

**COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION**

In the Matter of:

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| JOINT ELECTRONIC APPLICATION |) | |
| OF NAVITAS KY NG, LLC, JOHNSON |) | |
| COUNTY GAS COMPANY, AND B&H |) | CASE NO. 2020-00396 |
| GAS COMPANY FOR APPROVAL OF |) | |
| ACQUISITION, TRANSFER OF |) | |
| OWNERSHIP, AND CONTROL OF |) | |
| NATURAL GAS UTILITY SYSTEMS |) | |

**PETITION OF NAVITAS KY NG, LLC, JOHNSON COUNTY GAS COMPANY,
AND B&H GAS COMPANY FOR CONFIDENTIAL TREATMENT**

COMES NOW Navitas KY NG, LLC ("Navitas"), Johnson County Gas Company ("JCG"), and B&H Gas System ("B&H"), by and through undersigned counsel, and hereby submits its Petition for Confidential Treatment pursuant to 807 KAR 5:001, Section 13, and KRS 61.878, requesting the Commission to grant confidential treatment to parties Responses to the Commission's Second Request for Information, Exhibit B, Exhibit C, Exhibit D, Exhibit F, Exhibit G, and Exhibit H, as referenced in Question 2. In support of this Petition, Navitas, JCG and B&H states as follows:

Notification of Information at Issue

Exhibit B

1. The Confidential Information the Applicants seek to protect in Exhibit B is within the original master loan between Navitas and Bank 7, which contains the private financial information of Navitas KY NG, and the other Navitas companies who share the same parent company, Navitas Assets, LLC, but are unaffected and unaffiliated with this Acquisition.

2. This Confidential Information includes the following:
- Certain financial information on page 1, paragraph (a)-(h), second column under the header “Amount”;
 - Certain private information of guarantors on page 3, section 1.11, paragraphs (a)-(b);
 - Certain financial information on pages 5-6, section 2.1, paragraph (a)-(h), second column under the header “Amount”;
 - Certain financial information on page 6, section 2.4, line 2;
 - Certain financial information on page 6, section 2.6, lines 4, 5, and 11;
 - Certain financial information on page 19, section 7.5.2, line 2, and section 7.5.5, line 1;
 - Certain financial information on page 23, section 9.4, line 7;
 - Certain financial information on page 24, section 10.1, line 15;
 - Certain real property and property information on page 32, section a. viii., lines 2-6, section b., lines 1-3, section c.i., lines 1 and 2;
 - Certain real property and property information on page 33, section c.ii, lines 1 and 2, section c.iii., lines 1 and 2; section d.i., line 1, section d.ii., line 1, section d.iii, lines 2-9, and d.vi., lines 2-5;
 - Certain real property information on page 34, section d.vi., lines 6-9, section d.vii., the second paragraph, section d.viii., the second paragraph, section d.ix., the second paragraph, lines 2-4;
 - Certain real property and property information on page 36-37, section g.i.(a)-(b); section g.ii., line 1; section g.iii.(a)-(e);
 - Certain real property and property information on page 37, section h.i., lines 1-2;

- Certain real property and property information on page 38, the first full paragraph, lines 3-7, the second paragraph, line 1, section h.ii., the first full paragraph, lines 5-6, the second paragraph, 5-10;
- Certain real property and property information on page 39, lines 4-6, third paragraph, lines 5-12, fourth paragraph, and fifth paragraph lines, 5-7;
- Certain real property and property information on page 40, lines 1-2, section iv., lines 6-9, 11-15, 17-19, 21-28;
- Certain real property and property information on page 41, lines 1-10, 13-15;
- Certain private financial and property information on page 45, section 11, lines 3-24;
- Certain private financial and property information on page 46, lines 1-15;
- Certain private financial and property information on page 48, section a.i.;
- The private information of certain individuals granting rights-of-ways to Navitas on page 49 and 50, and section a.iv. on page 50;
- Certain private financial and property information on page 50 and 51, and section b.i., section b.ii. on page 51,
- The private information of certain individuals granting rights-of-ways to Navitas on page 51, section c., lines 5 and 6; and page 52, lines 1-7, 9, 12-32, and page 53, lines 1-17;
- Certain equipment and property on page 54-59 in the first two columns.

Exhibit C

3. The Confidential Information the Applicants seek to protect in Exhibit C is within the original Navitas KY NG, LLC Promissory Note, which contains the private financial information of Navitas KY NG.

4. This Confidential Information includes the following:

Exhibit C

- Certain financial information on page 1, line 3;
- Certain financial information on page 1 the first full paragraph, lines 4-5;
- Certain financial information on page 1, the second paragraph, line 2;
- Certain financial information on page 1, the third paragraph, lines 3 and 5;
- Certain financial information on page 1, the fourth paragraph, line 2.

Exhibit D

5. The Confidential Information the Applicants seek to protect in Exhibit D is within the year-5 First Amendment and Restated Term Loan and Promissory Note, which contains the private financial information of Navitas KY NG.

