



McNees Wallace & Nurick LLC
100 Pine Street
P.O. Box 1166
Harrisburg, PA 17108-1166

Adeolu A. Bakare
Direct Dial: 717.237.5290
Direct Fax: 717.260.1744
abakare@mcneeslaw.com

September 24, 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-2021-3026522

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 Set 2.

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,

A handwritten signature in black ink, appearing to read 'Adeolu A. Bakare'.

Adeolu A. Bakare
MCNEES WALLACE & NURICK LLC

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

c: Marie Intrieri, Bureau of Technical Utility Service (maintrieri@pa.gov)
Certificate of Service

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

David P. Zambito, Esq.
Jonathan Nase, Esq.
Cozen O'Connor
17 North Second Street, Suite 1410
Harrisburg, PA 17101
dzambito@cozen.com
jnase@cozen.com

Christine Hoover, Esq.
Erin Gannon, Esq.
Office of Consumer Advocate
555 Walnut Street, Forum Place, 5th Floor
Harrisburg, PA 17101
choover@paoca.org
egannon@paoca.org

Teresa Reed Wagner, Executive Director
Erin Fure, Esq.
Office of Small Business Advocate
Forum Place
555 Walnut St., 1st Floor
Harrisburg, PA 17101
tereswagne@pa.gov
efure@pa.gov

John W. Sweet, Esq.
Pennsylvania Utility Law Project
118 Locust Street
Harrisburg, PA 17101
PULP@pautilitylawproject.org
Counsel for CAUSE-PA



Adeolu A. Bakare

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

Dated this 24th day of September, 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 2

TUS-2-1 Post-closing organization structure – The Joint Application states: While the final post-transaction corporate structure has not yet been determined, the SUEZ Pennsylvania Utilities will become indirect subsidiaries of Veolia sitting under the current SUEZ North America organization or indirect subsidiaries of Veolia sitting under Veolia North America. Can any update be given regarding the update of the proposed corporate structure?

Response:

The Joint Applicants have not yet finalized the post-closing organizational structure. Accordingly, the Joint Applicants seek Commission approval of both potential organizational structures identified in the Joint Application and would intend to submit a subsequent compliance filing identifying the post-closing organizational structure once finalized.

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

Date: September 24, 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 2

TUS-2-2 Tender Offer/Improved Tender Offer – Has the Tender Offer and/or the Improved Tender Offer occurred? If so, please provide the results of such offers.

Response:

This email confirms that the Tender Offer initiated by Veolia for all outstanding shares of SUEZ was filed by various banks on behalf of Veolia on June 29, 2021. It was cleared by the French Financial Markets Authority ("Autorité des Marchés Financiers" or "AMF") on July 20, 2021 and the offer acceptance period opened on July 29, 2021. The Joint Applicants do not have a fixed date for the end of the Tender Offer. The closing of the Tender Offer is subject to the European Commission having granted its merger control clearance in accordance with Article 6.1.b) of European Commission Regulation No. 139/2004 of January 20, 2004 (See Application, p. 23). Upon satisfaction of the antitrust condition precedent, which is expected to occur in early 4th quarter 2021, the AMF will issue a notice whereby it will inform the market of the closing date of the Tender Offer.

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

Date: September 24, 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 2

TUS-2-3 Other Regulatory/Jurisdictional approval status update – Please provide the updated status of any regulatory approvals required for the proposed transaction to occur, including State Commission approvals in NY, NJ and DE, European Commission approval, Committee on Foreign Investment in the United States (CFIUS), Federal Communication Commission (FCC) and any permitting approvals required from the PA Department of Environmental Protection and the Susquehanna River Commission

Response:

State Regulatory Proceedings

Veolia, SUEZ, Veolia North America, and the respective SUEZ utilities in each state are currently engaged in ongoing discovery and/or settlement negotiations in New York and New Jersey. In Delaware, all parties have reached agreeable settlement terms and are in the process of preparing and finalizing a formal settlement agreement for presentation to the Commission at its October 6, 2021 public meeting.

European Commission

Veolia expects to submit its formal antitrust filing with the European Commission in October 2021.

