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THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA

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IN THE MATTER OF THE COMPLAINT
BY OAK TREE ENERGY, LLC, AGAINST
NORTHWESTERN ENERGY FOR REFUSING
TO ENTER INTO A PURCHASE POWER
AGREEMENT

EL11-006

=====

Transcript of Proceedings
March 22, 2012
Volume II, Pages 296-531

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BEFORE THE PUBLIC UTILITIES COMMISSION,
CHRIS NELSON, CHAIRMAN
KRISTIE FIEGEN, COMMISSIONER
GARY HANSON, COMMISSIONER

COMMISSION STAFF
John Smith
Kara Semmler
Ryan Soye
Greg Rislov
Chris Daugaard
Brian Rounds
Demaris Axthelm

APPEARANCES
Michael Uda, Oak Tree
Yvette LaFrentz, Oak Tree

Sara Dannen, NorthWestern Energy
Al Brogan, NorthWestern Energy

Reported By Cheri McComsey Wittler, RPR, CRR

1 TRANSCRIPT OF PROCEEDINGS, held in the
 2 above-entitled matter, at the South Dakota State
 3 Capitol Building, Room 413, 500 East Capitol Avenue,
 4 Pierre, South Dakota, on the 22nd day of March, 2012,
 5 commencing at 9 o'clock a.m.

6 = = = = =

7 I N D E X

8	OAK TREE WITNESSES	DIRECT	CROSS	RD	RC
9	J. Richard Lauckhart	38	61,87	129	135
10	Michael Makens	136	143	178	--
11	N.W.E. WITNESSES	DIRECT	CROSS	RD	RC
12	Bleau LaFave	192	197,259	278	289
13	Dennis Wagner	300	305,366	357	363
14	Steve Lewis	367	374,412	425	426
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17	STAFF WITNESSES	DIRECT	CROSS	RD	RC
18	Brian Rounds	456	463,478	493	--
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I N D E X

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OAK TREE EXHIBIT NOS.	M	O	R
1 - Lauckhart Direct (Tabs 5&6 Conf.)	3	45	47
2 - Lauckhart Rebuttal	3	51	51
3 - Makens Rebuttal	3	137	138
4 - Meeting Minutes (Confidential)	3	455	455
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1 - LaFave Direct and Rebuttal	3	194	195
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1 - Rounds Direct and Rebuttal	3	457	457

(Oak Tree Exhibits 1 through 8 are marked)
 (NorthWestern Exhibits 1 through 8 are marked)
 (Staff Exhibit 1 is marked)

1 (N.W.E. Exhibit No. 9 is marked for identification)

2 MR. SMITH: Good morning, everyone. My name is
3 John Smith. I'm the Hearing Examiner for this morning's
4 hearing. And I will call the hearing back to order in
5 Docket EL11-006, Oak Tree versus NorthWestern Energy.

6 When we went into recess last night we were in
7 the midst of the direct case of NorthWestern. And at
8 this time I will call upon Ms. Dannen, Mr. Uda [sic] to
9 call their next witness or take what other action they
10 wish to at this time.

11 MS. DANNEN: Thank you, Mr. Smith. Just an item
12 of preliminary matter. Yesterday Commissioner Nelson
13 asked for a copy of the Titan Wind Project Agreement. It
14 has been provided to Oak Tree and Staff in discovery but
15 we now have what's been marked as NorthWestern's Exhibit
16 No. 9 and we'd like to offer that into the record.

17 MR. SMITH: Is there objection?

18 MR. UDA: No objection.

19 MR. SMITH: Staff?

20 MS. SEMMLER: No.

21 MR. SMITH: NorthWestern's Exhibit 9 is
22 admitted. Please proceed.

23 MS. DANNEN: Thank you. NorthWestern would like
24 to call Mr. Dennis Wagner to the stand.

25 (The witness is sworn by the court reporter)

DIRECT EXAMINATION

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BY MS. DANNEN:

Q. Good morning, Mr. Wagner. Could you please state your name for the record.

A. Dennis L. Wagner.

Q. Sometimes people call you Denny?

A. Yes.

MR. SMITH: Just one second here. We're trying to figure out where Commissioner Fiegen went. There she is. Pardon me. I'm sorry for interrupting.

Q. Do you commonly go by Denny?

A. Yes, I do.

Q. Thanks. What's your current business address?

A. 600 Market Street, Huron, South Dakota 57350.

Q. And are you currently employed by NorthWestern?

A. Yes, I am.

Q. Could you give the Commission a brief description of your current duties at NorthWestern?

A. Yes. If I can get a copy of my testimony I can kind of follow along.

Q. Your testimony is marked as Northwestern's Exhibit 4 and 5.

A. Okay. I've got it.

I obtained a Bachelor of Science in electrical engineering from South Dakota State University in 1972.

1 After graduation I went to work with my father at Wagner
2 Electric for a few months and then in March of 1973 I got
3 a job with NorthWestern Energy.

4 I moved around the company, transferred to several
5 different locations from the north to the south end and
6 in 1990 came back to Huron as manager of electric
7 distribution.

8 In 1995 I was promoted to the manager of electric
9 operations for the South Dakota area. In 2001 I did a
10 change and went into the production area and that is
11 where I have been since. My title is director of
12 South Dakota production. I have over 39 years of
13 experience with NorthWestern Energy.

14 Q. Thanks, Denny. In your 39 years at NorthWestern
15 have you ever had to file prefiled testimony before?

16 A. Not like this, no.

17 Q. Have you ever had to testify before?

18 A. In a case with Big Stone where we were going after
19 Alstom as far as legalitywise on defect of product and
20 that kind of thing, yes.

21 Q. But this is your first time testifying in front of
22 this Commission?

23 A. Yes.

24 Q. Were you asked to prepare prefiled testimony in this
25 matter?

1 A. Yes, I was.

2 Q. And you have in front of you what's been marked as
3 NorthWestern's Exhibit No. 4. Is that a true and correct
4 copy of your prefiled testimony?

5 A. Yes, it is.

6 Q. At this time do you have any additions or
7 corrections to that prefiled testimony?

8 A. I do not.

9 Q. And if we were to ask you those same questions today
10 into the record, would your answers be the same?

11 A. Yes, they would.

12 Q. Thank you.

13 MS. DANNEN: NorthWestern would like to move
14 Exhibit No. 4 into the record.

15 MR. SMITH: Any objection?

16 MR. UDA: No objection.

17 MR. SMITH: Staff?

18 MS. SEMMLER: No.

19 MR. SMITH: NorthWestern's Exhibit 4 is
20 admitted.

21 Q. And Mr. Wagner, you should have also NorthWestern's
22 Exhibit No. 5 in front of you?

23 A. Yes, I do.

24 Q. And is that prefiled responsive testimony that you
25 filed in this matter?

1 A. Yes, it is.

2 Q. Do you have any additions or corrections to that at
3 this time?

4 A. No, I don't.

5 Q. And if you were asked those same questions today for
6 the record would your answers be the same?

7 A. Yes, they would.

8 MS. DANNEN: NorthWestern would ask for
9 admittance of NorthWestern's Exhibit No. 5 into the
10 record.

11 MR. SMITH: Any objection?

12 MR. UDA: No objection.

13 MS. SEMMLER: No.

14 MR. SMITH: NorthWestern Exhibit 5 is admitted.

15 Q. And, Mr. Wagner, before turning you over for
16 cross-examination, can you briefly summarize both your
17 direct and rebuttal testimony and your responsive
18 testimony in this matter for the Commission?

19 A. Sure. Following along the testimony it's probably
20 easier just to look at the bottom of page 1, and I'll
21 just kind of summarize it from that.

22 First I explain the definition difference between
23 capacity and energy so there's a clear understanding of
24 what that is. Next I explain the capacity --
25 NorthWestern's capacity requirement and how it is

1 calculated today. And the contrast with the history of
2 our planning reserve groups that NorthWestern has
3 belonged to.

4 I discuss how NorthWestern currently meets its
5 capacity requirements with its own generating plants and
6 capacity agreements. I explain the contracts in detail
7 plus the reasons why the amounts differ and why the time
8 periods are fairly short.

9 I explain how NorthWestern plans to meet future
10 capacity requirements, needs with the new Aberdeen
11 generation station, why the decision was built -- decided
12 to build the peaker and how the approval for the Aberdeen
13 generating station was received.

14 Next I go into the capacity accreditation and I
15 explain on how we do accredit our Titan wind farm and
16 same retrospect, we would probably do Oak Tree the same
17 way if we did have a capacity agreement with them.

18 And, last, I discuss the risk with using wind today
19 as a resource. So that --

20 In the responsive testimony I tried to clarify
21 Mr. Rounds a little bit on the fact that it is not an
22 automatic 20 percent which we will see, for
23 accreditation. It is possible to be 20 percent, you
24 know, for one year or two years or whatever but there is
25 different variances and different ways that that can be

1 looked at and calculated on that part.

2 That's basically it.

3 Q. Thank you, Mr. Wagner.

4 MS. DANNEN: NorthWestern would now turn
5 Mr. Wagner over for cross-examination.

6 MR. SMITH: Mr. Uda, please proceed.

7 MR. UDA: Thank you, Mr. Smith.

8 CROSS-EXAMINATION

9 BY MR. UDA:

10 Q. Good morning, Mr. Wagner.

11 A. Good morning.

12 Q. The first question I have for you is I kind of
13 wanted to ask you about your job title. Did I hear you
14 correctly that you were production manager?

15 A. The title today is director of South Dakota
16 production.

17 Q. Okay. And what all duties does that entail?

18 A. Basically it encompasses everything in the
19 production side of the business in South Dakota and
20 South Dakota only, as far as, you know, maintaining the
21 plants, being involved as far as on the E&O committees,
22 the three base load plants that we do have in Big Stone,
23 Coyote and Neal. And then a number of things other than
24 that related to agreements that we do as far as some in
25 transmission and with dispatching and this kind of thing

1 with WAPA.

2 Q. Okay. With respect to agreements, does this mean
3 that if there's a bilateral agreement that you're
4 involved in that process?

5 A. It depends. Yeah. If it's related something to do
6 with production, yes.

7 Q. Okay. And by "production" I assume you mean both
8 electricity and natural gas?

9 A. I have nothing to do with natural gas. Strictly
10 electricity.

11 Q. All right. So it's your job -- strike that.

12 The first question I want to ask you, a general
13 discussion about planning reserve margins. And there
14 were a number of questions that I posed yesterday to
15 Mr. LaFave that he decided that he would defer to you,
16 I'm sure to your happiness.

17 A. That was awful nice of him.

18 Q. And the first question I wanted to -- I guess some
19 basic terminology questions. Would you agree with me
20 that utility's operating reserve is generally related to
21 ensuring that you have sufficient margin to cover outages
22 of various different kinds?

23 A. By operating reserve I'm assuming you're talking
24 about contingency reserve?

25 Q. Contingency reserve.

1 A. Yes. It's the same thing. It's a short-time basis
2 if a unit falls off line that you have actually
3 generation spinning and other generation that you can get
4 on the line within a 20-minute period to pick up the
5 need.

6 Q. And would you also agree with me that the planning
7 reserve margin includes the operating reserve and is
8 supposed to cover load extremes and unanticipated load
9 growth?

10 A. They're actually two separate things. At least in
11 our world it is. Contingency or operating reserve is a
12 separate contract that we do with WAPA and they contract
13 to SBP to supply the operating or contingency reserve.
14 Half of that reserve, spinning, is WAPA supplying that
15 part. And the other half we supply, which is the
16 nonspinning part of that.

17 Q. Okay. But the planning reserve margin, my
18 understanding, is to cover generally the operating
19 reserve, any load extremes that you might experience?

20 A. Uh-huh.

21 Q. And any unanticipated load growth; is that correct?

22 A. The operating reserve is an emergency type of
23 reserve to cover a loss of a power plant.

24 Q. Okay.

25 A. Is a better way I'd describe it, I guess.

1 Q. Okay. But would you agree that within the planning
2 reserve margin that you prepare for NorthWestern it would
3 include also that operating reserve? It wouldn't be an
4 additional increment beyond that; correct?

5 A. Again, I guess, I'm trying to say that both
6 agreements are totally two different agreements. They're
7 related maybe in some way but, you know, the operating
8 reserve is for a short period of time and the planning
9 reserve is more for a longer period of time. They're not
10 the same agreement.

11 Q. I understand.

12 A. Okay.

13 Q. I'm not really talking about agreements. I'm
14 talking about in theory.

15 A. Oh.

16 Q. Okay. When you plan you figure out what you would
17 do for a planning reserve margin. Typically speaking,
18 you would include the amount you need for operating
19 reserves, load extremes, and unanticipated load growth
20 within that planning reserve margin; correct?

21 A. We look at both separately. I do not include them
22 together, no, if that's what your question is.

23 Q. So if you were planning, then you would add the
24 amount for operating reserve margin on top of a planning
25 reserve margin?

1 A. They're separate that way, yes.

2 Q. Okay. So maybe that's -- maybe that's where my
3 experience is different than yours.

4 Okay. So let's talk about the planning reserve
5 margin itself. Okay. So when you were figuring out this
6 7.1 percent planning reserve margin what load number did
7 you use?

8 A. The 7.1 percent was a contract that WAPA did with
9 MISO to do the LOLE study on that part. And it was
10 submitted as far as part of the testimony, the results of
11 that, and it shows that it came back for the WAPA
12 balancing authority that it was 7.1 percent is what that
13 region would have to account for.

14 Q. I'm familiar with that study, but my question is a
15 little different. My question is, okay, when you figure
16 out what that 7.1 percent is what load are you using to
17 determine what 7.1 percent is derived from?

18 A. Well, I was not part of the study that, you know,
19 MISO did so I'm not quite sure on how they did the
20 calculation, if that's what you're asking, to derive
21 that. I do not know.

22 Q. Was that study specifically performed for
23 NorthWestern?

24 A. It was specifically performed for the WAPA balancing
25 authority.

1 Q. Okay. So it was all the utilities in the WAPA
2 balancing authority?

3 A. Yes.

4 Q. Okay. So but if you're saying that you have a 7.1
5 percent reserve margin, don't you have to know what your
6 load is to determine if you've covered 7.1 percent?

7 A. Well, we have to know what our own reserves are that
8 we need in order to cover that, yes, by individual
9 companies.

10 Q. But the way you'd determine that is first you'd
11 figure out what your load is and then you figure out what
12 7.1 percent of it is?

13 A. There's a process that we go through.

14 Q. So my question again is what number are you using to
15 determine 7.1 percent? What load number are you using?

16 A. I guess I'm not quite following you what you're
17 asking I guess on that.

18 Q. I'm sorry.

19 A. I did not quite follow what you're trying to ask, I
20 guess. If you can reword it or some different way.

21 Q. Well, I have some other more specific questions on
22 it later. So we'll revisit that in a minute.

23 A. Okay.

24 Q. Now I want to ask you about you had previously -- by
25 "you," I mean NorthWestern had previously had a reserve

1 sharing agreement with MAPP; is that correct?

2 A. That's correct.

3 Q. And that agreement terminated; is that right?

4 A. It sunset, yes.

5 Q. And that's at page 2, line 25 through line -- line
6 25 through line 26, page 4; is that correct?

7 A. Uh-huh. Yes.

8 Q. And previously when -- MAPP required a 15 percent
9 planning reserve margin; is that right?

10 A. That is correct.

11 Q. Okay. And you're testifying here that without a
12 reserve sharing agreement your planning reserve margin is
13 7.1 percent; correct?

14 A. At the date, yes.

15 Q. And is it true that if, for example, a major
16 generating unit such as Big Stone were to trip off during
17 an emergency you would be exposed to potentially having
18 to acquire 106 megawatts of replacement power; is that
19 correct?

20 A. That would be correct.

21 Q. Okay. And when you were part of the reserve sharing
22 agreement, the other utilities that were part of that
23 agreement agreed to assist you in the event that that
24 eventuality occurred; is that correct?

25 A. That is correct.

1 Q. Okay. And my understanding is in the absence of
2 that reserve sharing agreement you -- there's nobody who
3 you've got an agreement with that will come to your aid
4 in the event that happens.

5 A. Well, that's why the LOLE study was done in order to
6 determine that and look at that basis and that's why part
7 of the WAPA balancing authority, that was determined as a
8 separate zone by itself that it would be able to cover
9 its needs plus with maybe the help of MISO with the
10 transmission ties of MISO.

11 Q. Right. And you were present yesterday for the
12 testimony of Mr. Lauckhart; correct?

13 A. That is correct.

14 Q. Okay. And Mr. Lauckhart pointed out in his
15 testimony that in the event of this kind of thing
16 happening, WAPA does not necessarily have an obligation
17 to serve you.

18 A. It may not be WAPA directly, but anybody that has
19 additional units or that can run units, that's the idea
20 of having that above the amount of your peak, that they
21 can put those units on to cover a utility that's in need,
22 yes.

23 Q. Right. But you don't have an agreement with anybody
24 else right now?

25 A. Well, with WAPA is the BA. It's not in writing, per

1 se.

2 Q. Well, and Mr. Lauckhart's testimony and maybe you
3 disagree but Mr. Lauckhart's testimony was yesterday that
4 basically WAPA says they'll do what they can to find you
5 the power but they're going to charge you whatever it
6 costs; correct?

7 A. Well, you'd pay the market price, yes.

8 Q. Yeah. And if they can't, they have the right to
9 curtail you up to 10 percent of your load; correct?

10 A. I don't know if it's 10 percent or not. I guess I
11 can't speak to that on that part. But it's a case too
12 that this is all part of the MRO region, the Midwest
13 Reliability Organization. All these companies belong to
14 that, including WAPA and all the MAPP companies and the
15 MISO companies, a good share of them anyway, as you look
16 at that. So you've got to look at a little bit bigger
17 picture that this encompasses those companies too at the
18 same point.

19 Q. But do any --

20 A. It's not that we're just sitting there by ourselves
21 and have to defend for ourselves. We try to --

22 Q. No. I understand that. But you don't have an
23 agreement with any of those companies like you used to?

24 A. No, we don't. And it's a case of where WAPA deemed
25 to stay as much compliant as we can with NERC to have

1 MISO do the LOLE study who is probably the best choice,
2 the large RTO right next to us, who better can do that
3 than them.

4 Q. Okay. Well, my question is -- this is the way I
5 look at it. To me this reserve sharing agreement is like
6 insurance.

7 A. It is.

8 Q. And you cancelled your insurance and then you
9 decided to self-insure for less than half the amount that
10 you had before.

11 A. We didn't cancel it, per se. It was done by MAPP in
12 order to sunset the group I guess on that part. And it
13 was a case of, you know, doing what we could do to get by
14 until we eventually more than likely will join an RTO.

15 Q. Okay. And so at what point did you make the
16 decision to move from 15 to 7.1 percent?

17 A. MAPP was at 15 when it sunset I think it was around
18 2010. As soon as that was done the old members of MAPP
19 that were not in MISO got into the MISO reserve sharing
20 pool, which was open pretty much to all utilities at that
21 time. So we were in there for a period of time. I don't
22 think it was even quite a year. Then MAPP -- or MISO
23 developed the rule that we could not be a member anymore
24 without being nationally a physical member of MISO.

25 And during that time period the reserves were on the

1 western region of MISO and it showed up as 12.1 percent
2 is what they showed as for the western region.

3 Q. Okay. And how long did you use the 12.1 percent?

4 A. It was actually far less than a year, you know.

5 Q. Would that have been 2010?

6 A. 2010 was a case of where we actually, you know, used
7 15 percent. And the reason that we used 15 percent, we
8 negotiated a contract with MEC. In that agreement when
9 we did that it was established at the 15 percent rule.
10 So as we did that contract we had in mind the 15 percent
11 for the three years.

12 Q. Okay. So at what -- I mean, I'm returning to this
13 point but when was this decision made to go down to 7.1
14 percent?

15 A. Just last year is when WAPA did the contract. So it
16 was determined in 2011 is when this came out.

17 Q. Would November of 2010 refresh your recollection?

18 A. I guess if you've got something to say that, I
19 guess.

20 Q. Okay. So would you agree with me subject to check?

21 A. Subject to check.

22 Q. Okay. I want to go -- I'm going to ask about the
23 board meeting minutes right now.

24 MR. SMITH: Okay. We'll go into closed session
25 here. I don't see anyone in the room who's not covered

1 by confidentiality restriction.

2 (The following portion of the transcript is confidential)

3 [REDACTED]

4 [REDACTED]

5 [REDACTED]

6 [REDACTED]

7 [REDACTED]

8 [REDACTED]

9 [REDACTED]

10 [REDACTED]

11 [REDACTED]

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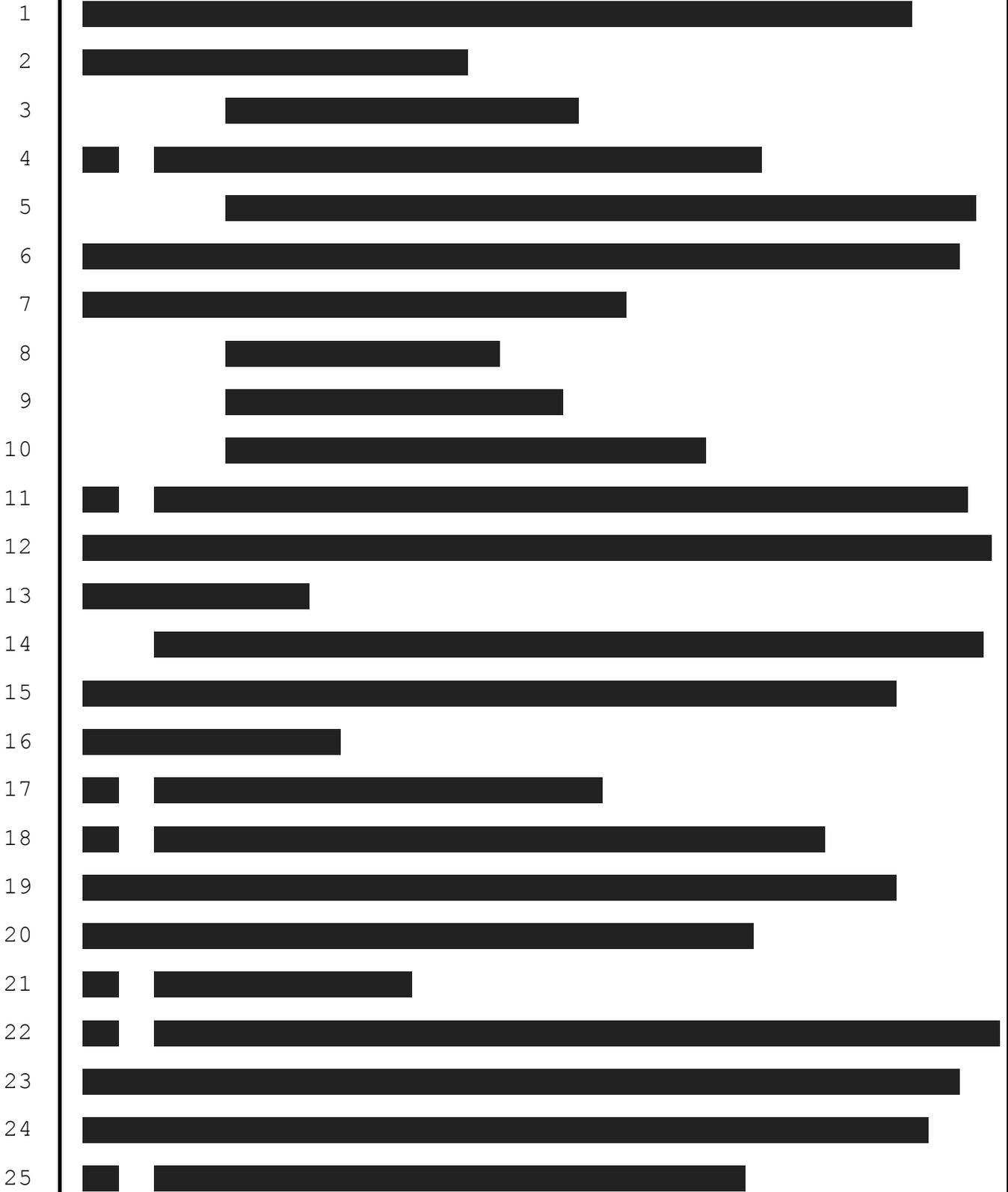
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[REDACTED]

Q. (BY MR. UDA) On page 3, line 13 through 21 of your direct and rebuttal prefiled testimony, this is the figure we talked about before, the discussion we had before, where you say, well, you know, WAPA has a very flexible hydro system; is that correct?

A. What page are you on again?

Q. Page 3, lines 13 through 21.

A. Yes.

Q. Okay. Does NorthWestern actually own any of this flexible hydro?

A. No.

Q. And we've talked previously about if WAPA can't locate power for you in the event that you need more than

1 the reserves that you presently have, that they will
2 charge you whatever the market can bear for that power;
3 correct?

4 A. That is correct. Whatever that we need. We have a
5 marketing agreement with them that they find, yes.

6 Q. But if they can't find it they do have the option to
7 curtail you.

8 A. Yes. There is something in the fact that there is a
9 curtailment procedure. But in my 39 years with the
10 company it has never happened.

11 Q. I understand. But there is the possibility that it
12 could happen.

13 A. I'd say very remote.

14 Q. Okay. Would you agree with me that lowering the
15 planning reserve margin would increase the probability of
16 a curtailment?

17 A. As, you know -- in somewhat partly I could agree
18 with that I guess on that end of it. But, you know,
19 if -- if it was determined by the study and this kind of
20 thing, and I trust what MISO did and that they, you know,
21 have some coverage in there, you know, for flexibility
22 that, you know, if they're not worried, let's put it this
23 way, I'm not worried.

24 Q. Okay. But WAPA doesn't have an obligation to serve
25 you so why would they be worried about you at all?

1 A. WAPA is a balancing authority. And we do have a
2 marketing agreement with WAPA that does our daily
3 marketing. And in that marketing agreement and that they
4 are the ones that watch when we're short or when we're
5 long and do the selling and the buying power as needed.

6 Q. Okay. Can you turn to page 1, lines 12 through 14
7 of your prefiled and direct rebuttal testimony?

8 A. Page 1?

9 Q. Yeah. Page 1, line 12 through 14 of your direct --

10 A. Okay.

11 Q. -- and rebuttal prefiled testimony. So you have
12 been involved in -- at Northwest Energy in production and
13 dispatch since 2001; is that correct?

14 A. That is correct.

15 Q. Would you please look at Mr. Lauckhart's direct
16 testimony at page 9.

17 A. You're going to have to give me a clue where it's
18 at.

19 Q. Exhibit 1. It's up there. Please turn to page 9.

20 A. Okay.

21 Q. Okay. And on page 9 there are two tables. One from
22 August of 2010 and one from September 25 of 2010.

23 A. Uh-huh.

24 Q. Would you agree with me that it seems that both the
25 heavy load day and the light load day you are at times

1 long during those days?

2 A. I'm seeing this for the first time and that. You
3 know, I could assume that but I do want to make the
4 statement that I had nothing to do with doing the avoided
5 cost calculations and that kind of thing.

6 Q. No. I understand.

7 A. If that's where -- okay.

8 Q. I just wanted to make sure that I understood your
9 position on this table.

10 A. Uh-huh. Let's put it this way. It looks like it
11 but I'd still like to leave with subject to check.

12 Q. Okay. I understand. Fair enough.

13 A. I'd have to verify them.

14 Q. And those hours typically are in the nighttime
15 hours. Would you agree?

16 A. On the light load?

17 Q. Yes.

18 A. Or weekends.

19 Q. Yeah. What do you do with the power when you're
20 long?

21 A. WAPA actually sells it on the market.

22 Q. Okay. And you don't back down your base load
23 generation in that circumstance, do you?

24 A. When we're selling?

25 Q. Yes.

1 A. No. The only thing I'll say is on that this last
2 year for the first time ever instead of selling at a loss
3 we did actually back down generation. Because there is
4 circumstances last year where it even went negative that,
5 you know, we want to save what we can for our customers.
6 So we back down to as far as we can.

7 Q. Okay.

8 A. Yeah.

9 Q. But typically speaking, you're not backing down
10 generation when you're long. You're just selling the
11 excess?

12 A. Trying to -- if the market is right to sell, yes.

13 Q. What is the variable cost of your base load
14 generation?

15 A. Okay. Explain variable cost.

16 Q. Okay. The nonfixed costs of your operation, it
17 costs you to operate those plants on an hourly basis?

18 MS. DANNEN: NorthWestern would object. This is
19 beyond the scope of Mr. Wagner's direct testimony.

20 MR. UDA: I think what I'm trying to understand
21 is the operation of their system and the relationship of
22 that cost to the market costs. When he says they're
23 negative, he obviously has some idea about what things
24 cost.

25 MR. SMITH: Do you know the answer to -- is this

1 an area where you have sufficient knowledge to know the
2 answer?

3 THE WITNESS: Pretty close. You know, Bleau
4 kind of mentioned it yesterday in his testimony and he
5 was very close when he made the comment back, yes.

6 MR. SMITH: I'm going to overrule the objection
7 and let him answer.

8 Q. So you were present for Mr. LaFave's testimony where
9 he said it was roughly 17 to \$19 a megawatt hour?

10 A. That is correct.

11 Q. Okay. So when you make the decision not to back
12 down your base load generation is it because the spot
13 market prices were higher than \$17, \$19 a megawatt hour?

14 A. Yes.

15 Q. Okay. Do you know what you are paying for Titan
16 wind power during those same hours?

17 A. I'd have to see the agreement again.

18 Q. Okay.

19 A. It's on the rate sheet I guess what we're paying, I
20 guess.

21 Q. Okay.

22 MR. UDA: With your permission I'd like to
23 approach the witness to ask him that question. We're
24 going to have to go off the --

25 MR. SMITH: I think we've got to go confidential

1 at this point.

