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*Attorneys for SUEZ Water Idaho Inc.*

**BEFORE THE IDAHO PUBLIC UTILITIES COMMISSION**

**IN THE MATTER OF THE JOINT  
APPLICATION OF SUEZ WATER  
IDAHO AND EAGLE WATER  
COMPANY FOR THE ACQUISITION  
OF EAGLE WATER COMPANY**

**Case Nos. SUZ-W-18-02/  
EAG-W-18-01**

**SUEZ WATER IDAHO INC.'S  
OBJECTIONS TO CITIZENS  
ALLIED FOR INTEGRITY AND  
ACCOUNTABILITY'S FIRST  
PRODUCTION REQUEST TO SUEZ**

SUEZ Water Idaho Inc. (“SUEZ Water Idaho” or “Company”) submits the following objections to Citizens Allied for Integrity and Accountability’s (“CAIA”) First Production Requests dated August 30, 2021.

**BACKGROUND**

Under the Commission’s rules, parties have the right to obtain discovery “of all other parties to the proceeding.” Commission Rule of Procedure 223, IDAPA 31.01.222. The right of discovery does not extend to persons or entities that are not parties to the proceeding.

CAIA submits its production requests to SUEZ Water Idaho, which is a party to the proceeding. Yet its requests seek information related to a “proposed merger of Suez and Veolia” without defining the entities involved in that merger, or the term “Suez” as used in the requests.

SUEZ Water Idaho is an Idaho corporation and is separate and distinct from any parent companies or affiliates. Production requests that seek information from SUEZ Water Idaho's parent companies or affiliates are not proper or permitted in this proceeding under Commission rules.

SUEZ Water Idaho is not obligated to guess at what information CAIA truly seeks; CAIA is obligated to submit precise and accurate discovery requests. However, in a spirit of good faith, for purposes of these objections SUEZ Water Idaho will assume that CAIA's reference to "the proposed merger of Suez and Veolia" refers to what has been publicly described as a transaction ("Transaction") between Veolia Environnement SA, a French *société anonyme* and SUEZ SA, a French *société anonyme*.

### **OBJECTIONS**

SUEZ Water Idaho objects to CAIA's Requests for Production as follows.

**REQUEST NO. 1:** Please state when the proposed merger of Suez and Veolia is anticipated to be completed for US operations.

**OBJECTION TO REQUEST NO. 1:** SUEZ Water Idaho objects to this request on the following bases: the request seeks information outside the knowledge of SUEZ Water Idaho; the request is not reasonably calculated to lead to evidence that is admissible or relevant to this proceeding; the request is not proportional to the needs of the proceeding; the request calls for speculation as to timing of an event that has not occurred; the request is vague—the request seeks that SUEZ Water Idaho answer when the merger "is anticipated to be completed" without specifying by whom such anticipation is or may be held; the request is vague—the request seeks information regarding "the proposed merger of Suez and Veolia" without identifying the entities involved in the stated merger.

To the extent a response is required, and without waiving these objections, please refer to the letter attached as Exhibit 1, which provides notice of the Transaction to the Idaho Public Utilities Commission.

**REQUEST NO. 2:** Please produce any and all documents describing the timeline for the proposed Suez/Veolia merger of US operations.

**OBJECTION TO REQUEST NO. 2:** SUEZ Water Idaho objects to this request on the following bases: the request seeks information outside the knowledge of SUEZ Water Idaho; the request is not reasonably calculated to lead to evidence that is admissible or relevant to this proceeding; the request is not proportional to the needs of the proceeding; the request seeks information that is privileged and confidential; the request is vague and overly broad insofar as it requests “all documents describing the timeline” for the proposed merger.

To the extent a response is required, and without waiving these objections, please refer to the attached letter providing notice of the Transaction to the Idaho Public Utilities Commission.

**REQUEST NO. 3:** Regarding the proposed Suez/Veolia merger, please state what regulatory approvals have been obtained and from what jurisdictions and/or agencies in the United States.

**OBJECTION TO REQUEST NO. 3:** SUEZ Water Idaho objects to this request on the following bases: the request seeks information outside the knowledge of SUEZ Water Idaho; the request is not reasonably calculated to lead to evidence that is admissible or relevant to this proceeding; the request is not proportional to the needs of the proceeding; the request seeks information that is a matter of public record.

