

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

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<b>In Re: Petition of PPL Corporation, PPL</b>	)	Docket No. 2021-09
<b>Rhode Island Holdings, LLC, National Grid</b>	)	
<b>USA, and The Narragansett Electric</b>	)	
<b>Company for Authority to Transfer</b>	)	
<b>Ownership of The Narragansett Electric</b>	)	
<b>Company to PPL Rhode Island Holdings,</b>	)	
<b>LLC and Related Approvals</b>	)	
	)	

**MOTION OF PPL CORPORATION AND PPL RHODE ISLAND  
HOLDINGS, LLC FOR PROTECTIVE TREATMENT OF  
CONFIDENTIAL DOCUMENTS IN RESPONSE TO  
ATTORNEY GENERAL’S RECORD REQUESTS 2 AND 5**

PPL Corporation (“PPL”) and PPL Rhode Island Holdings, LLC (“PPL RI”) (collectively the “Companies”) 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, competitively sensitive, and proprietary information submitted as attachments to the Rhode Island Attorney General’s (“AG”) Record Request Nos. 2 and 5.

Specifically, the Companies seek an order from the Division to protect from public disclosure Attachment AG RR 2-1 and a portion of Attachment AG RR 5-1, which contain confidential commercial and/or financial information that is exempt from disclosure under Rhode Island law.

The Companies request protective treatment of this information and seek a determination that this information is not a public record, in accordance with R.I. Gen. Laws § 38-2-2(4)(B). The Companies also request that, pending entry of that ruling, the Division preliminarily grant this request for confidential treatment.

## **I. BACKGROUND**

On May 4, 2021, the Companies, along with National Grid USA (“National Grid”), and The Narragansett Electric Company (“Narragansett”), filed a petition with the Division to transfer ownership of Narragansett to PPL RI and related approvals (the “Transaction”).

On December 13, 2021, the Division began hearings on this matter. At the hearing on December 14, 2021, the AG requested on the record for PPL to provide certain financials and supporting documentation that was provided to Moody’s in connection with Moody’s review of the Transaction (“Record Request 2”). At the hearing on December 15, 2021, the AG requested that PPL provide a copy of the plan for post-transaction customer outreach (“Record Request 5”). The Companies responded to these Record Requests on December 27, 2021. This motion concerns the attachments to the Companies’ responses to Record Requests 2 and 5, specifically Attachments AG RR2-1 and AG RR5-1.

Attachment AG RR2-1 contains sensitive financial information provided to Moody’s on March 5, 2021, to provide a preliminary, high-level picture of the potential post-transaction impacts to the credits ratings of PPL and its subsidiaries based on the information available at that time. Attachment AG RR2-1 contains not only the sensitive financial information of PPL RI, but also other that of other companies that are irrelevant to the Transaction. For this reason, the Companies have both filed this motion for protection of the entire Attachment AG RR2-1 and redacted sensitive financial information in the confidential attachment that relates to companies not relevant to the Transaction.

Attachment AG RR5-1 provides the Companies’ current plan for post-transaction customer outreach. The Companies seek protective treatment only for page 5 of Attachment AG

RR5-1, which depicts the Companies' preliminary paid media calendar. The Companies have submitted a public version of Attachment AG RR5-1 that redacts this single page.

## 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 the following: "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 "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, the Companies seek confidential treatment for Attachment AGRR 2-1 and a portion of Attachment AG RR5-1. These documents contain confidential and proprietary business information of PPL and PPL RI that is not otherwise available to the public and the disclosure of which would harm PPL and PPL RI’s business operations and put them at a competitive disadvantage.

#### Attachment AG RR 2-1

As outlined above, Attachment AG RR 2-1 contains detailed financial information relating to PPL that PPL submitted to Moody’s for review in connection with the Transaction. Attachment AG RR 2-1 is confidential in its entirety, as the document 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. The confidential Attachment AG RR 2-1 also contains redactions of information about other companies that are not relevant to this proceeding or the Transaction to further protect these companies’ sensitive financial information.

The Companies treat the data and information contained in Attachment AG RR 2-1 as confidential and commercially sensitive. The Companies do not generally make it available to the public, other companies, or regulatory bodies in the absence of a protective order or confidentiality agreement. Disclosing this financial information publicly as part of the Division’s Petition review process would “constitute an unwarranted invasion of personal privacy” and

“cause substantial harm” to PPL’s “competitive position.” *See* Gen. Laws § 38-2-1; *Convention Ctr. Auth.*, 774 A.2d at 47. Accordingly, Attachment AG RR2-1 does not constitute a public record under APRA, and the Companies request confidential treatment of Attachment AG RR2-1 in its entirety.

#### Attachment AG RR 5-1

In response to AG Record Request 5, the Companies provided Attachment AG RR5-1, which contains information regarding the Companies’ plan for customer outreach after the Transaction closes. PPL and PPL RI request confidential treatment only for the final page 5 of Attachment AG RR5-1, which contains the Companies’ proposed paid media calendar. Page 5 contains confidential information about PPL’s paid media campaign, including information regarding the timing of the Companies’ intended launch of the media campaigns. Disclosing this information publicly would put PPL at a competitive disadvantage when it comes to purchasing the proposed media spots. This information is “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.

The Companies treat the data and information contained in the redacted portion of Attachment G RR 5-1 as confidential and commercially sensitive. The Companies do not generally make it available to the public, other companies, or regulatory bodies in the absence of a protective order or confidentiality agreement. Disclosing this strategic and commercially sensitive information publicly as part of the Division’s Petition review process would “constitute an unwarranted invasion of personal privacy” and “cause substantial harm” to PPL’s “competitive position.” *See* Gen. Laws § 38-2-1; *Convention Ctr. Auth.*, 774 A.2d at 47.

Accordingly, this portion of Attachment AG RR5-1 does not constitute a public record under APRA, and the Companies request confidential treatment of the unredacted version of Attachment AG RR5-1.

For these reasons, the Companies respectfully request that the Division grant protective treatment to Attachment AG RR 2-1 and the redacted portion of AG RR 5-1, and take the following actions to preserve their confidentiality: (1) maintain Attachment AG RR 2-1 and the redacted portion of PPL AG RR 5-1 as confidential indefinitely; (2) not place Attachment AG RR 2-1 and the redacted portion of AG RR 5-1 on the public docket; (3) disclose Attachment AG RR 2-1 and the redacted portion of AG RR 5-1 only to the Division, its attorneys, and staff as necessary to review the Applicants' application; and (4) pending entry of that ruling, the Division preliminarily grant the Companies' request for confidential treatment.

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

Date: December 27, 2021

Respectfully submitted,

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



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**CERTIFICATE OF SERVICE**

I hereby certify that on December 27, 2021, I sent a copy of the foregoing to the Service List by electronic mail.

/s/ Adam M. Ramos