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February 6, 2015

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VIA OVERNIGHT FEDERAL EXPRESS

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

FEB 06 2015

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

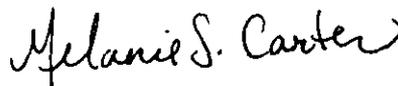
Re: Sunoco Pipeline L.P.'s Prehearing Conference Memorandum, Docket
Numbers P-2014-2411941, *et al.*, except P-2014-2411966

Dear Secretary Chiavetta:

Enclosed for filing is Sunoco Pipeline L.P.'s ("SPLP") Prehearing Conference Memorandum and related Certificate of Service, to be filed in Docket Number P-2014-2411941, *et al.*, except for P-2014-2411966 (West Goshen Township, Chester County). The prehearing conference for West Goshen Township has been deferred.

Thank you for your attention to this matter.

Respectfully,



Melanie S. Carter

MSC/arc
Enclosures

cc: Certificate of Service List (*w/encl.*)

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

Petition of Sunoco Pipeline LP, for a : Docket Nos. P-2014-2411941,
Finding That The Situation of Structures : 2411942, 2411943, 2411944,
to Shelter Pump Stations and Valve : 2411945, 2411946, 2411948,
Control Stations is Reasonably : 2411950, 2411951, 2411952,
Necessary for the Convenience or : 2411953, 2411954, 2411956,
Welfare of the Public : 2411957, 2411958, 2411960,
2411961, 2411963, 2411964,
2411965, 2411967, 2411968,
2411971, 2411972, 2411974,
2411975, 2411976, 2411977,
2411979, 2411980

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

(Not Consolidated)¹

**PREHEARING CONFERENCE MEMORANDUM
OF SUNOCO PIPELINE L.P.**

Pursuant to 52 Pa. C.S. § 5.222, Sunoco Pipeline L.P. (“SPLP”) respectfully submits the following Prehearing Conference Memorandum:

I. PROCEDURAL HISTORY

Since 2002, SPLP has been a public utility corporation regulated by the Pennsylvania Public Utility Commission (the “Commission”), offering petroleum products and refined petroleum products pipeline transportation service within Pennsylvania, subject to the Commission’s oversight and jurisdiction.

¹ Contemporaneously with the filing of this prehearing conference memorandum, Sunoco Pipeline L.P. (“SPLP”) also files a petition for leave to withdraw the following amended petitions: P-2014-2411941, 2411943, 2411944, 2411945, 2411946, 2411948, 2411951, 2411952, 2411953, 2411954, 2411956, 2411957, 2411958, 2411960, 2411961, 2411963, 2411964, 2411965, 2411967, 2411972, 2411974, 2411980. As stated in SPLP’s petition to withdraw, it no longer seeks an exemption from local zoning requirements in the dockets from which it seeks withdrawal because SPLP has amicably resolved whatever zoning exemptions and/or requirements that might be required in those townships by obtaining necessary zoning approvals, determining that zoning exemptions are not required for those townships, or electing not to enclose valve control stations.

On March 21, 2014, SPLP filed a petition containing 31 separate locations in its caption (the "Petition"). At SPLP's request, the Commission's Secretary treated the Petition as 31 separate petitions and assigned 31 docket numbers to the matters. The Petition sought findings from the Commission that structures to shelter 18 pump stations and 17 valve control stations along SPLP's Mariner East pipeline are reasonably necessary for the convenience or welfare of the public, and are therefore exempt from local zoning ordinances pursuant to Section 619 of the Municipalities Planning Code, 53 P.S. § 10619.

As a part of the Mariner East project, SPLP will be installing new pump stations and valve control stations at various locations along the pipeline.² The pump stations will facilitate the transportation of ethane and propane. Each pump station has two structures that could be characterized as "buildings." First, each station has a structure that surrounds the pump itself. This structure will reduce noise reaching the area surrounding each station, protect the pump equipment from weather impacts, and allow for convenient maintenance of the pump equipment. In addition to this structure, each pump station has a power distribution center, which is a modular building that houses the electrical, control, and communication equipment for the pump.

