

December 19, 2022

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December 19, 2022 at 3:40 p.m.

VIA ELECTRONIC FILING

Hon. Herb Hilliard, Chairman
c/o Ectory Lawless, Docket Room Manager
Tennessee Public Utility Commission
502 Deaderick Street, 4th Floor
Nashville, TN 37243
TPUC.DocketRoom@tn.gov

RE: *In Re: Expedited Petition of West Tennessee Gas Pipeline, LLC for the Issuance of a Certificate of Public Convenience and Necessity, TPUC Docket No. 22-00138*

Dear Chairman Hilliard:

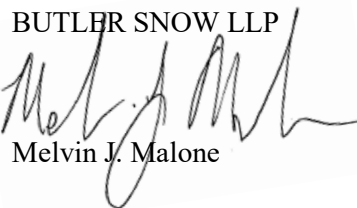
Attached for filing please find the *Expedited Petition of West Tennessee Gas Pipeline, LLC for the Issuance of a Certificate of Public Convenience and Necessity*, including exhibits and pre-filed testimony.

As required, the original plus four (4) hard copies of the Petition and supporting documentation will follow. We have also enclosed a check in the amount of \$25.00 for the required filing fee. Please note that Exhibit H to the Petition is being submitted **UNDER SEAL** as **CONFIDENTIAL and PROPRIETARY**. Both a public version and a nonpublic, **CONFIDENTIAL** version of Exhibit H is attached.

For the reasons set forth within the Petition, the parties are requesting that this matter be considered on an expedited basis.

Should you have any questions concerning this filing, or require additional information, please do not hesitate to contact me.

Very truly yours,

BUTLER SNOW LLP

Melvin J. Malone

clw

Attachments

cc: J.W. Luna

Vance L. Broemel, Consumer Advocate Division

Karen H. Stachowski, Consumer Advocate Division

**BEFORE THE TENNESSEE PUBLIC UTILITY COMMISSION
NASHVILLE, TENNESSEE**

IN RE:

**EXPEDITED PETITION OF WEST
TENNESSEE GAS PIPELINE, LLC
FOR THE ISSUANCE OF A
CERTIFICATE OF PUBLIC
CONVENIENCE AND NECESSITY**

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DOCKET NO. 22- 00138

**EXPEDITED PETITION OF WEST TENNESSEE GAS PIPELINE, LLC FOR THE
ISSUANCE OF A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY**

Pursuant to Tenn. Code Ann. §§ 65-4-107, 65-4-201 and 65-4-203, West Tennessee Gas Pipeline, LLC (“West Tennessee Gas” or “WTGP”) submits this Expedited Petition of West Tennessee Gas Pipeline, Inc. for the Issuance of a Certificate of Public Convenience and Necessity (the “Petition”) seeking the granting of a Certificate of Convenience and Necessity (“CCN”), with its accompanying privilege and franchise, to West Tennessee Gas to construct, own and operate a gas pipeline in West Tennessee serving, among others, Ford Motor Company’s BlueOval City Project. As set forth and supported below, the requested approval is necessary and proper for the public convenience and properly conserves the public interests. Therefore, the issuance of a CCN, with its accompanying privilege and franchise, to West Tennessee Gas will serve the public interests.

For the reasons and support that follow, West Tennessee Gas requests that the Tennessee Public Utility Commission (“TPUC” or “Commission”) approve the Petition on an **expedited basis**. Due to the construction and operational timeline associated with Ford Motor Company’s BlueOval City Project, formally known as BlueOval SK, LLC, coupled with the public interests

and anticipated public benefits of the project, WTGP hereby requests that this Petition be considered on an **expedited basis** on or before April 17, 2023.

I. WEST TENNESSEE GAS PIPELINE, LLC

West Tennessee Gas is a Tennessee limited liability company with its principal place of business at 4200 E. Skelly Dr. Suite 1025, Tulsa OK 74135.¹ The members of West Tennessee Gas are Whispering Palms Properties, LLC, Carrera Blue Oval, LLC, an affiliate of Carrera Gas Companies, LLC, JT Energy, LLC, , BDJ Investments, LLC, JTW Investments, LLC, Ryan Meske, Victor Jordan, RAL Holdings, LLC, Jdille Holdings, LLC, RDH Investments, LLC and Michael Miller.

The schedule of members chart of WTGP is attached hereto as **EXHIBIT A**. West Tennessee Gas was formed to construct, own and operate a gas pipeline in West Tennessee to service Ford Motor Company's BlueOval venture, BlueOval SK, LLC, referred to herein as the "BlueOval City" or "BlueOval City Project."

West Tennessee Gas's chart of officers showing each officer and other key personnel is attached hereto as **EXHIBIT B**. Copies of West Tennessee Gas's Filing Acknowledgment of Articles of Organization, Articles of Organization and IRS Employer Identification Number are included as **COLLECTIVE EXHIBIT C**.

All correspondence and communication regarding the Petition should be sent to the following:

¹WTGP has a West Tennessee office location, but has not yet fully relocated its operations to that location at this time.

Robert Mitchell
Chief Operating Officer
West Tennessee Gas Pipeline, LLC
4200 E. Skelly Dr. Suite 1025
Tulsa, OK 74135
Office: (918) 710-4128
rmitchell@carreragas.com

Andrew Therrell
Chief Financial Officer
West Tennessee Gas Pipeline, LLC
4200 E. Skelly Dr. Suite 1025
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J.W. Luna
Melvin J. Malone
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150 Third Avenue South, Suite 1600
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JW.Luna@butlersnow.com
Melvin.Malone@butlersnow.com

II. BLUEOVAL CITY

A. THE PROPOSED SERVICE AREA

The proposed service area is the BlueOval City Project in Stanton, Haywood County, Tennessee, about 40 miles northeast of Memphis, Tennessee. Ford Motor Company (“Ford”) is investing approximately \$5.6 billion to build BlueOval City, the largest economic development project in Tennessee’s history. Ford will produce electric trucks, while SK Innovation, a South Korean company, will produce electric batteries for the trucks. The BlueOval City Project is expected to create about 5,800 jobs with the production schedules to start in 2025. Although the full impact of the BlueOval City Project will not be completely known for several years, Tennessee Governor Bill Lee recently noted that it is anticipated to result in tens of thousands of

jobs.² Ford officially broke ground on BlueOval City in late September.³ Ford plans to invest approximately \$50 billion in electric vehicles (“EVs”) between now and 2026 and produce about 2 million EVs annually by 2026, including the electric trucks produced at BlueOval City.

Initially, West Tennessee Gas will provide gas transport services to the BlueOval City Project and to Brownsville Energy Authority (“BEA”). The service provided to the BlueOval City Project will include service to the Central Utility Plant, Ford Motor Company and BluOvalSK. BluOvalSK (“BOSK”) is the sister site to BlueOval City. BOSK, a joint venture between Ford and SK Innovation located in Stanton, is an electric battery manufacturing facility to support Ford and Lincoln electric vehicles. A map outlining the location of the proposed gas pipeline is attached hereto as **EXHIBIT D**. BEA will provide gas service to Supplier Park within BlueOval City via West Tennessee Gas’s pipeline. The gas provided to Supplier Park by BEA will be consumed within BlueOval City and thus within the State of Tennessee.⁴

The provider that offers gas services near the geographic area that constitutes BlueOval City is BEA. As shown in **EXHIBIT E**, Brownsville Energy Authority supports this Petition, as BEA does not provide service to the proposed service area and does not have the ability or capacity to provide service to the proposed service area.⁵ In fact, and as outlined in **EXHIBIT E**, the approval of the Petition provides the pathway for BEA to become a customer of West Tennessee Gas and service Supplier Park.

West Tennessee Gas is herein proposing to offer gas transport services to the BlueOval City Project and BEA. As a public utility, WTGP will remain willing, as permitted and

² *Ford’s BlueOval City begins to take shape*, by Omer Yusuf, *The Tennessean*, pp. 10A and 12A (Sept. 29, 2022).

³ *What’s the latest on construction at Ford’s BlueOval City in Haywood County?*, *The Commercial Appeal* (Dec. 12, 2022) (attached hereto as **EXHIBIT L**).

⁴ The *Intrastate Natural Gas Transportation Service Agreements* between WTGP and BEA, and WTGP and Ford, will contain a provision affirming that all gas redelivered from WTGP to Ford and BEA will be consumed or otherwise utilized in the State of Tennessee.

⁵ An executed copy of **EXHIBIT E** will be submitted as soon as it becomes available.

authorized by the Commission, and within WTGP's capabilities, to offer such services to potential customers similarly situated to Ford Motor Company and BEA within the proposed service area, at negotiated, Commission-approved rates. Moreover, West Tennessee Gas understands that in the event it desires to provide gas transport services beyond the proposed service area it would be required to formally petition the Commission for expanded authorization to do so.

B. DESCRIPTION OF WTGP'S OPERATIONS

Trunkline Gas Company, LLC ("Trunkline Gas"), a subsidiary of Energy Transfer Partners, owns and operates a natural gas pipeline system that transports gas for delivery from the Gulf coast of Texas and Louisiana through several states, including Mississippi, Arkansas, Tennessee and Kentucky. Trunkline Gas will transport and deliver gas to WTGP, and WTGP will transport the gas approximately seven (7) miles to Blue Oval City. The Interconnect or Receipt Point between Trunkline Gas and WTGP will be located within the State of Tennessee, approximately 0.7 miles SW of Mason, Tennessee. WTGP will transport the gas to the Ford BlueOval City Facility, where the gas will be filtered, conditioned and separated into two (2) streams. One stream will have its pressure reduced to 450 psig for delivery to the Central Utility Plant ("CUP") operated by DTE Energy, and the other stream will be reduced to 80 psig for delivery to Ford and BOSK for use within the proposed service area. Additionally, a tap and meter will be set for BEA, as BEA will distribute gas to Ford Motor Company's suppliers and others located within BEA's geographic service area, all of which is within the State of Tennessee. A map of BEA's geographic service territory is attached to **EXHIBIT F**.

West Tennessee Gas will adhere to all applicable state and federal law requirements, Commission policies, rules and orders, including the requirements of the Pipeline and Hazardous Materials Safety Administration ("PHMSA"), Department of Transportation ("DOT"), Pipeline

Safety, CFR 49 Part 192, and the requirements of the Occupational Health and Safety Administration. WTGP is familiar with the requirements of Tennessee 811 (Call Before Digging). Further, WTGP will comply with TPUC Rules 1220-04-05-.39, 1220-04-05-.47 and 1220-04005-.48, rules of the TPUC Gas Pipeline Safety Division, as well as other applicable TPUC rules and regulations.

