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December 29, 2015

VIA EFILING

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

Re: Joint Petition for Consolidation of Proceedings and Approval of Energy Efficiency and Conservation Plans – Phase III of Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company and West Penn Power Company (Docket Nos. M-2015-2514767; M-2015-2514768; M-2015-2514769; and M-2015-2514772)

Dear Secretary Chiavetta:

Enclosed for filing on behalf of Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company and West Penn Power Company (the “Companies”) is a Joint Petition for a Protective Order in the above referenced matter.

Please contact me if you have any questions regarding the foregoing. Copies have been served as indicated in the attached Certificate of Service.

Very truly yours,


John L. Munsch

Enclosures

cc: Administrative Law Judge Elizabeth H. Barnes

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Petition for Consolidation of Proceedings: and Approval of Energy Efficiency and Conservation Plans Phase III of Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company and West Penn Power Company	: : : : :	Docket No. M-2015-2514767 Docket No. M-2015-2514768 Docket No. M-2015-2514769 Docket No. M-2015-2514772
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CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing document upon the parties, listed below, in accordance with the requirements of §1.54 (relating to service by a party).

FIRST CLASS MAIL

Patrick M. Cicero
Elizabeth R. Marx
Joline Price
PA Utility Law Project
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Christy Appleby, Esquire
Darryl Lawrence, Esquire
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William E. Lehman, Esquire
HAWKE MCKEON AND SNISCAK LLP
100 N Tenth Street
Harrisburg PA 17101

Respectfully submitted,

Date: December 29, 2015


John L. Munsch

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Petition for Consolidation of	:	
Proceedings and Approval of Energy	:	
Efficiency and Conservation Plans - Phase	:	Docket No. M-2015-2514767
III of Metropolitan Edison Company,	:	Docket No. M-2015-2514768
Pennsylvania Electric Company,	:	Docket No. M-2015-2514769
Pennsylvania Power Company and West	:	Docket No. M-2015-2514772
Penn Power Company	:	
	:	

**PETITION OF METROPOLITAN EDISON COMPANY,
PENNSYLVANIA ELECTRIC COMPANY,
PENNSYLVANIA POWER COMPANY
AND WEST PENN POWER COMPANY FOR A PROTECTIVE ORDER**

TO THE HONORABLE ELIZABETH H. BARNES:

Pursuant to 52 Pa. Code §5.423, Metropolitan Edison Company (“Met-Ed”), Pennsylvania Electric Company (“Penelec”), Pennsylvania Power Company (“Penn Power”) and West Penn Power Company (“West Penn”) (collectively, “the Companies”), hereby file this Joint Petition for the entry of a Protective Order, in the form attached as Appendix A, to limit the disclosure of confidential and proprietary information (“Proprietary Information”). In support of this Joint Petition, the Companies state as follows:

1. On November 23, 2015, the Companies filed with the Pennsylvania Public Utility Commission (“Commission”) the above captioned Joint Petition requesting approval of their respective Phase III Energy Efficiency and Conservation (“EE&C”) Plans (“Phase III Plans”).

2. This matter was assigned to Administrative Law Judge Elizabeth H. Barnes (“the ALJ”). On December 18, 2015, the ALJ issued a Prehearing Conference Order scheduling an Initial Prehearing Conference for Tuesday, January 5, 2016 and setting December 30, 2015 as the deadline for the parties to serve prehearing conference memoranda.

3. Notice of the Phase III Plans was published in the December 12, 2015 Pennsylvania Bulletin with a deadline 20 days thereafter for the filing of responsive pleadings, comments and recommendations. 45 Pa.B. 7078.

4. Based on their experience in prior proceedings before the Commission, the Companies anticipate that during the course of this proceeding, Proprietary Information or documents containing Proprietary Information may be requested or presented, including commercial information that certain parties may consider highly proprietary. Accordingly, the entry of a Protective Order setting forth the treatment to be accorded Proprietary Information will facilitate the orderly and efficient conduct and administration of this proceeding. This Joint Petition is not intended to affect the parties’ right to object to discovery or to the admissibility of evidence on any grounds.

5. The terms of the Protective Order, attached hereto, is similar to terms included in other Protective Orders entered in other Commission proceedings.

