

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Joint application of Ni Florida, LLC and Ni Pacolet Milliken Utilities, LLC for approval of transfer of majority organizational control of Ni Florida, LLC

Docket No. 150115-WS

Date: May 21, 2015

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**NI PACOLET MILLIKEN UTILITIES, LLC'S
REQUEST FOR CONFIDENTIAL CLASSIFICATION**

Ni Pacolet Milliken Utilities, LLC ("Ni Pacolet Milliken") files this Request for Confidential Classification pursuant to Section 367.156, Florida Statutes, and Rule 25-22.006, Florida Administrative Code and states:

1. By letter dated May 8, 2015, the Staff of the Florida Public Service Commission requested the financial statement of any entity relied upon by Ni Pacolet Milliken for funding. In response, Ni Pacolet Milliken is producing the consolidated financial statements for Pacolet Milliken Enterprises, Inc. and its subsidiaries for the years ended December 2014 and 2013.

2. Section 367.156 (1), Florida Statutes, states:

Upon request of the public utility or other person, any records received by the commission which are shown and found by the commission to be proprietary confidential business information shall be kept confidential and shall be exempt from s. 119.07(1).

3. The term "proprietary confidential business information" is defined in Section 367.156 (3), Florida Statutes:

Proprietary confidential business information means information, regardless of form or characteristics, which is owned or controlled by the person or company, is intended to be and is treated by the person or company as private in that the disclosure of the information would cause harm to the ratepayers or the person's or company's business operations, and has not been disclosed unless disclosed pursuant to a statutory provision, an order of a court or

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administrative body, or private agreement that provides that the information will not be released to the public. Proprietary confidential business information includes, but is not limited to:

- (a) Trade secrets.
- (b) Internal auditing controls and reports of internal auditors.
- (c) Security measures, systems, or procedures.
- (d) Information concerning bids or other contractual data, the disclosure of which would impair the efforts of the public utility or its affiliates to contract for goods or services on favorable terms.
- (e) Information relating to competitive interests, the disclosure of which would impair the competitive business of the provider of the information.
- (f) Employee personnel information unrelated to compensation, duties, qualifications, or responsibilities.

4. The confidential documents identified above are entitled to protection under Section 367.156(1), Florida Statutes and meet the definition in Section 367.156(3), Florida Statutes, because each document includes proprietary and confidential competitive business information and contractual data and competitively sensitive commercial information, the disclosure of which would adversely impact the competitive business interests of Ni Pacolet Milliken and its parent company, Pacolet Milliken Enterprises, Inc. Both Pacolet Milliken Enterprises and Ni Pacolet Milliken treat the information for which protection is sought as confidential, and neither has voluntarily disclosed the information to the public.

5. Attached to this Request and incorporated herein for all purposes are the following supporting exhibits:

- Confidential Exhibit A: A sealed envelope containing a copy of Pacolet Milliken Enterprises, Inc.'s financial statements, for which for which Ni Pacolet Milliken requests

confidential classification herein. With the exception of the cover sheet shown on Attachment B, the entire document is confidential. The document is an original archive copy identified by document control number and cannot be copied or highlighted.

- Exhibit B: A redacted version of the document provided in Confidential Exhibit A;
- Exhibit C: A justification table for the confidential information provided in Confidential Exhibit A; and
- Exhibit D: The supporting affidavit of Rick S. Thompson, the Chief Financial Officer, Secretary, and Treasurer of Pacolet Milliken Enterprises, Inc.

WHEREFORE, Ni Pacolet Milliken respectfully requests that the Commission grant this Request for Confidential Classification, effective for a period of at least eighteen (18) months; and that the confidential documents be returned to Ni Pacolet Milliken as required by Section 367.156(4), Florida Statutes, when no longer necessary for the Commission to conduct its business.

Respectfully submitted on May 21, 2015.



Marsha E. Rule
Florida Bar No. 0302066
Primary email: marsha@rutledge-ecenia.com
Secondary email: roxanne@rutledge-ecenia.com
Martin P. McDonnell
Florida Bar No. 301728
Primary email: marty@rutledge-ecenia.com
Rutledge Ecenia, P.A.
119 South Monroe Street, Suite 202
Tallahassee, Florida 32301
Phone: 850.681.6788
Fax: 850.681.6515

Attorneys for Joint Applicants Ni Florida, LLC
And Ni Pacolet Milliken Utilities, LLC

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was furnished to the following by electronic mail on May 21, 2015:

John Villafrate, Esq.
jvillafr@psc.state.fl.us
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850



Attorney

Docket No. 150115-WS

In re: Joint application of Ni Florida, LLC and Ni Pacolet Milliken Utilities, LLC for approval of transfer of majority organizational control of Ni Florida, LLC

