



VIA E-FILING

July 3, 2024

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
400 North Street
Harrisburg, PA 17120

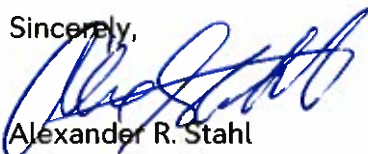
**Re: Joint Application of Aqua Pennsylvania, Inc. and Honesdale Consolidated Water Company pursuant to Sections 1102 and 2102 of the Public Utility Code for Approval the Transfer to Aqua Pennsylvania, Inc. Through Merger of All the Property of Honesdale Consolidated Water Company
Docket No. A-2024-_____
Docket No. A-2024-_____**

Dear Secretary Chiavetta:

Enclosed please find the Joint Application of Aqua Pennsylvania, Inc. ("Aqua") and Honesdale Consolidated Water Company ("Honesdale") pursuant to Sections 1102 and 2102 of the Public Utility Code for approval of the transfer to Aqua through merger of all the property of Honesdale.

The \$350.00 filing fee is being paid electronically. If you have any questions regarding this filing, please contact me at 610-645-1130.

Sincerely,


Alexander R. Stahl
Regulatory Counsel

cc: Certificate of Service (w/encl.)

Enclosures

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of Aqua Pennsylvania, Inc., (“Aqua” or the “Company”) and its subsidiary, Honesdale Consolidated Water Company, (“Honesdale”), for the approval of:

(1) the transfer to Aqua, through merger, of all property of Honesdale used or useful in the public service;

(2) the right of Aqua to begin to offer, render, furnish, and supply water service in portions of the Borough of Honesdale, Townships of Texas and Dyberry, Wayne County Pennsylvania *nunc pro tunc*; and

(3) the abandonment by Honesdale of public utility service in portions of the Borough of Honesdale, Townships of Texas and Dyberry, Wayne County Pennsylvania.

Request for Approval of Merger Between Affiliates

Docket No. A-2024-_____

Docket No. A-2024-_____

**JOINT APPLICATION OF AQUA PENNSYLVANIA, INC. AND
HONESDALE CONSOLIDATED WATER COMPANY**

This Joint Application seeks the approval of the Pennsylvania Public Utility Commission (“PUC” or the “Commission”) authorizing the merger of Honesdale Consolidated Water Company (“Honesdale”), into Aqua Pennsylvania, Inc. (“Aqua” or the “Company”) (Honesdale and Aqua together as “Joint Applicants”). For the reasons that follow, Joint Applicants request that the Commission issue certificates of public convenience pursuant to Section 1102(a)(3) of the Public Utility Code, 66 Pa. C.S. § 1102(a)(3). The Joint Applicants request all other approvals or

certificates as appropriate under the Public Utility Code to consummate the transaction contemplated in this Application.

I. INTRODUCTION AND BACKGROUND

1. The names and addresses of the Joint Applicants are:

Aqua Pennsylvania, Inc.
762 W. Lancaster Avenue
Bryn Mawr, PA 19010

Honesdale Consolidated Water Company
762 W. Lancaster Avenue
Bryn Mawr, PA 19010

2. The names, business addresses, and contact information for Joint Applicants' counsel in this matter are:

Alexander R. Stahl, Esq.
Aqua Services, Inc.
Regulatory Counsel
762 W. Lancaster Avenue
Bryn Mawr, PA 19010
Tel: 610-645-1130
Email: astahl@aquaamerica.com
Counsel Aqua Pennsylvania, Inc.

Frances P. Orth, Esq.
Essential Utilities, Inc.
Vice President and Senior Managing Counsel
762 W. Lancaster Avenue
Bryn Mawr, PA 19010
Tel: 610-645-1126
Email: fporth@essential.co
Counsel Honesdale Consolidated Water Company

3. Aqua is a Class A water utility, duly organized and existing under the laws of the Commonwealth of Pennsylvania, operating under Commission issued certificates of public convenience. Aqua serves approximately 450,000 water customers in various Counties throughout Pennsylvania, including Wayne County.

4. Honesdale was a Class B water utility, duly organized and existing under the laws of the Commonwealth of Pennsylvania, operating under Commission issued certificates of public convenience. Honesdale served approximately 2,370 customers in Wayne County at the time of Aqua's acquisition of Honesdale.

5. Honesdale is a wholly owned subsidiary of Aqua, which Aqua acquired by stock merger approved by Order of the Commission entered August 8, 2008, in Docket Nos. A-2008-2046001 and A-2008-2046002.¹ Honesdale has existed as a separate subsidiary of Aqua since it was acquired by Aqua on October 1, 2008.² Aqua owns 100% of the shares of common stock of Honesdale.

6. Aqua has been providing service to the acquired Honesdale customers since Aqua closed on the transaction on October 1, 2008, under approved rates on file with the Commission. Aqua is seeking to clean up and streamline its corporate subsidiaries and to the extent necessary seeks approval *nunc pro tunc* to acquire by merger the assets of Honesdale and to continue to provide service to its customers.

7. The transaction contemplated under this Application will be carried out in accordance with the Plan of Merger, attached hereto as **Appendix A**.

8. The existing corporate structure of Aqua and Honesdale is included in this Application as **Appendix B**. The corporate structure of Aqua post-merger is included in this Application as **Appendix C** after required Commission approvals are received. The proposed

¹ See *Joint Application of Aqua Pennsylvania, Inc. and Honesdale Consolidated Water Company for Approval of the Transfer, by Merger, of All Stock and Rights of Honesdale Consolidated Water Company to Aqua Pennsylvania, Inc.*, Docket Nos. A-2008-2046001 and A-2008-2046002, Order Entered August 8, 2008 (hereinafter "*Merger Order*")

² See *Merger Order*, Aqua Letter Dated October 6, 2008 (notifying the Commission that Closing of the merger occurred at 12:01AM on October 1, 2008).

merger will not alter the ownership structure of Aqua by Essential Utilities, Inc. (“Essential”), parent company to Aqua.³

II. DESCRIPTION OF THE PROPOSED MERGER

9. In accordance with the Plan of Merger, attached to the Application as **Appendix A**, Honesdale shall be merged into Aqua, with Aqua as the surviving entity and Honesdale’s separate existence shall cease. All stock of Honesdale shall be cancelled and the certificates representing such shares shall be surrendered to Aqua and cancelled.

10. Aqua shall succeed to all the properties, rights and other assets of Honesdale and shall be subject to all the liabilities of Honesdale.

11. Honesdale does not have any outstanding debt secured by its assets, and Aqua shall not be assuming any debt associated with the Honesdale assets.

12. No other changes to Aqua’s management, directors or outstanding stock will occur through this proposed merger.

III. COMMISSION APPROVAL PURSUANT TO SECTION 1102 OF THE PUBLIC UTILITY CODE

A. STANDARD OF APPROVAL

13. Section 1102 of the Pennsylvania Public Utility Code, 66 Pa. C.S. § 1102, requires Commission approval, in the form of a certificate of public convenience, for the transfer of used or useful property, through merger, from Honesdale to Aqua. Section 1102(a)(3) of the Public Utility Code provides, in pertinent part, for that Commission approval is required:

For any public utility or an affiliated interest of a public utility as defined in section 2101 (relating to definition of affiliated interest) . . . to acquire from, or to transfer to, any person or corporation, including a municipal corporation, by any method or device

³ There is a current pending Application before the Commission at Docket Nos. A-2021-3026774 and A-2021-3026775 to establish a new company, Aqua Water Holdings, Inc., between Essential and Aqua. That transaction will not affect, and will not be affected by, the merger of Honesdale into Aqua under this Application.

whatsoever, including the sale or transfer of stock and including a consolidation, merger, sale or lease, the title to, or the possession or use of, any tangible or intangible property used or useful in the public service.

14. As such, a certificate of public convenience is required under Section 1102(a)(3) of the Public Utility Code for the transfer of assets and the proposed merger of Honesdale into Aqua.

15. Under Section 1103 of the Public Utility Code, 66 Pa. C.S. § 1103, the Commission may issue a certificate of public convenience if it finds that the certificate is “necessary or proper for the service accommodation, convenience, or safety of the public.” *See City of York v. Pa. P.U.C.*, 449 Pa. 136, 295 A.2d 825 (1972), wherein the Pennsylvania Supreme Court explained in the context of a utility merger that the issuance of a certificate of public convenience requires the Commission to find affirmatively that public benefits will result from the merger.

16. Section 2102(a) of the Public Utility Code, 66 Pa. C.S. § 2102(a), provides for Commission approval of the exchange of property between affiliates. Section 2102(a) provides, in pertinent part:

No contract or arrangement providing for the furnishing of management, supervisory, construction, engineering, accounting, legal, financial, or similar services, and no contract or arrangement for the purchase, sale, lease, or exchange of any property, right, or thing or for the furnishing of any service, property, right or thing other than those above enumerated, made or entered into after the effective date of this section between a public utility and any affiliated interest shall be valid or effective unless and until such contract or arrangement has received the written approval of the commission.

17. Since Honesdale is a subsidiary of Aqua, and they are therefore affiliates as defined by Section 2101 of the Public Utility Code, 66 Pa. C.S. § 2101, Commission approval is required for the Plan of Merger included in this Application.

