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OCT 31 2014

INDIANA UTILITY
REGULATORY COMMISSION

STATE OF INDIANA

BEFORE THE INDIANA UTILITY REGULATORY COMMISSION

IN THE MATTER OF THE SUBMISSION)
OF AN INTEGRATED RESOURCE PLAN)
BY INDIANAPOLIS POWER & LIGHT COMPANY,)
PURSUANT TO 170 IAC 4-7 AND REQUEST)
UNDER 170 IAC 4-7-3(f) FOR COMMISSION)
DETERMINATION THAT DESIGNATED)
CONFIDENTIAL INFORMATION)
BE EXEMPT FROM DISCLOSURE.)

44557
CAUSE NO. _____

PETITION

Pursuant to the provisions of 170 IAC 4-7-3(f), Indianapolis Power & Light Company (“IPL”) petitions the Indiana Utility Regulatory Commission (“Commission”) to find that certain information contained in IPL’s biennial Integrated Resource Plan (“IRP”), including Critical Energy Infrastructure Information (“CEII”), submitted on October 31, 2014 is confidential, proprietary, competitively sensitive, and/or trade secret, and therefore exempt from disclosure under Ind. Code § 8-1-2-29 and Ind. Code ch. 5-14-3. In support of this petition, IPL represents the following:

1. Petitioner’s Corporate Status. IPL is an Indiana corporation organized and existing under the laws of the State of Indiana, with its principal office at One Monument Circle, Indianapolis, Indiana. It is an Indiana public utility as defined in Ind. Code § 8-1-2-1(a), furnishing electric services to the public and is subject to regulation by the Commission under the laws of the State of Indiana.

2. IPL owns, operates, manages and controls electric generating, transmission and distribution plant, property and equipment and related facilities, which are used and useful for

the convenience of the public in the production, transmission, delivery and furnishing of such utility service.

3. Petitioner's Service Territory. IPL renders retail electric utility service to approximately 470,000 retail customers located principally in and near the City of Indianapolis, Indiana, and in portions of the following Indiana counties: Boone, Hamilton, Hancock, Hendricks, Johnson, Marion, Morgan, Owen, Putnam and Shelby Counties.

4. Petitioner's "Public Utility" Status. As a "public utility" within the meaning of that term as defined in Ind. Code § 8-1-2-1, IPL is subject to the jurisdiction of this Commission in the manner and to the extent provided by the laws of the State of Indiana.

5. IRP. The IRP submitted by IPL is an assessment of a variety of supply- and demand-side resources to cost-effectively meet the electricity service needs of IPL's customers. The Commission's rules for IRPs, 170 IAC 4-7, provide for the filing of information contained in a utility's IRP that the utility considers to be proprietary or otherwise confidential in a redacted and non-redacted form under seal. These rules also establish a procedure for determining that such information is confidential, and therefore should be protected. (*See* 170 IAC 4-7-3(f)). IPL is submitting a redacted version of its 2014 IRP concurrently with this Petition. In accordance with 170 IAC 4-7-3(f), IPL has provided under seal to the Commission a non-redacted copy of its IRP that contains the information sought to be found confidential.

6. Governing Statutes. The statutes and regulations IPL considers applicable to this petition include: 170 IAC 4-7-3(f) and 1-1.1-4, and Ind. Code § 8-1-2-29 and Ind. Code ch. 5-14-13.

7. Confidential Information. IPL's IRP contains CEII that IPL considers to be confidential, proprietary and/or trade secret. 170 IAC 4-7-4(10), (11), (12), (13), and (14)

specify certain information to be included in an IRP which is already reported to the Federal Energy Regulatory Commission (“FERC”) by submitting FERC Form 715. FERC has determined that Form 715 contains CEII and has established procedures to protect and limit the availability of such information. The information that IPL considers in this proceeding to be CEII, is generally described, and the requested treatment attested to, in the affidavit of Michael Holtsclaw, Director of Power Delivery System Operations of IPL, attached hereto as Exhibit A. The redacted version of IPL’s 2014 IRP does not include the CEII.

