

<p>Pennsylvania Public Utility Commission 66 Pa. C.S. § 1329 Application Filing Checklist – Water/Wastewater</p>

In re: Application of Pennsylvania-American Water Company under Sections 1102(a) and 1329 of the Pennsylvania Public Utility Code, 66 Pa C.S. §§ 1102(a) and 1329, for approval of (1) the transfer, by sale, to Pennsylvania-American Water Company, of substantially all of the assets, properties and rights related to the wastewater collection and treatment system owned and operated by Towamencin Township and Towamencin Municipal Authority, and (2) the rights of Pennsylvania-American Water Company to begin to offer or furnish wastewater service to the public in the Township of Towamencin and portions of the Townships of Franconia, Lower Salford and Worcester and the Borough of Lansdale, all in Montgomery County, Pennsylvania

Docket No. A-2023-3039900 et al.

Circle No or Yes for each item. If yes, identify the document, section, and page number containing the item as found within the filing including appropriate cross-reference of duplicate documents. If no, provide a detailed explanation of why the information is not included in the filing.

Red Font indicates all, or some parts of the Response are **CONFIDENTIAL**

1.	Transmittal letter with caption and statement that the filing is pursuant to 66 Pa. C.S. § 1329.	No	<input checked="" type="radio"/> Yes	Appendix A-1
2.	Verification form that is signed by an officer or authorized employee of the company, is dated, and accurately references the case.	No	<input checked="" type="radio"/> Yes	Appendix A-2
3.	Certificate of Service indicating that a complete copy of the application with exhibits was served by registered or certified mail, return receipt requested, or by hand delivery, upon the statutory advocates (OCA, OSBA) and the Bureau of Investigation and Enforcement. ¹	No	<input checked="" type="radio"/> Yes	Appendix A-3
4.	Provide responses to Section 1329 Application Standard Data Requests, including electronic working documents (i.e., Excel spreadsheets) for all the filing’s schedules, studies, and working papers to the extent practicable.	No	<input checked="" type="radio"/> Yes	Appendix A-4 Appendix A-4.1 (SDR) Appendix A-4.2 (Gannett Fleming) Appendix A-4.3 (Scott Madden)

¹ See Notes on last page of this Checklist; filers will be instructed to also serve other parties when the application is accepted.

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5.	Provide copies of two independent appraisals by separate utility valuation experts for use in establishing the fair market value of the Selling Utility.	No	<input checked="" type="radio"/> Yes	Appendix A-5 Appendix A-5.1 (Gannet Fleming) Appendix A-5.2 (Scott Madden)
6.	State the purchase price of the seller as agreed to by the buyer and seller. ²	No	<input checked="" type="radio"/> Yes	Appendix A-6
7.	State the total fees paid to the utility valuation experts for providing the completed appraisals for the acquisition and provide documentation, i.e., the valuation service agreement and all associated invoices, supporting the subject fee amounts.	No	<input checked="" type="radio"/> Yes	Appendix A-7
8.	Buyer and Seller Verification Statements:			Appendix A-8
	a. Provide a verification statement of the Buyer that its utility valuation expert was selected by the Buyer.	No	<input checked="" type="radio"/> Yes	Appendix A-8-a
	b. Provide a verification statement of the Seller that its utility valuation expert was selected by the Seller.	No	<input checked="" type="radio"/> Yes	Appendix A-8-b
9.	Utility Valuation Expert Verification Statements:			Appendix A-9
	a. Buyer Utility Valuation Expert has no affiliation with the buyer or seller	No	<input checked="" type="radio"/> Yes	Appendices A-9.1 and A-9.2
	b. Buyer Utility Valuation Expert determined fair market value in compliance with the most recent edition of the Uniform Standards of Professional Appraisal Practice as of the date of the report employing the cost, market, and income approaches.	No	<input checked="" type="radio"/> Yes	Appendices A-9.1 and A-9.2
	c. Buyer Utility Valuation Expert applied applicable jurisdictional exceptions to the submitted appraisal.	No	<input checked="" type="radio"/> Yes	Appendices A-9.1 and A-9.2
	d. Seller Utility Valuation Expert has no affiliation with the buyer or seller	No	<input checked="" type="radio"/> Yes	Appendices A-9.1 and A-9.2
	e. Seller Utility Valuation Expert determined fair market value in compliance with the most recent edition of the Uniform Standards of Professional Appraisal Practice as of the date of the report employing the cost, market, and income approaches.	No	<input checked="" type="radio"/> Yes	Appendices A-9.1 and A-9.2
	f. Seller Utility Valuation Expert applied applicable jurisdictional exceptions to the submitted appraisal.	No	<input checked="" type="radio"/> Yes	Appendices A-9.1 and A-9.2

² “Seller” refers to the selling municipality; “buyer” refers to the acquiring entity.

