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April 29, 2016

Reply to Fargo office
Direct: 701-451-3594



VIA E-FILING

Daniel P. Wolf
Executive Secretary
Minnesota Public Utilities Commission
350 Metro Square Building
121 East Seventh Place
St. Paul, MN 55101

**Re: In the Matter of the Petition of Otter Tail Power Company for Approval of 2016
Capital Structure and Permission to Issue Securities
Docket No. E017/S-16-___**

Dear Mr. Wolf:

Pursuant to Minnesota Statutes, §216B.49 and Minnesota Rules, Part 7825.1000-7825.1500, enclosed for filing please find the Petition of Otter Tail Power Company (“OTP”) for Approval of a 2016 Capital Structure and Permission to Issue Securities.

In this Petition, OTP requests three things:

- Approval of a common equity ratio of 52.8 percent, along with a contingency range of 10 percent below the ratio and 10 percent above the ratio, i.e., a ratio of 47.5 percent-58.1 percent. Any equity ratio that falls outside of this range for a period to exceed sixty (60) days would first have to be approved by the Commission.
- Approval of a total capitalization of \$1,021,062,000 with a contingency cap of 10 percent above the \$1,021,062,000 (i.e., a total capitalization of \$1,123,168,000). Similar to the equity ratio, any contemplated securities issuance that would cause total capitalization to exceed the contingency for a period to exceed sixty (60) days would first have to be approved by the Commission.
- A continuation of a variance of Minn. Rules 7825.1000, subp 6 to allow OTP to treat borrowings under its multi-year credit agreement as short term debt for approved capital structure purposes.

OTP requests the authority outlined in this Petition so that it is adequately prepared to respond to financing needs and opportunities as they arise during 2016 and the first half of 2017, the expected duration of the Authorization Period.

OTP's proposed capital structure (in thousands of dollars) as of December 31, 2016 is as follows:

	Amount	Percent of Capitalization
Short Term Debt	\$ 36,916	3.6%
Long Term Debt	445,000	43.6%
Common Equity	<u>539,146</u>	<u>52.8%</u>
Total Capitalization	<u>\$1,021,062</u>	<u>100.0%</u>

This represents a capital structure that will allow OTP to maintain a strong credit rating, attract capital on favorable terms, and stay within a reasonable range of OTP's targeted 13-month equity ratio of 52.5%.

The proposed capital structure contemplates capital expenditures in our electric utility operations relating to investments for replacement and reliability upkeep of our current infrastructure, various transmission projects including two large MVP projects in South Dakota, and the acquisition and implementation of new Customer Information System.

Please address all correspondence with respect to this Petition, including data requests, to Mr. Brian Carlson, Otter Tail Corporation.

Thank you for your consideration.

Very truly yours,

/s/ BRIAN CARLSON
Brian Carlson
Vice President, Financial Planning
Otter Tail Corporation

/s/ CARY STEPHENSON
Cary Stephenson
Associate General Counsel
Otter Tail Power Company

Enclosures

cc: Gary L. Tygesson, Dorsey & Whitney LLP (w/encl.)

SUMMARY OF THE FILING

**Re: In the Matter of the Petition of Otter Tail Power Company for Approval of 2016
Capital Structure and Permission to Issue Securities
MPUC Docket No. E017/S-16-___**

On April 29, 2016 Otter Tail Power Company filed with the Minnesota Public Utilities Commission its proposed Capital Structure and request for Permission to Issue Securities for 2016. Otter Tail Power Company is seeking approval of a common equity ratio of 52.8 percent with a contingency window of +10 percent and -10 percent (47.5 percent-58.1 percent). It is also seeking approval of a total capitalization of \$1,021,062,000, with a contingency cap of \$102,106,000 (\$1,123,168,000). These parameters will not be exceeded for more than 60 days.

PETITION
OF
OTTER TAIL POWER COMPANY
TO THE
MINNESOTA PUBLIC UTILITIES COMMISSION
FOR
APPROVAL OF 2016 CAPITAL STRUCTURE
AND
PERMISSION TO ISSUE SECURITIES

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BEFORE THE
PUBLIC UTILITIES COMMISSION
OF MINNESOTA

IN THE MATTER OF)
OTTER TAIL POWER COMPANY)
PETITION UNDER MINNESOTA STATUTES,)
SECTION 216B.49, FOR APPROVAL)
OF 2016 CAPITAL STRUCTURE AND)
PERMISSION TO ISSUE SECURITIES) Docket No. E017/S-16-____

I. INTRODUCTION

Otter Tail Power Company (“OTP”) hereby petitions the Minnesota Public Utilities Commission (“Commission”), pursuant to the provisions of Minnesota Statutes, Section 216B.49, for approval of its 2016 Capital Structure and for Permission to Issue Securities, as described herein.¹

OTP requests authority to issue at any time or from time to time during the period from the date of the Commission's Order granted in this matter until the Commission issues a subsequent capital structure Order relating to OTP (“the Authorization Period”) any of the following securities:

- (i) *Securities evidencing long term debt, including First Mortgage Bonds and other secured or unsecured debt obligations.* OTP requests authority to issue long term debt securities as described in this petition provided that OTP shall remain within the equity ratio range and total capitalization ranges established by the Commission Order in this proceeding.

- (ii) *Common Equity.* OTP is a wholly owned subsidiary of Otter Tail Corporation and OTP does not issue equity securities. Otter Tail Corporation may make equity contributions to OTP during the Authorization Period; provided that OTP shall remain within the equity ratio range and total capitalization range established by the Commission Order in this

¹ This Petition provides the information required by the Commission’s May 12, 2009, ORDER AUGMENTING INFORMATION REQUIRED IN CONNECTION WITH SECURITIES ISSUANCES AND ANNUAL CAPITAL STRUCTURE FILINGS in *In the Matter of a Commission Inquiry into the Review and Approval of Securities Issuances and Capital Structures*, Docket No. E,G-999/CI-08-1416. Specifically Attachments No. 10A, 10B, and 10C have been added to address the requirements of that Order.

proceeding. Otter Tail Corporation shall not increase its total equity contribution balance to OTP by any amount that would cause OTP to exceed the equity ratio range or total capitalization range during the Authorization Period without prior Commission approval. Changes in common equity during that period will reflect contributions from Otter Tail Corporation, net earnings by OTP and dividends paid by OTP to Otter Tail Corporation.

(iii) *Short term unsecured debt.* OTP has authority to borrow up to \$170 million under its existing credit facility, however OTP's short term unsecured debt shall not exceed the short term contingency range set forth below during the Authorization Period unless OTP obtains further approval from the Commission, as further described herein.

As indicated, the issuance of any of the above securities shall be subject to the following contingency ranges:

(a) Equity ratio contingency range: a contingency window (plus or minus 10 percent) around OTP's approved equity ratio of 52.8 percent. This equity ratio is based on the estimated point-in-time equity ratio for OTP as of December 31, 2016. Any securities issuance that results in an equity ratio within that window (i.e., at or above 47.5 percent or at or below 58.1 percent) would fall within this authority. In addition, equity ratios that exceed 58.1 percent or fall below 47.5 percent for a period not exceeding 60 days would also be authorized. As soon as OTP has reason to know that a contemplated securities issuance would cause OTP's equity ratio to fall outside the window for a period exceeding 60 days, OTP will seek approval from the Commission for such issuance;

(b) Total capitalization contingency range: a contingency cap on OTP's total capitalization of 10 percent above \$1,021,062,000 (the approved total capitalization) or \$1,123,168,000. Any securities issuance that results in total capitalization below the cap (i.e., below \$1,123,168,000) would be authorized. In addition, total capitalization that exceeds the cap for a period not exceeding 60 days would also be authorized. As soon as OTP has reason to know that a contemplated securities issuance would cause OTP's total capitalization to exceed \$1,123,168,000 for a period exceeding 60 days, OTP will seek approval from the Commission for such issuance; and

(c) Short Term Debt contingency range: a contingency cap based on 15 percent of OTP's total capitalization (approximately \$153 million). Short term debt that exceeds the short term contingency range for a period not exceeding 60 days would be authorized. As soon as OTP has reason to know that a contemplated short term borrowing would exceed the 15 percent cap for a period exceeding 60 days (such as a borrowing for an unanticipated capital expenditure), OTP will seek approval from the Commission for such borrowing.

A summary of OTP's Capital Structure as of July 31, 2015, December 31, 2015, and December 31, 2016 (projected) are shown on Attachment No. 1. The projected December 31, 2016 OTP Capital Structure is based on most current projections for 2016. Explanations of the differences between the projected OTP Capital Structure for December 31, 2015 (from OTP's last Capital Structure filing in Docket No, E017/S-15-411) and the actual OTP Capital Structure for December 31, 2015 are shown on Attachment No. 1a.

OTP had one amendment of an outstanding security under its current authorization to issue securities. The issuance and amendment were reported to the Commission in an informational filing made on December 17, 2015 in Docket No. E017/S-15-411.² The details of this debt issuance are as follows:

On October 29, 2015, OTP entered into an amendment (the "Third Amendment to OTP Credit Agreement") to the Second Amended and Restated Credit Agreement with the following Banks: JP Morgan Chase Bank, N.A. and Bank of America, N.A. as Co-Syndication Agents, KeyBank National Association and Cobank, ACB as Co-Documentation Agents, U.S. Bank National Association as Administrative Agent, and U.S. Bank National Association, Merrill Lynch, and JP Morgan Securities as Joint Lead Arrangers and Joint Book Runners. The Third Amendment to OTP Credit Agreement extended the termination date of this agreement from October 29, 2019 to October 29, 2020 and made other immaterial changes consistent with provisions in similar arguments.

² The informational filings were made in compliance with the Commission's May 12, 2009, ORDER AUGMENTING INFORMATION REQUIRED IN CONNECTION WITH SECURITIES ISSUANCES AND ANNUAL CAPITAL STRUCTURE FILINGS in *In the Matter of a Commission Inquiry into the Review and Approval of Securities Issuances and Capital Structures*, Docket No. E,G-999/CI-08-1416, ordering paragraph 4.

II. REQUIREMENTS FOR MINN. RULE, PART 7825.1400.

In support of this Petition, pursuant to Minnesota Rules, Part 7825.1400, OTP respectfully states and represents as follows:

A. A descriptive title.

See Caption, above.

B. A table of contents.

See pages i-iii above.

C. The exact name of the petitioner and the address of its principal business office.

Otter Tail Power Company
215 South Cascade Street
P. O. Box 496
Fergus Falls, Minnesota 56538-0496

Otter Tail Power Company is incorporated under the laws of the State of Minnesota. The date of incorporation was July 5, 1907, and the Company is qualified to transact business as a foreign corporation in the States of North Dakota and South Dakota.

