



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

February 15, 2023

Alan L. Dye
Hogan Lovells US LLP

Re: NextEra Energy, Inc. (the "Company")
Incoming letter dated December 30, 2022

Dear Alan L. Dye:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by Sarah Hazlegrove (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(f) because the Proponent did not comply with Rule 14a-8(b)(1)(i). As required by Rule 14a-8(f), the Company notified the Proponent of the problem, and the Proponent failed to adequately correct it. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rules 14a-8(b)(1)(i) and 14a-8(f).

Copies of all of the correspondence on which this response is based will be made available on our website at <https://www.sec.gov/corpfin/2022-2023-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: Freeda Cathcart



Hogan Lovells US LLP
Columbia Square
555 Thirteenth Street, NW
Washington, DC 20004
T +1 202 637 5600
F +1 202 637 5910
www.hoganlovells.com

Rule 14a-8(b)
Rule 14a-8(f)(1)

December 30, 2022

VIA E-MAIL (shareholderproposals@sec.gov)

Office of Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: NextEra Energy, Inc.
Shareholder Proposal of Sarah Hazlegrove

Dear Ladies and Gentlemen:

On behalf of NextEra Energy, Inc. (the “*Company*”), we are submitting this letter pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934 to notify the Securities and Exchange Commission (the “*Commission*”) of the Company’s intention to exclude from its proxy materials for its 2023 annual meeting of shareholders (the “*2023 Proxy Materials*”) a shareholder proposal (the “*Proposal*”) submitted to the Company by Sarah Hazlegrove (the “*Proponent*”). We also request confirmation that the staff of the Division of Corporation Finance (the “*Staff*”) will not recommend to the Commission that enforcement action be taken if the Company omits the Proposal from its 2023 Proxy Materials for the reasons discussed below.

In accordance with *Staff Legal Bulletin No. 14D* (Nov. 7, 2008) (“*SLB No. 14D*”), this letter and its exhibits are being delivered by e-mail to shareholderproposals@sec.gov. Pursuant to Rule 14a-8(j), a copy of this letter and its exhibits also is being sent to the Proponent. Rule 14a-8(k) and *SLB No. 14D* provide that a proponent is required to send the Company a copy of any correspondence which the proponent elects to submit to the Commission or the Staff. Accordingly, we hereby inform the Proponent that if the Proponent elects to submit additional

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Division of Corporation Finance
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correspondence to the Commission or the Staff relating to the Proposal, the Proponent should concurrently furnish a copy of that correspondence to the undersigned by e-mail.

Pursuant to the guidance provided in Section F of *Staff Legal Bulletin 14F* (Oct. 18, 2011) (“*SLB No. 14F*”), we ask that the Staff provide its response to this request to the undersigned via e-mail at the address noted in the last paragraph of this letter.

The Company currently intends to file its definitive 2023 Proxy Materials with the Commission more than 80 days after the date of this letter.

THE PROPOSAL

The Proposal sets forth the following resolution to be voted on by shareholders at the Company’s 2023 annual meeting of shareholders (the “*2023 Annual Meeting*”):

Resolved: Shareholders request that NextEra Energy issue a report at reasonable cost and omitting proprietary information describing how it is responding to the risk of stranded assets of planned natural gas based infrastructure and assets as the global response to climate change intensifies.

A copy of the Proponent’s complete submission, including the Proposal, supporting statement, and related materials, is attached hereto as Exhibit A.

BASIS FOR EXCLUSION OF THE PROPOSAL

As discussed more fully below, the Company believes that it may omit the Proposal from its 2023 Proxy Materials pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1) because the Proponent failed to provide, within fourteen (14) days of receipt of the Company’s proper request, the requisite proof of continuous stock ownership in accordance with Rule 14a-8(b)(1).

BACKGROUND

On December 1, 2022, the Company received an e-mail submission from the Proponent which included the Proposal and a cover letter. Although the cover letter submitting the Proposal included a statement that the Proponent had “continuously beneficially owned, for at least 1 year as of the date hereof, at least \$25,000 worth of the Company’s common stock. Verification of this ownership is attached,” the submission did not include verification of the Proponent’s continuous ownership of the requisite amount of the Company’s common stock in accordance with Rule 14a-8(b) (the “*Ownership Deficiency*”).

After confirming that the Proponent was not a registered owner of the Company’s common stock, the Company informed the Proponent of the Ownership Deficiency in a letter e-

mailed and sent by express delivery to the Proponent and her representative, Freeda Cathcart, on December 7, 2022 (the “**First Deficiency Letter**”), a copy of which is attached hereto as Exhibit B. In compliance with Rule 14a-8(f), the First Deficiency Letter was sent to the Proponent within 14 days of the date the Company received the Proposal. The First Deficiency Letter stated, *inter alia*:

- the proof of ownership requirements as set forth in Rule 14a-8(b)(1);
- an explanation as to how the Proponent could cure the Ownership Deficiency, attaching copies of Rule 14a-8, SLB No. 14F and *Staff Legal Bulletin 14G* (October 26, 2012) (“**SLB No. 14G**”); and
- that any response had to be postmarked or transmitted electronically to the Company no later than 14 calendar days from the date the Proponent received the Deficiency Letter.

On December 8, 2022, the Proponent responded to the First Deficiency Letter by e-mail, which included a letter from UBS Financial Services Inc. dated December 1, 2022, (the “**UBS Letter**”) which stated that “Sarah Hazlegrover (*sic*) has authorized UBS Financial Services Inc. to provide the attached trade confirmations.” Attached to the UBS Letter were various redacted image files of trade purchase confirmation statements dated August 20, 2021, August 18, 2021 and January 7, 2014, as well as a statement dated October 27, 2020 regarding a Company stock split (collectively, the “**UBS Trade Statements**”). The Proponent’s response also included two image files labeled “Tax Lots Details,” each dated December 8, 2022 (the “**Tax Lot Details**”), which referenced the purchase dates for “NEXTERA ENERGY INC COM.” The Tax Lot Details image files appear to be screenshots from a website, but they do not contain any information indicating their source, they are not on UBS letterhead, and they are not referenced in the UBS Letter (which refers only to “trade confirmations”). The UBS Letter, the UBS Trade Statements and the Tax Lot Details are attached hereto in Exhibit C.

As discussed below, because none of the UBS Letter, the UBS Trade Statements or the Tax Lot Details provided evidence of continuous ownership of a specific amount of Company securities owned continuously over a specified period of time, they were deficient in curing the Ownership Deficiency.

In response to the Proponent’s December 8, 2022 submission, and in consideration of *Staff Legal Bulletin No. 14L* (Nov. 23, 2021) (“**SLB No. 14L**”), which contemplates that it may be appropriate for companies to send a second deficiency notice to “identify any specific defects in the proof of ownership letter, even if the company previously sent a deficiency notice prior to receiving the proponent’s proof of ownership,” the Company e-mailed and sent by express delivery a second notice of deficiency to the Proponent on December 12, 2022 (the “**Second Deficiency Letter**”), which is attached hereto as Exhibit D. The Second Deficiency Letter

explained to the Proponent that (1) “you must provide a written statement from the record holder of your shares (usually a broker or bank) and a participant in the Depository Trust Company verifying that, at the time the Proposal was submitted, you held, and have continuously held, the requisite number of shares of NextEra common stock for at least the requisite period preceding and including December 1, 2022,” and (2) the “certain trade confirmations and investment statements, are not sufficient to establish your eligibility to submit the Proposal because they do not establish that you have continuously owned a number of shares of NextEra common stock for a sufficiently long period of time to satisfy any of the [ownership requirements of Rule 14a-8(b)].” The Company also re-attached the First Deficiency Letter as an addendum to the Second Deficiency Letter, which included copies of Rule 14a-8, SLB No. 14F and SLB No. 14G.

Pursuant to Rule 14a-8(f)(1), the Proponent’s response to the Second Deficiency Letter establishing her eligibility to submit the Proposal was required to be postmarked or transmitted to the Company by December 26, 2022.

On December 27, 2022, the Proponent responded to the Second Deficiency Letter via e-mail, submitting a letter (the “**Second Proponent Response**”) which is attached hereto as Exhibit E. The Second Proponent Response, which was signed by the Proponent, included a statement saying “I confirm that I owned the required amount of NextEra Energy common stock continuously for the required amount of time when I submitted my shareholder resolution . . . My ownership of the required shares was previously submitted to you in the form of my UBS brokerage account statement.” The Second Proponent Response did not include an affirmative written statement from UBS Financial Services Inc., the record holder for the securities, establishing that the Proponent had continuously owned a number of shares of common stock for a period of time sufficient to satisfy any of the ownership requirements of Rule 14a-8(b).

Subsequently, on December 30, 2022, the Proponent responded once again via e-mail, attaching a letter (the “**Second UBS Letter**”) from UBS Financial Services Inc., which letter is attached hereto as Exhibit F. The Second UBS Letter included a statement from the broker stating that “[the Proponent] purchased the stock here originally in 80 shares in July 2014, received 240 as a dividend in 220 and bought 30 in August 2021 and have not sold any of the shares we currently hold.”

ANALYSIS

The Proposal May be Excluded under Rule 14a-8(b) and Rule 14a-8(f)(1) Because the Proponent Failed to Timely Establish Eligibility to Submit the Proposal

The Company may exclude the Proposal under Rule 14a-8(b) and Rule 14a-8(f)(1) because the Proponent failed to timely substantiate her eligibility to submit the Proposal in compliance with Rule 14a-8, after the Company properly notified the Proponent twice of the Ownership Deficiency.

Under Rule 14a-8(b)(1), to be eligible to submit a proposal, a proponent must have continuously held: (i) at least \$2,000 in market value of the company's securities entitled to vote on the proposal for at least three years; (ii) at least \$15,000 in market value of the company's securities entitled to vote on the proposal for at least two years; or (iii) at least \$25,000 in market value of the company's securities entitled to vote on the proposal for at least one year, in each case, as of the submission date of the proposal.

Under Rule 14a-8(b)(2), if a proponent is not a registered shareholder of a company and has not made a filing with the Commission detailing the proponent's beneficial ownership of shares in the company (as described in Rule 14a-8(b)(2)(ii)(B)), the proponent has the burden of proving that it meets the beneficial ownership requirements of Rule 14a-8(b)(1) by submitting to the company a written statement from the "record" holder of the securities verifying that, at the time the proponent submitted the proposal, the proponent continuously held the requisite amount of such securities for the requisite time period. If the proponent fails to provide proof of ownership, the company may exclude the proposal, but only if the company notifies the proponent in writing of the deficiency within 14 calendar days of receiving the proposal and the proponent fails to correct it. A proponent's response to the notice of deficiency must be postmarked or transmitted electronically to the company no later than 14 days from the date the proponent receives the notice.

The Staff has consistently concurred in the exclusion of proposals when, following a timely and proper request by a company to furnish evidence of continuous share ownership, the proponent failed to provide proof of ownership within 14 calendar days from the date of receipt of the notice. For example, *in FedEx Corp.* (June 5, 2019), the Staff permitted exclusion of a proposal under Rules 14a-8(b) and 14a-8(f) where the proponent e-mailed a broker letter establishing proof of his ownership 15 calendar days after receiving the company's notice of deficiency. In its response to the company's no-action request, the Staff stated "We note that the Proponent appears to have failed to supply, within 14 days of receipt of the Company's request, documentary support sufficiently evidencing that he satisfied the minimum ownership requirement." *See, also Colgate-Palmolive Company* (Jan. 26, 2022); *Cisco Systems, Inc.* (Aug. 6, 2021); *AT&T Inc. (Steiner)* (Dec. 23, 2020); *Huntsman Corp.* (Jan 16, 2020). In addition, account statements from brokers do not satisfy the requirements of Rule 14a-8(b)(1) because they do not demonstrate continuous ownership of a company's securities for the requisite period. The Staff addressed whether account statements satisfy the continuous ownership requirements of Rule 14a-8(b)(1) in *Staff Legal Bulletin No. 14* (July 13, 2001):

(2) Do a shareholder's monthly, quarterly or other periodic investment statements demonstrate sufficiently continuous ownership of the securities?

No. A shareholder must submit an affirmative written statement from the record holder of his or her securities that specifically verifies that the shareholder owned the securities *continuously* for a period of one year as of the time of submitting the proposal.

Accordingly, the Staff has consistently permitted exclusion of proposals under Rule 14a-8(f)(1) where the proponent submitted as purported proof of ownership a brokerage or account statement showing only the proponent's ownership as of a certain date or dates. *See, e.g., Churchill Downs Inc.* (Feb. 1, 2021) (permitting exclusion of a shareholder proposal where the proponent provided monthly brokerage account statements); *FedEx Corp.* (Jun. 28, 2018) (permitting exclusion of a shareholder proposal where the proponent supplied an account statement, broker trade confirmation and a spreadsheet from the proponent's online brokerage account); *PepsiCo, Inc.* (Jan. 20, 2016) (permitting exclusion of a shareholder proposal where the proponent supplied an account statement showing ownership of company shares as of a certain date); *Int'l Business Machines Corp.* (Jan. 31, 2014) (permitting exclusion of a proposal where the proponent provided a "Security Record and Position Report" that showed ownership of a quantity of company shares held as of a certain date); *E.I. du Pont de Nemours and Co.* (Jan. 17, 2012) (permitting exclusion of a proposal where the proponent provided a one-page excerpt from proponent's monthly brokerage statement); *Verizon Communications Inc.* (Jan. 25, 2008, *recon. denied* Feb. 4, 2008) (permitting exclusion of proposal where the proponent submitted broker letter showing date of purchase of stock and ownership as of date of submission of proposal); *General Motors Corp.* (Apr. 5, 2007) (permitting exclusion of a shareholder proposal where the proponent supplied account summary that provided share totals and market values as of two dates nine months apart); *Yahoo! Inc.* (Mar. 29, 2007) (permitting exclusion of proposal where proponent supplied account statements, trade confirmations, email correspondence, webpage printouts and other selected account information).

The Proponent is not a registered shareholder of the Company and has not made a filing with the Commission reporting her beneficial ownership of the Company's common stock. Therefore, the Proponent is responsible for proving her eligibility to submit a proposal to the Company through a written statement from the "record" holder as described above.

After receiving the Proposal and verifying that the Proponent was not a registered shareholder, the Company timely submitted the First Deficiency Letter notifying the Proponent of the Ownership Deficiency and explaining how the deficiency could be cured. The Proponent responded by providing the UBS Letter, the UBS Trade Statements and the Tax Lot Details. However, none of the UBS Letter, the UBS Trade Statements or the Tax Lot Details included an affirmative written statement from the record holder of the Company's securities that specifically

verifies that the Proponent owned the securities continuously for the requisite time period as of the time of submitting the Proposal. Instead, the documents established only that the Proponent owned Company securities on certain dates in the past. As demonstrated by the Staff guidance and precedent cited above, trade statements and account statements are insufficient verification of continuous ownership under Rule 14a-8(b).

Upon receiving the foregoing documents from the Proponent, and in accordance with the guidelines of SLB No. 14L, the Company timely provided a *second* notice of deficiency to the Proponent informing her that the Proponent had still not cured the Ownership Deficiency and explaining how the deficiency could be cured. Pursuant to Rule 14a-8(f)(1), the Proponent's response to the Second Deficiency Letter to cure the Ownership Deficiency was required to be postmarked or transmitted to the Company by December 26, 2022. One day after the deadline for a response, on December 27, 2022, the Proponent provided the Second Proponent Response to the Company. Although this response was submitted after the deadline imposed by Rule 14a-8(f)(1), even if it had been submitted timely, the Second Proponent Response did not cure the Ownership Deficiency. As the Company explained in the Second Deficiency Letter, account and brokerage statements do not verify eligibility to submit a shareholder proposal under Rule 14a-8(b), and the Proponent's repeated statements (in the original submission and the Second Proponent Response) that she continuously owned the securities do not suffice as a statement from the record holder of the securities confirming continuous ownership.

Finally, on December 30, 2022, four days after the deadline to cure the Ownership Deficiency, the Proponent e-mailed to the Company the Second UBS Letter. Although the Second UBS Letter did provide an affirmative written statement from the record holder of the securities that the Proponent had held the Company's securities continuously through the date of the Proposal's submission, the letter was not submitted within 14 days of receipt of the Company's proper notice of deficiency. Therefore, as in *FedEx Corp.* (June 5, 2019) and the other Staff precedent cited above, the Proponent did not provide timely evidence of her ownership of the Company's common stock in accordance with Rule 14a-8(b).

CONCLUSION

We respectfully request that the Staff concur with the Company's view that the Company may exclude the Proposal from its 2023 Proxy Materials under Rule 14a-8(b) and Rule 14a-8(f)(1) and confirm that it will not recommend enforcement action to the Commission if the Company so excludes the Proposal.

Office of Chief Counsel
Division of Corporation Finance
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December 30, 2022

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If you have any questions or need additional information, please feel free to contact me at (202) 637-5737. When a written response to this letter is available, I would appreciate your sending it to me by e-mail at alan.dye@hoganlovells.com.

Sincerely,

A handwritten signature in cursive script that reads "Alan L. Dye".

Alan L. Dye

Enclosures

cc: W. Scott Seeley (NextEra Energy, Inc.)
Sarah P. Hazlegrove
Freedra Cathcart

Exhibit A

Copy of the Proposal and Related Correspondence

From: sarah hazlegrove <[REDACTED]>
Sent: Thursday, December 01, 2022 2:48 PM
To: Seeley, Scott <[REDACTED]>
Cc: Freeda Cathcart <[REDACTED]>
Subject: Shareholder Resolution

Dear Mr. Seeley,

I am a shareholder of Nextera Energy. I sent by mail today the requisite information for submitting a shareholder resolution. I am sending you the same information by email, as a back up in case the express mail delivery does not arrive in time. It is due to arrive by 6:00 pm tomorrow.

The only documentation that I am not furnishing you at this moment is proof from my Stock broker of the 398 shares of NextEra Energy I hold in my account at UBS. That information will be forthcoming after the weekend.

Sincerely,
Sarah Hazlegrove

VIA POSTAL MAIL

NextEra Energy, Inc.
P.O. Box 14000
700 Universe Boulevard
Juno Beach, Florida 33408-0420
Attn: W. Scott Seeley, Corporate Secretary

December 1, 2022

Re: Shareholder proposal for 2023 Annual Shareholder Meeting

Dear Mr. Seeley,

I, Sarah Hazlegrove, am submitting the attached proposal (the "Proposal") pursuant to the Securities and Exchange Commission's Rule 14a-8 to be included in the proxy statement of NextEra Energy, Inc. (the "Company") for its 2023 annual meeting of shareholders. I, Sarah Hazlegrove, am the lead filer for the Proposal.

I, Sarah Hazlegrove, have continuously beneficially owned, for at least 1 year as of the date hereof, at least \$25,000 worth of the Company's common stock. Verification of this ownership is attached. Sarah Hazlegrove intends to continue to hold such shares through the date of the Company's 2023 annual meeting of shareholders.

We are available to discuss this issue and appreciate the opportunity to engage and seek to resolve the Proponent's concerns. Please send future correspondence and communications regarding this proposal to my representative Freeda Cathcart who can be contacted at [REDACTED] and [REDACTED]. Sarah Hazlegrove and Freeda Cathcart are available to meet with the Company via teleconference on 12/12, 12/13 and 12/14.

Representation – Important Notice

Please be advised that Sarah Hazlegrove will hereafter be using a representative regarding the management of this proposal. Please send any correspondence regarding this proposal including deficiency notices, no action requests or engagement scheduling to Freeda Cathcart who can be contacted at [REDACTED] and [REDACTED] and [REDACTED] and [REDACTED]. I authorize the representative to speak on my behalf, negotiate withdrawal of the proposal and engage with the company and its representatives.

Sincerely, SARAH P. HAZLEGROVE



Report on risk and impacts of natural gas use

Whereas:

The Intergovernmental Panel on Climate Change **has issued**¹ a “dire warning about the consequences of inaction” and emphasized the urgency of more ambitious climate action. Utilities have a critical role in mitigating climate risks. Already, the sector is undergoing a rapid transition away from coal, but growing reliance on natural gas creates ongoing risk. Natural gas is a major contributor to climate change due to methane leaks and routine combustion emissions.

Despite over 100 countries committing² to reduce methane emissions 30% by 2030 compared to 2020, preliminary analysis³ showed an annual increase in atmospheric methane during 2021. Methane is an accelerant of extreme weather events and over 25 times more potent⁴ a greenhouse gas than carbon.

Investing in **new gas infrastructure**⁵ may be uneconomic and result in costly stranded assets comparable to early retirements now occurring for coal. While **some low-carbon scenarios**⁶ show gas use continuing, they rely on carbon removal technologies – a risky assumption since the technology has yet to prove economic at scale.

Existing alternatives to natural gas -- including renewables plus storage, electrification, and energy efficiency -- are increasingly cost-effective for meeting energy needs while reducing climate impacts. Cities are setting policies prohibiting **gas hookups for new buildings**⁷ in favor of safer, healthier electric buildings. Furthermore, states, cities, and **large consumers are setting ambitious renewable energy targets**⁸, which utilities will need to supply or risk losing business.

¹ <https://www.ipcc.ch/report/ar6/wg2/>

² <https://www.globalmethanepledge.org/>

³ <https://www.noaa.gov/news-release/increase-in-atmospheric-methane-set-another-record-during-2021>

⁴ <https://www.epa.gov/gmi/importance-methane>

⁵ <https://rmi.org/a-bridge-backward-the-risky-economics-of-new-natural-gas-infrastructure-in-the-united-states/>

⁶ <https://www.ipcc.ch/sr15/chapter/chapter-2/>

⁷ <https://www.cnn.com/2021/12/15/new-york-city-is-banning-natural-gas-hookups-for-new-buildings.html>

⁸ https://www.greentechmedia.com/articles/read/facebook-and-google-voluntary-renewables-deals-wont-clean-up-the-grid?utm_medium=email&utm_source=Daily&utm_campaign=GTMDaily

While NextEra Energy (the Company) is to be commended for taking **climate conscious steps**⁹, including its “real-zero” by 2045 commitment, investors lack sufficient information about if or how the Company can reconcile its build out of natural gas infrastructure and remain aligned with global climate goals as well as achieving “real-zero” by 2045.

The Company is a partner in the Mountain Valley Pipeline (an expensive new natural gas infrastructure project still under construction). This project is incongruent with investors’ desire for the Company to align with the Climate Action 100+ initiative¹⁰. This indicates that the Company may not be sufficiently addressing commitments for new natural gas infrastructure projects to be reconciled with climate stability goals or the existence of increasingly low cost, clean energy pathways.

Shareholders are concerned that the Company’s continued involvement in projects like the Mountain Valley Pipeline is increasing its exposure to climate-related risks by investing in significant gas holdings that may become stranded assets.¹¹ Already the Company has written off \$800 million this year on top of the \$1.2 billion write off from 2021 from the Mountain Valley Pipeline investment.

Resolved:

Shareholders request that NextEra Energy issue a report at reasonable cost and omitting proprietary information describing how it is responding to the risk of stranded assets of planned natural gas based infrastructure and assets as the global response to climate change intensifies.

⁹ <https://www.nexteraenergy.com/company/work/battery-storage.html>

¹⁰ <https://www.climateaction100.org/company/nextera-energy-inc/>

¹¹ <https://news.mit.edu/2022/stranded-assets-could-exact-steep-costs-fossil-energy-producers-investors-0819>

RE: Intent to Hold Shares

To Whom It May Concern:

By this letter I hereby express my intent to hold a sufficient value of stock (as defined within SEC Rule 14a-8) from the time of filing a shareholder proposal through the date of the subsequent annual meeting of shareholders.

This statement of intent acknowledges this responsibility under SEC rules, and applies to the shares of any company that I own at which a shareholder proposal is filed (whether directly or on my behalf). This statement of intent is intended to be durable, and forward-looking as well as retroactive.

Sincerely,



Exhibit B

Copy of First Deficiency Letter

From: Seeley, Scott

Sent: Wednesday, December 07, 2022 4:20 PM

To: 'sarah hazlegrove' <[REDACTED]>

Cc: Freeda Cathcart <[REDACTED]>

Subject: RE: Shareholder Resolution

Dear Sarah Hazlegrove,

Since we have not received your share ownership information as of this afternoon, the attached letter advises you of that in provides information relevant to providing proper documentation of your ownership.

Sincerely,

Scott Seeley

W. Scott Seeley
Vice President, Compliance & Corporate Secretary



Via Email and UPS Overnight Delivery

December 7, 2022

Ms. Sarah P. Hazlegrove
[REDACTED]

Re: Shareholder Proposal for NextEra Energy, Inc. ("NextEra Energy") 2023 Annual Meeting

Dear Ms. Hazlegrove:

We are in receipt of your e-mail dated December 1, 2022, which transmitted a shareholder proposal requesting a report on how the Company is responding to the risk of stranded assets of planned natural gas-based infrastructure and assets as the global response to climate change intensifies (the "Proposal"). We received the e-mail on December 1, 2022.

The purpose of this letter is to inform you that, for the following reasons, we believe that your submission does not comply with Rule 14a-8 under the Securities Exchange Act of 1934 and therefore is not eligible for inclusion in NextEra Energy's 2023 proxy statement.

Verification of Ownership

As you know, Rule 14a-8(b) provides that, to be eligible to submit a shareholder proposal, a proponent must have continuously held a minimum of company securities entitled to be voted on the proposal of: (1) at least \$2,000 in market value for at least three years; (2) at least \$15,000 in market value for at least two years; or (3) at least \$25,000 in market value for at least one year, prior to the date the proposal is submitted. Ownership may be substantiated in either of two ways:

1. you may provide a written statement as the record holder(s) of the shares of NextEra Energy common stock beneficially owned by you as the Proponent, verifying that, on December 1, 2022, when you submitted the Proposal, you had continuously held the requisite number or value of shares of NextEra Energy's common stock for the applicable time frame; or
2. you may provide a copy of a filed Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or any amendment to any of those documents or updated forms, reflecting the ownership by you as the Proponent of the requisite number or value of shares of NextEra Energy's common stock as of or before the date on

NextEra Energy, Inc.

which the eligibility period began, together with your written statement that you, as the Proponent continuously held the shares for the applicable time frame as of the date of the statement.

The staff of the SEC's Division of Corporation Finance has provided guidance to assist companies and shareholders with complying with Rule 14a-8(b)'s eligibility criteria. This guidance, contained in Staff Legal Bulletin No. 14F (October 18, 2011) and Staff Legal Bulletin No. 14G (October 16, 2012), clarifies that proof of ownership for Rule 14a-8(b) purposes must be provided by the "record holder" of the securities, which is either the person or entity listed on the Company's stock records as the owner of the securities or a DTC participant (or an affiliate of a DTC participant). A proponent who is not a record owner must therefore obtain the required written statement from the DTC participant through which the proponent's securities are held. If a proponent is not certain whether its broker or bank is a DTC participant, the proponent may check the DTC's participant list, which is currently available on the Internet at <http://www.dtcc.com/downloads/membership/directories/dtc/alpha.pdf>. If the broker or bank that holds the proponent's securities is not on DTC's participant list, the proponent must obtain proof of ownership from the DTC participant through which its securities are held. If the DTC participant knows the holdings of the proponent's broker or bank, but does not know the proponent's holdings, the proponent may satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that, at the time the proposal was submitted, the required number or value of securities had been continuously held by the proponent for the applicable time frame preceding and including the date of submission of the proposal (December 1, 2022) with one statement from the proponent's broker or bank confirming the required ownership, and the other statement from the DTC participant confirming the broker or bank's ownership.

Your letter did not provide substantiation of ownership of NextEra Energy Common Shares to qualify you to submit the Proposal. Accordingly, please submit proper documentation of such ownership as outlined above.

* * *

For the Proposal to be eligible for inclusion in NextEra Energy's 2023 proxy materials, the information requested above must be furnished to us electronically or be postmarked no later than 14 calendar days from the date you receive this letter. If the information is not provided, NextEra Energy may exclude the Proposal from its proxy materials pursuant to Rule 14a-8(f).

The requested information may be provided to the undersigned at W. Scott Seeley, Vice President, Compliance & Corporate Secretary, NextEra Energy, Inc., PO Box 14000, 700 Universe Boulevard, Juno Beach, FL 33408-0420, or by facsimile at: [REDACTED]. You may also provide the requested information to me by email at [REDACTED].

In accordance with SEC Staff Legal Bulletin Nos. 14 and 14B, a copy of Rule 14a-8, including Rule 14a-8(b), is enclosed for your reference. Also enclosed for your reference is a copy of Staff Legal Bulletin Nos. 14F and 14G.

If you respond in a timely manner to this letter and cure the aforementioned deficiencies, NextEra Energy will review the Proposal. Please note that, in accordance with Exchange Act Rule 14a-8, a proposal may be excluded on various grounds.

Very truly yours,



W. Scott Seeley

cc: Freeda Cathcart

Enclosures

[Enclosures Omitted]

Exhibit C

Copy of Proponent's Response to First Deficiency Letter

From: sarah hazlegrove <[REDACTED]>
Sent: Thursday, December 08, 2022 10:38 AM
To: Seeley, Scott <[REDACTED]>
Cc: Freeda Cathcart <[REDACTED]>
Subject: Re: Shareholder Resolution Sarah Hazlegrove

Dear Mr. Seeley,
Please let me know if the attached information is sufficient to complete my Shareholders Resolution Proposal.

Thank you,
Sarah Hazlegrove



UBS Financial Services Inc.

10 S. Jefferson St
Suite 1150
Roanoke, VA 24011

ubs.com/fs

Confirmation

Attn: W. Scott Seeley, Corporate Secretary
NextEra Energy, Inc.
P.O. Box 14000
700 Universe Boulevard
Juno Beach, Florida 33408-0420

December 1, 2022

Confirmation: Information regarding the account(s) of Sarah Hazlegrove

Verification

Sarah Hazlegrover has authorized UBS Financial Services Inc. to provide the attached trade confirmations. It is our policy to provide a copy of the trade confirmations in lieu of completing specific verification forms, as our clients' trade confirmations represent the official record of their UBS accounts as of a specific date or time period.

Disclosure

Please be aware this account is a securities account, not a "bank" account. Securities, mutual funds and other non-deposit investment products are not FDIC-insured or bank guaranteed and are subject to market fluctuation. The assets in the account, including cash balances [**if pledged:** have been pledged to a financial institution as collateral and], may also be subject to the risk of withdrawal and transfer. [**if margin:** This securities account has been approved for margin.]

Questions

If you have any questions about this information, please contact Paul Higgins at 540-855-3381.

UBS Financial Services is a member firm of the Securities Investor Protection Corporation (SIPC).

Sincerely,

Karla H. Flick
Director
Supervisory Officer

cc: Sarah Hazlegrove

Continued from previous page ...



UBS Financial Services Inc.
 315 Deaderick Street
 C-198971
 Nashville, TN 37238-8971

ubs.com/fs

Confirmation

Your Financial Advisor
 SUMMIT GROUP
 540-344-5571/800-637-6385

SARAH P HAZLEGROVE
 TRADITIONAL IRA

Send checks/correspondence to:
 UBS FINANCIAL SERVICES INC.

August 20, 2021

We confirm the following trade

Bought

NEXTERA ENERGY INC COM	Account	PII	Quantity	48
SYMBOL NEE	Trade date	08/20/21	Price	\$85.469300
CUSIP NO. 65339F101	Location of execution	OTC	Gross amount	\$4,102.53
	Settlement date	08/24/21	Commission/sales charge	\$142.05
	UBS capacity	AGENT	Other fees/charges	\$5.25
	Reference no.	89756	Amount debited	\$4,249.83

Please note

It is important you retain this trade confirmation for your tax and financial records. When remittances/securities are due, they must be received by us at the address above on or before the payment/settlement date. Payments not received by the settlement date may be subject to a late settlement fee. Please indicate your account number on your check or correspondence. Make checks payable to UBS Financial Services Inc. Please see the back of this confirmation for additional terms and definitions applicable to these transactions.

Questions

If you have any questions, please contact your Financial Advisor, SUMMIT GROUP, at 540-344-5571/800-637-6385.

Thank you for allowing us to serve your wealth management needs.



UBS Financial Services Inc.
315 Deadenck Street
C-198971
Nashville, TN 37238-8971
ubs.com/fs

Confirmation

Your Financial Advisor
SUMMIT GROLP
540-344-5571/800-637-6385

SARAH P HAZLEGROVE
[REDACTED]

Send checks/correspondence to:
UBS FINANCIAL SERVICES INC

August 18, 2021

We confirm the following trades

Bought

GLOBAL X LITHIUM &
BATTERY TECH ETF
UNSOLICITED
SYMBOL LIT
CUSIP NO. 37954Y855

Bought

KRANESHARES ELEC
VEHICLES & FUTURE
MOBILITY INDEX ETF
UNSOLICITED
SYMBOL KARS
CUSIP NO. 500767827



Bought

NEXTERA ENERGY INC COM	Account	PII	Quantity	30
UNSOLICITED	Trade date	08/18/21	Price	\$84.436000
SYMBOL NEE	Location of execution	OTC	Gross amount	\$2,533.08
CUSIP NO. 65339F101	Settlement date	08/20/21	Commission/sales charge	\$110.66
	UBS capacity	AGENT	Other fees/charges	\$5.25
	Reference no.	64328	Amount debited	\$2,648.99

An affiliate of UBS Financial Services Inc. makes a market in this security and may have acted as principal.

Sold

EXXON MOBIL CORP
UNSOLICITED
SYMBOL XOM
CUSIP NO. 30231G102

Please note

It is important you retain this trade confirmation for your tax and financial records. When remittances/securities are due, they must be received by us at the address above on or before the payment/settlement date. Payments not received by the settlement date may be subject to a late settlement fee. Please indicate your account number on your check or correspondence. Make checks payable to UBS Financial Services Inc. Please see the back of this confirmation for additional terms and definitions applicable to these transactions.

Questions

If you have any questions, please contact your Financial Advisor, SUMMIT GROUP, at 540-344-5571/800-637-6385.

Thank you for allowing us to serve your wealth management needs.



UBS Financial Services Inc.
1000 Harbor Blvd., 7th Floor
C-925
Weehawken NJ 07086
ubs.com/fs

Confirmation

Your Financial Advisor
THE TRINITY WEALTH MANAGEMENT
540-344-5571/800-637-6385

Send checks/correspondence to:
UBS FINANCIAL SERVICES INC.
10 S. Jefferson Street
Suite 1050
Roanoke VA 24011-1314

SARAH P HAZLEGROVE
[REDACTED]

January 07, 2014

We confirm the following trades

Bought

ALTRIA GROUP INC
SYMBOL MO
CUSIP NO. 022095103
[REDACTED]

Bought

BRITISH AMER TOBACCO PLC
GB SPON ADR
SYMBOL BTI
CUSIP NO. 110448107
[REDACTED]



Bought

MONDELEZ INTL INC	Account	PII
SYMBOL MDLZ	Trade date	01/07/14
CUSIP NO. 609207105	Location of execution	OTC
	Settlement date	01/10/14
	UBS capacity	AGENT
	Reference no.	57754

An affiliate of UBS Financial Services Inc. makes a market in this security and may have acted as principal.

UBS CIO WM RESEARCH RATING: OUTPERFORM

Bought

NEXTERA ENERGY INC COM	Account	PII	Quantity	80
SYMBOL NEE	Trade date	01/07/14	Price	\$85.09
CUSIP NO. 65339F101	Location of execution	OTC	Gross amount	\$6,807.20
	Settlement date	01/10/14	Commission/sales charge	\$196.14
	UBS capacity	AGENT	Other fees/charges	\$5.25
	Reference no.	57571	Amount debited	\$7,008.59

An affiliate of UBS Financial Services Inc. makes a market in this security and may have acted as principal.

