BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

In the Matter of the Request of Liberty Utilities (Midstates Natural Gas) Corp. d/b/a Liberty to Implement a General Rate Increase for Natural Gas Service in the Missouri Service Areas of the Company	)))))	Case No. GR-2024-0106

LIBERTY'S RESPONSE TO ORDER DIRECTING FILING AND REPLY TO PUBLIC COUNSEL'S RESPONSE TO MOTION FOR PROTECTIVE ORDER

COMES NOW Liberty Utilities (Midstates Natural Gas) d/b/a Liberty Utilities ("Liberty" or the "Company"), and, pursuant to Commission Rule 20 CSR 4240-2.080, files its Response to Order Directing Filing and Reply to the Office of the Public Counsel's ("OPC") Response to Liberty's Motion for a Protective Order filed on July 22, 2024. In support of this pleading, Liberty states as follows:

1. On July 10, 2024, Liberty requested a protective order under Commission Rule 20 CSR 4240-2.135 ("Rule"). This request is intended to establish a framework for treatment of Highly Confidential materials in this case as is authorized by the Rule. It does not however seek to designate any specific material as Highly Confidential. Any designations of documents as Highly Confidential would occur when the document is produced. At that time, OPC or other parties could challenge the Highly Confidential designation as authorized by the Rule.

2. On July 22, 2024, the Office of the Public Counsel filed its response which requested that the Commission either reject or substantially restrict the Company's motion for protective order. For the reasons stated herein, this request should be denied, and the Commission should issue its standard protective order allowing for a higher level of protection for particularly sensitive documents.

RESPONSE TO PUBLIC COUNSEL

3. As explained in Liberty's Motion, the Company anticipates the following information will need to be designated as "Highly Confidential": the negotiated terms and conditions of contracts, pricing information for certain customers, board of directors' materials, and information regarding system planning and forecasting. However, Liberty is not seeking a specific designation of these materials as Highly Confidential materials at this time.

4. Furthermore, discovery in the above-captioned matter is ongoing, so Liberty cannot anticipate all information and/or materials that OPC or other parties may request during discovery. Therefore, the Company sought to identify "at least" some categories of information and/or materials that have been sought in this and similar proceedings that could be designated Highly Confidential or "HC" when produced.

5. OPC's response, at page 6, even acknowledges "…that there are some aspects of the information that, if disclosed, could cause the Company at the center of this case harm." OPC seems to disregard that the potential harm will depend on the category of information or materials. For example only, the negotiated terms and conditions of contracts, which was identified as one category of information that could be designated Highly Confidential, could contain specific terms being negotiated for transportation service creating a competitive advantage for the Missouri School Board Association ("MSBA") and its marketer without heightened protective measures.[1]

6. To prevent harm to Liberty and prevent the creation of a competitive advantage for parties to this proceeding over Liberty and non-party competitors, Liberty requests a protective order narrowly as follows:

a. Materials and information divulged by Liberty or other parties shall be considered to be "Highly Confidential" if so designated at the time of disclosure.

[1] Liberty is in no way suggesting that MSBA or its marketer would seek to use such information inappropriately, but instead, is illustrating the potential harm being protected against.

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 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 party employee or other individual.

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 designated 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 designating party 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 20 CSR 4240-2.090(8). If the party exhausts these dispute resolution procedures, the party may file a motion challenging the designation.

7. Under the Protective Order, OPC and Staff will continue to have access to these HC materials, but other parties would be limited to review by attorneys and designated outside consultants who have executed a Commission Nondisclosure Agreement. No burden is shifted to OPC or Staff.

8. Contrary to the claims of the OPC, the Motion explains with particularity the type of information that is expected to be designated as HC without foreclosing that other information or materials may need to be designated HC and explains the reasons why this HC designation is appropriate.

9. Upon further review of Liberty's Motion for Protective Order, Liberty realizes that its paragraph 3 requesting the protective order be issued prior to the granting of any

interventions was incorrect and could be confusing. Liberty apologizes for any confusion and seeks the protective order to be issued as soon as the Commission deems appropriate.

