Exhibit No.___(JSG-1)

MONTANA-DAKOTA UTILITIES CO.
A Division of MDU Resources Group, Inc.

BEFORE THE SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

Docket No. NG12-___

PREPARED DIRECT TESTIMONY OF

J. STEPHEN GASKE

Q1. Please state your name, position and business address.

A1. My name is J. Stephen Gaske and I am a Senior Vice President of Concentric Energy Advisors, Inc., 1130 Connecticut Avenue NW, Suite 850, Washington, DC 20036.

Q2. Would you please describe your educational and professional background?

A2. I hold a B.A. degree from the University of Virginia and an M.B.A. degree with a major in finance and investments from George Washington University. I also earned a Ph.D. degree from Indiana University where my major field of study was public utilities and my supporting fields were finance and economics.

From 1977 to 1980, I worked for H. Zinder & Associates ("HZA") as a research assistant and later as supervisor of regulatory research. Subsequently, I spent a year assisting in the preparation of cost of capital studies for presentation in regulatory proceedings.

From 1982 to 1986, I undertook graduate studies in economics and finance at Indiana University where I also taught courses in public utilities, transportation, and physical distribution. During this time, I also was employed as an

independent consultant on a number of projects involving public utility regulation, rate design, and cost of capital. From 1983 to 1986, I was coordinator for the Edison Electric Institute Electric Rate Fundamentals course. In 1986, I accepted an appointment as assistant professor at Trinity University in San Antonio, Texas, where I taught courses in financial management, investments, corporate finance, and corporate financial theory.

In 1988, I returned to HZA and was President of the company from 2000 to 2008. In May 2008, HZA merged with Concentric Energy Advisors, Inc. ("Concentric") and I became a Senior Vice President of Concentric.

Q3. Have you presented expert testimony in other proceedings?

A3. Yes. I have filed testimony on the cost of capital and capital structure issues for electric and natural gas distribution and oil and natural gas pipeline operations before 11 state and provincial regulatory bodies, including the South Dakota Public Utilities Commission. I also have testified or filed testimony or affidavits before various federal regulators, including the Federal Energy Regulatory Commission on more than thirty occasions, the National Energy Board of Canada, and the Comisión Reguladora de Energía of México. Topics covered in these submissions have included rate of return, capital structure, cost allocation, rate design, revenue requirements, and market power. In addition, I have testified or submitted testimony on issues such as cost allocation, rate design, pricing and generating plant economics before the U.S. Postal Rate Commission, regulators in four Canadian provinces, and seven U.S. state public utility commissions. During the course of my consulting career, I have conducted many studies on issues

related to regulated industries and have served as an advisor to numerous clients on economic, competitive, and financial matters. I also have spoken and lectured before many professional groups including the American Gas Association and the Edison Electric Institute Rate Fundamentals courses. Finally, I am a member of the American Economic Association, the Financial Management Association, and the American Finance Association.

I. INTRODUCTION

A. Scope and Overview

Q4. What is the scope of your testimony in this proceeding?

A4. I have been asked by Montana-Dakota Utilities Co. ("Montana-Dakota" or the "Company") to estimate the cost of common equity capital for the Company's natural gas distribution operations in the state of South Dakota. In this testimony, I calculate the cost of common equity capital for Montana-Dakota's South Dakota natural gas distribution operations based on a Discounted Cash Flow ("DCF") analysis of a group of proxy companies that have risks similar to those of Montana-Dakota's South Dakota natural gas distribution operations. The results of this DCF study are supported by various benchmark criteria that I have used to test the reasonableness of the DCF study results.

Q5. What rate of return is Montana-Dakota requesting in this proceeding?

A5. Based on its test period capital structure, Montana-Dakota is requesting the following rate of return:

Table 1: Requested Rate of Return – South Dakota Natural Gas Operations[1]

Source	Amount ($000)	Percent	Cost	Overall Rate of Return
Long-Term Debt	$280,481.27	37.700%	6.846%	2.581%
Short-Term Debt	$70,893.50	9.529%	1.060%	0.101%
Preferred Stock	$15,350.00	2.063%	4.583%	0.095%
Common Equity	$377,253.57	50.708%	10.500%	5.324%
TOTAL	$743,978.34	100.000%		8.101%

As my testimony discusses, an overall allowed rate of return of 8.101 percent, with a 10.50 percent return on common equity, represents the cost of capital for Montana-Dakota at this time.

B. Company Background

Q6. Please describe Montana-Dakota's operations and those of its parent company, MDU Resources Group, Inc.

A6. Montana-Dakota is a wholly-owned division of MDU Resources Group, Inc. ("MDU Resources") that is engaged in the generation, transmission, and distribution of electricity, and the distribution of natural gas in the states of North Dakota, Montana, South Dakota, and Wyoming. MDU Resources also owns Cascade Natural Gas Co., which distributes natural gas in the states of Washington and Oregon; Intermountain Gas Company, which distributes natural gas in the state of Idaho; and Great Plains Natural Gas Co., which distributes natural gas in southeastern North Dakota and western Minnesota. Through other divisions and subsidiaries, MDU Resources is engaged in utility infrastructure construction, natural gas and oil exploration and production, natural gas gathering

[1] Pro forma capital structure and rate of return as of June 30, 2013.

and transmission, and produces and markets aggregates and other construction materials.

