



Exhibit 3

For a thriving New England

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June 29, 2021

via email

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RE: Docket 21-1107 Petition of GLOBAL FOUNDRIES US 2 LLC requesting Certificate of Public Good pursuant to 30 V.S.A. § 231, to operate a Self-Managed Utility

and

RE: Docket 21-1109 Petition of Green Mountain Power Corporation for approval to modify service territory pursuant to 30 V.S.A. § 249

Dear Shap and Justin:

Conservation Law Foundation (“CLF”) served its Initial Requests to Admit, Interrogatories and Requests to Produce on GLOBALFOUNDRIES U.S. 2 LLC (“GF”) on May 28, 2021. On June 11, 2021, GF served responses and a limited document production. CLF has reviewed GF’s initial responses and production and CLF is concerned that GF has raised meritless objections and impermissibly withheld discoverable information. Counsel for CLF contacted counsel for GF on June 25, 2021 to set up a time to discuss outstanding discovery concerns. On June 28, 2021, Counsel for GF identified June 30, 2021 as the soonest date available for such discussions. A subset of CLF’s outstanding concerns is summarized below. They are those most important to CLF’s immediate ability to represent its interests. CLF reserves the right to raise additional concerns at a later date. We look forward to speaking with you on June 30, 2021. As you know, the timely disclosure of discoverable information is essential to CLF’s ability to represent its interests in this matter.

Interrogatories

Interrogatory No. 1 asked GF to identify each person at GF and Mubadala Investment Company with knowledge about GF's proposed self-managed utility and/or GMP's proposed territory change. GF provide an incomplete response, stating GF's "prefiled testimony . . . will come from the personnel at GLOBALFOUNDRIES with the greatest depth and breadth of relevant knowledge on the subjects." GF's option to file direct testimony is separate and distinct from its obligations to adhere to V.R.C.P. 26 and 33. GF has failed to meet those obligations. In addition, GF raised general objections that Interrogatory No. 1 seeks information that is not relevant or proportional and that is overbroad and unduly burdensome. However, GF did not specify how or why those generalized objections are applicable to Interrogatory No. 1. As such, GF waived any such objection. Those objections are also without merit. GF filed its Petition in 21-1107-PET to establish a self-managed utility and filed an MOU in which GF and GMP agreed to terms that would allow GF to establish the SMU and would allow GMP to change its territory. The proposed SMU and territory change are central to these Proceedings. The people at GF and GF's parent company, Mubadala Investment Company, who have engaged in work pertaining to the proposed SMU and territory change also possess knowledge relevant and proportional to these Proceedings. To the extent a "large number of personnel at GLOBALFOUNDRIES *may* have knowledge," *see* GF's Response (emphasis added), CLF will agree to GF identifying only those persons at GF and Mubadala who have participated in the planning and work done to establish the self-managed utility and territory change, thereby limiting the potential group of people.

Interrogatory No. 2.d asks GF to identify and describe the annual energy consumption by each Person or entity operating out of the Essex facility from 2018 until the present. This information is highly relevant and proportional. GF claims the proposed SMU will serve only GF. If GF will in fact provide electricity to other Persons or entities, GF must disclose to whom and how much. However, GF did not provide a response to Interrogatory No. 2d. GF instead made a general objection that the Interrogatory seeks confidential and proprietary information concerning third parties that is not relevant or proportional. As noted above, such information is relevant and proportional to the issues presented in GF's Petition. In addition, because GF claims to carefully track electricity usage at its facility, the information requested likely already exists and is easily disclosable pursuant to V.R.C.P. 33. Moreover, GF waived its general objections by failing to specify how those objections are applicable to the actual information requested by Interrogatory No. 2.d. To the extent GF is claiming a privilege, please so identify according to the requirements of V.R.C.P. 26(b)(6)(A) and please produce a privilege log. If no privilege is being claimed, CLF suggests that GF produce a response subject to the terms of a V.R.C.P. 26(c) protective order, which CLF is happy to negotiate.