RESPONSE TO ORDER DIRECTING FILING

10. On August 1, 2024, the Commission issued its Order Directing Filing which directed that Liberty file additional information regarding the items that may be designated as Highly Confidential. As the Commission noted, the Company stated the following information will need to be designated as "Highly Confidential": the negotiated terms and conditions of contracts; pricing information for certain customers; board of directors' materials; and information regarding system planning and forecasting. The Order directed that Liberty file the following information:

- additional information on the particular pieces of information that is sought to be protected for each of the four categories;
- additional information regarding the harm that might occur to the public or to Liberty if the information is disclosed for each of the four categories; and
- how the information may be disclosed while protecting the interests of the disclosing entity and the public for each of the four categories.

11. In response to the Commission's request, Liberty is pleased to have the opportunity to elaborate on the need for the issuance of the Commission's standard Protective Order authorized by 20 CSR 4240-2.135(3).

12. As the Missouri School Board Association (MSBA) stated in its application to intervene filed on March 18, 2024:

> MSBA has organized a purchasing cooperative denominated MOPRC (Missouri Purchasing Resource Center); also known as the MSBA Natural Gas Consortium, which is the authorized purchasing agent for over 2,100 utility accounts which purchase natural gas on the open market which is delivered to the various schools and school districts in

Missouri under the statutory School Transportation Program ("STP"). There are currently school districts on the Liberty system and most have multiple Liberty gas accounts that participate in MOPRC's STP purchasing group.

13. As such MSBA is in direct competition with Liberty for certain large customers (specifically school districts in Liberty's service area) for which the following confidential information would be helpful to the MSBA, and detrimental to the commercial interests of Liberty: the negotiated terms and conditions of contracts; pricing information for certain customers; and information regarding system planning and forecasting. While MSBA operates its gas aggregation program under rates, terms and conditions delineated in Liberty's tariffs, information about negotiated rates, terms and conditions of contracts with other entities, pricing information for other customers, and information regarding how Liberty plans its system and forecasts additional load would be helpful to members of the MSBA as it seeks to expand its natural gas consortium. There is no legitimate need for MSBA to have access to this type of information, and it is appropriate to limit this access only to its attorney and outside consultant in this case. By issuing the standard Protective Order, which allows for the designation of such materials as Highly Confidential and limits access to MSBA's counsel and outside consultants who have signed Non-Disclosure Agreements, will allow for more limited disclosure of the information while protecting Liberty's financial and commercial interests.

14. Liberty would also note that prior to the amendment of 4 CSR 240-2.135[2] on July 30, 2017, the Commission's rules of practice and procedure allowed for designation of HC materials and Proprietary materials without the need to seek a protective order. HC materials were given the higher level of protection that Liberty is seeking in this case.

15. As to the Board of Directors' materials, it is important to recognize that such

[2] This is the prior numbering for the Commission confidentiality rule.

materials may disclose highly sensitive information about the strategies of Liberty and its parents as it competes with MSBA. The stock of Liberty's ultimate parent company, Algonquin Power & Utilities Corp. ("APUC"), is publicly traded, and its strategies for operations, financing, etc. are commercially sensitive. This is particularly true as APUC has announced plans to sell the Renewable Energy Group. Attachment A hereto is the August 10, 2023 press release regarding such plans. It would be inappropriate for MSBA to have access to these materials since it could damage the financial and commercial interests of Liberty.

16. For these reasons, Liberty respectfully requests that the Commission issue its standard Protective Order for the review of these materials. As explained earlier, Staff and OPC will continue to have access to review these materials, but access to such materials would be restricted to MSBA's counsel and outside consultants who have signed a Non-disclosure Agreement in this case.

WHEREFORE, Liberty renews its requests for an order from the Commission, pursuant to Commission Rule 20 CSR 4240-2.135(4), granting a protective order in this proceeding. Liberty requests such other and further relief as is just and proper under the circumstances.

