

**STATE OF RHODE ISLAND
DIVISION OF PUBLIC UTILITIES AND CARRIERS**

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) Docket No. D-21-09
Narragansett Electric Company to PPL)
Rhode Island Holding, LLC and Related)
Approvals)

**JOINT MOTION FOR EXTENSION OF TIME TO FILE DIRECT TESTIMONY OF
THE ATTORNEY GENERAL OF THE STATE OF RHODE ISLAND,
CONSERVATION LAW FOUNDATION, AND
GREEN ENERGY CONSUMERS ALLIANCE, INC.**

In accordance with Rules 1.19 and 1.10 of the Division of Public Utilities and Carrier’s (“Division”) Rules of Practice and Procedure, Peter F. Neronha, Attorney General of the State of Rhode Island (“Attorney General”), Conservation Law Foundation (“CLF”), and Green Energy Consumers Alliance, Inc. (“Green Energy”) (collectively, the “Moving Parties”) hereby request an additional fourteen (14) days, or up to and including November 17, 2021, to file Direct Testimony. The Moving Parties further request that this motion be heard by the Hearing Officer on an expedited basis, and that an extension of the current Direct Testimony filing deadline of November 3, 2021 be granted by the Hearing Officer until such time as a hearing can be held with respect to the within Motion.

I. BACKGROUND

The PPL Corporation (“PPL Corp.”), PPL Rhode Island Holdings, LLC (“PPL RI”) (collectively “PPL”), National Grid USA (“National Grid”), and The Narragansett Electric Company (“Narragansett”) (collectively, the “Applicants”) filed a joint Petition seeking the approval of the Division for the purchase by PPL RI of the assets associated with the regulated gas

and electric distribution business operated by Narragansett. The Petition was filed pursuant to §§ 39-3-24 and 39-3-25 of the Rhode Island General Laws and Rule 1.13 of the Division's Rules of Practice and Procedure. Applicants requested the Division's approval consistent with those provisions. The Moving Parties were granted intervenor status on August 19, 2021 via Order No. 24109, long after the Applicants and Advocacy began the discovery process.

As all parties well know, this transaction, represents the transfer of control of an effective monopoly provider of the State's electric transmission and distribution and natural gas distribution services.¹ Less than two months ago, the parties worked prior to and at the initial scheduling conference to compromise and settle on a procedural schedule. The concerns raised by the RIAG and the other intervenors during that scheduling conference with respect to the compressed procedural schedule are already being realized. It is clear that the initial deadlines for discovery and direct testimony are not tenable and additional time to review and present evidence is necessary. To ensure that "the facilities for furnishing service to the public will not thereby be diminished; and that the purchase, sale, or lease and the terms thereof are consistent with the public interest," all parties, including intervenors, must be provided the opportunity to fully review the data received and to develop and produce testimony to aid in the final decision making of the Hearing Officer. R.I. Gen. Laws § 39-3-25.

To date, there has been extensive discovery conducted in the above-captioned docket, resulting in the production of 12,670 pages of responses, over 2,000 pages of which were provided within two weeks of the direct testimony deadline. Clearly, a careful and responsible review of the

¹ National Grid is the sole public utility providing residential natural gas service in the state. With respect to electricity, the Block Island Utility District and the Pascoag Utility District are also regulated as public utilities engaged in the distribution of electricity serving a few thousand of the State's electric customers. Per the Applicant's Petition, Narragansett provides electric and gas services to approximately 780,000 customers in the State. Petition at 4.

voluminous, and often highly technical, productions received to date requires significant time and effort. In fact, just compiling the responsive documents appears to have been taxing on the Applicants, as, despite their diligent efforts, they requested a four-day extension of their time to respond to the final round of data requests in this matter. Said extension was provided by agreement of the parties moving the deadline from Friday, October 22, 2021 to Tuesday, October 26, 2021.² Moreover, there are still responses outstanding to a number of data requests, and supplemental materials may be necessary with respect to certain responses already filed by Applicants, as well as those yet to be received.