2 (The following portion of the transcript is confidential)

3 [Redacted]

4 [Redacted]

5 [Redacted]

6 [Redacted]

7 [Redacted]

8 [Redacted]

9 [Redacted]

10 [Redacted]

11 [Redacted]

12 [Redacted]

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17 [Redacted]

18 [Redacted]

19 [Redacted]

20 [Redacted]

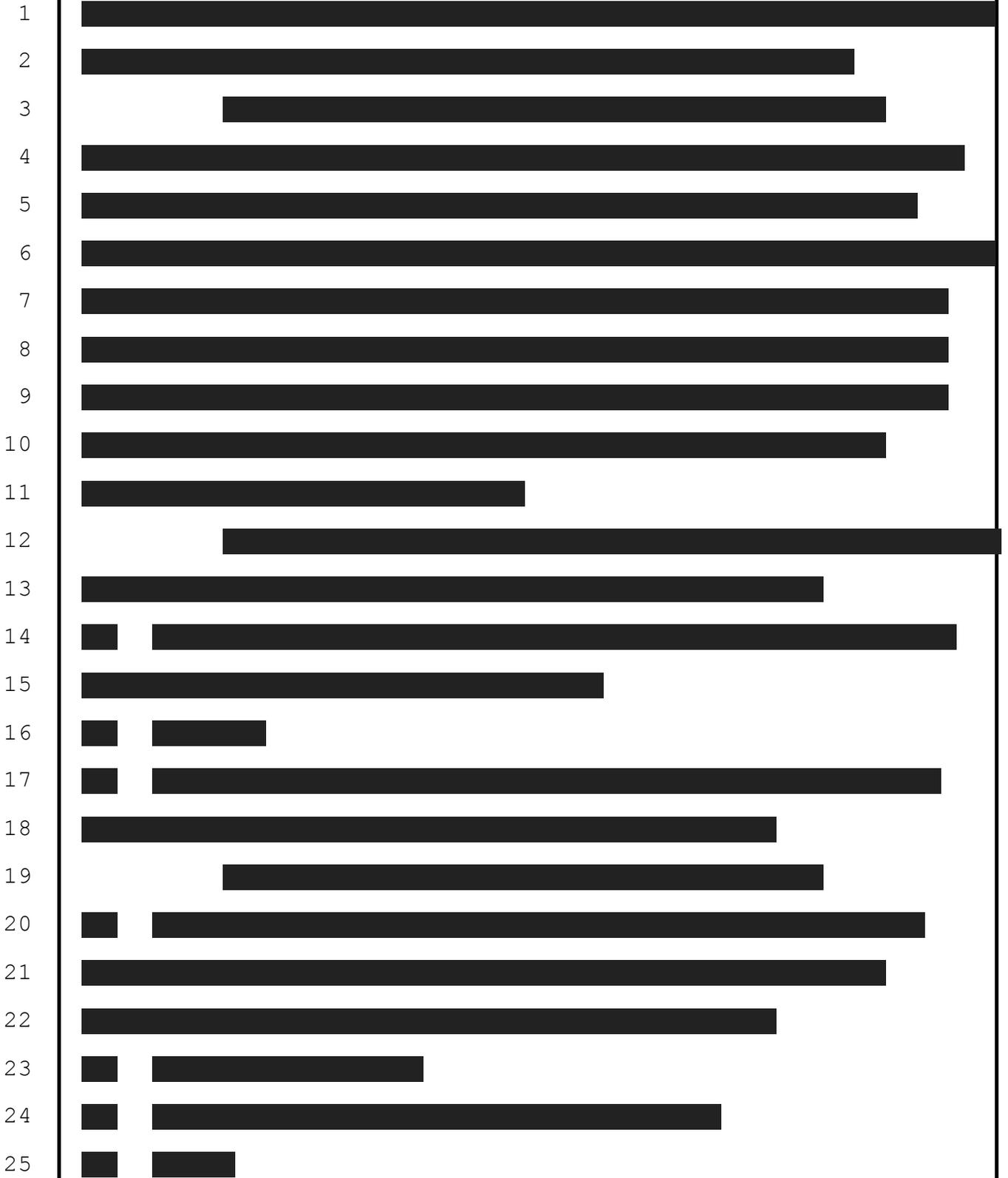
21 [Redacted]

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11 [REDACTED]
12 [REDACTED]
13 [REDACTED]
14 (Exhibit OT 11 is marked for identification)
15 MR. UDA: Is everybody ready?
16 Q. Okay. Are you ready, Mr. Wagner?
17 A. Yes.
18 Q. Okay. Are you familiar with the FERC EQR reporter,
19 Electronic Quarterly Report?
20 A. No, I'm not.
21 Q. Okay. This is for foundational purposes a
22 spreadsheet that was obtained from the FERC electric
23 quarterly report. And it's actually supposed to be read
24 from side to side, but it shows that the seller is
25 Rolling Thunder 1. Would you agree with me, Mr. Wagner,

1 that Rolling Thunder 1 is the Titan Wind Project?

2 A. Yes.

3 Q. Okay. And the purchaser was NorthWestern Energy?

4 A. Yes.

5 Q. And would you agree with me that the stream of
6 prices represented in this EQR are similar or exactly the
7 same as are in the Titan wind contract?

8 MS. DANNEN: NorthWestern's going to object.
9 The witness has said that he does not and is not familiar
10 with the EQR reports.

11 MR. UDA: Okay. Well, I'm saying this is a
12 public document and this is something you can get off the
13 FERC website. I think the Commission can take
14 administrative notice of it. And I'm just asking him if
15 the prices are consistent.

16 MR. SMITH: Overruled.

17 A. Yes. They look similar.

18 Q. Okay. Thank you. Mr. Wagner, do you know what
19 NorthWestern's peak load was in 2013 or will be in 2013?
20 You plan for that?

21 A. We do.

22 Q. Okay. What is that number?

23 A. 2013 we're probably -- I'd have to probably review
24 my notes but don't quote me, somewhere in the range of
25 maybe 343.

1 Q. Okay. And if you add this 7 percent -- 7.1 percent
2 planning reserve margin to that what do you end up with?

3 A. I assume it comes up to 20 some percent or 24
4 something. Subject to check.

5 Q. Okay. And the sum of this peak load plus the 7.1
6 percent would be what roughly in terms of megawatts?

7 A. Say it once again. I didn't quite catch what you
8 were saying.

9 Q. Okay. Well, you have the peak load and on top of
10 that you have the planning reserve margin. I was just
11 wondering what that total figure was.

12 A. Totalwise for 2013?

13 Q. Yeah.

14 A. I imagine what the total between the two is
15 whatever, like 367 or something like that.

16 Q. In the ballpark there?

17 A. Yeah.

18 Q. Do you know what your total peak generation was
19 without Aberdeen? Generation capacity without Aberdeen.

20 A. I'm just thinking. I can kind of figure it out I
21 guess on that part. For which year are you talking about
22 now?

23 Q. For 2013.

24 A. For 2013. So basically for peak capacity or
25 whatever 2013 it would be -- that we've got capability of

1 generation, we'd have about 312 megawatts of our own
2 generation. And then we have the contract that we have
3 with Basin. And that in 2013 I think is --

4 Q. Would that be 11 megawatts?

5 A. Yes.

6 Q. Okay. For the summer of 2013 I think we heard
7 testimony about that.

8 A. Right. So whatever that adds up to.

9 Q. So without the Aberdeen plant and without the Basin
10 contract, what would your peak generating capacity be?

11 A. Well, Aberdeen is 52 megawatts in the summer so it's
12 less. Now when I said that I didn't add Aberdeen in yet
13 at that point. But Aberdeen will be on-line so you've
14 got to add another 52.

15 Q. Right. So but absent Aberdeen what's the peak
16 capacity number, do you know?

17 A. It would be 52 less without Aberdeen.

18 Q. I know but I'm trying to figure out without Aberdeen
19 what that number is.

20 A. Oh. I imagine it would be -- so you're asking as
21 far as what it is with what our generation is without
22 Aberdeen?

23 Q. Generating capacity; correct.

24 A. Plus the planning reserve so --

25 Q. No. I'm not talking about the planning reserve

1 margin now. I'm just talking about, okay, you have peak
2 generating capacity and you're going to bring Aberdeen
3 on-line. I understand that's 52 megawatts.

4 A. That's correct.

5 Q. I'm going to say absent that 52 megawatts and absent
6 the 11 megawatt Basin contract what would your peak
7 generating capacity be?

8 A. In other words, what we have for generation reserves
9 on hand would be about 312 megawatts.

10 Q. Okay. I think you already said that.

11 A. I thought so.

12 Q. All right. So I'm just -- my expert is over here
13 pestering me. And he notes that if you add 312, which is
14 your generating capacity without Aberdeen to Aberdeen,
15 you get a total megawatts generating capacity of 364.
16 And we were under the impression that the total load plus
17 the planning reserve margin was 367. So we're not
18 understanding why there was an 11 megawatt need in the
19 summer of 2013 if the difference was 3.

20 A. You're talking about doing numbers in my head here
21 without, you know, anything to do with. And, you know, I
22 can't speak exactly. Let me go get my notes.

23 Q. Well, that's what I told this guy. Anyway, so it's
24 basically it could be --

25 A. It's a case of where we're above probably what we

1 need to be in result maybe about 7, 8 megawatts is what
2 we're above what we think we need with a planning
3 reserve.

4 Q. Okay. And, again, subject to check and
5 understanding you're doing math in your head.

6 A. Yeah.

7 Q. What would your additional megawatts you would need
8 if you were carrying a 15 percent planning reserve
9 margin, do you know?

10 A. Not right off the top of my head. I'd need a
11 calculator.

12 Q. Has NorthWestern Energy discussed an appropriate
13 planning reserve margin with the South Dakota Public
14 Utilities Commission?

15 A. I do not think so.

16 Q. Okay. And I assume that that also means there
17 hasn't been any proceeding in front of the South Dakota
18 Public Utilities Commission on planning reserve margins.

19 A. Not to my knowledge. The one thing that we --

20 Q. So would you agree with me subject to check that if
21 you used the 15 percent planning reserve margin that the
22 total amount that you would need with your load plus a 15
23 percent planning reserve margin would be 394 megawatts?

24 A. With what percentage? 15 percent?

25 Q. 15 percent.

1 A. Probably be close, yes.

2 Q. Yeah. Okay. If you added -- and I'm assuming here
3 that you would count it in some way. But if you had
4 acquired the Oak Tree project and we've stated that it
5 would contribute roughly 4 megawatts of capacity at your
6 system how much would that increase your planning reserve
7 margin? Do you know?

8 A. First off, it would probably be less than 4. The
9 only reason I say that is that I explained in my
10 testimony that, you know, we've been following the MISO
11 method where you take your eight highest peaks in the
12 summer and then see what your wind generation is doing at
13 those peaks and average those to see what you get for
14 accreditation for your wind.

15 And this is done on a yearly basis for over a
16 10-year period to get to a final number. And, you know,
17 20 percent is something that is possible, but I doubt if
18 it would stay at 20 percent continually.

19 Q. Oh, I understand. And 20 percent is my
20 understanding is what you came up with for Titan; is that
21 correct?

22 A. For the first year of Titan, yes, we did.

23 Q. Okay. But it could be higher, could be lower.

24 A. Right. More than likely lower.

25 Q. Yeah.

1 A. I think I had in my testimony that actually the
2 footprint of MISO this last year of 2011, 2012 is
3 actually at 12.9 percent.

4 Q. Okay. But whatever capacity that Oak Tree
5 contributed, you would agree with me, wouldn't you, that
6 if you had acquired that capacity it wouldn't
7 significantly change your planning reserve margin?

8 A. No, it would not.

9 Q. You mentioned that you used the MISO accreditation
10 program for determining capacity contribution. Doesn't
11 MISO also have a 15 percent planning reserve margin?

12 A. It depends where you are in MISO. The West regent,
13 when we were in there for a while nationally I think the
14 first time that WAPA may have had the LOLE study done --
15 and don't quote me on this -- I think it was like 12.1
16 percent that were put in the West regent, you know, at
17 one point and then after that when they revised the study
18 here the date that we talked about here is when they came
19 down with the 7.1 percent.

20 Q. Okay. But to belong to MISO do you have to have a
21 15 percent planning reserve margin?

22 A. If we would belong to MISO and join today, we are
23 classified as part of the West regent. And I'm looking
24 and seeing the information that I have, that would be at
25 12 percent.

1 Q. Okay. Okay. And so are you sure of that or would
2 you need to check?

3 A. It would be subject to check, but about 98 percent
4 sure.

5 Q. Okay. Now I want to ask you this question because I
6 want to make sure I understand this. You were present
7 for Mr. Lauckhart's testimony yesterday; correct?

8 A. Yes, I was.

9 Q. Were you present when Mr. Lauckhart made the
10 statement that WAPA essentially socializes the cost of
11 regulating reserves for wind?

12 MS. DANNEN: NorthWestern's going to object as
13 outside the scope of Mr. Wagner's prefiled testimony.

14 MR. UDA: I understand that Mr. Wagner didn't
15 testify specifically to this but my question goes to the
16 issue of whether or not there is an additional cost to
17 wind generation that NorthWestern would have to incur by
18 buying this project.

19 MR. SMITH: Overruled.

20 Q. So my question is you were present for that
21 testimony; correct?

22 A. I was here, yes.

23 Q. Do you know what he meant by that?

24 A. I don't remember the statement being said or what it
25 was in reference to but --

1 Q. Well, my question is is that does WAPA charge
2 NorthWestern specifically for integrating wind in its
3 South Dakota system?

4 A. For regulation? I assume you're talking about?

5 Q. Yes.

6 A. At this point, no. But there is a good chance in
7 the future as it grows that they will start to. They
8 make that very clear.

9 Q. Okay. But at present the answer is no?

10 A. That's correct.

11 Q. Okay. On page 7, lines 6 through 9 of your
12 testimony you discuss the differences between wind
13 resources and peaking units.

14 A. Uh-huh.

15 Q. Do you recall that testimony?

16 A. Page 7?

17 Q. Page 7, lines 6 through 9.

18 A. Yes.

19 Q. Okay. Didn't you adjust for the differences -- oh,
20 excuse me. Didn't Mr. Lauckhart adjust for the
21 differences by counting wind at only 20 percent of
22 capacity?

23 MS. DANNEN: Again, objection. Outside the
24 scope. Mr. Wagner did not do any of Mr. Lauckhart's
25 calculations or know what he did or did not take into

1 account.

2 MR. UDA: Well, I mean, this is testimony that's
3 identified as direct and rebuttal testimony. He is
4 saying, look, there's a huge difference between a
5 contribution of capacity from a wind resource.

6 MR. SMITH: To me it's -- overruled. It's
7 definitely related to something you said in your
8 testimony to me. So fire away.

9 Q. So the question is -- and whether you counted it 20
10 or you counted it 12 or going to be up and down, there's
11 an adjustment made to account for the fact that a wind
12 resource does not contribute as much to capacity as a
13 peaking unit; correct?

14 A. Correct.

15 Q. Are peaking units always available when they're
16 called on?

17 A. Unless they're down for maintenance, yes.

18 Q. Like, for example, an unexpected event like the Dave
19 Gates Generating Station; correct?

20 A. Okay. Well --

21 MS. DANNEN: Objection. Relevance to the
22 record.

23 MR. SMITH: Overruled.

24 Q. So, for example, the Dave Gates Generating Station
25 went down January 31, 2012. It's been down for some

1 time. So it's the case that peaking units are not always
2 available?

3 MS. DANNEN: Again, misstatement of the facts.
4 Dave Gates is not a peaking unit and it's not down at
5 this point in time.

6 MR. UDA: It was down for a period of time.

7 MR. SMITH: Sustained.

8 MR. UDA: Okay.

9 Q. Let me rephrase the question. Is it possible that a
10 gas peaking unit will have an unanticipated problem and
11 not be available?

12 A. Yes.

13 Q. Thank you. Okay.

14 MR. UDA: We have a demonstrative exhibit. It's
15 not meant to be introduced as an exhibit but it's for the
16 purposes of questioning. We had a line of questioning
17 yesterday of Mr. LaFave, and I think Mr. Wagner was
18 actually the expert on this question. But it has to do
19 with the acquisition of the Basin contract and the
20 capacity costs related thereto. If NorthWestern has an
21 objection to this line of questioning, I'd like to get it
22 resolved first before we go through that process.

23 MR. SMITH: NorthWestern.

24 MS. DANNEN: At this time NorthWestern doesn't
25 have objections to the line of questioning. Obviously

1 Mr. Wagner is capable of answering questions regarding
2 the Basin contract. But I guess we would reserve the
3 right to object to the demonstrative evidence, subject to
4 seeing it.

5 MR. SMITH: Sure. You know, I think what he's
6 talking about is not an exhibit but just something to
7 help him in terms of understanding what the questions
8 are.

9 MR. UDA: Right. And it's also for everybody's
10 edification and hopefully everybody will be able to see
11 it although since you're looking that way and he's
12 looking this way I'm -- what I'm going to do is set it up
13 kind of over here and hopefully he can look back at it
14 and hopefully you guys can see it too. With your
15 permission.

16 MR. SMITH: Why don't we take a 10-minute break.

17 (A short recess is taken)

18 MR. SMITH: We'll call the hearing back to order
19 following a short recess. Mr. Uda, please proceed.

20 MR. UDA: Thank you, Mr. Smith. I'm going to
21 try this and see if this works or not. I'll try to stay
22 as close to this as I can.

23 Q. (BY MR. UDA) Mr. Wagner, you were present
24 yesterday for the cross-examination of Mr. LaFave; is
25 that correct?

1 A. Yes, I was.

2 Q. And during that cross-examination we -- I think we
3 heard that NorthWestern made the decision in September of
4 2011 to acquire 11 megawatts of capacity from Basin
5 Electric for the summer months of 2013; is that correct?

6 A. That is correct.

7 Q. So I think what we established was that you agree
8 that in September of 2011 NorthWestern made the decision
9 to buy 11 megawatts of capacity from Basin Electric for
10 the summer months of 2013; is that correct?

11 A. That is correct.

12 MR. UDA: Okay. So we had this discussion with
13 Mr. LaFave yesterday and I've discussed this with counsel
14 from NorthWestern and they're concerned about the
15 redundancy but I think Mr. Wagner here is really the
16 expert. And I wanted to make sure for the purposes of
17 the record that everybody was clear about the point that
18 we were making. And if Mr. Brogan has an objection I
19 guess we can deal with it now because I don't really want
20 to go through all of this if the Commission doesn't want
21 to hear it.

22 MS. DANNEN: We have no objection at this time.

23 MR. UDA: Okay.

24 Q. So what this is is this is not going to be admitted
25 as evidence. This is just to try to explain the point.

1 And I think we would probably disagree about this number
2 about whether or not -- or actually it would be this
3 number, about whether or not Oak Tree could displace 4
4 megawatts of capacity from the Basin Creek contract.
5 That might be a different number in NorthWestern's
6 opinion; correct?

7 A. Basin Creek?

8 Q. Basin Electric. I'm sorry. We have a Basin Creek
9 project in Montana. I get those confused from time to
10 time.

11 A. And you're asking if -- if they can displace that
12 much you're asking me?

13 Q. I'm assuming whatever this number would be.

14 A. Yeah. 3, 4, somewhere in that range.

15 Q. Okay. So the point that we were trying to make
16 graphically here is that you acquired whatever this
17 number of megawatts that could have been displaced by the
18 Oak Tree contract for the summer of 2013. And would you
19 agree with me, subject to check, that the price for that
20 capacity was \$5 a kilowatt month?

21 A. For 2013? It's actually different than that. If
22 you read it, it's 5,000 for the first 5 megawatts and
23 after that, above that is \$11.

24 Q. Okay. So but anyway whatever this number is you
25 would agree with me that it was not a lower number?

1 A. That's correct.

2 Q. So would you agree with me that \$5 a kilowatt month
3 would be \$5,000 a megawatt month?

4 A. Correct.

5 Q. Okay. And if you add that up on a monthly basis,
6 you would get roughly \$20,000 a month.

7 A. Correct.

8 Q. Okay. And, again, these numbers are not necessarily
9 accurate. This is really just proportionality kind of
10 thing. If you used those numbers you would get \$120,000
11 a year.

12 A. I agree.

13 Q. Okay. And so with respect to Oak Tree, if they had
14 acquired that capacity from Oak Tree, whatever that
15 number would be, they were going to charge NorthWestern
16 \$17 a kilowatt year, which would be the equivalent I
17 think you would agree with me 17,000 a megawatt year.
18 And that 4 megawatts times 17 would be 68,000.

19 A. I agree.

20 Q. Okay. All right. Thank you. There are no more
21 questions on that and I have to say I'm sure with
22 everybody else I'm glad that's over.

23 And I'm sure you will be glad to hear,
24 Mr. Wagner, that we are nearing the end.

25 A. Good.

1 MR. UDA: Just a moment. Can we go off the
2 record?

3 MR. SMITH: Yes.

4 (Discussion off the record)

5 MR. UDA: No more questions.

6 MR. SMITH: Thank you. Staff.

7 MS. SEMMLER: We have no questions.

8 MR. SMITH: Commissioner questions of Mr. Wagner
9 and/or advisors.

10 CHAIRMAN NELSON: None from me.

11 MR. SMITH: Commissioner Fiegen?

12 COMMISSIONER FIEGEN: No.

13 MR. SMITH: Commissioner Hanson?

14 COMMISSIONER HANSON: Thank you, Mr. Smith.

15 Good morning, Mr. Wagner.

16 THE WITNESS: Good morning.

17 COMMISSIONER HANSON: I had asked a question a
18 number of times, and I'm curious from your standpoint if
19 you think there's a better alternative for Oak Tree than
20 NorthWestern Energy.

21 THE WITNESS: It's a hard question to answer.
22 At some point, you know, I don't think there's any
23 question that NorthWestern is probably going to, you
24 know, have to have more wind. But this being the right
25 time? I really do not think so, I guess, on that part.

1 You know, if it gets to be a standard, yes. And when
2 that comes, you know, we'll be mandated to do it. But
3 what we see on Titan and what it gives us, there's a lot
4 to be lacked as far as being -- when you want the wind
5 and when you have it are two different things, you know.

6 So it's a case of where we see, you know, in the
7 shoulder months we actually should look at backing down
8 base load generation because of the wind being on which
9 is a higher cost. Either that or look at actually
10 selling the wind and then our rate payers will lose, you
11 know, by selling at a reduced price.

12 COMMISSIONER HANSON: Your answer is interesting
13 because later on I was going to ask does NorthWestern
14 plan to add any wind energy in South Dakota.

15 THE WITNESS: At this point there is not
16 anything on the books. As Mr. LaFave testified
17 yesterday, we looked at again as far as an RFI back I
18 think it was in 2009, 2010 in that time frame, and came
19 to the same conclusion, basically what I just told you.

20 COMMISSIONER HANSON: Why is that? What, in
21 your examination, made you decide with all the REOs and
22 RPSs that are a potential for national, why is it that
23 you decided not to?

24 THE WITNESS: Looking at the customers in
25 NorthWestern as far as for them and what we feel is a

1 better type of generation source to have in this kind of
2 thing at this time and to keep them whole, you might say.
3 It's just, you know, not the right thing at this point in
4 time.

5 COMMISSIONER HANSON: 17, \$19, \$20 per megawatt
6 hour of fuel cost is completely dependent upon old coal;
7 correct?

8 THE WITNESS: That is correct. That's the three
9 steam plants.

10 COMMISSIONER HANSON: Are there any plans for
11 upgrading right now? Any discussions looking at
12 upgrading those plants so that the cost will be
13 increased?

14 THE WITNESS: We are. And on the yearly update
15 that I do I know it's been brought up -- you know, I did
16 last year's and the year before I think Mr. Dave Gates
17 did. And we continually bring up to what we're looking
18 at doing on Big Stone and Neal and what the situation is
19 with Coyote with the EPA rules and regulations coming
20 down.

21 Probably Mr. Mark Rolfes I think has been here
22 to fill in the Commission as far as to what he sees at
23 Otter Tail. He is the one that is leading the project at
24 Otter Tail for Big Stone. And, you know, he'd be able to
25 do a better job than I am on that part.

1 But we proceed ahead with Big Stone and keeping
2 in mind, I guess, as we go along that whatever that is
3 still the best resource -- they're the best cost to look
4 at revamping the plant at this point in time.

5 Now with Neal 4 in Sioux City, they are
6 proceeding and are in construction of putting in the bag
7 house and the scrubber and also looking at putting in an
8 SNCR. And, you know, I can give you the cost if you're
9 interested to what those numbers are for those two
10 plants.

11 COMMISSIONER HANSON: I'm familiar with the cost
12 but just go ahead for the purposes --

13 THE WITNESS: Our share at Neal 4, I'm just
14 talking NorthWestern's share is looking at it's going to
15 be around 24, 25 million. And at Big Stone we're looking
16 at in the range of probably 130 to 133 million.

17 COMMISSIONER HANSON: And those have not been
18 incorporated into the rates at this point, have they?

19 THE WITNESS: No, they have not.

20 COMMISSIONER HANSON: And as Mr. LaFave was
21 speaking of the potential for a rate request, I assume --
22 do I assume correctly that those costs that you just
23 stated would be costs that would be a part of that rate
24 request?

25 THE WITNESS: I guess, you know, I know that

1 they are doing 2012 or looking at it as a test year. And
2 how they plan on doing that if -- you know, because Big
3 Stone will not get done probably until 2015. And Neal is
4 like 2014. So how those two projects are going to get
5 built in there -- Aberdeen, yes. But on that part, I
6 guess I'm not quite sure, I guess, if they have to wait
7 until the end or if it can be done during the middle
8 part. I guess you know that probably better than I do
9 that a rate increase can, you know, come forward.

10 COMMISSIONER HANSON: Have you been a part of
11 any -- and I'm not asking for numbers here. Have you
12 been a part of any discussions to this juncture as to the
13 effect on rates?

14 THE WITNESS: I have not. Our regulatory or our
15 rate department is working on it, I know. To where
16 they're at, I don't have the slightest idea.

17 COMMISSIONER HANSON: Are there any other
18 upgrades planned that you're aware of?

19 THE WITNESS: As far as our Coyote plant we have
20 to put over-fire air on that to be compliant by 2018.
21 The cost on that is pretty minimal, though. So Big Stone
22 and Neal are the two bigger ones. And then that should
23 take care of them for a long ways into the future
24 hopefully.

25 COMMISSIONER HANSON: When we're looking at

1 those planned upgrades would not or should not those be
2 included in a levelized cost when we're looking at a
3 relationship with a QF from the standpoint of what they
4 could expect on an avoided cost analysis?

5 THE WITNESS: Myself, I did not get into the
6 avoided cost calculations in this kind of thing. So I
7 really would rather not even comment on that because I,
8 you know, really wasn't involved in any of that.
9 Mr. Green, Mr. LaFave were the two behind that so.

10 COMMISSIONER HANSON: Unfortunately, you're
11 sitting in the witness box right now.

12 THE WITNESS: I know it.

13 COMMISSIONER HANSON: I appreciate your desire
14 not to participate in it but not withstanding an
15 objection, do you have an opinion on that?

16 THE WITNESS: For future, probably, I guess
17 would be an opinion I guess that, you know, at some point
18 as you go ahead, yes.

19 COMMISSIONER HANSON: Thank you. Appreciate
20 that. Thank you, Mr. Smith.

21 MR. SMITH: Any other questions? Commissioner
22 Nelson, Chairman Nelson.

23 CHAIRMAN NELSON: Just one question. I mean,
24 throughout this proceeding NorthWestern has vigorously
25 put forth that the avoided cost numbers of Oak Tree are

1 much too high and yet it strikes me that those numbers
2 are very similar to what we've seen in the Titan project.

3 So my question is why did you pursue the Titan
4 purchase? It doesn't seem to make sense compared to the
5 argument NorthWestern is putting forth.

6 THE WITNESS: Well, Titan was a couple three
7 years ago. And the thought and the logic at that point
8 was a lot different than what it is today. You know,
9 that's when wind resources were, you know, to say that
10 you had one was a plus. And so the company felt they had
11 done one in Montana, that we should do something in
12 South Dakota at least to have something as to say that we
13 are getting into the wind business.

14 It's a case of where, you know, the right thing
15 to do or not, you know, we decided on 25 megawatts as a
16 nominal value. We knew it wasn't going to be make all of
17 what would probably be set as an RPS but it would be a
18 good start. And to experiment with it and not totally
19 what we were going to see from it, you know, we wouldn't
20 know until afterwards.

21 So, you know, putting it in, you know, I'm not
22 saying it was a, you know, bad idea. It has given us a
23 lot of information and, you know, looking ahead to what
24 to do with wind if we really need more or not I guess on
25 that part so.

1 CHAIRMAN NELSON: If I could ask one follow-up
2 question. And so what I hear you saying is, you know,
3 three years ago wind was the thing to do and you went
4 with it.

5 THE WITNESS: Right.

6 CHAIRMAN NELSON: Irregardless of what the
7 numbers might have been telling you at that point; is
8 that correct?

9 THE WITNESS: Right. Well, market prices were
10 higher back then too. And when that PPA was done that
11 was pretty relevant if I remember right to kind of what
12 costs were at that point in time or closer anyways to
13 what the market was to that. So --

14 CHAIRMAN NELSON: Thank you.

15 MR. SMITH: Mr. Rislov.

16 MR. RISLOV: Thank you. I have a few easy
17 questions here.

18 What's the ability of NorthWestern at this point
19 with your system to incorporate 19 and a half megawatts
20 of wind?

21 THE WITNESS: It wouldn't be that, you know,
22 hard to do to incorporate it. It's going to make us long
23 in some of the months that we probably don't want to be
24 long, you know, and the shoulder months, you know, light
25 load and this kind of thing. And then we have the

1 decision, you know, if we back down or sell, you know,
2 what the excess is actually as a loss part so.

3 MR. RISLOV: Which brings me to the next
4 question. You talk about backing down. What plants are
5 you actually backing down?

6 THE WITNESS: Our highest cost plant is Big
7 Stone. And for the first time last year we actually
8 started to back that down as we seen the market prices go
9 below \$15 and less so.

10 MR. RISLOV: You say "we" backed it down, but
11 Otter Tail operates that plant, it's 440 megawatts
12 approximately, how do you back -- are we saying we're
13 only backing down incrementally what NorthWestern chooses
14 to back down?

15 THE WITNESS: No. You've got to look at it a
16 little bit differently. The plants that we own are all
17 in MISO. And MISO is doing regulation and ups and downs
18 with those plants continually. We were the only owner up
19 until last year that ran flat and we ran flat out with
20 everything that we could get until the point last year
21 when we finally started to see the prices and the losses
22 and tried to save some of the money for the customer on
23 that end by, you know, not losing money on doing this
24 that we actually decided to back down.

25 And it's a case of where all the owners in the

1 three plants do back down and regulate. They swing a
2 lot. That's part of the problem of MISO, these plants
3 are swinging tremendously on a daily basis.

4 MR. RISLOV: So are you telling me that actually
5 when you make the decision you -- is this done in a
6 physical manner by MISO or is it done based on cost only?
7 MISO puts your cost into their computer model and the
8 computer model backs down Big Stone?

9 THE WITNESS: On our end, you know, we're not
10 part of the MISO end of it but we do it by a cost basis
11 looking a day ahead and what we get for a forecast in
12 cost, yes. But basically what you're saying MISO does
13 some, I'm sure you're probably aware of that, they do the
14 LNP price; you know, look at that and decide which plants
15 they want to run and for how long and which ones they're
16 going to swing, you know, that kind of thing during the
17 day's time.

18 MR. RISLOV: Which leads to my next question.
19 Are you aware of the negative LMPs in the western portion
20 of MISO?

21 THE WITNESS: Yes. I've heard they have gone
22 negative, yes.

23 MR. RISLOV: Does that affect your system? Does
24 that affect your utility? Excuse me.

25 THE WITNESS: In a way I guess in trying to sell

1 because you don't want to sell for a loss and that kind
2 of thing on that end of it. And being, you know, outside
3 of MISO has been some difficult times and this kind of
4 thing that as far as being able to sell into MISO with
5 flow gates and issues like this transmissionwise it's not
6 always readily available and easy if you are selling in
7 there to get your power to there.

8 MR. RISLOV: And this could be a toughy but do
9 you have any idea what adding approximately 20 megawatts
10 of wind would do as far as enhancing negative LMPs on the
11 western edge of MISO?

12 THE WITNESS: Boy, that would be tough to say.
13 I'd have to take a look at it farther, you know, to
14 really look at it.

15 MR. RISLOV: But I guess my question would be
16 this: Your utility hasn't analyzed any impact of adding
17 wind on potential negative LMPs?

18 THE WITNESS: No.

19 MR. RISLOV: Okay. And I know you didn't
20 introduce this exhibit, but I'm still a little confused
21 about I believe it's OT 11, which had to do with Rolling
22 Thunder 1 Power Partners and I think there are about
23 eight transactions recorded on that exhibit.

24 THE WITNESS: Uh-huh.

25 MR. RISLOV: What's this exhibit designed to

1 tell me?

