



Rob McKenna

ATTORNEY GENERAL OF WASHINGTON

800 Fifth Avenue #2000 • Seattle WA 98104-3188

August 28, 2012

SENT VIA E-MAIL AND ABC LEGAL MESSENGER

David W. Danner
Executive Director and Secretary
Washington Utilities and Transportation Commission
1300 S. Evergreen Park Dr. SW
P. O. Box 47250
Olympia, Washington 98504-7250

RE: RE: *Petition of Puget Sound Energy, Inc. for Approval of a Power Purchase Agreement for Acquisition of Coal Transition Power, as Defined in RCW 80.80.010, and the Recovery of Related Acquisition Costs;*
Docket No. UE-121373

Dear Mr. Danner:

Enclosed please find the originals and twenty (3) copies each of signature pages to Protective Order agreements of Stephen G. Hill and Kevin D. Woodruff for filing in the above-entitled dockets.

Sincerely,

LISA W. GAFKEN
Assistant Attorney General
(206) 464-6215

LWG:cjw
Enclosure

EXHIBIT B (EXPERT AGREEMENT)

AGREEMENT CONCERNING CONFIDENTIAL INFORMATION
IN DOCKET UE-121373
BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

I, Stephen G. Hill, as expert witness in this proceeding for Public Counsel (a party to this proceeding) hereby agree to comply with and be bound by the Protective Order entered by the Washington Utilities and Transportation Commission in Docket UE-12____, and acknowledge that I have reviewed the Protective Order and fully understand its terms and conditions.

Stephen G. Hill
Signature

8/23/12
Date

Hill Associates
Employer

PO Box 587, Hurricane WV 25526
Address

Principal
Position and Responsibilities

The following portion is to be completed by the responding party and filed with the Commission within 10 days of receipt; failure to do so will constitute a waiver and the above-named person will be deemed an expert having access to Confidential Information under the terms and conditions of the Protective Order.

 No objection.

 Objection. The responding party objects to the above-named expert having access to Confidential Information. The objecting party shall file a motion setting forth the basis for objection and asking exclusion of the expert from access to Confidential Information.

Signature

Date

EXHIBIT C (HIGHLY CONFIDENTIAL INFORMATION AGREEMENT)

AGREEMENT CONCERNING HIGHLY CONFIDENTIAL INFORMATION
IN DOCKET UE-121373
BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

I, Stephen G. Hill, as

- In-house attorney
- In-house expert
- Outside counsel
- Outside expert

in this proceeding for Public Counsel (a party to this proceeding) hereby declare under penalty of perjury under the laws of the State of Washington that the following are true and correct:

- a. I am not now involved, and will not for a period of two years involve myself in, competitive decision making with respect to which the documents or information may be relevant, by or on behalf of any company or business organization that competes, or potentially competes, with the company or business organization from whom they seek disclosure of highly confidential information with respect to the development or purchase of energy resources; and
- b. I am not now involved, and will not for a period of two years involve myself in, the ownership or development of electric energy projects or resources: (i) that have been or could potentially be offered to PSE for its electric portfolio; or (ii) that are competing or could potentially compete with other projects that are or could be offered to PSE for its electric portfolio; and
- c. I am not now involved, and will not for a period of two years involve myself in, providing consulting services or advice to owners or developers of electric energy projects or resources: (i) that have been or could potentially be offered to PSE for its electric portfolio; or (ii) that are competing or could potentially compete with other projects that are or could be offered to PSE for its electric

portfolio, to the extent such consultation or advice involves matters for which the "highly confidential" information would be relevant; and

- d. I have read and understand, and agree to be bound by, the terms of the Protective Order in this proceeding, including this Section C of the Protective Order.

Stephen G. Hill
 Signature

8/23/12
 Date

Hurricane, WV
 City/State where this Agreement was signed

Hill Associates
 Employer

Principal
 Position and Responsibilities

PO Box 587, Hurricane WV 25526
 Permanent Address

The following portion is to be completed by the responding party and filed with the Commission within 10 days of receipt. Failure to do so will constitute a waiver and the above-named person will be deemed a person having access to Highly Confidential Information under the terms and conditions of the protective order.

 No objection.

 Objection. The responding party objects to the above-named person having access to Highly Confidential Information. The objecting party shall file a motion with the Commission, supported by affidavit, setting forth the basis for objection and asking exclusion of the person from access to Highly Confidential Information.