B. BURDEN OF PROOF

18. Section 332(a) of the Public Utility Code, 66 Pa. C.S. § 332(a), provides that the party seeking a rule or order from the Commission has the burden of proof in the proceeding. The burden of proof is satisfied by establishing a preponderance of the evidence which is substantial and legally credible. *Samuel J. Lansberry, Inc. v. Pa. Pub. Util. Comm'n*, 578 A.2d 600, 602 (Pa. Cmwlth. Ct. 1990). The preponderance of evidence standard requires proof by a greater weight of the evidence. *Cmwlth. v. Williams*, 557 Pa. 207, 732 A.2d 1167 (1999). As the parties seeking relief, the Joint Applicants bear the burden of proving that the proposed merger satisfies the requirements of Sections 1102 and 1103 of the Public Utility Code.

19. The “substantial public interest” standard is satisfied by a simple preponderance of the evidence of benefits, and such burden can be met by showing a likelihood or probability of public benefits that need not be quantified or guaranteed. *Popowsky v. Pa. Pub. Util. Comm'n*, 594 Pa. 583, 611, 937 A.2d 1040, 1057 (2007). Further, the substantial public benefit test does not require that every customer receive a benefit from the Proposed Merger. *Popowsky*, at 617-18, 937 A.2d at 1061.

20. Additionally, any finding of fact necessary to support an adjudication of the Commission must be based upon substantial evidence. *Met-Ed Indus. Users Group v. Pa. Pub. Util. Comm'n*, 960 A.2d 189, 193 n.2 (Pa. Cmwlth. 2008) (citing 2 Pa. C.S. § 704). Substantial evidence is such relevant evidence as a reasonable mind might accept as adequate to support a conclusion. *Borough of E. McKeesport v. Special/Temporary Civil Serv. Comm'n*, 942 A.2d 274, 281 (Pa. Cmwlth. 2008). The “presence of conflicting evidence in the record does not mean that substantial evidence is lacking.” *Allied Mechanical and Elec., Inc. v. Pa. Prevailing Wage Appeals Bd.*, 923 A.2d 1220, 1228 (Pa. Cmwlth. 2007) (citation omitted).

IV. EFFECT OF THE PROPOSED MERGER ON RATES

21. Honesdale is currently under Aqua's Rate Zone 1 tariffed rates, on file with the Commission. No changes to the rates that are currently charged Honesdale customers or Aqua customers will result from this proposed merger.

V. TECHNICAL, LEGAL AND FINANCIAL FITNESS

22. Aqua currently owns Honesdale and Aqua is ultimately owned by Essential. The proposed merger will not change any ownership interests of Essential.

23. Aqua is a public utility operating under Commission-granted certificates of public convenience.⁴

24. There are no legal proceedings challenging Aqua's ability to provide safe and adequate service to customers.

25. Aqua is the largest water/wastewater subsidiary of Essential, with total net utility plant assets of \$5.0 billion and annual operating revenues of \$639 million in 2023. As of December 31, 2023, Aqua had operating income of approximately \$337 million and net income of \$235 million, and its cash flows from operations equaled approximately \$241 million. Aqua has an A- rating from Standard and Poor's Rating Service and has approximately \$2.207 billion in outstanding long-term debt at a weighted average interest rate of approximately 4.26%. A copy of Aqua's balance sheet and income statements are included with this Application as **Appendix D** and **Appendix E**, respectively.

26. Aqua has the technical, regulatory, financial and legal fitness to operate the Assets of Honesdale, and to maintain the operations and make improvements to meet continuing and

⁴ As a certificated provider of utility service, Aqua's fitness is presumed. *See Re Pennsylvania-American Water Company*, 85 PA PUC 548 (1995).

future customer needs. Indeed, Aqua is already operating the assets of Honesdale. The proposed transaction will not have an adverse effect on the service provided to existing customers of Aqua.

VI. AFFIRMATIVE PUBLIC BENEFITS

27. In the Commission's *Merger Order*, the Commission concluded that the transfer of control of Honesdale to Aqua is necessary or proper for the service, accommodation, convenience or safety of the public.⁵

28. Through this Joint Application, Aqua will be able to streamline the number of subsidiaries in its corporate structure, thereby reducing the overall subsidiaries of Essential as well. The approval of this Joint Application will improve efficiency of Aqua and Essential through reduced reporting requirements.

29. Approval of this Joint Application and the issuance of the requested certificate of public convenience and such other approvals as may be required are "necessary or proper for the service, accommodation, convenience, or safety of the public" and will provide affirmative public benefit as the merger of Honesdale into Aqua will promote efficiency and will reduce the number of subsidiaries of Aqua.

VII. OTHER REGULATORY APPROVALS

30. Aqua and Honesdale plan to complete the proposed merger as quickly as possible after receiving the required Commission approvals requested in this Application. No other regulatory approvals are required in order to close this proposed merger.

VIII. CONCLUSION

WHEREFORE, Aqua Pennsylvania, Inc. and Honesdale Consolidated Water Company respectfully request that the Commission approve this Joint Application and:

⁵ See *Merger Order* at 4.

(1) Issue Certificates of Public Convenience under Section 1102 of the Pennsylvania Public Utility Code:

(a) Authorizing the transfer to Aqua, through merger, of all property of Honesdale used or useful in the public service;

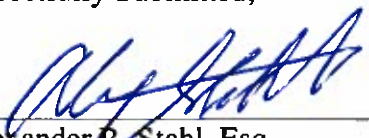
(b) Authorizing Aqua to begin to offer, render, furnish, and supply water service to the public in the territory currently served by Honesdale *nunc pro tunc*;

(c) Authorizing Honesdale to abandon its service authority and Certificate of Public Convenience to provide water service in its current service territory.

(2) Approve the merger of Honesdale into Aqua to the extent required by Section 2102 of the Pennsylvania Public Utility Code; and

(3) Issue such other approvals, certificates, registrations and relief, if any, under the Public Utility Code that may be required with respect to the merger of Honesdale Consolidated Water Company into Aqua Pennsylvania, Inc.

Respectfully Submitted,



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Counsel Honesdale Consolidated Water Company

Dated: July 3, 2024

APPENDIX A

Exhibit A

PLAN OF MERGER

THIS PLAN OF MERGER is adopted this _____ day of _____, 2024, by and among AQUA PENNSYLVANIA, INC. (Aqua) and HONESDALE CONSOLIDATED WATER COMPANY (Honesdale), both of which are Pennsylvania corporations.

1. Ownership of Stock. The outstanding shares of stock of Honesdale are 1,000 shares of common stock, all of which are owned by Aqua.

2. Merger. On the Effective Date (as hereinafter defined), Honesdale shall merge into Aqua, pursuant to the Pennsylvania Business Corporation Law of 1988, 15 Pa.C.S.A. §1921 et seq., and Aqua shall be the surviving corporation.

3. Effects of Merger. On and after the Effective Date, without further action by either Aqua or Honesdale,

a. the separate existence of Honesdale shall cease,

b. the stock of Honesdale shall be cancelled and the certificates representing such shares shall be surrendered to Aqua and cancelled,

c. Aqua shall succeed to all of the properties, rights, and other assets and shall be subject to all of the liabilities of Honesdale,

d. the Articles of Incorporation and Bylaws of Aqua shall continue as the Articles of Incorporation and Bylaws of the surviving corporation,

e. the Directors of Aqua shall be the directors of the surviving corporation until their successors are duly elected and qualified under the Bylaws of the surviving corporation,

f. each share of stock of Aqua then outstanding shall thereupon, without further action, remain one identical share of stock of the surviving corporation, without the issuance or exchange of new shares or share certificates, and

g. the shareholders of Aqua immediately before the merger shall continue, immediately after the merger, to hold, in the aggregate, shares of Aqua entitled to cast at least a majority of the votes entitled to be cast generally for the election of directors.

4. Further Assurances. If at any time Aqua shall determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and directors of Honesdale as of the Effective Date of the merger shall execute and deliver to Aqua such conveyances or documents or take such action.

5. Effective Date. The effective date of this merger (Effective Date) shall be _____, 2024.

AQUA PENNSYLVANIA, INC.

