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August 30, 2021

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor
Harrisburg, PA 17120

VIA ELECTRONIC FILING

**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 pursuant to Sections 1102(a)(3), (4), and 1103 of the Pennsylvania Public Utility Code, and as otherwise required under the Pennsylvania Public Utility Code for the change in control of SUEZ Water Pennsylvania Inc. and SUEZ Water Bethel Inc.;
Docket No. A-2021-3026515**

Dear Secretary Chiavetta:

Attached please find for filing with the Pennsylvania Public Utility Commission the Joint Applicants' Responses to the Bureau of Technical Utility Services ("TUS") Data Requests (Nos. 1-2 and Corrected Nos. 3-12) and the Verifications for all Responses to the TUS Data Requests. Please note that Responses to Nos. 3-12 correct clerical errors.

As shown by the attached Certificate of Service, all parties to this proceeding are being duly served via email. We are also filing these documents electronically. We can provide parties with a hard copy upon request.

If you have any questions regarding the attached documents, please contact the undersigned.

Sincerely,

McNEES WALLACE & NURICK LLC

By 

Adeolu A. Bakare

Counsel to Veolia Environnement S.A.
and Veolia North America, Inc.

Enclosure

c: Certificate of Service

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CERTIFICATE OF SERVICE

I hereby certify that I am this day serving a true copy of the foregoing document upon the participants listed below in accordance with the requirements of Section 1.54 (relating to service by a participant).

VIA E-MAIL

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Adeolu A. Bakare

Counsel to Veolia Environnement S.A. and
Veolia North America, Inc.

Dated this 30th day of August, 2021, in Harrisburg, Pennsylvania

SUEZ Water Pennsylvania Inc. – Water Division
SUEZ Water Pennsylvania Inc. – Wastewater Division
SUEZ Water Bethel Inc. (collectively, SUEZ)

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

Joint Applicants' Responses to TUS Data Requests Set 1

TUS-1-1 Accounting - Applicant has failed to describe how SUEZ will record Veolia's acquisition of the majority or all of its outstanding shares of stock on its accounting books. Please provide all pro forma accounting journal entries related to the transaction.

Response:

The SUEZ Pennsylvania Utilities have not as yet determined how the transaction will impact their accounting books or what accounting journal entries (if any) will be recorded as a result of the Transaction.

**Response Provided by: James Cagle, V.P. Rates and Regulatory Affairs
SUEZ Water Management & Services Inc.**

Date: August 30, 2021

SUEZ Water Pennsylvania Inc. – Water Division
SUEZ Water Pennsylvania Inc. – Wastewater Division
SUEZ Water Bethel Inc. (collectively, SUEZ)

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

Joint Applicants' Responses to TUS Data Requests Set 1

TUS-1-2 Result of Acquisition – Please state how this acquisition will affect the subject ratepayers and how the acquisition will change SUEZ's revenues and expenses. Will the transaction result in any acquisition adjustment? If so, will this be recovered through customer rates?

Response:

See response to TUS-I-1. The Transaction will not result in any acquisition costs recovered through customer rates for the SUEZ Pennsylvania Utilities.

Response Provided by: Denis Chesseron, Executive Vice President, Chief Financial Officer and Chief Administrative Officer, Veolia North America; and James Cagle, V.P. Rates and Regulatory Affairs, SUEZ Water Management & Services Inc.

Date: August 30, 2021

SUEZ Water Pennsylvania Inc. – Water Division
SUEZ Water Pennsylvania Inc. – Wastewater Division
SUEZ Water Bethel Inc. (collectively, SUEZ)

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

Joint Applicants' Responses to TUS Data Requests Set 1

TUS-1-3 Value – Applicant failed to describe how the acquisition adds any value to the company, such as name recognition or a good reputation for customer service that could be passed on. Please state how the acquisition does so.

