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September 10, 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 as a compliance filing please find the following:

- Power Purchase and Sale Agreement between NorthWestern Corporation d/b/a NorthWestern Energy and Oak Tree Energy LLC dated August 5, 2013 (“Agreement”);
 - Exhibit A - Energy Price;
 - Exhibit B - Detailed Facility Description;
 - Exhibit C - Reserved;
 - Exhibit D - Interconnection Agreements
 - Standard Small Generation Interconnection Agreement dated February 28, 2012;
 - Exhibit E - PTC Value Calculation; and
 - Exhibit F - Exceptions to Environmental Representations.

On May 17, 2013, the Commission entered an Amended Final Decision and Order; Notice of Entry (“Order”) in the above-referenced docket. The purpose of this filing is to comply with the Commission’s directive in the Order to file the final power purchase agreement.

Pursuant to ARSD 20:10:01:41, NorthWestern respectfully requests confidential treatment of information submitted to the Commission. 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.

Power Purchase and Sale Agreement between NorthWestern Corporation d/b/a NorthWestern Energy and Oak Tree Energy LLC dated August 5, 2013, with attached exhibits.

- 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 agreed to purchase energy from a Qualified Facility developed by Oak Tree. The 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.

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