

SUEZ WATER PENNSYLVANIA INC.

On January 23, 1993, the Dallas Water Company, Inc. changed its name to General Waterworks of Pennsylvania, Inc. (“GWW of Pa.”). Effective December 31, 1993, Dauphin Consolidated Water Supply Company, Bloomsburg Water Company and Mechanicsburg Water Company merged into GWW of Pa. (A-210013F0003). On March 20, 1995, GWW of Pa. changed its name to United Water Pennsylvania Inc. This name change arose as a consequence of the merger between GWC Corporation, parent of General Waterworks Corporation, and United Water Resources. On July 17, 2008, the Commission approved the merger of Gaz de France and SUEZ, the corporate parent of United Water Pennsylvania Inc. (A-210013 - F0017). The Commission issued a Certificate of Public Convenience permitting United Water Pennsylvania Inc. to change its name to SUEZ Water Pennsylvania Inc. effective November 23, 2015 (A-210013).

SUEZ maintains four operations as follows:

Harrisburg Operation. SUEZ - Harrisburg Operation was originally incorporated under Pennsylvania law on June 9, 1903 as Dauphin Consolidated Water Supply Company, as a merger of the following companies, all of which were incorporated in 1901: Citizens Water Company of Dauphin Borough, Citizens Water Supply Company of Susquehanna Township, and Citizens Water Company of Middle Paxton Township. On February 6, 1903, the Pennsylvania Railroad Company organized the Enola Water Company for the purpose of constructing a water supply system in East Pennsboro Township, Cumberland County. On April 14, 1905, the railroad company organized the Progress Water Supply Corporation to construct a water supply system in Susquehanna Township, Dauphin County. In 1905, the Pennsylvania Railroad Company purchased the capital stock of Dauphin Consolidated Water Supply Company and, subsequently

Dauphin Consolidated Water Supply Company acquired the two water companies which had been organized by the railroad. In 1918, the domestic distribution system, adjacent to the northern limits of Harrisburg, was sold to the City of Harrisburg (the "City"), shortly following the annexation of that area by the City. In 1992, the domestic water system in Enola, East Pennsboro Township was sold to Riverton Water Company. In 1939, the company sold 4,420 acres of land in Clarke Valley to the City of Harrisburg for use as a new source of supply for the City.

The territory served and the plant in service of Dauphin Consolidated Water Supply Company was enlarged as a result of the following mergers and acquisitions:

- (a) Merger with Harrisburg Suburban Water Company, approved by the PUC on December 23, 1962 (A-90814);
- (b) Merger with Hummelstown Water Supply Company, approved by the PUC on March 8, 1965 (A-91942);
- (c) Acquisition of certain waterworks facilities owned by Watcopa, Inc., approved by the PUC on December 13, 1965 (A-92718);
- (d) Merger with the Marysville Water Company approved by the PUC on April 14, 1969 (A-95002);
- (e) Merger with Highspire Water Supply Company, approved by the PUC on March 29, 1977 (A-96469);
- (f) Linglestown Water Company - purchased 1986;
- (g) Newberry Water Company - purchased 1985; and
- (h) Edgemont Water system - purchased 1990.

Dallas Operation. SUEZ - Dallas Operation was formed by the merger of three (3) former companies of Dallas Water Company, Inc.: Harvey's Lake Water Company, Inc., Noxen Water Company, Inc. and Shavertown Water Company, Inc. On January 26, 1993, the PUC at Docket

No. A-210013F002 approved the name change from Dallas Water Company, Inc. to General Waterworks of Pennsylvania, Inc.

The predecessor companies of General Waterworks of Pennsylvania, Inc. were acquired by General Waterworks Corporation on May 16, 1990 in accordance with the PUC's Order entered on April 18, 1990 at Docket No. A-210013. The companies were acquired from Eastern Gas and Water Investment Company with principal offices at that time in King of Prussia, Pennsylvania. The company, known at that time as Dallas Water Company, can trace its incorporation back to August 21, 1893. Noxen Water Company can trace its date of incorporation back to May 12, 1922. The date of Harvey's Lake Water Company incorporation is unknown. On September 24, 2009, the Commission issued a Certificate of Public Convenience approving the Joint Application of United Water Pennsylvania Inc. and the Brown Manor Water Company for the acquisition by United Water of the water system assets of Brown Manor; and the right of United to begin to offer, render, furnish and supply water service to the public in a portion of Kingston Township, Luzerne County, Pennsylvania. (A-2009-2120406)

