

**COMMONWEALTH OF PUERTO RICO
PUERTO RICO ENERGY COMMISSION**

IN RE: REVIEW OF RATES OF THE
PUERTO RICO ELECTRIC POWER
AUTHORITY,

Petitioner.

No.: CEPR-AP-2015-0001

**SUBJECT: PREPA'S MOTION
FOR ENTRY OF A PROTECTIVE
ORDER AND FOR
CONFIDENTIAL TREATMENT OF
CERTAIN ITEMS**

**PREPA'S MOTION FOR ENTRY OF A PROTECTIVE ORDER AND FOR
CONFIDENTIAL TREATMENT OF CERTAIN ITEMS**

TO THE HONORABLE PUERTO RICO ENERGY COMMISSION:

Comes now the Puerto Rico Electric Power Authority ("PREPA"), and hereby respectfully moves for entry of a protective order by the Puerto Rico Energy Commission (the "Commission") to govern the treatment of confidential information and materials in this Docket. The proposal: (1) seeks to establish a fair and efficient structure to address requests that call for confidential information and materials of PREPA or of other parties; and (2) addresses, in particular, the confidential portions of certain attachments to PREPA's Verified Petition to revise its rates in this Docket.

This Motion is submitted under, among other authorities, Sections 1.4, 6.3, and 6.15 of Act 57-2014, as amended, known as the Puerto Rico Energy Transformation and RELIEF Act ("Act 57-2014"); Section 1.15 of Regulation No. 8543, Regulation on Adjudicative, Notice of Noncompliance, Rate Review and Investigation Proceedings ("Reg. 8543"); Section 4.02 of Regulation No. 8720, New Regulation on Rate Filing Requirements for the Puerto Rico Electric Power Authority's First Rate Case ("Reg. 8720"); the *Normas Internas para el Manejo de Información Confidencial en la*

Comisión de Energía de Puerto Rico; and general legal principles. This Motion is supported by a Verification.

In support of this Motion, PREPA states as follows:

I. BACKGROUND ON TYPES OF CONFIDENTIAL INFORMATION AND APPLICABLE LEGAL PRINCIPLES

A. Types of Confidential Information

1. Although one may speak of confidential information in a general sense, there are different kinds of confidential information that raise different kinds of public policy, business, and other concerns, and, accordingly, some types of confidential information receive heightened legal protection.

2. In addition, some types of information are subject to legal limits on discoverability, such as information covered by the attorney-client privilege or the attorney work product doctrine. Such materials also may be referred to as confidential, although they are analyzed in distinct manners under the applicable law.

3. With respect to matters involving electric utilities, the grid, and grid operations, a particular concern is the public disclosure of Critical Energy Infrastructure Information ("CEII"). We live in a time in which individuals and groups attempt to do harm to the government, businesses, and the public in general, including through sabotage of electric grids. Grids in the United States and around the world have been subjected to cyber and physical attacks. The Department of Homeland Security ("DHS") and the Federal Bureau of Investigation ("FBI") recently undertook a nationwide program to warn of cyber-attacks on the grid, and of course there have been and are many other government efforts to protect the grid. This Commission and other utility regulatory commissions, such as the Federal Energy Regulatory Commission ("FERC"),

as well as DHS and the FBI, among other government agencies, accordingly have recognized the need for vigilant protection of utilities' CEII in relation to possible public disclosure. The Commission recently directed such protection in the pending Docket involving PREPA's proposed Integrated Resources Plan ("IRP"), No. CEPR-AP-2015-0002.

4. PREPA, like other utilities and like businesses, also possesses information that is not CEII but that is confidential on other grounds. This includes material that is confidential in a general business sense and also, in particular, trade secrets. For example, PREPA possesses confidential information that, if it became public, could unfairly disadvantage it in dealing with other electricity market participants, and that could also result in PREPA's customers paying more for electricity or other utility services than they otherwise would. The disclosure of such information also could give a market participant an unfair advantage over other market participants. The Commission and other commissions also have recognized these kinds of concerns warrant confidentiality protections. The Commission, again, recently did so in the IRP case.

5. PREPA, like other utilities and businesses, also possesses information that is covered by attorney-client privilege, the attorney work product doctrine, and other legal limits on discovery.

B. Legal Protections for Confidential Information

6. PREPA recently briefed in some detail the legal protections for CEII and trade secrets in the IRP case. PREPA here will briefly summarize those protections. The law is well established on these points.