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10.	Estimated or, if available, actual transaction and closing costs incurred by the buyer that will be included in its rate base.	No	<input checked="" type="radio"/> Yes	Appendix A-10
11.	State the ratemaking rate base as required in 66 Pa. C.S. § 1329 and specify whether it is based on either the fair market value determined by the valuation experts or the asset purchase price.	No	<input checked="" type="radio"/> Yes	Appendix A-11
12.	Provide a proposed tariff containing a rate equal to the existing rates of the seller at the time of the acquisition and a rate stabilization plan, if applicable to the acquisition.	No	<input checked="" type="radio"/> Yes	Amended Appendix A-12
13.	Seller Testimony	No	<input checked="" type="radio"/> Yes	Appendix A-13
	a. Provide seller direct testimony supporting the application, if any.	No	<input checked="" type="radio"/> Yes	Appendix A-13-a.i and a.ii <ul style="list-style-type: none"> • Auth. St. No. 1 • Amended Twp. St. No. 1
	b. Provide seller UVE direct testimony.	No	<input checked="" type="radio"/> Yes	Appendix A-13-b <ul style="list-style-type: none"> • Twp. St. No. 2
14.	Buyer Testimony:	No	<input checked="" type="radio"/> Yes	Amended Appendix A-14
	a. Provide buyer direct testimony supporting the application.	No	<input checked="" type="radio"/> Yes	Appendix A-14-a <ul style="list-style-type: none"> • PAWC St. No. 1 • Amended PAWC St. No. 2 • PAWC St. No. 3
	b. Provide buyer UVE direct testimony.	No	<input checked="" type="radio"/> Yes	Appendix A-14-b <ul style="list-style-type: none"> • PAWC St. No. 4
15.	Plant in Service:			
	a. Provide an inventory of the used and useful plant assets to be transferred. Identify separately any utility plant that is held for future use. ³	No	<input checked="" type="radio"/> Yes	Appendix A-15-a
	b. Provide a list of all non-depreciable property such as land and rights-of-way.	No	<input checked="" type="radio"/> Yes	Appendix A-15-b

³ The inventory is to be developed from available records, maps, work orders, debt issue closing documents funding construction projects, and other sources to ensure an accurate listing of utility plant by utility account.

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	c. State the DEP-permitted productive or treatment capacity of sources or treatment facility and the pipe sizes and material used for construction for all transmission and distribution or collection facilities.	No	<input checked="" type="radio"/> Yes	Appendix A-15-c
	d. State the elevations of major facilities and service areas.	No	<input checked="" type="radio"/> Yes	Appendix A-15-d
	e. State the approximate time schedule for installation of the various component facilities.	No	<input checked="" type="radio"/> Yes	Appendix A-15-e
	f. State the tentative journal entries for booking the acquisition.	No	<input checked="" type="radio"/> Yes	Appendix A-15-f
16.	Map of Service Area - provide a scalable map or plan of suitable scale highlighting the boundaries of the proposed service area that includes:	No	<input checked="" type="radio"/> Yes	Appendix A-16
	a. The extent of the proposed service area with any existing adjoining service areas identified.	No	<input checked="" type="radio"/> Yes	Appendix A-16-a through e
	b. A north arrow depicting map orientation.	No	<input checked="" type="radio"/> Yes	Appendix A-16-a through e
	c. A written description of the boundaries for the service territory utilizing bearing angles and distances.	No	<input checked="" type="radio"/> Yes	Appendix A-16-a through e
	d. Size of the service territory area in terms of acres or square miles.	No	<input checked="" type="radio"/> Yes	Appendix A-16-a through e
	e. Identification and depiction of all municipal boundaries relative to the service area.	No	<input checked="" type="radio"/> Yes	Appendix A-16-a through e
	f. Depiction of the location or route of the waterworks or wastewater collection, treatment or disposal facilities.	No	<input checked="" type="radio"/> Yes	Amended Appendix A-16-f
17.	Customers:			
	a. State the seller’s actual number of customers by class and quantify the related consumption or gallons treated in the current calendar year and future number of connections anticipated for the next 5 years and, if available, the next 10 years.	No	<input checked="" type="radio"/> Yes	Appendix A-17-a
	b. Buyer shall demonstrate its ability to provide adequate water supply, treatment, storage and distribution or adequate wastewater collection, treatment or disposal capacity to meet present and future customer demands.	No	<input checked="" type="radio"/> Yes	Appendix A-17-b
	c. For water system acquisitions, quantify the number of public and private fire hydrants.	No	<input checked="" type="radio"/> Yes	Appendix A-17-c
18.	Rates:			
	a. State the current rates of the seller.	No	<input checked="" type="radio"/> Yes	Amended Appendix A-18-a