In 2011, the utility companies within MDU Resources provided natural gas distribution service to 846,000 residential, commercial, and industrial customers in 334 communities across eight states.[2] In addition, Montana-Dakota provided electric utility service to over 127,000 residential, commercial, industrial, and municipal customers in 177 communities and adjacent rural areas across four states.[3] Natural gas distribution assets comprised 25.6 percent[4] of MDU Resources' total assets in 2011, and natural gas distribution revenues comprised 22.4 percent[5] of total operating revenues. In addition, natural gas distribution operating income accounted for 20.4 percent[6] of MDU Resources' total operating income in 2011. South Dakota accounted for 6.0 percent of the natural gas distribution operating sales revenues, while Idaho (33.0 percent), Washington (26.0 percent), North Dakota (12.0 percent), Oregon (9.0 percent), Montana (8.0 percent), Minnesota (4.0 percent), and Wyoming (2.0 percent) accounted for the other 94 percent of natural gas distribution operating sales revenues.[7]

Q7. Would you please describe Montana-Dakota's South Dakota natural gas service territory?

A7. Montana-Dakota provides natural gas distribution service to approximately 54,000 customers in 25 communities in western and north-central South Dakota,

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2 MDU Resources Group, Inc., 2011 SEC Form 10-K, at 12.
3 *Ibid.*, at 8.
4 *Ibid.*, at 92.
5 *Ibid.*, at 90.
6 *Ibid.*, at 29.
7 *Ibid.*, at 12.

including the cities of Rapid City, Pierre, Spearfish, and Mobridge, and many small towns and rural areas. The economy of western and north-central South Dakota is primarily based on Ellsworth Air Force Base, tourism, light manufacturing and state government. From an economic perspective, the mostly rural nature of western and north-central South Dakota poses accessibility challenges, resulting in less access to markets and high transportation costs to larger markets. In addition, rural county residents lack access to the same variety of goods and services available in more heavily populated areas of the country.

Montana-Dakota's South Dakota natural gas operations have experienced slight growth in recent years as a slowly growing customer base has been offset by declining average use per customer due to energy efficiency and conservation. As discussed in the Direct Testimony of Montana-Dakota witness Mr. Jay Skabo, most of the recent investment in this jurisdiction has been for new distribution plant to accommodate customer growth and support reliability, and also the installation of automated meter reading and new customer billing systems. Significant investment will continue to be required in coming years to support customer growth and to replace aging plant so that the Company can continue to provide safe, reliable and efficient natural gas distribution service to its South Dakota customers.

II. FINANCIAL MARKET STUDIES

A. Criteria for a Fair Rate of Return

Q8. Please describe the criteria which should be applied in determining a fair rate of return for a regulated company.

A8. The United States Supreme Court has provided general guidance regarding the level of allowed rate of return that will meet constitutional requirements. In *Bluefield Water Works & Improvement Company v. Public Service Commission of West Virginia (262 U.S. 679, 693 (1923))*, the Court indicated that:

> The return should be reasonably sufficient to assure confidence in the financial soundness of the utility and should be adequate, under efficient and economical management, to maintain and support its credit and enable it to raise the money necessary for the proper discharge of its public duties. A rate of return may be reasonable at one time and become too high or too low by changes affecting opportunities for investment, the money market and business conditions generally.

The Court has further elaborated on this requirement in its decision in *Federal Power Commission v. Hope Natural Gas Company (320 U.S. 591, 603 (1944))*. There the Court described the relevant criteria as follows:

> From the investor or company point of view it is important that there be enough revenue not only for operating expenses but also for the capital costs of the business. These include service on the debt and dividends on the stock.... By that standard the return to the equity owner should be commensurate with returns on investments in other enterprises having corresponding risks. That return, moreover, should be sufficient to assure confidence in the financial integrity of the enterprise, so as to maintain its credit and to attract capital.

Thus, the standards established by the Court in Hope and Bluefield consist of three requirements. These are that the allowed rate of return should be:

1. commensurate with returns on enterprises with corresponding risks;
2. sufficient to maintain the financial integrity of the regulated company; and
3. adequate to allow the company to attract capital on reasonable terms.

These legal criteria will be satisfied best by employing the economic concept of the "cost of capital" or "opportunity cost" in establishing the allowed rate of return on common equity. For every investment alternative, investors consider the risks attached to the investment and attempt to evaluate whether the return they expect to earn is adequate for the risks undertaken. Investors also consider whether there might be other investment opportunities that would provide a better return relative to the risk involved. This weighing of alternatives and the highly competitive nature of capital markets causes the prices of stocks and bonds to adjust in such a way that investors can expect to earn a return that is just adequate for the risks involved. Thus, for any given level of risk, there is a return that investors expect in order to induce them to voluntarily undertake that risk and not invest their money elsewhere. That return is referred to as the "opportunity cost" of capital or "investor required" return.

Q9. How should a fair rate of return be evaluated from the standpoint of consumers and the public?

A9. The same standards should apply. When an unregulated entity faces competition, the pressure of that competition and consumer choices will combine to determine

the fair rate of return. However, when regulation is appropriate, consumers and the public have a long-term interest in seeing that the regulated company has an opportunity to earn returns that are not so high as to be excessive, but that also are sufficient to encourage continued replacement and maintenance, as well as needed expansions, extensions, and new services. Thus, both the consumer and the public interest depend on establishing a return that will readily attract capital without being excessive.

Q10. How are the costs of preferred stock and long-term debt determined?

A10. For purposes of setting regulated rates, the current embedded costs of preferred stock and long-term debt are used in order to ensure that the company receives a return that is sufficient to pay the fixed dividend and interest obligations that are attached to these sources of capital.

Q11. How is the cost of common equity determined?

A11. The practice in setting a fair rate of return on common equity is to use the current market cost of common equity in order to ensure that the return is adequate to attract capital and is commensurate with returns available on other investments with similar levels of risk. However, determining the market cost of common equity is a relatively complicated task that requires analysis of many factors and some degree of judgment by an analyst. The current market cost of capital for securities that pay a fixed level of interest or dividends is relatively easy to determine. For example, the current market cost of debt for publicly-traded bonds can be calculated as the yield-to-maturity, adjusted for flotation costs, based on the current market price at which the bonds are selling. In contrast, because

common stockholders receive only the residual earnings of the company, there are no fixed contractual payments which can be observed. This uncertainty associated with the dividends that eventually will be paid greatly complicates the task of estimating the cost of common equity capital. For purposes of this testimony, I have relied on several analytical approaches for estimating the cost of common equity. My primary approach relies on three DCF analyses. In addition, I have conducted a Risk Premium analysis as a benchmark to assess the reasonableness of the DCF results. Each of these approaches is described later in this testimony.