II. ATTORNEY GENERAL

The current deadline for discovery and direct testimony does not allow for the necessary review and analysis in this complicated and significant \$5.3 billion transaction. The thousands of pages of discovery, including substantial and voluminous productions received in the last two weeks, require significant effort to review, comprehend, and analyze.

The Attorney General “has a common law duty to protect the public interest” and is the “legal advisor of all state boards, divisions, departments, and commissions and the officers thereof....” State v. Lead Indus., Ass'n, Inc., 951 A.2d 428, 471 (R.I. 2008) (*quoting* Newport Realty, Inc. v. Lynch, 878 A.2d 1021, 1032 (R.I. 2005)); R.I. Gen. Laws § 42-9-6. This includes representation with respect to environmental, electric or gas industry matters, as well as consumer protection matters.

The parties in this matter have not shirked their responsibilities in participating in this proceeding. The magnitude of those responsibilities in the light of the potential reach and effect of

² Notably, this extension brought the deadline for production past the proposed date for a discovery conference on October 25, 2021. Substantial discovery was received in the days leading up to and following that date, with the final productions sent thus far being received around 10:41 PM on October 26, 2021. This left just one week for the parties to address identified shortcomings in production, discuss any disputes, and prepare direct testimony.

the proposed transaction cannot be ignored. In pursuit of fulfilling his duties to the public, the Attorney General began to review the docket after the filing of the petition, pursued intervention, sought out experts, and has actively participated in the proceeding since being granted intervenor status on August 19, 2021. Less than two weeks later, on August 31, 2021, counsel for the Attorney General contacted the Applicants indicating the need to review redacted requests and responses as part of the overall review of the petition. Approximately one week later, on September 7, 2021, counsel for PPL and National Grid indicated that a confidentiality agreement would be required to review unredacted versions of the documents produced in this docket. That same day, counsel for the Attorney General requested the confidentiality agreements for review. On September 9th, 15th, and 17th, 2021, counsel for the Attorney General renewed that request and indicated that the delay in response was hindering the Office's ability to conduct discovery. Not until September 17th and September 21st, 2021 - weeks after the initial request – were draft versions of the confidentiality agreements received from National Grid and PPL respectively.

Following several rounds of internal review and exchange of edits to the draft agreements, it was not until September 28, 2021 that the Attorney General finally began to receive access to the confidential data responses, which to this date total some 2,283 pages of responses. This was only four days before the October 1, 2021 deadline for propounding discovery. During this period, the Attorney General reviewed the responses it could, and worked on its own sets of data requests while trying to avoid duplication of those already served by the Advocacy Section. The lack of access to confidential requests and responses further complicated the process.

The Attorney General propounded two sets of data requests on September 29, 2021 and October 1, 2021. The Applicants in turn took the full time allowed under the Division's Rules for responding to the Attorney General's first set of requests, providing the first set of partial responses

at 7:20 PM and further responding just before 9:00 PM on October 20, 2021. As noted above, the Applicants requested and were granted an extension of four days to respond to the Attorney General's Second Set of Data Requests. Those responses were received in partial responses sent between 10:48 PM on Friday, October 22, 2021 and late in the day on Tuesday, October 26, 2021 at approximately 8:30 PM.

The Attorney General and his experts worked and continue to work diligently to review the documents received in this docket. Despite this, there is simply not sufficient time to thoroughly review and analyze the voluminous productions to date. As such, the Attorney General submits that significantly more time is required than allowed under the current procedural schedule. Absent the granting of, at a minimum, the requested extension, the ability of the Attorney General to represent the public interest will be impeded.

III. CONSERVATION LAW FOUNDATION

CLF respectfully joins in this request. The procedural schedule, particularly given the late entry of the intervenors, was already extremely tight. Petitioner PPL subsequently sought an extension of time to respond to data requests.

As noted above, the intervenors graciously agreed to the requested extension. Accordingly, many of the responses, so critical to all subsequent tasks, including possible follow-up data requests, preparation of witnesses and direct testimony, strategic planning, and additional research, came in later than planned, but without any accompanying adjustment to the schedule. This has put CLF and the similarly-placed fellow intervenors in a disadvantageous, impossible situation, and warrants granting the reasonable, requested extension.

