

Phone: (215) 569-5793
Fax: (215) 832-5793
Email: Lewis@blankrome.com

February 17, 2015

VIA ELECTRONIC FILING

Rosemary Chiavetta, Secretary
PA Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor
Harrisburg, PA 17120

Re: Unopposed Motion for Protective Order
Docket No. P-2014-2411941, *et seq.*, not including P-2014-2411966 (related to
West Goshen Township)


Dear Secretary Chiavetta,

Enclosed for filing is Sunoco Pipeline L.P.'s Unopposed Motion for Protective Order, as well as a Certificate of Service evidencing service upon the parties of record.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,

BLANK ROME



Christopher A. Lewis (ID # 29375)

Blank Rome LLP

One Logan Square

Philadelphia, PA 19103

Phone: (215) 569-5793

Counsel for Sunoco Pipeline, L.P.

cc: Per Certificate of Service (w/encls.)

addition, parties have sought information concerning the location and operation of certain pump stations, valve control stations, and other public utility facilities, the public disclosure of which would raise critical infrastructure security concerns.

3. Treatment of such information as set forth in the attached proposed Protective Order is justified because unrestricted disclosure of such information would not be in the public interest. These considerations constitute cause for the restrictions specified in 52 Pa. Code § 5.365 and in Orders from Administrative Law Judges or the Commission granting relief pursuant to said regulation.

4. Under 52 Pa. Code §§ 5.362(a)(7) and 5.365, the Office of Administrative Law Judge or the Commission may issue a Protective Order to limit or prohibit disclosure of confidential commercial information where the potential harm to a participant would be substantial and outweighs the public's interest in having access to the confidential information. In applying this standard, relevant factors to be considered include: the extent to which disclosure would cause unfair economic or competitive damage; the extent to which the information is known by others and used in similar activities; and the worth or value of the information to the party and to the party's competitors. 52 Pa. Code § 5.365(a)(1)-(3).

5. The attached proposed Protective Order defines "Proprietary" information as protected information in Paragraph 3(a) of the attached proposed Protective Order.

6. Paragraph 13 of the attached proposed Protective Order protects against overly broad designations of protected information by giving all parties the right to question or challenge the confidential or proprietary nature of the "Proprietary" information.

7. Limitation on the disclosure of "Proprietary" information will not prejudice the rights of the participants, nor will such limitation frustrate the prompt and fair resolution of this

proceeding. The proposed Protective Order balances the interests of the parties, the public, and the Commission.

8. The attached suggested Protective Order sought by SPLP will protect the proprietary nature of competitively valuable information while allowing the parties to use such information for purposes of the instant litigation. The proposed Protective Order applies the least restrictive means of limitation that will provide the necessary protections from disclosure.

9. Pursuant to the Commission's Rules, and subject to the terms of the proposed Protective Order, proprietary information provided to a party under 52 Pa. Code 5.365 shall be released only to the counsel and eligible outside experts of the receiving party, and may not be released to any other member or representative of the receiving party, except as described in Paragraph 6(a) of the proposed Protective Order. 52 Pa. Code 5.365(d).

10. SPLP has consulted with the Mountain Watershed Association, Delaware River Keeper Network and the Clean Air Council. No party objects to the accompanying form of Protective Order.

WHEREFORE, for all the reasons set forth above, SPLP respectfully requests that Your Honors issue the attached Protective Order.

BLANK ROME LLP



Christopher A. Lewis, Esq.
Michael L. Krancer, Esq.
Frank L. Tamulonis, Esq.
Melanie S. Carter, Esq.
One Logan Square
130 North 18th Street
Philadelphia, PA 19103
Counsel for Sunoco Pipeline L.P.

