

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

In re: Application of Pennsylvania-American Water Company :  
under Section 1102(a) of the Pennsylvania Public Utility Code, 66 :  
Pa. C.S. § 1102(a), for approval of (1) the transfer, by sale, of :  
substantially all of the Steelton Borough Authority's assets, :  
properties and rights related to its water treatment, transportation, :  
and distribution facilities to Pennsylvania-American Water :  
Company, and (2) the rights of Pennsylvania-American Water :  
Company to begin to offer, render, furnish or supply water service :  
to the public in the Borough of Steelton and a portion of the :  
Township of Swatara, Dauphin County, Pennsylvania. :

Docket No. A-2019-\_\_\_\_\_

In re: Application of Pennsylvania-American Water Company :  
under Section 1329 of the Pennsylvania Public Utility Code, 66 :  
Pa. C.S. § 1329, for approval of the use for ratemaking purposes :  
of the lesser of the fair market value or the negotiated purchase :  
price of the Steelton Borough Authority's assets related to its :  
water treatment and distribution system. :

Docket No. A-2019-\_\_\_\_\_

Petition of Pennsylvania-American Water Company, related to its :  
acquisition of the Steelton Borough Authority's water treatment, :  
transportation and distribution facilities, for approval under :  
Section 1329 of the Pennsylvania Public Utility Code, 66 Pa. C.S. :  
§ 1329, to (i) collect a distribution system improvement charge, :  
(ii) for book and ratemaking purposes, accrue Allowance for :  
Funds Used During Construction for post-acquisition :  
improvements not recovered through the distribution system :  
improvement charge, and (iii) for book and ratemaking purposes, :  
defer depreciation related to post-acquisition improvements not :  
recovered through the distribution system improvement charge. :

Docket No. P-2019-\_\_\_\_\_

In re: Filing by Pennsylvania-American Water Company under :  
Section 507 of the Pennsylvania Public Utility Code, 66 Pa. C.S. :  
§ 507, the Asset Purchase Agreement Between Pennsylvania- :  
American Water Company and the Steelton Borough Authority. :

Docket No U-2019-\_\_\_\_\_

---

**APPLICATION OF PENNSYLVANIA-AMERICAN WATER COMPANY**

---

**TO THE HONORABLE PENNSYLVANIA PUBLIC UTILITY COMMISSION:**

1. By this Application, Pennsylvania-American Water Company (“PAWC” or “Applicant”) hereby respectfully requests that the Pennsylvania Public Utility Commission (“Commission”) issue such Certificates of Public Convenience as necessary to evidence its approval under Section 1102(a) of the Pennsylvania Public Utility Code (“Code”), 66 Pa. C.S. § 1102(a), of: (a) the transfer, by sale, of substantially all of the Steelton Borough Authority’s (“Steelton”) assets, properties and rights related to Steelton’s water treatment, transportation, and distribution facilities (the “Steelton System”) to PAWC; and, (b) PAWC’s right to begin to offer, render, furnish or supply water service in the areas served by Steelton in the Borough of Steelton and in a portion of Swatara Township, Dauphin County, Pennsylvania (including approval to make effective upon closing the *pro forma* tariff supplement attached hereto as **Appendix A-13**).

2. PAWC also respectfully requests that the Commission approve, pursuant to Code Section 1329, 66 Pa. C.S. § 1329: (a) the use for ratemaking purposes of the lesser of the fair market value or the negotiated purchase price of Steelton’s assets related to the Steelton System;<sup>1</sup> (b) collection of a distribution system improvement charge (“DSIC”) related to the Steelton System prior to the first base rate case in which the Steelton System plant-in-service is incorporated into rate base; (c) the accrual of Allowance for Funds Used During Construction (“AFUDC”) for post-acquisition improvements not recovered through the DSIC for book and ratemaking purposes; and, (d) the deferral of depreciation related to post-acquisition improvements not recovered

---

<sup>1</sup> PAWC reserves its right in future proceedings to make rate base claims related to the acquisition as may otherwise be permitted under the Code.

through the DSIC for book and ratemaking purposes. Attached hereto as **Appendix A** is the Commission's current "66 Pa. C.S. § 1329 Application Filing Checklist - Water/Wastewater (Revised March 17, 2017)" ("Section 1329 Checklist") as prepared by the Commission's Bureau of Technical Utility Services pursuant to the Commission's *Final Implementation Order for Implementation of Section 1329 of the Public Utility Code*, Docket No. M-2016-2543193 (Order entered Oct. 27, 2016) ("*Final Implementation Order*"). For the ease of reference and review, the sub-appendices to **Appendix A** (such as **Appendix A-1**, **Appendix A-2**, etc.) correspond directly with the filing requirements listed in the Commission's Section 1329 Checklist. Certain appendices contain proprietary information and are, accordingly, labeled as **CONFIDENTIAL** and filed with the Commission's Secretary under seal.