By: _____

Attest: _____

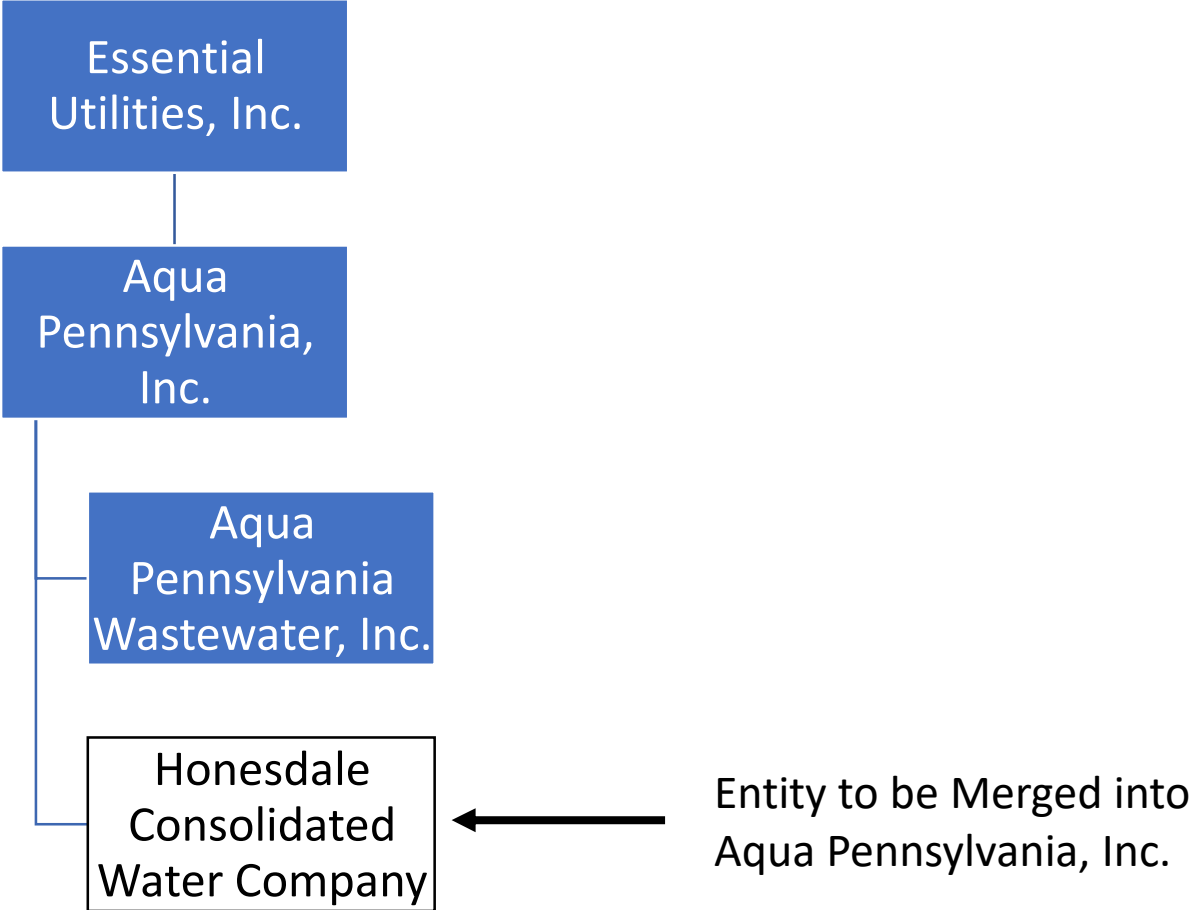
HONESDALE CONSOLIDATED WATER COMPANY

By: _____

Attest: _____

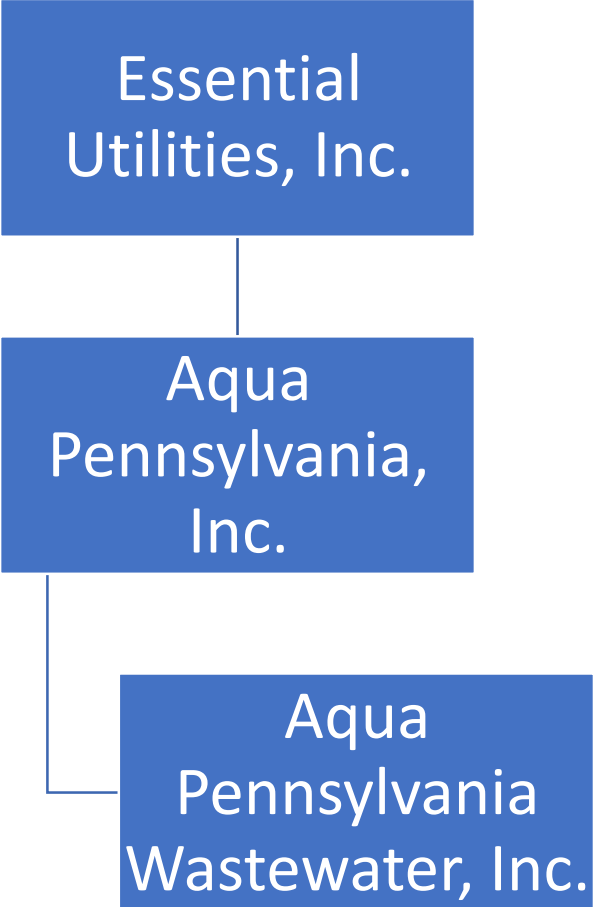
APPENDIX B

Aqua Pennsylvania Subsidiaries prior to Merger



APPENDIX C

Aqua Pennsylvania Subsidiaries after Merger



APPENDIX D

Financial Statement Version for AQUA

0L Ledger
10 Currency type Company code currency
USD Amounts in United States Dollar
2023.12 -2023.12 Reporting periods
2022.12 -2022.12 Comparison periods

Company	Account Number	Text for B/S P&L Item	Total of Reporting Period
		ASSETS	
		PLANT	
		Net Utility Plant	
		Gross Utility Plant	
****	1310110	1310110 Construction Complete Not Classified	155,952,339.13
****	1311000	1311000 Power Plan Clearing	-57.67
****	1311111	1311111 Plant Held for Future Use - Powerplan Clearing	4,198,161.66
****	1311130	1311130 Utility Plant Purchased/Sold	2,500,000.00
****	1311200	1311200 Utility Plant in Service - PowerPlan	6,257,777,553.56
****	1311910	1311910 Util PP&E Clearing Acct for Data Conversion	5,565,535.00
		Total Utility Prop Plant & Equip	6,425,993,531.68
****	1311141	1311141 Plant Acquisition Adjustments-PowerPlan	-17,827,762.25
****	1331141	1331141 Accum Amortization - Plant Acquisition Adj PP	19,354,393.10
		Total Net Utility Plant Adjustment	1,526,630.85
****	1311310	1311310 Non-Utility Property	28,851,029.32
****	1331310	1331310 Accumulated Depreciation - Non-Utility Property	-6,489,989.50
		Non-Utility Property	22,361,039.82
		Total Gross Utility Plant	6,449,881,202.35
		Allowance for Depreciation	
****	1331210	1331210 Accumulated Depreciation - Utility Plant	-1,454,544,673.79
		Less Allowance for Depreciation	-1,454,544,673.79
		Total Net Utility Plant	4,995,336,528.56
		Construction Work in Progress	
****	1311011	1311011 Construction Work In Progress-Utility-PowerPlan	147,282,566.67
****	1311900	1311900 CWIP Clearing Acct/Direct Pstg	2,164,434.91
		Total Construction Work in Progress	149,447,001.58
		TOTAL PLANT	5,144,783,530.14
		OTHER ASSETS	
		Investment in Subsidiary Companies	
5500	1219411	1219411 Inv in Consol Subs-5510-Honesdale Water Company	44,476,644.73
5500	1219412	1219412 Inv in Consol Subs-5550-Aq Pennsylvania WasteWater	497,774,175.98
		Total Investment in Subsidiary Companies	542,250,820.71
		OTHER ASSETS SUBTOTAL	542,250,820.71
		CURRENT ASSETS	
		Prepayments & Other Current Assets	
		Prepayments	
5500	1191304	1191304 Other PPD-Trustee	0
5500	1191306	1191306 Other PPD-Utility Deposits	0
5500	1191307	1191307 Other PPD-Interest	0
****	1191310	1191310 Other PPD-PUC Assessment	1,275,905.00
****	1191311	1191311 Other PPD-SBA Assessment	89,537.00
****	1191312	1191312 Other PPD-Cons/Public Advocate Assmt	514,308.00
5500	1191313	1191313 Other PPD-AWWA Dues	10,214.40
5500	1191315	1191315 Other PPD - PURTA Tax	431,716.02
****	1191900	1191900 Prepaid Miscellaneous	72,713.49
		Total Prepayments	2,394,393.91
		Total Prepayments & Other Current Assets	2,394,393.91
		Cash	
5500	1111502	1111502 Cash in Banks - Aqua PA PNC Acct-X2757	35,734.00
5500	1111520	1111520 Cash in Banks - PNC Nat.City-Shenango-X3268	133,031.48
5500	1112503	1112503 Cash Clrg - Aqua PA PNC Acct-X2757	-19.09
5500	1112561	1112561 Cash Clrg - PNC Aqua Acct-X3136	2,149.25
5500	1112563	1112563 Cash Clrg - PNC Aqua Acct-X6161	0
****	1113200	1113200 Working Funds	17,103.45
		Total Cash	187,999.09
		Accts Receivable Trade	
****	1136101	1136101 Customer A/R - Utility - Manual	0
****	1136200	1136200 Customer A/R - Utility	63,833,202.17
****	1137057	1137057 Accounts Receivable - Other	1,092,612.50
5500	1199910	1199910 Rents Receivable	900

Financial Statement Version for AQUA

0L Ledger
10 Currency type Company code currency
USD Amounts in United States Dollar
2023.12 -2023.12 Reporting periods
2022.12 -2022.12 Comparison periods