Signature

Date

EXHIBIT B (EXPERT AGREEMENT)

AGREEMENT CONCERNING CONFIDENTIAL INFORMATION
IN DOCKET UE-121373
BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

I, Kevin D Woodruff, as expert
witness in this proceeding for Public Counsel (a party to
this proceeding) hereby agree to comply with and be bound by the Protective Order
entered by the Washington Utilities and Transportation Commission in Docket
UE-121373, and acknowledge that I have reviewed the Protective Order and fully
understand its terms and conditions.

[Signature]
Signature

Aug. 23, 2012
Date

Woodruff Expert Services
Employer

1100 K Street, Suite 204
Address Sacramento, CA 95814

Principal
Position and Responsibilities

The following portion is to be completed by the responding party and filed with the
Commission within 10 days of receipt; failure to do so will constitute a waiver and
the above-named person will be deemed an expert having access to Confidential
Information under the terms and conditions of the Protective Order.

 No objection.

 Objection. The responding party objects to the above-named expert
having access to Confidential Information. The objecting party shall file a motion
setting forth the basis for objection and asking exclusion of the expert from access to
Confidential Information.

Signature

Date

EXHIBIT C (HIGHLY CONFIDENTIAL INFORMATION AGREEMENT)

AGREEMENT CONCERNING HIGHLY CONFIDENTIAL INFORMATION
IN DOCKET UE-121373

BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

I, Kenn D. Woodruff, as

- In-house attorney
- In-house expert
- Outside counsel
- Outside expert

in this proceeding for Public Counsel (a party to this proceeding) hereby declare under penalty of perjury under the laws of the State of Washington that the following are true and correct:

- a. I am not now involved, and will not for a period of two years involve myself in, competitive decision making with respect to which the documents or information may be relevant, by or on behalf of any company or business organization that competes, or potentially competes, with the company or business organization from whom they seek disclosure of highly confidential information with respect to the development or purchase of energy resources; and
- b. I am not now involved, and will not for a period of two years involve myself in, the ownership or development of electric energy projects or resources: (i) that have been or could potentially be offered to PSE for its electric portfolio; or (ii) that are competing or could potentially compete with other projects that are or could be offered to PSE for its electric portfolio; and
- c. I am not now involved, and will not for a period of two years involve myself in, providing consulting services or advice to owners or developers of electric energy projects or resources: (i) that have been or could potentially be offered to PSE for its electric portfolio; or (ii) that are competing or could potentially compete with other projects that are or could be offered to PSE for its electric

portfolio, to the extent such consultation or advice involves matters for which the "highly confidential" information would be relevant; and

- d. I have read and understand, and agree to be bound by, the terms of the Protective Order in this proceeding, including this Section C of the Protective Order.

[Handwritten Signature]

 Signature

Aug 23, 2012

 Date

Sacramento, CA

 City/State where this Agreement was signed

Woodruff Expert Services

 Employer

Principal

 Position and Responsibilities

1100 KST, Suite 204
Sacramento CA 95814

 Permanent Address

The following portion is to be completed by the responding party and filed with the Commission within 10 days of receipt. Failure to do so will constitute a waiver and the above-named person will be deemed a person having access to Highly Confidential Information under the terms and conditions of the protective order.

_____ No objection.

_____ Objection. The responding party objects to the above-named person having access to Highly Confidential Information. The objecting party shall file a motion with the Commission, supported by affidavit, setting forth the basis for objection and asking exclusion of the person from access to Highly Confidential Information.

Signature

Date

CERTIFICATE OF SERVICE
Docket No.ue-121373

I hereby certify that a true and correct copy of the Protective Order Agreement of Stephen G. Hill and Keven D. Woodruff on Behalf of Public Counsel was sent to each of the parties of record shown below in sealed envelopes, via: First class mail, postage prepaid E-Mail.

SERVICE LIST

**** = Receive Highly Confidential; * = Receive Confidential; NC = Receive Non-Confidential**

S. BRADLEY VAN CLEVE
333 SW TAYLOR, STE 400
PORTLAND OR 97204

UTC STAFF
SALLY BROWN & ROBERT
CEDERBAUM
ASSISTANT ATTORNEY GENERAL
PO BOX 40128
1400 S EVERGREEN PARK DR SW
OLYMPIA WA 98504-0128

DONALD W. SCHOENBECK
REGULATORY & COGENERATION
SERVICES, INC.
900 WASHINGTON STREET, STE 780
VANCOUVER WA 98660

DATED: August 28, 2012.

Bobby Covach
Legal Assistant