8. In addition, IPL considers some of the information required by the Commission’s IRP Rules to be proprietary, confidential and trade secrets as that term is used in IC ch. 5-14-3 (the “Confidential Information”). The redacted version of IPL’s 2014 IRP does not include the Confidential Information. The affidavit of Richard Benedict, Director of Project Development, attached hereto as Exhibit B, describes the information for which IPL requests confidential treatment and the reasons therefore.

9. IPL has taken steps to limit access to the proprietary and confidential information contained in the IRP to those employees who need to know the information. The IPL files containing the proprietary and confidential information are maintained separately from their general records and access to those files is restricted.

10. In accordance with 170 IAC 4-7-3(f), IPL has provided under seal to the Commission a non-redacted copy of IPL’s IRP that contains the information sought to be found confidential. The Commission’s rule, 170 IAC 4-7-3(f), specifically provides that the non-redacted version shall be treated as confidential pending completion of this proceeding. IPL considers this specific rule to constitute a preliminary determination of confidentiality and that the non-redacted information shall not be available to the public under 170 IAC 1-1.1-4(e). If

this understanding is not correct, IPL requests that the non-redacted information be returned prior to public disclosure in accordance with 170 IAC 1-1.1-4(d).

11. IPL is providing the Office of the Utility Consumer Counselor (“OUCC”) with a non-redacted copy of IPL’s IRP pursuant to the Standard Form Nondisclosure Agreement between IPL and the OUCC.

12. IPL requests that the Commission protect the confidential and proprietary information from disclosure and limit access to those Commission employees with a need to review the confidential and proprietary information. Further, IPL requests that the Commission not disclose the information to persons outside the Commission unless the person has entered into an appropriate protective agreement with IPL.

13. Attorneys for Petitioner. The names and addresses of IPL’s duly authorized representatives, to whom all correspondence and communications concerning this petition should be sent, are as follows:

Teresa Morton Nyhart (Atty. No. 14044-49)
Jeffrey M. Peabody (Atty. No. 28000-53)
BARNES & THORNBURG LLP
11 South Meridian Street
Indianapolis, Indiana 46204
Nyhart Phone: (317) 231-7716
Peabody Phone: (317) 231-6465
Fax: (317) 231-7433
Nyhart Email: tnyhart@btlaw.com
Peabody Email: jpeabody@btlaw.com

WHEREFORE, IPL, in accordance with 170 IAC 4-7-3(f), respectfully requests that the Commission find, after due notice and an opportunity to be heard is provided to interested parties, that the confidential and proprietary information contained in the non-redacted copy of IPL’s IRP, including the CEII and Confidential Information, is confidential, proprietary,

competitively sensitive, and/or trade secret, and therefore exempt from disclosure pursuant to IC § 8-1-2-29 and IC § 5-14-3, and for all other appropriate relief.

Respectfully submitted,



Teresa Morton Nyhart (Atty. No. 14044-49)

Jeffrey M. Peabody (Atty. No. 28000-53)

BARNES & THORNBURG LLP

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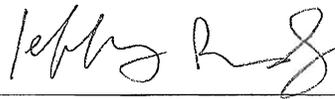
Nyhart Email: tnyhart@btlaw.com

Peabody Email: jpeabody@btlaw.com

Attorneys for Indianapolis Power & Light Company

CERTIFICATE OF SERVICE

The undersigned hereby certifies that two (2) copies of the foregoing Petition have been served this 31st day of October, 2014, by hand delivery upon the Office of Utility Consumer Counselor, PNC Center, Suite 1500 S., 115 W. Washington Street, Suite 1500 South, Indianapolis, Indiana 46204.



