



August 13, 2018

VIA E-FILE

David P. Zambito

Direct Phone 717-703-5892
Direct Fax 215-989-4216
dzambito@cozen.com

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor North
Harrisburg, PA 17120

Re: In re: Application of SUEZ Water Pennsylvania Inc. 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 Township of Mahoning's assets, properties and rights related to its water distribution system to SUEZ Water Pennsylvania Inc., and (2) the rights of SUEZ Water Pennsylvania Inc. to begin to offer or furnish water distribution service to the public in portions of the Townships of Mahoning, Cooper and Valley, Montour County, Pennsylvania; Docket No. A-2018-3003519

In re: Application of SUEZ Water Pennsylvania Inc. 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 Township of Mahoning's assets, properties and rights related to its wastewater collection and conveyance system to SUEZ Water Pennsylvania Inc., and (2) the rights of SUEZ Water Pennsylvania Inc. to begin to offer or furnish wastewater collection and conveyance service to the public in portions of the Townships; Docket No. A-2018-3003517

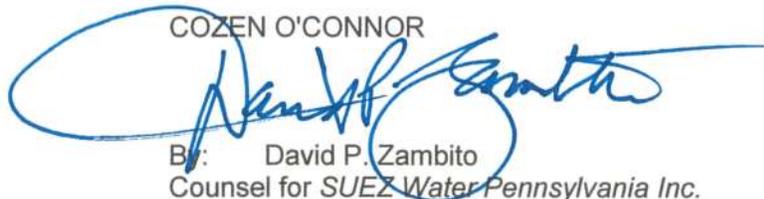
Dear Secretary Chiavetta:

Enclosed for filing with the Commission is SUEZ Water Pennsylvania Inc.'s Motion to Consolidate in the above-referenced matter. Copies have been served upon the parties in accordance with the attached Certificate of Service.

If you have any questions regarding this filing, please direct them to me. Thank you for your attention to this matter.

Sincerely,

COZEN O'CONNOR



By: David P. Zambito
Counsel for SUEZ Water Pennsylvania Inc.

DPZ:kmg
Enclosure

cc: Per Certificate of Service
John D. Hollenbach

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

In re: Application of SUEZ Water Pennsylvania Inc. 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 Township of Mahoning's assets, :
properties and rights related to its water distribution system to : Docket No. A-2018-3003519
SUEZ Water Pennsylvania Inc., and (2) the rights of SUEZ :
Water Pennsylvania Inc. to begin to offer or furnish water :
distribution service to the public in portions of the Townships :
of Mahoning, Cooper and Valley, Montour County, :
Pennsylvania :

and

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properties and rights related to its wastewater collection and : Docket No. A-2018-3003517
conveyance system to SUEZ Water Pennsylvania Inc., and :
(2) the rights of SUEZ Water Pennsylvania Inc. to begin to :
offer or furnish wastewater collection and conveyance service :
to the public in portions of the Townships :

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing Motion to Consolidate on behalf of SUEZ Water Pennsylvania Inc., upon the parties, listed below, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a party).

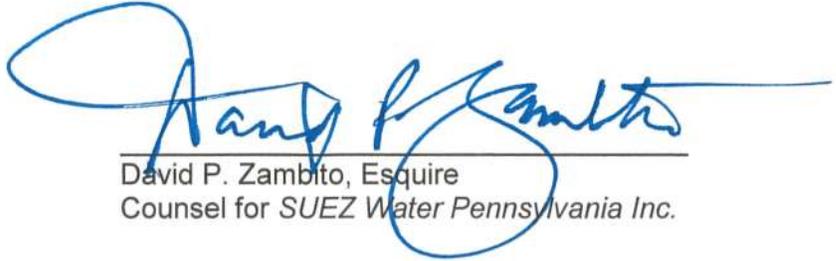
VIA E-MAIL AND FIRST CLASS MAIL

Ryan M. Tira Esquire
McNerney Page Vanderlin & Hall
433 Market Street
Williamsport, PA 17701
Counsel for *Township of Mahoning*

