

STATE OF NEW HAMPSHIRE
BEFORE THE
PUBLIC UTILITIES COMMISSION

Docket No. DW 24-___

Bedford Waste Services Corporation, Inc.

Petition for Approval of Change in Ownership

JOINT MOTION FOR PROTECTIVE ORDER AND
CONFIDENTIAL TREATMENT OF PURCHASE TERMS

NOW COMES, Bedford Waste Services Corporation, Inc. (Bedford) and Alpine Pacific, Inc. (Alpine Pacific), in accordance with RSA 91-A:5, and hereby move the New Hampshire Public Utilities Commission (Commission) to grant confidential treatment and issue an appropriate order to protect from public disclosure certain confidential purchase information provided to the Commission in the petition for approval to transfer ownership being filed contemporaneously with this motion. In support of this motion, Bedford and Alpine Pacific state as follows:

1. As set forth in the petition, the parties seek Commission approval of the acquisition of Bedford by Alpine Pacific, Inc. The transaction is a common stock purchase whereby Alpine Pacific, Inc. will acquire all of the outstanding shares of stock from Robert S. LaMontagne, the current owner of the Bedford. The terms and conditions of the transaction are set forth in Section 1.4 of a purchase and sale agreement, a copy of which is provided as an exhibit to the pre-filed direct testimony of Mr. Stephen St. Cyr that accompanies the petition.
2. The purchase and sale agreement was the result of extensive negotiations between the seller and buyer and contains confidential compensation and purchase terms that were never intended to be made public. The majority of the purchase and sale agreement may be disclosed

to the public. Only the specific terms concerning compensation are deemed confidential by the seller and buyer.

3. The parties deem this information to be competitively sensitive, in that, if disclosed, it could harm the competitive positions of each party. For these reasons, Bedford and with the support of Alpine Pacific, Inc. hereby request that the information identified in Section 1.4 in the confidential version of the purchase and sale agreement be protected from public disclosure. Bedford has submitted a redacted and confidential version of the purchase and sale agreement pursuant to the Commission's rules.

Legal Authority

4. Pursuant to N.H. Admin. Rule Puc 203.08(a), "the commission shall upon motion issue a protective order providing for the confidential treatment of one or more documents upon a finding that the document or documents are entitled to such treatment pursuant to RSA 91-A:5, or other applicable law...."

5. RSA 91-A:5, IV expressly exempts from the RSA Chapter 91-A public disclosure requirements any "records pertaining to internal personnel practices [and] confidential, commercial or financial information. . . ." RSA 91-A:5, IV.

6. The Commission employs a multi-part analysis to determine whether commercial or financial information qualifies for confidential treatment: (1) whether the information sought is confidential, commercial, or financial information; and (2) whether disclosure of that information would constitute an invasion of privacy. *EnergyNorth Natural Gas, Inc. d/b/a National Grid NH*, DG 10-017, Order No. 25,208 at 7-8 (March 23, 2011). An invasion of privacy analysis, in turn, requires an evaluation of three factors: (1) whether there is a privacy interest at stake that would be invaded by disclosure; (2) whether there is a public interest in

disclosure; and (3) a balance of the public's interest in disclosure and the interests in nondisclosure. *Lamy v. N.H. Pub. Util. Comm'n*, 152 N.H. 106, 109 (2005).

Argument

7. The buyer and seller have a substantial privacy interest in the purchase and sale agreement, and in particular, the specific confidential terms for which protection is sought. The purchase and sales agreement contains compensation and purchase terms that have not been disclosed publicly. Alpine Pacific, Inc. is not a public company and therefore the purchase and sale agreement was not required to be filed publicly under the rules of the U.S. Securities and Exchange Commission. In this motion, Bedford seek protective treatment for only a narrow portion of Section 1.4 setting forth specific commercial compensation and purchase terms that are competitively sensitive. Public disclosure of this information would be commercially damaging as other buyers and sellers of utilities would discover the amounts the buyer and seller were willing to sell and buy for; thereby potentially harming any future competitive advantage to negotiate competitive positions in the future. The terms also contain purchase features that are unique to this seller and buyer.