B. Interest Rates and the Economy

Q12. What are the general economic factors that affect the cost of capital?

A12. Companies attempting to attract common equity must compete with a variety of alternative investments. Prevailing interest rates and other measures of economic trends influence investors' perceptions of the economic outlook and its implications on both short- and long-term capital markets. Page 1 of Schedule 1 of Exhibit No.___(JSG-2) shows various general economic statistics. Real growth in the Gross Domestic Product ("GDP") has averaged 2.7 percent annually during the past 30 years, 2.6 percent for the past 20 years, and 1.6 percent for the past 10 years. Economic growth remained sluggish in the third quarter of 2012, with real GDP increasing at an annual rate of 2.0 percent, as the economy continues to slowly recover from the 2008-09 recession.[8] According to Blue Chip Economic Indicators, the consensus forecast for expected growth in real GDP is

[8] U.S. Department of Commerce, Bureau of Economic Analysis.

2.0 percent in 2013[9] and 2.8 percent in 2014,[10] respectively. Likewise, the U.S. unemployment rate has improved slightly in recent months to 7.9 percent as of October 2012,[11] but remains at unusually high levels after the recession. In light of these weak economic conditions, the Federal Reserve has maintained its federal funds rate of 0.00 percent to 0.25 percent for overnight loans to banks in order to provide continued liquidity to the U.S. financial markets.[12]

As pages 2 to 3 of Schedule 1 of Exhibit No.___(JSG-2) show, interest rates on longer-term public utility bonds have declined substantially since the first half of 2011, with average 2012 yields on A-rated public utility bonds at 4.17 percent and yields on Baa-rated public utility bonds at 4.93 percent. Although current credit spreads remain lower than during the peak of the global economic crisis in late 2008 and the first half of 2009, they are significantly higher than before the financial crisis. Many market experts have attributed these increased credit spreads to the "flight to safety" which began in the aftermath of the global economic crisis that commenced in the third quarter of 2008 with the failure of many borrowers to make payments on sub-prime mortgages. The concept of the "flight to safety" is that risk-averse investors flock to the least risky government-backed securities, lowering the yield on those securities, but significantly increasing the relative capital costs associated with the more risky corporate securities.

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9 Blue Chip Economic Indicators, Vol. 37, No. 11, November 10, 2012, at 3.
10 Blue Chip Economic Indicators, Vol. 37, No. 10, October 10, 2012, at 14.
11 U.S. Department of Labor, Bureau of Labor Statistics.
12 Minutes of the Federal Open Market Committee, October 23-24, 2012, at 9.

Investors also are influenced by both the historical and projected level of inflation. During the past decade, the Consumer Price Index has increased at an average annual rate of 2.4 percent and the GDP Implicit Price Deflator, a measure of price changes for all goods produced in the United States, has increased at an average rate of 2.3 percent. According to Blue Chip Economic Indicators, the Consumer Price Index is forecasted to increase by 2.0 percent[13] and 2.3 percent[14] for 2013 and 2014, respectively. Over the intermediate and longer-term, however, investors can expect higher inflation rates as the Federal Reserve's accommodative monetary policy since 2008 places upward pressure on consumer and producer prices once economic growth returns to historical levels. According to Blue Chip Financial Forecasts, the projected yield on 30-year U.S. Treasury bonds from 2014 to 2018 is 5.1 percent and from 2019 to 2023 it is 5.5 percent.[15] These interest rates are significantly higher than the current yield on the 30-year U.S. Treasury bond, suggesting that investors expect a substantial increase in inflationary pressure over the intermediate and long-term periods.

Q13. How are current economic conditions reflected in the equity markets?

A13. Although corporate bond yields are lower than pre-crisis levels, primarily due to Federal Reserve monetary policy, credit spreads for intermediate quality corporate bonds remain somewhat higher than pre-crisis levels as investors remain risk averse and inflation fears increase. The equity markets generally have not fully recovered from the large stock market decline in 2008 and 2009. This suggests

[13] Blue Chip Economic Indicators, Vol. 37, No. 11, November 10, 2012, at 3.
[14] Blue Chip Economic Indicators, Vol. 37, No. 10, October 10, 2012, at 14.
[15] Blue Chip Financial Forecasts, Vol. 31, No. 6, June 1, 2012, at 14.

that the premium required in the cost of common equity generally is higher than it was before the significant risks of equity investment were emphasized during the recent market downturn.

C. Discounted Cash Flow ("DCF") Method

Q14. Please describe the DCF method of estimating the cost of common equity capital.

A14. The DCF method reflects the assumption that the market price of a share of common stock represents the discounted present value of the stream of all future dividends that investors expect the firm to pay. The DCF method suggests that investors in common stocks expect to realize returns from two sources: a current dividend yield plus expected growth in the value of their shares as a result of future dividend increases. Estimating the cost of capital with the DCF method, therefore, is a matter of calculating the current dividend yield and estimating the long-term future growth rate in dividends that investors reasonably expect from a company.

The dividend yield portion of the DCF method utilizes readily-available information regarding stock prices and dividends. The market price of a firm's stock reflects investors' assessments of risks and potential earnings as well as their assessments of alternative opportunities in the competitive financial markets. By using the market price to calculate the dividend yield, the DCF method implicitly recognizes investors' market assessments and alternatives. However, the other component of the DCF formula, investors' expectations regarding the

future long-run growth rate of dividends, is not readily apparent from stock market data and must be estimated using informed judgment.

