

EXHIBIT RH-3

Data Request Responses

*Joint Applicants' Responses to LIUNA's First Set of Data Requests
South Dakota Public Utilities Commission, Docket No. GE25-001
Dated February 2, 2026*

Data Requests Included:

1.1, 1.2, 1.3, 1.7, 1.11, 1.12, 1.13, 1.14, 1.15, 1.16, 1.18, 1.19, 1.21, 1.22, 1.24, 1.25, 1.27, 1.28, 1.30,
1.31, 1.32, 1.33, 1.34, 1.35, 1.36, 1.37, 1.38

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REQUEST DATE : 01/21/26

RESPONSE DATE : 02/02/26

REQUESTING PARTY: LIUNA

SUBJECT:

LIUNA Request No. 1.1:

Identify and describe all categories and types of work in South Dakota for which each Applicant currently uses outside contractors, including but not limited to construction, maintenance, restoration, and traffic control. For each category and scope of work, describe all methods used to procure that work (e.g., long-term unit-price contracts, Master Service Agreements, spot bids, time-and-materials arrangements, or other approaches), and explain how each method is typically used.

Response to LIUNA Request No. 1.1:

Joint Response:

Joint Applicants object to this data request because it is overly broad, unduly burdensome, and seeks irrelevant information not reasonably calculated to lead to the discovery of admissible evidence given the legal standard for Commission approval.

Joint Applicants do not object to general inquiries regarding their operations; however, the specific information sought including scopes of work, contract terms and contract practices for outside contractors, has no bearing on this proceeding.

Subject to and without waiving these objections, Joint Applicants respond as follows:

NorthWestern:

NorthWestern utilizes outside contractors for services such as:

- Excavation and trenching
- Directional boring
- Engineering Services
- Utility Locating Services
- Pole inspection, test and treatment
- Vegetation management
- Traffic control
- Pavement removal and replacement
- Fencing
- Plumbing services
- ROW / Permitting
- OQ Certification
- Weld Certification

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For methods employed to procure such services, see Attachment LIUNA 1.1a - NorthWestern Contracting Policy and Attachment LIUNA 1.1b – NorthWestern Vendor Selection Policy.

Black Hills:

Consistent with the objections, Black Hills Power objects to requests for scopes of work and/or specific details on particular scopes of work. Subject to all objections and without waiving those objections:

Black Hills Power utilizes outside contractors in its electric service territory. They provide services in the following general categories:

- Equipment maintenance and services
 - Electric substation weed spraying
 - Major maintenance of substation equipment
 - Vegetation Management
 - Pole Inspections
 - Infrared Scanning of equipment
- Electric Distribution & Transmission construction (both overhead and underground)
- Electric Distribution & Transmission substation construction
- Electric Distribution line locates
- Electric emergency response/storm restoration
- Trenching and boring activities
- Engineering and GIS support
- Aerial Patrols (Helicopter)

Black Hills Power does not currently provide regulated natural gas distribution or open access natural gas transportation services to the public in South Dakota. The few natural gas lines of Black Hills' subject to the "transmission" definition and jurisdiction under the Pipeline Safety Act and the Pipeline and Hazardous Materials Safety Administration's 49 C.F.R. § 192 in South Dakota are owned and operated by Black Hills Power. The natural gas lines of Black Hills Power are used solely for providing natural gas to Black Hills Power's electric generation and contractor support is utilized for the maintenance, compliance and operation of those natural gas pipelines.

For methods employed to procure services please see Confidential Attachment LIUNA 1.1c – BH Strategic Sourcing Procedure. See also LIUNA 1.3.

Respondent(s):

Brad Wenande (NorthWestern) and Michael Pogany (Black Hills)

Attachment(s):

- Attachment LIUNA 1.1a - NorthWestern Contract Policy
- Attachment LIUNA 1.1b – NorthWestern Vendor Selection Policy

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- Confidential Attachment LIUNA 1.1c – BH Strategic Sourcing Contracts Procedure

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REQUEST DATE : 01/21/26

RESPONSE DATE : 02/02/26

REQUESTING PARTY: LIUNA

SUBJECT:

LIUNA Request No. 1.2:

Provide a complete list of all current Master Service Agreements (MSAs) and long-term contracts between each Applicant and outside construction contractors performing work in South Dakota as of December 1, 2025. For each MSA, responding separately for Black Hills and NorthWestern:

- a. Contractor name;
- b. Scope of work covered (e.g., electrical transmission or distribution line construction, maintenance or repair, gas transmission or distribution line construction, maintenance, replacement, gas service line work, traffic control, paving, restoration, leak repair, emergency response, damage prevention inspection);
- c. Geographic service territory or coverage area;
- d. Initial effective date, current expiration date, renewal options, and any extension terms;
- e. Contract model (e.g., unit-price, fixed-price, time-and-materials, hybrid);
- f. Contract expiration date;
- g. Expected annual volume (e.g., miles, number of projects, estimated FTE crew needs) under the contract.

Response to LIUNA Request No. 1.2:

Joint Applicants object to this data request because it is overly broad, unduly burdensome, and seeks irrelevant information not reasonably calculated to lead to the discovery of admissible evidence. The requested information is also beyond the scope of this proceeding, which is limited to whether the proposed Merger meets the legal standard for Commission approval. Joint Applicants do not object to general inquiries regarding their operations; however, the specific information sought this request, such as individual contractor identities, individual scopes of work, specific contract effective periods and contract terms, have no bearing on this

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proceeding. Finally, Joint Applicants object to this request to the extent it seeks to solicit information about a non-applicant, Black Hills Power, Inc.

Subject to the objection and without waiving the same:

Joint Response:

See Joint Applicants response to LIUNA 1.1.

Respondent(s):

Brad Wenande (NorthWestern) and Michael Pogany (Black Hills)

Attachment(s):

None

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REQUEST DATE : 01/21/26

RESPONSE DATE : 02/02/26

REQUESTING PARTY: LIUNA

SUBJECT:

LIUNA Request No. 1.3:

Provide copies of any current corporate policies, procedures, and standards governing each Applicant's use of outside construction contractors for gas distribution construction, maintenance, traffic control, or restoration work in South Dakota. Include, but do not limit to: procurement procedures; contractor prequalification standards; performance monitoring requirements; and any policies addressing wage, benefit, safety, or training standards for contractor employees.

Response to LIUNA Request No. 1.3:

Joint Applicants object to this data request because it is overly broad, unduly burdensome, and seeks irrelevant information not reasonably calculated to lead to the discovery of admissible evidence. The requested information is also beyond the scope of this proceeding, which is limited to whether the proposed Merger meets the legal standard for Commission approval. Finally, Joint Applicants object to this request to the extent it seeks to solicit information about a non-applicant, Black Hills Power.

Subject to and without waiving these objections, Joint Applicants respond as follows:

NorthWestern:

See Attachment LIUNA 1.1a and LIUNA 1.1b. See also Attachment LIUNA 1.3a – NorthWestern Gas Distribution Construction Standards and Attachment LIUNA 1.3b – NorthWestern Master Services Agreement MTU NPS.

See Attachment LIUNA 1.3c for NorthWestern's expectations of contractors in regard to safety in Sections 8.1 and 8.2.

