
VERMONT SYSTEM PLANNING COMMITTEE INFORMATION MANAGEMENT PROTOCOL

This Information Management Protocol (IMP) establishes the manner in which the Vermont System Planning Committee (VSPC or the Committee) will manage information supplied in connection with any matter before the VSPC, under the assertion that such information is confidential and/or exempt from public disclosure by virtue of its: (i) falling into one or more of the exemptions enumerated in Title 1 V.S.A. § 317(c); (ii) being subject to privilege under the Vermont Rules of Evidence or Civil Procedure, common law, other applicable federal, state or local statute, rule, order or action of a governmental body of competent jurisdiction; or (iii) being subject to the contractual obligation to keep certain information confidential. The VSPC recognizes that a tension exists between the ideally transparent nature of its processes on the one hand, and homeland/domestic security concerns, competitive advantage and trade sensitivity concerns, and the privacy rights of individuals on the other hand. This protocol seeks to limit access to information when the party disclosing the information in question can assert a necessary exemption from public disclosure under 1 V.S.A. § 317(c) or other applicable confidentiality requirement. VSPC members recognize that information utilized by the VSPC is likely to fall into one of three categories: (1) information that is not confidential; (2) information asserted to be confidential and to which some, but not all, VSPC members will have access; and (3) information asserted to be confidential and to which the full VSPC may wish to have access.

Information that is not confidential is information that: (a) the disclosing party can demonstrate is not confidential; (b) the disclosing party can demonstrate is publicly available other than as a result of disclosure by the disclosing party or its representatives in violation of law, rule or regulation, a valid and binding confidentiality agreement or by any other person who is not prohibited by a contractual, legal or other obligation from disclosing the information; (c) a receiving party not bound by a contractual, legal or other obligation can demonstrate was already in its possession at the time of its disclosure to such receiving party, and which was not acquired, directly or indirectly, from the disclosing party on a confidential basis; (d) is independently developed by a party not bound by a contractual, legal or other obligation can demonstrate without reference to or the use of any confidential information; or (e) is lawfully received from sources other than the disclosing party under circumstances not involving, to the best of a receiving party's knowledge, any breach of any confidentiality obligation.

The following principles and procedures shall govern the handling of information by the VSPC:

1. The VSPC shall endeavor to make all information falling within the first category above publicly available through the VSPC website and, upon request, in written or other electronic form;
2. The burden in any relevant proceeding for establishing that information is exempt from public disclosure shall be upon the participant who controls the information in question, or such other VSPC member that challenges a proposed public disclosure of the subject information.
3. A VSPC participant who asserts that information is exempt from public disclosure but may be viewed by some, but not all, VSPC members shall work in good faith with other VSPC members to obtain appropriate confidentiality or non-disclosure agreements directly with VSPC members who wish to have access to such allegedly confidential information. The form of such agreements shall clearly state what information is exempt from public

disclosure and what specific exemption the holder of the information believes applies. Such agreements may also contain a protocol for the sharing of confidential information in electronic form.

4. The VSPC shall establish a form of Confidentiality Agreement to facilitate the provision of allegedly confidential information that may be viewed by any VSCP member that agrees to be bound by said Confidentiality Agreement. Given that the VSPC is an unincorporated voluntary association, such confidentiality agreements shall require signature by each VSPC member receiving the allegedly confidential information. If such information is to be maintained and distributed by the VSPC on the Committee's web site, such agreement shall also be executed by the Vermont Electric Power Company (VELCO) who serves as the Committee member designated to house VSPC information and provide administrative support to the VSPC.
5. The VSPC anticipates that several categories of confidential information may need to be discussed in the course of its deliberations, including without limitation: Critical Energy Infrastructure Information¹ as defined by FERC Order Nos. 683, 683-A, 702 (as may be amended or superseded from time to time), customer account information, and information governed by the information disclosure and access to information provisions of FERC Orders 888 and 889 (as may be amended or superseded from time to time). Information that may qualify for exemption under this protocol is not limited to these categories.
6. If the VSPC or any VSPC sector member disputes the assertion of a VSPC sector member that information disclosed to the VSPC is exempt from public disclosure, the dispute may be submitted to the full VSPC for an advisory determination. Disputes that cannot be resolved by the VSPC may be taken to the Public Service Board for resolution to the extent that the Board has jurisdiction thereof, or to a court of competent jurisdiction or other authority for a protective order or other injunctive relief.
7. A list of documents held by the VSPC that have been exempted from public disclosure, the dates and applicable exemptions shall be maintained by the VSPC and made available upon request.
8. VELCO shall, with input from the VSPC, establish procedures to facilitate the storage, protection and return of confidential information provided in conjunction with the VSPC and coming into the possession of VELCO.
9. Should any VSPC member assert that confidential information has been inadvertently disclosed, all VSPC members shall promptly return or destroy such information.
10. This Information Management Protocol shall not become effective until it is approved in accordance with the Board's order in Docket 7081.

¹ Critical Energy Infrastructure Information is generally defined as specific engineering, vulnerability, or detailed design information about proposed or existing critical infrastructure (physical or virtual) that:

1. Relates details about the production, generation, transmission, or distribution of energy;
2. Could be useful to a person planning an attack on critical infrastructure;
3. Is exempt from mandatory disclosure under the Freedom of Information Act; and
4. Gives strategic information beyond the location of the critical infrastructure.