UBS CIO WM RESEARCH RATING: OUTPERFORM

UBS INVESTMENT RESEARCH RATING: Buy

UBS CIO WM Research is written by UBS Wealth Management Americas and UBS Wealth Management & Swiss Bank, and UBS Investment Research is written by UBS Investment Bank. Both UBS research providers employ their own ratings systems, methodologies and assumptions and may publish research views that are inconsistent with each other. For more information about each research source, please go to UBS Online Services or ask your Financial Advisor.

Please note

It is important you retain this trade confirmation for your tax and financial records. When remittances/securities are due, they must be received by us at the address above on or before the payment/settlement date. Payments not received by the settlement date may be subject to a late settlement fee. Please indicate your account number on your check or correspondence. Make checks payable to UBS Financial Services Inc. Please see the back of this confirmation for additional terms and definitions applicable to these transactions.

Questions

If you have any questions, please contact your Financial Advisor, THE TRINITY WEALTH MANAGEMENT, at 540-344-5711/800-637-6385.

Thank you for allowing us to serve your wealth management needs.



UBS Financial Services Inc.
315 Deadenck Street
C-198971
Nashville, TN 37238-8971

ubs.com/fs

Confirmation

Your Financial Advisor
SUMMIT GROLP
540-344-5571/800-637-6385

SARAH P HAZLEGROVE
[REDACTED]

Send checks/correspondence to:
UBS FINANCIAL SERVICES INC.
10 S. Jefferson Street
Suite 1050
Roanoke VA 24011-1314

October 27, 2020

We confirm the following transaction resulting from a corporate action

Stock Split

NEXTERA ENERGY INC.COM	Account	PII	Quantity received	240
STOCK SPLIT	Date	10/27/20		
SYMBOL: NEE	UBS capacity	AGENT		
RATE: 3.00				

A stock split is a distribution of additional shares by a company without reducing shareholder equity.

Questions

If you have any questions, please contact your Financial Advisor, SUMMIT GROUP, at 540-344-5571/800-637-6385.

Thank you for allowing us to serve your wealth management needs.

Tax Lots Details

Total Value:	Equity:	Money Funds/Bank Sweep:	Debit/Credit Balance:	Funds Available:
		0.00	0.00	0.00

NEXTERA ENERGY INC COM									
Purchase Date	Lot Status	Quantity	Current Value	Total Cost	Unrealized Gain/Loss	Unrealized %G/L	Price	Unit Cost	Term
06/20/21	Available	48.000	4,093.92	4,249.83	-156	-3.7%	85.290	88.538	Long
TOTAL		48.000	4,093.92	4,249.83	-156	-3.7%	85.290	88.538	

Tax lot details for equities include intraday transactions. All other products are not adjusted for intraday activities.

This report is for informational purposes only and may or may not include all holdings or client accounts. All information presented is subject to change at any time and is provided for informational purposes only. The Firm's periodic account statements and official tax documents are the only official record of client accounts and are not superseded, replaced, or amended by any other information presented in these reports. Clients should not rely on this information in making purchase or sell decisions, for tax purposes or otherwise.

Total Value:	Equity:	Money Funds/Bank Sweep:	Debit/Credit Balance:	Funds Available:
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NEXTERA ENERGY INC COM									
Purchase Date	Lot Status	Quantity	Current Value	Total Cost	Unrealized Gain/Loss	Unr. %/GL	Price	Unit Cost	Term
01/07/14	Available	320,000	27,292.80	7,008.59	20,284	289.4%	85.290	21.902	Long
08/18/21	Available	30,000	2,558.70	2,648.99	-90	-3.4%	85.290	88.300	Long
TOTAL		350,000	29,851.50	9,657.58	20,194	209.1%	85.290	27.593	

Tax lot details for equities include intraday transactions. All other products are not adjusted for intraday activities.

This report is for informational purposes only and may or may not include all holdings or client accounts. All information presented is subject to change at any time and is preliminary. The Firm's periodic account statements and official tax documents are the only official record of client accounts and are not superseded, replaced, or amended by a presented in these reports. Clients should not rely on this information in making purchase or sell decisions, for tax purposes or otherwise.

Exhibit D

Copy of Second Deficiency Letter

From: Seeley, Scott
Sent: Monday, December 12, 2022 5:07 PM
To: sarah hazlegrove <[REDACTED]m>
Cc: Freeda Cathcart <[REDACTED]>
Subject: RE: Shareholder Resolution Sarah Hazlegrove

Dear Sarah Hazlegrove,

The attached letter describes the insufficiency of your recent submittal to us and how to correct the deficiency. We have also sent this to you by overnight delivery service.

Sincerely,

Scott Seeley



W. Scott Seeley
Vice President, Compliance & Corporate Secretary

Via Email and UPS Overnight Delivery

December 12, 2022

Ms. Sarah P. Hazlegrove
[REDACTED]

Re: Shareholder Proposal for NextEra Energy, Inc. ("NextEra Energy" or the "Company") 2023 Annual Meeting

Dear Ms. Hazlegrove:

We are in receipt of your e-mail dated December 8, 2022 ("December 8 Letter"), which transmitted materials related to a shareholder proposal requesting a report on how the Company is responding to the risk of stranded assets of planned natural gas-based infrastructure and assets as the global response to climate change intensifies (the "Proposal"). As you know, following our receipt of the Proposal on December 1, 2022, we sent you and your representative a deficiency notice dated December 7, 2022 ("December 7 Letter") noting that your letter was not accompanied by proof of your ownership of NextEra common stock sufficient to establish your eligibility to submit the Proposal, requesting that you submit such proof and explaining how to establish your eligibility.

The purpose of this letter is to inform you that the materials you transmitted with the December 8 Letter do not establish your eligibility to submit the Proposal and that we have not otherwise received adequate proof that you have satisfied any of the ownership requirements specified in Rule 14a-8(b)(2) under the Securities Exchange Act of 1934. Therefore, we believe that your submission does not comply with Rule 14a-8 and is not eligible for inclusion in NextEra Energy's 2023 proxy statement. For your reference, a copy of our December 7 Letter is attached hereto as Exhibit A.

Verification of Ownership

As we outlined in our December 7 Letter, Rule 14a-8(b) provides that, to be eligible to submit a shareholder proposal, a proponent must have continuously held a minimum of company securities entitled to be voted on the proposal of: (1) at least \$2,000 in market value for at least three years; (2) at least \$15,000 in market value for at least two years; or (3) at least \$25,000 in market value for at least one year, prior to the date the proposal is submitted (the "Ownership Requirements").

The Company's stock records do not indicate that you are the record owner of a sufficient number of shares of NextEra common stock to satisfy any of the Ownership Requirements. Accordingly, you must provide a written statement from the record holder of your shares (usually a broker or bank) and a participant in the Depository Trust Company verifying that, at the time the Proposal was submitted, you held, and have continuously held, the requisite number of shares of NextEra common stock for at least the requisite period preceding and including December 1, 2022.

The materials included in your December 8 Letter, including the letter from UBS Financial Services Inc., certain trade confirmations and investment statements, are not sufficient to establish your eligibility to submit the Proposal because they do not establish that you have continuously owned a number of shares of NextEra common stock for a sufficiently long period of time to satisfy any of the Ownership Requirements.

* * *

For the Proposal to be eligible for inclusion in NextEra Energy's 2023 proxy materials, the information specified above must be furnished to us electronically or be postmarked no later than 14 calendar days from the date you receive this letter. If the information is not provided, NextEra Energy may exclude the Proposal from its proxy materials pursuant to Rule 14a-8(f).

The requested information may be provided to the undersigned at W. Scott Seeley, Vice President, Compliance & Corporate Secretary, NextEra Energy, Inc., PO Box 14000, 700 Universe Boulevard, Juno Beach, FL 33408-0420, or by facsimile at: [REDACTED]. You may also provide the requested information to me by email at [REDACTED].

In accordance with SEC Staff Legal Bulletin Nos. 14 and 14B, a copy of Rule 14a-8, including Rule 14a-8(b) was enclosed with our December 7 Letter, which is attached hereto as Exhibit A for your reference.

If you respond in a timely manner to this letter and cure the aforementioned deficiency, NextEra Energy will review the Proposal. Please note that, in accordance with Exchange Act Rule 14a-8, a proposal may be excluded on various grounds.

Very truly yours,



W. Scott Seeley

cc: Freeda Cathcart

Enclosures

Exhibit A

Copy of December 7 Letter

[Exhibit and Enclosures Omitted]

Exhibit D

Copy of Second Proponent Response and Related Correspondence

From: sarah hazlegrove <[REDACTED]>
Sent: Tuesday, December 27, 2022 5:18 PM
To: Seeley, Scott <[REDACTED]>
Cc: Freeda Cathcart <[REDACTED]>
Subject: Shareholder proposal

December 27, 2022
Mr. Scott Seeley
NextEra Energy
700 Universe Blvd. Juno Beach, FL 33408
via email [REDACTED]

Re: Shareholder proposal submitted by Sarah Hazelgrove

Dear Mr. Seeley,

This statement is being submitted by me in accordance with your instructions to: “provide a written statement as the record holder of the shares of NextEra Energy common stock beneficially owned by you as the proponent, verifying that, on December 1, 2022, when you submitted the Proposal, you had continuously held the requisite number of value of shares of NextEra Energy’s common stock for the applicable time frame.”

I confirm that I owned the required amount of NextEra Energy common stock continuously for the required amount of time when I submitted my shareholder resolution on December 1, 2022 to qualify for submitting a shareholder resolution for NextEra Energy’s 2023 annual meeting. My NextEra Energy shares are being held by my brokerage firm UBS. My ownership of the required shares was previously submitted to you in the form of my UBS brokerage account statement.

Most recently I bought 78 shares of NextEra shares on 08/20/21 which I have continuously held since the purchase date. I bought 80 shares of NextEra stock 01/10/2014 which I have continuously held since the purchase date. I received 240 shares of NextEra stock when the stock split 10/27/2020. To date I hold and plan to continuously hold 398 shares of NextEra stock.

I hope that this additional confirmation statement will satisfy the SEC rules and cure any deficiencies associated with my shareholder resolution submission.

I appreciate your attention to this matter.

Sincerely,

Sarah Hazlegrove
NextEra Energy shareholder

Exhibit F

Copy of Second UBS Letter

From: sarah hazlegrove <[REDACTED]>
Sent: Friday, December 30, 2022 12:31 PM
To: Seeley, Scott <[REDACTED]>
Cc: Freeda Cathcart <[REDACTED]>
Subject: UBS confirmation for Sarah Hazlegrove



UBS Financial Services Inc.

10 S. Jefferson St
Suite 1150
Roanoke, VA 24011

ubs.com/fs

Confirmation

Attn: W. Scott Seeley, Corporate Secretary
NextEra Energy, Inc.
P.O. Box 14000
700 Universe Boulevard
Juno Beach, Florida 33408-0420

December 30, 2022

Confirmation: Information regarding the account(s) of S Hazlegrove

Verification

Sarah Hazlegrove has authorized UBS Financial Services Inc. to provide the attached trade confirmations. It is our policy to provide a copy of the trade confirmations in lieu of completing specific verification forms, as our clients' trade confirmations represent the official record of their UBS accounts as of a specific date or time period.

As previously represented by the client statements previously provided to you, she purchased the stock here originally in 80 shares in July 2014, received 240 as a dividend in 220 and bought 30 in August 2021 and have not sold any of the shares we currently hold

Disclosure

Please be aware this account is a securities account, not a "bank" account. Securities, mutual funds and other non-deposit investment products are not FDIC-insured or bank guaranteed and are subject to market fluctuation. The assets in the account, including cash balances [**if pledged:** have been pledged to a financial institution as collateral and], may also be subject to the risk of withdrawal and transfer. [**if margin:** This securities account has been approved for margin.] The attached account statement may reflect the value of assets not held at UBS.

Questions

If you have any questions about this information, please contact Paul Higgins at 540-855-3381.

UBS Financial Services is a member firm of the Securities Investor Protection Corporation (SIPC).

cc: Sarah Hazlegrove

Freeda Cathcart [FLMI](#), representative for Sarah Hazlegrove the “Shareholder”

January 9, 2023

VIA e-mail: shareholderproposals@sec.gov

Office of Chief Counsel Division of
Corporation Finance U.S. Securities and
Exchange Commission 100 F Street, N. E.
Washington D.C. 20549
Via email: shareholderproposals@sec.gov

Re: NextEra Energy’s December 30, 2022 intention to Exclude the Shareholder Proposal
Submitted by Sarah Hazlegrove Pursuant to Rule 14a-8

Ladies and Gentlemen:

Based upon a review of the letter and exhibits sent by the NextEra Energy, the “Company”, and the relevant rules in context with the goals and mission of the Securities Exchange Commission, the Proposal (*Report on risk and impacts of natural gas use*) is not excludable and must be included in the Company’s 2023 proxy materials under Rule 14a-8. A copy of this letter is being emailed concurrently to Alan Dye, Hogan Lovelis US LLP and Scott Seeley, NextEra Energy.

SUMMARY

The Company is trying to exclude the Proposal because the Shareholder didn’t provide the proof of ownership in the format they preferred. The December 30 letter from the Company contained incorrect information and omitted important correspondence sent to the Company from the Shareholder and correspondence that was sent on behalf of the Shareholder. The Shareholder sent three dates for the Company to choose when to engage with the Shareholder to discuss the Proposal according to the SEC rules when she submitted it. The Company’s delay in responding to the Shareholder’s questions and lack of engagement with the Shareholder resulted in the appearance of a possible deficiency of proof of ownership from the Shareholder. The Company’s attempt to exclude the Shareholder Proposal from consideration is contrary to the SEC’s mission and stated goals.

The purpose of the proof of ownership according to the SEC Rule 14a-8 is “*to ensure that shareholder-proponents demonstrate a sufficient economic stake or investment interest in a company before they are able to submit proposals to be included in a company proxy’s statement, paid for by all shareholders.*”¹ The Shareholder submitted the required proof of ownership in a statement on December 1, 2022 followed by her UBS account statements submitted on December 8, 2022 verifying a sufficient economic stake and investment interest in the Company.

¹ <https://www.sec.gov/news/press-release/2020-220>

The SEC November 3, 2021 Shareholder Proposals: Staff Legal Bulletin No. 14L (CF) provides the following guidance regarding proof of ownership²:

“Some companies apply an overly technical reading of proof of ownership letters as a means to exclude a proposal. We generally do not find arguments along these lines to be persuasive. For example, we did not concur with the excludability of a proposal based on Rule 14a-8(b) where the proof of ownership letter deviated from the format set forth in SLB No. 14F.[23] In those cases, we concluded that the proponent nonetheless had supplied documentary support sufficiently evidencing the requisite minimum ownership requirements, as required by Rule 14a-8(b). We took a plain meaning approach to interpreting the text of the proof of ownership letter, and we expect companies to apply a similar approach in their review of such letters.

While we encourage shareholders and their brokers or banks to use the sample language provided above to avoid this issue, such formulation is neither mandatory nor the exclusive means of demonstrating the ownership requirements of Rule 14a-8(b).[24] We recognize that the requirements of Rule 14a-8(b) can be quite technical. Accordingly, companies should not seek to exclude a shareholder proposal based on drafting variances in the proof of ownership letter if the language used in such letter is clear and sufficiently evidences the requisite minimum ownership requirements.”

The Shareholder’s Proposal is similar to one that passed by over 80% at the 2022 Dominion Energy annual meeting. The Dominion Energy proposal received support from the influential shareholder advisory firms Glass Lewis & Co. LLC and Institutional Shareholder Services Inc. urging investors to vote for the proposal because a “unified report would help shareholders comprehensively evaluate any risks from stranded assets”³. This proves that investors have valid concerns addressed in the Shareholder’s Proposal deserving of the Company’s attention and meaningful engagement.

A bona fide shareholder submitted a valid proposal in good faith. Please inform the Company that the proposal can not be excluded from consideration because the proof of ownership wasn’t submitted according to the Company’s technical preference.

BACKGROUND

The Shareholder responded with due diligence to provide the required proof of ownership. The Shareholder clearly stated in the December 1, 2022 email submitted to the Company that she had held the required amount of shares with a valuation of \$25,000 or higher for at least a year and that verification from her UBS account would be provided in the near future:

“I, Sarah Hazlegrove, have continuously beneficially owned for at least 1 year as of the date

² <https://www.sec.gov/corpfin/staff-legal-bulletin-14l-shareholder-proposals>

³ <https://www.eenews.net/articles/meet-the-climate-investor-who-challenged-warren-buffett/>

hereof, at least \$25,000 worth of the Company's common stock."

The Company's first letter of deficiency sent on December 7, 2022 and received on December 8, 2022 was addressed to the Shareholder and contained the following statement:

"you may provide a written statement as the record holder(s) of the shares of NextEra Energy common stock beneficially owned by you as the Proponent, verifying that, on December 1, 2022, when you submitted the Proposal, you had continuously held the requisite number or value of shares of NextEra Energy's common stock for the applicable time frame; or

*you may provide a copy of a filed Schedule 13D, Schedule G, Form 3, Form 4 or Form 5, or any amendment to any of those documents or updated forms, reflecting the ownership by you as the proponent of the requisite number or value of shares of NextEra Energy's common stock as of or before the date on which the eligibility period began, together with your statement that you, as the Proponent continuously held the shares for the applicable time frame as of the date of the statement."*⁴

None of those schedules or forms cited in the Company's December 30, 2022 letter are relevant to the Shareholder's position that she had purchased and continuously beneficially owned her shares for over a year.⁵ Since the Shareholder had already stated in her initial submission of the Proposal that she had *"continuously beneficially owned for at least 1 year as of the date hereof, at least \$25,000 worth of the Company's common stock"*, the Shareholder on December 8, 2022 submitted what her UBS broker had sent to her, which was her UBS account statement dated December 8, 2022 to the Company which validated her initial statement with the following information:

- January 7, 2014 the Shareholder purchased 80 shares of the Company⁶ that grew into a total of 320 shares by December 8, 2022.⁷

The valuation of those 320 shares on December 1, 2022 was \$27,145.60. The statement also shows an additional purchase of 30 shares of the Company was made in August 2021⁸ making a total of 350 shares held by the shareholder since August 2021.⁹ The valuation of 350 shares on December 1, 2022 was \$29,690.50. The amount of shares of the Company held by the Shareholder more than exceeds the SEC requirements of \$2,000 for at least three years, \$15,000 for at least two years or \$25,000 for one year for shareholders to be able to submit a proposal to the Company for consideration by investors at the annual meeting. The Company had all of the verification for the proof of ownership by December 8, 2022 within the required 14 days stipulated by the SEC. When the Shareholder submitted the UBS statement on December 8, 2022 she included the following statement in her email:

"Please let me know if the attached information is sufficient to complete my Shareholders Resolution Proposal."

⁴ December 7, 2022 letter from NextEra Energy pg 1-2

⁵ [Schedule 13D](#), [Schedule 13G](#), [Form 3 4 & 5](#)

⁶ December 30, 2022 letter from Hogan Lovelis pg 29

⁷ December 30, 2022 letter from Hogan Lovelis pg 32

⁸ December 30, 2022 letter from Hogan Lovelis pg 25

⁹ December 30, 2022 letter from Hogan Lovelis pg 32

I sent a follow up email on December 9 with three dates and times (December 13 - 15, 2022) to engage with the Company along with a request for confirmation that the Company had received the proof of ownership required for the proposal (Exhibit A). The Company omitted this correspondence in their December 30, 2022 letter. My email included my cell phone number.

Instead of setting up a time to engage with us to discuss the Proposal and any concerns about the proof of ownership, the Company sent a second deficiency letter dated December 12, 2022 via email and overnight delivery to my home. The company claims that it sent the second deficiency letter in a timely manner but a response from the Company wasn't received until December 14, 2022, 6 calendar days after the Shareholder sent her second submission on December 8, 2022.

The Shareholder asked me to help her with the Proposal based on my prior experience submitting my shareholder resolution to Dominion Energy. I agreed to volunteer to help her by representing her in her engagement with the Company. My husband had open heart surgery on November 18, 2022. He was the one who discovered the overnight letter leaning against a door we don't use while walking around the outside of our home on December 14, 2022. I hadn't seen the email until I looked for it after seeing the letter. The date that I actually received the letter was December 14, 2022.

Therefore, the 14 calendar days **after receipt of the letter** for a submitted response specified by the Company in the December 12, 2022 letter was December 28, 2022. The Company's claim that a response needed to be submitted by December 26, 2022 is incorrect. While not necessary, the Shareholder's submission further clarifying her continuous ownership sent on December 27, 2022 was within the 14 calendar day period. Even though the verifying statement from UBS was submitted on December 30, 2022, barely falling outside of the 14 calendar days, it was redundant and unnecessary since prior proof of ownership had already been established and verified by December 8, 2022.

Additional context to consider regarding this time period is the Winter Storm Elliot that gripped the country from December 21-26, 2022 causing chaos and power outages across the country.¹⁰ We didn't have running water restored until December 27, 2022. Despite those challenges I spoke to the Shareholder's UBS broker on December 23, 2022. The UBS broker was confident that sufficient information had already been submitted to the Company and wanted to be connected with the Company representative. I sent an email to connect the UBS broker with the Company on December 23, 2022 (Exhibit B). This correspondence was also omitted by the Company in their December 30, 2022 letter to the SEC.

The UBS Brokerage firm sent a letter on December 30, 2022 confirming what the Shareholder had already conveyed to the Company in her submissions sent on December 1, 2022 and December 8, 2022. The Company admitted in their December 30, 2022 letter to the SEC that *"the Second UBS Letter did provide an affirmative written statement from the record holder of*

¹⁰ https://en.wikipedia.org/wiki/December_2022_North_American_winter_storm

*the securities that the Proponent had held the Company's securities continuously through the date of the Proposal's submission"*¹¹. Instead of engaging with the validated shareholder, the Company chose to try to exclude the Proposal by filing their December 30, 2022 letter with the SEC.

Shareholders rely on the SEC to protect their interests by fulfilling the agency's purpose: *"The Securities and Exchange Commission oversees securities exchanges, securities brokers and dealers, investment advisors, and mutual funds in an effort to promote fair dealing, the disclosure of important market information, and to prevent fraud."*¹²

The SEC also has the following stated in their goals, *"the SEC must be more vigilant than ever, which requires it to reassess the tools, methods, and approaches used in the past and adapt them to modern markets. Most importantly, as U.S. markets inevitably change, the SEC should continue to deploy its resources in ways that center on the interests of the investing public.... The markets have begun to embrace the necessity of providing a greater level of disclosure to investors. From time to time, the SEC must update its disclosure framework to reflect investor demand. Today, investors increasingly seek information related to, among other things, issuers' climate risks... To help ensure a systematic, timely, and collaborative response to market developments, the SEC must continue to apply its three-part mission holistically, not in isolation."*¹³ (Exhibit C)

The Shareholder's Proposal is in alignment with the SEC's goals of providing investors meaningful disclosures. The Company has been transparent with investors about the escalating costs on their natural gas Mountain Valley Pipeline project (MVP). It's been almost a year since the Company admitted in their February 17, 2022 filing to the SEC that they doubted the MVP would ever be completed. So far, the Company has written off their investment in the MVP and set up an Asset Retirement Obligation.¹⁴ (Exhibit D)

Even if the MVP is completed then investors' concerns about stranded assets and potential liability losses are still valid. (Exhibit E) State Attorney Generals and attorneys for localities have been filing lawsuits against fossil fuel companies for the damages caused by the acceleration of extreme weather events due to the release of fossil fuel GHG emissions.¹⁵ A completed MVP would generate GHG emissions of approximately 90 million metric tons annually¹⁶ which is equivalent to the GHG emissions of 23 average U.S. coal plants¹⁷ or over 19 million passenger vehicles.¹⁸

¹¹ December 30, 2022 letter from Hogan Loveli page 7

¹² <https://www.usa.gov/federal-agencies/securities-and-exchange-commission>

¹³ <https://www.sec.gov/our-goals>

¹⁴ <https://www.bizjournals.com/pittsburgh/news/2022/02/19/next-era-energy-mountain-valley-pipeline.html>

¹⁵ <https://www.cbsnews.com/news/climate-change-disinformation-suing-fossil-fuel-companies/>

¹⁶ http://priceofoil.org/content/uploads/2017/02/mountain_valley_pipe_web_final_v1.pdf

¹⁷ <https://www.epa.gov/energy/greenhouse-gas-equivalencies-calculator>

¹⁸ <https://www.nrdc.org/experts/amy-mall/5-key-reasons-stop-unneeded-mountain-valley-pipeline>

The Company hasn't canceled their MVP project and has remained in the partnership with Equitrans Midstream, a company that may be misleading investors, legislators and the public. MVP and Equitrans Midstream have made claims that the MVP is around 94% complete when reports to FERC show the project is around 56% complete with the most challenging part of the project yet to be done.¹⁹ The completion date for the project continues to be delayed causing the cost of the project to increase. A MVP contractor testified in court that the cost to maintain the erosion and sediment controls is around \$20 million a month.²⁰ (Exhibit F).

Investors may have concerns about the sudden increase of large political contributions to the U.S. Senators that struck a deal this past year to pass legislation that would have specifically altered the permitting process and court oversight for the MVP project. (Exhibit G) After four attempts, that legislative effort ultimately failed.²¹ Recent reports of corruption and energy scandals require a vigilant response and necessitate more disclosure.²²

Investors are demanding more climate risk disclosures as evidenced by the passage of a similar resolution by over 80% of the vote at the 2022 Dominion Energy meeting. The SEC has responded to investor's concerns about climate risk by proposing a rule change for more climate risk disclosure. However, this rule change hasn't been implemented and there is no timeline for when it may be implemented.²³ The recent passage of the Inflation Reduction Act is projected to make energy obtained through solar and wind combined with battery storage 90% cheaper than energy obtained through proposed gas plants.²⁴ As utilities and consumers abandon energy generated by natural gas then there will be an increase of natural gas stranded assets.

While the Company has made substantial investments in renewable energy, their involvement in the Mountain Valley Pipeline can be confusing to investors who are concerned about climate risk. (Exhibit H) In October 2021, the S&P announced that NextEra Energy had been removed from the clean energy index.²⁵

Conclusion

The Shareholder's Proposal for a report on the risks and impacts of natural gas is of interest to investors and will provide crucial information so investors can make informed decisions. The Shareholder provided the necessary statement and validated evidence by December 8, 2022 within the 14 day period of time. The Shareholder proceeded with due diligence to try to engage

¹⁹ <https://www.nrdc.org/experts/amy-mall/update-reasons-remain-stop-mountain-valley-pipeline>

²⁰ <https://www.virginiamercury.com/2021/12/08/deq-is-still-failing-to-protect-water-from-mvp/>

²¹ <https://www.virginiamercury.com/2023/01/05/game-over-for-the-mountain-valley-pipeline/>

²² <https://grist.org/politics/how-a-60-million-bribery-scandal-helped-ohio-pass-the-worst-energy-policy-in-the-country/> and [Former SCANA CEO Sentenced to Two Years for Defrauding Ratepayers in Connection with Failed Nuclear Construction Project | United States Department of Justice](#)

²³ <https://news.bloomberglaw.com/securities-law/sec-climate-rules-pushed-back-amid-bureaucratic-legal-woes>

²⁴ <https://rmi.org/business-case-for-new-gas-is-shrinking/>

²⁵ <https://www.spglobal.com/marketintelligence/en/news-insights/latest-news-headlines/s-p-removes-nextera-other-large-cap-us-utilities-from-clean-energy-index-6715336>

with the Company to discuss any questions about her eligibility to submit a proposal and to discuss the merits of the Proposal with the Company.

The Company's lack of engagement, sending irrelevant information and their delay in responding in a timely manner is unacceptable and their request to exclude the Shareholder Proposal must be denied.

Sincerely,
Freda Cathcart

Exhibit A

Email sent to the Company that was omitted in the Company's December 30, 2022 letter

Correspondence sent by email:

From: Freeda Cathcart (redacted email)

Date: Fri, Dec 9, 2022 at 10:39 AM

Subject: Re: Shareholder Resolution Sarah Hazlegrove

To: sarah hazlegrove (redacted email)

Cc: Seeley, Scott (redacted email)

Dear Mr. Seeley,

Sarah and I would like to schedule our meeting with you since our calendars are starting to fill up. Could you please let us know which date and time works best for you? We are available on the following dates and times:

Tuesday, December 13 after 1:00pm

Wednesday December 14 before 1:00pm

Thursday December 15 anytime and is our preferred day

Please confirm that you have received Sarah's proof of ownership for the resolution.

All the best,

Freeda Cathcart

--

(redacted my cell phone number)

Exhibit B

Email sent to the Company that was omitted in the Company's December 30, 2022 letter

Correspondence sent by email

From: Freeda Cathcart (redacted email)

Date: Fri, Dec 23, 2022 at 12:36 PM

Subject: Fwd: Shareholder Resolution Sarah Hazlegrove

To: Paul Higgins at UBS (redacted email), Seeley, Scott (redacted email), Sarah Hazlegrove (redacted email)

Good afternoon Paul Higgins and Scott Seeley:

Scott, Paul is Sarah Hazelgrove;s broker. With the holidays and the deadline fast approaching, we are trying to make sure that Sarah's proof of ownership is submitted in accordance with the SEC rules.

Paul, attached is the second deficiency letter.

Please let me know if I can help either of you.

Sincerely,

Freeda Cathcart

--

(redacted cell phone number)

Exhibit C

SEC mission and goals

"GOAL 1. Protect the investing public against fraud, manipulation, and misconduct...

The SEC must work to ensure the law is enforced aggressively and consistently. In light of evolving technologies, the SEC must be more vigilant than ever, which requires it to reassess the tools, methods, and approaches used in the past and adapt them to modern markets. Most importantly, as U.S. markets inevitably change, the SEC should continue to deploy its resources in ways that center on the interests of the investing public....

1.3 Modernize design, delivery, and content of disclosures so investors, including in particular retail investors, can access consistent, comparable, and material information to make informed investment decisions.

The markets have begun to embrace the necessity of providing a greater level of disclosure to investors. From time to time, the SEC must update its disclosure framework to reflect investor demand. Today, investors increasingly seek information related to, among other things, issuers' climate risks, cybersecurity hygiene policies, and their most important asset: their people. In order to catch up to that reality, the agency should continue to update the disclosure framework to address these areas of investor demand, as well as continue to take concrete steps to modernize the systems that support the disclosure framework, to make public disclosures easier to access and analyze and thus more decision-useful to investors.

2.1 Update existing SEC rules and approaches to reflect evolving technologies, business models, and capital markets....

To do so, the SEC must enhance transparency in private markets and modify rules to ensure that core regulatory principles apply in all appropriate contexts. To maintain the integrity of the markets, the SEC needs to develop specific regulations to ensure investors remain informed and protected via a broad-based disclosure frameworks....

2.3 Recognize significant developments and trends in our evolving capital markets and adjust our activities accordingly.

To help ensure a systematic, timely, and collaborative response to market developments, the SEC must continue to apply its three-part mission holistically, not in isolation."²⁶

²⁶ <https://www.sec.gov/our-goals>

Exhibit D

Explanation of the Company's write off of their Mountain Valley Pipeline investment

"On February 2, 2022, the U.S. Court of Appeals for the Fourth Circuit (the 4th Circuit) vacated and remanded Mountain Valley Pipeline's Biological Opinion issued by the U.S. Fish and Wildlife Service and on January 25, 2022 the 4th Circuit vacated and remanded Mountain Valley Pipeline's U.S. Forest Service right-of-way grant. While NextEra Energy Resources continues to evaluate options and next steps with its joint venture partners, these events caused NextEra Energy Resources to re-evaluate its investment in Mountain Valley Pipeline, which evaluation coincided with the preparation of NEE's December 31, 2021 financial statements. Based on an updated fair value analysis required for accounting purposes, NextEra Energy Resources recorded an impairment charge in the first quarter of 2022 of approximately \$0.8 billion (\$0.6 billion after tax), primarily to completely write off NextEra Energy Resources' equity method investment carrying amount. NEE's adjusted earnings for 2022 will exclude the effect of this impairment charge."²⁷

²⁷https://otp.tools.investis.com/clients/us/nextera_energy_inc/SEC/sec-show.aspx?Type=html&FilingId=15583696&CIK=0000753308&Index=10000

Exhibit E

Liability and Safety Concerns

Scientists and engineers tried to warn the MVP about the hazards of building a large natural gas pipeline through steep and karst terrain. It appears that the federal and state government permitting and oversight agencies haven't been able to monitor the MVP project appropriately in order to protect the public from danger. Important information about if the pipeline is completed how it would compromise public safety has been filed on the FERC docket. From pages 1-8 of William Limpert's comment filed on the FERC docket on July 28, 2022:

"MVP Threat To The Public Safety

The Mountain Valley Pipeline (MVP) is a significant threat to the public safety. The Federal Energy Regulatory Commission (FERC) and the Pipeline and Hazardous Materials Safety Administration (PHMSA) have not required adequate measures to protect the public safety, MVP has failed to carry out even those measures, and FERC and PHMSA have failed to properly enforce those measures.

FERC must not issue a certificate extension to the MVP due the ongoing threat to the public safety.

Potential For Catastrophic Explosion The Mountain Valley Pipeline (MVP) is 42 inches in diameter, and would carry 2 billion cubic feet of natural gas at a pressure of 1,480 pounds per square inch. (1)²⁸ It is only six inches smaller than our country's largest pipeline, the Trans Alaska Pipeline at 48 inches in diameter, which carries much less explosive crude oil. No other natural gas transmission pipeline in our country is larger.

The scientific literature clearly demonstrates the positive relationship between gas pipeline diameter and pressure, and the "probability of ignition" in the event of a pipeline rupture. As the pressure and diameter of the pipe are increased, the likelihood of an explosion increases if the pipe is compromised. The industry understands that a pipe as large as, and under as much pressure as the MVP has an 80% chance of exploding if the pipe walls are breached.

An MVP explosion would be catastrophic. The MVP would have an impact radius of 1,100 feet in all directions from the point of explosion. (2)²⁹ This is the area where death and serious injury is likely. It would have an evacuation radius of 0.7 miles. This is the area that would have to be evacuated within minutes to avoid death or serious injury. The total area within the impact radius of the MVP would be 126 square miles. The total area within the evacuation zone would be 425 square miles, or more than 1/3 the size of Rhode Island. That's a very large number of families, properties, and buildings that would be placed in harm's way.

²⁸ MVP Plan of Development 11/30/17 Table 3.1

²⁹ 40 CFR 192.903 (4)(c)

The MVP would be buried as little as 3 feet deep in the ground. Nearly all of the pipe walls would be less than 5/8 inches thick, as indicated in the MVP Plan of Development. The MVP would essentially would be a 303 mile underground bomb.

PHMSA records in the environmental impact statement show that pipeline accidents are common in our country. Significant accidents have occurred an average of every 5.3 days. Significant accidents are defined as those that involve death, hospitalization, property damage in excess of \$140,000, or large spills.(3)³⁰ Smaller accidents are not included in these records. An MVP explosion would dwarf most of all these accidents due to its very large size, and very high pressure.

Pipe Integrity Is Highly Questionable

The integrity of the MVP pipes is highly questionable. The pipes have not been properly protected from corrosion.

Ultraviolet light (UV) in sunlight degrades the FBE coating. Heat, humidity, rain, and moisture also degrade the coating. The degradation becomes more severe as the time of exposure increases.(4)³¹

MVP understands this threat to pipe integrity, and the significant threat to public safety that it creates. Nevertheless, they have not taken appropriate actions to eliminate that threat.

MVP's Robert Cooper testified under oath during court appearances in 2018 if the pipe is exposed to the sun until November of 2018 it will need to be recoated or rotated in storage to assure that the integrity of the coating is not compromised. Despite MVP's declaration in a court of law, a large amount of pipe remains on the ground 4 years later, with no pipe being recoated, and pipe rotation highly questionable.