As noted earlier herein, a map outlining the location of the proposed gas pipeline is attached hereto as **EXHIBIT D**. Complete engineering plans and associated pipeline schematics will be submitted to the Commission upon completion of the final design. Consistent with TPUC Rule 1220-04-05-.21(1), West Tennessee Gas will ensure that its pipeline is constructed, installed, maintained and operated in accordance with accepted good engineering practice in the gas industry to assure, as far as reasonably possible, continuity of service, uniformity in the quality of service furnished, and the safety of persons and property.

To the extent determined by WTGP to be necessary and appropriate, the following items are, or shortly will be, underway in relation to the proposed route: Wetlands Survey/Delineation, Clean Water Act 404/401 Application, verification of Section 404 of Nationwide Permit 12 compliance for natural gas pipeline activities, Aquatic Resource Alteration Permit Applications to the Tennessee Department of Environment and Conservation (“TDEC”) , consultations with TDEC and the Tennessee Wildlife Resource Agency regarding endangered species, Hydrostatic Test Water Discharge to TDEC, and Phase 1 Archeological Report and consulting documentation for the State Historic Preservation Officer and the US Army Corps of Engineers.

III. WEST TENNESSEE GAS’S TECHNICAL, MANAGERIAL AND FINANCIAL ABILITY

The Petition, and the Pre-filed Direct Testimony in support of this Petition, demonstrate West Tennessee Gas’s technical, managerial and financial ability. As set forth more specifically

in the Pre-filed Direct Testimony in support of the Petition, West Tennessee Gas possesses the requisite technical and managerial acumen and experience to effectively and successfully construct, own and operate the pipeline. As demonstrated herein and in the Pre-filed Direct Testimony, WTGP's members and their respective affiliates have successfully operated in the gas industry for many years, with a substantial and proven structure of industrial management and experienced professional personnel and includes several individuals with experience operating manufacturing operations with gas services. There are also engineering and maintenance managers in place, with experience in oversight in support of gas services operations.

Information regarding officers and key professional staff that demonstrate managerial ability is set forth below and in the Pre-filed Direct Testimony. *See also* **EXHIBITS A and B** and **COLLECTIVE EXHIBIT G**.

A. TECHNICAL & MANAGERIAL ABILITY

Dave Johnson is the Chief Executive Officer for Southwest Energy, L.P. ("Southwest Energy"). Mr. Johnson has been involved in the oil and gas industry since 1982 and formed Southwest Energy in 2002, along with others. Southwest Energy is a natural gas marketing company with offices in Houston, Texas and Tulsa, Oklahoma. Mr. Johnson is President of Johnson Properties, LLC ("Johnson Properties"), which was formed in 1994 and has a variety of investments in oil and gas properties, commercial real estate, restaurants, oilfield services, oilfield construction and the equipment rental business.

Mark Johnson is the President of Southwest Energy. Mr. Johnson started his career in the oil and gas industry with Gavilon, a wholesale commodity trading company. In 2014, Mr. Johnson started the Tulsa office of Southwest Energy. Southwest Energy's Tulsa office manages oil and gas marketing for multiple companies and producers throughout the country. In 2018,

Mr. Johnson started Anadarko Crude, LLC, a crude oil transportation company. Mr. Johnson is the Vice President of Johnson Properties. Finally, Mr. Johnson is the President of Otter Creek Midstream, which owns and operates approximately 285 miles of oil and gas pipelines with three (3) compressor stations.

Bob Jackson is the President and Manager of Carrera Gas Companies, LLC (“Carrera”). Mr. Jackson began his gas-processing career with Cities Service Oil Company, where he was employed for fifteen (15) years in the Natural Gas Liquids Division. In 1982, he founded Cimarron Gas Companies, LLC (“Cimarron Gas”). In 1983, he was one of the founders of American Central Gas Companies, Inc.

Robert Mitchell is the Vice President and a Member of Carrera. In 1981, Mr. Mitchell was employed by Perry Gas Company, where he held positions in operations, design, gas supply and business development. In 1986, he joined Rockland Pipeline Company and held management positions in operations and business development. Mr. Mitchell accepted the position of Manager of Operations with Cimarron Gas in 1991 and joined Carrera in 1996. The professional backgrounds of Dave Johnson, Mark Johnson, Bob Jackson and Robert Mitchell are attached hereto as **COLLECTIVE EXHIBIT G**.

WTGP’s technical contact person with respect to the operation of the pipeline system is:

Robert Mitchell
West Tennessee Gas Pipeline, LLC
Chief Operating Officer
4200 E. Skelly Dr. Suite 1025
Tulsa, OK 74135
Phone: (918) 710-4128
Email: rmitchell@carreragas.com

Adding to the technical and managerial ability of WTGP, Southwest Energy and Carrera, both members of WTGP, own and operate gas processing plants and gathering systems in

Oklahoma and Texas and have both constructed, owned and operated numerous other facilities over their respective twenty-five (25) plus years in the industry. Projects currently owned and/or operated by Southwest Energy and Carrera include the following:

- a. Madill Plant, Madill, Oklahoma – Facility owned by BCE Mach Energy III and Carrera and operated by Carrera Operating Company, LLC. 40 MMCFD cryogenic gas processing plant along with 120 miles of DOT regulated and non-regulated gathering system and numerous compressor stations.
- b. McLean Plant, Gray County, Texas – Facility owned by BCE Mach Energy III and Carrera and operated by Carrera Operating Company, LLC. 23 MMCFD cryogenic gas processing plant with a 23-mile DOT regulated hazardous liquids pipeline.
- c. Otter Creek Pipeline, Logan, Payne and Noble Counties, Oklahoma – Facility operated by Carrera Operating Company, LLC. 31 miles of regulated high pressure steel pipeline ranging from 4” to 16” in diameter, 221 miles of PE pipeline ranging from 6” to 16.”

Projects previously owned and/or operated by Southwest Energy and Carrera include the following:

- a. Elmore City Gas Plant, Elmore City, Oklahoma – Facility previously operated by Carrera Operating Company, LLC.
 - i. 23 MMCFD cryogenic gas processing plant with 80 miles of gathering pipeline and 11 miles of regulated hazardous liquids pipeline.
- b. Camrick Gas Processing Plant, Balco, Oklahoma – Facility previously partially owned by an affiliate of Carrera and managed by Carrera Operating Company, LLC.
 - i. 10 MMCFD cryogenic gas processing plant with over 200 miles of gathering system and associated compression.
- c. Indian Creek Gas Plant, Roberts County, Texas - Facility previously partially owned by an affiliate of Carrera and managed and constructed by Carrera Operating Company, LLC.

- i. 36 MMCFD cryogenic gas processing plant and associated compression.
- d. Roger Mills Gathering System, Roger Mills and Ellis Counties, Oklahoma – Facility previously partially owned by an affiliate of Carrera and managed and constructed by Carrera Operating Company, LLC.
 - i. 30 Miles of gas pipeline ranging from 6” to 10” high pressure steel and associated compression.
- e. Cumberland Pipeline, Marshall and Johnston Counties, Oklahoma – Facility previously partially owned by an affiliate of Carrera and operated, managed and constructed by Carrera Operating Company, LLC.
 - i. 10 miles of 10” in high pressure DOT regulated gas transmission pipeline.
- f. Sanguine Gas Gathering, Oklahoma - Facility managed by Southwest Energy.
 - i. 200 miles of gas gathering and residue pipelines direct to power plants and end users.
- g. Crosstex Louisiana Pipeline - Facility previously managed by Southwest Energy
 - i. 30 miles of gathering and residue pipeline.

B. FINANCIAL CAPACITY & ABILITY

As set forth more specifically in the Pre-filed Direct Testimony in support of the Petition, West Tennessee Gas possesses the requisite financial capability to effectively construct, own and operate the proposed gas pipeline. West Tennessee Gas’s pro formas for the next five (5) years are attached hereto as **Confidential EXHIBIT H**, submitted **UNDER SEAL** as **CONFIDENTIAL AND PROPRIETARY**.⁶

⁶Moreover, the Gate Station Agreement between Ford and WTGP, which will be submitted pending the issuance of a protective order, will evidence substantial financial investment in support of this pipeline project.

IV. PROPOSED REGULATORY TREATMENT

A. *STATE JURISDICTION*

The Federal Energy Regulatory Commission’s (“FERC”) regulatory jurisdiction under the Natural Gas Act generally extends to the transportation of natural gas in interstate commerce, to the sale in interstate commerce of natural gas for resale for ultimate public consumption for domestic, commercial, industrial, or any other use, and to natural-gas companies engaged in such transportation or sale . . . but shall not apply to any other transportation or sale of natural gas or to the local distribution of natural gas or to the facilities used for such distribution or to the production or gathering of natural gas. 15 U.S. Code § 717(b). In 1954, Congress enacted the Hinshaw Amendment, which carves out an exception to FERC jurisdiction for the transportation of natural gas received within or at the boundary of a state if all the natural gas so received is ultimately consumed within such state, provided that the rates and service are regulated by a state commission. 15 U.S. Code § 717(c).

The Tennessee Public Utility Commission is familiar with, and has in the past acknowledged, Hinshaw Amendment state jurisdiction.⁷ More specifically, the Commission has previously opined as follows:

To qualify for Hinshaw status, a pipeline must be subject to state regulation, receive all of its out-of-state gas from persons within or at the boundary of a state and such gas must be ultimately consumed within the state.⁸

⁷ See, e.g., In Re: Petition of B&W Pipeline, LLC for an Increase in Rates, *Final Order Setting Rates*, TPUC Docket No. 15-00042 (Mar. 10, 2016) (hereinafter “*B&W Final Order*”); and In Re: Petition of Chattanooga Gas Company for Approval of Large Customer Contract Under Experimental Rule with Velsicol Chemical Corporation, *Order Disapproving Large Customer Contract Between Chattanooga Gas Company and Velsicol Chemical Corporation*, TPUC Docket No. 97-00265 (Mar. 17, 1998).

⁸ *B&W Final Order* at 5.