Black Hills:

Black Hills Power does not currently provide natural gas distribution services or open access transportation services to the public in South Dakota. The few natural gas lines of Black Hills' subject to the jurisdiction of the Pipeline Safety Act and the Pipeline and Hazardous Materials Safety Administration's 49 C.F.R. § 192 in South Dakota are owned and operated by Black Hills Power. The natural gas lines of Black Hills Power are used solely for providing natural gas to Black Hills Power's electric generation.

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However, speaking more generally as to policies and procedures for contracting, pre-qualification, contractor required documentation Black Hills states as follows. Black Hills utilizes the supplier portal to capture contractor data tied to supplier prequalification information/forms, annual OSHA documentation and insurance documentation.

Black Hills utilizes the supplier portal to capture contractor data tied to supplier prequalification information/forms, annual OSHA documentation and insurance documentation.

Employees can only submit a third-party contractor request for approved contractors as part of Black Hills' contract request process. Finally, all contracts must adhere to Black Hills' Policy on Contract and Signature Authority – Policy 2, which governs contracting, disbursement and signature authority. *See*, Confidential Attachment Staff 1.30b – BH Contract and Signature Authority Policy.

For additional information, please refer to the Black Hills supplier portal on the Black Hills webpage. The supplier portal can be found at <https://www.blackhillsenergy.com/our-company/supplier-portal>.

Contractor benefits, wages, and all aspects of employment management are the sole responsibility of the contractor.

Please see also LIUNA 1.1.

Respondent(s):

Brad Wenande (NorthWestern) and Michael Pogany (Black Hills)

Attachment(s):

- Attachment LIUNA 1.3a - NorthWestern Gas Distribution Construction Standards
- Attachment LIUNA 1.3b - NorthWestern Master Services Agreement MTU NPS
- Attachment LIUNA 1.3c – NorthWestern Contractor Safety

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REQUEST DATE : 01/21/26

RESPONSE DATE : 02/02/26

REQUESTING PARTY: LIUNA

SUBJECT:

LIUNA Request No. 1.7:

For each MSA identified above, state whether each Applicant anticipates changing, consolidating, renegotiating, or terminating that MSA as part of the post-merger integration process.

Response to LIUNA Request No. 1.7:

Joint Applicants object to this data request because it is overly broad and unduly burdensome. Joint Applicants further object to this request to the extent it seeks to solicit information about a non-applicant, Black Hills Power.

Subject to and without waiving these objections, Joint Applicants respond as follows:

Joint Response:

See response to LIUNA1.2. Joint Applicants are in the initial phases of integration planning and have not yet determined whether they will seek to change, consolidate, renegotiate, or terminate particular vendor contracts or MSAs as part of the integration process. In addition, consistent with antitrust requirements, the Joint Applicants are limited in the work that can be completed prior to closing. These rules require that we continue to conduct business independently without making joint decisions and; consequently we are not able to do things like jointly negotiate with vendors. For additional information on antitrust parameters, please see Attachment Staff 2.2e, slides 18 and 19.

Respondent(s):

Crystal Lail (NorthWestern) and Michael Pogany (Black Hills)

Attachment(s):

None

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REQUEST DATE : 01/21/26

RESPONSE DATE : 02/02/26

REQUESTING PARTY: LIUNA

SUBJECT:

LIUNA Request No. 1.11:

Identify and describe any studies, analyses, reports, or internal memoranda discussing "best practices" in procurement, vendor consolidation, or contract standardization the Applicants intend to share or adopt post-merger. Specifically address: leveraging combined purchasing power, vendor consolidation, standardization across territories, and integration of procurement systems. Produce all documents related thereto.

Response to LIUNA Request No. 1.11:

Joint Applicants object to this data request because it is overly broad, unduly burdensome, and seeks irrelevant information not reasonably calculated to lead to the discovery of admissible evidence. The requested information is also beyond the scope of this proceeding, which is limited to whether the proposed Merger meets the legal standard for Commission approval. Finally, Joint Applicants object to this request to the extent it seeks to solicit information about a non-applicant, Black Hills Power.

Subject to and without waiving these objections, Joint Applicants respond as follows:

Joint Response:

Joint Applicants have not conducted any of the requested studies or analyses regarding procurement, vendor consolidation, or contract standardization that Applicants intend to adopt post-merger. The Joint Applicants anticipate evaluating sourcing and procurement as part of their integration planning process with input from senior management, integration leads, and subject matter experts of both companies considering the impact on all stakeholders, including customers.

Respondent(s):

Crystal Lail (NorthWestern) and Marne Jones (Black Hills)

Attachment(s):

None

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REQUEST DATE : 01/21/26

RESPONSE DATE : 02/02/26

REQUESTING PARTY: LIUNA

SUBJECT:

LIUNA Request No. 1.12:

For each of the last five calendar years (2021–2025), separately for Black Hills and NorthWestern, provide:

- a. Total miles of gas distribution lines constructed in South Dakota;
- b. Total associated capital cost for gas distribution line construction;
- c. Miles constructed by outside construction contractors and the associated cost;
- d. Miles constructed by in-house utility crews and associated cost;
- e. The names and locations of the top five contractors by miles constructed in that year.
- f. Miles that were replacement for existing gas distribution lines.

Response to LIUNA Request No. 1.12:

Joint Applicants object to this discovery request to the extent it seeks to solicit information about a non-applicant, Black Hills Power.

Notwithstanding and without waiving their objections, Joint Applicants state as follows:

NorthWestern:

- a. In the table below NorthWestern provides the miles installed. Note that NorthWestern has not yet finalized data for 2025.

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Year	Installed Miles
2021	28.16
2022	23.07
2023	26.31
2024	57.01

- b. See the table below for the amount of total associated capital cost in dollars for gas distribution.

Total CapEx in South Dakota on all gas distribution infrastructure					
Gas Distribution	2021	2022	2023	2024	2025
Capacity	153,345	3,138,524	3,525,058	5,717,349	643,272
Compliance	438,707	937,517	522,713	190,831	301,906
CRR	40,062	14,172	160,618	67,230	27,504
Growth	3,075,557	3,980,918	4,787,699	6,349,878	4,302,542
Other	156,599	583,221	217,544	742,138	707,227
Reactive Damages	3,517	4,818	8,286	494	3,465
Reliability-Proactive	1,614,212	2,461,807	829,374	2,917,169	1,786,641
Reliability-Reactive	369,887	308,806	671,247	410,264	578,882
Gov't Relocates	1,874,478	603,297	566,171	497,476	626,146
Total	7,726,364	12,033,080	11,288,710	16,892,829	8,977,585

- c.-d. NorthWestern does not track this information.
- e. NorthWestern objects to this request because it seeks irrelevant information not reasonably calculated to lead to the discovery of admissible evidence. The requested information is also beyond the scope of this proceeding, which is limited to whether the proposed Merger meets the legal standard for Commission approval. The contractor identification information sought in this subpart has no bearing on this proceeding.
- f. NorthWestern does not track this information.

Black Hills:

Black Hills Power does not currently provide natural gas distribution or open access natural gas transportation services in South Dakota. The few natural gas lines of Black Hills in South Dakota are owned and operated by Black Hills Power. Those natural gas lines are used solely for providing natural gas to Black Hills Power's electric generation.