Coating degradation reduces the thickness of the coating, making it more prone to perforation, and an opening to the pipe surface for corrosive materials. Degraded coating also becomes more brittle, more prone to cracking, less flexible, and more likely to separate from the pipe. This also leaves the pipe more susceptible to corrosion.

FBE coating is generally effective at preventing corrosion if the pipes are stored and handled per industry guidelines. These standards include protection from sunlight, heat, and moisture while the pipes are outdoors.

MVP has not followed these guidelines, and has left the pipes exposed to sun, heat, and moisture for many years. This has no doubt degraded the coating, and left the pipes more prone to corrosion, failure, and catastrophic explosion.

³⁰ MVP EIS 4-559 Table 4.12.2-1

³¹ 3M Technical Brief UV Protection of Coated Line Pipe

Numerous studies and reports show significant degradation of the coating when pipe is not properly protected.

Please see my additional comments regarding threat to the public safety from the MVP pipes to these same dockets of 2/19/2022, Accession Number 20220222-5044.

Reports and Studies Indicating Pipeline Coating Degradation

FBE coating manufacturer 3M indicates that 0.375 to 1.5 mils of coating can be lost each year if pipe is exposed to the sun. (5)³²

The National Association of Pipeline Coating Applicators states that pipe coated with FBE should not be left in the sun for more than 6 months. (6)³³

A study by Cetiner, et al found that FBE exposure to the sun resulted in the coating failing to pass a standard flexibility test less than one year after the coating was applied. This study was conducted in Grovedale, Alberta, Canada where solar intensity is much less than in more southerly Virginia and West Virginia, where the MVP pipes have been exposed. (7)³⁴

Of particular relevance is a 2018 study by T.C. Energy for the Keystone XL pipes. (8)³⁵ This study found that the FBE coating for the pipes that were exposed to UV completely failed to retain its original properties and attributes. The coating failed tests for dry adhesion, cathodic disbondment, and flexibility. Coating thickness on most pipes was reduced by more than 50%. All of the pipes that were exposed to sunlight were deemed no longer fit for use.

The study goes on to state “However, common to all FBE coatings is their struggle to retain their original flexibility when examined in accordance with the Canadian Standards Association Z245.20 cold temperature flexibility test method.6 This aesthetic change of gloss and chalking is clearly accompanied by an embrittlement of the coating, as exhibited by loss of adhesion through the dry adhesion testing, and reduction of flexibility performance. Any form of reduction in the interaction of UV and the coating via tarping, whitewashing or any other means would therefore be clearly beneficial in reducing or eliminating the UV damage to the polymeric structure of the FBE.”

Prominent pipeline safety expert Richard Kuprewicz, President of Accufacts, Inc., reported on the study findings in a report for the Natural Resources Defense Council. (9)³⁶ He advised that all of the pipe that had been stored outside should be tested to see if it meets the minimum National Association of Corrosion Engineers (NACE) standards. He further advised that pipe

³² 3M Technical Brief UV Protection of Coated Line Pipe

³³ NAPCA Bulletin 12-78-04 2004

³⁴ Matt Cetiner et al 3rd International Pipeline Conference October, 2000

³⁵ Coulson, et al...Study of stockpiled fusion bonded epoxy coated pipe Journal of the Institute of Corrosion Management Issue 153 January/February 2020

³⁶ Richard Kuprewicz, President Accufacts, Inc. 10/1/2020 letter to Jaclyn Prange, NRDC

segments whose FBE coating did not meet the NACE standards should be replaced with newly manufactured pipe, or have the FBE removed, stripped, and new coating reapplied.

At the Saskatchewan Oil and Gas Supply Chain Forum in Regina, Canada on October 4, 2018, Doug Bruning, pipeline manager for the Keystone XL, advised that if a pipe fails safety tests it is scrapped. Other pipe, whose coating thickness is too thin, is set aside to strip off the coating and then recoat the pipe. This cannot be done in the field. He advised that the pipe to be stripped and recoated would have to be transported back to the factory for that process, and then sent back to the line before usage. (10)³⁷

A July 30, 2019 letter from Matthew Eggerding of MVP to FERC advised that the coating used on the MVP pipes is the same 3M FBE 6233.

The coating on the MVP pipes may have been subjected to even more degradation than the Keystone XL pipes due to high intensity UV light, heat, humidity, and precipitation. See below.

A 5/13/22 report from the NIH Nations Center for Biotechnology Information by Hossein Zargarneshad, et al indicates that information regarding moisture interaction with FBE coatings is lacking. It states in part...Stockpiling coated pipes prior to their service life is a common practice by industry. Combined with moisture uptake, UV exposure can significantly affect the barrier properties of coatings. Analysis of UV exposure effects on the mass transfer capacity of these materials is lacking and is a requirement for corrosion protection assessment. Wet-state use can change mass transfer properties of polymers, depending on their molecular structure, in different ways than dry state use. Therefore, analysis from a corrosion model based on data from dry conditions may not generate an accurate assessment for wet-state conditions. See comments below indicating high moisture interaction with MVP pipe.

Coating Is Especially Vulnerable to Degradation Due To Local Weather

FERC's environmental impact statement for the MVP describes West Virginia as having a humid continental climate, and Virginia as having a humid coastal climate. It shows that Virginia receives an average of 46 inches of precipitation per year, and West Virginia receives an average of 44 inches of precipitation per year.(11)³⁸ NOAA states that the national average for annual precipitation is 30 inches per year. (12)³⁹ Weather data shows that Virginia ranks as the 17th warmest state, and West Virginia as the 22nd warmest state. (13)⁴⁰

This indicates that the climate along the route of the MVP is hotter, more humid, and with more precipitation than most locations in the United States. This leaves the pipe coating more vulnerable to degradation from heat, humidity and moisture than most locations.

³⁷ SASKTODAY, Brian Zinchuk 11/1/2018

³⁸ MVP EIS 4.11.1.1 Page 4-484

³⁹ NOAA Annual 2021 National Climate Report

⁴⁰ USA.Com

This precipitation and moisture is not only acting on the exterior coating of the MVP pipes. It is entering the interior of the pipes as well. The pipes have been left along the MVP right of way for a number of years. The MVP has advised PHMSA that they are covering the pipe ends to keep water out of the pipes. This is simply not the case. There are numerous images, including many in the Roanoke Times and Virginia Mercury, that clearly show pipes that have been left out along the right of way that do not have protective barriers covering the ends. In fact, images show some pipe in standing water.

Images of large stockpiles of MVP pipe also show that the pipe ends are not covered, leaving the interior of those pipes exposed to rain, moisture, and corrosion as well.

Per a May 8, 2020 email from John Butler of MVP to Joseph Klesin of PHMSA, the MVP pipes have no internal coating to protect them from corrosion. Consequently, the pipe interior could be even more prone to corrosion than the outside of the pipes, even with compromised coating.

MVP Has Failed To Protect The Pipes and Pipe Coating From Degradation

MVP has not followed the standard industry guidelines. They have left the pipes exposed to sun, heat, and humidity, and more prone to corrosion, pipe failure, and catastrophic explosion.

According to an MVP summary of pipe installation through the 4th quarter of 2019, MVP's weekly report #244 to FERC for the week ending 7/1/22, and stamped pipe coating dates from late December 2016 through June 30, 2017 a large number of pipes have remained above ground and exposed to sun, heat, humidity, and precipitation as follows:

- Almost all, or 302 miles, and nearly 40,000 pipes were exposed for at least 1 year after being coated
- 123 miles, or more than 16,000 pipes were exposed for at least 2 years after being coated
- 67 miles, or nearly 9,000 pipes were exposed for at least 2 1/2 years after being coated
- 48 miles, or over 6,000 pipes remained exposed for at least 5 years after being coated.

This leaves the integrity of the pipe coating and the pipes highly questionable.

Adequate Cathodic Protection for Pipe In The Ground Is Questionable

Pipe in the ground may not be properly protected as well. Pipe in the ground is also subject to corrosion. Cathodic protection must be applied to pipe in the ground to prevent corrosion.

The MVP summary stated above, and a letter dated July 21, 2021 from Matthew Eggerding to FERC, stated below indicate that over 100 miles of pipe in the ground was left with no cathodic protection for at least 2 1/2 years. This may have resulted in corrosion that leaves the pipe more susceptible to failure and catastrophic explosion.

Chlorides and other chemicals in the ground can accelerate pipeline corrosion. Interference from electrical impulses in the ground from nearby sources can interfere with cathodic protection systems. Industry cathodic protection standards emphatically state that a soil survey must be made prior to a cathodic protection system being installed to determine the adequate design of that system, and tests for electrical impulses must be conducted as well.

MVP has not provided information that has been made available to the public indicating that soil surveys have been completed. PHMSA has refused to advise the public if a soil survey has been made, or if tests for electrical impulses have been conducted along the MVP route has been completed.

Misleading MVP Statements Regarding Pipe Safety

MVP has made a number of misleading statements regarding pipe safety issues.

I present the following MVP statements, followed by a response to those statements.

On July 30, 2019 Jeffrey Klinefelter, Vice President, MVP Construction and Engineering wrote to FERC, and commented about the integrity of the pipe coating and stated:

- Pipe coating thickness was tested in the summer of 2017 and found to be satisfactory.
- Stored pipe is shuffled to reduce UV exposure to the pipe ends
- In August of 2018 MVP discussed the minimum coating thickness with the coating manufacturer, and sampled average pipe coating thickness, and found it to be above the manufacturer's recommendation.
- MVP expects that all pipe will be installed well before the coating drops to an unacceptable level.

Response:

- Pipe coating thickness in 2017, 5 years ago, is irrelevant to pipe placed in the ground or remaining above ground after that date.
- Shuffling pipe in the stockpile is minimally effective. Not only are the pipe ends exposed to UV, but the entire 40 foot length of the pipe at the top and the sides of the stockpile is exposed as well. Industry standards for UV protection include covering the pipe with tarps, white washing the pipe, applying a second of UV resistant, and most importantly, promptly getting the pipe in the ground.
- The average coating thickness in 2018 is irrelevant, and does not account for all pipe. Some pipe will have less thickness than the average pipe. No information is given regarding the original thickness, the current thickness, or the minimum safe thickness.
- MVP is well behind the 2019 schedule for pipe installation.

On July 21, 2021 Matthew Eggerding, MVP Assistant General Council wrote to FERC in response to an earlier letter from Preserve Bent Mountain and stated:

- FERC earlier expressed no concerns about the coating thickness.
- MVP inspects the pipes for coating issues and conducts periodic coating surveys.
- MVP installed temporary anodes at 230 locations since October, 2020.

Response:

- FERC's comments are irrelevant at this time. They were made 2 years ago.
- Both MVP and FERC fail to discuss several equally important coating safety concerns, including coating flexibility, brittleness, disbondment from the pipe, and uptake of chlorides and other substances that corrode the pipe.
- No comments were made by MVP or FERC regarding the corrosion status of the pipe interior. The interior of the pipe is not coated. It has been exposed to water due to the pipe ends being left open, and there are no records presented showing if the pipe interior has been inspected or tested, and the results of any inspections or tests that may have been conducted. An MVP "Integrity Update July 2020" to PHMSA states:
 - ...the corrosion specialist firm hired by MVP has performed DCVGs on all continuous sections of pipe greater than 3 miles in Spreads A and B. At this time, approximately 38 miles of pipe have undergone a coating survey.

Response:

- DCVG or Direct Current Voltage Gradient tests are unable to detect coating flexibility failure, or corrosion causing chemical uptake into the coating. These MVP letters and the information provided to PHMSA are at best misleading, and lack pertinent information. See further comments regarding misleading information from MVP.

Comments From Experts Regarding Coating Protection

Richard B. Kuprewicz, President, Accufacts Inc. (14)⁴¹

- DCVG surveys can not detect the flexibility of the coating nor other chemicals that can cause external corrosion. It is an above ground survey technique that mainly tests for holes in the coating. Other surface measuring surveys methods are used in combinations with DVGA such as Close Interval Pipeline Survey Inspections or CIPS, to detect more concerning issues with coating and CP, such as coating disbondment from the pipe.
- PHMSA regulations do not require that cathodic protection systems need to be effective to assure pipe safety and there is much flexibility as to how CIPS and DVGA are utilized and interpreted to assure the systems are effective at reducing external corrosion to the pipeline.
- PHMSA regulations do not assure pipe safety, as they are minimum regulations and most prudent pipeline operators will exceed them in many important areas.

⁴¹ Richard Kuprewicz, President Accufacts, Inc 7/28/22 email

Stuart Croll, Professor Emeritus, Department of Coatings and Polymeric Materials, North Dakota State University (15)⁴²

- Standard epoxies are notorious for suffering badly in UV - they are very good when used as primers but need a topcoat to protect them from sunlight.
- Fusion bonded epoxy exposed for 5 years could easily develop cracks, small holes, and other problems. Two years of exposure could easily start problems. If such pipe sections were to be used, the installers would have to be extremely thorough in testing the coating and the corrosion level. I would be inclined to say that they should replace the pipe sections with new.
- DCVG surveys can indicate where a problem might be, but they do not indicate the cause of the problem. Separate and different investigation is required for that.

MVP Landslide Threats To Public Safety

Ongoing landslides along the MVP route further exacerbate the risk to public safety. Landslides can cause pipeline explosions, and otherwise kill or injure persons near the pipeline. They can cause significant property damage and environmental impacts.

FERC's approved route for the MVP crosses 203 miles with high landslide incidence and susceptibility. The route also crosses a large seismic zone in Western Virginia(16)⁴³
PipeSak, Inc. a company who provides cushions for pipes in trenches described the MVP route as "incredibly steep". (17)⁴⁴

Please see my earlier and more detailed comments regarding the MVP threat to public safety on these same dockets of 2/19/2022, Accession Number 20220222-5044.

An earthquake in Giles County occurred on about 1 year ago, on July 14, 2021. Another occurred on September 13, 2017. (18)⁴⁵ County officials issued a code red after the 2017 earthquake. Martin C. Chapman, Research Associate Professor at the Virginia Tech Department of Geosciences has stated that earthquakes in the Giles County seismic zone are not uncommon, and to date, over 200 earthquakes have been recorded. Further earthquakes are inevitable.

MVP construction disturbance on the extremely steep, and landslide prone mountainsides has created soil conditions that are more prone to landslides. This increases the public safety risk from landslides and landslide caused pipeline explosions.

⁴² Stuart Croll, Professor Emeritus, Department of Coatings and Polymeric Materials, North Dakota State University, July 2022 emails

⁴³ MVP EIS

⁴⁴ <https://pipesak.com> > Projects

⁴⁵ Rachel Lewis Cannel 10 News 9/17/21

The extreme route, and lack of adequate landslide mitigation measures has already caused numerous landslides.

High Prevalence of MVP Landslides

The MVP has caused a landslide that extended well beyond the right of way, and forced two families to evacuate their homes. (19)⁴⁶ Another landslide moved the pipe in three places.(20)⁴⁷

According to a January, 2002 FERC approved variance spreadsheet, FERC has approved over 79 variances to the MVP certificate for landslides that required attempts to repair the landslides from beyond the MVP right of way, and onto private property. Numerous other variances for landslides which did not extend beyond the right of way have been granted in the field by FERC Environmental Compliance Inspectors. (21)⁴⁸ The inspectors may not have the training and expertise to keep these landslides from recurring or increasing in size. In fact, numerous attempts to prevent landslides from continuing have failed, and landslides continue on a weekly basis. They have not been able to prevent new landslides from occurring as well.

MVP's FERC Approved Landslide Mitigation Plan Is Ineffective

The FERC approved landslide mitigation has failed to prevent these landslides, and new landslides are inevitable.

Section 5.0 of the plan states “The basic strategies to protect against landslides and slope instability along the pipeline corridor during construction are stabilization, drainage improvement, and erosion and runoff control.” Nevertheless, very many landslides continue to occur. The basic strategies, as stated in the mitigation plan, have failed to prevent landslides.

Table 1 in the landslide mitigation plan lists a total of 37 landslide concern areas along the route. Nevertheless, only 10 of the FERC approved variances for attempted landslide repair beyond the right of way were listed in these areas, according FERC's variance spreadsheet of January 3, 2022. The vast majority of variances, were issued for for landslides outside of the MVP plan's landslide concern areas. The large landslide at milepost 91 was not within a landslide concern area, nor was the landslide that moved the pipe in 3 places at milepost 56.7. This clearly indicates that there are many more landslide concern areas than the plan identified.

Future monitoring for landslides is deficient as well. The mitigation plan relies on once per year LiDAR imaging to determine if land movement has occurred. (.....) This is not real time notification. There are no slip detectors installed, and no slip detection notification systems planned, even though these systems are readily available. There are no warning systems to notify nearby residents or emergency personnel that a landslide is imminent, or in progress. There are no evacuation plans.

⁴⁶ Jonathan Sokolow 8/15/19 article in the Roanoke Times

⁴⁷ Laurence Hammock Roanoke Times 5/5/20

⁴⁸ FERC Environmental Compliance Reports

Future Precipitation Events Further Threaten Landslide Risk

All of these landslides have occurred without the MVP experiencing the amount of rain that a hurricane or tropical storm will bring in the future. In 2018 tropical storms Michael and Florence dealt glancing blows along the MVP route. Weather records indicate just 3 inches of rain from Michael in the Roanoke/Blacksburg area, and no rain in Elkins, West Virginia. (23)⁴⁹ Nevertheless, the rain from Michael washed 4 segments of connected pipe an estimated 600 to 1,000 feet across a cornfield, and was only held back from washing into the Blackwater river by a narrow barrier of trees. Following this event open ended pipe was left periodically submerged in a nearby trench from the October storm event until the summer of 2019. Massive sediment runoff to receiving streams and properties occurred as well during both storm events.

Hurricane and tropical storm threats to the MVP are being exacerbated by increased precipitation from climate change. These threats will increase as extreme precipitation events increase in the future.

There is no question that a hurricane or tropical storm will directly strike the MVP in the future. This could result in devastating landslides.

Extreme weather events are already commonplace.

Wilmington, North Carolina received over 100 inches of rain in 2018 (23) and is located only about 200 miles from the MVP terminus. Elizabethtown, North Carolina received 36 inches of rain in September, 2018, (NOAA) and is only about 150 miles from the MVP. Several other locations in southeast North Carolina received more than 30 inches of rain in 2018 from Hurricane Florence alone.

Greenbrier County, West Virginia, along the MVP route, received 8 to 10 inches of rain in about 12 hours in June, 2016. (25)⁵⁰ That extreme event took 22 lives in West Virginia. Fortunately, MVP construction had not started prior to this extreme weather event.

Recent Proximate Landslide Related Pipeline Explosions

Landslide caused pipeline explosions are not uncommon. In just the past several years two large pipelines near the MVP have exploded as a result of landslides. The 36 inch diameter Leech Express "Best In Class" Pipeline exploded on June 7, 2018 near Moundsville West Virginia, just 6 months after it went into service, and only hours before a pipeline crew was to arrive on the site. (26)⁵¹ The 24 inch diameter Revolution Pipeline exploded just one week after

⁴⁹ NOAA

⁵⁰ Weather.gov

⁵¹ Marcellus Drilling News.... Leech

going into operation on September 10, 2018 near Pittsburgh, Pennsylvania. That explosion destroyed a home, barn, several cars, and collapsed 6 high voltage transmission towers. (27)⁵²

These explosions would be dwarfed by an explosion of the 42 inch diameter MVP. Additionally, the MVP could be more prone to explosion than the Leach Express of Revolution pipelines. The MVP would be operating with pipes that had been left in the sun for over 5 years, lacking cathodic protection for 2 years, located in a large active seismic zone, traversing many miles of landslide prone slopes, and already experiencing landslides on a continual basis.

Terrorist Threats

There are no safety measures in place to protect citizens near the MVP from a terrorist attack.

The top of the MVP pipe is only 3 feet under the surface of the ground in many locations. The pipe walls are less than 5/8 thick. (28)⁵³ Access to the pipe is not restricted by physical barriers. There are no warning systems in place to alert authorities if a terrorist is excavating the ground above the pipe.

A single terrorist with hand tools could easily detonate the MVP, resulting in catastrophic loss of life and property.

Page 4-573 of FERC's environmental impact statement for the MVP reads "The Commission, in cooperation with other federal agencies, industry trade groups, and interstate natural gas companies, is working to improve pipeline security practices, strengthen communications within the industry, and extend public outreach in an ongoing effort to secure pipeline infrastructure." This is virtually meaningless, and would do nothing to protect the public from a terrorist attack on the MVP.

Threats From Unintentional Incidents

The lack of safety measures and the physical vulnerability of the MVP create a condition where it could be unintentionally detonated as well. Table 4.12.2-1 in the EIS indicates that 22.7% of natural gas transmission dominant incidents from 1997-2016 were caused by excavation or outside force. This constitutes a large number of unintentional accidents. This does not include accidents caused by natural force damage, which account for another 11% of the incidents.

FERC and PHMSA Have Failed to Provide the Public With Information Regarding MVP Public Safety Issues

FERC and PHMSA have failed to keep the public informed regarding the MVP threat to public safety, and have withheld records pertaining to public safety from the public.

⁵² State Impact Pennsylvania Reid Frazier....Revolution

⁵³ MVP Plan of Development 11/30/17 Table 3.1

PHMSA has refused to advise the public regarding the condition of the pipes. (29)⁵⁴ They have produced only one document that indicates that direct current gradient surveys (DCVG) were performed on a small portion of the pipeline.(30)⁵⁵ Nevertheless DCVG surveys are limited in what coating deficiencies they can locate. PHMSA has refused to publicly state that the pipes are safe, and fit for use. PHMSA did state that they conducted only three inspections of the MVP in all of 2021, but would not state the findings of those inspections, nor produce the inspection records. Even these inspections were done under questionable procedures. PHMSA does not make unannounced inspections. They contact MVP days before an inspection, and agree to meet at a specific time and location. This could provide time for the MVP to repair, cover up, or otherwise eliminate violations prior to the PHMSA inspector arriving on site. This policy brings into serious question the ability of PHMSA to identify and correct violations that threaten the public safety.

The environmental impact statement for the MVP states that a “Under a Memorandum of Understanding on Natural Gas Transportation Facilities dated January 15, 1993, between the DOT (PHMSA) and the FERC...If the Commission becomes aware of an existing or potential safety problem, there is a provision in the Memorandum to promptly alert the DOT. The Memorandum also provides for referring complaints and inquiries made by state and local governments and the general public involving safety matters related to pipelines under the Commission’s jurisdiction.” MVP safety concerns have been repeatedly communicated to FERC, but the public has not been advised of communications between FERC and PHMSA regarding those concerns.

FERC and PHMSA have withheld large amounts of information that is pertinent to public safety from the public.

I filed FOIA request 2022-4 with FERC on 2/26/22. I requested records related to landslides, earthquakes, and pipe integrity from 1/1/2018 until the present. To date I have very few records. I have not received any records of communications between FERC and PHMSA, no records of communications regarding the two largest landslides, no emails, and no meeting notes.

I filed FOIA request 2022-59 with FERC on 6/15/22 for the same records from 1/1/15 through 12/31/17. On 7/15/22 I received notice from FERC that no records were found. This despite FERC issuing the EIS for the MVP in June, 2017, FERC issuing the certificate for the MVP on 10/13/17, and MVP submitting a landslide mitigation to FERC in October, 2015. Surely these records are available to the public, but have been withheld by FERC.

I filed FOIA request 2021-0147 with PHMSA on May 5, 2021. I have received some records, but most of them are not pertinent to my request, nor to public safety. The records did not include inspection reports, the results of those reports, or results from pipe testing. A large number of records were images of pipe laying in the ground with no date, location, nor explanation of the

⁵⁴ PHMSA FOIA 2021-0147 Filed 5/5/21

⁵⁵ MVP Integrity Update to PHMSA July 2020 PHMSA

image. PHMSA advised me on July 20, 2022 that they had provided all of the requested records and closed the file.

I filed FOIA request 2022-0117 with PHMSA on June 3, 2022 specifically for PHMSA inspection reports. I have received no records.

I believe that FERC and PHMSA have violated the law in not releasing the requested records.

Failure to release these important records has not only left the public uninformed regarding public safety issues regarding the MVP, but has also resulted in the public not having sufficient information to comment in a fully informed manner.

FERC Must Not Approve an Extension Request Due To The Significant Threat To Public Safety

The above threats to the public safety will continue, and may result in death, injury, property damage, and environmental damage if an extension to the FERC certificate for the MVP is granted.

The MVP certificate extension request must not be granted due to the following public safety issues:

- FERC has not demonstrated to the public that the MVP pipes are safe through independent testing, which includes removal of pipe from the ground due to the inability of in line devices to test for coating flexibility. Neither FERC nor PHMSA has stated that if the pipes fail any test they will be replaced with new pipes, or stripped and recoated at the factory.
- FERC has not required an updated landslide mitigation plan which requires additional measures to prevent further landslides, real time slip detection and warning devices, a failsafe public warning system, and instructions to all property owners and persons residing within the evacuation zone as to how they can escape during a pipeline emergency.
- FERC has not consulted with, nor requested a report from the United States Geological Survey regarding landslide risks associated with the MVP.
- FERC and PHMSA have withheld information from the public regarding MVP public safety risks. This is very likely a violation of the law. Hiding information regarding the significant public safety risks associated with the MVP has prevented the public from being fully informed regarding these risks. It has prevented many citizens who are directly threatened by the MVP due to their proximity to the pipeline, and other members of the public from fully understanding the risk that the MVP, FERC, and PHMSA are placing on them. This has also prevented the public from making well informed comments to FERC in these proceedings, and others.

Potential Public Health Risks From The MVP

MVP is a significant threat to the public health. FERC's assessment of the public health impacts has been inadequate and is outdated.

FERC must not issue a certificate extension to the MVP due the threat to the public health.”

Exhibit F

Reports alerting the public to the failures of the Mountain Valley Pipeline and the risk of continuing the project

“Somehow NextEra Energy and other Wall Street gamblers keep putting their money on a failing team, a failing project and failing legislative attempts. When investors originally bought in, they didn’t expect the continually rising cost. MVP is now billions of dollars over budget, currently topping \$6 billion – and the price continues to balloon with permit rewrites and lawyer fees. Given that renewable energy sources are far less expensive, why are lawmakers and utilities trying to resuscitate a dying industry?

To be fair, this MVP team is number one in something: cost per mile. It’s the most expensive pipeline project ever!”⁵⁶

*““The current status of MVP? **MVP construction is only 55.8% complete.** Not “nearly 95%” as claimed by pipeline supporters. This statistic comes from the pipeline company’s own weekly [reports submitted to FERC](#), with the most recent one being from May 2, 2022 (Appendix A, page 5).*

What’s left to be constructed? 429 risky crossings of streams, creeks, rivers and wetlands. These water crossings require massive ground disturbance, either drilling a tunnel beneath a waterway or digging a trench (and possibly blasting) right through one. The risks come not only from the water crossing construction, but also from the damage to the surrounding landscape. No other large pipeline has ever been approved across [this many miles of steep slopes](#) and high landslide risk areas. MVP is designed to pass through more than 200 miles of “high landslide susceptibility,” and steeper slopes typically mean more threats to clean rivers and streams as well as increased risks of pipeline explosions.

The result of the construction to date, under the old but now voided permits, has been more than 300 violations of water quality protections alleged by the states of [Virginia](#) and [West Virginia](#). And the land that would be crossed with the remaining construction includes some of the steepest slopes, public land in the Jefferson National Forest, and endangered species habitat—areas that are extremely vulnerable to destructive land disturbance.

When you consider the bulldozing and drilling that would be required to achieve more than 400 new water crossings, combined with the extremely steep slopes and MVP’s poor record of compliance with state environmental protection laws, clearly the risks are significant.”⁵⁷

⁵⁶ <https://www.virginiamercury.com/2023/01/05/game-over-for-the-mountain-valley-pipeline/>

⁵⁷ <https://www.nrdc.org/experts/amy-mall/update-reasons-remain-stop-mountain-valley-pipeline>

Exhibit G

Report of questionable political contributions to legislators trying to pass an act of Congress to help the Mountain Valley Pipeline

“At the center of the ongoing debate over permitting reform—now encapsulated in Senator Joe Manchin’s Energy Independence and Security Act—lies a single unfinished piece of energy infrastructure: the Mountain Valley Pipeline. Stretching from northern West Virginia through to southern Virginia, the 300-plus-mile-long project is slated to transport two billion cubic feet of fracked gas per day, much of that bound for export. Manchin’s bill would speed along the project’s construction, fast-tracking permits and redirecting extensive and ongoing court challenges against it. If completed, the pipeline is estimated to pour 26 coal plants’ worth of carbon dioxide emissions into the atmosphere.

Manchin’s enthusiasm for the project, which has faced fierce opposition along its route, is predictable. He’s long tried to promote his state’s fossil fuel industry and has accepted generous donations from backers of the pipeline. Gas pipeline companies have ratcheted up their spending on Manchin this year, from \$20,000 in 2020 to \$331,000 in 2022 so far. He’s the industry’s largest recipient of campaign funds overall. The deal to green-light the Mountain Valley Pipeline, then, has been portrayed in the media as a necessary and savvy bit of politicking to guarantee Manchin’s vote on the Inflation Reduction Act: Democrats, including Senate Majority Leader Chuck Schumer, who brokered the deal, may not have wanted to fast-track the Mountain Valley Pipeline, but it’s a small price to pay for the IRA’s climate policies.

This is the dominant media narrative right now. But it doesn’t quite tell the whole story. Schumer, not Manchin, is the single largest recipient of donations from one of the pipeline’s backers this year, NextEra. Schumer has received four times as many donations from employees and the company’s PAC this year as Manchin has.

The Mountain Valley Pipeline is a joint venture between EQM Midstream Partners, NextEra Capital Holdings, Con Edison Transmission, WGL Midstream, and RGC Midstream. By far the biggest spender in Washington has been NextEra, which owns a number of utilities and energy infrastructure projects around the country. Over the last year, Manchin has received \$59,350 from NextEra, including \$55,850 from individuals and \$3,500 from the company’s PAC, according to campaign finance data compiled by the Center for Responsive Politics. Schumer has received \$283,200, including \$278,200 from individuals and \$5,000 from the company’s PAC. ConEd has given Schumer \$500 this year, and \$2,500 since the 2017–18 campaign cycle. Over the same time period, Manchin’s campaign committees have received \$15,500 from NextEra, while Schumer’s has gotten \$10,000. Schumer’s office did not respond to a request for comment in time for publication.

NextEra has been Schumer’s second-largest donor this year overall, despite never having breached his top-five list of donors previously. The utility holding company, whose subsidiaries include Florida Power and Light and Gulf Power, hasn’t historically had a major footprint in New York. Earlier this year, NextEra Energy Transmission—the subsidiary backing the Mountain Valley Pipeline and with plenty to gain from the permitting reform package’s transmission-related elements—finished work on a transmission line through New York. Schumer’s campaign donations from NextEra this year are three times the amount he’s received from the company in total since joining the Senate in 2018. All but 12 of the 144

donations Friends of Schumer PAC received from NextEra employees between 2021 and 2022 have been \$1,000 or more, according to the Federal Election Commission.

The Mountain Valley Pipeline has accumulated more than 350 water quality violations and other environmental infractions since construction began in 2018. The permitting reform bill would go to remarkable lengths to protect the project from local and national scrutiny, mandating that any future legal challenges to either the pipeline or any of the bill's provisions be brought in the D.C. District Court. It would mandate that judicial review panels more generally be compiled by random selection, seen as a potential reaction to the Mountain Valley Pipeline getting repeatedly rejected for permits by the Fourth U.S. Circuit Court of Appeals.

Republicans have extensive ties to the project too, of course. West Virginia Senator Shelly Moore Capito, who has released her own, more radical permitting reform proposal, owns between \$2,002 and \$30,000 of NextEra stock, while her husband, Charles Capito, owns between \$15,001 and \$50,000. He sold off between \$1,001 and \$15,000 of that stock on May 26, as Roll Call reported.

The majority (61 percent) of NextEra contributions this year, however, have flowed to Democrats. The company's PAC has given \$210,000 each to the Democratic Senate Campaign Committee and Democratic Congressional Campaign Committee, responsible for raising funds for Democratic Senate and House candidates, respectively. It gave the same amount to the National Republican Senatorial Committee and \$170,000 to the DCCC's GOP equivalent, the National Republican Congressional Committee. Manchin, the DCCC, and DSCC did not respond to requests for comment in time for publication.

As my colleague Grace Segers reported last week, opposition to the Mountain Valley Pipeline hasn't just come from climate progressives. Virginia Democratic Senator Tim Kaine came out against the Energy Independence and Security Act just after text was released, miffed that he wasn't consulted on a deal that would see more gas flowing through his state. The broader fight around permitting reform has caused a sizable rift within the Democratic coalition, and an odd-bedfellows alliance of progressives wary of fossil fuel provisions and centrists disgusted by the process. Getting donations from fossil fuel interests, meanwhile, remains a thoroughly bipartisan enterprise.⁵⁸

⁵⁸ <https://newrepublic.com/article/167869/mountain-valley-pipeline-nextera-schumer-manchin>

Exhibit H

Public is turning against natural gas for economic and environmental reasons:

“A new [poll](#) from Data for Progress finds that 66 percent of New York voters support the proposal to end new gas hookups, including 85 percent of Democrats, 64 percent of Independents, and 43 percent of Republicans.

New Yorkers feel that the state has not done enough to address climate change: 41 percent of New York voters feel that the state legislature has done too little, while only 19 percent believe that it has taken the right amount of action to address climate change. If the statewide ban on fossil fuels in new construction were to pass, it would save [4 million metric tons of carbon dioxide](#) by 2040 — the equivalent of keeping 870,000 cars off the road for one year.

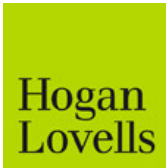
Data for Progress also finds that 55 percent of New York voters are very concerned about home energy bills. As winter begins, Con Edison has [predicted](#) a 32 percent rate increase, and the national average of home heating costs is [set to spike](#) by 28 percent.

The All-Electric Building Act would save residents of new homes nearly [\\$1,000 on home heating bills annually](#), which would be a great help to many New Yorkers. If enacted, it would be the biggest win yet for a growing movement of localities and states ending gas in new construction.”⁵⁹

NextEra Energy’s ad is incongruent with the build out of new natural gas infrastructure like the Mountain Valley Pipeline:

NextEra Energy [“Real Zero” ad](#).

⁵⁹<https://www.dataforprogress.org/blog/2023/1/9/voters-support-new-yorks-proposal-to-end-fossil-fuels-in-new-construction>



Hogan Lovells US LLP
Columbia Square
555 Thirteenth Street, NW
Washington, DC 20004
T +1 202 637 5600
F +1 202 637 5910
www.hoganlovells.com

January 19, 2023

VIA E-MAIL (shareholderproposals@sec.gov)

Office of Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: NextEra Energy, Inc.
Shareholder Proposal of Sarah Hazlegrove

Dear Ladies and Gentlemen:

On behalf of NextEra Energy, Inc. (the “**Company**”), we are submitting this letter to respond to the Proponent’s representative’s letter to the Staff dated January 9, 2023 and submitted January 16, 2023 (the “**Response Letter**”), objecting to the Company’s intention, expressed in our letter to the Staff dated December 30, 2022 (the “**Initial Letter**”), to omit the Proposal from its 2023 Proxy Materials. For ease of reference, capitalized terms used in this letter have the same meaning ascribed to them in the Initial Letter.

As explained in the Initial Letter, the Proposal is excludable under Rule 14a-8(b) and Rule 14a-8(f)(1) because the Proponent failed to timely substantiate her eligibility to submit the Proposal after the Company twice properly notified the Proponent of her failure to verify continuous ownership of the requisite amount of the Company’s common stock in accordance with Rule 14a-8(b).