7. With respect to CEII, the need to provide suitable protections against public disclosure is reflected in, for example, 42 U.S.C. § 5195c(e); 6 U.S.C. § 131(3); 18 C.F.R. § 338.113; FERC Order No. 683 (Sept. 21, 2006); FERC Form No. 715; and the Commission's April 21, 2016, Resolution and Order in the IRP case.

8. For example, certain information required by FERC Form No. 715 is *de facto* considered CEII and is automatically afforded the heightened protections thereto. FERC Form No. 715 requires that any transmitting utility that operates integrated (non-radial) transmission facilities at or above 100 kV must annually submit information included but not limited to: Power Flow Base Cases, Transmitting Utility Maps and Diagrams, Transmission Planning Reliability Criteria, Transmission Planning Assessment Practices, and Evaluation of Transmission System Performance. Any utility that submits the required transmission information pursuant to FERC Form No. 715 does so under the knowledge that FERC "considers the information collected in FERC-715 as Critical Energy Infrastructure Information (CEII) and will treat it as such." <http://www.ferc.gov/docs-filing/forms/form-715/overview.asp>

9. With respect to trade secrets, the need to provide suitable protections against public disclosure is reflected in, for example, Act 80-2011, known as the Trade Secrets Act of Puerto Rico (Act 80-2011"). Act 80-2011 defines a trade secret as any information that:

[H]as a present or a **potential** independent **financial value** or that provides a business advantage, insofar as such information is not common knowledge or readily accessible through proper means by persons who could make a monetary profit from the use or disclosure of such information; and [f]or which reasonable security measures

have been taken, as circumstances dictate, to maintain its confidentiality.¹

See *also* the Commission's April 28, 2016, Resolution and Order in the IRP case.

10. Puerto Rico also recognizes, of course, among other legal limits on discoverability, the attorney-client privilege, and the attorney work product doctrine.

See, e.g., Puerto Rico R. Ev. 25.

11. The establishment of appropriate confidentiality protections is supported by, among others, the authorities cited on the first page of this Motion. For example, Section 6.15 of Act 57-2014 is entitled "Rules of Confidentiality" and it addresses and sets forth processes and protections regarding confidential and privileged information. Section. 1.15 of Reg. 8543 is entitled "Confidential Information" and it discusses privileged information and also refers to Section 6.15 of Act 57-2014. Section 4.02 of Reg. 8720 addresses "Confidentiality Claims" in relation to PREPA's Verified Petition, in particular. Finally, the *Normas Internas para el Manejo de Información Confidencial en la Comisión de Energía de Puerto Rico* also address confidentiality and also references, among other things, Section 6.15 of Act 57-2014.

II. CONCERNS WITH RESPECT TO PROTECTION OF CONFIDENTIAL INFORMATION WILL ARISE IN THIS CASE AND, THEREFORE, A SUITABLE PROTECTIVE ORDER SHOULD BE ENTERED

12. PREPA anticipates that Commission and intervening parties almost certainly will issue orders or requests for information to PREPA that call for confidential information and materials. It also is possible that the Commission or parties will issues orders or requests for information that call for confidential information and materials of parties other than PREPA.

¹ Act 80-2011, at § 3 (emphasis added).

13. In addition, PREPA's Verified Petition includes some attachments that contain confidential information, as discussed in Section III of this Motion.

14. A suitable protective order can facilitate the proper balance of transparency and confidentiality protection and, in addition, can increase efficiency and avoid unnecessary delays in resolving confidentiality concerns.

15. Accordingly, through the entry of the draft proposed Protective Order in a form attached as Exhibit A (the "Protective Order"), PREPA requests adequate and efficient protection for such information and materials.

16. PREPA is not seeking a protective order that simply bars discovery of CEII or other confidential information (other than information that legally is not discoverable, such as privileged information), but rather a protective order that provides for appropriate disclosure to the Commission and other parties, as applicable, on terms that provide adequate and efficient confidentiality protection, and without waiving confidentiality.

17. With respect to CEII in particular:

- a. PREPA anticipates that the information at issue that it will designate as CEII is the type and nature of information that is *de facto* CEII under FERC Form No. 715. Redacted information will likely contain System Diagrams, Planning Criteria, Evaluation of Transmission System Performance and contingency results that can only be derived for those persons in possession of Power Flow Base Cases, which is exactly the type of information provided under FERC 715. This information, if submitted to FERC, would

automatically be designated as CEII without any prior action required.