Jeffrey M. Peabody

AFFIDAVIT OF MICHAEL HOLTSCLAW

Michael Holtsclaw, being first duly sworn upon his oath says:

1. I am the Director of Engineering of Indianapolis Power & Light Company (“IPL”), and, at all times relevant to this matter, have had responsibilities for directing and coordinating the preparation of the Transmission and Distribution portion of the 2014 Integrated Resource Plan (“IRP”) submitted by IPL on October 31, 2014, pursuant to the rules and regulations of the Indiana Utility Regulatory Commission (“Commission”). I am familiar with the content of IPL’s IRP and the need to protect certain confidential and proprietary information contained in IPL’s IRP from disclosure. I acknowledge that I am of the requisite age and capacity to testify to the matters stated and that I make this affidavit based upon direct personal knowledge.

2. I have personal knowledge of the confidential, proprietary, competitively-sensitive and trade secret nature of the Confidential Information addressed herein and in the accompanying Motion through direct contact with this information and through my investigation with other IPL employees who work directly with the Confidential Information. I have personal knowledge of efforts taken by IPL to maintain the secrecy of the Confidential Information through direct contact with these efforts and through my investigation of these efforts with other employees who work directly with these procedures.

**Description of the Confidential Information for
Which Protection is Sought**

3. IPL is requesting that certain confidential information to be included by IPL as testimony, attachments and/or workpapers in this proceeding be exempted from public disclosure

as confidential, proprietary, competitively sensitive and trade secret forecast information (the “Confidential Information”).

4. More specifically, the Confidential Information which is the subject of this affidavit includes (i) Confidential Attachment 1.1 (FERC Form 715 Cover Letter), which contains Critical Energy Infrastructure Information (“CEII”), and (ii) Confidential Attachment 1.3 (Cost of Transmission Expansion Projects).

**The Information Contained in Confidential Information
Derives Independent Economic Value By
Reason of the Fact that it is Not Publicly Available**

5. The IRP submitted by IPL is an assessment of a variety of demand-side and supply-side resources that IPL may use to cost-effectively meet the electricity service needs of IPL’s customers. As such, IPL’s IRP contains certain CEII and other proprietary and confidential cost information.

6. The Confidential Information includes Parts 2, 3, and 6 of the Company’s Federal Energy Regulatory Commission (“FERC”) Form 715, Annual Transmission Planning and Evaluation information that is considered to be CEII following the events of September 11, 2001. This information is provided confidential treatment by the FERC, and IPL takes all reasonable steps to protect this information from public disclosure. FERC has determined that the portions of its Form 715 containing CEII should have limited public availability. *See* 18 C.F.R. § 141.300 and FERC Order No. 630, Final Rule on Critical Energy Infrastructure Information, 102 FERC ¶ 61,190 (2003). On that basis confidential treatment should again be afforded to these portions of the FERC Form 715 as this Commission previously found in its January 18, 2012 Order in Cause No. 44102.

7. The Confidential Information also includes Confidential Attachment 1.3 (Cost of Transmission Expansion Projects). Confidential Attachment 1.3 identifies specific short term transmission expansion projects, their anticipated construction periods, and estimated costs. Disclosure of this information would adversely impact IPL because it would permit potential bidders to better determine how to price their services and products. Further, disclosure of cost forecasts would negatively affect the negotiation or competitive bidding process by allowing potential suppliers or vendors to know what IPL's expectations are with respect to such items. Thus, these suppliers or vendors would have the advantage of knowing how to price their bids or negotiate to provide construction, procurement or other services in order to maximize their prices to the disadvantage of IPL and its customers. The cost information contained in the Confidential Information could also be used by contractors to establish artificial minimum prices for the cost to complete the various projects.

**The Information is Not Generally Known, Readily Ascertainable
by Proper Means by Other Persons Who Can
Obtain Economic Value from its Disclosure or Use**

8. The Confidential Information is not available or ascertainable by other parties through normal or proper means. No reasonable amount of independent research could yield this information to other parties.