Response:

The substantial, affirmative benefits of the Transaction to the SUEZ Pennsylvania Utilities and their customers are described on pages 18 to 22 of the Application and on pages 18 to 25 of Joint Applicants Statement No. 1. These benefits, with additional quantifications where applicable, are as follows: 1) additional expertise gained by the combination of two leading water and wastewater service providers that may be relied on by the SUEZ Pennsylvania Utilities and their customers to address operational issues and environmental challenges; 2) customer service benefits related to current systems and technologies used by Veolia, which may be leveraged by the SUEZ Pennsylvania Utilities; 3) innovative water quality procedures and technologies, which may be leveraged by the SUEZ Pennsylvania Utilities; 4) local economy and community benefits caused by Veolia's commitment to increase financial support to local community-based organizations in the territories served by the SUEZ Pennsylvania Utilities, which the company affirms will at minimum double the average annual SUEZ contribution of \$22,000 per year¹ for the next three year (i.e. a minimum incremental \$66,000 total contribution the next three years); 5) operational and rate stability as a result of Veolia's commitment to not file for any rate increases or modify the SUEZ Pennsylvania Utilities' current operations for at least a year post-Transaction; 6) arrearage relief in the amount of 20% of residential arrearage as of the date of a Commission Order (estimated at \$152,000 as of June 21, 2021) provided to customers who are struggling as a result of the COVID-19 pandemic; and 7) a one-time \$150,000 contribution to the SUEZ CARES program to support the SUEZ Pennsylvania Utilities' low income customers.

Additionally, Veolia is the oldest and largest water and wastewater utility operator in the world. The Company was founded in 1853 and for more than 160 years has provided local authorities and industries with the water management services vital to human development and sustainable performance. As of December 31, 2020, the Veolia group supplied 95 million people with drinking water and 62 million people with wastewater service. Veolia has also previously operated a regulated steam utility in Pennsylvania as recently as 2019. Additionally, Veolia's operations and maintenance record as operator of the Buffalo Water Authority's water system was honored by the American Water Works Association with its prestigious Diamond Pin Award. See Joint Applicants Statement No. 1, p. 8. Veolia is a globally recognized water and wastewater operator with local experience in Pennsylvania.

Response Provided by: Keith Oldewurtel, Executive Vice President and Chief Operating Officer at Veolia North America

Date: August 26, 2021; Updated August 30, 2021

¹ Based on SUEZ's most recent three-year average contributions.

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Joint Applicants' Responses to TUS Data Requests Set 1

TUS-1-4 Public Interest – Please provide supporting statements as to how the acquisition is in the public interest, and how it will benefit the customers of SUEZ.

Response:

See the Joint Applicants' response to TUS-1-3.

Response Provided by: Keith Oldewurtel, Executive Vice President and Chief Operating Officer at Veolia North America

Date: August 26, 2021; Updated August 30, 2021

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SUEZ Water Pennsylvania Inc. – Wastewater Division
SUEZ Water Bethel Inc. (collectively, SUEZ)

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

Joint Applicants' Responses to TUS Data Requests Set 1

TUS-1-5 Please describe how the transaction might require SUEZ to increase its labor, office space or other services that might add an additional financial burden to it.

Response:

The Joint Applicants do not expect the Transaction to result in increased labor, office space, or other services for the SUEZ Pennsylvania Utilities or create any additional financial burden to the SUEZ Pennsylvania Utilities. See Joint Applicants Statement No. 1, 13-14. Although the ultimate parent company of the SUEZ Pennsylvania Utilities is changing, no other operational changes for the SUEZ Pennsylvania Utilities are currently anticipated except for the Joint Applicants' commitments in the Application to explore whether current procedures and technologies used by Veolia may be leveraged to benefit the SUEZ Pennsylvania Utilities. However, these changes will only be implemented if a cost/benefit analysis shows reduced costs.

Response Provided by: Keith Oldewurtel, Executive Vice President and Chief Operating Officer at Veolia North America; and James Cagle, V.P. Rates and Regulatory Affairs, SUEZ Water Management & Services Inc.

Date: August 26, 2021; Updated August 30, 2021

SUEZ Water Pennsylvania Inc. – Water Division
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Docket Nos. A-2021-3026523, A-2021-3026515, and A-2021-3026522

Joint Applicants' Responses to TUS Data Requests Set 1

TUS-1-6 Earnings - Please describe how SUEZ's future earnings are projected to change as a result of this transaction.

Response:

The Joint Applicants do not currently anticipate that the Transaction would impact SUEZ's future earnings; however, if the Joint Applicants identify any future changes created through operational innovations with a potential impact to earnings, any such changes, and their impact on earnings, would be evaluated by the Commission in future rate cases.

Response Provided by: Keith Oldewurtel, Executive Vice President and Chief Operating Officer at Veolia North America; and James Cagle, V.P. Rates and Regulatory Affairs, SUEZ Water Management & Services Inc.

