

COMMONWEALTH OF KENTUCKY  
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

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

ORDER

On December 23, 2020, Navitas KY NG, LLC (Navitas) filed a motion pursuant to KRS 61.878 and 807 KAR 5:001, Section 13, requesting that the Commission grant confidential protection of sections of its application for approval of the acquisition of B & H Gas Company (B & H) and Johnson County Gas Company (Johnson County). Specifically, Navitas requests confidential protection of discrete information contained in Exhibits B, C, and E for an indefinite period.

In support of its motion, Navitas contends that Exhibit B contains an Asset Purchase Agreement (APA), which includes discrete financial information, such as the cash price of the transaction, accounts receivables ledger, monthly rent for offices, easement leases; customer information, including name, account number, and billing amount; and employee information, including name and salary and benefits. Where it pertains the customer and financial information in question, Navitas argues that it should be afforded confidential protection pursuant to KRS 61.878(1)(c)(1) because public disclosure would present an unfair commercial advantage to its competitors. Navitas also

argues that the personal employee information qualifies for confidential protection pursuant to KRS 61.878(1)(a).

Additionally, Navitas contends that Exhibit C contains charts detailing the organizational structure of Navitas Assets, LLC (NALLC), Navitas Utility Corporation (NUC), and Navitas-Winstar, LLC, including specific percentages of ownership. According to Navitas, the precise ownership percentages are sensitive and should be afforded confidential protection pursuant to KRS 61.878(1)(c)(1), since public disclosure would afford its competitors an unfair commercial advantage.

Similarly, Navitas contends that the financial information and service usage details contained in Exhibit E qualifies for confidential protection pursuant to KRS 61.878(1)(c)(1). The information in question is included in Navitas's and sister entities' 2018 and 2019 Audited Financial Statements, which if publicly disclosed would afford its competitors an unfair commercial advantage. Navitas received confidential treatment for similar information contained in its 2018 audit on file with the Commission.<sup>1</sup>

As the aforementioned information is neither publicly available nor easily discoverable from other sources or by other means, Navitas opines that no public purpose is served by the disclosure of the information that is the subject of this petition.

Having considered the motion and the material at issue, the Commission finds as follows:

1. The customer list and accounts receivable contained in Exhibit B and all of the designated material in Exhibits C and E to the application is information that is generally recognized as confidential or proprietary; it therefore meets the criteria for

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<sup>1</sup> Navitas KY NG, LLC 2018 Audit (filed Dec. 6, 2019).

confidential treatment and is exempted from public disclosure pursuant to KRS 61.878(1)(c)(1) and 807 KAR 5:001, Section 13.

2. The employee salary and benefit information contained in Exhibit B to the application is information that is generally recognized as information of a personal nature that, if publicly disclosed, would constitute a clearly unwarranted invasion of personal privacy; it therefore meets the criteria for confidential treatment and is exempted from public disclosure pursuant to KRS 61.878(1)(a) and 807 KAR 5:001, Section 13.

3. Navitas failed to establish that the transaction purchase price and amount of monthly rent for office space is entitled to confidential treatment pursuant to KRS 61.878(1)(c)(1). The designated material is the type of information that B & H and Johnson County's customers have the right to know because the customers have the right to know the evidence upon which the Commission relied in reaching its decision.

IT IS THEREFORE ORDERED that:

1. Navitas's motion for confidential treatment is granted in part and denied in part.

2. The customer list, accounts receivable, and employee salary and benefit information in Exhibit B and all of the designated material in Exhibits C and E are granted confidential treatment.

3. The purchase price and monthly office rent amount are denied confidential treatment.

4. The designated material granted confidential treatment by this Order shall not be placed in the public record or made available for public inspection for an indefinite period or until further Order of this Commission.

5. Use of the designated material granted confidential treatment by this Order in any Commission proceeding shall comply with 807 KAR 5:001, Section 13(9).

6. Navitas shall inform the Commission if the designated material granted confidential treatment by this Order becomes publicly available or no longer qualifies for confidential treatment.

7. If a nonparty to this proceeding requests to inspect the material granted confidential treatment by this Order and the period during which the material has been granted confidential treatment has not expired, Navitas shall have 30 days from receipt of written notice of the request to demonstrate that the material still falls within the exclusions from disclosure requirements established in KRS 61.878. If Navitas is unable to make such demonstration, the requested material shall be made available for inspection. Otherwise, the Commission shall deny the request for inspection.

8. The Commission shall not make the requested material granted confidential treatment by this Order available for inspection for 30 days from the date of service of an Order finding that the material no longer qualifies for confidential treatment in order to allow Navitas to seek a remedy afforded by law.

9. The designated material denied confidential treatment by this Order is not exempt from public disclosure and shall be placed in the public record and made available for public inspection.

10. If Navitas objects to the Commission's determination that the requested material not be granted confidential treatment, it must seek either rehearing pursuant to KRS 278.400 or judicial review of this Order pursuant to KRS 278.410. Failure to exercise

either of these statutory rights will be deemed as agreement with the Commission's determination of which materials should be granted confidential treatment.

11. Within 30 days of the date of service of this Order, Navitas shall file a revised version of the designated material for which confidential treatment was denied, reflecting as unredacted the information that has been denied confidential treatment.

12. The designated material for which Navitas's request for confidential treatment has been denied shall neither be placed in the public record nor made available for inspection for 30 days from the date of service of this Order to allow Navitas to seek a remedy afforded by law.

By the Commission



ATTEST:

  
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