D. Name, address, and telephone number of persons authorized to receive notices and communications in respect to this petition.

Financial:

Mr. Brian Carlson
Vice President, Financial Planning
Otter Tail Corporation
4334 18th Avenue S, Suite #200
P. O. Box 9156
Fargo, North Dakota 58106-9156
Telephone: (701) 451-3594

Legal:

Mr. Cary Stephenson
Associate General Counsel
Otter Tail Power Company
215 South Cascade Street
P. O. Box 496
Fergus Falls, Minnesota 56538-0496
Telephone: (218) 739-8956

Mr. Gary L. Tygesson, Attorney
Dorsey & Whitney LLP
50 South Sixth Street
Minneapolis, Minnesota 55402
Telephone: (612) 340-8753

It is requested that notices and correspondence with respect to this Petition be given to each of the above-named persons.

E. A verified statement by a responsible officer of the petitioner attesting to the accuracy and completeness of the enclosed information.

See Attachment No. 2.

F. The purpose for which the securities are to be issued.

OTP's capital expenditure plans for 2016 are approximately \$148 million and include numerous projects primarily capital expenditures (i) to maintain existing plant in the areas of generation, transmission, and distribution, (ii) related to OTP's share of the Big Stone area transmission projects, and (iii) to start implementing a two-year project to upgrade OTP's Customer Information System. These capital expenditure plans are outlined in Attachment No. 10B.

OTP is planning to use internally generated cash flows, short term debt, and equity from Otter Tail Corporation (as described below) to fund its expected 2016 capital expenditure plan. For its short term borrowings, OTP plans to draw on its line of credit to support its working capital needs and capital expenditure program until such time as it makes sense to term out these short term borrowings into a long term financing arrangement.

Additional long term debt may be issued in connection with, or in order to secure funds for (or to secure funds to be applied against short term borrowings incurred and to be incurred by OTP as temporary financing for) the following: (i) OTP's capital expenditure programs; (ii) current maturities and sinking fund requirements on OTP's long term debt obligations; (iii)

refunding or retiring existing long term debt; (iv) employee benefit plans; and (iv) other OTP financing requirements.

With respect to equity, OTP is a wholly owned subsidiary of Otter Tail Corporation and therefore OTP does not issue its own equity securities. Instead, OTP receives its equity in the form of equity contributions from Otter Tail Corporation. Any proceeds from equity contributions provided by Otter Tail Corporation may be used to pay for portions of OTP capital expenditures during the Authorization Period in connection with OTP's capital projects.

In addition to the anticipated capital expenditures and other purposes for which the securities are being issued, opportunities may arise in the Authorization Period that will require capital investments and financing that are not currently anticipated. The \$170 million capacity of OTP's short term credit agreement can be used to fund significant construction projects, capital purchases or other opportunities until such time as the short term borrowing can be refinanced with longer term debt and equity contributions. Accordingly, it is quite possible that OTP may submit a request to the Commission during the Authorization Period for an increase in short term borrowing authority from the 15 percent cap (approximately \$153 million) in the event of an unanticipated large scale capital project, capital purchase or other opportunity.

OTP requests the authority outlined in this Petition so that it is adequately prepared to respond to financing needs and opportunities as they arise during 2016 and the first half of 2017, the expected duration of the Authorization Period.

See Attachment No. 1 for a summary of OTP's capitalization and short term borrowings as of July 31, 2015 and December 31, 2015 and as forecasted at December 31, 2016.

G. Copies of resolutions by the directors authorizing the petition for the issue or assumption of liability in respect to which the petition is made; and if approval of stockholders has been obtained, copies of the resolution of the stockholders shall be furnished.

A certified copy of resolutions adopted by OTP's Board of Directors authorizing this Petition and short term borrowings is included as Attachment No. 3.

H. A statement as to whether, at the time of filing of the petition, the petitioner knows of any person who is an “affiliated interest” within the meaning of Minnesota Statutes, Section 216B.48, subdivision 1, who has received or is entitled to receive a fee for services in connection with the negotiations or consummation of the issuance of the securities, or for services in securing underwriters, sellers, or purchasers of the securities.

At the date hereof, OTP is not aware of any person who is deemed to have an "affiliated interest" within the meaning of Minnesota Statutes, Section 216B.48, and also has received or is entitled to receive a fee for services in connection with the negotiations or consummation of the issuance of the securities which are the subject of this Petition or for services in securing underwriters, sellers or purchasers of such securities. In that connection, OTP is not aware of any investment banking firm that presently is an "affiliated interest" of OTP.

Otter Tail Corporation allocates costs to OTP pursuant to OTP's Corporate Cost Allocation Manual (approved in Dockets No. E-017/GR-07-1178 and E-017/GR-10-239).

I. A signed copy of the opinion of counsel in respect to the legality of the issue or assumption of liability.

See Opinion of Dorsey & Whitney LLP, Attachment No. 4.

J. A balance sheet dated no earlier than six months prior to the date of the petition together with an income statement and statement of cash flows covering the 12 months then ended. When the petitions include long term securities, such statements shall show the effects of the issuance on such balance sheet and income statement.

See Attachment No. 5. The required information is included in four parts:

Part 1 -Balance Sheet as of December 31, 2015 (actual and pro forma).

Part 2 -Income Statement - For the 12-Month Period Ended

December 31, 2015 (actual and pro forma).

Part 3 -Adjustments to Parts 1 and 2.

Part 4 -Statement of Cash Flows - For the 12-Month Period Ended

December 31, 2015.

K. A description of the security or securities to be issued.

OTP requests the authority outlined in this Petition so that it is adequately prepared to respond to financing needs and opportunities as they arise during 2015 and the first half of 2016, the expected duration of the Authorization Period.

1. Long Term Debt.

(a) First Mortgage Bonds.

OTP does not have any First Mortgage Bonds currently outstanding. OTP is subject to a Priority Debt test covenant contained in outstanding private placement loans. The test limits OTP's Priority Debt, defined as all debt secured by liens, to 20% of OTP's total capitalization. Any First Mortgage Bonds OTP may issue in the future (the "New Bonds") would be governed by a new Indenture to be entered into by OTP prior to any such issuance.

The maturity date or dates of any New Bonds that may be issued have not yet been determined. The interest rate, voluntary and mandatory redemption provisions and the sinking fund, if any, of any New Bonds also have not yet been determined. The Board of Directors will determine these terms after negotiation with the principal underwriters for any New Bonds (or by formal or informal competitive bidding, if such is the case) or, in the case of a private placement, after negotiation with the purchasers of the New Bonds. It is not presently possible to estimate with certainty the interest rate on any New Bonds which, among other things, will depend on the money markets at the time of sale, the maturity date of the New Bonds, OTP's senior secured credit ratings and the manner of sale (viz., by public offering or by private sale). Based on previous issues, OTP believes that such interest rate would compare favorably with the rates of similar first mortgage bonds of other public utilities with similar ratings from rating agencies.

(b) Debentures.

The maturity date or dates of any New Debentures that may be issued have not yet been determined. The interest rate, any voluntary or mandatory redemption provisions and any sinking fund provisions of any New Debentures also have not yet been determined. The Board of Directors will determine these terms after negotiation, in the case of a public offering, with the principal underwriters for any New Debentures (or by formal or informal competitive bidding, if such is the case) or, in the case of a private placement, after negotiation with the purchasers of the New Debentures. It is not presently possible to estimate with certainty the interest rate on any New Debentures which, among other things, will depend on the money markets at the time of sale, the maturity date of the New Debentures, OTP's senior unsecured credit ratings and the manner of sale (viz., by public offering or by private sale). OTP believes that such interest rate

would compare favorably with rates of similar debt securities of other public utilities with similar ratings from rating agencies.

Any New Debentures will be unsecured and unsubordinated obligations of OTP and will rank equally and ratably with OTP's other unsecured and unsubordinated debt. Any New Debentures would not be expected to have any voting rights.

(c) Other Debt Securities.

OTP may issue other long term debt securities and guarantee long term debt securities issued by its employee benefit plans. Such debt securities may be any of the types of debt "securities" as defined in Minnesota Statutes, Section 216B.49 (other than short term securities as defined in Minnesota Rules, part 7825.1000). No specific arrangements have yet been made to issue any of such debt securities or guarantees and, consequently, the terms and specific amounts thereof have not yet been determined. The Board of Directors of OTP will determine the terms and amounts of any such securities or guaranties if and when such securities or guarantees are to be issued.

2. Inter-Company Notes.

There are currently no inter-company notes between OTP and Otter Tail Corporation and none are planned during the Authorization Period.

3. Common Shares.

OTP receives its common equity from its parent, Otter Tail Corporation. OTP anticipates receiving equity contributions from Otter Tail Corporation during the Authorization Period. A full description of the Common Shares presently outstanding and which may be issued is set forth in OTP's Articles of Incorporation, copies of which are on file with the Commission.

4. Unsecured Short Term Debt.

OTP could issue up to \$153 million of short term debt under its present line of credit during the Authorization Period. This amount is 15 percent of OTP's requested total capitalization. OTP also requests that it be allowed to issue up to \$170 million, the total amount of its line of credit, in the event of an unanticipated large scale capital project or other unanticipated needs for short term borrowing; however, as soon as OTP has reason to know a

contemplated short term borrowing would exceed the 15 percent cap for a period exceeding 60 days (such as a borrowing for an unanticipated capital expenditure), OTP will seek approval from the Commission for any such borrowing.

As noted in its cover letter to this filing, OTP requests continuation of the variance to Minn. Rules 7825.1000, subp. 6 to allow OTP to treat borrowings under its multi-year credit facility as short term debt.³ The variance is requested because Minn. Rule 7825.1000 Subp. 6 limits the maturity date of such securities to no more than one year⁴, and OTP's multi-year credit facility does not conform to this standard. OTP uses its credit line as short term debt, and Minn. Rule 7825.1300 authorizes the Commission to allow OTP to freely issue short term debt under its approved capital structure. A fair reading of these rules indicates a variance is appropriate for OTP to treat borrowings under its multi-year line of credit as short term debt. Minn. Rule 7829.3200 provides a three-part test for variances:

The Commission shall grant a variance to its rules when it determines that the following requirements are met:

1. enforcement of the rule would impose an excessive burden upon the applicant or others affected by the rule;
2. granting the variance would not adversely affect the public interest; and
3. granting the variance would not conflict with standards imposed by law.

Based on the following OTP respectfully submits that a variance is warranted.