Respectfully submitted,

/s/James M. Fischer
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CERTIFICATE OF SERVICE

I hereby certify that the above document was filed in EFIS on this 6th day of August, 2024, and sent by electronic transmission to the Staff of the Commission, the Office of the Public Counsel and counsel for intervenors.

/s/ James M. Fischer

PRESS RELEASE

Algonquin Power & Utilities Corp. Will Pursue Sale of I Energy Group Following Strategic Review; Announce Second Quarter Financial Results

Company Release - 8/10/2023

OAKVILLE, ON, Aug. 10, 2023 /CNW/ - Algonquin Power & Utilities Corp. (TSX: AQN) (NYSE: AQN) ("AQN" or the "Company" will pursue a sale of the Renewable Energy Group.

"Over the past few months, the AQN Board of Directors, in conjunction with our independent financial advisor, has cor review of our businesses with the aim of enhancing value for our shareholders," said Chris Huskilson, Interim Chief Exe have two strong businesses – a well-positioned regulated utility business with diversified assets and attractive jurisd competitive renewables business with scale and strong assets. That said, we believe the value of our assets is not full structure. We therefore determined that focusing on our regulated business going forward and pursuing a sale of the the best path forward for AQN."

Huskilson continued, "We are confident that the intended sale will unlock AQN's value as a pure-play regulated utility structure and enabling us to focus on lower risk regulated investment opportunities, with greater operational efficien We expect to use the proceeds of a renewables transaction to reduce our debt and fund share repurchases. In additi transaction are to support our current dividend, reduce our cost of capital, and maintain our investment grade BBB c time, we will seek to maximize the value of the renewables business and position it with a new owner that can facilita through the ongoing energy transition."

As announced on May 11, 2023, the Company's Board of Directors initiated a strategic review of the Renewable Energy enhancing shareholder value. The strategic review was conducted by the Strategic Review Committee of the Board, c Chris Huskilson (Chair), Amee Chande and Dan Goldberg.

JP Morgan will act as the Company's financial advisor in connection with the sale of the Renewable Energy Group. Th exit the sale process as a competitively capitalized, pure-play regulated utility with a stable and healthy growth outlo

Second Quarter Financial Highlights

The Company also announced today financial results for the second quarter ended June 30, 2023. All amounts are sh dollars ("U.S. $" or "$"), unless otherwise noted.

"While our second quarter 2023 results were negatively impacted by unfavourable weather, we remain focused on ou long-term success," said Mr. Huskilson.

- Revenue of $627.9 million, an increase of 1%;
- Adjusted EBITDA[1] of $277.7 million, a decrease of 4%;
- Adjusted Net Earnings[1] of $56.2 million, a decrease of 49%; and
- Adjusted Net Earnings[1] per common share of $0.08, a decrease of 50%, in each case on a year-over-year basis.

All amounts in U.S. $ millions except per share information	Three months ended June 30 2023	2022	Change	Six months ended June 30 2023	2022	Change
Revenue	**$ 627.9**	$ 619.4	1 %	**$1,406.5**	$1,352.6	4 %
Net earnings attributable to shareholders	**(253.2)**	(33.4)	NM	**16.9**	57.6	(71) %
Per common share	**(0.37)**	(0.05)	NM	**0.02**	0.08	(77) %
Cash provided by operating activities	**261.4**	135.3	93 %	**294.7**	301.6	(2) %
Adjusted Net Earnings[1]	**56.2**	109.6	(49) %	**176.0**	250.7	(30) %
Per common share	**0.08**	0.16	(50) %	**0.25**	0.36	(31) %
Adjusted EBITDA[1]	**277.7**	289.2	(4) %	**618.7**	619.4	— %
Adjusted Funds from Operations[1]	**154.2**	180.3	(14) %	**367.8**	400.6	(8) %
Dividends per common share	**0.1085**	0.1808	(40) %	**0.2170**	0.3514	(38) %

