

September 8, 2021

VIA ELECTRONIC MAIL

Luly E. Massaro, Division Clerk
Rhode Island Division of Public Utilities and Carriers
89 Jefferson Boulevard
Warwick, RI 02888

RE: Docket D-21-09 – Petition of PPL Corporation, PPL Rhode Island Holdings, LLC, National Grid USA, and The Narragansett Electric Company for Authority to Transfer Ownership of The Narragansett Electric Company to PPL Rhode Island Holdings, LLC and Related Approvals
Responses to Division Advocacy Section Data Requests – Set 6

Dear Ms. Massaro:

On behalf of National Grid USA and The Narragansett Electric Company (together, “National Grid”), enclosed are National Grid’s following responses to the sixth set of data requests issued by the Rhode Island Division of Public Utilities and Carriers (“Division”) Advocacy Section (the “Advocacy Section”) in the above-referenced proceeding; Division 6-1, Division 6-2 and Division 6-3.¹ Please note that because the Advocacy Section issued Division 6-1 as a redacted request to protect confidential information, National Grid has similarly redacted the request within its response to Division 6-1. Lastly, National Grid will file its response to Division 6-4 by or before September 15, 2021, as requested with the Advocacy Section.

Thank you for your attention to this matter. If you have any questions, please contact me at 401-784-7288.

¹ Although this is a Division filing, consistent with Public Utilities Commission’s filing requirements during the COVID-19 emergency period, National Grid is submitting an electronic version of this filing. National Grid will provide the Division Clerk with five hard copies within 24 hours and, if needed, additional hard copies of the enclosures upon request.

Luly E. Massaro, Division Clerk
Docket D-21-09 – Responses to Advocacy Section Data Requests Set 6
September 8, 2021
Page 2 of 2

Very truly yours,



Jennifer Brooks Hutchinson

Enclosures

cc: Docket D-21-09 Service List (electronic only)
John Bell, Division
Leo Wold, Esq.
Christy Hetherington, Esq.
Scott H. Strauss, Esq. (electronic only)
Latif M. Nurani, Esq. (electronic only)
Amber L. Martin Stone, Esq. (electronic only)
Anree G. Little, Esq. (electronic only)

PPL CORPORATION, PPL RHODE ISLAND HOLDINGS, LLC,
NATIONAL GRID USA, and THE NARRAGANSETT ELECTRIC COMPANY

Docket No. D-21-09

National Grid USA and The Narragansett Electric Company's
Responses to Division's Sixth Set of Data Requests

Issued on August 18, 2021

National Grid USA and The Narragansett Electric Company
Division 6-1

Request:



Response:

PPL Corporation and PPL Rhode Island Holdings, LLC have responded to this request in their response to Data Request Division 6-1.

Prepared by or under the supervision of: Pamela Viapiano

PPL CORPORATION, PPL RHODE ISLAND HOLDINGS, LLC,
NATIONAL GRID USA, and THE NARRAGANSETT ELECTRIC COMPANY
Docket No. D-21-09
National Grid USA and The Narragansett Electric Company's
Responses to Division's Sixth Set of Data Requests
Issued on August 18, 2021

National Grid USA and The Narragansett Electric Company
Division 6-2

Request:

Please provide all documents, including any analysis or reports prepared by or for PPL (including by National Grid) that are part of the "due diligence" conducted by PPL related to the purchase of Narragansett. In addition, please specify the time period during which PPL's due diligence concerning the Narragansett purchase was conducted.

Response:

PPL Corporation and PPL Rhode Island Holdings, LLC have responded to this request in their response to Data Request Division 6-2.