Committee on Foreign Investment in the United States (CFIUS)

On September 3, 2021, Veolia and SUEZ submitted the required notification with CFIUS regarding the Transaction. CFIUS formally accepted the filing on September 14, 2021. The mandatory CFIUS waiting period will expire on October 14, 2021. The CFIUS initial 45-day review period will conclude no later than October 28, 2021.

Federal Communication Commission (FCC)

The Joint Applicants are in the process of completing the transfer application to the FCC.

Susquehanna River Basin Commission (SRBC)

On August 17, 2021, the SRBC notified the Joint Applicants that the combination of SUEZ and Veolia does not trigger the requirement to submit a transfer application or affect any current dockets or grandfathering certificates (or grandfathering quantities) for water withdrawals. Please see Joint Applicants' response to TUS-2-3, Attachment A.

Pennsylvania Department of Environmental Protection (DEP)

On September 17, 2021, DEP confirmed that the combination of SUEZ and Veolia does not trigger DEP permit transfer requirements for the SUEZ Pennsylvania Utilities' public water system, water allocation, or national pollutant discharge elimination system permits. Please see Joint Applicants' response to TUS-2-3, Attachment B.

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

Date: September 24, 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 2

TUS-2-4 Update regarding the financing of the Engie Transaction and the Tender Offer/Improved Tender Offer – Per page 22 of Attachment E: Transaction financing On October 14, 2020, Veolia Environnement issued deeply subordinated perpetual hybrid notes in euros (€850 million bearing a coupon of 2.25% until the first reset date in April 2026 and €1,150 million bearing a coupon of 2.50% until the first reset date in April 2029). This transaction reinforced the Group's financial structure and was used to refinance the purchase of the 29.9% stake in Suez from Engie, while strengthening its credit ratios. The Public Tender Offer is financed by a bridging loan with a banking syndicate. It is expected that this loan will be refinanced in part by the proceeds from the sale of assets required by the competition authorities, the hybrid bond issue and the issue of shares or securities granting access to the share capital. The aim is to preserve a solid investment grade credit rating while maintaining the extended Group's net financial debt / EBITDA ratio below 3.0x in the medium term, in accordance with the Group's objectives.

Response:

See response to TUS-2-2. The expectation remains that the bridge loan will be refinanced in part by the proceeds from the sale of assets required by the competition authorities, the hybrid bond issue and the issue of shares or securities granting access to the share capital.

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

Date: September 24, 2021



4423 N. Front Street | Harrisburg, PA 17110-1788 | 717.238.0423 | srbc.net | @SRBCnews

Via E-mail and First-Class Mail

August 17, 2021

Michael D. Klein, Esq.
Cozen O'Connor
17 North Second Street
Suite 1410
Harrisburg, PA 17101
mklein@cozen.com

RE: SUEZ-Veolia Transaction, Susquehanna River Basin Commission Opinion Request

Dear Attorney Klein:

I have received your August 3, 2021, letter outlining the corporate changes regarding the facilities owned by SUEZ Water Pennsylvania, Inc. (SWPA). You state that SWPA is a wholly owned subsidiary of SUEZ Water Resources LLC (SWR) and that all SUEZ entities in North America are subsidiaries of SUEZ North America Inc. You indicated that SUEZ and Veolia Environment S.A. (Veolia), including its subsidiary, Veolia North America, Inc. have entered into a combination agreement executed on May 14, 2021. The transaction will result in Veolia becoming the beneficial owner of a controlling interest in SUEZ.