**The Information is the Subject of Efforts Reasonable
Under The Circumstances to Maintain Its Secrecy**

9. The Confidential Information has been the subject of efforts that are reasonable under the circumstances to maintain its secrecy. IPL restricts the access of information to only those employees, officers and representatives of IPL who have a need to know about such information due to their job and management responsibilities. IPL limits public access to

buildings housing the Confidential Information by use of security guards. IPL's files containing the Confidential Information are maintained separately from IPL's general records and access to those files is restricted. Within IPL, access to this information has been and will continue to be disclosed only to those employees, officers and representatives of IPL who have a need to know about such information due to their job and management responsibilities. Outside IPL, this information is only to certain persons who have a legitimate need to review the information to participate in this Cause and who sign a confidentiality agreement.

Further the Affiant sayeth not.



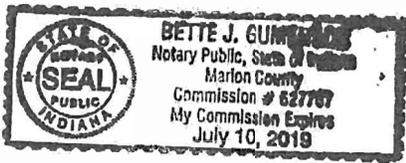
Michael Holtsclaw

Michael Holtsclaw
Director of Engineering
Indianapolis Power & Light Company

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared Michael Holtsclaw, and he being first duly sworn by me upon his oath, says that the facts alleged in the foregoing Affidavit are true to the best of his information and belief.

Subscribed and sworn to before me this 29 day of October, 2014.



Bette J. Gumerison (Signed)

BETTE J. GUMERISON (Printed)

Notary Public State of Indiana

MARION County

My Commission Exp. 7-10-2019

AFFIDAVIT OF RICHARD BENEDICT

Richard Benedict, being first duly sworn upon his oath says:

1. I am the Director of Project Development of Indianapolis Power & Light Company (“IPL”), and, at all times relevant to this matter, have had responsibilities for the development of the 2011 Integrated Resource Plan (“IRP”) submitted by IPL on October 31, 2014, pursuant to the rules and regulations of the Indiana Utility Regulatory Commission (“Commission”). I am familiar with the content of IPL’s IRP and the need to protect certain confidential and proprietary information contained in IPL’s IRP from disclosure. I acknowledge that I am of the requisite age and capacity to testify to the matters stated and that I make this affidavit based upon direct personal knowledge.

2. I have personal knowledge of the confidential, proprietary, competitively-sensitive and trade secret nature of the Confidential Information addressed herein and in the accompanying Motion through direct contact with this information and through my investigation with other IPL employees who work directly with the Confidential Information. I have personal knowledge of efforts taken by IPL to maintain the secrecy of the Confidential Information through direct contact with these efforts and through my investigation of these efforts with other employees who work directly with these procedures.

**Description of the Confidential Information for
Which Protection is Sought**

3. IPL is requesting that certain information contained in IPL’s IRP be exempted from public disclosure as confidential, proprietary, competitively-sensitive and trade secret information (the “Confidential Information”). More specifically, the Confidential Information which is the subject of this affidavit includes the following:

- (i) Section 4B – Avoided Costs (Page 110 of the IPL 2014 IRP),
- (ii) Confidential Figure 4.9 - Supply Resource Options (2013\$) (Page 55 of the IPL 2014 IRP),
- (iii) Confidential Figure 4A.7 – IRP Supply Side Resource Options (Page 95 of the IPL 2014 IRP),
- (iv) Confidential Figure 4D.9 – IPL Average Annual Fuel Forecast per Generating Unit (Page 153 of the IPL 2014 IRP),
- (v) Confidential Attachment 4.3 (DSM Future Avoided Costs),
- (vi) Confidential Attachment 5.1 (Ventyx IPL-IRP 2014 Report),
- (vii) Confidential Attachment 6.3 (End Use Modeling Technique),
- (viii) Confidential Attachment 6.4 (EIA End Use Data),
- (ix) Confidential Attachment 6.5 (Energy - Forecast Drivers), and
- (x) Confidential Attachment 6.10 (Model Performance - Statistical Measures).