Dated: February 17, 2015

3. Categories of Protected Information.
 - a. Basis for Designation of Proprietary Information. Information may be designated as “Proprietary” based upon a good faith belief that the information constitutes or contains information of the designating party which is not available to the general public and the release of which will cause negative economic or competitive impacts for the designating party, including, but not limited to, trade secrets, know-how, proprietary data and/or other medical, technical, commercial, business, financial or personal information.
 - b. Dispute Mechanism for Modification to Categories. The parties reserve the right to add additional areas covered under “Proprietary,” if a party later determines that a particular document should be protected by the designation but for some reason the document does not fall under the above category of protected information. If a party decides that it must modify the particular category to include or exclude a document(s), the party shall notify the opposing party of its intention to modify the category of protected documents and state precisely the proposed modified category. The document(s) in question should be produced to the opposing counsel in the proprietary category. Once the designating party requests a modification of a category to include a document, the document may only be viewed by opposing counsel in the “Proprietary” Category, unless or until the Administrative Law Judge(s), the Commission, or Court rule(s) otherwise. The parties shall attempt in good faith to resolve any dispute that may arise and should only seek appropriate application with the Court in order to protect the rights created by this Agreement. Within ten (10) business days of a notice, the opposing party shall either (i) grant the requested broadening of the category, or (ii) file a motion with the adjudicating body requesting a determination by the Administrative Law Judge(s), the Commission, or Court as to whether the requested modification to the “Proprietary,” or,” category shall be permitted. If the party opposing the modification fails to file a motion within ten (10) business days as stated, the party shall be deemed to have granted the modification of the category.

4. Proprietary Information shall be made available to the Commission and its Staff for use in this proceeding. For purposes of filing, to the extent that Proprietary Information is placed in the Commission's report folders, such information shall be handled in accordance with routine Commission procedures inasmuch as the report folders are not subject to public disclosure. To the extent that Proprietary Information is placed in the Commission's testimony or document folders, such information shall be separately bound, conspicuously marked, and accompanied by a copy of this Order. Public inspection of Proprietary Information shall be permitted only in accordance with this Order.

5. Permissible Use of Proprietary Information. Any person having access to Proprietary Information shall use it only for the purposes of this litigation (including appeals); shall not disclose it to anyone other than those persons designated herein; and shall handle it in the manner set forth in this Agreement. The designation of material as Proprietary shall not itself affect the rights of the designator (or the designator's authorized representative) to give or disclose the Proprietary Information to any person for any reason, and such giving or disclosing of Proprietary information shall not be deemed a waiver of this Agreement, unless such information is made publically available by designator.

6. Proprietary Information shall be made available to counsel of record in this proceeding pursuant to the following procedures:

- a. Proprietary Information. To the extent required for participation in this proceeding, a party's counsel may afford access to Proprietary Information made available by another party ("the Producing Party") to:
 - i. The Commission at any hearing in this proceeding or in connection with motions filed in this proceeding;
 - ii. Counsel of record for all named parties to this action and their immediate supervisor;
 - iii. Other counsel not of record, not to exceed five (5) individuals, provided only that said individuals are duly employed on a full-time basis with the organizations that are named parties to this action.
 - iv. Court reporters;
 - v. Any witness during the course of that witness's deposition or examination;

- vi. Experts and/or advisors consulted by the named parties or their counsel in connection with this action, whether or not retained to testify at trial, ***provided that*** prior to any such disclosure counsel for the party making the disclosure shall deliver a copy of this Protective Order to the expert and/or advisor, shall explain its terms to the expert and/or advisor, and shall secure the signature of the expert and/or advisor on a letter in the form attached hereto as **Appendix A**. It shall be the further obligation of counsel, upon learning of any breach or threatened breach of this Protective Order by any expert and/or advisor, promptly to notify opposing counsel of such breach or threatened breach;
 - vii. Corporate, business, non-profit, or association representatives selected by each corporate, business, non-profit, or association party to this litigation; and
 - viii. The Executive Director of any organization that is a named party to this proceeding. The “Executive Director” as used herein, shall mean the full time employee of the organization with day-to-day managerial responsibility for all operations of the organization.
- b. For purposes of the foregoing paragraphs, disclosure to a party’s expert(s) shall be subject to the following additional restrictions:
- i. Such expert(s) may not hold any of the following positions with any competitor of the producing party: (a) an officer, board member, significant stockholder, partner, owner (other than owner of stock) or an employee of any competitor of the producing party who is primarily involved in the pricing, development, and/or marketing of products or services that are offered in competition with those of the producing party; or (b) an officer, board member, significant stockholder, partner, owner (other than owner of stock) of any affiliate of a competitor of the producing party; provided, however, that any expert shall not be disqualified on account of being a stockholder, partner, or owner unless his/her interest in the business constitutes a significant potential for violation of the limitations of permissible use of the Proprietary Information. For purposes of this Order, stocks, partnership, or other ownership interest valued at more than \$10,000 or constituting more than a 1% interest in a business establishes a significant potential for violation.
 - ii. If a party’s independent expert, another member of the independent expert’s firm or the independent expert’s firm generally also serves as an expert for, or as a consultant or advisor to a competitor or any affiliate of a competitor of the Producing Party, said independent expert must: (1) advise the Producing Party of the competitor's or affiliate's name(s); (2) make reasonable attempts to segregate those personnel assisting in the

expert's participation in this proceeding from those personnel working on behalf of a competitor or any affiliate of a competitor of the Producing Party; and (3) if segregation of such personnel is impractical, the independent expert shall give to the Producing Party written assurances that the lack of segregation will in no way jeopardize the interests of the Producing Party. The Producing Party retains the right to challenge the adequacy of the written assurances that its interests will not be jeopardized.