Q15. What is the appropriate DCF formula to use in this proceeding?

A15. There can be many different versions of the basic DCF formula, depending on the assumptions that are most reasonable regarding the timing of future dividend payments. In my opinion, it is most appropriate to use a model that is based on the assumptions that dividends are paid quarterly and that the next annual dividend increase is a half year away. One version of this quarterly model assumes that the next dividend payment will be received in three months, or one quarter. This model multiplies the dividend yield by $(1 + 0.75g)$. Another version assumes that the next dividend payment will be received today. This model multiplies the dividend yield by $(1 + 0.5g)$. Since, on average, the next dividend payment is a half quarter away, the average of the results of these two models is a reasonable approximation of the average timing of dividends and dividend increases that investors can expect from companies that pay dividends quarterly. The average of these two quarterly dividend models is:

$$K = \frac{D_0(1 + 0.625g)}{P} + g$$

Where: K = the cost of capital, or total return that investors expect to receive;

P = the current market price of the stock;

D_0 = the current annual dividend rate; and

g = the future annual growth rate that investors expect.

In my opinion, this is the DCF model that is most appropriate for estimating the cost of common equity capital for companies that pay dividends quarterly, such as those used in my analysis.

D. Flotation Cost Adjustment

Q16. Does the investor return requirement that is estimated by a DCF analysis need to be adjusted for flotation costs in order to estimate the cost of capital?

A16. Yes. There are significant costs associated with issuing new common equity capital, and these costs must be considered in determining the cost of capital. Schedule 2 of Exhibit No.___(JSG-2) shows a representative sample of flotation costs incurred with 44 new common stock issues by natural gas distribution companies from January 2000 to October 2012. Flotation costs associated with these new issues averaged 3.81 percent.

This indicates that in order to be able to issue new common stock on reasonable terms, without diluting the value of the existing stockholders' investment, Montana-Dakota must have an expected return that places a value on its equity that is approximately 4.0 percent above book value. The cost of common equity capital is therefore the investor return requirement multiplied by 1.04.

One purpose of a flotation cost adjustment is to compensate common equity investors for past flotation costs by recognizing that their real investment in the company exceeds the equity portion of the rate base by the amount of past flotation costs. For example, the proxy companies generally have incurred flotation costs in the past and, thus, the cost of capital invested in these companies

is the investor return requirement plus an adjustment for flotation costs. A more important purpose of a flotation cost adjustment is to establish a return that is sufficient to enable a company to attract capital on reasonable terms. This fundamental requirement of a fair rate of return is analogous to the well-understood basic principle that a firm, or an individual, should maintain a good credit rating even when they do not expect to be borrowing money in the near future. Regardless of whether a company can confidently predict its need to issue new common stock several years in advance, it should be in a position to do so on reasonable terms at all times without dilution of the book value of the existing investors' common equity. This requires that the flotation cost adjustment be applied to the entire common equity investment and not just a portion of it.

E. DCF Study of Natural Gas Utility Companies

Q17. Would you please describe the overall approach used in your DCF analysis of Montana-Dakota's cost of common equity for its South Dakota natural gas distribution operations?

A17. Because Montana-Dakota's South Dakota natural gas distribution business must compete for capital with many other potential projects and investments, it is essential that it have an allowed return that matches returns potentially available from other similarly risky investments. The DCF method provides a good measure of the returns required by investors in the financial markets. However, the DCF method requires a market price of common stock to compute the dividend yield component. Since Montana-Dakota is a division of MDU Resources and does not have publicly-traded common stock, a direct, market-

based DCF analysis of Montana-Dakota's South Dakota natural gas distribution operations as a stand-alone company is not possible. As an alternative, I have used a group of natural gas distribution companies that have publicly-traded common stock as a proxy group for purposes of estimating the cost of common equity for Montana-Dakota's South Dakota natural gas distribution operations.

Q18. How did you select a group of natural gas distribution proxy companies?

A18. I started with the eleven companies that Value Line classifies as Natural Gas Utilities to ensure that the company is considered to be primarily engaged in the natural gas distribution business and that retention growth rates are available. From that group, I eliminated any companies that did not have investment-grade credit ratings from either Standard & Poor's ("S&P") or Moody's Investors Service ("Moody's") because such companies are not sufficiently comparable in terms of business and financial risk to Montana-Dakota. In addition, I excluded any companies that did not pay dividends or that did not have future growth rate estimates provided by both Value Line and Zacks. In order to ensure that the company is primarily engaged in the natural gas distribution business, I eliminated any company that did not derive at least 70 percent of its operating income from regulated natural gas distribution operations in 2011, and that did not have at least 70 percent of its total assets devoted to the provision of natural gas distribution service in 2011. As shown on page 1 of Schedule 3 of Exhibit No.___(JSG-2), eight companies met these criteria for inclusion in the proxy group.

Q19. How did you calculate the dividend yields for the companies in your proxy group?

A19. These calculations are shown on page 1 of Schedule 4 of Exhibit No.___(JSG-2). For the price component of the calculation, I used the average of the high and low stock prices for each month during the six-month period from May 2012 through October 2012. The average monthly dividend yields were calculated for each company by dividing the prevailing annualized dividend for the period by the average of the stock prices for each month. These dividend yields were then multiplied by the quarterly DCF model factor ($1 + 0.625g$) to arrive at the projected dividend yield component of the DCF model.

Q20. Please describe the method you used to estimate the future growth rate that investors expect from this group of companies.

A20. I developed three different DCF analyses of the proxy companies based on three different growth rate estimation methods. There are many methods that reasonably can be employed in formulating a growth rate estimate, but an analyst must attempt to ensure that the end result is an estimate that fairly reflects the forward-looking growth rate that investors expect.

