

**STATE OF VERMONT
PUBLIC SERVICE BOARD**

Joint Petition of NorthStar Decommissioning)
Holdings, LLC, NorthStar Nuclear Decommissioning)
Company, LLC, NorthStar Group Services, Inc., LVI)
Parent Corporation, NorthStar Group Holdings, LLC,)
Entergy Nuclear Vermont Investment Company, LLC,)
and Entergy Nuclear Operations, Inc., and any other)
necessary affiliated entities to transfer ownership of) Docket No. 8880
Entergy Nuclear Vermont Yankee, LLC and for)
certain ancillary approvals, pursuant to 30 V.S.A.)
§§ 107, 231, and 232)

**SUPPLEMENTAL RESPONSE OF THE DEPARTMENT OF PUBLIC SERVICE
TO ORDER ON MOTION FOR SPECIAL CONFIDENTIALITY PROTOCOLS:
PRELIMINARY LIST OF COUNSEL AND EXPERTS**

The Department of Public Service (“Department”) respectfully submits this supplement to the Preliminary List of Counsel and Experts (“Preliminary List”) jointly filed on June 23, 2017, by the Department, the Office of the Attorney General (“AGO”), and the Agency of Natural Resources (“ANR”). This filing provides supplemental information regarding relevant expertise of the Department’s proposed experts who seek access to the “detailed pay item disbursement schedule” (“Disbursement Schedule”) to be produced by Petitioners NorthStar Decommissioning Holdings, LLC; NorthStar Nuclear Decommissioning Company, LLC; NorthStar Group Services, Inc.; LVI Parent Corporation; and NorthStar Group Holdings, LLC (collectively, “NorthStar”), in accordance with the Public Service Board’s (“Board”) “Procedural Order on Motion for Special Confidentiality Protocols,” dated June 15, 2017 (“Order”).

I. BACKGROUND

The Department believes the Preliminary List satisfies the requirements of the Order. However, since that filing, NorthStar indicated that it requires additional information regarding the knowledge and experience of the Department’s experts to evaluate whether it will object to

access by any expert pursuant to the Order. *See, e.g.*, NorthStar’s “Reply to the Preliminary List of Counsel and Experts Provided by the Department of Public Service, Office of the Attorney General, and Agency of Natural Resources,” at 2 (June 27, 2017) (“NorthStar Reply”).

Accordingly, and in the interest of expediting disclosure of the Disbursement Schedule, the Department hereby supplements the Preliminary List.

II. EXPERT REVIEW

As NorthStar has indicated, the complex nature of the Disbursement Schedule makes it necessary for other parties to consult experts in order to effectively analyze NorthStar’s proposal. According to NorthStar, “the information in the [Disbursement Schedule] is beyond the understanding of many, if not most, attorneys and thus may require use of expert consultants to interpret.” NorthStar’s “Motion for Approval of Special Protocol to Govern Parties’ Access to Highly Confidential Documents,” at 5 (May 5, 2017). NorthStar further acknowledged that the “Department may find it difficult to make an informed recommendation without assistance from non-attorneys.” *Id.*

III. EXPERTS

The following experts working for or on behalf of the Department were identified in the Preliminary List as requiring access to the Disbursement Schedule. The following supplemental information further illustrates “why it is appropriate that [each] such expert . . . have access to the information based on his or her knowledge and experience.” Order at 3.

- Daniel Dane, Concentric Energy Advisors: Mr. Dane has over fifteen years of experience in the energy and financial services industries. He has prepared economic analyses and reports in a variety of proceedings involving the energy industry. He has provided consulting services and litigation support with respect

to financial analysis and the examination of financial reporting systems and controls. He has significant experience related to spent nuclear fuel management, with extensive work on issues related to the removal of spent nuclear fuel from nuclear reactor sites, including litigation related to breach of contract for such removal. He has performed pro-forma valuations of generating facilities to quantify diminished sale value due to breach, performed complete financial evaluations, and supported the development of written testimony regarding those analyses. It is appropriate for Mr. Dane to have access to the Disbursement Schedule to analyze that information from a financial and regulatory perspective, and to support the Department's analysis of the proposed transaction.

- John Reed, Concentric Energy Advisors: Mr. Reed is a financial and economic consultant with more than 35 years of experience in the energy industry. Mr. Reed has provided expert testimony on financial and economic matters on more than 200 occasions before the Federal Energy Regulatory Commission, Canadian regulatory agencies, state utility regulatory agencies, various state and federal courts, and before arbitration panels in the United States and Canada. He has extensive experience in the nuclear industry, testifying on numerous occasions on accepted nuclear industry practices and management prudence. It is appropriate for Mr. Reed to have access to the Disbursement Schedule to analyze that information from a financial and regulatory perspective, and to support the Department's analysis of the proposed transaction.
- Mark Cattrell, Concentric Energy Advisors: Mr. Cattrell has extensive experience in the U.S. nuclear energy industry. His practice includes nuclear asset

valuations, on which he has provided or assisted in the preparation of expert reports and testimony in state and federal regulatory and judicial proceedings. His experience in the nuclear industry further extends to asset valuations and financial modeling associated with spent nuclear fuel management, strategic and competitive analysis of proposed nuclear construction projects, and economic projections for segments in the nuclear power industry. It is appropriate for Mr. Cattrell to have access to the Disbursement Schedule to analyze that information from a financial and regulatory perspective, and to support the Department's analysis of the proposed transaction.