3. PAWC further requests, pursuant to Code Section 507, 66 Pa. C.S. § 507, the issuance of Certificates of Filing or approval for the Asset Purchase Agreement By and Between Steelton Borough Authority, as Seller, and Pennsylvania-American Water Company, as Buyer, dated as of November 14, 2018 (attached hereto as **Appendix A-24-a**) (the "APA"). The APA is marked "**CONFIDENTIAL**".

4. The name and address of the Applicant is:

Pennsylvania-American Water Company  
800 West Hersheypark Drive  
Hershey, PA 17033

5. The names and addresses of PAWC's attorneys are:

Susan Simms Marsh, Esquire  
Pennsylvania-American Water Company  
800 West Hersheypark Drive  
Hershey, PA 17033  
(717) 531-3208  
[susan.marsh@amwater.com](mailto:susan.marsh@amwater.com)

Elizabeth Rose Triscari, Esquire  
Pennsylvania-American Water Company  
800 West Hersheypark Drive  
Hershey, PA 17033  
(717) 520-4606  
[elizabeth.triscari@amwater.com](mailto:elizabeth.triscari@amwater.com)

The Applicant's attorneys are authorized to receive all notices and communications regarding this Application.

6. PAWC is a regulated public utility corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, and is engaged in the business of collecting, treating, storing, supplying, distributing and selling water to the public, and collecting, treating, transporting and disposing of wastewater for the public. Water and wastewater services are furnished by PAWC to the public in a service territory encompassing more than 400 communities across the Commonwealth with a combined population of over 2,400,000. A description of PAWC's existing certificated water and wastewater service territory is found in **Appendix B**, along with a detailed corporate history, outlining all of the mergers, acquisitions and consolidations, which have created PAWC as it exists on the date of this Application.

7. Steelton is a municipal water authority, organized by the Borough of Steelton in accordance with the Municipality Authorities Act, 53 Pa. C.S. §5601, et seq., with its offices located at 123 North Front Street, Steelton, Pennsylvania. Steelton owns and operates the Steelton System, providing water service to the public in the Borough of Steelton and a portion of Swatara Township (the "Service Area"), in Dauphin County, Pennsylvania.

8. As of November 30, 2018, Steelton furnishes water service to 2,472 customers including 2,289 residential, 124 commercial, 13 industrial, 34 institutional, 11 municipal, and one bulk sales customer connection.

9. As of November 30, 2018, PAWC furnishes water service to approximately 659,930 residential, commercial, industrial, municipal, and bulk customers in Pennsylvania. As of November 30, 2018, PAWC furnishes wastewater service 65,076 customers.

10. PAWC's acquisition of Steelton's water treatment, transportation and distribution facilities, (the "Transaction"), further defined below, will confer benefits upon the long-term financial health of Steelton, while ensuring that its residents receive safe, adequate, and reliable water service at just and reasonable rates.

**A. TRANSFER, BY SALE, OF ALL OF STEELTON'S ASSETS, PROPERTIES AND RIGHTS RELATED TO THE STEELTON SYSTEM TO PAWC (OTHER THAN THE EXCLUDED ASSETS)**

Summary of the Transaction

11. Steelton has entered into the APA, along with detailed schedules, with PAWC to sell all of Steelton's assets, properties and rights relating to the Steelton System (other than the Excluded Assets, as defined by the APA).

