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BEFORE THE  
PUBLIC UTILITY COMMISSION  
OF TEXAS

JOINT REPORT AND APPLICATION §  
OF ONCOR ELECTRIC DELIVERY §  
COMPANY LLC, SHARYLAND §  
DISTRIBUTION & TRANSMISSION §  
SERVICES, L.L.C., SHARYLAND §  
UTILITIES, L.P., AND SEMPRA §  
ENERGY FOR REGULATORY §  
APPROVALS UNDER PURA §§ 14.101, §  
37.154, 39.262, AND 39.915 §

**OBJECTIONS OF ONCOR ELECTRIC DELIVERY COMPANY LLC  
TO TEXAS INDUSTRIAL ENERGY CONSUMERS' FIRST  
SET OF REQUESTS FOR INFORMATION TO ONCOR**

**TO THE HONORABLE ADMINISTRATIVE LAW JUDGE:**

COMES NOW Oncor Electric Delivery Company LLC ("Oncor"), by and through its attorneys of record, and files these Objections to Texas Industrial Energy Consumers' First Set of Requests for Information to Oncor ("Objections"), and would respectfully show as follows:

**I. PROCEDURAL HISTORY**

Texas Industrial Energy Consumers ("TIEC") served their First Set of Requests for Information ("RFIs") to Oncor on December 12, 2018. These Objections are timely filed on or before December 21, 2018, pursuant to an agreement reached between Oncor and TIEC.

**II. NEGOTIATIONS**

Counsel for Oncor and TIEC have negotiated diligently and in good faith regarding the requests in TIEC's First RFIs. Counsel were unable, however, to reach agreement on all issues, necessitating the filing of these Objections. Oncor will continue to work with TIEC on these and future RFIs.

**III. GENERAL OBJECTIONS**

Oncor generally objects to these requests, including the Definitions and Instructions contained therein, to the extent they seek to impose on Oncor obligations inconsistent with or greater than those required by the Texas Rules of Civil Procedures and the Public Utility Commission of Texas's ("Commission's") Procedural Rules.

Oncor objects to these requests to the extent they are overly broad and unduly burdensome. See TEX. R. CIV. P. 192.4. Oncor further objects to these requests to the extent

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they seek information protected by the attorney-client privilege, attorney work product doctrine, common interest privilege or other applicable privilege or protection.

The attorney-client privilege protects communications “made for the purpose of facilitating the rendition of professional legal services” and can include communications by and among an attorney, a representative of the attorney, a client, and a representative of the client. *See* TEX. R. EVID. 503(b)(1)(A), (B), (D). The purpose of the privilege is to “ensure the free flow of information between attorney and client,” thus encouraging a client to provide all relevant information to the attorney and to protect advice given during the course of the attorney-client relationship. *See Republic Ins. Co. v. Davis*, 856 S.W.2d 158, 160 (Tex. 1993).

The attorney work product doctrine prevents disclosure of materials prepared in anticipation of litigation or for trial, whether those materials are prepared by a lawyer, a party, or a party’s representative. TEX. R. CIV. P. 192.5(a)(1). It also protects communications made in anticipation of litigation. TEX. R. CIV. P. 192.5(a)(2). Core work product, which includes materials demonstrating an attorney’s mental impressions, opinions, conclusions, or legal theories, is not discoverable. TEX. R. CIV. P. 192.5(b)(1). All other work product can only be disclosed where the requesting party demonstrates that it has a substantial need for the materials and is unable to obtain the substantial equivalent of the materials by other means. TEX. R. CIV. P. 192.5(b)(2). Communications to or from a lawyer or a lawyer’s representative concerning the litigation in which the discovery is requested is not discoverable and need not be included on a party’s privilege log. TEX. R. CIV. P. 193.3(c).

The common interest privilege (also referred to in Texas as the “allied litigant privilege”) prevents the disclosure of confidential communications “made for the purpose of facilitating the rendition of professional legal services to the client . . . by the client, the client’s representative, the client’s lawyer, or the lawyer’s representative to a lawyer representing another party in a pending action or that lawyer’s representative, if the communication concerns a matter of common interest in the pending action.” TEX. R. EVID. 503(b)(1)(C); *see also In re XL Specialty Ins. Co.*, 373 S.W.3d 46, 49-53 (Tex. 2012) (discussing same). Counsel and representatives for Oncor, Sharyland Distribution & Transmission Services, L.L.C., Sharyland Utilities, L.P., and Sempra Energy have frequently exchanged communications concerning this proceeding and share a common interest—*i.e.*, the approval of the proposed transactions presented in their Joint Report and Application. Such communications are privileged.

To the extent any documents are responsive to the challenged RFIs and are not privileged or otherwise subject to an asserted objection, Oncor will produce those documents in accordance with applicable law.

#### IV. SPECIFIC OBJECTIONS

Oncor objects to the following RFIs:

**TIEC 1-1. Please provide all presentations regarding the Proposed Transactions that were made to the Oncor Board of Directors or the CEO by consultants or bankers, as well as any documents related to such presentations.**

Objections:

Oncor objects to this request because it seeks information protected by the attorney-client privilege, attorney work product doctrine, and/or the common interest privilege to the extent it seeks presentations or “documents related to such presentations” that were prepared by or under the direction of counsel and/or in anticipation of litigation.

**TIEC 1-2. Please provide the minutes from every Oncor Board of Directors meeting from December of 2017 until the present.**

Objections:

Oncor objects to this request because it seeks information protected by the attorney-client privilege, attorney work product doctrine, and/or the common interest privilege to the extent it seeks Board minutes involving meetings where counsel was present and communicating with the members of the Board of Directors.

**TIEC 1-3. Please provide all presentations made by Oncor’s CEO or other senior Oncor executive(s) to the Oncor Board of Directors in regard to the Proposed Transactions, as well as any documents related to such presentations.**

Objections:

Oncor objects to this request because it seeks information protected by the attorney-client privilege, attorney work product doctrine, and/or the common interest privilege to the extent it seeks presentations or “documents related to such presentations” that were prepared by or under the direction of counsel and/or in anticipation of litigation.

**TIEC 1-4. Please provide all internal presentations made to Oncor’s CEO or CFO regarding the Proposed Transactions, as well as any documents related to such presentations.**

Objections:

Oncor objects to this request because it seeks information protected by the attorney-client privilege, attorney work product doctrine, and/or the common interest privilege to the extent it seeks presentations or “documents related to such presentations” that were prepared by or under the direction of counsel and/or in anticipation of litigation.

#### **V. PRAYER**

WHEREFORE, PREMISES CONSIDERED, Oncor requests that Your Honor sustain these Objections, relieve Oncor of responding to the objectionable RFIs, and grant Oncor such other relief to which it may show itself justly entitled.

Respectfully submitted,

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**ATTORNEYS FOR ONCOR ELECTRIC DELIVERY COMPANY LLC**

**CERTIFICATE OF SERVICE**

It is hereby certified that a copy of the foregoing has been hand delivered or sent via courier service, email, fax, overnight delivery, or first class United States mail, postage prepaid, to the requesting party and filed with the Commission, on this the 21st day of December, 2018.

Tab R. Urbantke