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D. Bruce May, Jr.
(850) 425-5607
bruce.may@hklaw.com

COMMISSION
CLERK

100330-WS

August 11, 2011

Via Hand-Delivery

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

Re: "Exhibit C" to Aqua Utilities Florida, Inc.'s November 8, 2010, Request for Confidential Classification and Motion for Temporary Protective Order Docket No. PSC-100330-WS

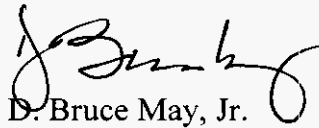
Dear Ms. Cole:

Attached are the original and fifteen (15) copies of the line-by-line justification ("Exhibit C") to Aqua Utilities Florida, Inc.'s Request for Confidential Classification and Motion for Protective Order filed on November 8, 2010.

Please acknowledge receipt of this filing by stamping the extra copy of this letter "filed" and returning the copy to me. Thank you for your consideration and assistance.

Sincerely,

HOLLAND & KNIGHT LLP



D. Bruce May, Jr.

COM _____
APA 3
ECR 9 DBM:gmh
GCL 3
RAD _____
SSC _____
ADM _____
OPC _____
CLK _____

cc: Caroline Klancke
Ralph Jaeger
Hyma Vedula

DOCUMENT NUMBER-DATE

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· Ann Cole
August 11, 2011
Page 2

Patricia Christensen
Kenneth Curtin
Kelly Sullivan
Troy Rendell
Kim Joyce

EXHIBIT "C"

Docket No. 100330-WS

AUF's Request for Confidential Classification (11/8/10)

<u>Section</u>	<u>Page</u>	<u>Line/Field</u>	<u>Justification</u>
<u>Analytical Review Florida Payroll</u>			
7-4	1	Fields: EE ID; Amount; and 2008	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
7-4	2	Fields: EE ID; Amount; 2008; and Increase	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
<u>Analytical Review ASI Payroll</u>			
7-5	1	Fields: Employee Number; First Name; Last Name; Test Year Grand Total; and 2008	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the

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<u>Section</u>	<u>Page</u>	<u>Line/Field</u>	<u>Justification</u>
7-5	2-3	Fields: Employee Number; First Name; Last Name; Test Year Grand Total; and 2008	Florida Constitution. The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
7-5	4	Fields: Employee Number; First Name; Last Name; Test Year Grand Total, 2008; and Increase	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
<u>Analytical Review ACO Payroll</u>			
7-6	1-3	Fields: Employee Number; First Name; Last Name; Test Year Grand Total; and 2008	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
7-6	4	Fields: Employee Number; First Name; Last Name; Test Year Grand Total; Increase; and 2008	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up

<u>Section</u>	<u>Page</u>	<u>Line/Field</u>	<u>Justification</u>
			rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
<u>Board of Directors Minutes</u>			
8	1-10	No redactions	
<u>External Audit Workpaper Notes</u>			
9	1	No redactions	
9	2	Line 24	The redacted information contains sensitive internal assessments of active litigation, the disclosure of which would provide AUF's litigation adversaries and potential adversaries with inappropriate insight into AUF's litigation strategies and thus impair AUF's competitive business to the disadvantage of the utility and its customers. Sensitive pending litigation assessment information of this type has been routinely granted confidential protection by the Commission.
9	3	Line 9	The redacted information contains sensitive internal assessments of active litigation, the disclosure of which would provide AUF's litigation adversaries and potential adversaries with inappropriate insight into AUF's litigation strategies and thus impair AUF's competitive business to the disadvantage of the utility and its customers. Sensitive pending litigation assessment information of this type has been routinely granted confidential protection by the Commission.
<u>Normalization Salary Backup</u>			
40-12	1	Fields: Employee, Reg Total \$ 5/1/2009-4/30/2010; Reg \$ 12 Months At New Rate; Total O.T. \$ 5/1/2009-4/30/2010; and O.T. \$ 12 Months At New Rate	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.

<u>Section</u>	<u>Page</u>	<u>Line/Field</u>	<u>Justification</u>
40-12	2	Fields: Employee; Reg Total \$ 5/1/2009- 4/30/2010; Reg \$ 12 Months At New Rate; Total O.T. \$ 5/1/2009- 4/30/2010; and O.T. \$ 12 Months At New Rate	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
40-12	3	Fields: Employee; Reg Total \$ 5/1/2009- 4/30/2010; Reg \$ 12 Months At New Rate; Total O.T. \$ 5/1/2009- 4/30/2010; and O.T. \$ 12 Months At New Rate	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
40-12	4	Fields: Employee, Reg Total \$ 5/1/2009- 4/30/2010; Reg \$ 12 Months At New Rate; Total O.T. \$ 5/1/2009- 4/30/2010; and O.T. \$ 12 Months At New Rate	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
40-12	5	Fields: Employee; Total Reg Hrs 5/1/2009- 4/30/2010; Reg Total \$ 5/1/2009- 4/30/2010; and Reg \$ 12 Months At New Rate	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and

