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September 8, 2021

VIA ELECTRONIC MAIL AND HAND DELIVERY

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

Re: 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; Docket No. D-21-09

Dear Ms. Massaro:

Enclosed please find an original and four copies of PPL Corporation (“PPL”) and PPL Rhode Island Holdings, LLC’s (“PPL RI”) Responses and Objections to the Division of Public Utilities and Carriers’ Advocacy Section’s Sixth Set of Data Requests, issued on August 18, 2021 (the “Sixth Set of Data Requests”).

This filing includes PPL and PPL RI’s responses to the Sixth Set of Data Requests 6-1 through 6-3. On September 8, 2021, the Division Advocacy Section granted an extension to September 15, 2021 as to the remaining request.

This filing includes a Motion for Protective Treatment of Confidential Information in accordance with Division Rules of Practice and Procedure 1.3(D)(2) and R.I. Gen. Laws § 38-2-2(4) for the question and response to Request 6-1, and five attachments in response to Request 6-2, which contain confidential and proprietary business information. For the reasons stated in the Motion for Protective Treatment, PPL and PPL RI seek protection from public disclosure for select portions of PPL-DIV 6-1 and Attachments PPL-DIV 6-2-1 through 6-2-5. Accordingly, PPL and PPL RI have provided the Division with an original and two complete, unredacted copies of the confidential documents in a sealed envelope marked “**Contains Privileged and Confidential Information – Do Not Release,**” and have included a slipsheet identifying the confidential attachment for the public filing.

September 8, 2021

Page 2

Thank you for your attention to this matter. Please do not hesitate to contact me should you have any questions.

Very truly yours,



Adam M. Ramos

AMR:cw

Enclosures

cc: Service List D-21-09 (via e-mail only)

Docket No. D-21-09 PPL Corp., PPL RI Holdings, LLC, National Grid USA and The Narragansett Electric Co. (collectively, Applicants) – Petition to Transfer Ownership and Related Approvals

Service List Updated 8/18/2021

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This filing includes PPL and PPL RI’s response to Division 6-4, which is part of the Sixth Set of Data Requests. On September 8, 2021, the Division Advocacy Section granted an extension to September 15, 2021 as to this response. This completes PPL and PPL RI’s responses to the Sixth Set of Data Requests.

This filing includes a Motion for Protective Treatment of Confidential Information in accordance with Division Rules of Practice and Procedure 1.3(D)(2) and R.I. Gen. Laws § 38-2-2(4) seeking confidential treatment for the request Division 6-4 and portions of PPL’s response to that request. Accordingly, PPL and PPL RI have provided the Division with an original and two complete, unredacted copies of the confidential documents in a sealed envelope marked “**Contains Privileged and Confidential Information – Do Not Release,**” and have included a redacted version for public filing.

Thank you for your attention to this matter. Please do not hesitate to contact me should you have any questions.

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Adam M. Ramos

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Enclosures

cc: Service List D-21-09 (via e-mail only)

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Green Energy Consumers Alliance James G. Rhodes Esq. Rhodes Consulting 160 Woonsocket Hill Rd. North Smithfield, RI 02896	james@jrhodeslegal.com ;	401-225-3441

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**In Re: 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**

PPL Corporation (“PPL”) and PPL Rhode Island Holdings, LLC (“PPL RI”) (collectively “PPL”) request that the Division of Public Utilities and Carriers (the “Division”), pursuant to Division Rules of Practice and Procedure 1.3(D)(2) and 1.21(E), 815-RICR-00-00-1 *et seq.*, grant protection from public disclosure to certain confidential and proprietary documents submitted by PPL in response to the Division Advocacy Section’s Sixth Set of Data Requests (“Sixth Data Requests”), dated August 18, 2021.

Specifically, PPL seeks an order from the Division to protect from public disclosure portions of its response in PPL-DIV 6-1 and Attachments PPL-DIV 6-2-1 through 6-2-5 of its response to Division 6-2. PPL requests protective treatment of portions of this one response and the five attachments and seeks a determination that the information contained therein is not a public record, in accordance with R.I. Gen. Laws § 38-2-2(4)(B). PPL also requests that, pending entry of that ruling, the Division preliminarily grant PPL's request for confidential treatment.