Respondent(s):

Brad Wenande (NorthWestern) and Michael Pogany (Black Hills)

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Attachment(s):

None

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REQUEST DATE : 01/21/26

RESPONSE DATE : 02/02/26

REQUESTING PARTY: LIUNA

SUBJECT:

LIUNA Request No. 1.13:

For each of the last five calendar years (2021–2025), separately for Black Hills and NorthWestern, provide:

- a. Total miles of gas transmission lines constructed in South Dakota;
- b. Total associated capital cost for gas transmission line construction;
- c. Miles constructed by outside construction contractors and the associated cost;
- d. Miles constructed by in-house utility crews and associated cost;
- e. The names and locations of the top five contractors by miles constructed in that year.
- f. Miles that were replacement for existing gas transmission lines.

Response to LIUNA Request No. 1.13:

Joint Applicants object to this discovery request to the extent it seeks to solicit information about a non-applicant, Black Hills Power.

Notwithstanding and without waiving their objections, Joint Applicants state as follows:

NorthWestern:

- a. In the table below, NorthWestern provides the new and replacement miles for gas transmission.

Gas Transmission Miles	2021	2022	2023	2024	2025
New	0	0	0	0	0
Replacement	0.05	5	0.15	0	0

- b. See the table below for the total associated capital cost in dollars for gas transmission installed.

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Total CapEx in South Dakota on all gas Transmission infrastructure					
Gas Transmission	2021	2022	2023	2024	2025
Capacity	848,287	737,983	669,096	116,306	238,888
Compliance	-	634	54	(688)	-
Gas Production	-	-	-	718	-
Pipeline Integrity Mgmt	482,545	4,628,602	(1,772)	(1,816)	(34,687)
Reliability-Reactive	-	-	-	248,741	91,800
Gov't Relocates	-	-	608,101	189,590	319,629
Total	1,330,832	5,367,219	1,275,480	552,851	615,630

- c.-d. NorthWestern does not track this information.
- e. NorthWestern objects to this request because it seeks irrelevant information not reasonably calculated to lead to the discovery of admissible evidence. The requested information is also beyond the scope of this proceeding, which is limited to whether the proposed Merger meets the legal standard for Commission approval. The contractor identification information sought in this subpart has no bearing on this proceeding.
- f. NorthWestern does not track this information.

Black Hills:

Black Hills Power does not currently provide natural gas distribution or open access natural gas transportation services to the public in South Dakota. The few natural gas lines of Black Hills' subject to the "transmission" definition and jurisdiction under the Pipeline Safety Act and the Pipeline and Hazardous Materials Safety Administration's 49 C.F.R. § 192 in South Dakota are owned and operated by Black Hills Power. Those transmission natural gas lines are used solely for providing natural gas to Black Hills Power's electric generation.

Respondent(s):

Brad Wenande (NorthWestern) and Michael Pogany (Black Hills)

Attachment(s):

None

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REQUEST DATE : 01/21/26

RESPONSE DATE : 02/02/26

REQUESTING PARTY: LIUNA

SUBJECT:

LIUNA Request No. 1.14:

For each of the last five calendar years (2021–2025), separately for Black Hills and NorthWestern, provide:

- a. Total capital expenditures in South Dakota on all gas distribution infrastructure (broken down by major project category, e.g., main replacement, service line renewal, growth projects, other);
- b. Total capital expenditures in South Dakota on all gas transmission infrastructure (broken down by major project category, e.g., replacement, renewal, growth projects, other);
- c. For each project category in a and b above, the portion of expenditures performed by outside construction contractors, by contractor name;
- d. For each project category in a and b above, the portion of expenditures performed by in-house utility crews.

Response to LIUNA Request No. 1.14:

Joint Applicants object to subparts c. and d. as overly broad, unduly burdensome, and because they seek irrelevant information not reasonably calculated to lead to the discovery of admissible evidence. Joint Applicants do not object to general inquiries regarding their operations; however, the specific information sought in these subparts, which seek specific contractor identities and the relative portion of expenditures by contractors versus in-house utility crews for five years, has no bearing on this proceeding. Finally, Joint Applicants object to the extent the request seeks to solicit information about a non-applicant, Black Hills Power.

Subject to and without waiving this objection, Joint Applicants respond as follows:

NorthWestern:

- a. See the response to LIUNA 1.12b:
- b. See the response to LIUNA 1.13b.

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c. See the table below for expenditures in dollars performed by outside utility crews.

Total gas distribution expenditures performed by outside construction contractors					
Gas Distribution	2021	2022	2023	2024	2025
Capacity	9,780	1,181,122	1,741,850	2,607,816	352,477
Compliance	144,273	424,427	314,347	77,518	84,062
CRR	30,312	59,364	125,745	24,401	18,241
Growth	1,043,640	1,325,268	1,919,023	1,683,088	967,839
Other	2,788	831	-	-	-
Reactive Damages	255	2,516	8,781	-	6,038
Reliability-Proactive	569,122	821,695	299,236	1,393,021	759,002
Reliability-Reactive	116,090	54,521	306,697	68,663	202,094
Gov't Relocates	1,127,213	388,465	376,215	278,489	382,788
Total	3,043,473	4,258,209	5,091,894	3,525,180	2,772,541

Total transmission expenditures performed by outside construction contractors					
Gas Transmission	2021	2022	2023	2024	2025
Capacity	157,489	400,630	117,950	44,556	-
Compliance	-	-	-	-	-
Gas Production	-	-	-	-	-
Pipeline Integrity Mgmt	3,571	3,118,421	-	-	(30,779)
Reliability-Reactive	-	-	-	206,440	54,776
Gov't Relocates	-	-	465,251	56,791	56,727
Total	161,060	3,519,051	583,201	307,787	80,724

d. See the table below for expenditures in dollars performed by in-house utility crews.

Total gas distribution expenditure performed by internal labor					
Gas Distribution	2021	2022	2023	2024	2025
Capacity	34,052	118,042	118,658	240,700	59,432
Compliance	132,730	50,348	24,238	34,481	65,544
CRR	24,975	22,367	14,069	35,386	23,570
Growth	867,962	772,857	777,883	1,173,050	1,156,868
Other	31,738	43,201	52,304	84,016	71,445
Reactive Damages	6,106	7,087	10,859	6,033	13,764
Reliability-Proactive	297,483	284,633	115,541	173,273	269,460
Reliability-Reactive	161,578	121,791	144,584	107,840	172,737
Gov't Relocates	130,410	60,899	55,354	50,785	69,531
Total	1,687,034	1,481,225	1,313,490	1,905,564	1,902,351

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Total transmission expenditure performed by internal labor					
	2021	2022	2023	2024	2025
Gas Transmission	157,489	42,728	36,957	33,685	28,834
Capacity	-	342	34	(688)	-
Compliance	-	-	-	394	-
Gas Production	3,571	127,775	-	-	-
Pipeline Integrity Mgmt	-	-	-	5,512	9,445
Reliability- Reactive	-	-	-	45,480	38,313
Gov't Relocates	-	-	10,762	-	-
Total	161,060	170,845	36,991	33,391	28,834

Black Hills

Black Hills Power does not currently provide natural gas distribution or open access natural gas transportation services to the public in South Dakota. The few natural gas lines of Black Hills’ subject to the “transmission’ definition and jurisdiction under the Pipeline Safety Act and the Pipeline and Hazardous Materials Safety Administration’s 49 C.F.R. § 192 in South Dakota are owned and operated by Black Hills Power. Those transmission natural gas lines are used solely for providing natural gas to Black Hills Power’s electric generation.