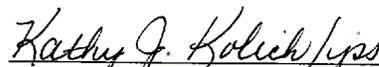
6. Under the Commission’s regulations, the parties to this proceeding have twenty (20) days from the date of the filing of this Joint Petition to file any response thereto. 52 Pa. Code § 5.61. Counsel for the Companies have conferred with counsel for all other parties who have formally requested intervention in this proceeding, and those parties (Office of Consumer Advocate, Office of Small Business Advocate and Pennsylvania

Utility Law Project) have indicated that they do not object to the entry of the attached Protective Order. Therefore, the Companies respectfully request expedited consideration of the Joint Petition and the granting of the relief requested herein.

WHEREFORE, for all of the foregoing reasons, Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company and West Penn Power Company request that the Administrative Law Judge grant this Joint Petition and issue a Protective Order in the form attached hereto.

Dated: December 29, 2015

Respectfully submitted,


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Counsel for:
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Pennsylvania Electric Company
Pennsylvania Power Company
West Penn Power Company

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Petition for Consolidation of Proceedings: and Approval of Energy Efficiency and Conservation Plans Phase III of Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company and West Penn Power Company	: : : : :	Docket No. M-2015-2514767 Docket No. M-2015-2514768 Docket No. M-2015-2514769 Docket No. M-2015-2514772
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PROTECTIVE ORDER

On December 29, 2015, Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company and West Penn Power Company (collectively “the Companies”) filed a Petition for a Protective Order that would govern how certain information provided by a party in this proceeding was to be treated. After reviewing the request, the Commission agrees that said information should be afforded protection consistent with this Order. Therefore this Protective Order is granted consistent with the following:

1. The information subject to this Order shall be as set forth in Paragraphs 1 and 2 of the Terms of Protection attached hereto as Exhibit A.
2. The information that is identified in Paragraph 1 above shall be subject to the terms and conditions as set forth in the Terms of Protection attached hereto as Exhibit A.
3. Proprietary Information shall be made available only as permitted by this Order and only for the purposes set forth in Exhibit A.
4. Proprietary Information shall be made available to the Commission and its Staff for use in this proceeding and for all internal Commission analyses, studies or investigations related to the same. For purposes of filing, to the extent that Proprietary

Information is placed in the Commission's report folders, testimony folders or other document folders, such information shall be separately bound, conspicuously marked, and accompanied by a copy of this Order. The Proprietary Information shall be considered and treated as "confidential proprietary information, as defined in the Pennsylvania Right-to-Know Act, 65 P.S. § 67.101 *et seq.* Public inspection of the Proprietary Information shall be permitted only in accordance with this Protective Order.

IT IS THEREFORE ORDERED that the Companies' Petition for Protective Order is hereby granted consistent with the provisions set forth above.

Date: _____

Elizabeth H. Barnes, Administrative Law Judge

Exhibit A

TERMS OF PROTECTION

1. The information subject to the Protective Order is all correspondence, documents, data, information, studies, methodologies and other materials, in whatever form produced, stored or contained, including computerized memory, magnetic, electronic or optical media, furnished in this proceeding that the Providing party believe to be of a proprietary or confidential nature and are so designated by being stamped "CONFIDENTIAL" or "HIGHLY CONFIDENTIAL" protected material. Such materials are referred to herein as "Proprietary Information." When a statement or exhibit is identified for the record, the portions thereof that constitute Proprietary Information shall be designated as such for the record.

2. For purposes of the Protective Order, there are two categories of Proprietary Information: "CONFIDENTIAL" and "HIGHLY CONFIDENTIAL" protected material. The Providing Party may designate as "CONFIDENTIAL" those materials that are customarily treated by the Providing Party as sensitive or proprietary, that are not available to the public, and that, if generally disclosed, would subject the Providing Party to the risk of competitive disadvantage or other business injury. The Providing Party may designate as "HIGHLY CONFIDENTIAL" those materials that are of such a commercially sensitive nature, relative to the business interests of parties to this proceeding, or of such a private or personal nature, that the Providing Party is able to justify a heightened level of confidential protection with respect to those materials. The Providing Party shall endeavor to limit the information designated as "HIGHLY CONFIDENTIAL" protective material.

3. Subject to the other terms as set forth herein, Proprietary Information shall be provided to counsel for the Receiving Party who meet the criteria of a “Reviewing Representative” as set forth below. Such counsel shall use or disclose the Proprietary Information only for purposes of preparing or presenting evidence, testimony, cross-examination, argument, or settlement discussions in this proceeding. To the extent required for participation in this proceeding, such counsel may allow others to have access to Proprietary Information only in accordance with the conditions and limitations set forth herein.

