

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

In the Matter of the Joint Application of)
GridLiance High Plains LLC, GridLiance GP,)
LLC, and GridLiance Holdco, LP (“GridLiance”))
NextEra Energy Transmission Investments, LLC,)
and NextEra Energy Transmission, LLC) Case No. EM-2021-0114
 (“NextEra Entities”) for approval of the)
Acquisition of GridLiance by the NextEra)
Entities)

MOTION FOR PROTECTIVE ORDER

COME NOW, NextEra Energy Transmission Investments, LLC and NextEra Energy Transmission, LLC (“NEET”) (collectively, the “NextEra Entities”) and hereby file this Motion for Protective Order pursuant to 4 C.S.R. 4240-2.135(3) and (4) and Missouri Supreme Court Rule 56.01(c). In support of this Motion, Joint Applicants state as follows:

1. 4 C.S.R. 4240-2.135(3) sets forth the requirements a party must utilize to request a Protective Order from the Missouri Public Service Commission (“Commission” or “MPSC”) to designate specific information as confidential. 4 C.S.R. 4240-2.135(4) provides that the Commission 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. Pursuant to 4 C.S.R. 4240-2.135(2)(A)(1)-(8), the following types of information are protected as confidential; (1) customer-specific information; (2) employee-sensitive personnel information; (3) marketing analysis or other market-specific information relating to

services offered in competition with others; (4) marketing analysis or other market-specific information relating to goods or services purchased or acquired for use by a company in providing services to customers; (5) reports, work papers, or other documentation related to work produced by internal or external auditors, consultants, or attorneys, except that total amounts billed by each external auditor, consultant, or attorney for services related to general rate proceedings shall always be public; (6) strategies employed, to be employed, or under consideration in contract negotiations; (7) relating to the security of a company's facilities; or (8) concerning trade secrets, as defined in Section 417.453, RSMo.

3. Further, 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.”

4. On November 20, 2020, the Staff of the Commission (“Staff”) issued Staff Data Request 0004 which requested that the NextEra Entities “provide a copy of all presentations made to NextEra Entities’ Board of directors regarding the proposed transaction” and that the NextEra Entities “provide a copy of all supporting documentation.” The only Board presentation responsive to this data request was made in September 2020 to NextEra’s Finance & Investment Committee of its Board of Directors regarding the proposed transaction (hereafter referred to as the “F&I presentation.”)

5. The F&I presentation includes (1) market-specific information relating to services offered in competition with other parties who engage in similar transactions in the competitive transmission industry; (2) would reveal strategies employed, to be employed, or under consideration in contract negotiations; and (3) contains trade secrets as that term is defined in

in Section 417.453, RSMo. Accordingly, the F&I presentation qualifies for confidential treatment under 20 C.S.R. 4240-135(2)(A)(3), (6) and (8). Moreover, as discussed below, additional protections are required to permit the NextEra Entities to deliver the F&I presentation to Staff by electronic means other than EFIS.

6. Specific information in the F&I presentation relates to NEET's deployment of capital expenditures, tax, targeted credit metrics, total consideration and other transaction assumptions, sources and uses of funds, projected earnings impacts and other financial information. This commercially-sensitive information is not otherwise publicly available, and, if disclosed, would reveal strategic plans that could result in irreparable harm to the NextEra Entities' ability to effectively negotiate similar transactions in the competitive transmission industry. Moreover, the NextEra Entities derive independent economic value from the information contained in the F&I presentation not being known to and not being readily ascertainable by other persons, and which is also subject to efforts to maintain its secrecy, as discussed in Section 417.453, RSMo. Accordingly, the F&I presentation satisfies the definition of a trade secret.

7. 20 CSR 4240-2.090(2)(H) requires that all data requests issued to or by the Commission Staff shall be responded through via EFIS. All data request responses filed through EFIS are automatically distributed to all parties to the proceeding. Given the highly sensitive nature of the F&I presentation, the NextEra Entities are requesting the highly confidential designation in order to submit the F&I presentation only to Staff, and by electronic means other than EFIS. Serving the F&I presentation upon Staff electronically rather than through EFIS permits the information to be disclosed to Staff, while protecting the interests of the disclosing entity and the public.

8. As of the date of this filing, no other party to this proceeding has requested the NextEra Entities' responses to Staff's data requests. If Evergy Metro, Inc. d/b/a Evergy Missouri Metro and Evergy Missouri West, Inc. d/b/a Evergy Missouri West (collectively, "Evergy") or the Missouri Joint Municipal Electric Utility Commission ("MJMEUC"), if granted intervention over the Joint Applicants' objection, seeks access to the F&I presentation, the NextEra Entities will contest those entities' access to the document. The information contained in the F&I presentation is outside the scope of the limited interests of both Evergy and MJMEUC as noted in their applications to intervene. Furthermore, if the F&I presentation is disclosed to the companies, it would result in the provision of highly sensitive commercial information useful in making their own competitive and commercial decisions without expending the time and money necessary to gather and develop the same information, therefore, allowing them to profit or otherwise derive benefits at the expense of NextEra Entities. Therefore, the NextEra Entities seek the "highly confidential" designation and additional protections requested herein, to ensure their rights to contest third party access to the F&I presentation is not waived or lost.

9. The undersigned counsel has communicated with Staff regarding this request for a highly confidential designation of the F&I presentation, and Staff has informed counsel that it has no objection to either the requested treatment of the presentation or to the NextEra Entities stating Staff's non-opposition in this Motion.

WHEREFORE, the NextEra Entities 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/ Anne E. Callenbach

Anne E. Callenbach MBN #56028

Andrew O. Schulte MBN #62194

Polsinelli PC

900 W. 48th Place, Suite 900

Kansas City, MO 64112

Telephone: (816) 572-4754

Facsimile: (816) 817-6496 Fax

acallenbach@polsinelli.com

aschulte@polsinelli.com

ATTORNEYS FOR NEXTERA TRANSMISSION
INVESTMENTS, LLC AND NEXTERA ENERGY
TRANSMISSION, LLC

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing was served upon all parties of record by e-mail or U.S. mail, postage prepaid, this 25th day of November, 2020.

/s/ Anne E. Callenbach _____

ATTORNEYS FOR NEXTERA TRANSMISSION
INVESTMENTS, LLC AND NEXTERA ENERGY
TRANSMISSION, LLC