Respondent(s):

Brad Wenande (North Western) and Michael Pogany (Black Hills)

Attachment(s):

None

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REQUEST DATE : 01/21/26

RESPONSE DATE : 02/02/26

REQUESTING PARTY: LIUNA

SUBJECT:

LIUNA Request No. 1.15:

For each of the last five calendar years (2021–2025), separately for Black Hills and NorthWestern, provide:

- a. Total miles of electrical distribution lines constructed in South Dakota;
- b. Total associated capital cost for electrical distribution line construction;
- c. Miles constructed by outside construction contractors and the associated cost;
- d. Miles constructed by in-house utility crews and associated cost;
- e. The names and locations of the top five contractors by miles constructed in that year.
- f. Miles that were replacement for existing electrical distribution lines.

Response to LIUNA Request No. 1.15:

Joint Applicants object to this discovery request to the extent it seeks to solicit information about a non-applicant, Black Hills Power.

Notwithstanding and without waiving their objections, Joint Applicants state as follows:

NorthWestern:

- a. In the state of South Dakota, as of December 31, 2024 NorthWestern owns and maintains 2,386 miles of distribution and 1,349 miles of electric transmission lines. In the table below, NorthWestern provides the net miles installed for distribution and transmission. This is the increase in line miles over the previous year. In addition there are other reliability, reroute, and customer requests that contribute both to the replacement of and addition to the electric assets, but this

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number does not exceed 1% of distribution and 0.5% of transmission on an annual basis. Note that NorthWestern has not yet finalized its data for 2025.

Net Mileage Annual Increase	2021	2022	2023	2024
Electric Distribution	6	22	23	21
Electric Transmission	0	0	0	41

- b. See the table below for amount of total associated capital cost for new lines installed.

Total CapEx in South Dakota on all electric distribution infrastructure					
Electric Distribution	2021	2022	2023	2024	2025
Capacity	-	3,470,177	2,086,866	1,053,359	-
Compliance	-	-	-	-	98,970
Communications	282,869	224,681	247,921	-	-
CRR	114,334	272,832	109,958	109,462	132,752
Growth	3,767,972	4,831,797	6,058,906	5,536,924	5,723,673
Other	474,450	518,841	297,678	162,848	701,298
Reactive Damages	8,909	10,472	14,269	49	8,110
Reliability-Proactive	6,231,553	10,268,908	11,174,560	9,672,709	9,061,841
Reliability-Reactive	1,218,881	951,766	711,988	634,923	664,113
Gov't Relocates	887,012	144,862	1,399,045	1,194,805	241,184
Substation Maintenance	1,998,398	1,307,459	3,307,257	2,106,186	3,455,063
Substation Capacity	3,937,475	1,829,085	516,711	542,581	237,213
Total	18,921,853	23,830,881	25,925,159	21,013,846	20,324,217

- c.-d. NorthWestern does not track this information.
- e. NorthWestern objects to this request because it seeks irrelevant information not reasonably calculated to lead to the discovery of admissible evidence. The requested information is also beyond the scope of this proceeding, which is limited to whether the proposed Merger meets the legal standard for Commission approval. The contractor identification information sought in this subpart has no bearing on this proceeding.
- f. NorthWestern does not track this information.

Black Hills:

- a. Refer to the table below for total miles of electrical distribution lines constructed in South Dakota.

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Total miles of electrical distribution lines constructed in South Dakota.	
2021	113.55
2022	37.58
2023	61.28
2024	40.93
2025	44.67

- b. Please see Confidential Attachment LIUNA 1.15 for total associated distribution capital investment.
- c.-d. Black Hills does not track this information.
- e. Black Hills objects to this request because it seeks irrelevant information not reasonably calculated to lead to the discovery of admissible evidence. The requested information is also beyond the scope of this proceeding, which is limited to whether the proposed Merger meets the legal standard for Commission approval. The contractor identification information sought in this subpart has no bearing on this proceeding.
- f. Please refer to the table below for the miles of line that were replacement for existing electrical distribution lines.

2021	111.03
2022	33.23
2023	16.21
2024	4.27
2025	42.24

Respondent(s):

Brad Wenande (North Western) and Michael Pogany (Black Hills)

Attachment(s):

- Confidential Attachment LIUNA 1.15 – BH Distribution Capital Investment

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REQUEST DATE : 01/21/26

RESPONSE DATE : 02/02/26

REQUESTING PARTY: LIUNA

SUBJECT:

LIUNA Request No. 1.16:

For each of the last five calendar years (2021–2025), separately for Black Hills and NorthWestern, provide:

- a. Total miles of electrical transmission lines constructed in South Dakota;
- b. Total associated capital cost for electrical transmission line construction;
- c. Miles constructed by outside construction contractors and the associated cost;
- d. Miles constructed by in-house utility crews and associated cost;
- e. The names and locations of the top five contractors by miles constructed in that year.
- f. Miles that were replacement for existing electrical transmission lines.

Response to LIUNA Request No. 1.16:

Joint Applicants object to this discovery request to the extent it seeks to solicit information about a non-applicant, Black Hills Power.

Notwithstanding and without waiving their objections, Joint Applicants state as follows:

NorthWestern:

- a. See the response to LIUNA 1.15a.
- b. See the table below for amount of total associated capital cost in dollars for new lines installed.

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Total CapEx in South Dakota on all electric Transmission infrastructure					
Electric Transmission	2021	2022	2023	2024	2025
Capacity	2,298,514	-	-	1,772,038	2,666,913
Compliance	-	-	-	-	-
CRR	-	-	124,468	50,969	64,172
Generation Interconnections	1,060,132	-	-	-	-
Reliability-Proactive	1,112,974	2,692,736	1,969,545	1,311,476	2,549,245
Reliability-Reactive	1,687,326	1,056,133	202,084	320,164	413,372
Gov't Relocates	1,185,138	-	450,279	496,432	(38,043)
Substation-Capacity	-	601,741	7,063,304	957,953	1,531,175
Substation-Maintenance	6,203,844	1,526,687	1,476,051	1,833,287	4,756,968
Total	13,547,927	5,877,297	11,285,731	6,742,319	11,943,802

- c.-d. NorthWestern does not track this information.
- e. NorthWestern objects to this request because it seeks irrelevant information not reasonably calculated to lead to the discovery of admissible evidence. The requested information is also beyond the scope of this proceeding, which is limited to whether the proposed Merger meets the legal standard for Commission approval. The contractor identification information sought in this subpart has no bearing on this proceeding.
- f. NorthWestern does not track this information.

Black Hills:

- a. Refer to the table below for total miles of electrical transmission lines constructed in South Dakota.

