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REDACTED

D. Bruce May, Jr.
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November 19, 2008

VIA HAND-DELIVERY

Ms. Ann Cole, Director
Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Boulevard
Betty Easley Conference Center, Room 110
Tallahassee, FL 32399-0850

COMMISSION
CLERK

08 NOV 19 PM 4:50

RECEIVED--FPSC

Re: *In Re: Application for increase in water and wastewater rates in Alachua, Brevard, DeSoto, Highlands, Lake, Lee, Marion, Orange, Palm Beach, Pasco, Polk, Putnam, Seminole, Sumter, Volusia, and Washington Counties by Aqua Utilities Florida, Inc., Docket No. 080121-WS*

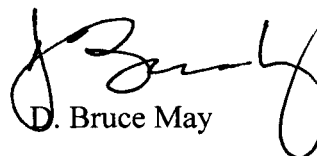
Dear Ms. Cole :

Pursuant to Rule 25-22.006(4), Florida Administrative Code, enclosed for filing on behalf of Aqua Utilities Florida, Inc. ("AUF") are the original and fifteen (15) copies of AUF's Request for Confidential Classification of certain specified confidential, proprietary information set forth in Confidential Exhibit SS-14 to the rebuttal testimony of Stan Szczygiel. A separate, sealed envelope marked "Confidential" contains Composite Exhibit A to the original Request for Confidential Classification. This envelope contains one copy the exhibit with the confidential information subject to the request highlighted in transparent ink. Composite Exhibit B contains two copies of the confidential exhibit with confidential provisions blocked out.

For our records, please acknowledge your receipt of this filing on the enclosed copy of this letter. Thank you for your consideration.

Sincerely,

HOLLAND & KNIGHT LLP



D. Bruce May

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Ann Cole
November 19, 2008
Page 2

DBM:kjg

Enclosures

cc: Ralph Jaeger, Esq.
Katherine Fleming, Esq.
Caroline Klancke, Esq.
Erik Sayler, Esq.
Charles Beck, Esq.
Cecilia Bradley, Esq.
Kimberly A. Joyce, Esq.

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BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Application for increase in water and)
wastewater rates in Alachua, Brevard,)
DeSoto, Highlands, Lake, Lee, Marion,)
Orange, Palm Beach, Pasco, Polk, Putnam,)
Seminole, Sumter, Volusia, and Washington)
Counties by Aqua Utilities Florida, Inc.)

DOCKET NO. 080121-WS

FILED: November 19, 2008

**AQUA UTILITIES FLORIDA, INC.'S
REQUEST FOR CONFIDENTIAL CLASSIFICATION**

Aqua Utilities Florida, Inc. ("AUF"), pursuant to Section 367.156, Florida Statutes, and Rule 25-22.006(4), Florida Administrative Code, respectfully requests that the Florida Public Service Commission (the "Commission") classify as confidential specified confidential information contained on pages two and four of Confidential Exhibit SS-14 to the Rebuttal Testimony of Stan Szczygiel. In support of its request for confidential classification, AUF states:

1. AUF is filing this Request for Confidential Classification contemporaneously with filing the Rebuttal Testimony of Stan Szczygiel. Confidential Exhibit SS-14 to Mr. Szczygiel's Rebuttal Testimony contains the company's Executive Compensation Analysis for 2007 and 2008.

2. Pages 2 and 4 of Confidential Exhibit SS-14 summarize the overall results of AUF's competitive compensation analysis. AUF affirms that this information is intended to be and has been treated by AUF as private and has not been disclosed unless disclosed pursuant to a statutory provision, an order of a court or administrative body, or private agreement that provides that the information will not be released to the public.

3. Pages 2 and 4 of Confidential Exhibit SS-14 are entitled to confidential classification pursuant to Section 367.156, Florida Statutes, which provides that proprietary confidential business information is:

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information, regardless of form or characteristics, which is owned or controlled by the person or company, is intended to be and is treated by the person or company as private in that the disclosure of the information would cause harm to the . . . person or company's business operations, and has not been disclosed unless disclosed pursuant to a statutory provision, an order of court or administrative body, or private agreement that provides that the information will not be released to the public.

§ 367.156(3), Fla. Stat. (2008). Section 367.156(3)(e) further provides that proprietary confidential business information includes "[i]nformation relating to the competitive interests, the disclosure of which would impair the competitive businesses of the provider of the information." § 367.156(3)(3), Fla. Stat. (2008).

4. Pages 2 and 4 of Confidential Exhibit SS-14 contain proprietary confidential business information within the meaning of that term as defined in Section 367.156(3), Florida Statutes.

5. Attached hereto as Exhibit "A" is a separate sealed envelope containing one copy of Confidential Exhibit SS-14 on which the information for which confidential classification is being requested has been highlighted. Attached hereto as Exhibit "B" are two edited copies of Confidential Exhibit SS-14 on which the confidential information has been blocked out by the use of an opaque marker. The edited copies of Confidential Exhibit SS-14 attached as Exhibit "B" to this Request for Confidential Classification may be made available for public inspection.