[1] *Please refer to "Non-GAAP Measures" below for further details.*

Quarterly Results

- ***Solid Regulated Growth from New Rate Implementations –*** The Regulated Services Group grew primarily due to new rates at certain of the Company's utilities. As previously disclosed, the Company realized the benefit of an c of $27.0 million at its CalPeco Electric utility, which was authorized on April 27, 2023, effective June 2023 and retrc The order's retroactive adjustment resulted in a one-time net earnings benefit of $11.2 million that was realized ir 2023.
- ***New Rates Filed in New York and New Hampshire –*** In the second quarter of 2023, the Regulated Services Group New York Water and Granite State Electric utilities. The New York Water application, filed on May 4, 2023, seeks ar $39.7 million based on a return on equity ("ROE") of 10% and an equity ratio of 50%. The Granite State Electric utilit seeks a permanent increase in revenues of $15.5 million and a temporary increase of $6.7 million based on an R ratio of 55%.
- ***Unfavourably Impacted Results due to Weather –*** Overall across the Company's business segments, unfavourc impacted second quarter Adjusted Net Earnings per common share by approximately three cents compared to More specifically, the Renewable Energy Group's wind facilities generated 75.1% of long-term average resource, c compared to the same period in 2022, accounting for approximately two cents of year-over-year Adjusted Net I share decline (see "Non-GAAP Measures" below). For the Regulated Services Group, unfavourable weather reduc and drove a headwind equating to approximately one cent of year-over-year Adjusted Net Earnings per comm
- ***Renewable Operating Performance Reduced by HLBV Roll Offs –*** The Renewable Energy Group experienced a $1 Hypothetical Liquidation at Book Value ("HLBV") related to end of the production tax credit eligibility on certain pr 2012, as previously experienced in the latter half of 2022 and first quarter of 2023, and the remainder related to w wind production.
- ***Higher Interest Expenses Reflect Growth Financing and Macro Environment –*** In the second quarter of 2023, inte by $25.1 million year-over-year, with approximately two-thirds of this increase attributable to higher short-term approximately one-third attributable to financings to support growth initiatives. Higher interest expenses also dr year-over-year decline in adjusted funds from operations.

The Interim MD&A and AQN's unaudited interim consolidated financial statements for the three and six months endec available on its web site at **www.AlgonquinPower.com** and in its corporate filings on SEDAR+ at **www.sedarplus.com** (EDGAR at **www.sec.gov/edgar** (for U.S. filings).

Earnings Conference Call

AQN will hold an earnings conference call at 8:30 a.m. eastern time on Thursday, August 10, 2023, hosted by Interim C Chris Huskilson, and Chief Financial Officer, Darren Myers.

Date:	Thursday, August 10, 2023	
Time:	8:30 a.m. ET	
Conference Call:	**Toll Free Dial-In Number**	1(800) 715-9871
	Toll Dial-In Number	1 (646) 307-1963
	Conference ID	2060573
Webcast:	https://edge.media-server.com/mmc/p/8edd52rm	
	Presentation also available at: www.algonquinpower.com	

About Algonquin Power & Utilities Corp. and Liberty

Algonquin Power & Utilities Corp., parent company of Liberty, is a diversified international generation, transmission, ar over $17 billion of total assets. AQN is committed to providing safe, secure, reliable, cost-effective, and sustainable en through its portfolio of generation, transmission, and distribution utility investments to over one million customer con United States and Canada. In addition, AQN owns, operates, and/or has net interests in over 4 GW of installed renewa AQN's common shares, preferred shares, Series A, and preferred shares, Series D are listed on the Toronto Stock Exchc AQN, AQN.PR.A, and AQN.PR.D, respectively. AQN's common shares, Series 2018-A subordinated notes, Series 2019-A su equity units are listed on the New York Stock Exchange under the symbols AQN, AQNA, AQNB, and AQNU, respectively.

Visit AQN at **www.algonquinpower.com** and follow us on Twitter @AQN_Utilities.