I. BACKGROUND

On May 4, 2021, PPL, along with National Grid USA (“National Grid”), and The Narragansett Electric Company (“Narragansett”) (with PPL and PPL RI, collectively, the “Applicants”), filed a petition with the Division for approval of PPL RI’s purchase from National Grid of 100% of the common stock of Narragansett and related approvals.

On August 18, 2021, the Division Advocacy Section served the Sixth Data Requests, consisting of 4 requests. PPL provided responses to the Sixth Data Requests on September 8, 2021. This contemporaneous motion seeks confidential treatment and protection from public disclosure of portions of PPL’s response to data request Division 6-1, and five attachments to PPL’s response to Division 6-2, all of which implicate PPL’s due diligence into its prospective purchase of Narragansett, and are therefore propriety business information of PPL and Narragansett.

II. LEGAL STANDARD

The Access to Public Records Act, R.I. Gen. Laws § 38-2-1 *et seq.* (“APRA”), establishes the proper balance between “public access to public records” and protection “from disclosure [of] information about particular individuals maintained in the files of public bodies when disclosure would constitute an unwarranted invasion of personal privacy.” Gen. Laws § 38-2-1. Per APRA, “all records maintained or kept on file by any public body” are “public records” to which the public has a right of inspection unless a statutory exception applies. *Id.* § 38-2-3.

The definition of “public record” under APRA specifically excludes “trade secrets and commercial or financial information obtained from a person, firm, or corporation that is of a privileged or confidential nature.” *Id.* § 38-2-2(4)(B). The statute provides that such records

“shall not be deemed public.” *Id.* Moreover, Division Rule of Practice and Procedure 1.3(D)(2) states that, “Any party submitting documents to the Division may request a preliminary finding that some or all of the information is exempt from the mandatory public disclosure requirements of the Access to Public Records Act. A preliminary finding that some documents are privileged shall not preclude the Division from releasing those documents pursuant to public request in accordance with R.I. Gen. Laws § 32-2-1 *et seq.*”

The Rhode Island Supreme Court has held that when documents fall within a specific APRA exemption, they “are not considered to be public records,” and “the act does not apply to them.” *Providence Journal Co. v. Kane*, 577 A.2d 661, 663 (R.I. 1990). Further, the court has held that the exemption for “financial or commercial information” under APRA includes information “whose disclosure would be likely . . . to cause substantial harm to the competitive position of the person from whom the information was obtained.” *Providence Journal Co. v. Convention Ctr. Auth.*, 774 A.2d 40, 47 (R.I. 2001).

III. BASIS FOR CONFIDENTIALITY

By this motion, PPL seeks confidential treatment for portions of PPL-DIV 6-1, and Attachments PPL-DIV 6-2-1 through 6-2-5 to its response to Division 6-2. Both the question and response to PPL-DIV 6-1 specifically reference PPL’s confidential document PPL-DIV 1-36-1, which is part of PPL’s due diligence materials for the potential purchase of Narragansett, and was covered by a prior motion for protective treatment. The five attachments to PPL-DIV 6-2 consist of additional PPL due diligence materials related to its prospective acquisition of Narragansett. Specifically, Attachment PPL-DIV 6-2-1 is a due diligence memorandum, PPL-DIV 6-2-2 is a due diligence summary for communications, PPL-DIV 6-2-3 is an electric

operations assessment, PPL-DIV 6-2-4 is a due diligence assessment related to supply chain, and PPL-DIV 6-2-5 is a due diligence status review of gas operations.

The response and attachments implicate confidential and proprietary business information of both PPL and Narragansett. The information contained in the response to Division 6-1, and the five attachments to Division 6-2, includes specific commercial information on Narragansett's business operations, and specifically its gas and electric operations, gathered by PPL during the due diligence process. Since these materials are internal reference documents or summaries, they also contain PPL's internal impressions and assessments of the information for purposes of evaluating the potential transaction, including how Narragansett's operations relate to PPL's business, thereby implicating PPL's commercially sensitive business information. The information contained in these documents is not otherwise available to the public, and its disclosure would harm the business operations of both companies.