On May 8, 2014, SPLP filed Amended Petitions for each of the 31 dockets. The Amended Petitions stated, among other things, that due to shipper demand and a change in business conditions, SPLP would accelerate its business plans to provide for intrastate transportation of propane delivery in Pennsylvania, to originate in Houston, Pennsylvania and deliver propane to Twin Oaks, Pennsylvania, which is operated in conjunction with and as a part

² The dockets that remain in this proceeding concern the installation of pump stations along the Mariner East pipeline.

of the Marcus Hook Industrial Complex (“MHIC”). The MHIC and SPLP’s Twin Oaks facilities both are located in Delaware County, Pennsylvania.

Notice of SPLP’s 31 Amended Petitions was published in the May 24, 2014 Pennsylvania Bulletin at 44 Pa.B. 3204-3215, specifying a deadline of June 9, 2014 for filing formal protests, comments or petitions to intervene in the proceeding.

By way of an Initial Decision dated July 23, 2014, but not issued until July 30, 2014, Administrative Law Judges Salapa and Barnes sustained the preliminary objections of various parties and dismissed SPLP’s Amended Petitions, concluding that SPLP was not a public utility corporation within the meaning of Section 619. SPLP filed exceptions to the Initial Decision on August 19, 2014.

By Order dated October 29, 2014, the Commission granted SPLP’s exceptions and reversed the July 30, 2014 Initial Decision and remanded the matter to Administrative Law Judges Salapa and Barnes for further proceedings.³ The Commission’s October 29, 2014 Order expressly clarified the contours of this proceeding, stating:

In this proceeding, the Commission has been asked to decide a very narrow question: whether enclosures (walls and a roof) that are built around and over a valve control or pump station should be exempt from municipal zoning regulation. To answer this question, we must decide whether it is in the convenience or welfare of the public for Sunoco to enclose the planned facilities with walls and roofs, even if those enclosures may conflict with local zoning ordinances. Sunoco is not seeking (1) a Certificate of Public Convenience; (2) authorization to build the Mariner East pipeline or any facilities attendant thereto (such as valve control or pump stations); (3) approval of the siting or route of the pipeline; or (4) a finding that the proposed pipeline complies with relevant

³ See *October 29, 2014 Order* (all dockets).

public safety or environmental requirements. Those issues are outside the scope of this proceeding.⁴

The Commission further stated that “There are only two parts to a Section 619 inquiry: (1) whether Sunoco is a public utility corporation, and (2) whether the proposed buildings at issue are reasonably necessary for the convenience or welfare of the public.”⁵ To the first prong, the Commission stated that the Administrative Law Judges on remand have two issues to address: first, “whether the presumption has been rebutted that Sunoco is a ‘public utility’ under the Code;” and second, “whether Sunoco’s proposed service is included within its existing authority, *i.e.*, whether Sunoco has provided credible evidence that it will be transporting propane and/or ethane, as proposed, through the territories for which is it certificated as a public utility.”⁶ To the second prong, the Commission found that “the inquiry on remand should not address whether it is appropriate to place the valve and pump stations in certain areas, but, rather, should address whether the *buildings* proposed to shelter those facilities are reasonably necessary for the convenience or welfare of the public.”⁷

Since the Commission granted SPLP’s exceptions and remanded for further proceedings, Administrative Law Judges Salapa and Barnes have issued two prehearing orders. The first was issued on December 1, 2014 and concerned the petitions to intervene of the Delaware Riverkeeper Network (“DRN”), the Mountain Watershed Association (“MWA”), CCWGT, WGT, East Goshen Township (“EGT”), the Clean Air Council (“CAC”), Upper Chichester

⁴ *Id.* at 12-13.

⁵ *Id.* at 41.

⁶ *Id.*

⁷ *Id.* at 43 (emphasis added).

Township, and the Environmental Integrity Project (“EIP”).⁸ This first order permitted the following interventions:

1. CCWGT, WGT, and EGT were permitted to intervene in Docket Number P-2014-2411966 (West Goshen Township, Chester County).
2. Upper Chichester Township was permitted to intervene in P-2014-2411965 (Upper Chichester Township, Delaware County).
3. The DRN was permitted to intervene in Docket Numbers P-2411941 (Wallace Township, Chester County), Docket Number P-2014 2411965 (Upper Chichester Township, Delaware County), P-2014-2411966 (West Goshen Township, Chester County), P-2014-2411968 (Upper Uwchlan Township, Chester County), P-2014-2411971 (Brecknock Township, Berks County), and P-2014-2411972 (Spring Township, Berks County).
4. The MWA was permitted to intervene in Docket Numbers P-2014-2411954 (Hempfield Township, Westmoreland County) and P-2014-2411956 (Rostraver Township, Westmoreland County).
5. The CAC and the EIP were permitted to intervene in all Docket Numbers captioned above.⁹