**REQUEST NO. 4:** Regarding the proposed Suez/Veolia merger, please state what regulatory approvals are still needed and from what jurisdictions and/or agencies in the United States.

**OBJECTION TO REQUEST NO. 4:** SUEZ Water Idaho objects to this request on the following bases: the request seeks information outside the knowledge of SUEZ Water Idaho; the request is not reasonably calculated to lead to evidence that is admissible or relevant to this proceeding; the request is not proportional to the needs of the proceeding; the request seeks information that is privileged and confidential; the request is vague insofar as it seeks a statement as to “what regulatory approvals are still needed.”

**REQUEST NO. 5:** Regarding the proposed Suez/Veolia merger, please identify unresolved issues or barriers to final approval in the agencies and jurisdictions identified in Request No. 4.

**OBJECTION TO REQUEST NO. 5:** SUEZ Water Idaho objects to this request on the following bases: the request seeks information outside the knowledge of SUEZ Water Idaho; the request is not reasonably calculated to lead to evidence that is admissible or relevant to this proceeding; the request is not proportional to the needs of the proceeding; the request seeks information that is privileged and confidential; the request is vague insofar as it seeks identification of “unresolved issues or barriers to final approval” of various unspecified “agencies and jurisdictions in the United States”; the request seeks statements of opinion not previously written or published.

**REQUEST NO. 6:** Regarding the proposed Suez/Veolia merger, please describe how this merger will impact service to Suez customers in Idaho.

**OBJECTION TO REQUEST NO. 6:** SUEZ Water Idaho objects to this request on the following bases: the request seeks information outside the knowledge of SUEZ Water Idaho; the request is not reasonably calculated to lead to evidence that is admissible or relevant to this proceeding; the request is not proportional to the needs of the proceeding; the request seeks information that is privileged and confidential; the request is vague insofar as it seeks a

prediction of “how this merger will impact service”; the request calls for a description of an opinion; the request calls for a prediction or speculation rather than matters of fact.

To the extent a response is required, and without waiving these objections, please refer to the attached letter providing notice of the Transaction to the Idaho Public Utilities Commission.

**REQUEST NO. 7:** Please produce any documents describing or directing transition procedures for Suez operations in Idaho following the proposed merger with Veolia.

**OBJECTION TO REQUEST NO. 7:** SUEZ Water Idaho objects to this request on the following bases: the request seeks information outside the knowledge of SUEZ Water Idaho; the request is not reasonably calculated to lead to evidence that is admissible or relevant to this proceeding; the request is not proportional to the needs of the proceeding; the request seeks information that is privileged and confidential; the request is vague and overly broad insofar as it seeks “any documents describing or directing transition procedures.”

**REQUEST NO. 8:** If the Suez/Veolia merger is approved, will any customer service call centers be located in Idaho?

**OBJECTION TO REQUEST NO. 8:** SUEZ Water Idaho objects to this request on the following bases: the request seeks information outside the knowledge of SUEZ Water Idaho; the request is not reasonably calculated to lead to evidence that is admissible or relevant to this proceeding; the request is not proportional to the needs of the proceeding; the request seeks a prediction or speculation rather than a matter of fact; the request seeks a statement of opinion not previously written or published.

To the extent a response is required, and without waiving these objections, please refer to the attached letter providing notice of the Transaction to the Idaho Public Utilities Commission.

**REQUEST NO. 9:** If the proposed Suez/Veolia merger is approved, will any customer service call centers be located in the United States?

**OBJECTION TO REQUEST NO. 9:** SUEZ Water Idaho objects to this request on the following bases: the request seeks information outside the knowledge of SUEZ Water Idaho; the request is not reasonably calculated to lead to evidence that is admissible or relevant to this proceeding; the request is not proportional to the needs of the proceeding; the request seeks a prediction or speculation rather than a matter of fact; the request seeks a statement of opinion not previously written or published.

To the extent a response is required, and without waiving these objections, please refer to the attached letter providing notice of the Transaction to the Idaho Public Utilities Commission.

**REQUEST NO. 10:** If the proposed Suez/Veolia merger is approved, please describe how Eagle, Idaho and Ada County customer requests for service will be dispatched and prioritized.