In fact, not only has the Commission recognized the Hinshaw Amendment and its application in factual circumstances warranting the same, it has also expressly acknowledged the intrastate nature and local relevance of the Hinshaw Amendment, noting that:

Congress has concluded such pipelines are matters *primarily of local concern*, and so are *more appropriately regulated by pertinent state agencies*, such as [TPUC], rather than FERC.” (emphasis added).⁹

As for the merits of the *B&W Final Order*, while the Commission found that the Hinshaw Amendment was not applicable in that case because a large portion of the gas B&W delivered was ultimately consumed beyond Tennessee’s borders, the Commission, recognizing a different pathway to state regulation via FERC’s regulatory framework, nonetheless determined that it had jurisdiction with respect to the gas that was delivered to B&W’s customers and ultimately consumed within Tennessee.¹⁰

As outlined above, the Petition clearly satisfies the Hinshaw Amendment. First, Trunkline Gas will transport and deliver gas to WTGP. Second, the Interconnect or Receipt Point between Trunkline Gas and WTGP will be located within the State of Tennessee, approximately 0.7 miles SW of Mason, Tennessee. Third, the gas delivered to WTGP by Trunkline Gas will be fully consumed within the State of Tennessee by Ford Motor Company, BEA and/or BEA’s customers. And finally, upon the approval of this Petition, and the issuance of a CCN, WTGP will be state regulated.¹¹

⁹ *Id.*

¹⁰ *Id.* at 6.

¹¹ FERC has clarified on a number of occasions that a declaration of exemption from FERC is not a prerequisite to obtaining Hinshaw status. For instance, in *Natural Gas Pipeline Company of American Energy Gathering, Inc.*, FERC held that the Hinshaw Amendment should be permitted “to function on a self-implementing basis.” 18 F.E.R.C. 61,235, 61, 473 (1982). Specifically, FERC declared that “[a] declaration of exemption will not be required from a company which is not presently regulated by the Commission and satisfies the [Hinshaw] test.” *Id.* Such a company “is exempt from [federal] jurisdiction even though the company does not hold a declaration of exemption.” *Id.* See also, e.g., *KN Wattenberg Transmission Limited Liability Company*, 94 F.E.R.C. 61,189 (2001) (“[S]tate certification is not a prerequisite to a pipeline’s qualifying for the [Hinshaw] exemption.”). Even still, a Hinshaw-

BlueOval City is the largest economic development project in the history of the State of Tennessee. It will create many thousands of jobs within the state, lead to the expansion or relocation of existing business to Tennessee and/or the creation of many new businesses in Tennessee. The benefits emanating from the BlueOval City Project to the State of Tennessee and its citizens are, to say the least, extremely significant. West Tennessee Gas is a matter of local concern and as such is more appropriately regulated by the Tennessee Public Utility Commission.

B. RATES

The two (2) customers of WTGP, namely Ford and BEA, are sophisticated, industrial or public entity/municipal customers. As such, both customers have voluntarily negotiated rates with WTGP. The negotiated rates are set forth in service agreements, which will be submitted to the Commission **UNDER SEAL** as **CONFIDENTIAL AND PROPRIETARY** subsequent to the entry of a protective order by the Commission. WTGP herein commits to not exceed the rates established within such service agreements until such time as different negotiated rates may be submitted to the Commission. Going forward, and subsequent to approval of this Petition, should any additional sophisticated industrial, commercial or public entity customers desire gas transport service from WTGP, and should WTGP have the capability and ability to service such potential customers, WTGP will enter into similar negotiated written agreements for gas transport services to be provided to such other sophisticated customers on terms substantially similar to those as provided to Ford and BEA. A copy of WTGP's draft proposed tariff is attached hereto as **EXHIBIT I**.

exempt company remains subject to the reporting requirements of 18 C.F.R. § 152.5, which requires notice to FERC if the exemption becomes inapplicable.

V. PUBLIC INTERESTS

As noted earlier, Ford is investing approximately \$5.6 billion to build BlueOval City, which is the largest economic development project in Tennessee's history. The BlueOval City Project is expected to create thousands of jobs directly and indirectly, with production schedules to start in 2025. With construction having begun, some of those jobs are already underway.

Previously vacant for fifteen (15) years or so, the Memphis Regional Megasite is now the core of a transformational development project in the State of Tennessee. At the request of Governor Lee's administration, the Tennessee General Assembly passed a nearly \$900 million incentive and infrastructure package in support of the BlueOval City Project. Recognizing the importance of this generational project, the General Assembly also created The Megasite Authority of West Tennessee to develop, operate, manage, incentivize and promote the Megasite. As outlined herein and the supporting documentation, this Petition serves the public interest.

The Petitioner will adhere to all applicable state and federal laws, Commission policies, rules, and orders governing the provision of gas services in the proposed service area.

VI. PROPOSED PROCEDURAL SCHEDULE AND PROTECTIVE ORDER

A proposed Procedural Schedule for consideration is attached hereto as **EXHIBIT J** for consideration by the Commission. Also attached for entry by the Commission in this matter is a proposed Protective Order for confidential information, which is necessary to facilitate the production of various information related to this Expedited Petition. *See* **EXHIBIT K**.

VII. CONCLUSION

For the foregoing reasons, West Tennessee Gas Pipeline, LLC respectfully requests the Commission to approve the Petition and grant it a Certificate of Public Convenience and Necessity, with its accompanying privilege and franchise, on an expedited basis, authorizing it to provide gas service in the proposed service area.

WHEREFORE, West Tennessee Gas Pipeline, LLC hereby request that the Commission:

- (1) Approve the Petition as necessary and proper for the public convenience and properly conserving, promoting and protecting the public interests;
- (2) Issue a Certificate of Convenience and Necessity to West Tennessee Gas, with its accompanying privilege and franchise, which will permit West Tennessee Gas to serve the proposed service area, as this will serve and promote the public interests;
- (3) Grant such approvals as may be necessary, including all necessary licenses, permits, privileges and franchises to provide gas transport services;
- (4) Grant all such approvals and authorizations that are necessary to consummate the granting of the Certificate of Convenience and Necessity, with its accompanying privilege and franchise, including the ability to serve customers in accordance with the rules, regulations, rates and charges set forth in either the proposed special contracts or the proposed tariff; and

Respectfully submitted,

BUTLER SNOW LLP

By: 

J.W. Luna

Melvin Malone

The Pinnacle at Symphony Place

150 Third Avenue South, Suite 1600

Nashville, TN 37201

Tel: (615) 651-6700

JW.Luna@butlersnow.com

Melvin.Malone@butlersnow.com

COUNSEL FOR WEST TENNESSEE GAS
PIPELINE, LLC

EXHIBIT A

SCHEDULE OF MEMBERS

<u>Name or Entity Name</u>	<u>Capital Contribution Percentage %</u>
Carrera Blue Oval, LLC	45.00%
Whispering Palms Properties, LLC	22.50%
JT Energy, LLC	22.50%
BDJ Investments, LLC	3.00%
JTW Investments, LLC	2.00%
Ryan Meske	1.50%
Victor Jordan	1.00%
RAL Holdings, LLC	0.75%
Jdilley Holdings, LLC	0.75%
RDH Investments, LLC	0.75%
Michael Miller	0.25%
	100.00%

EXHIBIT B

WEST TENNESSEE GAS PIPELINE CHART OF OFFICERS

President- Mark Johnson

CFO- Andrew Therrell

COO- Robert Mitchell

COLLECTIVE EXHIBIT C



Tre Hargett
Secretary of State

Division of Business Services
Department of State
State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

WEST TENNESSEE GAS PIPELINE LLC
SUITE 1025
4200 E. SKELLY DRIVE
TULSA, OK 74135

October 14, 2022

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

SOS Control # :	001360225	Formation Locale:	TENNESSEE
Filing Type:	Limited Liability Company - Domestic	Date Formed:	10/14/2022
Filing Date:	10/14/2022 12:44 PM	Fiscal Year Close:	12
Status:	Active	Annual Report Due:	04/01/2023
Duration Term:	Perpetual	Image # :	B1285-6241
Managed By:	Member Managed		

Document Receipt

Receipt # : 007552983	Filing Fee:	\$300.00
Payment-Check/MO - CAPITAL FILING SERVICE INC, NASHVILLE, TN		\$300.00

Registered Agent Address:
C T CORPORATION SYSTEM
300 MONTVUE RD
KNOXVILLE, TN 37919-5546

Principal Address:
SUITE 1025
4200 E. SKELLY DRIVE
TULSA, OK 74135

Congratulations on the successful filing of your **Articles of Organization** for **WEST TENNESSEE GAS PIPELINE LLC** in the State of Tennessee which is effective on the date shown above. You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee. Please visit the Tennessee Department of Revenue website (www.tn.gov/revenue) to determine your online tax registration requirements. If you need to obtain a Certificate of Existence for this entity, you can request, pay for, and receive it from our website.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain a Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

Processed By: Jacqueline Krantz


Tre Hargett
Secretary of State



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ARTICLES OF ORGANIZATION LIMITED LIABILITY COMPANY (ss-4270)

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Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Rosa L. Parks AVE, 6th Fl.
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: \$50.00 per member
(minimum fee = \$300, maximum fee = \$3,000)

For Office Use Only

FILED

The Articles of Organization presented herein are adopted in accordance with the provisions of the Tennessee Revised Limited Liability Company Act.

1. The name of the Limited Liability Company is: WEST TENNESSEE GAS PIPELINE LLC

(NOTE: Pursuant to the provisions of T.C.A. § 48-249-106, each Limited Liability Company name must contain the words "Limited Liability Company" or the abbreviation "LLC" or "L.L.C.")

2. Name Consent: (Written Consent for Use of Indistinguishable Name)

☐ This entity name already exists in Tennessee and has received name consent from the existing entity.