PPL treats this information as confidential and commercially sensitive. Disclosing this proprietary business information as part of the Division's Application review process would "constitute an unwarranted invasion of personal privacy" and could "cause substantial harm" to PPL and Narragansett's "competitive position." *See* Gen. Laws § 38-2-1; *Convention Ctr. Auth.*, 774 A.2d at 47. Accordingly, PPL-DIV 6-1, and PPL-DIV 6-2-1 through PPL-DIV 6-2-5 contain "commercial or financial information" to which the APRA public disclosure requirements do not apply. *See* Gen. Laws § 38-2-2(4)(B); *Kane*, 577 A.2d at 663.

PPL therefore respectfully requests that the Division grant protective treatment to the requested portions of PPL-DIV 6-1 and to Attachments PPL-DIV 6-2-1 through 6-2-5 and take the following actions to preserve their confidentiality: (1) maintain PPL-DIV 6-1 and Attachments PPL-DIV 6-2-1 through 6-2-5 as confidential indefinitely; (2) not place PPL-DIV

6-1 and Attachments PPL-DIV 6-2-1 through 6-2-5 on the public docket; (3) disclose PPL-DIV 6-1 and Attachments PPL-DIV 6-2-1 through 6-2-5 only to the Division, its attorneys, and staff as necessary to review the Applicants' application; and (4) pending entry of a final ruling on this motion, preliminarily grant PPL's request for confidential treatment.

WHEREFORE, PPL Corporation and PPL Rhode Island Holdings, LLC respectfully request that the Division grant their Motion for Protective Treatment.

Date: September 8, 2021

Respectfully submitted,

PPL Corporation and PPL Rhode Island
Holdings, LLC
By its attorneys,



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Adam Ramos (#7591)
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CERTIFICATE OF SERVICE

I hereby certify that on September 8, 2021, I sent a copy of the foregoing to the Service List by electronic mail.

/s/ Adam M. Ramos

In Re: Petition of PPL Corporation, PPL) Docket No. 2021-09
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)

PPL Corporation (“PPL”) and PPL Rhode Island Holdings, LLC (“PPL RI”) (collectively “PPL”) request that the Division of Public Utilities and Carriers (the “Division”), pursuant to Division Rules of Practice and Procedure 1.3(D)(2) and 1.21(E), 815-RICR-00-00-1 *et seq.*, grant protection from public disclosure to certain confidential and proprietary documents submitted by PPL in response to the Division Advocacy Section’s Sixth Set of Data Requests (“Sixth Data Requests”), dated August 18, 2021.

Specifically, PPL seeks an order from the Division to protect from public disclosure the entirety of data request Division 6-4, and a portion of the response to that request. PPL requests protective treatment of the entirety of this one request and seeks a determination that the information contained therein is not a public record, in accordance with R.I. Gen. Laws § 38-2-2(4)(B). PPL also requests that, pending entry of that ruling, the Division preliminarily grant PPL's request for confidential treatment.

I. BACKGROUND

On May 4, 2021, PPL, along with National Grid USA (“National Grid”), and The Narragansett Electric Company (“Narragansett”) (with PPL and PPL RI, collectively, the “Applicants”), filed a petition with the Division for approval of PPL RI’s purchase from National Grid of 100% of the common stock of Narragansett and related approvals.

On August 18, 2021, the Division Advocacy Section served the Sixth Data Requests, consisting of 4 requests. PPL provided three responses to the Sixth Data Requests on September 8, 2021. Pursuant to an extension granted by the Division, PPL produced its response to the fourth and final request, Division 6-4, on September 15, 2021. This contemporaneous motion seeks confidential treatment and protection from public disclosure of the entirety of data request Division 6-4 and a portion of PPL’s response, which implicates National Grid’s confidential and competitively sensitive internal strategy information.

II. LEGAL STANDARD

The Access to Public Records Act, R.I. Gen. Laws § 38-2-1 *et seq.* (“APRA”), establishes the proper balance between “public access to public records” and protection “from disclosure [of] information about particular individuals maintained in the files of public bodies when disclosure would constitute an unwarranted invasion of personal privacy.” Gen. Laws § 38-2-1. Per APRA, “all records maintained or kept on file by any public body” are “public records” to which the public has a right of inspection unless a statutory exception applies. *Id.* § 38-2-3.