Total miles of electrical transmission lines constructed in South Dakota	
2021	9
2022	65
2023	0
2024	0
2025	0

- b. Please see Confidential Attachment LIUNA 1.16 for amount of transmission capital investment.
- c.-d. Black Hills does not track this information.
- e. Black Hills objects to this request because it seeks irrelevant information not reasonably calculated to lead to the discovery of admissible evidence. The requested information is also beyond the scope of this proceeding, which is

NORTHWESTERN AND BLACK HILLS

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limited to whether the proposed Merger meets the legal standard for Commission approval. The contractor identification information sought in this subpart has no bearing on this proceeding.

- f. Refer to the table below for miles of line that were replacement for existing electrical transmission lines.

Total miles of electrical transmission lines replaced in South Dakota.	
2021	9
2022	65
2023	0
2024	0
2025	0

Respondent(s):

Brad Wenande (NorthWestern) and Michael Pogany (Black Hills)

Attachment(s):

- Confidential Attachment LIUNA 1.16 – BH Transmission Capital Investment

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REQUEST DATE : 01/21/26

RESPONSE DATE : 02/02/26

REQUESTING PARTY: LIUNA

SUBJECT:

LIUNA Request No. 1.18:

For each calendar year from 2021 through 2025, separately for Black Hills and NorthWestern, provide:

- a. The number of full-time equivalent (FTE) employees or total annual hours of in-house crews assigned to electrical system construction, maintenance, and traffic control work in South Dakota;
- b. The number of full-time equivalent (FTE) employees or total annual hours of in-house crews assigned to gas system construction, maintenance, and traffic control work in South Dakota;
- c. The estimated number of FTE contractor employees or total annual hours of contractor workers engaged on construction, maintenance, and traffic control projects in South Dakota;
- d. The methodology used to estimate contractor FTE or hours in the foregoing questions.

Response to LIUNA Request No. 1.18:

Joint Applicants object to this data request to the extent it seeks to solicit information about a non-applicant, Black Hills Power. Moreover, Joint Applicants object that the requested information is not reasonably calculated to lead to admissible evidence in this case.

Notwithstanding and without waiving their objection, Joint Applicants state as follows:

NorthWestern:

- a. The number of FTE employees assigned to electric distribution work in South Dakota is shown in the table below:

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2021	2022	2023	2024	2025
38	42	43	39	40

- b. The number of FTE employees assigned to natural gas distribution work in South Dakota is shown in the table below:

2021	2022	2023	2024	2025
20	25	16	24	27

- c. NorthWestern does not have information responsive to this request because large project contracts are managed on a total project cost basis, and NorthWestern does not track contractor labor hours or FTE counts.
- d. See the response to subpart c.

Black Hills:

- a. The number of FTE employees assigned to electric distribution work in South Dakota is shown in the table below.

2021	2022	2023	2024	2025
47	47	45	47	47

- b. Black Hills does not have employees performing natural gas distribution work in South Dakota.
- c. Black Hills does not have information responsive to this request because large project contracts are managed on a total project cost basis, and Black Hills does not track contractor labor hours or FTE counts.
- d. See the response to subpart c.

Respondent(s):

Brad Wenande (NorthWestern) and Michael Pogany (Black Hills)

Attachment(s):

None

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REQUEST DATE : 01/21/26

RESPONSE DATE : 02/02/26

REQUESTING PARTY: LIUNA

SUBJECT:

LIUNA Request No. 1.19:

Define the term "local employees" as used in the Applicants' testimony and application materials when stating that South Dakota customers will continue to be served "by the same local employees." Specifically state whether the definition includes contractor employees. Provide the basis for supporting the inclusion or exclusion of contractors in the "local employees" definition.

Response to LIUNA Request No. 1.19:

Joint Response:

Generally speaking, the term "local employees" as used in the Joint Application materials and supporting testimony refers to employees of the NorthWestern Corporation or Black Hills and Black Hills Power, who live and work in the communities they serve. Contractors are not employees, so they are not included in the common usage of the term "local employees."

Respondent(s):

Brad Wenande (NorthWestern) and Marne Jones (Black Hills)

Attachment(s):

None

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REQUEST DATE : 01/21/26

RESPONSE DATE : 02/02/26

REQUESTING PARTY: LIUNA

SUBJECT:

LIUNA Request No. 1.21:

State whether each Applicant currently tracks wage and benefit information for contractor employees performing construction, maintenance, and traffic control work on their respective systems in South Dakota. If yes, describe the specific wage and benefit data fields captured (e.g., hourly base wage, fringe benefits, health insurance contributions, retirement or pension benefits). If no such tracking occurs, explain why and describe any alternative methods the Applicant uses to monitor contractor labor conditions or costs.

Response to LIUNA Request No. 1.21:

NorthWestern:

NorthWestern does not track wage and benefit information of contractors.

Black Hills:

No. Black Hills does not track wage or benefit information for contractor employees performing construction, maintenance, or traffic control work in South Dakota, and individual contractor wage rates, fringe benefits, or benefit elections are not collected or maintained by Black Hills.

Respondent(s):

Brad Wenande (NorthWestern) and Michael Pogany (Black Hills)

Attachment(s):

None

NORTHWESTERN AND BLACK HILLS

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REQUEST DATE : 01/21/26

RESPONSE DATE : 02/02/26

REQUESTING PARTY: LIUNA

SUBJECT:

LIUNA Request No. 1.22:

For each current MSA or contract identified in preceding responses, identify: minimum wage standards specified (if any); health insurance, retirement, or other fringe benefit requirements; incorporated or referenced collectively bargained wage rates; and contract language addressing wage/benefit escalations or adjustments.

Response to LIUNA Request No. 1.22:

Joint Applicants object to this data request because it is overly broad, unduly burdensome, and seeks irrelevant information not reasonably calculated to lead to the discovery of admissible evidence. The requested information is also beyond the scope of this proceeding, which is limited to whether the proposed Merger meets the legal standard for Commission approval.

Joint Applicants do not object to general inquiries regarding their operations; however, the specific information sought in this request has no bearing on this matter or the standards under which the transaction is to be reviewed in South Dakota.

NorthWestern:

NorthWestern does not set wage or benefit requirements for its contractors.

Black Hills:

Black Hills does not set wage or benefit requirements for its contractors.

Respondent(s):

Brad Wenande (NorthWestern) and Michael Pogany (Black Hills)

Attachment(s):

None

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REQUEST DATE : 01/21/26

RESPONSE DATE : 02/02/26

REQUESTING PARTY: LIUNA

SUBJECT:

LIUNA Request No. 1.24:

State whether each Applicant is willing to commit that post-merger procurement initiatives and use of "enhanced scale" and "greater purchasing power" will not result in: (a) reduction of existing wage or fringe benefit levels for contractor employees; (b) shift to lower-wage or less-qualified contractors affecting safety or service quality; or (c) modifications to existing contract terms reducing compensation or benefits below current levels. If willing, describe terms and enforcement mechanism. If not, explain why.

Response to LIUNA Request No. 1.24:

Joint Applicants object to this data request because it is overly broad, unduly burdensome, and seeks irrelevant information not reasonably calculated to lead to the discovery of admissible evidence. The requested information is also beyond the scope of this proceeding, which is limited to whether the proposed Merger meets the legal standard for Commission approval.