2 THE WITNESS: I am really not familiar with it.
3 This is the first time I seen one of these to tell you
4 the truth.

5 MR. RISLOV: I guess I have -- probably asking
6 the wrong person but as Commissioner Hanson noted you're
7 on the witness stand and there just in my mind as I
8 analyze this I have no idea what this is supposed to
9 represent, the entirety of transactions over three
10 calendar years or the fourth quarter? I don't know what
11 it's designed to represent. I don't know if it
12 represents purchases or sales. I just don't know. Do
13 you have any idea?

14 THE WITNESS: Just guessing here. I'm looking
15 at it. You know, it shows the days on the first page or
16 whatever and I assume those are the transactions,
17 compared with the days on the back side on there so --
18 but --

19 MR. RISLOV: Transactions of what sort if I may
20 ask? Purchases?

21 THE WITNESS: I assume these are purchases, yes.

22 MR. RISLOV: Okay.

23 THE WITNESS: But that is a total guess.

24 MR. RISLOV: How will the upgrades at Neal 4 and
25 Big Stone affect your actual strike price for selling or

1 ramping down your power plants?

2 THE WITNESS: Naturally, it's going to raise the
3 cost of the plants and it's going to raise the cost of O
4 and M at the plants and this kind of thing. So you're
5 going to see the price go up per se probably at the plant
6 in the end on the overall cost. You know, how much is
7 hard to say and that kind of thing. I don't have any
8 numbers that way. But, you know, looking at it from the
9 MISO standpoint, the higher cost plants are usually run
10 last if they're run on that kind of thing.

11 You know, just as a comparison, Neal 4 is a lot
12 more economical plant and it's run continually and it's
13 ramped continually. Whereas Big Stone is not run. It's
14 a higher priced plant and it's not run near as much or to
15 the extreme as what Neal 4 is, as an example.

16 MR. RISLOV: Perhaps I should have been a little
17 clearer, but when we're talking about fuel and operating
18 cost do you expect it to be a significant change even
19 though the book value of the plant is going to go up
20 considerably?

21 THE WITNESS: The cost and, you know, from what
22 I've seen as far as on station power end of it and this
23 kind of thing is going to go up quite a bit, yes, O and M
24 wise. To those numbers I guess I wouldn't have, you
25 know, anything here with me. But it's something that we

1 could get.

2 MR. RISLOV: What information -- you noted you
3 were looking at getting into wind for a variety of
4 reasons. One of those is gathering information from the
5 actual operation of the facility. What information have
6 you gotten good or bad?

7 THE WITNESS: Well, kind of mentioned some of
8 them. The good is it does give us kilowatt hours or
9 whatever and that kind of thing but it's not always when
10 we want it. There would be times, you know, during the
11 shoulder months like I mentioned that we got too much,
12 you know, with our base load and the wind. And then, you
13 know, to back down the base load is, you know, almost a
14 crime I guess on that part for as cheap as it is at this
15 point.

16 You know, but as far as an intermediate type of
17 resource and that I don't have any problem with wind. It
18 has its place in the market today, there's no question
19 about that. There's a lot of companies that are putting
20 a lot of megawatts in of wind like Basin and this kind of
21 thing. So eventually, you know, like I had mentioned
22 earlier, WAPA does the regulation for us at no cost for
23 the wind. Eventually as you get so much wind they're
24 going to start doing a cost on that end which will add
25 another cost to it which we don't have today. So.

1 MR. RISLOV: The ancillary services.

2 THE WITNESS: Yeah. Yeah. And to be honest
3 too, the wind and the wind that we're seeing out there I
4 don't think it's any secret that the wind is actually
5 part of the reason that you see the market price being
6 driven down so the market prices aren't there so -- good
7 or bad that way.

8 MR. RISLOV: Thank you.

9 MR. SMITH: Any other commissioner questions?
10 Ms. Dannen.

11 MS. DANNEN: Thank you, Mr. Smith. Just a
12 couple of follow-up questions.

13 REDIRECT EXAMINATION

14 BY MS. DANNEN:

15 Q. Mr. Uda used the big demonstrative chart to show you
16 capacity and capacity avoidance based on the Basin
17 contract.

18 In your opinion had Oak Tree offered to sell
19 NorthWestern credited capacity in 2011, would we have
20 entertained it?

21 A. If they would have done a proposal of the sale -- I
22 never did see the numbers he had before. Yes, we would
23 have been interested. The only caveat would be that we
24 would not be willing, you know, to have the energy part
25 of it. It would strictly be for capacity.

1 Q. And let's revisit this planning reserve discussions
2 that you had with Mr. Uda. In your mind what is
3 NorthWestern's planning reserve?

4 A. NorthWestern's planning reserve is a type of reserve
5 that is for a longer period of time or whatever. If a
6 party uses, loses a plant or something like that that's
7 made up in the system that you need to get something to
8 replace that plant. And that gives you that availability
9 to have that excess generation in the area regent in
10 order to pick up that difference.

11 Q. Mr. Uda, you know, drew your attention to an example
12 of we had insurance, we let it go and now we're running
13 without insurance because we have no agreements with
14 WAPA.

15 A. Uh-huh.

16 Q. In case we lose one of our resources.

17 A. Uh-huh.

18 Q. Do we have any contingency arrangements in place
19 with WAPA?

20 A. The other piece that we're talking about is we do
21 have a contingency or spinning reserve contract with WAPA
22 through the SPP. And looking at the regent or in the
23 balancing authority itself there's a certain amount of
24 megawatts that's divided up between all the companies.

25 Our share on a rough basis is probably about 8, 9

1 megawatts. Half of that is spinning, and the spinning
2 part of that reserve is supplied by WAPA. And then the
3 other part of that reserve is furnished by us with our
4 peaking units.

5 Q. You kind of anticipated my next question is should
6 we have an issue with the resource aside from these
7 reserves that we can call on within our region, what
8 other mechanisms does NorthWestern have available to keep
9 the lights on and not get stuck in elevators?

10 A. Partly, you know, from what I say here and this kind
11 of thing and WAPA, you know, NorthWestern's got a lot of
12 faith in WAPA. Probably because we're so -- our system
13 is tied to them. I mean, we've got nine interconnections
14 with WAPA. And basically there's two other ones that are
15 with MISO companies. But without WAPA, NorthWestern
16 can't exist today.

17 And with WAPA and the agreements, we got a network
18 service agreement with WAPA and we do have a marketing
19 agreement and we got umpteen other agreements that they
20 do for us. I trust WAPA and being able to do everything
21 they can in something like that that they aren't going to
22 leave us high and dry.

23 Q. But aside from WAPA, does NorthWestern have other
24 resources such as, you know, gas-fired peakers that it
25 can call on in the case of an emergency?

1 A. Yeah. Right. Now when we were talking earlier
2 about the amount of generation NorthWestern has, the 312
3 megawatts, 210 megawatts of that is base load -- the coal
4 plants and the other 110 or so, whatever that is, is a
5 case of where it's peaking units that are scattered
6 through the system. And then we have four megawatts with
7 Titan. And those peaking units can be run pretty much at
8 any time and for whatever it needs to be in order to --
9 until we're able to find another supply of power in order
10 to cover us. And that's a lot of the reason for
11 Aberdeen.

12 Q. And on this planning reserve requirement, Mr. Uda
13 questioned about whether we discussed setting these
14 reserves with the Commission. Have we ever discussed
15 those with the Commission?

16 A. We have not, to my knowledge. I think maybe the
17 Commission was aware when we're in the MAPP reserve
18 sharing group that it was at 15 percent. And I'm sure
19 the Commission was aware when MAPP sunseted. And sorry
20 to say MAPP is not very much -- or there is not too much
21 left of MAPP today.

22 Eventually I think MAPP is going to go away and
23 we're going to wind up in an RTO, you know, right or
24 wrong on that part. There is good out of it. It's just
25 a case that we cannot commit to go to an RTO without

1 WAPA. I explained to you how we're tied to them and
2 depend on them and if we did and create a -- what you
3 might say would be a mess in rates and in -- because our
4 load would still flow through them we would be pancaking
5 rates on top of pancaking rates what we pay to MISO
6 today.

7 So, in other words, we wait and we encourage WAPA,
8 you know, to be looking at something. And we're not the
9 only one. I know Basin is really pushing hard on WAPA to
10 make a decision.

11 Q. Thank you. And this purpose of planning reserves
12 ultimately is born out of reliability, is it not?

13 A. That is correct.

14 Q. And so the genesis and the organization probably
15 most concerned about -- I'm not saying the Commission's
16 not concerned about us having planning reserves but is
17 with MISO and the MRO. Would you agree?

18 A. Yes.

19 Q. And do we arbitrarily set planning reserves?

20 A. As far as a percentage?

21 Q. Yeah.

22 A. No, we don't. We abide what we see and what we get,
23 I guess on the LOLE study, WAPA felt that this was the
24 best thing to do to stay in tune with NERC and the MRO as
25 we're in between right now, not in a planning reserve

1 sharing group to do this so that we stay compliant on
2 that end.

3 Q. And, you know, referring to the LOLE study that you
4 just mentioned and that I believe Mr. Uda has mentioned,
5 that LOLE study is applicable to NorthWestern; is that
6 not correct?

7 A. It is. That's correct. If you look at that
8 document, it's got the list of utilities in there in
9 South Dakota that it applies to.

10 Q. And aside from this LOLE study, what else is there
11 out there for NorthWestern to go by to determine its
12 planning reserve?

13 A. Short of joining an RTO, there isn't anything at
14 this point. If the MRO would start to pick up and do
15 more proactive, you know, things in a planning reserve,
16 yes. But if anything from what we've seen of the MRO
17 they kind of retreat and have gone backwards a little bit
18 so.

19 Q. And finally there was a couple of questions directed
20 to you regarding the Titan project. Are the costs that
21 NorthWestern is paying for the Titan contract currently
22 avoidable based on this potential agreement with Oak
23 Tree?

24 A. I'm trying to think of an answer for that, I guess.

25 Q. Can NorthWestern avoid the Titan contract with the

1 purchase of power from Oak Tree Energy?

2 MR. UDA: I'm going to object at this point. I
3 think the witness has already said he wasn't involved in
4 the avoided cost calculation. He's not testifying on
5 avoided cost. We didn't ask him any questions about
6 avoided cost.

7 MR. SMITH: Do you have a response?

8 MS. DANNEN: No.

9 MR. SMITH: I'm going to sustain the objection
10 then. I don't think he knows anyway so thank you.

11 MS. DANNEN: Nothing further.

12 MR. SMITH: Do you have any recross?

13 MR. UDA: I want to clarify, am I limited to
14 recross of Commission questions?

15 MR. SMITH: We're usually relatively liberal on
16 that. But I am going to give NorthWestern the last shot
17 at the apple -- the last bite of the apple.

18 MR. UDA: Oh, sure. That makes sense.

19 REXCROSS-EXAMINATION

20 BY MR. UDA:

21 Q. I think I just have two questions. The first one is
22 we established -- and this was roughly. I mean, I know
23 that you don't have the exact numbers in front of you --
24 that NorthWestern's peak load for 2013 was roughly in the
25 area of 343 megawatts; is that correct?

1 A. I think that's what I said. It was pretty close,
2 yes.

3 Q. And without Big Stone, you're in the neighborhood
4 generation of 312 megawatts; is that correct? Without
5 Aberdeen, I mean.

6 A. That's correct, yes.

7 Q. And so and would you agree with me, subject to
8 check, that your share of the capacity from Big Stone is
9 roughly 106 megawatts?

10 A. I think it's closer to 110 but --

11 Q. Oh, okay. And so if for whatever reason there's an
12 outage at Big Stone, you'll need considerable capacity.
13 Would you agree with that?

14 A. We need capacity in order to pick up the difference
15 or be able to get it on the market during that period
16 while Big Stone is down, yes. It depends on the
17 condition, what it is too, the time of the year. You
18 know, that can be done through our peaking units
19 intermediately and if it's a quick fix or whatever and
20 that, when they get fixed we can back them off or
21 whatever.

22 Q. So we've established earlier you have roughly I
23 think you said something in the neighborhood of 100
24 megawatts of peaking units; is that right?

25 A. It's about 112, I think.

1 Q. So in that event you would not have any other
2 contingency to cover those losses; is that right?

3 A. I was trying to get that out before that we are not
4 by ourselves, you know. WAPA or whatever in that in the
5 regent would make up some of that difference too.

6 Q. Right. But I thought we'd established earlier --

7 A. Yeah.

8 Q. -- in my cross-examination that WAPA doesn't
9 necessarily have an obligation to serve you.

10 A. WAPA -- let's put it this way: WAPA with the
11 agreement that we've got isn't going to leave us high and
12 dry on that part. That's my opinion.

13 Q. But that's not based, though, on the contractual
14 language; correct?

15 A. It would be a complete disaster in the system when
16 you see the system falling apart or something like that
17 to warrant something like what you're saying, you know.
18 We have never, you know, just an example in the capacity
19 agreements we have today, we got an energy clause in.
20 You know, that's for the case of what you say what you
21 need that you can call on that energy clause if you need
22 to too to help you out in that situation. In my time in
23 production we have never called on an energy contract
24 because energy has always been available on the system
25 and at a lower cost.

1 Q. Okay. And I just -- I think I have one more
2 question for you. Are you aware of any other utility
3 that's using a 7.1 percent planning margin at this point?

4 A. In that one docket that you have it lists the
5 utilities basically here in South Dakota and North Dakota
6 that are on that, yes.

7 Q. Okay. Are they actually carrying a 7.1 percent or
8 is it just that the particular study says you could use
9 7.1 percent?

10 A. The study says you can use 7.1 percent and to my
11 understanding and that, you know, they could have more
12 than that before or not. But, you know, there isn't, you
13 know, too many or some that do capacity contracts, not
14 all that do and I can't tell you for sure which ones do
15 or not and if they're following it. I assume they would
16 for economic reasons, yes.

17 MR. UDA: Okay. Thank you. That's all I have.

18 MR. SMITH: Any follow-up for NorthWestern?

19 MS. DANNEN: None.

20 MR. SMITH: Pardon me. Staff has a follow-up.

21 CROSS-EXAMINATION

22 BY MS. SEMMLER:

23 Q. I have a question about the reserves and reliability
24 standards. Is NorthWestern subject to NERC reliability
25 standards?

1 A. Yes. Yes.

2 Q. Has NorthWestern gone through a NERC audit?

3 A. As far as for compliance issues and this kind of
4 thing?

5 Q. Correct.

6 A. Yes.

7 Q. Are operating reserves part of that audit, if you
8 know?

9 A. It was not brought up, no.

10 Q. Okay.

11 MS. SEMMLER: Thank you.

12 MR. SMITH: Ms. Dannen, any follow-up?

13 MS. DANNEN: (Shakes head)

14 MR. SMITH: Thank you. You may step down then,
15 Mr. Wagner.

16 NorthWestern, are you ready to call your next
17 witness or do you need a break or how are we doing?

18 MS. DANNEN: We're ready.

19 MR. SMITH: Ready to go? Okay.

20 MR. BROGAN: Mr. Smith, NorthWestern calls
21 Mr. Steve Lewis.

22 (The witness is sworn by the court reporter)

23 DIRECT EXAMINATION

24 BY MR. BROGAN:

25 Q. Mr. Lewis, please state your name and business

1 address for the record.

2 A. My name is Steven E. Lewis, and is it the business
3 address?

4 Q. (Nods).

5 A. Sorry. I shouldn't trip up on the easy ones, I
6 guess. Business address is 2719 California Avenue
7 Southwest, Suite 5, Seattle, Washington 98116.

8 Q. By whom are you employed?

9 A. Lands Energy Consulting.

10 Q. Did you submit prefiled direct and rebuttal
11 testimony in this docket?

12 A. Yes, I did.

13 Q. Before you is a document that's been marked for
14 identification as NWE 6. Would you please take a moment
15 to review that document and tell me when you're finished.

16 (Witness examines document)

17 A. I'm finished.

18 Q. Is NWE 6 a true and correct copy of your prefiled
19 direct and rebuttal testimony in this docket?

20 A. It does appear to be so.

21 Q. If I were to ask you the same questions here today
22 under oath, would your answers be the same, save and
23 except for any changes or corrections that you wish to
24 make?

25 A. Yes, they would. And I do have some corrections to

1 make.

2 Q. You've anticipated my next question. Would you
3 please describe the changes.

4 A. Well, based on the run through that Mr. Lauckhart
5 provided yesterday on a sanity check spreadsheet I came
6 to understand that a couple of my calculations of the
7 market prices from Black & Veatch were not correctly
8 prepared.

9 So basically what I had done was in some of the
10 comparisons I compared my nominal price forecast against
11 their constant price forecast, which was incorrect. So I
12 need to make a couple of changes.

13 The changes start on page 5. And basically what
14 this is, by comparing it to constant dollars I was
15 comparing it to effectively a lower stream of numbers
16 than would result from a nominal price stream.

17 So starting on page 5 at line 10 where I'm talking
18 about the comparison, instead of the average I've quoted
19 as 14 and 30 percent higher respectively, the numbers
20 should be 17 and 34 percent higher.

21 Then a little bit further down on the same page,
22 line 15, it is doing essentially the same comparison for
23 the first four years. The 23 percent and the 40 percent
24 would be changed to 29 percent and 58 percent
25 respectively.

1 Then turning to page 6, line 9, again, we have a
2 comparison, and the quoted difference is 49 and 109
3 percent for the back end. The percentages should be 80
4 percent and 230 percent.

5 And then at page 6 down at -- starting on line 24 we
6 had a comparison between their market price forecast and
7 their offered price. And in this case it would -- it --
8 I think it matches up a little bit better with some of
9 the other testimony that Mr. Lauckhart had offered. But
10 the \$5.30 per megawatt hour higher than their market
11 price forecast over -- levelized over 20 years instead of
12 \$5.30 it would actually be \$12 a megawatt hour lower.

13 So, in fact, the offered price was effectively \$12
14 lower than their 20-year levelized price.

15 But in line 26 where we have the \$18.20 megawatt
16 hour higher, that one is actually still higher in the
17 front end. But it does go down. So it goes down from
18 \$18.20 to \$14.39. So those are the changes within the
19 body of the exhibit. Or in the body of the testimony.

20 There are two exhibits that relate to this, Exhibits
21 8 and 9. They would need to be adjusted. If somebody
22 would like, I have corrected charts in the exhibits. I
23 don't have those prepared at this time, though.

24 Q. Do you have any other changes?

25 A. No, I do not.

1 MR. BROGAN: Mr. Smith, I'd move for the
2 admission of NWE 6 as corrected.

3 MR. SMITH: Any objection?

4 MR. UDA: No objection.

5 MR. SMITH: Staff?

6 MS. SEMMLER: No.

7 MR. SMITH: Exhibit 6, NorthWestern 6, is
8 admitted.

9 Q. Mr. Lewis, did you also submit prefiled responsive
10 testimony in this docket?

11 A. Yes, I did.

12 Q. Before you is a document that's been marked for
13 identification as NWE 7. Would you please take a moment
14 to review it and tell me when you have finished.

15 (Witness examines document)

16 A. I have finished.

17 Q. Is NWE 7 a true and correct copy of your prefiled
18 responsive testimony in this docket?

19 A. Yes, it is.

20 Q. If I were to ask you the same questions here today
21 under oath, would your answers be the same save and
22 except for any changes or corrections you have?

23 A. Yes, they would.

24 Q. Do you have any changes or corrections?

25 A. I do not.

1 MR. BROGAN: Mr. Smith, I'd move for the
2 admission of what has been marked as NWE 7.

3 MR. SMITH: Any objection?

4 MR. UDA: I'm sorry. I was reading. No
5 objection.

6 MR. SMITH: Staff?

7 MS. SEMMLER: No.

8 MR. SMITH: NWE 7 is admitted.

9 Q. Mr. Lewis, would you please provide a brief summary
10 of your prefiled direct and responsive testimony and your
11 prefiled -- excuse me, your prefiled direct and rebuttal
12 testimony and your prefiled responsive testimony?

13 A. Yes, I will.

14 It's fairly succinct and I can do this fairly
15 quickly. There's basically three points that we tried to
16 accomplish in the original prefiled testimony.

17 The main part was to discuss and explain the details
18 behind the price forecast that we prepared on behalf of
19 NorthWestern Energy for their use in calculating the
20 avoided cost.

21 The second was to provide some of the comparisons in
22 the rebuttals to the price forecast that had been
23 supplied by Mr. Lauckhart on behalf of Oak Tree Energy.

24 And then the last thing we wanted to do was we had
25 facilitated two of the competitive solicitations on

1 behalf of NorthWestern Energy here in South Dakota. One
2 that resulted in the purchase of Titan 1 output and then
3 the second one that didn't result in the purchase of any
4 resources. And we talked a little bit about the results
5 and what we observed as part of those two processes.

6 So that was basically the three points that we -- or
7 that I covered in my initial direct testimony.

8 The responsive testimony that we supplied was much
9 more straightforward. It was really to respond to
10 Mr. Rounds' testimony and provide a little bit of the
11 details around the different factors that affect the
12 market in this region.

13 Our forecast, as I'm sure we're going to discuss as
14 we go through the discussion and the questions and
15 answers here, is a market-based forecast, that the
16 market-based forecast is based on fundamentals. And I
17 think that Mr. Rounds wanted a little bit of information
18 related to the fundamentals related to the market. So we
19 tried to provide those. Hopefully it wasn't too much
20 repetitive or explaining things you already understood.

21 But that was the point of the responsive testimony.
22 And that's it.

23 MR. BROGAN: Mr. Smith, Mr. Lewis is available
24 for cross-examination.

25 MR. SMITH: Are you ready to go, Mr. Uda?

1 MR. UDA: I am now, Mr. Smith.

2 MR. SMITH: Please proceed.

3 CROSS-EXAMINATION

4 BY MR. UDA:

5 Q. Mr. Lewis, have you ever prepared a
6 fundamentals-based market price forecast?

7 A. It's been some time, but I have.

8 Q. And when was that?

9 A. That would have been in the 19 -- actually it would
10 have been in the 1980s when I was working at Bonneville
11 Power Administration.

12 Q. And you would agree with me then that for this
13 proceeding you did not prepare a fundamentals market
14 price forecast?

15 A. That is correct. The market price forecast that we
16 prepared is based on the market. So it's a market based
17 forecast as opposed to, you know, a big complex model
18 that attempts to model all of the different components on
19 the supply and demand type of a basis over time to arrive
20 at a marginal price and, therefore, a market price.

21 Q. Are you familiar with the Northwest Power and
22 Conservation Council?

23 A. Yes, I am.

24 Q. Okay. And do they do price forecasts?

25 A. Yes, they do.

1 Q. And do you know whether or not that they use the
2 AURORA model to do that?

3 A. I believe that they do.

4 Q. Okay. Are you familiar with the PROMOD model?

5 A. Less so than the AURORA but yes.

6 Q. You know of it?

7 A. I know of it.

8 Q. Okay. Are you aware that PROMOD can be run either
9 in price formation mode or portfolio evaluation mode?

10 A. I'm not that familiar with it, no.

11 Q. Okay. Do you know whether AURORA was developed as a
12 price formation model?

13 A. Maybe you can clarify what do you mean by price
14 formation model?

15 Q. Okay. Would you agree that the price formation
16 model covers a very large geographic area such as the
17 eastern interconnect?

18 A. Again, you know, I think you can build models to
19 cover as broad of a region as you want. I think we heard
20 yesterday that the Black & Veatch model covers the entire
21 U.S. it appeared based on the bubbles that we looked at
22 on the one page. So, yes, you can build it to cover a
23 very broad region. You can build it to cover a smaller
24 region if you like.

25 Q. Okay. I was just trying to establish whether you

1 understood the difference between a price formation model
2 and a portfolio evaluation model.

3 A. I don't understand the distinction between those
4 two.

5 Q. Okay.

6 A. Terms.

7 Q. Do you have Lauckhart Exhibit 5 in front of you?

8 A. Probably but it may take me a minute to find it.

9 This is the direct testimony of --

10 Q. Of Mr. Lauckhart and it's exhibit Tab 5 now to --

11 A. Tab 5?

12 Q. Yeah. Tab 5.

13 A. I think this is supposed to be 259 pages, is it?

14 Q. Yeah. It's page 149. It's kind of hard to read the
15 pages because they put them in Bleau for some reason at
16 the bottom. So just let me know when you can find page
17 149.

18 A. What page number again?

19 Q. Page 149.

20 A. 149.

21 Q. Okay. Would you agree with me -- have you reviewed
22 the page?

23 A. I have.

24 Q. Okay. Are you -- would you agree with me that the
25 methodology that the Black & Veatch electric price

1 forecast uses essentially models the entire country and
2 the zones within the country? I think you've already
3 said that.

4 A. Based on the graphic on this page you can at least
5 say that it covers the eastern interconnect.

6 Q. And do you know whether or not the Black & Veatch
7 forecast takes into account factors such as major
8 transmission constraints, wheeling costs and losses,
9 balances loads and resources across interconnects, and
10 does marginal dispatch of resources each hour over the
11 length of the forecast?

12 A. What I would -- what I would anticipate and what I
13 understand from the Black & Veatch modeling is that
14 they've taken the -- you know, the supply and the load or
15 the demand and they model it at a very -- you know,
16 basically at a more granular level. So they basically
17 are trying to drill down into these different regions
18 that they're representing as bubbles and then attempt to
19 make sure that they're modeling, you know, the dispatch
20 costs of all of those units, the load, actual load of the
21 areas correctly, and then all the transmission
22 interconnections and potential constraints as well.

23 Q. Okay.

24 A. So if that answers the question, that would be my
25 understanding of how the model is built and operated.

1 Q. Okay. So would you agree with me that there are at
2 least several entities that have these off-the-shelf
3 price forecasts that can be purchased?

4 A. Yeah. There's various places you can go to purchase
5 a forecast based on this kind of a model.

6 Q. Okay. Ventyx?

7 A. Yes.

8 Q. Wood Mackenzie?

9 A. Yes.

10 Q. IHS Cambridge Energy Research Associates?

11 A. Yeah. In fact, NorthWestern was buying the forecast
12 from them at one point in time.

13 Q. Okay. And do these entities all use
14 fundamentals-based forecasts?

15 A. I don't know if I could say all of them but I would
16 expect at some level they're using a fundamentals-based
17 forecast, yes.

18 Q. Okay. Is this, in your opinion, the industry
19 standard for how these electric price forecasts are
20 prepared?

21 A. It is a method for creating price forecasts. You
22 know, what we do is offer basically the alternative,
23 which is the utilizing information that can be gleaned
24 through the marketplace as a way to leverage that
25 information and use that as basically the seed or the

1 foundation for a price forecast which is an alternative
2 method which is recognized.

3 Q. But to your knowledge do any of these companies use
4 the method that you've employed in this proceeding?

5 A. Not to my knowledge.

6 Q. Okay. Do you know whether banks look to these
7 entities for price forecasts in doing their due diligence
8 analysis for power projects?

9 A. Do the banks look to?

10 Q. Experts like Ventyx, Black & Veatch, Cambridge
11 Research Associates?

12 A. Yes, they do.

13 Q. Okay. And upon review of Mr. Lauckhart's Exhibit 5
14 or Tab 5 now to his prefiled direct and rebuttal
15 testimony, would you agree this is a pretty comprehensive
16 analysis?

17 A. I would agree that a lot of work did go into this
18 and I'm sure they spent a lot of time working on refining
19 and making sure that the model was being run the way that
20 they wanted it to.

21 Q. Do you have an opinion as to why NorthWestern Energy
22 paid you to develop a price forecast when other
23 comprehensive forecasts were available at a
24 cost-effective price?

25 A. Well, what I can tell you is that we've provided the

1 forecast for NorthWestern. This was the fourth time now
2 we've provided a price forecast for them, three times in
3 Montana and we were then asked last year to provide the
4 forecast for them in the South Dakota area.

5 Prior to us providing the price forecast for them in
6 the Montana region they were buying price forecasts from
7 CERA, Cambridge Energy Research Associates. And they
8 actually asked us to provide a price forecast because
9 they were having difficulty when they went to their
10 Commission in Montana that the -- all the various details
11 around the inputs that were being put into the models
12 were -- was not information that Cambridge was willing to
13 provide to the utility for the basis of submittal in a
14 public process.

15 And so they had difficulty from that standpoint.
16 Because of our approach to forecasting the market and
17 using -- or forecasting prices using known market and
18 taking a fairly -- admittedly a simpler but a more
19 straightforward approach to forecast the market, the
20 inputs could all be disclosed within that process with
21 the Commission in Montana. Which they preferred. And
22 that's why we started providing forecasts.

23 Q. So let me just make sure I understand. So basically
24 CERA, Cambridge Energy Research Associates, had a
25 proprietary model, and the Montana Commission was

1 uncomfortable with keeping the proprietary model
2 protected?

3 A. The -- yeah. That is my understanding.

4 Q. Okay. Do you know whether these comprehensive
5 electric price forecasts prepare also comprehensive gas
6 supply and demand pipeline models to determine their gas
7 price forecasts?

8 A. I know there are some that do that. There are some
9 stand-alone gas models that do the same thing. I
10 couldn't go down the list and tell you which ones
11 actually have both gas and electricity forecasting built
12 into them.

13 Q. Okay. Can you turn to Oak Tree Exhibit 1? That's
14 the Lauckhart -- excuse me. Oak Tree Exhibit 2, the
15 Lauckhart rebuttal testimony, page 15 of 27.

16 A. Okay. I'm sorry. I lost you there.

17 Q. That's okay. Page 15 of 27.

18 A. On was it -- in the body or in an exhibit?

19 Q. Well, it's been identified as Oak Tree Exhibit 2.
20 It's actually Mr. Lauckhart's prefiled rebuttal
21 testimony.

22 A. Oh, okay. Sorry. You said 15 of 27?

23 Q. Yes. And you'll see an acronym there, GPCM. Do you
24 know what GPCM is?

25 A. Gas forecasting model but --

1 Q. You're not familiar with it?

2 A. I don't know what it stands for.

3 Q. Okay. Well, I asked my expert and he didn't know
4 either so I think it may have been lost to time.

5 At any rate so is it your understanding that the
6 GPCM model was used to model gas prices for the Black &
7 Veatch 20-year electric price forecast?

8 A. Based on line 22, I would presume that that's the
9 case.

10 Q. Okay. And you also needed the gas price for your
11 electric price forecast; is that correct?

12 A. That is correct.

13 Q. Would you agree that your method uses a
14 five-year-forward gas strip and then assumes zero real
15 inflation in gas prices from 2016 to 2031?

16 A. I believe that's basically correct. I just was
17 going to refer to -- page 2 of my prefiled direct and
18 rebuttal testimony. You know, it has that we use the
19 natural gas -- the forward natural gas prices through
20 September of 2015.

21 Q. Okay.

22 A. And so then we use the escalation starting in
23 October of 2015.

24 Q. Okay. Now let's return briefly to something you
25 said previously. I think you said that previously three

1 times you had provided an electric price forecast --
2 prior to this proceeding you provided an electric price
3 forecast for Montana for NorthWestern's use; is that
4 correct?

5 A. It was twice that we provided the electric price
6 forecast. One time we just provided a gas forecast
7 without the electric forecast.

8 Q. And do you know to what use NorthWestern put those
9 forecasts?

10 A. They were using them in their electricity
11 procurement planning documents that they prepare.

12 Q. Okay. So essentially Montana's version of an
13 integrated resource plan. Would you agree?

14 A. That's correct.

15 Q. Okay. And those don't result in final orders, would
16 you agree?

17 A. There's a review process. I don't believe there is
18 a final order issued to those, but I'm sure Mr. Brogan
19 could straighten us out if I'm mistaken.