**The Information Contained in Confidential Information
Derives Independent Economic Value By
Reason of the Fact that it is Not Publicly Available**

4. IPL has historically met its reserve-margin capacity needs through a combination of Power Purchase Agreements (“PPAs”) from the power market and through the acquisition of generating assets. In making the decision to “buy or build,” IPL evaluates the likely life-cycle costs of both options. One of the most significant assumptions that IPL must make in its buy-or-build analysis is the cost to build new generating capacity. Information on the cost of building new capacity is difficult to acquire and the information must be evaluated in light of site-specific conditions such as the availability of fuel transportation, difficulty of securing permits, etc. There is no readily available and transparent market for this information.

IPL has spent considerable time and money in developing its assumptions for the cost of building new generation and believes that this information should be kept proprietary and

confidential. In addition, general trends and pricing information has been secured by IPL under Requests for Proposals and other solicitations where there are non-disclosure provisions in place.

IPL is particularly concerned that revealing the Confidential Information would be of benefit to potential bidders and that those bids would be less competitive if IPL disclosed its assumptions about the cost of the new-build option. By making public its assumptions on new-build costs, IPL would reveal to suppliers one of the most important aspects of pricing. A potential supplier who had a lower-cost to build asset (or an existing lower-cost asset already in place), would have every incentive to value that such an asset in the quote at the higher IPL assumption rather than at the lower, competitive number. Thus IPL and its customers would be deprived of the lower-cost alternative.

5. The Confidential Information also includes confidential, proprietary, competitively-sensitive and trade secret information obtained by IPL pursuant to subscriptions and agreements with Ventyx and Itron. The Confidential Information is not readily available in the public domain and IPL takes steps to protect this information from public disclosure. Such information is subject to agreements between IPL and Ventyx and Itron that prohibits IPL from copying, publishing or reproducing the information or using the information in reports without Ventyx's or Itron's consent. IPL has obtained Ventyx's and Itron's consent to use some of their information in IPL's filing in this case and to provide such information to other parties subject to the protection of the information from public disclosure. The Confidential Information contains and constitutes the proprietary and trade secret work product of Ventyx and Itron, and is not made publicly available.

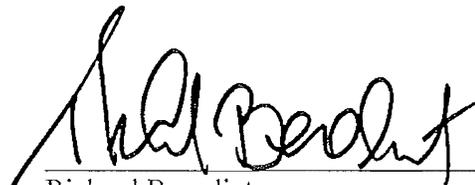
**The Information is Not Generally Known, Readily Ascertainable
by Proper Means by Other Persons Who Can
Obtain Economic Value from its Disclosure or Use**

6. The Confidential Information is not available or ascertainable by other parties through normal or proper means. No reasonable amount of independent research could yield this information to other parties.

**The Information is the Subject of Efforts Reasonable
Under The Circumstances to Maintain Its Secrecy**

7. The Confidential Information has been the subject of efforts that are reasonable under the circumstances to maintain its secrecy. IPL restricts the access of information to only those employees, officers and representatives of IPL who have a need to know about such information due to their job and management responsibilities. IPL limits public access to buildings housing the Confidential Information by use of security guards. IPL's files containing the Confidential Information are maintained separately from IPL's general records and access to those files is restricted. Within IPL, access to this information has been and will continue to be disclosed only to those employees, officers and representatives of IPL who have a need to know about such information due to their job and management responsibilities. Outside IPL, this information is only provided in accordance with the subscription agreements to certain persons who have a legitimate need to review the information to participate in this Cause and who sign a confidentiality agreement.

Further the Affiant sayeth not.



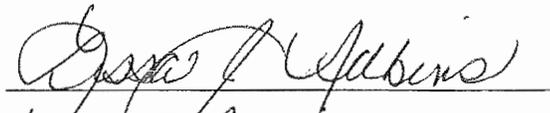
Richard Benedict
Director of Project Development
Indianapolis Power & Light Company

STATE OF INDIANA)
)
COUNTY OF MARION)

SS:

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared Richard Benedict, and he being first duly sworn by me upon his oath, says that the facts alleged in the foregoing Affidavit are true to the best of his information and belief.

Subscribed and sworn to before me this 29th day of October, 2014.



Lissa J. Adkins
Notary Public State of Indiana

Johnson County

My Commission Exp. October 30, 2018