Joint Applicants do not object to general inquiries regarding their operations; however, the specific information sought in this request has no bearing on this matter or the standards under which the transaction is to be reviewed in South Dakota.

Joint Response:

Joint Applicants have not made any commitments on these topics in their Joint Application or Direct Testimony and are not willing to make commitments which may impact their ability to contract efficiently to preserve safety, reliability, and cost-effective service. Wages and benefit decisions are determined by the contractors and not specified by Joint Applicants' either individually or collectively and committing to modifying contracting practices in a way that may be contrary to customers' best interests is not appropriate for this matter. In addition, Joint Applicants are in the initial phases of integration planning and have not yet made determinations about the procurement processes post-merger. The Joint Applicants anticipate evaluating procurement processes as part of their integration planning process with input from senior management, integration leads, and subject matter experts of both companies considering the impact on all stakeholders, including customers. The integration planning process kicked off the week of January 20, 2026.

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Respondents:

Crystal Lail (NorthWestern) and Michael Pogany (Black Hills)

Attachment(s):

None

NORTHWESTERN AND BLACK HILLS

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REQUEST DATE : 01/21/26

RESPONSE DATE : 02/02/26

REQUESTING PARTY: LIUNA

SUBJECT:

LIUNA Request No. 1.25:

Provide copies of all current training, qualification, and certification requirements imposed on contractor employees performing gas construction and maintenance work for each Applicant in South Dakota. Include, without limitation:

- a. Operator Qualification (OQ) requirements (49 CFR Parts 192 and 195);
- b. Plastic joining or fusion training and certification;
- c. Damage prevention and third-party excavation awareness training;
- d. Safety training (OSHA, company-specific, damage prevention);
- e. Traffic control, flagging, or temporary traffic control training;
- f. Any specialized certifications, licenses, or qualifications.

Response to LIUNA Request No. 1.25:

Joint Applicants object to this data request because it is overly broad, unduly burdensome, and seeks irrelevant information not reasonably calculated to lead to the discovery of admissible evidence. The requested information is also beyond the scope of this proceeding, which is limited to whether the proposed Merger meets the legal standard for Commission approval.

Joint Applicants do not object to general inquiries regarding their operations; however, the specific information sought in this request has no bearing on this matter or the standards under which the transaction is to be reviewed in South Dakota.

Black Hills:

Black Hills Power Inc. does not currently provide natural gas distribution or open access transportation services to the public in South Dakota. The few natural gas lines of Black Hills' subject to the "transmission" definition and jurisdiction under the Pipeline Safety Act and the Pipeline and Hazardous Materials Safety Administration's 49 C.F.R. § 192 in South Dakota are owned and operated by Black Hills Power. Those transmission natural gas lines are used solely for providing natural gas to Black Hills Power's electric generation.

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The third-party contractor is responsible for all training and qualifications of employees supporting work activities on behalf of Black Hills. Federally regulated qualifications and certifications are captured within Energy Worldnet (EWN) for all third-party contractors including those supporting construction and maintenance activities associated with electric generation facilities.

NorthWestern:

NorthWestern does not train contractor employees. NorthWestern reviews contractor's Operator Qualification plan and qualifications for adherence to meet the requirements of CFR 192. See Attachment LIUNA 1.25 - NorthWestern Attachment II OQ Plan Review Form for Contractors for the form utilized for annual review of a contractor's Operator Qualification plan.

NorthWestern utilizes Performance Evaluation forms developed and maintained by the MEA Energy Association for the purpose of qualifying personnel in plastic joining and fusion activities. All plastic joining and fusion qualifications are conducted through a one to one Performance Evaluation administered by a qualified evaluator to the individual seeking qualification, in accordance with the applicable evaluation criteria set forth in those forms.

Respondent(s):

Brad Wenande (NorthWestern) and Michael Pogany (Black Hills)

Attachment(s):

- Attachment LIUNA 1.25 - NorthWestern Attachment II OQ Plan Review Form for Contractors

NORTHWESTERN AND BLACK HILLS

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REQUEST DATE : 01/21/26

RESPONSE DATE : 02/02/26

REQUESTING PARTY: LIUNA

SUBJECT:

LIUNA Request No. 1.27:

For each of the last five calendar years (2021–2025), separately for Black Hills and NorthWestern, provide:

- a. Total annual spending on training, certification, and requalification for contractor employees performing gas construction and maintenance work in South Dakota;
- b. Total annual spending on comparable training and certification for in-house utility employees performing similar work in South Dakota;
- c. The number of contractor employees trained and certified in each category.

Response to LIUNA Request No. 1.27:

Joint Response:

Joint Applicants object to subparts a. and b. because they are overly broad, unduly burdensome, and seek irrelevant information not reasonably calculated to lead to the discovery of admissible evidence. The requested information is also beyond the scope of this proceeding, which is limited to whether the proposed Merger meets the legal standard for Commission approval. Joint Applicants do not object to general inquiries regarding their operations; however, the specific information requested here has no bearing on this proceeding.

Subject to the objections and without waiving the same:

Black Hills:

- a. See Black Hills response to LIUNA 1.25.
- b. Black Hills Power does not have in-house utility employees performing similar work for gas pipeline construction in South Dakota.
- c. Black Hills does not train contractors. See subpart a.

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NorthWestern:

- a. NorthWestern does not train contractor employees.
- b. Annual spending on training and certification for in-house crews is reflected in the table below.

2021	2022	2023	2024	2025
\$384,266	\$452,044	\$517,149	\$550,759	\$679,284

- c. See the response to subpart a, above.

Respondent(s):

Brad Wenande (NorthWestern) and Michael Pogany (Black Hills)

Attachment(s):

None

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REQUEST DATE : 01/21/26

RESPONSE DATE : 02/02/26

REQUESTING PARTY: LIUNA

SUBJECT:

LIUNA Request No. 1.28:

Describe any "best practices" in contractor training and qualification that the Applicants intend to share, standardize, or expand across the combined company post-merger.

Response to LIUNA Request No. 1.28:

Joint Response:

The Joint Applicants are still developing a comprehensive integration plan and training, and contractor relationships will be assessed during the integration plan development with input and decision-making from senior management, integration leads, and subject matter experts of both companies considering the impact on all stakeholders, including customers. At this time no decisions have been made regarding the topics listed in subpart c post-merger. The functional group level integration planning process began the week of January 20, 2026.

Respondent(s):

Crystal Lail (NorthWestern) and Michael Pogany (Black Hills)

Attachment(s):

None

NORTHWESTERN AND BLACK HILLS

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REQUEST DATE : 01/21/26

RESPONSE DATE : 02/02/26

REQUESTING PARTY: LIUNA

SUBJECT:

LIUNA Request No. 1.30:

For South Dakota service territories of each Applicant, provide a detailed capital investment forecast for at least the next five years (2026–2030), organized by project category (e.g., transmission line construction, replacement, renewal, main replacement, service line renewal, System Safety and Integrity Rider programs, growth projects, other). For each category and year, provide:

- a. Projected capital expenditure (in dollars);
- b. Estimated portion to be performed by outside construction contractors (in dollars and percentage);
- c. Estimated portion to be performed by in-house crews (in dollars and percentage);
- d. Estimated number of construction crews needed (broken out between contractor and in-house);
- e. Estimated FTE positions or labor hours needed (broken out between in-house and contractor).