- b. PREPA will provide the Commission with both unredacted and redacted versions of the affected documents.
- c. PREPA also will provide intervenors with redacted versions of the CEII documents.
- d. If an intervenor seeks an unredacted version of a CEII document, PREPA proposes, that those materials should be provided only to intervenors who: (1) file a Motion with the Commission setting forth specific reasons why they need access to the documents; and (2) agree in writing to comply with heightened protections with respect to these materials, *i.e.*, they should be required to review the documents at the Commission or PREPA's offices and not allowed to copy or distribute the reviewed information.

18. In support of the proposed procedures for CEII, PREPA attaches the affidavit of Javier Quintana Mendez, who is the Executive Director of PREPA and who is an electrical engineer with a doctoral degree in electric power engineering who has served as a professor at three of the principal Engineering Schools in Puerto Rico.

19. The draft proposed Protective Order also contains appropriate provisions regarding other types of confidential information.

20. The draft proposed Protective Order is not intended to require disclosure of material that is legally protected for disclosure, *e.g.*, privileged information and attorney work product.

21. In light of the aforementioned considerations, PREPA respectfully requests that the Commission determine that the draft proposed Protective Order (Exhibit A) adequately sets forth the procedures for handling confidential information and materials and adopt such order.

22. PREPA also provides the following additional recommendation for access by any requesting intervenor who has a particular need for information designated as CEII:

- a. File a signed, written request with PREPA and the Commission. The request must contain the following: Requester's name (including any other name(s) which the requester has used and the dates the requester used such name(s)); title, address, and telephone number; the name, address, and telephone number of the person or entity on whose behalf the information is requested; a detailed statement explaining the particular need for and intended use of the information; and a statement as to the requester's willingness to adhere to limitations on the use and disclosure of the information requested. A requester shall provide his or her date and place of birth, as well as file an executed non-disclosure agreement;
- b. Review of any materials classified as CEII shall be conducted at the Commission or PREPA's offices, under direct supervision by a designated staff member; and

- c. Requester must agree that recording devices of any kind are not permitted in the viewing room. This includes but is not limited to: cellular phone, video camera, digital camera, film camera, analog recording device, portable scanner, dictaphone, voice recorder, carbon (or tracing) paper, etc. The requester may not copy or distribute the CEII.

23. PREPA proposes the aforementioned restrictions for the purpose of striking the crucial balance between access to information and legitimate security interests with respect to CEII.

24. As always, PREPA remains open to discourse with the Commission should it wish to obtain further information and/or discuss additional alternatives.

III. **CERTAIN ATTACHMENTS TO PREPA'S VERIFIED PETITION CONTAIN CONFIDENTIAL INFORMATION**

25. PREPA's Verified Petition contains confidential information that should be afforded appropriate protection under Section 4.02 of Reg. 8720 and other applicable law.

26. Specifically, the following materials have been designated as confidential by PREPA:

- a. Portions of the reports by PREPA's Chief Restructuring Officer ("CRO") to PREPA's Governing Board, which were produced under Regulation No. 8720, Section 3.02(A) on May 26, 2016, and were attached to PREPA's Verified Petition, in its Attachment C, under Regulation No. 8720, as Schedule I-3, on May 27, 2016. In each

instance, the confidential portions were marked as "business confidential".

- b. Schedules G-1, G-2, G-4, G-5, G-6, M-1, M-2, M-3, and N-1, which were included in Attachment C to PREPA's Verified Petition, and which were produced in Excel format only because of their practical "un-printability", as discussed in PREPA's motion filed on March 27, 2016.
- c. PREPA Work Papers PREPA Ex. 4.0, WP 2, PREPA Ex. 5.0, WP 1 and WP 2, PREPA Ex. 6.0, WP 5, and PREPA Ex. 9.0, WP 1, which were attached to PREPA's verified Petition, in its Attachment D.²
- d. A list of the file names of the above Schedules (other than the Schedule I-3 documents) and Work Papers is attached hereto as Exhibit B. Copies of the items listed on Exhibit B are being provided herewith, but, with two exceptions, they are being provided in Excel format only because their size makes them not practically printable. PREPA also is supplying attached .pdf slip sheets to note the electronic submissions.

27. The CRO Reports are confidential because such information concerns or relates to the trade secrets, processes, operations, requests for proposals, purchases, identification of customers, inventories, and/or amount or source of any income, profits, losses, or expenditures by PREPA, or other information of commercial value.

² PREPA Work Paper PREPA Ex. 4.0, WP 2, inadvertently was not attached to the Petition, but PREPA is addressing that through a separate Motion also filed today.

