

**AMENDMENT NO. 1**  
**To**  
**MEMORANDUM OF UNDERSTANDING**  
**THOMPSON FALLS HYDROELECTRIC PROJECT**

This Amendment No. 1 to Memorandum of Understanding Thompson Falls Hydroelectric Project (“Amendment No.1”) by and between NorthWestern Corporation, a Delaware Corporation, d/b/a NorthWestern Energy (“NorthWestern”); the United States Fish and Wildlife Service (“USFWS”), Montana Fish, Wildlife and Parks (“MFWP”); and the Confederated Salish and Kootenai Tribes of The Flathead Nation (“CSKT”), (collectively the USFWS, MFWP and CSKT are referred to as “TAC Agencies”) provides as follows:

**Recitals**

1. Effective January 15, 2008, PPL Montana, LLC, the owner of the Thompson Falls Hydroelectric Project P-1869 (the “Thompson Falls Hydroelectric Project”) at the time and the TAC Agencies entered into a Memorandum of Understanding - Thompson Falls Hydroelectric Project (“MOU”).
2. On November 18, 2014, NorthWestern acquired ownership of the Thompson Falls Hydroelectric Project from PPL Montana, LLC, succeeding to the rights and assuming the obligations of PPL Montana, LLC arising under the MOU.
3. The parties desire to amend the MOU, as is set forth below.

**Amendment**

For good and valuable consideration the receipt and sufficiency of which is acknowledged by the parties, the parties agree as follows:

1. Effective as of November 18, 2014, NorthWestern and the TAC Agencies confirm and agree that NorthWestern has been a party to and has complied with the terms and conditions of the MOU. NorthWestern and the TAC Agencies agree that NorthWestern is and shall continue to be party to the MOU, as amended by this Amendment No. 1.
2. Section VIII, subsection D shall be amended to read as follows:

D. Term of MOU.

1. Duration. This MOU shall be effective as of January 15, 2008, and shall remain in effect until December 31, 2025.


2. Renewal of the MOU. The MOU may be renewed by mutual consent of NorthWestern and the TAC Agencies, for any subsequent term of NorthWestern’s FERC License for the Thompson Falls Hydroelectric Project.

3. Section IV, subsection Annual payment, first sentence shall be amended to read as follows:

Annual payment. For the purpose of this MOU, NorthWestern Energy will provide \$100,000 annually for five calendar years beginning January 1, 2021 with the starting balance being the carryover of the 2020 TAC Reserve Account balance.

IN WITNESS WHEREOF, this Amendment has been signed on or behalf of each of the Parties as of the date first above written.

NorthWestern Corporation  
A Delaware Corporation  
d/b/a NorthWestern Energy

By: Mary Gail Sullivan 

Its: Director, Environmental & Lands

Date: 12/4/2020

Montana Fish, Wildlife and Parks

By: Eileen Ryce 

Its: Fisheries Division Administrator

Date: 12/3/2020

FWP Legal Review:




United States Fish and Wildlife Service

By: Ben Conard  Ben Conard

Its: Deputy Office Supervisor

Date: 12/01/2020

Confederated Salish and Kootenai Tribes of  
the Flathead Reservation

By: Shelley R. Fyant 

Its: Tribal Council Chairwoman

Date: 11/24/2020