

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA**

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| IN THE MATTER OF THE COMPLAINT) | |
| BY OAK TREE ENERGY LLC AGAINST) | PROCEDURAL ORDER |
| NORTHWESTERN ENERGY FOR) | |
| REFUSING TO ENTER INTO A) | EL11-006 |
| PURCHASE POWER AGREEMENT) | |

On April 28, 2011, Oak Tree Energy, LLC (Oak Tree) filed a Complaint (Complaint) with the South Dakota Public Utilities Commission (Commission) against NorthWestern Corporation d/b/a NorthWestern Energy (NWE). The dispute involves a proposed wind generation project located in Clark County, South Dakota (Project). Oak Tree alleges that the Project is a "Qualified Facility" (QF) under PURPA and that NWE refuses to enter into a power purchase agreement. The Commission has jurisdiction in this matter pursuant to 16 U.S.C. Chapter 12, § 824a-3, 18 C.F.R. Part 292 and SDCL Chapters 1-26, 49-13, and 49-34A, including 49-34A-93.

On May 5, 2011, the Commission electronically transmitted notice of the filing and the intervention deadline of May 20, 2011, to interested persons on the Commission's PUC Filings electronic notice list. No petitions for intervention were filed.

Following a number of preliminary and discovery related motions and proceedings, on February 28, 2012, the Commission issued an Order for and Notice of Hearing setting the matter for hearing on March 21-22, 2012. The hearing was held as scheduled. Following post-hearing briefing and oral argument, on May 15, 2012, the Commission issued an Interim Order. In response to the parties' respective motions to reconsider, on October 11, 2012, the Commission issued an Order Granting in Part and Denying in Part Motion for Partial Reconsideration and Application for Reconsideration. On October 15, 2012, the Commission issued a Procedural Order; Order for and Notice of Hearing, setting the matter for additional hearing on December 5-6, 2012. The hearing was held as scheduled. The Commission deferred taking action. Through an email exchange between Commission Counsel and parties, the parties have agreed to the following procedural schedule for the filing of post-hearing briefs and consideration by the Commission.

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| January 3, 2013 | Oak Tree's initial brief filed and served |
| January 16, 2013 | NWE's brief filed and served |
| January 18, 2013 | Staff's brief filed and served (by noon if possible). |
| January 21, 2013 | Oak Tree's reply brief filed and served |
| January 22, 2013 | Oral argument if desired by the parties, beginning at 2:30 p.m. CST, followed by Commission questions and action |

It is therefore

ORDERED, that the procedural schedule set forth above shall be followed by the parties except as otherwise ordered by the Commission.

Dated at Pierre, South Dakota, this 26th day of December, 2012.

CERTIFICATE OF SERVICE

The undersigned hereby certifies that this document has been served today upon all parties of record in this docket, as listed on the docket service list, by facsimile or by first class mail, in properly addressed envelopes, with charges prepaid thereon.

By: [Signature]

Date: 12.26.12

(OFFICIAL SEAL)

BY ORDER OF THE COMMISSION:

[Signature]

CHRIS NELSON, Chairman

[Signature]

KRISTIE FIEGEN, Commissioner

[Signature]

GARY HANSON, Commissioner