28. The Schedules (other than Schedule I-3) and Work Papers (other than Work Papers Ex. 5.0, WP 1 and WP 2, and Ex. 6.0, WP 5) listed above contain proprietary models that are the intellectual property of Navigant Consulting, Inc. ("Navigant"), are not common knowledge or otherwise readily accessible without an agreement or license from Navigant, and are of commercial and financial value to Navigant. Those models are thus trade secrets, and Navigant could suffer harm in its business if they were freely available to or usable by others commercially, outside of this proceeding. PREPA and Navigant agree that these Schedules and Work Papers should be made available to intervenors in this rate review, but ask that they be given trade secret level protection, such that only intervenors who sign an appropriate agreement limiting their use to this proceeding, and preventing their publication in a public form, will be given access.

29. Work Papers Ex. 5.0, WP 1 and WP 2 contain proprietary data purchased from the vendor Fitch that should be protected as trade secrets. Work Paper Ex. 6.0, WP 5, contains proprietary data purchased from the vendor IEEE that should be protected as a trade secret.

30. The Commission should approve PREPA's designations and its proposals for the treatment of this confidential information.

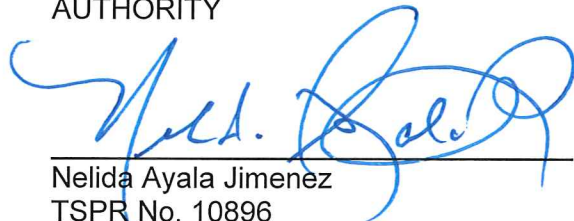
WHEREFORE, for all the reasons set forth above, the Puerto Rico Electric Power Authority respectfully requests that the Commission: (1) enter the draft proposed Protective Order in the form attached as Exhibit A and (2) approve PREPA's designations of certain materials attached to its Petition as confidential and its proposals for the treatment of this confidential information. PREPA further requests that if it is

required to provide unredacted versions of any CELL, that such documents be provided only to those intervenors who, as explained in greater detail above, file a Motion with the Commission setting forth specific reasons as to why they need access to it, and agree in writing to comply with heightened protections with respect to these materials. In brief, intervenors should be required to review the documents at the Commission or PREPA's offices and not to copy or distribute the reviewed information.

Dated: June 3, 2016

Respectfully submitted,

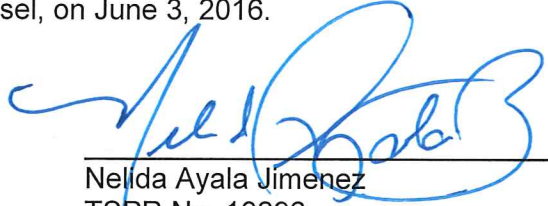
THE PUERTO RICO ELECTRIC POWER
AUTHORITY



Nelida Ayala Jimenez
TSPR No. 10896
General Counsel
Puerto Rico Electric Power Authority
P.O. Box 363928
San Juan, Puerto Rico 00936-3928
Tel. 787-521-4431; 787-521-4433
Email: n-ayala@aepr.com

CERTIFICATE OF SERVICE

I hereby certify that I have sent the above Motion to the Puerto Rico Energy Commission, through its General Legal Counsel, on June 3, 2016.



Nelida Ayala Jimenez
TSPR No. 10896
General Counsel
Puerto Rico Electric Power Authority
P.O. Box 363928
San Juan, Puerto Rico 00936-3928
Tel. 787-521-4431; 787-521-4433
Email: n-ayala@aepr.com



VERIFICATION

I, Javier Quintana Mendez, of legal age, engineer, married, and resident of Guaynabo, Puerto Rico, in my capacity of Executive Director of the Puerto Rico Electric Power Authority ("PREPA"), under oath declare as follows:

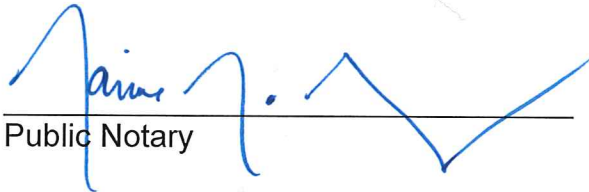
1. My name and personal circumstances are those stated above. In addition, I note that I have a doctoral degree in electric power engineering who has served as a professor at three of the principal Engineering Schools in Puerto Rico.
2. I have reviewed the foregoing Motion for Entry of a Protective Order.
3. In my capacity as Executive Director of PREPA, I have been duly authorized to provide this Verification in support of the Motion.
4. The factual information included in the Motion is true on the basis of my personal knowledge or on the basis of the information supplied to me by employees of PREPA and, with respect to legal points, by counsel for PREPA.