Date: August 26, 2021; Updated August 30, 2021

SUEZ Water Pennsylvania Inc. – Water Division
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Docket Nos. A-2021-3026523, A-2021-3026515, and A-2021-3026522

Joint Applicants' Responses to TUS Data Requests Set 1

TUS-1-7 Result of Transaction – Please describe in detail how this acquisition will affect SUEZ’s services rendered.

Response:

See the Joint Applicants’ response to TUS-1-5. In short, the scope of public utility services offered by the SUEZ Pennsylvania Utilities’ will remain the same pre- and post-Transaction. The SUEZ Pennsylvania Utilities will continue providing water and sewer services to the same customers in the same locations. The Joint Applicants will review and seek to implement cost-effective improvements to associated procedures and technologies, such as providing customers with access to Veolia’s mobile application for services such as account monitoring and bill payment.

Response Provided by: Keith Oldewurtel, Executive Vice President and Chief Operating Officer at Veolia North America; and James Cagle, V.P. Rates and Regulatory Affairs, SUEZ Water Management & Services Inc.

Date: August 26, 2021; Updated August 30, 2021

SUEZ Water Pennsylvania Inc. – Water Division
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Docket Nos. A-2021-3026523, A-2021-3026515, and A-2021-3026522

Joint Applicants' Responses to TUS Data Requests Set 1

TUS-1-8 Acquisition – Please list the factors considered by Veolia Environnement S.A. in its determination to acquire SUEZ’s customers, waterlines, meters, necessary related facilities, and territories.

Response:

See Joint Applicants’ TUS-1-8, Attachment A for a summary of the factors considered by Veolia as the basis for the Transaction, including the importance of consolidating the water services expertise of SUEZ’s North American operations with Veolia’s global water services expertise. As stated in Application, the combined experience and intellectual capability of the two companies will be leveraged meet future challenges, including the increasing demand for clean water, compliance with more stringent regulatory requirements, addressing climate change, the rising costs of drinking water and affordability and, as demonstrated by the past year, responding to threats posed by COVID-19 and future potential widespread health crises. See Joint Applicants Statement No. 1, p. 16.

Response Provided by: Keith Oldewurtel, Executive Vice President and Chief Operating Officer at Veolia North America

Date: August 26, 2021; Updated August 30, 2021

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

Joint Applicants' Responses to TUS Data Requests Set 1

TUS-1-9 Identify all Pennsylvania-specific impacts known, anticipated, or considered that will or may result in any fashion from the transaction.

Response:

The substantial, affirmative benefits presented by the Transaction, which will impact the SUEZ Pennsylvania Utilities and their customers, are described in the Joint Applicants' response to TUS-1-3. No other Pennsylvania-specific impacts are known. Veolia anticipates a name change to the SUEZ PA Utilities following Closing on the transaction. Veolia will seek all necessary approvals, including approval from this Commission, prior to implementing a name change for the SUEZ Pennsylvania Utilities. As discussed in the Joint Applicants' response to TUS-1-5, no changes to the day-to-day operations of the SUEZ Pennsylvania Utilities are expected due to the Transaction.

Response Provided by: Keith Oldewurtel, Executive Vice President and Chief Operating Officer at Veolia North America

Date: August 26, 2021; Updated August 30, 2021

SUEZ Water Pennsylvania Inc. – Water Division
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Joint Applicants' Responses to TUS Data Requests Set 1

TUS-1-10 If synergies as to scope or scale are posed as a substantial public benefit overall, identify each anticipated synergy and/or savings. Identify the financial or other value of those synergies and/or savings and explain how such value was calculated.

Response:

See Joint Applicants' response to TUS-1-8, Attachment A for overarching synergies associated with the Transaction. Because this Transaction is occurring at the ultimate parent company level, a more specific synergy analysis related to the SUEZ Pennsylvania Utilities was not conducted. The above response to TUS-I-10 identifies anticipated intellectual synergies resulting from the combined expertise within the two companies. However, consistent with the Application noting that the public benefits standard does not require quantification or a guarantee of every public benefit, the Joint Applicants are not able to quantify the value of the anticipated intellectual synergies. See Application at 11 *citing Popowsky v. Pa. Pub. Util. Comm'n*, 937 A.2d 1040, 1057 (Pa. 2007).

