

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of the Joint Application of)	
Invenergy Transmission LLC, Invenergy)	
Investment Company LLC, Grain Belt)	
Express Clean Line LLC and Grain Belt)	Case No. EM-2019-0150
Express Holding LLC for an Order)	
Approving the Acquisition by Invenergy)	
Transmission LLC of Grain Belt Express)	
Clean Line LLC)	

MOTION FOR PROTECTIVE ORDER

Invenergy Transmission LLC, on behalf of itself and its parent company Invenergy Investment Company LLC (together with Invenergy Transmission LLC, “Invenergy”), as well as Grain Belt Express Clean Line LLC (“Grain Belt”) on behalf of itself and its parent company Grain Belt Express Holding LLC (jointly, “Joint Applicants”) hereby file this Motion for Protective Order pursuant to 4 C.S.R. 240-1.135(3) and Missouri Supreme Court Rule 56.01(c). In support of this Motion, Joint Applicants state as follows:

1. Missouri Supreme Court Rule 56.01(c) states that protective orders may be issued “to protect a party or person from annoyance, embarrassment, oppression, or undue burden or expense, including ... that a trade secret or other confidential research, development, or commercial information not be disclosed or be disclosed only in a designated way.” Further, 4 C.S.R. 240.1.135(3) provides that the Missouri Public Service Commission (“MPSC”) may order greater protection than that provided by a confidential designation upon a motion explaining what information must be protected, the harm to the disclosing entity or the public that might result from disclosure of the information, and an explanation of how the information may be disclosed while protecting the interests of the disclosing entity and the public.

2. In Case No. EA-2016-0358, which addressed Grain Belt’s application for a certificate of convenience and necessity (“CCN”) and involved many of the same parties as the current case, the Commission issued an *Order Granting Motion to Compel, in Part, and Granting Motion for Protective Order, in Part*, dated December 13, 2018 (the “CCN Protective Order”). The protections granted by the CCN Protective Order applied to commercially sensitive terms of the Membership Interest Purchase Agreement and the Development Management Agreement between Invenergy and Grain Belt (collectively, the “Agreements”), as well as financial statements of Invenergy. The CCN Protective Order stated:

Grain Belt Express states that it is concerned about the release of highly sensitive information to individuals beyond attorneys and subject matter experts in this case. To mitigate this concern, the Commission will grant the motion for protective order by designating as “highly confidential” all information disclosed under this order and by limiting disclosure of that information to attorneys of record for all parties, to state agency parties and their employees covered by statutory confidentiality requirements, and to designated outside experts of any non-state agency party. All outside experts must complete the certification process described in Commission Rule 4 CSR 240-2.135(7). CCN Protective Order, p. 5.

3. In this case, the Eastern Missouri Landowners Alliance d/b/a Show Me Concerned Landowners (“Show Me”) and MPSC Staff have requested updated financial statements for various Invenergy entities (AH.1, AH.2, attached hereto as Exhibit A; Staff DR 0001, attached hereto as Exhibit B). Additionally, Joseph and Rose Kroner have requested propriety interconnection queue information (KZ.30, KZ.31, attached hereto as Exhibit C).

4. As recognized in the CCN Protective Order, Joint Applicants “made a persuasive argument for the risk of harm to the companies should [financial statements and the un-redacted Agreements] become publicly available.” CCN Protective Order, p. 3. Invenergy is a private company and its financial statements are not otherwise available to the public. Further, release of information about Invenergy’s projects in the interconnection queues at various Regional

Transmission Organizations would cause severe and irreversible harm to Invenergy by disclosing potential future projects to competitors and real estate investors. Specific owner, cost and location information about projects in interconnection queues are not otherwise generally available to the public.

5. Accordingly, Joint Applicants respectfully request that the Commission issue a Protective Order pursuant to 4 C.S.R. 240-2.135(3) that provides the same protections for this highly sensitive commercial information as was granted by the CCN Protective Order. See CCN Protective Order, p. 5. Specifically, Joint Applicants request that they be permitted to designate as “highly confidential” all information disclosed through discovery relating to financial statements and interconnection queue issues. Further, Joint Applicants request that the Commission limit disclosure of “highly confidential” information to attorneys of record for all parties, to state agency parties and their employees covered by statutory confidentiality requirements, and to designated outside experts of any non-state agency party that are in compliance with Commission Rule 4 CSR 240-2.135(7).