The First Prehearing Order reiterated the Commission’s ruling that “[SPLP]’s compliance with safety and environmental requirements in siting and construction [of] the Mariner East project and the pump and valve control stations were outside the scope of these petitions. Therefore, the

⁸ See *December 1, 2014 Prehearing Order #1 Granting Interventions* (issued on all above-captioned dockets).

⁹ On February 5, 2015, the EIP filed a Petition for Leave to Withdraw Its Petition to Intervene. SPLP does not anticipate opposing this petition.

interventions ... in these proceedings will be limited to issues arising from the shelter buildings.”¹⁰ The Second Prehearing Order scheduled the prehearing conference for February 10, 2015.¹¹

In addition to the prehearing orders described above, the Administrative Law Judges have issued other orders with respect to SPLP’s Amended Petitions, specifically pertaining to Docket Number 2014-2411966 (West Goshen Township, Chester County). First, on December 17, 2014, the Administrative Law Judges issued an order denying the November 10, 2014 motion of CCWGT to consolidate a formal complaint, which it filed at Docket Number C-2014-2451943, with SPLP’s Amended Petition at Docket Number 2014-2411966.¹² The Administrative Law Judges also issued an order on January 9, 2015 striking the answer and new matter filed by WGT on November 17, 2014 as untimely filed.¹³ The January 9, 2015 Order again reiterated the Commission’s October 29, 2014 Order concerning the scope of this proceeding, stating that “the Commission directed that we decide whether the intervenors had presented evidence to rebut the presumption that Sunoco was a public utility and ... whether Sunoco’s proposed service was included within its existing public utility authority.”¹⁴ In so determining, the Administrative Law Judges stated, “the Commission directed that we should not address whether it is appropriate to place the valve control and pump stations in certain locations because these issues were outside the scope of the proceedings. Rather we were simply to determine whether

¹⁰ *Id.*

¹¹ See *December 1, 2014 Prehearing Order #2 Scheduling Prehearing Conference* (issued on all above-captioned dockets). Since the issuance of this order, it has been determined that, due to scheduling conflicts, the prehearing conference for docket number 2014-2411966 (West Goshen Township, Chester County) will be held at a later date yet to be determined.

¹² See *December 17, 2014 Order Denying Consolidation* (2014-2411966).

¹³ See *January 9, 2015 Order Striking Answer and New Matter of West Goshen Township*, Docket No. P-2014-2411966.

¹⁴ *Id.* at 9.

Sunoco's proposed buildings were reasonably necessary for the convenience or welfare of the public."¹⁵

On February 6, 2015, SPLP submitted this Prehearing Conference Memorandum. Contemporaneously with the filing of this memorandum, SPLP also has filed a petition to withdraw the following dockets:

- 2014-2411941 Wallace Township, Chester County
- 2014-2411943 Lower Swatara Township, Dauphin County
- 2014-2411944 East Wheatfield Township, Indiana County
- 2014-2411945 Fairview Township, York County
- 2014-2411946 North Middleton Township, Cumberland County
- 2014-2411948 Frankstown Township, Blair County
- 2014-2411951 Derry Township, Westmoreland County
- 2014-2411952 Loyalhanna Township, Westmoreland County
- 2014-2411953 Penn Township, Westmoreland County
- 2014-2411954 Hempfield Township, Westmoreland County
- 2014-2411956 Rostraver Township, Westmoreland County
- 2014-2411957 Allegheny Township, Blair County
- 2014-2411958 Union Township, Washington County
- 2014-2411960 North Strabane Township, Washington County
- 2014-2411961 Penn Township, Huntingdon County
- 2014-2411963 Chartiers Township, Washington County
- 2014-2411964 Shirley Township, Huntingdon County
- 2014-2411965 Upper Chichester Township, Delaware County
- 2014-2411967 Toboyne Township, Perry County
- 2014-2411972 Spring Township, Berks County
- 2014-2411974 Hampden Township, Cumberland County
- 2014-2411980 Salem Township, Westmoreland County

As stated in SPLP's petition to withdraw, it no longer seeks an exemption from local zoning requirements in the dockets from which it seeks withdrawal because SPLP amicably has resolved whatever zoning exemptions and/or requirements that might be required in those townships by obtaining necessary zoning approvals, determining that zoning exemptions are not required for those townships, or electing not to enclose valve control stations.