³ The Commission approved OTP's request for a variance in its Order dated July 10, 2015, Docket No. E017/S-15-411. In doing so the Commission directed OTP to report on its use of the multi-year credit facility, including (a) how often it is used, (b) the amount used, (c) rates and financing costs, and (d) the intended use of the funds. Attachment 11 reports this information for the year ending December 31, 2015

⁴ Minn. Rule 7825.1000 Subp. 6 defines "Short term security" as "any unsecured security with a date of maturity of no more than one year from the date of issuance; and containing no provisions for automatic renewal or "roll over" at the option of either the obligee or obligor.

1. Enforcement of the rule would impose an excessive burden upon the applicant or others affected by the rule.

Enforcement of the rule would negate benefits to OTP and its customers derive from direct borrowings under OTP's multi-year credit facility for use as short-term debt. By arranging access to a revolving line of credit on a multi-year basis, OTP is able to reduce refinancing risk inherent in short-term (one year or less maturity) credit facilities. The multi-year line of credit also represents available liquidity, which is viewed favorable by rating agencies. Without the ability to use its line of credit as short-term securities, an additional burden of increased financing costs and fees resulting from unfavorable reaction by credit rating agencies could be incurred by OTP and its customers. Because OTP's use of its multi-year credit facility is consistent with the traditional use of short-term securities, such use should be counted with short-term debt and the 15 percent debt limit discussed below.

2. Granting the variance would not adversely affect the public interest.

A continuation of the variance will not negatively affect the public interest. The Commission retains broad oversight authority over OTP's capital structure. Commission standards, including the 15 percent short term debt limit, the Company's equity ratio, and the equity ratio ranges assure that OTP will maintain a capital structure that meets the public interest. Rather than negatively affecting the public interest, a continuation of the variance will assist OTP in maintaining and securing favorable borrowing terms and liquidity which ultimately benefits the public interest.

3. Granting the variance would not conflict with standards imposed by law.

The continuation of the variance will not conflict with law. The intended use of OTP's line of credit is to meet short term funding requirements consistent with the Commission standards. Continuation of the variance is consistent with and conforms to all applicable standards.

(a) Kind and Nature of Securities.

(i) Promissory Notes Issued to Commercial Banks and Other Institutional Lenders.

These notes will be unsecured promissory notes of OTP which may be prepaid on any legal banking day without premium, and which may be issued to renew or refund outstanding promissory notes of the same nature or to replace maturing notes sold through commercial paper dealers as described below, as well as to provide additional funds for working capital needs, capital expenditure programs and other corporate purposes.

(ii) Promissory Notes Issued through Commercial Paper Dealers.

These notes will be unsecured promissory notes and will be issued through recognized dealers in commercial paper to banks, insurance companies, financial institutions, pension funds and other substantial institutions or corporate purchasers of the type which normally participate in the commercial paper market. All such notes will have a maturity of not more than nine months, will not be payable on demand, will not be extended or renewed and will not contain any provision for extension or renewal or automatic "roll-over." These notes will be sold to provide funds for current working capital transactions or to replace maturing notes of this type or to replace maturing notes issued to commercial banks or other institutional lenders as described above.

(iii) Other Promissory Notes of OTP.

These notes will be unsecured promissory notes of OTP or guarantees by OTP of short term promissory notes of OTP's employee benefit plans to provide funds to OTP (or its employee benefit plans in the case of guarantees by OTP) for their respective financing requirements.

(b) Interest or Discount Rate.

The interest rate on notes issued to commercial banks and any other institutional lenders will be determined and negotiated with the lending bank or institution as the respective loans are made, and will be dependent on market conditions at the time of issuance.

The interest rate on notes issued through commercial paper dealers will be dependent on the term of the note and market conditions at the time of issuance and will be at rates prevailing at the time of issuance for commercial paper of comparable quality.

(c) Date of Issue and Date of Maturity.

The notes issued to commercial banks and any other financial institutions will be issued at various times during the Authorization Period, and for varying periods of time, but no such note will mature more than twelve months after the date of issuance or renewal thereof.

The notes issued through commercial paper dealers will be issued from time to time during the Authorization Period, for varying periods of time, but no such note will mature more than nine months from the date of issue thereof nor will any such note be extended or renewed or contain any provision for extension or renewal or for automatic "roll-over."

(d) Voting Privileges, if Any.

None of the notes proposed to be issued will have any voting rights.

L. An estimate of the interest or dividend cost per \$100 principal amount, except in the case of common stock, and a description of any anticipated terms or indenture provisions.

See Section K above, "A description of the security or securities to be issued."

M. If the petitioner is a corporation, a copy of its current articles of incorporation certified by the secretary of state of incorporation. If the current articles have already been filed, the petitioner need only make specific reference to such filings.

A copy of the Corporation's Articles of Amendment Restating Second Restated Articles of Incorporation and all amendments thereto, certified by the Secretary of the State of Minnesota are incorporated herein by reference to Attachment No. 15 to the Corporation's Petition in Docket No. E017/S-09-1018.

N. Exhibits.

Petitioner provides the following information in response to Minn. Rule, Part 7825.1400, subp. N:

N(1). The amount and kinds of stock authorized by articles of incorporation and amount outstanding.

See Attachment No. 7(N: 1,2).

N(2). The terms of preference of preferred stock, whether cumulative or participating, or on dividends or assets, or otherwise.

See Attachment No. 7(N: 1,2).

N(3). A brief description of each security agreement, mortgage, and deed of trust upon petitioner's property, showing date of execution, debtor, and secured party, mortgagor and mortgagee and trustor and beneficiary, amount of indebtedness authorized to be secured thereby, and amount of indebtedness actually secured, together with any sinking fund provision.

None.

N(4). The amount of bonds authorized and issued that exceed one percent of total debt giving the name of the public utility which issued same, describing each class separately, and giving the date of issue, par value, rate of interest, date of maturity, and how secured, together with the amount of interest paid thereon during the last fiscal year.

See Attachment No. 6(N: 3,4,5,6).

N(5). Each note outstanding with a maturity of more than one year and which exceeds one percent of total debt, giving the date of issue, the amount, the date of maturity, the rate of interest, in whose favor, together with the amount of interest paid thereon during the last fiscal year.

See Attachment No. 6(N: 3,4,5,6).

N(6). Other indebtedness with a maturity of more than one year, by class, together with the amount of interest paid thereon during the last fiscal year.

See Attachment No. 6(N: 3,4,5,6).

N(7). The rate and amount of dividends paid during the five previous fiscal years.

See Attachment No. 8(N: 7).

O. A statement of the manner in which such securities will be issued; and if invitations for sealed written proposals (competitive bidding) are not anticipated, an explanation of the decision not to invite such proposals shall be submitted.

1. Long Term Debt.

(a) First Mortgage Bonds.

OTP is subject to a Priority Debt test covenant contained in outstanding private placement loans. The test limits OTP's Priority Debt, defined as all debt secured by liens, to 20% of OTP's total capitalization. OTP has not yet determined whether any New Bonds should be sold publicly through underwriters selected either by negotiation or by formal or informal competitive bidding, or whether such New Bonds should be placed privately with institutional investors, in order to assure that the method of sale will result in the lowest cost of money to OTP. Generally speaking, OTP would expect that a sale of New Bonds through receipt of formal or informal competitive proposals would result in the lowest cost of money to OTP. However, it is possible that, as of the time of sale, a lower cost of money to OTP could be obtained through a negotiated public offering or a private placement. Among the factors to be considered would be (i) the size and maturity date of the offering of the New Bonds, (ii) the settled or unsettled nature of the public utilities bond market, (iii) the required deadline for obtaining the proceeds from the offering, (iv) the need for including any special provisions in the terms for the New Bonds with respect to redemptions, sinking funds, call provisions and the like, and (v) the costs of registration and ongoing public reporting requirements relating to a public offering. OTP will consult with its financial advisers and seek the advice of investment bankers familiar with OTP and its securities in order to determine the best method of sale.

(b) Debentures.

OTP has not yet determined whether any New Debentures should be sold publicly through underwriters selected either by negotiation or by formal or informal competitive bidding, or whether any New Debentures should be placed privately with institutional investors, in order to assure the method of sale will result in the lowest cost of money to OTP. Generally speaking, OTP would expect a sale of New Debentures through receipt of formal or informal competitive proposals would result in the lowest cost of money to OTP. However, it is possible at the time of sale, a lower cost of money to OTP could be

obtained through a negotiated public offering or a private placement. Among the factors to be considered would be (i) the size and maturity date of the offering of the New Debentures, (ii) the settled or unsettled nature of the public utilities bond market, (iii) the required deadline for obtaining the proceeds from the offering, (iv) the need for including any special provisions in the terms for the New Debentures with respect to redemptions, sinking funds, call provisions and the like, and (v) the costs of registration and ongoing public reporting requirements relating to a public offering. OTP will consult with its financial advisers and seek the advice of investment bankers familiar with OTP and its securities in order to determine the best method of sale.

(c) Other Long Term Debt Securities.

The terms and amounts of any other long term debt securities or guarantees for long term debt securities will be determined by the Board of Directors of the Company if and when such securities or guarantees are to be issued. It is likely that any such issuances would be for specific corporate purposes and would therefore involve negotiations of specific debt terms and covenants with the prospective debt holders. As a result, the use of competitive bidding procedures in connection with the issuance of such long term debt securities or guarantees may not be feasible.

2. Common Shares.

OTP receives its common equity from its parent, Otter Tail Corporation. OTP anticipates receiving equity contributions from Otter Tail Corporation during the Authorization Period.

3. Unsecured Short Term Debt.

See the discussion in Section K(5) above with respect to the manner in which OTP proposes to issue its unsecured short term debt.

P. A copy of each plan, offer, or agreement for the reorganization or readjustment of indebtedness or capitalization or for the retirement or exchange of securities.

None.

- Q. **If any of the above filing requirements are provided in petitions or applications to other regulatory agencies, then such petitions or applications, properly cross-referenced in item B, may be submitted in lieu of the specific filing requirements.**

There are no such items referenced in this filing.

- R. **Such additional information that the staff or commission may require in a particular case.**

To OTP's knowledge, no additional information has been requested or required from previous filings.

- S. **If a filing requirement does not apply, it shall be so stated with an explanation why it does not apply.**

All filing requirements have been complied with.

III. REQUIREMENTS FOR MINN. RULE, PART 7825.1300

- A. **Items A to K of part 7825.1400.**

See Sections A to K above.

- B. **A descriptive summary of the assumptions made in the development of such statement of cash flow.**

See Attachment No. 9.