Caution Regarding Forward-Looking Information

Certain statements included in this news release constitute "forward-looking information" within the meaning of app each of the provinces and territories of Canada and the respective policies, regulations and rules under such laws ar statements" within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 (collectively, "forward-lookir words "will", "expects", "estimates", "intends", "aims", "believes", "outlook" (and grammatical variations of such terms) ar often intended to identify forward-looking statements, although not all forward-looking statements contain these ide forward-looking statements in this news release include, but are not limited to, statements regarding: the Company's Renewable Energy Group; the expected benefits, outcomes, results and aims of a sale of the Renewable Energy Grou proceeds from a sale of the Renewable Energy Group; and the Company's expectation that it will exit the sale proces capitalized, pure-play regulated utility with a stable and healthy growth outlook. These statements are based on fact were applied in drawing a conclusion or making a forecast or projection, including assumptions based on historical t and expected future developments. Since forward-looking statements relate to future events and conditions, by thei making assumptions and involve inherent risks and uncertainties. AQN cautions that although it is believed that the c reasonable in the circumstances, these risks and uncertainties give rise to the possibility that actual results may diffe expectations set out in the forward-looking statements. There can be no assurance that a sale or other separation tr Renewable Energy Group will occur, or that any of the intended benefits and aims of any such transaction will be real statements contained herein are provided for the purposes of assisting in understanding the Company and its busin financial performance, financial position and cash flows as at and for the periods indicated and to present informati current expectations and plans relating to the future and such information may not be appropriate for other purpose and assumptions include those set out in AQN's Annual Information Form and Management Discussion & Analysis for December 31, 2022 (the "Annual MD&A"), and in the Interim MD&A, each of which is or will be available on SEDAR+ and

Given these risks, undue reliance should not be placed on these forward-looking statements, which apply only as of t specifically required by law, AQN undertakes no obligation to update any forward-looking statements to reflect new i or otherwise.

Non-GAAP Measures

AQN uses a number of financial measures to assess the performance of its business lines. Some measures are calcu generally accepted accounting principles in the United States ("U.S. GAAP"), while other measures do not have a stan U.S. GAAP. These non-GAAP measures include non-GAAP financial measures and non-GAAP ratios, each as defined ir Instrument 52-112 – *Non-GAAP and Other Financial Measures Disclosure*. AQN's method of calculating these measure methods used by other companies and therefore may not be comparable to similar measures presented by other c

The terms "Adjusted Net Earnings", "Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization" (or "Adjus Funds from Operations" and "Divisional Operating Profit", which are used in this news release, are non-GAAP financial of each of these non-GAAP financial measures can be found in the section entitled "Caution Concerning Non-GAAP N

MD&A, which section is incorporated by reference into this news release, and a reconciliation to the most directly con
measure, in each case, can be found below. In addition, "Adjusted Net Earnings" is presented in this news release on c
basis. Adjusted Net Earnings per common share is a non-GAAP ratio and is calculated by dividing Adjusted Net Earnir
average number of common shares outstanding during the applicable period.

AQN does not provide reconciliations for forward-looking non-GAAP financial measures as AQN is unable to provide c
calculation or estimation of reconciling items and the information is not available without unreasonable effort. This is
difficulty of forecasting the timing or amount of various events that have not yet occurred, are out of AQN's control ar
reasonably predicted, and that would impact the most directly comparable forward-looking U.S. GAAP financial mea
reasons, AQN is unable to address the probable significance of the unavailable information. Forward-looking non-GA
may vary materially from the corresponding U.S. GAAP financial measures.

Reconciliation of Adjusted EBITDA to Net Earnings

The following table is derived from and should be read in conjunction with the consolidated statement of operations.
disclosure is intended to more fully explain disclosures related to Adjusted EBITDA and provides additional informatio
performance of AQN. Investors are cautioned that this measure should not be construed as an alternative to U.S. GAA
earnings.