12. The Transaction will be completed in accordance with the APA.

13. Among other things, the APA: (i) requires PAWC and Steelton to complete the Transaction after receipt of all governmental approvals (including from this Commission) and the satisfaction of all conditions precedent; (ii) requires PAWC to assume certain contracts; (iii) requires PAWC initially to adopt Steelton's rates in effect at the time of closing of the Transaction (see *pro forma* tariff supplement attached hereto as **Appendix A-13**); and, (iv) sets forth rates for the Service Area that will be fair to both Steelton's current customers and PAWC's current customers.<sup>2</sup>

---

<sup>2</sup> The rate commitments set forth in the APA do not fall within the definition of a "rate stabilization plan" as defined by 66 Pa. C.S. § 1329 because PAWC has not made any commitments to control rates beyond Closing as set forth in the APA. See Direct Testimony of John Cox, Appendix A-14, PAWC Statement No. 3.

### Applicable Legal Standards

14. Under Code Section 1103, 66 Pa. C. S. §1103, the Applicant must demonstrate that PAWC is legally, technically, and financially fit. *Seaboard Tank Lines v. Pa. Pub. Util. Comm'n*, 502 A.2d 762, 764 (Pa. Cmwlth. 1985); *Warminster Township Mun. Auth. v. Pa. Pub. Util. Comm'n*, 138 A.2d 240, 243 (Pa. Super. 1958). As a currently certificated public utility, PAWC's fitness is presumed by law to be continuing. *See e.g., South Hills Movers, Inc. v. Pa. Pub. Util. Comm'n*, 601 A.2d 1308, 1310 (Pa. Cmwlth. 1992).

15. The Commission may issue a certificate of public convenience upon a finding that “the granting of such certificate is necessary or proper for the service, accommodation, convenience, or safety of the public.” 66 Pa. C.S. § 1103(a). PAWC will “affirmatively promote the service, accommodation, convenience, or safety of the public in some substantial way.” *City of York v. Pa. Pub. Util. Comm'n*, 449 Pa. 136, 151, 295 A.2d 825, 828 (1972). The “substantial public interest” standard is satisfied by a simple preponderance of the evidence of benefits. *Popowsky v. Pa. Pub. Util. Comm'n*, 594 Pa. 583, 611, 937 A.2d 1040, 1057 (2007).

16. Code Section 1329 establishes a voluntary process whereby the acquiring public utility and the selling municipality may choose to have the fair market value of the assets established through independent appraisals conducted by Utility Valuation Experts (“UVEs”). For ratemaking purposes, the valuation will be the lesser of the fair market value or the negotiated purchase price. 66 Pa. C.S. § 1329.

17. Code Section 1329 also allows, as a matter of law, the acquiring public utility (i) to collect a DSIC for the Service Area prior to the first base rate case in which the Service Area plant-in-service is incorporated into rate base, (ii) to accrue AFUDC for post-acquisition improvements not recovered through the DSIC for book and ratemaking purposes, and (iii) to defer depreciation related to post-acquisition improvements not recovered through the DSIC for book and ratemaking

purposes. In order to obtain this ratemaking treatment, the acquiring public utility must produce certain documents and information as required by the Commission in the context of a future base rate proceeding. 66 Pa. C.S. § 1329; *see Final Implementation Order*.

18. Code Section 507, 66 Pa. C.S. § 507, requires that contracts between a public utility and a municipal corporation, except for contracts to furnish service at a regular tariffed rate, be filed with the Commission at least 30 days before the effective date of the contract. The Commission acknowledges the contract by issuing a certificate of filing unless it decides to institute proceedings to determine whether there are any issues with the reasonableness, legality, or any other matter affecting the validity of the contract. Should the Commission initiate proceedings, the contract or agreement is not effective until the Commission grants its approval. 66 Pa. C.S. § 507.

#### Background Financial Information

19. Attached hereto is the audited internal balance sheet of Steelton as of December 31, 2017 (**Appendix C**), and PAWC's audited balance sheet as of December 31, 2017 (**Appendix D**).

20. Attached hereto is the audited income statement of Steelton for the 12 months ended December 31, 2017 (**Appendix E**), and PAWC's audited income statement for the 12 months ended December 31, 2017 (**Appendix F**).

21. All the annual reports, tariffs, certificates of public convenience, applications, securities certificates and similar documents filed with this Commission by PAWC and its predecessors are made a part hereof by reference.

#### Terms and Impact of the Transaction

22. As noted above, this Application seeks, among other things, approval of the transfer to PAWC of all of the assets, properties and rights of the Steelton System (other than the Excluded Assets, as defined by the APA) (**Appendix A-24-a**) (**CONFIDENTIAL**).