PPL CORPORATION, PPL RHODE ISLAND HOLDINGS, LLC,
NATIONAL GRID USA, and THE NARRAGANSETT ELECTRIC COMPANY
Docket No. D-21-09
National Grid USA and The Narragansett Electric Company's
Responses to Division's Sixth Set of Data Requests
Issued on August 18, 2021

National Grid USA and The Narragansett Electric Company
Division 6-3

Request:

Please explain the extent to which PPL has evaluated the need for ring-fencing to protect PPL Rhode Island/Narragansett post-Transaction, and provide any documents related to the consideration of ring-fencing measures related to the Transaction.

Response:

PPL Corporation and PPL Rhode Island Holdings, LLC have responded to this request in their response to Data Request Division 6-3.

September 15, 2021

VIA ELECTRONIC MAIL

Luly E. Massaro, Division Clerk
Rhode Island Division of Public Utilities and Carriers
89 Jefferson Boulevard
Warwick, RI 02888

RE: Docket D-21-09 – Petition of PPL Corporation, PPL Rhode Island Holdings, LLC, National Grid USA, and The Narragansett Electric Company for Authority to Transfer Ownership of The Narragansett Electric Company to PPL Rhode Island Holdings, LLC and Related Approvals
Responses to Division Advocacy Section Data Requests – Set 6

Dear Ms. Massaro:

On behalf of National Grid USA and The Narragansett Electric Company (together, “National Grid”), enclosed is National Grid’s response to data request Division 6-4 in the sixth set of data requests issued by the Rhode Island Division of Public Utilities and Carriers (“Division”) Advocacy Section (the “Advocacy Section”) in the above-referenced proceeding.¹ Please note that because the Advocacy Section issued Division 6-4 as a redacted request to protect confidential information, National Grid has similarly redacted the request within its response to Division 6-4.

This filing also contains a Motion for Protective Treatment of Confidential Information in accordance with 815-RICR-00-00-1.3(D)(3) of the Division’s Rules of Practice and R.I. Gen. Laws §§ 38-2-2(4)(B). National Grid seeks protection from public disclosure of confidential and privileged information contained in the response to Division 6-4 and its attachments. In compliance with Rule 1.3(D)(3), National Grid is providing the Division with one complete, unredacted copy of the confidential response in a sealed envelope marked “**Contains Privileged and Confidential Materials – Do Not Release.**”

This submission completes National Grid’s responses to the Advocacy Section’s sixth set of data requests.

¹ Although this is a Division filing, consistent with Public Utilities Commission’s filing requirements during the COVID-19 emergency period, National Grid is submitting an electronic version of this filing. National Grid will provide the Division Clerk with five hard copies within 24 hours and, if needed, additional hard copies of the enclosures upon request.

Luly E. Massaro, Division Clerk
Docket D-21-09 – Responses to Advocacy Section Data Requests Set 6
September 15, 2021
Page 2 of 2

Thank you for your attention to this matter. If you have any questions, please contact me at 401-784-7288.

Very truly yours,

A handwritten signature in blue ink, reading "Jennifer Brooks Hutchinson", with a long horizontal flourish extending to the right.

Jennifer Brooks Hutchinson

Enclosures

cc: Docket D-21-09 Service List (electronic only)
John Bell, Division
Leo Wold, Esq.
Christy Hetherington, Esq.
Scott H. Strauss, Esq. (electronic only)
Latif M. Nurani, Esq. (electronic only)
Amber L. Martin Stone, Esq. (electronic only)
Anree G. Little, Esq. (electronic only)

STATE OF RHODE ISLAND

DIVISION OF PUBLIC UTILITIES AND CARRIERS

_____))
Petition of PPL Corporations, PPL Rhode)
Island Holdings, LLC, National Grid USA,) Docket No. D-21-09
and The Narragansett Electric Company for)
Authority to Transfer Ownership of the)
Narragansett Electric Company to PPL Rhode)
Island Holdings, LLC)
_____)