IV. GREEN ENERGY CONSUMERS ALLIANCE

Green Energy Consumers Alliance interest and purpose for intervention is to provide an evaluation as to whether the proposed transaction poses a risk to the ability of Rhode Island's electric distribution utility to be the necessary and critical partner in cost-effectively achieving the state's renewable energy and greenhouse gas emissions reduction goals. These are goals and policies established by the General Assembly and state agencies and are squarely in the public interest.

Responses to data requests that are relevant to this issue area have continued to be delivered through October 26, 2021, with our own data requests having been answered on October 21, 2021, leaving the GECA team with less than a week to digest the information, conduct additional research, and incorporate that discovery into pre-filed testimony.

These responses have included links to proceedings and orders in other jurisdictions, which are necessary to evaluate a foreign entity's history of action on similar policies and require extensive additional research time to understand and place into context of this proceeding.

This hurry up process threatens the ability of intervenors to fully develop and articulate a case, either for or against the transfer, and does a disservice to the State and the Division. The question as to whether the transferee will be a help or hindrance in meeting our state's climate goals is a question of critical importance -- for both ratepayers and the general public -- and must not be unnecessarily rushed. For this reason, we request additional time in order to prepare testimony that incorporates the discovery on the record along with the subsequent research that has been necessary.

V. CONCLUSION

Pursuant to Division Rule 1.10 (B), “[e]xcept as otherwise provided, whenever an act is required or allowed to be done at or within a specified time, the time specified may, for good cause, be extended by the Hearing Officer. Such a request must be made before the expiration of the period originally specified.” As explained above, the Moving Parties have shown good cause and justification for the requested fourteen (14) day extension of the deadline for filing testimony and have made this filing in the time required by the rule.

Additionally, pursuant to Rule 1.19, outreach was conducted with the non-signatory parties to inquire if they would be opposed to this motion. Acadia Center supports the request for extension but did not join the motion. The Rhode Island Office of Energy Resources supports the filing of the motion but declined to join, since it does not intend to file any direct testimony of its own. The Advocacy Section stated it will not file an objection. National Grid and PPL have indicated that they will object to this Motion.³

WHEREFORE, the Moving Parties respectfully request that the Hearing Officer grant the within Motion for Extension of Time and stay the deadline for direct testimony until such time as this Motion can be heard.

³ The Attorney General originally requested an extension until Monday, November 8th from PPL counsel on Friday, October 29th, 2021 in an attempt to continue working and determine whether more time would be needed, or if testimony could be completed and filed by that time. After an email to both PPL and Grid counsel on Monday morning, PPL counsel contacted counsel for the Attorney General and stated PPL would only be willing to grant the Attorney General an extension until Friday November 5th, 2021 for its direct testimony. This led to further conversations with intervenors and experts and staff for the Attorney General. After those conversations it became clear that a minimum of a two-week extension would be needed to complete the comprehensive review and produce the testimony needed for this proceeding. As a result, the Attorney General communicated to all parties on Monday afternoon that it would be seeking a two-week extension, and requested parties communicate if they planned to object. This morning PPL counsel communicated to the Attorney General that it would be willing to allow for the extension of time for direct testimony to Monday, November 8th. After further discussion amongst intervenors, counsel for the Attorney General conveyed that it is clear to the Attorney General and Moving Parties that the two-week extension is necessary, and that the within Motion would be filed. Later this morning, parties also received a response from National Grid indicating that an extension until Monday November 8th for the intervenors (excluding the Advocacy Section) would not be objected to.

Respectfully submitted,

**PETER F. NERONHA
ATTORNEY GENERAL OF THE
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By his Attorneys,

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Dated: November 2, 2021

CERTIFICATE OF SERVICE

I hereby certify that on the 2nd day of November 2021, the original and four hard copies of this Motion were sent to Luly Massaro, Clerk of the Division of Public Utilities and Carriers at 89 Jefferson Blvd., Warwick, RI 02888. In addition, electronic copies of this Motion were served via electronic mail on the service list for this Docket on November 2, 2021.

/s/ Ellen Ullucci