d/b/a NorthWestern Energy respectfully requests confidential treatment of information submitted to the Commission in support of its motion. In support of its request, NorthWestern submits the following information:

- 1) An identification of the document and the general subject matter of the materials or the portions of the document for which confidentiality is being requested.

Exhibit A - Draft Power Purchase and Sale Agreement between NorthWestern Corporation d/b/a NorthWestern Energy and Oak Tree Energy LLC

- 2) The length of time for which confidentiality is being requested and a request for handling at the end of that time.

NorthWestern requests confidential treatment for a period of five years. NorthWestern requests that the confidential information be destroyed at the end of five years.

- 3) The name, address, and phone number of a person to be contacted regarding the confidentiality request.

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- 4) The statutory or common law grounds and any administrative rules under which confidentiality is requested.

- SDCL ch. 37-29, Uniform Trade Secrets Act; and
- ARSD 20:10:01:39, Confidential information defined.

- 5) The factual basis that qualifies the information for confidentiality under the authority cited.

Pursuant to PURPA and order of the Commission, NorthWestern Energy is agreeing to purchase energy from a Qualified Facility developed by Oak Tree Energy LLC (“Oak Tree”). The Power Purchase and Sale Agreement contains confidential and proprietary information NorthWestern wishes to protect from public disclosure. Article 15 of the agreement requires the parties to maintain confidentiality, and public dissemination of the fully-negotiated commercial terms and conditions could result in material damage to the competitive position of NorthWestern.

Thank you for your consideration of this request. If you have questions or require additional information, please do not hesitate to contact me.

Respectfully submitted,

/s/ *Timothy P. Olson*

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Senior Corporate Counsel & Corporate Secretary

Enclosures

cc via email: Service List