Company	Account Number	Text for B/S P&L Item	Total of Reporting Period
		Total Accts Receivable Trade	64,926,714.67
		Allowance for Bad Debts	
****	1138010	1138010 Provision for Uncollectible A/R-Customer Accounts	-10,774,016.17
		Total Allowance for Bad Debts	-10,774,016.17
		Accts Receivable - Affiliates	
5500	1133140	1133140 Interco Rec - 2200 - PNG Companies LLC	147,672.99
5500	1133204	1133204 Interco Rec - 5100 - Aqua New Jersey Inc.	0
5500	1133205	1133205 Interco Rec - 5200 - Aqua Ohio Inc.	0
5500	1133224	1133224 Interco Rec - 5800 -Aqua Illinois, Inc.	11,920.39
****	1135602	1135602 A/R - 9200 - Essential Services Inc.	19.31
****	1135603	1135603 A/R - 9210 - Aqua Services Inc.	1,032,116.89
5500	1135604	1135604 A/R - 5100 - Aqua New Jersey Inc.	3,284.17
5500	1135605	1135605 A/R - 5200 - Aqua Ohio Inc.	28,677.28
5500	1135606	1135606 A/R - 5210 - Aqua Ohio Wastewater Inc.	1,057.90
5500	1135607	1135607 A/R - 5300 - Aqua North Carolina Inc.	55,296.94
5500	1135608	1135608 A/R - 5400 - Aqua Virginia Inc.	7,035.19
5500	1135609	1135609 A/R - 5410 - Great Bay Utilities Inc.	70.6
****	1135610	1135610 A/R - 9100 - Essentials Utilities Inc.	112,703,310.19
****	1135611	1135611 A/R - 5500 - Aqua Pennsylvania Inc.	955,381.83
5500	1135612	1135612 A/R - 5510 - Honesdale Consol Water Co	1,542,299.01
5500	1135613	1135613 A/R - 5550 - Aqua Pennsylvania WW Inc.	4,200,748.61
5500	1135619	1135619 A/R - 5600 - Aqua Texas	6,765.38
5500	1135620	1135620 A/R - 5610 - Aqua Texas Oper (Non Reg)	0
5500	1135621	1135621 A/R - 5700 - Aqua Indiana	0
5500	1135622	1135622 A/R - 5710 - Hendricks County WW LLC	3,060.45
5500	1135623	1135623 A/R - 5720 - Western Hancock Inc.	0
5500	1135624	1135624 A/R - 5800 -Aqua Illinois, Inc.	130,454.88
		Total Accts Receivable - Affiliates	120,829,172.01
		Materials & Supplies	
5500	1142010	1142010 Materials Inventory	13,192,024.48
5500	1142020	1142020 Materials Inventory - Meters	3,160,876.15
****	1142910	1142910 Materials Inventory - Conversion	14,633.55
		Total Materials & Supplies	16,367,534.18
		Unbilled Revenue	
****	1131040	1131040 Unbilled Revenue - Water/WasteWater	32,445,255.11
****	1131045	1131045 Unbilled Revenue - Water/WasteWater - Non CIS	1,020,491.62
		Total Unbilled Revenue	33,465,746.73
		TOTAL CURRENT ASSETS	227,397,544.42
		NONCURRENT ASSETS	
		Total Reg Assets LT	
		Rate Case Expense	
****	1253100	1253100 Deferred Rate Case Expenses	546,154.30
		Total Rate Case Expense	546,154.30
		Regulatory Assets	
****	1242010	1242010 Reg Asset - FAS 109	810,374,910.43
****	1242153	1242153 Reg Asset-AFUDC Gross Up (WIP)	0
****	1242154	1242154 Reg Asset-AFUDC Gross Up (InSvc)	0
****	1242155	1242155 Reg Asset-AFUDC Gross Up (AD)	0
****	1242164	1242164 Reg Asset-Other	259,119.48
****	1242168	1242168 Reg Asset-COVID19 Recovery Cos	5,862,272.62
5500	1242171	1242171 Reg Asset-Reg Asset-Twin Lakes	255,597.00
****	1242208	1242208 Reg Asset - Cost of Removal - WT/WW	9,332,531.82
		Total Regulatory Assets	826,084,431.35
		Total Reg Assets LT	826,630,585.65
		Unamortized Debt Exp	
5500	1199920	1199920 Unamortized Debt Issuance Exp	61,593.69
		Total Unamortized Debt Exp	61,593.69
		Prelim Survey & Invest	
****	1250020	1250020 Preliminary Survey & Investigations (PP)	0
****	1251030	1251030 Retirement Work in Progress (Water) - PP	2,023,431.99

Financial Statement Version for AQUA

0L Ledger
10 Currency type Company code currency
USD Amounts in United States Dollar
2023.12 -2023.12 Reporting periods
2022.12 -2022.12 Comparison periods

Company	Account Number	Text for B/S P&L Item	Total of Reporting Period
		Total Prelim Survey & Invest	2,023,431.99
		Goodwill	
****	1311151	1311151 Goodwill-Manual	34,303,750.80
		Total Goodwill	34,303,750.80
		Operating Lease Assets	
****	1293110	1293110 Lease - Land	8,875,771.46
5500	1293115	1293115 Lease - Office Building	359,702.12
5500	1293120	1293120 Lease - Office Equipment	159,308.61
5500	1293130	1293130 Lease - Easement	1,880.15
5500	1293200	1293200 Accumulated Lease Amortization	-1,442,217.88
		Total Operating Lease Assets	7,954,444.46
		Other (NC Assets)	
5500	1253921	1253921 Other Deferred DB-Susp-Amortiz	-175,730.23
5500	1253922	1253922 Other Deferred DB-Service Line	20,535.15
5500	1999997	1999997 ADP Interm Clearing	260.18
****	1999998	1999998 Banner Interm Clearing	0
		Total Other (NC Assets)	-154,934.90
		TOTAL NONCURRENT ASSETS	870,818,871.69
		TOTAL ASSETS	6,785,250,766.96
		CAPITAL	
		Equity	
		Common Shares	
****	3110100	3110100 Common Stock	-110,000.00
		Total Common Shares	-110,000.00
		Capital in Excess of Par	
5500	3121111	3121111 Other Paid-In Cap-PSU	-7,282,254.72
5500	3121112	3121112 Other Paid-In Cap-RSU	-1,669,320.50
5500	3121114	3121114 Other Paid-In Cap-Stock Option	-9,000,462.07
5500	3121115	3121115 Other Paid-In Cap-Tax on Stock	-1,644,203.90
5500	3121116	3121116 Other Paid-In Cap-Restricted Stock	-449,399.37
****	3121117	3121117 Other Paid-in Capital-Aqua	78,799,843.59
5500	3121121	3121121 Members Equity - Subsidiaries	-518,989,478.87
		Total Capital in Excess of Par	-460,235,275.84
		Balanace January 1st	
****	3220000	3220000 Unappropriated Retained Earnings	-2,142,380,302.38
5500	3220301	3220301 Unapprop Undistr Sub Erngs-9110-Essential WT Hldg	-36,121,805.98
****	3239900	3239900 Miscellaneous Retained Earnings Adjustments	0
		Balanace January 1st	-2,178,502,108.36
		Income - Current Year	
		Current Year Profit	-258,008,749.91
		Total Income - Current Year	-258,008,749.91
		Treasury Stock	
5500	3131000	3131000 Reacquired Capital Stock	1,000.00
		Total Treasury Stock	1,000.00
		Total Equity	-2,896,855,134.11
		Long-Term Debt	
		Mortgage Bonds	
5500	2200210	2200210 Long-Term Debt - Bonds	-2,189,800,000.00
****	2200460	2200460 Long-Term Debt - PENNVEST	-15,111,963.57
		Total Long Term Debt	-2,204,911,963.57
		Total Mortgage Bonds	-2,204,911,963.57
		Unamort Debt Issue Costs	
5500	2201005	2201005 Debt Issuance Costs – LT - Water/Wastewater	13,104,434.17
5500	2201020	2201020 Unamortized Bond Premium	-1,503,273.00
		Total Unamort Debt Issue Costs	11,601,161.17
		Total Long-Term Debt (Net)	-2,193,310,802.40
		TOTAL CAPITAL	-5,090,165,936.51
		CURRENT LIABILITIES	
		Short Term Debt	
5500	2150050	2150050 Notes Payable - Short Term Debt	-23,123,092.31

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Company	Account Number	Text for B/S P&L Item	Total of Reporting Period
		Total Short Term Debt	-23,123,092.31
		Current Portion - LTD	
****	2150010	2150010 Notes Payable - Current Portion	-3,896,638.44
5500	2150015	2150015 Notes Payable - Current Portion-FM Bonds	-10,000,000.00
		Total Current Portion - LTD	-13,896,638.44
		Accounts Payable - Trade	
****	2111020	2111020 Trade Accounts Payable	-9,710,461.40
5500	2111025	2111025 Cash Discounts Clearing - Trade A/P	17,543.91
****	2111110	2111110 Accts Pay-Refunds to Customers	18,072.97
****	2111130	2111130 A/P-Contractors Retainage	-4,037,765.19
****	2111200	2111200 Goods Received/Invoice Received Clearing	-14,993,232.61
5500	2111400	2111400 Procurement Card Clearing	54,692.19
5500	2111530	2111530 Accts Pay-Accrued Purchased Water	-843,129.02
5500	2111535	2111535 Accts Pay-Accrued Electric	-863,301.46
5500	2111596	2111596 Accts Pay-Sewer	0
5500	2111811	2111811 Expense Report Clearing - Travel Expense	-2,947.94
****	2111910	2111910 Accts Payable Liability - Other	-902,852.29
		Total Accounts Payable - Trade	-31,263,380.84
		Accts Payable - Affiliate	
5500	2113040	2113040 Interco Payable - 2200 - PNG Companies LLC	-138,749.67
5500	2113203	2113203 Interco Pay - 9210 - Aqua Services Inc.	0
5500	2113210	2113210 Interco Pay - 9100 - Essential Utilities	0
5550	2113216	2113216 Interco Pay - 5582 - Aqua Resources Inc.	-28,338,136.02
****	2113602	2113602 A/P - 9200 - Essential Services Inc.	-135,934.46
****	2113603	2113603 A/P - 9210 - Aqua Services Inc.	-11,120,281.18
5500	2113604	2113604 A/P - 5100 - Aqua New Jersey Inc.	-29.89
****	2113605	2113605 A/P - 5200 - Aqua Ohio Inc.	-14,220.87
5500	2113607	2113607 A/P - 5300 - Aqua North Carolina Inc.	-1,010.77
****	2113608	2113608 A/P - 5400 - Aqua Virginia Inc.	-475.99
****	2113610	2113610 A/P - 9100 - Essentials Utilities Inc.	-94,631,941.16
****	2113611	2113611 A/P - 5500 - Aqua Pennsylvania Inc.	-5,743,047.62
5500	2113612	2113612 A/P - 5510 - Honesdale Consol Water Co	-12,337.99
5500	2113613	2113613 A/P - 5550 - Aqua Pennsylvania WW Inc.	-943,043.84
5500	2113616	2113616 A/P - 5582 - Aqua Resources Inc.	-1,778.80
****	2113619	2113619 A/P - 5600 - Aqua Texas	-530.77
5500	2113621	2113621 A/P - 5700 - Aqua Indiana	-607.74
5500	2113624	2113624 A/P - 5800 -Aqua Illinois, Inc.	-86,734.83
		Total Accts Payable - Affiliate	-141,168,861.60
		Construction A/P Trade	
****	2111912	2111912 Accts Pay-Construction	-2,449,973.07
		Total Construction A/P Trade	-2,449,973.07
		Accr Inc Taxes - Federal	
****	2132011	2132011 Accrued Federal Income Tax - Current Year	8,968,620.12
		Total Accr Inc Taxes - Federal	8,968,620.12
		Accr Inc Taxes - State	
****	2133120	2133120 Accrued State Income Tax - Other-Curr Yr - WT/WW	3,841,805.73
		Total Accr Inc Taxes - State	3,841,805.73
		Accr Taxes - Other	
5500	2115115	2115115 Local Excise Tax - AQUA	26.48
****	2115210	2115210 Sales Taxes Payable - State	4,667.15
5500	2115310	2115310 Withholding Taxes Payable - Vendor	-7,935.32
		Total Accr Taxes - Other	-3,241.69
		Accrued Interest	
****	2121015	2121015 Interest Accrued - Long-Term Debt-WT/WW	-25,854,448.24
5500	2121020	2121020 Interest Accrued - Short-Term Debt	-128,069.23
5500	2129040	2129040 Interest Accrued - Miscellaneous	-587,500.00
		Total Accrued Interest	-26,570,017.47
		Other Accrued Expense	
5500	2112085	2112085 Retiree Flexible Spending	4,497.64
5500	2141000	2141000 Payroll Clearing	0