3. This company has the additional designation of: _____

4. The name and complete address of the Limited Liability Company's initial registered agent and office located in the state of Tennessee is:

Name: C T Corporation System

Address: 300 Montvue Rd

City: Knoxville State: TN Zip Code: 37919-5546 County: Knox

5. Fiscal Year Close Month: DECEMBER

6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is: (Not to exceed 90 days)

Effective Date: Month / Day / Year Time: _____

7. The Limited Liability Company will be: ☒ Member Managed ☐ Manager Managed ☐ Director Managed

8. Number of Members at the date of filing: 4

9. Period of Duration: ☒ Perpetual ☐ Other Month / Day / Year

10. The complete address of the Limited Liability Company's principal executive office is:

Address: 4200 E. SKELLY DRIVE, SUITE 1025

City: TULSA State: OK Zip Code: 74135 County: TULSA

Business Email: ATHERRELL@SOUTHWEST-ENERGY.COM



ARTICLES OF ORGANIZATION LIMITED LIABILITY COMPANY (ss-4270)

Page 2 of 2



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Rosa L. Parks AVE, 6th Fl.
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: \$50.00 per member
(minimum fee = \$300, maximum fee = \$3,000)

For Office Use Only

The name of the Limited Liability Company is: WEST TENNESSEE GAS PIPELINE LLC

11. The complete mailing address of the entity (If different from the principal office) is:

Address: 4200 E. SKELLY DRIVE, SUITE 1025

City: TULSA

State: OK

Zip Code: 74135

12. Non-Profit LLC (required only if the Additional Designation of "Non-Profit LLC" is entered in section 3.)

- ☐ I certify that this entity is a Non-Profit LLC whose sole member is a nonprofit corporation, foreign or domestic, incorporated under or subject to the provisions of the Tennessee Nonprofit Corporation Act and who is exempt from franchise and excise tax as not-for-profit as defined in T.C.A. § 67-4-2004. The business is disregarded as an entity for federal income tax purposes.

13. Professional LLC (required only if the Additional Designation of "Professional LLC" is entered in section 3.)

- ☐ I certify that this PLLC has one or more qualified persons as members and no disqualified persons as members or holders.
Licensed Profession: _____

14. Series LLC (required only if the Additional Designation of "Series LLC" is entered in section 3.)

- ☐ I certify that this entity meets the requirements of T.C.A. § 48-249-309(a) & (b)

15. Obligated Member Entity (list of obligated members and signatures must be attached)

- ☐ This entity will be registered as an Obligated Member Entity (OME) Effective Date: _____
Month Day Year

- ☐ I understand that by statute: THE EXECUTION AND FILING OF THIS DOCUMENT WILL CAUSE THE MEMBER(S) TO BE PERSONALLY LIABLE FOR THE DEBTS, OBLIGATIONS AND LIABILITIES OF THE LIMITED LIABILITY COMPANY TO THE SAME EXTENT AS A GENERAL PARTNER OF A GENERAL PARTNERSHIP. CONSULT AN ATTORNEY.

16. This entity is prohibited from doing business in Tennessee:

- ☐ This entity, while being formed under Tennessee law, is prohibited from engaging in business in Tennessee.

17. Other Provisions: _____

OCTOBER 13, 2022

Signature Date

Signature

MEMBER

Signer's Capacity (if other than individual capacity)

ANDREW THERRELL

Name (printed or typed)

Date of this notice: 10-17-2022

Employer Identification Number:
92-0717281

Form: SS-4

Number of this notice: CP 575 B

WEST TENNESSEE GAS PIPELINE
ANDREW B THERRELL MBR
4200 E SKELLY DR STE 1025
TULSA, OK 74135

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 92-0717281. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

Taxpayers request an EIN for their business. Some taxpayers receive CP575 notices when another person has stolen their identity and are opening a business using their information. If you did **not** apply for this EIN, please contact us at the phone number or address listed on the top of this notice.

When filing tax documents, making payments, or replying to any related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear-off stub and return it to us.

Based on the information received from you or your representative, you must file the following forms by the dates shown.

Form 1065

03/15/2023

If you have questions about the forms or the due dates shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, *Accounting Periods and Methods*.

We assigned you a tax classification (corporation, partnership, estate, trust, EPMF, etc.) based on information obtained from you or your representative. It is not a legal determination of your tax classification, and is not binding on the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2020-1, 2020-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, *Entity Classification Election*. See Form 8832 and its instructions for additional information.

A limited liability company (LLC) may file Form 8832, *Entity Classification Election*, and elect to be classified as an association taxable as a corporation. If the LLC is eligible to be treated as a corporation that meets certain tests and it will be electing S corporation status, it must timely file Form 2553, *Election by a Small Business Corporation*. The LLC will be treated as a corporation as of the effective date of the S corporation election and does not need to file Form 8832.

EXHIBIT D

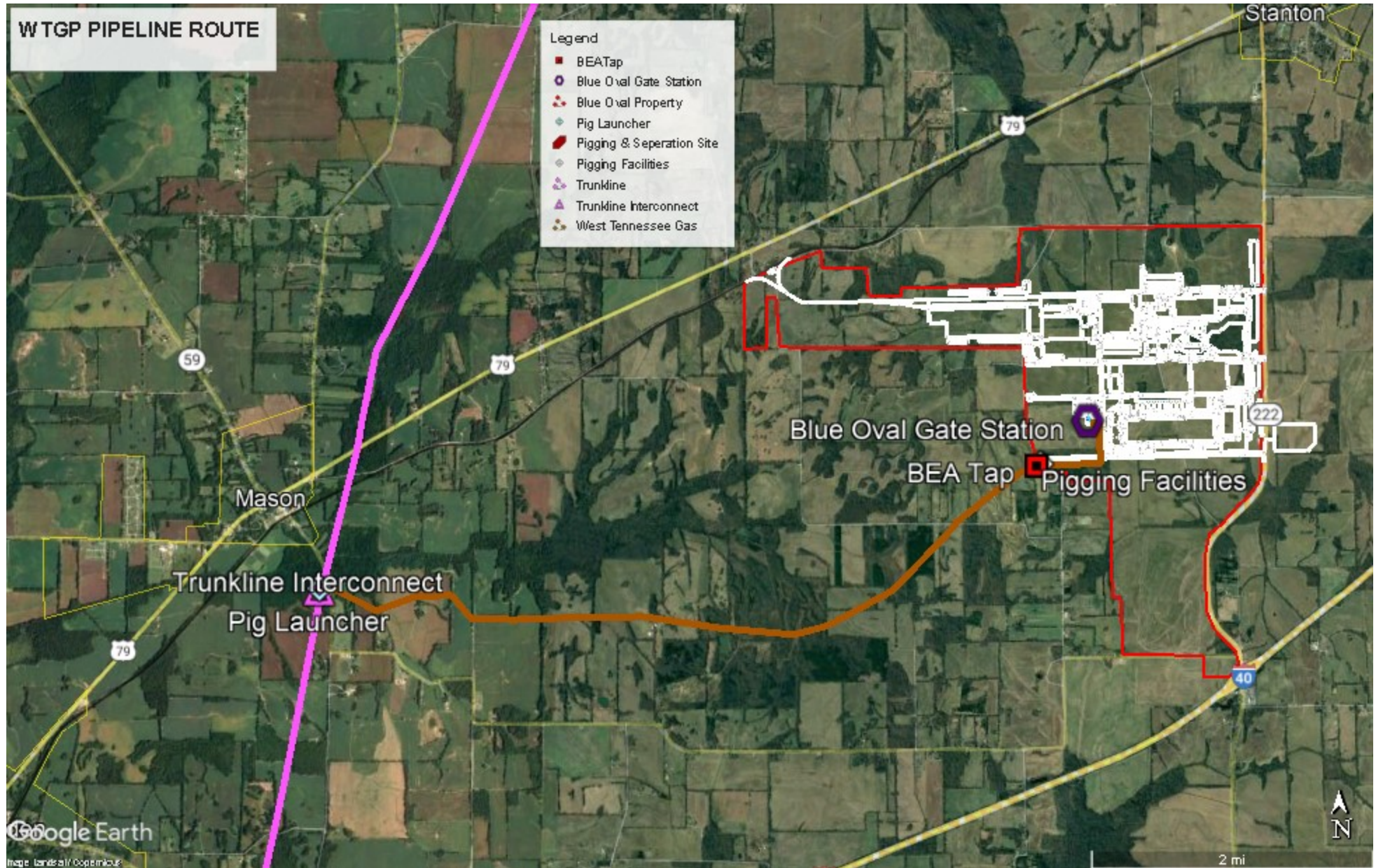


EXHIBIT E

Letterhead

November 14, 2022

Earl Taylor
Tennessee Public Utility Commission
Executive Director
502 Deadrick Street
Nashville, TN 37219
earl.taylor@tn.gov

[name]
West Tennessee Gas Pipeline, LLC
[address]

Dear Mr. Taylor:

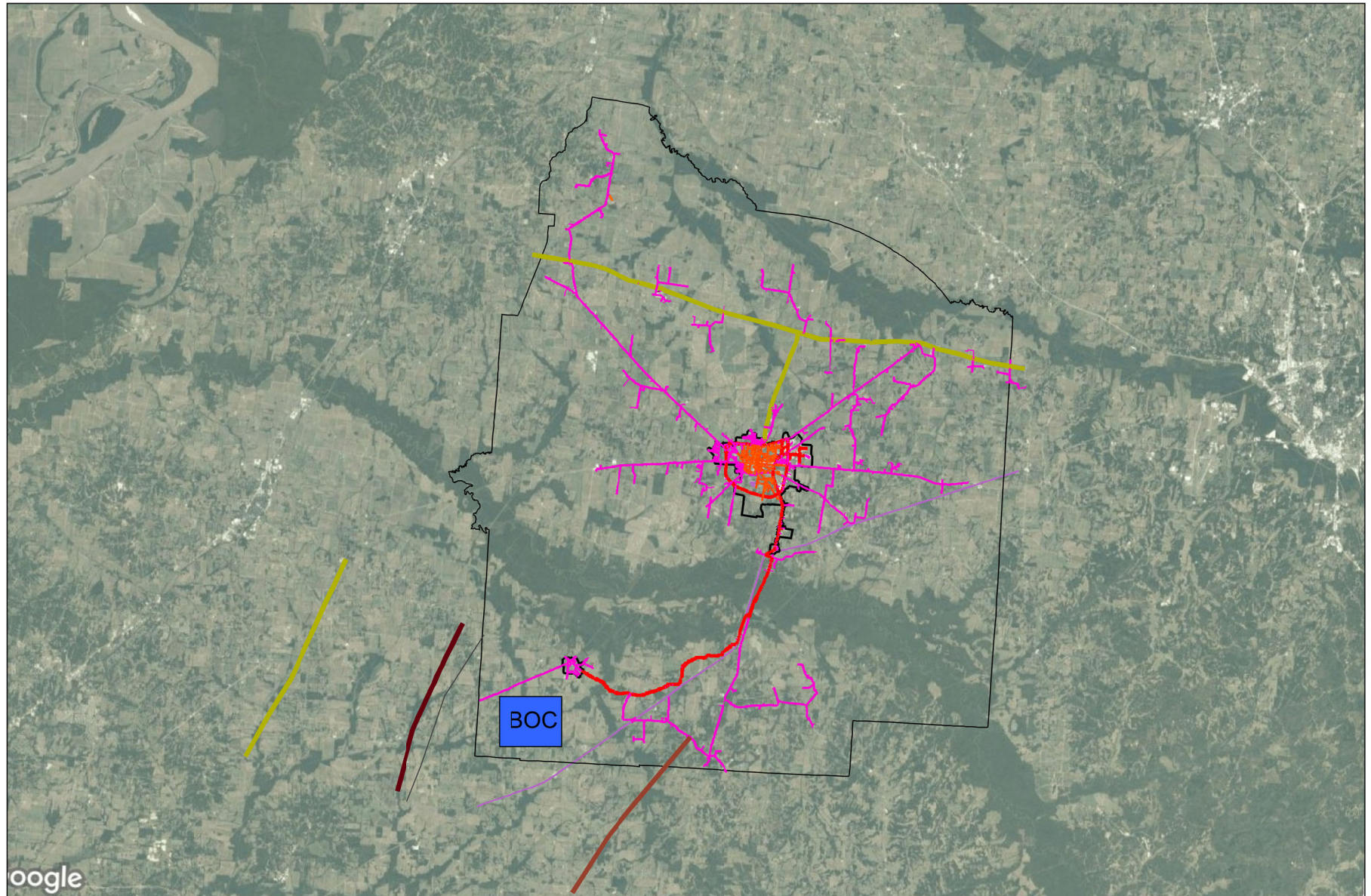
West Tennessee Gas Pipeline, LLC (“WTGP”) plans to build, own and operate a gas pipeline to transport natural gas to Ford Motor Company’s Blue Oval City Project in Stanton, Haywood County, Tennessee (“Project”), about 40 miles northeast of Memphis, Tennessee. Brownsville Energy Authority (“BEA”) is familiar with the Project. In sum, Ford Motor Company (“Ford”) will produce electric trucks, while SK Innovation will produce electric batteries for the trucks.

BEA provides natural gas service to Haywood County near the Project. Ford and SK Innovation will be served directly by WTGP. BEA plans to request a tap from WTGP to provide natural gas distribution service to Supplier Park within the megasite property and the area surrounding the megasite. BEA supports the Project, including WTGP’s plans to build a gas pipeline. BEA understands that WTGP is required to submit a petition for a Certificate of Convenience and Necessity to the Tennessee Public Utility Commission (“Commission”) seeking approval and authority to provide service to the Project. BEA does not oppose any such request by WTGP that is submitted to the Commission to service the Project.

Sincerely,

Russ Stoots
General Manager
Brownsville Energy Authority
Brownsville, Tn 38012

EXHIBIT F



COLLECTIVE EXHIBIT G

► Dave Johnson- Southwest Energy, LP

► CEO

- Dave Johnson grew up in Oklahoma and graduated from the University of Oklahoma in 1976, with an accounting degree. After graduation, Johnson, a CPA, worked for the accounting firm of Arthur Young & Company (now Ernst and Young) for 6 years. During his time in public accounting, he worked the majority of the time on oil and gas clients, spending 3 years in the audit department and then as a tax manager until 1982.
- In 1982, he joined a privately owned oil and gas exploration company, Sanguine, Ltd., as Director of the Revenue Department. In 1983 he was promoted to Vice President – Finance and in 1990 became President of Sanguine. Sanguine's exploration activities were focused in the deep Anadarko basin in western Oklahoma, drilling high pressure gas wells in depths ranging from 16,000 to 22,000 feet. During the period 1987 – 1989, Sanguine was the most active driller of deep gas in the United States. Sanguine was funded by large institutional partners, including Prudential Insurance, All State Insurance Company, Sun Life of Canada, Northwestern Mutual Life, and NICOR Exploration. In addition to exploring for natural gas, Johnson managed other Sanguine affiliated companies, which included a gas marketing company, an engineering company, a drilling mud company, a dozer and trucking company, and multiple gas gathering systems with approximately 200 miles of pipe to multiple end users. In 2003, Sanguine sold to Dominion exploration.
- In November 2002, Mr. Johnson and Craig Elias, a long time business associate, formed Southwest Energy, LP ("SWE"). SWE is a natural gas marketing company with offices in Houston, Texas and Tulsa, Oklahoma. SWE purchases gas principally in the southwest United States with a sales emphasis in the Midwest and eastern part of the country. SWE provides a variety of services to producers and end users including scheduling, nominations, severance tax reporting, gas sales management, price risk management, transportation and storage management, as well as normal daily and monthly purchases and sales of natural gas.
- Mr. Johnson is President of Johnson Properties, LLC (JPLLC) which was formed in 1994. JPLLC has a variety of investments in oil and gas properties, commercial real estate, restaurants, oilfield services (dozer and trucking), oilfield construction, and the equipment rental business.

► **Mark Johnson – Southwest Energy, LP**

► **President**

- Mark Johnson grew up in Tulsa, Oklahoma and graduated from Oklahoma State University in 2011, with a degree in Marketing and Finance. While at Oklahoma State Mr. Johnson was a member of the Oklahoma State golf team for 4 years. After graduation Mr. Johnson worked 3 years for Gavilon where he started his career in oil and gas. While at Gavilon Mr. Johnson started in gas scheduling/accounting and moved into financial and physical trading.
- In 2014 Mr. Johnson started the Tulsa office for Southwest Energy, focusing on physical trading and producer services. Since 2014 Mr. Johnson has grown the Tulsa office to more than 10 employees and upwards of 2.5BCF/day. Southwest Energy's Tulsa office manages the oil & gas marketing for multiple companies/producers throughout the US. In 2019 Southwest helped manage the accounting and oil & gas marketing for 15 rigs in multiple basins. Southwest also manages multiple end users and has their own Firm Transportation and Storage positions throughout various pipes and basins.
- In 2014 Mr. Johnson passed the private pilot exam to become eligible and rated in single engine high performance planes. Mr. Johnson has been flying ever since and an active member in AOPA.
- In 2016 Mr. Johnson started Southwest Energy's crude oil first purchase business. As of August 2020, Southwest manages and purchases over 30,000 BPD. In 2018 Mr. Johnson also started a crude oil transportation company called Anadarko Crude, LLC.
- Mr. Johnson is CEO of MDJ Properties, LLC and Vice President of Johnson Properties, LLC (JPLLC) which was formed in 1994. JPLLC has a variety of investments in oil and gas properties, commercial real estate, restaurants, oilfield services (dozer and trucking), oilfield construction, and the equipment rental business.
- Mr. Johnson is also President of Otter Creek Midstream which owns and operates ~285 miles of Oil and Gas pipelines with 5 compressor stations.

- ▶ **Bob Jackson – Carrera gas Companies, LLC**
- ▶ **President & Manager**
- ▶ Upon graduation from Cornell University, Jackson began his gas-processing career with Cities Service Oil Company where he was employed for fifteen years in the Natural Gas Liquids Division. In 1982 he founded Cimarron Gas Companies, LLC. In 1983 he was one of the four founders of American Central Gas Companies, Inc. Jackson served as a director of GPA Midstream, on various committees and as an officer. He also served three years on the Propane Education and Research Council including one year as a Vice Chairman.

► **Robert Mitchell – Carrera Gas Companies, LLC**

► **Vice President & Member**

- In 1981, after obtaining a Chemical Engineering degree from the University of Texas, Mitchell was employed by Perry Gas Company where he held positions in operations, design, gas supply and business development. In 1986 he joined Rockland Pipeline Company and held management positions in operations and business development. Mitchell accepted the position of Manager of Operations with Cimarron Gas companies, LLC in 1991 and joined Carrera in 1996. He is active in GPA Midstream, the midstream industry's trade organization, and has served as committee chairman, Vice Chairman of GPA Midstream, and is a member of the Executive Committee and serves on the GPA Midstream board.

PUBLIC VERSION

EXHIBIT H

West Tennessee Gas Financial Projections

EXHIBIT I

West Tennessee Gas Pipeline, LLC

Tennessee Public Utility Commission

Section 1

Original Page 1

WEST TENNESSEE GAS PIPELINE, LLC

REGULATION AND CHARGES RELATING TO

GAS TRANSPORTATION SERVICES

TO WEST TENNESSEE GAS PIPELINE, LLC'S INDUSTRIAL AND PUBLIC ENTITY CUSTOMERS

This tariff contains the descriptions, regulations and information relating to fees for services for gas services provided to West Tennessee Gas Pipeline, LLC's pre-determined industrial, and public entity customers in Stanton, Haywood County, Tennessee at Ford Motor Company's BlueOval City Project. This tariff is governed and interpreted according to the laws of the State of Tennessee. This tariff is on file with the Tennessee Public Utility Commission. Copies may be inspected during normal business hours at the Company's principal place of business at _____.

CHECK SHEET

The pages listed below, which are inclusive of this tariff, are effective as of the date shown at the bottom of the respective page(s). Original and revised pages as named below comprise all changes from the original tariff and are currently in effect as of the date indicated below.

PAGE	Revision
1	Original
2	Original
3	Original
4	Original
5	Original
6	Original
7	Original
8	Original

TARIFF FORMAT

- A. Sheet Numbering - Page numbers appear in the upper right corner of the sheet. Pages are numbered sequentially. However, new pages are occasionally added to the tariff. When a new page is added between existing pages with whole numbers, a decimal is added. For example, a new page added between pages 34 and 35 would be page 34.1.
- B. Sheet Revision Numbering - Revision numbers also appear in the upper right corner of the page. These numbers are used to determine the most current page version on file with the Commission. For example, 4th Revised Page 34 cancels the 3rd Revised Page 34. Consult the check sheet for the page currently in effect.
- C. Paragraph Numbering Sequence - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:
- 2
 - 2.1
 - 2.1. 1
 - 2.1.1.A
 - 2.1.1.A.1
 - 2.1.1.A.1.(a)
 - 2.1.1.A.1.(a).I
 - 2.1.1.A.1.(a).I.(i)
 - 2.1.1.A.1.(a).1.(i).(1)
- D. Check Sheet - When a tariff is filed with the Commission, an updated check sheet accompanies the tariff filing. The check sheet lists the tariff pages, with a cross reference to the current revision number. When new sheets are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this sheet if these are the only changes made. The tariff user should refer to the latest check sheet to find out if a particular page is the most current on file with the Commission.

