LOUISIANA PUBLIC SERVICE COMMISSION
ADMINISTRATIVE HEARINGS DIVISION
DOCKET NUMBER U-33434
CLECO POWER LLC, EX PARTE

In re: Joint Application of Cleco Power LLC and Cleco Partners L.P. for: (i) Authorization for the Change of Ownership and Control of Cleco Power LLC and (ii) Expedited Treatment.

RULING ON COMMISSION STAFF’S REQUEST FOR PUBLIC DISCLOSURE
OF CERTAIN INFORMATION PRODUCED IN DISCOVERY
(PUBLIC VERSION)

HAVING CONSIDERED the request by the Louisiana Public Service Commission Staff for public disclosure of certain information produced in discovery pursuant to a Confidentiality Agreement;

IT IS HEREBY ORDERED that the Commission Staff’s request is granted, for the reasons provided below.

IT IS FURTHER ORDERED that the effect of this ruling shall be suspended pending a possible appeal of the ruling to the Commissioners pursuant to Rule 57 of the Commission’s Rules of Practice and Procedure. If an appeal is not timely filed, the ruling shall be put into effect at the conclusion of the time period for such appeal.

REASONS

In this proceeding, Cleco Power LLC ("Cleco Power") and Cleco Partners L.P. ("Cleco Partners") (together, the "Applicants") seek approval from the Louisiana Public Service Commission for Cleco Partners to acquire ownership and control of Cleco Power through a purchase of all outstanding shares of stock of Cleco Power's parent company, Cleco Corporation. The Applicants contend that the proposed acquisition satisfies the eighteen-factor test of the Commission's 1994 General Order (In re: Commission Approval Required of Sales, Leases, Mergers, Consolidations, Stock Transfers, and All Other Changes of Ownership or Control of Public Utilities Subject to Commission Jurisdiction), issued March 18, 1994.
In responding to discovery propounded by the Louisiana Public Service Commission Staff (the “Commission Staff” or the “Staff”) in this proceeding, the Applicants agreed to produce some of the requested information pursuant to a Confidentiality Agreement, claiming that the information is either confidential or highly sensitive protected material. The Commission Staff (as well as other parties who also signed the Confidentiality Agreement with the Applicants) received the requested information pursuant to the Agreement. When the hearing was convened on November 9, 2015, the Commission Staff requested that certain of the information produced by Cleco Partners pursuant to the Confidentiality Agreement be declassified and disclosed to the public. Specifically, the Staff requested a ruling from the tribunal that the following two types of information be made public:

[Redacted]

The tribunal heard argument on the Staff’s request at the hearing, but deferred ruling on the request. During the hearing, only those participants who had signed the Confidentiality Agreement were allowed to stay in the room during discussion of the two types of information. At the conclusion of the hearing, the tribunal established a post-hearing briefing schedule to address the Staff’s request for public disclosure of the information at issue. The Applicants, the Commission Staff, and Shareholder Intervenors Helen Moore, Calvin I. Trahan, and Lawrence E. L’Herisson (the “Shareholder Intervenors”) filed briefs in accordance with the schedule. The Shareholder Intervenors support the Commission Staff’s request for public disclosure of the information.
Applicable Law

The Commission has recognized that there are circumstances in which records received by the Commission should be kept confidential and protected from public disclosure. Through a General Order issued on August 31, 1992, the Commission promulgated Rule 12.1 of the Commission’s Rules of Practice and Procedure. Rule 12.1 provides:

Upon request of a regulated entity or other person, any records received by the Commission which are shown by the company or other person and found by the Commission to be trade secret, proprietary, or confidential information, and not necessary to be disclosed to the public, shall be kept confidential and shall be exempt from public disclosure.

The language of Rule 12.1 places the burden of proof upon the company or person seeking confidential treatment of its documents, requiring that the company or person demonstrate to the satisfaction of the Commission that the documents should be designated trade secret, proprietary, or confidential. Rule 12.1 further requires that the company or person seeking confidential treatment of documents demonstrate – and that the Commission find – that the documents need not be disclosed to the public. Thus, Rule 12.1 sets up a two-prong test for determining whether information should be kept confidential. If the Commission finds that the requesting party has demonstrated that the information should be considered confidential and that there is no need to disclose the information to the public, the Commission should shield the information from public disclosure.

Constitution, which provides that "[n]o person shall be denied the right to observe the deliberations of public bodies and examine public documents, except in cases established by law." Turning, specifically, to the work of the Commission, the Commission confirmed that there is a public interest in full and open disclosure of information concerning the rates of public utilities. The Commission stated that "[a] policy of openness promotes public confidence in the adequacy of the Commission's regulatory efforts." Trans La. at *1. Even so, the Commission recognized its authority to issue protective orders, restricting the dissemination of information in appropriate circumstances. Trans La. at *8.