Interrogatory No. 6 requests GF to describe whether and the extent to which any electricity transmission or distribution equipment or servicing inventory in the Essex facility is insulated with or contains sulfur hexafluoride or perfluorocarbons. GF did not answer the interrogatory

and instead raised a general objection that the interrogatory “seeks information neither relevant nor proportional to the needs of the case.” GF has waived any such objection by failing to explain how or why Interrogatory No. 6 seeks irrelevant or disproportional information. GF’s general objection is also without merit. Sulfur hexafluoride or perfluorocarbons are often found in electricity transmission or distribution equipment or servicing inventory, like those GF maintains at its Essex facility. The presence of sulfur hexafluoride or perfluorocarbons is determinative of GF’s greenhouse gas emissions, which are at issue in this case.

Interrogatory No. 8.a asks GF to identify and describe all efforts and persons involved in GMP and GF’s MOU agreement to “use their best efforts to seek the support of the Department of Public Service.” GF raises the general objection that the interrogatory “seeks information neither relevant nor proportional to the needs of the case.” GF has waived any such objection by failing to specify how or why the objection is applicable to the information at issue in Interrogatory No. 8.a. The general objection is also without merit. The MOU was filed with the PUC in this matter. It forms the basis of GF and GMP’s agreement and the relief requested in GF and GMP’s respective Petitions. The contents of the MOU form the very crux of these Proceedings.

Interrogatory No. 10 asks GF to supplement its response to Q.PSD.GF.4, in which GF stated that it may at times engage in incidental operations that bring it within the scope of 30 V.S.A. § 203(2). GF raised general objections to Interrogatories 10.c and 10.b, stating that the Interrogatories call “for legal reasoning and contentions, and further objects to the extent it calls for information subject to the attorney-client privilege or work product doctrine.” GF has waived any such objection by failing to specify how or why its general objections are applicable to the actual information requested in Interrogatories 10.c and 10.d. Moreover, under V.R.C.P. 33(b), an “interrogatory otherwise proper is not necessarily objectionable merely because an answer to the interrogatory involves an opinion or contention that relates to fact or the application of law to fact.” Further, GF’s responses did not comply with V.R.C.P. 26(b)(6)(A), which requires that when a “party withholds information otherwise discoverable under these rules by claiming that it is privileged or subject to protection as trial-preparation material, the party shall make the claim expressly and shall describe the nature of” the privilege. To the extent the requested information is privileged, GF must describe the nature of that privilege and produce a privilege log.

Interrogatory No. 11.a asks GF to identify and describe the value of exports from the Essex facility for each year GF has owned the Essex facility. GF did not object. GF responded with data from 2016 through 2020 pertaining to GF’s “United States factories.” Please supplement your response to include the value of exports from the Essex facility, not all GF United States factories.

Interrogatory Nos. 12.a and 12.d seek information relevant to, and arising from, Mr. Rieder’s Direct Testimony pertaining to “operational cost of the [Essex facility] to support manufacturing.” GF raised general objections to Interrogatory Nos. 12.a through 12.d, stating that GF “objects on the ground that the request seeks confidential, commercially sensitive, and proprietary information neither relevant nor proportional to the needs of the case.” GF has

waived any such objection by failing to explain how or why its objections pertain to the information at issue in Interrogatory 12. To the extent the information requested is confidential, GF should produce the requested information pursuant to a V.R.C.P. 26(c) protective order. The information at issue in Interrogatory 12 is both relevant and proportional. The “cost of electricity” in relation to the “operational cost of the site to support manufacturing,” *see* Rieder at 11:17-19, is relevant and proportional to GF’s core request to establish an SMU capable of sourcing its own electricity. It is also relevant and proportional to GF’s assertion that GF may cease investing in the Essex facility if operational costs of manufacturing remain too high. Of course, the “cost of electricity” is only one of many costs relevant to the true “operational cost of the site to support manufacturing.” Limiting GF’s analysis and disclosure to electricity costs ignores all other relevant contributions to the actual “operational cost of the site to support manufacturing.” GF has acknowledged that other such costs exist. For example, on pages 3 and 5 of his Direct Testimony, Dr. Woolf speaks to several such relevant costs. The information at issue in Interrogatory 12 is subject to discovery under V.R.C.P. 26 and 33.