CONFIDENTIAL EXHIBIT A

TO

NI PACOLET MILLIKEN UTILITIES, LLC'S

REQUEST FOR CONFIDENTIAL CLASSIFICATION

(FILED CONFIDENTIALLY)

**The entire document is confidential,
with the exception of the title sheet shown on Attachment B.**

**The document is an original archive copy identified by document control number
and cannot be copied or highlighted.**

EXHIBIT B

TO

**NI PACOLET MILLIKEN UTILITIES, LLC'S
REQUEST FOR CONFIDENTIAL CLASSIFICATION**

(REDACTED)

***Pacolet Milliken Enterprises, Inc.
and Subsidiaries***

*Consolidated Financial Statements as of and for the Years Ended
December 31, 2014 and 2013
Independent Auditor's Report*

The remaining pages of this document are confidential
and have been redacted

EXHIBIT C

TO

NI PACOLET MILLIKEN UTILITIES, LLC'S

REQUEST FOR CONFIDENTIAL CLASSIFICATION

Document	Page/Line/Column	Justification
Pacolet Milliken Enterprises, Inc. and Subsidiaries Consolidated Financial Statements as of and for the years ended December 31, 2014 and 2013	Two un-numbered introductory pages and the following 43 numbered pages	<p>§367.156(3)(a), Fla. Stat. The document portions in question contains proprietary confidential information relating to trade secrets, the disclosure of which would impair the business operations of the company or third parties.</p> <p>§367.156 (3)(d), Fla. Stat. The document portions in question reveal confidential contractual information, the disclosure of which would impair the company's efforts to contract for goods or services on favorable terms.</p> <p>§367.156(3)(e), Fla. Stat. The document portions in question contain confidential information relating to competitive business interests, the disclosure of which would impair the competitive business of the provider/owner of the information.</p>

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

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**EXHIBIT D TO NI PACOLET MILLIKEN UTILITIES, LLC'S
REQUEST FOR CONFIDENTIAL CLASSIFICATION**

AFFIDAVIT OF RICK S. THOMPSON

STATE OF SOUTH CAROLINA
COUNTY OF SPARTANBURG

Before me, the undersigned authority, personally appeared RICK S. THOMPSON, who being first duly sworn, on oath deposes and states:

1. My name is Rick S. Thompson. I am over the age of 18 years old and I have been authorized by Ni Pacolet Milliken Utilities, LLC and Pacolet Milliken Enterprises, Inc. to make this affidavit. I have personal knowledge of the matters stated herein.

2. I am the Chief Financial Officer, Secretary and Treasurer of Pacolet Milliken Enterprises, Inc., the parent company of Ni Pacolet Milliken Utilities, LLC. My business address is 105 Corporate Drive, Suite A, Spartanburg, South Carolina, 29303. In this capacity, I am familiar with the financial statements that are the subject of this Request for Confidential Classification.

3. The consolidated financial statements requested by and provided confidentially to Commission Staff belong to Pacolet Milliken Enterprises, Inc., the parent company of Ni Pacolet Milliken, LLC, the entity that will control Ni Florida, LLC. Pacolet Milliken Enterprises is a privately-held, family-owned company that guards the confidentiality of its financial statements

and controls access to them. Each copy is tracked by control number, and copying of the document is prohibited. Internally, only the company's officers may review the financial statements. External review is strictly limited, and is tracked and controlled by the company's Finance Committee. Access to the financial statements is provided, subject to a strict confidentiality agreement, only when necessary for the company's operations or required by law.

4. Pacolet Milliken Enterprises' private financial statements comprise competitively sensitive and confidential business information that belongs exclusively to the company. The information requires confidential classification because it reveals data concerning the company's confidential balance sheet and other proprietary confidential information belonging to the company and its subsidiaries, including contractual terms, credit facilities, management and investment strategy, structure of company operations, and plans for future growth. If disclosed, this information would adversely impact the competitive business interests of the company and its subsidiaries, and otherwise harm them by revealing the terms and conditions under which they have entered into certain business agreements, as well as the relative strength or weakness of their current finances. Disclosure of this information also would impair the ability of the company and its subsidiaries to contract for goods or services and enter into other contracts on favorable terms.

5. The information identified in Exhibit A and Exhibit C to the Request for Confidential Classification is intended to be and is treated as confidential by Pacolet Milliken Enterprises, Inc. and Ni Pacolet Utilities, LLC, and has never been publicly disclosed.

6. This concludes my Affidavit.

May 21, 2015

Rick S. Thompson
RICK S. THOMPSON
Chief Financial Officer
Treasurer and Secretary
Pacolet Milliken Enterprises, Inc.

SWORN TO AND SUBSCRIBED before me this 21st day of May, 2015, by Rick S. Thompson, who is personally known to me and who did take an oath.

Katie Burnette
Notary Public, State of South Carolina
My Commission expires: 4.15.24

