

COMMONWEALTH OF PENNSYLVANIA



OFFICE OF CONSUMER ADVOCATE

555 Walnut Street, 5th Floor, Forum Place
Harrisburg, Pennsylvania 17101-1923
(717) 783-5048
800-684-6560

 @pa_oca

 /pennoca

FAX (717) 783-7152
consumer@paoca.org

July 12, 2021

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120

Re: Joint Application of Veolia Environnement S.A., Veolia North America, Inc., SUEZ S.A., SUEZ Water Pennsylvania, Inc. and SUEZ Water Bethel, Inc. for All Approvals under Sections 1102(a)(3), (4) and 1103 of the Pennsylvania Public Utility Code (66 Pa. C.S. §§ 1102(a)(3), (4) and 1103) (relating to enumeration of acts requiring certificate; and procedure to obtain certificates of public convenience), and as otherwise required under the Code for the change in control SUEZ Water Pennsylvania, Inc. and SUEZ Water Bethel, Inc.

Docket Nos. A-2021-3026515
A-2021-3026522
A-2021-3026523

Dear Secretary Chiavetta:

Attached for electronic filing please find the Office of Consumer Advocate's Protest and Public Statement in the above-referenced proceedings.

Copies have been served per the attached Certificate of Service.

Respectfully submitted,

/s/ Erin L. Gannon

Erin L. Gannon

Senior Assistant Consumer Advocate

PA Attorney I.D. # 83487

E-Mail: EGannon@paoca.org

Enclosures:

cc: Office of Administrative Law Judge (**email only**)
Bureau of Technical Utility Services (**email only**)
Office of Special Assistants (**email only**: ra-OSA@pa.gov)
Certificate of Service

*313332

CERTIFICATE OF SERVICE

Re: Joint Application of Veolia Environnement :
S.A., Veolia North America, Inc., SUEZ S.A., :
SUEZ Water Pennsylvania, Inc. and SUEZ :
Water Bethel, Inc. for All Approvals under :
Sections 1102(a)(3), (4) and 1103 of the PA : Docket Nos. A-2021-3026515
Public Utility Code (66 Pa. C.S. §§ 1102(a)(3), : A-2021-3026522
(4) and 1103) (relating to enumeration of acts : A-2021-3026523
requiring certificate; and procedure to obtain :
certificates of public convenience), and as otherwise:
required under the Code for the change in control :
SUEZ Water Pennsylvania, Inc. and SUEZ Water :
Bethel, Inc.

I hereby certify that I have this day served a true copy of the following document, the Office of Consumer Advocate's Protest and Public Statement, upon parties of record in this proceeding in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a participant), in the manner and upon the persons listed below:

Dated this 12th day of July 2021.

SERVICE BY E-MAIL ONLY

Richard A. Kanaskie, Esquire
Bureau of Investigation & Enforcement
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor
Harrisburg, PA 17120

Theresa Wagner
Office of Small Business Advocate
555 Walnut Street
1st Floor, Forum Place
Harrisburg, PA 17101-1923

Adeolu A. Bakare, Esquire
Kenneth R. Stark, Esquire
Teresa Harrold, Esquire
McNees Wallace & Nurick LLC
100 Pine Street
P.O. Box 1166
Harrisburg, PA 17108-1166

David P. Zambito, Esquire
Jonathan Nase, Esquire
Cozen O'Connor
17 North Second Street
Suite 1410
Harrisburg, PA 17101

John W. Sweet, Esquire
Elizabeth R. Marx, Esquire
Ria M. Pereira, Esquire
Lauren Berman, Esquire
Pennsylvania Utility Law Project
118 Locust Street
Harrisburg, PA 17101

/s/ Erin L. Gannon
Erin L. Gannon
Senior Assistant Consumer Advocate
PA Attorney I.D. # 83487
E-Mail: EGannon@paoca.org

Counsel for:
Office of Consumer Advocate
555 Walnut Street
5th Floor, Forum Place
Harrisburg, PA 17101-1923
Phone: (717) 783-5048
Fax: (717) 783-7152
Dated: July 12, 2021
*313335

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Joint Application of Veolia Environnement	:	
S.A., Veolia North America, Inc., SUEZ S.A.,	:	
SUEZ Water Pennsylvania, Inc. and SUEZ	:	
Water Bethel, Inc. for All Approvals under	:	
Sections 1102(a)(3), (4) and 1103 of the	:	
Pennsylvania Public Utility Code (66 Pa. C.S.	:	Docket Nos. A-2021-3026515
§§ 1102(a)(3), (4) and 1103) (relating to	:	A-2021-3026522
enumeration of acts requiring certificate; and	:	A-2021-3026523
procedure to obtain certificates of public	:	
convenience), and as otherwise required under	:	
the Code for the change in control SUEZ Water	:	
Pennsylvania, Inc. and SUEZ Water Bethel, Inc.	:	

PROTEST OF THE
OFFICE OF CONSUMER ADVOCATE

Pursuant to 52 Pa. Code §§ 5.51, *et seq.*, the Office of Consumer Advocate (OCA) files this Protest regarding the Applications filed with the Pennsylvania Public Utility Commission (Commission) by Veolia Environnement S.A., Veolia North America, Inc. (together, Veolia), SUEZ S.A., SUEZ Water Pennsylvania, Inc. and SUEZ Water Bethel, Inc. (together, SUEZ) (collectively, the Applicants) related to a change in control. In support of this protest, the OCA provides the following information:

1. The protestant is:

Christine Maloni Hoover, Interim Acting Consumer Advocate
Office of Consumer Advocate
555 Walnut Street, 5th Floor, Forum Place
Harrisburg, PA 17101-1923
Telephone: (717) 783-5048

Throughout this Protest, the protestant will be referred to as the Office of Consumer Advocate or OCA.