In San Juan, Puerto Rico, this 3rd day of June, 2016.


Javier Quintana Mendez

Affidavit: 3,589

Sworn and subscribed before me by Javier Quintana Mendez, of the personal circumstances above mentioned, whom I personally know, in San Juan, Puerto Rico, this 3rd day of June, 2016.


Public Notary



me

EXENTO PAGO ARANCEL
LEY 47
4 DE JUNIO DE 1982

**COMMONWEALTH OF PUERTO RICO
PUERTO RICO ENERGY COMMISSION**

IN RE: REVIEW OF RATES OF THE
PUERTO RICO ELECTRIC POWER
AUTHORITY,

Petitioner.

No.: CEPR-AP-2015-0001

SUBJECT: PROTECTIVE ORDER

PROTECTIVE ORDER

In the course of this proceeding, the parties and their attorneys may produce and receive confidential information and materials (collectively, "information"), including trade secrets and/or Critical Energy Infrastructure Information ("CEII"), by way of documents, testimony, answers to discovery requests, through informal discussions, or through another method of recording or transmitting information, including but not limited to any electronic, e-mail, or other computer-related communication. To protect against the inappropriate use or disclosure of such information and to facilitate disclosure in this case, it is hereby ordered, pursuant to Sections 1.4, 6.3, and 6.15 of Act 57-2014, as amended, known as the Puerto Rico Energy Transformation and RELIEF Act ("Act 57-2014"); Section 1.15 of Regulation No. 8543, Regulation on Adjudicative, Notice of Noncompliance, Rate Review and Investigation Proceedings ("Reg. 8543"); Section 4.02 of Regulation No. 8720, New Regulation on Rate Filing Requirements for the Puerto Rico Electric Power Authority's First Rate Case ("Reg. 8720"); the *Normas Internas para el Manejo de Información Confidencial en la Comisión de Energía de Puerto Rico*; and general legal principles, as follows:

Process For Designation of Confidential Information

1. Where any party believes in good faith that a specific document that it will produce contains information that is entitled to protection as confidential, trade secret, or CEII under the law, that party ("Producing Party") shall identify such information by marking such information "Confidential", "Trade Secret", or "CEII" to signify that the Producing Party has in good faith made a legal and factual determination that the information is as described. The Producing Party shall visually distinguish such information from other information appearing in the same document. Where any Producing Party believes in good faith that specific information it will convey orally includes information that is entitled to protected treatment under the law, that Producing Party shall identify such information by stating that it is "Confidential" or "Trade Secret" or "CEII" to signify that the Producing Party has made a legal and factual determination that such information will be, or has been, conveyed. The Producing Party shall also provide written confirmation within three business days of such communication to all recipients that "Confidential" or "Trade Secret" or "CEII" information was conveyed. The written confirmation need only generally indicate that "Confidential" or "Trade Secret" or "CEII" information was provided without repeating the substance of the communications. Each specific document so marked or specific information so identified will be referred

to hereafter as "Confidential Information." Information so designated shall be afforded all protections given to Confidential, Trade Secret, or CEII information set forth in Paragraphs 5 through 21 of this Protective Order (the "Order"), as applicable, unless and until a contrary ruling is made by the Puerto Rico Energy Commission (the "Commission").

2. "Confidential" as used herein is non-public information maintained by a party in confidence in the ordinary course of business and in which such party has a business interest in maintaining in confidence. It also includes such other categories of documents and information as are recognized as confidential under applicable law or by order of the Hearing Examiner or the Commission in this docket. "Confidential Information" includes information falling within Paragraphs 2, 3, and/or 4 of this Protective Order, as indicated above.

3. "Trade Secret" as used herein includes information qualifying as a trade secret as defined by Act 80-2011 or other applicable law or past Commission orders.

4. "CEII" as used herein includes information that falls with the types of information that have been recognized as CEII by the federal government or past Commission orders or otherwise could potentially be used in an attack on the Commonwealth's energy grid and thus endanger the people of Puerto Rico.

Confidential Information

5. Subject to rights to challenge confidential, trade secret, or CEII designations made by a Producing Party described herein, no information or document that is produced and designated as confidential, nor any information contained therein or obtained therefrom, shall be delivered, exhibited, or disclosed to any person (other than Commission officers, employees and retained experts, who are not subject to this Order), who has not read this Order, signed the Non-Disclosure Agreement ("NDA"), attached hereto, and delivered the NDA to the Producing Party.