- C. **A statement of cash flow, by month showing the most recent available 21 months' actual data and forecasted data to the end of the period encompassed by the petition.**

A statement of monthly cash flows showing the actual data for the most recent and available twenty-one (21) months and forecast data to the end of the period is contained in Attachment No. 10.

IV. REQUEST FOR ORDER

OTP respectfully requests the Commission find that, for the purposes of this Petition, OTP's proposed capital structure is reasonable and proper and will not be detrimental to the interests of the consumers and patrons affected thereby, and that the Commission issue its written Order granting the Commission's permission for the issuance by OTP, at any time or from time to time during the Authorized Period, any of the following securities of OTP:

- (i) Securities evidencing long term debt, including First Mortgage Bonds and other secured or unsecured debt obligations;
- (ii) Short term unsecured debt; with a continuation of a variance from Minn. Rules 7825.1000, subp. 6

provided, the issuance of any of the above securities shall be subject to the following contingency ranges:

(a) Equity ratio contingency range: a contingency window (plus or minus 10 percent) around OTP's approved equity ratio of 52.8 percent. As explained earlier, this equity ratio is based on the estimated point-in-time equity ratio for OTP as of December 31, 2016. Any securities issuance that results in an equity ratio within that window (i.e., at or above 47.5 percent or at or below 58.1 percent) is approved. In addition, equity ratios that exceed 58.1 percent or fall below 47.5 percent for a period not exceeding 60 days are also authorized. As soon as OTP has reason to know that a contemplated securities issuance would cause OTP's equity ratio to fall outside the window for a period exceeding 60 days, OTP will seek approval from the Commission for any such issuance;

(b) Total capitalization contingency range: a contingency cap on OTP's total capitalization of 10 percent above \$1,021,062,000 (the approved total capitalization) or \$1,123,168,000. Any securities issuance that results in total capitalization below the cap (i.e., below \$1,123,168,000) is approved. In addition, total capitalization that exceeds the cap for a period not exceeding 60 days is also authorized. As soon as OTP has reason to know that a contemplated securities issuance would cause OTP's total capitalization to exceed \$1,123,168,000 for a period exceeding 60 days, OTP will seek approval from the Commission for any such issuance; and

(c) Short term debt contingency range: a contingency cap based on 15 percent of OTP's total capitalization (approximately \$153 million). Short term debt that exceeds the short term contingency range for a period not exceeding 60 days would be authorized. As soon as OTP has reason to know that a contemplated short term borrowing would exceed the 15 percent cap for a period exceeding 60 days (such as a borrowing for an unanticipated capital expenditure), OTP will seek approval from the Commission for any such borrowing.

In compliance with the requirements of the Minnesota Statutes, Section 216B.49, the Petitioner, OTP, has duly caused this Petition to be signed on its behalf by its Treasurer, thereunto duly authorized on the 29th day of April, 2016.

OTTER TAIL POWER COMPANY

By/s/ KEVIN MOUG

Kevin Moug

Treasurer

Otter Tail Power Company

215 South Cascade Street

Fergus Falls, Minnesota 56538-0496

Telephone: (701) 451-3562

This Petition comprises the Petition proper, including the Table of Contents hereto and the following Attachments:

- Attachment No. 1 Summary of Otter Tail Power Company Capital Structure.
- Attachment No. 1a Explanation of Deviations Between Capital Structure
- Attachment No. 2 Verification of Kevin Moug, Treasurer, Otter Tail Power Company.
- Attachment No. 3 Certified resolutions of Otter Tail Power Company's Board of Directors authorizing this Petition and short term borrowing.
- Attachment No. 4 Opinion of Dorsey & Whitney LLP, with respect to the legality of the securities covered by this Petition.

- Attachment No. 5
 - Part 1 Balance Sheet of OTP as of December 31, 2015 (actual and pro forma).
 - Part 2 Income Statement of OTP for the twelve months ended December 31, 2015 (actual and pro forma).
 - Part 3 Adjustments to Parts 1 and 2.
 - Part 4 Statement of Cash Flows of OTP for the twelve months ended December 31, 2015.
- Attachment No. 6 (N: 3, 4, 6) Statement, as of July 1, 2015, describing each class and series of funded debt of OTP.
- Attachment No. 7 (N: 1, 2) Statement, as of July 1, 2015, describing each class and series of OTP's shares authorized by the Articles of Incorporation.
- Attachment No. 8 (N: 7) Statement as to the rate and amount of dividends paid during the five years ended December 31, 2015.
- Attachment No. 9 Summary of assumptions made in developing Cash Flow Forecast.
- Attachment No. 10 Form No. ST-1, Monthly Cash Flow for period of January 1, 2014 through December 31, 2015 (actual) and forecasted January 1, 2016 to December 31, 2016.
- Attachment No. 10A Summary of Sources and Uses of Cash for the year ended December 31, 2015 and projected for year ending December 31, 2016
- Attachment No. 10B Projection of Capital Expenditures by Category
- Attachment No. 10C Reconciliation Between 2014 Budgeted Capital Expenditures Compared with Actual
- Attachment No. 11 Report of Use of Multi-Year Credit Facility

OTTER TAIL POWER COMPANY
CAPITAL STRUCTURE SUMMARY
(\$ in Thousands)

The following is a summary of OTP's actual capitalization and short-term borrowings at July 31, 2015 and December 31, 2015 and as projected at December 31, 2016:

	July 31, 2015 (Actual)		Dec. 31, 2015 (Actual)		Dec. 31, 2016 "Projected" (1)				
Short-Term Debt	\$	7,871	0.8%	\$	21,006	2.2%	\$	36,916	3.6%
Current Maturities of LTD		-	0.0%		-	0.0%		-	0.0%
Long-Term Debt Net		445,000	47.0%		445,000	46.2%		445,000	43.6%
Preferred Shares		-	0.0%		-	0.0%		-	0.0%
Common Share Equity		493,058	52.1%		496,848	51.6%		539,146	52.8%
Total Capitalization	\$	945,929	100.0%	\$	962,854	100.0%	\$	1,021,062	100.0%

(1) The "Projected" column reflects the Corporation's best estimate of the proposed capital structure as of December 31, 2016.

Note: These ratios are based on a point in time - December 31, 2016 and do not reflect 13-month averages. To maintain consistency with previous Capital Structure filings, long term debt reflects debt outstanding at year end 2016 and is not netted with any outstanding balance from unamortized expenses associated with issuing debt or any gain or loss on reacquired debt. Using this projected capital structure for 2016 would produce a 13-month average equity ratio of 52.6% and a 13-month average debt ratio of 47.4% (2.6% Short Term and 44.8% Long Term)

OTTER TAIL POWER COMPANY
EXPLANATIONS OF DEVIATIONS BETWEEN CAPITAL STRUCTURE

Estimated for December 31, 2015 (in Docket No. E-017/S-15-411) vs. Actual results for December 31, 2015
(\$ in Thousands)

	Estimated for December 31, 2015	Actual for December 31, 2015	Deviation
Short-Term Debt (1)	\$ 15,209	\$ 21,006	\$ 5,797
Current Maturities of LTD			-
Long-Term Debt Net	445,000	445,000	-
Common Share Equity (2)	<u>500,064</u>	<u>496,848</u>	<u>(3,216)</u>
Total Capitalization	<u>\$ 960,273</u>	<u>\$ 962,854</u>	<u>\$ 2,581</u>

(1) OTP's 2015 budget projected a \$5 million contribution to the pension plan and the actual amount contributed was \$10 million which accounts for the bulk of the \$5.8 million variance in the year-end Short Term Debt balance.

(2) OTP's 2015 budget reflected an equity infusion of \$45.6 million and the actual equity infusion for 2015 was \$43.0 million.

In 2016 OTP plans to request \$24.85 million of equity from Otter Tail Corporation.

WRITTEN ACTION
OF THE BOARD OF DIRECTORS OF
OTTER TAIL POWER COMPANY
RE PETITION TO
MINNESOTA PUBLIC UTILITIES COMMISSION
FOR APPROVAL OF 2016 CAPITAL STRUCTURE
April 18, 2016

THE UNDERSIGNED, being all of the Directors of Otter Tail Power Company (the "Company"), do hereby determine to act without a meeting in accordance with the authority granted in the Minnesota Business Corporations Act and thus do hereby consent in writing to the adoption of and do hereby adopt the following resolutions and take the following actions and instruct the Secretary to file this Written Action with the minutes of the Company:

WHEREAS, The financial planning of Otter Tail Power Company contemplates the potential issuance in calendar year 2016 and beyond of various securities of the Company; and

WHEREAS, Issuance of such securities is subject to the prior approval of the capital structure of the Company by the Public Utilities Commission of the State of Minnesota pursuant to Section 49 of the Minnesota Public Utilities Act (Minnesota Statutes, Section 216B.49).

NOW, THEREFORE, BE IT RESOLVED, That the President, Treasurer or Vice President, Administration, or their designees be, and they severally hereby are, authorized to execute and file, with the Public Utilities Commission of the State of Minnesota, a Petition or Petitions for approval of the Company's 2016 capital structure in connection with issuance of any one or more of the securities of the Company, and the officers of the Company be, and they severally hereby are, authorized and directed to prepare or cause to be prepared, and to execute and file, on behalf of the Company, such Amendments to said Petition as said officers, or any of them (being advised by counsel), may deem necessary or advisable.

The effective date of this action is April 18, 2016.



Chuck MacFarlane, Director



George Koeck, Director



Kevin Moug, Director



Timothy Rogelstad, Director



John Abbott, Director

WRITTEN ACTION
OF THE BOARD OF DIRECTORS OF
OTTER TAIL POWER COMPANY
RE PETITION TO
MINNESOTA PUBLIC UTILITIES COMMISSION
FOR APPROVAL OF 2016 SHORT-TERM BORROWING
April 18, 2016

THE UNDERSIGNED, being all of the Directors of Otter Tail Power Company (the "Company"), do hereby determine to act without a meeting in accordance with the authority granted in the Minnesota Business Corporations Act and thus do hereby consent in writing to the adoption of and do hereby adopt the following resolutions and take the following actions and instruct the Secretary to file this Written Action with the minutes of the Company:

WHEREAS, The Company's short-term borrowing authority, as evidenced by the Order of the Minnesota Public Utilities Commission dated July 10, 2015 (Docket No. E-017/S-15-411) requires it to file a new capital structure and securities issuance petition by May 1, 2016. The Order is attached as Exhibit A.