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“shall not be deemed public.” *Id.* Moreover, Division Rule of Practice and Procedure 1.3(D)(2) states that, “Any party submitting documents to the Division may request a preliminary finding that some or all of the information is exempt from the mandatory public disclosure requirements of the Access to Public Records Act. A preliminary finding that some documents are privileged shall not preclude the Division from releasing those documents pursuant to public request in accordance with R.I. Gen. Laws § 32-2-1 *et seq.*”

The Rhode Island Supreme Court has held that when documents fall within a specific APRA exemption, they “are not considered to be public records,” and “the act does not apply to them.” *Providence Journal Co. v. Kane*, 577 A.2d 661, 663 (R.I. 1990). Further, the court has held that the exemption for “financial or commercial information” under APRA includes information “whose disclosure would be likely . . . to cause substantial harm to the competitive position of the person from whom the information was obtained.” *Providence Journal Co. v. Convention Ctr. Auth.*, 774 A.2d 40, 47 (R.I. 2001).

III. BASIS FOR CONFIDENTIALITY

By this motion, PPL seeks confidential treatment for request Division 6-4 and a portion of PPL’s response to the request. The request itself specifically references National Grid’s confidential document NG-DIV 1-4-2 CONFIDENTIAL, which was designated Confidential by National Grid when submitted on July 2, 2021, and was also the subject of a Motion for Protective Treatment of the same date.

Request Division 6-4 quotes directly from NG-DIV 1-4-2 and asks questions directly related to the information contained in that document. The redacted portions of PPL’s response quote directly from portions of that confidential document. NG-DIV 1-4-2 contains National Grid’s confidential and competitively sensitive internal strategy information, as discussed in

further detail in National Grid's July 2, 2021 Motion for Protective Treatment of Confidential Information. Disclosure of that request would therefore disclose National Grid's Confidential Information. The Division Advocacy Section recognized the confidential nature of the information contained with data request Division 6-4 and redacted the entirety of the request when it served the Sixth Data Requests on the parties.

Further, National Grid treats this information as confidential and commercially sensitive. Disclosing this proprietary business information as part of the Division's Application review process could "cause substantial harm" to National Grid's "competitive position." *See* Gen. Laws § 38-2-1; *Convention Ctr. Auth.*, 774 A.2d at 47. Accordingly, data request Division 6-4 contains "commercial or financial information" to which the APRA public disclosure requirements do not apply. *See* Gen. Laws § 38-2-2(4)(B); *Kane*, 577 A.2d at 663.

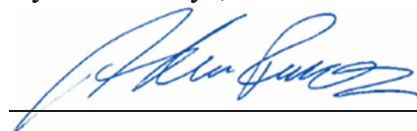
PPL therefore respectfully requests that the Division grant protective treatment to data request Division 6-4 and take the following actions to preserve its confidentiality: (1) maintain data request Division 6-4 as confidential indefinitely; (2) not place data request Division 6-4 on the public docket; (3) disclose data request Division 6-4 only to the Division, its attorneys, and staff as necessary to review the Applicants' application; and (4) pending entry of a final ruling on this motion, preliminarily grant PPL's request for confidential treatment.

WHEREFORE, PPL Corporation and PPL Rhode Island Holdings, LLC respectfully request that the Division grant their Motion for Protective Treatment.

Date: September 15, 2021

Respectfully submitted,

PPL Corporation and PPL Rhode Island
Holdings, LLC
By its attorneys,



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Adam Ramos (#7591)
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CERTIFICATE OF SERVICE

I hereby certify that on September 15, 2021, I sent a copy of the foregoing to the Service List by electronic mail.

/s/ Adam M. Ramos

61271949

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

Docket No. D-21-09

PPL Corporation and PPL Rhode Island Holdings, LLC's
Responses to Division's Sixth Set of Data Requests

Issued on August 18, 2021

REDACTED

Division 6-1

Request:

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

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

Docket No. D-21-09

PPL Corporation and PPL Rhode Island Holdings, LLC's
Responses to Division's Sixth Set of Data Requests

Issued on August 18, 2021

█ [REDACTED]

█ [REDACTED]

Response

- a. This document was prepared during the due diligence process in the February – March 2021 timeframe by David Bonenberger, who at that time was the Vice President-Transmission & Substations for PPL Electric Utilities.
- b. As of the date of the announcement of the Transaction, PPL had limited experience with the ISO-NE but was generally familiar with ISO processes, including committee structures and stakeholder issues from PPL Electric Utilities Corporation's ("PPL Electric") decades of experience in PJM. Since the announcement of the Transaction, PPL personnel have had numerous discussions with ISO-NE personnel regarding tariff administration, generator interconnections, transmission planning, transmission operations, and NERC registrations.