6. Persons who comply with Paragraph 5 above shall use or disclose the Confidential Information only for the preparation and conduct of this proceeding, and then solely as provided in this Order, and shall take all reasonable precautions to keep the Confidential Information secure in accordance with the purposes and intent of this Order. This includes appropriate precautions to prevent the unauthorized transfer of information in any type of electronic format. All Confidential Information produced or exchanged in the course of this proceeding shall be used solely for the purpose of this proceeding or any appeal arising therefrom.

7. Parties may make Confidential Information available only to those who need access to the information to prepare for this proceeding and who have executed the attached NDA as provided in Paragraph 5 above. The number of copies (this includes the dissemination of information in an electronic format including, but not limited to, email transmission) of any Confidential Information made by a party shall not exceed the number of individuals associated with that party that have executed the attached NDA, unless the Producing Party otherwise agrees in writing. The Producing Party, at its election, may provide a party with copies equal to the number of individuals

for that party that have executed the NDA, in which event, additional copies (this includes the electronic scanning of documents or dissemination of electronic documents via email or by other means of electronic sharing, such as placing electronic documents on a shared access network) shall not be made unless the Producing Party otherwise agrees in writing. Parties shall notify the Producing Party of the identity of each person to whom a copy will be disseminated.

8. If a party inadvertently produces information not marked "Confidential" and the Producing Party subsequently notifies the recipient that such information is Confidential, the receiving party will treat such information as identified by the Producing Party in accordance with the provisions of this Order and will use its best efforts to recall or retrieve any such information that has been distributed not in accordance with this Order. This paragraph does not waive the receiving party's right under this Order to challenge subsequently such designation on its merits under Paragraph 15 of this Order.

9. In the event that any party intends to use or uses any Confidential Information in testimony, exhibits, discovery responses, cross-examination, briefs or other documents to be filed in this proceeding, the following shall apply:

a) the testimony, exhibits, discovery responses, cross-examination, briefs, or other documents containing Confidential Information shall be sealed and served only on the Commission and the attorneys for the parties granted access to the Confidential Information pursuant to this Order. A "redacted" or "public" version and an "unredacted" or "confidential" version of any such testimony, exhibit, or briefs shall be served on each person entitled to service that is granted access to Confidential Information. Only the "redacted" or "public" version shall be served on any other persons entitled to service. This includes, but is not limited to, the service of documents in electronic format (such as attorneys may distribute Confidential Information so received as provided herein);

b) the pages containing Confidential Information shall be clearly marked and the cover of the testimony or other documents shall indicate that Confidential Information is contained within the document inside. In the case of electronic data or documents, such designation shall be made by labeling the entire CD-ROM, disk, or other media containing electronic data;

c) the Commission shall keep all submissions containing Confidential Information under seal and shall segregate Confidential Information in its files and on its electronic network and databases. Confidential Information, as discussed below, shall not be posted publicly on the Commission's electronic filing system, provided that, where appropriate, Confidential Information may be filed as a proprietary electronic document through the Commission's electronic filing system such that no person outside of the Commission is allowed to see or access the proprietary electronic documents. All documents containing Confidential Information shall be withheld from inspection by any person not granted access to Confidential Information pursuant to this Order, including by electronic means;

d) all Confidential Information shall be redacted from the copies of such testimony, exhibits, discovery responses, briefs or other documents including electronic documents and emails that may be provided to individuals and their attorneys who are not granted access to Confidential Information pursuant to this Order;

e) except as provided in subsection (c), above, documents containing Confidential Information shall not be filed by electronic means. However, when a party seeks to file a document containing Confidential Information, it may file the "redacted" or "public" version of such document with the Commission electronically. The filing of such a document will be deemed complete upon the filing of the public version of the document. The unredacted version of such document shall be filed as "proprietary" on the Commission's electronic filing system; and

f) each Producing Party will maintain a list of all persons granted access to Confidential Information pursuant to this Order, and will make that list available to other parties upon request.

10. Any electronic transmission (e-mail) of Confidential Information or of file attachments containing Confidential Information shall indicate in the "subject" line and in the body of the message that Confidential Information is being transmitted. Electronic files containing Confidential Information shall include the word "Confidential" in the file name.

11. Cross-examination and re-direct examination involving Confidential Information shall be conducted during proceedings that will be closed to all those who are not allowed access to the Confidential Information under this Order. The transcript of such proceedings shall be kept under seal and shall not be posted publicly on the Commission's electronic docket system.