Response Provided by: Keith Oldewurtel, Executive Vice President and Chief Operating Officer at Veolia North America

Date: August 26, 2021; Updated August 30, 2021

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

Joint Applicants' Responses to TUS Data Requests Set 1

TUS-1-11 Identify whether any of the anticipated benefits of the transaction are expected to arise from the loss or potential loss of Pennsylvania jobs, tax revenues, facilities, or downsizing, or consolidation that affects Pennsylvania, or any other impact in Pennsylvania.

Response:

There are no anticipated benefits of the Transaction arising from the loss or potential loss of Pennsylvania jobs, tax revenues, facilities, or downsizing, or consolidation that affects Pennsylvania, or any other adverse impact in Pennsylvania. To the contrary, as discussed in the Joint Applicants' response to TUS-1-9, all impacts to Pennsylvania resulting from the Transaction are positive for the SUEZ Pennsylvania Utilities, their customers, and the Commonwealth, and no operational changes, including changes to employment levels, are anticipated because of the Transaction.

Response Provided by: Keith Oldewurtel, Executive Vice President and Chief Operating Officer at Veolia North America

Date: August 26, 2021; Updated August 30, 2021

SUEZ Water Pennsylvania Inc. – Water Division
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Docket Nos. A-2021-3026523, A-2021-3026515, and A-2021-3026522

Joint Applicants' Responses to TUS Data Requests Set 1

TUS-1-12 SUEZ Water Bethel Inc. is not in compliance with the filing of its 2020 Assessment Report – FORM GAO-20. This compliance item will need to be corrected.

Response:

This oversight has been addressed and the appropriate form has been filed.

Response Provided by: John Hollenbach, Vice President and General Manager, SUEZ Water Pennsylvania Inc./SUEZ Water Bethel Inc.

Date: August 26, 2021; Updated August 30, 2021

VERIFICATION

I, Denis Chesseron, as Executive Vice President, Chief Financial Officer and Chief Administrative Officer, for Veolia North America hereby state that the facts set forth in the Response to TUS Data Requests Set I, No. 2, are true and correct to the best of my knowledge, information and belief, and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

Dated: Aug 30, 2021

Denis Chesseron

Denis Chesseron (Aug 30, 2021 12:29 EDT)

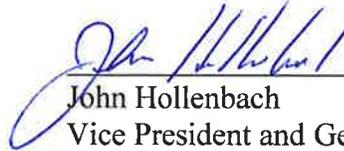
Denis Chesseron
Executive Vice President, Chief Financial Officer and
Chief Administrative Officer
Veolia North America

VERIFICATION

I, John Hollenbach, as Vice President and General Manager for SUEZ Water Pennsylvania Inc./SUEZ Water Bethel Inc., hereby state that the facts set forth in the Responses to TUS Data Requests Set I, No. 12, are true and correct to the best of my knowledge, information and belief, and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

Dated:

August 30, 2021



John Hollenbach

Vice President and General Manager

SUEZ Water Pennsylvania Inc./SUEZ Water Bethel Inc.

VERIFICATION

I, Keith Oldewurtel, as Executive Vice President and Chief Operating Officer, for Veolia North America, hereby state that the facts set forth in the Responses to TUS Data Requests Set I, Nos. 3-11, are true and correct to the best of my knowledge, information and belief, and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

Dated: AUGUST 30, 2021

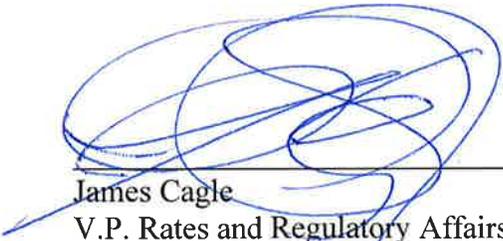


Keith Oldewurtel
Executive Vice President and Chief Operating Officer
Veolia North America

VERIFICATION

I, James Cagle, as V.P. Rates and Regulatory Affairs, for SUEZ Water Management & Services, Inc., hereby state that the facts set forth in the Responses to TUS Data Requests Set I, Nos. 1-2 and 5-7, are true and correct to the best of my knowledge, information and belief, and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

Dated: 8/30/21


James Cagle

V.P. Rates and Regulatory Affairs
SUEZ Water Management & Services, Inc.