20 Q. So were you asked to testify at any point about your
21 methodology in those proceedings?

22 A. In the process of developing those price forecasts
23 for use in the procurement plans, we met and presented
24 our methodology and the results to what's called an
25 advisory, an ETAC, in Montana. So it's a group of

1 interested parties. It includes commission staff that
2 meets on a fairly regular basis with the utility. We
3 presented our methodology and the results to that body
4 for review for inclusion in the plan. But I was not
5 called on to make a presentation directly to the
6 Commission themselves.

7 Q. Okay. So and then is it the case that in one of
8 those proceedings in Montana that Mr. Stauffer used your
9 electric price forecast?

10 A. You'd have to point me to which one you're --

11 Q. I was specifically referring to D2010.7.77.

12 A. That doesn't help me much.

13 Q. Oh, I'm sorry. It was the avoided cost docket that
14 was resolved in, I believe, November of last year.

15 A. I'm not sure what Mr. Stauffer used as the basis for
16 his avoided cost calculation.

17 Q. Okay. Do you know whether any fundamental models
18 such as those we've discussed previously are forecasting
19 no real increase in gas prices following 2016?

20 A. I cannot cite any that have that as their forecast,
21 no.

22 Q. Have you reviewed the EIA forecast for 2011?

23 A. The -- I've looked at the EIA forecast recently. I
24 think it was a preliminary 2012.

25 Q. Right. Did it assume no real increase in natural

1 gas prices?

2 A. No. They had real increases in natural gas prices.

3 Q. Do you recall what that was?

4 A. No. I did not do an actual calculation of what rate
5 it was going up at.

6 Q. Okay.

7 MR. UDA: This is just a cross-examination
8 exhibit. I don't intend to introduce it as evidence but
9 I wanted to bring the witness's attention to it.

10 Mr. Smith, may I approach the witness?

11 MR. SMITH: You may.

12 MR. UDA: Thank you.

13 Does everybody have a copy?

14 MS. AXTHELM: I think we're good.

15 MR. UDA: Okay.

16 Q. Mr. Lewis, I'll represent to you that we did a
17 review of the 2012 and 2011 electric price forecasts for
18 the purposes of comparison to determine whether EIA was
19 using a real inflation factor in doing their
20 calculations. And I think you've confirmed that in fact
21 they did. Does this refresh your recollection with
22 respect to the real growth rate in natural gas prices
23 assumed by EIA?

24 A. Off the top of my head I can't confirm the exact
25 numbers but they appear to be in the ballpark.

1 Q. Okay. And would you agree with me that using those
2 real -- the real increase in natural gas prices produces
3 a substantially higher forecast than yours?

4 A. The EIA forecast is substantially higher?

5 Q. Correct.

6 A. Well, and you've got our 2016 number there.

7 Q. Right.

8 A. With zero real inflation after that. So I would say
9 that this is one way to compare the numbers, yes.

10 Q. Okay. Do you have any idea why EIA and other
11 entities are forecasting real increases in gas prices
12 following 2016?

13 A. Could you repeat that.

14 Q. Do you know why EIA and other forecasting entities
15 are assuming real increases in natural gas prices
16 following 2016?

17 A. You know, I could guess at what they may have
18 included in their thinking when they prepared the
19 forecast, but, you know, I would hate to sit here and
20 guess at what they might be thinking.

21 Q. Have you reviewed the gas price forecast portion of
22 the Black & Veatch electric price forecast?

23 A. I don't recall that I did, no.

24 Q. Okay. Would you agree with me that horizontal
25 drilling in shale has allowed more direct gas to be

1 brought on the market cheaper than just 5 years ago?

2 A. Oh, yes.

3 Q. Do you know how many years of shale gas is estimated
4 to be available at the current rate of consumption of gas
5 in North America?

6 A. At today's estimate or next week's?

7 Q. Today's estimate.

8 A. I don't know what today's estimate is.

9 Q. Okay. Would you turn to Tab 5 of Exhibit 1, page
10 128, please. Are you there?

11 A. You're going to have to slow down on those.

12 Q. Oh, I apologize. I just assume that my mind is
13 going as fast as your fingers and I apologize for that.
14 It would be Exhibit 1, Tab 5, page 128. It's the Black &
15 Veatch electric price forecast.

16 A. Maybe I should just keep this one front and center?

17 Q. You know, I don't know how many more questions we
18 have on that.

19 A. So just one more time the page number?

20 Q. It's 128. Would you agree with me that the Black &
21 Veatch forecast is at current consumption as of the fall
22 of 2010 was that the U.S. had 35 more years of natural
23 gas at the current rate of consumption as of 2010?

24 A. That's what it states there, yes.

25 Q. Okay. Would you agree that if utilities decide to

1 replace large numbers of coal plants with gas plants,
2 that we will exceed the current rate of gas consumption
3 in the U.S.?

4 A. I mean, do you have an estimate on how many you're
5 going to change and what the heat rates in the new gas
6 plants are and --

7 Q. Well --

8 A. You know, I -- you know, in general, yes, if you
9 take a coal plant and you replace it with a gas plant,
10 gas consumption goes up. You know, I would assume that
11 if that happens to, you know, a huge degree, that you're
12 going to see a change in natural gas consumption in an
13 upward direction. There's a lot of assumptions that go
14 into --

15 Q. Sure.

16 A. -- what actually happens over time.

17 Q. And you were present for the testimony yesterday
18 that Black & Veatch is estimating the retirement of
19 60,000 megawatts of coal plants by 2020?

20 A. I recall testimony along those lines. I won't
21 testify that the numbers are accurate.

22 Q. Okay. Well, no. I understand. But I'm not saying
23 that you should accept that number.

24 A. No. I can't -- I just -- I don't recall off the top
25 of my head that that number was what was quoted

1 yesterday. I will take it as accurate.

2 Q. Okay. If that turns out to be true, you would agree
3 with me that it's likely because natural gas is the
4 resource that would be considered marginal at this point,
5 a number of utilities may decide to switch to using
6 natural gas generation instead of coal fired generation?

7 A. In the near future?

8 Q. By 2020.

9 A. I mean, it's no secret that, you know, a number of
10 utilities and particularly a number of coal plant owners
11 are evaluating their options. Particularly their options
12 to replace coal plant generation with natural gas
13 generation. And, you know, those decisions are being
14 accelerated and reevaluated, you know, month-by-month as
15 the gas price keeps going down.

16 Q. Right.

17 A. In fact, you know, I read last night about utilities
18 going out and starting to renegotiate their coal
19 contracts because they're facing a decision where the
20 natural gas plants look much more attractive. So, you
21 know, there is a lot of discussion, a lot of thinking
22 within the utility that you may see a shift, a fuel
23 switch basically, between coal generation and natural gas
24 coming in the next 10, 20 years.

25 Q. While you have that exhibit, could you please turn

1 to pages 66 through 71 of Tab 5.

2 A. So I'm on page 67?

3 Q. 66.

4 A. 66 is the cover?

5 Q. Yeah. It goes through page 71. Have you reviewed
6 Black & Veatch's analysis with respect to coal plant
7 retirements?

8 A. I've read through this presentation. I've not
9 evaluated their actual analysis.

10 Q. Okay.

11 A. Per se.

12 Q. Do you believe that you can identify at this time
13 any inaccuracies or assumptions that you would disagree
14 with?

15 A. You know, I think this is -- I mean, this highlights
16 one of the challenges with fundamentals-based forecasting
17 is that, you know, regardless of whether we break things
18 down into smaller and smaller granular pieces, there are
19 still a lot of inputs that are required to run the model.
20 And there's a lot of thinking that has to go into what
21 are the factors that drive the inputs.

22 And I think we're starting to get into some of, you
23 know, the -- the thinking that has to go into actually
24 running these models about what's going to happen with,
25 say, EPA regulations or what's going to happen at the

1 federal level that's going to drive the thinking around
2 the cost of coal plants and at the same time, you know,
3 the -- we're in a current market situation where the
4 market is resetting itself lower and lower, you know, on
5 a very rapid clip, faster than what we've seen in quite a
6 while because of the advances in natural gas extraction.

7 You know, so that -- all of that has to get factored
8 in when you're running these fundamental models. So
9 there is some estimation or thinking that needs to go
10 into creating the inputs to actually run these models.

11 Q. Right. And so you're familiar with, I would assume,
12 Portland General Electric's decision to shut down its
13 Boardman coal plant by 2020?

14 A. In a general sense, yes.

15 Q. Okay. Do you know why that decision was made?

16 A. I believe it had to do with the anticipated cost for
17 emissions. And it was better to find supplies elsewhere.

18 Q. Are you familiar with the term "sweet spot" in shale
19 drilling for natural gas?

20 A. Not specifically.

21 Q. Okay.

22 A. I heard you use it yesterday, though.

23 Q. Yeah. But would you agree that sweet spot in shale
24 drilling refers to a shale deposit with gas, liquids,
25 methane, butane, ethene, near-refined gasoline and oil?

1 A. If you say so.

2 Q. Well, if you don't know, that's fine.

3 A. I don't know.

4 Q. Okay. But you are familiar with the idea that when
5 people are doing this horizontal drilling into shale bed
6 that a lot of the costs are being covered by the recovery
7 of these nonnatural gas liquids; is that correct?

8 A. Yeah. I believe that is the case.

9 Q. Okay. And when these sweet spots are gone, assuming
10 that at some point they're finite, will the cost of
11 natural gas go up?

12 A. You know, we're getting back to there's a lot of
13 factors that influence the price of natural gas. You
14 know, I can tell you that just a few years ago we were
15 working with a company -- working for a company that was
16 trying to figure out how to import natural gas into the
17 U.S. from Bolivia on ships. So they were looking at
18 bringing natural gas up and basically putting it through
19 a -- you know, one of these import terminals that would
20 be able to take the liquid natural gas and put it back
21 into the gasification into the pipeline.

22 That did not come to pass.

23 And now we're in a market condition where we're
24 talking about reengineering those plants so that we can
25 turn around and export natural gas.

1 Q. Right.

2 A. So I mean even talk about the fact that if they
3 actually went and did that and we started exporting
4 natural gas and get more exposure to global markets, that
5 could have an upward pressure on price as well. There's
6 a number of factors that could change the gas price.

7 Q. Right. But at any given time the best thing you can
8 do, I think you would agree with me, is to try to get all
9 the information you can and try to make your best
10 estimate. Is that fair?

11 A. That is fair regardless of which kind of forecast
12 you're actually running.

13 Q. Okay. And let me just get back to this: Are you
14 familiar with the term fracking?

15 A. Yes.

16 Q. Okay. Can you explain for the Commission what
17 fracking is?

18 A. It's basically where they drill down and they
19 hydraulically fracture the rock to be able to extract the
20 resources. And then -- but it's very -- tends to be very
21 deep-bed drilling and -- do you want more detail than
22 that?

23 Q. No. I think that's fine. Do you know whether there
24 are environmental problems associated with fracking?

25 A. I know there's a fair amount of controversy but I

1 think the jury's still out on exactly what the cause of
2 some of the concerns are.

3 Q. Okay. But the main issue would be water
4 contamination; is that correct?

5 A. That is correct.

6 Q. Okay. Do you have an estimate or know, have any
7 idea, what it would cost to clean up the water that is
8 affected by fracking?

9 A. Well, again, it's -- you know, when I -- when I go
10 and I read the, you know, articles and they talk about,
11 you know, is it really the fracking that causes the
12 ground water contamination or is it issues around how
13 they drill the well at the higher end of the actual
14 drilling.

15 You know, I think you can get into questions about,
16 you know, where the liability is and all of that sort of
17 stuff. But if you're talking about do I have an estimate
18 for what the nationwide cost of remediating contaminated
19 ground water? No, I don't have that.

20 Q. Okay. So do you know whether the GPCM model takes
21 all of these elements into account, the bigger demand for
22 gas due to power plants, due to coal plant shutdown, end
23 of sweet spot drilling and additional cost for cleaning
24 up fracking water?

25 A. I could not tell you with detail whether it takes

1 into account each of those individual items, no.

2 Q. Okay. You haven't reviewed the model then.

3 A. Not at that level of detail.

4 Q. Okay. Is it fair to say that your gas price
5 forecast does not deal with these fundamental issues?

6 A. It does not deal with fundamental issues in a direct
7 sense that you're talking about. It, again, and is
8 referenced in my testimony, it deals with essentially by
9 leveraging what information we can get from the
10 marketplace, assuming that the people that are actually
11 in the marketplace buying and selling natural gas or
12 buying and selling electricity have a vested interest to
13 understand this as well. And so that they also are doing
14 analysis on what they think the right prices are to buy
15 and sell.

16 Q. Could you turn to Lauckhart -- it would be Oak Tree
17 Exhibit 2, page 27?

18 A. Okay. I'm there.

19 Q. Would you -- just a moment.

20 Excuse me. That's page 16, not 27. I apologize.
21 Specifically I want to refer you to line 8 and the table
22 that appears on that page.

23 And the question that I have for you is this is
24 based on the Northwestern Power Conservation Council's
25 new gas price forecast in August of 2011; is that

1 correct?

2 A. Yeah. I believe that's the case.

3 Q. And you prepared yours, if I'm not mistaken, in
4 September of 2011?

5 A. September and October.

6 Q. Okay. And just based on this chart, your forecast
7 is significantly lower than theirs. Would you agree?

8 A. Particularly in the year starting 2017. It is lower
9 than theirs.

10 Q. Okay. Do you know whether the Northwest Power
11 Conservation Council used a real increase in natural gas
12 price forecasts over their model?

13 A. They do have a real increase on natural gas price,
14 yes.

15 Q. Okay. Now I want to talk about the conversion of
16 your gas price forecast to an electric price forecast.
17 Now it's my understanding and please correct me where I'm
18 wrong, that you used a market heat rate price; is that
19 correct?

20 A. That is correct.

21 Q. Okay. And if again, I'm not mistaken, this market
22 heat rate price is essentially based on a historical
23 relationship between natural gas prices and electricity
24 prices; is that correct?

25 A. It's based on the current forward relationship of

1 electricity and natural gas. So it uses the
2 electricity -- or the electricity prices that we used
3 in -- we actually got from the marketplace and their
4 relationship to the natural gas prices that we get from
5 the marketplace. So it's actually using basically those
6 forward prices for the markets to establish a
7 relationship that's then used through the back end of the
8 curve.

9 Q. Okay. And what year did you use to start that?

10 A. So if you reference my testimony on page 2.

11 Q. Uh-huh.

12 A. We would have used the year ending March 2013.

13 Q. Okay. But if you did this forecast in September and
14 October of 2011, I assume you -- when you did the
15 historical comparison of prices you didn't -- you can't
16 know the history in 2013. So you used the futures market
17 in 2013 based on your look in 2011; is that right?

18 A. That is correct.

19 Q. Okay. Would you agree with me that an electric
20 price formation model such as that used by Black & Veatch
21 fundamentally looks at how the history of these electric
22 gas relationship evolves over time due to changes in the
23 industry? Is that correct?

24 A. Could you say that one more time?

25 Q. Sure. Just looking at the Black & Veatch model,

1 would you agree with me that their comparison of the
2 relationship between electric and gas prices is based on
3 an analysis of changes over time that might affect the
4 price of that relationship?

5 A. I'm not -- I'm not sure I would agree with that.
6 Because I think the way that the models probably
7 developed a relationship on a forecast basis between
8 natural gas and electricity is that they're actually
9 running some sort of dispatch logic using the natural gas
10 plants that are in each of the bubbles.

11 So they're taking basically whatever that gas price
12 forecast that was developed as an input to a model to run
13 all of the various units across the eastern
14 interconnection in the case of the Black & Veatch model.
15 And then based on the forecasted loads that are in that
16 fundamentals model and based on the units that are
17 required to meet those various loads they can determine
18 what the highest cost resource is at any given time based
19 on all the assumptions that they include in their model
20 to determine what the electricity price ought to be on a
21 prospective basis.

22 So I don't believe that they're actually using the
23 historic relationship to determine the prospective
24 relationship.

25 Q. Okay. As we've discussed previously, if, in fact, a

1 significant number of coal plants retire, that might
2 impact the electric-gas price relationship; is that
3 correct?

4 A. Again, yes, that would probably have some form of
5 impact on the relationship.

6 Q. Okay. And there is a potential that carbon costs
7 associated with regulating greenhouse gas emissions will
8 also have an effect on the electric-gas price
9 relationship; is that correct?

10 A. Yeah. I think that's -- it will have an effect on
11 the prices.

12 Q. Okay. And you didn't add any carbon estimates in
13 your forecast for the future; is that right?

14 A. I provided -- actually I provided NorthWestern with
15 two forecasts. One had zero carbon assumed in it, which
16 actually uses the assumption that the current forward
17 prices that we used to actually start the modeling don't
18 have any adjustments for expected carbon prices in them,
19 which may be a conservative assumption. And then we have
20 provided them with a second forecast which adjusted that
21 noncarbon assumption by adding a carbon price forecast we
22 had with the 5, 10, \$15 per ton.

23 Q. Mr. Lewis, did you provide that forecast in this
24 proceeding?

25 A. Actually, I believe I did. If you can bear with me

1 a minute.

2 Q. Sure.

3 A. It's in my Exhibit SEL 09. The left-hand table
4 which is labeled Lands Energy Forecast, we have the no
5 carbon price forecast and then just to the right of that
6 we have the with carbon price forecast.

7 Q. And so my question is is that does the 3585
8 long-term electric price forecast that you developed for
9 this proceeding include carbon prices?

10 MR. BROGAN: Objection. Mr. Lewis did not
11 develop the 3585 forecast. All he provided was the
12 market price forecast, not the incremental cost forecast.

13 MR. UDA: Okay. That's fair.

14 MR. SMITH: You withdraw?

15 MR. UDA: Yes, I do.

16 MR. SMITH: Okay. Thank you.

17 Q. You were involved in the Spion Kop proceeding;
18 correct?

19 A. That is correct.

20 Q. Okay.

21 MR. SMITH: Mr. Lewis, can you maybe drag that
22 mic a little closer, please. You don't need to hunch
23 over, just pull it closer to you, if you can.

24 THE WITNESS: Is that better?

25 MR. SMITH: Yes, it is.

1 MR. BROGAN: Mr. Uda, before you continue,
2 please, if you're going to be asking questions about
3 Spion Kop, NorthWestern's going to lodge its continuing
4 objection with respect to that.

5 MR. SMITH: So noted. You may proceed.

6 MR. UDA: Thank you, Mr. Smith.

7 Q. (BY MR. UDA) What was your involvement in that
8 proceeding?

9 A. My involvement with Spion Kop was similar to what we
10 did here in South Dakota; we facilitated the competitive
11 solicitation in Montana for renewable resources and
12 assisted them in the initial screening and then the
13 eventual negotiation with the parties that resulted in a
14 proposed contract with Spion -- or with Compass Wind for
15 the Spion Kop project.

16 Q. Do you know whether NorthWestern in that proceeding
17 used an estimate of greenhouse gas emissions in
18 estimating the price for Spion Kop?

19 A. I think if you're going to the table that was
20 provided in Guldseth's testimony, I don't know if he
21 included greenhouse gases in that forecast or not.

22 Q. Okay. You don't recall that testimony from being
23 present at the hearing?

24 A. I do generally recall the testimony, yes.

25 Q. Okay. Why would that be a prudent thing to do in

1 Montana but not in South Dakota?

2 A. Why would doing what?

3 Q. Including an estimate of carbon prices, carbon costs
4 associated with greenhouse gas regulation be prudent in
5 one state and not in another?

6 A. You know, I think you would have to ask the relevant
7 folks at NorthWestern why they thought it might be
8 prudent if in fact they included it in the NorthWestern
9 calculation.

10 Q. Do you know whether in the Spion Kop proceeding --
11 you mentioned previously you were familiar with the
12 GenTrader model?

13 A. Yeah. I'm generally familiar with GenTrader.

14 Q. Do you know whether NorthWestern used the GenTrader
15 model in that proceeding?

16 A. I think they did. I don't recall for absolute
17 certainty, no.

18 Q. Do you have any idea where NorthWestern obtained the
19 spot prices that it used in its GenTrader runs in the
20 Spion Kop proceeding?

21 A. I believe Mr. Guldseth produced the price forecast.

22 Q. Okay. Do you know where he obtained his spot price
23 information?

24 A. No, I do not.

25 MR. UDA: If I might just have a minute to

1 consult with my expert.

2 MR. SMITH: Yes.

3 Mr. Uda, can I ask you, is your cross of the
4 witness going to -- do you have a lot farther to go or
5 are you about done?

6 MR. UDA: I think it's pretty close to the end.

7 MR. SMITH: Okay.

8 MR. UDA: I'm just going over with my expert
9 whether there are any questions remaining.

10 MR. SMITH: Oh, okay.

11 Q. (BY MR. UDA) Can you please turn to Exhibit 2, tab
12 2, which is Mr. Guldseth's testimony at --

13 A. Oak Tree Exhibit 2?

14 Q. Yeah. It's Mr. Guldseth's testimony in the Spion
15 Kop proceeding at page 8, TAG-8.

16 MR. BROGAN: Mr. Smith, again, we need to renew
17 the objection to questions with respect to Mr. Guldseth's
18 testimony. He's not here. He didn't offer that
19 testimony. And so it's just renewing that continuing
20 objection.

21 MR. SMITH: Okay. And the purpose of this is
22 what?

23 MR. UDA: The purpose of this is to ask him if
24 he knows how this methodology was developed.

25 MR. SMITH: I'm going to let him answer it, if

1 he knows.

2 Q. Mr. Lewis, did you have any involvement in the
3 preparation of the analysis that produced these numbers
4 that appear in the table on TAG-8?

5 A. No, I do not.

6 Q. Okay. Do you know how these numbers were
7 calculated?

8 A. I can read you the footnotes but I don't think
9 that's going to be particularly helpful to anybody.

10 MR. SMITH: If you don't know, don't answer.

11 THE WITNESS: That's all I know.

12 Q. (BY MR. UDA) Have you ever done an electric price
13 forecast as part of due diligence for a bank?

14 A. I think we may have quite some time ago.

15 Q. Okay. And did you ever do an electric price
16 forecast for any utility other than NorthWestern Energy?

17 A. Yes.

18 Q. Okay. Who were they?

19 A. One, we've provided the forecast -- actually I think
20 that was on one of the data responses.

21 Q. You provided us with the forecasts you did for
22 NorthWestern?

23 A. Well, there was a question on one of the data
24 responses about who did you provide it for.

25 Q. You said it was confidential?

1 A. Yeah but then I break out how many utilities and the
2 tribal entity and so forth. You know, we've provided it
3 to -- I think, without finding the data response, you
4 know, like three different utilities off the top of my
5 head.

6 Q. Okay. And that would include NorthWestern or is
7 that exclusive of NorthWestern?

8 A. That's exclusive of NorthWestern.

9 Q. But we don't know the identity of those utilities
10 because it's confidential; correct?

11 A. That's correct.

12 Q. Okay. And am I correct in saying that you developed
13 your electric price forecast after this proceeding was
14 initiated?

15 A. I developed the price forecast that was submitted in
16 September and October of 2011.

17 Q. Okay. And am I correct in understanding that you
18 have never before testified as an expert on your electric
19 price forecasting methodology?

20 A. Other than what we had discussed about presentations
21 to the ETAC in Montana, I have not testified, no.

22 Q. Right. You've never been qualified in court or
23 before a state commission as an expert on electric price
24 forecasting methodology?

25 A. That is correct.

1 Q. Okay.

2 MR. UDA: No more questions.

3 MR. SMITH: Thank you. With that, I think what
4 we'll do is break for lunch and take it up again after
5 lunch. Mr. Brogan, do you have something to bring before
6 the Commission?

7 MR. BROGAN: Mr. Smith, before we break for
8 lunch, NorthWestern would move for permission to call an
9 unexpected and unanticipated surrebuttal witness with
10 authorization for that witness to testify by phone. This
11 would be surrebuttal to statements that we heard for the
12 first time during live testimony yesterday by Mr. Makens.

13 MR. UDA: And I guess my feeling about that is
14 we tried to arrange to have a witness testify
15 electronically before the Commission. The Commission
16 voted, I believe, unanimously that they preferred to have
17 live witnesses. I think the parties have done
18 considerable discovery here. We've exchanged prefiled
19 testimony. There's been plenty of opportunity for both
20 parties to do all of that. In addition, we have the
21 burden of proof on this proceeding and certainly we have
22 the right to go last.

23 And I think on that grounds there isn't really
24 any reason to permit surrebuttal at this point,
25 particularly when, you know, we don't know when the

1 witness is, we won't have a chance to do discovery, all
2 of those kinds of issues. For that reason Oak Tree
3 objects. Ordinarily I wouldn't but I think given the
4 particular context of this proceeding I think we have to.

5 MR. SMITH: Mr. Brogan, response? Or Staff, do
6 you have a position?

7 MS. SEMMLER: Staff usually supports electronic
8 testimony just as we did when it was requested by Oak
9 Tree but in light of the Commission's decision I don't
10 think it's fair.

11 MR. SMITH: Response and then the Commissioners
12 may have some questions.

13 MR. BROGAN: Mr. Smith, my only response is that
14 if the Commission were to deny this request, I do reserve
15 the right to make an offer of proof pursuant to the rules
16 of procedure.

17 MR. SMITH: Okay. Thank you. Chairman Nelson.

18 CHAIRMAN NELSON: Where is this witness located?

19 MR. BROGAN: Butte, Montana.

20 CHAIRMAN NELSON: And would it have been
21 possible to get this witness here today? Because you
22 knew about this yesterday; correct?

23 MR. BROGAN: Mr. Chairman, until I had talked to
24 this witness late last evening and reviewed some e-mails
25 that were sent and printed this morning, I did not know

1 for certain. I suspected but I did not know for certain.

2 CHAIRMAN NELSON: Thank you.

3 MR. SMITH: Any other commissioner questions?
4 And then what I'm going to recommend but it's up to you
5 three Commissioners is that we get the chance to think
6 about this over our noon break and following the noon
7 break you can take action on it. Unless you're ready to
8 rule on it right now.

9 COMMISSIONER HANSON: I am.

10 MR. SMITH: Are you? Okay. Fire away.

11 COMMISSIONER HANSON: You don't want to rule on
12 it?

13 MR. SMITH: That's fine. I'm not going to --
14 and here's the reason why. And the reason why is because
15 we just had a Commission action on this issue. And this
16 is outside and a little bit beyond just me ruling on
17 ordinary objections in my opinion and I'm going to defer
18 to the Commission as a body on this, Commissioner Hanson,
19 but thanks for the question.

20 CHAIRMAN NELSON: At this point I would move to
21 deny the motion. Discussion?

22 COMMISSIONER HANSON: I was going to move to
23 sustain so we'll see what the other commissioner chooses.

24 COMMISSIONER FIEGEN: I move to recess.

25 CHAIRMAN NELSON: And that motion does take

1 precedence.

2 COMMISSIONER FIEGEN: Thank you.

3 CHAIRMAN NELSON: All those in favor of
4 recessing will vote aye. Those opposed nay.
5 Commissioner Hanson.

6 COMMISSIONER HANSON: I'll vote aye.

7 CHAIRMAN NELSON: Commissioner Fiegen.

8 COMMISSIONER FIEGEN: Fiegen votes aye.

9 CHAIRMAN NELSON: Nelson votes aye. We are in
10 recess.

11 (Discussion off the record)

12 MR. UDA: I would at least like to know the
13 identity of this witness if the Commission is going to
14 permit what I perceive to be a surprise witness in this
15 proceeding.

16 MR. SMITH: Mr. Brogan?

17 MR. BROGAN: Ms. Autumn Muller.

18 MR. UDA: Okay.

19 MR. SMITH: What do you want for a noon break?

20 MS. DANNEN: Hour 15.

21 MR. SMITH: An hour 15. Okay. Is that fine
22 with Commissioners?

23 (A lunch recess is taken)

24 CHAIRMAN NELSON: We have a motion on the table.
25 The motion was to deny -- and I need to clarify the

1 motion, was to deny NorthWestern's motion to allow
2 electronic testimony of a previously undisclosed witness.

3 Discussion on that motion. I would simply say
4 my motion to deny was based on two things. First of all,
5 a precedent that I believe we've already set in this
6 case. And, secondly, I believe the witness could have
7 been brought to Pierre in time to testify in person this
8 afternoon. That would not have been impossible.

9 With that, further discussion. Commissioner
10 Hanson.

11 COMMISSIONER HANSON: Mr. Chair, your motion to
12 deny was the motion to deny the motion by Mr. Brogan.
13 My -- when I intimated that I was going to move to
14 sustain, my motion to sustain was to sustain the motion
15 to object. And, therefore, although we were voting
16 completely opposite, we completely agreed. So I will
17 defer to whatever motion you wish to make. Or I believe
18 that we have a motion on the table at this time.

19 CHAIRMAN NELSON: That's correct. Further
20 discussion.

21 Seeing none, all those in favor will vote aye.
22 Those opposed nay.

23 Commissioner Hanson.

24 COMMISSIONER HANSON: Aye.

25 CHAIRMAN NELSON: Commissioner Fiegen.

1 COMMISSIONER FIEGEN: Fiegen votes aye.

2 CHAIRMAN NELSON: Nelson votes aye. Motion
3 carries.

4 I'll now turn it over to Mr. Smith.

5 MR. SMITH: Thank you. Then, Mr. Brogan, you
6 stated you had an offer of proof to make.

7 MR. BROGAN: Mr. Smith, Commission, had you
8 allowed the testimony of Ms. Autumn Muller, she would
9 have testified that on February 8 she had received a
10 request that NorthWestern begin construction of the
11 interconnection for Oak Tree without collecting the
12 necessary fee up front. That she had replied that once
13 the interconnection agreement was signed, all of the
14 milestones in that agreement needed to be made, that one
15 of those milestones was to have received the
16 interconnection fee by March 15.

17 She would also testify that throughout February
18 28 and the 29th period she had exchanged several e-mails
19 with Mr. Claud Matney with respect to alternative methods
20 of providing for the security and that the options for
21 security were those that were outlined in the small
22 generator interconnection agreement.

23 And, finally she would have -- well, I shouldn't
24 say finally. She would have also testified that on March
25 20 she sent a notice of default for the Oak Tree wind

1 project for failure to provide the security from the
2 interconnection customer.

3 And, finally, she would have testified that
4 there was never any agreement that Oak Tree would be
5 allowed additional time until after this hearing and
6 after the Commission's ruling in this matter to provide
7 security for the interconnection agreement.

8 MR. SMITH: Thank you.

9 With that, I think we are at the point of
10 Staff's cross-examination of Mr. Lewis.

11 So, Staff, please proceed.

12 MS. SEMMLER: Thank you.

13 CROSS-EXAMINATION

14 BY MS. SEMMLER:

15 Q. Just a few questions, Mr. Lewis. Why did you choose
16 AECO versus another hub such as Venture or the Henry hub
17 as your natural gas baseline?

18 A. In our past forecasting efforts for Montana we've
19 used AECO. We feel that the AECO prices are a good
20 source of prices for the north section of the central
21 U.S. It's a trading hub in Canada just north of here.
22 It's a supply region that supplies gas into the U.S. So
23 we felt that it was a reasonable point to use.

