

STATE OF VERMONT
PUBLIC SERVICE BOARD

Case No. 8880

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 Entergy Nuclear Vermont Yankee, LLC, and for certain ancillary approvals, pursuant to 30 V.S.A. §§ 107, 231, and 232

Order entered: 6/30/2017

**PROCEDURAL ORDER RE: SPECIAL PROTOCOL
FOR PROTECTION OF DISBURSEMENT SCHEDULE
AND OTHER MATTERS**

On June 23, 2017, in response to an Order¹ of the Vermont Public Service Board (“Board”), NorthStar Decommissioning Holdings, LLC, NorthStar Nuclear Decommissioning Company, LLC, NorthStar Group Services, Inc., LVI Parent Corporation, and NorthStar Group Holdings, LLC (collectively, “NorthStar”) filed a proposed protocol for the disclosure and review of a document identified by NorthStar as a “detailed pay item disbursement schedule” (the “Disbursement Schedule”). NorthStar’s counsel advised the Board in a cover letter that all the parties that seek access to the Disbursement Schedule have agreed to the proposed protocol.


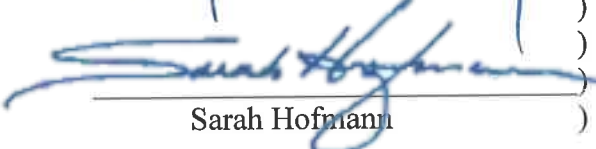
The Board hereby approves and adopts the proposed protocol filed with the Board on June 23, 2017, and attached to this Order.

In addition, the Board grants a motion to appear *pro hac vice* filed for Ingrid E. Scholze on June 14, 2017, and accepts the withdrawals of appearance filed by Aaron Kisicki, Geoffrey Commons, and Hunter B. Thomson.

SO ORDERED.

¹ Case 8880, Procedural Order on Motion for Special Confidentiality Protocols of 6/15/17.

Dated at Montpelier, Vermont, this 30th day of June, 2017.

_____)	
_____)	PUBLIC SERVICE
_____)	
)	
_____)	BOARD
Margaret Cheney)	
_____)	
)	
_____)	OF VERMONT
Sarah Hofmann)	

OFFICE OF THE CLERK

Filed: June 30, 2017

Attest: Lawrence Jenson
Acting Clerk of the Board

Notice to Readers: This decision is subject to revision of technical errors. Readers are requested to notify the Clerk of the Board (by e-mail, telephone, or in writing) of any apparent errors, in order that any necessary corrections may be made. (E-mail address: psb.clerk@vermont.gov)

**STATE OF VERMONT
PUBLIC SERVICE BOARD**

Joint Petition of NorthStar Decommissioning)
Holdings, LLC, NorthStar Nuclear)
Decommissioning Company, LLC, NorthStar)
Group Services, Inc., LVI Parent Corp., 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 Entergy)
Nuclear Vermont Yankee, LLC, and for certain)
ancillary approvals, pursuant to 30 V.S.A. §§ 107,)
231, and 232)

Docket No. 8880

Proposed Highly Confidential Document Protocol

This Protocol is jointly proposed by NorthStar Decommissioning Holdings, LLC, NorthStar Group Holdings LLC, LVI Parent Corp., NorthStar Group Services, Inc., NorthStar Nuclear Decommissioning Company, LLC, (together, “NorthStar”); the Vermont Public Service Department (“Department”), the Vermont Agency of Natural Resources (“ANR”), the Vermont Attorney General’s Office (“AGO”) (the Department, ANR, and AGO collectively referred to as the “State Agency Parties”); and intervenors in this Docket that sign the Protective Agreement approved by the Board on May 2, 2017, and the Second Addendum thereto (“Non-State Agency Parties”) (the State Agency Parties and Non-State Agency Parties collectively referred to as the “Non-Petitioner Parties,” and, together with NorthStar, referred to as “Parties”).