In the first approach, I calculated retention growth (also known as "sustainable growth") forecasts from Value Line forecasts of dividends, earnings, and returns on equity to derive the DCF rate of return estimate. As a second approach, I conducted a Basic DCF analysis that relied on analysts' earnings forecasts for the growth rate component of the model. My third approach used a combination of

the Value Line retention growth forecasts and analysts' earnings growth projections to produce a Blended Growth Rate Analysis.

F. Retention Growth Analysis

Q21. What approach did you use in calculating the long-term growth rate in your Retention Growth DCF analysis?

A21. In the Retention Growth DCF analysis, the long-term growth rate component is based on the calculation of retention growth rates using Value Line forecasts for each company. This Retention Growth DCF analysis better reflects investors' inflation expectations and the real requirements for long-term investments in plant under current market conditions.

Q22. Please describe the Retention Growth rate component of your analysis.

A22. I have relied upon Value Line projections of the retention growth rates that the proxy companies are expected to begin maintaining three to five years in the future. Although companies may experience extended periods of growth for other reasons, in the long-run, growth in earnings and dividends per share depends in part on the amount of earnings that is being retained and reinvested in a company. Thus, the primary determinants of growth for the proxy companies will be (i) their ability to find and develop profitable opportunities; (ii) their ability to generate profits that can be reinvested in order to sustain growth; and, (iii) their willingness and inclination to reinvest available profits. Expected future retention rates provide a general measure of these determinants of expected growth, particularly items (ii) and (iii).

Q23. How can a company's earnings retention rate affect its future growth?

A23. Retention of earnings causes an increase in the book value per share and, other factors being equal, increases the amount of earnings that is generated per share of common stock. The retention growth rate can be estimated by multiplying the expected retention rate (*b*) by the rate of return on common equity (*r*) that a company is expected to earn in the future. For example, a company that is expected to earn a return of 12 percent and retain 75 percent of its earnings might be expected to have a growth rate of 9 percent, computed as follows:

$$0.75 \times 12\% = 9\%$$

On the other hand, another company that is also expected to earn 12 percent but only retains 25 percent of its earnings might be expected to have a growth rate of 3.0 percent, computed as follows:

$$0.25 \times 12\% = 3\%$$

Thus, the rate of growth in a firm's book value per share is primarily determined by the level of earnings and the proportion of earnings retained in the company.

Q24. How did you calculate the expected future retention rates of the proxy companies?

A24. For most companies, Value Line publishes forecasts of data that can be used to estimate the retention rates that its analysts expect individual companies to have three to five years in the future. Since these retention rates are projected to occur several years in the future, they should be indicative of a normal expectation for a

primary underlying determinant of growth that would be sustainable indefinitely beyond the period covered by analysts' forecasts. While companies may have either accelerating or decelerating growth rates for extended periods of time, the retention growth rates expected to be in effect three to five years in the future generally represent a minimum "cruising speed" that companies can be expected to maintain indefinitely. The derivation of Value Line's retention growth rate forecasts for each of the proxy companies is shown on page 4 of Schedule 4 of Exhibit No.___(JSG-2). The projected earnings per share and projected dividends per share can be used to calculate the percentage of earnings per share that is being retained and reinvested in the company. This earnings retention rate is multiplied by the projected return on common equity to arrive at the projected retention growth rate. The average retention growth rate for the proxy companies is 5.55 percent.

Q25. How did you calculate the cost of capital using the Retention Growth DCF analysis?

A25. These calculations are shown on page 6 of Schedule 4 of Exhibit No.___(JSG-2). Again, the annual dividend yield is multiplied by the quarterly dividend adjustment factor ($1 + 0.625g$) and this product is added to the growth rate estimate to arrive at the investor-required return. Then, the investor return requirement is multiplied by the flotation cost adjustment factor, 1.04, to arrive at the Retention Growth DCF estimate of the cost of common equity capital for the proxy companies. The Retention Growth DCF analysis indicates a cost of common equity for the proxy companies in a range from 7.70 percent to 11.83

percent. In this analysis, the median for the group is 9.41 percent and the third quartile is 11.24 percent.

G. Basic DCF Analysis

Q26. How did you estimate the expected future growth rate in your Basic DCF analysis?

A26. In my Basic DCF analysis, I have estimated expected future growth based on long-term earnings per share growth rate forecasts of investment analysts, which are an important source of information regarding investors' growth rate expectations. This Basic DCF analysis assumes that the analysts' earnings growth forecasts incorporate all information required to estimate a long-term expected growth rate for a company. Zacks is a service that collects earnings growth estimates by professional investment analysts and publishes a summary of the consensus forecasts. I have used the Zacks consensus forecasts as the primary source for analysts' forecasts in my calculations. As shown on page 5 of Schedule 4 of Exhibit No.___(JSG-2), the average of the analysts' long-term earnings growth rate estimates for the natural gas distribution proxy companies is 4.62 percent.

Q27. How did you calculate the cost of capital using the Basic DCF analysis?

A27. These calculations are shown on page 7 of Schedule 4 of Exhibit No.___(JSG-2). Again, the annual dividend yield is multiplied by the quarterly dividend adjustment factor ($1 + 0.625g$) and this product is added to the growth rate estimate to arrive at the investor-required return. Then, the investor return

requirement is multiplied by the flotation cost adjustment factor, 1.04, to arrive at the Basic DCF estimate of the cost of common equity capital for the proxy companies. The Basic DCF analysis indicates a cost of common equity for the proxy companies in a range from 7.17 percent to 10.30 percent. In this analysis, the median for the group is 8.93 percent and the third quartile is 9.73 percent.

H. Blended Growth Rate Analysis

Q28. How did you use your Blended Growth Rate Analysis to estimate investors' long-term growth rate expectations for the proxy companies?

