August 24, 2018

Docket Nos. A-2018-3004108 & A-2018-3004109

Utility Codes 210104 & 212955

Anthony C Decusatis

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1701 market street

philadelphi PA 19103-2921

RE: Joint Application of Aqua Pennsylvania, Inc., and its Subsidiary, Superior Water Company, Inc. at Docket Nos. A-2018-3004108 & A-2018-3004109

Dear Attorney DeCusatis:

On August 17, 2018, Aqua Pennsylvania, Inc. and Superior Water Company, Inc. filed the above-referenced documents with the Public Utility Commission. For the Commission to complete its analysis of the filings, responses to the attached data requests are required. Please forward the requested information to the Commission within 10 working days of the date of this letter.

Please send all responses to the Secretary of the Commission at the following address:

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|  |
| Secretary, Pennsylvania Public Utility Commission |
| 400 North Street, 2nd Floor  Harrisburg, Pennsylvania 17120 |

All documents requiring notary stamps must have original signatures. Some responses may be e-filed at <http://www.puc.pa.gov/efiling/default.aspx>. A list of allowable e-filing document types is available at <http://www.puc.pa.gov/efiling/DocTypes.aspx>.

**Please note that your answers must be verified per 52 Pa Code § 1.36.** Accordingly, you must provide the following statement with your responses:

*I,* [print name of appropriate company representative], *hereby state that the facts above set forth 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).*

Signature

Title

Date

Please contact the below staff person if any problem should arise that prevents a full response within ten working days or if any clarification of these data requests is needed. Please mark the materials “CONFIDENTIAL” in bold or highlighted manner if any of the requested information is deemed to be of a confidential nature.

In addition, to expedite completion of the application, please send a copy of the information to Clinton McKinley via e-mail at cmckinley@pa.gov or by fax (717) 787-4750. Please also direct any questions to Clinton McKinley, in the Bureau of Technical Utility Services, Water/Wastewater Division at telephone number (717) 783-6161. Thank you in advance for your cooperation.

 Sincerely,

Rosemary Chiavetta

Secretary

Enclosure

cc: Tanya McCloskey, Office of Consumer Advocate (w/enclosure)

John Evans, Office of Small Business Advocate (w/enclosure)

Richard Kanaskie, PUC Bureau of Investigation and Enforcement (w/enclosure)

Note: Please restate the data request prior to providing a response. In addition, provide the name and title of the person(s) providing the response and/or information for each data request.

1. The Application of Superior Water Company, Inc. (Superior) at Docket No. A‑2015‑2472473 (2015 Merger) enabled Superior to merge with SWC Acquisition Corp., a subsidiary of Aqua America, and become the surviving entity. Please identify if an Agreement and Plan of Merger was or will be executed for Superior to merge with Aqua Pennsylvania, Inc. (Aqua) and provide a copy of this agreement.
2. Please provide organizational charts showing the effect of the proposed transaction on Aqua’s organizational structure before and after the transaction.
3. Please quantify the rate making rate base being assigned to the acquired assets of Superior and identify if Aqua completed an original cost study of the water system assets or if it relied on the records of Superior to determine original cost.
4. Please explain the effect of the proposed transaction on Aqua’s capital structure over the next 5 years.
5. Please explain the proposed transaction’s effect on any existing Aqua and Superior affiliated interest agreements.
6. Page 6 of the filing identifies that Aqua’s requested territory includes “the territory currently served by Superior.” Please confirm Aqua’s requested territory is identical to Superior’s certificated service territory.
7. Please provide evidence Aqua’s requested service territory matches Superior’s certificated service territory (i.e., provide a map and written description of the requested territory).
8. Paragraph 14 of the filing indicates benefits of the proposed transaction include time and resource savings and administrative efficiency. Please quantify the estimated immediate and long-term impact of time and resource savings and administrative efficiencies on customer rates.