WHEREAS, It is necessary for the Company to again file a new Petition with said Minnesota Public Utilities Commission for an Order approving the Company's capital structure and granting permission to issue short-term unsecured promissory notes; and

WHEREAS, It is reasonable, in light of the Company's projected capital structure and short-term borrowing requirements, for the period of time through the next Order of the Commission approving the Company's capital structure and short-term borrowing (the "Authorization Period"), to file a Petition for an Order approving the Company's capital structure and for granting the Company permission to issue short-term unsecured promissory notes for the Authorization Period.

NOW, THEREFORE, BE IT RESOLVED By the Board of Directors of Otter Tail Power Company that, through the Authorization Period, the Chief Executive Officer – Otter Tail Corporation, Treasurer, Assistant Treasurer and the Vice President of Accounting, Tax & Reporting – Otter Tail Corporation, or any of their designees (the "Designated Officers"), be, and they severally hereby are, authorized to borrow for and in the name of the Company, from any bank or banks or other institutional lenders, or through dealers in commercial paper, such amounts of money as may be required by the Company, from time to time, but not to exceed a total of \$170,000,000 at any one time outstanding during the Authorization Period, (provided, that at no time will the aggregate amount of commercial paper outstanding exceed the aggregate cash requirements of the Company for "current transactions" which occur in the ordinary course of business).

BE IT FURTHER RESOLVED That each of the above Designated Officers are hereby authorized and empowered, for and in the name of the Company, to effect such borrowing through the issuance of promissory notes and letters of credit of the Company to commercial banks and other institutional lenders, such borrowings and any renewals thereof to bear such

rates of interest as the Designated Officers may, from time to time, negotiate with such commercial banks and other institutional lenders.

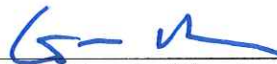
BE IT FURTHER RESOLVED That, to the extent such borrowing is effected through the issuance of commercial paper within the limits above specified, the above Designated Officers are each hereby authorized and empowered, for and in the name of the Company, to issue and sell promissory notes of the Company through one or more recognized dealers in commercial paper to banks, insurance companies, financial institutions, pension funds and other substantial institutional or corporate purchasers of the type which normally participate in the commercial paper market, and such notes (i) will have a minimum denomination of \$100,000, (ii) will mature not more than nine months from the date of their issuance, (iii) will not be payable on demand or contain any provisions for extension, renewal or automatic "roll-over" either at the option of the Company or at the option of any holder of the notes, (iv) will, at the time of issue, be of prime quality and rated in one of the three highest categories by Moody's Investors Services, Inc. and Standard & Poor's Corporation, (v) will be used by the Company to finance "current transactions" and (vi) will be sold at a discount dependent upon the term of the note and the money market conditions at the time of issuance.

BE IT FURTHER RESOLVED That the designee or representative of the Company is hereby authorized and empowered to apply to the Minnesota Public Utilities Commission for an Order authorizing such borrowing, and to execute and deliver, on behalf of the Company, a Petition to said Minnesota Public Utilities Commission for such purposes, such Petition to be in such form as the officer executing the same, on advice of counsel, deems necessary.

The effective date of this action is April 18, 2016.



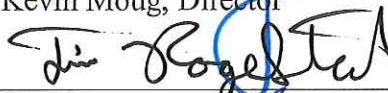
Chuck MacFarlane, Director



George Koeck, Director



Kevin Moug, Director



Timothy Rogelstad, Director



John Abbott, Director

Exhibit A

BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION

Beverly Jones Heydinger	Chair
Nancy Lange	Commissioner
Dan Lipschultz	Commissioner
John Tuma	Commissioner
Betsy Wergin	Commissioner

Brian Carlson
Vice President, Financial Planning
Otter Tail Corporation
44334 18th Avenue Southwest
Fargo, ND 58106-9156

SERVICE DATE: July 10, 2015

DOCKET NO. E-017/S-15-411

In the Matter of Otter Tail Power Company's Request for Approval of its 2015 Capital Structure and Permission to Issue Securities

The above entitled matter has been considered by the Commission and the following disposition made:

1. **Approved OTP's requested capital structure; this approval to be in effect until the 2016 capital structure Order is issued. OTP shall file its next securities issuance petition no later than May 1, 2016.**
2. **Approved OTP's equity ratio of 52.1 percent and a contingency range of minus/plus 10 percent around the approved equity ratio (46.9% to 57.3%). Equity ratios outside this range may not exceed a period of 60 days without prior Commission approval.**
3. **Approved OTP's proposed total capitalization of \$960,273,000 with a contingency cap of 10 percent (or \$1,056,300,000). The Company may not exceed its total capitalization, including the requested contingency amount, for a period exceeding 60 days without prior Commission approval.**
4. **Approved OTP's request to issue short-term debt not to exceed 15 percent of OTP's total capitalization (i.e., \$144,040,950). OTP's short-term debt may not exceed 15 percent of its total capitalization for a period exceeding 60 days without prior Commission approval.**
5. **Approved any securities issuance during this period in which this Order is in place that would not result in an equity ratio outside the approved range. Securities issuances resulting in an equity ratio outside this range may not exceed a period of 60 days without prior Commission approval.**
6. **Required OTP to provide, within 20 days after each non-recurring issuance of securities, the following information:**
 - a. **The specific purposes for individual issuances;**
 - b. **The type of issuances;**

- c. The timing of issuances;
 - d. The amounts of issuances;
 - e. Issuance costs (for common equity issuances, including price per share); and
 - f. Interest rates.
7. Required OTP to provide, in its next capital structure filing, an exhibit showing a general projection of capital needs, projected expenditures, anticipated sources and anticipated timing, with the understanding that such exhibit is not intended to require dollar-for-dollar spending on the uses identified in the exhibit or to limit issuances to project specific financing. The exhibit need not list short-term, recurring security issuances.
 8. Required OTP to provide in its next annual structure filing, a schedule comparing its actual capital investments in the past year with the capital investments projected by OTP in its previous capital structure filing.
 9. Required OTP to provide in its next annual capital structure filing, the Company's investment plan not only for the next year, but for at least the next five years.
 10. Approved OTP's request for a variance to allow it to treat any loan under its multiyear credit facility as a short-term debt and require OTP to report on its use of such facilities, including:
 - how often they are used;
 - the amount involved;
 - rates and financing costs; and
 - the intended uses of the financing.

The Commission agrees with and adopts the recommendations of the Department of Commerce, which are attached and hereby incorporated into the Order. This Order shall become effective immediately.

BY ORDER OF THE COMMISSION



Daniel P. Wolf

Daniel P. Wolf
Executive Secretary

This document can be made available in alternative formats (e.g., large print or audio) by calling 651.296.0406 (voice). Persons with hearing loss or speech disabilities may call us through their preferred Telecommunications Relay Service.

Attachment No. 4

Otter Tail Power Company
215 South Cascade Street
P.O. Box 496
Fergus Falls, Minnesota 56538-0496

Ladies and Gentlemen:

We have acted as counsel to Otter Tail Power Company, a Minnesota corporation (the "Company"), in connection with the Petition which you propose to file with the Minnesota Public Utilities Commission for approval of your proposed capital structure and permission to issue certain long-term debt securities, including First Mortgage Bonds, and unsecured short-term debt securities (collectively, the "Debt Securities").

We have examined such documents and reviewed such questions of law as we deem relevant for the purposes hereof.

We are of the opinion that all requisite action will have been taken by and before all bodies, including bondholders, shareholders, directors and regulatory authorities, necessary to make valid the issuance and sale of the Debt Securities as contemplated by said Petition, when the following additional steps shall have been taken:

- (a) in the case of First Mortgage Bonds, your Board of Directors shall have duly adopted appropriate resolutions approving the form of Indenture pursuant to which such series of First Mortgage Bonds will be issued (the "First Mortgage Indenture") and authorizing the issuance and sale of such series of First Mortgage Bonds and, in the case of other Debt Securities, shall have approved and authorized the issuance and sale thereof;
- (b) the First Mortgage Indenture shall have been duly executed, acknowledged and delivered by the parties thereto and duly recorded and filed in accordance with applicable laws of the States of Minnesota, North Dakota and South Dakota;
- (c) your capital structure and the issuance of the First Mortgage Bonds or other Debt Securities shall have been duly approved by an appropriate Order of the Minnesota Public Utilities Commission, and the issuance and sale of the First Mortgage Bonds or other Debt Securities shall have been duly authorized by an appropriate Order of the Public Service Commission of North Dakota, if then required;
- (d) the First Mortgage Bonds or other Debt Securities shall have been issued and sold in accordance with the resolutions of the Board of Directors and the Orders of the Minnesota Public Utilities Commission and the Public Service Commission of North Dakota;

- (e) in the event that any of the First Mortgage Bonds or other Debt Securities are to be sold in a public offering, a Registration Statement with respect thereto shall have been filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, and shall have become effective; and
- (f) the securities laws of the various states in which the First Mortgage Bonds or other Debt Securities are to be offered shall have been complied with.

We are further of the opinion that no approval of any state or federal regulatory authority, other than as set forth above, is required with respect to the proposed offering, issuance and sale of the Debt Securities, and that when the additional steps set forth above shall have been taken, and upon payment for the Debt Securities as provided for in the related resolutions of the Board of Directors:

- (a) the First Mortgage Bonds will constitute legal, valid and binding obligations of the Company enforceable in accordance with their terms, secured by the lien of, and entitled to the benefits provided by, the First Mortgage Indenture; and
- (b) the other Debt Securities will constitute legal, valid and binding obligations of the Company enforceable in accordance with their terms.

Our opinions set forth above as to the enforceability of the First Mortgage Bonds and the other Debt Securities are subject to the following qualifications and exceptions:

- (1) such opinions are subject to the effects of any applicable bankruptcy, insolvency, reorganization, arrangement, moratorium, fraudulent transfer, statutes of limitation or other similar laws and judicial decisions affecting or relating to the rights of creditors generally;
- (2) such opinions are subject to the effect of general principles of equity, including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing, estoppel, election of remedies and other similar doctrines affecting the enforceability of agreements generally (regardless of whether enforcement is considered in a proceeding in equity or at law); in addition, the availability of specific performance, injunctive relief, the appointment of a receiver or other equitable remedies is subject to the discretion of the tribunal before which any proceeding therefor may be brought;
- (3) such opinions are subject to limitations regarding the availability of indemnification and contribution where such indemnification or contribution may be limited by applicable law or the application of principles of public policy;
- (4) we express no opinion as to the enforceability of (i) provisions that relate to choice of law, forum selection or submission to jurisdiction (including, without limitation, any express or implied waiver of any objection to venue in any court or of any objection that a court is an inconvenient forum) to the extent that the validity, binding effect or enforceability of any such provision is to be determined by any court other than a state court of the State of Minnesota, (ii) waivers by the

Company of any statutory or constitutional rights or remedies, (iii) terms which excuse any person or entity from liability for, or require the Company to indemnify such person or entity against, such person's or entity's negligence or willful misconduct or (iv) obligations to pay any prepayment premium, default interest rate, early termination fee or other form of liquidated damages, if the payment of such premium, interest rate, fee or damages may be construed as unreasonable in relation to actual damages or disproportionate to actual damages suffered as a result of such prepayment, default or termination; and

- (5) we draw your attention to the fact that, under certain circumstances, the enforceability of terms to the effect that provisions may not be waived or modified except in writing may be limited.