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	b. Provide a copy of the seller’s current rules and regulations for service.	No	<input checked="" type="radio"/> Yes	Appendix A-18-b
	c. Provide a proposed tariff or tariff supplement showing the rates, proposed rules, and conditions of service.	No	<input checked="" type="radio"/> Yes	Appendix A-18-c
	d. Provide a copy of the notification sent, or which will be sent, to affected customers describing the filing and the anticipated effect on rates.	No	<input checked="" type="radio"/> Yes	Appendix A-18-d
19.	Cost of Service:			
	a. Provide a copy of the seller’s two most recent audited financial statements.	No	<input checked="" type="radio"/> Yes	Appendix A-19-a
	b. Provide a copy of the seller’s two most recent adopted budgets.	No	<input checked="" type="radio"/> Yes	Appendix A-19-b
	c. Provide a copy of the seller’s most recent annual report filed with the Commonwealth’s Department of Community and Economic Development.	No	<input checked="" type="radio"/> Yes	Appendix A-19-c
	d. Provide calculations quantifying the projected revenues and expenses for the acquisition.	No	<input checked="" type="radio"/> Yes	Appendix A-19-d
	e. State whether the seller has any outstanding loans on the utility plant and identify the nature, terms, and payment history.	No	<input checked="" type="radio"/> Yes	Appendix A-19-e
20.	Proof of Compliance - provide proof of compliance with applicable design, construction and operation standards of DEP or of the county health department, or both, including:			
	a. For water system acquisitions, provide copies of the public water supply/water quality management permits for the utility plant.	No	<input checked="" type="radio"/> Yes	Appendix A-20-a
	b. For wastewater system acquisitions, provide copies of the water quality management and National Pollution Discharge Elimination System (NPDES) permits for the utility plant.	No	<input checked="" type="radio"/> Yes	Appendix A-20-b
	c. For wastewater system acquisitions, provide a copy of the Chapter 94 Municipal Wasteload Management Report that was most recently submitted to DEP.	No	<input checked="" type="radio"/> Yes	Appendix A-20-c
	d. Valid buyer’s certified operators’ certificates appropriate to the facilities being acquired.	No	<input checked="" type="radio"/> Yes	Appendix A-20-d
	e. Provide documentation evidencing a 5-year compliance history with DEP with an explanation of each violation for the seller’s utilities that have been providing service as well as provide a copy of any DEP-approved corrective action plans.	No	<input checked="" type="radio"/> Yes	Appendix A-20-e

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	f. Provide documentation of all Notices of Violation issued to seller by DEP for the last 5 years, an explanation of each, including a description of any corrective or compliance measures taken.	No	<input checked="" type="radio"/> Yes	Appendix A-20-f
	g. Provide documentation evidencing a 5-year compliance history with DEP of other utilities owned or operated, or both, by the buyer, including affiliates, and their officers and parent corporations with regard to the provision of utility service. ⁴	No	<input checked="" type="radio"/> Yes	Appendix A-20-g
	h. Provide a statement clarifying whether the acquired plant will be physically interconnected to the buyer’s system or be operated as a standalone system.	No	<input checked="" type="radio"/> Yes	Appendix A-20-h
	i. Provide a statement that explains how the acquisition will fit into the current operations of the buyer.	No	<input checked="" type="radio"/> Yes	Appendix A-20-i
	j. Provide a statement that identifies the staff, district or division of the buyer that will operate and manage the acquisition.	No	<input checked="" type="radio"/> Yes	Appendix A-20-j
	k. Provide a statement quantifying the distance in miles the acquisition is from the buyer’s existing system or facilities.	No	<input checked="" type="radio"/> Yes	Amended Appendix A-20-k
	l. Provide a statement that identifies all planned physical, operational and managerial changes of the buyer that will occur after closing and state the timeframe and cost for each.	No	<input checked="" type="radio"/> Yes	Appendix A-20-l
21.	Affected Persons. State the identity of all public utilities, municipalities, municipal authorities, cooperatives and associations which provide public water service or wastewater collection, treatment or disposal service within each municipality, or a municipality directly adjacent to the municipality(ies), in which the applicant seeks to provide service that abuts or is situated within one mile of the applicant’s proposed facilities.	No	<input checked="" type="radio"/> Yes	Appendix A-21
22.	Other requirements - demonstrate compliance with the following:			
	a. For wastewater system acquisitions, demonstrate compliance with the DEP-approved Act 537 Official Sewage Facilities Plans for the affected municipalities (including the extent of the requested service territory).	No	<input checked="" type="radio"/> Yes	Appendix A-22-a

⁴ Regarding Checklist Item 20(g), Class A public utilities need only submit compliance history for operations in the neighboring areas or a statement attesting to their compliance with this item.

