

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

THE JOINT APPLICATION OF)	
AQUA AMERICA, INC.,)	
STEELRIVER INFRASTRUCTURE)	CASE NO. 2018-00369
FUND NORTH AMERICA LP,)	
STEELRIVER LDC INVESTMENTS)	
LP, LDC PARENT LLC, LDC)	
FUNDING LLC, LDC HOLDINGS)	
LLC, PNG COMPANIES LLC,)	
PEOPLES GAS KY LLC, AND)	
DELTA NATURAL GAS COMPANY,)	
INC. FOR APPROVAL OF AN)	
ACQUISITION OF OWNERSHIP)	
AND CONTROL OF PNG)	
COMPANIES LLC AND DELTA)	
NATURAL GAS COMPANY, INC.)	

AQUA AMERICA, INC.’S MOTION FOR CONFIDENTIAL TREATMENT OF INFORMATION

Aqua America, Inc. (“Aqua America”) respectfully submits this motion pursuant to 807 KAR 5:001, Section 13, and KRS 61.878(1) for confidential treatment of supplemental documents responsive to the Attorney General’s Supplemental Data Requests. Specifically, Aqua America requests confidential treatment for the document labeled KYOAG-9-CONF.

1. KY-OAG-9-CONF contains the attachments to Aqua America’s filing made pursuant to the Hart-Scott-Rodino Antitrust Improvements Act and pertinent regulations. These documents are sensitive, proprietary, and highly confidential. They include, among other things, presentations made to Aqua America’s Board of Directors that discuss in detail Aqua America’s business strategies and operations.

2. Aqua America had previously made these documents available for in-person review by the Attorney General. At the Attorney General's request, Aqua America has now provided the Attorney General with copies of these documents with attorney-client privileged material, information that is subject to third-party confidentiality agreements, and information regarding transactions other than the one at issue in this proceeding redacted. In order to ensure a complete record, Aqua America is now filing these documents with the Commission, subject to this Motion for Confidential Treatment.

3. Much of the information in KYOAG-9-CONF is not publicly disseminated, and could be used by competitors to the disadvantage of Aqua America and its subsidiaries.

4. Much of the information in KYOAG-9-CONF is treated as confidential by Aqua America and is not widely disseminated even among Aqua America's employees. Only personnel with a business reason to use the confidential information are permitted to view it.

5. Under KRS 61.878(1)(c)(1), commercial information generally recognized as confidential is protected if disclosure would cause competitive injury and permits competitors an unfair commercial advantage. Much of the information contained in KYOAG-9-CONF meets this standard.

6. Further, Hart-Scott-Rodino filings and their attachments are exempt from disclosure under the federal Freedom of Information Act. *See* 15 U.S.C. § 18a(h). Pursuant to KRS 61.878(1)(k), public records or information, the disclosure of which is prohibited by federal law, are exempt from disclosure under the Kentucky Open Records Act.

7. As permitted by 807 KAR 5:001, Section 13(2)(a)(3)(b), Aqua America is seeking confidential treatment for KYOAG-9-CONF in its entirety due to the confidential and proprietary nature of much of the information contained therein. Even though all of the

information contained in KYOAG-9-CONF is not confidential, it is impractical to redact and highlight only the confidential portions, as they constitute a large percentage of the information contained in KYOAG-9-CONF.

8. If the Commission disagrees with Aqua America that KYOAG-9-CONF is exempt from disclosure, it must hold an evidentiary hearing to protect the due process rights of Aqua America and permit it to supply the Commission with a complete record to enable it to reach a decision with regard to this matter.

9. In compliance with 807 KAR 5:001, Section 8(3) and 13(2)(e), Aqua America is filing with the Commission one paper copy of KYOAG-9-CONF in its entirety.

10. 807 KAR 5:001, Section 13(2)(a)(2) provides that a motion thereunder shall state the time period in which the material should be treated as confidential and the reasons for this time period. Aqua America respectfully submits that because of the extremely sensitive and proprietary nature of the material contained in KYOAG-9-CONF, its exemption from disclosure under federal and state law, and the competitive conditions in the water, wastewater, and natural gas industries, the material contained in KYOAG-9-CONF should be treated as confidential indefinitely.

WHEREFORE, Aqua America, Inc. respectfully requests that the Commission grant confidential treatment of the information described herein.

Dated: February 7, 2019

Respectfully submitted

/s/Allison L. Brown

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Counsel for Aqua America, Inc.

CERTIFICATE OF COMPLIANCE

In accordance with 807 KAR 5:001, Section 8(7), this is to certify that Aqua America, Inc.'s February 7, 2019 electronic filing is a true and accurate copy of the documents being filed in paper medium; that the electronic filing has been transmitted to the Commission on February 7, 2019; that there are currently no parties that the Commission has excused from participation by electronic means in this proceeding; that an original and one copy of the Motion and one unobscured copy of the material for which confidentiality is being sought sealed in an opaque envelope, will be hand delivered to the Commission within two business days.

/s/Allison L. Brown

Counsel for Aqua America, Inc.