MOTION OF NATIONAL GRID USA AND THE NARRAGANSETT ELECTRIC COMPANY FOR PROTECTIVE TREATMENT OF CONFIDENTIAL INFORMATION

National Grid USA and The Narragansett Electric Company (“Narragansett”) (together, “National Grid”) hereby request that the Rhode Island Division of Public Utilities and Carriers (the “Division”) grant protection from public disclosure of certain confidential, competitively sensitive, and proprietary information submitted in their response to Data Request Division 6-4 issued by the Division Advocacy Section (the “Advocacy Section”) in its Sixth Set of Data Requests to Applicants, as permitted by 815-RICR-00-00-1.3(D) (“Rule 1.3(D)”) and 1.21(E) (“Rule 1.21(E)”) and R.I. Gen. Laws § 38-2-2(4)(B). National Grid also hereby requests that, pending entry of that finding, the Division preliminarily grant National Grid’s request for confidential treatment pursuant to Rule 1.3(D)(2).

I. BACKGROUND

On May 4, 2021, PPL Corporation (“PPL”), PPL Rhode Island Holdings, LLC (“PPL Rhode Island”), National Grid USA, and Narragansett submitted their petition in the above-captioned docket seeking approval of PPL Rhode Island’s acquisition of Narragansett from National Grid USA (the “Transaction”). On August 18, 2021, the Advocacy Section served the

parties with the Sixth Set of Data Requests (“Advocacy Section Set 6”). Advocacy Section Set 6 includes Data Request Division 6-4, which the Advocacy Section issued as a confidential request, redacted from the public record (“Confidential Division 6-4”). The basis for the confidentiality of the request itself is that Confidential Division 6-4 derives from, and in part quotes from, Attachment NG-DIV 1-4-2 Confidential, which is an extract of a confidential document provided to the National Grid plc Board of Directors that references the Transaction, and which includes National Grid’s confidential and competitively sensitive internal strategy information. National Grid submitted the referenced Attachment NG-DIV 1-4-2 Confidential as a fully confidential document due to the nature of the information in the document. Similarly, National Grid’s response to Confidential Division 6-4 also includes National Grid’s confidential and competitively sensitive deal strategy information and derives from the confidential information in Attachment NG-DIV 1-4-2 Confidential.

Therefore, National Grid requests that, pursuant to Rule 1.3(D), the Division afford protective treatment to the confidential, proprietary, and competitively sensitive information contained in its response and attachments to Confidential Division 6-4 .

II. LEGAL STANDARD

Rule 1.3(D)(1) of the Division’s Rules of Practice and Procedure provides that access to public records shall be granted in accordance with the Access to Public Records Act (“APRA”), R.I. Gen. Laws § 38-2-1, et seq. Under the APRA, all documents and materials submitted in connection with the transaction of official business by an agency are deemed to be part of the “public record,” unless the information contained in such documents and materials falls within one of the exceptions specifically identified in R.I. Gen. Laws § 38-2-2(4). To the extent that information provided to the Division falls within one of the designated exceptions to the public

records law, the Division has the authority under the terms of the APRA to deem such information as confidential and to protect that information from public disclosure.

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

Trade secrets and commercial or financial information obtained from a person, firm, or corporation which is of a privileged or confidential nature.

The Rhode Island Supreme Court has held that this confidential information exemption applies where the disclosure of information would be likely either (1) to impair the government's ability to obtain necessary information in the future; or (2) to cause substantial harm to the competitive position of the person from whom the information was obtained. Providence Journal v. Convention Ctr. Auth., 774 A.2d 40, 47 (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.

In addition, “[u]pon motion by a party from whom discovery is sought and for good cause shown, the hearing officer may make an order when justice requires to protect the party from unreasonable annoyance, embarrassment, oppression, burden or expense or from disclosure of confidential business and financial information.” Rule 21(E).