In the Response Letter, the Proponent’s representative claims that she did not receive a physical copy of the Company’s Second Deficiency Letter until December 14, 2022. However, the Second Deficiency Letter was transmitted electronically to both the Proponent and her representative via e-mail on December 12, 2022. The Proponent’s representative admits that the e-mail was delivered and accessible in her e-mail inbox, as she states in the Response Letter “I

Office of Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
December 30, 2022

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hadn't seen the email until I looked for it after seeing the letter." However, failure to check an e-mail inbox for a validly delivered e-mail is not a supportable reason to extend the 14-day cure period under Rule 14a-8(f). The Company notes that e-mail was the primary means of correspondence used by the Company with the Proponent and her representative, and e-mail was the method by which the Company initially received the Proposal from the Proponent. Accordingly, as outlined in the Initial Letter, a response to the Second Deficiency Letter was required to be submitted by December 26, 2022.

Furthermore, even if the Second Deficiency Letter was not received until December 14, 2022, as the representative claims, the Proponent's response to cure the Ownership Deficiency outlined in the Second Deficiency Letter would have been due by December 28, 2022. The Proponent failed to satisfy this burden. The Company received the Second Proponent Response on December 27, 2022 via e-mail. As discussed in the Initial Letter, this response did not include an affirmative written statement from UBS Financial Services Inc., the record holder for the securities, establishing that the Proponent had continuously owned a number of shares of common stock for a period of time sufficient to satisfy any of the ownership requirements of Rule 14a-8(b). It was not until December 30, 2022, two days **after** the supposed deadline claimed by the Response Letter, that the Second UBS Letter was received by the Company from the Proponent via e-mail. Accordingly, the Proponent did not timely cure the Ownership Deficiency. The Proponent's representative freely admits this in the Response Letter, stating "the verifying statement from UBS was submitted on December 30, 2022, barely falling outside of the 14 calendar days" from the date of the alleged receipt of the Second Deficiency Notice.

Accordingly, nothing in the Response Letter changes the facts or conclusions set forth in the Company's Initial Letter, and therefore the Company continues to believe that it may omit the Proposal from its 2023 Proxy Materials in reliance on Rules 14a-8(b) and 14a-8(f). If you have any questions or need additional information, please feel free to contact me at (202) 637-5737.

Sincerely,



Alan L. Dye

Enclosures

cc: W. Scott Seeley (NextEra Energy, Inc.)
Sarah P. Hazlegrove
Freeda Cathcart

Exhibit A

Initial Letter



Hogan Lovells US LLP
Columbia Square
555 Thirteenth Street, NW
Washington, DC 20004
T +1 202 637 5600
F +1 202 637 5910
www.hoganlovells.com

Rule 14a-8(b)
Rule 14a-8(f)(1)

December 30, 2022

VIA E-MAIL (shareholderproposals@sec.gov)

Office of Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: NextEra Energy, Inc.
Shareholder Proposal of Sarah Hazlegrove

Dear Ladies and Gentlemen:

On behalf of NextEra Energy, Inc. (the “*Company*”), we are submitting this letter pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934 to notify the Securities and Exchange Commission (the “*Commission*”) of the Company’s intention to exclude from its proxy materials for its 2023 annual meeting of shareholders (the “*2023 Proxy Materials*”) a shareholder proposal (the “*Proposal*”) submitted to the Company by Sarah Hazlegrove (the “*Proponent*”). We also request confirmation that the staff of the Division of Corporation Finance (the “*Staff*”) will not recommend to the Commission that enforcement action be taken if the Company omits the Proposal from its 2023 Proxy Materials for the reasons discussed below.

In accordance with *Staff Legal Bulletin No. 14D* (Nov. 7, 2008) (“*SLB No. 14D*”), this letter and its exhibits are being delivered by e-mail to shareholderproposals@sec.gov. Pursuant to Rule 14a-8(j), a copy of this letter and its exhibits also is being sent to the Proponent. Rule 14a-8(k) and *SLB No. 14D* provide that a proponent is required to send the Company a copy of any correspondence which the proponent elects to submit to the Commission or the Staff. Accordingly, we hereby inform the Proponent that if the Proponent elects to submit additional

Office of Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
December 30, 2022

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correspondence to the Commission or the Staff relating to the Proposal, the Proponent should concurrently furnish a copy of that correspondence to the undersigned by e-mail.

Pursuant to the guidance provided in Section F of *Staff Legal Bulletin 14F* (Oct. 18, 2011) (“*SLB No. 14F*”), we ask that the Staff provide its response to this request to the undersigned via e-mail at the address noted in the last paragraph of this letter.

The Company currently intends to file its definitive 2023 Proxy Materials with the Commission more than 80 days after the date of this letter.

THE PROPOSAL

The Proposal sets forth the following resolution to be voted on by shareholders at the Company’s 2023 annual meeting of shareholders (the “*2023 Annual Meeting*”):

Resolved: Shareholders request that NextEra Energy issue a report at reasonable cost and omitting proprietary information describing how it is responding to the risk of stranded assets of planned natural gas based infrastructure and assets as the global response to climate change intensifies.

A copy of the Proponent’s complete submission, including the Proposal, supporting statement, and related materials, is attached hereto as Exhibit A.

BASIS FOR EXCLUSION OF THE PROPOSAL

As discussed more fully below, the Company believes that it may omit the Proposal from its 2023 Proxy Materials pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1) because the Proponent failed to provide, within fourteen (14) days of receipt of the Company’s proper request, the requisite proof of continuous stock ownership in accordance with Rule 14a-8(b)(1).

BACKGROUND

On December 1, 2022, the Company received an e-mail submission from the Proponent which included the Proposal and a cover letter. Although the cover letter submitting the Proposal included a statement that the Proponent had “continuously beneficially owned, for at least 1 year as of the date hereof, at least \$25,000 worth of the Company’s common stock. Verification of this ownership is attached,” the submission did not include verification of the Proponent’s continuous ownership of the requisite amount of the Company’s common stock in accordance with Rule 14a-8(b) (the “*Ownership Deficiency*”).

After confirming that the Proponent was not a registered owner of the Company’s common stock, the Company informed the Proponent of the Ownership Deficiency in a letter e-

mailed and sent by express delivery to the Proponent and her representative, Freeda Cathcart, on December 7, 2022 (the “**First Deficiency Letter**”), a copy of which is attached hereto as Exhibit B. In compliance with Rule 14a-8(f), the First Deficiency Letter was sent to the Proponent within 14 days of the date the Company received the Proposal. The First Deficiency Letter stated, *inter alia*:

- the proof of ownership requirements as set forth in Rule 14a-8(b)(1);
- an explanation as to how the Proponent could cure the Ownership Deficiency, attaching copies of Rule 14a-8, SLB No. 14F and *Staff Legal Bulletin 14G* (October 26, 2012) (“**SLB No. 14G**”); and
- that any response had to be postmarked or transmitted electronically to the Company no later than 14 calendar days from the date the Proponent received the Deficiency Letter.

On December 8, 2022, the Proponent responded to the First Deficiency Letter by e-mail, which included a letter from UBS Financial Services Inc. dated December 1, 2022, (the “**UBS Letter**”) which stated that “Sarah Hazlegrover (*sic*) has authorized UBS Financial Services Inc. to provide the attached trade confirmations.” Attached to the UBS Letter were various redacted image files of trade purchase confirmation statements dated August 20, 2021, August 18, 2021 and January 7, 2014, as well as a statement dated October 27, 2020 regarding a Company stock split (collectively, the “**UBS Trade Statements**”). The Proponent’s response also included two image files labeled “Tax Lots Details,” each dated December 8, 2022 (the “**Tax Lot Details**”), which referenced the purchase dates for “NEXTERA ENERGY INC COM.” The Tax Lot Details image files appear to be screenshots from a website, but they do not contain any information indicating their source, they are not on UBS letterhead, and they are not referenced in the UBS Letter (which refers only to “trade confirmations”). The UBS Letter, the UBS Trade Statements and the Tax Lot Details are attached hereto in Exhibit C.

As discussed below, because none of the UBS Letter, the UBS Trade Statements or the Tax Lot Details provided evidence of continuous ownership of a specific amount of Company securities owned continuously over a specified period of time, they were deficient in curing the Ownership Deficiency.

In response to the Proponent’s December 8, 2022 submission, and in consideration of *Staff Legal Bulletin No. 14L* (Nov. 23, 2021) (“**SLB No. 14L**”), which contemplates that it may be appropriate for companies to send a second deficiency notice to “identify any specific defects in the proof of ownership letter, even if the company previously sent a deficiency notice prior to receiving the proponent’s proof of ownership,” the Company e-mailed and sent by express delivery a second notice of deficiency to the Proponent on December 12, 2022 (the “**Second Deficiency Letter**”), which is attached hereto as Exhibit D. The Second Deficiency Letter

explained to the Proponent that (1) “you must provide a written statement from the record holder of your shares (usually a broker or bank) and a participant in the Depository Trust Company verifying that, at the time the Proposal was submitted, you held, and have continuously held, the requisite number of shares of NextEra common stock for at least the requisite period preceding and including December 1, 2022,” and (2) the “certain trade confirmations and investment statements, are not sufficient to establish your eligibility to submit the Proposal because they do not establish that you have continuously owned a number of shares of NextEra common stock for a sufficiently long period of time to satisfy any of the [ownership requirements of Rule 14a-8(b)].” The Company also re-attached the First Deficiency Letter as an addendum to the Second Deficiency Letter, which included copies of Rule 14a-8, SLB No. 14F and SLB No. 14G.

Pursuant to Rule 14a-8(f)(1), the Proponent’s response to the Second Deficiency Letter establishing her eligibility to submit the Proposal was required to be postmarked or transmitted to the Company by December 26, 2022.

On December 27, 2022, the Proponent responded to the Second Deficiency Letter via e-mail, submitting a letter (the “**Second Proponent Response**”) which is attached hereto as Exhibit E. The Second Proponent Response, which was signed by the Proponent, included a statement saying “I confirm that I owned the required amount of NextEra Energy common stock continuously for the required amount of time when I submitted my shareholder resolution . . . My ownership of the required shares was previously submitted to you in the form of my UBS brokerage account statement.” The Second Proponent Response did not include an affirmative written statement from UBS Financial Services Inc., the record holder for the securities, establishing that the Proponent had continuously owned a number of shares of common stock for a period of time sufficient to satisfy any of the ownership requirements of Rule 14a-8(b).

Subsequently, on December 30, 2022, the Proponent responded once again via e-mail, attaching a letter (the “**Second UBS Letter**”) from UBS Financial Services Inc., which letter is attached hereto as Exhibit F. The Second UBS Letter included a statement from the broker stating that “[the Proponent] purchased the stock here originally in 80 shares in July 2014, received 240 as a dividend in 220 and bought 30 in August 2021 and have not sold any of the shares we currently hold.”

ANALYSIS

The Proposal May be Excluded under Rule 14a-8(b) and Rule 14a-8(f)(1) Because the Proponent Failed to Timely Establish Eligibility to Submit the Proposal

The Company may exclude the Proposal under Rule 14a-8(b) and Rule 14a-8(f)(1) because the Proponent failed to timely substantiate her eligibility to submit the Proposal in compliance with Rule 14a-8, after the Company properly notified the Proponent twice of the Ownership Deficiency.

Under Rule 14a-8(b)(1), to be eligible to submit a proposal, a proponent must have continuously held: (i) at least \$2,000 in market value of the company's securities entitled to vote on the proposal for at least three years; (ii) at least \$15,000 in market value of the company's securities entitled to vote on the proposal for at least two years; or (iii) at least \$25,000 in market value of the company's securities entitled to vote on the proposal for at least one year, in each case, as of the submission date of the proposal.

Under Rule 14a-8(b)(2), if a proponent is not a registered shareholder of a company and has not made a filing with the Commission detailing the proponent's beneficial ownership of shares in the company (as described in Rule 14a-8(b)(2)(ii)(B)), the proponent has the burden of proving that it meets the beneficial ownership requirements of Rule 14a-8(b)(1) by submitting to the company a written statement from the "record" holder of the securities verifying that, at the time the proponent submitted the proposal, the proponent continuously held the requisite amount of such securities for the requisite time period. If the proponent fails to provide proof of ownership, the company may exclude the proposal, but only if the company notifies the proponent in writing of the deficiency within 14 calendar days of receiving the proposal and the proponent fails to correct it. A proponent's response to the notice of deficiency must be postmarked or transmitted electronically to the company no later than 14 days from the date the proponent receives the notice.

The Staff has consistently concurred in the exclusion of proposals when, following a timely and proper request by a company to furnish evidence of continuous share ownership, the proponent failed to provide proof of ownership within 14 calendar days from the date of receipt of the notice. For example, *in FedEx Corp.* (June 5, 2019), the Staff permitted exclusion of a proposal under Rules 14a-8(b) and 14a-8(f) where the proponent e-mailed a broker letter establishing proof of his ownership 15 calendar days after receiving the company's notice of deficiency. In its response to the company's no-action request, the Staff stated "We note that the Proponent appears to have failed to supply, within 14 days of receipt of the Company's request, documentary support sufficiently evidencing that he satisfied the minimum ownership requirement." *See, also Colgate-Palmolive Company* (Jan. 26, 2022); *Cisco Systems, Inc.* (Aug. 6, 2021); *AT&T Inc. (Steiner)* (Dec. 23, 2020); *Huntsman Corp.* (Jan 16, 2020). In addition, account statements from brokers do not satisfy the requirements of Rule 14a-8(b)(1) because they do not demonstrate continuous ownership of a company's securities for the requisite period. The Staff addressed whether account statements satisfy the continuous ownership requirements of Rule 14a-8(b)(1) in *Staff Legal Bulletin No. 14* (July 13, 2001):

(2) Do a shareholder's monthly, quarterly or other periodic investment statements demonstrate sufficiently continuous ownership of the securities?

No. A shareholder must submit an affirmative written statement from the record holder of his or her securities that specifically verifies that the shareholder owned the securities *continuously* for a period of one year as of the time of submitting the proposal.

Accordingly, the Staff has consistently permitted exclusion of proposals under Rule 14a-8(f)(1) where the proponent submitted as purported proof of ownership a brokerage or account statement showing only the proponent's ownership as of a certain date or dates. *See, e.g., Churchill Downs Inc.* (Feb. 1, 2021) (permitting exclusion of a shareholder proposal where the proponent provided monthly brokerage account statements); *FedEx Corp.* (Jun. 28, 2018) (permitting exclusion of a shareholder proposal where the proponent supplied an account statement, broker trade confirmation and a spreadsheet from the proponent's online brokerage account); *PepsiCo, Inc.* (Jan. 20, 2016) (permitting exclusion of a shareholder proposal where the proponent supplied an account statement showing ownership of company shares as of a certain date); *Int'l Business Machines Corp.* (Jan. 31, 2014) (permitting exclusion of a proposal where the proponent provided a "Security Record and Position Report" that showed ownership of a quantity of company shares held as of a certain date); *E.I. du Pont de Nemours and Co.* (Jan. 17, 2012) (permitting exclusion of a proposal where the proponent provided a one-page excerpt from proponent's monthly brokerage statement); *Verizon Communications Inc.* (Jan. 25, 2008, *recon. denied* Feb. 4, 2008) (permitting exclusion of proposal where the proponent submitted broker letter showing date of purchase of stock and ownership as of date of submission of proposal); *General Motors Corp.* (Apr. 5, 2007) (permitting exclusion of a shareholder proposal where the proponent supplied account summary that provided share totals and market values as of two dates nine months apart); *Yahoo! Inc.* (Mar. 29, 2007) (permitting exclusion of proposal where proponent supplied account statements, trade confirmations, email correspondence, webpage printouts and other selected account information).

The Proponent is not a registered shareholder of the Company and has not made a filing with the Commission reporting her beneficial ownership of the Company's common stock. Therefore, the Proponent is responsible for proving her eligibility to submit a proposal to the Company through a written statement from the "record" holder as described above.

After receiving the Proposal and verifying that the Proponent was not a registered shareholder, the Company timely submitted the First Deficiency Letter notifying the Proponent of the Ownership Deficiency and explaining how the deficiency could be cured. The Proponent responded by providing the UBS Letter, the UBS Trade Statements and the Tax Lot Details. However, none of the UBS Letter, the UBS Trade Statements or the Tax Lot Details included an affirmative written statement from the record holder of the Company's securities that specifically

verifies that the Proponent owned the securities continuously for the requisite time period as of the time of submitting the Proposal. Instead, the documents established only that the Proponent owned Company securities on certain dates in the past. As demonstrated by the Staff guidance and precedent cited above, trade statements and account statements are insufficient verification of continuous ownership under Rule 14a-8(b).

Upon receiving the foregoing documents from the Proponent, and in accordance with the guidelines of SLB No. 14L, the Company timely provided a *second* notice of deficiency to the Proponent informing her that the Proponent had still not cured the Ownership Deficiency and explaining how the deficiency could be cured. Pursuant to Rule 14a-8(f)(1), the Proponent's response to the Second Deficiency Letter to cure the Ownership Deficiency was required to be postmarked or transmitted to the Company by December 26, 2022. One day after the deadline for a response, on December 27, 2022, the Proponent provided the Second Proponent Response to the Company. Although this response was submitted after the deadline imposed by Rule 14a-8(f)(1), even if it had been submitted timely, the Second Proponent Response did not cure the Ownership Deficiency. As the Company explained in the Second Deficiency Letter, account and brokerage statements do not verify eligibility to submit a shareholder proposal under Rule 14a-8(b), and the Proponent's repeated statements (in the original submission and the Second Proponent Response) that she continuously owned the securities do not suffice as a statement from the record holder of the securities confirming continuous ownership.

Finally, on December 30, 2022, four days after the deadline to cure the Ownership Deficiency, the Proponent e-mailed to the Company the Second UBS Letter. Although the Second UBS Letter did provide an affirmative written statement from the record holder of the securities that the Proponent had held the Company's securities continuously through the date of the Proposal's submission, the letter was not submitted within 14 days of receipt of the Company's proper notice of deficiency. Therefore, as in *FedEx Corp.* (June 5, 2019) and the other Staff precedent cited above, the Proponent did not provide timely evidence of her ownership of the Company's common stock in accordance with Rule 14a-8(b).

CONCLUSION

We respectfully request that the Staff concur with the Company's view that the Company may exclude the Proposal from its 2023 Proxy Materials under Rule 14a-8(b) and Rule 14a-8(f)(1) and confirm that it will not recommend enforcement action to the Commission if the Company so excludes the Proposal.

Office of Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
December 30, 2022

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If you have any questions or need additional information, please feel free to contact me at (202) 637-5737. When a written response to this letter is available, I would appreciate your sending it to me by e-mail at alan.dye@hoganlovells.com.

Sincerely,

A handwritten signature in cursive script that reads "Alan L. Dye".

Alan L. Dye

Enclosures

cc: W. Scott Seeley (NextEra Energy, Inc.)
Sarah P. Hazlegrove
Freedra Cathcart

Exhibit A

Copy of the Proposal and Related Correspondence

From: sarah hazlegrove <[REDACTED]>
Sent: Thursday, December 01, 2022 2:48 PM
To: Seeley, Scott <[REDACTED]>
Cc: Freeda Cathcart <[REDACTED]>
Subject: Shareholder Resolution

Dear Mr. Seeley,

I am a shareholder of Nextera Energy. I sent by mail today the requisite information for submitting a shareholder resolution. I am sending you the same information by email, as a back up in case the express mail delivery does not arrive in time. It is due to arrive by 6:00 pm tomorrow.

The only documentation that I am not furnishing you at this moment is proof from my Stock broker of the 398 shares of NextEra Energy I hold in my account at UBS. That information will be forthcoming after the weekend.

Sincerely,
Sarah Hazlegrove

VIA POSTAL MAIL

NextEra Energy, Inc.
P.O. Box 14000
700 Universe Boulevard
Juno Beach, Florida 33408-0420
Attn: W. Scott Seeley, Corporate Secretary

December 1, 2022

Re: Shareholder proposal for 2023 Annual Shareholder Meeting

Dear Mr. Seeley,

I, Sarah Hazlegrove, am submitting the attached proposal (the "Proposal") pursuant to the Securities and Exchange Commission's Rule 14a-8 to be included in the proxy statement of NextEra Energy, Inc. (the "Company") for its 2023 annual meeting of shareholders. I, Sarah Hazlegrove, am the lead filer for the Proposal.

I, Sarah Hazlegrove, have continuously beneficially owned, for at least 1 year as of the date hereof, at least \$25,000 worth of the Company's common stock. Verification of this ownership is attached. Sarah Hazlegrove intends to continue to hold such shares through the date of the Company's 2023 annual meeting of shareholders.

We are available to discuss this issue and appreciate the opportunity to engage and seek to resolve the Proponent's concerns. Please send future correspondence and communications regarding this proposal to my representative Freeda Cathcart who can be contacted at [REDACTED] and [REDACTED]. Sarah Hazlegrove and Freeda Cathcart are available to meet with the Company via teleconference on 12/12, 12/13 and 12/14.

Representation – Important Notice

Please be advised that Sarah Hazlegrove will hereafter be using a representative regarding the management of this proposal. Please send any correspondence regarding this proposal including deficiency notices, no action requests or engagement scheduling to Freeda Cathcart who can be contacted at [REDACTED] and [REDACTED] and [REDACTED]. I authorize the representative to speak on my behalf, negotiate withdrawal of the proposal and engage with the company and its representatives.

Sincerely, SARAH P. HAZLEGROVE



Report on risk and impacts of natural gas use

Whereas:

The Intergovernmental Panel on Climate Change **has issued**¹ a “dire warning about the consequences of inaction” and emphasized the urgency of more ambitious climate action. Utilities have a critical role in mitigating climate risks. Already, the sector is undergoing a rapid transition away from coal, but growing reliance on natural gas creates ongoing risk. Natural gas is a major contributor to climate change due to methane leaks and routine combustion emissions.

Despite over 100 countries committing² to reduce methane emissions 30% by 2030 compared to 2020, preliminary analysis³ showed an annual increase in atmospheric methane during 2021. Methane is an accelerant of extreme weather events and over 25 times more potent⁴ a greenhouse gas than carbon.

Investing in **new gas infrastructure**⁵ may be uneconomic and result in costly stranded assets comparable to early retirements now occurring for coal. While **some low-carbon scenarios**⁶ show gas use continuing, they rely on carbon removal technologies – a risky assumption since the technology has yet to prove economic at scale.

Existing alternatives to natural gas -- including renewables plus storage, electrification, and energy efficiency -- are increasingly cost-effective for meeting energy needs while reducing climate impacts. Cities are setting policies prohibiting **gas hookups for new buildings**⁷ in favor of safer, healthier electric buildings. Furthermore, states, cities, and **large consumers are setting ambitious renewable energy targets**⁸, which utilities will need to supply or risk losing business.

¹ <https://www.ipcc.ch/report/ar6/wg2/>

² <https://www.globalmethanepledge.org/>

³ <https://www.noaa.gov/news-release/increase-in-atmospheric-methane-set-another-record-during-2021>

⁴ <https://www.epa.gov/gmi/importance-methane>

⁵ <https://rmi.org/a-bridge-backward-the-risky-economics-of-new-natural-gas-infrastructure-in-the-united-states/>

⁶ <https://www.ipcc.ch/sr15/chapter/chapter-2/>

⁷ <https://www.cnbc.com/2021/12/15/new-york-city-is-banning-natural-gas-hookups-for-new-buildings.html>

⁸ https://www.greentechmedia.com/articles/read/facebook-and-google-voluntary-renewables-deals-wont-clean-up-the-grid?utm_medium=email&utm_source=Daily&utm_campaign=GTMDaily

While NextEra Energy (the Company) is to be commended for taking **climate conscious steps**⁹, including its “real-zero” by 2045 commitment, investors lack sufficient information about if or how the Company can reconcile its build out of natural gas infrastructure and remain aligned with global climate goals as well as achieving “real-zero” by 2045.

The Company is a partner in the Mountain Valley Pipeline (an expensive new natural gas infrastructure project still under construction). This project is incongruent with investors’ desire for the Company to align with the Climate Action 100+ initiative¹⁰. This indicates that the Company may not be sufficiently addressing commitments for new natural gas infrastructure projects to be reconciled with climate stability goals or the existence of increasingly low cost, clean energy pathways.

Shareholders are concerned that the Company’s continued involvement in projects like the Mountain Valley Pipeline is increasing its exposure to climate-related risks by investing in significant gas holdings that may become stranded assets.¹¹ Already the Company has written off \$800 million this year on top of the \$1.2 billion write off from 2021 from the Mountain Valley Pipeline investment.

Resolved:

Shareholders request that NextEra Energy issue a report at reasonable cost and omitting proprietary information describing how it is responding to the risk of stranded assets of planned natural gas based infrastructure and assets as the global response to climate change intensifies.

⁹ <https://www.nexteraenergy.com/company/work/battery-storage.html>

¹⁰ <https://www.climateaction100.org/company/nextera-energy-inc/>

¹¹ <https://news.mit.edu/2022/stranded-assets-could-exact-steep-costs-fossil-energy-producers-investors-0819>

RE: Intent to Hold Shares

To Whom It May Concern:

By this letter I hereby express my intent to hold a sufficient value of stock (as defined within SEC Rule 14a-8) from the time of filing a shareholder proposal through the date of the subsequent annual meeting of shareholders.

This statement of intent acknowledges this responsibility under SEC rules, and applies to the shares of any company that I own at which a shareholder proposal is filed (whether directly or on my behalf). This statement of intent is intended to be durable, and forward-looking as well as retroactive.

Sincerely,

A handwritten signature in black ink, appearing to read "Sarah P. Hyson", with a long horizontal flourish extending to the right.

Exhibit B

Copy of First Deficiency Letter

From: Seeley, Scott

Sent: Wednesday, December 07, 2022 4:20 PM

To: 'sarah hazlegrove' <[REDACTED]>

Cc: Freeda Cathcart <[REDACTED]>

Subject: RE: Shareholder Resolution

Dear Sarah Hazlegrove,

Since we have not received your share ownership information as of this afternoon, the attached letter advises you of that in provides information relevant to providing proper documentation of your ownership.

Sincerely,

Scott Seeley

W. Scott Seeley
Vice President, Compliance & Corporate Secretary



Via Email and UPS Overnight Delivery

December 7, 2022

Ms. Sarah P. Hazlegrove
[REDACTED]

Re: Shareholder Proposal for NextEra Energy, Inc. ("NextEra Energy") 2023 Annual Meeting

Dear Ms. Hazlegrove:

We are in receipt of your e-mail dated December 1, 2022, which transmitted a shareholder proposal requesting a report on how the Company is responding to the risk of stranded assets of planned natural gas-based infrastructure and assets as the global response to climate change intensifies (the "Proposal"). We received the e-mail on December 1, 2022.

The purpose of this letter is to inform you that, for the following reasons, we believe that your submission does not comply with Rule 14a-8 under the Securities Exchange Act of 1934 and therefore is not eligible for inclusion in NextEra Energy's 2023 proxy statement.

Verification of Ownership

As you know, Rule 14a-8(b) provides that, to be eligible to submit a shareholder proposal, a proponent must have continuously held a minimum of company securities entitled to be voted on the proposal of: (1) at least \$2,000 in market value for at least three years; (2) at least \$15,000 in market value for at least two years; or (3) at least \$25,000 in market value for at least one year, prior to the date the proposal is submitted. Ownership may be substantiated in either of two ways:

1. you may provide a written statement as the record holder(s) of the shares of NextEra Energy common stock beneficially owned by you as the Proponent, verifying that, on December 1, 2022, when you submitted the Proposal, you had continuously held the requisite number or value of shares of NextEra Energy's common stock for the applicable time frame; or
2. you may provide a copy of a filed Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or any amendment to any of those documents or updated forms, reflecting the ownership by you as the Proponent of the requisite number or value of shares of NextEra Energy's common stock as of or before the date on

NextEra Energy, Inc.

which the eligibility period began, together with your written statement that you, as the Proponent continuously held the shares for the applicable time frame as of the date of the statement.

The staff of the SEC's Division of Corporation Finance has provided guidance to assist companies and shareholders with complying with Rule 14a-8(b)'s eligibility criteria. This guidance, contained in Staff Legal Bulletin No. 14F (October 18, 2011) and Staff Legal Bulletin No. 14G (October 16, 2012), clarifies that proof of ownership for Rule 14a-8(b) purposes must be provided by the "record holder" of the securities, which is either the person or entity listed on the Company's stock records as the owner of the securities or a DTC participant (or an affiliate of a DTC participant). A proponent who is not a record owner must therefore obtain the required written statement from the DTC participant through which the proponent's securities are held. If a proponent is not certain whether its broker or bank is a DTC participant, the proponent may check the DTC's participant list, which is currently available on the Internet at <http://www.dtcc.com/downloads/membership/directories/dtc/alpha.pdf>. If the broker or bank that holds the proponent's securities is not on DTC's participant list, the proponent must obtain proof of ownership from the DTC participant through which its securities are held. If the DTC participant knows the holdings of the proponent's broker or bank, but does not know the proponent's holdings, the proponent may satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that, at the time the proposal was submitted, the required number or value of securities had been continuously held by the proponent for the applicable time frame preceding and including the date of submission of the proposal (December 1, 2022) with one statement from the proponent's broker or bank confirming the required ownership, and the other statement from the DTC participant confirming the broker or bank's ownership.

Your letter did not provide substantiation of ownership of NextEra Energy Common Shares to qualify you to submit the Proposal. Accordingly, please submit proper documentation of such ownership as outlined above.

* * *

For the Proposal to be eligible for inclusion in NextEra Energy's 2023 proxy materials, the information requested above must be furnished to us electronically or be postmarked no later than 14 calendar days from the date you receive this letter. If the information is not provided, NextEra Energy may exclude the Proposal from its proxy materials pursuant to Rule 14a-8(f).

The requested information may be provided to the undersigned at W. Scott Seeley, Vice President, Compliance & Corporate Secretary, NextEra Energy, Inc., PO Box 14000, 700 Universe Boulevard, Juno Beach, FL 33408-0420, or by facsimile at: [REDACTED]. You may also provide the requested information to me by email at [REDACTED].

In accordance with SEC Staff Legal Bulletin Nos. 14 and 14B, a copy of Rule 14a-8, including Rule 14a-8(b), is enclosed for your reference. Also enclosed for your reference is a copy of Staff Legal Bulletin Nos. 14F and 14G.

If you respond in a timely manner to this letter and cure the aforementioned deficiencies, NextEra Energy will review the Proposal. Please note that, in accordance with Exchange Act Rule 14a-8, a proposal may be excluded on various grounds.

Very truly yours,



W. Scott Seeley

cc: Freeda Cathcart

Enclosures

[Enclosures Omitted]

Exhibit C

Copy of Proponent's Response to First Deficiency Letter

From: sarah hazlegrove <[REDACTED]>
Sent: Thursday, December 08, 2022 10:38 AM
To: Seeley, Scott <[REDACTED]>
Cc: Freeda Cathcart <[REDACTED]>
Subject: Re: Shareholder Resolution Sarah Hazlegrove

Dear Mr. Seeley,

Please let me know if the attached information is sufficient to complete my Shareholders Resolution Proposal.

Thank you,
Sarah Hazlegrove



UBS Financial Services Inc.

10 S. Jefferson St
Suite 1150
Roanoke, VA 24011

ubs.com/fs

Confirmation

Attn: W. Scott Seeley, Corporate Secretary
NextEra Energy, Inc.
P.O. Box 14000
700 Universe Boulevard
Juno Beach, Florida 33408-0420

December 1, 2022

Confirmation: Information regarding the account(s) of Sarah Hazlegrove

Verification

Sarah Hazlegrover has authorized UBS Financial Services Inc. to provide the attached trade confirmations. It is our policy to provide a copy of the trade confirmations in lieu of completing specific verification forms, as our clients' trade confirmations represent the official record of their UBS accounts as of a specific date or time period.

Disclosure

Please be aware this account is a securities account, not a "bank" account. Securities, mutual funds and other non-deposit investment products are not FDIC-insured or bank guaranteed and are subject to market fluctuation. The assets in the account, including cash balances [**if pledged:** have been pledged to a financial institution as collateral and], may also be subject to the risk of withdrawal and transfer. [**if margin:** This securities account has been approved for margin.]

Questions

If you have any questions about this information, please contact Paul Higgins at 540-855-3381.

UBS Financial Services is a member firm of the Securities Investor Protection Corporation (SIPC).

Sincerely,

Karla H. Flick
Director
Supervisory Officer

cc: Sarah Hazlegrove

Continued from previous page ...



UBS Financial Services Inc.
315 Deaderick Street
C-198971
Nashville, TN 37238-8971

ubs.com/fs

Confirmation

Your Financial Advisor
SUMMIT GROUP
540-344-5571/800-637-6385

SARAH P HAZLEGROVE
TRADITIONAL IRA
[REDACTED]

Send checks/correspondence to:
UBS FINANCIAL SERVICES INC.

August 20, 2021

We confirm the following trade

Bought

NEXTERA ENERGY INC COM SYMBOL NEE CUSIP NO. 65339F101	Account Trade date Location of execution Settlement date UBS capacity Reference no.	PII 08/20/21 OTC 08/24/21 AGENT 89756	Quantity Price Gross amount Commission/sales charge Other fees/charges Amount debited	48 \$85.469300 \$4,102.53 \$142.05 \$5.25 \$4,249.83
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Please note

It is important you retain this trade confirmation for your tax and financial records. When remittances/securities are due, they must be received by us at the address above on or before the payment/settlement date. Payments not received by the settlement date may be subject to a late settlement fee. Please indicate your account number on your check or correspondence. Make checks payable to UBS Financial Services Inc. Please see the back of this confirmation for additional terms and definitions applicable to these transactions.

Questions

If you have any questions, please contact your Financial Advisor, SUMMIT GROUP, at 540-344-5571/800-637-6385.

Thank you for allowing us to serve your wealth management needs.



UBS Financial Services Inc.
315 Deadenck Street
C-198971
Nashville, TN 37238-8971
ubs.com/fs

Confirmation

Your Financial Advisor
SUMMIT GROLP
540-344-5571/800-637-6385

SARAH P HAZLEGROVE
[REDACTED]

Send checks/correspondence to:
UBS FINANCIAL SERVICES INC

August 18, 2021

We confirm the following trades

Bought

GLOBAL X LITHIUM &
BATTERY TECH ETF
UNSOLICITED
SYMBOL LIT
CUSIP NO. 37954Y855

Bought

KRANESHARES ELEC
VEHICLES & FUTURE
MOBILITY INDEX ETF
UNSOLICITED
SYMBOL KARS
CUSIP NO. 500767827



Bought

NEXTERA ENERGY INC COM	Account	PII	Quantity	30
UNSOLICITED	Trade date	08/18/21	Price	\$84.436000
SYMBOL NEE	Location of execution	OTC	Gross amount	\$2,533.08
CUSIP NO. 65339F101	Settlement date	08/20/21	Commission/sales charge	\$110.66
	UBS capacity	AGENT	Other fees/charges	\$5.25
	Reference no.	64328	Amount debited	\$2,648.99

An affiliate of UBS Financial Services Inc. makes a market in this security and may have acted as principal.

Sold

EXXON MOBIL CORP
UNSOLICITED
SYMBOL XOM
CUSIP NO. 30231G102

Please note

It is important you retain this trade confirmation for your tax and financial records. When remittances/securities are due, they must be received by us at the address above on or before the payment/settlement date. Payments not received by the settlement date may be subject to a late settlement fee. Please indicate your account number on your check or correspondence. Make checks payable to UBS Financial Services Inc. Please see the back of this confirmation for additional terms and definitions applicable to these transactions.

Questions

If you have any questions, please contact your Financial Advisor, SUMMIT GROUP, at 540-344-5571/800-637-6385.

Thank you for allowing us to serve your wealth management needs.



