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June 7, 2024

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: Joint Petition of Pennsylvania-American Water Company
and the Pennsylvania Department of Environmental
Protection Requesting an *Ex Parte* Emergency Order in
Regard to Receivership of East Dunkard Water Authority

Docket No. P-2023-3043950

Dear Secretary Chiavetta:

On behalf of Pennsylvania-American Water Company ("PAWC"), please find the Transaction Notice that was filed today in the Commonwealth Court of Pennsylvania pursuant to Paragraph 19 of the Court's February 8, 2024 order appointing PAWC as the Receiver of the East Dunkard Water Authority ("EDWA"). Through this Transaction Notice, PAWC advises that it has determined that it is able and willing to move forward with the transaction contemplated by the Asset Purchase Agreement between the East Dunkard Water Authority and PAWC dated as of July 23, 2023, as amended by the First Amendment to Asset Purchase Agreement dated as of November 3, 2023, and the Second Amendment to Asset Purchase Agreement dated January 15, 2024 (collectively the "Purchase Agreement"), pursuant and subject to the terms and conditions of the Purchase Agreement. Consistent with this Transaction Notice, PAWC intends to proceed with the preparation and filing of an application for approval of the transaction pursuant to Section 1102(a) of the Public Utility Code within 14 days.

Should you have any questions, please feel free to contact me.

Sincerely,



Elizabeth Rose Triscari

cc: Paul Diskin, Director, Bureau of Technical Utility Services (*via electronic mail*)
Dan Searforce, Manager, Bureau of Technical Utility Services (*via electronic mail*)
David Screven, Chief Counsel, Law Bureau (*via electronic mail*)
All Parties on the Attached Certificate of Service (*via electronic mail*)

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Petition of Pennsylvania-American :
Water Company and the Pennsylvania :
Department of Environmental Protection : Docket No. P-2023-3043950
Requesting an *Ex Parte* Emergency Order :
in Regard to Receivership of East :
Dunkard Water Authority :

CERTIFICATE OF SERVICE

I hereby certify that I have this 7th day of June served a true copy of the foregoing Notice upon the parties, listed below and in the manner below in accordance with the requirements of 52 Pa. Code §1.54 (relating to service by a party).

SENT VIA ELECTRONIC MAIL ON JUNE 7 , 2024

Melanie J. El. Atieh
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Wendy D. Carson, Esquire
Department of Environmental Protection
Southwest Regional Office
400 Waterfront Drive
Pittsburgh, PA 15222
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Respectfully submitted,



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***Attorney for Pennsylvania-American Water
Company***

IN THE COMMONWEALTH COURT OF PENNSYLVANIA

COMMONWEALTH OF PENNSYLVANIA,	:	
DEPARTMENT OF ENVIRONMENTAL	:	CASES CONSOLIDATED
PROTECTION,	:	
	:	
Petitioner,	:	
	:	Nos. 557 MD 2022
v.	:	490 MD 2023
	:	
EAST DUNKARD WATER AUTHORITY,	:	
Respondent.	:	

**TRANSACTION NOTICE PURSUANT TO PARAGRAPH 19 OF
RECEIVERSHIP ORDER**

Pursuant to Paragraph 19 of the order that the Court issued on February 8, 2024, Pennsylvania-American Water Company (“PAWC”), as the Receiver, is providing the following notice (the “Transaction Notice”) to this honorable Court and all Parties to this action.

PAWC advises the Parties and the Court that it has determined that it is able and willing to move forward with the transaction contemplated by the Asset Purchase Agreement between the East Dunkard Water Authority and PAWC dated as of July 23, 2023, as amended by the First Amendment to Asset Purchase Agreement dated as of November 3, 2023, and the Second Amendment to Asset Purchase Agreement dated January 15, 2024 (collectively the “**Purchase Agreement**”), pursuant and subject to the terms and conditions of the Purchase

Agreement. PAWC intends to proceed with the preparation and filing of an application to the Pennsylvania Public Utility Commission (“Commission”) pursuant to Section 1102(a) of the Public Utility Code within 14 days after providing this Transaction Notice.

Closing of the transaction contemplated by the Purchase Agreement is and remains subject to satisfaction of all conditions and requirements set forth in the Purchase Agreement, including but not limited to: (1) Commission approval of the transaction pursuant to Section 8.1 of the Purchase Agreement, and the Commission’s order not being subject to any appeal, challenge, supersedeas or injunction as provided in Section 9.1(o) of the Purchase Agreement; (2) the negotiation and execution of a consent order and agreement between PAWC and the Pennsylvania Department of Environmental Protection acceptable to PAWC as provided in Section 9.1(j) of the Purchase Agreement; (3) all representations and warranties of the Seller being true, correct and accurate at Closing as provided in Section 9.1(a) of the Purchase Agreement; (4) the Authority and Seller having obtained all written, final and unappealable approvals, authorizations and consents that are required to consummate the transactions contemplated by the Purchase Agreement and for PAWC to operate the System and Assets after the Closing, as provided in Section 9.1(e) of the Purchase Agreement; and (5) all other conditions

precedent to Closing, including but not limited to those set forth in Section 9.1 of the Purchase Agreement, having been satisfied.

Nothing in this Transaction Notice shall be interpreted to constitute a modification or waiver by PAWC of any provisions, terms or conditions of the Purchase Agreement, or any modification of the rights, covenants or obligations of any party to the Purchase Agreement. PAWC expressly reserves all rights, claims and defenses which PAWC has or may have pursuant to the Purchase Agreement.

Date: June 7, 2024

/s/ R. Timothy Weston
R. Timothy Weston (Pa. No. 16671)
Anthony R. Holtzman (Pa. No. 200053)
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*Counsel for Pennsylvania-American Water
Company*

CERTIFICATION OF COMPLIANCE

I hereby certify that this filing complies with the provisions of the *Case Records Public Access Policy of the Unified Judicial System of Pennsylvania* that require filing confidential information and documents differently than non-confidential information and documents.

/s/ R. Timothy Weston

R. Timothy Weston

CERTIFICATE OF SERVICE

I hereby certify that I am this day serving the foregoing document upon the persons and in the manner indicated below, which service satisfies the requirements of Pa.R.A.P. 121:

Service by PACFile eService as follows:

Christopher Ryder
George Jugovic, Jr.
Pennsylvania Department of Environmental Protection
Southwest Office of Chief Counsel
400 Waterfront Drive
Pittsburgh, PA 15222-4745
Counsel for the Department of Environmental Protection

Lane M. Turturice
Turturice & Associates, LLC PA
70 E. Wheeling Street
Washington, PA 15301
Counsel for the East Dunkard Water Authority Board of Directors

Date: June 7, 2024

/s/ R. Timothy Weston
R. Timothy Weston