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July 15, 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 Request for a Declaratory Ruling Approving a QF Power Purchase Agreement –*  
Docket No. EL13-\_\_\_\_\_

Dear Ms. Van Gerpen:

Enclosed for filing please find the following:

- Petition for Declaratory Ruling dated July 15, 2013;
- Exhibit 1 - Affidavit of Bleau LaFave dated July 15, 2013; and
- Exhibit 2 - Power Purchase and Sale Agreement between NorthWestern Corporation d/b/a NorthWestern Energy and B & H Wind, LLC dated June 28, 2013.

Upon receipt of a docket number, NorthWestern intends to file, with the Clerk of the District Court, Hughes County, a request for attorney Al Brogan to be admitted pro hac vice to participate in this matter.

Pursuant to ARSD 20:10:01:41, NorthWestern Corporation d/b/a NorthWestern Energy (“NorthWestern”) respectfully requests confidential treatment of information submitted to the Commission in support of its Petition for Declaratory Ruling (“Petition”). 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 2 of the Petition - Power Purchase and Sale Agreement dated June 28, 2013

- 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.

NorthWestern Energy agreed to purchase energy from a Qualified Facility under PURPA developed by B&H Wind, LLC ("B&H Wind"). The Power Purchase and Sale Agreement contains confidential and proprietary information the parties wish to protect from public disclosure. Article 16 of the agreement requires the parties to maintain confidentiality, and public dissemination of the price, energy quantity, and fully-negotiated commercial terms and conditions could result in material damage to the competitive positions of NorthWestern and B&H Wind.

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,

Jonathan Oostra  
Corporate Counsel

Enclosures

cc via email: Lee Magnuson, Attorney for B & H Wind, LLC