A28. The Blended Growth Rate approach combines: (i) Value Line retention growth forecasts; and (ii) estimates of long-term earnings growth for each company that are published by various investment analysts.

Q29. How did you utilize the analysts' projected earnings growth rates and the projected earnings retention growth rates in estimating expected growth for the proxy companies in the Blended Growth Rate Analysis?

A29. As shown on page 5 of Schedule 4 of Exhibit No.___(JSG-2), I calculated a weighted average of the analysts' projected earnings growth rates and the projected retention growth rates to derive long-term growth rate estimates for each of the proxy companies. In these calculations, I gave a one-half weighting to the analysts' earnings growth rate projections and one-half weighting to the projected retention growth rates. In the current environment, this weighting reflects my view that analysts' earnings growth forecasts may tend to understate long-term sustainable growth rates at this time, and that projected retention

growth rates are as valid as analysts' growth rates because they reflect investor expectations with regard to future inflation and capital investment. The average of the blended growth rates for the proxy companies is 5.08 percent and the median is 4.99 percent.

Q30. How did you utilize these Blended Growth Rate estimates in estimating the return on common equity capital that investors require from the proxy companies?

A30. These calculations are shown on page 8 of Schedule 4 of Exhibit No.___(JSG-2). Again, the annual dividend yield for each company is multiplied by the quarterly dividend adjustment factor ($1 + 0.625g$), and this product is added to the growth rate estimate to arrive at the investor-required return. Finally, the investor return requirement is multiplied by the flotation cost adjustment factor, 1.04, to arrive at the cost of common equity capital for the proxy companies. This Blended Growth Rate Analysis indicates that the cost of common equity capital for the natural gas distribution proxy companies is in a range between 8.38 percent and 10.91 percent. In this analysis, the median for the group is 9.01 percent and the third quartile is 9.51 percent.

I. <u>Risk Premium Analysis</u>

Q31. Have you conducted additional analyses in determining the cost of equity capital for Montana-Dakota?

A31. Yes. The risk premium approach provides a general guideline for determining the level of returns that investors expect from an investment in common stocks.

Investments in the common stocks of companies carry considerably greater risk than investments in bonds of those companies since common stockholders receive only the residual income that is left after the bondholders have been paid. In addition, in the event of bankruptcy or liquidation of the company, the stockholders' claims on the assets of a company are subordinate to the claims of bondholders. This superior standing provides bondholders with greater assurances that they will receive the return on investment that they expect and that they will receive a return of their investment when the bonds mature. Accompanying the greater risk associated with common stocks is a requirement by investors that they can expect to earn, on average, a return that is greater than the return they could earn by investing in less risky bonds. Thus, the risk premium approach estimates the return investors require from common stocks by utilizing current market information that is readily available in bond yields and adding to those yields a premium for the added risk of investing in common stocks.

Investors' expectations for the future are influenced to a large extent by their knowledge of past experience. Ibbotson Associates annually publishes extensive data regarding the returns that have been earned on stocks, bonds and U.S. Treasury bills since 1926. Historically, the annual return on large company common stocks has exceeded the return on long-term corporate bonds by a premium of 540 basis points (5.4 percent) per year from 1926-2011.[16] When this premium is added to the average yield on Moody's corporate bonds for the period

[16] Ibbotson SBBI 2012 Valuation Yearbook, at 23. Calculation: (11.8 percent – 6.4 percent = 5.4 percent)

from January 2012 through October 2012 of 4.26 percent,[17] the result is an investor return requirement for large company stocks of approximately 9.7 percent. However, investors in smaller companies expect higher returns over the long-term, due to the additional business and financial risks that smaller companies face. According to Ibbotson Associates, companies in the same size range as Montana-Dakota's South Dakota natural gas distribution operations have had a premium of 1,420 basis points (14.2 percent) over the average return on long-term corporate bonds.[18] When added to the recent average corporate bond yield, this size-related premium suggests an expected return of 18.5 percent. This analysis indicates that the rate of return that I am proposing in this proceeding would be low relative to the historic risk premiums earned by similarly-sized unregulated companies.

J. Relative Risk Analysis

Q32. Have you compared the risks faced by Montana-Dakota's South Dakota natural gas distribution operations with the risks faced by the proxy group of companies?

A32. Yes. There are four broad categories of risk that concern investors. These include:

1. Business Risk;
2. Regulatory Risk;
3. Financial Risk; and,
4. Market Risk.

[17] Exhibit No.___(JSG-2), Schedule 1, at 3.

[18] Ibbotson SBBI 2012 Valuation Yearbook, at 23 and 88. Calculation: (20.6 percent – 6.4 percent = 14.2 percent)

Q33. Please describe the business risks inherent in the natural gas distribution industry.

A33. Business risk refers to the ability of the firm to generate revenues that exceed its cost of operations. Business risk exists because forecasts of both demand and costs are inherently uncertain. Markets change and the level of demand for the firm's output may be sufficient to cover its costs at one time and later become insufficient. Sunk investments in long-lived natural gas distribution assets, for which cost recovery occurs over a period of thirty years or more, are subject to enormous uncertainties and risks that demand, costs, supply, and competition may change in ways that adversely affect the value of the investment.

Q34. What are some of the business risks faced by Montana-Dakota's South Dakota natural gas distribution operations?

A34. The Company's natural gas distribution operations in South Dakota face many of the same business risks that are associated with other natural gas distribution companies. However, Montana-Dakota's South Dakota natural gas distribution operations face some particular risks that distinguish the Company from the proxy group of distribution companies, including: (1) being substantially smaller than the proxy group companies; (2) providing service in a territory with a relatively undiversified local economy; and (3) recovering a substantial portion of its fixed costs through volumetric rates with no protection against persistent declines in customer usage due to energy efficiency and conservation efforts.