- c. No other persons may have access to the Proprietary Information except as authorized by order of the Commission or of the presiding Administrative Law Judge. No person who may be entitled to receive or who is afforded access to any Proprietary Information shall use or disclose such information for the purposes of business or competition, or for any purpose other than the preparation for and conduct of this proceeding or any administrative or judicial review thereof.

7. Prior to making Proprietary Information available to any person as provided in above, counsel for a party of record shall deliver a copy of this Order to such person and shall receive a written acknowledgement from that person in the form attached to this Order and designated as "**Appendix A**". Counsel shall promptly deliver to the Producing Party a copy of this executed acknowledgement form.

8. A producing party shall designate data or documents as constituting or containing Proprietary Information by affixing an appropriate proprietary stamp or typewritten or handwritten designation on such data or documents. Where only part of data compilations or multi-page documents constitutes or contains Proprietary Information, the producing party, insofar as reasonably practicable within discovery and other time constraints imposed in this proceeding, shall designate only the specific data or pages of documents that constitute or contain Proprietary Information.

9. Any federal agency that has access to and/or receives copies of the Proprietary Information will consider and treat the Proprietary Information as within the exemption from disclosure provided in the Freedom of Information Act as set forth at 5 U.S.C. § 552(b)(4) until such time as the information is found to be non-proprietary.

10. Any state agency, local agency, or municipality which has access to and/or receives copies of the Proprietary Information will consider and treat the Proprietary Information as "Confidential Proprietary Information" that is exempt from disclosure under Section

708(b)(11) of the Pennsylvania Right-to-Know Law (65 P.S. § 67.708(b)(11)) until such time as the information is found to be non-proprietary.

11. Any public reference to Proprietary Information by the Commission or by counsel or persons afforded access thereto shall be to the title or exhibit reference in sufficient detail to permit persons with access to the Proprietary Information to fully understand the reference and not more. The Proprietary Information shall remain a part of the record, to the extent admitted, for all purposes of administrative or judicial review.

12. Part of any record of any of proceedings containing the Proprietary Information, including but not limited to all exhibits, writings, testimony, cross examination, argument, and responses to discovery, and including reference thereto as mentioned in Ordering Paragraph No. 11, above, shall be sealed for all purposes, including administrative and judicial review, unless such Proprietary Information is released from the restrictions of this Protective Order, either through the agreement of the parties or pursuant to an order of an Administrative Law Judge or the Commission. Unresolved challenges arising under Ordering Paragraph No. 13, below, shall be decided on motion or petition by the presiding officer and/or the Commission as provided in 52 Pa. Code § 5.365(a). All such challenges will be resolved in conformity with existing rules, regulations, orders, statutes, and precedent to the extent such guidance is available.

13. The parties affected by the terms of this Protective Order shall retain the right to question or challenge the confidential or proprietary nature of Proprietary Information; to question or challenge the admissibility of Proprietary Information on any proper ground, including but not limited to irrelevance, immateriality or undue burden; to seek an order permitting disclosure of Proprietary Information beyond that allowed in this Protective Order; and to seek additional measures of protection of Proprietary Information beyond those provided in this Protective Order. If a challenge is made to the designation of a document or information as Proprietary, the party claiming that the information is Proprietary retains the burden of demonstrating that the designation is necessary and appropriate.

14. Upon completion of this proceeding, including any administrative or judicial review thereof, all copies of all documents and other materials, that contain any Proprietary Information, shall be immediately returned upon request to the party furnishing such Proprietary Information. In the alternative, parties may provide an affidavit of counsel affirming that the

materials containing or reflecting Proprietary Information have been destroyed. This provision shall not apply to the Commission and its Staff.

15. Nothing contained in this Protective Order shall be construed as inferring that any Proprietary Information must be produced. Rather, this Protective Order is intended to set forth how Proprietary Information shall be handled by other parties to this matter if voluntarily or upon Order of the Commission are produced to other parties in this matter.

