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June 11, 2024

Tamara Smith
Open Records Division
Office of Attorney General
[REDACTED]
Austin, Texas [REDACTED]

Re: OOG PIR # 261-24, World Wrestling Entertainment's Third-Party Letter Request for Ruling (May 31, 2024)

Dear Ms. Smith:

I'm a reporter who covers the business of World Wrestling Entertainment, LLC ("WWE"), among other subjects. On April 20, 2024, I submitted a public records request with the Office of the Governor (PIR # 261-24), pursuant to § 552 of the Texas Government Code. I made my request to learn and report the details of what the City of San Antonio agreed to provide WWE in exchange for hosting the January 28, 2023, "Royal Rumble" event at the Alamodome.

WWE, through representatives from Holland & Knight LLP, sent you a letter on May 31, 2024, seeking to exempt certain documents from disclosure. I first received a copy of this letter on June 10, 2024, ten days after it was sent to your office.

I made a similar request to the City of San Antonio on January 28, 2023. WWE has since filed a petition against the Texas Attorney General's Office (Case No. D-1-GN-24-001085 (345th District Court)) after the Attorney General's Office determined that the information WWE wants to withhold must be released. WWE noted in its May 31 letter that I have not intervened in its lawsuit against the Attorney General. As an independent reporter with limited resources, I cannot afford to effectively intervene in a case against a multibillion-dollar company like WWE.

On January 17, 2024, the Attorney General's Office ruled that the information must be released (OR2023-14569A, enclosed). The Attorney General's Office rejected WWE's claims that the information should be protected under exemptions in § 552.110(b), § 552.110(c), and § 552.1101(a), stating that WWE failed to provide specific factual evidence demonstrating the information at issue constitute confidential trade secrets or proprietary information.

WWE also seeks to invoke an exemption under common law privacy defined in § 552.101, claiming in the May 31 letter that I am "interested only in uncovering WWE's private information, not in pursuing transparency from a governing body." This assertion is entirely false.

My objective is to ensure transparency from the City of San Antonio and the Office of the Governor regarding the government's spending on WWE's "Royal Rumble" event in 2023. This transparency serves the public interest by allowing taxpayers to evaluate whether their money was wisely spent and if the price paid aligns with other site fees and the economic impacts of similar events.

Reporting what San Antonio paid for the "Royal Rumble" is crucial for the citizens and taxpayers of San Antonio and potentially for all Texans if state funds were used. Transparency in event pricing benefits municipalities and citizens more broadly, who may negotiate with WWE for future events. WWE and its parent company, TKO Group Holdings Inc., have publicly named securing site fees or incentives from governments for major events as a key growth strategy on many occasions.^{1 2}

WWE is anything but a financially distressed company; it has reported record profits from 2020 to 2022, culminating in its merger with TKO last year.³ WWE's approach to obtaining site fees for various events, which differ in popularity and economic impact, could lead to governments lacking transparency in pricing. WWE may seek to maintain opaque pricing to secure the highest possible fees, potentially to the detriment of taxpayers.

I respectfully ask that the Attorney General's Office rule in favor of this information being released to the public to ensure transparency in government dealings, fairer pricing for citizens, and so those citizens can make more informed judgments about the use of public funds for private events.

Please contact me at [REDACTED] or brandon@wrestlenomics.com if you have any questions.

Sincerely,

/s/ Brandon Thurston

Brandon Thurston

Enc. OR2023-14569A

¹ "To reiterate, site fees are a key growth area for us." - Andrew Schleimer, TKO Chief Financial Officer. TKO Q4 2023 Earnings Call Transcript. February 27, 2024.

<https://seekingalpha.com/article/4674050-tko-group-holdings-inc-tko-q4-2023-earnings-call-transcript>

² "Frankly, [site fees] are becoming the norm. When we take the show on the road, we're going to need subsidies and, or cash to bring our events to your city." - Mark Shapiro, TKO President. JP Morgan Technology, Media and Communications Conference. May 20, 2024.

<https://investor.tkogrp.com/events-and-presentations/events/event-details/2024/JP-Morgan-Technology-Media-and-Communications-Conference/default.aspx>

³ WWE's 10-K for years ending December 31, 2021; and December 31, 2022.

<https://www.sec.gov/ix?doc=/Archives/edgar/data/1091907/000109190722000097/wwe-20211231x10ka.htm>

<https://www.sec.gov/ix?doc=/Archives/edgar/data/1091907/000109190723000014/wwe-20221231x10k.htm>



KEN PAXTON
ATTORNEY GENERAL OF TEXAS

January 17, 2024

Ms. Lisa Biediger
Assistant City Attorney
City of San Antonio
[REDACTED]
San Antonio, Texas [REDACTED]

OR2023-14569A

Dear Ms. Biediger:

This office issued Open Records Letter No. 2023-14569 (2023) on April 28, 2023. We have examined this ruling and determined we will correct the previously issued ruling. *See generally* Gov't Code § 552.011 (providing that Office of Attorney General may issue decision to maintain uniformity in application, operation, and interpretation of Public Information Act (the "Act"), chapter 552 of the Government Code). Consequently, this decision serves as the correct ruling and is a substitute for the decision issued on April 28, 2023. Your request was assigned ID# 055519 (Ref. No. W498754).