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SECTION 1.
DEFINITIONS AND ABBREVIATIONS

1.1 Definitions

Commission -- The Tennessee Public Utility Commission

Company -- West Tennessee Gas Pipeline, LLC unless specifically stated otherwise.

Customer -- A person, association, firm, corporation, partnership, governmental agency or other entity, including affiliates or divisions of the Customer, in whose name the telephone number of the Calling Station is registered with the underlying local exchange company. The Customer is responsible for payment of charges to the Company and compliance with all terms and conditions of this tariff.

Individual Case Basis Arrangements -- Refers to one or more of the Site Services Agreements by and between (1) the Company and Ford Motor Company; and (2) the Company and Brownsville Energy Authority.

Industrial Customers -- Refers to Ford Motor Company.

Public Entity Customers -- Refers to Brownsville Energy Authority.

Gas Service or Gas Services -- Refers to gas transport or gas transportation.

Services -- Refers collectively to gas transport or gas transportation services.

1.2 Abbreviations

ICB -- Individual Case Basis

SECTION 2.

RULES AND REGULATIONS

2.1 Authorization of Rules and Regulations

2.1.1 West Tennessee Gas Pipeline, LLC is a _____ limited liability company with its principal place of business at _____. The Company is regulated under a Certificate of Convenience and Necessity issued by the Commission on _____, in Docket No. _____.

2.2 Undertaking of the Company

2.2.1 West Tennessee Gas Pipeline, LLC does not provide gas services to the public. West Tennessee Gas Pipeline, LLC provides gas services to one (1) Industrial Customer and one (1) Public Entity Customer pursuant to individual case basis arrangements. West Tennessee Gas Pipeline, LLC's ICB arrangements, or a representative sample of the same, are on file with the Tennessee Public Utility Commission.

2.2.2 The Company provides one or more of the following services to its Industrial and Public Entity Customers in accordance with the ICB arrangements: gas services.

2.2.3 The Company's Services are provided on a monthly basis pursuant to the ICB arrangements.

2.2.4 All policies and practices of the Company for Services are in accordance with the ICB arrangements.

2.2.5 In the event of a conflict or inconsistency between the terms of an ICB arrangement and those of this tariff, the terms of the ICB arrangement shall control and govern the rights and obligations of the Industrial and Public Entity Customers.

2.3 Rates/Fees for Services

2.3.1 The fees for services are adopted in accordance with the ICB arrangements.

2.4 Limitations of Service

2.4.1 Service is offered subject to the provisions of this tariff and ICB arrangements.

2.5 Limitations of Liability

2.5.1 The Company's liability is limited as provided in the ICB arrangements.

2.6 **Responsibilities of the Customer**

2.6.1 The Customer is responsible as set forth in the ICB arrangements.

2.7 **Non-Payment Penalties**

2.7.1 The non-payment penalties are set forth in the ICB arrangements.

2.8 **Public Contact**

2.8.1 The Company's representative for billing may be reached by email at _____ or by telephone at _____. Customers wishing to communicate with the company in writing may send correspondence to: _____.

2.9 **Tennessee Public Utility Commission Regulations**

2.9.1 The Company, in its operations, shall conform to all the applicable rules and regulations promulgated from time to time by the Commission. The Commission can be reached by phone toll free at 1-800-342-8359.

SECTION 3.
SERVICE LOCATIONS

Company will provide services to the Industrial and Public Entity Customers at the following locations:

Industrial/Public Entity Customer	Service Location	County
Ford Motor Company	<hr/> <hr/>	Haywood
Brownsville Energy Authority	24 N. Lafayette Avenue Brownsville, TN 38012	Haywood

EXHIBIT J

BEFORE THE TENNESSEE PUBLIC UTILITY COMMISSION NASHVILLE, TENNESSEE

IN RE:)
)
EXPEDITED PETITION OF WEST)
TENNESSEE GAS PIPELINE, LLC) DOCKET NO. 22-_____
FOR THE ISSUANCE OF A)
CERTIFICATE OF PUBLIC)
CONVENIENCE AND NECESSITY)

WEST TENNESSEE GAS PIPELINE's PROPOSED PROCEDURAL SCHEDULE

Consistent with both its respectful request for this matter to be considered on an expedited basis and the public interest, Petitioner West Tennessee Gas Pipeline, LLC (“West Tennessee Gas” or “WTGP”) submits this Proposed Procedural Schedule along with its *Expedited Petition for the Issuance of a Certificate of Public Convenience and Necessity* for consideration by the Hearing Officer designated by the General Counsel. The timely entry of a Procedural Schedule will not undermine the opportunity for participation by any Intervenor but will aid in the efficient and timely administration of this matter.

West Tennessee Gas recommends the following procedural schedule for the Commission's or the Hearing Officer's consideration:

Due Date / Deadline	Filing / Activity
December 19, 2022	Petition Submitted to Commission
January 12, 2022	Intervenors' First Discovery Requests
January 26, 2023	Petitioner's Responses to Discovery Requests
February 2, 2023	Intervenors' Second Discovery Requests
February 16, 2023	Petitioner's Responses to Second Discovery Requests

March 6, 2023	Intervenors' Pre-Filed Testimony
March 23, 2023	Petitioner's Rebuttal Testimony
March 30, 2023	Pre-Hearing Motions
April 6, 2023	Telephone Status Conference
April 17, 2023	Target Hearing Date

EXHIBIT K

BEFORE THE TENNESSEE PUBLIC UTILITY COMMISSION NASHVILLE, TENNESSEE

IN RE:)	
)	
EXPEDITED PETITION OF WEST)	
TENNESSEE GAS PIPELINE, LLC)	DOCKET NO. 22-_____
FOR THE ISSUANCE OF A)	
CERTIFICATE OF PUBLIC)	
CONVENIENCE AND NECESSITY)	

PROTECTIVE ORDER

To expedite the flow of filings, discovery, exhibits and other materials, and to facilitate the prompt resolution of disputes regarding confidentiality of the material, adequately protect material entitled to be kept confidential and to ensure that protection is afforded only to material so entitled, the Hearing Officer, as appointed by the Tennessee Public Utility Commission (“TPUC”), hereby orders the following:

1. For the purpose of this Protective Order (the “Order”), proprietary or confidential information, hereinafter referred to as “CONFIDENTIAL INFORMATION” shall mean documents and information in whatever form which the producing party, in good faith, deems to contain or constitute trade secrets, confidential commercial information, confidential research, development, financial statements, confidential data of third parties, or other commercially sensitive information, and which has been specifically designated by the producing party. A “Producing Party” is defined as the party creating the confidential information as well as the party having actual physical possession of information produced pursuant to this Order. All summaries, notes, extracts, compilations or other direct or indirect reproduction from or of any protected

materials shall be entitled to protection under this Order. Documents containing CONFIDENTIAL INFORMATION shall be specifically marked as “CONFIDENTIAL” on the cover and each page of the document. Any document so designated shall be handled in accordance with this Order. The provisions of any document containing CONFIDENTIAL INFORMATION may be challenged under Paragraph 12 of this Order.

2. Any individual or company subject to this Order, including producing parties or persons reviewing CONFIDENTIAL INFORMATION, shall act in good faith in discharging their obligations hereunder. Parties permitted to intervene in this matter after the date of entry of this Protective Order shall be subject to the terms and conditions of this Protective Order and will be allowed access to CONFIDENTIAL INFORMATION under the conditions prescribed herein.

3. CONFIDENTIAL INFORMATION shall be used only for the purposes of this proceeding, and shall be expressly limited and disclosed only to the following persons:

- (a) Counsel of record for the parties and other legal counsel for the parties in this case and associates, secretaries and paralegals actively engaged in assisting counsel of record in this proceeding;
- (b) TPUC Directors and members of the staff of the TPUC;
- (c) Officers, directors, or employees of the parties, including employees of intervenors and the Office of the Tennessee Attorney General; provided, however, that CONFIDENTIAL INFORMATION shall be shown only to those persons having a need to know;
- (d) Representatives of the parties who need to know because they are actively engaged in assisting counsel of record in preparing for this proceeding; and
- (e) Outside consultants and expert witnesses (and their Staff) employed or retained by the parties or their counsel, who need access to CONFIDENTIAL INFORMATION solely for evaluation, testing, testimony, preparation for trial or other services related to this docket, provided that to the extent that any party seeks to disclose CONFIDENTIAL INFORMATION to any outside consultant or expert witness, the party shall give five (5) days written notice to the Producing Party of intention to disclose CONFIDENTIAL INFORMATION. During such notice period, the Producing Party may move to prevent or limit disclosure for cause, in

which case no disclosure shall be made until the TPUC or the Hearing Officer rules on the motion. Any such motion shall be filed within three (3) days after service of the notice. Any response shall be filed within three (3) days after service of the Motion. A Pre-Hearing Conference may be called to confer with the parties on the Motions to Limit Disclosure. All service shall be by hand delivery, facsimile or email. All filings by email in this docket shall be followed up by delivering a hard copy of the filing to the Docket Manager of the TPUC.

4. Notwithstanding the provisions in Paragraph 3 above, under no circumstances shall any CONFIDENTIAL INFORMATION be disclosed to or discussed with anyone associated with the marketing of products, goods, or services that may be in competition with the products, goods or services of the Producing Party. Counsel for the parties are expressly prohibited from disclosing CONFIDENTIAL INFORMATION produced by another party to their respective clients, except for in-house counsel and persons who need to know in order to assist counsel of record with preparation of this case.

5. (a) Prior to disclosure of CONFIDENTIAL INFORMATION to any employee or associate counsel for a party, the counsel representing the party who is to receive the CONFIDENTIAL INFORMATION shall provide a copy of this Order to the recipient employee or associate counsel, who shall be bound by the terms of this Order. Prior to disclosure of CONFIDENTIAL INFORMATION to any outside consultant or expert witness employed or retained by a party, counsel shall provide a copy of this Order to such outside consultant or expert witness, who shall sign the Nondisclosure Statement in the form of that attached to this Order attesting that he or she has read a copy of this Order, that he or she understands and agrees to be bound by the terms of this Order, and that he or she understands that unauthorized disclosure of documents labeled "CONFIDENTIAL" constitutes a violation of this Order. The Nondisclosure Statement shall be signed in the presence of and be notarized by a notary public. Counsel of record for each party shall provide the Producing Party a copy of each such Nondisclosure Statement and

shall keep the Nondisclosure Statements executed by the parties' experts or consultants on file in their respective offices.