24 We did have the Henry hub prices in our forecast
25 workbook and we reviewed the relationship between AECO

1 and Henry hub. And the AECO prices did form the basis
2 for the forecast.

3 Q. Did you consider using the Ventura hub at all and
4 Henry hub in Iowa?

5 A. No, we did not consider using those.

6 Q. Do you have any data that compares NorthWestern's
7 historical spot market purchase price with similarly
8 timed MISO's Minnesota hub historical data?

9 A. No, I do not have any. I think Bleau had some
10 information related to some of their pricing, but I can't
11 recall right off the top of my head.

12 Q. What methodology or inputs were used to develop the
13 carbon emissions cost projections that you did provide
14 NorthWestern?

15 A. As we had in the testimony, estimating the carbon
16 price adders has been relatively challenging. We had a
17 number of carbon priced forecasts that we used in our
18 prior forecasts back in '09 and '07 when there appeared
19 to be much more active legislation coming down the pike
20 and some conversations with people back east about what
21 the likelihood was.

22 Those price forecasts we had a low, medium, and high
23 carbon forecast. All of them had assumed legislation in
24 effect and carbon price adders in effect already now.
25 And obviously that hasn't come to pass. When we created

1 this forecast we had to go back and relook what we
2 thought was reasonable in terms of the carbon price. And
3 obviously the activity at the federal legislative level
4 has slowed down considerably on that topic.

5 So we did have some discussions and came up with a
6 forecast considerably lower than we had used previously.
7 And by "we" I mean the consultants at Lands Energy
8 Consulting.

9 MS. SEMMLER: Nothing further. Thank you.

10 MR. SMITH: With that, we'll turn to
11 commissioner/advisor questions.

12 CHAIRMAN NELSON: I have just one question. And
13 I'm reviewing your direct and rebuttal testimony that was
14 prefiled. I'm on page 4. And in the middle of page 4,
15 line 10 there's a question about energy prices changing
16 dramatically. And your response on line 13 and 14, "It
17 is also reasonable, however, to expect that prices would
18 change in a downward direction just as much as they might
19 change in an upward direction."

20 Do you honestly believe that at this point in
21 history there is an equal chance of electric prices going
22 down as going up? Is that what you're telling us?

23 THE WITNESS: You know, the -- I mean, we're at
24 an interesting point in time right now. Obviously a lot
25 of things have happened particularly related to gas

1 supplies that have driven the prices down considerably
2 from where they have been. And in fact the forward
3 prices even when I checked on Friday were down from the
4 forward prices that I used in the forecast back in the
5 fall.

6 I do believe it is reasonable that things could
7 come to pass that would cause the price to go down
8 further. And, you know, the -- is it equally likely that
9 they would go up or down is subject to some judgment.
10 But I think that is a fair assumption.

11 There is a understanding in the market that the
12 distribution of how the prices may change around the
13 forecast tends not to be symmetric. So even though the
14 chances that they will go up or go down may be equal, the
15 amount at which they go up is probably going to be higher
16 than the amount by which they might go down, and I would
17 say particularly as low as the prices are now that's a
18 very reasonable assumption. But, you know, if they went
19 up they're likely to go up more than they would go down.

20 CHAIRMAN NELSON: You mentioned some factors
21 that could cause the electric price to go down. Can you
22 enumerate those, please.

23 THE WITNESS: Well, I think a few of them. One
24 is that if they continue to figure out ways to extract
25 more gas that they don't understand that they have now --

1 we saw in the earlier Black & Veatch presentation that
2 they have certain assumptions about how much gas can be
3 extracted and how long that will last. There's a
4 potential that they could find more. I mean, they've
5 obviously in the last few years figured out how to
6 extract gas that they didn't know how to extract two
7 years ago.

8 There's also the potential that the technologies
9 around what kind of gas units come on may change, and the
10 efficiencies of those units may improve. So as there's
11 conversion from coal to natural gas, if there's
12 improvements in the effective heat rates of those new
13 units that come on that are better than the existing
14 units, that could tamp down or mute the amount of gas
15 that's being burned.

16 Another potential which doesn't get a lot of air
17 time is, you know, what is the direction and where is
18 nuclear power headed. And so if there's a development in
19 that area that's unexpected, that could take over some of
20 this coal conversion as opposed to natural gas.

21 There's a number of different items that we
22 could talk about that could put downward pressure on
23 natural gas.

24 CHAIRMAN NELSON: Thank you.

25 MR. SMITH: Other commissioner questions?

1 Commissioner Fiegen?

2 COMMISSIONER FIEGEN: In your prefiled testimony
3 you talk about having the opportunity to work for
4 NorthWestern twice on resource solicitation. Can you
5 just expand on that? Because it looks like in 2007,
6 2008 -- can you just expand on what you did for them and
7 the outcome?

8 THE WITNESS: Well, and the two that are
9 referenced in my testimony are the two that were specific
10 to South Dakota. So the first one was that I
11 reference -- I'm looking at the top of page 7 of my
12 testimony -- is the 2007 to 2008 solicitation for wind
13 resources.

14 So we issued an RFP, a Request For Proposals,
15 from developers to build and sell the output of a wind or
16 other renewable project to -- or I guess -- I'm sorry.
17 Just the wind resources to NorthWestern here in
18 South Dakota. And the proposals were delivered to Lands
19 Energy.

20 We conducted the comparative screen which means
21 we took the proposals and basically compared them against
22 each other to determine which ones rose to the top in
23 terms of a competitive comparison and then worked with
24 the utility folks here in South Dakota to basically come
25 to a recommendation on finalists and then had the

1 finalists make presentations to the NorthWestern Staff so
2 that they could actually make a selection of the parties
3 they wished to negotiate contracts with from that pool of
4 finalists.

5 In that case the result was that they contracted
6 in the form of a PPA for the output of the Titan 1 Wind
7 Project. And that was the end result of that initial
8 solicitation.

9 In 2009 and 2010 we issued a Request For
10 Information or an RFI. That RFI is -- it's similar to
11 the RFP except the amount of information we requested
12 from the developers in their initial proposals was
13 reduced. And it follows a pattern of what we had done in
14 Montana, that for the initial screening of the projects
15 when we were receiving, you know, in some cases 30 or 40
16 different proposals, you can get the basic information
17 and do the initial screen and have a competitive pool
18 that you take to a second screen at which point you ask
19 for additional information.

20 So that's the difference between the RFI and the
21 RFP.

22 The RFI that we issued in 2009 and 2010, we
23 received 26 proposals, as I indicate on page 7, from 19
24 distinct developers. And as we were going through the
25 screening process on behalf of NorthWestern, we had some

1 communications with Bleau that they had re-looked at
2 their loads and resources and decided that they did not
3 need to complete the evaluation process.

4 So we sent notices to those folks that we were
5 suspending or terminating our RFI process, that they had
6 not selected any finalists at that point.

7 But we did feel that we had a competitive and
8 robust response to the RFI and that we had, as I
9 indicated, seven proposals with levelized PPA pricing
10 below \$60 a megawatt hour as a result of the RFI.

11 COMMISSIONER FIEGEN: Thank you.

12 MR. SMITH: Any other questions?

13 COMMISSIONER HANSON: I don't have any.

14 MR. SMITH: Okay. Greg, do you have questions?
15 Mr. Rislov?

16 MR. RISLOV: Maybe a couple.

17 In the last two days we've heard a number of
18 comments that have been critical of what you have or have
19 not done. There seems to have been considerably fewer
20 comments going the other direction. And I guess I'm just
21 curious why you would believe what you've done as far as
22 determining incremental costs is superior for
23 NorthWestern as compared to what we've seen from Oak
24 Tree.

25 THE WITNESS: Yeah. So the -- I mean, what

1 you've seen from Oak Tree and presented is the Black &
2 Veatch forecast is, as Mr. Uda alluded to, it's a
3 fundamentals forecast. It takes a lot of work. It takes
4 a lot of very intelligent and diligent folks working on
5 those forecasts. And those -- but at the end of the day
6 those forecasts are based on a number of assumptions and
7 inputs, and they have to make a significant amount of
8 judgment calls related to all of the very detailed inputs
9 that have to go into that model.

10 So I wouldn't say that what they did is wrong at
11 any stretch of the imagination. But, you know, I think
12 the fact that they have a computer model that's very
13 complex and does a bunch of calculations does not change
14 the fact that at some point a human's got to sit down and
15 make judgment calls about what the inputs ought to be.

16 In our case it's similar but it's much more
17 straightforward in that the inputs are very easy to
18 understand. Basically we leverage the use of the
19 transparent markets that we have access to and basically
20 start at the curve. And then we've seen the testimony
21 about how we utilize our observed relationship between
22 natural gas and electricity combined with escalations to
23 project that forward.

24 So it's a different process, but I think at the
25 root of it, you know, you've got two different processes

1 that have some amount of judgment in them.

2 I mean, the other thing I can speak to is that
3 when we're in a market right now that's experiencing, you
4 know, repeated downward adjustments, the forward curve
5 just keeps -- you know, you think it's gone as low as it
6 can and it just keeps going lower and lower. You know, I
7 would be cautious about using a curve that's -- you know,
8 could potentially be too high versus what might actually
9 come to pass. So I would exercise some caution in that
10 fashion if I were proposing to buy something based on a
11 power price projection.

12 MR. RISLOV: Were you involved at all with that
13 Titan 1 purchase?

14 THE WITNESS: As I explained before, we did the
15 comparative -- the solicitation and the comparative
16 analysis of the projects that responded to that RFP.

17 MR. RISLOV: As we compare what was paid in
18 Titan 1 with the proposal of Oak Tree, do you believe
19 that two or perhaps three years of time considering the
20 capital costs, what it would take financially to develop
21 those projects, would dictate that the prices should be
22 remarkably different or that they should be relatively
23 close?

24 THE WITNESS: Well, what I can point -- and I
25 think you're talking about strictly what it would cost to

1 buy the wind project?

2 MR. RISLOV: That's correct.

3 THE WITNESS: So the -- you know, what I can
4 point to is on page 7 is that, you know, we did see seven
5 proposals with levelized PPA pricing below \$60 a megawatt
6 hour as a result of the RFI that we ran in 2009, 2010.
7 You know, we've had testimony entered here that the
8 20-year levelized price of Oak Tree is 65.10 or 65.12.

9 You know, so it's -- it -- we did see a
10 significant number of offers that were lower and
11 measurably lower than what Oak Tree is currently putting
12 on the table.

13 MR. RISLOV: One last question. When you talk
14 about prices going down are you talking about all in
15 including capital costs or are you just talking about the
16 variable production costs that frequently are used to
17 determine short-term sales?

18 THE WITNESS: Yeah. What I'm referring to is
19 the market price going down, which is the -- the market
20 price is based on the variable cost of running the units
21 and what that marginal -- the cost of the marginal unit
22 would be based on its variable cost and not its fixed
23 cost.

24 MR. RISLOV: Thank you.

25 MR. SMITH: Commissioner Fiegen.

1 COMMISSIONER FIEGEN: Do you do forecasting for
2 other organizations across the U.S.?

3 THE WITNESS: The forecasts that we have
4 provided have been predominantly in the northwest -- or
5 entirely in the northwest.

6 COMMISSIONER FIEGEN: So you talked about carbon
7 costs and you talked about forecasting a few years ago
8 and you did low, medium, and high and you maybe did it a
9 little too high so you lowered this carbon cost?

10 THE WITNESS: Yeah.

11 COMMISSIONER FIEGEN: In this projection when
12 you did your two projections, are you seeing that like
13 industrywide where they're lowering carbon costs in their
14 projections because they think the Federal Regulations
15 are calming down?

16 THE WITNESS: Yeah. The folks that we've worked
17 with on this that in some cases are generating their own
18 carbon projections, almost all of them have reduced their
19 carbon projections from what they had, you know, just a
20 few years ago. So, you know, I would say in general
21 people are adjusting their projections of carbon price
22 downward from what they would have had two or three years
23 ago, yes.

24 COMMISSIONER FIEGEN: Thank you.

25 MR. SMITH: And then I have just one question,

1 the same one I've asked a couple other people.

2 Do your numbers take into account what I think
3 are at least some potential material price impacts in the
4 market for industry compliance with the very significant
5 number of EPA regulations that are about to come on-line
6 and require significant capital investment and operating
7 cost increases?

8 THE WITNESS: Yes. The -- to the extent that
9 those -- that the people that are active in the
10 marketplace think or believe that those changes may
11 happen in the next four years or so, you know, we might
12 see some of that. We don't explicitly incorporate, you
13 know, any kind of an adjustment to account for that
14 specifically, no.

15 MR. SMITH: One thing I just noted, and I -- I
16 don't know the answer, but I noted your synergy forwards
17 are up through 2013. And I guess what I don't know is if
18 the pricing at that point in time would yet reflect costs
19 that may not begin to occur until perhaps a year after
20 that. But, you know, I'm just curious as to your opinion
21 on that.

22 THE WITNESS: The likelihood of, you know,
23 significant change-out occurring prior to 2013 is
24 probably pretty remote.

25 MR. SMITH: Thank you. I think that's it then

1 for -- is that it for commissioner questions? Okay.
2 Mr. Uda, you may proceed with your redirect. Or
3 Mr. Brogan. Wake me up. I didn't mean that as an insult
4 or a compliment.

5 MR. UDA: I'm not sure how to take that, John.

6 MR. BROGAN: Mr. Smith, I'm not sure what Uda
7 means but I'm quite certain that Mr. Uda would prefer to
8 not be called an old shoe, which is what Brogan means.

9 Also as I recall much of yesterday or certain
10 parts of yesterday, Mr. Soye was saying my questions have
11 already been asked, and I'm kind of in that boat right
12 now due to questions from Commissioners and commission
13 staff. I have just a couple.

14 REDIRECT EXAMINATION

15 BY MR. BROGAN:

16 Q. Mr. Lewis, there's been a fair amount of discussion
17 about fundamental models and market-based models. Are
18 you aware of any articles published in academic or
19 professional journals that compare and contrast the
20 actual performance of fundamental models versus
21 market-based models?

22 A. I don't recall reading any such report.

23 Q. Do you recall some questions that Mr. Uda asked you
24 about the various entities listed in Mr. Lauckhart's
25 testimony that have natural gas models and whether you

1 were aware and could identify any of those companies that
2 were projecting no real growth in natural gas prices
3 after I believe it was 2015?

4 A. I'm not sure I followed all of that. But yes, I
5 think I recall that.

6 Q. Have you reviewed all of the price forecasts from
7 all of those entities?

8 A. No, I have not.

9 MR. BROGAN: Mr. Smith, I have no further
10 questions.

11 MR. SMITH: Okay. Mr. Uda, did you have any
12 follow-on additional cross-examination?

13 MR. UDA: Just a few questions.

14 RE-CROSS-EXAMINATION

15 BY MR. UDA:

16 Q. In response to the question posed to you by
17 Commissioner Fiegen, I believe you indicated that you had
18 20 -- you conducted the RFI for South Dakota I believe it
19 was in 2009; is that correct? I think it's on page 7 of
20 your testimony?

21 A. Yeah. It spanned 2009-2010.

22 Q. Okay. And I believe you said that you got seven
23 bids that were -- and I'm assuming it's a levelized
24 number of \$60 a megawatt hour less; is that correct?

25 A. No. That's not correct.

1 Q. Okay. Go ahead and tell me what it says then.

2 A. Well, and we can look right at page 7 of my
3 testimony. It says we had seven proposals with levelized
4 PPA pricing that was below \$60 a megawatt hour, not \$60
5 less than.

6 Q. No. I'm sorry. I misspoke. That's what I was
7 trying to say, so thank you for correcting me. So I
8 assume by that since you had 26 bids you had 19 that were
9 above \$60 megawatt hour levelized; is that correct?

10 A. I would assume that would be correct, yeah.

11 Q. Did Lands Energy or to your knowledge NorthWestern
12 perform any viability analysis on the likelihood of any
13 of those projects actually being able to be financed and
14 constructed?

15 A. The 19 or the 7?

16 Q. Any of them.

17 A. As I said, we ended up suspending the RFI. So we
18 did not do any such analysis. Nor did any contract get
19 put in place so that we could observe whether they could
20 actually achieve financing. As I indicated in line 21,
21 you know, the seven proposals there were -- I can't
22 remember the exact number but there were a number of them
23 that were well-known, large wind developers that we
24 really, based on the information we had, had no reason to
25 suspect that they couldn't get financing.

1 Q. Okay. You had no reason to suspect they couldn't
2 finance it but you didn't do the work to figure out if
3 they could or not; correct?

4 A. That is correct.

5 Q. Okay. Do you have any evidence as you sit here
6 today that there is any other gas price forecast that
7 you're aware of that does not assume a real increase in
8 natural gas prices from 2016 forward?

9 A. No. I do not.

10 MR. UDA: No further questions.

11 MR. SMITH: Staff, any additional?

12 MS. SEMMLER: No.

13 MR. SMITH: Mr. Brogan, any redirect?

14 MR. BROGAN: None.

15 MR. SMITH: Commissioner Fiegen.

16 COMMISSIONER FIEGEN: On those RFIs, and
17 especially the most recent one you did where you had
18 seven, was the term a 20-year contract?

19 THE WITNESS: Yes, they were.

20 COMMISSIONER FIEGEN: Thank you.

21 MR. SMITH: Any follow-on? Okay. Thank you. I
22 think you're excused then. You may step down, Mr. Lewis.
23 Thank you very much.

24 MR. BROGAN: Mr. Smith, I'm going to be
25 demonstrating my ignorance about procedure in

1 South Dakota. May Mr. Lewis be excused permanently? He
2 does have a plane -- I think he can be here for a while
3 but he does have a plane to catch this evening. And I
4 know sometimes witnesses are excused subject to recall
5 and sometimes excused permanently.

6 MR. SMITH: Mr. Uda, thoughts?

7 MR. UDA: I want Steve to catch his plane.

8 MR. SMITH: I mean, as far as I'm concerned --
9 it's really -- I think that's your judgment call, Al. If
10 you're comfortable having him no longer be present to
11 testify on something in response to something else, I
12 think he can go when he has to.

13 MR. BROGAN: All right. Thank you.

14 MR. SMITH: NorthWestern, do you want to call
15 your next witness?

16 MS. DANNEN: Yes. We'd like to call Richard
17 Green to the stand.

18 (The witness is sworn by the court reporter)

19 DIRECT EXAMINATION

20 BY MS. DANNEN:

21 Q. Good afternoon, Mr. Green. Could you please state
22 your name for the record.

23 A. Richard James Green.

24 Q. And what is your current business address?

25 A. 165 South Circle Drive in Huron, South Dakota.

1 Q. And where do you currently work?

2 A. I'm employed as a consultant for NorthWestern
3 Energy.

4 Q. And can you give the Commission a brief history of
5 your work experience.

6 A. Yes. Following graduation in 1969 I spent a little
7 time with the military and Chevrolet engineering. In
8 1973 I joined NorthWestern Public Service as NorthWestern
9 Energy was known at that time. During the ensuing 27 or
10 8 years I was in positions of primarily in power
11 production. I was superintendent at one time. And then
12 I was manager of power production. Somewhere along the
13 line in the 80s and 90s the environmental aspects were
14 added to my responsibilities. Then removed since they
15 became so great they couldn't be handled by one person.

16 In the early '90s I was also assigned duties as
17 division manager for the Huron area. I retained also the
18 duties as manager of electric production.

19 Then late in about 1997 or '8 I became the manager
20 of system control, which basically controls the control
21 center, does a lot of transmission work, and is involved
22 with load dispatching.

23 Q. Thank you. Did you file prefiled testimony in this
24 matter?

25 A. Yes, I did.

1 Q. And I think up in front of you you have what's been
2 marked as NorthWestern Exhibit 3?

3 A. Yes. I have it.

4 Q. And I'll give you a minute to kind of look at it,
5 but is this a true and correct copy of your prefiled
6 testimony?

7 A. Yes, it is.

8 Q. And do you have any additions or corrections to that
9 testimony?

10 A. Yes, I have a few minor changes.

11 Q. Okay.

12 A. On page -- well, this does not have a -- yes, it
13 does. Excuse me. Table of contents page, page lower
14 case i, I believe in the last line where it says 2010
15 that should really be 2011. That's when the Lands Energy
16 forecast was put together.

17 Q. Okay.

18 A. And then on page 7, line 7, there's a typo here.
19 After the second word "cycles" there should be a period.
20 And then the following word, "average," should have a
21 capital A as the first word in that next sentence.

22 Page 9, line 18 I mistakenly used 32.78 where it
23 should read \$26.36. And then the entry at \$12.55 should
24 then be changed to 10.10. This was an example of a
25 calculation. It really has no bearing on our avoided

1 cost filing but it's an example. It should be corrected.

2 Then page 9, also line 20, a similar error was made
3 where the 12.55 should be 10.10, and the 26.74 should
4 read 24.29. The following page 10, line 6 where it says
5 32.78, that should be 19.95. That's all the corrections.

6 Q. Thank you. If we were to ask you these same
7 questions today into the record under oath would you
8 answer them the same way?

9 A. Yes, I would.

10 MS. DANNEN: At this time NorthWestern would
11 move for Exhibit 3 to be offered into the record.

12 MR. SMITH: Objections from Oak Tree?

13 MR. UDA: No objection.

14 MR. SMITH: Staff.

15 MS. SEMMLER: No?

16 MR. SMITH: NorthWestern's Exhibit 3 is
17 admitted.

18 MS. DANNEN: Thank you.

19 Q. And Mr. Green, could you provide a brief kind of
20 summary or overview for the Commission of your prefiled
21 testimony?

22 A. Yeah. Very briefly, this testimony includes a
23 review of the methodology used to calculate the avoided
24 costs that were used in the November 2011 filing that
25 complies with the PURPA requirements for the one year

1 current plus five years of energy component only.

2 And also I provide some information and discussion
3 regarding refusing Mr. Lauckhart's assertion that avoided
4 cost should be based solely on spot market prices.

5 Q. Thank you.

6 MS. DANNEN: With that, NorthWestern would
7 tender Mr. Green for cross-examination.

8 MR. SMITH: Oak Tree. Cross-examine.

9 MR. UDA: Thank you, Mr. Smith.

10 CROSS-EXAMINATION

11 BY MR. UDA:

12 Q. Good afternoon, Mr. Green.

13 A. Hello.

14 Q. So you've had a fairly extensive history working for
15 NorthWestern. I'm just wondering, you mentioned you were
16 a consultant in this case?

17 A. Yes.

18 Q. And when were you retained by NorthWestern Energy?

19 A. I've been performing consulting services since my
20 early retirement in the year 2000.

21 Q. Okay. Were you specifically retained to work on
22 this case?

23 A. This, I have been doing a number of things for
24 NorthWestern. The middle of last year I was asked to
25 help with the avoided cost filing.

1 Q. Okay. And you have prepared a five-year -- my
2 understanding five-year energy-only avoided cost forecast
3 for NorthWestern; is that correct?

4 A. That's correct.

5 Q. Okay.

6 A. Avoided cost, yes.

7 Q. Avoided cost forecast. And you understand that
8 there was, at least NorthWestern's position in this
9 proceeding, was there has been no long-term avoided -- no
10 20-year avoided cost forecast, for example, in this
11 proceeding?

12 A. That's my understanding.

13 Q. Okay. Why did you make the decision to only do five
14 years or was that somebody else's decision?

15 A. That was really someone else's decision. The issue
16 before me or my focus was to put together the avoided
17 cost filing. And that is limited by PURPA to a five-year
18 requirement under, well, both FERC and this Commission's
19 rules.

20 Q. Okay. And what specifically are you referring to
21 when you say FERC's rules?

22 A. Well, I don't remember the cite exactly. I may have
23 it in here.

24 Yes. I've got it on line 14, page 2, regarding the
25 rules developing an estimated avoided cost and so forth.

1 I indicate and they talk about, "The avoided cost shall
2 be stated on a cents-per-kilowatt-hour basis during daily
3 and seasonal peak and off peak periods by year for the
4 current calendar year and each of the next five years."

5 Q. Is that your opinion or is that something that
6 somebody told you?

7 A. I'm reading what the FERC -- this is quoted from
8 FERC. So --

9 Q. Well, I think you're paraphrasing a portion of the
10 requirement, aren't you?

11 A. I extracted the portion that's pertinent to
12 NorthWestern's system because we're less than 1,000
13 megawatts.

14 Q. Okay. Are you aware that utilities under that same
15 FERC regulation that are below 1,000 megawatts are still
16 required nonetheless to prepare a 10-year capacity
17 replacement study and produce those numbers as well in
18 terms of costs per kilowatt year?

19 A. Yes.

20 Q. And you didn't do that, though, did you?

21 A. My focus, my assignment, was the energy component
22 only.

23 Q. Okay. And so this was a decision that was again
24 made by someone else?

25 A. That's correct.

1 Q. Okay. Who was that decision made by?

2 A. I guess Bleau LaFave was perhaps the lead person on
3 that.

4 Q. Okay. Do you agree with Mr. LaFave's position that
5 if a qualifying facility approaches NorthWestern, that
6 NorthWestern has no ability to negotiate at anything
7 other than the posted avoided cost rate for projects of
8 100 kilowatt design or less?

9 A. Less than 100. I guess from my reading of the FERC
10 requirements I would suggest that I don't agree with
11 that.

12 Q. Okay. And I wanted to ask you have you reviewed
13 Mr. LaFave's testimony at all?

14 A. Not particularly, no.

15 Q. Okay. Were you present for the discussion about
16 different methods of preparing avoided cost forecasts?

17 A. Yes.

18 Q. Are you familiar with those?

19 A. I'm familiar in name and some basic elements of
20 them, yes.

21 Q. Okay. Are those methods for preparing short-term
22 avoided cost forecasts or are those methods for preparing
23 long-term avoided cost forecasts?

24 A. I think they're primarily intended for short-term,
25 but I honestly do not know about long-term.

1 Q. Okay. Are you familiar with the differential
2 revenue requirement approach?

3 A. Only as described I think in testimony provided by
4 Mr. Rounds.

5 Q. Okay. How would you describe the method that you
6 used? Was it one of those five methods?

7 A. It's actually a -- I think it's been referred to as
8 a hybrid of the component peaker method and the market
9 estimate method. Because those are the two cost elements
10 that make up NorthWestern's avoided -- or excuse me.
11 NorthWestern's energy resource portfolio.

12 Q. So would you agree with me that that method is not
13 one of the five methods that Mr. LaFave identified; it's
14 a hybrid approach of two of them?

15 A. Yes. That's correct.

16 Q. Okay. Are you familiar with the GenTrader model?

17 A. No, I'm not.

18 Q. Okay. Does NorthWestern in South Dakota have access
19 to the GenTrader model?

20 A. Not to my knowledge.

21 Q. Do you know whether NorthWestern as a corporation
22 has used GenTrader before?

23 A. Not specifically. I've heard discussion about that.
24 I guess I don't know for sure.

25 Q. Okay. Would you agree that Mr. Lauckhart's avoided

1 cost forecast incorporating the Black & Veatch long-term
2 electric price forecast is using the market analysis
3 method?

4 A. I think so, yes.

5 Q. Would you agree with me that on any given hour when
6 NorthWestern runs its base load generation load is either
7 above or below that base load generation?

8 A. That would be correct. There may be an occasional
9 time when it matches, but it's going to be very unlikely.

10 Q. But by and large it's either above or below it;
11 correct?

12 A. That's correct.

13 Q. And sometimes in those cases NorthWestern is long
14 and sometimes it's short?

15 A. That's correct.

16 Q. Okay. And do you know whether -- when
17 NorthWestern's long if it sells that output?

18 A. Typically that would be true. It's a convenient
19 method for NorthWestern to dispose of energy that is
20 surplused to their own system needs.

21 Q. And if in the event that NorthWestern were proven to
22 be short, in those hours they would purchase; is that
23 correct?

24 A. If the base load generation was insufficient, yes.

25 Q. Okay. Is it true that in four years you've never

1 ran your peaker units?

2 A. For energy purposes?

3 Q. Uh-huh.

4 A. I guess I really don't know for sure on that. That
5 would have to be subject to check. I don't have any idea
6 really.

7 Q. Okay. In your experience with NorthWestern, have
8 you in any -- at any point in your career prepared a
9 long-term avoided cost forecast?

10 A. No, I have not.

11 Q. Okay. Prior to this proceeding have you ever
12 prepared a five-year energy-only forecast?

13 A. Energy -- pardon me?

14 Q. Energy only.

15 A. No, sir.

16 Q. Okay. So if I'm not mistaken, this is the first
17 time that you've prepared an avoided cost forecast for
18 NorthWestern?

19 A. That is correct.

20 MR. UDA: Can you just give me a moment? I
21 think I'm about towards the end.

22 MR. SMITH: Yes.

23 MR. UDA: No further questions.

24 MR. SMITH: Thank you. Staff.

25 MS. SEMMLER: No questions. Thank you.

1 MR. SMITH: Commissioners. Commissioner Hanson,
2 do you have any?

3 COMMISSIONER HANSON: No. I'll pass.

4 MR. SMITH: Mr. Rislov? Thank you. I think
5 we'll go to redirect.

6 MS. DANNEN: NorthWestern has no redirect at
7 this time. Thank you.

8 MR. SMITH: I think you may step down then,
9 Mr. Green. Thank you very much.

10 MS. DANNEN: At this time NorthWestern would
11 like to call Ms. Pam Bonrud.

12 MR. UDA: Oh, and just for the record
13 Ms. LaFrentz, my colleague, will be performing
14 cross-examination of Ms. Bonrud. I presume you will not
15 get her confused anyway with me.

16 MR. SMITH: Don't count on it.

17 (The witness is sworn by the court reporter)

18 DIRECT EXAMINATION

19 BY MS. DANNEN:

20 Q. Good afternoon, Ms. Bonrud. Could you please state
21 your name for the record.

22 A. My name is Pamela A. Bonrud.

23 Q. And what is your current business address?

24 A. 3010 West 69th Street, Sioux Falls, South Dakota.

25 Q. And are you currently employed by NorthWestern

1 Energy?

2 A. Yes, I am.

3 Q. Just for the Commission's background, which I'm sure
4 most don't need it, could you give a brief job history or
5 brief history of your work experience for the Commission.

6 A. Currently I serve as the director of government and
7 regulatory affairs for NorthWestern Energy. I've been
8 employed by NorthWestern Energy since November of 2005.
9 Prior to that I was the executive director of the Public
10 Utilities Commission from 2003 to 2005. And prior to
11 that I was the executive director of the Lewis & Clark
12 Rural Water System, which is a three-state multicomunity
13 drinking water wholesale system. And then prior to that
14 I had worked for the State of South Dakota in the
15 Departments of Health and Environment and Natural
16 Resources.

17 Q. Thank you. Have you prepared prefiled direct and
18 rebuttal testimony in this matter?

19 A. Yes, I have.

20 Q. I think if you'll look up in front of you you'll see
21 what's been marked as Commission's Exhibit 8. Or yeah.
22 NorthWestern's Exhibit 8?

23 A. I just found it.

24 Q. I'll give you a minute to quick look at it but is
25 that a true and correct copy of your prefiled testimony

1 in this matter?

2 A. I would say yes.

3 Q. And do you have any additions or corrections to make
4 to that testimony at this time?

5 A. One little nit that I found. It's more grammar than
6 anything but on page 2, line 33. After "recycled," that
7 should be a comma, not a period.

8 Q. Thank you. And if we were to ask you those same
9 questions in your testimony today under oath and into the
10 record would you answer those questions the same?