¹⁵ *Id.*

II. SERVICE ON SPLP

SPLP consents to accept electronic delivery of documents on the deadline for their filing, if followed by hard copy delivery by first class mail to its counsel of record.

SPLP respectfully requests that the following counsel of record appear on the service list:

Christopher A. Lewis (ID #29375)
Blank Rome LLP
One Logan Square
130 North 18th Street
Philadelphia, PA 19103-6998
Telephone: (215) 569-5793
Facsimile: (215) 832-5793
lewis@blankrome.com

SPLP also requests that parties serve electronic (and not paper) copies of all documents and communications in this proceeding on the following counsel, also of Blank Rome LLP:

Michael L. Krancer (ID #39443)
mkrancer@blankrome.com

Frank L. Tamulonis (ID #208001)
ftamulonis@blankrome.com

Melanie S. Carter (ID #312294)
mcarter@blankrome.com

III. SETTLEMENT

SPLP is willing to engage in good faith efforts to resolve this matter amicably, short of hearings, briefs and exceptions, and subject to the approval of the Commission. SPLP has discussed settlement with several of the parties and is willing to continue those discussions in an effort to resolve these application proceedings without litigation. In the event that discussions fail to result in resolution, SPLP is prepared to litigate the case as may be required.

IV. PROPOSED DISCOVERY PLAN

SPLP has responded to, and continues to respond to, document requests served upon it by DRN, CAC, WGT, and CCWGT consistent with the Commission's Rules of Practice and Procedure. SPLP proposes that, due to the geographical distance between some counsel, the following modifications be made to the deadlines set forth in the Commission's Rules of Practice and Procedure:

- A. Answers to interrogatories to be served within twenty (20) days of service of interrogatories if service is made by electronic mail, or within twenty-five (25) days of service of interrogatories if service is made by U.S. mail;
- B. Objections to interrogatories to be served within ten (10) days of service of interrogatories if service is made by electronic mail, or within fifteen (15) days of service of interrogatories if service is made by U.S. mail;
- C. Motions to compel answers to interrogatories to be served within ten (10) days of service of objections if service is made by electronic mail, or within (15) days of service of objections if service is made by U.S. mail;
- D. Answers to any motion to compel to be served within five (5) days of service of any motion, if service of the motion is made by electronic mail, or within ten (10) days of service if made by U.S. mail, or orally at any hearing on the motion to compel, should a hearing be held before the date when the answer would otherwise be due.

V. OTHER PROPOSED ORDERS

Due to the confidential and highly confidential nature of some of the information that has been requested and could be requested of SPLP in this proceeding, SPLP has circulated among counsel for the parties a proposed protective order. SPLP awaits agreement from all of the parties concerning this protective order. A copy of SPLP's proposed protective order is attached hereto as **Exhibit A**.

VI. THE NEED FOR PUBLIC INPUT HEARINGS

SPLP values public input and has held, and continues to hold, community meetings in the townships affected by the Mariner East project. Should SPLP's petition to withdraw be granted, the following dockets would remain in these proceedings:

2014-2411942 Burrell Township, Indiana County
2014-2411950 Cambria Township, Cambria County
2014-2411966 West Goshen Township, Chester County
2014-2411968 Upper Uwchlan Township, Chester County
2014-2411971 Brecknock Township, Berks County
2014-2411975 West Cocalico Township, Lancaster County
2014-2411976 Londonderry Township, Dauphin County
2014-2411977 West Cornwall Township, Lebanon County
2014-2411979 Lower Frankford Township, Cumberland County

With respect to the townships that would remain in this proceeding should SPLP's petition to withdraw be granted, very few people have submitted letters on the public docket.¹⁶ The letters that have been submitted on the dockets for the would-be-remaining townships concern primarily the public utility status of SPLP, and not the proposed buildings to be constructed. As the public utility status of SPLP is a matter of law, members of the public raising SPLP's public utility status at a public input hearing would have no relevant evidence to offer. Accordingly, SPLP

¹⁶ The vast majority of letters submitted to the Commission concerns West Goshen Township. The prehearing conference for West Goshen Township has been deferred pending settlement discussions among the parties.

proposes that the Commission hold a public input hearing in Harrisburg, which is centrally located to those who submitted comments on the record concerning the Mariner East project.

