

EXHIBIT 5

November 2, 2015

Kathleen L. Mazure, Esq.
Duncan, Weinberg, Genzer
& Pembroke, P.C.
1615 M St., N.W.
Suite 800
Washington, DC 20036

Re: "Offer of Withdrawal of Intervention"
Docket No. P-5-100
Accession No. 20151022-5037
Accession No. 20151022-5038

Dear Ms. Mazure,

Thank you for your email correspondence of this morning inquiring about whether our prior "Offer of Withdrawal of Intervention," dated October 23, 2015, is still valid, and whether we have added any new conditions to it.

The answer to your questions is a conditional Yes.

In light of events transpiring since the issuance of that offer, said offer now consists of the following conditions set forth below, with respect to which a written Stipulation of Agreement ("Agreement") is required, on behalf of your client(s), from you, in your capacity as Washington, D.C.-based FERC Counsel for the Flathead, Mission and Jocko Irrigation Districts and the Flathead Joint Board of Control of the Flathead, Mission, and Jocko Irrigation Districts, and from Bruce Frederickson, Esq. and Kristin Omvig, Esq., the Montana-based Counsels for the Flathead, Mission and Jocko Irrigation Districts and the Flathead Joint Board of Control of the Flathead, Mission, and Jocko Irrigation Districts:

1. The FJBC, through its abovementioned counsels, agrees not to proceed legally or otherwise, at the state, federal or local levels, against FJBC Board Member-at-Large and Executive Committee Member, Ted Hein with respect to any FERC-related matter before the Board for consideration, particularly, the FERC-related matter(s) previously and/or currently identified and included on today's special meeting agenda, and to ensure that Mr. Hein serves out the remainder of his one-year term (from May 2015 until May 2016) as FJBC Board Member-at-Large and Executive Committee Member, without incident or harassment;

