

STATE OF VERMONT

PUBLIC UTILITY COMMISSION

Joint Petition of NorthStar Decommissioning Holdings, LLC, NorthStar Nuclear Decommissioning Company, LLC, NorthStar Group Services, Inc., LVI Parent Corp., NorthStar Group Holdings, LLC, Entergy Nuclear Vermont Investment Company, LLC, and Entergy Nuclear Operations, Inc., and any other necessary affiliated entities to transfer ownership of Entergy Nuclear Vermont Yankee, LLC, and for certain ancillary approvals, pursuant to 30 V.S.A. §§ 107, 231, and 232

Docket No. 8880

**NORTHSTAR PETITIONERS’ MOTION FOR PROTECTIVE ORDER REQUIRING DOCUMENTS SUBMITTED IN RESPONSE TO THE COMMISSION’S RECORD REQUESTS BE SUBMITTED UNDER SEAL INTO THE EVIDENTIARY RECORD**

NorthStar Petitioners NorthStar Decommissioning Holdings, LLC, NorthStar Group Holdings, LLC, LVI Parent Corp., NorthStar Group Services, Inc., and NorthStar Nuclear Decommissioning Company, LLC, by their attorney, respectfully submit this motion for a protective order requiring documents submitted in response to Public Utility Commission (“PUC”) record requests to be submitted under seal into the evidentiary record because they contain confidential financial information.

**PROCEDURAL BACKGROUND**

In the PUC’s January 11, 2018 Protective Order Re: Prefiled Evidence (Order), it granted NorthStar’s motion to keep certain financial statements confidential: “We conclude that the movants have made a prima facie showing that confidential treatment is warranted for the above categories of information as explained and set forth in the motions and the averments of the joint petitioners that were incorporated by reference in the motions . . .” Order at Page 5. In this Order, the PUC also specified the duration of confidential treatment: “Subject to the terms and conditions

of this Protective Order, the Commission determines that any such information subject to this Protective Order shall be kept under seal until 90 days after the closing of the acquisition of ENVY by NorthStar or, if the acquisition does not close, for seven years from the date of this Protective Order.” Order at Page 7.

For the same reasons contained in Joint Petitioner’s August 29 and November 30, 2017, motions for confidential treatment, NorthStar, hereby requests confidential treatment of the NorthStar Group Services, Inc. and NorthStar Group Holdings, LLCs 2017 audited financial statements as detailed below. NorthStar is providing the documents in question to all parties that have signed the protective agreement.

### **ARGUMENT**

During the evidentiary hearing, the PUC issued a record request for certain financial reporting documents from NorthStar affiliates and parents. In response to that record request, NorthStar Petitioners are submitting Consolidated Financial Statements for NorthStar Group Holdings, LLC and NorthStar Group Services, Inc. for 2017. These documents contain highly sensitive non-public information, for which the PUC invited NorthStar to seek a protective order. *See Hr’g Tr.* May 11, 2018 at 6:9-11 (“And we do anticipate that some of this might be proprietary and we’d anticipate a confidentiality motion with that.”).

Vermont Rule of Civil Procedure 26(c), made applicable to proceedings before the Commission by PUC Rule 2.214(a), provides: “Upon motion by a party or by the person from whom discovery is sought, and for good cause shown, any Superior Judge may make any order which justice requires to protect a party or person from annoyance, embarrassment, oppression, or undue burden or expense, including one or more of the following ...; (7) that a trade secret or other confidential research, development, or commercial information not be disclosed or be disclosed

only in a designated way; (8) that the parties simultaneously file specified documents or information enclosed in sealed envelopes to be opened as directed by the judge.” V.R.C.P. 26(c).

The PUC has authorized confidential treatment of NorthStar financial statements in the Order, and has similarly treated financial statements in other dockets. *See, e.g., In Re: Renewal of the Certificate of Public Good of Comcast, expiring on December 29, 2016, to provide cable television service*, Docket No. 8301, Protective Order For Confidential Treatment Of Exhibit, 2016, 2016 WL 4239380 (Vt. P.S.B. Aug 4, 2016). In *Comcast*, the petitioner demonstrated that an exhibit to its prefiled testimony “contain[ed] confidential financial information and business projections that [we]re competitively sensitive, which, if publicly disclosed, would result in significant cognizable harm and disadvantage to Comcast.” *Id.* at \*1. The Commission “conclude[d] that Comcast ha[d] made a *prima facie* showing that confidential treatment [wa]s warranted for the exhibit” and “grant[ed] Comcast’s motion for a protective order for a period of two years from the date [of the order].” *Id.*

Similar concerns are present here, as explained below regarding each document at issue.

**NorthStar Group Services Audited Financial Statements 2017:** This document contains GAAP-format internal financial statements for NorthStar Group Services, Inc. The document contains non-public financial information of NorthStar. NorthStar is not a public company and its financial information (including lines of credit, liquidity positions, revenue and operating margin) are not known to the public. Were that information to become public, it would harm NorthStar’s ability to compete in its industry. Accordingly, no redaction is possible that would make the document amenable to being produced publicly. This document should be submitted in the evidentiary record under seal. NorthStar Petitioners propose adhering to the same duration limitation regarding confidential treatment as set forth in the Protective Order.

**NorthStar Group Holdings Audited Financial Statements 2017:** This document contains GAAP-format internal financial statements for NorthStar Group Holdings, LLC. The document contains non-public financial information of NorthStar. NorthStar is not a public company and its financial information (including lines of credit, liquidity positions, revenue and operating margin) are not known to the public. Were that information to become public, it would harm NorthStar's ability to compete in its industry. Accordingly, no redaction is possible that would make the document amenable to being produced publicly. This document should be submitted in the evidentiary record under seal. NorthStar Petitioners propose adhering to the same duration limitation regarding confidential treatment as set forth in the Protective Order.

**CONCLUSION**

NorthStar Petitioners respectfully submit this motion to require the confidential financial information sought by the PUC through its record request to be submitted under seal.

DATED at New York, New York, this 21st day of May, 2018.

Respectfully submitted,

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