VII. LITIGATION SCHEDULE

SPLP respectfully proposes the following litigation schedule:

Prehearing Conference	February 10, 2015
Public Input Meetings	TBD
Direct testimony of SPLP	March 6, 2015
Direct testimony of DRN, CAC, <i>et al.</i> , to rebut SPLP's public utility status ¹⁷	March 6, 2015
Written rebuttal testimony	March 20, 2015
Written surrebuttal testimony	April 3, 2015
Written rejoinder testimony	April 10, 2015
Hearings – Harrisburg	April 21, 22, and 23, 2015
Main Briefs	May 8, 2015
Reply Briefs	May 22, 2015

VIII. WITNESSES

SPLP reserves the right to present direct, rebuttal, and surrebuttal fact and expert testimony, to the extent that it deems necessary, in this proceeding.

¹⁷ As the Commission stated in its October 29, 2014 Order, SPLP's certificates of public convenience are *prima facie* evidence that SPLP is a public utility corporation, and this presumption must be rebutted. *See October 29, 2014 Order* at 41 (all dockets). Accordingly, those parties contesting SPLP's status have the burden of going forward with evidence to rebut this presumption.

SPLP intends to present the testimony of the following officers or employees of SPLP:

Harry (Hank) J. Alexander, Vice President of Business Development
Sunoco Pipeline L.P.
1818 Market Street, Suite 1500
Philadelphia, PA 19103
(215) 365-6501

Matthew L. Gordon, Project Manager
Sunoco Pipeline L.P.
1818 Market Street, Suite
Philadelphia, PA 19103
(215) 365-6501

Mr. Alexander will testify as to SPLP's public utility status and will describe SPLP's integrated pipeline system. Mr. Alexander will also provide an overview of the development of the Mariner East project. Mr. Gordon will describe buildings the pump stations and valve control stations at issue in this proceeding. Mr. Gordon will also testify as to the proposed structures to enclose the pump stations and valve control stations in each applicable township, including related zoning issues, and the need for and benefits received from the enclosures. SPLP reserves the right to identify other witnesses to respond to testimony proffered by other parties.

SPLP has not identified expert witness(es) at this time and reserves the right to present expert testimony as may be necessary. SPLP will notify the Administrative Law Judges and all parties of the identities of any expert it intends to call.

IX. ISSUES & PRELIMINARY POSITIONS

The Commission has found that the scope of this 619 proceeding concerns the following inquiries:

- (1) Whether the presumption has been rebutted that SPLP is a “public utility” under the Code;
- (2) Whether SPLP’s proposed service is included within its existing authority; and
- (3) Whether the proposed buildings proposed to shelter pump stations are reasonably necessary for the convenience or welfare of the public.

SPLP reserves the right to address other issues as it deems appropriate. With respect to the above-listed issues, SPLP’s status as a public utility corporation must be rebutted by any party contesting SPLP’s public utility status. As its tariffs filings indicate, SPLP has provided credible evidence that it will be transporting propane and/or ethane, as it proposed, through territories for which it is certificated as a public utility and therefore, SPLP’s proposed service is included with its existing authority, as already determined by the Commission. The proposed structures are reasonably necessary for the convenience or welfare of the public – they protect the pump equipment from the elements, facilitate maintenance, and dampen ambient noise from the operation of the pump equipment.

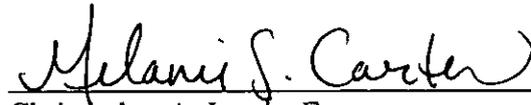
X. EVIDENCE

SPLP anticipates that it will present evidence on all three issues enumerated above and as listed in the topics to be presented through the testimony of Mr. Alexander with respect to issues one and two and Mr. Gordon with respect to issue three. SPLP additionally anticipates presenting documentation and other information received from the parties in response to SPLP’s discovery requests. SPLP continues to investigate facts and review discovery, and therefore

reserves the right to supplement this list with additional evidence as it becomes available.