As shown on page 1 of Schedule 3 of Exhibit No.___(JSG-2), Montana-Dakota's South Dakota natural gas distribution operations are considerably smaller than the

operations of any of the proxy companies and a small fraction of the size of the typical proxy company. For example, Montana-Dakota's South Dakota natural gas distribution rate base is equal to only 1.31 percent of the assets of the median proxy company. Similarly, Montana-Dakota's South Dakota natural gas distribution operating revenues and operating income are only 2.73 percent and 1.51 percent of the level for the median proxy company, respectively. Thus, depending upon the measure of size, the typical proxy company is somewhere between 37 and 76 times the size of Montana-Dakota's South Dakota natural gas distribution operations.

Montana-Dakota's relatively small natural gas distribution operations in South Dakota are heavily dependent upon a relatively undiversified local economy. With its small revenue base, Montana-Dakota's South Dakota natural gas distribution operations are subject to slightly greater risk that a major employer, such as an air force base, might experience a downturn that would significantly affect demand for natural gas distribution in the service territory. The Company's smaller size has significant implications for business risks. As noted earlier, Ibbotson Associates has documented the significantly higher returns that generally have been associated with small companies.

Another risk faced by Montana-Dakota's South Dakota natural gas distribution operations is the fact that the Company recovers a substantial portion of its fixed costs through the volumetric component of rates and does not have a revenue decoupling mechanism in South Dakota. In contrast, as shown on Schedule 5 of Exhibit No.___(JSG-2), 65.3 percent of the customers served by the proxy

companies are located in jurisdictions that have revenue decoupling mechanisms that better allow their rate designs to reflect the fixed cost nature of their operations. As a result, these companies have less risk than Montana-Dakota's South Dakota natural gas distribution business and persistent reductions in volume per customer will affect the Company's ability to recover fixed costs. Even with the Company's Distribution Delivery Stabilization Mechanism, a weather normalization adjustment, a significant portion of fixed costs will still be recovered on a usage basis. Unlike random variations in usage from year-to-year that tend to average out, a persistent decline in volume per customer does not provide symmetrical upside and downside risks. Instead, this phenomenon poses a risk of chronic under-recovery of costs, especially the return on common equity.

In South Dakota, Montana-Dakota's rates are set by using an historical test year with updates for known and measurable changes generally through the time of staff testimony and preparation. Thus, inflation and regulatory lag can cause Montana-Dakota's rates to be inadequate by the time they go into effect. This problem of regulatory lag increases Montana-Dakota's risks in South Dakota and is particularly serious because inflation is increasing.

Considering only its smaller size, Montana-Dakota's South Dakota natural gas distribution operations might require a return that is more than 100 basis points higher than the return required for the typical proxy company. However, the Company also serves a relatively undiversified local economy in South Dakota and there is a significant need for capital expenditures even as average use per customer has been declining. Furthermore, Montana-Dakota's South Dakota

natural gas distribution business also generally faces above-average rate design risk relative to the proxy group. In summary, Montana-Dakota's South Dakota natural gas distribution operations are riskier than the operations of the proxy companies.

Q35. What are the regulatory risks faced by Montana-Dakota's South Dakota natural gas utility operations?

A35. Regulatory risk is closely related to business risk and might be considered just another aspect of business risk. To the extent that the market demand for a natural gas distribution company's services is sufficiently strong that the company could conceivably recover all of its costs, regulators may nevertheless set the rates at a level that will not allow for full cost recovery. In effect, the binding constraint on natural gas distribution companies is often posed by regulation rather than by the working of market forces. One purpose of regulation is to provide a substitute for competition where markets are not workably competitive. As such, regulation often attempts to replicate the type of cost discipline and risks that might typically be found in highly competitive industries.

Moreover, there is the perceived risk that regulators may set allowed returns so low as to effectively undermine investor confidence and jeopardize the ability of natural gas distribution companies to finance their operations. Thus, in some instances, regulation may substitute for competition and in other instances it may limit the potential returns available to successful competitors. In either case, regulatory risk is an important consideration for investors and has a significant effect on the cost of capital for all firms in the natural gas distribution industry.

The regulatory environment can significantly affect both the access to, and cost of capital in several ways. As noted by Moody's, "the predictability and supportiveness of the regulatory framework in which it [a regulated utility] operates is a key credit consideration and the one that differentiates the industry from most other corporate sectors."[19] Moody's further noted that:

> For a regulated utility company, we consider the characteristics of the regulatory environment in which it operates. These include how developed the regulatory framework is; its track record for predictability and stability in terms of decision making; and the strength of the regulator's authority over utility regulatory issues. A utility operating in a stable, reliable, and highly predictable regulatory environment will be scored higher on this factor than a utility operating in a regulatory environment that exhibits a high degree of uncertainty or unpredictability. Those utilities operating in a less developed regulatory framework or one that is characterized by a high degree of political intervention in the regulatory process will receive the lowest scores on this factor.[20]

Regulatory Research Associates ("RRA") recently lowered its rating of the South Dakota Public Utilities Commission to Average/3, its fourth lowest rating, from Average/2. Consequently, equity investors require somewhat higher allowed returns in order to compensate for this higher regulatory risk so that Montana-Dakota's South Dakota natural gas distribution operations can compete for capital at reasonable terms and conditions.

Q36. Would you please describe Montana-Dakota's relative financial risks?

A36. Financial risk exists to the extent that a company incurs fixed obligations in financing its operations. These fixed obligations increase the level of income

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19 Moody's Global Infrastructure Finance, *Regulated Electric and Gas Utilities*, August 2009, at 6.

