

PSEG Long Island
Case Name: Application of Deepwater Wind South Fork, LLC
Docket No(s): 18-T-0604

Response to Discovery Request: PSEGLI Kinsella 019
Subject: Conflict of Interest
Date of Response: March 13, 2020

Question:

1. Please provide a copy of the executed version of the Operations Services Agreement (“OSA”) between Long Island Lighting Company d/b/a LIPA and PSEG Long Island LLC dated as of December 31, 2013, and any changes, amendments and/or restatements through to the time of a reply being provided by Public Services Enterprise Group Incorporated (“PSEG”) to this interrogatory/document request.
2. Pursuant to OSA Section 4.17, please provide a copy of the System Policies and Procedures relating to unusual events in connection with the handling, transporting and/or disposing of hazardous waste.
3. Pursuant to OSA Section 4.18, has either Parties identified and/or attempted to resolve any conflict of interest at any time from December 31, 2013 through to the time of a reply being provided by PSEG to this interrogatory/document request? If yes, please provide all documentation pertaining to any such conflict of interest.
4. Please provide a copy of the Annual Report for PSEG pursuant to US securities exchange statutory regulations for the fiscal years ending December 31, 2015, 2016, 2017, 2018 and 2019.
5. Please provide a copy of PSEG’s definitive Proxy Statement as filed with the U.S. Securities and Exchange Commission (“SEC”) for the Annual Meeting of Stockholders that were held in 2014, 2015, 2016, 2017, 2018 and 2019.
6. Please provide a copy of PSEG’s Standards of Integrity (“Standards”) and/or code of ethics that were in effect from January 1, 2015 through to the time of PSEG’s reply to this interrogatory/document request including any changes, amendments and/or restatements.
7. Has PSEG or any of its subsidiaries and/or related entities invested in or maintained a beneficial and/or ownership interest in DONG Energy A/S (a company registered in Denmark) or any of its subsidiaries and/or related entities at any time from January 1, 2015 through to March 3, 2020? If yes, please describe the nature of the investment(s) and/or interest?
8. Has PSEG or any of its subsidiaries and/or related entities invested in or maintained a beneficial and/or ownership interest in Ørsted A/S (a company registered in Denmark) or any of its subsidiaries and/or related entities at any time from January 1, 2015 through to March 3, 2020? If yes, please describe the nature of the investment(s) and/or interest?

9. Has PSEG or any of its subsidiaries and/or related entities engaged in negotiations with the view of investing in and/or maintaining a beneficial and/or ownership interest in Ørsted A/S (a company registered in Denmark) or any of its subsidiaries and/or related entities at any time from January 1, 2016 through to March 3, 2020? If yes, please describe the nature of these negotiations?
10. Has PSEG or any of its subsidiaries and/or related entities invested in or maintained a beneficial and/or ownership interest in GSOE I, LLC or any of its subsidiaries and/or related entities at any time from January 1, 2015 through to March 3, 2020? If yes, please describe the nature of the investment(s) and/or interest?
11. Has PSEG or any of its subsidiaries and/or related entities invested in or maintained a beneficial and/or ownership interest in Garden State Offshore Energy, LLC or any of its subsidiaries and/or related entities at any time from January 1, 2015 through to March 3, 2020? If yes, please describe the nature of the investment(s) and/or interest?
12. Has PSEG or any of its subsidiaries and/or related entities invested in or maintained a beneficial and/or ownership interest in Ocean Wind LLC or any of its subsidiaries and/or related entities at any time from January 1, 2015 through to March 3, 2020? If yes, please describe the nature of the investment(s) and/or interest?
13. Has PSEG or any of its subsidiaries and/or related entities engaged in negotiations with the view of investing in and/or maintaining a beneficial and/or ownership interest in Ocean Wind LLC or any of its subsidiaries and/or related entities at any time from January 1, 2015 through to March 3, 2020? If yes, please describe the nature of these negotiations?
14. Has PSEG or any of its subsidiaries and/or related entities engaged in negotiations with the view of investing in and/or maintaining a beneficial and/or ownership interest in Skipjack Offshore Energy, LLC or any of its subsidiaries and/or related entities at any time from January 1, 2015 through to March 3, 2020? If yes, please describe the nature of these negotiations?
15. Has PSEG or any of its subsidiaries and/or related entities invested in or maintained a beneficial and/or ownership interest in Skipjack Offshore Energy, LLC or any of its subsidiaries and/or related entities at any time from January 1, 2015 through to March 3, 2020? If yes, please describe the nature of the investment(s) and/or interest?
16. Has PSEG or any of its subsidiaries and/or related entities invested in or maintained a beneficial and/or ownership interest in Deepwater Wind New York, LLC or any of its subsidiaries and/or related entities at any time from January 1, 2015 through to March 3, 2020? If yes, please describe the nature of the investment(s) and/or interest?
17. Has PSEG or any of its subsidiaries and/or related entities invested in or maintained a beneficial and/or ownership interest in Deepwater Wind New Jersey, LLC or any of its subsidiaries and/or related entities at any time from January 1, 2015 through to March 3, 2020? If yes, please describe the nature of the investment(s) and/or interest?