Respectfully submitted,

BLANK ROME LLP

A handwritten signature in cursive script, reading "Melanie S. Carter", is written over a horizontal line.

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: January 6, 2015

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

EXHIBIT "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, 2411966, 2411967,
	:	2411968, 2411971, 2411972, 2411974,
	:	2411975, 2411976, 2411977, 2411979,
	:	2411980

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(Not Consolidated)

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

DRAFT

**PROTECTIVE ORDER
FOR THE DISCOVERY OF CONFIDENTIAL AND/OR
PROPRIETARY INFORMATION**

WHEREAS, the parties whose signatures appear below have stipulated to the signing and entry of this Protective Order for the Discovery of Confidential and/or Proprietary Information ("Protective Order"), IT IS HEREBY ORDERED that each of the signing parties and their counsel shall be governed by the following terms and conditions concerning Confidential and/or Proprietary Information in the above-captioned action:

1. This Protective Order is hereby GRANTED with respect to all materials and information identified at Ordering Paragraphs 2 and 3 herein which are filed with the Pennsylvania Public Utility Commission (the "Commission"), produced in discovery, or otherwise presented during these proceedings. All persons now and hereafter granted access to the materials and information identified in Ordering Paragraphs 2 and 3 shall use and disclose such information only in accordance with this Order.

2. The materials subject to this Order are all correspondence, documents, data, information, studies, methodologies and other materials in any form that a party or an affiliate of a party furnishes in this proceeding pursuant to the Commission's rules and regulations, discovery procedures, or cross-examination which are claimed to be of a proprietary or confidential nature and which are designated "PROPRIETARY" or "CONFIDENTIAL" (hereinafter collectively referred to as "Proprietary Information").

3. Categories of Protected Information.
- a. Basis for Designation of Proprietary Information. Information may be designated as “Confidential” or “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, including, but not limited to, trade secrets, know-how, proprietary data and/or other medical, technical, commercial, business, financial or personal information.
- b. Basis for Designation of Confidential—Attorneys’ Eyes Only Information. Information may also be designated as “Confidential—Attorneys’ Eyes Only” based upon a good faith belief that the information constitutes or contains highly sensitive personal information or highly sensitive business confidential information which, if placed in the hands of a third party, may subject the non-party individuals or entities whose highly sensitive information appears in the document to embarrassment, ridicule, or discrimination or may place the designating party or any existing or potential customer or shipper at a competitive disadvantage because said information relates to, among other things, the designating party’s: pricing; financial records; sales strategies; distribution strategies; manufacturing procedures; technical knowledge; unpatented inventions; patent applications; technical development plans and notes; secret processes; potential customers and/or shippers, the contractual terms of Transportation Services Agreements or Terminalling Agreements including, among other things, volumes, prices, times of shipment or other contractual terms; or other confidential and proprietary information. As used in this Agreement, and except as otherwise set forth, “Confidential Information” and “Proprietary Information” includes information designated as “Confidential,” “Proprietary,” or “Confidential—Attorneys’ Eyes Only.”
- c. Dispute Mechanism for Modification to Categories. The parties reserve the right to add additional areas covered under “Confidential,” “Proprietary,” or “Confidential—Attorneys’ Eyes Only” categories if a party later determines that a particular document should be protected by the designations but for some reason the document does not fall under the above categories 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 “Confidential—Attorneys’ Eyes Only” 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 “Confidential—Attorneys’ Eyes Only” 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 “Confidential,” “Proprietary,” or “Confidential—Attorneys’ Eyes Only,” categories 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 Confidential or

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 confidential information shall not be deemed a waiver of this Agreement.

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;
 - iii. Court reporters;
 - iv. Any witness during the course of that witness's deposition or examination;
 - v. 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;
 - vi. One corporate, business, non-profit, or association representative selected by each corporate, business, non-profit, or association party to this litigation; and
 - vii. Any other person as to whom the producing party agrees in writing prior to disclosure.
- b. Access to Proprietary Information designated as "Confidential—Attorneys' Eyes Only" shall be limited to:
 - i. Counsel of record for all parties;

- ii. The Commission at any hearing in this proceeding or in connection with motions filed in this proceeding;
 - iii. Experts and/or advisors consulted by the named parties or their counsel in connection with this action, who are employed, retained, or otherwise consulted by counsel of record for the purpose of analyzing data, conducting studies, or providing opinions for assistance in this litigation, ***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;
 - iv. Any other person only upon order of this Commission or upon stipulation of the party that designated the Confidential Information.
- c. 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.

