

**Application of Pennsylvania-American Water Company for Acquisition of
the Wastewater Assets of Upper Pottsgrove Township
66 Pa. C.S. § 1329
Application Filing Checklist – Water/Wastewater
Docket No. A-2020-3021460**

1. Transmittal letter with caption and statement that the filing is pursuant to 66 Pa. C.S. § 1329.

RESPONSE: See enclosed transmittal letter from Elizabeth Rose Triscari, Esquire with caption and statement that the filing is pursuant to 66 Pa. C.S. § 1329.



Elizabeth Rose Triscari

Director, Corporate Counsel

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November 24, 2020

CONTAINS CONFIDENTIAL APPENDICES

VIA ELECTRONIC FILING

Ms. Rosemary Chiavetta, Secretary
Commonwealth of Pennsylvania
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120

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 Upper Pottsgrove Township's assets, properties and rights related to its wastewater collection and conveyance system to Pennsylvania-American Water Company, and (2) the rights of Pennsylvania-American Water Company to begin to offer or furnish wastewater service to the public in Upper Pottsgrove Township, Montgomery County and a portion of Douglass Township, Berks County - Docket No. A-2020-3021460, *et al*

Dear Secretary Chiavetta:

Enclosed for filing with the Pennsylvania Public Utility Commission ("Commission") are the above-referenced application and related filings of Pennsylvania-American Water Company ("PAWC") for its acquisition of the Upper Pottsgrove Township ("Township") assets, properties and rights related to the Township's wastewater collection and conveyance system ("System"). This filing is made pursuant to Sections 507 (related to filing of contracts with municipal corporations), 1102 (related to certificates of public convenience), and 1329 (related to determination of fair market value for ratemaking purposes) of the Pennsylvania Public Utility Code ("Code"), 66 Pa. C.S. §§ 507, 1102, 1329.

Copies of the Application have been served upon the public advocates in accordance with the attached Certificate of Service and in accordance with the Commission's *Final Supplemental Implementation Order* entered February 28, 2019 at Docket No. M-2016-2543193. Due to the current closure of the Commission's offices as a result of the COVID-19 pandemic, the **CONFIDENTIAL** related filings will be uploaded to the Commission's SharePoint site instead of a hard copy being hand-delivered for filing, as instructed by the Secretary's office.

Also enclosed on behalf of PAWC as part of the Section 1329 filing requirements are the Direct Testimonies and accompanying exhibits of the following:

1. Direct Testimony of Scott D. Fogelsanger, Senior Manager of Business Development, Pennsylvania-American Water Company (**PAWC Statement No. 1**)
2. Direct Testimony of Michael J. Guntrum, PE, Senior Project Engineer, Pennsylvania-American Water Company (**PAWC Statement No. 2**)
3. Direct Testimony of Rod P. Nevirauskas, Senior Director Rates and Regulatory, American Water Works Service Company (**PAWC Statement No. 3**)
4. Direct Testimony of Jerome C. Weinert, Principal and Director, AUS Consultants, Inc, Pennsylvania-American Water Company Utility Valuation Expert (**PAWC Statement No. 4**)

In addition, as directed by the *Final Supplemental Implementation Order*, PAWC is submitting the following direct testimony and accompanying exhibits on behalf of the Township. PAWC's submission of this testimony should not be considered support for or sponsoring of such testimony. PAWC anticipates that the Township will intervene in this matter and will sponsor its direct testimony and exhibits.

1. Direct Testimony of Trace Slinkerd, Chairman, Board of Commissioners, Upper Pottsgrove Township (**UP Statement No. 1**) and;
2. Direct Testimony of Harold Walker, III, Manager, Financial Studies, Gannett Fleming Valuation and Rate Consultants, LLC on behalf of Upper Pottsgrove Township (**UP Statement No. 2**)

Copies of this prepared direct testimony and accompanying exhibits can be found at **Appendix A-13-a and A-13-b (Upper Pottsgrove Township)** and **Appendix A-14-a and A-14-b (PAWC)** of the Application.

In compliance with Code Section 507, 66 Pa. C.S. §507, PAWC has also included a copy of the Asset Purchase Agreement ("APA") for this transaction. This agreement can be found at **Appendix A-24-a (CONFIDENTIAL)** of the Application. The APA has been marked Confidential and disclosure of such information could cause competitive harm to PAWC.

Additionally, the map of the System, **Appendix A-16-f** is being filed as a **CONFIDENTIAL** as are portions of **Appendix A-4.1** due to **CONFIDENTIAL** attachments.

Finally, PAWC has deliberately and thoughtfully chosen today's filing date, in anticipation of a final Commission order at the Public Meeting scheduled for August 5, 2021. PAWC's proposed timeline assumes the following approximate dates:

- 11/24/20 PAWC Files Application
- 1/06/21 TUS Conditionally Accepts PAWC Application for Filing via Secretarial Letter (Conditioned on Completion of Notice Requirements) setting a deadline for protests or petitions to intervene.
- 2/16/21 PAWC Provides Verification of Notice Completion to PUC Secretary/TUS
- 2/18/21 PAWC Application Officially Accepted for Filing via PUC Secretarial Letter /PUC Submits Notice to PA Bulletin for Publication
- 3/06/21 PA Bulletin Notice of PAWC Application
- 4/05/21 End of PAWC Application Protest / Intervention Period
- 8/05/21 PUC Final Action at Public Meeting

Thank you for your attention to this matter. Please do not hesitate to contact me if you have any questions.

Sincerely,



Elizabeth Rose Triscari

jrh

enclosures

cc: Attached Certificate of Service (*via overnight mail*)
Sean Donnelly, Bureau of Technical Utility Service (*via overnight mail*)