



Agenda Date: 7/14/21
Agenda Item: 5C

STATE OF NEW JERSEY
Board of Public Utilities
44 South Clinton Avenue, 9th Floor
Post Office Box 350
Trenton, New Jersey 08625-0350
www.nj.gov/bpu/

WATER

IN THE MATTER OF THE JOINT PETITION OF VEOLIA)	ORDER DESIGNATING
ENVIRONNEMENT S.A., VEOLIA NORTH AMERICA,)	COMMISSIONER, SETTING
INC., SUEZ S.A., AND SUEZ WATER NEW JERSEY,)	MANNER OF SERVICE AND
INC., FOR APPROVAL OF A CHANGE OF CONTROL)	BAR DATE AND GRANTING
OF SUEZ WATER NEW JERSEY, INC., AND OTHER)	ADMISSION PRO HAC VICE
RELATED APPROVALS)	
)	DOCKET NO. WM21060909

Parties of Record:

Stefanie A. Brand, Esq., Director, New Jersey Division of Rate Counsel
Kenneth R. Stark, McNeese Wallace & Nurick, LLC, on behalf of Veolia North America, Inc. and Veolia Environnement, S.A.
Stephen B. Genzer, Saul Ewing Arnstein & Lehr, LLP, on behalf of SUEZ Water New Jersey, Inc.

BY THE BOARD:

On June 11, 2021, Veolia Environnement S.A. (“Veolia”), a French société anonyme, Veolia North America, Inc., a Delaware corporation and wholly owned subsidiary of Veolia (“Veolia North America”), SUEZ S.A., a French société anonyme (“SUEZ”), SUEZ Water New Jersey, Inc. (“SWNJ”), a New Jersey corporation (collectively, the “Joint Petitioners”) filed a verified joint petition to obtain approval from the New Jersey Board of Public Utilities (“Board”) pursuant to N.J.S.A. 48:2-51.1, N.J.A.C. 14:1-5.14, and related statutes and regulations for a change in control of SWNJ, a regulated public utility providing utility services in New Jersey. The Joint Petitioners seek the Board’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. As a result of this acquisition, Veolia would acquire a majority control of or all of SUEZ’s equity interests in SUEZ Water Resources, LLC (“SWR”) and its subsidiary, SWNJ (hereinafter, “Transaction”).

The Joint Petitioners assert that the Transaction combines the expertise of Veolia and SUEZ as world leaders in water and wastewater treatment and distribution/collection services that will enable Veolia, on a global level, to accelerate its development of technological solutions to, inter alia, satisfy the need for safe and sufficient supplies of water, and to create value and opportunities for its employees, shareholders, and customers. For New Jersey, the Joint

Petitioners point to benefits including continuation of SWNJ's capital plan, continuation and potential improvements to customer service, continued robust access to the financial markets, and continued enhanced community engagement. Veolia states it also will commit to providing financial support to reduce arrearages caused by the COVID-19 pandemic and to contribute additional funding in light of the hardships imposed by COVID-19 to low-income customers.

Through the Transaction, Veolia will acquire six other regulated water and wastewater utilities held by SUEZ in the United States. These include SUEZ Water New York, Inc., SUEZ Water Idaho, Inc., SUEZ Water Delaware, Inc., SUEZ Water Pennsylvania, Inc., SUEZ Water Bethel, Inc., and SUEZ Water Rhode Island, Inc. The Joint Petitioners represent that in Idaho and Rhode Island, no regulatory approval is required, but Veolia will provide notice of the Transaction to those states' Public Utility Commissions ("PUCs"). Pursuant to the statutes in New York, Delaware, and Pennsylvania, Veolia must also obtain approval from each state's respective PUCs for the transfer of control of a regulated water or wastewater utility.

In pursuing this Transaction, the Joint Petitioners have agreed to complete the Transaction on an expedited basis due to risks to the Transaction associated with receiving approvals in multiple worldwide jurisdictions on different timelines. The Joint Petitioners state that the Transaction requires a high degree of coordination of activities, filings, and approvals in various countries, including the United States and, accordingly, the Joint Petitioners have requested expedited review of the joint petition. The Joint Petitioners are seeking the same expedited treatment from the three other states that require PUC approval of the Transaction.