█ [REDACTED]

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

Docket No. D-21-09

PPL Corporation and PPL Rhode Island Holdings, LLC's
Responses to Division's Sixth Set of Data Requests

Issued on August 18, 2021

[REDACTED]

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[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

¹ See London Economics International, *Repowering America: Transmission Investment for Economic Stimulus and Climate Change* (May 2021, <https://wiresgroup.com/repowering-america-transmission-investment-for-economic-stimulus-and-climate-change/>); Center on Global Energy Policy and the Institute for Policy Integrity, *Building a New Grid Without New Legislation: A Path to Revitalizing Federal Transmission Authorities* (December 2020, <https://wiresgroup.com/building-a-new-grid-without-new-legislation-a-path-to-revitalizing-federal-transmission-authorities/>); Princeton University, *Net-Zero America: Potential Pathways, Infrastructure, and Impacts* (December 2020, <https://wiresgroup.com/net-zero-america-potential-pathways-infrastructure-and-impacts/>); Americans for a Clean Energy Grid, *Macro Grids in the Mainstream: An International Survey of Plans and Progress* (November 2020, <https://wiresgroup.com/macro-grids-in-the-mainstream-an-international-survey-of-plans-and-progress/>); Americans for a Clean Energy Grid, *Consumer, Employment, and Environmental Benefits of Electricity Transmission Expansion in the Eastern U.S.* (October 2020, <https://cleanenergygrid.org/wp-content/uploads/2020/11/Consumer-Employment-and-Environmental-Benefits-of-Transmission-Expansion-in-the-Eastern-U.S.pdf>); National Renewable Energy Laboratory, *The Value of Increased HVDC Capacity Between Eastern and Western U.S. Grids: The Interconnections Seam Study* (preprint) (October 2020, <https://www.nrel.gov/analysis/seams.html>); American Society of Civil Engineers, *Failure to Act: Electric Infrastructure Investment Gaps in a Rapidly Changing Environment* (September 2020, <https://wiresgroup.com/failure-to-act-electric-infrastructure-investment-gaps-in-a-rapidly-changing-environment/>); ScottMadden, Inc., *Informing the Transmission Discussion* (January 2020, <https://wiresgroup.com/informing-the-transmission-discussion/>); American Wind Energy Association, *Grid Vision: The Electric Highway to a 21st Century Economy* (May 2019, <https://www.ourenergypolicy.org/resources/grid-vision-the-electric-highway-to-a-21st-century-economy/>); and The Brattle Group, *The Coming Electrification of the North American Economy: Why We Need A Robust Transmission Grid* (March 2019, <https://wiresgroup.com/the-coming-electrification-of-the-north-american-economy/>).

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

Docket No. D-21-09

PPL Corporation and PPL Rhode Island Holdings, LLC's
Responses to Division's Sixth Set of Data Requests

Issued on August 18, 2021

[REDACTED]

[REDACTED]