6. The highlighted information in Exhibit "A" to this Request for Confidential Classification shows the results of AUF's analysis of its executive compensation compared to the utility industry and general industry. This information relates to AUF's competitive interests and, if disclosed, would impair the company's competitive position. This information is exempt from the Florida Public Records Act, and entitled to confidential classification, pursuant to Section 367.156(3)(e), Florida Statutes.

7. AUF requests that the specified confidential information highlighted in Exhibit "A" hereto be classified by the Commission as confidential for the maximum period of 18 months,

and that the unredacted copy of the pages 2 and 4 of Confidential Exhibit SS-14 to the rebuttal testimony of Stan Szczygiel in the envelope marked "Confidential" and attached hereto as Exhibit "A" be returned promptly to AUF upon the closure of this docket.

WHEREFORE, AUF respectfully requests that the information identified as confidential in Exhibit "A" hereto be classified as confidential and exempt from the Public Records Act, Chapter 119, Florida Statutes, and Article I, Section 24(a) of the Florida Constitution.

.Respectfully submitted this 19th day of November, 2008 by:



D. Bruce May, Jr.

Florida Bar No. 354473

Gigi Rollini

Florida Bar No. 684491

Holland & Knight, LLP

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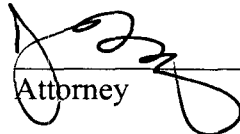
Counsel for Aqua Utilities Florida, Inc.

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing was furnished by hand delivery on
November 19, 2008 to the following:

Charles Beck, Esq.
Stephen C. Reilly, Esq.
Office of Public Counsel
111 West Madison Street
Room 812
Tallahassee, Florida 32399-1400

Ralph Jaeger, Esq.
Katherine Fleming, Esq.
Caroline Klancke, Esq.
Office of General Counsel
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850



Attorney

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CONFIDENTIAL



TOWERS
PERRIN

Aqua America

Executive Compensation Analysis

February 2007

EXHIBIT B

III. Results

Summary of Overall Results

- The table below summarizes the overall results of our competitive compensation analysis; details are provided on the following pages.

Aqua America Variance from the Competitive 50th Percentile			
Market Reference	Base Salary	Total Cash Compensation	Total Direct Compensation
Utility Industry	[REDACTED]	[REDACTED]	[REDACTED]
General Industry	[REDACTED]	[REDACTED]	[REDACTED]

- In general, Aqua America's base salaries, target total cash compensation, and total direct compensation levels are within the competitive range (+/- 15 percent) versus the utility industry 50th percentile data (although below full median rates) and below the competitive range versus the general industry 50th percentile.

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Aqua America

Executive Compensation Analysis

February 2008

III. Results

Summary of Overall Results

- The table below summarizes the overall results of our competitive compensation analysis; details are provided on the following pages.

Aqua America Variance from the Competitive 50th Percentile			
Market Reference	Base Salary	Total Cash Compensation	Total Direct Compensation
Utility Industry (Actual Revenues)			
Utility Industry (Adjusted Revenues)			
Blended			
General Industry			

Notes:

(1) Blended reflects the utility industry (actual revenues) 50th%ile base salary, utility industry (actual revenues) 50th%ile annual incentive, and average of the utility industry (actual revenues) and general industry 50th%ile LTI.

- In general, Aqua America's base salaries, total cash compensation, and total direct compensation levels are within the competitive range (+/- 15 percent) versus the utility industry 50th percentile data based on reported revenues and on a blended basis.
 - Relative to the utility industry data based on adjusted revenue figures, Aqua America is below the 50th percentile competitive range.
 - Aqua America is also below the general industry 50th percentile data.

COMMISSIONERS:
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LISA POLAK EDGAR
KATRINA J. MCMURRIAN
NANCY ARGENZIANO
NATHAN A. SKOP

STATE OF FLORIDA



OFFICE OF COMMISSION CLERK
ANN COLE
COMMISSION CLERK
(850) 413-6770

Public Service Commission

ACKNOWLEDGEMENT

DATE: November 20, 2008

TO: Bruce May, Holland & Knight

FROM: Ruth Nettles, Office of Commission Clerk

RE: Acknowledgement of Receipt of Confidential Filing

This will acknowledge receipt of a CONFIDENTIAL DOCUMENT filed in Docket Number 080121 or, if filed in an undocketed matter, concerning Confidential Exhibit SS-14 to rebuttal testimony testimony of Stan Szczygiel, and filed on behalf of Aqua Utilities Florida Inc. The document will be maintained in locked storage.

If you have any questions regarding this document, please contact Marguerite Lockard, Deputy Clerk, at (850) 413-6770.

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