	Three months ended June 30		Six months ended June 30	
(all dollar amounts in $ millions)	**2023**	**2022**	**2023**	**2022**
Net earnings (loss) attributable to shareholders	**$ (253.2)**	$ (33.4)	**$ 16.9**	$ 57.6
Add (deduct):				
Net earnings attributable to the non-controlling interest, exclusive of HLBV	**16.4**	3.5	**30.8**	7.6
Income tax recovery	**(56.0)**	(22.8)	**(31.3)**	(13.4)
Interest expense	**89.7**	64.6	**171.6**	122.5
Other net losses[1]	**40.4**	8.7	**43.8**	13.4
Unrealized loss (gain) on energy derivatives included in revenue	**(0.1)**	2.5	**(0.1)**	3.1
Pension and post-employment non-service costs	**5.3**	2.3	**10.3**	4.8
Change in value of investments carried at fair value[2]	**311.4**	143.5	**132.0**	184.0
Loss (gain) on derivative financial instruments	**(1.0)**	3.3	**(3.2)**	2.6
Loss on foreign exchange	**6.4**	4.5	**7.8**	4.7
Depreciation and amortization	**118.4**	112.5	**240.1**	232.5
Adjusted EBITDA	**$ 277.7**	$ 289.2	**$ 618.7**	$ 619.4

1 See *Note 16* in the unaudited interim consolidated financial statements.

2 See *Note 6* in the unaudited interim consolidated financial statements.

Reconciliation of Adjusted Net Earnings to Net Earnings

The following table is derived from and should be read in conjunction with the consolidated statement of operations.
disclosure is intended to more fully explain disclosures related to Adjusted Net Earnings and provides additional infor
operating performance of AQN. Investors are cautioned that this measure should not be construed as an alternative
earnings in accordance with U.S. GAAP.

The following table shows the reconciliation of net earnings to Adjusted Net Earnings exclusive of these items:

	Three months ended June 30	Six months ended June 30

(all dollar amounts in $ millions except per share information)	2023	2022	2023	2022
Net earnings (loss) attributable to shareholders	**$ (253.2)**	$ (33.4)	**$ 16.9**	$ 57.6
Add (deduct):				
Loss (gain) on derivative financial instruments	**(1.0)**	3.3	**(3.2)**	2.6
Other net losses[1]	**40.4**	8.7	**43.8**	13.4
Loss on foreign exchange	**6.4**	4.5	**7.8**	4.7
Unrealized loss (gain) on energy derivatives included in revenue	**(0.1)**	2.5	**(0.1)**	3.1
Change in value of investments carried at fair value[2]	**311.4**	143.5	**132.0**	184.0
Adjustment for taxes related to above	**(47.7)**	(19.5)	**(21.2)**	(14.7)
Adjusted Net Earnings	**$ 56.2**	$ 109.6	**$ 176.0**	$ 250.7
Adjusted Net Earnings per common share	**$ 0.08**	$ 0.16	**$ 0.25**	$ 0.36

1 See *Note 16* in the unaudited interim consolidated financial statements.

2 See *Note 6* in the unaudited interim consolidated financial statements.

Reconciliation of Adjusted Funds from Operations to Cash Provided by Operating Activities

The following table is derived from and should be read in conjunction with the consolidated statement of operations statement of cash flows. This supplementary disclosure is intended to more fully explain disclosures related to Adjust and provides additional information related to the operating performance of AQN. Investors are cautioned that this r construed as an alternative to cash provided by operating activities in accordance with U.S GAAP.

The following table shows the reconciliation of cash provided by operating activities to Adjusted Funds from Operatic items:

	Three months ended June 30		Six months ended June 30	
(all dollar amounts in $ millions)	2023	2022	2023	2022
Cash provided by operating activities	**$ 261.4**	$ 135.3	**$ 294.7**	$ 301.6
Add (deduct):				
Changes in non-cash operating items	**(112.4)**	36.6	**53.4**	84.8
Production based cash contributions from non-controlling interests	**—**	2.5	**9.1**	6.2
Costs related to tax equity financing	**1.2**	—	**1.2**	—
Acquisition-related costs	**4.0**	5.9	**9.4**	8.0
Adjusted Funds from Operations	**$ 154.2**	$ 180.3	**$ 367.8**	$ 400.6

View original content to download multimedia:**https://www.prnewswire.com/news-releases/algonquin-power--u sale-of-renewable-energy-group-following-strategic-review-announces-2023-second-quarter-financial-results**

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