Interrogatory 16.b asks GF to describe the approach it used to calculate Scope 2 emissions presented in A.PSD.GF.14.b, and to provide all input data and citations. GF did not object but provided only a partial response that omitted all input data and citations. GF is requested to provide all input data and citations, including but not necessarily limited to the “electricity used” and the “emissions factor” that GF said it receives from GMP. To the extent there are more than one such factor or set of input data, please describe and produce them all.

Interrogatory 17.a seeks greenhouse gas emissions levels from the Malta facility and the East Fishkill facility for the last 5 years using the same format GF used in A.PSD.GF.14.b.

Interrogatory 17.b asks GF to list the total emissions for each type of gas at the Malta Facility and the East Fishkill facility under the corresponding categories: Subpart I, Subpart C, and Scope 2. CLF can obtain Scope 1 emissions from the EPA website and is happy to do so. However, CLF renews its requests for Scope 2 emissions data at the Mata and East Fishkill facilities. That nonprivileged information is both relevant and proportional to the needs of this case. *See* V.R.C.P. 26(a). GF currently sources its own electricity for the Malta and East Fishkill facilities and is requesting that the PUC grant GF the ability to do so at the Essex facility. GF also requests that the PUC exempt GF from 30 V.S.A. ch. 89 and from the greenhouse gas emissions reduction requirements of Vermont’s Global Warming Solutions Act (“Act 153”). Accordingly, the manner in which GF sources electricity and the corresponding Scope 2 emissions at the Malta and East Fishkill facilities is highly relevant and proportional to GF’s Petition relating to the Essex facility and the relief that GF seeks. That information already exists and is already in GF’s possession and control. It is not burdensome to produce. The information is discoverable under V.R.C.P. 26 and 33.

Requests to Produce

GF raises general objections to Requests to Produce Nos. 1, 3, 4, 5, 6, 7, 8, 9, 10, 13, 14, 15, and

16, stating that it objects to the extent this request seeks disclosure of documents subject to attorney-client privilege, the work product doctrine, or the common interest doctrine. Vermont Rule of Civil Procedure 26(b)(6)(A) requires that “[w]hen a party withholds information otherwise discoverable under these rules by claiming that it is privileged or subject to protection as trial-preparation material, the party shall make the claim expressly and shall describe the nature of the documents, communications, or things not produced or disclosed in a manner that, without revealing information itself privileged or protected, will enable other parties to assess the applicability of the privilege or protection.” GF has failed to do so as to each Request to Produce named above. CLF requests that GF supplement its discovery responses by specifying any such privilege and describing the nature of any materials withheld subject to a privilege. CLF also requests that GF prepare and produce a privilege log containing those specifications and descriptions. To the extent nonprivileged information was withheld, CLF requests that GF promptly produce all such information.

GF raises objections as to Requests to Produce Nos. 1, 3, 4, 6, and 13, but fails to state whether any responsive materials were withheld on the basis of those objections.¹ Vermont Rule of Civil Procedure 34(b) requires that a party “state whether any responsive materials are being withheld on the basis of [an] objection. If objection is made to part of an item or category, the objection must specify the part and permit inspection of the rest.” GF has failed to fulfil its obligations under Rule 34(b) as to any of the Requests to Produce listed above. GF is requested to supplement its discovery responses to specify whether it has withheld any requested materials.