UBS Financial Services Inc.
1000 Harbor Blvd., 7th Floor
C-925
Weehawken NJ 07086
ubs.com/fs

Confirmation

Your Financial Advisor
THE TRINITY WEALTH MANAGEMENT
540-344-5571/800-637-6385

Send checks/correspondence to:
UBS FINANCIAL SERVICES INC.
10 S. Jefferson Street
Suite 1050
Roanoke VA 24011-1314

SARAH P HAZLEGROVE
[REDACTED]

January 07, 2014

We confirm the following trades

Bought

ALTRIA GROUP INC
SYMBOL MO
CUSIP NO. 022095103
[REDACTED]

Bought

BRITISH AMER TOBACCO PLC
GB SPON ADR
SYMBOL BTI
CUSIP NO. 110448107
[REDACTED]



Bought

MONDELEZ INTL INC	Account	PII
SYMBOL MDLZ	Trade date	01/07/14
CUSIP NO. 609207105	Location of execution	OTC
	Settlement date	01/10/14
	UBS capacity	AGENT
	Reference no.	57754

An affiliate of UBS Financial Services Inc. makes a market in this security and may have acted as principal.

UBS CIO WM RESEARCH RATING: OUTPERFORM

Bought

NEXTERA ENERGY INC COM.	Account	PII	Quantity	80
SYMBOL NEE	Trade date	01/07/14	Price	\$85.09
CUSIP NO. 65339F101	Location of execution	OTC	Gross amount	\$6,807.20
	Settlement date	01/10/14	Commission/sales charge	\$196.14
	UBS capacity	AGENT	Other fees/charges	\$5.25
	Reference no.	57571	Amount debited	\$7,008.59

An affiliate of UBS Financial Services Inc. makes a market in this security and may have acted as principal.

UBS CIO WM RESEARCH RATING: OUTPERFORM

UBS INVESTMENT RESEARCH RATING: Buy

UBS CIO WM Research is written by UBS Wealth Management Americas and UBS Wealth Management & Swiss Bank, and UBS Investment Research is written by UBS Investment Bank. Both UBS research providers employ their own ratings systems, methodologies and assumptions and may publish research views that are inconsistent with each other. For more information about each research source, please go to UBS Online Services or ask your Financial Advisor.

Please note

It is important you retain this trade confirmation for your tax and financial records. When remittances/securities are due, they must be received by us at the address above on or before the payment/settlement date. Payments not received by the settlement date may be subject to a late settlement fee. Please indicate your account number on your check or correspondence. Make checks payable to UBS Financial Services Inc. Please see the back of this confirmation for additional terms and definitions applicable to these transactions.

Questions

If you have any questions, please contact your Financial Advisor, THE TRINITY WEALTH MANAGEMENT, at 540-344-5711/800-637-6385.

Thank you for allowing us to serve your wealth management needs.



UBS Financial Services Inc.
 315 Deadenck Street
 C-198971
 Nashville, TN 37238-8971

ubs.com/fs

Confirmation

Your Financial Advisor
 SUMMIT GROLP
 540-344-5571/800-637-6385

SARAH P HAZLEGROVE
 [REDACTED]

Send checks/correspondence to:
 UBS FINANCIAL SERVICES INC.
 10 S. Jefferson Street
 Suite 1050
 Roanoke VA 24011-1314

October 27, 2020

We confirm the following transaction resulting from a corporate action

Stock Split

NEXTERA ENERGY INC.COM	Account	PII	Quantity received	240
STOCK SPLIT	Date	10/27/20		
SYMBOL: NEE	UBS capacity	AGENT		
RATE: 3.00				

A stock split is a distribution of additional shares by a company without reducing shareholder equity.

Questions

If you have any questions, please contact your Financial Advisor, SUMMIT GROUP, at 540-344-5571/800-637-6385.

Thank you for allowing us to serve your wealth management needs.

Tax Lots Details

Total Value:	Equity:	Money Funds/Bank Sweep:	Debit/Credit Balance:	Funds Available:
		0.00	0.00	0.00

NEXTERA ENERGY INC COM									
Purchase Date	Lot Status	Quantity	Current Value	Total Cost	Unrealized Gain/Loss	Unr. %G/L	Price	Unit Cost	Term
08/20/21	Available	48,000	4,093.92	4,249.83	-156	-3.7%	85.290	88.538	Long
TOTAL		48,000	4,093.92	4,249.83	-156	-3.7%	85.290	88.538	

Tax lot details for equities include intraday transactions. All other products are not adjusted for intraday activities.

This report is for informational purposes only and may or may not include all holdings or client accounts. All information presented is subject to change at any time and is preliminary. The Firm's periodic account statements and official tax documents are the only official record of client accounts and are not superseded, replaced, or amended by a presented in these reports. Clients should not rely on this information in making purchase or sell decisions, for tax purposes or otherwise.

Total Value:	Equity:	Money Funds/Bank Sweep:	Debit/Credit Balance:	Funds Available:
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NEXTERA ENERGY INC COM									
Purchase Date	Lot Status	Quantity	Current Value	Total Cost	Unrealized Gain/Loss	Unr. %/GL	Price	Unit Cost	Term
01/07/14	Available	320,000	27,292.80	7,008.59	20,284	289.4%	85.290	21.902	Long
08/18/21	Available	30,000	2,558.70	2,648.99	-90	-3.4%	85.290	88.300	Long
TOTAL		350,000	29,851.50	9,657.58	20,194	209.1%	85.290	27.593	

Tax lot details for equities include intraday transactions. All other products are not adjusted for intraday activities.

This report is for informational purposes only and may or may not include all holdings or client accounts. All information presented is subject to change at any time and is preliminary. The Firm's periodic account statements and official tax documents are the only official record of client accounts and are not superseded, replaced, or amended by a presented in these reports. Clients should not rely on this information in making purchase or sell decisions, for tax purposes or otherwise.

Exhibit D

Copy of Second Deficiency Letter

From: Seeley, Scott
Sent: Monday, December 12, 2022 5:07 PM
To: sarah hazlegrove <[REDACTED]m>
Cc: Freeda Cathcart <[REDACTED]>
Subject: RE: Shareholder Resolution Sarah Hazlegrove

Dear Sarah Hazlegrove,

The attached letter describes the insufficiency of your recent submittal to us and how to correct the deficiency. We have also sent this to you by overnight delivery service.

Sincerely,

Scott Seeley

W. Scott Seeley
Vice President, Compliance & Corporate Secretary



Via Email and UPS Overnight Delivery

December 12, 2022

Ms. Sarah P. Hazlegrove
[REDACTED]

Re: Shareholder Proposal for NextEra Energy, Inc. ("NextEra Energy" or the "Company") 2023 Annual Meeting

Dear Ms. Hazlegrove:

We are in receipt of your e-mail dated December 8, 2022 ("December 8 Letter"), which transmitted materials related to a shareholder proposal requesting a report on how the Company is responding to the risk of stranded assets of planned natural gas-based infrastructure and assets as the global response to climate change intensifies (the "Proposal"). As you know, following our receipt of the Proposal on December 1, 2022, we sent you and your representative a deficiency notice dated December 7, 2022 ("December 7 Letter") noting that your letter was not accompanied by proof of your ownership of NextEra common stock sufficient to establish your eligibility to submit the Proposal, requesting that you submit such proof and explaining how to establish your eligibility.

The purpose of this letter is to inform you that the materials you transmitted with the December 8 Letter do not establish your eligibility to submit the Proposal and that we have not otherwise received adequate proof that you have satisfied any of the ownership requirements specified in Rule 14a-8(b)(2) under the Securities Exchange Act of 1934. Therefore, we believe that your submission does not comply with Rule 14a-8 and is not eligible for inclusion in NextEra Energy's 2023 proxy statement. For your reference, a copy of our December 7 Letter is attached hereto as Exhibit A.

Verification of Ownership

As we outlined in our December 7 Letter, Rule 14a-8(b) provides that, to be eligible to submit a shareholder proposal, a proponent must have continuously held a minimum of company securities entitled to be voted on the proposal of: (1) at least \$2,000 in market value for at least three years; (2) at least \$15,000 in market value for at least two years; or (3) at least \$25,000 in market value for at least one year, prior to the date the proposal is submitted (the "Ownership Requirements").

The Company's stock records do not indicate that you are the record owner of a sufficient number of shares of NextEra common stock to satisfy any of the Ownership Requirements. Accordingly, you must provide a written statement from the record holder of your shares (usually a broker or bank) and a participant in the Depository Trust Company verifying that, at the time the Proposal was submitted, you held, and have continuously held, the requisite number of shares of NextEra common stock for at least the requisite period preceding and including December 1, 2022.

The materials included in your December 8 Letter, including the letter from UBS Financial Services Inc., certain trade confirmations and investment statements, are not sufficient to establish your eligibility to submit the Proposal because they do not establish that you have continuously owned a number of shares of NextEra common stock for a sufficiently long period of time to satisfy any of the Ownership Requirements.

* * *

For the Proposal to be eligible for inclusion in NextEra Energy's 2023 proxy materials, the information specified above must be furnished to us electronically or be postmarked no later than 14 calendar days from the date you receive this letter. If the information is not provided, NextEra Energy may exclude the Proposal from its proxy materials pursuant to Rule 14a-8(f).

The requested information may be provided to the undersigned at W. Scott Seeley, Vice President, Compliance & Corporate Secretary, NextEra Energy, Inc., PO Box 14000, 700 Universe Boulevard, Juno Beach, FL 33408-0420, or by facsimile at: [REDACTED]. You may also provide the requested information to me by email at [REDACTED].

In accordance with SEC Staff Legal Bulletin Nos. 14 and 14B, a copy of Rule 14a-8, including Rule 14a-8(b) was enclosed with our December 7 Letter, which is attached hereto as Exhibit A for your reference.

If you respond in a timely manner to this letter and cure the aforementioned deficiency, NextEra Energy will review the Proposal. Please note that, in accordance with Exchange Act Rule 14a-8, a proposal may be excluded on various grounds.

Very truly yours,



W. Scott Seeley

cc: Freeda Cathcart

Enclosures

Exhibit A

Copy of December 7 Letter

[Exhibit and Enclosures Omitted]

Exhibit D

Copy of Second Proponent Response and Related Correspondence

From: sarah hazlegrove <[REDACTED]>
Sent: Tuesday, December 27, 2022 5:18 PM
To: Seeley, Scott <[REDACTED]>
Cc: Freeda Cathcart <[REDACTED]>
Subject: Shareholder proposal

December 27, 2022
Mr. Scott Seeley
NextEra Energy
700 Universe Blvd. Juno Beach, FL 33408
via email [REDACTED]

Re: Shareholder proposal submitted by Sarah Hazelgrove

Dear Mr. Seeley,

This statement is being submitted by me in accordance with your instructions to: “provide a written statement as the record holder of the shares of NextEra Energy common stock beneficially owned by you as the proponent, verifying that, on December 1, 2022, when you submitted the Proposal, you had continuously held the requisite number of value of shares of NextEra Energy’s common stock for the applicable time frame.”

I confirm that I owned the required amount of NextEra Energy common stock continuously for the required amount of time when I submitted my shareholder resolution on December 1, 2022 to qualify for submitting a shareholder resolution for NextEra Energy’s 2023 annual meeting. My NextEra Energy shares are being held by my brokerage firm UBS. My ownership of the required shares was previously submitted to you in the form of my UBS brokerage account statement.

Most recently I bought 78 shares of NextEra shares on 08/20/21 which I have continuously held since the purchase date. I bought 80 shares of NextEra stock 01/10/2014 which I have continuously held since the purchase date. I received 240 shares of NextEra stock when the stock split 10/27/2020. To date I hold and plan to continuously hold 398 shares of NextEra stock.

I hope that this additional confirmation statement will satisfy the SEC rules and cure any deficiencies associated with my shareholder resolution submission.

I appreciate your attention to this matter.

Sincerely,

Sarah Hazlegrove
NextEra Energy shareholder

Exhibit F

Copy of Second UBS Letter

From: sarah hazlegrove <[REDACTED]>
Sent: Friday, December 30, 2022 12:31 PM
To: Seeley, Scott <[REDACTED]>
Cc: Freeda Cathcart <[REDACTED]>
Subject: UBS confirmation for Sarah Hazlegrove



UBS Financial Services Inc.

10 S. Jefferson St
Suite 1150
Roanoke, VA 24011

ubs.com/fs

Confirmation

Attn: W. Scott Seeley, Corporate Secretary
NextEra Energy, Inc.
P.O. Box 14000
700 Universe Boulevard
Juno Beach, Florida 33408-0420

December 30, 2022

Confirmation: Information regarding the account(s) of S Hazlegrove

Verification

Sarah Hazlegrove has authorized UBS Financial Services Inc. to provide the attached trade confirmations. It is our policy to provide a copy of the trade confirmations in lieu of completing specific verification forms, as our clients' trade confirmations represent the official record of their UBS accounts as of a specific date or time period.

As previously represented by the client statements previously provided to you, she purchased the stock here originally in 80 shares in July 2014, received 240 as a dividend in 220 and bought 30 in August 2021 and have not sold any of the shares we currently hold

Disclosure

Please be aware this account is a securities account, not a "bank" account. Securities, mutual funds and other non-deposit investment products are not FDIC-insured or bank guaranteed and are subject to market fluctuation. The assets in the account, including cash balances [**if pledged:** have been pledged to a financial institution as collateral and], may also be subject to the risk of withdrawal and transfer. [**if margin:** This securities account has been approved for margin.] The attached account statement may reflect the value of assets not held at UBS.

Questions

If you have any questions about this information, please contact Paul Higgins at 540-855-3381.

UBS Financial Services is a member firm of the Securities Investor Protection Corporation (SIPC).

cc: Sarah Hazlegrove

Exhibit B
Response Letter

Freeda Cathcart [FLMI](#), representative for Sarah Hazlegrove the “Shareholder”

January 9, 2023

VIA e-mail: shareholderproposals@sec.gov

Office of Chief Counsel Division of
Corporation Finance U.S. Securities and
Exchange Commission 100 F Street, N. E.
Washington D.C. 20549
Via email: shareholderproposals@sec.gov

Re: NextEra Energy’s December 30, 2022 intention to Exclude the Shareholder Proposal
Submitted by Sarah Hazlegrove Pursuant to Rule 14a-8

Ladies and Gentlemen:

Based upon a review of the letter and exhibits sent by the NextEra Energy, the “Company”, and the relevant rules in context with the goals and mission of the Securities Exchange Commission, the Proposal (*Report on risk and impacts of natural gas use*) is not excludable and must be included in the Company’s 2023 proxy materials under Rule 14a-8. A copy of this letter is being emailed concurrently to Alan Dye, Hogan Lovelis US LLP and Scott Seeley, NextEra Energy.

SUMMARY

The Company is trying to exclude the Proposal because the Shareholder didn’t provide the proof of ownership in the format they preferred. The December 30 letter from the Company contained incorrect information and omitted important correspondence sent to the Company from the Shareholder and correspondence that was sent on behalf of the Shareholder. The Shareholder sent three dates for the Company to choose when to engage with the Shareholder to discuss the Proposal according to the SEC rules when she submitted it. The Company’s delay in responding to the Shareholder’s questions and lack of engagement with the Shareholder resulted in the appearance of a possible deficiency of proof of ownership from the Shareholder. The Company’s attempt to exclude the Shareholder Proposal from consideration is contrary to the SEC’s mission and stated goals.

The purpose of the proof of ownership according to the SEC Rule 14a-8 is “*to ensure that shareholder-proponents demonstrate a sufficient economic stake or investment interest in a company before they are able to submit proposals to be included in a company proxy’s statement, paid for by all shareholders.*”¹ The Shareholder submitted the required proof of ownership in a statement on December 1, 2022 followed by her UBS account statements submitted on December 8, 2022 verifying a sufficient economic stake and investment interest in the Company.

¹ <https://www.sec.gov/news/press-release/2020-220>

The SEC November 3, 2021 Shareholder Proposals: Staff Legal Bulletin No. 14L (CF) provides the following guidance regarding proof of ownership²:

“Some companies apply an overly technical reading of proof of ownership letters as a means to exclude a proposal. We generally do not find arguments along these lines to be persuasive. For example, we did not concur with the excludability of a proposal based on Rule 14a-8(b) where the proof of ownership letter deviated from the format set forth in SLB No. 14F.[23] In those cases, we concluded that the proponent nonetheless had supplied documentary support sufficiently evidencing the requisite minimum ownership requirements, as required by Rule 14a-8(b). We took a plain meaning approach to interpreting the text of the proof of ownership letter, and we expect companies to apply a similar approach in their review of such letters.

While we encourage shareholders and their brokers or banks to use the sample language provided above to avoid this issue, such formulation is neither mandatory nor the exclusive means of demonstrating the ownership requirements of Rule 14a-8(b).[24] We recognize that the requirements of Rule 14a-8(b) can be quite technical. Accordingly, companies should not seek to exclude a shareholder proposal based on drafting variances in the proof of ownership letter if the language used in such letter is clear and sufficiently evidences the requisite minimum ownership requirements.”

The Shareholder’s Proposal is similar to one that passed by over 80% at the 2022 Dominion Energy annual meeting. The Dominion Energy proposal received support from the influential shareholder advisory firms Glass Lewis & Co. LLC and Institutional Shareholder Services Inc. urging investors to vote for the proposal because a “unified report would help shareholders comprehensively evaluate any risks from stranded assets”³. This proves that investors have valid concerns addressed in the Shareholder’s Proposal deserving of the Company’s attention and meaningful engagement.

A bona fide shareholder submitted a valid proposal in good faith. Please inform the Company that the proposal can not be excluded from consideration because the proof of ownership wasn’t submitted according to the Company’s technical preference.

BACKGROUND

The Shareholder responded with due diligence to provide the required proof of ownership. The Shareholder clearly stated in the December 1, 2022 email submitted to the Company that she had held the required amount of shares with a valuation of \$25,000 or higher for at least a year and that verification from her UBS account would be provided in the near future:

“I, Sarah Hazlegrove, have continuously beneficially owned for at least 1 year as of the date

² <https://www.sec.gov/corpfin/staff-legal-bulletin-14l-shareholder-proposals>

³ <https://www.eenews.net/articles/meet-the-climate-investor-who-challenged-warren-buffett/>

hereof, at least \$25,000 worth of the Company's common stock."

The Company's first letter of deficiency sent on December 7, 2022 and received on December 8, 2022 was addressed to the Shareholder and contained the following statement:

"you may provide a written statement as the record holder(s) of the shares of NextEra Energy common stock beneficially owned by you as the Proponent, verifying that, on December 1, 2022, when you submitted the Proposal, you had continuously held the requisite number or value of shares of NextEra Energy's common stock for the applicable time frame; or

*you may provide a copy of a filed Schedule 13D, Schedule G, Form 3, Form 4 or Form 5, or any amendment to any of those documents or updated forms, reflecting the ownership by you as the proponent of the requisite number or value of shares of NextEra Energy's common stock as of or before the date on which the eligibility period began, together with your statement that you, as the Proponent continuously held the shares for the applicable time frame as of the date of the statement."*⁴

None of those schedules or forms cited in the Company's December 30, 2022 letter are relevant to the Shareholder's position that she had purchased and continuously beneficially owned her shares for over a year.⁵ Since the Shareholder had already stated in her initial submission of the Proposal that she had "*continuously beneficially owned for at least 1 year as of the date hereof, at least \$25,000 worth of the Company's common stock*", the Shareholder on December 8, 2022 submitted what her UBS broker had sent to her, which was her UBS account statement dated December 8, 2022 to the Company which validated her initial statement with the following information:

- January 7, 2014 the Shareholder purchased 80 shares of the Company⁶ that grew into a total of 320 shares by December 8, 2022.⁷

The valuation of those 320 shares on December 1, 2022 was \$27,145.60. The statement also shows an additional purchase of 30 shares of the Company was made in August 2021⁸ making a total of 350 shares held by the shareholder since August 2021.⁹ The valuation of 350 shares on December 1, 2022 was \$29,690.50. The amount of shares of the Company held by the Shareholder more than exceeds the SEC requirements of \$2,000 for at least three years, \$15,000 for at least two years or \$25,000 for one year for shareholders to be able to submit a proposal to the Company for consideration by investors at the annual meeting. The Company had all of the verification for the proof of ownership by December 8, 2022 within the required 14 days stipulated by the SEC. When the Shareholder submitted the UBS statement on December 8, 2022 she included the following statement in her email:

"Please let me know if the attached information is sufficient to complete my Shareholders Resolution Proposal."

⁴ December 7, 2022 letter from NextEra Energy pg 1-2

⁵ [Schedule 13D](#), [Schedule 13G](#), [Form 3 4 & 5](#)

⁶ December 30, 2022 letter from Hogan Lovelis pg 29

⁷ December 30, 2022 letter from Hogan Lovelis pg 32

⁸ December 30, 2022 letter from Hogan Lovelis pg 25

⁹ December 30, 2022 letter from Hogan Lovelis pg 32

I sent a follow up email on December 9 with three dates and times (December 13 - 15, 2022) to engage with the Company along with a request for confirmation that the Company had received the proof of ownership required for the proposal (Exhibit A). The Company omitted this correspondence in their December 30, 2022 letter. My email included my cell phone number.

Instead of setting up a time to engage with us to discuss the Proposal and any concerns about the proof of ownership, the Company sent a second deficiency letter dated December 12, 2022 via email and overnight delivery to my home. The company claims that it sent the second deficiency letter in a timely manner but a response from the Company wasn't received until December 14, 2022, 6 calendar days after the Shareholder sent her second submission on December 8, 2022.

The Shareholder asked me to help her with the Proposal based on my prior experience submitting my shareholder resolution to Dominion Energy. I agreed to volunteer to help her by representing her in her engagement with the Company. My husband had open heart surgery on November 18, 2022. He was the one who discovered the overnight letter leaning against a door we don't use while walking around the outside of our home on December 14, 2022. I hadn't seen the email until I looked for it after seeing the letter. The date that I actually received the letter was December 14, 2022.

Therefore, the 14 calendar days **after receipt of the letter** for a submitted response specified by the Company in the December 12, 2022 letter was December 28, 2022. The Company's claim that a response needed to be submitted by December 26, 2022 is incorrect. While not necessary, the Shareholder's submission further clarifying her continuous ownership sent on December 27, 2022 was within the 14 calendar day period. Even though the verifying statement from UBS was submitted on December 30, 2022, barely falling outside of the 14 calendar days, it was redundant and unnecessary since prior proof of ownership had already been established and verified by December 8, 2022.

Additional context to consider regarding this time period is the Winter Storm Elliot that gripped the country from December 21-26, 2022 causing chaos and power outages across the country.¹⁰ We didn't have running water restored until December 27, 2022. Despite those challenges I spoke to the Shareholder's UBS broker on December 23, 2022. The UBS broker was confident that sufficient information had already been submitted to the Company and wanted to be connected with the Company representative. I sent an email to connect the UBS broker with the Company on December 23, 2022 (Exhibit B). This correspondence was also omitted by the Company in their December 30, 2022 letter to the SEC.

The UBS Brokerage firm sent a letter on December 30, 2022 confirming what the Shareholder had already conveyed to the Company in her submissions sent on December 1, 2022 and December 8, 2022. The Company admitted in their December 30, 2022 letter to the SEC that *"the Second UBS Letter did provide an affirmative written statement from the record holder of*

¹⁰ https://en.wikipedia.org/wiki/December_2022_North_American_winter_storm

*the securities that the Proponent had held the Company's securities continuously through the date of the Proposal's submission"*¹¹. Instead of engaging with the validated shareholder, the Company chose to try to exclude the Proposal by filing their December 30, 2022 letter with the SEC.

Shareholders rely on the SEC to protect their interests by fulfilling the agency's purpose: *"The Securities and Exchange Commission oversees securities exchanges, securities brokers and dealers, investment advisors, and mutual funds in an effort to promote fair dealing, the disclosure of important market information, and to prevent fraud."*¹²

The SEC also has the following stated in their goals, *"the SEC must be more vigilant than ever, which requires it to reassess the tools, methods, and approaches used in the past and adapt them to modern markets. Most importantly, as U.S. markets inevitably change, the SEC should continue to deploy its resources in ways that center on the interests of the investing public.... The markets have begun to embrace the necessity of providing a greater level of disclosure to investors. From time to time, the SEC must update its disclosure framework to reflect investor demand. Today, investors increasingly seek information related to, among other things, issuers' climate risks... To help ensure a systematic, timely, and collaborative response to market developments, the SEC must continue to apply its three-part mission holistically, not in isolation."*¹³ (Exhibit C)

The Shareholder's Proposal is in alignment with the SEC's goals of providing investors meaningful disclosures. The Company has been transparent with investors about the escalating costs on their natural gas Mountain Valley Pipeline project (MVP). It's been almost a year since the Company admitted in their February 17, 2022 filing to the SEC that they doubted the MVP would ever be completed. So far, the Company has written off their investment in the MVP and set up an Asset Retirement Obligation.¹⁴ (Exhibit D)

Even if the MVP is completed then investors' concerns about stranded assets and potential liability losses are still valid. (Exhibit E) State Attorney Generals and attorneys for localities have been filing lawsuits against fossil fuel companies for the damages caused by the acceleration of extreme weather events due to the release of fossil fuel GHG emissions.¹⁵ A completed MVP would generate GHG emissions of approximately 90 million metric tons annually¹⁶ which is equivalent to the GHG emissions of 23 average U.S. coal plants¹⁷ or over 19 million passenger vehicles.¹⁸

¹¹ December 30, 2022 letter from Hogan Loveli page 7

¹² <https://www.usa.gov/federal-agencies/securities-and-exchange-commission>

¹³ <https://www.sec.gov/our-goals>

¹⁴ <https://www.bizjournals.com/pittsburgh/news/2022/02/19/next-era-energy-mountain-valley-pipeline.html>

¹⁵ <https://www.cbsnews.com/news/climate-change-disinformation-suing-fossil-fuel-companies/>

¹⁶ http://priceofoil.org/content/uploads/2017/02/mountain_valley_pipe_web_final_v1.pdf

¹⁷ <https://www.epa.gov/energy/greenhouse-gas-equivalencies-calculator>

¹⁸ <https://www.nrdc.org/experts/amy-mall/5-key-reasons-stop-unneeded-mountain-valley-pipeline>

The Company hasn't canceled their MVP project and has remained in the partnership with Equitrans Midstream, a company that may be misleading investors, legislators and the public. MVP and Equitrans Midstream have made claims that the MVP is around 94% complete when reports to FERC show the project is around 56% complete with the most challenging part of the project yet to be done.¹⁹ The completion date for the project continues to be delayed causing the cost of the project to increase. A MVP contractor testified in court that the cost to maintain the erosion and sediment controls is around \$20 million a month.²⁰ (Exhibit F).

Investors may have concerns about the sudden increase of large political contributions to the U.S. Senators that struck a deal this past year to pass legislation that would have specifically altered the permitting process and court oversight for the MVP project. (Exhibit G) After four attempts, that legislative effort ultimately failed.²¹ Recent reports of corruption and energy scandals require a vigilant response and necessitate more disclosure.²²

Investors are demanding more climate risk disclosures as evidenced by the passage of a similar resolution by over 80% of the vote at the 2022 Dominion Energy meeting. The SEC has responded to investor's concerns about climate risk by proposing a rule change for more climate risk disclosure. However, this rule change hasn't been implemented and there is no timeline for when it may be implemented.²³ The recent passage of the Inflation Reduction Act is projected to make energy obtained through solar and wind combined with battery storage 90% cheaper than energy obtained through proposed gas plants.²⁴ As utilities and consumers abandon energy generated by natural gas then there will be an increase of natural gas stranded assets.

While the Company has made substantial investments in renewable energy, their involvement in the Mountain Valley Pipeline can be confusing to investors who are concerned about climate risk. (Exhibit H) In October 2021, the S&P announced that NextEra Energy had been removed from the clean energy index.²⁵

Conclusion

The Shareholder's Proposal for a report on the risks and impacts of natural gas is of interest to investors and will provide crucial information so investors can make informed decisions. The Shareholder provided the necessary statement and validated evidence by December 8, 2022 within the 14 day period of time. The Shareholder proceeded with due diligence to try to engage

¹⁹ <https://www.nrdc.org/experts/amy-mall/update-reasons-remain-stop-mountain-valley-pipeline>

²⁰ <https://www.virginiamercury.com/2021/12/08/deq-is-still-failing-to-protect-water-from-mvp/>

²¹ <https://www.virginiamercury.com/2023/01/05/game-over-for-the-mountain-valley-pipeline/>

²² <https://grist.org/politics/how-a-60-million-bribery-scandal-helped-ohio-pass-the-worst-energy-policy-in-the-country/> and [Former SCANA CEO Sentenced to Two Years for Defrauding Ratepayers in Connection with Failed Nuclear Construction Project | United States Department of Justice](#)

²³ <https://news.bloomberglaw.com/securities-law/sec-climate-rules-pushed-back-amid-bureaucratic-legal-woes>

²⁴ <https://rmi.org/business-case-for-new-gas-is-shrinking/>

²⁵ <https://www.spglobal.com/marketintelligence/en/news-insights/latest-news-headlines/s-p-removes-nextera-other-large-cap-us-utilities-from-clean-energy-index-6715336>

with the Company to discuss any questions about her eligibility to submit a proposal and to discuss the merits of the Proposal with the Company.

The Company's lack of engagement, sending irrelevant information and their delay in responding in a timely manner is unacceptable and their request to exclude the Shareholder Proposal must be denied.

Sincerely,
Freda Cathcart

Exhibit A

Email sent to the Company that was omitted in the Company's December 30, 2022 letter

Correspondence sent by email:

From: Freeda Cathcart (redacted email)

Date: Fri, Dec 9, 2022 at 10:39 AM

Subject: Re: Shareholder Resolution Sarah Hazlegrove

To: sarah hazlegrove (redacted email)

Cc: Seeley, Scott (redacted email)

Dear Mr. Seeley,

Sarah and I would like to schedule our meeting with you since our calendars are starting to fill up. Could you please let us know which date and time works best for you? We are available on the following dates and times:

Tuesday, December 13 after 1:00pm

Wednesday December 14 before 1:00pm

Thursday December 15 anytime and is our preferred day

Please confirm that you have received Sarah's proof of ownership for the resolution.

All the best,

Freeda Cathcart

--

(redacted my cell phone number)

Exhibit B

Email sent to the Company that was omitted in the Company's December 30, 2022 letter

Correspondence sent by email

From: Freeda Cathcart (redacted email)

Date: Fri, Dec 23, 2022 at 12:36 PM

Subject: Fwd: Shareholder Resolution Sarah Hazlegrove

To: Paul Higgins at UBS (redacted email), Seeley, Scott (redacted email), Sarah Hazlegrove (redacted email)

Good afternoon Paul Higgins and Scott Seeley:

Scott, Paul is Sarah Hazelgrove;s broker. With the holidays and the deadline fast approaching, we are trying to make sure that Sarah's proof of ownership is submitted in accordance with the SEC rules.

Paul, attached is the second deficiency letter.

Please let me know if I can help either of you.

Sincerely,

Freeda Cathcart

--

(redacted cell phone number)

Exhibit C

SEC mission and goals

"GOAL 1. Protect the investing public against fraud, manipulation, and misconduct...

The SEC must work to ensure the law is enforced aggressively and consistently. In light of evolving technologies, the SEC must be more vigilant than ever, which requires it to reassess the tools, methods, and approaches used in the past and adapt them to modern markets. Most importantly, as U.S. markets inevitably change, the SEC should continue to deploy its resources in ways that center on the interests of the investing public....

1.3 Modernize design, delivery, and content of disclosures so investors, including in particular retail investors, can access consistent, comparable, and material information to make informed investment decisions.

The markets have begun to embrace the necessity of providing a greater level of disclosure to investors. From time to time, the SEC must update its disclosure framework to reflect investor demand. Today, investors increasingly seek information related to, among other things, issuers' climate risks, cybersecurity hygiene policies, and their most important asset: their people. In order to catch up to that reality, the agency should continue to update the disclosure framework to address these areas of investor demand, as well as continue to take concrete steps to modernize the systems that support the disclosure framework, to make public disclosures easier to access and analyze and thus more decision-useful to investors.

2.1 Update existing SEC rules and approaches to reflect evolving technologies, business models, and capital markets....

To do so, the SEC must enhance transparency in private markets and modify rules to ensure that core regulatory principles apply in all appropriate contexts. To maintain the integrity of the markets, the SEC needs to develop specific regulations to ensure investors remain informed and protected via a broad-based disclosure frameworks....

2.3 Recognize significant developments and trends in our evolving capital markets and adjust our activities accordingly.

To help ensure a systematic, timely, and collaborative response to market developments, the SEC must continue to apply its three-part mission holistically, not in isolation."²⁶

²⁶ <https://www.sec.gov/our-goals>

Exhibit D

Explanation of the Company's write off of their Mountain Valley Pipeline investment

"On February 2, 2022, the U.S. Court of Appeals for the Fourth Circuit (the 4th Circuit) vacated and remanded Mountain Valley Pipeline's Biological Opinion issued by the U.S. Fish and Wildlife Service and on January 25, 2022 the 4th Circuit vacated and remanded Mountain Valley Pipeline's U.S. Forest Service right-of-way grant. While NextEra Energy Resources continues to evaluate options and next steps with its joint venture partners, these events caused NextEra Energy Resources to re-evaluate its investment in Mountain Valley Pipeline, which evaluation coincided with the preparation of NEE's December 31, 2021 financial statements. Based on an updated fair value analysis required for accounting purposes, NextEra Energy Resources recorded an impairment charge in the first quarter of 2022 of approximately \$0.8 billion (\$0.6 billion after tax), primarily to completely write off NextEra Energy Resources' equity method investment carrying amount. NEE's adjusted earnings for 2022 will exclude the effect of this impairment charge."²⁷

²⁷https://otp.tools.investis.com/clients/us/nextera_energy_inc/SEC/sec-show.aspx?Type=html&FilingId=15583696&CIK=0000753308&Index=10000

Exhibit E

Liability and Safety Concerns

Scientists and engineers tried to warn the MVP about the hazards of building a large natural gas pipeline through steep and karst terrain. It appears that the federal and state government permitting and oversight agencies haven't been able to monitor the MVP project appropriately in order to protect the public from danger. Important information about if the pipeline is completed how it would compromise public safety has been filed on the FERC docket. From pages 1-8 of William Limpert's comment filed on the FERC docket on July 28, 2022:

"MVP Threat To The Public Safety

The Mountain Valley Pipeline (MVP) is a significant threat to the public safety. The Federal Energy Regulatory Commission (FERC) and the Pipeline and Hazardous Materials Safety Administration (PHMSA) have not required adequate measures to protect the public safety, MVP has failed to carry out even those measures, and FERC and PHMSA have failed to properly enforce those measures.

FERC must not issue a certificate extension to the MVP due the ongoing threat to the public safety.

Potential For Catastrophic Explosion The Mountain Valley Pipeline (MVP) is 42 inches in diameter, and would carry 2 billion cubic feet of natural gas at a pressure of 1,480 pounds per square inch. (1)²⁸ It is only six inches smaller than our country's largest pipeline, the Trans Alaska Pipeline at 48 inches in diameter, which carries much less explosive crude oil. No other natural gas transmission pipeline in our country is larger.

The scientific literature clearly demonstrates the positive relationship between gas pipeline diameter and pressure, and the "probability of ignition" in the event of a pipeline rupture. As the pressure and diameter of the pipe are increased, the likelihood of an explosion increases if the pipe is compromised. The industry understands that a pipe as large as, and under as much pressure as the MVP has an 80% chance of exploding if the pipe walls are breached.

An MVP explosion would be catastrophic. The MVP would have an impact radius of 1,100 feet in all directions from the point of explosion. (2)²⁹ This is the area where death and serious injury is likely. It would have an evacuation radius of 0.7 miles. This is the area that would have to be evacuated within minutes to avoid death or serious injury. The total area within the impact radius of the MVP would be 126 square miles. The total area within the evacuation zone would be 425 square miles, or more than 1/3 the size of Rhode Island. That's a very large number of families, properties, and buildings that would be placed in harm's way.