**OBJECTION TO REQUEST NO. 10:** SUEZ Water Idaho objects to this request on the following bases: the request seeks information outside the knowledge of SUEZ Water Idaho; the request is not reasonably calculated to lead to evidence that is admissible or relevant to this proceeding; the request is not proportional to the needs of the proceeding; the request seeks a prediction or speculation rather than a matter of fact; the request seeks a statement of opinion not previously written or published.

To the extent a response is required, and without waiving these objections, please refer to the attached letter providing notice of the Transaction to the Idaho Public Utilities Commission.

**REQUEST NO. 11:** Please identify any anticipated changes to local management and personnel structures following final approval [of] the Suez/Viole [sic] merger.

**OBJECTION TO REQUEST NO. 11:** SUEZ Water Idaho objects to this request on the following bases: the request seeks information outside the knowledge of SUEZ Water Idaho; the request is not reasonably calculated to lead to evidence that is admissible or relevant to this

proceeding; the request is not proportional to the needs of the proceeding; the request seeks a prediction or speculation rather than a matter of fact; the request seeks a statement of opinion not previously written or published.

To the extent a response is required, please refer to the attached letter providing notice of the Transaction to the Idaho Public Utilities Commission.

DATED: September 13<sup>th</sup>, 2021.

A handwritten signature in blue ink, appearing to read "P. N. Carter", is positioned above a horizontal line.

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Michael C. Creamer  
Preston N. Carter  
Givens Pursley LLP  
*Attorneys for SUEZ Water Idaho Inc.*

**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that on the 13<sup>th</sup> day of September, 2021, a true and correct copy of the foregoing document was served on the following in the manner indicated:

Jan Noriyuki  
Commission Secretary  
Idaho Public Utilities Commission  
P.O. Box 83720  
Boise, Idaho 83720-0074  
*IPUC*

by U.S. Mail  
 by Personal Delivery (Original & 3 copies)  
 by Facsimile  
 by E-Mail [secretary@puc.idaho.gov](mailto:secretary@puc.idaho.gov)  
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Preston N. Carter

**EXHIBIT 1**

**EXHIBIT 1**

Commissioner Paul Kjellander  
Commissioner Kristine Raper  
Commissioner Eric Anderson

Jan Noriyuki  
Commission Secretary

Terri Carlock  
Administrator, Utilities Division

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PO Box 83720  
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RE: Merger - Veolia and SUEZ

Dear Commissioners:

This letter is submitted jointly by Veolia Environment SA (“Veolia”), a French *société anonyme* and Veolia North America, Inc. a Delaware corporation and wholly-owned subsidiary of Veolia (“Veolia North America”), SUEZ SA, a French *société anonyme* (“SUEZ”), SUEZ Water Resources LLC, a Delaware limited liability company and parent company for all regulated entities in the United States (“SUEZ Water Resources”), and SUEZ Water Idaho Inc., an Idaho corporation and wholly-owned subsidiary of SUEZ Water Resources (“SUEZ Water Idaho”).

In this letter we are providing a joint notice of the merger of Veolia and SUEZ through a transaction in which Veolia will acquire a majority or all of the outstanding shares of SUEZ through a public tender offer overseen by the French stock market regulatory authority (*Autorité des marchés financier*, or “AMF”). The entities executed a Combination Agreement on May 14, 2021, which sets forth the terms and conditions of the combination of the two companies through the acquisition of SUEZ’s shares via an improved public tender offer filed with the AMF (the “Transaction”).

Veolia, headquartered in Paris, France, is a leading expert in water cycle management, from producing and supplying drinking water to collecting, treating, recovering and recycling wastewater. Through its entities and subsidiaries around the world, Veolia manages 3,362 water production plants and manages 2,737 wastewater treatment plants. Veolia North America is a leading provider of operations management and maintenance services for drinking water and wastewater systems via partnerships with municipal entities.

SUEZ is also headquartered in Paris, France. Its primary business activities include: (1) water management and technology services, including operating municipal water facilities and the manufacturing of water treatment systems, and (2) waste management services, including general waste management, hazardous waste treatment, and other environmental solutions for

industrial and municipal customers. Globally in 2019, SUEZ had more than 80,000 employees worldwide and has operations in all fifty states of the United States, including Idaho. SUEZ Water Resources is the parent company of all of SUEZ's regulated water utilities in the United States, including SUEZ Water Idaho.