Scott Granger, Esquire
Carrie Wright, Esquire
Pennsylvania Public Utility Commission
Bureau of Investigation & Enforcement
400 North Street, Second Floor West
Harrisburg, PA 17120
Counsel for *Pennsylvania Public Utility
Commission- Bureau of Investigation and
Enforcement*

Christine Maloni Hoover, Esquire
Office of Consumer Advocate
Forum Place, 5th Floor 555 Walnut Street
Harrisburg, PA 17101-1923
Counsel for *Office of Consumer Advocate*

John R. Evans
Office of Small Business Advocate
300 North Second Street, Suite 202
Harrisburg, PA 17101
Counsel for *Office of Small Business Advocate*



David P. Zambito, Esquire
Counsel for *SUEZ Water Pennsylvania Inc.*

Date: August 13, 2018

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

In re: Application of SUEZ Water Pennsylvania Inc. under :
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or furnish wastewater collection and conveyance service to :
the public in portions of the Townships :

NOTICE TO PLEAD

Pursuant to 52 Pa. Code § 5.103, you are hereby notified that you have twenty (20) days from the service of the enclosed Motion to Consolidate of SUEZ Water Pennsylvania Inc. ("SWPA") to file an Answer to the Motion to Consolidate. All pleadings, such as an answer, must be filed with the Secretary of the Pennsylvania Public Utility Commission, with a copy served to counsel for SWPA, and, where applicable, the Administrative Law Judge presiding over the case.

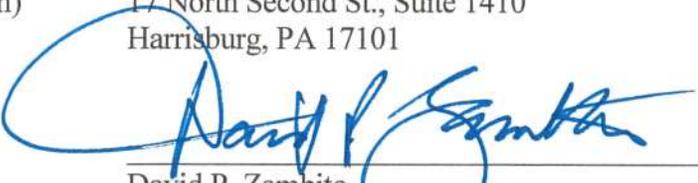
File with:

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor (Filing Room)
P.O. Box 3265
Harrisburg, PA 17105-3265

Dated: August 13, 2018

With a copy to:

David P. Zambito (PA ID #80017)
Jonathan P. Nase (PA ID #44003)
Cozen O'Connor
17 North Second St., Suite 1410
Harrisburg, PA 17101



David P. Zambito
Counsel for SUEZ Water Pennsylvania Inc.

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Administrative Law Judge Joel H. Cheskis

In re: Application of SUEZ Water Pennsylvania Inc. 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 :
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or furnish wastewater collection and conveyance service to :
the public in portions of the Townships :

**MOTION TO CONSOLIDATE OF
SUEZ WATER PENNSYLVANIA INC.**

AND NOW COMES SUEZ Water Pennsylvania Inc. (“SWPA”), by and through its
counsel, Cozen O’Connor, pursuant to 52 Pa. Code § 5.81, to file this Motion to Consolidate
 (“Motion”) the above-referenced matters. In support thereof, SWPA avers and argues as follows:

I. Introduction and Summary

1. On July 20, 2018, SWPA filed an application pursuant to Sections 507, 1102 and 1329 of the Pennsylvania Public Utility Code (“Code”), 66 Pa. C.S. §§ 507, 1102 and 1329, to acquire the water distribution system (“Water System”) currently owned by the Township of Mahoning (“Mahoning”). This filing was assigned Docket Number A-2018-3003519. This Application was accepted by the Commission by Secretarial Letter dated August 8, 2018.

2. Also on July 20, 2018, SWPA filed an application pursuant to Sections 507, 1102 and 1329 of the Code, 66 Pa. C.S. §§ 507, 1102 and 1329, to acquire the wastewater collection and conveyance system (“Wastewater System”) currently owned by Mahoning. This filing was assigned Docket Number A-2018-3003517. This Application was accepted by the Commission by Secretarial Letter dated August 8, 2018.

II. Motion to Consolidate

3. SWPA respectfully requests that the Administrative Law Judge consolidate the proceedings at the above-referenced docket numbers because the proceedings involve common questions of law and fact.

