

NEPR

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IN RE: PUERTO RICO ELECTRIC  
POWER AUTHORITY RATE REVIEW

CASE NO.: NEPR-AP-2023-0003

**SUBJECT:** Memorandum of Law in Support of Confidential Treatment of Genera Exhibits 907, 908, 909, 918, and 924

## **MEMORANDUM OF LAW IN SUPPORT OF CONFIDENTIAL TREATMENT OF GENERA EXHIBITS 907, 908, 909, 918, AND 924**

**TO THE HONORABLE PUERTO RICO ENERGY BUREAU:**

**COMES NOW**, Genera PR LLC (“Genera”), as agent of the Puerto Rico Electric Power Authority (“PREPA”)<sup>1</sup>, through its undersigned counsels, and respectfully states and requests the following:

### **I. Introduction**

1. On November 20, 2025, the Hearing Examiner issued the *Order on Motions, Schedules, and Miscellaneous Matters* (the “Order”), which included a list of required late-filed exhibits that the Puerto Rico Energy Bureau (“Energy Bureau”) requested during the evidentiary hearings. Among the required items, the Order directed Genera to submit:
  - Contracts, entered into or under consideration or in negotiation (including draft versions), relating to Genera line items 245 – O&M Temporary Power, 246 – O&M BESS, and 247 – O&M New Peakers.
2. In compliance with this directive, on November 21, 2025, Genera submitted the

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<sup>1</sup> Pursuant to the *Puerto Rico Thermal Generation Facilities Operation and Maintenance Agreement* (“LGA OMA”), dated January 24, 2023, executed by and among PREPA, Genera, and the Puerto Rico Public-Private Partnerships Authority, Genera is the sole operator and administrator of the Legacy Generation Assets (as defined in the LGA OMA) and the sole entity authorized to represent PREPA before the Energy Bureau with respect to any matter related to the performance of any of the O&M Services provided by Genera under the LGA OMA.

following exhibits: *Exhibit 907* (Included Scope from Tesla under the LTSA), *Exhibit 908* (LTSA TM2500 – Attachment G), and *Exhibit 909* (Costa Sur Peakers LTSA).

3. During the evidentiary hearings, additional documents were requested by the Energy Bureau, which were submitted by Genera. In relevant part, these include *Exhibit 918* (Tesla LTSA Draft Genera) and *Exhibit 924* (Genera Services LLC and Genera PR LLC TM2500 Intercompany Services Agreement - July 22 2024), filed on November 23 and November 25, 2025, respectively.
4. These materials consist of contracts and contract attachments relating to temporary generation, TM2500 units, new peaker generation, long-term service arrangements for BESS support units, and intercompany operational and staffing services. Each of the exhibits contains proprietary contractual terms, negotiation-sensitive information, pre-decisional analyses, and Critical Energy Infrastructure Information (“CEII”). In accordance with the Energy Bureau’s Policy on Management of Confidential Information (Case No. CEPR-MI-2016-0009), as amended (the “Policy on Confidential Information”), Genera has filed unredacted confidential versions and corresponding redacted public versions of each document.
5. Accordingly, Genera has designated the entirety of each exhibit as confidential and submits this Memorandum of Law in support of maintaining confidential treatment pursuant to the Energy Bureau’s applicable rules, policies, and governing legal standards.

## **II. Basis for Confidential Treatment and Applicable Law**

6. These documents submitted contain proprietary, commercially sensitive, and security-related information constituting trade secrets, for which Genera respectfully seeks

protection pursuant to the Policy on Confidential Information, the *Puerto Rico Trade Secrets Act*, Act 80-2011, 10 L.P.R.A. §4131 *et seq.* (“Trade Secrets Act”), Act 57-2014 § 6.15, and applicable CEII protections.

7. The contractual and technical information contained in Exhibits 907, 908, 909, 918, and 924 includes confidential commercial terms, service obligations, performance requirements, maintenance methodologies, operational specifications, BESS-related LTSA structures, and internal intercompany staffing and service frameworks. This information derives independent economic value from not being publicly known and is subject to strict confidentiality limitations imposed by underlying agreements.
8. The Trade Secrets Act protects information that is not readily ascertainable by lawful means, derives competitive value from its secrecy, and is maintained under reasonable confidentiality safeguards. The commercial, pricing, technical, and intercompany operational data embedded throughout these exhibits satisfy these statutory requirements and qualify as protectable trade secrets. Disclosure would adversely affect Genera’s ability to negotiate favorable terms in present and future service arrangements by exposing its internal benchmarks, comparative evaluations, cost structures, and negotiation parameters.
9. Section 6.15 of Act 57-2014 authorizes confidential treatment where disclosure would compromise the security of the electric system or reveal privileged or commercially sensitive information. The submitted exhibits contain operational, engineering, BESS-support, and intercompany service information associated with essential electric generation assets, which qualifies as CEII or equivalent sensitive information. This category of information reflects system characteristics, operating parameters, and

reliability-related practices that, if publicly disclosed, could reasonably be expected to compromise the security, stability, or resilience of PREPA’s generation and BESS-supporting facilities. Consistent with the protections afforded under Act 57-2014 § 6.15 and the Policy on Confidential Information, this information must remain confidential to avoid exposing vulnerabilities or operational characteristics that could be misused to the detriment of Puerto Rico’s electric system.