You have asked for my concurrence with your opinion that the transaction described in your letter would not trigger any regulatory action or review of the project, its existing dockets, grandfathering certificates (or grandfathered quantities), or require a transfer application for SWPA projects under the rules and regulations of the Susquehanna River Basin Commission (SRBC). I have reviewed your letter in consultation with the appropriate staff at SRBC. **I conclude that the combination of SUEZ and Veolia, as presented, do not trigger the requirement for SWPA to submit a transfer application or affect its current dockets, grandfathering certificates (or grandfathered quantities) for its water withdrawals.**

Your letter correctly notes that the combination of these companies occurs at the parent company level and that SWPA does not change ownership as contemplated under the SRBC's regulations at 18 CFR §§ 806.3-806.6. You further note that:

- SWPA is approximately five levels removed from the organizational change at the parent level.
- SWPA will retain its current status as a PA public utility corporation with the same corporate structure.
- SWPA will retain its current Employer ID Number.
- SWPA will retain ownership of the projects currently approved by the SRBC as the project sponsor (in Pennsylvania).
- No new filings will be needed with the PA Department of State as part of this transaction.

Michael D. Klein, Esq.

-2-

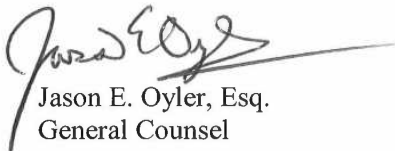
August 17, 2021

You also correctly note that if and when there is any name change to SWPA, the project sponsor must, within 90 days of the name change, request a reissuance of all of the project sponsor's approvals by the SRBC in accordance with 18 CFR § 808.6(c).

This opinion is analyzing the impact of the described corporate transactions on the status of the SWPA's projects, both docketed and grandfathered, with the SRBC. This opinion is based on the facts and analysis provided in your August 3, 2021 letter. Any changes to the transaction or additional facts may change this opinion and analysis. Further, no information was provided and no opinion is given as to whether the project may have lost grandfathering through another mechanism, such as adding a source or increasing the amount of its withdrawal or consumptive use over what is provided for in the applicable regulations.

If you have any further questions regarding this matter, please feel free to contact me.

Sincerely,



Jason E. Oyler, Esq.
General Counsel

cc: Stephen Matzura, Esq., McNeese Wallace & Nurick
Andrew Dehoff
Andrew Gavin
Jeremy Hoffman
Todd Eaby
Curt Sebastian, Esq.

September 17, 2021

Michael D. Klein, Esq.
Cozen O'Connor
17 North Second Street
Suite 1410
Harrisburg, PA 17101
mklein@cozen.com

RE: SUEZ-Veolia Transaction, DEP Opinion Request

Dear Attorney Klein:

In review of the July 9, 2021 inquiry directed to Lisa Daniels, Director of the Bureau of Safe Drinking Water Program, the August 2, 2021 meeting between Pennsylvania Department of Environmental Protection (“PA DEP”) program staff and attorneys, and the subsequent information provided by you and your clients, the PA DEP program staff have concluded that the Combination Agreement involving Veolia Environment S.A. (“Veolia”), Veolia North America Inc., SUEZ S.A. (“SUEZ”), SUEZ Water Pennsylvania Inc., (“SWPA”) and SUEZ Water Bethel Inc. (“SWB”), will not trigger PA DEP permit transfer requirements for SWPA and SWB for the Public Water System (“PWS”), Water Allocation, and National Pollutant Discharge Elimination System (“NPDES”) permits.

You have requested that PA DEP provide a response to your question: whether the Combination Agreement will trigger a permit transfer requirement. In reviewing the materials you provided, and the explanation of the change occurring at the parent company level, PA DEP program staff have concluded that at this time, the Combination Agreement will not change ownership or control as contemplated under PA DEP’s regulations at 25 Pa. Code § 92a.71, 25 Pa. Code § 109.503(b)(2), and the Water Rights Law (32 P.S. §§ 631-641) .

If you have any further questions regarding this matter, please feel free to contact either of us.
Sincerely,

Leda J. Lacomba, Esq.
Assistant Counsel
llacomba@pa.gov

Adam T. Duh, Esq.
Assistant Counsel
aduh@pa.gov

cc: John Hollenbach
Stephen Matzura, Esq.

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 II 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: September 24, 2021



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

VERIFICATION

I, Matthieu Babel, as Vice President Finance for Veolia North America, hereby state that the facts set forth in the Responses to TUS Data Requests Set II, Nos. 2 and 4, 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: 09/23/2021



Matthieu Babel
Vice President Finance
Veolia North America