6. This Confidential Information includes the following:

- Certain financial information on page 1, line 4;
- Certain financial information on page 1, the first full paragraph, lines 4 and 5;
- Certain financial information on page 1, the second paragraph, lines 2 and 3;
- Certain financial information on page 1, the third paragraph, lines 3 and 5;
- Certain financial information on page 1, the fourth paragraph, line 2;
- Certain financial information on page 1, the fifth paragraph, line 3.

Exhibit E

7. The Confidential Information the Applicants seek to protect in Exhibit E is within the KY PSC approved loan for Navitas' Keystone project, which contains the private financial information of Navitas KY NG, LLC.

8. This Confidential Information includes the following:

- Certain financial information on page 1, line 3;
- Certain financial information on page 1, the first full paragraph, lines 4 and 5;
- Certain financial information on page 1, the second paragraph, lines 2 and 10;
- Certain financial information on page 1, the fourth paragraph, line 1;
- Certain financial information on page 1, the fifth paragraph, line 2.

Exhibit F

9. The Confidential Information the Applicants seek to protect in Exhibit F is within the Third Amended and Restated Loan Guaranty Agreement, whereby Navitas refinanced all notes for Navitas companies for a lower interest rate, which contains the private financial information of Navitas KY NG, and the other Navitas companies who share the same parent company, Navitas Assets, LLC, but are unaffected and unaffiliated with this Acquisition, as well as the private information of Navitas' corporate officers.

10. This Confidential Information includes the following:

- Certain private financial information regarding Navitas' companies on page 1, the second paragraph, lines 2-4;
- Certain private financial information regarding Navitas' companies on page 1, the third paragraph, lines 2-12;

- Certain private financial information regarding Navitas’ companies on page 1, the fourth paragraph, lines 2 and 3;
- Certain private financial information regarding Navitas’ companies on page 1, the fifth paragraph, lines 2 and 3;
- Certain private financial information regarding Navitas’ companies on page 1, the sixth paragraph, lines 2-4;
- Certain private financial information regarding Navitas’ companies on page 2, line 1;
- The private information of a corporate officer on page 7, immediately following the signature line at the bottom of the page.

Exhibit G

11. The Confidential Information the Applicants seek to protect in Exhibit G is within the most recent document establishing Navitas’ tranche prior to this Acquisition and its’ finances, which contains the private financial information of Navitas KY NG, and the other Navitas companies who share the same parent company, Navitas Assets, LLC, but are unaffected and unaffiliated with this Acquisition.

12. This Confidential Information includes the following:

- Certain private financial information regarding Navitas’ companies on page 1, paragraph 1, lines 11-12;
- Certain private financial information regarding Navitas’ companies on page 1, paragraph 3, lines 2-3;
- Certain private financial information regarding Navitas’ companies near the end of page 1, section (a)-(d), the second and third columns;

- Certain private financial information regarding Navitas’ companies near the top of page 2, section (f)-(m), the second and third columns;
- Certain private financial information regarding Navitas’ companies on page 2, paragraph 1.12. sections, (a)-(d);
- Certain private financial information regarding Navitas’ companies on page 2, paragraph 2.1., section (a)-(b), the second and third columns;
- Certain private financial information regarding Navitas’ companies on page 3, paragraph 2.1., section (c)-(m), the second and third columns;
- Certain private financial information regarding Navitas’ companies on page 4, line 1;
- Certain private financial information regarding Navitas’ companies near the end of page 8 regarding the guarantors;
- Certain private financial information regarding Navitas’ companies on page 10, paragraph (a), lines 2-3;
- Certain private financial information regarding Navitas’ companies on page 10, paragraph (b), lines 1-2;
- Certain private financial information regarding Navitas’ companies on page 10, paragraph (c), lines 1-2;
- Certain private financial information regarding Navitas’ companies on page 10, paragraph (d), lines 1-4;
- Certain private financial information regarding Navitas’ companies on page 10, paragraph (e), lines 1-2;
- Certain private financial information regarding Navitas’ companies on page 10, paragraph (f), lines 1-3;

- Certain private financial information regarding Navitas’ companies on page 10, paragraph (g), lines 1-4;
- Certain private financial information regarding Navitas’ companies on page 10, paragraph (h), lines 1-3;
- Certain private financial information regarding Navitas’ companies on page 10, paragraph (i), lines 1-6;
- Certain private financial information regarding Navitas’ companies on page 11, paragraph 1;
- Certain private financial information regarding Navitas’ companies on page 11, paragraph 2;
- Certain private financial information regarding Navitas’ companies on page 11, paragraph 3;
- Certain private financial information regarding Navitas’ companies on page 11, paragraph 4;
- Certain private financial information regarding Navitas’ companies on page 11, paragraph 5;
- Certain private financial information regarding Navitas’ companies on page 14, line 3;
- Certain private financial information regarding Navitas’ companies on page 14, the first full paragraph, lines 5-6;
- Certain private financial information regarding Navitas’ companies on page 14, the second paragraph, lines 8, 10 and 12;
- Certain private financial information regarding Navitas’ companies on page 14, the third paragraph, line 3;

- Certain private financial information regarding Navitas’ companies on page 14, the fourth paragraph, line 1.