Looking to the U.S. Supreme Court for guidance, the Commission confirmed that the burden of proof under Rule 12.1 is on the party seeking to prevent dissemination of the information. Trans La. at *9, citing Seattle Times Co. v. Rhinehart, 467 U.S. 20, 104 S. Ct. 2199, 2209-10, 81 L.Ed. 2d 17 (1984). To be successful in carrying the burden of proof, the requesting party must demonstrate "good cause" why the information should be treated as confidential. Id. More specifically, according to the Commission, Rule 12.1 requires the party requesting confidential treatment to demonstrate a "particular need for protection." Trans La. at *9, citing Cippolone v. Liggett Group, Inc., 785 F. 2d 1108, 1121 (3d Cir. 1986). "Broad allegations of harm, unsubstantiated by specific examples or articulated reasoning, do not satisfy the good cause requirement." Id.

The Commission also noted that the Louisiana Supreme Court has adopted the "good cause" standard for the issuance of protective orders. Trans La. at *10, citing Plaquemines Parish Commission Council, Inc. v. Delta Development Co., 472 So.2d 560, 564 (La. 1985). In Delta Development, the Louisiana Supreme Court upheld a court's authority to grant a protective
order under Civil Code Article 1426\(^1\) "for good cause shown if justice requires such an order." \textit{Delta Development} at 566. The Court in \textit{Delta Development} further determined that a finding of good cause for withholding information from public disclosure must be based upon sufficient evidence of good cause. \textit{Id.} at 564. Thus, the Commission reasoned in \textit{Trans La.} that a determination under Rule 12.1 that information should be held confidential "should be issued only after the party opposing disclosure has submitted evidence to support its claim that good cause exists for the protection requested." \textit{Trans La.} at *11.

The Commission also elaborated on the second prong of the Rule 12.1 test – the public need for disclosure of the information. The Commission recognized in \textit{Trans La.} that there is a "heightened" public interest in disclosure when the party seeking confidential treatment of its documents is a public utility, since the utility's conduct affects the ratepayers directly. \textit{Trans La.} at *9, citing \textit{Gelb v. American Telephone & Telegraph Co.}, 813 F. Supp. 1022, 1035 (S.D.N.Y. 1993). Thus, according to the Commission in \textit{Trans La.}, "the good cause showing requires the court to balance the interest of the public and the ratepayers in disclosure against the utility's privacy interests." \textit{Id.}

\textbf{The Information at Issue in This Proceeding}

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\textsuperscript{1} Louisiana Civil Code Article 1426 permits a state court to issue a protective order for various reasons, including protection of a trade secret or other confidential or commercial information from disclosure.
\end{flushright}
Argument

The Applicants' Position

The Applicants object to the public disclosure of [REDACTED], contending that there is good cause to maintain the confidentiality of that information. The Applicants argue that [REDACTED].

Further, the Applicants contend that public disclosure of [REDACTED]
The Applicants also argue that, The Applicants contend that public disclosure of the... The Applicants argue that the...
The Applicants also assert that public disclosure of the... The Applicants argue that public disclosure would
Further, the Applicants contend that since the \( H_3 \) (\( 'D \sim< 93 \) \( co \) 3: CD ... by specific)

They argue that

According to the Applicants,

Finally, the Applicants take issue with the manner in which the Commission Staff raised the issue of public disclosure. The Applicants claim that the Commission Staff failed to adhere to procedures outlined in the Confidentiality Agreement for challenging the Applicant's designation of certain information as confidential – and waited, instead, until the first day of the hearing, to raise the issues.

The Staff's and Intervenor Shareholders' Positions

The Staff contends that the Applicants have not met their burden of proving good cause for withholding the information from public disclosure, pursuant to Rule 12.1 and Trans La. The Staff asserts that the Applicants have failed to show “a particular need to protect the information at issue,” and instead, have relied upon broad allegations of harm, unsubstantiated by specific
examples, articulated reasoning, or evidence. Moreover, the Staff and Shareholder Intervenors contend that the information at issue is essential to the analysis that must occur to determine if the proposed transaction meets the requirements of the 1994 General Order. They argue that the impacts of the proposed transaction should be transparent and public to those affected.

The Staff challenges the Applicants' contention that public disclosure of the [redacted] The Staff contends that disclosure of the information in this proceeding [redacted] The Staff also challenges the Applicants' claim that disclosure of the [redacted] The Staff further challenges the Applicants' claims that public release of the [redacted] The Staff contends that the Applicants have presented no support for those contentions, and notes with regard to the concern for [redacted] The Staff also takes issue with the Applicants' contention that public disclosure of the
The Commission Staff further contends that the Applicant has failed to show good cause that the information should be withheld from public disclosure. The Staff argues that the Applicants have again failed to substantiate general allegations of potential future harm with any particularities or evidence. The Staff contends that if the Applicants’ assertions are true – then public disclosure will do no harm.