18. Has PSEG or any of its subsidiaries and/or related entities invested in or maintained a beneficial and/or ownership interest in Ørsted U.S. Offshore Wind or any of its subsidiaries and/or related entities at any time from January 1, 2015 through to March 3, 2020? If yes, please describe the nature of the investment(s) and/or interest?
19. Has PSEG or any of its subsidiaries and/or related entities invested in or maintained a beneficial and/or ownership interest in Eversource Energy or any of its subsidiaries and/or related entities at any time from January 1, 2015 through to March 3, 2020? If yes, please describe the nature of the investment(s) and/or interest?
20. Has PSEG or any of its subsidiaries and/or related entities invested in or maintained a beneficial and/or ownership interest in Deepwater Wind, LLC or any of its subsidiaries and/or related entities at any time from January 1, 2015 through to March 3, 2020? If yes, please describe the nature of the investment(s) and/or interest?
21. Has PSEG or any of its subsidiaries and/or related entities invested in or maintained a beneficial and/or ownership interest in D. E. Shaw group or any of its subsidiaries and/or related entities at any time from January 1, 2015 through to March 3, 2020? If yes, please describe the nature of the investment(s) and/or interest?
22. Has PSEG or any of its subsidiaries and/or related entities invested in or maintained a beneficial and/or ownership interest in D. E. Shaw & Co, LP or any of its subsidiaries and/or related entities at any time from January 1, 2015 through to March 3, 2020? If yes, please describe the nature of the investment(s) and/or interest?
23. Has PSEG or any of its subsidiaries and/or related entities invested in or maintained a beneficial and/or ownership interest in D. E. Shaw Renewable Investments, LLC or any of its subsidiaries and/or related entities at any time from January 1, 2015 through to March 3, 2020? If yes, please describe the nature of the investment(s) and/or interest?
24. Has PSEG or any of its subsidiaries and/or related entities invested in or maintained a beneficial and/or ownership interest in First Wind Holdings, Inc or any of its subsidiaries and/or related entities at any time from January 1, 2015 through to March 3, 2020? If yes, please describe the nature of the investment(s) and/or interest?
25. Has PSEG or any of its subsidiaries and/or related entities invested in or maintained a beneficial and/or ownership interest in First Wind Holdings, LLC or any of its subsidiaries and/or related entities at any time from January 1, 2015 through to March 3, 2020? If yes, please describe the nature of the investment(s) and/or interest?
26. Has PSEG or any of its subsidiaries and/or related entities invested in or maintained a beneficial and/or ownership interest in SunEdison, Inc or any of its subsidiaries and/or related entities at any time from January 1, 2015 through to March 3, 2020? If yes, please describe the nature of the investment(s) and/or interest?

Attachments Provided Herewith: 22

Response:

1. Attached please find the following PDF attachments:
 - a. Amended and Restated Operations Services Agreement - Fully Executed;
 - b. Appendices 2 through 14;
 - c. Appendix 7;
 - d. Appendix 13 Letter - Fully Executed; and
 - e. Waiver Agreement - Fully Executed.

2. Attached please find the following PDF attachments:
 - a. Environmental Procedure No. 1, Waste Management, which provides information and direction on regulatory and company policy requirements for the management of waste material; and
 - b. Environmental Procedure No. 5, Release Response, which provides guidance to PSEG Long Island employees for notifications and response to sudden releases of oil or hazardous materials in accordance with regulatory and Company requirements.

Please note that the attached information in response to this question is proprietary to PSEG and is provided solely for your use. It should not be copied, reproduced, or shared with others without PSEG's prior written consent.

3. PSEG Long Island objects to this request on the grounds that it seeks information that is neither relevant to, nor reasonably calculated to lead to, the discovery of admissible evidence in this Article VII proceeding. PSEG Long Island also objects to this request since it is overly broad.

4. Attached please find the following PDF attachments:
 - a. Form 10-K_2015 – which is a copy of the annual report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934 for the Fiscal Year ended December 31, 2015;
 - b. Form 10-K_2016 – which is a copy of the annual report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934 for the Fiscal Year ended December 31, 2016;
 - c. Form 10-K_2017 – which is a copy of the annual report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934 for the Fiscal Year ended December 31, 2017;
 - d. Form 10-K_2018 – which is a copy of the annual report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934 for the Fiscal Year ended December 31, 2018; and
 - e. Form 10-K_2019 – which is a copy of the annual report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934 for the Fiscal Year ended December 31, 2019.