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Company	Account Number	Text for B/S P&L Item	Total of Reporting Period
5500	2141050	2141050 Accrued Payroll	-1,577,614.51
5500	2141200	2141200 Accrued Annual Incentive	-1,308,615.00
5500	2141550	2141550 NQ Pension Reserve - Current	0
5500	2141620	2141620 Employee Profit Sharing	-904,999.00
5500	2190010	2190010 Lease Obligation - Current	-232,662.00
5500	2191600	2191600 Appropriated Funds - Other	-69,967.77
5500	2199411	2199411 Deferred Revenue-Antenna Leases	-534,310.63
****	2199615	2199615 Accrued Liab-Audit Fees	-342,295.00
5500	2199645	2199645 Accrued Liab-COVID Relief Fund	-1,281.06
****	2199900	2199900 Misc C&A Liabilities	-2,445,097.81
		Total Other Accrued Expense	-7,412,345.14
		TOTAL CURRENT LIABILITIES	-233,077,124.71
		NONCURRENT LIABILITIES	
		Cust Advances for Construction	
****	2199050	2199050 CAC-WIP Non Cash	-79,050,469.71
****	2199060	2199060 CAC-WIP Cash	7,232,934.19
****	2199065	2199065 CAC-WIP Closing	71,817,535.52
****	2199070	2199070 Adv Cust-Cash Other	-460,958.13
****	2199075	2199075 CAC-Non Unitized	-59,372,586.44
****	2199085	2199085 Adv Cust-Non Cash Dedicated Pr	-5,565,535.00
		Total Cust Advances for Constr.	-65,399,079.57
		Long Term Deferred - FIT	
****	1261010	1261010 Accumulated Deferred FIT Asset - Non-Current	8,993,824.07
****	1261020	1261020 Accumulated Deferred FIT Asset - Excess Gross UPNC	56,859,229.62
****	2210010	2210010 Accum Defd Plant Federal Income Tax Liab-Noncurr	-558,364,614.29
****	2210020	2210020 Accum Defd Other Federal Income Tax Liab-Noncurr	-273,793,726.06
		Total Long Term Deferred - FIT	-766,305,286.66
		Long Term Deferred - SIT	
****	1262010	1262010 Accumulated Deferred SIT Asset - Non-Current	51,876,859.36
****	2211010	2211010 Accum Defd Plant State Income Tax Liab-Noncurr	-287,580,102.03
****	2211020	2211020 Accum Defd Other State Income Tax Liab-Noncurr	62,281,921.61
		Total Long Term Deferred - SIT	-173,421,321.06
		Unamortized ITC	
5500	2212010	2212010 Deferred Taxes-Unam Fed ITC	-3,107,606.95
		Total Unamortized ITC	-3,107,606.95
		Regulatory Liability	
****	2220100	2220100 Reg Liab - FAS109 - NonCurrent	-13,178,324.25
****	2220110	2220110 Reg Liab - Excess Deferred Income Tax - NonCurrent	-146,344,965.24
****	2220120	2220120 Reg Liab - Excess DIT - Gross Up NC	-55,638,759.81
****	2220170	2220170 Reg Liab - 481a Benefit	-34,024,035.48
5500	2220225	2220225 Reg Liability - OPEB Tracker	-1,758,410.86
5500	2220330	2220330 Reg Liab-Pension/OPEB	-124,327,841.11
		Total Regulatory Liability	-375,272,336.75
		Non-Current Operating Leases	
5500	2290020	2290020 Lease Obligation - Noncurrent	-7,719,902.31
		Total Non-Current Operating Leases	-7,719,902.31
5500	2291508	2291508 Noncurrent Liab-Pension Benefit Obligation	119,147,943.14
5500	2291518	2291518 OPEB Liability - Essential - Non Current	-9,608,602.07
5500	2291530	2291530 NQ Pension Liability - Non Current	-200,606.62
		Total Pension and OPEB Liabilities	109,338,734.45
		Other (NC Liab)	
5500	2291120	2291120 Uncertain Tax Position Reserve-State	-866,618.47
5500	2299180	2299180 Accrued FIN 48 Income Tax - Long - Term	-3,835,503.94
		Total Other (NC Liab)	-4,702,122.41
		NONCURRENT LIABILITIES SUBTOTAL	-1,286,588,921.26
		CIAC -NET	
		CONTRIB IN AID OF CONSTR.	
****	2292000	2292000 CIAC-WIP Non Cash	-1,875,733.29
****	2292010	2292010 CIAC-WIP Cash	-2,706,690.85
****	2292020	2292020 CIAC-WIP Closing	4,177,083.08

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Company	Account Number	Text for B/S P&L Item	Total of Reporting Period
****	2292030	2292030 CIAC-Unitized	-242,732,084.47
		Total Contrib in Aid of Constr.	-243,137,425.53
****	2292100	2292100 Accum Amort of CIAC	67,718,641.05
			67,718,641.05
		Total CIAC -NET	-175,418,784.48
		TOTAL LIABILITIES & CAPITAL	-6,785,250,766.96
			0
			4,979,164,810.39

APPENDIX E

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Company Code	Account Number	Text for B/S P&L Item	Total of Reporting Period
			-1,759,986,673.34
OPERATING INCOME			
REVENUE			
Operating Revenue			
5500	4114010	4114010 WTR-Unmetered-Residential	-18,035.30
5500	4114055	4114055 Other Sales-Public Auth-Affil-5200-Aqua OH	-406,102.35
****	4114110	4114110 WTR-Metered Sales-Residential	-366,937,986.08
****	4114115	4114115 WTR-CAP Discount-Residential	494,433.51
****	4114120	4114120 WTR-Metered Sales-Commercial	-132,783,634.23
****	4114130	4114130 WTR-Metered Sales-Industrial	-22,611,058.08
****	4114140	4114140 WTR-Metered Sales-Public Authority	-9,662,090.68
5500	4114160	4114160 WTR-Metered Sales-Bulk Water	-134,954.69
****	4114210	4114210 WTR-Metered Fire Protection	-15,157,211.38
****	4114220	4114220 WTR-Public Fire Protection	-7,350,782.10
****	4114230	4114230 WTR-Private Fire Protection	-2,691,688.74
5500	4115090	4115090 WTR-Sales for Resale-Metered	-3,671,053.88
****	4115100	4115100 WTR-Misc Srv Rev	-560,305.40
****	4115105	4115105 WTR-Misc Srv Rev-Reconnect Fee	-286,605.00
****	4115115	4115115 WTR-Misc Srv Rev-Late Pmt Fees	-776,621.26
****	4115120	4115120 WTR-Misc Srv Rev-Bad Check Fee	-287,778.42
5500	4115125	4115125 WTR-Misc Srv Rev-New Acct Fee	-250
****	4115135	4115135 WTR-Misc Srv Rev-DSIC Imprv Surch	-2,974,578.73
****	4115140	4115140 WTR-Misc Srv Rev-ST Tax Adj Surch	1,150,730.62
5500	4118400	4118400 WTR-Other Water Rev	-391,198.40
Operating Revenue - Water			-565,056,770.59
****	4211030	4211030 WW-Measured Rev-Residential	-42,344,628.30
5550	4211035	4211035 WW-CAP Discount-Residential	39,117.14
****	4211040	4211040 WW-Flat Rate Rev-Residential	-8,755,434.65
5550	4212030	4212030 WW-Measured Rev-Commercial	-16,898,842.41
****	4212040	4212040 WW-Flat Rate Rev-Commercial	-3,439,156.94
5550	4213030	4213030 WW-Measured Rev-Industrial	-37,180.21
5550	4213040	4213040 WW-FlatRateRev-Industrial	-336,308.58
5550	4214030	4214030 WW-Flat Rate Rev-Pub Authorit	-1,862.04
5550	4214040	4214040 WW-Flat Rate Rev-Other Systems	-24,134.40
5550	4214050	4214050 WW-Measured Rev-Pub Authority	-1,577,708.60
****	4215155	4215155 WW-ST Tax Surcharge	32,460.71
****	4218300	4218300 WW-Forfeited Discounts/Abate	-149,483.45
5550	4218400	4218400 WW-Other WW Revenues	-22,280.00
****	4218410	4218410 WW-Other WW Rev-DSIC	-81,197.39
Operating Revenue - Sewer			-73,596,639.12
Total Operating Revenue			-638,653,409.71
Non Operating Revenue			
5550	4305035	4305035 Revenues from M & J and Contract Work	-6,132.00
****	4305060	4305060 Rev-Contract-WW Billing	-1,806,357.78
5500	4305070	4305070 Rev-Contract-Lab Services	0
5500	6104050	6104050 Rental Income - Non-Utility Operations	-28,000.00
5500	6104070	6104070 Nonutil Inc-UMS Outside Serv	-467,025.59
****	6104120	6104120 Nonutil Inc-Other (Water)	-784,176.01
****	6104125	6104125 Nonutil Inc-Other-Developer Projects	0
5500	6104130	6104130 Nonutil Inc-Rent -Pole/Twr	-2,265,133.35
Total Non Operating Revenue			-5,356,824.73
TOTAL REVENUE			-644,010,234.44
UTILITY COSTS & EXPENSES			
Operations & Maintenance Expense:			
Labor			
5500	5300110	5300110 Salaried - Straight-Time Wages	46,165,891.79
5500	5300190	5300190 Labor-Officers, Executives	661,649.60
5500	8710100	8710100 Labor Cost Center Variances - Employees	2,618.00
Labor Regular			46,830,159.39
5500	5300120	5300120 Salaried - Overtime Wages	6,857,080.61