<u>Section</u>	<u>Page</u>	<u>Line/Field</u>	<u>Justification</u>
			prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
40-12	6	Fields: Employee; Total Reg Hrs 5/1/2009-4/30/2010; Reg Total \$ 5/1/2009-4/30/2010; and Reg \$ 12 Months At New Rate	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
40-12	7	Fields: Employee Terminations; New Hires; Reg \$ Impact Normalization Adj; O.T. \$ Impact Normalization Adj; Total O.T. \$ 5/1/2009-4/30/2010; and O.T. \$ 12 Months At New Rate	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
<u>Change in Rates Employees</u>			
40-12/1	1-6	Fields: Employee, Salary Rate May 1, 2009 March 31, 2010 Non Mkt Inc; Salary Rate Feb 1, 2010 March 31, 2010 Mkt Inc Only; and Salary Rate April 1, 2010 April 30, 2010 AnnualMkt Inc.	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.

<u>Section</u>	<u>Page</u>	<u>Line/Field</u>	<u>Justification</u>
40-12	7	Fields: Employee Terminations; Salary Rate May 1, 2009 March 31, 2010 Non Mkt Inc; and Salary Rate April 1, 2010 April 30, 2010 AnnualMkt Inc.	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
<u>Salary Proforma Backup</u>			
40-13	1-2	Fields: Employee; Salary Rate May 1, 2009- March 31, 2010 Non Mkt Inc; Salary Rate Feb 1, 2010- March 31, 2010 Mkt Inc Only; Salary Rate April 1, 2010- April 30, 2010 Annual Mkt Inc; Reg \$ 12 Months at New Rate; O.T. \$ 12 Months at New Rate; Reg \$ for Proforma Year; O.T. \$ for Proforma Year; and Proforma O.T. \$ Adjustment	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
40-13	3-7	Fields: Employee; Salary Rate May 1, 2009- March 31, 2010 Non Mkt Inc; Salary Rate Feb 1, 2010- March 31, 2010 Mkt Inc Only; Salary Rate April 1, 2010- April 30, 2010 Annual Mkt Inc; Reg \$ 12 Months at New Rate; O.T. \$ 12 Months at New Rate; Reg \$ for	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.

<u>Section</u>	<u>Page</u>	<u>Line/Field</u>	<u>Justification</u>
		Proforma Year; and O.T. \$ for Proforma Year	
<u>FICA Test</u>			
40-14	1-6	Fields: Employee, Salary Rate May 1, 2009- March 31, 2010 Non Mkt Inc; Salary Rate Feb 1, 2010- March 31, 2010 Mkt Inc Only; Salary Rate April 1, 2010- April 30, 2010 Annual Mkt Inc; Reg \$ 12 Months at New Rate; O.T. \$ 12 Months at New Rate; Reg \$ for Proforma Year; O.T. \$ for Proforma Year; and total salary	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
40-14	7	Fields: Employee, Salary Rate May 1, 2009- March 31, 2010 Non Mkt Inc; Salary Rate April 1, 2010- April 30, 2010 Annual Mkt Inc; Reg \$ 12 Months at New Rate; and Proforma Reg \$ Adjustment	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
<u>Service Co. Normalization and Proforma Backup</u>			
40-19/1	1-2	Fields: Employee; First Name; Last Name; Pay Type Regular; Regular - Capital; Bonus; Holiday; Personal Sick/Disability; Vacation; Dividend Equivalent; Opt Out; and ____ Shares ____.	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of

<u>Section</u>	<u>Page</u>	<u>Line/Field</u>	<u>Justification</u>
40-19/1	3 4-6	No redactions Fields: Employee; First Name; Last Name; Grand Total; 2010 Period 3; 2010 Period 4; Actual \$; Adjustment; Normalized Total; and Florida Allocation	privacy guaranteed by Article I, Section 23 of the Florida Constitution. The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
40-19/1	7-9	Fields: Employee; First Name; Last Name; and Pro- Forma 5	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
<u>ACO Normalization and Proforma Backup</u>			
40-19/2	1	Fields: Employee; First Name; Last Name; Actual \$; Adjustment; Normalized Total; and Norm. Adj Florida Allocation	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
40-19/2	2	Fields: Employee; First Name; Last Name; 2010 Period 3; 2010 Period 4;	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from

<u>Section</u>	<u>Page</u>	<u>Line/Field</u>	<u>Justification</u>
		Actual \$; Adjustment; Normalized Total; and Norm. Adj. Florida Allocation	luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
40-19/2	3	Fields: Employee; First Name; Business Card Title Customer Service Representative #; and Actual \$; Adjustment	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
40-19/2	4-6	No redactions	
40-19/2	7-9	Fields: Employee; First Name; Last Name; Pro- Forma 5; Pro-Forma Adjustment; and PF Adj. Florida Allocation	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
<u>Service Benefit Proforma</u>			
40-19/3	1	No redactions	
<u>ACO Benefit Proforma</u>			
40-19/4	1	No redactions	
<u>Market Study Proforma</u>			
40-20	1	Fields: Name and Current Base Pay	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which