4. In terms of common questions of fact, both applications concern a single transaction between SWPA and Mahoning. Pursuant to an Asset Purchase Agreement dated April 20, 2018, SWPA is purchasing both the Water System and the Wastewater System (collectively, the “Systems”) from Mahoning for a total purchase price of \$9.5 million.

5. In terms of common questions of law, both cases seek Commission approval of SWPA’s acquisition of utility assets from Mahoning pursuant to Sections 507, 1102 and 1329 of the Code. As a result, both cases will involve the following questions of law:

a. Whether SWPA is legally, technically and financially fit to own and operate the Systems presently owned by Mahoning;

b. Whether granting a certificate of public convenience for the proposed acquisition of the Systems is necessary or proper for the service, accommodation, convenience or safety of the public;

c. Whether the proposed acquisition of the Systems will affirmatively promote the public interest in some substantial way; and

d. Whether SWPA should be permitted to assume certain contracts with municipalities in connection with the proposed acquisition.

6. Considering the common questions of law and fact, consolidating these proceedings would promote administrative efficiency and conserve scarce resources for the Commission and the parties.

7. Failing to consolidate these proceedings would present a risk of inconsistent decisions. For example, SWPA and Mahoning agreed to determine the fair market value of the Systems pursuant to the provisions of 66 Pa. C.S. § 1329. SWPA and Mahoning therefore each hired a utility valuation expert (“UVE”) to determine the fair market value of the Water System and the Wastewater System. The amount that SWPA can place into rate base in its next water and/or wastewater rate base proceeding, as a result of the acquisition of the Water System and the Wastewater System, will be determined in the instant proceeding, based on the lesser of the purchase price and the average of the two UVE valuations. 66 Pa. C.S. § 1329(c)(2). If the two applications are adjudicated separately, the amount that SWPA can place into rate base might be based on the purchase price in one case and the average of the two UVE valuations in the other.

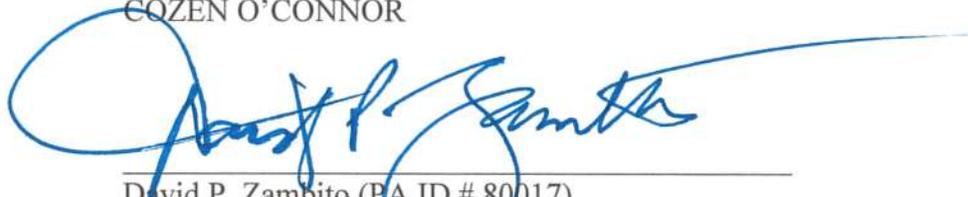
8. Before filing this Motion, counsel for SWPA shared a draft of the Motion with counsel for the Office of Consumer Advocate (“OCA”), the Bureau of Investigation and Enforcement (“I&E”) and Mahoning.¹ Those attorneys authorized the undersigned counsel to represent that they have no objection to the Motion, so long as all parties, the ALJ and the Commission recognize that OCA and I&E are not waiving any rights to any positions any party may take in these docketed proceedings, whether consolidated or not.

III. CONCLUSION

WHEREFORE, for the foregoing reasons, SUEZ Water Pennsylvania Inc. requests that the Commission consolidate the proceedings at Docket Nos. A-2018-3003517 and A-2018-3003519.

Respectfully submitted,

COZEN O’CONNOR



David P. Zambito (PA ID # 80017)
Jonathan P. Nase (PA ID # 44003)
Cozen O’Connor
17 North Second Street, Suite 1410
Harrisburg, PA 17101
Phone: (717) 703-5892
Email: dzambito@cozen.com
jnase@cozen.com

Dated: August 13, 2018

Counsel for *SUEZ Water Pennsylvania Inc.*

¹ Counsel for SWPA also contacted the Office of Small Business Advocate, and was told that said Office did intend to become a party to these proceedings.

VERIFICATION

I, Jonathan P. Vase, hereby state that the facts set forth above are true and correct to the best of my knowledge, information and belief and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

Date: 8-13-2018

Jonathan P. Vase