Response to LIUNA Request No. 1.30:

Joint Applicants object to this data request on grounds it is vague and ambiguous, specifically with respect to the timeframe for which information is sought as the introductory clause suggests the request is seeking historic data, but subpart a. suggests it is seeking forecasted information. Joint Applicants further object on grounds the request is vague and ambiguous, specifically with respect to whether the request is seeking information about natural gas or electric operations. Further, Joint Applicants object to this data request to the extent it seeks to solicit information about a non-applicant, Black Hills Power.

Notwithstanding and without waiving their objections, Joint Applicants state as follows:

Joint Response:

- a. Please see the Highly Confidential Attachments to Staff 1.29.

NORTHWESTERN AND BLACK HILLS
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NorthWestern:

- b. NorthWestern does not have reporting available to reliably estimate the percentage of work performed by outside contractors versus in-house crews.
- c. See the response to subpart b, above.
- d. See the response to subpart b, above.
- e. See the response to subpart b, above.

Black Hills:

- b. Black Hills does not have reporting available to reliably estimate the percentage of work performed by outside contractors versus in-house crews.
- c. See the response to subpart b, above.
- d. See the response to subpart b, above.
- e. See the response to subpart b, above.

Respondent(s):

Crystal Lail (NorthWestern) and Marne Jones (Black Hills)

Attachment(s):

None

NORTHWESTERN AND BLACK HILLS

GE25-001

REQUEST DATE : 01/21/26

RESPONSE DATE : 02/02/26

REQUESTING PARTY: LIUNA

SUBJECT:

LIUNA Request No. 1.31:

Provide copies of any workforce development plans, workforce capacity assessments, staffing studies, or analyses prepared by or for each Applicant to ensure sufficient skilled contractor personnel are available in South Dakota to execute the forecasted capital, maintenance, and reliability programs over the next five years.

Response to LIUNA Request No. 1.31:

Joint Applicants object to this data request because it is overly broad and unduly burdensome and is not reasonably calculated to lead to admissible evidence on the matters at issue in this merger docket. Joint Applicants further object that the request is not limited in temporal scope. Finally, Joint Applicants further object to this data request to the extent it seeks to solicit information about a non-applicant, Black Hills Power.

Black Hills:

Black Hills does conduct development planning with its employee workforce but does not do this work with specific regard to contractor provided services in South Dakota. Consequently, Black Hills does not have any responsive assessments, studies, or analysis specific to South Dakota.

NorthWestern:

NorthWestern does not have workforce development plans specific to South Dakota nor have we conducted any workforce capacity assessments, studies or analysis.

To ensure sufficient skilled contractor resources, NorthWestern maintains an active list of qualified contractors based on historical project awards and demonstrated performance. Contractors on this list are industry-recognized as possessing the skills, knowledge, and experience required to perform gas and electric utility work.

Any new contractors are subject to a vetting process prior to contract award, which includes review of comparable work, evaluation of safety and performance history, and reference checks. This qualification and vetting process is used to support execution of forecasted capital, maintenance, and reliability programs.

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Respondent(s):

Brad Wenande (NorthWestern) and Michael Pogany (Black Hills)

Attachment(s):

None

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REQUEST DATE : 01/21/26

RESPONSE DATE : 02/02/26

REQUESTING PARTY: LIUNA

SUBJECT:

LIUNA Request No. 1.32:

Describe any current or planned initiatives undertaken or supported by each Applicant to recruit, train, and retain local South Dakota residents for construction jobs created by gas or electric infrastructure investments.

Response to LIUNA Request No. 1.32:

Joint Applicants object on grounds the request seeks to solicit information about a non-applicant, Black Hills Power.

Subject to and without waiving these objections, Joint Applicants respond as follows:

Black Hills:

Black Hills does not have any current or planned initiatives to recruit, train and retain local South Dakota residents for contractor jobs.

Black Hills does undertake several initiatives—to recruit, train, and retain local South Dakota residents for construction jobs created by infrastructure investments. These efforts focus on building a reliable pipeline of skilled workers, strengthening community partnerships, and supporting long-term workforce development within the state. Black Hills actively recruits South Dakota residents by conducting targeted outreach in communities where construction activity is planned. This includes advertising positions through local job centers, technical schools, workforce development agencies, and regional job fairs.

All newly hired employees - including South Dakota residents recruited for construction roles - receive comprehensive technical and safety training. This training includes operator qualification (OQ) training, safety certifications, and on-the-job field instruction aligned with industry and regulatory standards. Black Hills also supports ongoing skill development to ensure employees remain current on evolving technologies, construction practices, and safety requirements. To retain skilled local workers, Black Hills offers competitive wages, benefits, and opportunities for internal advancement. Employees gain access to clear career pathways within electric operations, helping ensure long-term employment stability and career growth within the South Dakota region.

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NorthWestern:

NorthWestern does not have any current or planned initiatives to recruit, train and retain local South Dakota residents for contractor jobs created by gas infrastructure investments.

For its own positions, NorthWestern recruits, trains, and retains South Dakota employees as part of its overall plan, including:

Talent Sourcing:

NorthWestern company-wide talent sourcing includes utilizing a multi-channel approach to talent acquisition, including job boards, social media, job fairs and industry events. Open positions are listed on our careers page at <https://northwesternenergy.com/about-us/careers> and on a diverse network of job boards. We strive to have a pipeline of qualified applicants so the utilization of recruitment agencies is only when needed. Building strategic partnerships with two and four year schools, tribal schools, professional associations, and community organizations helps to create a pipeline of qualified candidates. We utilize Facebook and LinkedIn primarily for social media outreach. We utilize state department of labor job boards as well. The Human Resources team partners with the business units to attend college career fairs, middle school and high school events, and other organization events such as Jobs for America's Graduates. Internships and apprenticeships are offered based on business need.

Retention:

Once an applicant becomes part of the NorthWestern team, we transition to promoting a psychologically safe environment where valued team members can do their best work. This includes an in person new hire orientation, comprehensive training and development, pulse and engagement surveys, check ins, stay interviews and development planning. We send out a 90 day new hire survey and promote a robust employee value proposition that encompasses all aspects of the employment experience, including total rewards, deeper connections, personal growth, purpose, well-being and flexibility.

Respondent(s):

Brad Wenande (NorthWestern) and Marne Jones (Black Hills)

Attachment(s):

None

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REQUEST DATE : 01/21/26

RESPONSE DATE : 02/02/26

REQUESTING PARTY: LIUNA

SUBJECT:

LIUNA Request No. 1.33:

Identify and describe any existing corporate policies, procurement criteria, contract award provisions, or programmatic goals related to local hiring of South Dakota residents and communities for construction work.

Response to LIUNA Request No. 1.33:

Joint Applicants object on grounds the request seeks to solicit information about a non-applicant, Black Hills Power.