6. Joint Applicants have notified counsel for Show Me, the Kroners, and the Missouri Landowners Alliance, as well as counsel for MPSC Staff of their intent to file this Motion and have been informed that those parties do not object to the protections requested by this Motion.

WHEREFORE, Joint Applicants respectfully request that the Commission issue a Protective Order with the protections requested herein and for such other and further relief that the Commission may deem appropriate.

Respectfully Submitted,

/s/ Andrew O. Schulte

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ATTORNEYS FOR GRAIN BELT EXPRESS
CLEAN LINE LLC AND GRAIN BELT
EXPRESS HOLDING LLC

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

In the Matter of the Application of Grain Belt Express)
Clean Line LLC for Approval of its Acquisition by) No. EM-2019-0150
Invenergy Transmission LLC)

Data Requests Directed To Ms. Andrea Hoffman
From Show Me Concerned Landowners

Definitions

For purposes of these data requests, the words and acronyms used herein have the following meanings:

“Invenergy Investment” means Invenergy Investment Company LLC

“Invenergy Transmission” means Invenergy Transmission LLC

“GBE” means Grain Belt Express Clean Line LLC

“GBE Holding” means Grain Belt Express Holding LLC

“Clean Line” means Clean Line Energy Partners LLC

Data Requests

AH1 Please provide a copy of the latest annual financial statements for Invenergy Investment, Invenergy Transmission, Invenergy Services, and Invenergy LLC, and if available, a copy of the latest annual financial statements on a consolidated basis.

AH2 For each of the 4 entities named in the preceding item, please provide a copy of all financial statements compiled after the annual statements referenced in the preceding item. If available, please also provide a copy of such statements on a consolidated basis.

AH3 With reference to page 5 line 21 of your testimony, who is the present owner and present operator of Invenergy Wind Finance Company?

AH4 Did any of the existing Invenergy companies ever own an interest in the project referenced in the preceding item? If so, please state the approximate beginning and ending dates of that ownership.

AH5 Please state the approximate total number of individual, operating generating units which any of the Invenergy companies has ever owned.

AH6 Of the units included in the preceding item, approximately how many are still owned by any of the Invenergy companies?

AH7 Were all of the units included in item AH5 but not AH6 sold to an entity not part of the Invenergy family of companies? If not, please explain what became of the units not so sold.

AH8 For each of the five largest (in terms of dollars) construction loans where any Invenergy company was the lead entity in securing that loan, please provide the following information: (a) name and location of the project; (b) owner of the project at the time the loan was secured; (c) approximate size of the project in terms of total MW capacity; (d) dollar amount of the construction loan; (e) approximate date when the loan was secured; and (f) name(s) of the lenders for each such loan.

AH9 With reference to page 6 line 16 of your testimony, please provide all of the information requested in the above item for the five largest (in terms of dollars) “permanent financing” loans where any Invenergy company was the lead entity in securing that loan.

AH10 Has any Invenergy company had the lead in securing a construction loan or a permanent financing loan for a transmission line and related equipment, not including any generation?

AH11 If the answer to the preceding item is yes, please provide all of the information requested in item AH8 (other than subsection (c)) for each of the five largest such projects (in terms of dollars).

AH12 With reference to page 7 lines 3-4 of your testimony, under Invenergy’s current plans, what is the assumed percentage of debt and equity for the construction financing of the Grain Belt Project.

AH13 With reference to page 7 line 11 of your testimony, please list all of the “other permits” of which Invenergy is aware which will be required before construction of the Project may begin in Missouri.

CERTIFICATE OF SERVICE

I certify that a true and correct copy of the foregoing document was served upon the parties to this case by electronic mail this 28th day of February, 2019.