Our opinions expressed above are limited to the laws of the State of Minnesota.

We consent that copies of this opinion may be filed with the Minnesota Public Utilities Commission in connection with your Petition thereto.

Dated: April 29, 2016

Yours very truly,

Dorsey & Whitney LLP

GLT/CSF

Otter Tail Power Company
Balance Sheet
December 31, 2015 and Pro Forma
(Thousands of Dollars)

Line #		Dec 31, 2015	Adjustments	Pro Forma Dec 31, 2015
	Plant			
1	Electric Plant in Service	\$1,820,763	NONE	\$1,820,763
2	Less: Accumulated Depreciation/Amortization	666,949		666,949
3		<u>1,153,814.0</u>		<u>1,153,814</u>
4	Construction Work in Progress	64,117		64,117
5	Net Plant	<u>1,217,931</u>		<u>1,217,931</u>
6				
7	Non-utility Property	664		664
8	Other Investments	1,006		1,006
9	Total Other Property & Investments	<u>1,670</u>		<u>1,670</u>
10				
11	Current Assets			
12				
13	Cash and Temporary Investments	1,876		1,876
14	Notes and Accounts Receivable	26,855		26,855
15	Inventory, Fuel, Materials and Supplies	31,487		31,487
16	Prepayments	939		939
17	Accrued Utility Revenues	16,035		16,035
18	Other	0		0
19	Total Current Assets	<u>77,192</u>		<u>77,192</u>
20				
21	Deferred Debits	<u>288,311</u>		<u>288,311</u>
22				
23	Total	<u>\$1,585,104</u>		<u>\$1,585,104</u>

Otter Tail Power Company
Balance Sheet
December 31, 2015 and Pro Forma
(Thousands of Dollars)

Line #	Dec 31, 2015	Adjustments (1)	Pro Forma Dec 31, 2015
Capitalization			
1	Contributed Capital	339,990	339,990
2	Retained Earnings	156,858	156,858
3	Total Common Equity	<u>496,848</u>	<u>496,848</u>
4			
5	Cumulative Preferred Shares		
6	Other	-	0
7	Long-Term Debt	445,000	445,000
8	Total	<u>941,848</u>	<u>941,848</u>
9			
10	Current and Accrued Liabilities		
11			
12	Short-term Debt	-	0
13	Sinking Fund Requirement &		
14	Current Maturities	-	-
15	Accounts Payable	77,616	77,616
16	Accrued Taxes	13,310	13,310
17	Other Accrued Liabilities	13,169	13,169
18	Total Current Liabilities	<u>104,095</u>	<u>104,095</u>
19			
20	Non-Current Liabilities	<u>143,682</u>	<u>143,682</u>
21			
22	Deferred Credits		
23			
24	Accumulated Deferred Investment Credit	24,506	24,506
25	Accumulated Deferred Income Taxes	355,405	355,405
26	Regulatory Liability	3,972	3,972
27	Other	11,596	11,596
28	Total Deferred Credits	<u>395,479</u>	<u>395,479</u>
29			
30	Total	<u><u>\$1,585,104</u></u>	<u><u>\$1,585,104</u></u>

Otter Tail Power Company
Income Statement
December 31, 2015 and Pro Forma
(Thousands of Dollars)

Line #		Dec 31, 2015	Adjustments	Pro Forma Dec 31, 2015
	Operating Revenues			
1	Total Operating Revenue	399,536	NONE	399,536
2				
3	Operating Expenses			
4				
5	Production Fuel	42,744		42,744
6	Purchased Power	78,150		78,150
7	Other Electric Operation and Maintenance	139,133		139,133
8	Depreciation and Amortization	43,427		43,427
9	Property Taxes	13,506		13,506
10	Total Operating Expenses	<u>316,960</u>		<u>316,960</u>
11				
12	Operating Income	<u>82,576</u>		<u>82,576</u>
13				
14	AFUDC	1,303		1,303
15	Other Income & Deductions	4,929		4,929
16	Other Income & Deductions - Net	<u>6,232</u>		<u>6,232</u>
17	Interest Charges	<u>24,371</u>		<u>24,371</u>
18				
19	Income Before Income Taxes	64,437		64,437
20	Income Taxes	<u>16,067</u>		<u>16,067</u>
21				
22	Net Income from continuing operations	<u><u>48,370</u></u>		<u><u>48,370</u></u>

Otter Tail Power Company
December 31, 2015 and Pro Forma(Thousands of Dollars)

None

Otter Tail Power Company
Statement of Cash Flows
December 31, 2015 and Pro Forma(Thousands of Dollars)
(Thousands of Dollars)

Line #	Dec 31, 2015
Cash Flows From Operating Activities:	
1	Net Income \$48,370
2	Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:
3	Depreciation and Amortization 43,476
4	Deferred Investment Tax Credit - Net (1,877)
5	Deferred Income Taxes 18,286
6	Change in Deferred Debits and Other Assets (5,634)
7	Discretionary Contribution to Pension Plan (10,000)
8	Change in Noncurrent Liabilities and Deferred Credits 17,844
9	Allowance for Equity Funds Used During Construction (1,303)
10	Other - Net 0
11	Cash (Used for) Current Assets and Current Liabilities:
12	Change in Receivables, Materials and Supplies 1,247
13	Change in Other Current Assets 2,584
14	Change in Payables and Other Current Liabilities (7,467)
15	Change in Interest and Income Taxes Payable 19
16	Net Cash Provided by operating activities 105,545
17	
18	Cash Flows From Investing Activities:
19	Gross Capital Expenditures (134,015)
20	Federal Grain in lieu of production tax credit for Luverne Wind Farm 0
21	Purchases of Nonutility Assets (616)
22	Proceeds from Disposal of Noncurrent Assets 381
23	Change in Other Investments 30
24	Net Cash Used in Investing Activities (134,220)
25	
26	Cash Flows From Financing Activities:
27	Change in Short-Term Debt - Net Issuances 21,006
28	Capital Contributions from Parent 43,728
29	Proceeds from Issuance of Long-Term Debt 0
30	Payments for Retirement of Long-Term Debt (159)
31	Dividends Paid (36,951)
32	Net Cash Provided by Financing Activities 27,624
33	
34	Net Change in Cash and Cash Equivalents (1,051)
35	
36	Cash and Cash Equivalents at December 31, 2013 2,927
37	
38	Cash and Cash Equivalents at December 31, 2014 \$1,876

OTTER TAIL POWER COMPANY
STATEMENT AS OF DECEMBER 31, 2015, DESCRIBING EACH
CLASS AND SERIES OF FUNDED DEBT OF THE CORPORATION

- I. (1) Brief description -- Senior Notes: Series A Due 2017, issued October 1, 2007, maturing August 20, 2017, bearing interest at the rate of 5.950% per annum; Series B Due 2022, issued October 1, 2007, maturing August 20, 2022, bearing interest at the rate of 6.150% per annum; Series C Due 2027, issued August 20 and October 1, 2007, maturing August 20, 2027, bearing interest at the rate of 6.370% per annum; and Series D Due 2037, issued August 20 and October 1, 2007, maturing August 20, 2037, bearing interest at the rate of 6.470% per annum. Interest is payable semi-annually on February 15th and August 15th of each year for all series. The Senior Notes are unsecured and rank on a parity with all other unsecured and unsubordinated debt of the Corporation. The Senior Notes are redeemable at the option of the Corporation, in whole or in part from time to time, prior to maturity, at 100% of the principal amount plus a make-whole premium. The Senior Notes are redeemable at the option of the holders in the event of a change of control at 100% of the principal amount plus a make-whole premium. The Senior Notes do not have the benefit of any sinking fund.
- (2) Amount authorized -- \$155,000,000.
- (3) Amount outstanding, exclusive of treasury bonds -- \$155,000,000.
- (4) Amount held in treasury as reacquired securities -- none.
- (5) Amount pledged -- none.
- (6) Amount owned by affiliated corporations -- none.
- (7) Amount in sinking or other funds -- none.
- (8) Interest paid for the fiscal year ended December 31, 2015 -- \$9,718,900.
- II. (1) Brief description -- Senior Notes, 4.63% Series Due 2021, issued December 1, 2013, maturing December 1, 2021, bearing interest at the rate of 4.63% per annum, payable semi-annually on June 1 and December 1 of each year. The Senior Notes are unsecured and rank on parity with all other unsecured and unsubordinated debt of the Corporation. The Senior Notes are redeemable at the option of the Corporation, in whole or in part (in an amount not less than 10%) from time to time, prior to maturity, at 100% of the principal amount plus a make-whole premium. In the event of a transfer of utility assets put event, the noteholders have the right to put the Senior Notes to the Corporation at 100% of the principal amount plus a make-whole premium. In the event of a change of control, the Corporation must offer to redeem the Senior Notes at 100% of the principal amount. The Senior Notes do not have the benefit of any sinking fund.

- (2) Amount authorized -- \$140,000,000.
 - (3) Amount outstanding, exclusive of treasury bonds -- \$140,000,000.
 - (4) Amount held in treasury as reacquired securities -- none.
 - (5) Amount pledged -- none.
 - (6) Amount owned by affiliated corporations -- none.
 - (7) Amount in sinking or other funds -- none.
 - (8) Interest paid for the fiscal year ended December 31, 2015 - \$6,482,000
- III. (1) Brief description -- Senior Notes: \$60 million aggregate principal amount of Series A Due 2029, issued February 27, 2014, maturing February 27, 2029, bearing interest at the rate of 4.68% per annum; \$90 million aggregate of principal amount of Series B Due 2044, issued February 27, 2014, maturing February 27, 2044, bearing interest at the rate of 5.47% per annum; interest is payable semi-annually on February 27th and August 27th of each year for both series. The Senior Notes are unsecured and rank on a parity with all other unsecured and unsubordinated debt of the Corporation. The Senior Notes are redeemable at the option of the Corporation, in whole or in part (in an amount not less than 10% of the aggregate principal amount of the Senior Notes then outstanding) from time to time, prior to maturity, at 100% of the principal amount plus, in certain circumstances, a make-whole premium. The Senior Notes are redeemable at the option of the holders in the event of a change of control at 100% of the principal amount. The Senior Notes do not have the benefit of any sinking fund.
- (2) Amount authorized -- \$150,000,000.
 - (3) Amount outstanding, exclusive of treasury bonds -- \$150,000,000.
 - (4) Amount held in treasury as reacquired securities -- none.
 - (5) Amount pledged -- none.
 - (6) Amount owned by affiliated corporations -- none.
 - (7) Amount in sinking or other funds -- none.
 - (8) Interest paid for the fiscal year ended December 31, 2015 -- \$7,731,000.