4. Nothing in this Agreement precludes the use of Proprietary Information produced in this proceeding and made part of the record by Commission and its Staff consistent with any subsequently entered Protective Order.

5. Information deemed “CONFIDENTIAL” shall be provided to a “Reviewing Representative.” For purposes of “CONFIDENTIAL” Proprietary Information, a “Reviewing Representative” is a person who has signed a Non-Disclosure Certificate and is:

- i. An attorney who has formally entered an appearance in this proceeding on behalf of the Receiving Party;
- ii. An attorney, paralegal, or other employee associated for purposes of this case with an attorney described in subparagraph (i) above;
- iii. An expert or an employee of an expert retained by the Receiving Party for the purpose of advising the Receiving Party or testifying in this proceeding on behalf of the Receiving Party; or
- iv. Employees or other representatives of the Receiving Party who have significant responsibility for developing or presenting the Receiving Party’s positions in this docket.

6. Information deemed “HIGHLY CONFIDENTIAL” protected material shall be provided to a Reviewing Representative, provided, however that a Reviewing Representative, for

purposes of “HIGHLY CONFIDENTIAL” protected material, is limited to a person who has signed a Non-Disclosure Certificate and is:

- i. An attorney who has formally entered an appearance in this proceeding on behalf of the Receiving Party;
- ii. An attorney, paralegal, or other employee associated for purposes of this case with an attorney described in subparagraph (i) above;
- iii. An outside expert or an employee of an outside expert retained by the Receiving Party for the purpose of advising the Receiving Party or testifying in this proceeding on behalf of the Receiving Party; or
- iv. A person designated as a Reviewing Representative for purposes of HIGHLY CONFIDENTIAL protected material pursuant to paragraph 11.

7. For purposes of the Protective Order, a Reviewing Representative may not be a “Restricted Person” absent agreement of the Providing Party. A “Restricted Person” shall mean: (a) an officer, director, stockholder, partner, or owner of any competitor of the Providing Party or an employee of such an entity if the employee’s duties involve marketing or pricing of the competitor’s products or services or advising another person who has such duties; (b) an officer, director, stockholder, partner, or owner of any affiliate of a competitor of the Providing Party (including any association of competitors of the parties) or an employee of such an entity if the employee’s duties involve marketing or pricing of the competitor’s products or services or advising another person who has such duties; (c) an officer, director, stock holder, owner, agent or employee or a competitor of a customer of or vendor to the parties if the Proprietary Information concerns a specific, identifiable customer of or vendor to the Providing Party; and (d) an officer, director, stockholder, owner or employee of an affiliate of a competitor of a customer of the Providing Party if the Proprietary Information concerns a specific, identifiable customer of the Providing Party; provided, however, that no expert shall be disqualified on account of being a stockholder, partner, or owner unless that expert’s interest in the business would provide a significant motive for

violating the limitations of permissible use of the Proprietary Information. For purposes of the Protective Order, stocks, partnership or other ownership interests valued at more than \$10,000 or constituting more than a 1% interest in a business establish a significant motive for violation.

8. If an expert for the Receiving Party, another member of the expert's firm or the expert's firm generally also serves as an expert for, or as a consultant or advisor to, a Restricted Person, that expert must: (1) identify each Restricted Person and all personnel in or associated with the expert's firm that work on behalf of the Restricted Person; (2) take all reasonable steps to segregate those personnel assisting in the expert's participation in this proceeding from those personnel working on behalf of a Restricted Person; and (3) if segregation of such personnel is impractical, the expert shall give to the Providing Party written assurances that the lack of segregation will in no way adversely affect the interest of the Providing Party or their customers. The Providing Party retains the right to challenge the adequacy of the written assurances that the Providing Party's, or their customers' interests will not be adversely affected. No other persons may have access to the Proprietary Information except as authorized by order of the Commission or the presiding Administrative Law Judge(s).

9. Reviewing Representatives qualified to receive "HIGHLY CONFIDENTIAL" protected material may discuss HIGHLY CONFIDENTIAL protected material with their client or with the entity with which they are employed or associated, to the extent that the client or entity is not a "Restricted Person," but may not share with, or permit the client or entity to review or have access to, the HIGHLY CONFIDENTIAL protected material. Counsel for the Office of Consumer Advocate may share Proprietary Information with the Consumer Advocate without obtaining a Non-Disclosure Certificate from the Consumer Advocate, provided however, that the

Consumer Advocate otherwise abides by the terms of this Agreement and any subsequently entered Protective Order.