SUEZ Water Idaho is a public utility water corporation within the meaning of Idaho public utility statutes, and is duly organized and exists under the laws of the State of Idaho. Its principal place of business is 8248 West Victory Road, Boise, Idaho 83709. SUEZ Water Idaho provides water service to approximately 99,000 customers within its certificated service area in the greater Boise metropolitan area pursuant to Certificate of Public Convenience and Necessity No. 143, as amended.

Veolia and SUEZ have been global leaders in water resource management for over 150 years. By combining the strengths of the two companies, Veolia seeks to cement itself as a global leader in the water and waste management sectors to lead the market in ecological issues and better compete in the global marketplace. By combining the expertise and commercial offerings of both companies in water treatment and water storage, Veolia will accelerate the development of future technological solutions, create value for all stakeholders (including employees, local authorities, customers, and shareholders). Further, Veolia will be able to leverage the combined experience and intellectual capability of the two companies to meet future challenges, including increasing demand for clean water, climate change, and, as demonstrated by the past year, the threats posed by COVID-19 and future potential widespread health crises.

The Combination Agreement provides for Veolia to increase its tender offer for SUEZ's outstanding shares (the "Improved Tender Offer"). Veolia and SUEZ expect the AMF to approve the Improved Tender Offer in late July, after which holders of SUEZ shares will have an opportunity to sell their shares to Veolia at the specified price. This opportunity is expected to continue into November-December 2021. After the AMF reviews and makes public the results of the Improved Tender Offer, Veolia will purchase the shares and pay the holders of those shares, thereby consummating the Transaction. In accordance with French securities law, some additional steps may be taken to allow Veolia to acquire up to 100% of the outstanding shares of SUEZ. The entire Transaction is expected to be completed before the end of the year.

At the conclusion of the Transaction, Veolia will own between just over 50% and all of the shares of SUEZ, giving it control of all SUEZ subsidiaries in the United States, including SUEZ Water Resources and SUEZ Water Idaho. Importantly, there will not be any diminution in the service presently provided by SUEZ Water Idaho to its customers. Moreover, there will not be any immediate changes to SUEZ Water Idaho operations and activities as a result of the Transaction. Over time, Veolia will assess the operations of SUEZ Water Idaho and determine whether any of its best practices, new technologies, and other innovations should be applied or implemented in order to improve service to customers, conserve valuable water resources, or increase operating efficiencies. For example, for the City of Buffalo, New York, Veolia automated the monitoring of the distribution network and treatment plant, improved customer service and call center operations, implemented new asset management and maintenance programs, and developed a process control management plan to schedule and track preventative

maintenance. Veolia also will call upon its worldwide team of experts to help identify, evaluate, and ameliorate system vulnerabilities, if any, and increase the resilience of the water supply system.

Further, the financing for the Transaction will not affect SUEZ Water Idaho water utility customers because no Transaction costs will be allocated to the utility. Veolia also will continue the mechanisms put in place by SUEZ to protect the regulated utilities and their customers from any financial risks associated with the operations and activities of other affiliates and subsidiaries.

The planned acquisition by Veolia of SUEZ does not require Commission approval under the provisions of Idaho Code § 61-328, or any other section of Title 61, since SUEZ is not an electric utility, and since this Transaction involves parent companies far removed from SUEZ Water Idaho, and which are not regulated public utilities under the Idaho public utility law, and since no change is being sought to the Certificate of Public Convenience and Necessity for SUEZ Water Idaho. In the past there have been at least three occasions where there have been upstream changes in stock ownership of one or more of the parent companies of SUEZ Water Idaho, including as recently as 2019. In each of those instances SUEZ provided the Commission with notice of the change in stock ownership of the upstream parent company. In none of those instances was a formal proceeding initiated before the Commission.

If you have any questions or if additional information is needed, please contact either of us.

Sincerely,



Albert Barker

Barker Rosholt & Simpson LLP

Local counsel for Veolia



Preston Carter

Givens Pursley LLP

Local counsel for SUEZ Water Idaho