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Company Code	Account Number	Text for B/S P&L Item	Total of Reporting Period
		Labor Overtime	6,857,080.61
5500	5300170	5300170 Salaried - Incentives / Bonuses	1,062.72
****	5300180	5300180 Salaried - Annual Incentive	1,391,647.56
		Labor Short Term Incentive	1,392,710.28
5500	5300185	5300185 Stock Option Compensation	17,539.51
5500	5300186	5300186 Performance Share Unit Amortization	394,443.29
5500	5300187	5300187 Restricted Stock Unit Amortization	174,369.36
****	5996070	5996070 RECLASS-LTI/STI	0
		Labor Long Term Incentive	586,352.16
****	5996010	5996010 RECLASS-S&W-Employees	-569,994.94
****	5996020	5996020 RECLASS-S&W-Employees-OT	0
5500	5996030	5996030 RECLASS-S&W-Officers, Directors, Maj Shareholder	0
****	8000010	8000010 Area Manager II	-184.5
5500	8000029	8000029 Business Analyst III	38,759.49
****	8000032	8000032 Corporate Automation Engineer	6,790.44
5500	8000056	8000056 Construction Coordinator III	410.88
****	8000088	8000088 Electrical Engineering Manager	0
5500	8000093	8000093 Engineer I	0
5500	8000097	8000097 Enterprise Systems Manager	7,702.24
5500	8000129	8000129 Information Security Director	2,094.84
5500	8000133	8000133 Lead, Security Risk and Compliance	0
5500	8000150	8000150 Mgr, Security Operations & Engineering	1,749.30
****	8000154	8000154 New Business & Contract Operations Mgr	0
5500	8000156	8000156 Network Engineer II	1,132.46
****	8000159	8000159 Operations Director I	0
5500	8000168	8000168 Planning & Engineering Director	25,129.60
****	8000169	8000169 Project Engineer I	0
****	8000170	8000170 Project Engineer II	35,343.00
****	8000171	8000171 Project Engineer III	14,070.00
5500	8000177	8000177 Project Manager II	0
5550	8000178	8000178 Project Manager III	0
5500	8000179	8000179 Project Management Office Director	1,202.00
****	8000183	8000183 Project Coordinator	0
5500	8000200	8000200 Systems Administrator I	0
5500	8000201	8000201 Systems Administrator II	10,459.68
5500	8000215	8000215 Service Desk Supervisor	1,182.96
5500	8000217	8000217 Systems Engineer II	520.85
5500	8000218	8000218 Security Engineer I	1,800.00
****	8000219	8000219 Security Engineer III	32,006.70
5500	8000228	8000228 Safety Specialist III	-2,468.32
5500	8000234	8000234 Systems Engineer I	0
5500	8000235	8000235 System Engineer III	41,125.81
5500	8000240	8000240 Telecom Engineer II	4,749.80
5500	8000243	8000243 Technical Services Chief	0
****	8000266	8000266 Area Supervisor III	0
****	8000274	8000274 Field Supervisor I	0
****	8000275	8000275 Field Supervisor II	0
5500	8000276	8000276 Field Supervisor III	-1,524.04
****	8000283	8000283 Operations Team Leader	0
****	8000286	8000286 Plant Manager II	0
****	8000289	8000289 Production Specialist	0
5500	8000291	8000291 Senior Hydrogeologist	-11,135.00
5500	8000312	8000312 Telecom Analyst II	1,009.52
5500	8000325	8000325 Manager Security GRC	6,296.37
5500	8000326	8000326 Dsktop Sup Anlyst II-Exempt	528.53
****	8000332	8000332 Lead, Enterprise Architect	14,952.40
5500	8000342	8000342 Security Analyst II	1,033.54
5500	8000365	8000365 Director Network/Telecom	736.65
5500	8000367	8000367 IT Infrastructure Lead	514.08
****	8000381	8000381 Director Construction	0

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5500	8000386	8000386 Materials Mgmt Supervisor	9,012.08
****	8000387	8000387 Sr Security GRC Analyst	0
****	8001003	8001003 Administrative Assistant I	0
****	8001004	8001004 Administrative Assistant II	0
****	8001018	8001018 Construction Coordinator II	0
5500	8001019	8001019 Construction Inspector	0
****	8001025	8001025 Customer Service Specialist II	0
5500	8001066	8001066 QA Specialist II	0
5500	8001067	8001067 Records Coordinator	13,295.04
****	8001101	8001101 Facility Operator I	0
****	8001102	8001102 Facility Operator II	109.24
****	8001103	8001103 Facility Operator III	36
****	8001104	8001104 Facility Operator Trainee	-4.77
****	8001110	8001110 Instrumentation Control Specialist	93.3
****	8001120	8001120 Leak Detector	0
****	8001151	8001151 Operations Team Lead	0
****	8001164	8001164 Seasonal Laborer	0
****	8001181	8001181 Utility Technician	196.14
****	8001182	8001182 Utility Technician I	210.06
****	8001183	8001183 Utility Technician II	33.36
****	8001205	8001205 Facility Operator I	0
****	8001209	8001209 Meter Reader (Union)	0
****	8001213	8001213 Utility Technician (Union)	-19,707.91
5500	8001219	8001219 Crew Leader	0
****	8001220	8001220 Distribution Technician	250.35
5500	8001224	8001224 Emergency Utility Worker	-151.48
****	8001226	8001226 Field Inspector - First Class	-322.72
****	8001228	8001228 Foreman	0
****	8001229	8001229 Facility Operator	0
****	8001230	8001230 Field Service Representative Leader	0
5500	8001231	8001231 Field Service Representative	-5,839.29
5500	8001235	8001235 Inspector	-8,986.64
****	8001239	8001239 Laborer	-1,067.91
****	8001241	8001241 Leader	-1,581.77
****	8001242	8001242 Lead Mechanic	0
5500	8001248	8001248 Maintenance Operator	-73.53
5500	8001251	8001251 Maintenance Water Conservation Tech	0
5500	8001252	8001252 Operator - First Class	-301.21
****	8001257	8001257 Operator I	0
****	8001258	8001258 Operator II	0
****	8001259	8001259 Operator III	0
****	8001261	8001261 Operator Trainee	0
****	8001263	8001263 Pipe Truck Operator	0
5500	8001264	8001264 Purification Operator	0
****	8001270	8001270 System Operator	0
5500	8001272	8001272 Service Worker	0
5500	8001277	8001277 Utility Field Service Worker II	0
****	8001278	8001278 Utility Locator	0
5500	8001283	8001283 Utility Worker - Electrical	-187.35
****	8001284	8001284 Utility Worker	-5,319.28
****	8001289	8001289 Working Foreman	-582.71
****	8001291	8001291 Wastewater Operator I	0
****	8002003	8002003 Administrative Assistant I-TH	0
****	8002004	8002004 Administrative Assistant II-TH	0
****	8002018	8002018 Construction Coordinator II-TH	0
5500	8002019	8002019 Construction Inspector-TH	0
****	8002025	8002025 Customer Service Specialist II-TH	0
5500	8002067	8002067 Records Coordinator-TH	2,097.90
****	8002101	8002101 Facility Operator I-TH	0
****	8002102	8002102 Facility Operator II-TH	65.49