<u>Section</u>	<u>Page</u>	<u>Line/Field</u>	<u>Justification</u>
			leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
40-20	2	Fields: 2010 Salary and New Salary	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
	3-4	No redactions	
<u>Market Study Proforma</u>			
40-20/1	1-3	No redactions	
<u>Market Study Proforma</u>			
40-20/2	1-8	No redactions	
<u>Acquisition List</u>			
44-7	1-2	No redactions	
<u>Backup for Pay Rates</u>			
45-4/1	1	Fields: Budgeted Salary; Base Rate; Salary Used; Last Name, First Name; and Dollars; also handwritten notes on pages with totals.	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
45-4/1	2	Fields: Budgeted Salary; Base Rate;	The redacted information contains proprietary employee compensation information which AUF and its parent,

<u>Section</u>	<u>Page</u>	<u>Line/Field</u>	<u>Justification</u>
		Last Name, First Name; and Dollars; also handwritten notes on pages with totals.	Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
45-4/1	3	Fields: Budgeted Salary; Base Rate; Last Name, First Name; Dollars; also handwritten notes on pages with totals	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
45-4/1	4	Fields: Budgeted Salary; Base Rate; Last Name, First Name; and Dollars; also handwritten notes on pages with totals	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
45-4/1	5	Fields: Budgeted Salary; Base Rate; Actual; Last Name, First Name; Dollars; and Total	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover,

<u>Section</u>	<u>Page</u>	<u>Line/Field</u>	<u>Justification</u>
			disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
45-4/1	6	Fields: Budgeted Salary; Base Rate; Last Name, First Name; and Dollars; also handwritten notes on pages with totals	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
45-4/1	7-27	Fields: Budgeted Salary; Base Rate; Last Name, First Name; and Dollars; also handwritten notes on pages with totals	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.

Total Service Salaries That Had Some Time To FL

45-4/1-1	1-2	Fields: Employee First Name; Last Name; Pay Type Regular; Bonus; Holiday; Personal; Sick/Disability; Vacation; Grand Total; and Bonus	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
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Backup for Components

45-4/1-2	1	Fields: Employee;	The redacted information contains proprietary employee
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		2009 Budgeted Salary; Amount Allocated Based on % of Salary Pool; Amount Per Pay; and Amount Per Pay With Paid Time Off	compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
45-4/1-2	2	No redactions	
45-4/1-2	3	Fields: Employee; 2009 Budgeted Salary; Amount Allocated Based on % of Salary Pool; Amount Per Pay; and Amount Per Pay With Paid Time Off	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
45-4/1-2	4-5	No redactions	
45-4/1-2	6	Fields: Employee; Eligible Salary; Rounded; Monthly Amount; Paid Time Off Factor; and Amount Per Pay With Paid Time Off	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
45-4/1-2	7	Fields: Employee; Eligible Salary; Yearly Amount; Amount Per pay; and Amount Per	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which

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		Pay With Paid Time Off	leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
45-4/1-2	8	Fields: Employee; 2009 Budgeted Expenses; Amount Per Pay; Amount Per Pay With Paid Time Off; FirstName; LastName; and QrtOptExp	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
45-4/1-2	9	Fields: Employee; 2009 Budgeted Salary; Amount Allocated Based on % of Salary Pool; Amount Per Pay; and Amount Per Pay With Paid Time Off	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
45-4/1-2	10	No redactions	
45-4/1-2	11	Fields: Employee; Budgeted Expense; Amount Per Pay; Paid Time Off Factor; Amount Per Pay With Paid Time Off; Shares Granted; Price; and 2009 Budgeted Amortization	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation

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			information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
45-4/1-2	12-13	No redactions	
45-4/1-2	14	Line 4 of text at top of page; Fields: Budgeted Salary; Base Rate; Last Name; First Name; and Dollars	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
45-4/1-2	15	Fields: Budgeted Salary; Base Rate; Last Name; First Name; and Dollars	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
<u>Total ACO Payroll</u>			
47-4/1	1-3	Fields: First Name; Last Name; Pay Type Regular; Overtime; Bonus; Dividend Equivalent; and Grand Total	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.

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<u>Florida Payroll</u> 48-3	1-16	Fields: Sum of Amount; Year 2009; 2009 Total; 2010; 2010 Total; and Grand Total	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.
<u>Revised Florida Payroll</u> 48-3/3	1-8	Fields: Rate Band; 2009; 2009 Total; 2010; 2010 Total; and Grand Total	The redacted information contains proprietary employee compensation information which AUF and its parent, Aqua America, Inc. ("Aqua"), treat as strictly confidential to prevent other utility companies from luring their employees away with higher salaries, which leads to salary escalation that in turn would drive up rates. This information is also kept strictly confidential by AUF and Aqua in order to maintain morale and prevent internal disputes among employees that have similar positions but different salaries. Moreover, disclosure of this confidential employee compensation information would violate those employees' rights of privacy guaranteed by Article I, Section 23 of the Florida Constitution.

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