10. Proprietary Information shall be treated by the parties and by the Reviewing Representative in accordance with the terms set forth herein, which are hereby expressly incorporated into the certificate that must be executed pursuant to Paragraph 12(a). Proprietary Information shall be used as necessary, for the conduct of this proceeding and for no other purpose. Proprietary Information shall not be disclosed in any manner to any person except a Reviewing Representative who is engaged in the conduct of this proceeding and who needs to know the information in order to carry out that person's responsibilities in this proceeding.

11. Reviewing Representatives may not use anything contained in any Proprietary Information obtained through this proceeding to give the Receiving Party or any competitor of the Providing Party a commercial advantage. In the event that the Receiving Party wishes to designate as a Reviewing Representative a person not described in paragraph 6(i) through (iii) above, the Receiving Party must first seek agreement to do so from the Providing Party. If an agreement is reached, the designated individual shall be a Reviewing Representative pursuant to Paragraph 6(iv) above with respect to those materials. If no agreement is reached the Receiving Party shall submit the disputed designation to the presiding Administrative Law Judge for resolution.

12. (a) A Reviewing Representative shall not be permitted to inspect, participate in discussions regarding, or otherwise be permitted access to Proprietary Information unless that Reviewing Representative has first executed a Non-Disclosure Certificate in the form provided in Appendix A, provided, however, that if an attorney or expert qualified as a Reviewing Representative has executed such a certificate, the paralegals, secretarial and clerical personnel

under the attorney's instruction, supervision or control need not do so. A copy of each executed Non-Disclosure Certificate shall be provided to the Providing Party prior to disclosure of any Proprietary Information to that Reviewing Representative.

(b) Attorneys and outside experts qualified as Reviewing Representatives are responsible for ensuring that persons under their supervision or control comply with the terms of the Protective Order.

13. The Providing Party shall designate data or documents as constituting or containing Proprietary Information by stamping the documents "CONFIDENTIAL" or "HIGHLY CONFIDENTIAL" protected material. Where only part of data compilations or multi-page documents constitutes or contains Proprietary Information, the Providing 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 which constitute or contain Proprietary Information.

14. The Receiving Party will consider and treat the Proprietary Information as within the definition of "confidential proprietary information" in Section 102 of the Pennsylvania Right-to-Know Law of 2008, 65 P.S. § 67.102, and subject to the exemptions from disclosure provided in the Pennsylvania Right-to-Know Act (65 P.S. § 67.101 et seq.) until such information is found by a tribunal with jurisdiction to be not confidential or subject to one or more exemptions.

15. Any public reference to Proprietary Information by the Receiving Party or its Reviewing Representative shall be to the title or exhibit reference in sufficient detail to permit persons with access to the Proprietary Information to understand fully 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.

16. The part(s) of any record of this proceeding containing Proprietary Information, including but not limited to all exhibits (including discovery responses made part of the record), writings, testimony, cross examination, and argument, and including reference thereto as mentioned in paragraph 15 above, shall be sealed for all purposes, including administrative and judicial review, unless such Proprietary Information is released from the restrictions of this Stipulated Protective Agreement, either through the agreement of the Providing and Receiving Parties, or pursuant to an order of the Commission.

17. The Receiving Party shall retain the right to question or challenge the confidential or proprietary nature of Proprietary Information and to question or challenge the admissibility of Proprietary Information. If the Receiving Party challenges the designation of a document or information as proprietary, the Providing Party retains the burden of demonstrating that the designation is appropriate.

18. The Providing Party shall retain the right to object to the production of Proprietary Information on any proper ground, to refuse to produce Proprietary Information pending the adjudication of the objection, and to seek additional measures of protection of Proprietary Information beyond those provided herein.

19. Within 30 days after a Commission final order is entered in the above-captioned proceedings, or in the event of appeals, within thirty days after appeals are finally decided, the Receiving Party, upon request, shall either destroy or return to the Providing Party all copies of all documents and other materials not entered into the record, including notes, which contain any

Proprietary Information. In the event that the Receiving Party elects to destroy all copies of documents and other materials containing Proprietary Information instead of returning the copies of documents and other materials containing Proprietary Information to the Providing Party, upon request, the Receiving Party shall certify in writing to the Providing Party that the Proprietary Information has been destroyed.

Appendix A