²⁸ MVP Plan of Development 11/30/17 Table 3.1

²⁹ 40 CFR 192.903 (4)(c)

The MVP would be buried as little as 3 feet deep in the ground. Nearly all of the pipe walls would be less than 5/8 inches thick, as indicated in the MVP Plan of Development. The MVP would essentially would be a 303 mile underground bomb.

PHMSA records in the environmental impact statement show that pipeline accidents are common in our country. Significant accidents have occurred an average of every 5.3 days. Significant accidents are defined as those that involve death, hospitalization, property damage in excess of \$140,000, or large spills.(3)³⁰ Smaller accidents are not included in these records. An MVP explosion would dwarf most of all these accidents due to its very large size, and very high pressure.

Pipe Integrity Is Highly Questionable

The integrity of the MVP pipes is highly questionable. The pipes have not been properly protected from corrosion.

Ultraviolet light (UV) in sunlight degrades the FBE coating. Heat, humidity, rain, and moisture also degrade the coating. The degradation becomes more severe as the time of exposure increases.(4)³¹

MVP understands this threat to pipe integrity, and the significant threat to public safety that it creates. Nevertheless, they have not taken appropriate actions to eliminate that threat.

MVP's Robert Cooper testified under oath during court appearances in 2018 if the pipe is exposed to the sun until November of 2018 it will need to be recoated or rotated in storage to assure that the integrity of the coating is not compromised. Despite MVP's declaration in a court of law, a large amount of pipe remains on the ground 4 years later, with no pipe being recoated, and pipe rotation highly questionable.

Coating degradation reduces the thickness of the coating, making it more prone to perforation, and an opening to the pipe surface for corrosive materials. Degraded coating also becomes more brittle, more prone to cracking, less flexible, and more likely to separate from the pipe. This also leaves the pipe more susceptible to corrosion.

FBE coating is generally effective at preventing corrosion if the pipes are stored and handled per industry guidelines. These standards include protection from sunlight, heat, and moisture while the pipes are outdoors.

MVP has not followed these guidelines, and has left the pipes exposed to sun, heat, and moisture for many years. This has no doubt degraded the coating, and left the pipes more prone to corrosion, failure, and catastrophic explosion.

³⁰ MVP EIS 4-559 Table 4.12.2-1

³¹ 3M Technical Brief UV Protection of Coated Line Pipe

Numerous studies and reports show significant degradation of the coating when pipe is not properly protected.

Please see my additional comments regarding threat to the public safety from the MVP pipes to these same dockets of 2/19/2022, Accession Number 20220222-5044.

Reports and Studies Indicating Pipeline Coating Degradation

FBE coating manufacturer 3M indicates that 0.375 to 1.5 mils of coating can be lost each year if pipe is exposed to the sun. (5)³²

The National Association of Pipeline Coating Applicators states that pipe coated with FBE should not be left in the sun for more than 6 months. (6)³³

A study by Cetiner, et al found that FBE exposure to the sun resulted in the coating failing to pass a standard flexibility test less than one year after the coating was applied. This study was conducted in Grovedale, Alberta, Canada where solar intensity is much less than in more southerly Virginia and West Virginia, where the MVP pipes have been exposed. (7)³⁴

Of particular relevance is a 2018 study by T.C. Energy for the Keystone XL pipes. (8)³⁵ This study found that the FBE coating for the pipes that were exposed to UV completely failed to retain its original properties and attributes. The coating failed tests for dry adhesion, cathodic disbondment, and flexibility. Coating thickness on most pipes was reduced by more than 50%. All of the pipes that were exposed to sunlight were deemed no longer fit for use.

The study goes on to state “However, common to all FBE coatings is their struggle to retain their original flexibility when examined in accordance with the Canadian Standards Association Z245.20 cold temperature flexibility test method.6 This aesthetic change of gloss and chalking is clearly accompanied by an embrittlement of the coating, as exhibited by loss of adhesion through the dry adhesion testing, and reduction of flexibility performance. Any form of reduction in the interaction of UV and the coating via tarping, whitewashing or any other means would therefore be clearly beneficial in reducing or eliminating the UV damage to the polymeric structure of the FBE.”

Prominent pipeline safety expert Richard Kuprewicz, President of Accufacts, Inc., reported on the study findings in a report for the Natural Resources Defense Council. (9)³⁶ He advised that all of the pipe that had been stored outside should be tested to see if it meets the minimum National Association of Corrosion Engineers (NACE) standards. He further advised that pipe

³² 3M Technical Brief UV Protection of Coated Line Pipe

³³ NAPCA Bulletin 12-78-04 2004

³⁴ Matt Cetiner et al 3rd International Pipeline Conference October, 2000

³⁵ Coulson, et al...Study of stockpiled fusion bonded epoxy coated pipe Journal of the Institute of Corrosion Management Issue 153 January/February 2020

³⁶ Richard Kuprewicz, President Accufacts, Inc. 10/1/2020 letter to Jaclyn Prange, NRDC

segments whose FBE coating did not meet the NACE standards should be replaced with newly manufactured pipe, or have the FBE removed, stripped, and new coating reapplied.

At the Saskatchewan Oil and Gas Supply Chain Forum in Regina, Canada on October 4, 2018, Doug Bruning, pipeline manager for the Keystone XL, advised that if a pipe fails safety tests it is scrapped. Other pipe, whose coating thickness is too thin, is set aside to strip off the coating and then recoat the pipe. This cannot be done in the field. He advised that the pipe to be stripped and recoated would have to be transported back to the factory for that process, and then sent back to the line before usage. (10)³⁷

A July 30, 2019 letter from Matthew Eggerding of MVP to FERC advised that the coating used on the MVP pipes is the same 3M FBE 6233.

The coating on the MVP pipes may have been subjected to even more degradation than the Keystone XL pipes due to high intensity UV light, heat, humidity, and precipitation. See below.

A 5/13/22 report from the NIH Nations Center for Biotechnology Information by Hossein Zargarneshad, et al indicates that information regarding moisture interaction with FBE coatings is lacking. It states in part...Stockpiling coated pipes prior to their service life is a common practice by industry. Combined with moisture uptake, UV exposure can significantly affect the barrier properties of coatings. Analysis of UV exposure effects on the mass transfer capacity of these materials is lacking and is a requirement for corrosion protection assessment. Wet-state use can change mass transfer properties of polymers, depending on their molecular structure, in different ways than dry state use. Therefore, analysis from a corrosion model based on data from dry conditions may not generate an accurate assessment for wet-state conditions. See comments below indicating high moisture interaction with MVP pipe.

Coating Is Especially Vulnerable to Degradation Due To Local Weather

FERC's environmental impact statement for the MVP describes West Virginia as having a humid continental climate, and Virginia as having a humid coastal climate. It shows that Virginia receives an average of 46 inches of precipitation per year, and West Virginia receives an average of 44 inches of precipitation per year.(11)³⁸ NOAA states that the national average for annual precipitation is 30 inches per year. (12)³⁹ Weather data shows that Virginia ranks as the 17th warmest state, and West Virginia as the 22nd warmest state. (13)⁴⁰

This indicates that the climate along the route of the MVP is hotter, more humid, and with more precipitation than most locations in the United States. This leaves the pipe coating more vulnerable to degradation from heat, humidity and moisture than most locations.

³⁷ SASKTODAY, Brian Zinchuk 11/1/2018

³⁸ MVP EIS 4.11.1.1 Page 4-484

³⁹ NOAA Annual 2021 National Climate Report

⁴⁰ USA.Com

This precipitation and moisture is not only acting on the exterior coating of the MVP pipes. It is entering the interior of the pipes as well. The pipes have been left along the MVP right of way for a number of years. The MVP has advised PHMSA that they are covering the pipe ends to keep water out of the pipes. This is simply not the case. There are numerous images, including many in the Roanoke Times and Virginia Mercury, that clearly show pipes that have been left out along the right of way that do not have protective barriers covering the ends. In fact, images show some pipe in standing water.

Images of large stockpiles of MVP pipe also show that the pipe ends are not covered, leaving the interior of those pipes exposed to rain, moisture, and corrosion as well.

Per a May 8, 2020 email from John Butler of MVP to Joseph Klesin of PHMSA, the MVP pipes have no internal coating to protect them from corrosion. Consequently, the pipe interior could be even more prone to corrosion than the outside of the pipes, even with compromised coating.

MVP Has Failed To Protect The Pipes and Pipe Coating From Degradation

MVP has not followed the standard industry guidelines. They have left the pipes exposed to sun, heat, and humidity, and more prone to corrosion, pipe failure, and catastrophic explosion.

According to an MVP summary of pipe installation through the 4th quarter of 2019, MVP's weekly report #244 to FERC for the week ending 7/1/22, and stamped pipe coating dates from late December 2016 through June 30, 2017 a large number of pipes have remained above ground and exposed to sun, heat, humidity, and precipitation as follows:

- Almost all, or 302 miles, and nearly 40,000 pipes were exposed for at least 1 year after being coated
- 123 miles, or more than 16,000 pipes were exposed for at least 2 years after being coated
- 67 miles, or nearly 9,000 pipes were exposed for at least 2 1/2 years after being coated
- 48 miles, or over 6,000 pipes remained exposed for at least 5 years after being coated.

This leaves the integrity of the pipe coating and the pipes highly questionable.

Adequate Cathodic Protection for Pipe In The Ground Is Questionable

Pipe in the ground may not be properly protected as well. Pipe in the ground is also subject to corrosion. Cathodic protection must be applied to pipe in the ground to prevent corrosion.

The MVP summary stated above, and a letter dated July 21, 2021 from Matthew Eggerding to FERC, stated below indicate that over 100 miles of pipe in the ground was left with no cathodic protection for at least 2 1/2 years. This may have resulted in corrosion that leaves the pipe more susceptible to failure and catastrophic explosion.

Chlorides and other chemicals in the ground can accelerate pipeline corrosion. Interference from electrical impulses in the ground from nearby sources can interfere with cathodic protection systems. Industry cathodic protection standards emphatically state that a soil survey must be made prior to a cathodic protection system being installed to determine the adequate design of that system, and tests for electrical impulses must be conducted as well.

MVP has not provided information that has been made available to the public indicating that soil surveys have been completed. PHMSA has refused to advise the public if a soil survey has been made, or if tests for electrical impulses have been conducted along the MVP route has been completed.

Misleading MVP Statements Regarding Pipe Safety

MVP has made a number of misleading statements regarding pipe safety issues.

I present the following MVP statements, followed by a response to those statements.

On July 30, 2019 Jeffrey Klinefelter, Vice President, MVP Construction and Engineering wrote to FERC, and commented about the integrity of the pipe coating and stated:

- Pipe coating thickness was tested in the summer of 2017 and found to be satisfactory.
- Stored pipe is shuffled to reduce UV exposure to the pipe ends
- In August of 2018 MVP discussed the minimum coating thickness with the coating manufacturer, and sampled average pipe coating thickness, and found it to be above the manufacturer's recommendation.
- MVP expects that all pipe will be installed well before the coating drops to an unacceptable level.

Response:

- Pipe coating thickness in 2017, 5 years ago, is irrelevant to pipe placed in the ground or remaining above ground after that date.
- Shuffling pipe in the stockpile is minimally effective. Not only are the pipe ends exposed to UV, but the entire 40 foot length of the pipe at the top and the sides of the stockpile is exposed as well. Industry standards for UV protection include covering the pipe with tarps, white washing the pipe, applying a second of UV resistant, and most importantly, promptly getting the pipe in the ground.
- The average coating thickness in 2018 is irrelevant, and does not account for all pipe. Some pipe will have less thickness than the average pipe. No information is given regarding the original thickness, the current thickness, or the minimum safe thickness.
- MVP is well behind the 2019 schedule for pipe installation.

On July 21, 2021 Matthew Eggerding, MVP Assistant General Council wrote to FERC in response to an earlier letter from Preserve Bent Mountain and stated:

- FERC earlier expressed no concerns about the coating thickness.
- MVP inspects the pipes for coating issues and conducts periodic coating surveys.
- MVP installed temporary anodes at 230 locations since October, 2020.

Response:

- FERC's comments are irrelevant at this time. They were made 2 years ago.
- Both MVP and FERC fail to discuss several equally important coating safety concerns, including coating flexibility, brittleness, disbondment from the pipe, and uptake of chlorides and other substances that corrode the pipe.
- No comments were made by MVP or FERC regarding the corrosion status of the pipe interior. The interior of the pipe is not coated. It has been exposed to water due to the pipe ends being left open, and there are no records presented showing if the pipe interior has been inspected or tested, and the results of any inspections or tests that may have been conducted. An MVP "Integrity Update July 2020" to PHMSA states:
 - ...the corrosion specialist firm hired by MVP has performed DCVGs on all continuous sections of pipe greater than 3 miles in Spreads A and B. At this time, approximately 38 miles of pipe have undergone a coating survey.

Response:

- DCVG or Direct Current Voltage Gradient tests are unable to detect coating flexibility failure, or corrosion causing chemical uptake into the coating. These MVP letters and the information provided to PHMSA are at best misleading, and lack pertinent information. See further comments regarding misleading information from MVP.

Comments From Experts Regarding Coating Protection

Richard B. Kuprewicz, President, Accufacts Inc. (14)⁴¹

- DCVG surveys can not detect the flexibility of the coating nor other chemicals that can cause external corrosion. It is an above ground survey technique that mainly tests for holes in the coating. Other surface measuring surveys methods are used in combinations with DVGA such as Close Interval Pipeline Survey Inspections or CIPS, to detect more concerning issues with coating and CP, such as coating disbondment from the pipe.
- PHMSA regulations do not require that cathodic protection systems need to be effective to assure pipe safety and there is much flexibility as to how CIPS and DVGA are utilized and interpreted to assure the systems are effective at reducing external corrosion to the pipeline.
- PHMSA regulations do not assure pipe safety, as they are minimum regulations and most prudent pipeline operators will exceed them in many important areas.

⁴¹ Richard Kuprewicz, President Accufacts, Inc 7/28/22 email

Stuart Croll, Professor Emeritus, Department of Coatings and Polymeric Materials, North Dakota State University (15)⁴²

- Standard epoxies are notorious for suffering badly in UV - they are very good when used as primers but need a topcoat to protect them from sunlight.
- Fusion bonded epoxy exposed for 5 years could easily develop cracks, small holes, and other problems. Two years of exposure could easily start problems. If such pipe sections were to be used, the installers would have to be extremely thorough in testing the coating and the corrosion level. I would be inclined to say that they should replace the pipe sections with new.
- DCVG surveys can indicate where a problem might be, but they do not indicate the cause of the problem. Separate and different investigation is required for that.

MVP Landslide Threats To Public Safety

Ongoing landslides along the MVP route further exacerbate the risk to public safety. Landslides can cause pipeline explosions, and otherwise kill or injure persons near the pipeline. They can cause significant property damage and environmental impacts.

FERC's approved route for the MVP crosses 203 miles with high landslide incidence and susceptibility. The route also crosses a large seismic zone in Western Virginia(16)⁴³
PipeSak, Inc. a company who provides cushions for pipes in trenches described the MVP route as "incredibly steep". (17)⁴⁴

Please see my earlier and more detailed comments regarding the MVP threat to public safety on these same dockets of 2/19/2022, Accession Number 20220222-5044.

An earthquake in Giles County occurred on about 1 year ago, on July 14, 2021. Another occurred on September 13, 2017. (18)⁴⁵ County officials issued a code red after the 2017 earthquake. Martin C. Chapman, Research Associate Professor at the Virginia Tech Department of Geosciences has stated that earthquakes in the Giles County seismic zone are not uncommon, and to date, over 200 earthquakes have been recorded. Further earthquakes are inevitable.

MVP construction disturbance on the extremely steep, and landslide prone mountainsides has created soil conditions that are more prone to landslides. This increases the public safety risk from landslides and landslide caused pipeline explosions.

⁴² Stuart Croll, Professor Emeritus, Department of Coatings and Polymeric Materials, North Dakota State University, July 2022 emails

⁴³ MVP EIS

⁴⁴ <https://pipesak.com> > Projects

⁴⁵ Rachel Lewis Cannel 10 News 9/17/21

The extreme route, and lack of adequate landslide mitigation measures has already caused numerous landslides.

High Prevalence of MVP Landslides

The MVP has caused a landslide that extended well beyond the right of way, and forced two families to evacuate their homes. (19)⁴⁶ Another landslide moved the pipe in three places.(20)⁴⁷

According to a January, 2002 FERC approved variance spreadsheet, FERC has approved over 79 variances to the MVP certificate for landslides that required attempts to repair the landslides from beyond the MVP right of way, and onto private property. Numerous other variances for landslides which did not extend beyond the right of way have been granted in the field by FERC Environmental Compliance Inspectors. (21)⁴⁸ The inspectors may not have the training and expertise to keep these landslides from recurring or increasing in size. In fact, numerous attempts to prevent landslides from continuing have failed, and landslides continue on a weekly basis. They have not been able to prevent new landslides from occurring as well.

MVP's FERC Approved Landslide Mitigation Plan Is Ineffective

The FERC approved landslide mitigation has failed to prevent these landslides, and new landslides are inevitable.

Section 5.0 of the plan states “The basic strategies to protect against landslides and slope instability along the pipeline corridor during construction are stabilization, drainage improvement, and erosion and runoff control.” Nevertheless, very many landslides continue to occur. The basic strategies, as stated in the mitigation plan, have failed to prevent landslides.

Table 1 in the landslide mitigation plan lists a total of 37 landslide concern areas along the route. Nevertheless, only 10 of the FERC approved variances for attempted landslide repair beyond the right of way were listed in these areas, according FERC's variance spreadsheet of January 3, 2022. The vast majority of variances, were issued for for landslides outside of the MVP plan's landslide concern areas. The large landslide at milepost 91 was not within a landslide concern area, nor was the landslide that moved the pipe in 3 places at milepost 56.7. This clearly indicates that there are many more landslide concern areas than the plan identified.

Future monitoring for landslides is deficient as well. The mitigation plan relies on once per year LiDAR imaging to determine if land movement has occurred. (.....) This is not real time notification. There are no slip detectors installed, and no slip detection notification systems planned, even though these systems are readily available. There are no warning systems to notify nearby residents or emergency personnel that a landslide is imminent, or in progress. There are no evacuation plans.

⁴⁶ Jonathan Sokolow 8/15/19 article in the Roanoke Times

⁴⁷ Laurence Hammock Roanoke Times 5/5/20

⁴⁸ FERC Environmental Compliance Reports

Future Precipitation Events Further Threaten Landslide Risk

All of these landslides have occurred without the MVP experiencing the amount of rain that a hurricane or tropical storm will bring in the future. In 2018 tropical storms Michael and Florence dealt glancing blows along the MVP route. Weather records indicate just 3 inches of rain from Michael in the Roanoke/Blacksburg area, and no rain in Elkins, West Virginia. (23)⁴⁹ Nevertheless, the rain from Michael washed 4 segments of connected pipe an estimated 600 to 1,000 feet across a cornfield, and was only held back from washing into the Blackwater river by a narrow barrier of trees. Following this event open ended pipe was left periodically submerged in a nearby trench from the October storm event until the summer of 2019. Massive sediment runoff to receiving streams and properties occurred as well during both storm events.

Hurricane and tropical storm threats to the MVP are being exacerbated by increased precipitation from climate change. These threats will increase as extreme precipitation events increase in the future.

There is no question that a hurricane or tropical storm will directly strike the MVP in the future. This could result in devastating landslides.

Extreme weather events are already commonplace.

Wilmington, North Carolina received over 100 inches of rain in 2018 (23) and is located only about 200 miles from the MVP terminus. Elizabethtown, North Carolina received 36 inches of rain in September, 2018, (NOAA) and is only about 150 miles from the MVP. Several other locations in southeast North Carolina received more than 30 inches of rain in 2018 from Hurricane Florence alone.

Greenbrier County, West Virginia, along the MVP route, received 8 to 10 inches of rain in about 12 hours in June, 2016. (25)⁵⁰ That extreme event took 22 lives in West Virginia. Fortunately, MVP construction had not started prior to this extreme weather event.

Recent Proximate Landslide Related Pipeline Explosions

Landslide caused pipeline explosions are not uncommon. In just the past several years two large pipelines near the MVP have exploded as a result of landslides. The 36 inch diameter Leech Express "Best In Class" Pipeline exploded on June 7, 2018 near Moundsville West Virginia, just 6 months after it went into service, and only hours before a pipeline crew was to arrive on the site. (26)⁵¹ The 24 inch diameter Revolution Pipeline exploded just one week after

⁴⁹ NOAA

⁵⁰ Weather.gov

⁵¹ Marcellus Drilling News.... Leech

going into operation on September 10, 2018 near Pittsburgh, Pennsylvania. That explosion destroyed a home, barn, several cars, and collapsed 6 high voltage transmission towers. (27)⁵²

These explosions would be dwarfed by an explosion of the 42 inch diameter MVP. Additionally, the MVP could be more prone to explosion than the Leach Express of Revolution pipelines. The MVP would be operating with pipes that had been left in the sun for over 5 years, lacking cathodic protection for 2 years, located in a large active seismic zone, traversing many miles of landslide prone slopes, and already experiencing landslides on a continual basis.

Terrorist Threats

There are no safety measures in place to protect citizens near the MVP from a terrorist attack.

The top of the MVP pipe is only 3 feet under the surface of the ground in many locations. The pipe walls are less than 5/8 thick. (28)⁵³ Access to the pipe is not restricted by physical barriers. There are no warning systems in place to alert authorities if a terrorist is excavating the ground above the pipe.

A single terrorist with hand tools could easily detonate the MVP, resulting in catastrophic loss of life and property.

Page 4-573 of FERC's environmental impact statement for the MVP reads "The Commission, in cooperation with other federal agencies, industry trade groups, and interstate natural gas companies, is working to improve pipeline security practices, strengthen communications within the industry, and extend public outreach in an ongoing effort to secure pipeline infrastructure." This is virtually meaningless, and would do nothing to protect the public from a terrorist attack on the MVP.

Threats From Unintentional Incidents

The lack of safety measures and the physical vulnerability of the MVP create a condition where it could be unintentionally detonated as well. Table 4.12.2-1 in the EIS indicates that 22.7% of natural gas transmission dominant incidents from 1997-2016 were caused by excavation or outside force. This constitutes a large number of unintentional accidents. This does not include accidents caused by natural force damage, which account for another 11% of the incidents.

FERC and PHMSA Have Failed to Provide the Public With Information Regarding MVP Public Safety Issues

FERC and PHMSA have failed to keep the public informed regarding the MVP threat to public safety, and have withheld records pertaining to public safety from the public.

⁵² State Impact Pennsylvania Reid Frazier....Revolution

⁵³ MVP Plan of Development 11/30/17 Table 3.1

PHMSA has refused to advise the public regarding the condition of the pipes. (29)⁵⁴ They have produced only one document that indicates that direct current gradient surveys (DCVG) were performed on a small portion of the pipeline.(30)⁵⁵ Nevertheless DCVG surveys are limited in what coating deficiencies they can locate. PHMSA has refused to publicly state that the pipes are safe, and fit for use. PHMSA did state that they conducted only three inspections of the MVP in all of 2021, but would not state the findings of those inspections, nor produce the inspection records. Even these inspections were done under questionable procedures. PHMSA does not make unannounced inspections. They contact MVP days before an inspection, and agree to meet at a specific time and location. This could provide time for the MVP to repair, cover up, or otherwise eliminate violations prior to the PHMSA inspector arriving on site. This policy brings into serious question the ability of PHMSA to identify and correct violations that threaten the public safety.

The environmental impact statement for the MVP states that a “Under a Memorandum of Understanding on Natural Gas Transportation Facilities dated January 15, 1993, between the DOT (PHMSA) and the FERC...If the Commission becomes aware of an existing or potential safety problem, there is a provision in the Memorandum to promptly alert the DOT. The Memorandum also provides for referring complaints and inquiries made by state and local governments and the general public involving safety matters related to pipelines under the Commission’s jurisdiction.” MVP safety concerns have been repeatedly communicated to FERC, but the public has not been advised of communications between FERC and PHMSA regarding those concerns.

FERC and PHMSA have withheld large amounts of information that is pertinent to public safety from the public.

I filed FOIA request 2022-4 with FERC on 2/26/22. I requested records related to landslides, earthquakes, and pipe integrity from 1/1/2018 until the present. To date I have very few records. I have not received any records of communications between FERC and PHMSA, no records of communications regarding the two largest landslides, no emails, and no meeting notes.

I filed FOIA request 2022-59 with FERC on 6/15/22 for the same records from 1/1/15 through 12/31/17. On 7/15/22 I received notice from FERC that no records were found. This despite FERC issuing the EIS for the MVP in June, 2017, FERC issuing the certificate for the MVP on 10/13/17, and MVP submitting a landslide mitigation to FERC in October, 2015. Surely these records are available to the public, but have been withheld by FERC.

I filed FOIA request 2021-0147 with PHMSA on May 5, 2021. I have received some records, but most of them are not pertinent to my request, nor to public safety. The records did not include inspection reports, the results of those reports, or results from pipe testing. A large number of records were images of pipe laying in the ground with no date, location, nor explanation of the

⁵⁴ PHMSA FOIA 2021-0147 Filed 5/5/21

⁵⁵ MVP Integrity Update to PHMSA July 2020 PHMSA

image. PHMSA advised me on July 20, 2022 that they had provided all of the requested records and closed the file.

I filed FOIA request 2022-0117 with PHMSA on June 3, 2022 specifically for PHMSA inspection reports. I have received no records.

I believe that FERC and PHMSA have violated the law in not releasing the requested records.

Failure to release these important records has not only left the public uninformed regarding public safety issues regarding the MVP, but has also resulted in the public not having sufficient information to comment in a fully informed manner.

FERC Must Not Approve an Extension Request Due To The Significant Threat To Public Safety

The above threats to the public safety will continue, and may result in death, injury, property damage, and environmental damage if an extension to the FERC certificate for the MVP is granted.

The MVP certificate extension request must not be granted due to the following public safety issues:

- FERC has not demonstrated to the public that the MVP pipes are safe through independent testing, which includes removal of pipe from the ground due to the inability of in line devices to test for coating flexibility. Neither FERC nor PHMSA has stated that if the pipes fail any test they will be replaced with new pipes, or stripped and recoated at the factory.
- FERC has not required an updated landslide mitigation plan which requires additional measures to prevent further landslides, real time slip detection and warning devices, a failsafe public warning system, and instructions to all property owners and persons residing within the evacuation zone as to how they can escape during a pipeline emergency.
- FERC has not consulted with, nor requested a report from the United States Geological Survey regarding landslide risks associated with the MVP.
- FERC and PHMSA have withheld information from the public regarding MVP public safety risks. This is very likely a violation of the law. Hiding information regarding the significant public safety risks associated with the MVP has prevented the public from being fully informed regarding these risks. It has prevented many citizens who are directly threatened by the MVP due to their proximity to the pipeline, and other members of the public from fully understanding the risk that the MVP, FERC, and PHMSA are placing on them. This has also prevented the public from making well informed comments to FERC in these proceedings, and others.

Potential Public Health Risks From The MVP

MVP is a significant threat to the public health. FERC's assessment of the public health impacts has been inadequate and is outdated.

FERC must not issue a certificate extension to the MVP due the threat to the public health.”

Exhibit F

Reports alerting the public to the failures of the Mountain Valley Pipeline and the risk of continuing the project

“Somehow NextEra Energy and other Wall Street gamblers keep putting their money on a failing team, a failing project and failing legislative attempts. When investors originally bought in, they didn’t expect the continually rising cost. MVP is now billions of dollars over budget, currently topping \$6 billion – and the price continues to balloon with permit rewrites and lawyer fees. Given that renewable energy sources are far less expensive, why are lawmakers and utilities trying to resuscitate a dying industry?

To be fair, this MVP team is number one in something: cost per mile. It’s the most expensive pipeline project ever!”⁵⁶

*““The current status of MVP? **MVP construction is only 55.8% complete.** Not “nearly 95%” as claimed by pipeline supporters. This statistic comes from the pipeline company’s own weekly [reports submitted to FERC](#), with the most recent one being from May 2, 2022 (Appendix A, page 5).*

What’s left to be constructed? 429 risky crossings of streams, creeks, rivers and wetlands. These water crossings require massive ground disturbance, either drilling a tunnel beneath a waterway or digging a trench (and possibly blasting) right through one. The risks come not only from the water crossing construction, but also from the damage to the surrounding landscape. No other large pipeline has ever been approved across [this many miles of steep slopes](#) and high landslide risk areas. MVP is designed to pass through more than 200 miles of “high landslide susceptibility,” and steeper slopes typically mean more threats to clean rivers and streams as well as increased risks of pipeline explosions.

The result of the construction to date, under the old but now voided permits, has been more than 300 violations of water quality protections alleged by the states of [Virginia](#) and [West Virginia](#). And the land that would be crossed with the remaining construction includes some of the steepest slopes, public land in the Jefferson National Forest, and endangered species habitat—areas that are extremely vulnerable to destructive land disturbance.

When you consider the bulldozing and drilling that would be required to achieve more than 400 new water crossings, combined with the extremely steep slopes and MVP’s poor record of compliance with state environmental protection laws, clearly the risks are significant.”⁵⁷

⁵⁶ <https://www.virginiamercury.com/2023/01/05/game-over-for-the-mountain-valley-pipeline/>

⁵⁷ <https://www.nrdc.org/experts/amy-mall/update-reasons-remain-stop-mountain-valley-pipeline>

Exhibit G

Report of questionable political contributions to legislators trying to pass an act of Congress to help the Mountain Valley Pipeline

“At the center of the ongoing debate over permitting reform—now encapsulated in Senator Joe Manchin’s Energy Independence and Security Act—lies a single unfinished piece of energy infrastructure: the Mountain Valley Pipeline. Stretching from northern West Virginia through to southern Virginia, the 300-plus-mile-long project is slated to transport two billion cubic feet of fracked gas per day, much of that bound for export. Manchin’s bill would speed along the project’s construction, fast-tracking permits and redirecting extensive and ongoing court challenges against it. If completed, the pipeline is estimated to pour 26 coal plants’ worth of carbon dioxide emissions into the atmosphere.

Manchin’s enthusiasm for the project, which has faced fierce opposition along its route, is predictable. He’s long tried to promote his state’s fossil fuel industry and has accepted generous donations from backers of the pipeline. Gas pipeline companies have ratcheted up their spending on Manchin this year, from \$20,000 in 2020 to \$331,000 in 2022 so far. He’s the industry’s largest recipient of campaign funds overall. The deal to green-light the Mountain Valley Pipeline, then, has been portrayed in the media as a necessary and savvy bit of politicking to guarantee Manchin’s vote on the Inflation Reduction Act: Democrats, including Senate Majority Leader Chuck Schumer, who brokered the deal, may not have wanted to fast-track the Mountain Valley Pipeline, but it’s a small price to pay for the IRA’s climate policies.

This is the dominant media narrative right now. But it doesn’t quite tell the whole story. Schumer, not Manchin, is the single largest recipient of donations from one of the pipeline’s backers this year, NextEra. Schumer has received four times as many donations from employees and the company’s PAC this year as Manchin has.

The Mountain Valley Pipeline is a joint venture between EQM Midstream Partners, NextEra Capital Holdings, Con Edison Transmission, WGL Midstream, and RGC Midstream. By far the biggest spender in Washington has been NextEra, which owns a number of utilities and energy infrastructure projects around the country. Over the last year, Manchin has received \$59,350 from NextEra, including \$55,850 from individuals and \$3,500 from the company’s PAC, according to campaign finance data compiled by the Center for Responsive Politics. Schumer has received \$283,200, including \$278,200 from individuals and \$5,000 from the company’s PAC. ConEd has given Schumer \$500 this year, and \$2,500 since the 2017–18 campaign cycle. Over the same time period, Manchin’s campaign committees have received \$15,500 from NextEra, while Schumer’s has gotten \$10,000. Schumer’s office did not respond to a request for comment in time for publication.

NextEra has been Schumer’s second-largest donor this year overall, despite never having breached his top-five list of donors previously. The utility holding company, whose subsidiaries include Florida Power and Light and Gulf Power, hasn’t historically had a major footprint in New York. Earlier this year, NextEra Energy Transmission—the subsidiary backing the Mountain Valley Pipeline and with plenty to gain from the permitting reform package’s transmission-related elements—finished work on a transmission line through New York. Schumer’s campaign donations from NextEra this year are three times the amount he’s received from the company in total since joining the Senate in 2018. All but 12 of the 144

donations Friends of Schumer PAC received from NextEra employees between 2021 and 2022 have been \$1,000 or more, according to the Federal Election Commission.

The Mountain Valley Pipeline has accumulated more than 350 water quality violations and other environmental infractions since construction began in 2018. The permitting reform bill would go to remarkable lengths to protect the project from local and national scrutiny, mandating that any future legal challenges to either the pipeline or any of the bill's provisions be brought in the D.C. District Court. It would mandate that judicial review panels more generally be compiled by random selection, seen as a potential reaction to the Mountain Valley Pipeline getting repeatedly rejected for permits by the Fourth U.S. Circuit Court of Appeals.

Republicans have extensive ties to the project too, of course. West Virginia Senator Shelly Moore Capito, who has released her own, more radical permitting reform proposal, owns between \$2,002 and \$30,000 of NextEra stock, while her husband, Charles Capito, owns between \$15,001 and \$50,000. He sold off between \$1,001 and \$15,000 of that stock on May 26, as Roll Call reported.

The majority (61 percent) of NextEra contributions this year, however, have flowed to Democrats. The company's PAC has given \$210,000 each to the Democratic Senate Campaign Committee and Democratic Congressional Campaign Committee, responsible for raising funds for Democratic Senate and House candidates, respectively. It gave the same amount to the National Republican Senatorial Committee and \$170,000 to the DCCC's GOP equivalent, the National Republican Congressional Committee. Manchin, the DCCC, and DSCC did not respond to requests for comment in time for publication.

As my colleague Grace Segers reported last week, opposition to the Mountain Valley Pipeline hasn't just come from climate progressives. Virginia Democratic Senator Tim Kaine came out against the Energy Independence and Security Act just after text was released, miffed that he wasn't consulted on a deal that would see more gas flowing through his state. The broader fight around permitting reform has caused a sizable rift within the Democratic coalition, and an odd-bedfellows alliance of progressives wary of fossil fuel provisions and centrists disgusted by the process. Getting donations from fossil fuel interests, meanwhile, remains a thoroughly bipartisan enterprise.⁵⁸

⁵⁸ <https://newrepublic.com/article/167869/mountain-valley-pipeline-nextera-schumer-manchin>

Exhibit H

Public is turning against natural gas for economic and environmental reasons:

“A new [poll](#) from Data for Progress finds that 66 percent of New York voters support the proposal to end new gas hookups, including 85 percent of Democrats, 64 percent of Independents, and 43 percent of Republicans.

New Yorkers feel that the state has not done enough to address climate change: 41 percent of New York voters feel that the state legislature has done too little, while only 19 percent believe that it has taken the right amount of action to address climate change. If the statewide ban on fossil fuels in new construction were to pass, it would save [4 million metric tons of carbon dioxide](#) by 2040 — the equivalent of keeping 870,000 cars off the road for one year.

Data for Progress also finds that 55 percent of New York voters are very concerned about home energy bills. As winter begins, Con Edison has [predicted](#) a 32 percent rate increase, and the national average of home heating costs is [set to spike](#) by 28 percent.

The All-Electric Building Act would save residents of new homes nearly [\\$1,000 on home heating bills annually](#), which would be a great help to many New Yorkers. If enacted, it would be the biggest win yet for a growing movement of localities and states ending gas in new construction.”⁵⁹

NextEra Energy’s ad is incongruent with the build out of new natural gas infrastructure like the Mountain Valley Pipeline:

NextEra Energy [“Real Zero” ad](#).