5. Attached please find the following PDF attachments:
 - a. 2014 Proxy Statement
 - b. 2015 Proxy Statement
 - c. 2016 Proxy Statement
 - d. 2017 Proxy Statement
 - e. 2018 Proxy Statement; and
 - f. 2019 Proxy Statement.

6. Attached please find the following PDF attachments:
 - a. Standards of Integrity 2013;
 - b. Standards of Integrity 2015;
 - c. Standards of Conduct - 2017; and
 - d. Standards of Conduct - 2019.

7. PSEG Long Island objects to this request on the grounds that it seeks information that is neither relevant to, nor reasonably calculated to lead to, the discovery of admissible evidence in this Article VII proceeding. Notwithstanding the foregoing, and without waiving said objections, neither PSEG nor any of its subsidiaries and/or related entities has “invested in or maintained a beneficial and/or ownership interest in DONG Energy A/S (a company registered in Denmark) or any of its subsidiaries and/or related entities at any time from January 1, 2015 through to March 3, 2020”.

8. PSEG Long Island objects to this request on the grounds that it seeks information that is neither relevant to, nor reasonably calculated to lead to, the discovery of admissible evidence in this Article VII proceeding. Notwithstanding the foregoing, and without waiving said objections, neither PSEG nor any of its subsidiaries and/or related entities has “invested in or maintained a beneficial and/or ownership interest in Ørsted A/S (a company registered in Denmark) or any of its subsidiaries and/or related entities at any time from January 1, 2015 through to March 3, 2020”.

9. PSEG Long Island objects to this request on the grounds that it seeks information that is neither relevant to, nor reasonably calculated to lead to, the discovery of admissible evidence in this Article VII proceeding. Notwithstanding the foregoing, and without waiving said objections, from time to time, PSEG management considers a number of transactions. Except for transactions noted below, which the company has publicly disclosed, the company does not publicly comment on proposed or pending transactions.

PSEG has publicly announced the exercise of its option on Ørsted’s Ocean Wind project, resulting in a period of exclusive negotiation for PSEG to potentially acquire a 25% equity interest in the project, subject to negotiations toward a joint venture agreement, advanced due diligence and any required regulatory approvals. See PSEG’s 2019 Form 10-K, on pages 12-13.

10. PSEG Long Island objects to this request on the grounds that it seeks information that is neither relevant to, nor reasonably calculated to lead to, the discovery of admissible

evidence in this Article VII proceeding. Notwithstanding the foregoing, and without waiving said objections, yes. GSOE I, LLC is a direct, wholly-owned subsidiary of Garden State Offshore Energy LLC. PSEG Renewable Generation LLC, an indirect wholly-owned subsidiary of Public Service Enterprise Group Incorporated, owns 50% of the Membership Units of Garden State Offshore Energy LLC.

11. PSEG Long Island objects to this request on the grounds that it seeks information that is neither relevant to, nor reasonably calculated to lead to, the discovery of admissible evidence in this Article VII proceeding. Notwithstanding the foregoing, and without waiving said objections, *see* response to Question 10 above.
12. PSEG Long Island objects to this request on the grounds that it seeks information that is neither relevant to, nor reasonably calculated to lead to, the discovery of admissible evidence in this Article VII proceeding. Notwithstanding the foregoing, and without waiving said objections, neither PSEG nor any of its subsidiaries and/or related entities has “invested in or maintained a beneficial and/or ownership interest in Ocean Wind LLC or any of its subsidiaries and/or related entities at any time from January 1, 2015 through to March 3, 2020”.
13. PSEG Long Island objects to this request on the grounds that it seeks information that is neither relevant to, nor reasonably calculated to lead to, the discovery of admissible evidence in this Article VII proceeding. Notwithstanding the foregoing, and without waiving said objections, *see* response to Question 9 above.
14. PSEG Long Island objects to this request on the grounds that it seeks information that is neither relevant to, nor reasonably calculated to lead to, the discovery of admissible evidence in this Article VII proceeding. Notwithstanding the foregoing, and without waiving said objections, *see* response to Question 9 above.
15. PSEG Long Island objects to this request on the grounds that it seeks information that is neither relevant to, nor reasonably calculated to lead to, the discovery of admissible evidence in this Article VII proceeding. Notwithstanding the foregoing, and without waiving said objections, neither PSEG nor any of its subsidiaries and/or related entities has “invested in or maintained a beneficial and/or ownership interest in Skipjack Offshore Energy, LLC or any of its subsidiaries and/or related entities at any time from January 1, 2015 through to March 3, 2020”.
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LP or any of its subsidiaries and/or related entities at any time from January 1, 2015 through to March 3, 2020”.

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