23. PAWC and Steelton are not affiliated with each other.

24. The Transaction is, and was negotiated, at arm's length.

25. Attached hereto as **Appendix G** is a *pro forma* balance sheet of PAWC as of December 31, 2017, giving effect to the transfer.

26. Attached hereto as **Appendix H** is a *pro forma* consolidated income statement of PAWC and Steelton for the 12 months as of the dates noted in Paragraph 19 above.

27. Attached hereto as **Appendix I** is a certified copy of the resolutions adopted by the Board of Directors of PAWC authorizing the execution of the APA and the consummation of the proposed transfer.

28. Attached hereto as **Appendix J** is a copy of Steelton's resolutions (2018-AR-01) approving the sale of the water system assets to PAWC and (2018-AR-02) approving the execution of an asset purchase agreement for the sale of the water system assets.

Transaction's Effect on Service and Rates and Other Affirmative Benefits

29. The Transaction will have no detrimental effect on the service provided to PAWC's existing customers or the water customers transferred to PAWC by Steelton.

30. The Transaction will have a beneficial effect on the water customers of Steelton. They will receive the benefit of PAWC's experience in managing and operating water and wastewater systems, which will result in efficiencies impacting rates in a beneficial way, and improvements in the service to the customers to be transferred. PAWC's existing water and wastewater customers will benefit, in part, because the Transaction will expand the customer base over which existing costs are recovered, thereby stabilizing or reducing per-customer costs over the long-term.



31. The Transaction is in the public interest, will provide affirmative public benefits of a substantial nature, and satisfies the applicable standard of Code Section 1103, 66 Pa. C.S. § 1103, for, among other, the following reasons:

a. PAWC has the managerial, technical and financial capabilities and fitness to safely and adequately operate the Steelton System in compliance with the Code, the Pennsylvania Clean Streams Law (35 P.S. §§ 691.1-691.801), and other requisite regulatory requirements, and to make improvements, as needed, on a short- and long-term basis;

b. The acquisition will further the Commission's goal of regionalization. *See* 52 Pa. Code § 69.721(a). The Steelton System will become part of a larger organization that is more viable from a costs and rates standpoint and is committed to providing improved service in the future;

c. The transferred water customers will be served by a large, financially-sound company that has the capability to finance necessary capital additions. Given its size, access to capital and its recognized strengths in system planning, capital budgeting and construction management, PAWC is well-positioned to ensure that high quality water service meeting federal and state requirements is provided to Steelton's customers and maintained for PAWC's existing customers;

d. The transferred water customers will benefit from enhanced customer service in a number of areas, such as, but not limited to, additional bill payment options, extended customer service and call center hours, customer information and education programs, and PAWC's customer assistance program;

e. PAWC provides water service in the geographic proximity of the Steelton System and PAWC's existing water certificated service territory creates opportunities for functional and operational consolidation, and associated efficiencies and cost savings. The

Steelton System will be operated and managed in conjunction with PAWC's existing "Central Area Operations";

32. The Transaction will have no immediate effect on the rates for service to be charged to PAWC's existing customers. With regard to the water customers to be transferred by Steelton, PAWC will -- as shown in the *pro forma* tariff submitted with this Application as **Appendix A-13** -- adopt Steelton's customer and water consumption charges existing at the time of closing of the Transaction. Steelton's current rates and PAWC's proposed rates are shown on **Schedule 6.04** of **Appendix A-24-a**. Additionally, immediately following closing of the Transaction, the customers in the Service Area will be subject to PAWC's prevailing water tariff on file with, and as approved by, the Commission with respect to all rates other than the customer charge (known under PAWC's current tariff as "monthly service charge") and consumption charge, including but not limited to reconnection fees, late payment fees and the like, as well as non-rate related terms and conditions of service, including but not limited to, billing frequency, termination procedures, and the like. PAWC respectfully requests approval from the Commission to make effective, upon closing of the Transaction, its existing rules and regulations regarding conditions of service as revised with the proposed changes shown on the *pro forma* tariff supplement attached hereto as **Appendix A-13**.