⁵⁹<https://www.dataforprogress.org/blog/2023/1/9/voters-support-new-yorks-proposal-to-end-fossil-fuels-in-new-construction>

Freeda Cathcart [FLMI](#), representative for Sarah Hazlegrove the “Shareholder”
VIA email

January 30, 2023

Office of Chief Counsel Division of
Corporation Finance U.S. Securities and
Exchange Commission 100 F Street, N. E.
Washington D.C. 20549
Via email: shareholderproposals@sec.gov

Re: NextEra Energy Jan. 19 letter re: Hazlegrove proposal

Ladies and Gentlemen:

On behalf of Sarah Hazlegrove (“**Shareholder**”), I am submitting this response to the NextEra Energy, Inc. (“**Company**”) letter dated January 19, 2023 “**Subsequent Response Letter**” . Please forgive me for not updating my letter (“**Response Letter**” **Exhibit A1, page 4**) dated January 9, 2022 with the day that I submitted it, January 16, 2023. This is in response to the Company’s letter dated December 30, 2022 (“**Initial Letter**”) and the Company’s Subsequent Response Letter.

The Company ignored the facts in their Subsequent Response Letter presented in my Response Letter that the Company had sufficient proof of ownership in their possession by December 8, 2022, even though it was not in their preferred method of submission. Therefore it is irrelevant whether an unread email in my inbox is evidence of being received on December 12, 2022 or December 14, 2022. The Company did admit in both their Initial Letter and the Subsequent Response Letter that they have confirmation of the Shareholder’s proof of ownership by the Company’s preferred method even if it arrived later than they requested.

While I’m not a shareholder in the Company, I am a shareholder in Berkshire Hathaway and Dominion Energy. I have had positive experiences engaging with both companies through the shareholder resolution process. We exchanged emails, spoke on the phone and even had a virtual meeting. Recently, I directly engaged with Dominion Energy about a concern even though I don’t have a pending resolution to discuss with them. So far, all the Shareholder has received from the Company has been claims of submission deficiency and an attempt to avoid any engagement to discuss the Resolution and the Shareholders’ legitimate concerns.

The Shareholder was attracted to invest in the Company because of the Company’s claim of corporate responsibility:

*“We’re investing in America’s energy infrastructure - sustainably and responsibly. We’re passionate about generating clean, renewable energy while protecting the environment and giving back to the community.”*¹

Shareholders have legitimate concerns about the impacts and risks of natural gas use on the environment and subsequent consequences in the market, especially in regards to their exposure. I carried a similar resolution that over 80% of the shareholders voted for at the 2022 Dominion Energy annual meeting. The Shareholder is concerned that the Company’s

¹<https://www.nexteraenergy.com/company.html#:~:text=We're%20investing%20in%20America's.giving%20back%20to%20the%20community>

partnership in the Mountain Valley Pipeline is incongruent with the Company's corporate responsibility claim. The Company has already written off over a billion dollars due on the Mountain Valley Pipeline project. The Shareholder would like to avoid the financial repercussions that Dominion Energy shareholders suffered when the Atlantic Coast Pipeline was canceled and their dividend checks were reduced by a third.

Shareholders want the companies that they're invested in to thrive. Shareholders deserve to know whether or not a company they invested in is in alignment with the company's claims that attracted them to invest in it. It's disconcerting that instead of engaging with the Shareholder to address her concerns the Company is trying to suppress the resolution from consideration by the shareholders.

Since the Response Letter was submitted, there have been several reports indicating that there is no need for the build out of new natural gas infrastructure like the Mountain Valley Pipeline (**Exhibit A2 page 33**). There's even been reporting that fossil fuel generated energy is beyond its peak and will be abandoned in favor of less expensive renewable generated energy. Recent analysis indicates that the implementation of the Inflation Reduction Act is going to accelerate the transition from fossil fuels to renewables.² Investment firms like Blackstone are warning that the transition away from fossil fuels is accelerating.³

The Shareholder is also concerned about how the Company is mitigating liability risk caused by the use and impacts of natural gas. The Company's continued partnership in the 42 inch natural gas Mountain Valley Pipeline might compromise future shareholder value. There are concerns that there has been inadequate government oversight of the building of the Mountain Valley Pipeline and that current pipeline regulations are inadequate to protect public safety. (**Exhibit A3 page 35**)

Shareholders require more disclosure on their investments so they can make informed decisions about their portfolios. Conservative investments can turn into risky ones depending on the stability of a company and the projects they are involved in. The Shareholder is concerned that the original major partner Mountain Valley Pipeline, EQT, carved out the project from their business when they created the new Equitrans Midstream corporation in 2018⁴. Recently Equitrans Midstream has been making claims that the Mountain Valley Pipeline is 94% when compliance resorts on the FERC docket seem to indicate that the project is only 56%⁵. It would be helpful if the SEC investigated Equitrans Midstream's claims with the FERC in order for shareholders and the Company to know the actual status of the project.

Shareholders have been harmed before when investing in energy companies with corrupt leadership such as Enron⁶ and more recently SCANA⁷.

The Shareholder has met all the requirements that the SEC requires to engage with the Company about the concerns that led to the submission of the resolution and to be able to bring the resolution up for a vote at the annual meeting. Please deny the Company's request to omit the Shareholder's proposal in the Company's 2023 Proxy Materials in reliance to Rules 14a-8(b)

² [The Inflation Reduction Act Is Accelerating The Energy Transition](#)

³ [Blackstone Sees Inflation Accelerating Pivot Away From Fossil Fuels](#)

⁴ [EQT BOARD OF DIRECTORS APPROVES SPIN-OFF OF EQUITRANS MIDSTREAM CORPORATION](#)

⁵ <https://www.nrdc.org/experts/amy-mall/update-reasons-remain-stop-mountain-valley-pipeline>

⁶ [What Was Enron? What Happened and Who Was Responsible](#)

⁷ [Former SCANA CEO Sentenced to Two Years for Defrauding Ratepayers in Connection with Failed Nuclear Construction Project](#)

and 14a-8(f). If you have any questions or need additional information please feel free to call me at 540-598-7231

Sincerely,
Freeda Cathcart
Freeda Cathcart

cc: Alan L. Dye (Hogan Lovells)
Weston Gaines (Hogan Lovells)
W. Scott Seeley (NextEra Energy, Inc.)
Sarah P. Hazlegrove

Exhibit A1

Freeda Cathcart [FLMI](#), representative for Sarah Hazlegrove the “Shareholder”

January 9, 2023

VIA e-mail: shareholderproposals@sec.gov

Office of Chief Counsel Division of
Corporation Finance U.S. Securities and
Exchange Commission 100 F Street, N. E.
Washington D.C. 20549
Via email: shareholderproposals@sec.gov

Re: NextEra Energy’s December 30, 2022 intention to Exclude the Shareholder Proposal
Submitted by Sarah Hazlegrove Pursuant to Rule 14a-8

Ladies and Gentlemen:

Based upon a review of the letter and exhibits sent by the NextEra Energy, the “Company”, and the relevant rules in context with the goals and mission of the Securities Exchange Commission, the Proposal (*Report on risk and impacts of natural gas use*) is not excludable and must be included in the Company’s 2023 proxy materials under Rule 14a-8. A copy of this letter is being emailed concurrently to Alan Dye, Hogan Lovelis US LLP and Scott Seeley, NextEra Energy.

SUMMARY

The Company is trying to exclude the Proposal because the Shareholder didn’t provide the proof of ownership in the format they preferred. The December 30 letter from the Company contained incorrect information and omitted important correspondence sent to the Company from the Shareholder and correspondence that was sent on behalf of the Shareholder. The Shareholder sent three dates for the Company to choose when to engage with the Shareholder to discuss the Proposal according to the SEC rules when she submitted it. The Company’s delay in responding to the Shareholder’s questions and lack of engagement with the Shareholder resulted in the appearance of a possible deficiency of proof of ownership from the Shareholder. The Company’s attempt to exclude the Shareholder Proposal from consideration is contrary to the SEC’s mission and stated goals.

The purpose of the proof of ownership according to the SEC Rule 14a-8 is “*to ensure that shareholder-proponents demonstrate a sufficient economic stake or investment interest in a company before they are able to submit proposals to be included in a company proxy’s statement, paid for by all shareholders.*”⁸ The Shareholder submitted the required proof of ownership in a statement on December 1, 2022 followed by her UBS account statements submitted on December 8, 2022 verifying a sufficient economic stake and investment interest in the Company.

⁸ <https://www.sec.gov/news/press-release/2020-220>

The SEC November 3, 2021 Shareholder Proposals: Staff Legal Bulletin No. 14L (CF) provides the following guidance regarding proof of ownership⁹:

“Some companies apply an overly technical reading of proof of ownership letters as a means to exclude a proposal. We generally do not find arguments along these lines to be persuasive. For example, we did not concur with the excludability of a proposal based on Rule 14a-8(b) where the proof of ownership letter deviated from the format set forth in SLB No. 14F.[23] In those cases, we concluded that the proponent nonetheless had supplied documentary support sufficiently evidencing the requisite minimum ownership requirements, as required by Rule 14a-8(b). We took a plain meaning approach to interpreting the text of the proof of ownership letter, and we expect companies to apply a similar approach in their review of such letters.

While we encourage shareholders and their brokers or banks to use the sample language provided above to avoid this issue, such formulation is neither mandatory nor the exclusive means of demonstrating the ownership requirements of Rule 14a-8(b).[24] We recognize that the requirements of Rule 14a-8(b) can be quite technical. Accordingly, companies should not seek to exclude a shareholder proposal based on drafting variances in the proof of ownership letter if the language used in such letter is clear and sufficiently evidences the requisite minimum ownership requirements.”

The Shareholder’s Proposal is similar to one that passed by over 80% at the 2022 Dominion Energy annual meeting. The Dominion Energy proposal received support from the influential shareholder advisory firms Glass Lewis & Co. LLC and Institutional Shareholder Services Inc. urging investors to vote for the proposal because a “unified report would help shareholders comprehensively evaluate any risks from stranded assets”¹⁰. This proves that investors have valid concerns addressed in the Shareholder’s Proposal deserving of the Company’s attention and meaningful engagement.

A bona fide shareholder submitted a valid proposal in good faith. Please inform the Company that the proposal can not be excluded from consideration because the proof of ownership wasn’t submitted according to the Company’s technical preference.

BACKGROUND

The Shareholder responded with due diligence to provide the required proof of ownership. The Shareholder clearly stated in the December 1, 2022 email submitted to the Company that she had held the required amount of shares with a valuation of \$25,000 or higher for at least a year and that verification from her UBS account would be provided in the near future:

⁹ <https://www.sec.gov/corpfin/staff-legal-bulletin-14l-shareholder-proposals>

¹⁰ <https://www.eenews.net/articles/meet-the-climate-investor-who-challenged-warren-buffett/>

“I, Sarah Hazlegrove, have continuously beneficially owned for at least 1 year as of the date hereof, at least \$25,000 worth of the Company’s common stock.”

The Company’s first letter of deficiency sent on December 7, 2022 and received on December 8, 2022 was addressed to the Shareholder and contained the following statement:

“you may provide a written statement as the record holder(s) of the shares of NextEra Energy common stock beneficially owned by you as the Proponent, verifying that, on December 1, 2022, when you submitted the Proposal, you had continuously held the requisite number or value of shares of NextEra Energy’s common stock for the applicable time frame; or

you may provide a copy of a filed Schedule 13D, Schedule G, Form 3, Form 4 or Form 5, or any amendment to any of those documents or updated forms, reflecting the ownership by you as the proponent of the requisite number or value of shares of NextEra Energy’s common stock as of or before the date on which the eligibility period began, together with your statement that you, as the Proponent continuously held the shares for the applicable time frame as of the date of the statement.”¹¹

None of those schedules or forms cited in the Company’s December 30, 2022 letter are relevant to the Shareholder’s position that she had purchased and continuously beneficially owned her shares for over a year.¹² Since the Shareholder had already stated in her initial submission of the Proposal that she had *“continuously beneficially owned for at least 1 year as of the date hereof, at least \$25,000 worth of the Company’s common stock”*, the Shareholder on December 8, 2022 submitted what her UBS broker had sent to her, which was her UBS account statement dated December 8, 2022 to the Company which validated her initial statement with the following information:

- January 7, 2014 the Shareholder purchased 80 shares of the Company¹³ that grew into a total of 320 shares by December 8, 2022.¹⁴

The valuation of those 320 shares on December 1, 2022 was \$27,145.60. The statement also shows an additional purchase of 30 shares of the Company was made in August 2021¹⁵ making a total of 350 shares held by the shareholder since August 2021.¹⁶ The valuation of 350 shares on December 1, 2022 was \$29,690.50. The amount of shares of the Company held by the Shareholder more than exceeds the SEC requirements of \$2,000 for at least three years, \$15,000 for at least two years or \$25,000 for one year for shareholders to be able to submit a proposal to the Company for consideration by investors at the annual meeting. The Company had all of the verification for the proof of ownership by December 8, 2022 within the required 14 days stipulated by the SEC. When the Shareholder submitted the UBS statement on December 8, 2022 she included the following statement in her email:

¹¹ December 7, 2022 letter from NextEra Energy pg 1-2

¹² [Schedule 13D](#), [Schedule 13G](#), [Form 3 4 & 5](#)

¹³ December 30, 2022 letter from Hogan Lovelis pg 29

¹⁴ December 30, 2022 letter from Hogan Lovelis pg 32

¹⁵ December 30, 2022 letter from Hogan Lovelis pg 25

¹⁶ December 30, 2022 letter from Hogan Lovelis pg 32

“Please let me know if the attached information is sufficient to complete my Shareholders Resolution Proposal.”

I sent a follow up email on December 9 with three dates and times (December 13 - 15, 2022) to engage with the Company along with a request for confirmation that the Company had received the proof of ownership required for the proposal (Exhibit A). The Company omitted this correspondence in their December 30, 2022 letter. My email included my cell phone number.

Instead of setting up a time to engage with us to discuss the Proposal and any concerns about the proof of ownership, the Company sent a second deficiency letter dated December 12, 2022 via email and overnight delivery to my home. The company claims that it sent the second deficiency letter in a timely manner but a response from the Company wasn't received until December 14, 2022, 6 calendar days after the Shareholder sent her second submission on December 8, 2022.

The Shareholder asked me to help her with the Proposal based on my prior experience submitting my shareholder resolution to Dominion Energy. I agreed to volunteer to help her by representing her in her engagement with the Company. My husband had open heart surgery on November 18, 2022. He was the one who discovered the overnight letter leaning against a door we don't use while walking around the outside of our home on December 14, 2022. I hadn't seen the email until I looked for it after seeing the letter. The date that I actually received the letter was December 14, 2022.

Therefore, the 14 calendar days **after receipt of the letter** for a submitted response specified by the Company in the December 12, 2022 letter was December 28, 2022. The Company's claim that a response needed to be submitted by December 26, 2022 is incorrect. While not necessary, the Shareholder's submission further clarifying her continuous ownership sent on December 27, 2022 was within the 14 calendar day period. Even though the verifying statement from UBS was submitted on December 30, 2022, barely falling outside of the 14 calendar days, it was redundant and unnecessary since prior proof of ownership had already been established and verified by December 8, 2022.

Additional context to consider regarding this time period is the Winter Storm Elliot that gripped the country from December 21-26, 2022 causing chaos and power outages across the country.¹⁷ We didn't have running water restored until December 27, 2022. Despite those challenges I spoke to the Shareholder's UBS broker on December 23, 2022. The UBS broker was confident that sufficient information had already been submitted to the Company and wanted to be connected with the Company representative. I sent an email to connect the UBS broker with the Company on December 23, 2022 (Exhibit B). This correspondence was also omitted by the Company in their December 30, 2022 letter to the SEC.

The UBS Brokerage firm sent a letter on December 30, 2022 confirming what the Shareholder had already conveyed to the Company in her submissions sent on December 1, 2022 and

¹⁷ https://en.wikipedia.org/wiki/December_2022_North_American_winter_storm

December 8, 2022. The Company admitted in their December 30, 2022 letter to the SEC that *“the Second UBS Letter did provide an affirmative written statement from the record holder of the securities that the Proponent had held the Company’s securities continuously through the date of the Proposal’s submission”*¹⁸. Instead of engaging with the validated shareholder, the Company chose to try to exclude the Proposal by filing their December 30, 2022 letter with the SEC.

Shareholders rely on the SEC to protect their interests by fulfilling the agency’s purpose: *“The Securities and Exchange Commission oversees securities exchanges, securities brokers and dealers, investment advisors, and mutual funds in an effort to promote fair dealing, the disclosure of important market information, and to prevent fraud.”*¹⁹

The SEC also has the following stated in their goals, *“the SEC must be more vigilant than ever, which requires it to reassess the tools, methods, and approaches used in the past and adapt them to modern markets. Most importantly, as U.S. markets inevitably change, the SEC should continue to deploy its resources in ways that center on the interests of the investing public.... The markets have begun to embrace the necessity of providing a greater level of disclosure to investors. From time to time, the SEC must update its disclosure framework to reflect investor demand. Today, investors increasingly seek information related to, among other things, issuers’ climate risks... To help ensure a systematic, timely, and collaborative response to market developments, the SEC must continue to apply its three-part mission holistically, not in isolation.”*²⁰ (Exhibit C)

The Shareholder’s Proposal is in alignment with the SEC’s goals of providing investors meaningful disclosures. The Company has been transparent with investors about the escalating costs on their natural gas Mountain Valley Pipeline project (MVP). It’s been almost a year since the Company admitted in their February 17, 2022 filing to the SEC that they doubted the MVP would ever be completed. So far, the Company has written off their investment in the MVP and set up an Asset Retirement Obligation.²¹ (Exhibit D)

Even if the MVP is completed then investors’ concerns about stranded assets and potential liability losses are still valid. (Exhibit E) State Attorney Generals and attorneys for localities have been filing lawsuits against fossil fuel companies for the damages caused by the acceleration of extreme weather events due to the release of fossil fuel GHG emissions.²² A completed MVP would generate GHG emissions of approximately 90 million metric tons annually²³ which is equivalent to the GHG emissions of 23 average U.S. coal plants²⁴ or over 19 million passenger vehicles.²⁵

¹⁸ December 30, 2022 letter from Hogan Loveli page 7

¹⁹ <https://www.usa.gov/federal-agencies/securities-and-exchange-commission>

²⁰ <https://www.sec.gov/our-goals>

²¹ <https://www.bizjournals.com/pittsburgh/news/2022/02/19/next-era-energy-mountain-valley-pipeline.html>

²² <https://www.cbsnews.com/news/climate-change-disinformation-suing-fossil-fuel-companies/>

²³ http://priceofoil.org/content/uploads/2017/02/mountain_valley_pipe_web_final_v1.pdf

²⁴ <https://www.epa.gov/energy/greenhouse-gas-equivalencies-calculator>

²⁵ <https://www.nrdc.org/experts/amy-mall/5-key-reasons-stop-unneeded-mountain-valley-pipeline>

The Company hasn't canceled their MVP project and has remained in the partnership with Equitrans Midstream, a company that may be misleading investors, legislators and the public. MVP and Equitrans Midstream have made claims that the MVP is around 94% complete when reports to FERC show the project is around 56% complete with the most challenging part of the project yet to be done.²⁶ The completion date for the project continues to be delayed causing the cost of the project to increase. A MVP contractor testified in court that the cost to maintain the erosion and sediment controls is around \$20 million a month.²⁷ (Exhibit F).

Investors may have concerns about the sudden increase of large political contributions to the U.S. Senators that struck a deal this past year to pass legislation that would have specifically altered the permitting process and court oversight for the MVP project. (Exhibit G) After four attempts, that legislative effort ultimately failed.²⁸ Recent reports of corruption and energy scandals require a vigilant response and necessitate more disclosure.²⁹

Investors are demanding more climate risk disclosures as evidenced by the passage of a similar resolution by over 80% of the vote at the 2022 Dominion Energy meeting. The SEC has responded to investor's concerns about climate risk by proposing a rule change for more climate risk disclosure. However, this rule change hasn't been implemented and there is no timeline for when it may be implemented.³⁰ The recent passage of the Inflation Reduction Act is projected to make energy obtained through solar and wind combined with battery storage 90% cheaper than energy obtained through proposed gas plants.³¹ As utilities and consumers abandon energy generated by natural gas then there will be an increase of natural gas stranded assets.

While the Company has made substantial investments in renewable energy, their involvement in the Mountain Valley Pipeline can be confusing to investors who are concerned about climate risk. (Exhibit H) In October 2021, the S&P announced that NextEra Energy had been removed from the clean energy index.³²

Conclusion

The Shareholder's Proposal for a report on the risks and impacts of natural gas is of interest to investors and will provide crucial information so investors can make informed decisions. The Shareholder provided the necessary statement and validated evidence by December 8, 2022 within the 14 day period of time. The Shareholder proceeded with due diligence to try to engage

²⁶ <https://www.nrdc.org/experts/amy-mall/update-reasons-remain-stop-mountain-valley-pipeline>

²⁷ <https://www.virginiamercury.com/2021/12/08/deq-is-still-failing-to-protect-water-from-mvp/>

²⁸ <https://www.virginiamercury.com/2023/01/05/game-over-for-the-mountain-valley-pipeline/>

²⁹ <https://grist.org/politics/how-a-60-million-bribery-scandal-helped-ohio-pass-the-worst-energy-policy-in-the-country/> and [Former SCANA CEO Sentenced to Two Years for Defrauding Ratepayers in Connection with Failed Nuclear Construction Project | United States Department of Justice](#)

³⁰ <https://news.bloomberglaw.com/securities-law/sec-climate-rules-pushed-back-amid-bureaucratic-legal-woes>

³¹ <https://rmi.org/business-case-for-new-gas-is-shrinking/>

³² <https://www.spglobal.com/marketintelligence/en/news-insights/latest-news-headlines/s-p-removes-nextera-other-large-cap-us-utilities-from-clean-energy-index-6715336>

with the Company to discuss any questions about her eligibility to submit a proposal and to discuss the merits of the Proposal with the Company.

The Company's lack of engagement, sending irrelevant information and their delay in responding in a timely manner is unacceptable and their request to exclude the Shareholder Proposal must be denied.

Sincerely,
Freda Cathcart

Exhibit A

Email sent to the Company that was omitted in the Company's December 30, 2022 letter

Correspondence sent by email:

From: Freeda Cathcart (redacted email)

Date: Fri, Dec 9, 2022 at 10:39 AM

Subject: Re: Shareholder Resolution Sarah Hazlegrove

To: sarah hazlegrove (redacted email)

Cc: Seeley, Scott (redacted email)

Dear Mr. Seeley,

Sarah and I would like to schedule our meeting with you since our calendars are starting to fill up. Could you please let us know which date and time works best for you? We are available on the following dates and times:

Tuesday, December 13 after 1:00pm

Wednesday December 14 before 1:00pm

Thursday December 15 anytime and is our preferred day

Please confirm that you have received Sarah's proof of ownership for the resolution.

All the best,

Freeda Cathcart

--

(redacted my cell phone number)

Exhibit B

Email sent to the Company that was omitted in the Company's December 30, 2022 letter

Correspondence sent by email

From: Freeda Cathcart (redacted email)

Date: Fri, Dec 23, 2022 at 12:36 PM

Subject: Fwd: Shareholder Resolution Sarah Hazlegrove

To: Paul Higgins at UBS (redacted email), Seeley, Scott (redacted email), Sarah Hazlegrove (redacted email)

Good afternoon Paul Higgins and Scott Seeley:

Scott, Paul is Sarah Hazelgrove;s broker. With the holidays and the deadline fast approaching, we are trying to make sure that Sarah's proof of ownership is submitted in accordance with the SEC rules.

Paul, attached is the second deficiency letter.

Please let me know if I can help either of you.

Sincerely,

Freeda Cathcart

--

(redacted cell phone number)

Exhibit C

SEC mission and goals

"GOAL 1. Protect the investing public against fraud, manipulation, and misconduct...

The SEC must work to ensure the law is enforced aggressively and consistently. In light of evolving technologies, the SEC must be more vigilant than ever, which requires it to reassess the tools, methods, and approaches used in the past and adapt them to modern markets. Most importantly, as U.S. markets inevitably change, the SEC should continue to deploy its resources in ways that center on the interests of the investing public....

1.3 Modernize design, delivery, and content of disclosures so investors, including in particular retail investors, can access consistent, comparable, and material information to make informed investment decisions.

The markets have begun to embrace the necessity of providing a greater level of disclosure to investors. From time to time, the SEC must update its disclosure framework to reflect investor demand. Today, investors increasingly seek information related to, among other things, issuers' climate risks, cybersecurity hygiene policies, and their most important asset: their people. In order to catch up to that reality, the agency should continue to update the disclosure framework to address these areas of investor demand, as well as continue to take concrete steps to modernize the systems that support the disclosure framework, to make public disclosures easier to access and analyze and thus more decision-useful to investors.

2.1 Update existing SEC rules and approaches to reflect evolving technologies, business models, and capital markets....

To do so, the SEC must enhance transparency in private markets and modify rules to ensure that core regulatory principles apply in all appropriate contexts. To maintain the integrity of the markets, the SEC needs to develop specific regulations to ensure investors remain informed and protected via a broad-based disclosure frameworks....

2.3 Recognize significant developments and trends in our evolving capital markets and adjust our activities accordingly.

To help ensure a systematic, timely, and collaborative response to market developments, the SEC must continue to apply its three-part mission holistically, not in isolation."³³

³³ <https://www.sec.gov/our-goals>

Exhibit D

Explanation of the Company's write off of their Mountain Valley Pipeline investment

"On February 2, 2022, the U.S. Court of Appeals for the Fourth Circuit (the 4th Circuit) vacated and remanded Mountain Valley Pipeline's Biological Opinion issued by the U.S. Fish and Wildlife Service and on January 25, 2022 the 4th Circuit vacated and remanded Mountain Valley Pipeline's U.S. Forest Service right-of-way grant. While NextEra Energy Resources continues to evaluate options and next steps with its joint venture partners, these events caused NextEra Energy Resources to re-evaluate its investment in Mountain Valley Pipeline, which evaluation coincided with the preparation of NEE's December 31, 2021 financial statements. Based on an updated fair value analysis required for accounting purposes, NextEra Energy Resources recorded an impairment charge in the first quarter of 2022 of approximately \$0.8 billion (\$0.6 billion after tax), primarily to completely write off NextEra Energy Resources' equity method investment carrying amount. NEE's adjusted earnings for 2022 will exclude the effect of this impairment charge."³⁴

³⁴https://otp.tools.investis.com/clients/us/nextera_energy_inc/SEC/sec-show.aspx?Type=html&FilingId=15583696&CIK=0000753308&Index=10000

Exhibit E

Liability and Safety Concerns

Scientists and engineers tried to warn the MVP about the hazards of building a large natural gas pipeline through steep and karst terrain. It appears that the federal and state government permitting and oversight agencies haven't been able to monitor the MVP project appropriately in order to protect the public from danger. Important information about if the pipeline is completed how it would compromise public safety has been filed on the FERC docket. From pages 1-8 of William Limpert's comment filed on the FERC docket on July 28, 2022:

"MVP Threat To The Public Safety

The Mountain Valley Pipeline (MVP) is a significant threat to the public safety. The Federal Energy Regulatory Commission (FERC) and the Pipeline and Hazardous Materials Safety Administration (PHMSA) have not required adequate measures to protect the public safety, MVP has failed to carry out even those measures, and FERC and PHMSA have failed to properly enforce those measures.

FERC must not issue a certificate extension to the MVP due the ongoing threat to the public safety.

Potential For Catastrophic Explosion The Mountain Valley Pipeline (MVP) is 42 inches in diameter, and would carry 2 billion cubic feet of natural gas at a pressure of 1,480 pounds per square inch. (1)³⁵ It is only six inches smaller than our country's largest pipeline, the Trans Alaska Pipeline at 48 inches in diameter, which carries much less explosive crude oil. No other natural gas transmission pipeline in our country is larger.

The scientific literature clearly demonstrates the positive relationship between gas pipeline diameter and pressure, and the "probability of ignition" in the event of a pipeline rupture. As the pressure and diameter of the pipe are increased, the likelihood of an explosion increases if the pipe is compromised. The industry understands that a pipe as large as, and under as much pressure as the MVP has an 80% chance of exploding if the pipe walls are breached.

An MVP explosion would be catastrophic. The MVP would have an impact radius of 1,100 feet in all directions from the point of explosion. (2)³⁶ This is the area where death and serious injury is likely. It would have an evacuation radius of 0.7 miles. This is the area that would have to be evacuated within minutes to avoid death or serious injury. The total area within the impact radius of the MVP would be 126 square miles. The total area within the evacuation zone would be 425 square miles, or more than 1/3 the size of Rhode Island. That's a very large number of families, properties, and buildings that would be placed in harm's way.

³⁵ MVP Plan of Development 11/30/17 Table 3.1

³⁶ 40 CFR 192.903 (4)(c)

The MVP would be buried as little as 3 feet deep in the ground. Nearly all of the pipe walls would be less than 5/8 inches thick, as indicated in the MVP Plan of Development. The MVP would essentially would be a 303 mile underground bomb.

PHMSA records in the environmental impact statement show that pipeline accidents are common in our country. Significant accidents have occurred an average of every 5.3 days. Significant accidents are defined as those that involve death, hospitalization, property damage in excess of \$140,000, or large spills.(3)³⁷ Smaller accidents are not included in these records. An MVP explosion would dwarf most of all these accidents due to its very large size, and very high pressure.

Pipe Integrity Is Highly Questionable

The integrity of the MVP pipes is highly questionable. The pipes have not been properly protected from corrosion.

Ultraviolet light (UV) in sunlight degrades the FBE coating. Heat, humidity, rain, and moisture also degrade the coating. The degradation becomes more severe as the time of exposure increases.(4)³⁸

MVP understands this threat to pipe integrity, and the significant threat to public safety that it creates. Nevertheless, they have not taken appropriate actions to eliminate that threat.

MVP's Robert Cooper testified under oath during court appearances in 2018 if the pipe is exposed to the sun until November of 2018 it will need to be recoated or rotated in storage to assure that the integrity of the coating is not compromised. Despite MVP's declaration in a court of law, a large amount of pipe remains on the ground 4 years later, with no pipe being recoated, and pipe rotation highly questionable.

Coating degradation reduces the thickness of the coating, making it more prone to perforation, and an opening to the pipe surface for corrosive materials. Degraded coating also becomes more brittle, more prone to cracking, less flexible, and more likely to separate from the pipe. This also leaves the pipe more susceptible to corrosion.

FBE coating is generally effective at preventing corrosion if the pipes are stored and handled per industry guidelines. These standards include protection from sunlight, heat, and moisture while the pipes are outdoors.

MVP has not followed these guidelines, and has left the pipes exposed to sun, heat, and moisture for many years. This has no doubt degraded the coating, and left the pipes more prone to corrosion, failure, and catastrophic explosion.

³⁷ MVP EIS 4-559 Table 4.12.2-1

³⁸ 3M Technical Brief UV Protection of Coated Line Pipe

Numerous studies and reports show significant degradation of the coating when pipe is not properly protected.

Please see my additional comments regarding threat to the public safety from the MVP pipes to these same dockets of 2/19/2022, Accession Number 20220222-5044.

Reports and Studies Indicating Pipeline Coating Degradation

FBE coating manufacturer 3M indicates that 0.375 to 1.5 mils of coating can be lost each year if pipe is exposed to the sun. (5)³⁹

The National Association of Pipeline Coating Applicators states that pipe coated with FBE should not be left in the sun for more than 6 months. (6)⁴⁰

A study by Cetiner, et al found that FBE exposure to the sun resulted in the coating failing to pass a standard flexibility test less than one year after the coating was applied. This study was conducted in Grovedale, Alberta, Canada where solar intensity is much less than in more southerly Virginia and West Virginia, where the MVP pipes have been exposed. (7)⁴¹

Of particular relevance is a 2018 study by T.C. Energy for the Keystone XL pipes. (8)⁴² This study found that the FBE coating for the pipes that were exposed to UV completely failed to retain its original properties and attributes. The coating failed tests for dry adhesion, cathodic disbondment, and flexibility. Coating thickness on most pipes was reduced by more than 50%. All of the pipes that were exposed to sunlight were deemed no longer fit for use.

The study goes on to state “However, common to all FBE coatings is their struggle to retain their original flexibility when examined in accordance with the Canadian Standards Association Z245.20 cold temperature flexibility test method.6 This aesthetic change of gloss and chalking is clearly accompanied by an embrittlement of the coating, as exhibited by loss of adhesion through the dry adhesion testing, and reduction of flexibility performance. Any form of reduction in the interaction of UV and the coating via tarping, whitewashing or any other means would therefore be clearly beneficial in reducing or eliminating the UV damage to the polymeric structure of the FBE.”

Prominent pipeline safety expert Richard Kuprewicz, President of Accufacts, Inc., reported on the study findings in a report for the Natural Resources Defense Council. (9)⁴³ He advised that all of the pipe that had been stored outside should be tested to see if it meets the minimum National Association of Corrosion Engineers (NACE) standards. He further advised that pipe

³⁹ 3M Technical Brief UV Protection of Coated Line Pipe

⁴⁰ NAPCA Bulletin 12-78-04 2004

⁴¹ Matt Cetiner et al 3rd International Pipeline Conference October, 2000

⁴² Coulson, et al...Study of stockpiled fusion bonded epoxy coated pipe Journal of the Institute of Corrosion Management Issue 153 January/February 2020

⁴³ Richard Kuprewicz, President Accufacts, Inc. 10/1/2020 letter to Jaclyn Prange, NRDC

segments whose FBE coating did not meet the NACE standards should be replaced with newly manufactured pipe, or have the FBE removed, stripped, and new coating reapplied.

At the Saskatchewan Oil and Gas Supply Chain Forum in Regina, Canada on October 4, 2018, Doug Bruning, pipeline manager for the Keystone XL, advised that if a pipe fails safety tests it is scrapped. Other pipe, whose coating thickness is too thin, is set aside to strip off the coating and then recoat the pipe. This cannot be done in the field. He advised that the pipe to be stripped and recoated would have to be transported back to the factory for that process, and then sent back to the line before usage. (10)⁴⁴

A July 30, 2019 letter from Matthew Eggerding of MVP to FERC advised that the coating used on the MVP pipes is the same 3M FBE 6233.

The coating on the MVP pipes may have been subjected to even more degradation than the Keystone XL pipes due to high intensity UV light, heat, humidity, and precipitation. See below.

A 5/13/22 report from the NIH Nations Center for Biotechnology Information by Hossein Zargarneshad, et al indicates that information regarding moisture interaction with FBE coatings is lacking. It states in part...Stockpiling coated pipes prior to their service life is a common practice by industry. Combined with moisture uptake, UV exposure can significantly affect the barrier properties of coatings. Analysis of UV exposure effects on the mass transfer capacity of these materials is lacking and is a requirement for corrosion protection assessment. Wet-state use can change mass transfer properties of polymers, depending on their molecular structure, in different ways than dry state use. Therefore, analysis from a corrosion model based on data from dry conditions may not generate an accurate assessment for wet-state conditions. See comments below indicating high moisture interaction with MVP pipe.

Coating Is Especially Vulnerable to Degradation Due To Local Weather

FERC's environmental impact statement for the MVP describes West Virginia as having a humid continental climate, and Virginia as having a humid coastal climate. It shows that Virginia receives an average of 46 inches of precipitation per year, and West Virginia receives an average of 44 inches of precipitation per year.(11)⁴⁵ NOAA states that the national average for annual precipitation is 30 inches per year. (12)⁴⁶ Weather data shows that Virginia ranks as the 17th warmest state, and West Virginia as the 22nd warmest state. (13)⁴⁷

This indicates that the climate along the route of the MVP is hotter, more humid, and with more precipitation than most locations in the United States. This leaves the pipe coating more vulnerable to degradation from heat, humidity and moisture than most locations.