11 A. Yes, I would.

12 Q. Thank you.

13 MS. DANNEN: At this time I would like to offer
14 NorthWestern's Exhibit No. 8 into the record.

15 MR. SMITH: Is there any objection,
16 Ms. LaFrentz?

17 MS. LAFRENTZ: No objections.

18 MR. SMITH: Staff?

19 MS. SEMMLER: No.

20 MR. SMITH: Thank you.

21 Q. And prior to turning you over for
22 cross-examination --

23 MR. SMITH: I'll admit Exhibit 8.

24 MS. DANNEN: Oh, sorry.

25 MR. SMITH: That's quite all right. I thought

1 I'd just do that quickly before we forgot. That's
2 happened before.

3 MS. DANNEN: I'm sorry, Mr. Smith.

4 Q. Could you please summarize your testimony for the
5 Commission.

6 A. Basic essence of my testimony was just to clarify
7 what the renewable energy objective is about in
8 South Dakota and that it's voluntary, and then just to
9 emphasize the importance of the decision, the
10 precedential nature of the decision that the Commission
11 will reach in this proceeding for utilities like
12 NorthWestern Energy going forward.

13 MS. DANNEN: Thank you. With that, NorthWestern
14 will tender Ms. Bonrud for cross-examination.

15 MR. SMITH: Ms. LaFrentz, please proceed.

16 MS. LAFRENTZ: Thank you, Mr. Smith. My
17 intention is to be as short as Mr. Green was.

18 THE WITNESS: Shorter would be better.

19 MS. LAFRENTZ: We'll see what we can do.
20 Honestly, I do just have a couple of questions for you.

21 CROSS-EXAMINATION

22 BY MS. LAFRENTZ:

23 Q. In your testimony you state that Oak Tree implies
24 that there is a renewable, recyclable, and conserved
25 energy objective or an REO that is mandatory in

1 South Dakota.

2 Can you cite to me where Oak Tree makes that
3 statement?

4 A. Well, in my testimony on page 2, line 5 I refer back
5 to a data request of Mr. Lauckhart. And data request 16
6 where he was quoted saying, "There does not appear to be
7 sufficient renewables currently controlled by
8 NorthWestern Energy to make up the remainder of the 5
9 percent to meet the state's RPS goal." So it came from a
10 data request.

11 Q. Okay. So it was stated that we thought it was a
12 goal or Oak Tree thought it was a goal?

13 A. True.

14 Q. Not a mandate?

15 A. True.

16 Q. Okay. Even though it isn't a mandate, do you agree
17 that as a policy NorthWestern Energy would want to meet
18 that goal?

19 A. If we were able to find renewable resources that met
20 the standards established in statute that we have to
21 consider when we add a renewable resource or recycled
22 resource to our portfolio, correct.

23 Q. Okay. I was just actually kind of just speaking
24 generally. So just in general principle NorthWestern
25 Energy would like to try to meet that goal if they could.

1 A. If we can meet the conditions contained within
2 statute, yes.

3 Q. Okay. And as a utility is NorthWestern Energy
4 committed to trying to meet that goal?

5 A. If we can meet the conditions established within
6 statute that we're able to find a resource that meets
7 those conditions, I would say we would seriously do that.

8 Q. So if you were presented with an option that allows
9 NorthWestern Energy to move towards that goal, reduce its
10 costs, reduce costs to taxpayers, you would think that
11 that would be a beneficial project for you to invest in?

12 A. As long as it was proven to be cost-effective
13 against other alternatives.

14 Q. Okay. In your testimony you seem to say that the
15 Oak Tree project is not cost-effective. Is the basis for
16 that belief analysis done by you or were you generally
17 relying on analysis or information that you received from
18 other persons either within or without your organization?

19 A. It would be based on what we were provided as an
20 offer from Oak Tree versus the analyses that were done by
21 others on our avoided cost.

22 Q. Okay. So you relied on the analysis others provided
23 to you to determine that the Oak Tree project was not
24 cost-effective?

25 A. I relied on what our experts came up on -- came up

1 with, I should say, in their calculations of how avoided
2 cost would be determined based on our situation.

3 Q. Okay. So you didn't perform any of your own?

4 A. No. I had nothing to do with that.

5 Q. Okay. Are you aware of -- and I know it's come up a
6 little bit here already, but are you aware of the Spion
7 Kop proceeding in Montana just recently?

8 MS. DANNEN: NorthWestern's going to object.
9 This is outside the scope of Ms. Bonrud's testimony.

10 MR. SMITH: Response, Ms. LaFrentz.

11 MS. LAFRENTZ: I was just going to ask about
12 policy on the part of NorthWestern Energy that they
13 testified to in that.

14 MR. SMITH: I'm going to overrule, with that
15 general kind of a question.

16 A. I'm aware there was a proceeding, yes.

17 Q. Are you aware that in that proceeding NorthWestern
18 Energy testified that wind power has benefits outside of
19 meeting the REO such as reducing risks associated with
20 maintaining coal plants or costs of federal mandates to
21 reduce greenhouse gases or to meet a national RPS?

22 A. I'm not aware of any testimony provided in that
23 case.

24 Q. In your position as the director of government and
25 regulatory affairs do you see a trend towards those type

1 of potential issues?

2 MS. DANNEN: NorthWestern's going to object as
3 this being outside again the scope of Ms. Bonrud's
4 testimony.

5 MR. SMITH: I don't know. To me it's dealing
6 with general policy things which is kind of a little bit
7 what it was about. So I'm going to let you try to answer
8 if you can, Pam. But if you can't answer it, you can't.
9 If you don't know.

10 A. Can you please repeat what you were trying to --

11 Q. Sure. In your position as the director of
12 government and regulatory affairs do you see a trend
13 towards maybe regulations that would be mandating either,
14 you know, emissions, greenhouse gases, trending towards a
15 national RPS, things such as that?

16 A. I don't know if I can really answer that in that I
17 think there's a lot of different things being discussed
18 at the federal level. But how serious some of those
19 policy issues may become or not is left for future
20 action.

21 Q. Is that something that you would consider in your
22 position, something that you would follow if you were
23 seeing a trend?

24 A. If there were a trend in that, yes, we would follow
25 that.

1 Q. And at this time you don't see one.

2 A. In my opinion I think there's a lot of discussion
3 that's been going on but there's been no real concrete
4 action taken by Congress. They continue to discuss all
5 kinds of different policy issues related to energy from
6 various factors and it just continues to evolve and
7 evolve but we don't get a clear direction from Congress
8 on where they want to go yet.

9 Q. Okay. Are you seeing anything outside of Congress
10 like maybe the EPA? Do you see them trending anywhere as
11 far as regulations that they may impose on a utility such
12 as NorthWestern?

13 A. I think it's a given that EPA has become a little
14 more aggressive in that arena.

15 Q. Okay. And do you think that that is something that
16 should be considered when you're looking at, you know,
17 projects that are being proposed to you?

18 A. It's probably one of several factors that could be
19 considered.

20 MS. LAFRENTZ: That's all the questions I have.
21 Thank you.

22 MR. SMITH: Staff.

23 MS. SEMMLER: No questions.

24 MR. SMITH: Commissioners. Questions?

25 Commissioner Hanson.

1 COMMISSIONER HANSON: I have to. We've known
2 each other for many, many years. And there's a lot of
3 questions I'd like to ask her now that I have her --

4 THE WITNESS: Just be careful.

5 COMMISSIONER HANSON: However, I'll be kind.
6 I'd like to follow a little bit of the line of
7 questioning that was first asked. I've written down that
8 I was curious whether or not NorthWestern Energy
9 considered South Dakota's REO as an important objective.

10 THE WITNESS: Yes, it is.

11 COMMISSIONER HANSON: And does NorthWestern
12 Energy intend to meet that objective? Does NorthWestern
13 Energy have a goal to meet the goal? Have they sat down
14 and said we're going to meet this by such and such a date
15 or anything of that nature?

16 THE WITNESS: I think what you'll see
17 NorthWestern Energy do is take a concerted effort to keep
18 that goal in mind as we explore options and we continue
19 to look for possible resolutions to that that would meet
20 the conditions of the statute.

21 COMMISSIONER HANSON: But you don't have a date
22 certain or a -- you don't have a date certain then.

23 THE WITNESS: Not that I'm aware of.

24 COMMISSIONER HANSON: Do you have some idea of
25 how you're going to meet the goal from the standpoint of

1 renewable energy whether it's, you know, solar, wind,
2 obviously not nuclear but hydro. There's not a whole lot
3 of things that NorthWestern Energy can do. I would
4 assume that it's going to be through wind because all of
5 the others are more expensive. Are there any benchmarks
6 that you've looked at or anything like that?

7 THE WITNESS: I don't work specifically in the
8 supply and generation side so some of those discussions I
9 may not be a part of. But we are aware that demand side
10 management programs, energy efficiency programs are
11 applicable to helping a utility like NorthWestern Energy
12 meet the REO. And we have a pending docket before this
13 Commission to approve a plan for northwestern
14 South Dakota on energy efficiency.

15 COMMISSIONER HANSON: All right. Thank you.
16 Thank you, Mr. Smith.

17 MR. SMITH: Any other commissioner/advisor
18 questions of Ms. Bonrud?

19 Ms. Dannen.

20 MS. DANNEN: I have no redirect for Ms. Bonrud.

21 MR. SMITH: I think you may be excused.

22 MS. LAFRENTZ: I do have one follow-up after
23 Commissioner Hanson.

24

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RECROSS-EXAMINATION

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BY MS. LAFRENTZ:

Q. You stated that NorthWestern Energy is committed to meeting the goal if it's cost-effective, costs less than the market. If the only -- if the only reason or the only way that you can meet this goal is if it costs less than the market, what's the point of our legislature establishing a goal?

MS. DANNEN: I'm going to object as being a mischaracterization of Commissioner Hanson's questions.

MR. SMITH: I'm not sure that's the case but I think I'm going to sustain the objection just on the basis that that's a question for the legislature and I don't know that that's an answerable question.

MS. LAFRENTZ: That is all I had. Thank you.

MR. UDA: Mr. Smith, just as a matter of housekeeping, my colleague has reminded me that I have neglected to move for the admission of several exhibits that we've used in this hearing.

MR. SMITH: I wondered about that.

MR. UDA: Yeah. Me too. This is not exactly one of my strengths. These would be labeled 4, 5, 6, 7, 8. They are -- 4 and 5 are board minutes from April 26, 2011 and then there's a memorandum accompanying it, which would be 5. 6 is the May 2008 board minutes, and 7 is

1 the board agenda, and I believe 8 is another board agenda
2 from the same date. So there's five documents, two from
3 April 26, 2011 and two from May of 2008.

4 MR. SMITH: Okay. And that's -- is that all of
5 the exhibits I see on here, or is that just some of them?

6 MR. UDA: That should be all of the ones that
7 we're moving for admission.

8 MR. SMITH: Oh, we're down through 8. That's
9 it?

10 MR. UDA: That's correct. Yes.

11 MR. SMITH: And do you have any foundation or
12 anything relative to --

13 MR. UDA: Well, we obtained these documents
14 through discovery with NorthWestern and we don't have any
15 basis to doubt their progeny. Since they were generated
16 by NorthWestern, we believe that there is an adequate
17 foundation that's been laid to believe that they are an
18 accurate representation of what was said at those
19 meetings.

20 MR. SMITH: NorthWestern.

21 MR. BROGAN: Mr. Smith, NorthWestern objects to
22 the admission of OT 4, 5, 6, 7, and 8 I guess on the
23 grounds that there is no foundation for them. The fact
24 that they were obtained in discovery where the limits on
25 what can be discovered are a lot broader than what are

1 admissible does not establish the foundation for the
2 documents.

3 And, secondly, NorthWestern objects to them on
4 the grounds of their relevance. I think we've argued
5 about that quite a bit so I won't belabor the point.

6 MR. UDA: If I might be heard in response.

7 MR. SMITH: You may. I might let Staff have a
8 shot at its position on this and then we'll -- do you
9 have --

10 MS. SEMMLER: We have no objection.

11 MR. SMITH: Do you object? Okay. Yes, Mr. Uda,
12 please respond.

13 MR. UDA: Well, you know, I think the issue with
14 respect to foundation is you're really concerned on
15 foundation with the authenticity to make sure that these
16 weren't documents that somebody just created and then
17 produced.

18 And these were conducted pursuant to a
19 Commission-authorized discovery process. Now
20 Mr. Brogan's point seems to be, well, they may be
21 discoverable but they're not admissible.

22 That's not a foundation objection. His argument
23 on relevance is -- and to my mind we've established the
24 relevance, one, because it shows what NorthWestern was
25 telling its board with respect to having capacity needs

1 and, two, what its planning reserve margin was which is
2 different than what has been testified to by NorthWestern
3 in this proceeding.

4 I think it is very important for the Commission
5 to consider these documents as part of the record when it
6 makes its decision and obviously they're going to be
7 confidential so we're not going to have a concern about
8 them being disclosed inappropriately to third parties who
9 have not signed the protective order.

10 MR. SMITH: Thank you. Mr. Brogan, do you have
11 reason to believe or in your looking at these documents,
12 is there anything that makes you believe that those
13 documents are not true and correct copies of the
14 materials generated by NorthWestern that you turned over
15 to Mr. Uda in discovery?

16 MR. BROGAN: Mr. Smith, I have no basis to
17 determine whether they are or are not true and correct
18 copies.

19 MR. SMITH: You don't.

20 MR. BROGAN: I was not at the board meetings.
21 Nobody who testified was at the board meeting. The
22 author of these documents wasn't here.

23 MR. SMITH: Well, who produced the documents to
24 Mr. Uda?

25 MR. BROGAN: Mr. Smith, NorthWestern produced

1 the documents to Mr. Uda in response to Request For
2 Productions propounded to Mr. Wagner. And, as I recall,
3 it was over NorthWestern's objection.

4 MR. SMITH: Well, Mr. Wagner, he's back there.
5 I guess I could call him to the stand. I'm not going to.
6 I'm going to take Mr. Uda at his word that these are true
7 and correct copies of documents that were produced,
8 official documents of NorthWestern Corporation that were
9 produced and that they are sufficiently related to the
10 issues in this case to merit introduction and it will be
11 for the Commission to determine how much weight to give
12 them, if any, in its decision.

13 So NorthWestern Exhibits 4 through is it 8?

14 MS. DANNEN: Oak Tree.

15 MR. SMITH: Oak Tree Exhibits 4 through 8 -- is
16 it 8 or 7? 8 are admitted.

17 Was that it, Mr. Uda, on that?

18 MR. UDA: Yes, Mr. Smith. That was it.

19 MR. SMITH: Well, let's get back then,
20 Mr. Brogan, NorthWestern's case, do you have any
21 additional witnesses?

22 MR. BROGAN: Mr. Smith, NorthWestern rests.

23 MR. SMITH: Thank you. Should we take a short
24 break before Staff commences? Do you want to or do you
25 want to get it over with? Cheri's nodding her head. She

1 would like a break. 25 to should we reconvene? How is
2 that? About 12 minutes? Any objection, Commissioners?

3 (A short recess is taken)

4 MR. SMITH: We'll call the hearing back to order
5 following a brief recess to let us all get our wits back
6 together here. Staff, it is time for your case. Please
7 proceed.

8 MS. SEMMLER: Staff calls Brian Rounds.

9 (The witness is sworn by the court reporter)

10 DIRECT EXAMINATION

11 BY MS. SEMMLER:

12 Q. Please state your name for the record and who you
13 work for.

14 A. My name is Brian Paul Rounds, and I work for the
15 South Dakota Public Utilities Commission.

16 Q. You explained your experience and the purpose of
17 your testimony in this docket in your written testimony
18 which you'll find to your far right; is that correct?
19 And do you have any changes to that?

20 A. That is correct. I don't have any changes but I
21 would like to expand and clarify on a couple of points
22 today.

23 Q. But if you were asked the -- those questions today
24 you would answer them all the same; is that correct?

25 A. Correct. With a couple of additions.

1 MS. SEMMLER: With that, Staff would introduce
2 its Staff Exhibit 1.

3 MR. SMITH: Are there any objections? Oak Tree?

4 MR. UDA: No objections.

5 MR. SMITH: NorthWestern?

6 MR. BROGAN: No objections.

7 MR. SMITH: Thank you. We'll admit Staff
8 Exhibit 1. That includes all the subattachments to the
9 exhibit too; right? Or to the testimony?

10 MS. SEMMLER: Correct.

11 MR. SMITH: Thank you.

12 Q. Mr. Rounds, could you then please provide us with a
13 summary of your testimony.

14 A. Sure. The purpose of my testimony was really to try
15 to make an unbiased review of the positions that each
16 party has taken.

17 I tried to walk through what Staff believes to be
18 the major issues in the case and I tried to address flaws
19 where I found them. Staff is most interested in creating
20 a complete record so that the Commission has all the
21 information they need to make the right decision.

22 In my testimony I started off by looking at the
23 definition of avoided cost which I think we've pretty
24 well defined as the cost the utility is able to avoid
25 when taking delivery of energy and capacity from the

1 qualified facility.

2 Next I explained how the state's renewable,
3 recycled, and conserved energy objective does not create
4 a need for renewable power regardless of its cost.

5 So in this case a determination of avoided cost
6 should be independent of any environmental attributes
7 associated with the qualified facility.

8 Next I addressed the possible formation of a legally
9 enforceable obligation. Although the main point of my
10 testimony here was that the Commission's determination of
11 an LEO may not be material as to what the final avoided
12 cost is determined to be.

13 With respect to capacity, I suggested that
14 NorthWestern pay for capacity as calculated by Oak Tree
15 but with the addition of the Aberdeen gas plant. I also
16 concluded in my testimony that this issue was of little
17 concern. But I think based on quite a bit of testimony
18 we heard today there is some concern about what that
19 capacity is.

20 Based on my calculation the difference between
21 purchasing calculation at Oak Tree's original cost
22 between 2013 and 2015 was about a difference of about
23 14 cents per megawatt hour which is why I did not think
24 it was a material issue.

25 I should probably also mention that in my testimony

1 I had considered Lauckhart's -- Mr. Lauckhart's capacity
2 cost as the ceiling price, although I think Basin's more
3 recent purchase of capacity could possibly raise that
4 price. So I think that should be included too.

5 I then discussed the possible methods of determining
6 avoided costs and walked through each party's model. Oak
7 Tree used two different models. One assumed NorthWestern
8 would avoid the cost of renewable power and looked at the
9 cost of developing renewable generation. Because
10 NorthWestern does not need renewable power, Staff
11 disregarded this method.

12 The other model assumed NorthWestern would always be
13 avoiding market purchases and created a spot market price
14 forecast. This model is flawed in two ways. First,
15 NorthWestern would always be avoiding spot market prices
16 only at times when their load exceeds their generation.

17 Second, the forecasted market prices are high in
18 comparison to publicly-available forecasts that were
19 available during the beginning of 2011.

20 NorthWestern's model uses a hybrid of two different
21 methods avoiding the market price of electricity when
22 they are short on generation and avoiding their own
23 generation when they are not.

24 I believe this model does the best job of answering
25 the question what costs can NorthWestern avoid by taking

1 delivery of Oak Tree's generation.

2 However, NorthWestern's electricity price forecast,
3 although transparent, is far from perfect, especially in
4 the long run. I also mention here that I thought both
5 parties missed one aspect that is probably pretty unique
6 to South Dakota. We currently have just short of 800
7 megawatts of wind in eastern South Dakota. And I'd say
8 we probably have an average load of around 2,000
9 megawatts with a peak of a little over 3,000 megawatts.
10 As a result, there are times when there is an abundance
11 of available generation.

12 We heard a little bit about yesterday and this
13 morning the discussion of wind curtailment and the effect
14 of negative LMPs. So although it is my understanding
15 that Mr. Lauckhart's calculation takes into account
16 wind's poor correlation with load, I don't think we've
17 yet taken into account wind's correlation with other wind
18 and thus a direct correlation with reduced market prices.

19 Finally, I brought up two miscellaneous issues. The
20 difficulty in determining the future cost of carbon
21 emissions and the muted effect of inevitable EPA
22 regulations on avoided cost.

23 Q. Thank you. In Mr. Lauckhart's rebuttal testimony he
24 believes you testified that, and I quote, "A brand-new
25 avoided cost forecast should be prepared on the day of

1 the LEO letter."

2 Does that accurately portray your prefiled
3 testimony?

4 A. No. It does not. The point I was trying to make in
5 my prefiled testimony was that between the time that I
6 believe Black & Veatch ran their price forecast model and
7 the time that Oak Tree asked Mr. Lauckhart to determine
8 the avoided cost, which I believe Mr. Makens testified to
9 being after the 2010 holiday season, the EIA increased
10 their projection of technically recoverable unproved
11 shale gas resources from 347 trillion cubic feet to 827
12 trillion cubic feet. That projection is nearly 200
13 percent, 250 percent of their previous estimate.

14 Because natural gas is typically on a margin and
15 probably the most important component of an electric
16 price forecast, it's hard to believe this large of an
17 increase would go unnoticed. I understand that updating
18 all the inputs to such model could be cost prohibitive
19 but that doesn't make the forecast any more reliable.

20 Do I believe a new forecast was warranted? I don't
21 know but if I was Lauckhart's client and it was in my
22 interest to have a lower price forecast, I definitely
23 would have asked him to prepare a new forecast.

24 Q. Mr. Rounds, what do you believe to be appropriate
25 natural gas prices? Do you have any recommendation

1 regarding a particular forecast the Commission could look
2 at and why do you make that recommendation?

3 A. Most of the modeling I've been involved with has
4 been the result of large collaborative and transparent
5 processes, things like integrated resource planning or
6 interconnectionwide transmission modeling. In those
7 cases we usually have been using the EIA's annual energy
8 outlook reference case to determine many of the fuel and
9 capital cost price forecasts.

10 In this case if the Commission determines an LEO was
11 created on February 25, 2011, I would suggest using the
12 assumptions that went into the 2011 early release of the
13 annual energy outlook. No matter what price forecast the
14 Commission decides to use, I would definitely encourage
15 them to at least be aware of what assumptions went into
16 that forecast.

17 Q. Do you believe carbon should be considered in the
18 model?

19 A. Well, although today's carbon cost is zero dollars a
20 ton in South Dakota, I think the Commission could find
21 that including some price for carbon over the next 20
22 years would be reasonable.

23 Q. And what would be that reasonable price?

24 A. I don't have a reasonable price that I can testify
25 to. I think that determining that type of a price is

1 completely speculative. I think that assumptions
2 regarding future carbon prices are a matter of policy
3 more than anything else and our elected Commissioners are
4 in the correct position to determine policy.

5 Beyond polling lobbyists in Washington, D.C., I
6 would be very interested to hear how experts in this
7 field are able to calculate forecasts of carbon prices.

8 MS. SEMMLER: That is all Staff has on direct.
9 Mr. Rounds is available for cross.

10 MR. SMITH: Is it Mr. Uda?

11 MR. UDA: Do I have to say yes?

12 MR. SMITH: Please proceed with your
13 cross-examination. Thank you.

14 MR. UDA: Thank you.

15 CROSS-EXAMINATION

16 BY MR. UDA:

17 Q. Mr. Rounds, I wanted to go through -- I don't have a
18 lot of questions for you but I want to make sure I'm
19 adequately understanding your testimony.

20 Have you personally ever prepared an avoided cost
21 forecast?

22 A. No, I have not.

23 Q. Okay. Have you personally ever prepared a long-term
24 electric price forecast?

25 A. No, I have not.

1 Q. Have you personally ever prepared a natural gas
2 price forecast?

3 A. No, I have not.

4 Q. Okay. Would you agree with me that when you're
5 dealing with a model as complicated and multivariable as
6 the Black & Veatch electric price forecast that changing
7 one input to the model could change other factors within
8 that model?

9 A. Definitely.

10 Q. Okay. And have you, Mr. Rounds, taken into
11 consideration personally in your testimony before the
12 Commission the issue of the likelihood of significant
13 additional costs associated with coal generation that now
14 exists in NorthWestern's portfolio?

15 A. I'm not sure I understand the question.

16 Q. Okay. We've heard testimony here over the past two
17 days, and I think from both NorthWestern's witnesses and
18 as well as from Mr. Lauckhart, that there are
19 increasingly stringent EPA regulations that will be
20 coming down with respect to coal-fired generation. And
21 I'm sure you were aware of that testimony.

22 A. Correct.

23 Q. Okay. Have you taken that situation into account in
24 your recommendations to the Commission?

25 A. I think I have in that it's my opinion that those

1 costs are coming down either way. And at least on
2 NorthWestern's side of their own portfolio, they're going
3 to be making those investments regardless of any
4 purchases that come off of Oak Tree.

5 So, in fact, those are unavoidable.

6 I think on the market price definitely you will
7 probably see an increase in market prices based on those
8 changes.

9 Q. Would you also agree with me that there is some
10 risk, however what percentage one chooses to put on it,
11 that some of those coal plants may be retired?

12 A. I think there is a decent probability that there's
13 going to be some coal retirements.

14 Q. And do you believe as Black & Veatch forecasts that
15 a significant number of megawatts of coal-fire generation
16 will be retired by 2020?

17 A. I have a hard time defining "significant." But I've
18 seen a lot of projections, particularly around what
19 everybody thinks is going to happen as a result of EPA's
20 regulations. MISO has their own analysis. The EPA has
21 their own analysis. I think there's going to be a lot of
22 coal plants that get shut down.

23 Q. Right. And would you agree with me that if those
24 coal plants shut down, there will be a tendency on the
25 part of utilities to switch to natural gas fired

1 generation because it's the resource that's on the margin
2 right now?

3 A. I do. Although when I look at the EIA's forecast I
4 don't see the jump in demand as a result of those rules
5 that I would expect. And I assume that they're taking
6 that into account, as I think most of the people there
7 are smarter than I am.

8 Q. Have you looked at the 2012 forecast?

9 A. I've seen it. I can't say I'm familiar with it.

10 Q. Okay. Are you aware of what in comparison for
11 example with the estimate that Mr. Lewis prepared, what
12 price they're forecasting at the end of 2031 in
13 comparison to Mr. Lewis?

14 A. If this is in reference to whether or not there are
15 real increases in the price.

16 Q. Correct.

17 A. Maybe I can save you some time and say that I would
18 agree that there will probably be real increases in the
19 price of natural gas.

20 Q. Okay. And is it the case -- you testified that
21 NorthWestern doesn't need any more wind. Is that a
22 policy judgment, or what is that based on?

23 A. That's based on what the law says and the renewable,
24 recycled, and conserved energy objective
25 cost-effectiveness clause. Basically saying if it's not

1 cost-effective, then you shouldn't build it for the goal.

2 Q. And who makes the determination of
3 cost-effectiveness?

4 A. The utility does.

5 Q. So if they just don't want to and they say too
6 expensive and that's why we're not buying it, they could
7 avoid meeting the renewable portfolio objective without
8 any review by anyone. Is that true?

9 A. I think there's a lot of assumptions that would go
10 into any sort of cost-effective or benefit cost study
11 that they would do. And I think the numbers could move
12 based on a lot of different assumptions. I think you'll
13 see a lot of our utilities moving them one way or another
14 to justify or not justify those purchases. So I think
15 that's plausible.

16 Q. I assume based on your testimony you reviewed fairly
17 carefully the Black & Veatch long-term electric price
18 forecast; is that correct?

19 A. The 259-page PowerPoint presentation?

20 Q. Yeah. That one.

21 A. I would have liked to be present for the speech that
22 goes along with that. Because I think there's a report
23 that's missing. And also I think the last page says that
24 there are figures and spreadsheets. Anyway, data that's
25 attached that I wish I had.

1 Q. Okay. If you had those spreadsheets would it have
2 helped you better understand what they were doing?

3 A. I think definitely. I think the biggest question I
4 have is what is their assumption for carbon prices.
5 That's not in there that I can see.

6 Q. Okay. Do you know whether or not Black & Veatch
7 added significant wind when they did their study of the
8 bubble that covers the North Dakota-South Dakota border?

9 A. I do not know.

10 Q. Okay. So it's quite possible they did correlate the
11 addition of wind on an hourly basis because it's an
12 hourly dispatched model; correct?

13 A. Correct. My understanding of the hourly data that
14 Mr. Lauckhart uses is based on probably historical data.
15 And I would say the build out that we've had has happened
16 since around 2007-2008. And so I would -- I would doubt
17 that a lot of that's in there.

18 Q. Okay. Now what is the basis for your doubt?

19 A. Exactly as I just explained.

20 Q. Oh, okay. I wasn't clear on that. I mean, because
21 you would agree with me that at least the testimony we've
22 heard is that Black & Veatch used a team of experts from
23 around the country to put this forecast together, and --
24 what I'm getting from you, and maybe I'm wrong, is that
25 you just don't believe that they really understood the

1 situation in South Dakota.

2 A. Correct. I mean, I think Mr. Lauckhart himself was
3 pretty surprised to hear that we've had negative LMPs in
4 this region.

5 Q. Okay. What is your basis for saying that you think
6 Mr. Lauckhart was surprised?

7 A. Facial expression.

8 Q. Well, you should see -- you should see his face when
9 I tell him he has to pick up the check.

10 Do you understand that they put in hourly inputs for
11 all of those wind plants?

12 A. I assume they do.

13 Q. Okay. So do you know whether they actually
14 anticipated actually the addition of significant
15 additional wind into South Dakota?

16 A. I don't know for sure. The point I was making is
17 that I don't -- I did not think or believe that that
18 correlation has been taken into account.

19 Q. Okay. And what is your basis for that?

20 A. I would say that there's no -- there's nothing on
21 the record that makes me think that's been taken into
22 account.

23 Q. And is it possible that you're wrong?

24 A. It's very possible.

25 Q. Now I want to ask you about the legally enforceable

1 obligation issue because you've submitted testimony on
2 that. And you said, well, you know, the Commission needs
3 to be here to hear the facts and you don't know whether
4 one as of that point in your testimony have been created.

5 What do you believe as you sit here today?

6 A. What do I believe in respect to?

7 Q. The creation of the legally enforceable obligation.

8 A. As in has one been created?

9 Q. Yes.

10 A. I think in my testimony I said I wasn't sure one had
11 been created.

12 Q. Uh-huh.

13 A. And I would say I'm still on the fence.

14 Q. Okay.

15 A. I think there's a couple of unresolved issues
16 similar to carbon prices which are going to be up to the
17 Commission to make the decision on.

18 Q. Okay. And when you say there are still some
19 unresolved issues could you identify for the Commission's
20 benefit what those are?

21 A. Sure. You know, and this is coming from an
22 engineer, not an attorney. So as a layperson my
23 understanding is that what we're trying to figure out is,
24 number one, was there an obligation that was put forth?
25 And then, number two, did NorthWestern negotiate in bad

1 faith?

2 And I don't know that those two issues have been
3 resolved.

4 Q. Okay. And what information would you need from Oak
5 Tree, for example, to make that determination with
6 respect to whether Oak Tree committed itself to selling
7 its output?

8 A. I think the question is when you put forth a -- an
9 offer at a price, are you obligated to deliver at that
10 price or a price that's maybe established below that.

11 Q. Okay.

12 A. And I think that's the question the Commission has
13 to look at.

14 Q. Do you have an understanding about whether the price
15 for a project is a separate issue from a legally
16 enforceable obligation?

17 A. Again, as a layperson my understanding is the price
18 is a part of the legally enforceable obligation.

19 Q. Okay. So let me ask you this question. So if
20 Congress says, qualifying facilities, you have options in
21 how you're going to sell your output and one of them is
22 pursuant to this legally enforceable obligation. I've
23 read the law, the regulation, into the record. And let's
24 suppose for whatever reason the utility says, well,
25 that's above our avoided cost and that's their position.