NorthStar has a document pertinent to issues in the Docket that it desires to provide to the Non-Petitioner Parties, but which NorthStar believes could result in financial and/or competitive harm if disclosed, and which NorthStar believes to be proprietary, privileged, confidential or in the nature of a trade secret (that document is referenced herein as the “Highly Confidential Document”);

The Highly Confidential Document is a Detailed Pay Item Disbursement Schedule, which is labeled internally in NorthStar’s files as “EXHIBIT 1_VYPDC2 NNDS-1 VY SOV-v1.0 Y2016-09-08,” and is a 20-page document that contains the approximately 900 sub-tasks and the cost allocations for each task.

The Vermont Public Service Board’s (“Board”) “Procedural Order on Motion For Special Confidentiality Protocols,” dated June 15, 2017 (“Order”), established screening protocols to determine which persons may review the Highly Confidential Document and directed the Parties to develop “appropriate protocols for the disclosure and review of the [Highly Confidential

Document] (which may be based on protocols agreed to by NorthStar, the Department, and ANR) that are consistent with the requirements of this Order.” Order at 3.

Accordingly, the Parties propose to implement the following protocols for the disclosure and handling of the Highly Confidential Document.

1) The Non-Petitioner Parties seeking to obtain access in discovery to the Highly Confidential Document will file a preliminary list of counsel and experts that each party proposes to have access thereto. Consistent with the Board’s Order, NorthStar may object to access by any individual so identified. To streamline the timing of discovery: (1) the State Agency Parties are filing those lists concurrently with this proposed Protocol; (2) the Non-State Agency Parties agree to file those lists as soon as is practicable; and (3) NorthStar agrees to file any objection(s), with an explanation for the objection(s) as directed by the Order, within five business (5) days of each such filing. All individuals so identified and not objected to by NorthStar shall constitute “Approved Reviewers.” The Non-Petitioner Parties reserve all rights related to any identified reviewer(s) to whom NorthStar objects, and the Parties would address separately with the Board whether any such individual may appropriately qualify as an Approved Reviewer.

2) NorthStar will upload on to an encrypted USB drive a native version (Excel spreadsheet) of the Highly Confidential Document. The file name will include confidential designations. No Party shall try to print the document.

3) NorthStar will mail or deliver to one identified Approved Reviewer for each Non-Petitioner Party an encrypted external USB drive at an address provided by that Party. Such drives shall be enclosed in a double wrapped package, and the front and back of both the outside wrapper or envelope and the inside wrapper or envelope shall state that the package contents are “HIGHLY CONFIDENTIAL.” NorthStar will inform the Non-Petitioner Parties when the materials are en route. NorthStar will separately provide the passwords to those drives to the identified Approved Reviewers.

4) Hard copies are not required to be produced. If hard copies are produced, the document will be clearly marked and packaged as confidential as above. Any document so produced will be provided on colored paper which contrasts well with the print, with headers and or footers on every page indicating that the document is **HIGHLY CONFIDENTIAL – DO NOT COPY.**

5) The Highly Confidential Document will be stored in a segregated and locked enclosure (e.g., a locked file cabinet or encrypted container) when not in use by an Approved Reviewer. Notes and work product based on those materials will be treated and stored in the same manner.

6) Review by Approved Reviewers will be conducted at designated workstations within a Non-Petitioner Party’s offices. The USBs that contain the Highly Confidential Document shall not leave those offices. Review of electronically stored materials will be conducted on computers set up exclusively for confidential review purposes during the time of review;

those units shall contain disk encryption measures, have features to prevent viewing by unauthorized persons, and be disabled from accessing the internet and internal networks.

7) Consistent with the above, each Approved Reviewer may share information or documents derived from the Highly Confidential Document only with other Approved Reviewers. The Highly Confidential Document shall not be disclosed to any other person or party without NorthStar's express written consent.