- d. 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, including notes, which 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 type of confidential document or Proprietary Information must be produced. Rather, this Protective Order is intended to set forth how confidential documents and Proprietary Information are 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: _____

/s/Christopher A. Lewis
Christopher A. Lewis, Esquire
Michael L. Krancer, Esquire
Frank L. Tamulonis, Esquire
Melanie S. Carter, Esquire
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One Logan Square
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Counsel for Sunoco Pipeline L.P.

Dated: _____

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Counsel for Delaware Riverkeeper Network

Dated: _____

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Reger Rizzo & Darnall
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Counsel for East Goshen Township

Dated: _____

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Dated: _____

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Counsel for West Goshen Township

Dated: _____

Nick Kennedy, Esquire
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Counsel for Mountain Watershed Association

Dated: _____

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Counsel for Upper Chichester Township

Dated: _____

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Washington DC 20005
Counsel for Environmental Integrity Project

Dated: _____

Scott J. Rubin, Esquire
333 Oak Lane
Bloomsburg, PA 17815
*Counsel for the Concerned Citizens of West Goshen
Township*

Dated: _____

Thomas Whiteman, Esquire
Solicitor, Chester County
313 W. Market Street, Suite 6702
P.O. Box 2748
West Chester, PA 19380-0991

SO ORDERED AND APPROVED:

Dated: _____

Administrative Law Judge

by the administrative and judicial courts of this Commonwealth.

Signature

Print Name

Job Title and Job Description

Date

Business Address

Employer

If Independent Expert, List Persons/Entities Retaining You

Role in Proceeding

CERTIFICATE OF SERVICE

I hereby certify that on February 6, 2015, I caused a true copy of Sunoco Pipeline L.P.'s Prehearing Conference Memorandum to be served upon the participants listed below by email (where an email address is shown) and first-class U.S. mail, postage prepaid, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a participant).

Honorable David A. Salapa
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Honorable Elizabeth H. Barnes
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Johnnie Simms, Esquire
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PA Public Utility Commission
Commonwealth Keystone Building
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**Representing Delaware River Keeper
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Nick Kennedy, Esquire
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nick@mtwatershed.com
**Representing Mountain Watershed
Association**

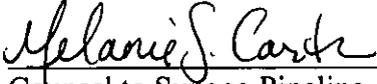
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SECRETARY'S BUREAU

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**Representing Environmental Integrity
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Counsel to Sunoco Pipeline, L.P.

From: (215) 569-5500
Melania Carter
Blank Rome LLP
1 Logan Square
18th & Cherry Street
Philadelphia, PA 19103

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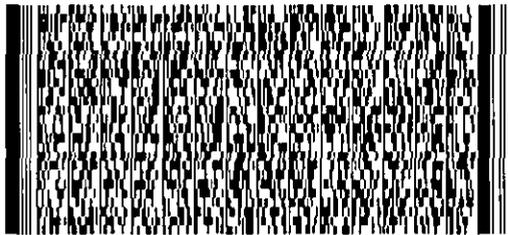
Rosemary Chiavetta, Secretary
PA Public Utility Commission
Commonwealth Keystone Bldg
400 NORTH ST FL 2
HARRISBURG, PA 17120

Ref # 142919.00604
Invoice #
PO #
Dept #

RELEASE#: 3785346

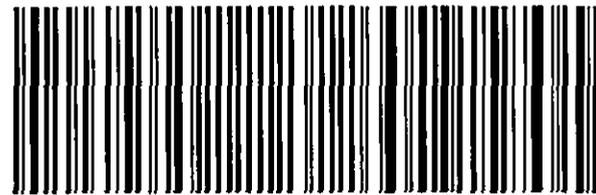
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1. Fold the first printed page in half and use as the shipping label.
2. Place the label in a waybill pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.
3. Keep the second page as a receipt for your records. The receipt contains the terms and conditions of shipping and information useful for tracking your package.

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