1 Does that mean that no legally enforceable
2 obligation is created, or does that just mean the project
3 won't be built because the rate is unsustainable?

4 A. That is a question that I think is going to be up to
5 the Commission.

6 Q. Okay. Is there anything else other than the price
7 that affects your determination as to whether or not Oak
8 Tree committed to sell its output to NorthWestern?

9 A. I would say, you know, obviously the other terms of
10 obligating itself, basically the other terms of the
11 contract or the PPA. I don't think that's been so much
12 disputed in this case.

13 Q. Okay. Now the second part of what you said was you
14 said you don't know whether NorthWestern negotiated in
15 bad faith. I thought I heard a line of questioning from
16 your counsel that I wanted to ask you about. Maybe you
17 don't share at least the tenor of her cross-examination
18 opinion.

19 But let's suppose in this case just at least my
20 understanding and if I'm mischaracterizing the testimony
21 from NorthWestern's witnesses is that when Oak Tree
22 approached NorthWestern in June through January, June of
23 2010 through actually February of 2011, the testimony
24 from Mr. LaFave was, well, it wasn't at our posted
25 avoided cost rate for projects of 100 kilowatts design or

1 less and so, therefore, we had no room to negotiate on
2 price.

3 Were you present for that testimony?

4 A. I was.

5 MR. BROGAN: Mr. Smith, I'm going to object to
6 that characterization of the testimony. As I recall the
7 testimony, it was that from basically July 30 of 2010 to
8 January 25 of 2011 there was no contact.

9 MR. SMITH: That's -- I think that's true. But
10 is that -- is that the question you were asking?

11 MR. UDA: Well, the question I'm asking is I
12 walked Mr. LaFave through all these letters and all these
13 letters said the same thing and I asked him about it and
14 I said, well, what does that mean? And he said, well, it
15 wasn't at our short-term avoided cost tariff so we
16 couldn't negotiate with you on price.

17 Were you present for that testimony.

18 THE WITNESS: I was.

19 MS. SEMMLER: Mr. Smith, just for the record, we
20 want to make Staff as available and answer any of the
21 questions that are helpful to get information flowing.
22 With that being said, we may be encroaching on some legal
23 discussion and legal decisions, opinions that Staff may
24 have that we'll present in the brief that Brian's not --
25 he's not committing Staff right now to any position we

1 make take in the briefing.

2 MR. SMITH: With respect to LEO, you mean.

3 MS. SEMMLER: The legal briefing and debate
4 that's going to take place.

5 MR. UDA: Well, I thought the reason we were
6 having a hearing in the first place is because the
7 Commission said this wasn't a purely legal issue and they
8 needed to have testimony on this.

9 MS. SEMMLER: Right. Which is why I won't
10 object to the questions but want the record to reflect
11 Staff's not right now committing the Staff to any
12 particular legal position regarding LEO.

13 MR. UDA: And I wouldn't necessarily -- I hope I
14 made it clear in the predicate to my questions that I
15 wasn't necessarily binding you to anything that
16 Mr. Rounds says.

17 Q. But you heard -- my question was basically, okay, so
18 NorthWestern says, this is at least my understanding of
19 what Mr. LaFave said, is he said well, look, it wasn't at
20 this short-term avoided cost rate so we couldn't
21 negotiate with you on price.

22 Were you present for that testimony?

23 A. I was.

24 MR. SMITH: And I'm going to overrule the
25 objection with respect to that particular question.

1 MR. UDA: Okay.

2 Q. So is it your understanding that in this case that
3 NorthWestern has proposed a long-term rate, I think it's
4 35.80, I'm sure someone will correct me if I'm wrong.

5 A. 35.85.

6 Q. Yeah. 35.85. Is that generally your understanding?

7 A. Generally that's my understanding for what they
8 believe the avoided cost of energy is. I think there's
9 some -- I think they corrected me and said it wasn't the
10 avoided cost, it's the incremental cost. But I think in
11 either -- I think it was in Mr. Green's testimony they
12 defined avoided cost as the incremental cost of energy
13 and capacity. So to me it's the same thing.

14 Q. Okay. So is it your understanding that if we had
15 offered 35.85 to NorthWestern, that that -- NorthWestern
16 would have felt that they had room to negotiate?

17 A. It's my understanding that NorthWestern thought
18 their avoided cost was lower at the time based on a
19 different way of modeling the avoided cost which was
20 quite a bit less complex.

21 Q. Okay.

22 A. Than what they eventually did.

23 Q. Okay. So --

24 A. So no, to answer your question.

25 Q. Okay. Thank you. I want to move on to some other

1 questions because my expert wants me to ask you. And I
2 have to keep him happy.

3 Are you aware that the EIA forecast in not retiring
4 considerable -- is not retiring considerable coal in the
5 forecast because the rules are not yet final rate EPA
6 proposed requirements?

7 A. I was not aware of that.

8 Q. Do you know whether this is why the EIA forecast has
9 not shown increased demand as a result of these proposed
10 EPA regulations?

11 A. That would make perfect sense.

12 Q. Okay. Do you know whether that would have a
13 downward effect on their gas price forecast?

14 A. It would probably have the opposite effect.

15 Q. Okay. So I think I'm very near the end. Could I
16 just have a minute? I just want to look at my notes.

17 MR. SMITH: Yes.

18 Q. I think maybe I already asked you this, Mr. Rounds,
19 and I apologize if I did. Do you believe that there
20 should be in any avoided cost forecast an accounting for
21 real increases in natural gas prices?

22 A. I think if they're projected. I mean, there could
23 be a real decrease in natural gas price -- you know,
24 forecast.

25 Q. Sure.

1 A. I think it's a question of who developed that
2 natural gas forecast and what went into it. I think
3 you're probably right to look at what everybody else has
4 come up with and say everybody else has come up with an
5 increase and that's probably what's going to happen.

6 Q. Okay. And is that your opinion?

7 A. My opinion is we'll probably see increasing in
8 natural gas prices.

9 Q. I wanted to ask you -- no. I don't want to ask you.

10 Let me ask you this: In your opinion you've heard
11 this testimony about these noncost factors, the benefits
12 of diversity in a resource portfolio, the hedging against
13 environmental regulations, the hedging against greenhouse
14 gas. We talked about carbon CO2 adder, the other various
15 things that having the wind project in a portfolio,
16 benefits it may provide.

17 Should those cost factors play a part in this
18 proceeding?

19 A. It's my opinion that to the point that they are
20 quantifiable, they should probably play some part.

21 Q. Okay.

22 MR. UDA: No further questions.

23 MR. SMITH: Thank you. NorthWestern.

24 Mr. Brogan.

25

CROSS-EXAMINATION

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BY MR. BROGAN:

Q. Good afternoon, Mr. Rounds.

A. Good afternoon.

Q. I have just a few questions and, please, my definition of few is smaller than Mr. Uda's.

MR. UDA: I just might add for the record that most of those came from Mr. Lauckhart.

Q. Is it a correct characterization of your testimony that you said carbon should be included but you don't have a specific recommendation as to the price for that carbon?

A. That is correct.

Q. Is the standard for setting rates and including things in rates in South Dakota that cost must be known and measurable?

A. Yes.

Q. Should that known and measurable standard also apply to setting rates for avoided costs?

A. I don't know that it's a straight application. You know, for instance when NorthWestern maybe would decide to build a natural gas plant there are some assumptions that go into that decision that are not going to be known and measurable. Right?

Q. Mr. Rounds, as much as I'd like to start answering

1 questions, I think I would be inviting several objections
2 if I did.

3 A. Take that as a rhetorical "right."

4 Q. Okay. Would the effect of including something
5 that's not known and measurable in an avoided cost rate
6 be to charge South Dakota consumers for that something
7 that's not known and measurable?

8 A. Yes. In this case it would.

9 Q. I would ask the same question basically about known
10 and measurable with respect to the nonquantifiable
11 factors. Are those known and measurable?

12 A. Not even close.

13 Q. You had quite a bit of discussion with respect to
14 the possibility of coal plants shutting down; is that
15 correct?

16 A. We did, yes.

17 Q. And, again, is it a correct characterization of your
18 testimony that you felt there would be significant
19 amounts of coal shut down?

20 A. At this time with what we know about coming EPA
21 regulations it's my opinion that you are going to see a
22 large number of coal plants be retired.

23 Q. Is it possible that if those coal plants are
24 retired, the price of coal for the remaining plants will
25 also go down?

1 A. That's very possible. And I should probably qualify
2 that I'm not aware of any coal plants that NorthWestern
3 relies on that are going to be retired.

4 Q. Mr. Rounds, you've just answered my next question
5 but I'm going to ask it anyway.

6 Do you have any information that Big Stone, Coyote,
7 or Neal will be shut down?

8 A. I do not.

9 MR. BROGAN: Mr. Smith, I have no further
10 questions and thank you, Mr. Rounds.

11 MR. SMITH: Thank you. We'll go to commissioner
12 questions then. Commissioner Hanson.

13 COMMISSIONER HANSON: Commissioner Fiegen and I
14 are flipping a coin to see which one of us gets to ask
15 questions. I have a lot of notes and no particular order
16 in which to ask questions. I'll just flip through the
17 notes and ask questions and hopefully there will be some
18 articulation in that process.

19 In your written information to us, testimony,
20 you stated that you'd prefer some discussion of
21 fundamentals regarding WAPA's market prices, et cetera.
22 And Mr. Lewis provided that information to us earlier.
23 And you heard that.

24 Are you more comfortable now after hearing what
25 Mr. Lewis had stated, or are you less comfortable?

1 THE WITNESS: I think Mr. Lewis's responsive
2 testimony was helpful. I've also actually spoken with
3 WAPA since then, had some discussions about what their
4 market -- their market price is based off of and learned
5 that basically similar to MISO, natural gas is pretty
6 much what's on the margin.

7 COMMISSIONER HANSON: In your written testimony
8 you said that you were apparently not comfortable with
9 either one of the avoided cost analyses. Are you more or
10 less comfortable now with either of them having heard the
11 presentations?

12 THE WITNESS: I'm pretty much sitting in the
13 same spot as I was. I think I could maybe add to that,
14 that -- and this might be a longer explanation than you
15 were hoping for. But I think the market forecast that
16 you saw from Mr. Lewis probably does a decent job of
17 telling us what the next three years are going to do. I
18 don't think it probably does great going forward.

19 I think Mr. Lauckhart's model for the price
20 forecast is obviously much more complex and does a better
21 job of taking into account all the factors. If the
22 inputs are correct I think you probably get a better
23 answer in the end over 20 years.

24 I think just by looking at the fact that it
25 doesn't match up very closely even in the first couple of

1 years, the inputs are probably not correct, in my
2 opinion. And I think the Commission should probably take
3 that type of model and take a close look at all those
4 inputs.

5 COMMISSIONER HANSON: This is like any other --
6 like a projection with shooting for the moon; if you're
7 off by 1 percent, by the time you get there you're a long
8 ways away or does it --

9 THE WITNESS: Yeah. I think, you know, there's
10 going to be significant error in the out years for sure.

11 COMMISSIONER HANSON: On your discussion
12 regarding the determination of the brown value on the
13 market estimate method you speak about the potential
14 for -- or the likelihood, rather, of if Oak Tree comes to
15 fruition, that the generation would take place at the
16 same time as all of the other generation in the Buffalo
17 Ridge area. You didn't mention that but along that area.
18 And that would have an effect on price.

19 What about curtailment of electricity in that
20 area? Are you familiar with challenge for curtailments
21 and how that would affect price?

22 THE WITNESS: Yeah. I'm putting those negative
23 LMPs and curtailment in the same bucket just as
24 curtailment is sort of a product of negative LMPs. It's
25 easier to shut off the turbines than to pay for it, pay

1 for them to produce.

2 COMMISSIONER HANSON: There was some discussion
3 on I think it was GPCM. Do you happen to know what --
4 people were asked what GPCM stands for. Do you happen to
5 know what GPCM stands for?

6 THE WITNESS: I don't. I will admit that I
7 Googled it. And both times it came up and I could not
8 find what it meant. My assumption is it's something like
9 gas production cost model, something like that.

10 COMMISSIONER HANSON: All right. Just giving
11 you a chance for a home run here.

12 On your written testimony and on your oral
13 testimony -- and perhaps it's partly because your attempt
14 to stay neutral here but in some instances it seemed like
15 it was obvious that you didn't think that environmental
16 issues like CO2, cap and trade or something of that
17 nature should be -- that it should be excluded from the
18 analysis of avoided cost. But then at other times it
19 almost seemed as if you were saying, well, yeah, we
20 should include some environmental considerations. Could
21 you clarify that for us.

22 THE WITNESS: Sure. Yeah. I think, you know,
23 there's definitely a probability that we're going to see
24 a carbon tax or a cap and trade type of legislation
25 passed in the future. So I -- I think one way that

1 utilities can try to plan for that is as they're looking
2 at what type of generation they're going to invest in
3 they look at the effects of those types of policies.

4 In actually determining the cost of a facility
5 and maybe trying to determine the benefits of that
6 facility my opinion of how you'd handle that is you'd
7 say, okay, if carbon tax was going to be levelized cost
8 of \$20, if say Lieberman Boxer was passed, then I think
9 maybe there's a 10 percent chance that that's going to
10 happen. So let's assume \$2 and say that's reasonable.

11 But that's the type of decision that I think is
12 really policy based and up to you guys and girls.

13 COMMISSIONER HANSON: Ladies.

14 THE WITNESS: Ladies. Sorry.

15 COMMISSIONER HANSON: Do you believe that if a
16 purchase does not enable a utility to avoid capacity
17 costs then capacity credits should not be allowed?

18 THE WITNESS: If the -- let me just make sure I
19 understand. If the purchase does not enable the utility
20 to avoid capacity costs then the capacity costs should
21 not be included in the avoided cost price?

22 COMMISSIONER HANSON: Capacity credits should
23 not be allowed. Yeah. If you don't have an opinion on
24 it, that's fine.

25 THE WITNESS: I'm just trying to make sure I

1 understand the question. So are you saying if we said
2 they don't need capacity until 2015, then they shouldn't
3 pay for that capacity until 2015 or that they shouldn't
4 be allowed to take the capacity credits until 2015?

5 COMMISSIONER HANSON: Maybe if I gave you a
6 little background on it. The Commission, the FERC
7 Commission in PURPA, found that the capacity credits
8 included in any purchase rates are to be based on
9 capacity actually avoided. So from that perspective I
10 was wondering how your opinion fit within there?

11 THE WITNESS: Yeah. My understanding is that's
12 pretty well established. That if the utility is not
13 avoiding any capacity then they don't have to pay for
14 that in their avoided cost calculation.

15 COMMISSIONER HANSON: All right. Thank you.

16 THE WITNESS: You're welcome.

17 MR. SMITH: Commissioner Fiegen.

18 COMMISSIONER FIEGEN: Mr. Rounds, in your
19 opinion, it appears that Oak Tree in your testimony
20 anyway wants to start selling capacity and energy or
21 whatever to NorthWestern in 2013. Is that correct?

22 THE WITNESS: I think that's the plan. I think
23 the idea was they're hoping to get it constructed by the
24 end of this year which would probably start the contract
25 or the production January 1 of 2013.

1 COMMISSIONER FIEGEN: So when they start that
2 contract and NorthWestern in your testimony it states
3 that they don't need the capacity until 2016 so they pay
4 for that capacity from 2013 to 2016 and the rate payers
5 pay for that?

6 THE WITNESS: My recollection of my testimony is
7 that Mr. Lauckhart's model had, I believe, had
8 NorthWestern paying from 2013 on. And we said if you
9 include the natural gas -- I said if you include the
10 natural gas plant, you don't have to pay for those first
11 three years.

12 So in that case I think the way you'd handle
13 that is Oak Tree would be able to sell those -- whatever
14 MISO probably accredited them, around probably anywhere
15 between 2 and 4 megawatts of capacity, to whoever will
16 take it on the market.

17 COMMISSIONER FIEGEN: So, in your opinion, just
18 say we're in the year 2016 and of course you're wearing
19 the hat of the consumers in South Dakota. Do you think
20 there is a price that NorthWestern and Oak Tree can come
21 to an agreement on that would still be at a rate that is
22 reasonable for our consumers and not necessarily increase
23 their rates?

24 THE WITNESS: Yeah. Actually we've had some
25 informal conversations with both parties. And in talking

1 with NorthWestern -- and this is hearsay I guess so I
2 don't know if this is --

3 COMMISSIONER FIEGEN: See I get to ask you in
4 front of everybody. I never get to ask you down the
5 hallway.

6 THE WITNESS: But they basically told us we
7 don't dispute the capacity costs if they're -- if they're
8 accredited capacity we'd be happy to buy it.

9 COMMISSIONER FIEGEN: So, Mr. Rounds, do you
10 believe that there is a price after 2016 that will not
11 affect rate payers in a negative way?

12 THE WITNESS: There's definitely a price that
13 could be come to that would not affect rate payers in a
14 negative way. Determining that price right now is going
15 to be subject to a lot of uncertainty.

16 COMMISSIONER FIEGEN: Okay. Thank you.

17 MR. SMITH: Any other commissioner/advisor
18 questions?

19 Mr. Rislov?

20 MR. RISLOV: I've been giving it some thought.
21 Your testimony reflects a lack of comfort from the
22 results apparently of both parties; is that correct?

23 THE WITNESS: That is correct.

24 MR. RISLOV: And it details to some degree. But
25 with regard to Oak Tree's presentation and the WAPA

1 bubble that appears as, you know, at least a primary
2 basis for pricing in this area, could you be more
3 specific on what problems still exist in your mind after
4 the hearing?

5 THE WITNESS: Well, you know, the WAPA bubble
6 is -- may be a decent representation of what -- of what
7 WAPA's market price is. I can't say for sure that it's
8 not.

9 My opinion is that the bigger problem is in what
10 assumptions went into the model, whether they be outdated
11 natural gas assumptions, high carbon cost assumptions,
12 things like that.

13 MR. RISLOV: Are you suggesting that perhaps
14 that 259-page PowerPoint really doesn't allow for a
15 thorough vetting of all the decisions that went into
16 constructing that model?

17 THE WITNESS: Yeah. If one out of the 259 pages
18 shows one node that covers four states, five states, you
19 know, that's not -- probably not good enough.

20 MR. RISLOV: So what you're asking for basically
21 is more granularity coming from Oak Tree with regard to
22 NorthWestern specifically? Would that be an apt
23 description?

24 THE WITNESS: Definitely.

25 MR. RISLOV: On the other hand, we have

1 NorthWestern and you aren't necessarily pleased with what
2 they presented either.

3 THE WITNESS: Correct.

4 MR. RISLOV: Apparently you like the granularity
5 but some of the inputs in computing their price didn't
6 please you.

7 THE WITNESS: Right. Well, I think a market
8 forecast is probably a result of other people doing a
9 fundamentals-based forecast. But they're only sure of
10 that out a couple of years. So the problem lies in what
11 do you do after three years?

12 MR. RISLOV: Perhaps the flat-line natural gas
13 price as we approach 2020 and go there beyond?

14 THE WITNESS: Correct. That's definitely an
15 issue. I don't think either party hit the nail on the
16 head with natural gas prices.

17 MR. RISLOV: Thank you.

18 MR. SMITH: Any other commissioner questions? I
19 have a couple of them maybe. In terms of -- when you
20 talked about the effect of the new EPA regs -- and I'm
21 not talking about CO2 here but just the stuff we know is
22 likely to happen, MACT, CSAPR, blah-blah-blah; right?
23 And you basically stated that except for markets, all of
24 those -- except for spot market prices all of those are
25 capital costs and wouldn't in any way affect avoided

1 costs.

2 And it is a -- you heard Mr. Wagner say that
3 there are some significant variable costs that are also
4 associated with expensive pollution control equipment.
5 And you wouldn't disagree that those costs are properly
6 included in avoided costs?

7 THE WITNESS: Yeah. I think I would say a
8 majority of the costs that are coming down from the EPA
9 are unavoidable as being fixed costs. I don't dispute
10 that there are variable costs associated with operating
11 some of that equipment, but I don't think it's
12 significant.

13 MR. SMITH: Well, I don't know. I mean, I heard
14 Mr. Wagner say that like station power inputs can be
15 fairly -- I mean, they're a real cost. You know, so are
16 material purchases for some catalytic systems and other
17 things like that. I mean, there are costs and disposal
18 costs?

19 THE WITNESS: Yeah. And I'm just, you know,
20 telling you what I remember. But I don't remember him
21 saying it was significant.

22 MR. SMITH: Just to clarify, I mean, and this is
23 just kind of more for clarification but now when you -- I
24 got the feeling when you and Commissioner Fiegen were
25 talking about credits -- or talking about capital that

1 you might have been talking about two different things,
2 that you were talking about recs and she was talking
3 about when the capital -- a capital component is properly
4 includable in avoided cost.

5 THE WITNESS: I wasn't talking about recs at any
6 point while sitting here.

7 MR. SMITH: Okay. Okay. And one other thing
8 that -- I mean, I think it's just a difficult thing to
9 conceptualize in one of these cases, and that is the
10 issue of when you're entitled to payment for capacity.
11 And not capital. I didn't mean -- I meant capacity.
12 Pardon me. I'm getting tired here again.

13 When we're talking capacity because of the
14 lumpiness of investment in capacity resources. Now I
15 can't imagine that the system is meant to work that let's
16 say we decided that if NorthWestern had a capacity need
17 on February 25, 2011; right? That if they had a capacity
18 on that date and some portion of that need could be met
19 by Oak Tree, that then because at a subsequent point in
20 time NorthWestern builds a capacity plant, right, a plant
21 that supplies additional capacity that because of the way
22 capacity is added it's inherently going to have
23 additional capacity but then all the sudden there's no
24 capacity component of avoided costs until that -- once
25 again, that's used up. I can't -- it's hard for me to

1 believe that's what was meant by FERC in its PURPA regs
2 with respect to capacity inclusion. Just your comment on
3 that maybe.

4 THE WITNESS: My comment. I think PURPA was
5 passed in 1978. I was born in 1983. And now I'm sitting
6 here testifying and, you know, it's been a long time
7 since that was passed so I don't think they probably
8 imagined that I would be sitting here testifying about
9 PURPA, you know, 34 years later.

10 And so I can't comment on what PURPA wanted --
11 or what Congress wanted when they passed PURPA. But I
12 guess my understanding of what avoided cost is is what
13 costs are avoided by taking the delivery of power from a
14 qualified facility. And under that definition or that
15 interpretation, those are not taken into account.

16 MR. SMITH: I mean, if that's the case --
17 because, I mean, the problem you have with QFs by
18 definition is they're always dinky little projects. And
19 utility capacity additions are always not dinky. They're
20 precisely the opposite. And if I'm hearing what you're
21 saying you're basically saying that except for an
22 occasional few dots in time that would occur just at
23 random periodical times when there's a little bit of a
24 sliver between capacity additions, there should be no
25 element of capacity included in avoided costs and they

1 should be energy only.

2 Am I understanding that right?

3 THE WITNESS: I'm not sure that I'm drawing that
4 conclusion. You know, I think PURPA was probably passed
5 around a -- probably some different variables where you
6 had more independent power sort of starting to get into
7 the mix on the East Coast, things like that.

8 I don't know that the situation we have here was
9 necessarily what was on the minds of Congress.

10 MR. SMITH: Okay. Thank you. Staff?

11 REDIRECT EXAMINATION

12 BY MS. SEMMLER:

13 Q. Mr. Rounds, is it true that avoided costs are based
14 on forecasts?

15 A. Yes.

16 Q. Do you believe forecasts are based on known and
17 measurables or are they based on expectations?

18 A. I think they're based on assumptions that are
19 obviously not known and measurable.

20 Q. So is there some degree of uncertainty then when
21 designing a forecast based on assumptions?

22 A. There is a large degree of uncertainty.

23 Q. But that uncertainty shouldn't make a forecast any
24 less usable?

25 A. I think it depends on, you know, what the inputs are

1 to that forecast. And I think as long as everyone is
2 comfortable with those inputs that everybody will
3 probably be comfortable with the output.

4 Q. Thank you. You've said that you're not providing a
5 particular recommendation regarding carbon. But if you
6 were -- if you were forced to do so, would you try to
7 create your own or would you look to outside -- would you
8 look to outside sources?

9 A. Yeah. I think we'd probably look to outside
10 sources. I can tell you we're taking -- Staff is taking
11 a position in another case right now that includes a
12 price on carbon, and I would say our basis is not that
13 well developed.

14 Q. Are there any other clarifications you need to make
15 based on any questions you were asked by any of the
16 parties?

17 A. I don't think so. Thanks.

18 MS. SEMMLER: No further questions.

19 MR. SMITH: Do any of the other parties have any
20 follow-on cross? Mr. Uda, I'm seeing you nod your head
21 no.

22 MR. BROGAN: No.

23 MR. SMITH: All right. Can Mr. Rounds step
24 down, Commissioners? Are you done?

25 Okay. Thank you, Brian. You may step down.

1 Mr. Uda, in terms of rebuttal, are you ready to
2 proceed or would you like a little break to get organized
3 here?

4 MR. UDA: I would like just a few minutes to
5 prepare if that's okay with you.

6 MR. SMITH: Then why don't we -- what do you
7 think? Should we take until a quarter to or --

8 MR. RISLOV: 10 to.

9 MR. SMITH: 10 to. Greg wants until 10 to.
10 We'll be in recess until 10 to 4:00. Is that okay with
11 you, Mr. Brogan?

12 MR. BROGAN: I'll have some questions to ask in
13 a recess. I'm a little confused about the procedure
14 we're going through now.

15 MR. SMITH: Why don't you just ask them right
16 now and we'll talk about --

17 MR. BROGAN: They don't need to be on the
18 record, though, so.

19 (A short recess is taken)

20 MR. SMITH: We're going to come back into
21 session following a brief recess here. And, again,
22 apparently there may be some misunderstanding about the
23 order in which we do the live testimony portion or the
24 live hearing portion.

25 But the way we do that is we follow still the

1 basic usual live testimony order of a normal hearing
2 without -- where prefiled testimony is not used. We use
3 the same order of presentation which usually is, you
4 know, the proponent of the matter, followed by the
5 Defendant and Staff followed by an opportunity to present
6 responsive testimony on the part of the proponent of
7 whatever it is. This case that would be Oak Tree as the
8 Complainant in this case.

9 And we're usually pretty liberal in allowing
10 also responsive testimony at the end too, the other party
11 of the case responsive to testimony that's occurred after
12 them.

13 And so that's the way it's worked here since
14 I've been here, since before I've been here. And so that
15 is why I said what I said.

16 And with that, I'm going to ask Mr. Uda if he's
17 ready to go forward with the conclusion of the case of
18 testimony responsive to testimony that's been presented.

19 MR. UDA: Thank you, Mr. Smith. I'd like to
20 recall Mr. Lauckhart to the stand.

21 MR. BROGAN: Mr. Smith.

22 MR. SMITH: Yes, sir, Mr. Brogan.

23 MR. BROGAN: Before Mr. Lauckhart starts,
24 NorthWestern would like to lodge an objection to this
25 procedure both on the matters of due process, fundamental

1 fairness, and surprise. I understand you to have said
2 that this is how it's always been done.

3 However, co-counsel who is a former attorney at
4 the Commission does not recall this ever having been
5 done. Your e-mails to the parties that indicated the
6 procedure that would be followed did not indicate that
7 this is what would happen. At least as I read them. And
8 I may have read them incorrectly.

9 And it seems to me that where you have already
10 allowed the Complainant in this case to file rebuttal
11 after having seen the Defendant's or NorthWestern's
12 testimony and after having seen Staff's testimony, it
13 basically creates a fundamental unfair situation. And I
14 do not believe that it can be cured by saying, okay,
15 we'll let you do this. That's the surprise part.

16 I understand that this will be -- you know, that
17 this will be overruled but I do want this on the record,
18 please.

19 MR. SMITH: Well, it is obviously on the record
20 at this point. And that's fine. I -- you know, maybe in
21 my little e-mail to you guys I have neglected to let you
22 know, but, I mean, I've been through so many huge
23 hearings here and so has NorthWestern, you know, as far
24 as I know.

25 Maybe they haven't. Maybe they haven't had a

1 case here before. I don't know. But there's never been
2 a case here that I've ever been involved in involving
3 live testimony, and that's all of them unless they're
4 stipulated, in which we have not followed the normal
5 trial order of presentation. I'm unaware of one.

6 I don't know. Are you aware of one where it
7 hasn't gone that way?

8 MS. SEMMLER: Just the few I've been involved in
9 regarding pipeline siting we proceeded in this manner.

10 MR. SMITH: Yeah. I'm just unaware of anything,
11 Keystone, the major cases, Keystone, Big Stone, they're
12 all like that. Even though they all involve prefiled
13 testimony.

14 COMMISSIONER HANSON: Mr. Smith.

15 MR. SMITH: Uh-huh. Yes, sir.

16 COMMISSIONER HANSON: I'm familiar with that as
17 well during my tenure here the past 10 years. However,
18 Mr. Brogan said that in written instructions to him he
19 was informed that it was going to be -- that this was not
20 following that course.

21 Is that correct, Mr. Brogan?

22 MR. BROGAN: Mr. Smith, Commissioner Hanson, I
23 don't think that's quite correct. I didn't say that it
24 didn't say this was -- that it said this wasn't going to
25 be followed. I said it didn't say that it was going to

1 be followed. There is a difference. There was a lack of
2 information, not a representation about how it would go
3 differently.

4 COMMISSIONER HANSON: Thank you for clarifying
5 that. Under those circumstances, Mr. Smith, I have no
6 objection to following through on the order that you had
7 earlier stipulated.

8 MR. SMITH: Well, and maybe I just didn't
9 specify it with enough detail but I just said we follow
10 normal trial type procedure in general. And I guess I
11 thought that encompassed that. And, again, I've also
12 tried to communicate to the parties that we exercise some
13 liberality to some extent in addition to what is allowed
14 at a trial.

15 And because we have Staff involved and
16 commissioner questions involved, for example, we
17 generally allow one last bite at the apple for you too if
18 you're so inclined to use it if you want to. And that's
19 if you have a witness that you think -- for example,
20 Mr. Rounds or someone else has provided testimony that
21 you think is mischaracterizing something, you're entitled
22 to call one of your witnesses here at the end and put
23 testimony on to undo that, if you're so inclined.

24 But with that I'm going to proceed and let --
25 I'm going to overrule the objection and we're going to

1 proceed like we always do.

2 And, Mr. Uda, you may proceed with your rebuttal
3 case here.

4 MR. UDA: Thank you, Mr. Smith.

5 DIRECT EXAMINATION

6 BY MR. UDA:

7 Q. Mr. Lauckhart, you've been sitting here the last two
8 days. And I wanted to ask you, do you understand what
9 the witnesses have meant when they've used the term LMPs?

10 A. Yes.

11 Q. Okay. Can you explain to the Commission your
12 understanding of that term.

13 A. That would be a yes. And those are locational
14 marginal prices. Very similar to the market grain prices
15 that we're forecasting. We would model it the same way
16 whether it was LMP or a bilateral market. It's really
17 fundamentally what's physically there and what's going to
18 be on the margin on these hours.

19 Q. Have you heard testimony to the effect that there
20 have been negative LMPs in this region?

21 A. Yes.

22 Q. Okay. Do you have an opinion about that?

23 A. Yes. I mean, that doesn't surprise me. Essentially
24 all regions have had some negative LMPs since the
25 production tax credits came in because some people can

1 afford to give their power away for free in order to get
2 the tax credit.

