

BEFORE THE MISSOURI PUBLIC SERVICE COMMISSION

In the Matter of the Joint Application of AIP)
Project Franklin Bidco, Inc., Veolia Energy)
North America Holdings, Inc., Thermal North)
America Holdings, Inc. Veolia Energy Missouri,) File No. HM-2020-0039
Inc. and Veolia Energy Kansas City, Inc. for)
Approval of Indirect Merger by Stock Acquisition)
and Related Encumbrances)

MOTION FOR PROTECTIVE ORDER

COMES NOW Applicant AIP Project Franklin Bidco, Inc. (“Bidco”), by and through counsel, and for its Motion for Protective Order, respectfully states as follows to the Missouri Public Service Commission (“Commission”):

1. Bidco and the other joint applicants submitted their Joint Application in this proceeding on August 14, 2019

2. Portions of information exchanged in discovery or otherwise provided herein will be designated as Confidential in accordance with Commission Rule 4 CSR 240-2.135(2)(A). There is also a need for portions of such materials to be designated as Highly Confidential in accordance with Commission Rule 4 CSR 240-2.135(4).

3. Missouri Supreme Court Rule 56.01(c) provides 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. Due to the nature of certain material, the “Confidential” designation under Commission Rule 4 CSR 240-2.135 may not provide adequate protection. For example, Bidco will be prejudiced if the seller in the transaction at issue, or a competitor or other party, were to

gain access to certain materials. To prevent harm to Bidco and prevent the potential for creation of a competitive disadvantage to it or an advantage for other parties to this proceeding, Bidco requests a protective order as follows:

a. Certain materials and information divulged by Bidco or other parties shall be considered to be “Highly Confidential” if so designated at the time of disclosure.

b. With regard to entities and individuals other than the Staff of the Commission and the Office of the Public Counsel:

i. Disclosure of materials or information so designated shall be made only to attorneys of record and/or to such outside consultants who have executed a Commission Nondisclosure Agreement. No Highly Confidential information shall be provided directly or indirectly to any non-attorney individual or employee.

ii. Persons afforded access to materials or information designated “Highly Confidential” shall neither use nor disclose such materials or information for purposes of business or competition or any other purpose other than in regard to the case referenced above and shall keep the materials and information secure and confidential and in accordance with the purposes and intent of the protective order.

iii. All material and information designate as “Highly Confidential” in the possession of any entity or person, as well as any notes pertaining to such information, shall be returned to the party that produced it or destroyed upon the conclusion of the referenced case.

c. If a party disagrees with the “Highly Confidential” designation of any information, the party shall follow the informal discovery dispute resolution procedures set forth in Commission Rule 4 CSR 240-2.090(8). If the party exhausts these dispute resolution procedures, the party may file a motion challenging the designation.

5. Issuance of a protective order as requested herein will still afford appropriate access to information by other parties to allow them to participate in the proceedings and will not be prejudicial to the public interest.

WHEREFORE, AIP Project Franklin Bidco, Inc. requests an order of the Commission, pursuant to Commission Rule 4 CSR 240-2.135(4), granting a protective order, and such other and further relief as is just and proper under the circumstances.

Respectfully submitted,

CURTIS, HEINZ,
GARRETT & O'KEEFE, P.C.

/s/ Carl J. Lumley

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CERTIFICATE OF SERVICE

A true and correct copy of the foregoing was emailed, faxed or mailed by U.S. Mail, postage paid, this 26th day of August 2019, to the persons shown on the following list.

/s/ Carl J. Lumley

File/Case No. HM-2020-0039

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