GF raises general objections to Requests to Produce Nos. 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 13, 14, 15, and 16, stating that it objects on the ground that this request is overbroad and unduly burdensome and calls for the production of proprietary and sensitive documents that are not proportional to the needs of the case. There are two issues with these blanket objections. First, Vermont Rule of Civil Procedure 34(b) requires that a party who objects to a discovery request “state with specificity the grounds for objecting to the request, including the reasons.” GF’s general objections fail to do so. GF does not explain how or why its objections are applicable to any of CLF’s Requests to Produce. GF has thus waived any such objection. Second, V.R.C.P. 26 requires production of all nonprivileged, relevant, and proportional materials. As is more fully stated below, CLF’s various Requests seek relevant and proportional information. To the extent GF is withholding nonprivileged materials that are “proprietary” or “sensitive,” CLF requests that GF produce those materials subject to a V.R.C.P. 26(c) protective order, the terms of which CLF is happy to negotiate with GF. GF is generally obligated to produce all nonprivileged materials requested by CLF. *See* V.R.C.P. 26(a).

CLF incorporates each of the three responses immediately above into each corresponding

¹ GF did not produce any materials responsive to Requests to Produce Nos. 2, 5, 7, 8, 9, 10, 14, 15, or 16. Although GF did not state whether it withheld materials responsive to those Requests, as is required by V.R.C.P. 33(b), GF’s nonproduction implies a statement to that effect.

response below:

- Request to Produce No. 2 seeks, in relevant part, organization charts for GF. The GF organization charts are relevant and proportional to the needs of this proceeding. GF's Petition seeks to establish the proposed SMU in a division within GF's organizational structure rather than as a separate entity. As such, GF's organizational structure is central to GF's Petition, and CLF's request is relevant and proportional to the needs of this Proceeding. The GF organization charts are discrete and very likely already exist. As such, it is neither burdensome nor overbroad to produce such charts. CLF is willing to forgo its initial request for the Mubadala organization charts.
- Request to Produce No. 3 (a through f) seeks documents relevant to GF's Petition, which itself requests that the proposed SMU be subject to "de minimis" regulation. The Petition specifically asks the PUC to exempt GF from regulation under 30 V.S.A. §§ 101-104, 204, 209, § 8002(23), 30 V.S.A. ch. 89, Commission Rule 5.200, and other provisions. The provisions listed in Request to Produce No. 3 are central to GF's Petition and are therefore relevant and proportional to this Proceeding. Moreover, CLF has tailored its request for such documents to a subset of the many provisions GF has asked to be exempted from. CLF's request is *per se* limited in scope, not overly broad. GF is not significantly burdened by producing a finite set of documents central to its Petition. CLF has already reviewed GF's Petition and the accompanying documents filed in Docket No. 21-11207-PET. Those filings do not satisfy GF's discovery obligations under V.R.C.P. 26 and 34.
- Request to Produce No. 6 seeks communications between GF employees and/or agents, and communications between GF, GMP, VTransco, and/or any employee of the State of Vermont pertaining to GF's Petition and the requests made therein, the MOU, and the Letter of Intent dated March 11, 2021. As noted above, GF has not expressly claimed application of any privilege or described the nature of any privileged communication relevant to this Request. The requested communications pertain to the core documents at issue in this Proceeding: GF's Petition, the MOU, and the Letter of Intent dated March 11, 2021. GF placed those documents, and their contents, in issue by filing them in this Proceeding and predicating the relief GF seeks on those materials. Communications pertaining to those documents and their contents are relevant and proportional. *See* V.R.C.P. 26(a). Those communications are also finite because GF is only obligated to produce communications within its possession, custody, or control. *See* V.R.C.P. 34. Such communications will be in the possession, custody, and control of the finite number of GF employees and/or agents who have worked on matters relevant to the Petition, MOU, and Letter of Intent dated March 11, 2021. GF can search for and produce e-mails, telephone voice messages, and other forms of communication with relative ease, as litigants routinely do pursuant to their V.R.C.P. 34 obligations. CLF's Request is

reasonable, discrete, and not unduly burdensome.