SO AGREED:

Dated: 2/17/15



Christopher A. Lewis, Esquire
Michael L. Krancer, Esquire
Frank L. Tamulonis, Esquire
Melanie S. Carter, Esquire
BLANK ROME LLP
One Logan Square
Philadelphia, PA 19103
Counsel for Sunoco Pipeline L.P.

Dated: 2/12/15



Augusta Wilson, Esquire
Joseph O. Minott, Esquire
135 S. 19th St
Suite 300
Philadelphia, PA 19103
Counsel for Clean Air Council

Dated: 2-13-15



Aaron Stemplewicz, Esquire
925 Canal Street
Suite 3701
Bristol, PA 19007
Counsel for Delaware Riverkeeper Network

SO ORDERED AND APPROVED:

Dated: _____

Administrative Law Judge

Dated: _____

Administrative Law Judge

APPENDIX A

**COMMONWEALTH OF PENNSYLVANIA
BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

	:	
Amended Petition of Sunoco Pipeline L.P.	:	Docket Nos. P-2014-2411941, 2411942,
for a Finding That the Situation of	:	2411943, 2411944, 2411945, 2411946,
Structures to Shelter Pump Stations and	:	2411948, 2411950, 2411951, 2411952,
Valve Control	:	2411953, 2411954, 2411956, 2411957,
Stations is Reasonably Necessary for the	:	2411958, 2411960, 2411961, 2411963,
Convenience and Welfare of the Public	:	2411964, 2411965, 2411967, 2411968,
	:	2411971, 2411972, 2411974, 2411975,
	:	2411976, 2411977, 2411979, 2411980
	:	(Not Consolidated– Not including
	:	2411966 related to West Goshen Township)

The undersigned has read and understands the Protective Order issued in the above-captioned proceeding, which deals with the treatment of Proprietary Information. The undersigned agrees to be bound by, and comply with, the terms and conditions of said Protective Order. In the case of an independent expert, the undersigned represents that he/she has complied with the terms of the Protective Order prior to submitting this Affidavit. The undersigned agrees that any Proprietary Information, as addressed and defined in the Protective Order, shall be used and disclosed only for purposes of preparation for, and the conduct of, the above-captioned proceeding, and any administrative or judicial review thereof, and shall not be disclosed or used for any other purposes whatsoever. The undersigned agrees that, following the conclusion of this litigation, he/she will return or destroy all Proprietary Information.

The undersigned further agrees to be bound by the terms of the Protective Order and to subject himself/herself to the jurisdiction of the administrative and judicial bodies of the Commonwealth of Pennsylvania for the enforcement of this Order and understands that, in the event that he/she fails to abide by the provisions of this Order, he/she may be subject to sanctions

by the administrative and judicial courts of this Commonwealth.

Signature

Print Name

Date

Job Title and Job Description

Business Address

Employer

If Independent Expert, List Persons/Entities Retaining You

Role in Proceeding

CERTIFICATE OF SERVICE

I hereby certify that on February 17, 2015, I caused a true copy of the Unopposed Motion for Protective Order to be served upon the participants listed below by electronic mail in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a participant).

Honorable David A. Salapa
P.O. Box 3265
Harrisburg, PA 17105-3265
dsalapa@pa.gov

Honorable Elizabeth H. Barnes
P.O. Box 3265
Harrisburg, PA 17105-3265
ebarnes@pa.gov

Tanya McCloskey, Esquire
Aron J. Beatty, Esquire
Office of Consumer Advocate
555 Walnut Street
Forum Place – 5th Floor
Harrisburg, PA 17101-1921
tmccloskey@paoca.org

Johnnie Simms, Esquire
Bureau of Investigation and Enforcement
PA Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17120
josimms@pa.gov

Aaron Stemplewicz, Esquire
925 Canal Street
Suite 3701
Bristol, PA 19007
aaron@delawareriverkeeper.org
**Representing Delaware River Keeper
Network**

John R. Evans, Esquire
Steven Gray, Esquire
Office of Small Business Advocate
Suite 1102, Commerce Building
300 North Second Street
Harrisburg, PA 17101
sgray@pa.gov

Augusta Wilson, Esquire
Joseph O. Minott, Esquire
135 S. 19th St
Ste. 300
Philadelphia, PA 19103
awilson@cleanair.org
Representing Clean Air Council



Counsel to Sunoco Pipeline, L.P.