8. In addition, Alpine Pacific, Inc. is not itself a regulated utility and it is not generally required to disclose or provide information to the Commission. For this reason, there is a clear privacy interest at stake in the confidential information which would be harmed by disclosure.

9. The Commission has recognized this concern and has previously granted confidential treatment to such and similar information. See, *Eversource Energy/Aquarion Water Company of New Hampshire* acquisition Docket No. DW 17-114 wherein the Commission as a matter of practice protected purchase pricing information among the parties. *Abenaki Water*

Company, Inc. Order No. 25,945 (September 26, 2016) at 7 (granting confidential treatment of vendor pricing) citing *Unitil Energy Systems*, Order No. 24,746 (April 30, 2007) and *EnergyNorth Natural Gas*, Order No. 25,280 (October 25, 2011); and *Union Leader Corp.*, 142 N.H. 540, 554. *National Grid*, Order No. 24,777 (July 12, 2007) at 86. (“If public disclosure of confidential, commercial, or financial information would harm the competitive position of the person from whom the information was obtained, the balance would tend to tip in favor of nondisclosure.”) *Unitil Energy Systems, Inc.*, Order No. 26,813 in Docket No. DE 22-071 (May 1, 2023) at 12 (“The Commission routinely protects sensitive financial information, including bidder-related information”). *Public Service Company*, Order No. 25,294 (November 23, 2011) at 14, 21 (granting confidential treatment of Wood IPPs’ prices in the purchase power agreements).

10. To the extent there is any public interest in the confidential sections of the purchase and sale agreement, that interest is minimal. The transaction involves the purchase by a non-regulated entity, Alpine Pacific, Inc., of utility stock from another owner who himself is also not regulated by the Commission. Each party has an expectation of privacy as to their financials and their competitive negotiating power that created the purchase terms. Disclosure of the confidential terms would provide no insight into any of the factors that are under consideration by the Commission pursuant to RSA 374:33, namely whether customers would be no worse off with the acquisition than without the acquisition. Accordingly, there is little, if any, public interest that would be served by disclosing the confidential information.

11. As to the balancing of interests, as noted in paragraph 7, there is a strong potential that this information would be commercially damaging to the buyer and seller if it were revealed in the public record. On an overall basis, the information for which confidential

treatment is sought is non-public information that, if disclosed would cause substantial harm to the parties that could impact their ability to effectively close the transaction, incentivize others to disrupt the transaction, and potentially impact the financial interests of the seller and buyer by allowing the public to access this sensitive financial information.

12. Because the Commission has previously protected this type of purchase and compensation information in the past, Bedford and Alpine Pacific, Inc. respectfully request that the Commission extend protective treatment to the noted terms in Section 1.4 of the purchase and sale agreement.

13. Pursuant to N.H. Admin. Rule Puc 203.08(f) and the Commission's temporary electronic filing requirements dated March 17, 2020, the parties are filing with the Commission a confidential and redacted version of the petition filing.

14. This morning, Bedford contacted the Department of Energy (Department) and the Office of the Consumer Advocate (OCA) to obtain positions on this motion, however, as of late this afternoon had not yet obtained a specific position from each. Presumably, each will enter a position at the time they participate in this proceeding. Alpine Pacific, Inc. assents to and joins in this motion.

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WHEREFORE, Bedford Waste Services Corporation and Alpine Pacific, Inc.
respectfully request the Commission:

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

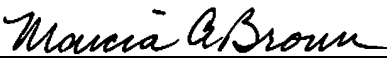
Respectfully submitted,

BEDFORD WASTE SERVICES CORPORATION, INC.

By its Attorney,


N.H. Brown Law, PLLC

Date: December 13, 2024

By: 
Marcia A. Brown, Esq.
NH Brown Law, PLLC
20 Noble Street
Somersworth, NH 03878
(603) 219-4911

ALPINE PACIFIC, INC.

Date: December 13, 2024

By: 
Justin Ahmann, President

Certificate of Service

I hereby certify that a copy of this motion has been emailed to the Department of Energy and Office of the Consumer Advocate.

Date: December 13, 2024


Marcia A. Brown, Esq.