

June 8, 2015

BY HAND DELIVERY AND ELECTRONIC MAIL

Luly E. Massaro, Commission Clerk
Rhode Island Public Utilities Commission
89 Jefferson Boulevard
Warwick, RI 02888

**RE: Docket 4483 – Wind Energy Development, LLC (WED) and ACP Land, LLC
Petition for Dispute Resolution Relating to Interconnection
National Grid’s Private Letter Ruling Compliance Filing**

Dear Ms. Massaro:

On behalf of The Narragansett Electric Company d/b/a National Grid (the Company), I have enclosed the Company’s confidential draft request for a private letter ruling (PLR) to the Internal revenue Service (IRS) regarding the taxability of a contribution in aid of construction (CIAC) payment for a Rhode Island distributed generation project in conformance with the Rhode Island Public Utilities Commission’s (PUC) Open Meeting decision of May 7, 2015. The Company has developed the attached draft in collaboration with Wind Energy Development, LLC & ACP Land, LLC (WED).

WED has consented to the Company providing this draft version of the PLR to the PUC. However, the Company and WED are still negotiating the final language in the PLR related to certain issues including: (1) possible inclusion in the draft of the procedural history of this dispute at the PUC; (2) whether to include information regarding the right of a party to terminate the interconnection agreement; (3) the definition of “intertie”; (4) possible inclusion of a guidance from the United States Treasury; and (5) the presentation of information regarding past PLRs. The Company will update the PUC by June 22, 2015 regarding the status of these discussions. Please note that the Internal Revenue Service (IRS) has not yet issued a ruling on the request for PLR submitted to the IRS by the Company’s Massachusetts affiliate associated with a distributed generation project proposed to be sited in Massachusetts.

In addition, enclosed is a Motion for Protective Treatment in accordance with Rule 1.2(g) of the PUC’s Rules of Practice and Procedure and R.I. General Laws §§ 38-2-2(4)(B),(K) and (S). The draft PLR is a confidential document. This confidential document has already been provided to WED, and is now being provided to the PUC, and the Rhode Island Division of Public Utilities.

Luly Massaro, Commission Clerk
Docket 4483 - National Grid's Private Letter Ruling Compliance Filing
June 8, 2015
Page 2 of 3

Thank you for your attention to this matter. If you have any questions, please contact me at 781-907-2121.

Very truly yours,



Raquel J. Webster

cc: Docket 4483 Service List
Leo Wold, Esq.
Steve Scialabba, Division

Certificate of Service

I hereby certify that a copy of the cover letter and any materials accompanying this certificate was electronically transmitted to the individuals listed below.

Paper copies of this filing are being hand delivered to the Rhode Island Public Utilities Commission and to the Rhode Island Division of Public Utilities and Carriers.



Joanne M. Scanlon

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Date

**Docket No. 4483 – Wind Energy Development LLC & ACP Land, LLC –
Petition for Dispute Resolution Relating to Interconnection
Service List updated 4/10/15**

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**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
RHODE ISLAND PUBLIC UTILITIES COMMISSION**

In Re: DG Interconnection Dispute Between WED, LLC/ACP, LLC and National Grid)))))	Docket No. 4483
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**MOTION OF NATIONAL GRID FOR PROTECTIVE TREATMENT OF
CONFIDENTIAL INFORMATION**

The Narragansett Electric Company d/b/a National Grid (“National Grid” or the “Company”), respectfully requests that the Rhode Island Public Utilities Commission (PUC) provide confidential treatment and grant protection from public disclosure certain confidential, competitively sensitive, and proprietary information submitted in the above captioned dockets, as permitted by PUC Rule 1.2(g) and R.I.G.L. §§ 38-2-2(4)(B),(K) and (S). National Grid also respectfully requests that, pending entry of that finding, the PUC preliminarily grant National Grid’s request for confidential treatment pursuant to PUC Rule 1.2 (g)(2).

I. BACKGROUND

At an Open Meeting on May 7, 2015, PUC directed the Company to file within thirty days a request for a private letter ruling (PLR) to the Internal revenue Service (IRS) regarding the taxability of a contribution in aid of construction (CIAC) payment for a Rhode Island distributed generation project. This PLR pertains to a distributed generation project of Wind Energy Development, LLC & ACP Land, LLC (WED).

II. LEGAL STANDARD

The PUC's Rule 1.2(g) provides that access to public records shall be granted in accordance with the Access to Public Records Act ("APRA"), R.I.G.L. §38-2-1 *et seq.* Under the APRA, all documents and materials submitted in connection with the transaction of official business by an agency is deemed to be a "public record," unless the information contained in such documents and materials falls within one of the exceptions specifically identified in R.I.G.L. §38-2-2(4). Therefore, to the extent that information provided to the PUC falls within one of the designated exceptions to the public records law, the PUC has the authority under the terms of the APRA to treat such information as confidential and to protect that information from public disclosure.

In that regard, R.I.G.L. § 38-2-2(4) provides that the following types of records shall not be deemed public:

- (B) Trade secrets and commercial or financial information obtained from a person, firm, or corporation which is of a privileged or confidential nature;
- (K) Preliminary drafts, notes, impressions, memoranda, working papers, and work products; provided, however, any documents submitted at a public meeting of a public body shall be deemed public.
- (S) Records, reports, opinions, information, and statements required to be kept confidential by federal law or regulation or state law, or rule of court.

Specifically, in regards to the protection provided in R.I.G.L. § 38-2-2(4)(B) for competitively sensitive information, the Rhode Island Supreme Court has held that this confidential information exemption applies where disclosure of information would likely either (1) impair the Government's ability to obtain necessary information in the future;

or (2) cause substantial harm to the competitive position of a party. Providence Journal Company v. Convention Center Authority, 774 A.2d 40 (R.I. 2001). The first prong of the test is satisfied when information is voluntarily provided to the governmental agency and that information is of a kind that would customarily not be released to the public by the person from whom it was obtained. Providence Journal, 774 A.2d at 47. National Grid meets the second prong of this test as will be explained below.

III. BASIS FOR CONFIDENTIALITY

The Company seeks confidential treatment of the PLR for three reasons. First, the PLR contains confidential information pertaining to distributed generation project of WED. Release of this type of information could be commercially harmful to WED and potentially negatively impact its ability to compete in the renewable energy market against other distribution generation developers. As a result, this PLR should be deemed confidential under R.I.G.L. § 38-2-2(4)(B). Second, the PLR is a draft document. Draft documents are not considered public documents under R.I.G.L. § 38-2-2(4)(K). Third, the IRS gives a PLR confidential treatment. Because a PLR is required to be kept confidential by the IRS, the PLR must be considered confidential by the PUC under R.I.G.L. § 38-2-2(4)(S). For all of the above reasons, the Company treats a PLR as a confidential document which it would ordinarily not make public.

IV. CONCLUSION

Accordingly, the Company respectfully requests that the PUC grant protective treatment to this draft PLR.

WHEREFORE, for the fore going reasons, the Company respectfully requests that the PUC grant its Motion for Protective Treatment.

Respectfully submitted,

NATIONAL GRID

By its attorneys,

A handwritten signature in blue ink, appearing to read "Raquel Webster", is positioned above a horizontal line.

Raquel J. Webster, RI Bar # 9064
National Grid
40 Sylvan Road
Waltham, MA 02451
(781)-907-2121

Dated: June 8, 2015

Draft PLR

REDACTED