12. If at any time another court, administrative agency, person, or entity subpoenas, requests or orders production of Confidential Information or documents containing the same, the party receiving the subpoena, request, or order shall notify the Producing Party in writing of that fact within two days after receipt of the subpoena or request (or sooner if necessary under the terms of the subpoena, request or order) and provide the Producing Party with an opportunity to seek appropriate remedies in order to adequately protect the release of any Confidential Information.

13. When the Commission's Order in this proceeding is final and no longer subject to appeal, the sealed portion of the Commission's record (paper and electronic) shall be retained under seal by the Commission.

14. All persons possessing Confidential Information or copies of documents containing Confidential Information (including, but not limited to, testimony, exhibits, transcripts, discovery, responses, briefs, e-mails, disks, electronic files) shall, within thirty (30) days after receiving a written, oral, or electronic request from the Producing Party and after the Commission order becomes final and no longer subject to appeal, return all those materials to the Producing Party or shall destroy the materials and

certify in writing to the Producing Party that such materials have been destroyed. Persons receiving Confidential Information shall also destroy all notes, working papers, e-mails, disks, electronic files, and computer or other network memories and other documents containing Confidential Information and shall certify in writing to the Producing Party that such notes, working papers, documents and electronic records have been so destroyed within thirty (30) days after receiving a written, oral, or electronic request from the Producing Party to do the same. This Order shall remain in effect for a period of five years from its date of entry, unless such period shall be extended at some future time pursuant to applicable Commission Regulation.

15. If a party does not agree with the Producing Party's designation of documents and information as "Confidential," the party (the "Challenging Party") shall give the Producing Party reasonable written notice, by e-mail or by U.S. Mail, of the objection. The written notice of objection shall identify the specific documents or portions thereof that are the subject of the challenge. The Producing Party and the Challenging Party shall attempt to negotiate a satisfactory resolution of the issue. If the Producing Party continues to believe that the Confidential Information contains information that justifies such designation, it shall so inform the Challenging Party within five (5) business days of receipt of the Challenging Party's objection. If the Challenging Party continues to object to the Confidential designation, it may file a written notice of objection with the Commission. This filing shall identify the documents or portions thereof that are the subject of the challenge, but need not provide reasons in support of the challenge inasmuch as the burden is on the Producing Party to justify the confidential designation. At that point, if the Producing Party wants to maintain the confidentiality of the information, it shall file a motion, within five (5) business days of the filing of the written objection, requesting such relief. That motion shall provide in detail, for each document or type of document under challenge, the basis for seeking confidential treatment. An opportunity to file a response will be provided. A document marked "Confidential" shall be treated as such by all parties during the pendency of any challenge to such designation until the ALJ issues a ruling altering such designation.

Trade Secret Information

16. All Trade Secret Information shall be subject to and receive all of the protections accorded to Confidential Information by Paragraphs 1-15 above, and shall be subject to and receive the additional protections as determined by the Commission.

Critical Energy Infrastructure Information

17. All Critical Energy Infrastructure Information ("CEII") shall be subject to and receive all of the protections accorded to Confidential Information by Paragraphs 1-15 above, and shall be subject to and receive the additional protections of this and the following Paragraphs.

18. If the Producing Party reasonably believes that the sensitivity or potential consequence of the dissemination of certain information is such that the additional protections below should be provided, the Producing Party shall designate such information "CEII".

19. Outside attorneys and independent experts will have access to redacted versions of CEII only after they have executed and delivered the NDA attached to this Order in favor of the Producing Party. The Commission may order PREPA to make available unredacted versions to the outside attorneys and independent experts who: (1) file a Motion with the Commission setting forth specific reasons why they need access to the documents; and (2) agree in writing to comply with heightened protections with respect to these materials, *i.e.*, they shall be required to review the documents at the Commission or PREPA's offices and not allowed to copy or distribute the reviewed information.

20. In-house attorneys and in-house experts will have access to the Producing Party's CEII after he/she executes and delivers the NDA attached to this Order in favor of the Producing Party. Before producing any CEII, the Producing Party may make reasonable inquiry, by way of discovery requests or otherwise, into the facts required to establish the certifications necessary under this Paragraph.

