

## AFFIDAVIT OF DAVID BERRY

I, David Berry, being first duly sworn, state the following:

1. My name is David Berry. I am Executive Vice President of Finance and Strategy for Clean Line Energy Partners LLC (“Clean Line”), the ultimate parent company of Grain Belt Express Clean Line LLC (“Grain Belt Express” or “Company”), the Applicant in this proceeding. I filed direct testimony in support of the Application on March 26, 2014. I hold a bachelor of arts degree in economics from Rice University. Prior to joining Clean Line, I was Finance Director at Horizon Wind Energy (now EDP Renewables North America), where I was responsible for financing transactions, investment analysis, and acquisitions. I worked on and led over \$2 billion of project finance transactions, as well as several structured equity transactions for wind projects in development, construction and operations. I was also responsible for maintaining financial models for Horizon Wind Energy’s wind farm development projects.

2. The purpose of this Affidavit is to describe the important considerations related to the wind generator Request for Information (“RFI”) conducted by the Company beginning in November 2013 and the motion to compel of intervenor Missouri Landowners Alliance (“MLA”) that seeks the disclosure of information that would permit MLA to link specific trade secret wind pricing and wind speed data to specific RFI responding companies and the locations of their projects.

3. Grain Belt Express conducted the RFI, which was concluded in January 2014, in order to characterize the level of potential wind generation activity, the cost to generate wind power, and the wind speeds in western Kansas and neighboring areas. Responses were received

under confidentiality agreements with the Company from 14 wind generators proposing to develop 26 wind farms with a total capacity of more than 13,500 MW.

4. The RFI was intended to allow the Company to present aggregated information about the generation that can supply the Grain Belt Express Project with low-cost wind power. The RFI was not intended to evaluate specific wind farms to connect to the Project or to select customers for the Project. The Company is not using it for this purpose. The RFI does provide information as to the quality, cost and abundance of wind resources in western Kansas.

5. In response to MLA's requests, the Grain Belt Express has produced over 260 pages of documents related to the RFI. The Company has produced copies of responses to the RFI with limited redactions related to the identity and location of the respondent. All of the substantive information that was redacted from the RFI responses has been produced separately in (a) a list that names the specific wind generator companies that responded to the RFI, and (b) a map of the counties near the site of its Kansas converter station with the number of projects that responded to the RFI in each county. The locations of the projects were redacted to prevent the use of recorded easements in public records to determine the name of the respondent and owner of the project.

6. The disagreement between MLA and the Applicant appears not to concern what information is to be produced, but rather how it is produced. The Company's position is that it is reasonable to provide all of the information from the RFI in a way that preserves the confidentiality of which entity offers what specific pricing, and which project location has what specific wind speeds.

7. The documents produced by Grain Belt Express gives MLA access to all of the information contained in the RFI responses regarding (a) the pricing of wind power, (b) wind

capacity factors, and (c) the prevailing wind speeds of projects that can connect to the Kansas converted of the Grain Belt Express Project. I understand that MLA continues to request that Grain Belt Express supply it with information in a way that MLA can specifically link wind speed and pricing information to the companies supplying it and the locations reflecting such wind speed and price data.

8. My direct testimony makes assertions about the wind speeds in western Kansas, the abundant supply of wind resources, and the low cost to generate wind energy at pages 14-19. My testimony does not make assertions about which wind generators are most likely to supply power to the Project, which wind generators offer the lowest proposed pricing, and whether there are better wind speeds ten miles to the north or to the south of the Project's Kansas converter station.

9. Based upon my experience in the wind industry, I believe that disclosing the specific pricing and wind speed data of specifically identified wind developers would be extremely harmful to the business interests of the RFI respondents. Pricing and wind speed data are the most valuable trade secrets of a wind developer. RFI respondents provided them to Grain Belt Express with the understanding that they would be kept strictly confidential and disclosed only in an aggregated fashion. If an RFI respondent's pricing data is revealed, it would likely prejudice its ability to negotiate a power purchase agreement with a public utility or other customer seeking to buy wind energy and could cost them tens or hundreds of millions of dollars.

10. Similarly, wind generators have made substantial investments in meteorological towers and wind assessments to obtain valuable intellectual property about the wind speed at a

particular site. Disclosure of such information would jeopardize the generators' investment and make them less likely to continue investing in meteorological studies.

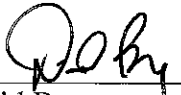
11. On three different occasions, Grain Belt Express held discussions with most of the 14 wind generators that responded to the RFI. They have consented to the disclosures that have been made by Grain Belt Express to MLA. However, they have stated a firm demand not to allow their specific names and project locations to be tied to their wind speeds and pricing information, and have expressed a strong fear of harm to their business interests if such disclosures were made.

12. Granting MLA's requests would also cause harm to Grain Belt Express and Clean Line. If we are compelled to disclose individual wind generation companies' RFI pricing, neither the Company nor Clean Line will be able to conduct similar RFI's in the future. Wind generators will protect their own business interests and trade secrets by refusing to share information with us. If we are deprived of this information, we will be less able to make our case to regulators and utility customers.

13. Grain Belt Express, as a merchant transmission line, is different from traditional, cost-of-service based regulated public utilities. The price that the Company will charge for transmission service is subject to market discipline and competitive forces. Similarly, wind generators supplying power must do so at a competitive price set by a free market of buyers and sellers. If participants in the competitive wind generation marketplace are not able to protect their trade secrets, they would suffer harm, as would the markets for their wind energy. This would likely harm consumers who stand to benefit from merchant transmission lines that do not pass their costs to retail users, as well as from wind generators who compete to provide the lowest cost power.

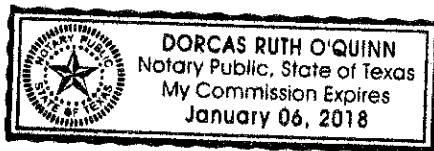
14. In this case Grain Belt Express has MLA with (1) a list of respondents to the RFI; (2) our internal credit analysis of those respondents; (3) a list of projects that responded to the RFI; (4) a map of the counties where the projects are located in western Kansas, western Oklahoma and the Texas panhandle; (5) proprietary summaries of the RFI that included aggregated pricing and wind speed information; and (6) copies of all responses to the RFI that only redacted the names of the wind generators and the specific project locations (which were provided separately, as noted above).


15. In an effort to resolve this disagreement, Grain Belt Express offered on August 27, 2014 to provide MLA more detailed maps that would contain a range of reported wind speeds associated with RFI respondents' projects located in a specific area, including the number of meteorological towers reporting the wind speeds. The Company also offered to produce additional information regarding the 4,000 MW of lowest-cost wind generation in the RFI responses (discussed at page 15, lines 9-11 of my direct testimony). These offers were rejected by MLA on the day they were extended.

  
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David Berry

State of Texas            )  
                                  ) ss.  
County of Harris        )

On this 8 day of September, 2014, appeared before me David Berry, known to me, who did state that the foregoing was true and correct to the best of his knowledge and belief.



  
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Notary Public