20 *Ibid.*

which must be generated before common stockholders receive any return and serve to magnify the effects of business and regulatory risks. Fixed financial obligations also increase the probability of bankruptcy by reducing the company's financial flexibility and ability to respond to adverse circumstances. One possible indicator of investors' perceptions of relative financial risk in this case might be obtained from credit ratings. Because Montana-Dakota, as a division of MDU Resources, does not have its own bonds outstanding, it is difficult to make direct comparisons between the ratings of Montana-Dakota and the proxy group. However, page 2 of Schedule 3 of Exhibit No.___(JSG-2) shows the credit ratings assigned by S&P and Moody's to each of the companies in the comparison group and MDU Resources.

The median S&P credit rating for companies in the proxy group is A-. By comparison, MDU Resources' senior unsecured debt carries an S&P rating of BBB+. This suggests that the perceived business and financial risk of MDU Resources' bonds is slightly higher than that of the typical company in the comparison group.

The capital structure data on Schedule 6 of Exhibit No.___(JSG-2) show that Montana-Dakota's filed common equity ratio of 50.708 percent is slightly greater than the 49.4 percent median for the proxy companies as of June 30, 2012. This above-average common equity ratio, which is offset somewhat by the Company's below-average credit rating, suggests average financial risk for Montana-Dakota's South Dakota natural gas distribution operations.

Q37. Would you please describe Montana-Dakota's market risks?

A37. Market risk is associated with the changing value of all investments because of business cycles, inflation, and fluctuations in the general cost of capital throughout the economy. Different companies are subject to different degrees of market risk largely as a result of differences in their business and financial risks. Overall, the market risk of Montana-Dakota's South Dakota natural gas distribution business is comparable to that of the companies in the natural gas distribution comparison group.

Q38. How do the overall risks of the proxy companies compare with the risks faced by Montana-Dakota's South Dakota natural gas distribution operations?

A38. Montana-Dakota's South Dakota natural gas distribution operations face overall risks that are near the top of the range relative to those of the proxy companies. Although it has financial risks that are essentially average relative to the proxy companies, Montana-Dakota's South Dakota natural gas distribution operations have business risks that are above average. In addition to its exceptionally small size relative to the proxy companies, and its exposure to a relatively undiversified local economy, Montana-Dakota's South Dakota natural gas distribution operation is faced with throughput risks associated with declining average use per customer while significant fixed costs are at risk in the usage charge. Unlike many of the proxy companies, Montana-Dakota's South Dakota natural gas distribution operation does not have the benefit of a decoupling mechanism to ameliorate these risks. Added to these risks is investors' view that the regulatory

climate in South Dakota has weakened somewhat. These considerations lead me to conclude that investors appraise the overall risks of Montana-Dakota's South Dakota natural gas distribution operations to be at least as high as the risks of any of the proxy companies. Consequently, Montana-Dakota's South Dakota natural gas distribution business requires an allowed rate of return that is at the high end of the range for the companies in the proxy group indicated by my DCF analyses.

III. SUMMARY AND CONCLUSIONS

Q39. Please summarize the results of your cost of capital study.

A39. I conducted three DCF analyses on a group of natural gas distribution companies that have a range of risks that is roughly comparable to those of Montana-Dakota's South Dakota natural gas distribution operations. These results are summarized as follows:

Table 2: Summary of DCF Results

	Retention Growth DCF Analysis	Basic DCF Analysis	Blended Growth Rate DCF Analysis
High	11.83%	10.30%	10.91%
3rd Quartile	11.24%	9.73%	9.51%
Median	9.41%	8.93%	9.01%
1st Quartile	8.88%	7.57%	8.56%
Low	7.70%	7.17%	8.38%

In addition, I conducted two risk premium analyses to test the reasonableness of my DCF analyses. Those results are summarized as follows:

Table 3: Benchmark Risk Premium Analyses

Long-Term Corporate Bonds	Return
vs. Large Company Stocks	9.70%
vs. Small Company Stocks	18.50%

In developing my recommendation I have given slightly greater weight to retention growth forecasts because projected retention growth is sustainable indefinitely and it is a good indicator of the minimum growth rate that a company can maintain in the very long-run. Moreover, in the current financial climate, which is dominated by short-term Federal Reserve policies designed to artificially manipulate interest rates, the retention growth rates used in my Retention Growth DCF analysis are most consistent with investors' inflation and long-term growth expectations for these natural gas distribution companies.

My risk premium analyses suggest that the DCF results generally are low relative to historical benchmarks. In particular, the medians of each of the DCF estimation methods are lower than the 9.70 percent risk premium estimate for large companies. Moreover, all of the DCF return estimates are considerably below the 18.50 percent risk premium return benchmark for companies in Montana-Dakota's relative size range.

Q40. What rate of return on common equity do you recommend for Montana-Dakota's South Dakota natural gas distribution operations in this proceeding?

A40. My analyses indicate that an appropriate rate of return on common equity for Montana-Dakota's South Dakota natural gas distribution operations at this time is

10.50 percent, which is between the median and third quartile results for my Retention Growth DCF analysis. This recommended return also falls below the top of the range for my Blended Growth Rate DCF analysis. This recommended return reflects my assessment that the overall risks of Montana-Dakota's South Dakota natural gas distribution operations are near the top of the range relative to those of the proxy companies. Although the Company has financial risks that are average relative to the proxy companies, it has business risks that are above average. In addition to its exceptionally small size relative to the proxy companies, and its exposure to a relatively undiversified local economy, Montana-Dakota's South Dakota natural gas distribution operations are faced with elevated capital expenditures to accommodate customer growth and replace aging distribution plant even as the Company's average use per customer has declined due to energy efficiency and conservation efforts. This declining usage per customer, combined with significant fixed cost recovery in the volumetric component of rates, is another distinguishing risk factor. Added to these risks is investors' view that the regulatory climate in South Dakota has weakened somewhat. Thus, my recommended return is appropriately positioned to reflect the risks faced by Montana-Dakota's South Dakota natural gas distribution operations relative to the risks faced by the proxy companies.

Q41. Does this conclude your Prepared Direct Testimony?

A41. Yes.