2. The OCA's attorney is:

Erin L. Gannon
Senior Assistant Consumer Advocate
555 Walnut Street, 5th Floor, Forum Place
Harrisburg, PA 17101-1923
Telephone: (717) 783-5048

3. The OCA is authorized by law to represent the interests of Pennsylvania's utility consumers in all matters before the Commission. 71 Pa. Stat. Ann. §§ 309-1 *et seq.* (Purdon's 1990).

4. On or about June 11, 2021, the Applicants filed Applications related to a change in control, under Sections 1102 and 1103 of the Public Utility Code, 66 Pa. C.S. §§ 1102, 1103. Specifically, the Applicants seek the Commission's approval of Veolia's acquisition of a majority or all of the outstanding shares of SUEZ in accordance with a Combination Agreement entered into between those entities on May 14, 2021. Applications at 2. "As a result of this acquisition, Veolia would acquire a majority or all of SUEZ's equity interests in SUEZ Water Resources LLC ("SWR"), a Delaware limited liability company and parent company for all regulated entities in the United States, and its subsidiaries, including the SUEZ Pennsylvania Utilities (hereinafter, the "Transaction")." Id.

5. Section 1102 requires the Applicants to show that the proposed transaction will affirmatively promote the service, accommodation, convenience or safety of the public in some substantial way. City of York v. Pa. P.U.C., 449 Pa. 136, 141, 295 A.2d 825, 828 (1972). In addition, the Applicants must show that the transaction is in accordance with the Public Utility Code and applicable Commission rules and regulations. See 66 Pa. C.S. §§ 1102, 1103, 1301, 1501.

6. Section 1103 explicitly allows the Commission to impose conditions upon the issuance of a Certificate of Public Convenience. 66 Pa. C.S. § 1103(a). Section 1103(a) of the Code provides: “The Commission, in granting such a certificate, may impose such conditions as it may deem to be just and reasonable.” The OCA submits that the Commission may wish to consider the imposition of conditions in order to ensure that the public interest standard is met.

7. The OCA is reviewing the Applications to identify specific issues that require further consideration by the Commission and must be resolved prior to Commission approval. The OCA has already had discussions with counsel for the Applicants to begin obtaining information necessary for its review of the filing and will continue to work with the Applicants informally. It is possible that the OCA’s issues will be resolved through the Applicants’ provision of additional information. Thus, the OCA files this Protest, in part, to allow time to explore the issues raised by the proposed change in control and collect the facts necessary to complete the record before the Commission.

WHEREFORE, the Office of Consumer Advocate respectfully requests that the Pennsylvania Public Utility Commission not approve the Applications at this time due to the need for additional information.

Respectfully submitted,

/s/ Erin L. Gannon

Erin L. Gannon
Senior Assistant Consumer Advocate
PA Attorney ID No. 83487
E-mail: EGannon@paoca.org

Counsel for:
Christine Maloni Hoover
Interim Acting Consumer Advocate

Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923
(717) 783-5048

Dated: July 12, 2021
313315

PUBLIC STATEMENT OF THE
OFFICE OF CONSUMER ADVOCATE
PURSUANT TO 71 P.S. SECTION 309-4(e)

Act 161 of the Pennsylvania General Assembly, 71 P.S. Section 309-2, as enacted July 9, 1976, authorizes the Interim Acting Consumer Advocate to represent the interests of consumers before the Pennsylvania Public Utility Commission (Commission). In accordance with Act 161, and for the following reasons, the Interim Acting Consumer Advocate determined to file a Protest and participate in this proceeding before the Commission involving the proposed acquisition by Veolia Environnement S.A. and Veolia North America, Inc. of a majority or all of SUEZ S.A.'s equity interests in SUEZ Water Resources LLC, parent company for all regulated entities in the United States, and its subsidiaries, including SUEZ Water Pennsylvania, Inc. and SUEZ Water Bethel, Inc.

The objective of the Interim Acting Consumer Advocate in filing a Protest in this matter is to protect the interests of SUEZ's current customers. The Interim Acting Consumer Advocate will endeavor to prevent ratepayers from paying costs that are unreasonable or unduly discriminatory, or otherwise violative of the Public Utility Code. The Interim Acting Consumer Advocate will investigate the proposed change of control and request the Public Utility Commission order all necessary and proper customer protections which are justified, reasonable, and in accordance with sound ratemaking principles.

As of December 2020, SUEZ Water Pennsylvania, Inc. provided service to a total of 63,622 water customers and 1,446 wastewater customers. As of December 2020, Suez Water Bethel, Inc. provided service to a total of 2,518 water customers.