**OTTER TAIL POWER COMPANY
STATEMENT AS OF DECEMBER 31, 2015, DESCRIBING EACH
CLASS AND SERIES OF THE CORPORATION'S SHARES
AUTHORIZED BY ARTICLES OF INCORPORATION**

- I. (1) Brief description -- Cumulative Preferred Shares without par value, when issued, will be senior to the Company's Common and Cumulative Preference Shares with respect to the rights to receive dividends and amounts payable upon the liquidation, dissolution, or winding up of the Company, - issuable from time to time in one or more series, each series having such designation and such relative rights, voting power, preferences, and restrictions as provided in the Articles of Incorporation of the Company and, to the extent therein permitted, as are determined by the Board of Directors of the Company.
- (2) Amount authorized -- 1,500,000 shares, without par value.
- (3) Amount outstanding, exclusive of treasury shares -- none.
- (4) Amount held in treasury as reacquired securities -- none.
- (5) Amount pledged -- none.
- (6) Amount owned by affiliated corporations -- none.
- (7) Amount held in any fund -- none.
- II. (1) Brief description -- Cumulative Preference Shares without par value, which, when issued, will be junior to the Company's Cumulative Preferred Shares, but senior to the Company's Common Shares with respect to the rights to receive dividends and amounts payable upon the liquidation, dissolution, or winding up of the Company, - issuable from time to time in one or more series, each series having such designation and such relative rights, voting power, preferences, and restrictions as provided in the Articles of Incorporation of the Company and, to the extent therein permitted, as are determined by the Board of Directors of the Company.
- (2) Amount authorized -- 1,000,000 shares, without par value.
- (3) Amount outstanding, exclusive of treasury shares -- none.
- (4) Amount held in treasury as reacquired securities -- none.
- (5) Amount pledged -- none.
- (6) Amount owned by affiliated corporations -- none.
- (7) Amount held in any fund -- none.

- III. (1) Brief description -- Common Shares, par value \$5 each, entitled subject to the prior rights of the holders of Preferred Shares, to receive dividends without limit, and, except as otherwise provided by statute and except in event of certain defaults in the payment of dividends on the Preferred Shares, to full voting rights.
- (2) Amount authorized -- 50,000,000 shares of the par value of \$5 each.
- (3) Amount outstanding -- 100 shares.
- (4) Amount held in treasury as reacquired securities -- none.
- (5) Amount pledged -- none.
- (6) Amount owned by affiliated corporations -- 100 shares.
- (7) Amount held in any fund -- none.

Otter Tail Power Company
Rate and Amount of Dividends Paid
Years 2011 Through 2015
(Thousands of Dollars)

	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>
<u>Common Shares (1)</u>					
Amount Paid	\$ 34,316	\$ 34,415	\$ 34,505	\$ 35,408	\$ 36,951

(1) OTP does not pay public common stock dividends. Amounts listed are dividends paid to parent company, Otter Tail Corporation.

OTTER TAIL POWER COMPANY

Assumptions Used In Developing Monthly Cash Flow Forecast

1. Monthly cash requirements are based on actual results for 2015 and projected amounts for 2016.
2. Dividends on Otter Tail Corporation's common stock were \$1.23 per share in 2015. The 2016 indicated annual dividend is \$1.25 per share for Otter Tail Corporation. It is assumed Otter Tail Power Company will fund 80% of the total Otter Tail Corporation dividend in 2016.
3. An equity infusion of \$24.85 million by Otter Tail Corporation to Otter Tail Power Company is assumed for 2016, of which \$4 million has been made at the time of this filing.

Otter Tail Power Company
Monthly Cash Flow
For Period January to December 2015 Actual
(Thousands of Dollars)

Line #		Actual <u>Jan</u>	Actual <u>Feb</u>	Actual <u>Mar</u>	Actual <u>Apr</u>	Actual <u>May</u>	Actual <u>Jun</u>	Actual <u>Jul</u>	Actual <u>Aug</u>	Actual <u>Sep</u>	Actual <u>Oct</u>	Actual <u>Nov</u>	Actual <u>Dec</u>	<u>Total</u>
1	Monthly Cash Requirements:													
2	Construction	\$ 10,354	\$ 10,160	\$ 14,454	\$ 16,597	\$ 13,642	\$ 9,390	\$ 8,489	\$ 6,644	\$ 9,159	\$ 10,107	\$ 11,930	\$ 13,090	\$ 134,015
3	Retirement of Securities													0
4	Other													
5	Dividends	-	-	9,191			9,223			9,250			9,286	36,951
6	Passive Investments													-
7	Other Investments													-
8	Miscellaneous Items	119	410	(2)	79	(5)	80	16	(184)	(0)	(168)	(142)	(0)	201
9	Total Other	119	410	9,189	79	(5)	9,303	16	(184)	9,250	(168)	(142)	9,286	37,152
10														
11														
12	Total Cash Requirements	\$10,473	\$10,570	\$23,643	\$16,676	\$13,637	\$18,693	\$8,506	\$6,460	\$18,409	\$9,939	\$11,788	\$22,376	\$171,167
13														
14														
15	Monthly Cash Receipts:													
16	Cash From Operations													
17	Net Income	\$ 5,394	\$ 4,934	\$ 2,851	\$ 2,445	\$ 1,895	\$ 3,912	\$ 4,694	\$ 4,178	\$ 4,048	\$ 4,249	\$ 4,284	\$ 5,487	\$ 48,370
18	Net Change in Current Assets	(10,149)	3,260	984	6,006	5,166	383	(2,593)	2,881	(3,377)	5,686	1,152	(5,566)	3,831
19	Net Change in Current Liabilities	7,472	(16,861)	6,882	3,599	(9,536)	(457)	(3,825)	(6,619)	6,205	(1,076)	(2,009)	8,777	(7,447)
20	Pension Contribution	(10,000)	-	-	-	-	-	-	-	-	-	-	-	(10,000)
21	AFUDC - Equity	(83)	(93)	(79)	(99)	(118)	(103)	(118)	(130)	(120)	(137)	(139)	(83)	(1,303)
22	Tax Deferrals & Credits	2,647	1,306	257	247	330	896	1,940	1,512	1,060	1,097	1,295	3,821	16,408
23	Deferred Debits & Non Current Liab.	672	2,220	2,487	2,556	2,139	101	1,042	2,124	2,279	1,474	1,613	(6,498)	12,210
24	Depreciation & Amortization (Net)	3,560	3,598	3,575	3,581	3,617	3,615	3,618	3,619	3,634	3,653	3,732	3,675	43,476
25	Total Cash From Operations	(487)	(1,637)	16,955	18,334	3,494	8,346	4,758	7,565	13,730	14,945	9,928	9,613	105,545
26														
27	Long Term Debt Financing	(4)									(152)			(156)
28	Equity Financing	5,000	10,000	5,000	5,000	10,728	8,000		(3)					43,725
29	Short Term Debt Financing	4,990	3,010	(194)	(7,040)	(766)	4,546	3,326	(1,307)	4,507	(5,691)	2,780	12,846	21,006
30														
31	Total Cash Receipts	\$9,499	\$11,373	\$21,761	\$16,294	\$13,456	\$20,892	\$8,083	\$6,255	\$18,237	\$9,103	\$12,708	\$22,459	\$170,119
32														
33														
34	Cash Balance at End of Month	\$1,954	\$2,758	\$876	\$494	\$313	\$2,513	\$2,090	\$1,885	\$1,713	\$877	\$1,797	\$1,880	
35														
36	Short-Term Debt Outstanding	\$4,990	\$8,000	\$7,806	\$766	(\$0)	\$4,546	\$7,871	\$6,564	\$11,071	\$5,380	\$8,160	\$21,006	

Otter Tail Power Company
Monthly Cash Flow
For Period January to December 2016 Forecast
(Thousands of Dollars)