8) Unless specifically approved by the NorthStar or the Board, no Party shall use the Highly Confidential Document to depose any individual or party other than NorthStar or other Approved Reviewers, and only Approved Reviewers, NorthStar counsel (or other attorneys that NorthStar approves), and the court reporter, may attend any portion(s) of such deposition(s) during which testimony or questioning includes information derived from the Highly Confidential Document. Any portions of deposition transcript(s) that reflect such testimony or questioning must be produced under seal. The review and control of the transcript shall follow the same protocol for treatment of the Highly Confidential Document, subject to the Board's approval of the same.

9) Subject to Board approval, the same process set forth for depositions above, must occur if the Non-Petitioner Parties that review the Highly Confidential Document under this Protocol (see paragraph 8, *infra*) wish to address the Highly Confidential Document during a technical hearing.

10) For Non-State Agency Parties, standard post-proceeding confidential document handling procedures will apply as set forth in the Protective Agreement (e.g., original materials can either be returned to the producing party or destroyed and certified as such - at that party's option).

11) For State Agency Parties, nothing herein shall alter the record retention obligations pursuant to Vermont's Public Records Act (1 V.S.A. §§ 315-320) or other applicable document retention requirements.

PSB Case No. 8880 - SERVICE LIST

Parties:

William James Brotherton
Abenaki Nation of Missisquoi
100 Grand Avenue
Swanton, VT 05488
william@brothertonlaw.com

(for Abenaki Nation of Missisquoi)

Lawrence Christopher Company
Windham Regional Commission
139 Main Street Suite 505
Brattleboro, VT 05301
ccampany@windhamregional.org

(for Windham Regional Commission)

Geoffrey Commons, Esq.
Vermont Department of Public Service
112 State Street
Montpelier, VT 05620-2601
geoff.common@vermont.gov

(for Vermont Department of Public Service)

Richardson P Daniel
Tarrant, Gillies & Richardson
P.O. Box 1440
Montpelier, VT 05601
drichardson@tgrvt.com

(for Entergy Nuclear Vermont Investment
Company, LLC) (for Entergy Nuclear
Operations, Inc.)

Joshua Diamond
Vermont Office of the Attorney General
109 State Street
Montpelier, VT 05609-1001
joshua.diamond@vermont.gov

(for Vermont Office of the Attorney General)

William Driscoll
Associated Industries of Vermont
wdriscoll@aivt.org

(for Associated Industries of Vermont)

Jennifer Duggan, Esq.
Office of General Counsel, Vermont Agency
of Natural Resources
1 National Life Drive, Davis 2
Montpelier, VT 05620
Jen.Duggan@vermont.gov

(for Vermont Agency of Natural Resources)

James Dumont
PO Box 229
Bristol, VT 05443
dumont@gmavt.net

(for New England Coalition on Nuclear
Pollution, Inc.)

**Felicia H. Ellsworth
Wilmer, Cutler, Pickering, Hale and Dorr, LLP
60 State Street
Boston, MA 02109
Felicia.Ellsworth@wilmerhale.com

(for Vermont Department of Public Service)

Jordan Gonda
Vermont Agency of Natural Resources
1 National Life Drive
Davis 2
Montpelier, VT 05620
Jordan.Gonda@vermont.gov

(for Vermont Agency of Natural Resources)

**Bonnie Heiple
Wilmer, Cutler, Pickering, Hale and Dorr, LLP
60 State Street
Boston, MA 02109
Bonnie.Heiple@wilmerhale.com

(for Vermont Department of Public Service)

Stephanie Hoffman, Esq.
Vermont Department of Public Service
112 State Street
Montpelier, VT 05620-2601
steph.hoffman@vermont.gov

(for Vermont Department of Public Service)

Richard Holschuh
Elnu Abenaki Tribe
117 Fuller Drive
Brattleboro, VT 05301
rich.holschuh@gmail.com

(for Elnu Abenaki Tribe)

