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June 4, 2014

**VIA E-FILING**

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

Re: J3 Energy Group, Inc., Complainant v. West Penn Power Company, Respondent,  
and UGI Development Company, Indispensable Party;  
Docket No. C-2011-2219920

Dear Secretary Chiavetta:

On behalf of West Penn Power Company, enclosed for electronic filing is the Joint Motion of J3 Energy Group, Inc., West Penn Power Company, UGI Development Company and the Law Bureau for Entry of a Protective Order with regard to the above-referenced docket.

Copies have been served as indicated in the attached certificate of service.

Very truly yours,

  
John F. Povilaitis

JFP/kra  
Enclosure  
cc: The Honorable Elizabeth A. Barnes  
Certificate of Service

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

**J3 ENERGY GROUP, INC.**  
**Complainant,**

**v.**

**Docket No. C-2011-2219920**

**WEST PENN POWER COMPANY,**  
**Respondent**

**and**

**UGI DEVELOPMENT COMPANY,**  
**Indispensable Party**

**JOINT MOTION OF J3 ENERGY GROUP, INC., WEST PENN POWER COMPANY,  
UGI DEVELOPMENT COMPANY AND THE LAW BUREAU FOR ENTRY OF A  
PROTECTIVE ORDER**

TO ADMINISTRATIVE LAW JUDGE ELIZABETH H. BARNES:

Pursuant to Section 5.423 of the Pennsylvania Public Utility Commission's ("Commission") regulations, 52 Pa. Code § 5.423, J3 Energy Group, Inc. ("J3"), West Penn Power Company ("West Penn"), UGI Development Company ("UGID") and the Law Bureau of the Pennsylvania Public Utility Commission ("Law Bureau") (collectively the "Parties") hereby file this Joint Motion for the entry of a Protective Order, in the form attached as Appendix A, to limit the disclosure of proprietary or confidential information ("Protected Information") in this proceeding. In support of this Joint Motion, the Parties state as follows:

1. This proceeding was initiated on January 10, 2011, when J3 filed a Formal Complaint against West Penn. The case was assigned to Administrative Law Judge ("ALJ") Elizabeth H. Barnes. ALJ Barnes subsequently issued three Protective orders in this proceeding. The first Protective Order dated July 19, 2011, addressed bid solicitation information sought by J3 from West Penn. ALJ Barnes' second Protective Order dated October 17, 2011, addressed

information provided to the Commission staff by Boston Pacific as part of the Commission's evaluation of West Penn's alternative energy credit procurement. The third Protective Order dated October 28, 2011 addressed information on J3's business operations produced in response to West Penn's discovery requests.

2. ALJ Barnes issued an Initial Decision in this case on August 17, 2012. On October 31, 2013, the Commission vacated this Initial Decision, joined UGID as an indispensable party and remanded the case to the Office of Administrative Law Judge.<sup>1</sup> On May 8, 2014, a Prehearing Conference was held before ALJ Barnes at which counsel for J3, West Penn, UGID and Law Bureau appeared. In a Prehearing Order dated May 22, 2014, ALJ Barnes indicated, *inter alia*, that she will entertain further requests regarding Protective Orders.

3. Counsels for the Parties have collaborated on the drafting of a proposed further Protective Order that is intended to apply to all materials that have been or will be produced in discovery in this case or otherwise presented during the above-captioned proceeding. The proposed Protective Order is attached as Appendix A to this Joint Motion.

4. Entry of the attached Protective Order will permit UGID to obtain and review, consistent with the terms of the proposed Protective Order, materials previously designated as Protected Information in this proceeding. In addition, entry of the attached Protective Order will govern any Protected Information prospectively produced by the Parties in discovery. Accordingly, the entry of a further Protective Order setting forth the treatment to be accorded Protected Information will facilitate the orderly and efficient conduct and administration of this proceeding. This Joint Motion is not intended to affect any Parties' right to object to discovery or to the admissibility of evidence on any grounds except that West Penn, J3 and the Law Bureau

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<sup>1</sup> In an order adopted and entered on February 20, 2014, the Commission denied a Petition for Reconsideration filed by West Penn and granted, in part, a Petition for Reconsideration and Clarification filed by UGID.

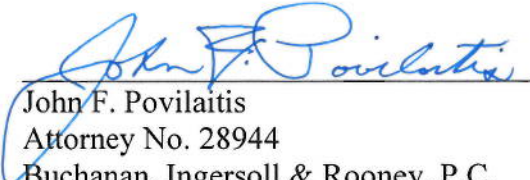
shall not have the right on remand to object to, or reopen resolved objections to, any discovery undertaken or evidence admitted prior to the Commission's Order remanding the case to the ALJ.

5. The Parties respectfully request expedited consideration of the Joint Motion and the granting of the relief requested herein. Counsel for West Penn has been authorized to file this Motion on behalf of the Parties.

WHEREFORE, for all of the foregoing reasons, J3, West Penn, UGID and Law Bureau request that the Administrative Law Judge grant this Joint Motion and issue a further Protective Order in the form attached hereto as Appendix A.

Respectfully submitted,

Dated: June 4, 2014

  
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Attorneys for West Penn Power Company

# APPENDIX A

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

**J3 ENERGY GROUP, INC.  
Complainant,**

v.