33. Steelton embarked on the sale and monetization of Steelton's assets to provide its water customers with the best prospect for stable rates in the face of potential capital and operating expenditures required to be made to maintain the Steelton System and comply with environmental requirements. After an extensive request for proposal process, PAWC emerged as the successful bidder based on Steelton's assessment of PAWC's knowledge and expertise in operating water and wastewater services in the Commonwealth at reasonable rates. This is a substantial and material benefit of the Transaction, along with enabling Steelton officials to better anticipate potential deficits and take proactive steps to address any expected shortfalls. The negotiated

purchase price is memorialized in Article III of the APA attached hereto as **Appendix A-24-a [CONFIDENTIAL]**. Steelton's potential ability to mitigate its financial situation through the satisfaction of its debt associated with the Steelton System is a material benefit of the Transaction.

**B. THE RIGHTS OF PAWC TO OFFER, RENDER, FURNISH OR SUPPLY WATER SERVICE TO THE PUBLIC IN THE BOROUGH OF STEELTON AND A PORTION SWATARA TOWNSHIP, DAUPHIN COUNTY, PENNSYLVANIA.**

34. Steelton currently provides water service to approximately 2,472 customers in the Service Area.

35. Steelton provides water service directly to the public in the same territory as PAWC's applied-for service territory, which is shown on the maps in **Appendix A-16-a through A-16-h** and is further described in that appendix.

36. No corporation, partnership or individual other than Steelton is now furnishing or has corporate or franchise rights to furnish service similar to that to be rendered by PAWC in the territory covered by this Application, and no competitive condition will be created. As part of this Application, PAWC has requested approval to acquire, by purchase, all of the assets, properties and rights of the Steelton System (other than the Excluded Assets, as set forth in the APA). Upon closing of the Transaction, Steelton will permanently discontinue all water service to the public.

37. The estimated annual revenues and expenses of PAWC in the Service Area are set forth in **Appendix K**.

**C. FAIR MARKET VALUATION UNDER CODE SECTION 1329**

38. **Appendix A** and related Section 1329 Checklist appendices satisfy the filing requirements of the Code Section 1329, the *Final Implementation Order*, and the Section 1329 Checklist. The Section 1329 appendices correspond directly with the numbered requirements of the Section 1329 Checklist (e.g., **Appendix A-1** [Requirement No. 1], **Appendix A-2** [Requirement No. 2], etc.).

39. The fair market valuation reports of the seller's and buyer's UVEs are contained in **Appendix A-5** (with electronic working documents included at **Appendix A-4**). Buyer's UVE's written direct testimony in support of its report is set forth in **Appendix A-14**.<sup>3</sup>

40. PAWC's other written direct testimony in support of this Application can also be found in **Appendix A-14**.

41. As PAWC has strictly followed the requirements of Code Section 1329, the *Final Implementation Order*, and the Section 1329 Checklist, the Application should be deemed perfected within the 10-day review period and PAWC should be permitted to: (a) use for ratemaking purposes the lesser of the fair market value or the negotiated purchase price of the Steelton assets related to the Steelton System; (b) collect a DSIC related to the Service Area prior to the first base rate case in which the Service Area plant-in-service is incorporated into rate base; (c) accrue AFUDC for post-acquisition improvements not recovered through the DSIC for book and ratemaking purposes; and, (d) defer depreciation related to post-acquisition improvements not recovered through the DSIC for book and ratemaking purposes.

#### **D. FILING OF CONTRACTS PURSUANT TO CODE SECTION 507**

42. The APA, because it is between PAWC and a municipal corporation, is required to be filed with the Commission under 66 Pa. C.S. § 507. The APA is attached hereto as **Appendix A-24-a [CONFIDENTIAL]**. This agreement is reasonable and otherwise lawful. PAWC requests that the Commission issue Certificates of Filing or otherwise approve the agreement attached at **Appendix A-24-a [CONFIDENTIAL]**, for the reasons described in detail in the

---

<sup>3</sup> PAWC is submitting direct testimony of Steelton's Borough Manager and Steelton's UVE as a courtesy to the parties. PAWC's submission of this testimony should not be considered support for or sponsoring of such testimony. PAWC anticipates that Steelton will intervene in this matter and will submit the direct testimony of its UVE. PAWC reserves its right to submit rebuttal testimony regarding Steelton's testimony as appropriate.

testimony of Scott D. Fogelsanger, PAWC Statement No. 1, **Appendix A-14**, if the Commission deems that Certificates of Filing or approval for such agreement is necessary under 66 Pa. C.S. § 507.