10. The documents further contain pre-decisional and negotiation-related content protected by the deliberative-process privilege. The Order expressly required contracts “entered into or under consideration or in negotiation”, as well as additional documents requested during the evidentiary hearings, which necessarily include draft terms, internal assessments of vendor scopes, intercompany service structures, and other negotiation-sensitive elements. Maintaining confidentiality is essential to preserve the integrity of ongoing procurement and contract-administration efforts.
11. Genera has complied with the procedural requirements under the Policy on Confidential Information by submitting both confidential unredacted and public redacted versions of each exhibit. Maintaining the exhibits under confidential seal will not impede regulatory review and is necessary to protect commercially sensitive, privileged, and security-critical information.
12. This information derives independent economic value from its confidentiality, is subject to contractual nondisclosure obligations, and cannot be publicly released without compromising Genera’s competitive position and operational security.

### **III. Identification of Confidential Information**

13. In accordance with the Policy on Confidential Information, the following table

summarizes the exhibits for which Genera seeks confidential treatment and the justification for such designation:

<b>Document Name and Filing Date</b>	<b>Confidential Portions</b>	<b>Legal Basis for Confidentiality</b>	<b>Summary for Justification</b>
Exhibit 907 – Included Scope from Tesla under the LTSA (Filed November 21, 2025)	Entire document	Policy on Confidential Information; Trade Secrets Act; Act 57-2014 § 6.15; CEII protections	Contains proprietary contractual scope, service obligations, and information relating to the operation and maintenance of critical generation assets. Disclosure would reveal contract structure and CEII-related content, affecting negotiation leverage and system security.
Exhibit 908 – LTSA TM2500 Attachment G (Filed November 21, 2025)	Entire document	Policy on Confidential Information; Trade Secrets Act; Act 57-2014 § 6.15; CEII protections	Contains confidential LTSA terms and information related to the support and maintenance of essential generation equipment. Public disclosure would expose protected commercial and CEII-related content and undermine procurement integrity.
Exhibit 909 – Costa Sur Peakers LTSA (Filed November 21, 2025)	Entire document	Policy on Confidential Information; Trade Secrets Act; Act 57-2014 § 6.15; CEII protections	Contains proprietary long-term service proposal terms and information related to the support and maintenance of generation units. Disclosure would reveal confidential commercial content and CEII-related material and would adversely affect ongoing and future negotiations.
Exhibit 918 - Tesla LTSA Draft Genera (Filed November 23, 2025)	Entire document	Policy on Confidential Information; Trade Secrets Act; Act 57-2014 § 6.15; CEII protections	Contains draft long-term service agreement terms for BESS support units, including proprietary commercial provisions, technical specifications, maintenance methodologies, and negotiation-sensitive elements. Disclosure would reveal internal evaluations, pricing structures, and CEII-related operational information, undermining Genera's negotiation posture and exposing sensitive system-support functions.

Exhibit 924 - Genera Services LLC and Genera PR LLC TM2500 Intercompany Services Agreement - July 22 2024 (Filed November 25, 2025)	Entire document	Policy on Confidential Information; Trade Secrets Act; Privileged commercial information	Contains non-public intercompany service structures, cost-allocation methodologies, seconded-employee arrangements, and internal operational frameworks. Public disclosure would reveal proprietary organizational processes, internal staffing design, service-delivery models, and commercially sensitive financial arrangements, adversely impacting Genera's operational integrity and competitive position.
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**WHEREFORE**, Genera respectfully requests that the Puerto Rico Energy Bureau: (a) take notice of the foregoing; (b) accept this Memorandum of Law in support of the confidential treatment of Genera Exhibits 907, 908, 909, 918, and 924; (c) grant Genera's request to maintain each exhibit in its entirety in a redacted public and unredacted confidential version consistent with the Policy on Confidential Information and applicable law, and (d) grant such other and further relief as the Energy Bureau deems appropriate.

**RESPECTFULLY SUBMITTED.**

In San Juan, Puerto Rico, this 26<sup>th</sup> day of November, 2025.

**WE HEREBY CERTIFY** that this Motion was filed using the electronic filing system of this Energy Bureau and that electronic copies of this motion will be notified to the Hearing Examiner, Scott Hempling, [shempling@scotthemplinglaw.com](mailto:shempling@scotthemplinglaw.com); and to the attorneys of the parties of record.

A courtesy copy of the present Motion will also be notified to the following:

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