

BEFORE THE PUBLIC SERVICE COMMISSION OF THE STATE OF MISSOURI

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

PROTECTIVE ORDER

Issue Date: September 25, 2019

Effective Date: September 25, 2019

On August 14, 2019, AIP Project Franklin Bidco, Inc., Veolia Energy North America Holdings, Inc., Thermal North America Holdings, Inc., Veolia Energy Missouri, Inc., and Veolia Energy Kansas City, Inc. (“Applicants”) filed an application with the Missouri Public Service Commission (“Commission”) seeking approval of an indirect merger by stock acquisition and related encumbrance, two rule waiver requests, and a request for expedited treatment (requesting Commission action by November 12, 2019).

On August 26, AIP Project Franklin Bidco, Inc. (“Bidco”) filed a motion for protective order seeking protection for certain financial and business information. Bidco stated that it may be prejudiced or at a competitive disadvantage should the information sought to be protected become public. Bidco seeks leave to designate that information as Highly Confidential as permitted by the Commission’s confidential information rule, 20 CSR 4240-2.135(4)¹, and afforded all protections offered under the rule. Bidco further asks that all

¹ Effective August 28, 2019, all of the Commission’s regulations were transferred from the Department of Economic Development’s (DED) Title 4 to the Department of Commerce and Insurance’s (DCI) (formerly Department of Insurance, Financial Institutions and Professional Registration) Title 20.

material and information so designated and in the possession of any person, including any notes pertaining to such information, be returned to the party that produced it or destroyed upon the case's conclusion.

More than ten days have passed since Bidco filed its *Motion for Protective Order*, and no party has opposed that motion.² The Commission finds Bidco's unopposed motion to be reasonable and will grant it.

THE COMMISSION ORDERS THAT:

1. Non-public information relating to AIP Project Franklin Bidco, Inc.'s Application shall be designated "Highly Confidential" at the time of its disclosure.

2. Information designated by AIP Project Franklin Bidco, Inc. as "Highly Confidential" shall be disclosed only to attorneys of record for all parties, to state agency parties and their employees covered by statutory confidentiality requirements, and to persons who complete the nondisclosure agreement attached to this order as Exhibit A.

3. No "Highly Confidential" information shall be provided directly or indirectly to any employee of a party (other than Staff of the Missouri Public Service Commission or the Office of the Public Counsel).

4. 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 this proceeding, and shall keep the materials and information secure and confidential and in accordance with the purposes and intent of this protective order.

5. All material and information designated as “Highly Confidential,” as well as any notes pertaining to such information, shall be returned to AIP Project Franklin Bidco, Inc. or destroyed upon the conclusion of this proceeding, with certification of same to AIP Project Franklin Bidco, Inc.

6. If any party disagrees with the “Highly Confidential” designation of any information, that party shall follow the informal discovery dispute resolution procedures set forth in Commission Rule 20 CSR 4240-2.090(8). If these dispute resolution procedures are exhausted without resolution, the party may file a motion challenging the designation.

7. This order shall be effective when issued.

BY THE COMMISSION



A handwritten signature in cursive script that reads "Morris L. Woodruff".

Morris L. Woodruff
Secretary

Charles Hatcher, Regulatory Law Judge,
by delegation of authority pursuant to
Section 386.240, RSMo 2016.

Dated at Jefferson City, Missouri,
on this 25th day of September, 2019.

² Commission Rule 20 CSR 4240-2.080(13) allows parties ten days from the filing of a pleading to respond unless otherwise ordered by the Commission.

**STATE OF MISSOURI
PUBLIC SERVICE COMMISSION**

**NONDISCLOSURE AGREEMENT
For Case No.: HM-2020-0039
(To Access Highly Confidential Information)**

I, _____, have reviewed the Commission's Rule at 20 CSR 4240-2.135 on the ____ day of _____, 20_____.

I have requested review of the highly confidential information produced in Case No. **HM-2020-0039** on behalf of _____.

I hereby certify that:

(a) Only an outside expert retained by a party in this case may receive highly confidential information;

(b) I am an employee of _____ acting as an outside expert for [state name of intervenor] _____ retained to provide expert consultation or testimony in this docket;
and

(c) I have read and agree to abide by the Commission's Rule at 20 CSR 4240-2.135 and all terms of the Protective order issued by the Commission in this docket.

Dated this _____ day of _____, 20_____.

Signature & Title

Employer

Party

NONDISCLOSURE AGREEMENT

For Case No: HM-2020-0039

(To Access Highly Confidential Information)

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Address

Telephone

E-Mail Address

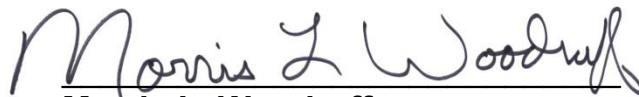
STATE OF MISSOURI

OFFICE OF THE PUBLIC SERVICE COMMISSION

I have compared the preceding copy with the original on file in this office and I do hereby certify the same to be a true copy therefrom and the whole thereof.

WITNESS my hand and seal of the Public Service Commission, at Jefferson City, Missouri, this 25th day of September 2019.




Morris L. Woodruff
Secretary

MISSOURI PUBLIC SERVICE COMMISSION

September 25, 2019

File/Case No. HM-2020-0039

**Missouri Public Service
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**Veolia Energy North America
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Enclosed find a certified copy of an Order or Notice issued in the above-referenced matter(s).

Sincerely,

A handwritten signature in black ink that reads "Morris L. Woodruff". The signature is written in a cursive, flowing style.

Morris L. Woodruff
Secretary

Recipients listed above with a valid e-mail address will receive electronic service. Recipients without a valid e-mail address will receive paper service.