/s/ Paul A. Agathen

Paul A. Agathen

Attorney for Show Me Concerned Landowners

Missouri Public Service Commission

Data Request

Data Request No.	0001
Company Name	Invernergy Transmission LLC-(Electric)
Case/Tracking No.	EM-2019-0150
Date Requested	3/6/2019
Issue	General Information & Miscellaneous - Other General Info & Misc.
Requested From	Karl Zobrist
Requested By	Kevin Thompson
Brief Description	Current and Pro Forma Financial Statements
Description	Please provide Invernergy Transmission LLC's and Invernergy Investment Company LLC's financial statements for the period ended December 31, 2018. Additionally, please show the pro forma impact of the proposed acquisition of Grain Belt Express Clean Line LLC on these companies' financial statements. Data Request submitted by David Murray (david.murray@psc.mo.gov)
Due Date	3/26/2019

The attached information provided to Missouri Public Service Commission Staff in response to the above data information request is accurate and complete, and contains no material misrepresentations or omissions, based upon present facts of which the undersigned has knowledge, information or belief. The undersigned agrees to immediately inform the Missouri Public Service Commission Staff if, during the pendency of Case No. EM-2019-0150 before the Commission, any matters are discovered which would materially affect the accuracy or completeness of the attached information.

If these data are voluminous, please (1) identify the relevant documents and their location (2) make arrangements with requestor to have documents available for inspection in the Invernergy Transmission LLC-(Electric) office, or other location mutually agreeable. Where identification of a document is requested, briefly describe the document (e.g. book, letter, memorandum, report) and state the following information as applicable for the particular document: name, title number, author, date of publication and publisher, addresses, date written, and the name and address of the person(s) having possession of the document. As used in this data request the term "document(s)" includes publication of any format, workpapers, letters, memoranda, notes, reports, analyses, computer analyses, test results, studies or data, recordings, transcriptions and printed, typed or written materials of every kind in your possession, custody or control or within your knowledge. The pronoun "you" or "your" refers to Invernergy Transmission LLC-(Electric) and its employees, contractors, agents or others employed by or acting in its behalf.

Security	Public
Rationale	NA

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

In the Matter of the Application of Grain Belt Express)
Clean Line LLC for Approval of its Acquisition by) No. EM-2019-0150
Invenergy Transmission LLC)

First Set of Data Requests Directed To Mr. Kris Zadlo
From Joseph and Rose Kroner

Definitions

For purposes of these data requests, the words used herein have the following meanings:

“Grain Belt” means Grain Belt Express Clean Line LLC

Data Requests

KZ29 With reference to page 10 line 7 of your direct testimony, for each of the 23 individual projects please provide the following information: (a) MW of capacity; (b) state where located; (c) source of the generation (wind, gas, etc.); (d) MW capacity of any transmission line associated with the project; (e) whether the project is operational, and if not, expected date when it will become operational; and (f) the MW of capacity or MWH of energy for which Invenergy has a contract for the sale of said capacity or energy for a period of 5 or more years.

KZ30 With reference to page 10 line 8 of your direct testimony, for the 60 active requests in the MISO queue, please provide the following information: (a) the MW of capacity of all 60 projects in total; (b) the percent of the generation source for the 60 projects in total (wind, gas, etc.); (c) the number of projects located in each state where any project is to be located; (d) for any year in which any of the projects entered the queue, the number of projects entering the queue in that year.

KZ31 For any of the 60 projects referenced in the preceding item which are to be located in Missouri, please provide the following information: (a) the MW of capacity of each such project; (b) the location (e.g., the nearest city) where each project is to be located; (c) the source of the generation (wind, gas, etc.); (d) the estimated cost of the project; (e) whether the project is to be wholly owned by any of the Invenergy companies, and if not, a list of co-owners and the percentage of the project to be owned by each owner.

KZ32 What was the book value of Grain Belt when the MIPA was signed for the sale of Grain Belt to Invenergy Transmission?

CERTIFICATE OF SERVICE

I certify that a true and correct copy of the foregoing document was served upon the parties to this case by electronic mail this 6th day of March, 2019.

/s/ Paul A. Agathen

Paul A. Agathen

Attorney for Joseph and Rose Kroner

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing was served upon all parties of record by email or U.S. mail, postage prepaid, this 15th day of March 2019.

Andrew O. Schulte
Attorney for Invenergy Transmission LLC and
Invenergy Investment Company LLC