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Company Code	Account Number	Text for B/S P&L Item	Total of Reporting Period
****	8002103	8002103 Facility Operator III-TH	0
****	8002104	8002104 Facility Operator Trainee-TH	-214.35
****	8002110	8002110 Instrumentation Control Specialist-TH	0
****	8002166	8002166 System Operator-TH	0
****	8002181	8002181 Utility Technician-TH	0
5500	8002182	8002182 Utility Technician I-TH	0
****	8002183	8002183 Utility Technician II-TH	0
****	8002205	8002205 Facility Operator-TH	-743.66
****	8002213	8002213 Utility Technician (Union)-TH	-1,372.49
5500	8002220	8002220 Distribution Technician-TH	0
5500	8002226	8002226 Field Inspector - First Class-TH	0
****	8002228	8002228 Foreman-TH	0
5500	8002231	8002231 Field Service Representative-TH	-1,915.26
5500	8002235	8002235 Inspector-TH	-1,481.45
5500	8002239	8002239 Laborer-TH	-1,021.86
****	8002241	8002241 Leader-TH	-14.89
****	8002242	8002242 Lead Mechanic-TH	0
5500	8002248	8002248 Maintenance Operator-TH	0
5500	8002251	8002251 Maintenance Water Conservation Tech-TH	0
5500	8002252	8002252 Operator - First Class-TH	-30.15
****	8002257	8002257 Operator I-TH	0
****	8002258	8002258 Operator II-TH	0
****	8002259	8002259 Operator III-TH	0
****	8002261	8002261 Operator Trainee-TH	0
****	8002263	8002263 Pipe Truck Operator-TH	0
****	8002266	8002266 Stock Attendant - First Class-TH	0
****	8002270	8002270 System Operator-TH	0
5500	8002278	8002278 Utility Locator-TH	0
****	8002283	8002283 Utility Worker - Electrical-TH	0
****	8002284	8002284 Utility Worker-TH	-1,169.77
****	8002289	8002289 Working Foreman-TH	-829.11
****	8002291	8002291 Wastewater Operator I-TH	0
5500	8002292	8002292 Water Trtmnt Tech Full Lab Cert-TH	0
****	8002297	8002297 Facility Operator I - TH	0
****	8002314	8002314 Wastewater Operator II - TH	0
****	8003213	8003213 Utility Technician (Union)-DT	-1,482.00
5500	8003218	8003218 Crew Leader-DT	0
5500	8003219	8003219 Distribution Technician-DT	125.92
****	8003223	8003223 Emergency Utility Worker-DT	0
****	8003227	8003227 Foreman-DT	0
****	8003228	8003228 Facility Operator-DT	-233.77
5500	8003230	8003230 Field Service Representative-DT	-252.32
5500	8003234	8003234 Inspector-DT	-727.33
****	8003240	8003240 Leader-DT	0
****	8003256	8003256 Operator I-DT	0
****	8003257	8003257 Operator II-DT	0
****	8003258	8003258 Operator III-DT	0
****	8003260	8003260 Operator Trainee-DT	0
****	8003269	8003269 System Operator-DT	0
5500	8003283	8003283 Utility Worker-DT	0
5500	8003288	8003288 Working Foreman-DT	0
****	8003290	8003290 Wastewater Operator I-DT	0
****	8003314	8003314 Wastewater Operator II - DT	0
****	8009990	8009990 True-Up Labor	20,275.50
		Activity Allocations	-343,820.26
****	5998607	5998607 Rcl-Topsided LTI/STI	0
****	6996001	6996001 S&W-Employees-ST	-14,428,716.03
****	6996002	6996002 S&W-Employees-OT	-3,172,887.14
****	6996003	6996003 S&W-Officers, Directors, Majority Shareholder	-588,970.92
****	6996007	6996007 LTI/STI	-249,078.93

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Company Code	Account Number	Text for B/S P&L Item	Total of Reporting Period
****	8720200	8720200 PTO Overhead	-13,837.05
****	8720700	8720700 LTI/STI/Stock Overhead	-1,782.42
		Labor - Overheads & Capitalization	-18,455,272.49
		Total Labor	36,867,209.69
		Employee Benefits	
5500	5301010	5301010 Employee Benefits - Medical	7,040,811.24
5500	5301020	5301020 Employee Benefits - Dental / Vision	386,228.00
5500	5301025	5301025 Employee Benefits - Vision	70,731.17
		Employee Benefits - Health Plans	7,497,770.41
5500	5301030	5301030 Employee Benefits - Life Insurance	197,424.28
5500	5301040	5301040 Employee Benefits - Disability	125,960.02
		Employee Benefits - Insurance	323,384.30
5500	5301110	5301110 Employee Benefits - Pensions	9,301,298.00
5500	5301113	5301113 Employee Benefits - NQ Pensions - Service Cost	0
		Employee Benefits - Pension	9,301,298.00
****	5301060	5301060 Employee Benefits - OPEB	930,035.28
		Employee Benefits - OPEB	930,035.28
5500	5301130	5301130 Employee Benefits - Savings Plan	2,344,884.78
5500	5301131	5301131 Employee Benefits - Savings Plan(401K)-YE	851,982.58
		Employee Benefits - 401K	3,196,867.36
5550	5301910	5301910 Employee Related Expenses-On Boarding	22
5500	5301915	5301915 Employee Related Expenses-DOT Physicals	1,854.00
****	5301990	5301990 Other Employee Benefits - Miscellaneous	2,173.33
5500	5301995	5301995 Employee Related Expenses-EASE Contract (EAP)	43,373.88
5500	5301996	5301996 Other Employee Benefits - Fees COLI Accounts	85,886.36
5500	5302120	5302120 Transfer/Relocation Expense	-963.6
****	5302920	5302920 Tuition Reimbursement Expense	43,067.00
****	5302925	5302925 Employee Training Expense	60,407.06
****	5302926	5302926 Employee Training Expense-Seminars	21,634.43
****	5302930	5302930 Employee Relations Expense	15,450.87
****	5302990	5302990 Miscellaneous Employee-Related Expense	4,975.27
****	5996040	5996040 RECLASS-Employee Pension and Benefits	0
****	8720300	8720300 Payroll Other Overhead	-20,321.43
		Employee Benefits - Miscellaneous	257,559.17
****	5998604	5998604 Rcl-Topsided Empl Bene	0
****	6996004	6996004 Employee Pension and Benefits	-5,334,148.94
		Capitalized Employee Benefits	-5,334,148.94
		Total Employee Benefits	16,172,765.58
		Purchased Water	
****	5206100	5206100 Purchased Water	5,505,689.62
5500	6996009	6996009 Purchased Water	-209,503.75
		Total Purchased Water	5,296,185.87
		Purchased Wastewater	
****	5206115	5206115 Purchased Wastewater Treatment	11,171,088.43
		Total Purchased Wastewater	11,171,088.43
		Sludge	
****	5206240	5206240 Sludge Removal	1,810,525.22
5550	5996110	5996110 RECLASS-Sludge Removal (WasteWater)	2,550.00
****	6996011	6996011 Sludge Removal (WW)	-76,902.23
		Total Sludge	1,736,172.99
		Purchased Power	
****	5206210	5206210 Purchased Power	9,373,007.58
****	5206230	5206230 Fuel for Power Production	395,719.75
5500	6996015	6996015 Purchased Power (WW)	-8,529.45
5500	6996016	6996016 Fuel for Power Production	-5,718.47
		Total Purchased Power	9,754,479.41
****	5304600	5304600 Chemicals-Oper-General	1,201,768.48
5500	5304601	5304601 Chemicals-Oper-Alum	-5,678.07
****	5304602	5304602 Chemicals-Oper-Liqui Alum	1,999,130.00
****	5304603	5304603 Chemicals-Oper-Caustic	244,746.35

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****	5304604	5304604 Chemicals-Oper-Chlorine	1,296,974.55
****	5304605	5304605 Chemicals-Oper-Coagulants	1,123,881.92
5500	5304606	5304606 Chemicals-Oper-Fluoride	70,551.79
****	5304607	5304607 Chemicals-Oper-Hypochlorine	502,098.42
5500	5304608	5304608 Chemicals-Oper-Polyphosphate	841,221.58
****	5304609	5304609 Chemicals-Oper-Zinc Ortho	813,605.26
****	5304610	5304610 Chemicals-Oper-Polymer	779,731.40
****	5304611	5304611 Chemicals-Oper-Soda Ash	16,121.90
****	5304612	5304612 Chemicals-Oper-Sodium Thi	-6,263.80
5500	5304613	5304613 Chemicals-Oper-Percol	35,178.50
5500	5304614	5304614 Chemicals-Oper-Solar Salt	768.6
5500	5304615	5304615 Chemicals-Oper-Lime	647,347.25
5500	5304616	5304616 Chemicals-Oper-Copper Sulphate	44,951.78
****	5304617	5304617 Chemicals-Oper-Carbon	2,041,731.55
5500	5304619	5304619 Chemicals-Oper-Potaperm	140,276.82
5500	5304620	5304620 Chemicals-Oper-Ammonia	604,283.91
****	5304621	5304621 Chemicals-Oper-Misc Chem	643,486.86
****	5304622	5304622 SW-Chem-Coll Oper-General	258.58
5550	5304623	5304623 SW-Chem-Coll Maint-General	0
****	5304624	5304624 SW-Chem-Pump Oper-General	776,216.82
5550	5304626	5304626 SW-Chem-T&D Oper-General	12,600.76
5500	6996018	6996018 Chemicals	-26,309.02
		Chemicals	13,798,682.19
		Materials & Supplies	
****	5304100	5304100 Material Exp-Stock	34,842,504.93
5500	5304105	5304105 Material Exp-Stk Cr	-5,484.31
****	5304110	5304110 Material Exp-Cst Dif	-418,031.68
****	5304120	5304120 Material Exp-Obslete	-53,798.23
5500	5304140	5304140 Material Exp-Inv Rvl	-53,922.40
****	5304200	5304200 Material Exp-Non Stk	4,202,676.78
5500	5304235	5304235 Materials & Supplies - Hydrants	36,404.31
5500	5304250	5304250 Materials - PFAS	13,917.12
****	5304300	5304300 Meter/ERT Purchases	2,351,395.63
****	5304330	5304330 Laboratory Supplies	16,380.10
****	5304340	5304340 Software/Hardware Purchases	1,419,102.52
****	5304370	5304370 Small Tools & Work Equipment	786,989.27
****	5304375	5304375 Materials & Supplies - Uniforms	208,305.68
****	5304380	5304380 Materials & Supplies - Safety Supplies	797,414.96
****	5304390	5304390 Misc Supplies	1,372,701.60
****	5996200	5996200 RECLASS-Materials and Supplies	91,515.51
****	8720600	8720600 Tools/Clothing/Others Overhead	96.88
		Supplies	45,608,168.67
****	6996020	6996020 Materials and Supplies	-42,400,449.38
		Capitalized Supplies	-42,400,449.38
		Total Materials & Supplies	3,207,719.29
		Outside Services	
****	5303230	5303230 Contractor Services - Engineering	27,009,131.24
****	5996310	5996310 RECLASS-Contractual Services-Engineering	14,994.00
****	6996031	6996031 Contractual Services-Engineering	-26,352,968.79
		Outside Services - Engineering	671,156.45
5500	5303210	5303210 Accounting/Auditing Services	991,557.47
5500	6996032	6996032 Contractual Services-Accounting	-108,989.79
		Outside Services - Accounting	882,567.68
****	5303220	5303220 Legal Services	1,160,685.55
****	6996033	6996033 Contractual Services-Legal	-70,791.57
		Outside Services - Legal	1,089,893.98
****	5303850	5303850 Testing Services	1,298,235.97
****	5996350	5996350 RECLASS-Contractual Services-Testing	0
****	6996035	6996035 Contractual Services-Testing	-157,114.41
		Outside Services - Lab Testing	1,141,121.56