- Requests to Produce No. 8.a and 8.b seek documents relevant and proportional to the manner GF proposes to source energy for the Essex facility. GF currently sources its own energy for the Malta and East Fishkill facilities. GF's Petition seeks to source GF's own energy for the Essex facility. The Malta and East Fishkill facilities provide clear, relevant, and proportional examples of the manner in which GF is likely to source energy for the Essex facility. This is especially true if GF will obtain savings by sourcing energy for the New York and Vermont facilities from a common provider. Moreover, production of documents pertaining to those energy sources is not burdensome. GF has acknowledged that it independently sources energy for its New York facilities. Thus, GF has documents pertaining to those energy sources in its possession, custody, and control. GF may gather those documents and produce them without unreasonable expense or effort. The documents at issue in Request to Produce No. 8 are discoverable under V.R.C.P. 26 and 34.
- Request to Produce No. 9 seeks documents relevant and proportional to GF's assertion that unless the PUC allows GF to establish an SMU at the Essex facility, GF may cease new investments in that facility and may choose to leave Vermont entirely. Request to Produce No. 10 seeks communications relevant and proportional to that same assertion, which has been advanced in GF's Petition and by Mr. Rieder in his Direct Testimony. Documents and communications pertaining to that assertion are not unreasonably burdensome to gather or produce. Pertinent board meeting minutes, memoranda, white papers, financial analyses, and business analyses may be easily searched for in existing computer files and may be easily transmitted to CLF as pdf attachments to an e-mail. The finite number of communications made by and between a finite number of GF employees and/or agents may be obtained with relative ease from GF's e-mail servers, saved telephone voice messages, and other easily accessible locations. Such searches and productions are routinely conducted by Vermont litigants. All nonprivileged documents and communications responsive to Request to Produce Nos. 9 and 10 are discoverable under V.R.C.P. 26 and 34.
- Request to Produce No. 15 seeks an accurate and complete "2020 Unit Cost" for GF's Malta, East Fishkill, and Essex facilities, not a 2020 Unit Cost derived merely from per kWh costs, which is but one of many costs comprising the true Unit Costs. CLF's request is relevant and proportional because it pertains directly to the "2020 Unit Cost" in GF's Petition. *See* V.R.C.P. 26(a). It is also relevant and proportional to GF's contention that energy prices paid by the Essex facility are rendering GF's per Unit Cost uncompetitive. Request to Produce No. 15 is reasonable and is not burdensome or overbroad. GF contends that it tracks unit costs closely. GF almost certainly possesses documents containing accurate and complete 2020 Unit Costs for GF's Malta, East



Fishkill, and Essex facilities. GF could easily produce any such existing documents to CLF as a pdf attachment to an email.

- Request to Produce No. 16 seeks the lease, rental, and use agreements; and the invoices, statements, and other documents related to each Person or entity identified in Interrogatory No. 2. In response to Interrogatory No. 2, GF identified ASK-IntTag, LLC, New England Federal Credit Union, Garnet EMS, Marvell, and IBM as entities operating at the Essex facility. Request to Produce No. 16 is relevant and proportional to the needs of this Proceeding because entities operating at the Essex facility will be extricated from GMP's service territory and will thereafter presumably be served by the SMU. *See* V.R.C.P. 26(a). If electricity flows through the SMU to other Persons or entities operating at the Essex facility, GF must disclose to whom and how much. The lease, rental, and use agreements; and the invoices, statements, and other documents are relevant and proportional to GF's Petition and the proposed SMU. *See* V.R.C.P. 26(a). Request to Produce No. 16 is also reasonable and is not burdensome. GF very likely possesses electronic and physical copies of any lease, rental agreement, use agreement, and supporting materials, and can easily gather and transmit those materials to CLF without unreasonable cost or effort. GF's objection that the materials at issue in Request to Produce No. 16 are nonpublic is without merit. Nonpublic materials are discoverable so long as they are relevant, proportional, and nonprivileged. *See* V.R.C.P. 26(a). To the extent the materials are confidential, a V.R.C.P. 26(c) protective order can assuage such concerns. The materials at issue in Request to Produce No. 16 are discoverable.

I look forward to speaking with you on June 30 about these outstanding concerns.

Sincerely,

/s/ Chase S. Whiting
Chase Whiting
Staff Attorney