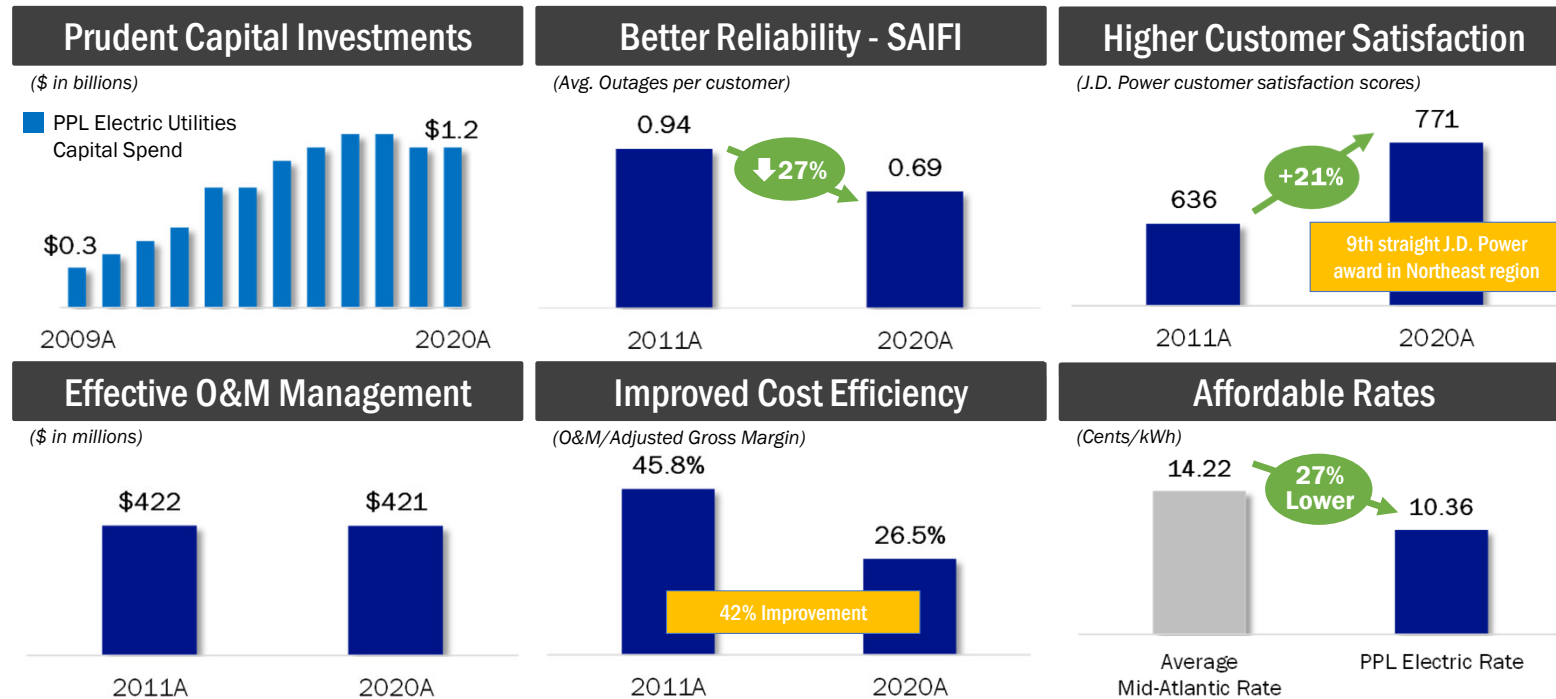
- i. PPL did not perform any studies for ownership of or investment in offshore wind. Rather, this comment was in reference to the offshore wind being developed off the coast of Rhode Island, and the infrastructure investments that will be needed to integrate offshore wind generation with the grid.

[REDACTED]

[REDACTED]

SUPERIOR TRACK RECORD TO DRIVE VALUE

Prudent investments and operational efficiency lead to strong reliability and premier customer satisfaction.



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Docket No. D-21-09

PPL Corporation and PPL Rhode Island Holdings, LLC's

Responses to Division's Sixth Set of Data Requests

Issued on August 18, 2021

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 and PPL RI object to this request on the grounds that it is overly broad, unduly burdensome, and seeks information that is irrelevant to the considerations in this proceeding for the approval of the Transaction. PPL and PPL RI also object to this request on the grounds that it seeks attorney-client privileged information that is not the proper subject of discovery.

First, this request is overly broad and seeks irrelevant information that exceeds the scope of this proceeding. As the Hearing Officer explained in his Order (In response to 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.'" As the Hearing Officer explained, the Division determines the first prong by considering PPL's "experience and financial strength" and evaluates determines the second prong by finding whether the Transaction will "unfavorably impact the general public (including ratepayers)." Reviewing all the documents and information that PPL reviewed when evaluating whether to purchase Narragansett will not inform the analysis of whether the Transaction meets the standard. Rather, most, and perhaps all, of the requested documents and information would provide information about PPL's evaluation of the potential Transaction and strategic, decision-making processes, which have no bearing on the Division's consideration of whether the Transaction meets the statutory standard for approval.