**E. NOTICE**

43. As evidenced by the Certificate of Service accompanying this Application, PAWC is serving copies of this filing by hand-delivery on the Office of Consumer Advocate, the Office of Small Business Advocate, and the Commission's Bureau of Investigation and Enforcement. Once the Application is reviewed and accepted by Commission Staff, PAWC will serve copies of the Application upon the municipal entities required to be provided with copies by the Commission's regulations at 52 Pa. Code § 3.501(f) and by the Section 1329 Checklist and upon the Pennsylvania Department of Environmental Protection ("DEP") Central Office. Similarly, notice will be published in local newspapers of general circulation. Additionally, in compliance with *McCloskey v. Pa. Pub. Util. Comm.*, 1627 C.D. 2017 (Pa. Cmwlth. October 11, 2018),<sup>4</sup> PAWC will provide individualized customer notice over a 30-day period via bill insert to all of its customers. Steelton will provide individualized customer notice to all of its customers via direct mailer. Forms of these notices are attached as **Appendix A-18-D**. Upon completion of notice to PAWC's and Steelton's customers, PAWC will file a verification at this docket that the individualized customer notice has been completed.

---

<sup>4</sup> A Petition for Allowance of Appeal has been filed with the Pennsylvania Supreme Court. As of this date, the Pennsylvania Supreme Court has not decided whether to allow the appeal.

## F. CONCLUSION AND REQUEST FOR RELIEF

WHEREFORE, Pennsylvania-American Water Company respectfully requests that the Pennsylvania Public Utility Commission approve the Application and order that:

(a) such Certificates of Public Convenience be issued as necessary to evidence its approval under 66 Pa. C.S. § 1102(a) of (i) the transfer, by sale, of substantially all of the Steelton Borough Authority's assets, properties and rights related to its water treatment, transportation, and distribution facilities to Pennsylvania-American Water Company, and (ii) Pennsylvania-American Water Company's right to begin to offer, render, furnish or supply water service in the Borough of Steelton and a portion of Swatara Township, Dauphin County, Pennsylvania;

(b) the *pro forma* tariff supplement attached hereto as **Appendix A-13**, including all rates, rules and regulations regarding conditions of Pennsylvania-American Water Company's water service as revised herein, be permitted to become effective immediately upon closing of the transaction;

(c) pursuant to 66 Pa. C.S. § 1329, Pennsylvania-American Water Company be permitted to use for ratemaking purposes the lesser of the fair market value or the negotiated purchase price of the assets purchased pursuant to the Transaction;

(d) pursuant to 66 Pa. C.S. § 1329, Pennsylvania-American Water Company be permitted to collect a distribution system improvement charge prior to the first base rate case in which the Service Area plant-in-service is incorporated into rate base;

(e) pursuant to 66 Pa. C.S. § 1329, Pennsylvania-American Water Company be permitted to accrue Allowance for Funds Used During Construction for post-acquisition improvements not recovered through the distribution system improvement charge for book and ratemaking purposes;

(f) pursuant to 66 Pa. C.S. § 1329, Pennsylvania-American Water Company be permitted to defer depreciation related to post-acquisition improvements not recovered through the distribution system improvement charge for book and ratemaking purposes;

(g) pursuant to 66 Pa. C.S. § 507, Certificates of Filing or approval be issued for the Asset Purchase Agreement By and Between Steelton Borough Authority, as Seller, and Pennsylvania-American Water Company, as Buyer, Dated as of November, 14, 2018 (attached hereto as **Appendix A-24-a**) (**CONFIDENTIAL**);

(h) the issuance of any other approvals or certificates of public convenience that are appropriate, customary, or necessary under the Code to carry out the Transaction contemplated in this Application in a lawful manner.

Respectfully submitted,



Susan Simms Marsh, Esquire (PA ID 44689)  
Pennsylvania-American Water Company  
800 West Hersheypark Drive  
Hershey, PA 17033  
(717) 531-3208  
[susan.marsh@amwater.com](mailto:susan.marsh@amwater.com)

Elizabeth Rose Triscari, Esquire (PA ID 306921)  
Pennsylvania-American Water Company  
800 West Hersheypark Drive  
Hershey, PA 17033  
(717) 520-4606  
[elizabeth.triscari@amwater.com](mailto:elizabeth.triscari@amwater.com)

Date: January 2, 2019

Attorneys for *Pennsylvania-American Water Company*