Line #		Actual <u>Jan</u>	Actual <u>Feb</u>	Actual <u>Mar</u>	Forecast <u>Apr</u>	Forecast <u>May</u>	Forecast <u>Jun</u>	Forecast <u>Jul</u>	Forecast <u>Aug</u>	Forecast <u>Sep</u>	Forecast <u>Oct</u>	Forecast <u>Nov</u>	Forecast <u>Dec</u>	<u>Total</u>
1	Monthly Cash Requirements:													
2	Construction	\$ 14,173	\$ 6,052	\$ 9,232	\$ 7,985	\$ 13,524	\$ 15,761	\$ 13,913	\$ 16,519	\$ 14,726	\$ 15,200	\$ 9,908	\$ 7,654	\$ 144,647
3	Retirement of Securities													0
4	Other													
5	Dividends	-	-	9,576	-	-	9,602	-	-	9,625	-	-	10,607	39,410
6	Passive Investments													-
7	Other Investments													-
8	Miscellaneous Items	8,915												8,915
9	Total Other	8,915	0	9,576	0	0	9,602	0	0	9,625	0	0	10,607	48,325
10	Total Cash Requirements	\$23,088	\$6,052	\$18,808	\$7,985	\$13,524	\$25,363	\$13,913	\$16,519	\$24,351	\$15,200	\$9,908	\$18,261	\$192,972
11														
12	Monthly Cash Receipts:													
13	Cash From Operations													
14	Net Income	\$ 5,382	\$ 4,160	\$ 3,312	\$ 1,839	\$ 2,842	\$ 3,244	\$ 4,610	\$ 5,072	\$ 4,594	\$ 3,927	\$ 5,726	\$ 6,545	\$ 51,253
15	Net Change in Current Assets	(2,816)	2,055	3,667	2,049	4,514	1,511	(584)	(1,659)	128	(337)	(5,967)	(3,854)	(1,293)
16	Net Change in Current Liabilities	2,239	(11,472)	4,159	4,427	(4,001)	(1,920)	3,856	(5,637)	2,942	6,190	3,673	1,537	5,993
17	Pension Contribution	(5,000)	-	-	-	-	-	-	-	-	-	-	-	(5,000)
18	AFUDC - Equity	(45)	(95)	(155)	(226)	(309)	(403)	(497)	(590)	(690)	(790)	(890)	(971)	(5,661)
19	Tax Deferrals & Credits	1,759	888	(538)	(286)	(459)	50	(351)	(505)	(11)	(223)	(585)	470	209
20	Deferred Debits & Non Current Liab.	(619)	3,755	2,936	2,627	1,612	575	(540)	1,032	2,365	1,537	730	(899)	15,111
21	Depreciation & Amortization (Net)	4,391	4,393	4,395	4,402	4,403	4,405	4,417	4,423	4,426	4,384	4,389	4,391	52,819
22	Total Cash From Operations	5,291	3,684	17,776	14,832	8,602	7,462	10,911	2,136	13,754	14,688	7,076	7,219	113,431
23	Long Term Debt Financing	0	0	0	0	0	0	0	0	0	0	0	0	0
24	Equity Financing	0	0	0	0	0	17,350	7,500	0	0	0	0	0	24,850
25	Short Term Debt Financing	14,641	2,778	822	(6,050)	6,492	801	(2,639)	12,686	10,409	305	3,131	11,666	55,042
26	Total Cash Receipts	\$19,932	\$6,462	\$18,598	\$8,782	\$15,094	\$25,613	\$15,772	\$14,822	\$24,163	\$14,993	\$10,207	\$18,885	\$193,323
27														
28	Cash Balance at End of Month	(\$1,276)	(\$866)	(\$1,076)	(\$279)	\$1,291	\$1,541	\$3,400	\$1,703	\$1,515	\$1,308	\$1,607	\$2,231	
29	Short-Term Debt Outstanding	\$14,641	\$17,419	\$18,241	\$12,191	\$18,683	\$19,484	\$16,845	\$29,531	\$39,940	\$40,245	\$43,376	\$55,042	

OTTER TAIL POWER COMPANY
2015 Sources and Uses of Cash

Dollars in Thousands

2015 Sources of Cash		2015 Uses of Cash		
1	Capacity of Revolving Credit Facilities	\$170,000	Current Short-Term Borrowings	\$21,006
2	2015 Depreciation	43,476	Contribution to Pension Plan	10,000
3	2015 Net Income	48,370	2015 Debt Maturities	0
4	Proceeds from Issuance of LT Debt	0	Debt Issuance Expense	159
5	Equity Contributions from Parent	43,728		
6	Working Capital and Other Changes	23,699	2015 Capital Expenditures	134,015
7	Cash on Hand Beginning of Year	2,927	2015 Common Dividends	36,951
8	<u>Total 2015 Sources of Cash</u>	<u>\$332,200</u>	<u>Total 2015 Uses of Cash</u>	<u>\$202,131</u>

2015 Liquidity Cushion: \$130 Million

OTTER TAIL POWER COMPANY
2016 Estimated Sources and Uses of Cash

Dollars in Thousands

2016 Estimated Sources of Cash			2016 Estimated Uses of Cash		
1	Capacity of Revolving Credit Facilities	\$170,000	Current Short-Term Borrowings	\$34,036	
2	2016 Depreciation	52,819	Contribution to Pension Plan	5,000	
3	2016 Net Income	51,253	2016 Debt Maturities	0	
4	Proceeds from Issuance of LT Debt	0	Debt Issuance Expense	445	
5	Equity Contributions from Parent	24,850			
6	Working Capital and Other Changes	14,359	2016 Capital Expenditures	157,416	
7	Cash on Hand Beginning of Year	1,880	2016 Common Dividends	39,410	
8	<u>Total 2016 Sources of Cash</u>	<u>\$315,161</u>	<u>Total 2016 Uses of Cash</u>	<u>\$236,307</u>	

2016 Liquidity Cushion: \$79 Million

Otter Tail Power Company
Capital Expenditures Projected by Category

Projected as of December 31, 2015					
	2016	2017	2018	2019	2020
ENERGY SUPPLY					
General Equipment Replacement	12,767,400	4,690,100	8,439,200	12,102,800	7,128,800
Wind Generation	1,600,000	1,900,000	118,500,000	1,800,000	2,000,000
Solar Project				56,000,000	
Big Stone AQCS (1)	1,045,600	19,000			
Gas Plant (Replace Hoot Lake in 2020)	1,123,800	1,212,700	25,575,100	55,688,900	78,641,400
Total Energy Supply	16,536,800	7,821,800	152,514,300	125,591,700	87,770,200
TRANSMISSION					
General Equipment Replacement	9,899,400	9,705,900	6,265,400	2,630,400	3,540,500
CapEx2020 Projects	20,800	0	0	0	0
Big-Stone Area Transmission	90,730,300	82,805,500	38,753,200	393,300	
NERC Compliance - line clearance	3,456,600	0	0	0	0
Other Large Transmission Projects	9,983,500	4,664,900	23,442,200	1,690,000	3,340,000
Total Transmission	114,090,600	97,176,300	68,460,800	4,713,700	6,880,500
DISTRIBUTION					
General Equipment Replacement	15,450,000	18,345,700	18,736,100	21,929,200	25,021,100
Automated Metering ("AMI")				7,300,000	7,300,000
Total Distribution	15,450,000	18,345,700	18,736,100	29,229,200	32,321,100
GENERAL					
General	5,598,900	10,178,600	10,680,300	9,300,000	11,504,600
Customer Information System	5,455,800	6,348,500	3,068,500		
Intangible	283,500	200,000			
Total General	11,338,200	16,727,100	13,748,800	9,300,000	11,504,600
Total Projected Capital Expenditure	157,415,600	140,070,900	253,460,000	168,834,600	138,476,400

(1) AQCS project is the Air Quality Control System being added to Big Stone plant to comply with BART

OTTER TAIL POWER COMPANY
RECONCILIATION BETWEEN 2015 CAPITAL EXPENDITURES
BUDGETED COMPARED WITH ACTUAL
(\$ in Thousands)

	Dec. 31, 2015 Cap. Ex. Budget	Actual Cap. Ex. Dec. 31, 2015	Deviations
Generation (1)	\$ 15,224	\$ 19,077	\$ 3,853
Transmission	19,185	18,781	(404)
Distribution	16,152	16,984	832
General (2)	6,263	4,831	(1,432)
CAPX2020	6,838	5,842	(996)
Big Stone Area Transmission (3)	31,008	24,788	(6,220)
Big Stone AQCS (4)	53,026	49,481	(3,545)
Total Capital Spending	<u>\$ 147,696</u>	<u>\$ 139,784</u>	<u>\$ (7,912)</u>

- (1) Additional costs associated with OTP's Hoot Lake generating station for landfill capping and VIC ash removal, along with unplanned costs associated with the boiler refractory and blading repair on the rotor at OTP's Big Stone generating station.
- (2) Work flow software was postponed into 2016 and contingencies budgeted in the General category were not needed.
- (3) Timing of easement payments not incurred in 2015 but will likely happen in 2016, offset by fewer structures and associated foundations needed than planned which will also have a favorable impact to 2016's capital budget.
- (4) Contingencies built into the 2015 capital spend for project risks were not needed.

Report of Use of Multi-Year Credit Facility

This report is provided in compliance with the Commission Order dated July 10, 2015, Docket No. E-017/S-15-411 wherein the Commission granted OTP a variance allowing it to use its multi-year credit facility as short term debt. In doing so the Commission directed OTP to report on its use of the multi-year credit facility, including (a) how often it is used, (b) the amount used, (c) rates and financing costs, and (d) the intended use of the funds. This Attachment 11 reports this information for the year ending December 31, 2015.

On October 29, 2015, OTP's \$170 million Credit Agreement was amended to extend its expiration date by one year from October 29, 2019 to October 29, 2020. OTP draws on this credit facility to support working capital needs and other capital requirements of its operations, including letters of credit in an aggregate amount not to exceed \$50 million outstanding at any point in time.

As shown on Attachment 11, the credit facility is utilized every month with the average borrowing being just under \$8 million per month. Borrowings under this credit facility bear interest at LIBOR plus 1.25% subject to adjustment based on the ratings of OTP's senior unsecured debt.

Direct Borrowings Under Multi-Year Credit Facilities

	Credit Facility	Average borrowing	Borrowing Rate	Interest Expense	Usage Fees	Admin Agency Fees	Amortization of Issuance Costs	Total Fees and Interest
2015								
January	\$170,000,000	\$2,448,758	1.41901%	\$2,992	\$25,534		\$6,557	\$35,083
February	\$170,000,000	9,112,371	1.42262%	10,083	22,713		13,041	45,837
March	\$170,000,000	11,566,643	1.42491%	14,192	24,678		13,041	51,911
April	\$170,000,000	6,219,180	1.42965%	7,409	24,525		13,041	44,975
May	\$170,000,000	3,903,948	1.43482%	4,823	25,534		13,041	43,398
June	\$170,000,000	3,896,083	1.43624%	4,663	24,728		13,041	42,432
July	\$170,000,000	3,361,820	1.43834%	4,164	25,571		13,041	42,776
August	\$170,000,000	9,421,013	1.44659%	11,735	25,207		13,041	49,983
September	\$170,000,000	11,129,559	1.45162%	13,463	23,337		13,041	49,841
October	\$170,000,000	8,816,609	1.44828%	10,995	24,989	25,000	13,041	74,025
November	\$170,000,000	5,233,123	1.46507%	6,389	24,748		13,116	44,253
December	\$170,000,000	19,356,965	1.53076%	25,515	23,366		13,116	61,997
2015 Cost				\$116,423	\$294,930	\$25,000	\$150,158	\$586,511
							As a % of Credit Facility	0.345%

CERTIFICATE OF SERVICE

**RE: In the Matter of the Petition of Otter Tail Power Company for Approval of
2016 Capital Structure and Permission to Issue Securities
MPUC Docket No. E017/S-16-____**

I, Nancy L. Olson, hereby certify that I have this day served a copy of the following, or a summary thereof, on Daniel P. Wolf and Sharon Ferguson by e-filing, and to all other persons on the attached service list by electronic service or by First Class mail.

**Otter Tail Power Company
2016 Capital Structure and Permission to Issue Securities**

Dated this **29th** day of **April 2016**.

/S/ NANCY L. OLSON

Nancy L. Olson Regulatory Filing Coordinator
Otter Tail Power Company
215 South Cascade Street
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(218) 739-8376

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