Second, this request is unduly burdensome because PPL reviewed and considered thousands of documents and other information as part of its due diligence related to the purchase of Narragansett, most of which contain, or consist entirely of, confidential information of National Grid USA and Narragansett. The work to re-evaluate each of the documents and other pieces of information National Grid USA provided to PPL as part of the due diligence process to: (1) identify any documents and information relevant to the question of whether (a) PPL's experience in operating electric and gas utilities, (b) PPL's financial strength, and/or (c) the Transaction with unfavorably impact the general public (including ratepayers); (2) assess whether any responsive documents or information contain confidential information; (3) assess whether any responsive documents or information contain privileged information; and (4) prepare confidential and public

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

Docket No. D-21-09

PPL Corporation and PPL Rhode Island Holdings, LLC's
Responses to Division's Sixth Set of Data Requests
Issued on August 18, 2021

versions of any responsive documents or information would require an unreasonable expenditure of time and resources.

Third, several documents that would otherwise be responsive to this request are memoranda and communications prepared by legal counsel to PPL for the purpose of providing legal advice to PPL related to the transaction. Specifically, the law firms of Skadden, Arps, Slate, Meagher & Flom, LLP and Hinckley, Allen, & Snyder, LLP prepared multiple memoranda to PPL on a variety of legal issues as part of the due diligence PPL conducted related to the purchase of Narragansett. These memoranda are protected by the attorney-client privilege and are not the proper subject of discovery.

Subject to and without waiving these objections, and taking into consideration the Division Advocacy Section's June 22, 2021 letter, in which it agreed that Applicants should "use sound judgment and the rule of reason in crafting responses and providing responsive documents" while "consider[ing] the Advocacy Section's goal of protecting ratepayers when determining scope and relevancy[,]" PPL and PPL RI provide the following response:

The time period in which PPL conducted its due diligence concerning the Narragansett purchase initially was from June of 2020 through July of 2020, and then from November of 2020 through March of 2021. Additionally, PPL and PPL RI refer to Attachment PPL-DIV 1-36-1 Confidential, and the following additional attachments:

- Attachment PPL-DIV 6-2-1 Confidential, which is a due diligence memorandum;
- Attachment PPL-DIV 6-2-2 Confidential, which is a due diligence summary for communications;
- Attachment PPL-DIV 6-2-3 Confidential, which is an electric operations assessment;
- Attachment PPL-DIV 6-2-4 Confidential, which is a due diligence assessment related to supply chain; and
- Attachment PPL-DIV 6-2-5 Confidential, which is a due diligence status review of gas operations.

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

Docket No. D-21-09

PPL Corporation and PPL Rhode Island Holdings, LLC's

Responses to Division's Sixth Set of Data Requests

Issued on August 18, 2021

Attachments PPL-DIV 6-2-1 to 6-2-5

Confidential Attachments PPL-DIV 6-2-1 to 6-2-5 contain confidential information. PPL and PPL RI have requested protective treatment of these confidential attachments in their entirety.

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

Docket No. D-21-09

PPL Corporation and PPL Rhode Island Holdings, LLC's

Responses to Division's Sixth Set of Data Requests

Issued on August 18, 2021

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 has evaluated the need for ring-fencing to protect PPL Rhode Island/Narragansett post-Transaction that included the following considerations. First, PPL is a financially strong company with a market capitalization of approximately \$22 billion as of June 30, 2021. Second, PPL's earnings are almost entirely derived from its regulated utility operations. Third, PPL has strong investment grade credit ratings that should benefit Narragansett; PPL expects Narragansett's overall credit rating profile will be stronger under PPL's ownership based on PPL and National Grid USA's respective current and expected credit ratings. Please see Attachments PPL-DIV 1-11-1 through PPL-DIV 1-11-16 and Attachments NG-DIV 1-11-1 through NG-DIV 1-11-5.

Based on these considerations, PPL has identified certain financial protections to ensure the financial stability of Narragansett and the reliability of its service in the event PPL or any of its affiliates face financial or other difficulties in the future. First, PPL plans to have Narragansett continue to issue its own long-term debt to finance its operations. Second, Narragansett has no plans to guarantee the credit of any PPL affiliates and will not do so at any point in the future without first obtaining regulatory approval. Third, neither PPL nor any of its affiliates plan to borrow or issue any security or incur any debt that pledges any assets of Narragansett, and they will not do so at any point in the future without first obtaining regulatory approval. These measures are consistent with measures currently in place for PPL's existing regulated utilities. In addition, PPL's financial strength and these protective measures insulate Narragansett against financial risk at least as much as the existing ownership and financial structure under National Grid. PPL, therefore, believes that the above-mentioned conditions provide sufficient ring-fencing to protect the financial health of Narragansett.