- Julie Lieberman, Concentric Energy Advisors: Ms. Lieberman is a financial and economic consultant with over 25 years of experience in the energy industry. She has assisted in the development of expert testimony and analyses in a number of utility regulatory proceedings, with a specific focus on regulatory policy and compliance, due diligence, asset valuation, and risk analysis. It is appropriate for Ms. Lieberman to have access to the Disbursement Schedule to analyze that information from a financial and regulatory perspective, and to support the Department's analysis of the proposed transaction.
- Isabella Beerli, Concentric Energy Advisors: Ms. Beerli's experience in the nuclear industry includes market analysis, research into capital costs for major nuclear construction projects, and assessments of regulatory standards that apply to the market and construction activities of nuclear asset owners and operators. Ms. Beerli will provide technical and managerial support in the preparation of Concentric's testimony in this docket, which will be informed in part by the

information contained in the Disbursement Schedule. It is therefore appropriate that Ms. Beerli have access to the Disbursement Schedule to provide effective support, and to support the Department's analysis of the proposed transaction.

- Warren Brewer, FourPoints Group: Mr. Brewer is an Executive Consultant with over 40 years of experience in the nuclear and decommissioning industries, specializing in nuclear power plant operations, decommissioning cost estimates, and nuclear risk analysis. During his many years in the field, Mr. Brewer has designed and analyzed complex engineering systems and structures, assessed technical and financial risks including possible future liabilities, supported due diligence for nuclear asset acquisition, and provided litigation support as a technical advisor and testifying expert. It is appropriate for Mr. Brewer to have access to the Disbursement Schedule to analyze that information from a decommissioning perspective, and to support the Department's analysis of the proposed transaction.
- Greg Maret, FourPoints Group: Mr. Maret has over 35 years of experience in the nuclear industry, during which he has held executive responsibility for nuclear power plant operations, decommissioning, spent fuel management and nuclear plant site environmental remediation and restoration. He has provided expert witness testimony in numerous proceedings before the United States Court of Federal Claims. In those proceedings, the court has qualified Mr. Maret as an expert in, among other fields, nuclear power plant operations and management, including management of safety risks; decommissioning cost management and execution; and management of deconstruction of structures at nuclear power

plants. It is appropriate for Mr. Maret to have access to the Disbursement Schedule to analyze that information from a decommissioning perspective, and to support the Department's analysis of the proposed transaction.

- Nicholas Capik, FourPoints Group: Mr. Capik is a nuclear engineering consultant with over 30 years of experience in the nuclear and energy industries. Over that time, Mr. Capik has developed a commercial system for estimating the costs for decommissioning nuclear reactors, and has performed cost estimates for twelve commercial and government nuclear facilities. His work extends to management and engineering consulting, commercial nuclear engineering, cost estimation, and litigation support. It is appropriate for Mr. Capik to have access to the Disbursement Schedule to analyze that information from a decommissioning perspective, and to support the Department's analysis of the proposed transaction.

IV. CONCLUSION

The Department interpreted the Order broadly to apply to all members of expert teams who may access the Disbursement Schedule or participate in conversations or work product related thereto. The expert firms retained by the Department in connection with this proceeding customarily work in teams to review matters of this nature and scope. Accordingly, and in good faith, the Department identified each member of those teams (i.e., not only the testifying expert) to provide NorthStar with a full picture of individuals who may access the Disbursement Schedule or be privy to internal discussion or work product related to that document.

Each expert who is granted access to the Disbursement Schedule will review that document pursuant to standard professional ethical tenets; contractual provisions related to confidentiality; and the terms of the "Proposed Highly Confidential Document Protocol" jointly

submitted on June 23, 2017 (“Joint Protocol”) and any related order issued by the Board. Further, review will occur at Department or outside counsel (WilmerHale) offices, in the environments and subject to the controls proposed in the Joint Protocol.

Pursuant to the Joint Protocol and as confirmed in the NorthStar Reply, all individuals identified herein to whom NorthStar does not object by June 30, 2017, shall constitute “Approved Reviewers” and be granted access to the Disbursement Schedule.

Dated at Montpelier, Vermont, this 28th day of June 2017.

VERMONT PUBLIC SERVICE DEPARTMENT

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