Subject to and without waiving these objections, Joint Applicants respond as follows:

Black Hills:

Black Hills Corporation does not have any corporate policies, procurement criteria, contract award provisions, or programmatic goals specifically related to the hiring of South Dakota residents or communities for construction work. All decisions are made in a manner that supports equal opportunity, safe operations, operational integrity, and the delivery of reliable service to customers. See response to LIUNA 1.32 for additional information.

NorthWestern:

NorthWestern does not have any policies specifically related to local hiring of South Dakota residents and communities. We do have our overall internal employment policy that applies to all NorthWestern employees and all open positions. See response to LIUNA 1.32 for additional information.

Respondent(s):

Brad Wenande (NorthWestern) and Marne Jones (Black Hills)

Attachment(s):

None

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REQUEST DATE : 01/21/26

RESPONSE DATE : 02/02/26

REQUESTING PARTY: LIUNA

SUBJECT:

LIUNA Request No. 1.34:

Explain in detail how merger-driven benefits (scale, stability, enhanced reliability, greater resources, larger crew pools, economies of scale) will affect in South Dakota: (a) volume, timing, and geographic distribution of construction work; (b) use of shared contractor crews and resources; (c) availability and stability of local construction employment; (d) access to utility-funded training or workforce development; (e) utilization of local contractors and workers; and (f) overall economic benefits to South Dakota communities.

Response to LIUNA Request No. 1.34:

Joint Applicants object on grounds the request seeks to solicit information about a non-applicant, Black Hills Power and about a state over which the Commission does not have jurisdiction.

Subject to and without waiving these objections, Joint Applicants respond as follows:

Joint Response:

Joint Applicants have not yet conducted studies or otherwise determined any specific post-merger practices or impacts for the items set forth in this data request at this time.

Post-merger contracting and procurement practices for Black Hills Power and NorthWestern will continue to prioritize safety, reliability, and cost-effective service to ensure that contracting decisions, workforce standards, training, and operational integrity remain aligned with our core values and regulatory obligations. Joint Applicants are in the initial phases of integration planning and have not yet made determinations about the procurement processes or contracting policies post-merger. The Joint Applicants anticipate evaluating procurement processes as part of their integration planning process with input from senior management, integration leads, and subject matter experts of both companies considering the impact on all stakeholders, including customers. The functional group level of integration planning process began the week of January 20, 2026.

Respondent(s):

Crystal Lail (NorthWestern) and Marne Jones (Black Hills)

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Attachment(s):

None

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REQUEST DATE : 01/21/26

RESPONSE DATE : 02/02/26

REQUESTING PARTY: LIUNA

SUBJECT:

LIUNA Request No. 1.35:

State whether the Applicants are willing to commit that post-merger contracting and procurement practices will: (a) preserve, at a minimum, existing wage and fringe benefit levels for contractor employees; (b) not shift work to lower-wage contractors affecting safety or service quality; (c) maintain or improve training and safety standards for contractor employees; (d) preserve or enhance local hiring and workforce development opportunities; and (e) not use increased purchasing power to reduce contractor employee compensation and benefits.

Response to LIUNA Request No. 1.35:

Joint Applicants object on grounds the request seeks to solicit information about a non-applicant, Black Hills Power.

Subject to and without waiving these objections, Joint Applicants respond as follows:

Joint Response:

Joint Applicants have not made any commitment on these topics in their Joint Application or Direct Testimony and are not willing to make commitments which may impact their ability to contract efficiently to preserve safety, reliability, and cost-effective service. Wages and benefit decisions are determined by the contractors and not specified by Joint Applicants' either individually or collectively and committing to modifying contracting practices in a way that may be contrary to customers' best interests is not appropriate for this matter.

Respondent(s):

Crystal Lail (NorthWestern) and Marne Jones (Black Hills)

Attachment(s):

None

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REQUEST DATE : 01/21/26

RESPONSE DATE : 02/02/26

REQUESTING PARTY: LIUNA

SUBJECT:

LIUNA Request No. 1.36:

Describe any existing or proposed metrics, reporting procedures, oversight mechanisms, audits, or controls each Applicant will use to ensure post-merger contracting practices: (a) preserve or improve wage and benefit standards; (b) maintain a highly skilled, qualified, and safe contractor workforce; and (c) do not adversely affect safety, reliability, damage prevention, or service quality.

Response to LIUNA Request No. 1.36:

Joint Response:

Subject to the general objections, the Joint Applicants respond as follows:

Applicants have not yet conducted specific studies or otherwise determined any specific post-merger practices for the items set forth in this data request at this time.

Applicants each make decisions today that prioritize safety, reliability, and cost-effective service, so Joint Applicants assert their current contracting practices promote a highly skilled, qualified, and safe contractor workforce as well as safety, reliability, damage prevention, and service quality. Wages and benefit decisions are determined by the contractor company and not identified by Applicants' either individually or collectively. Post-merger contracting and procurement practices will continue to be guided by these principles to ensure that workforce standards, training, and operational integrity remain aligned with our core values and regulatory obligations. Applicants are in the initial phases of integration planning and have not yet made determinations about the procurement processes or contracting policies post-merger. The Applicants anticipate evaluating procurement processes as part of their integration planning process with input from senior management, integration leads, and subject matter experts of both companies considering the impact on all stakeholders, including customers. The functional group level of integration planning process kicked off the week of January 20, 2026.

Respondent(s):

Brad Wenande (NorthWestern) and Marne Jones (Black Hills)

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Attachment(s):

None

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REQUEST DATE : 01/21/26

RESPONSE DATE : 02/02/26

REQUESTING PARTY: LIUNA

SUBJECT:

LIUNA Request No. 1.37:

Identify all merger-specific conditions or commitments the Applicants have offered to any state commission (Nebraska, South Dakota, or Montana) regarding: contractor workforce quality, safety, training, or qualifications; local hiring or workforce development; wage or benefit preservation; labor standards; or protection of the skilled construction workforce. Provide copies of all such materials and proposed regulatory conditions.

Response to LIUNA Request No. 1.37:

Joint Response:

Joint Applicants have not made or proposed any contractor specific workforce or training conditions or commitments to any state regulator as part of the Merger.

Respondent(s):

Crystal Lail (NorthWestern) and Marne Jones (Black Hills)

Attachment(s):

None

NORTHWESTERN AND BLACK HILLS

GE25-001

REQUEST DATE : 01/21/26

RESPONSE DATE : 02/02/26

REQUESTING PARTY: LIUNA

SUBJECT:

LIUNA Request No. 1.38:

Are the Applicants aware of any construction, maintenance, and traffic control contractors that currently perform, or within the last five years have performed, work for both utilities? For any contractors that have performed work for both utilities, describe the scopes of work performed, and the regions or communities served for each utility.

Response to LIUNA Request No. 1.38:

Joint Applicants object to the extent the request seeks to solicit information about a non-applicant, Black Hills Power. Joint Applicants object on grounds the request is not reasonably calculated to lead to the production of admissible evidence and would be overly broad and unduly burdensome to produce the requested information. Notwithstanding and without waiving their objection, Joint Applicants state as follows:

Joint Response:

Joint Applicants have not conducted the requested analysis.

Respondent(s):

Crystal Lail (NorthWestern) and Michael Pogany (Black Hills)

Attachment(s):

None