Bloomsburg Operation. SUEZ - Bloomsburg Operation was originally incorporated in 1877 as the Bloomsburg Water Company and then incorporated under the laws of Pennsylvania on September 5, 1879, as a private company servicing the Township of Bloomsburg. In the intervening years, the original company expanded through conventional development to serve outlying areas. In July 1986, the company was acquired by General Waterworks Corporation. PUC approval was granted by Order entered October 21, 1993 at Docket No. A-210013F0003. Effective December 31, 1993, the Bloomsburg Water Company was merged with and into General Waterworks of Pennsylvania, Inc., as an operating property of that company. In 2000, United Water Pennsylvania Inc. acquired the waterworks property of the Nuremberg and Scenic Knolls

divisions of National Utilities, Inc. in Schuylkill County, Pennsylvania. (A-210013.F.0010 and F.0011; A-210043F.2003). In 2018, SUEZ Water Pennsylvania Inc. received authority to serve an additional portion of Montour Township, Columbia County and a portion of Cooper Township, Montour County (A-2017-2626908).

Mechanicsburg Operation. SUEZ - Mechanicsburg Operation was originally incorporated in 1854 as the Mechanicsburg Gas and Water Company. In the intervening years the original company expanded through conventional development to service its growing service area. In 1954, the company was acquired by General Waterworks Corporation. The company continued to grow and in 1989 acquired the Grantham Water Company adding approximately 520 customers to the company's service area. In 2000, the company acquired Center Square Water Co., which provided water service in Upper Allen Township, Cumberland County. The Commission then approved the right of United Water Pennsylvania Inc. to offer, render, furnish or supply water service to the public in additional portions of Upper Allen Township, and the abandonment by Center Square Water Co. of all water service to the public. (A-210390F5000; A-210013F0012: A-210390F2000).

The following is a brief description of the territory SUEZ serves by municipality, approximate population and type of service it provides.

Harrisburg Operation. SUEZ - Harrisburg Operation serves domestic, commercial and industrial customers and furnishes public and private fire protection service to a population approximating 85,000 in Dauphin County in the Boroughs of Dauphin, Highspire, Hummelstown, Paxtang and Pennbrook (portion) and in the Townships of Derry (portion), Lower Paxton, Lower Swatara (portion), Middle Paxton, South Hanover (portion), Susquehanna (portion) and Swatara;

in York County in Newberry Township (portion); in Perry County in the Borough of Marysville, the Township of Rye (portion) and Penn Township (portion); in Cumberland County in East Pennsboro (portion). In 1986, the company purchased Linglestown Water Company in Lower Paxton Township, Dauphin County and Newberry Water Company in Newberry Township, York County. Then in 1990 the company purchased Edgemont Water System located in Susquehanna Township, Dauphin County. In 2008, the company purchased the water system assets of the Perry County Economic Development Corporation, in Penn Township, Perry County. (A-210013F0018)

Dallas Operation. SUEZ - Dallas Operation served domestic, commercial and industrial customers and furnishes private fire protection for a population of approximately 9,500 in Luzerne County, Boroughs of Dallas, Harvey's Lake -Village of Shaverstown and vicinity - Township of Dallas - Township of Kingston Lake Township - Lehman Township; Wyoming County - Township of Noxen -Village of Noxen and vicinity.

Bloomsburg Operation. SUEZ - Bloomsburg Operation serves domestic, commercial and industrial customers and furnishes public and private fire protection service to a population of approximately 23,000 in Columbia County - Town of Bloomsburg - Scott Township, South Centre Township - Hemloch Township (portion), Montour Township (portion); Montour County - Cooper Township (portion); the Village of Nuremberg, Township of North Union, Schuylkill County, Pennsylvania.

Mechanicsburg Operation. SUEZ - Mechanicsburg Operation serves domestic, commercial and industrial customers and furnishes public and private fire protection service for a population of approximately 17,500 in Cumberland county - the Borough of Mechanicsburg - Upper Allen Township (portion) - Lower Allen Township (portion) - Silver Spring Township

(portion) - Hampden Township (portion) - Monroe Township (portion) - York County - Monaghan Township (portion) - Fairview Township (portion) - Newberry Township (portion) - Carroll Township (portion).