Exhibit H

13. The Confidential Information the Applicants seek to protect in Exhibit H is within a draft of the anticipated Second Amendment to the Amended and Restated Loan and Security Agreement and promissory note, which contains the private financial information of Navitas KY NG, and the other Navitas companies who share the same parent company, Navitas Assets, LLC, but are unaffected and unaffiliated with this Acquisition.

14. This Confidential Information includes the following:

- Certain private financial information regarding Navitas’ companies on page 1, paragraph 1, lines 11-12;
- Certain private financial information regarding Navitas’ companies on page 1, paragraph 3, lines 2-3;
- Certain private financial information regarding Navitas’ companies near the end of page 1, section (a)-(d), the second and third columns;
- Certain private financial information regarding Navitas’ companies near the top of page 2, section (f)-(m), the second and third columns;
- Certain private financial information regarding Navitas’ companies on page 2, paragraph 1.12. sections, (a)-(d);
- Certain private financial information regarding Navitas’ companies on page 2, paragraph 2.1., section (a)-(b), the second and third columns;
- Certain private financial information regarding Navitas’ companies on page 3, line 3;

- Certain private financial information regarding Navitas' companies on page 3, the first full paragraph, lines 5-6;
- Certain private financial information regarding Navitas' companies on page 3, the second paragraph, lines 8, 10 and 12;
- Certain private financial information regarding Navitas' companies on page 3, the third paragraph, line 3;
- Certain private financial information regarding Navitas' companies on page 3, the fourth paragraph, line 1.

Confidential or Proprietary Commercial Information

15. The Kentucky Open Records Act exempts from disclosure certain commercial information.¹ To qualify for the exemption and maintain the confidentiality of the information, a party must establish that the material is of a kind "generally recognized as confidential or proprietary, which if openly disclosed would permit an unfair commercial advantage to competitors of the entity that disclosed the records."² The Commission has routinely relied on this section of the Kentucky Records Act to grant confidential protection to third-party documents when disclosure would disadvantage the Company.³

16. This Confidential Information consists of sensitive financial information, protected work product, and sensitive information regarding the innerworkings of Navitas. This Confidential Information "if openly disclosed would present an unfair commercial advantage to competitors"

¹ KRS 61.878(1)(c).

² *Id.*

³ See, e.g., In the Matter of Electronic Application of Kentucky Utilities Company for an Order Authorizing the Issuance of Securities and Assumption of Obligations and an Order Amending and Extending Existing Authority with Respect to Revolving Line of Credit, Case No. 2018-00153, Order (Ky. PSC Aug. 22, 2018)

of Navitas and it therefore qualifies as protectable confidential information pursuant to KRS 61.878(1)(c)(1). The information "if openly disclosed would present an unfair commercial advantage to competitors" of Navitas KY.

17. Additionally, this this Confidential Information contains certain personal information of corporate officers qualifies as protectable confidential information pursuant to KRS 61.878(1)(a), and the private information regarding certain real properties pursuant to KRS 61.878(1)(c).

18. The Confidential Information found in these Exhibits, consists of information related to private work product regarding the acquisition of the systems. This information "if openly disclosed would present an unfair commercial advantage to competitors" of Navitas and it therefore qualifies as protectable confidential information pursuant to KRS 61.878(1)(c)(1).

19. This Confidential Information is not publicly available. It would be difficult or impossible for someone to discover this information from other sources. The disclosure of this proprietary information would result in significant or irreparable competitive harm to Navitas KY NG, LLC, Navitas Assets, LLC, and other Navitas companies, by providing its competitors with non-reciprocal competitive advantage. No public purpose is served by the disclosure of such Confidential Information.

Timeframe for Confidential Treatment

20. Pursuant to 807 KAR 5:001, Section 13(2)(a)(2), the Applicants request that certain identified portions of the Exhibit B, Exhibit C, Exhibit D, Exhibit F, Exhibit G, and Exhibit H, described herein, be granted confidential treatment indefinitely, subject to future orders of the Commission, due to the sensitive nature of the information at issue. Should the Commission

determine that some or all of the material is not to be given confidential protection, the Applicants request a hearing prior to any public release of the information.

WHEREFORE, Navitas KY NG, LLC Johnson County Gas Company, and B&H Gas System respectfully requests that the Commission grant confidential protection to the discrete financial information designated as confidential in this Petition, and for such other and further relief the Commission deems appropriate.

On this the 4 day of March, 2021.

Respectfully submitted,

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 4th day of March, 2021, a true and correct copy of the foregoing instrument was deposited in the United States Mail with postage prepaid, and addressed to the following:

Lindsey Flora
Executive Director
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