(b) Disclosure of CONFIDENTIAL INFORMATION other than as provided for in this Protective Order shall not be made to any person or entity except with the express written consent of the Producing Party or upon further order of the TPUC or of any court of competent jurisdiction.

6. If any party or non-party subject to this Order inadvertently fails to designate documents as CONFIDENTIAL in accordance with the provisions of this Order when producing the documents this failure shall not constitute a waiver of confidentiality, provided the party or non-party who has produced the document shall notify the recipient of the document in writing within five (5) days of discovery of such inadvertent failure to designate the document as CONFIDENTIAL. At that time, the recipients will immediately treat the subject document as CONFIDENTIAL. In no event shall the TPUC, or any party to this Order, be liable for any claims or damages resulting from the disclosure of a document provided while not so labeled as "CONFIDENTIAL." An inadvertent failure to designate a document as CONFIDENTIAL, shall not, in any way, affect the TPUC's determination as to whether the document is entitled to CONFIDENTIAL status.

7. If any party or non-party subject to this Order inadvertently fails to designate documents as CONFIDENTIAL in accordance with the provisions of this Order when producing such documents and the failure is not discovered in time to provide a five (5) day notification to the recipient of the confidential nature of the documents referenced in the paragraph above, the failure shall not constitute a waiver of confidentiality and a party by written motion or by oral motion at a Pre-Hearing Conference or at the Hearing on the Merits may request designation of

the documents as CONFIDENTIAL, and if the motion is granted by the Hearing Officer or the Commission, the recipients shall immediately treat the subject documents as CONFIDENTIAL. The Tennessee Public Utility Commission or the Hearing Officer may also, at his or her discretion, either before or during the Pre-Hearing Conference or Hearing on the Merits of the case, allow information to be designated CONFIDENTIAL and treated as such in accordance with the terms of this Order.

8. Any papers filed in this proceeding that contain, quote, paraphrase, compile or otherwise disclose documents covered by the terms of this Order, or any information contained therein, shall be filed and maintained in the TPUC Docket Room in sealed envelopes marked CONFIDENTIAL and labeled to reflect the style of this proceeding, the docket number, the contents of the envelope sufficient to identify its subject matter and this Protective Order. The envelopes shall be maintained in a locked filing cabinet. The envelopes shall not be opened or their contents reviewed by anyone except upon order of the TPUC or the Hearing Officer after due notice to counsel of record. The filing party shall also include with the filing a public version of the papers with any CONFIDENTIAL INFORMATION redacted. The public version shall reflect the style of the proceeding, the docket number, the contents of the envelope sufficient to identify its subject matter and shall reference this Protective Order. Notwithstanding the foregoing, the Directors and the Staff of the TPUC may review any paper filed as CONFIDENTIAL without obtaining an order of the TPUC or the Hearing Officer provided the Directors and Staff maintain the confidentiality of the paper in accordance with the terms of this Order.

9. Documents, information and testimony designated as CONFIDENTIAL or PROTECTED SECURITY MATERIALS (as defined in Paragraph 20) in accordance with this Order, may be used in testimony at the Hearing of this proceeding and offered into evidence or

used in any hearing related to this action in a manner that protects the confidentiality of the information, subject to the Tennessee Rules of Evidence and to such future orders as the TPUC or the Hearing Officer may enter. Any party intending to use documents, information, or testimony designated CONFIDENTIAL or PROTECTED SECURITY MATERIALS shall inform the Producing Party and the TPUC or the Hearing Officer prior to the Hearing on the Merits of the case, of the proposed use; and shall advise the TPUC or the Hearing Officer and the Producing Party before use of the information during witness examinations so that appropriate measures can be taken by the TPUC or the Hearing Officer to protect the confidential nature of the information.

10. Except for documents filed in the TPUC Docket Room, all documents covered by the terms of this Order that are disclosed to the requesting party shall be maintained separately in files marked CONFIDENTIAL and labeled with reference to this Order at the offices of the requesting party's counsel of record, kept in a secure place and returned to the Producing Party pursuant to Paragraph 17 of this Order.

11. Nothing herein shall be construed as preventing any party from continuing to use and disclose any information (a) that is in the public domain, or (b) that subsequently becomes part of the public domain through no act of the party, or (c) that is disclosed to it by a third party, where said disclosure does not itself violate any contractual or legal obligation, or (d) that is independently developed by a party, or (e) that is known or used by it prior to this proceeding. The burden of establishing the existence of (a) through (e) shall be upon the party attempting to use or disclose the information.

12. Any party may contest the designation of any document or information as CONFIDENTIAL or PROTECTED SECURITY MATERIALS by filing a Motion with the TPUC or Hearing Officer as appropriate, for a ruling that the documents, information or testimony should

not be so treated. Upon the filing of such a motion, the designating party shall bear the burden of supporting its designation of the documents or information at issue as CONFIDENTIAL INFORMATION. All documents, information and testimony designated as CONFIDENTIAL or PROTECTED SECURITY MATERIALS, however, shall be maintained as such until the TPUC or the Hearing Officer orders otherwise. A Motion to contest must be filed not later than fifteen (15) days prior to the Hearing on the Merits. Any Reply seeking to protect the status of CONFIDENTIAL INFORMATION or PROTECTED SECURITY MATERIALS must be received not later than ten (10) days prior to the Hearing on the Merits and shall be presented to the Commission at the Hearing on the Merits for a ruling.

13. Nothing in this Order shall prevent any party from asserting any objection to discovery other than an objection based upon grounds of confidentiality.

14. Non-party witnesses shall be entitled to invoke the provisions of this Order by designating information disclosed or documents produced for use in this action as CONFIDENTIAL, in which event the provisions of this Order shall govern the disclosure of information or documents provided by the non-party witness. A designation of information as CONFIDENTIAL by a non-party witness may be challenged under Paragraph 12 of this Order.

15. No person authorized under the terms herein to receive access to documents, information, or testimony designated as CONFIDENTIAL shall be granted access until such person has complied with the requirements set forth in Paragraph 5 of this Order.

16. Any person to whom disclosure or inspection is made in violation of this Order shall be bound by the terms of this Order.

17. Upon entry of a final order in this proceeding and conclusion of any appeals resulting from such an order, except as to the Attorney General and TPUC, all the filings, exhibits

and other materials and information designated CONFIDENTIAL or PROTECTED SECURITY MATERIALS and all copies thereof shall be returned to counsel of the Producing Party within fifteen (15) days. Notwithstanding any provision herein to the contrary, the requirement of this paragraph shall become operative immediately upon any intervenor who withdraws or otherwise ceases to be a party to the case, even though the case itself may continue to be pending. Subject to the requirements of Paragraph 8 above, the TPUC shall retain copies of information designated as CONFIDENTIAL or PROTECTED SECURITY MATERIALS as may be necessary to maintain the record of this case intact. Counsel who received the filings, exhibits and other materials, designated as CONFIDENTIAL or PROTECTED SECURITY MATERIALS shall certify to counsel for the Producing Party that all the filings, exhibits and other materials, plus all copies or extracts, notes or memorandums from the filings, exhibits and other materials, and all copies of the extracts from the filings, exhibits and other materials thereof have been delivered to counsel for the Producing Party or destroyed and that with respect to any electronic copies of CONFIDENTIAL INFORMATION or PROTECTED SECURITY MATERIALS received or mentioned by the receiving party, all reasonable efforts have been undertaken to eliminate said information. If any electronic CONFIDENTIAL INFORMATION or PROTECTED SECURITY MATERIALS cannot be eliminated through the use of reasonable efforts, any such remaining materials shall be subject to the continuing restrictions contained in paragraph eighteen (18) of this Order.

18. After termination of this proceeding, the provisions of this Order relating to the confidential nature of CONFIDENTIAL INFORMATION or PROTECTED SECURITY MATERIALS, information and testimony shall continue to be binding upon parties herein and their officers, employers, employees, agents, and/or others unless this Order is vacated or modified

or is supplanted by an order of the court or courts before which is pending a challenge to any order entered in this proceeding.

19. Nothing herein shall prevent entry of a subsequent order, upon an appropriate showing, requiring that any documents, information or testimony designated as CONFIDENTIAL shall receive protection other than that provided herein.

20. In addition to the other provisions of this Order, Tennessee Gas Pipeline, LLC (“the Company”) may designate and label as “PROTECTED SECURITY MATERIALS” documents and information related to security measures undertaken to protect public health and safety. The Company shall provide access to PROTECTED SECURITY MATERIALS to TPUC Directors and members of the staff of the TPUC and further only to authorized representatives of the Intervenor in this docket.

21. The Company shall provide access to an authorized representative to PROTECTED SECURITY MATERIALS only after such authorized representative has executed a Nondisclosure Statement in the form of that attached to this Order and provided a copy to the Company. Except, with consent of the Company: (i) access shall be at the offices of the Company or its counsel of record and under supervision of the Company; (ii) PROTECTED SECURITY MATERIALS shall not be removed from the offices of the Company or its counsel; (iii) no copies shall be provided to an authorized representative except as provided herein. Authorized representatives may make notes or memoranda from a review of the PROTECTED SECURITY MATERIALS and may remove such notes and memoranda. In all other respects such notes and memoranda shall remain PROTECTED SECURITY MATERIALS and subject to the provisions hereof. PROTECTED SECURITY MATERIALS shall be used only to assist TPUC staff or any other party to prepare

for and to try this proceeding and shall not be used for any other purpose in this or any other jurisdiction.

