

STATE OF NEW HAMPSHIRE
BEFORE THE
PUBLIC UTILITIES COMMISSION

RE: LIBERTY UTILITIES (ENERGYNORTH NATURAL GAS) CORP. D/B/A LIBERTY
UTILITIES

DOCKET NO. DG 14-180

**MOTION FOR PROTECTIVE ORDER AND CONFIDENTIAL TREATMENT
REGARDING COMPENSATION INFORMATION**

Liberty Utilities (EnergyNorth Natural Gas) Corp. d/b/a Liberty Utilities (“EnergyNorth” or the “Company”), in accordance with Puc 203.08, hereby moves the New Hampshire Public Utilities Commission (the “Commission”) to grant confidential treatment to certain compensation information provided pursuant to Puc 1604.01(a)(14) in association with the Company’s rate filing that is being submitted contemporaneous with this motion. In support of this motion, the Company states as follows:

1. Puc 1604.01(14) requires a petitioning utility to provide “[a] list of officers and directors of the utility and their compensation for the last 2 years.” In its filing, the Company has provided salary and compensation information for the officers and directors of EnergyNorth and seeks protective treatment of the compensation information regarding the Company’s President and one of EnergyNorth’s directors¹ because that information is held in confidence by the Company and has not been made available to the public previously. The Company has otherwise provided the compensation information for 2012 and 2013 regarding the remaining EnergyNorth officers and directors, as that information has been previously publicly disclosed by Algonquin.

¹ The director in question is employed by an affiliated company of EnergyNorth as the Vice President and General Manager.

As is demonstrated by the redacted version of Puc 1604.01(a)(14) that is being filed with the Commission, the Company has undertaken to provide as much compensation information as possible in a public manner and only seeks to protect information that has never been made public. The Company asserts that protective treatment of non-disclosed compensation information is appropriate. The individuals in question have a privacy interest in the financial remuneration they receive for their positions, and there is no corresponding public interest that weighs in favor of its disclosure under these circumstances.

2. RSA 91-A:5,IV exempts from public disclosure records that constitute confidential, commercial, or financial information. Based on *Lambert v. Belknap County Convention*, 157 N.H. 375 (2008), the Commission applies a three-step analysis to determine whether information should be protected from public disclosure. *See, e.g. Public Service Company of New Hampshire*, Order No. 25,313 at 11-12 (December 30, 2011). The first step is to determine if there is a privacy interest at stake that would be invaded by the disclosure. If such an interest is at stake, the second step is to determine if there is a public interest in disclosure. The Commission has held that disclosure that informs the public of the conduct and activities of its government is in the public interest; otherwise, public disclosure is not warranted. *Public Service Company of New Hampshire*, Order 25,167 at 3 (November 9, 2010). If both of these steps are met, the Commission balances those interests in order to weigh the importance of keeping the record public with the harm from disclosure of the material for which protection is requested. *Id.* at 3-4.

3. In this case, there is a clear privacy interest in the compensation information produced in response to Puc 1604.01(a)(14). Neither EnergyNorth nor Algonquin has disclosed the salary information for which protection is sought, and they each take steps to

maintain in strict confidence that information through securing it and disclosing it within the companies only on a need-to-know basis. In addition to exposing the personal, otherwise non-public information of a few of its key employees, and thereby invading their privacy, release of this information could be disruptive to relations among employees as well as relations between the companies and their employees. This in turn could disrupt the companies' ability to recruit and retain employees, all of which could cause competitive harm. Thus, disclosure of this information would not only invade the privacy interest of the individuals involved but could do damage to the companies themselves.

4. The Commission has previously found that employees of utilities, including their officers and directors, have a privacy interest in their compensation information. *See EnergyNorth Natural Gas, Inc.*, DG 10-017, Order No. 25,119 at 8 (June 25, 2010); *Granite State Electric Company*, DE 13-063, Granted on the record at June 4, 2013 hearing. There is no compelling reason for the Commission to deviate from its practice with respect to officer and director salaries in this case.

5. Given the significant privacy information in the compensation information, the Commission must then consider whether there is a public interest in its disclosure. The Commission has held that disclosure that informs the public of the conduct and activities of its government is in the public interest; otherwise, public disclosure is not warranted. *Public Service Company of New Hampshire*, Order No. 25,617 at 3 (November 9, 2010). While one might argue that release of the information would provide some insight into the Commission's rate setting activities in this case, there is no requirement or need to provide to the public compensation information on each individual officer and director to gain insight into how the Commission sets rates. Here, the Company has provided a significant amount of compensation

information publicly which should be sufficient to meet that interest to the extent it exists. This should provide the public with ample opportunity to understand how the Commission uses that information for rate setting purposes. At the same time, the Commission can respect the privacy interests of the limited number of individuals whose compensation is not public by issuing the requested protective order.

6. For these reasons, the Company requests that the Commission issue a protective order for the limited officer and director salary information that is reflected as confidential in the response to Puc 1604.01(a)(14).

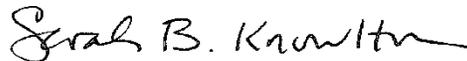
WHEREFORE, EnergyNorth respectfully requests that the Commission:

- A. Grant this Motion for Protective Order and Confidential Treatment Regarding Compensation Information; and
- B. Such other relief as is just and equitable.

Respectfully submitted,

LIBERTY UTILITIES (ENERGYNORTH NATURAL GAS) CORP. D/B/A LIBERTY UTILITIES

By its Attorney,

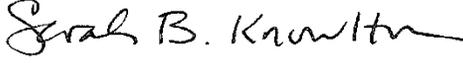


Date: August 1, 2014

By: _____
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Certificate of Service

I hereby certify that on August 1, 2014, a copy of this Motion has been forwarded to the service list in this docket.



Sarah B. Knowlton