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

Docket No. D-21-09

PPL Corporation and PPL Rhode Island Holdings, LLC's
Responses to Division's Sixth Set of Data Requests
Issued on August 18, 2021

REDACTED

Division 6-4

Request:

CONFIDENTIAL REQUEST

START PRIVILEGED INFORMATION

DIV-6-4.

[REDACTED]

END PRIVILEGED INFORMATION

Response:

- a.
 - i. PPL and PPL RI refer to the response of National Grid USA and The Narragansett Electric Company to data request Division 6-4 a(i).

PPL CORPORATION, PPL RHODE ISLAND HOLDINGS, LLC,
NATIONAL GRID USA, and THE NARRAGANSETT ELECTRIC COMPANY
Docket No. D-21-09
PPL Corporation and PPL Rhode Island Holdings, LLC's
Responses to Division's Sixth Set of Data Requests
Issued on August 18, 2021

- ii. PPL and PPL RI refer to the response of National Grid USA and The Narragansett Electric Company to data request Division 6-4 a(ii).
- iii. PPL and PPL RI refer to the response of National Grid USA and The Narragansett Electric Company to data request Division 6-4 a(iii).
- iv. PPL and PPL RI object to this request on the grounds that it is overly broad, unduly burdensome, and seeks information that is irrelevant to the considerations in this proceeding for the approval of the Transaction. PPL and PPL RI also object to this request on the grounds that it seeks attorney-client privileged information that is not the proper subject of discovery.

This request is overly broad and seeks irrelevant information that exceeds the scope of this proceeding, and places an undue burden on PPL. As the Hearing Officer explained in his Order (In response to 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.’” As the Hearing Officer explained, the Division determines the first prong by considering PPL’s “experience and financial strength” and evaluates determines the second prong by finding whether the Transaction will “unfavorably impact the general public (including ratepayers).” Review of [REDACTED]

[REDACTED] to identify and produce [REDACTED]
[REDACTED] would be unduly burdensome and would result in producing materials not relevant to this request or to the Division of Public Utilities and Carriers’ (“Division”) review pursuant to R.I. Gen. Laws §§ 39-2-24 and 39-3-25.

b.

- i. PPL and PPL RI refer to the response of National Grid USA and The Narragansett Electric Company to data request Division 6-4 b(i).
- ii. PPL and PPL RI refer to the response of National Grid USA and The Narragansett Electric Company to data request Division 6-4 b(ii).
- iii. PPL and PPL RI refer to the response of National Grid USA and The Narragansett Electric Company to data request Division 6-4 b(iii).

PPL CORPORATION, PPL RHODE ISLAND HOLDINGS, LLC,
NATIONAL GRID USA, and THE NARRAGANSETT ELECTRIC COMPANY
Docket No. D-21-09
PPL Corporation and PPL Rhode Island Holdings, LLC's
Responses to Division's Sixth Set of Data Requests
Issued on August 18, 2021

- iv. PPL and PPL RI refer to the response of National Grid USA and The Narragansett Electric Company to data request Division 6-4 b(iv).
- v. PPL and PPL RI object to this request on the grounds that it is overly broad, unduly burdensome, and seeks information that is irrelevant to the considerations in this proceeding for the approval of the Transaction.

This request is overly broad and seeks irrelevant information that exceeds the scope of this proceeding, and places an undue burden on PPL. As the Hearing Officer explained in his Order (In response to 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.’” As the Hearing Officer explained, the Division determines the first prong by considering PPL’s “experience and financial strength” and evaluates determines the second prong by finding whether the Transaction will “unfavorably impact the general public (including ratepayers).” Review of

[REDACTED] to identify and produce [REDACTED]
[REDACTED] would be unduly burdensome and would result in producing materials not relevant to this request or to the Division’s review pursuant to R.I. Gen. Laws §§ 39-2-24 and 39-3-25.