⁴⁴ SASKTODAY, Brian Zinchuk 11/1/2018

⁴⁵ MVP EIS 4.11.1.1 Page 4-484

⁴⁶ NOAA Annual 2021 National Climate Report

⁴⁷ USA.Com

This precipitation and moisture is not only acting on the exterior coating of the MVP pipes. It is entering the interior of the pipes as well. The pipes have been left along the MVP right of way for a number of years. The MVP has advised PHMSA that they are covering the pipe ends to keep water out of the pipes. This is simply not the case. There are numerous images, including many in the Roanoke Times and Virginia Mercury, that clearly show pipes that have been left out along the right of way that do not have protective barriers covering the ends. In fact, images show some pipe in standing water.

Images of large stockpiles of MVP pipe also show that the pipe ends are not covered, leaving the interior of those pipes exposed to rain, moisture, and corrosion as well.

Per a May 8, 2020 email from John Butler of MVP to Joseph Klesin of PHMSA, the MVP pipes have no internal coating to protect them from corrosion. Consequently, the pipe interior could be even more prone to corrosion than the outside of the pipes, even with compromised coating.

MVP Has Failed To Protect The Pipes and Pipe Coating From Degradation

MVP has not followed the standard industry guidelines. They have left the pipes exposed to sun, heat, and humidity, and more prone to corrosion, pipe failure, and catastrophic explosion.

According to an MVP summary of pipe installation through the 4th quarter of 2019, MVP's weekly report #244 to FERC for the week ending 7/1/22, and stamped pipe coating dates from late December 2016 through June 30, 2017 a large number of pipes have remained above ground and exposed to sun, heat, humidity, and precipitation as follows:

- Almost all, or 302 miles, and nearly 40,000 pipes were exposed for at least 1 year after being coated
- 123 miles, or more than 16,000 pipes were exposed for at least 2 years after being coated
- 67 miles, or nearly 9,000 pipes were exposed for at least 2 1/2 years after being coated
- 48 miles, or over 6,000 pipes remained exposed for at least 5 years after being coated.

This leaves the integrity of the pipe coating and the pipes highly questionable.

Adequate Cathodic Protection for Pipe In The Ground Is Questionable

Pipe in the ground may not be properly protected as well. Pipe in the ground is also subject to corrosion. Cathodic protection must be applied to pipe in the ground to prevent corrosion.

The MVP summary stated above, and a letter dated July 21, 2021 from Matthew Eggerding to FERC, stated below indicate that over 100 miles of pipe in the ground was left with no cathodic protection for at least 2 1/2 years. This may have resulted in corrosion that leaves the pipe more susceptible to failure and catastrophic explosion.

Chlorides and other chemicals in the ground can accelerate pipeline corrosion. Interference from electrical impulses in the ground from nearby sources can interfere with cathodic protection systems. Industry cathodic protection standards emphatically state that a soil survey must be made prior to a cathodic protection system being installed to determine the adequate design of that system, and tests for electrical impulses must be conducted as well.

MVP has not provided information that has been made available to the public indicating that soil surveys have been completed. PHMSA has refused to advise the public if a soil survey has been made, or if tests for electrical impulses have been conducted along the MVP route has been completed.

Misleading MVP Statements Regarding Pipe Safety

MVP has made a number of misleading statements regarding pipe safety issues.

I present the following MVP statements, followed by a response to those statements.

On July 30, 2019 Jeffrey Klinefelter, Vice President, MVP Construction and Engineering wrote to FERC, and commented about the integrity of the pipe coating and stated:

- Pipe coating thickness was tested in the summer of 2017 and found to be satisfactory.
- Stored pipe is shuffled to reduce UV exposure to the pipe ends
- In August of 2018 MVP discussed the minimum coating thickness with the coating manufacturer, and sampled average pipe coating thickness, and found it to be above the manufacturer's recommendation.
- MVP expects that all pipe will be installed well before the coating drops to an unacceptable level.

Response:

- Pipe coating thickness in 2017, 5 years ago, is irrelevant to pipe placed in the ground or remaining above ground after that date.
- Shuffling pipe in the stockpile is minimally effective. Not only are the pipe ends exposed to UV, but the entire 40 foot length of the pipe at the top and the sides of the stockpile is exposed as well. Industry standards for UV protection include covering the pipe with tarps, white washing the pipe, applying a second of UV resistant, and most importantly, promptly getting the pipe in the ground.
- The average coating thickness in 2018 is irrelevant, and does not account for all pipe. Some pipe will have less thickness than the average pipe. No information is given regarding the original thickness, the current thickness, or the minimum safe thickness.
- MVP is well behind the 2019 schedule for pipe installation.

On July 21, 2021 Matthew Eggerding, MVP Assistant General Council wrote to FERC in response to an earlier letter from Preserve Bent Mountain and stated:

- FERC earlier expressed no concerns about the coating thickness.
- MVP inspects the pipes for coating issues and conducts periodic coating surveys.
- MVP installed temporary anodes at 230 locations since October, 2020.

Response:

- FERC's comments are irrelevant at this time. They were made 2 years ago.
- Both MVP and FERC fail to discuss several equally important coating safety concerns, including coating flexibility, brittleness, disbondment from the pipe, and uptake of chlorides and other substances that corrode the pipe.
- No comments were made by MVP or FERC regarding the corrosion status of the pipe interior. The interior of the pipe is not coated. It has been exposed to water due to the pipe ends being left open, and there are no records presented showing if the pipe interior has been inspected or tested, and the results of any inspections or tests that may have been conducted. An MVP "Integrity Update July 2020" to PHMSA states:
 - ...the corrosion specialist firm hired by MVP has performed DCVGs on all continuous sections of pipe greater than 3 miles in Spreads A and B. At this time, approximately 38 miles of pipe have undergone a coating survey.

Response:

- DCVG or Direct Current Voltage Gradient tests are unable to detect coating flexibility failure, or corrosion causing chemical uptake into the coating. These MVP letters and the information provided to PHMSA are at best misleading, and lack pertinent information. See further comments regarding misleading information from MVP.

Comments From Experts Regarding Coating Protection

Richard B. Kuprewicz, President, Accufacts Inc. (14)⁴⁸

- DCVG surveys can not detect the flexibility of the coating nor other chemicals that can cause external corrosion. It is an above ground survey technique that mainly tests for holes in the coating. Other surface measuring surveys methods are used in combinations with DVGA such as Close Interval Pipeline Survey Inspections or CIPS, to detect more concerning issues with coating and CP, such as coating disbondment from the pipe.
- PHMSA regulations do not require that cathodic protection systems need to be effective to assure pipe safety and there is much flexibility as to how CIPS and DVGA are utilized and interpreted to assure the systems are effective at reducing external corrosion to the pipeline.
- PHMSA regulations do not assure pipe safety, as they are minimum regulations and most prudent pipeline operators will exceed them in many important areas.

⁴⁸ Richard Kuprewicz, President Accufacts, Inc 7/28/22 email

Stuart Croll, Professor Emeritus, Department of Coatings and Polymeric Materials, North Dakota State University (15)⁴⁹

- Standard epoxies are notorious for suffering badly in UV - they are very good when used as primers but need a topcoat to protect them from sunlight.
- Fusion bonded epoxy exposed for 5 years could easily develop cracks, small holes, and other problems. Two years of exposure could easily start problems. If such pipe sections were to be used, the installers would have to be extremely thorough in testing the coating and the corrosion level. I would be inclined to say that they should replace the pipe sections with new.
- DCVG surveys can indicate where a problem might be, but they do not indicate the cause of the problem. Separate and different investigation is required for that.

MVP Landslide Threats To Public Safety

Ongoing landslides along the MVP route further exacerbate the risk to public safety. Landslides can cause pipeline explosions, and otherwise kill or injure persons near the pipeline. They can cause significant property damage and environmental impacts.

FERC's approved route for the MVP crosses 203 miles with high landslide incidence and susceptibility. The route also crosses a large seismic zone in Western Virginia(16)⁵⁰
PipeSak, Inc. a company who provides cushions for pipes in trenches described the MVP route as "incredibly steep". (17)⁵¹

Please see my earlier and more detailed comments regarding the MVP threat to public safety on these same dockets of 2/19/2022, Accession Number 20220222-5044.

An earthquake in Giles County occurred on about 1 year ago, on July 14, 2021. Another occurred on September 13, 2017. (18)⁵² County officials issued a code red after the 2017 earthquake. Martin C. Chapman, Research Associate Professor at the Virginia Tech Department of Geosciences has stated that earthquakes in the Giles County seismic zone are not uncommon, and to date, over 200 earthquakes have been recorded. Further earthquakes are inevitable.

MVP construction disturbance on the extremely steep, and landslide prone mountainsides has created soil conditions that are more prone to landslides. This increases the public safety risk from landslides and landslide caused pipeline explosions.

⁴⁹ Stuart Croll, Professor Emeritus, Department of Coatings and Polymeric Materials, North Dakota State University, July 2022 emails

⁵⁰ MVP EIS

⁵¹ <https://pipesak.com> > Projects

⁵² Rachel Lewis Cannel 10 News 9/17/21

The extreme route, and lack of adequate landslide mitigation measures has already caused numerous landslides.

High Prevalence of MVP Landslides

The MVP has caused a landslide that extended well beyond the right of way, and forced two families to evacuate their homes. (19)⁵³ Another landslide moved the pipe in three places.(20)⁵⁴

According to a January, 2002 FERC approved variance spreadsheet, FERC has approved over 79 variances to the MVP certificate for landslides that required attempts to repair the landslides from beyond the MVP right of way, and onto private property. Numerous other variances for landslides which did not extend beyond the right of way have been granted in the field by FERC Environmental Compliance Inspectors. (21)⁵⁵ The inspectors may not have the training and expertise to keep these landslides from recurring or increasing in size. In fact, numerous attempts to prevent landslides from continuing have failed, and landslides continue on a weekly basis. They have not been able to prevent new landslides from occurring as well.

MVP's FERC Approved Landslide Mitigation Plan Is Ineffective

The FERC approved landslide mitigation has failed to prevent these landslides, and new landslides are inevitable.

Section 5.0 of the plan states “The basic strategies to protect against landslides and slope instability along the pipeline corridor during construction are stabilization, drainage improvement, and erosion and runoff control.” Nevertheless, very many landslides continue to occur. The basic strategies, as stated in the mitigation plan, have failed to prevent landslides.

Table 1 in the landslide mitigation plan lists a total of 37 landslide concern areas along the route. Nevertheless, only 10 of the FERC approved variances for attempted landslide repair beyond the right of way were listed in these areas, according FERC's variance spreadsheet of January 3, 2022. The vast majority of variances, were issued for for landslides outside of the MVP plan's landslide concern areas. The large landslide at milepost 91 was not within a landslide concern area, nor was the landslide that moved the pipe in 3 places at milepost 56.7. This clearly indicates that there are many more landslide concern areas than the plan identified.

Future monitoring for landslides is deficient as well. The mitigation plan relies on once per year LiDAR imaging to determine if land movement has occurred. (.....) This is not real time notification. There are no slip detectors installed, and no slip detection notification systems planned, even though these systems are readily available. There are no warning systems to notify nearby residents or emergency personnel that a landslide is imminent, or in progress. There are no evacuation plans.

⁵³ Jonathan Sokolow 8/15/19 article in the Roanoke Times

⁵⁴ Laurence Hammock Roanoke Times 5/5/20

⁵⁵ FERC Environmental Compliance Reports

Future Precipitation Events Further Threaten Landslide Risk

All of these landslides have occurred without the MVP experiencing the amount of rain that a hurricane or tropical storm will bring in the future. In 2018 tropical storms Michael and Florence dealt glancing blows along the MVP route. Weather records indicate just 3 inches of rain from Michael in the Roanoke/Blacksburg area, and no rain in Elkins, West Virginia. (23)⁵⁶ Nevertheless, the rain from Michael washed 4 segments of connected pipe an estimated 600 to 1,000 feet across a cornfield, and was only held back from washing into the Blackwater river by a narrow barrier of trees. Following this event open ended pipe was left periodically submerged in a nearby trench from the October storm event until the summer of 2019. Massive sediment runoff to receiving streams and properties occurred as well during both storm events.

Hurricane and tropical storm threats to the MVP are being exacerbated by increased precipitation from climate change. These threats will increase as extreme precipitation events increase in the future.

There is no question that a hurricane or tropical storm will directly strike the MVP in the future. This could result in devastating landslides.

Extreme weather events are already commonplace.

Wilmington, North Carolina received over 100 inches of rain in 2018 (23) and is located only about 200 miles from the MVP terminus. Elizabethtown, North Carolina received 36 inches of rain in September, 2018, (NOAA) and is only about 150 miles from the MVP. Several other locations in southeast North Carolina received more than 30 inches of rain in 2018 from Hurricane Florence alone.

Greenbrier County, West Virginia, along the MVP route, received 8 to 10 inches of rain in about 12 hours in June, 2016. (25)⁵⁷ That extreme event took 22 lives in West Virginia. Fortunately, MVP construction had not started prior to this extreme weather event.

Recent Proximate Landslide Related Pipeline Explosions

Landslide caused pipeline explosions are not uncommon. In just the past several years two large pipelines near the MVP have exploded as a result of landslides. The 36 inch diameter Leech Express “Best In Class” Pipeline exploded on June 7, 2018 near Moundsville West Virginia, just 6 months after it went into service, and only hours before a pipeline crew was to arrive on the site. (26)⁵⁸ The 24 inch diameter Revolution Pipeline exploded just one week after

⁵⁶ NOAA

⁵⁷ Weather.gov

⁵⁸ Marcellus Drilling News.... Leech

going into operation on September 10, 2018 near Pittsburgh, Pennsylvania. That explosion destroyed a home, barn, several cars, and collapsed 6 high voltage transmission towers. (27)⁵⁹

These explosions would be dwarfed by an explosion of the 42 inch diameter MVP. Additionally, the MVP could be more prone to explosion than the Leach Express of Revolution pipelines. The MVP would be operating with pipes that had been left in the sun for over 5 years, lacking cathodic protection for 2 years, located in a large active seismic zone, traversing many miles of landslide prone slopes, and already experiencing landslides on a continual basis.

Terrorist Threats

There are no safety measures in place to protect citizens near the MVP from a terrorist attack.

The top of the MVP pipe is only 3 feet under the surface of the ground in many locations. The pipe walls are less than 5/8 thick. (28)⁶⁰ Access to the pipe is not restricted by physical barriers. There are no warning systems in place to alert authorities if a terrorist is excavating the ground above the pipe.

A single terrorist with hand tools could easily detonate the MVP, resulting in catastrophic loss of life and property.

Page 4-573 of FERC's environmental impact statement for the MVP reads "The Commission, in cooperation with other federal agencies, industry trade groups, and interstate natural gas companies, is working to improve pipeline security practices, strengthen communications within the industry, and extend public outreach in an ongoing effort to secure pipeline infrastructure." This is virtually meaningless, and would do nothing to protect the public from a terrorist attack on the MVP.

Threats From Unintentional Incidents

The lack of safety measures and the physical vulnerability of the MVP create a condition where it could be unintentionally detonated as well. Table 4.12.2-1 in the EIS indicates that 22.7% of natural gas transmission dominant incidents from 1997-2016 were caused by excavation or outside force. This constitutes a large number of unintentional accidents. This does not include accidents caused by natural force damage, which account for another 11% of the incidents.

FERC and PHMSA Have Failed to Provide the Public With Information Regarding MVP Public Safety Issues

FERC and PHMSA have failed to keep the public informed regarding the MVP threat to public safety, and have withheld records pertaining to public safety from the public.

⁵⁹ State Impact Pennsylvania Reid Frazier....Revolution

⁶⁰ MVP Plan of Development 11/30/17 Table 3.1

PHMSA has refused to advise the public regarding the condition of the pipes. (29)⁶¹ They have produced only one document that indicates that direct current gradient surveys (DCVG) were performed on a small portion of the pipeline.(30)⁶² Nevertheless DCVG surveys are limited in what coating deficiencies they can locate. PHMSA has refused to publicly state that the pipes are safe, and fit for use. PHMSA did state that they conducted only three inspections of the MVP in all of 2021, but would not state the findings of those inspections, nor produce the inspection records. Even these inspections were done under questionable procedures. PHMSA does not make unannounced inspections. They contact MVP days before an inspection, and agree to meet at a specific time and location. This could provide time for the MVP to repair, cover up, or otherwise eliminate violations prior to the PHMSA inspector arriving on site. This policy brings into serious question the ability of PHMSA to identify and correct violations that threaten the public safety.

The environmental impact statement for the MVP states that a “Under a Memorandum of Understanding on Natural Gas Transportation Facilities dated January 15, 1993, between the DOT (PHMSA) and the FERC...If the Commission becomes aware of an existing or potential safety problem, there is a provision in the Memorandum to promptly alert the DOT. The Memorandum also provides for referring complaints and inquiries made by state and local governments and the general public involving safety matters related to pipelines under the Commission’s jurisdiction.” MVP safety concerns have been repeatedly communicated to FERC, but the public has not been advised of communications between FERC and PHMSA regarding those concerns.

FERC and PHMSA have withheld large amounts of information that is pertinent to public safety from the public.

I filed FOIA request 2022-4 with FERC on 2/26/22. I requested records related to landslides, earthquakes, and pipe integrity from 1/1/2018 until the present. To date I have very few records. I have not received any records of communications between FERC and PHMSA, no records of communications regarding the two largest landslides, no emails, and no meeting notes.

I filed FOIA request 2022-59 with FERC on 6/15/22 for the same records from 1/1/15 through 12/31/17. On 7/15/22 I received notice from FERC that no records were found. This despite FERC issuing the EIS for the MVP in June, 2017, FERC issuing the certificate for the MVP on 10/13/17, and MVP submitting a landslide mitigation to FERC in October, 2015. Surely these records are available to the public, but have been withheld by FERC.

I filed FOIA request 2021-0147 with PHMSA on May 5, 2021. I have received some records, but most of them are not pertinent to my request, nor to public safety. The records did not include inspection reports, the results of those reports, or results from pipe testing. A large number of records were images of pipe laying in the ground with no date, location, nor explanation of the

⁶¹ PHMSA FOIA 2021-0147 Filed 5/5/21

⁶² MVP Integrity Update to PHMSA July 2020 PHMSA

image. PHMSA advised me on July 20, 2022 that they had provided all of the requested records and closed the file.

I filed FOIA request 2022-0117 with PHMSA on June 3, 2022 specifically for PHMSA inspection reports. I have received no records.

I believe that FERC and PHMSA have violated the law in not releasing the requested records.

Failure to release these important records has not only left the public uninformed regarding public safety issues regarding the MVP, but has also resulted in the public not having sufficient information to comment in a fully informed manner.

FERC Must Not Approve an Extension Request Due To The Significant Threat To Public Safety

The above threats to the public safety will continue, and may result in death, injury, property damage, and environmental damage if an extension to the FERC certificate for the MVP is granted.

The MVP certificate extension request must not be granted due to the following public safety issues:

- FERC has not demonstrated to the public that the MVP pipes are safe through independent testing, which includes removal of pipe from the ground due to the inability of in line devices to test for coating flexibility. Neither FERC nor PHMSA has stated that if the pipes fail any test they will be replaced with new pipes, or stripped and recoated at the factory.
- FERC has not required an updated landslide mitigation plan which requires additional measures to prevent further landslides, real time slip detection and warning devices, a failsafe public warning system, and instructions to all property owners and persons residing within the evacuation zone as to how they can escape during a pipeline emergency.
- FERC has not consulted with, nor requested a report from the United States Geological Survey regarding landslide risks associated with the MVP.
- FERC and PHMSA have withheld information from the public regarding MVP public safety risks. This is very likely a violation of the law. Hiding information regarding the significant public safety risks associated with the MVP has prevented the public from being fully informed regarding these risks. It has prevented many citizens who are directly threatened by the MVP due to their proximity to the pipeline, and other members of the public from fully understanding the risk that the MVP, FERC, and PHMSA are placing on them. This has also prevented the public from making well informed comments to FERC in these proceedings, and others.

Potential Public Health Risks From The MVP

MVP is a significant threat to the public health. FERC's assessment of the public health impacts has been inadequate and is outdated.

FERC must not issue a certificate extension to the MVP due the threat to the public health.”

Exhibit F

Reports alerting the public to the failures of the Mountain Valley Pipeline and the risk of continuing the project

“Somehow NextEra Energy and other Wall Street gamblers keep putting their money on a failing team, a failing project and failing legislative attempts. When investors originally bought in, they didn’t expect the continually rising cost. MVP is now billions of dollars over budget, currently topping \$6 billion – and the price continues to balloon with permit rewrites and lawyer fees. Given that renewable energy sources are far less expensive, why are lawmakers and utilities trying to resuscitate a dying industry?

To be fair, this MVP team is number one in something: cost per mile. It’s the most expensive pipeline project ever!”⁶³

*““The current status of MVP? **MVP construction is only 55.8% complete.** Not “nearly 95%” as claimed by pipeline supporters. This statistic comes from the pipeline company’s own weekly [reports submitted to FERC](#), with the most recent one being from May 2, 2022 (Appendix A, page 5).*

What’s left to be constructed? 429 risky crossings of streams, creeks, rivers and wetlands. These water crossings require massive ground disturbance, either drilling a tunnel beneath a waterway or digging a trench (and possibly blasting) right through one. The risks come not only from the water crossing construction, but also from the damage to the surrounding landscape. No other large pipeline has ever been approved across [this many miles of steep slopes](#) and high landslide risk areas. MVP is designed to pass through more than 200 miles of “high landslide susceptibility,” and steeper slopes typically mean more threats to clean rivers and streams as well as increased risks of pipeline explosions.

The result of the construction to date, under the old but now voided permits, has been more than 300 violations of water quality protections alleged by the states of [Virginia](#) and [West Virginia](#). And the land that would be crossed with the remaining construction includes some of the steepest slopes, public land in the Jefferson National Forest, and endangered species habitat—areas that are extremely vulnerable to destructive land disturbance.

When you consider the bulldozing and drilling that would be required to achieve more than 400 new water crossings, combined with the extremely steep slopes and MVP’s poor record of compliance with state environmental protection laws, clearly the risks are significant.”⁶⁴

⁶³ <https://www.virginiamercury.com/2023/01/05/game-over-for-the-mountain-valley-pipeline/>

⁶⁴ <https://www.nrdc.org/experts/amy-mall/update-reasons-remain-stop-mountain-valley-pipeline>

Exhibit G

Report of questionable political contributions to legislators trying to pass an act of Congress to help the Mountain Valley Pipeline

“At the center of the ongoing debate over permitting reform—now encapsulated in Senator Joe Manchin’s Energy Independence and Security Act—lies a single unfinished piece of energy infrastructure: the Mountain Valley Pipeline. Stretching from northern West Virginia through to southern Virginia, the 300-plus-mile-long project is slated to transport two billion cubic feet of fracked gas per day, much of that bound for export. Manchin’s bill would speed along the project’s construction, fast-tracking permits and redirecting extensive and ongoing court challenges against it. If completed, the pipeline is estimated to pour 26 coal plants’ worth of carbon dioxide emissions into the atmosphere.

Manchin’s enthusiasm for the project, which has faced fierce opposition along its route, is predictable. He’s long tried to promote his state’s fossil fuel industry and has accepted generous donations from backers of the pipeline. Gas pipeline companies have ratcheted up their spending on Manchin this year, from \$20,000 in 2020 to \$331,000 in 2022 so far. He’s the industry’s largest recipient of campaign funds overall. The deal to green-light the Mountain Valley Pipeline, then, has been portrayed in the media as a necessary and savvy bit of politicking to guarantee Manchin’s vote on the Inflation Reduction Act: Democrats, including Senate Majority Leader Chuck Schumer, who brokered the deal, may not have wanted to fast-track the Mountain Valley Pipeline, but it’s a small price to pay for the IRA’s climate policies.

This is the dominant media narrative right now. But it doesn’t quite tell the whole story. Schumer, not Manchin, is the single largest recipient of donations from one of the pipeline’s backers this year, NextEra. Schumer has received four times as many donations from employees and the company’s PAC this year as Manchin has.

The Mountain Valley Pipeline is a joint venture between EQM Midstream Partners, NextEra Capital Holdings, Con Edison Transmission, WGL Midstream, and RGC Midstream. By far the biggest spender in Washington has been NextEra, which owns a number of utilities and energy infrastructure projects around the country. Over the last year, Manchin has received \$59,350 from NextEra, including \$55,850 from individuals and \$3,500 from the company’s PAC, according to campaign finance data compiled by the Center for Responsive Politics. Schumer has received \$283,200, including \$278,200 from individuals and \$5,000 from the company’s PAC. ConEd has given Schumer \$500 this year, and \$2,500 since the 2017–18 campaign cycle. Over the same time period, Manchin’s campaign committees have received \$15,500 from NextEra, while Schumer’s has gotten \$10,000. Schumer’s office did not respond to a request for comment in time for publication.

NextEra has been Schumer’s second-largest donor this year overall, despite never having breached his top-five list of donors previously. The utility holding company, whose subsidiaries include Florida Power and Light and Gulf Power, hasn’t historically had a major footprint in New York. Earlier this year, NextEra Energy Transmission—the subsidiary backing the Mountain Valley Pipeline and with plenty to gain from the permitting reform package’s transmission-related elements—finished work on a transmission line through New York. Schumer’s campaign donations from NextEra this year are three times the amount he’s received from the company in total since joining the Senate in 2018. All but 12 of the 144

donations Friends of Schumer PAC received from NextEra employees between 2021 and 2022 have been \$1,000 or more, according to the Federal Election Commission.

The Mountain Valley Pipeline has accumulated more than 350 water quality violations and other environmental infractions since construction began in 2018. The permitting reform bill would go to remarkable lengths to protect the project from local and national scrutiny, mandating that any future legal challenges to either the pipeline or any of the bill's provisions be brought in the D.C. District Court. It would mandate that judicial review panels more generally be compiled by random selection, seen as a potential reaction to the Mountain Valley Pipeline getting repeatedly rejected for permits by the Fourth U.S. Circuit Court of Appeals.

Republicans have extensive ties to the project too, of course. West Virginia Senator Shelly Moore Capito, who has released her own, more radical permitting reform proposal, owns between \$2,002 and \$30,000 of NextEra stock, while her husband, Charles Capito, owns between \$15,001 and \$50,000. He sold off between \$1,001 and \$15,000 of that stock on May 26, as Roll Call reported.

The majority (61 percent) of NextEra contributions this year, however, have flowed to Democrats. The company's PAC has given \$210,000 each to the Democratic Senate Campaign Committee and Democratic Congressional Campaign Committee, responsible for raising funds for Democratic Senate and House candidates, respectively. It gave the same amount to the National Republican Senatorial Committee and \$170,000 to the DCCC's GOP equivalent, the National Republican Congressional Committee. Manchin, the DCCC, and DSCC did not respond to requests for comment in time for publication.

As my colleague Grace Segers reported last week, opposition to the Mountain Valley Pipeline hasn't just come from climate progressives. Virginia Democratic Senator Tim Kaine came out against the Energy Independence and Security Act just after text was released, miffed that he wasn't consulted on a deal that would see more gas flowing through his state. The broader fight around permitting reform has caused a sizable rift within the Democratic coalition, and an odd-bedfellows alliance of progressives wary of fossil fuel provisions and centrists disgusted by the process. Getting donations from fossil fuel interests, meanwhile, remains a thoroughly bipartisan enterprise.⁶⁵

⁶⁵ <https://newrepublic.com/article/167869/mountain-valley-pipeline-nextera-schumer-manchin>

Exhibit H

Public is turning against natural gas for economic and environmental reasons:

“A new [poll](#) from Data for Progress finds that 66 percent of New York voters support the proposal to end new gas hookups, including 85 percent of Democrats, 64 percent of Independents, and 43 percent of Republicans.

New Yorkers feel that the state has not done enough to address climate change: 41 percent of New York voters feel that the state legislature has done too little, while only 19 percent believe that it has taken the right amount of action to address climate change. If the statewide ban on fossil fuels in new construction were to pass, it would save [4 million metric tons of carbon dioxide](#) by 2040 — the equivalent of keeping 870,000 cars off the road for one year.

Data for Progress also finds that 55 percent of New York voters are very concerned about home energy bills. As winter begins, Con Edison has [predicted](#) a 32 percent rate increase, and the national average of home heating costs is [set to spike](#) by 28 percent.

The All-Electric Building Act would save residents of new homes nearly [\\$1,000 on home heating bills annually](#), which would be a great help to many New Yorkers. If enacted, it would be the biggest win yet for a growing movement of localities and states ending gas in new construction.”⁶⁶

NextEra Energy’s ad is incongruent with the build out of new natural gas infrastructure like the Mountain Valley Pipeline:

NextEra Energy [“Real Zero” ad](#).

⁶⁶<https://www.dataforprogress.org/blog/2023/1/9/voters-support-new-yorks-proposal-to-end-fossil-fuels-in-new-construction>

Exhibit A2 Renewable Energy is displacing Fossil Fuel Generated Energy

“The latest installment of [The Peaking Series](#) shows demand for fossil fuels has peaked in the electricity sector. It will plateau for a few years and be in clear decline by the second half of the decade. The key driver of change is the rapid growth of solar and wind electricity generation on typical S-curves, driven by low costs, a shift of global capital, and the rising ceiling of what is possible.

In 2022, solar and wind will produce 600–700 TWh of new electricity. Added to the 100–200 TWh from other clean sources makes it enough to meet projected global electricity demand growth of around 700 TWh. The story just gets better and better as solar and wind advance further up the S-curve. Solar and wind generation will increase at least threefold by the end of the decade, pushing fossil fuel electricity into terminal decline.”⁶⁷

“The global energy transition has reached a pivot point in which fossil fuels have likely peaked in their use for producing electricity and are about to enter a period of decline.

This is the idea at the heart of a [new report from RMI](#), a nonprofit that does research and advocacy about the transition. The lead author, energy analyst Kingsmill Bond, makes a case that wind and solar power are going through growth that looks almost exactly like the trend lines for the early stages of transformative products and industries, across technologies and eras, like automobiles and smartphones.

The growth begins slowly, with high costs, and shifts into high gear as costs shrink and efficiency rises. The optimism in this outlook is almost jarring in its clarity, and in its contrast with the pessimism I see and feel every day as the threats of climate change become clearer...

The report cites forecasts for a continuing increase in wind and solar development that will outpace the growth in electricity demand, a dynamic that will squeeze out the most expensive and dirtiest energy sources....

Four factors underlie my optimism: learning curves, meaning the cost of renewables gets cheaper every year; exponential growth, meaning renewables get bigger every year; tipping points, because they are happening right now; and feedback loops, which make change happen faster once you get to the tipping point. That means that this is the decade of disruption, where the energy system starts its long process of change. And as the energy system changes, we can fight back against climate change. ...

The reason I’m very optimistic is because we can actually see right in front of our noses this pivot point where we go from constantly rising demand for fossil fuels, to a plateau, and then a decline.

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⁶⁷ [Peak Fossil Fuel Demand for Electricity](#)

⁶⁸ [When Will We Hit Peak Fossil Fuels? Maybe We Already Have](#)

“He said natural gas prices are sending a “very clear signal” to the industry that production needs to fall. “Growth in gas supply is not needed in the short term. We do think the industry should acknowledge that and may reduce growth in the near term,” Dell’Osso said in an interview on Wednesday, according to Bloomberg.”⁶⁹

“[Natural gas markets](#) have fallen rather hard during the last several weeks, although not all at once. It’s been more of a steady grind lower, and now during the Wednesday session, we have finally broken below the \$3.00 level on the front contract. It has been somewhat freakishly warm during the last several weeks in both the European Union and the United States, save for a couple of random days in America. This has definitely had its part to play in this market, and it occurs to me that we are back to trading the weather again.”⁷⁰

““While natural gas prices may bottom soon, the U.S. Natural Gas ETF ([UNG](#)) is “likely a poor bet today due to the immense ‘contango decay’ embedded in the futures curve,” Harrison Schwartz writes in an [analysis posted recently on Seeking Alpha](#).”⁷¹

“The lack of consistent or enduring cold this winter has clearly weighed on prices, and the upcoming pattern appeared poised to deliver more of the same, according to the firm. “What’s been the primary issue to the bullish case this winter has been frigid patterns haven’t been able to last more than five to six days before a much warmer pattern is close on its heels,” NatGasWeather said. This is “exactly what’s setting up for the next 15 days.”⁷²

⁶⁹ [Natural gas prices have crashed 50% in less than a month, and now an energy CEO is ringing the alarm](#)

⁷⁰ [Natural Gas Price Forecast – Natural Gas Markets Continue to Slide](#)

⁷¹ [U.S. natural gas slides below \\$3 for first time in 19 months](#)

⁷² [Lack of Sustained Cold Again Weighs on Natural Gas Futures Early](#)

Exhibit A3 Pipeline Safety and Liability Concerns

“At least twice since 2017, explosions have blown lengths of steel pipe beyond the impact radius, according to a PHMSA analysis.

That analysis looked at 17 pipeline explosions between 2017 and 2022. In three of them, the agency found that the “impact area” exceeded the potential impact radius.

One of them was a fatal explosion in Kentucky in 2019, which prompted the recent NTSB report that questioned the PIR formula. In that explosion, the formula predicted an impact area of 630 feet. But PHMSA said the damage extended past 700 feet.

The pipe section ejected by the blast landed 600 feet away from the rupture. The NTSB reported that an off-duty sheriff’s deputy found an elderly injured couple 480 feet from the blast crater, and the intensity of the heat was more than he could handle. He could not reach the body of the woman killed in the blast, which was 640 feet from the crater.

The NTSB report on the Kentucky explosion cited three earlier instances with damage outside the blast circle: the New Mexico explosion; a 2018 blast in West Virginia; and a 2010 explosion in San Bruno, Calif., that killed eight (Energywire, Nov. 18, 2018; Energywire, June 17, 2016).

The formula dates back more than two decades, when Stephens and C-FER were hired to create it by an industry group called the Gas Research Institute, which is now part of GTI Energy. GTI, which is based near Chicago, did not respond to requests for comment about the formula.

The Interstate Natural Gas Association of America, the trade group representing gas transmission pipeline operators, declined to comment.

Stephens has said that he aimed to simplify what could be a very complex calculation. The result is fairly straightforward. Regulators take the diameter of the pipeline and the pressure used to move the gas and run it through the formula. The resulting number is the size, in feet, of the potential impact radius.

“The approach I took was to make it as simple as possible to understand,” he said.

In his report for C-FER, Stephens wrote that his model is “preferred” because it comes up with a smaller radius than more generic models. It does this, the report said, by factoring in incomplete combustion of the gas and accounting for the heat absorbed by the atmosphere before it can reach buildings and people....

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“The alliance, Insure Our Future, said Wednesday that 62 percent of reinsurance companies — which help other insurers spread their risks — have plans to stop covering coal projects, while 38 percent are now excluding some oil and natural gas projects. In part, investors are demanding it. But insurers have also begun to make the link between fossil fuel infrastructure, such as mines and pipelines, and the impact that greenhouse gas emissions are having on other parts of their business.

⁷³ [Gas pipelines explode. How far away is enough to survive?](#)

“Like banks, insurers can leverage access to their services as an incentive to reduce greenhouse gas emissions or exposure to the physical risks of climate change,” said Jason Thistlethwaite, an expert on the economic impacts of extreme weather at the University of Waterloo, Canada.

“It’s the same idea as an insurance company raising your property insurance rates because you engage in risky behavior, like drunk driving,” he added. “But in this case, it’s the fossil fuel sector that’s engaging in risky behavior by contributing to climate change.””⁷⁴

⁷⁴ [Insurers withdraw from fossil fuel projects amid climate change fears](#)