21. As to each party, CEII shall be disclosed only to (a) outside counsel of record in this proceeding and in-house attorneys, unless agreed to in writing by the Producing Party, and (b) independent experts or consultants retained in this proceeding by such party. CEII shall not be disclosed to any other employee, consultant, or agent, or any officer or director of such party, or to any other individual or entity not granted access as a result of this Order, absent a finding by the Commission pursuant to Paragraph 15 above that such information is not properly designated as CEII. This Paragraph is also without prejudice to the Producing Party's right to make objections as provided in Paragraph 22 below.

Other Objections or Information Not Covered By This Order

22. This Order is not intended to describe all materials to which a party may make an objection to production, and nothing in this Order shall prevent a party from objecting to discovery requests pursuant to the Commission's Regulations, or to the extent applicable, or other law, including, but not limited to, the relevancy, materiality, or admissibility of any information requested. Likewise, nothing in this Order prevents any party from seeking review of any designation made by a Producing Party pursuant hereto. Further, this Order does not affect any party's right to make objections as to the relevancy, materiality, or admissibility of any information requested, furnished, or received as a result of this Order. If the Producing Party reasonably believes that the sensitivity of the requested information is such that additional protections should be implemented or that no disclosure should be made to one or more of the parties and/or their independent third party experts, the Producing Party may object to disclosure on such grounds.

Remedies

23. Each party agrees that any violation of this Order by unauthorized disclosure of any Confidential, Trade Secret, or CEII may result in liability for damages and penalties as provided by law and that the Producing Party shall have the right immediately to pursue all legal and equitable remedies, including specific performance of the terms of this Order and compensatory damages for breach, provided that a

showing that the information so disclosed is not entitled to Confidential, Trade Secret, or CEII treatment under the law is a defense against any and all claims under this Order.

24. Designations that are not made in good faith, including, but not limited to blanket designations made without consideration of the nature of the specific information being designated, shall constitute a violation of this Order and may result in relief authorized under the Act, the Commission's Regulations, and other applicable law, and may include liability for damages.

25. Nothing in this Order shall limit or supersede any protections applicable to information under other state or federal law.

List of Confidential Schedules and Work Papers – File Names¹

Sch./Work Paper	Excel File Name	.pdf File Name
Schedule G-1	Sch. G-1, G-2 (Workbook) CONFIDENTIAL.xlsx	Provided in native Excel format only
Schedule G-2	Sch. G-1, G-2 (Workbook) CONFIDENTIAL.xlsx	Provided in native Excel format only
Schedule G-4	Sch. G-4, G-5 (Worksheets) & Sch. G-6A (Workbook) CONFIDENTIAL.xlsx	Provided in native Excel format only
Schedule G-5	Sch. G-4, G-5 (Worksheets) & Sch. G-6A (Workbook) CONFIDENTIAL.xlsx	Provided in native Excel format only
Schedule G-6	Sch. G-4, G-5 (Worksheets) & Sch. G-6B (Workbook) CONFIDENTIAL.xlsx	Provided in native Excel format only
Schedule M-1	Sch. M-1 (Workbook) CONFIDENTIAL.xlsx	Provided in native Excel format only
Schedule M-2	Sch. M-2 (Workbook) CONFIDENTIAL.xlsx	Provided in native Excel format only
Schedule M-3	Sch. M-3 (Workbook) CONFIDENTIAL.xlsx	Provided in native Excel format only
Schedule N-1	Sch. N-1 (Workbook) CONFIDENTIAL.xlsx	Provided in native Excel format only
Ex. 4.0, WP2	PREPA Ex. 4.0 - WP 2 (PREPA Rate Design) CONFIDENTIAL.xlsx	Provided in native Excel format only
Ex. 5.0, WP1	PREPA Ex. 5.0 – WP 1 (Fitch Public Power Yearbook) CONFIDENTIAL.xls	PREPA Ex. 5.0 – WP 1 (Fitch Public Power Yearbook) CONFIDENTIAL.pdf
Ex. 5.0, WP2	PREPA Ex. 5.0 – WP 2 (FitchReportR) CONFIDENTIAL.csv	PREPA Ex. 5.0 – WP 2 (FitchReportR) CONFIDENTIAL.pdf
Ex. 6.0, WP 5	N/A	PREPA Ex. 6.0 – WP 5 (IEEE Salary Survey 2013) CONFIDENTIAL.pdf
Ex. 9.0, WP1	PREPA Ex. 9.0 – WP 1 (Marginal Cost Worksheet) CONFIDENTIAL.xlsx	Provided in native Excel format only

¹ Please note that this list does not include the Chief Restructuring Officer reports in Schedule I-3 that include confidential portions.