**Robert C. Kirsch
Wilmer, Cutler, Pickering, Hale and Dorr, LLP
60 State Street
Boston, MA 02109
Robert.Kirsch@wilmerhale.com

(for Vermont Department of Public Service)

Aaron Kisicki, Esq.
Vermont Department of Public Service
112 State Street
Montpelier, VT 05620-2601

(for Vermont Department of Public Service)

aaron.kisicki@vermont.gov

Kyle Landis-Marinello
Vermont Office of the Attorney General
109 State Street
Montpelier, VT 05609-1001
kyle.landis-marinello@vermont.gov

(for Vermont Office of the Attorney General)

Sandra Levine, Esq.
Conservation Law Foundation
15 East State Street
Suite 4
Montpelier, VT 05602
slevine@clf.org

(for Conservation Law Foundation)

John Marshall, Esq.
90 Prospect Street
P.O. Box 99
Saint Johnsbury, VT 05819-0099
jmarshall@drm.com

(for Entergy Nuclear Vermont Investment
Company, LLC) (for Entergy Nuclear
Operations, Inc.)

James Porter, Esq.
Vermont Public Service Department
Vermont Public Service Department
112 State St
Montpelier, VT 05620
james.porter@vermont.gov

(for Vermont Department of Public Service)

Janet Rasmussen
Town of Vernon Planning Commission
52 Southern Heights Drive
Vernon, VT 05354
janetrasmussen1@aol.com

(for Town of Vernon Planning and Economic
Development Commission)

^**Ingrid Scholze, Esq.
Quinn Emanuel Urquhart & Sullivan, LLP
51 Madison Avenue, 22nd Floor
New York, NY 10010
ingridscholze@quinnemanuel.com

(for Entergy Nuclear Vermont Investment
Company, LLC) (for Entergy Nuclear
Operations, Inc.)

Roger Longtoe Sheehan
Elnu Abenaki Tribe
Elnu Tribe Headquarters
5243 VT Route 30
Jamaica, VT 05343
gitceedadann@yahoo.com

(for Elnu Abenaki Tribe)

**Ellyde R. Thompson
Quinn Emanuel Urquhart & Sullivan LLP
51 Madison Avenue
22nd Floor
New York, NY 10010
ellydethompson@quinnemanuel.com

(for Entergy Nuclear Vermont Investment
Company, LLC) (for Entergy Nuclear
Operations, Inc.)

**Hunter B. Thomson
Quinn Emanuel Urquhart & Sullivan LLP
51 Madison Avenue
22nd Floor
New York, NY 10010
hunterthomson@quinnemanuel.com

(for Entergy Nuclear Vermont Investment
Company, LLC) (for Entergy Nuclear
Operations, Inc.)

**Sanford I. Weisburst
Quinn Emanuel Urquhart & Sullivan, LLP
51 Madison Avenue
22nd Floor
New York, NY 10010
sandyweisburst@quinnemanuel.com

(for Entergy Nuclear Vermont Investment
Company, LLC) (for Entergy Nuclear
Operations, Inc.)

Joslyn L. Wilschek, Esq.
Primmer Piper Eggleston & Cramer PC
100 East State Street
P.O. Box 1309
Montpelier, VT 05602
jwilschek@primmer.com

(for NorthStar Nuclear Decommissioning
Company, LLC) (for LVI Parent Corp.) (for
NorthStar Group Services, Inc.) (for NorthStar
Group Holdings, LLC) (for NorthStar
Decommissioning Holdings, LLC)

Jeffrey C. Wimette
International Brotherhood of Electrical
Workers, Local 300
3 Gregory Drive
South Burlington, VT 05403
jcw@ibewlocal300.org

(for International Brotherhood of Electrical
Workers, Local 300)

**Motion to appear *pro hac vice* pending.

***Notice of appearance filed without motion to intervene.

^Motion to Intervene pending.