The Staff argues, instead, that the public interest is served by publicly disclosing the information. The Staff argues that the public has a great interest in the disclosure of the information because that information directly relates to the financial integrity of Cleco after the transaction, and could have an impact on the rates charged by the company and borne by the ratepayers. Further, according to the Staff, the information will likely affect the ALJ’s and the Commission’s analysis of the proposed transaction, and that analysis should be available to the public.

Similarly, the Shareholder Intervenors contend that the information which the Applicants seek to protect from public disclosure bears directly on the future financial health and viability of Cleco Power, as it will be managed by Cleco Partners, and those issues are central to a decision by the Commission of whether the proposed transaction meets the public interest factors of the
1994 General Order. Further, according to the Shareholder Intervenors, the Commissioners must be able to engage in meaningful discourse with their constituencies regarding the factors set out in the 1994 General Order, including the factors that relate to the impact the proposed transaction will have on the public, ratepayers, employees, and shareholders. To engage in such meaningful discourse, the Shareholder Intervenors contend, the Commissioners and their constituencies must have equal access to the information upon which the Commissioners may rely in making their determination.

With regard to the Applicants’ concern that the Staff did not utilize procedures set forth in the Confidentiality Agreement for requesting public disclosure of the [redacted], the Staff asserts that the procedure established by the tribunal for consideration of the Staff’s request preserves all of the rights provided to the Applicants in the Confidentiality Agreement.

Conclusions

In accordance with the requirements of Rule 12.1 and the guidance provided in Trans La., the tribunal finds as follows:

1. Rule 12.1 establishes a two-prong test for determining if information should be shielded from public disclosure. The Commission should shield the information from public disclosure only upon a determination that (1) the party seeking confidential treatment has demonstrated, with particularity and supporting evidence, that there is a “particular need for protection” of the information; and (2) it is not necessary that the information be disclosed to the public. In Trans La., the Commission found that the two-pronged test requires a balancing of the requesting public utility’s interest in confidentiality with the ratepayers’ interest in disclosure. Thus,
determinations under Rule 12.1 must be made on a case-by-case basis. For example, even when
the information at issue is of a type typically considered confidential, and the requesting
company can establish a “particular need for protection,” the company’s privacy interest may,
evertheless, be outweighed by an overwhelming public interest in disclosure. That result would
be more likely if the information at issue is central to a determination on the merits of the case.
2. In this case, the Applicants did not carry their burden of demonstrating, with particularity
and supporting evidence, that there is a “particular need for protection” of the

The Applicants did not succeed in establishing that they are prohibited from publicly
disclosing the

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The Applicants have similarly failed to present evidence to support a conclusion that lenders might misinterpret ...

As noted by the Commission Staff in questioning the Applicants' concern over ...

The Applicants' arguments that the ... do not establish good cause to withhold the information from public disclosure and are not supported by the evidence. The Applicants have presented no evidence that ...

The Applicants have also failed to support their assertion that a ...
The Applicants have also failed to substantiate their allegations of potential harm if the
are publicly disclosed. Their assertions that public disclosure of the
are unpersuasive and not supported by evidence. We agree with
the Staff's argument that if the Applicants' assertions are
then public disclosure will do no harm.

3. Even if the Applicants had been more successful in establishing their privacy interests, the public's interest in disclosure of the
outweighs any privacy interests in that information, due to the relevance of the information to a determination in this case.

As the Commission explained in Trans La, the public's interest in disclosure of information is even stronger when a public utility is involved. And the information which the Applicants seek to protect from public disclosure in this proceeding bears directly on the future financial health and viability of Cleco Power, as it will be managed by Cleco Partners, and those issues are central to a decision by the Commission of whether the proposed transaction meets the public interest factors of the 1994 General Order. The tribunal agrees with the Staff and the Shareholder Intervenors that the Applicants have put these matters at issue in this regulatory process and should not be allowed to hide them from disclosure.

4. Based upon a review of the Confidentiality Agreement, provided by the Applicants in support of their arguments, the tribunal concludes that the procedures established by the tribunal for addressing the Commission Staff's request to declassify the
are fair and preserve the rights afforded to the Applicants in the Confidentiality Agreement.

Baton Rouge, Louisiana, this 15th day of January, 2016.

[Signature]

Valerie Seal Meiners
Chief Administrative Law Judge

cc: Official Service List

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