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	b. For wastewater system acquisitions, provide a copy of the DEP-approved Act 537 Official Sewage Facilities Plans for the affected municipalities.	No	<input checked="" type="radio"/> Yes	Amended Appendix A-22-b
	c. For wastewater system acquisitions, state the method of water service being provided in the requested wastewater service territory (i.e., public water or private wells) and identify the name of water utility, if applicable.	No	<input checked="" type="radio"/> Yes	Appendix A-22-c
	d. For water system acquisitions, state the method of wastewater service being provided in the requested water service territory (i.e., public wastewater or private on-lot) and identify the name of wastewater utility, if applicable.	No	<input checked="" type="radio"/> Yes	Appendix A-22-d
	e. Provide evidence the filing is consistent with the affected municipality and county comprehensive plans if the filing proposes to expand service beyond the existing plant footprint.	No	<input checked="" type="radio"/> Yes	Appendix A-22-e
23.	Verification:			
	a. For water system acquisitions, provide a verification that the water sources and customers are metered in accordance with 52 Pa. Code § 65.7 (relating to metered service). If unmetered water service is currently provided, the applicant shall provide a metering plan to the Commission.	No	<input checked="" type="radio"/> Yes	Appendix A-23-a
	b. Include a statement that there is no affiliation between the buyer and seller.	No	<input checked="" type="radio"/> Yes	Appendix A-23-b
	c. Include a statement that the agreement was conducted at arm’s length.	No	<input checked="" type="radio"/> Yes	Appendix A-23-c
	d. Include a statement explaining how the customers will benefit from the Buyer’s ownership.	No	<input checked="" type="radio"/> Yes	Appendix A-23-d
24.	Asset Purchase Agreement (APA):			
	a. Provide a copy of the APA that is signed by all parties.	No	<input checked="" type="radio"/> Yes	Appendix A-24-a
	b. APA clearly states the purchase price and terms.	No	<input checked="" type="radio"/> Yes	Appendix A-24-b
	c. APA clearly states whether all assets or only a portion of the assets are to be purchased (e.g., water treatment and distribution or wastewater collection and treatment).	No	<input checked="" type="radio"/> Yes	Appendix A-24-c
	d. APA adequately describes the assets to be acquired.	No	<input checked="" type="radio"/> Yes	Appendix A-24-d
	e. APA adequately describes the assets to be excluded.	No	<input checked="" type="radio"/> Yes	Appendix A-24-e

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25.	Provide a copy of all municipal and affiliate contracts to be assumed by buyer as part of the acquisition and a list and annual dollar value of other contracts.	No	<input checked="" type="radio"/>	Appendix A-25
		No	<input checked="" type="radio"/>	Appendix A-25.1
		No	<input checked="" type="radio"/>	Appendix A-25.2
		No	<input checked="" type="radio"/>	Appendix A-25.3
		No	<input checked="" type="radio"/>	Appendix A-25.4
		No	<input checked="" type="radio"/>	Appendix A-25.5
		No	<input checked="" type="radio"/>	Amended Appendix A-25.6
		No	<input checked="" type="radio"/>	Appendix A-25.7

Notes:

*All information disclosed within this application is considered public information unless specifically labeled confidential. Applicants are responsible for disclosing to the Secretary’s Bureau that which is privileged or confidential information and not otherwise available to the public. **Submit one copy of all confidential information, on documents stamped CONFIDENTIAL at the top in clear and conspicuous letters, in a separate envelope (but still attached to the application) to the Secretary’s Office along with the Application.***

If you e-file your application, separately mail any confidential information specifically identifying that you have e-filed the application. Be sure to specify the Applicant’s name, and provide the e-filing confirmation page.

Once the application is reviewed and accepted as filed, the Commission will issue a secretarial letter instructing the Applicant to publish notice in local newspapers of general circulation and to serve (electronically if acceptable to recipient) the following:

- *each city, borough, town, township, county and related planning office which is included whole or in part in the proposed service area;*
- *a water or wastewater utility, municipal corporation or authority which provides water or wastewater collection, treatment or disposal service to the public and whose service area abuts or is within 1 mile of the service area proposed in the application; and*
- *the Department of Environmental Protection’s central and regional offices.*