**Docket No. C-2011-2219920**

**WEST PENN POWER COMPANY,  
Respondent**

**and**

**UGI DEVELOPMENT COMPANY,  
Indispensable Party**

**PROTECTIVE ORDER**

Upon consideration of the Joint Request of J3 Energy Group, Inc. (“J3”), West Penn Power Company (“West Penn”), UGI Development Company (“UGID”), and the Law Bureau of the Pennsylvania Public Utility Commission (the “Commission”) for entry of an updated Protective Order that is applicable to all Parties in this proceeding;

IT IS ORDERED THAT:

1. This Protective Order applies to all materials and information identified in Paragraph 2 below, which has been, or will be, filed with the Pennsylvania Public Utility Commission (the “Commission”), previously produced in discovery, to be produced in discovery, or otherwise presented during the above-captioned proceeding. All persons hereafter granted access to the materials and information identified in Paragraph 2 of this Protective Order shall use and disclose such information only in accordance with this Protective Order.

2. The material or information subject to this Protective Order are all correspondence, documents, data, information, studies, methodologies, and other materials

previously furnished or hereinafter furnished in this proceeding that are believed by the producing party to be of a proprietary or confidential nature (hereinafter "Protected Information). As previously determined in the Protective Order dated July 19, 2011, the number of bids received by West Penn in response to its Request for Proposals (RFP) for Solar Photovoltaic Alternate Energy Credits (SPAECs) that is the subject of this proceeding shall continue to not be considered Protected Information.

3. The Parties may designate as Protected Information those materials that customarily are treated by that party as confidential or proprietary, which are not available to the public and, which if disclosed freely, would subject that party, and/or the bidders who responded to the West Penn RFPs for solar photovoltaic alternative energy credits or non-solar photovoltaic TIER I alternative energy credits, to risk of competitive disadvantage or other business injury.

4. Protected Information produced in this proceeding shall be made available to the Commission and its Staff solely for use in this proceeding. For purposes of filing, to the extent that Protected Information is placed in the Commission's record, such information shall be separately bound, conspicuously marked, and accompanied by a copy of this Protective Order.

5. Protected Information shall be made available to the Parties' counsel of record in this proceeding pursuant to the following procedures:

(a) The Protected Information may be used only for and to the extent that it is necessary for participation in this proceeding.

(b) Any person obtaining Protected Information disclosed through this provision may not use that information to gain any commercial advantage and may not forward it to any person except as set forth herein.

(c) To the extent required for participation in this proceeding, the Parties' counsel may afford access to Protected Information to an eligible outside expert (or experts) provided any such expert is not an officer, director, stockholder, partner, owner or employee of J3, UGID, West Penn, or a competitor of West Penn or the bidders who responded to West Penn's RFP.

(d) Except as set forth in subparagraph (e), no other persons may have access to the Protected Information, including officers, directors, stockholders, partners, owners or employees of J3, UGID, West Penn, or a competitor of West Penn or the bidders who responded to West Penn's RFP.

(e) To the extent required for participation in this proceeding, officers, directors, owners, or employees of West Penn may be provided access to the following Protected Information provided by the Commission staff: all correspondence, documents, data, information, and other materials that was produced by Boston Pacific Company, Inc. related to West Penn's December 3, 2010, competitive procurement of solar photovoltaic and non-solar photovoltaic Tier I alternative energy credits (AECs).

6. Any public reference to Protected Information shall be to the title or exhibit reference in sufficient detail to permit persons with access to the fully understand the reference and not more. The Protected Information shall remain a part of the record, to the extent admitted, for purposes of administrative or judicial review.

7. The Parties shall designate documents as constituting or containing Protected Information by affixing a "Protected Information" or "Confidential" stamp or typewritten designation on such documents. Where only a portion of a document constitutes Protected

Information, the Parties shall designate only the specific pages or information that constitutes Protected Information.

8. Portions of the record of this proceeding that contain Protected Information, including exhibits, writings, testimony, cross examination, argument and discovery responses, shall be sealed for all purposes, including administrative and judicial review, unless such Protected Information is released from the restrictions of this Order through agreement of the Parties or pursuant to order of the Administrative Law Judge, the Commission or court.

9. Within 30 days after completion of this proceeding, including any administrative or judicial review, all Protected Information in the possession of the Parties and experts shall be immediately returned to the Party that produced the Protected Information (the “Producing Party”) or in the alternative destroyed, at the election of the Producing Party. In the event, the Producing Party directs Counsel to destroy the Protected Information, Counsel will provide an affidavit to the Producing Party affirming that the Protected Information has been destroyed.

Dated: June \_\_, 2014

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Elizabeth H. Barnes  
Administrative Law Judge

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

<b>J3 ENERGY GROUP, INC.</b>	:	
	:	
<b>v.</b>	:	
	:	
<b>WEST PENN POWER COMPANY</b>	:	<b>Docket No. C-2011-2219920</b>
	:	
<b>and</b>	:	
	:	
<b>UGI DEVELOPMENT COMPANY,</b>	:	
<b>Indispensable Party</b>	:	

**CERTIFICATE OF SERVICE**

I hereby certify that I have this day served a copy of the foregoing document in accordance with the requirements of 52 Pa. Code § 1.54 et seq. (relating to service by a participant).

**VIA FIRST CLASS AND ELECTRONIC MAIL**

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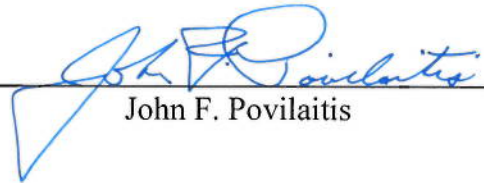
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**VIA FIRST CLASS MAIL**

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Date: June 4, 2014



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John F. Povilaitis