III. BASIS FOR CONFIDENTIAL TREATMENT

The information contained in National Grid's response and accompanying attachments to Confidential Division 6-4 should be protected from public disclosure. The information provided in the response and its attachments is confidential and privileged information of the type that National Grid does not ordinarily make public. In particular, the response and attachments to

Confidential Division 6-4 contain confidential, proprietary, and commercially sensitive information related to National Grid's analysis and strategy related to the Transaction. Moreover, the information in the response to Confidential Division 6-4 derives from the confidential information in Attachment NG-DIV 1-4-2 Confidential. If disclosed, the confidential information in the response and its attachments would place National Grid at a competitive disadvantage and would reveal commercially sensitive information not intended for public dissemination and not otherwise publicly disclosed.

Accordingly, National Grid is providing its response and attachments to Confidential Division 6-4 on a voluntary basis to assist the Division with its decision-making in this proceeding, but respectfully requests that the Division provide confidential treatment to the confidential, proprietary, and competitively sensitive information contained therein.

III. CONCLUSION

For the foregoing reasons, National Grid respectfully requests that the Division grant its Motion for Protective Treatment of Confidential Information.

Respectfully submitted,

**NATIONAL GRID USA and
THE NARRAGANSETT ELECTRIC
COMPANY,**

By their attorneys,



Cheryl M. Kimball, Esq.
Robert J. Humm, Esq.
Keegan Werlin LLP
99 High Street, Ste. 2900
Boston, Massachusetts 02110
(617) 951-1400



Jennifer Brooks Hutchinson, Esq.
Senior Counsel
National Grid
280 Melrose Street
Providence, RI 02907
Tel.: (401) 784-7288
Dated: September 15, 2021

National Grid USA and The Narragansett Electric Company
Division 6-4

Request:

[REDACTED]

a.

i.

ii.

iii.

iv.

b.

i.

ii.

iii.

iv.

v.

Response:

a.

i.

PPL CORPORATION, PPL RHODE ISLAND HOLDINGS, LLC,
NATIONAL GRID USA, and THE NARRAGANSETT ELECTRIC COMPANY

Docket No. D-21-09

National Grid USA and The Narragansett Electric Company's
Responses to Division's Sixth Set of Data Requests
Issued on August 18, 2021

- ii. [REDACTED]
- iii. [REDACTED]
- iv. The broadly framed request to produce [REDACTED]
[REDACTED] effectively requests the production of materials not relevant to this request or to the review by the Division of Public Utilities and Carriers ("Division") pursuant to R.I. Gen. Laws §§ 39-2-24 and 39-3-25, thereby imposing an undue burden on National Grid USA. Pursuant to the Hearing Officer's Order in response to the Motion to Intervene, Strike and Recusal, Order No. 24109, the review of PPL Rhode Island Holdings, LLC's acquisition of The Narragansett Electric Company from National Grid USA (the "Transaction") is limited to "confirm[ing] that the 'facilities for furnishing service to the public will not thereby be diminished' and that the sale is 'consistent with the public interest.'" [REDACTED]
[REDACTED]

b.

- i. [REDACTED]
- ii. [REDACTED]
- iii. [REDACTED]
- iv. [REDACTED]

[REDACTED]

PPL CORPORATION, PPL RHODE ISLAND HOLDINGS, LLC,
NATIONAL GRID USA, and THE NARRAGANSETT ELECTRIC COMPANY

Docket No. D-21-09

National Grid USA and The Narragansett Electric Company's
Responses to Division's Sixth Set of Data Requests
Issued on August 18, 2021

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

- v. The broadly framed request to produce [REDACTED] effectively requests the production of materials not relevant to this request or to the review by the Division pursuant to R.I. Gen. Laws §§ 39-2-24 and 39-3-25, thereby imposing an undue burden on National Grid USA. Pursuant to the Hearing Officer's Order in response to the Motion to Intervene, Strike and Recusal, Order No. 24109, the review of the Transaction is limited to "confirm[ing] that the 'facilities for furnishing service to the public will not thereby be diminished' and that the sale is 'consistent with the public interest.'" [REDACTED]