The City of San Antonio (the "city") received a request for certain information pertaining to a specified event.¹ You state you have released some information. You claim the submitted information is excepted from disclosure under section 552.104 of the Government Code. Additionally, you state release of this information may implicate the proprietary interests of World Wrestling Entertainment, Inc. ("WWE"). Accordingly, you state, and provide documentation showing, you notified this third party of the request for information and of the right to submit arguments to this office as to why the information at issue should not be released. *See id.* § 552.305(d); *see also* Open Records Decision No. 542 (1990) (statutory predecessor to section 552.305 permits governmental body to rely on interested third party to raise and explain applicability of exception in the Act in certain circumstances). We have received comments from WWE. We have considered the submitted arguments and reviewed the submitted information.

We note the submitted information is subject to section 552.022 of the Government Code. Section 552.022(a) provides, in relevant part:

¹ You state the city sought and received clarification of the information requested. *See* Gov't Code § 552.222 (providing if request for information is unclear, governmental body may ask requestor to clarify request); *see also* *City of Dallas v. Abbott*, 304 S.W.3d 380, 387 (Tex. 2010) (holding that when a governmental entity, acting in good faith, requests clarification or narrowing of an unclear or overbroad request for information, the ten-day period to request an attorney general ruling is measured from the date the request is clarified or narrowed).

(a) [T]he following categories of information are public information and not excepted from required disclosure unless made confidential under this chapter or other law:

(3) information in an account, voucher, or contract relating to the receipt or expenditure of public or other funds by a governmental body[.]

Gov't Code § 552.022(a)(3). The submitted information consists of information in an account, contract, or voucher relating to the receipt of funds by the system that is subject to section 552.022(a)(3). This information must be released unless it is made confidential under the Act or other law. *See id.* We note some information encompassed by section 552.022 may be withheld under section 552.104. *See id.* § 552.104(b) (information protected by section 552.104 not subject to required public disclosure under section 552.022(a)). However, we note section 552.104(c) of the Government Code provides “[s]ubsection (b) does not apply to information described by [s]ection 552.022(a) relating to the receipt or expenditure of public or other funds by a governmental body for a parade, concert, or other entertainment event paid for in whole or part with public funds.” Section 552.104(c) applies to a request for information received after the effective date of the enacting legislation and a contract entered into or renewed on or after the effective date of the enacting legislation. Act of May 17, 2019, 86th Leg., R.S., H.B. 81, § 2. The effective date of the legislation enacting section 552.104(c) is May 17, 2019. *See* 2019 H.J. of Tex. 4236. Accordingly, we find the submitted contract, entered into after May 17, 2019, may not be withheld under section 552.104 of the Government Code. However, as sections 552.110 and 552.1101 of the Government Code make information confidential under the Act, we will consider the arguments of WWE under these sections.

Section 552.110(b) of the Government Code states, “[e]xcept as provided by [s]ection 552.0222, information is [excepted from required disclosure] if it is demonstrated based on specific factual evidence that the information is a trade secret.” *See* Gov't Code § 552.110(b). Section 552.110(a) defines a trade secret as all forms and types of information if:

- (1) the owner of the trade secret has taken reasonable measures under the circumstances to keep the information secret; and
- (2) the information derives independent economic value, actual or potential, from not being generally known to, and not being readily ascertainable through proper means by, another person who can obtain economic value from the disclosure or use of the information.

Id. § 552.110(a). Section 552.110(c) of the Government Code states:

(c) Except as provided by Section 552.0222, commercial or financial information for which it is demonstrated based on specific factual evidence that disclosure would cause substantial competitive harm to the person from whom the information was obtained is [excepted from required disclosure].

Id. § 552.110(c). Additionally, we note section 552.0222(b) of the Government Code lists certain types of information to which section 552.110 does not apply. *See id.* § 552.0222(b).

WWE asserts the submitted information constitutes trade secrets and commercial or financial information, the release of which would cause the company substantial competitive harm. Upon review, we find the submitted information is either subject to section 552.0222(b) or WWE has failed to provide specific factual evidence demonstrating the information at issue is confidential under section 552.110(b) or section 552.110(c). Therefore, the city may not withhold the submitted information under section 552.110(b) or section 552.110(c).

Section 552.1101(a) of the Government Code exempts from disclosure “information *submitted to a governmental body* by a vendor, contractor, potential vendor, or potential contractor *in response to a request for a bid, proposal, or qualification[.]*” *Id.* § 552.1101(a) (emphasis added). Additionally, we note section 552.1101(b) lists certain types of information to which section 552.1101(a) does not apply. *See id.* § 552.1101(b). Upon review, we find WWE has failed to demonstrate the applicability of section 552.1101(a) to its information. Accordingly, the city may not withhold any of the information at issue under section 552.1101(a). The submitted information must be released.

This letter ruling is limited to the particular information at issue in this request and limited to the facts as presented to us; therefore, this ruling must not be relied upon as a previous determination regarding any other information or any other circumstances.

This ruling triggers important deadlines regarding the rights and responsibilities of the governmental body and of the requestor. For more information concerning those rights and responsibilities, please visit our website at <https://www.texasattorneygeneral.gov/open-government/members-public/what-expect-after-ruling-issued> or call the OAG’s Open Government Hotline, toll free, at [REDACTED]. Questions concerning the allowable charges for providing public information under the Public Information Act may be directed to the Cost Rules Administrator of the OAG, toll free, at [REDACTED].

Sincerely,

Michelle Garza
Assistant Attorney General
Open Records Division

MRG/eb

Ref: ID# 055519

Enc. Submitted documents

c: Requestor
(w/o enclosures)

Third Party
(w/o enclosures)