22. Except as provided in this Order, the contents of PROTECTED SECURITY MATERIALS to which the TPUC staff or other party is given access, and any notes, memoranda, or any form or information or opinions regarding or derived from the PROTECTED SECURITY MATERIALS shall not be disclosed to anyone other than an authorized representative in accordance with the Order, except that an authorized representative may disclose his or her conclusions or findings solely within, and for the purposes of, this proceeding and in accordance with this Order. PROTECTED SECURITY MATERIALS shall not otherwise be published, disclosed or divulged except as expressly provided herein. The TPUC Directors, TPUC staff and any other party shall treat all notes memoranda or opinions regarding or derived from the PROTECTED SECURITY MATERIALS as confidential and shall keep them in a secure location with access limited to an authorized representative, and the contents of PROTECTED SECURITY MATERIALS and any information derived from them shall be considered highly confidential, and shall not be deemed public records. The TPUC staff, any party, Hearing Officer, or the TPUC Directors may discuss any position or conclusion regarding security expenditures and testimony in briefs, orders, pleadings, or hearings in this proceeding without disclosing protected information to the public in accordance with this Order.

23. The Attorney General and his staff have authority to enter into Nondisclosure Agreements pursuant to Tenn. Code Ann. § 65-4-118 which are consistent with state and federal law, regulations and rules.

24. The Attorney General and his staff agree to keep CONFIDENTIAL INFORMATION in a secure place and will not permit them to be seen by any person who is not

an employee of the State of Tennessee, the Office of Attorney General and Reporter, or a person who has not signed a Nondisclosure Agreement.

25. The Attorney General and his staff may make copies of CONFIDENTIAL INFORMATION or any portion thereof. To the extent permitted by state and federal law, regulations and rules, all notes utilizing supporting information shall be subject to the terms of this Order to the extent factual assertions are derived from the supporting information.

26. To the extent permitted by state law, the Attorney General will provide timely notice of filing or disclosure in the discharge of the duties of the Office of the Attorney General and Reporter, pursuant to Tenn. Code Ann. § 10-7-504(a)(5)(C) or any other law, regulation or rule, so that the Company may take action relating to disclosure.

27. CONFIDENTIAL INFORMATION is subject to this Protective Order, which is entered pursuant to the Tennessee Rules of Civil Procedure. If any person or entity subject to this Protective Order receives a request or subpoena seeking the disclosure or production of information labeled as “CONFIDENTIAL INFORMATION” by a party, such person or entity shall give prompt written notice to the TPUC Hearing Officer and the party within not more than five (5) days of receiving such a request, subpoena or order and: (i) shall respond to the request, subpoena or order, in writing, stating that the CONFIDENTIAL INFORMATION is protected pursuant to this Protective Order; and (ii) shall not disclose or produce such CONFIDENTIAL INFORMATION unless and until subsequently ordered to do so by a court of competent jurisdiction. This Protective Order shall operate as an exception to the Tennessee Public Records Act, as set forth in the language of Tenn. Code Ann. § 10-7- 503(a) “. . . unless otherwise provided by state law.” (See, e.g., Ballard v. Herzke, 924 S.W.2d 652 (Tenn. 1996); Arnold v. City of Chattanooga, 19 S.W.3d 779 (Tenn. Ct. App. 1999) (holding that “state law” includes the

Tennessee Rules of Civil Procedure)). Because this Protective Order is issued pursuant to the Tennessee Rules of Civil Procedure, this Order creates an exception to any obligations of the Attorney General, including attorneys and members of theirs, as to the Public Records Act and other open records statutes as to CONFIDENTIAL INFORMATION. In the event that any court of competent jurisdiction determines in the course of a lawsuit brought as a result of a person's or entity's fulfillment of the obligations contained in this paragraph that information designated as "CONFIDENTIAL INFORMATION" by a party is not CONFIDENTIAL INFORMATION as defined in paragraph 1 of this Protective Order, then the party designating the information as "CONFIDENTIAL INFORMATION" shall be responsible for all costs associated with or assessed in the lawsuit. This Protective Order acknowledges the role and responsibilities of the Attorney General and the Attorney General's staff, as set forth in Title 8, Chapter 6 of the Tennessee Statutes, beyond the duties associated with the Consumer Advocate and Protection Division, as prescribed in Tenn. Code Ann. § 65-4-118. This Protective Order is not intended to conflict with the Attorney General's role and responsibilities, especially the investigative functions, as set forth in Title 8, Chapter 6. For there to be compliance with this Protective Order, any CONFIDENTIAL INFORMATION shared outside of the Consumer Advocate and Protection Division must be provided the full and complete protection afforded other confidential or protected information in the control and custody of the Attorney General.

28. The designation of any information, documents or things in accordance with this Order as constituting or containing confidential or proprietary information the Attorney General's, or their respective staff's, treatment of such material as confidential or proprietary in compliance with this Order is not an admission or agreement by the Attorney General, or their respective staff, that the material constitutes or contains confidential commercial information or trade secret

information and shall not be deemed to be either a waiver of the right to challenge such designation or an acceptance of such designation. The Company agrees to designate information, documents or things provided to the Attorney General as confidential commercial information or trade secret if it has a good faith basis for the claim. The Company will upon request of the Attorney General, or their respective staff, provide a written explanation of the details, including statutory authority, that support its confidential commercial information or trade secret claim within five (5) days of a written request. The Company also specifically agrees that it will not designate any documents as CONFIDENTIAL INFORMATION or label such documents as “CONFIDENTIAL” if the documents:

- (a) have been distributed to the public, consumers or others, provided that proprietary customer information provided by the Company to its customers or their marketers may be designated as CONFIDENTIAL INFORMATION; or
- (b) are not maintained by the Company as confidential commercial information or trade secrets or are not maintained by the Company as proprietary customer information.

29. Nothing in this Order shall prevent the Attorney General from using the CONFIDENTIAL INFORMATION received for investigative purposes in the discharge of the duties of the Office of the Attorney General and Reporter. Additionally, nothing in this Order shall prevent the Attorney General from informing state officials and third parties of the fact of an investigation, as needed, to conduct the investigation. Without limiting the scope of this paragraph, nothing in this Order shall prevent the Attorney General from contacting consumers whose names were provided by the Company or from discussing with any consumer any materials that he or she

allegedly received from the Company or confirming that a consumer actually received the materials, to the extent that the Attorney General or his staff does so in a manner that complies with the provisions of this Order.

30. The terms of the foregoing paragraphs 23 through 29 do not apply to PROTECTED SECURITY MATERIALS as set forth in paragraphs 20-22 of this Order. PROTECTED SECURITY MATERIALS shall be treated in accordance with paragraphs 20-22.

31. All information, documents and things designated as CONFIDENTIAL INFORMATION or PROTECTED SECURITY MATERIALS and produced in accordance with this Order may be disclosed in testimony or offered into evidence at any TPUC or court hearing, trial, motion or proceeding of this matter, subject to the provisions of this Order, including paragraph 9, and the applicable Rules of Evidence. The party who produced the information, documents and things designated as CONFIDENTIAL INFORMATION or PROTECTED SECURITY MATERIALS agrees to stipulate to the authentication of such information, documents and things in any such proceeding.

32. Nothing in this Order is intended to restrict or alter federal or state laws, regulations or rules.

33. Any person who has signed a Nondisclosure Statement or is otherwise bound by the terms of this Order shall continue to be bound by this Order and/or Nondisclosure Statement even if no longer employed or engaged by the TPUC or Intervenors.

**BEFORE THE TENNESSEE PUBLIC UTILITY COMMISSION
NASHVILLE, TENNESSEE**

IN RE:)
)
EXPEDITED PETITION OF WEST)
TENNESSEE GAS PIPELINE, LLC) **DOCKET NO. 22-_____**
FOR THE ISSUANCE OF A)
CERTIFICATE OF PUBLIC)
CONVENIENCE AND NECESSITY)

NONDISCLOSURE STATEMENT

I have reviewed the Protective Order entered in the above-captioned matter and agree to abide and be bound by its terms. I understand that unauthorized disclosure of information or documents labeled "CONFIDENTIAL" or "PROTECTED SECURITY MATERIALS" will be a violation of the Protective Order.

DATE

NAME

STATE OF _____)

COUNTY OF _____)

Personally appeared before me, _____, a Notary Public,
_____, with whom I am personally acquainted, who
acknowledged that he/she executed the within instrument for the purposes therein contained.

WITNESS my hand, at office, this _____ day of _____, 20__.

NOTARY PUBLIC

My Commission Expires: _____

EXHIBIT L

commercial appeal

BUSINESS

What's the latest on construction at Ford's BlueOval City in Haywood County?

Omer Yusuf Memphis Commercial Appeal

Published 5:04 a.m. CT Dec. 12, 2022

Construction workers continue to make visible progress building out Ford Motor Co.'s future BlueOval City campus in Haywood County.

As 2022 closes, Ford has released some more stats on construction at BlueOval City using well-known tourist attractions such as the Statue of Liberty and Hoover Dam to indicate where the project stands. Workers have:

Moved enough soil to fill the Hoover Dam in Nevada twice.

Laid 800,000 tons of stone, equal to the weight of 3,555 Statues of Liberty.

Installed 7,500 deep foundations that when put end to end total five round trips to the peak of Mount Everest. (A deep foundation is approximately 60 feet long and is used to stabilize the building.)

Poured enough concrete to fill the Tennessee Aquarium in Chattanooga 29 times.

Erected 18,000 tons of steel, equal to the weight of 18 cargo ships.

The 3,600-plus acre campus will include an Electric Vehicle Center and BlueOval SK battery plant. Detroit-based company Walbridge is the general contractor on BlueOval City and is overseeing construction.

Ford and joint venture partner SK On plan to create 5,800 jobs and invest \$5.6 billion in the project located about 40 miles away from Memphis. Production onsite is scheduled to begin in 2025.

Ford in Tennessee: Meet the 'real challenge chaser' leading Ford's BlueOval City construction

Ford's BlueOval City: How Megasite Authority divided up \$269 million in future PILOT funds

Omer Yusuf covers the Ford project in Haywood County, residential real estate and tourism for The Commercial Appeal. He can be reached via email Omer.Yusuf@commercialappeal.com or followed on Twitter [@OmerAYusuf](https://twitter.com/OmerAYusuf).

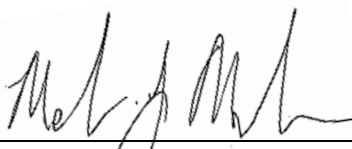
CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing was served via U.S. Mail or electronic mail upon:

Vance L. Broemel, Esq.
Senior Assistant Attorney General
Office of the Tennessee Attorney General
Consumer Advocate Division
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This the 19th day of December 2022.



Melvin J. Malone