Along with the filing of the joint petition, Kenneth R. Stark, Esq., an attorney of the State of New Jersey, filed a motion in this matter pursuant to N.J.A.C. 1:1-5.2 to permit the appearances pro hac vice of Adeolu A. Bakare, Esq. and Teresa Harrold, members of the bar of Pennsylvania. By their affidavits, Mr. Bakare and Ms. Harrold represented that they are specialists in the field of energy regulation, associated with Mr. Stark as New Jersey counsel of record, Veolia North America, Inc. and Veolia Environnement, S.A. have requested their representation in this matter, they have paid the fees required by Rules 1:20-1(b) and 1:28-2 and they agree to abide by the other requirements for admission pro hac vice. The motion was not opposed.

DISCUSSION:

Having reviewed the application for admission pro hac vice and the supporting affidavits of Mr. Bakare and Ms. Harrold, the Board agrees that this proceeding involves a complex field of law in which they specialize and have an attorney-client relationship with Veolia North America, Inc. and Veolia Environnement, S.A. Receiving no objections to the motion noticed to the parties, the Board **FINDS** that the affidavits satisfy the conditions for admission pro hac vice, including good cause as set forth in R. 1:21-2(a) - (b), and that proof of payment to the New Jersey Lawyers' Fund for Client Protection of the fees required by Rules 1:20-1 (b) and 1:28-2 was submitted. The Board therefore **GRANTS** the motion for admission of Mr. Bakare and Ms. Harrold to practice before the Board pro hac vice in this proceeding only, provided that they shall:

- (1) Abide by the Board's rules and all applicable New Jersey court rules, including all disciplinary rules;
- (2) Consent to the appointment of the Clerk of the Supreme Court as agent upon whom service of process may be made for all actions against each of them that may arise out of his participation in this matter;
- (3) Notify the Board immediately of any matter affecting their standing at the bar of any other jurisdiction; and

- (4) Have all pleadings, briefs and other papers filed with the Board signed by an attorney of record authorized to practice in this State, who shall be held responsible for them and for the conduct of this case and the admitted attorney therein.


Additionally, by this Order the Board has determined that the joint petition described above should be retained by the Board for hearing and, pursuant to N.J.S.A. 48:2-32, **HEREBY DESIGNATES** President Joseph Fiordaliso as the presiding officer with authority to rule on all motions that arise during the pendency of these proceedings and modify any schedules that may be set as necessary to secure a just and expeditious determination of the issues. Further, the Board **HEREBY DIRECTS** that any entity seeking to intervene or participate in this matter file the appropriate application with the Board by July 28, 2021. Any party wishing to file a motion for admission of counsel, pro hac vice, should do so concurrently with any motion to intervene or participate. President Fiordaliso will render a decision on any motions filed after the issuance of this Order.

In addition, in compliance with the Board's Order in Docket No. EO20030254, all parties are **HEREBY DIRECTED** to serve all documents electronically. No hard copies shall be filed until the Board lifts the restrictions imposed in that Order. The Board further **DIRECTS** Staff to post this Order to the Board's website and that a copy of the Order be served by electronic circulation to the service list.

The effective date of this Order is July 21, 2021.

DATED: 7/14/21

BOARD OF PUBLIC UTILITIES
BY:




JOSEPH L. FIORDALISO
PRESIDENT



MARY-ANNA HOLDEN
COMMISSIONER



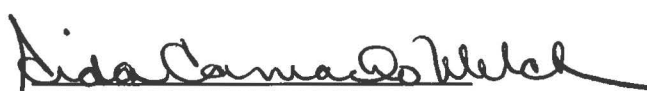
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UPENDRA J. CHIVUKULA
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ROBERT M. GORDON
COMMISSIONER

ATTEST: 

AIDA CAMACHO-WELCH
SECRETARY

IN THE MATTER OF THE JOINT PETITION OF VEOLIA ENVIRONNEMENT S.A., VEOLIA
NORTH AMERICA, INC., SUEZ S.A., AND SUEZ WATER NEW JERSEY, INC.,
FOR APPROVAL OF A CHANGE OF CONTROL OF SUEZ WATER NEW JERSEY, INC.,
AND OTHER RELATED APPROVALS

DOCKET NO. WM21060909

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