3 What I was a little surprised about is somebody
4 thought that --

5 Q. Please continue. I was looking at my next question.
6 I have no idea what you were about to say.

7 A. Well, there was some expression that I was surprised
8 by it. I wasn't surprised it happened. I was more
9 surprised that somebody thought that was a really
10 frequent event.

11 In our modeling, of course, we model hourly supply
12 and demand. And we also put in new wind resources in
13 this region because we think they're going to be built.
14 And we put the hourly pattern on those resources. Now
15 depending on where in the region, the hourly pattern is a
16 little bit different.

17 Now when we model this region we don't find on a
18 normal condition that there are going to be negative
19 prices. We do find it in Texas when we model Texas
20 because they have so much wind. But we're not that
21 situation here where it should happen normally.

22 Having said that, of course, as we know and we
23 talked about the other day, things vary from normal for a
24 lot of reasons. We don't try to model that. Sometimes
25 they're above normal, sometimes they're below normal.

1 And that's what's happening in my mind in this region
2 when you're getting some negative prices.

3 But on a going-forward basis we don't think that's
4 going to be happening on a regular basis. Our
5 fundamental analysis doesn't show that happening.

6 Q. And you were present for the testimony of
7 Mr. Rounds. He had some concerns about the accuracy of
8 your inputs. Do you have any reaction to that?

9 A. Yeah. I think a couple of things on the accuracy of
10 the inputs. As we all said, we made this forecast in
11 November. Gas prices have come down. To decide in a
12 year later that we weren't accurate because we didn't
13 forecast those gas prices come down in my mind is not a
14 reason to say our forecast is no good.

15 We all know that gas prices go down. At the time we
16 did this experts didn't think they were going to go down
17 that far. And we know that sometimes they go down. As
18 Mr. Lewis said we've seen it go down and down and down
19 sort of recently but if you go back the beginning of this
20 decade it was going up and going up and going up. And as
21 I showed in my one slide on our historical gas prices in
22 the last 10 years they've been up and down.

23 Just because we couldn't forecast in November last
24 year the gas prices were going to be this low in the late
25 summer last year in my mind doesn't say that the forecast

1 is no good.

2 Q. Were you present for Mr. Rounds' testimony that he
3 believes you should have done in February of 2011 taken
4 another look at gas prices to include in your model, for
5 example, the EIA forecast?

6 A. Yes.

7 Q. Okay. Do you have a reaction to that?

8 A. Yeah. I think that that is a good thing to think
9 about. And in the industry we do this. You do a
10 forecast, came out in November. February rolls -- you're
11 not going to plan to do it again until another six
12 months. But you continue to monitor the situation. If
13 it's moved significantly that you would think oh, man,
14 maybe I better redo it because people are relying on
15 this, because things have changed enough that it might
16 make a difference, you would. But to tell you the truth
17 in February it had not moved enough. It just had not
18 moved enough.

19 Q. So in your professional judgment in February of 2011
20 when you were considering whether or not the gas price
21 had moved significantly what factors, if any, were you
22 weighing?

23 A. Well, you have a long-term gas price forecast. If
24 you see that your first month was off, it's just like the
25 Northwest Power Planning Council language I quoted.

1 Well, is that a temporary thing or is there a fundamental
2 shift that happened? There were some movements there.
3 We didn't think it was a fundamental shift. We felt it
4 was seasonal, abnormal impacts on supply and demand of
5 gas.

6 Q. Did you consult with any of the other experts at
7 Black & Veatch about that conclusion?

8 A. Yes. We constantly talk about whether or not things
9 have changed enough that to be reputable in the due
10 diligence business that we need to change things. And we
11 don't. Which does raise the question about the EIA
12 forecast that came out about that time with somewhat
13 lower gas prices.

14 We have some concerns ourselves with the EIA forecast.
15 The EIA does not retire coal plants. We don't believe
16 that's a legitimate assumption. When you ask them why
17 they don't, tell you the truth the EIA gets political
18 pressure on what they're going to do. And their bottom
19 line was if there's not a law that's already passed and
20 firm and everybody understands it, we're going to not put
21 it in our forecast.

22 Well, our approach is not that same way. We think
23 there's a good chance it will be passed. Whether it's
24 probability based or whatever, we'll put some of that in
25 our forecast. They didn't retire any coal plants.

1 That's why when you look at their stuff, well, their
2 gas consumption isn't going up because they didn't
3 replace it with gas. Then you say, well, they have a
4 lower gas price forecast than us. Does that mean we're
5 wrong or does that mean they're wrong?

6 Q. You were also present for Mr. Rounds' testimony on
7 his concern about your inputs. Do you recall whether he
8 ever asked for the inputs to the Black & Veatch model?

9 A. I haven't exactly -- remember exactly what he asked
10 for. When we were asked for all the assumptions, we
11 provided this 259-page slide deck. Admittedly, to get
12 all the assumptions, you know, we would have been here
13 for six months dragging them out and making sure people
14 understand them.

15 Typically what happens, if a client or somebody who
16 has the forecast wants to know something after they get
17 that 259-page document they will say can you give me a
18 little more insight what this means. How much wind did
19 you build? What was the shape on it? Those kinds of
20 questions we're more than ready to answer. So we didn't
21 get the questions. We didn't provide the answers.

22 Q. And with respect to you've heard testimony about
23 this hybrid methodology that NorthWestern is using with
24 respect to combining a couple of different approaches to
25 avoided costs.

1 Do you have any commentary on that approach?

2 A. Sure. It appears that Mr. LaFave listing of the
3 methodologies, which I thought was good, came from some
4 information he got from the Edison Electric Institute,
5 EEI. I thought it was all written. But they're now
6 trying to fit what they're doing within that. And really
7 I got a little confused about what they thought they were
8 doing. Partly this one, partly that one.

9 I don't know what they -- how they would fit theirs
10 in there. As you know, we think theirs has some
11 problems. And we believe ours was fully consistent with
12 the market-based approach.

13 Q. Okay. Could you please discuss this issue of
14 capacity and whether or not a qualifying facility should
15 be eligible for capacity credits if the utility needs
16 capacity at the time they tender a legally enforceable
17 obligation to a utility?

18 A. Sure. I think at first I would just like to clarify
19 I think when Mr. Rounds made his initial testimony,
20 prefiled testimony, he felt that the Aberdeen plant
21 covered NorthWestern's needs for the year 2013. He had
22 been told that. He felt that. We now know it didn't.
23 So when he was testifying that we shouldn't get a
24 capacity payment until 2016, I believe it was because he
25 was misled on what they needed.

1 I think it's risky to drop to 7.1 percent. I also think
2 it's interesting to find out they dropped to 7.1 percent
3 in -- thereby saying we don't need your capacity anymore.

4 So and I think that Mr. Rounds when he was told that
5 they didn't need capacity I don't know that he recognized
6 they had dropped to 7.1 percent and if they were still at
7 15 percent, they would need 24 more megawatts.

8 So, you know, I just -- you know, my view of this is
9 it's -- using a 7.1 percent planning reserve margin is
10 risky. And while WAPA may be able to get by with it
11 because they have a lot of hydro, it's risky to this
12 utility that WAPA has no obligation.

13 Q. In your opinion, Mr. Lauckhart, is the price that
14 Oak Tree has offered to NorthWestern pursuant to their
15 letter of February 25, 2011 below NorthWestern's avoided
16 cost as of that date?

17 A. Yes. So there was discussion of whether we are too
18 high, Black & Veatch is too high. And I just want to
19 point out that if you believe Black & Veatch is too high,
20 it doesn't mean that their price is too high. Because
21 they offered below our forecast price.

22 Q. And have you had the opportunity to hear the
23 testimony with respect to Titan and the price that was
24 offered there?

25 A. Yes. And clearly the Titan price is comparable.

1 Q. Okay. Do you have any other commentary to make that
2 you haven't already covered in your rebuttal testimony?

3 A. No.

4 MR. UDA: Thank you. No further questions.

5 MR. SMITH: NorthWestern?

6 MR. BROGAN: No questions, Mr. Smith.

7 MR. SMITH: Staff.

8 MR. SOYE: Just one question. Thank you,
9 Mr. Smith.

10 CROSS-EXAMINATION

11 BY MR. SOYE:

12 Q. I just have to clear something up. One of the
13 things that I have been involved with here at the
14 Commission is reviewing these small power producer
15 filings. And I just want to go back to what you said
16 about the market estimates approach which you've done and
17 what NorthWestern Energy has done with their hybrid
18 approach.

19 And when I talk to these utilities who are in our
20 state as well as Minnesota they're required to use the
21 strategist system which I'm sure you've heard of. And
22 they will take into consideration this split, this
23 balancing of their internal generation and their market
24 purchases and whatever's on the margin at a particular
25 time.

1 I mean, isn't this standard practice for determining
2 the avoided cost because even these utilities are using
3 it for these small power producer filings under the 100
4 kilowatts that they file with this Commission?

5 A. Well, I'm not sure I fully understand the question.
6 Let me start with an answer, and if I'm not answering
7 your question, let me know.

8 There's this question now, well, what if they're
9 superfluous in the light load hours? Should they only
10 get the value of the coal plant? Well, I would say if
11 they're actually displacing the coal plant, they should
12 only get the value of the coal plant. But if the utility
13 is actually selling into the market, it's not hurting the
14 consumer to take that power and give it the value of the
15 market because that's the value that NorthWestern and its
16 customers are getting. To limit the QF to the only --
17 the value of the dispatch of the coal plant while the
18 utility is making more money on that is, you know,
19 stealing from the QF.

20 Q. And my co-counsel just whispered in my ear something
21 that we've been going over as we look at this testimony.
22 I mean, all that whether or not the consumers are or
23 aren't being harmed, it goes back to the same thing that
24 has been brought up several times that's completely
25 dependent on the assumptions that are made in the

1 modeling and whether or not you actually nail that on the
2 head.

3 If you're above market prices, then the customers do
4 lose. If you're below, then they win. I don't think
5 that there's any possible way obviously that with
6 forecasts you're always going to be on, spot on. We've
7 heard that. But I mean we don't know right now whether
8 or not the customers are not going to lose at certain
9 times.

10 A. Well, that was the purpose -- that's the whole
11 purpose that we're doing an hourly study. We're making a
12 forecast of what is going to be expected. Clearly
13 there's going to be -- we're assuming normal conditions
14 and every day -- some days it will be higher, some days
15 it will be lower but in this kind of proceeding you
16 usually base it on normal, the expected value.

17 And so that's why we worked so hard to get this
18 right. If it looks like on an expected value basis
19 they're going to be displacing their coal plants because
20 the spot market price is low, that will show up in our
21 forecast.

22 Q. Something could you clarify for me. I know there's
23 been a lot of talk about costs actually avoided and, you
24 know, we're talking about the avoided costs and people
25 say, well, what is actually avoided.

1 So what is avoided? I mean, how do the models
2 consider what is the utility avoiding when the utility is
3 long on generation?

4 A. So we talked about five different approaches that
5 EEI has identified for calculating a long-term avoided
6 cost. One of those approaches is to say, well, what
7 plant -- what do they have built? And then with this
8 they can afford building that plant; right? Now there's
9 the capital cost of that plant and the fuel cost and all
10 of those kinds of things.

11 But we really don't have that in front of us here.
12 What we've decided, you know, for a number of reasons
13 that it makes sense to use the market approach. And in
14 the market approach the value of power on every hour is
15 taken into account. The value of the market on every
16 hour.

17 If the value of market is above the dispatch costs,
18 well, then you get that. If the value of the market is
19 below the dispatch costs, they get the lower amount.

20 MR. SOYE: Thank you. No further questions from
21 Staff.

22 MR. SMITH: Commissioner Fiegen.

23 COMMISSIONER FIEGEN: You discussed comparable
24 and you compared the QF with if NorthWestern I think you
25 said built another gas fire -- or peaking station or

1 whatever. And you kept on using the comparable,
2 comparable, comparable and it's not fair if they would go
3 build something if this was comparable.

4 Can you define comparable for me? What needs to
5 all be comparable?

6 THE WITNESS: Well, I'm not using the right
7 word. Help me with the word.

8 MR. UDA: I think you mean nondiscriminatory.

9 THE WITNESS: Nondiscriminatory.

10 MR. UDA: I don't want to be testifying.

11 A. I'm getting a little old here. I don't remember
12 these words. I call it comparable, they call it
13 nondiscriminatory. You're supposed to not discriminate
14 against the QF; right?

15 The thing is so if the QF is built and you need
16 capacity and you say I'll pay you capacity but oh, as
17 soon as I build the gas plant, sorry, I'm not going to
18 need it anymore because I've got my own plant, well,
19 comparable would be they suddenly build the gas plant and
20 then we build our QF. Sorry, you don't need your gas
21 plant anymore, take it out of rate base.

22 Nondiscriminatory. You don't treat them one way and
23 treat yourself a different way.

24 COMMISSIONER FIEGEN: So I'm still using the
25 word "comparable," but I understand you're not. But so

1 they don't only look at price. Do they look at
2 reliability?

3 THE WITNESS: Well, reliability is really --
4 when you talk about reliability we're talking about the
5 planning reserve margin. We're talking about the
6 planning reserve margin and how much you count the wind
7 towards meeting that planning reserve margin. So, yes,
8 you do.

9 COMMISSIONER FIEGEN: Thank you. That's all I
10 have.

11 MR. SMITH: Thank you. Any other commissioner
12 questions?

13 COMMISSIONER HANSON: Thank you, Mr. Smith.
14 Mr. Lauckhart, you've made quite a forgive me, to do,
15 about 7.1 percent, about NorthWestern going down to a
16 planning reserves of 7.1 -- or was it planning or
17 operating reserves.

18 THE WITNESS: It's a planning reserve, which has
19 got to be higher than the operating reserves.

20 COMMISSIONER HANSON: Right. Right. And you
21 speak of the 15 percent. It makes it sound like it's a
22 50 percent cut. But isn't it -- and MAPP has been
23 historically at 15 percent. But isn't it true that MISO
24 and members of MISO have been decreasing that and it's
25 somewhere around -- perhaps your memory is better than

1 mine, 12 percent at the present time?

2 THE WITNESS: In the industry it's common
3 between 12 and 15 percent. That's common in the
4 industry.

5 COMMISSIONER HANSON: But it's -- it's fact that
6 everybody's dropping their reserve in MISO. I mean,
7 that's -- everybody's agreed to it, they're --

8 THE WITNESS: To 12 percent.

9 COMMISSIONER HANSON: Right.

10 THE WITNESS: Not the 7.1 percent.

11 COMMISSIONER HANSON: Right. But the 12 percent
12 as opposed to the 15 percent.

13 THE WITNESS: Right.

14 COMMISSIONER HANSON: Just looking for accuracy.

15 THE WITNESS: Yeah. Okay.

16 COMMISSIONER HANSON: Okay. Thank you.

17 MR. SMITH: Any other commissioner questions?

18 Any follow-on, Mr. Uda?

19 MR. UDA: I wouldn't dare.

20 MR. SMITH: Okay.

21 MR. BROGAN: Mr. Smith.

22 MR. SMITH: Yes, sir.

23 MR. BROGAN: Due to one of Mr. Lauckhart's
24 responses to Staff it appeared to me that Mr. Lauckhart
25 had a misunderstanding with respect to something in

1 South Dakota. If Mr. Uda would allow, I'd like to ask a
2 few questions about it.

3 MR. SMITH: Well, I'm going to let you whether
4 he allows or not so fire away.

5 MR. UDA: Then I will totally allow it.

6 MR. SMITH: Okay. Please proceed.

7 CROSS-EXAMINATION

8 BY MR. BROGAN:

9 Q. Mr. Lauckhart, you indicated, if I remember right,
10 that if NorthWestern was selling excess power from the QF
11 into the market, that was not hurting the customer; is
12 that correct?

13 A. Yes.

14 Q. And what is the basis for that conclusion?

15 A. Well, because the way we -- the way we've valued the
16 QF is to say let's say the variable cost of the coal is
17 20 and the market's 35. And we've said we think the QF,
18 in our analysis we're going to give it the value of 35 on
19 that hour. No matter whether you're long or short.
20 We're going to give it the value of 35.

21 And the thing is, you will come along and say, well,
22 we're long on that hour. We don't need that power. I
23 said, yeah, but you can sell it in the market. If we
24 give it a value of 35 and then we give you the power and
25 it happens to be that situation, you don't really need

1 it, you sell it in the market. You're getting the value
2 what we gave to the QF.

3 Q. Where do the customers get that value? You said
4 you're not harming --

5 A. They get the value because on the day you're long
6 you sell it into the market and you get 35.

7 Q. Mr. Lauckhart, do you realize that for NorthWestern
8 in South Dakota off-system sales are not credited against
9 the revenue requirement?

10 A. Well, you mean in your last rate case or what are we
11 talking about?

12 Q. At this current time.

13 A. Okay. Well, I don't know how you're dealing with
14 those issues on a regulatory basis. So I guess what
15 you're saying is NorthWestern stockholders get to keep
16 that money and the rate payers don't get it. Is that
17 what you're telling me?

18 Q. Except the rate payers will have paid for it.

19 A. So I would think maybe you ought to come up with a
20 mechanism to give that money back to the stockholders --
21 to the rate payers, pardon me. Take that money away from
22 the stockholders who don't deserve it and give it back to
23 the rate payers. I think you ought to develop that
24 mechanism to cover that problem.

25 MR. BROGAN: No further questions.

1 MR. SMITH: Thank you. Staff, I've seen you
2 kibitzing over there. Do you have any other questions?

3 MR. SOYE: Nothing further from Staff. Thank
4 you.

5 MR. SMITH: Any last follow-up, Mr. Uda?

6 MR. UDA: No.

7 MR. SMITH: You're excused.

8 Do you have any final -- any other witnesses you
9 wish to call at this time?

10 MR. UDA: No.

11 MR. SMITH: NorthWestern, do you have any
12 witnesses you'd like to call to follow up on what's
13 trans -- on other evidence?

14 MR. BROGAN: Mr. Smith, NorthWestern rests its
15 case. We won't call any additional.

16 MR. SMITH: Thank you. And, Staff, do you have
17 anything?

18 MR. SOYE: Staff rests.

19 MR. SMITH: I think the evidentiary part of the
20 hearing has concluded. And at this point because at
21 least from what my understanding of comments made by
22 Commissioners at our last session, you know, where we
23 took up the Prehearing Motions expressed a desire for
24 posthearing briefing and a posthearing procedure.

25 And I think what I'd like to do now -- and if

1 the Commissioners wish, they're free to take over for me,
2 but otherwise what I'm going to do is discuss -- lead us
3 into a discussion of posthearing procedure and --

4 CHAIRMAN NELSON: Go ahead.

5 MR. SMITH: Should I go ahead? And how that
6 should look both from a timing standpoint and what we're
7 going to do. Because I know it's going to be a question,
8 I'm just going to bring it up right up front.

9 And we'll start with Cheri and in terms of
10 transcript delivery time, you know, I'm not privy to your
11 schedule and, you know, that varies depending on length
12 of hearing and all of that and I guess what I'd like is
13 an honest estimate from you of probable transcript
14 delivery time, if you could.

15 (Discussion off the record)

16 MR. SMITH: Okay. 11. That's April 2. And the
17 transcript I'm assuming, to parties that order it anyway,
18 can be electronically delivered to parties?

19 (Discussion off the record)

20 MR. SMITH: Okay. Well, then I'm going to take
21 party inputs then on what you'd like to see in terms of
22 briefing. I'm going to throw out the idea of just
23 simultaneous briefing from all parties on a date at some
24 date to follow after that 10-day transcript delivery.
25 And then one round of all parties equal simultaneous

1 briefs due -- responsive briefs due at some amount of
2 days after that. How does that work?

3 MR. UDA: Ordinarily, you know, that would be
4 fine. I think, you know, obviously for us the sooner the
5 better. And we'd really like to get a decision as soon
6 as possible because of a variety of different reasons.
7 Not the least of which is our desire to construct this
8 facility by the end of the year.

9 So I would propose a relatively short time frame
10 with our opening briefs due Friday, April 6. That
11 doesn't give us much time but I'm willing to do that.
12 And I'd also suggest then that the simultaneous replies
13 be due the following Friday, which would be April 13. I
14 know I'm committing other people when I say that but I
15 really think that we need a decision sooner rather than
16 later.

17 MR. SMITH: Well, I was just asking for opinions
18 and I'm going to hear from everyone else too. When is
19 Easter?

20 COMMISSIONER FIEGEN: The 6th is Good Friday.

21 MR. SMITH: Okay. Well, Mr. Brogan, Ms. Dannen.
22 Just opinions. Throw out whatever you think's reasonable
23 and we can achieve.

24 MR. BROGAN: Mr. Smith, I understand the desire
25 for and need for speed, but I also understand that for

1 NorthWestern's counsel this is not the only case that is
2 coming down the pike right at this time.

3 MR. SMITH: I understand that.

4 MR. BROGAN: And I do not believe it would be
5 physically possible for NorthWestern to prepare a brief
6 on Tuesday, Wednesday, Thursday, and Friday, and
7 especially with Friday being Good Friday.

8 NorthWestern would propose closer to 20 days.
9 That puts us on a Sunday. So I would say we would
10 propose opening briefs be due the 23rd of April. And I
11 think that's just about as quick as we can possibly turn
12 one around.

13 MR. SMITH: What about your date then for
14 response? What would you recommend?

15 MR. BROGAN: I think we're willing to be, you
16 know, quicker on that point. And I would probably
17 suggest -- and let me preface this by saying it depends
18 on what time on the day that the brief is due that we get
19 it. If we get it after 5 o'clock, it's pretty difficult
20 for us to even count that as a day.

21 But I think I would say something around --
22 excuse me. Now I'm into May 3. About 10 days.

23 MR. SMITH: Staff, position.

24 MR. SOYE: Since we are, in effect, commission
25 staff, if the Commission wants this on Easter Sunday I'll

1 get it to you. So we'll just go with whatever the
2 Commission decides.

3 MR. UDA: Well, maybe there's a compromised
4 position between ours and theirs but 20 days seems like a
5 really long time to file this brief. And that's my
6 opinion. And especially considering that time is of the
7 essence here. I would think that NorthWestern has more
8 legal resources than Oak Tree does. And, I mean, really
9 it seems to me like we ought to be able to get that
10 opening brief done more quickly than the 23rd of April.

11 MR. SMITH: I'm going to -- just a second here.
12 I think the chairman wants a word with me here. Just a
13 second.

14 (Discussion off the record)

15 MR. SMITH: What Chairman Nelson was discussing
16 is in recognition of what you're saying, Oak Tree, that
17 to try to figure out a schedule to get it on our regular
18 Commission meeting on the 24th for a decision. And that
19 would mean something like -- realizing -- I think
20 Mr. Brogan's point is the 6th is probably pushing it a
21 little on -- especially if you've got another case or two
22 or other things going. I mean, we do too here. I'll
23 tell you that.

24 But, on the other hand, we've had an awful lot
25 of legal analysis go into this already as well. So, I

1 mean, I think most of the -- an awful lot of the case law
2 and stuff is probably pretty well fleshed out and in our
3 minds by now.

4 But what if we were to throw out either, say,
5 the 13th and the 16th maybe for the first brief day with
6 the follow-on brief, simultaneous for all sides, due on
7 the 20th? Just as another possibility. And, again, if
8 it's honestly not doable, say so.

9 MR. BROGAN: Mr. Smith, from my perspective I
10 honestly do not believe we can do it and if that's the
11 dates that are set, we'll probably be forced to be asking
12 for an extension which I would really like to avoid.

13 MR. SMITH: Maybe could you explain -- I mean,
14 just give us an idea, Al, what -- the Commissioners here
15 too, can you give us a clue as to what's going on that's
16 going to make that difficult, I guess. We don't have any
17 idea, you know.

18 MS. DANNEN: From my perspective, I'm finishing
19 up union negotiations with the local IBEW and starting
20 union negotiations for another union work force in
21 Montana next week and the first two weeks in April.

22 MR. BROGAN: With respect to my schedule,
23 normally I would say that I could be working on some of
24 this even before we got the transcript. However, next
25 week I have to be finishing up an initial filing that

1 needs to be made by the 30th with respect to the
2 inclusion of a natural gas field into rate base. I'm
3 also responding -- or finishing up working on -- with
4 others on finishing up the company's responses to a
5 myriad of data requests, a significant portion of which
6 are from Mr. Uda in a QF 1 docket.

7 MR. UDA: Guilty as charged.

8 MR. BROGAN: And he's, you know, zealously and
9 properly representing his client with them. I'm not
10 objecting at all. And in addition to that, we have some
11 briefing that will be due in the first week of April,
12 April 6, with respect to a CREP waiver hearing that we
13 haven't gotten the transcript on yet.

14 MR. SMITH: Okay. Got you.

15 MR. UDA: Well, I don't mean to minimize, you
16 know, NorthWestern's inconvenience. I mean, I certainly
17 know what it's like to work on tight deadlines. And I've
18 had cases with Mr. Brogan back when he was still with the
19 Montana Commission where we were turning things around in
20 a day, maybe two days. I'm not unsympathetic. But I
21 don't want to make it also sound like I'm not busy too.

22 But for me, and maybe this is the difference
23 between me and NorthWestern, this case is a huge priority
24 for me to get it resolved as soon as possible because my
25 client is coming to me and saying, you know, we have

1 construction schedules we have to meet. If the
2 commission is going to approve this and we're going to
3 build this plant this year and we're going to get these
4 production tax credits, he's talking about May 1 as a
5 drop-dead date. And that's why we asked for a commission
6 decision by the middle of April.

7 And I realized when I asked for that that was
8 probably not possible given the need for the transcript,
9 the need to have legal briefing, the need for the
10 Commission to have argument. So I'm trying to do
11 everything I can do to make that happen. And, again, I
12 don't mean to minimize NorthWestern's discomfort, but any
13 compromise we can come up with would be greatly
14 appreciated.

15 And I would also say that I'm willing to waive
16 the reply brief if that's what it takes to get this thing
17 done. I'm not sure that's the best procedure. I'm not
18 sure that's really in my client's interest. But if
19 that's what has to take place in order for us to move
20 forward, I'm willing to do that.

21 MR. SMITH: I guess I'd like to hear what
22 Commissioners think. Mr. Chairman, what do you think,
23 having heard what you heard?

24 CHAIRMAN NELSON: I mean, I understand the
25 reality of this situation, that you all have got a

1 deadline in which you need to get cracking if this
2 thing's going to happen. And that's I think still a big
3 if depending on how this comes down. But I think it
4 would not be fair of us to foreclose your opportunity
5 this year by delaying this.

6 I've heard the complications that you all have,
7 but I'm inclined to -- if it were me, I would set the
8 16th as the date for the first filing, the 20th for the
9 second filing, and hear this on the meeting on the 24th.

10 MR. SMITH: Commissioner Fiegen, fire away.

11 COMMISSIONER FIEGEN: So do we have a hearing
12 scheduled right now anyway for the 25th and 26th of
13 April?

14 CHAIRMAN NELSON: Yes.

15 MR. SMITH: Do we have? I don't have my
16 computer up here. I'm sorry. Demaris is saying yes.

17 CHAIRMAN NELSON: Native American Telecom.

18 COMMISSIONER FIEGEN: So could we possibly go
19 into session one of those days on this case or not?

20 MR. SMITH: Well, there's a meeting I think
21 scheduled on the 24th.

22 CHAIRMAN NELSON: Well, here's the thing. We
23 are scheduled to conclude Native American Telecom by noon
24 on the 26th. And you might recall the reason for that,
25 which is no longer the case, so we certainly have the

1 afternoon of the 26th open or the 27th.

2 MR. SMITH: Well, what if we pushed the original
3 date back to the -- to, say, the 18th and then with the
4 responses due, say, on the 24th? And if we can punch
5 something out -- can you guys make that work, something
6 like that? I guess I should be talking into this thing
7 here.

8 MR. BROGAN: We would do our best to make the
9 18th and the 24th work.

10 CHAIRMAN NELSON: And then with the thought of a
11 hearing the afternoon of the 26th?

12 MR. SMITH: For oral argument you mean?

13 CHAIRMAN NELSON: Correct.

14 MR. SMITH: It works for me. You know, if --
15 again, Demaris, what's on the calendar? Do you see
16 anything on there? Can we make that work?

17 MS. AXTHELM: Yep. For the afternoon of the
18 26th and then maybe Thursday then, that Friday.

19 MR. SMITH: I don't know. Where is Commissioner
20 Hanson?

21 CHAIRMAN NELSON: He has departed.

22 MR. SMITH: Oh, he has. Okay. Again, do we
23 know what's on his calendar?

24 MS. AXTHELM: Yep.

25 MR. SMITH: Oh, you do. Okay. Does anyone

1 again -- go ahead.

2 CHAIRMAN NELSON: Let me just ask, I'm going to
3 look at Greg with this Native American Telecom docket and
4 maybe we need to call Rolayne quick. Is there any
5 possibility that that's going to run long?

6 MR. SMITH: You know, given that case who could
7 possibly predict what that is going to turn into.

8 MR. UDA: Well, from my own standpoint, you
9 know, if that hearing runs long it's not like I'm leaving
10 town any time soon. So I'd be happy to stick around at
11 the Commission's convenience.

12 MR. SMITH: You mean that particular night or
13 whatever?

14 MR. UDA: Yeah. If it runs long it runs long as
15 far as I'm concerned. We do that all the time in court.
16 You know, you're at the court's convenience. When they
17 get done, they get done.

18 MR. RISLOV: And, John, there's a possibility
19 and we've done this a number of times before. We could
20 always recess that hearing, accept oral argument, and
21 then maybe go back to the hearing.

22 MR. SMITH: And that's kind of what I understood
23 you even saying at one point is that we take a break from
24 that, hear the oral argument in this case, and if you
25 need to, then go back into session with that then.

1 CHAIRMAN NELSON: Well, I'm certainly good with
2 that. It gives NorthWestern a couple more days. I know
3 it's not where you wanted to be. But I'm very
4 sympathetic that we at least give you all an honest
5 opportunity to build if the decision goes that way.

6 MR. SMITH: So are we agreed then on the 18th
7 and the 24th? Can we make that work? Knowing it's an
8 inconvenience for everybody.

9 MS. DANNEN: Absolutely. And we appreciate the
10 Commission accommodating as much as they can.

11 MR. BROGAN: Mr. Smith, just so I don't put
12 myself in a position of being surprised again, are there
13 page limits with respect to the briefs?

14 MR. SMITH: There are not. We don't have any
15 limits. You don't hit page limits until the Supreme
16 Court here in South Dakota. You can be as long as you
17 want. And, again, we frequently do use simultaneous
18 briefs. So we don't follow typical trial procedure on
19 that very frequently. And here I just don't think
20 timewise we just can't afford it.

21 On argument time I guess that will be up to the
22 Commission. What do you think? I mean, what do you want
23 on arguments? Maybe we can talk about that -- could we
24 do that with a conference call maybe, attorneys, and we
25 can talk about that and what we want in terms of an

1 argument procedure. I don't know that we need to do that
2 now because it's a month out. So why don't we do that.

3 At this point are there any other matters before
4 the Commission right now with respect to this hearing?
5 Anything else? Anything else?

6 Hearing nothing, the hearing in EL11-006 is
7 adjourned.

8 (The hearing is adjourned at 4:45 p.m.)

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