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****	5303010	5303010 Contractor Labor - Straight Time	407,218.39
****	5303020	5303020 Contractor Materials	1,121,802.55
****	5303030	5303030 Contractor Services	50,883,728.35
****	5303031	5303031 Contractor Services - Oth-Cross Connect Control	673,780.35
5500	5303032	5303032 Contractor Services - Oth-Hrdw/Sfts Maint	232,313.96
****	5303035	5303035 Contractor Services - Restoration	7,688,449.04
****	5303036	5303036 Contractor Services - Permit Fees	815,753.38
****	5303040	5303040 Environmental Services	58,556.54
****	5303050	5303050 Contractor Services - Leak Detection	326,265.49
****	5303052	5303052 Contractor Services - Sewer Jetting	32,095.71
****	5303053	5303053 Contractor Services - Main Breaks	109,358,627.17
****	5303054	5303054 Contractor Services - Well Cleaning	2,941,932.19
5550	5303055	5303055 Contractor Services - Wastewater Hauling	-3,167.50
5500	5303056	5303056 Contractor Services - Basin-Lagoon Cleaning	250,648.31
5500	5303057	5303057 Contractor Services - Water Sludge hauling	289,921.33
5500	5303058	5303058 Contractor Services - Oth-Hauling	0
5500	5303059	5303059 Contractor Services - PFAS	53,600.00
****	5303061	5303061 Contractor Services - Other-Mains	1,618,178.79
****	5303062	5303062 Contractor Services - Other-Services	9,893,148.68
****	5303063	5303063 Contractor Services - Other-Meters	1,591,464.50
****	5303064	5303064 Contractor Services - Other-Hydrants	1,805,246.26
****	5303145	5303145 Contractor Services - Other-Construction	1,126,644.66
****	5996360	5996360 RECLASS-Contractual Services-Other	-2,883,295.33
****	6996036	6996036 Contractual Services-Other	-181,273,381.12
		Outside Services - Operations	7,009,531.70
5500	5997310	5997310 Other ACO Direct costs	834,475.99
****	5997320	5997320 WorkFlow Processing Fee	1,070,253.01
****	5997330	5997330 WorkFlow Billing Postage	1,597,682.06
5500	5997360	5997360 ACO Lockbox Fees	482,939.52
		Direct ACO Costs	3,985,350.58
		Outside Services - ACO	3,985,350.58
		Outside Services - Other	
****	5303130	5303130 Building & Grounds Maintenance Services	1,648,438.83
****	5303135	5303135 Contractor Services - Grounds Care	2,278,832.34
****	5303840	5303840 Security & Investigative Services	914,871.15
****	6996361	6996361 Contractual Services - Other - Bldg & Grounds	-1,261,816.57
		Outside Services - Bldg & Grounds	3,580,325.75
****	5303150	5303150 Communications Equipment Maintenance Services	6,244.79
****	6996363	6996363 Contractual Services - Other - Communications	-6,244.79
		Outside Services - Communications	0
5500	5303110	5303110 Office Equipment Maintenance Services	1,484.99
****	5303120	5303120 Computer & Software Maintenance Services	56,523.59
****	5303315	5303315 IT/Telecom Contractor Services	906,706.35
5500	6996364	6996364 Contractual Services - Other - IT	-496,015.83
		Outside Services - IT	468,699.10
****	5303140	5303140 Security Equipment Maintenance Services	690,270.34
5500	6996365	6996365 Contractual Services - Other - Security	-6,534.49
		Outside Services - Security	683,735.85
****	5303325	5303325 Professional/Temporary Labor	79,451.33
5500	6996366	6996366 Contractual Services - Other - Temporary Labor	-2,855.36
		Outside Services - Temporary Labor	76,595.97
****	5303190	5303190 Miscellaneous Repairs/Maintenance	328,681.39
****	5303310	5303310 Consultant Services	602,903.59
****	5303320	5303320 Training Services	50,802.09
****	5303890	5303890 Miscellaneous Outside Services	503,564.16
****	6996367	6996367 Contractual Services - Other - Admin & General	-369,189.00
		Outside Services - Admin & General	1,116,762.23
		Total Outside Services - Other	5,926,118.90
		Total Outside Services	20,705,740.85
		Managment Fees	

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5500	8731010	8731010 S&W-Employees	12,241.84
5500	8731030	8731030 S&W-Officers, Directors, Maj Shareholder	7,424.10
		Management Fees - Essential	19,665.94
5500	5996340	5996340 RECLASS-Contractual Services-Management Fees	0
5500	5997210	5997210 Contractor Svs Management Fees	0
****	8730100	8730100 Management Fees Aqua Services - Services	0
5500	8732010	8732010 S&W-Employees	20,662,874.74
5500	8732030	8732030 S&W-Officers, Directors, Maj Shareholder	11,116,767.36
5500	8732040	8732040 Employee Pension and Benefits	411,206.72
5500	8732050	8732050 Employee Taxes	-5.51
5500	8732150	8732150 Purchased Power (WasteWater)	10,700.36
5500	8732200	8732200 Materials and Supplies	2,206,311.02
5500	8732310	8732310 Contractual Services-Engineering	577,521.17
5500	8732320	8732320 Contractual Services-Accounting	255,240.00
5500	8732330	8732330 Contractual Services-Legal	133,133.88
5500	8732340	8732340 Contractual Services-Management Fees	2,463,139.69
5500	8732360	8732360 Contractual Services-Other	13,206,051.59
5500	8732410	8732410 Rental of Building Real Property	128,968.21
5500	8732420	8732420 Rental of Equipment	0
5500	8732500	8732500 Transportation Expenses	11,317.92
5500	8732570	8732570 Insurance General Liability	168.69
5500	8732600	8732600 Advertising Expense	19,671.10
5500	8732750	8732750 Miscellaneous Expense	1,813,999.84
		Management Fees - Water	53,017,066.78
****	8730310	8730310 Management Fees State Admin	0
****	8733010	8733010 S&W-Employees-ST	0
****	8733020	8733020 S&W-Employees-OT	0
****	8733030	8733030 S&W-Officers, Directors, Maj Shareholder	0
****	8733040	8733040 Employee Pension and Benefits	0
****	8733050	8733050 Employee Taxes	0
****	8733070	8733070 LTI/STI	0
****	8733090	8733090 Purchased Water	0
****	8733150	8733150 Purchased Power (WasteWater)	0
****	8733160	8733160 Fuel for Power Production	0
****	8733180	8733180 Chemicals	0
****	8733200	8733200 Materials and Supplies	0
****	8733310	8733310 Contractual Services-Engineering	0
****	8733320	8733320 Contractual Services-Accounting	0
****	8733330	8733330 Contractual Services-Legal	0
****	8733340	8733340 Contractual Services-Management Fees	0
****	8733350	8733350 Contractual Services-Testing	0
****	8733360	8733360 Contractual Services-Other	0
****	8733361	8733361 Contractual Services - Other - Bldg & Grounds	0
****	8733364	8733364 Contractual Services - Other - IT	0
****	8733365	8733365 Contractual Services - Other - Security	0
****	8733366	8733366 Contractual Services - Other - Temporary Labor	0
****	8733367	8733367 Contractual Services - Other - Admin & General	0
****	8733410	8733410 Rental of Building Real Property	0
****	8733420	8733420 Rental of Equipment	0
****	8733500	8733500 Transportation Expenses	0
****	8733570	8733570 Insurance General Liability	0
****	8733600	8733600 Advertising Expense	0
****	8733750	8733750 Miscellaneous Expense	0
****	8733751	8733751 Other Miscellaneous Expense	0
****	8733830	8733830 Capitalized Depreciation	0
		Management Fees - State	0
5500	6996034	6996034 Contractual Services-Management Fees	-24,129,469.39
		Capitalized Management Fees	-24,129,469.39
		Total Management Fees	28,907,263.33
		Leases	

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****	5307010	5307010 Rent Expense - Buildings	650,114.12
****	5307050	5307050 Rent Expense - Land & Land Rights	63,645.93
****	5996410	5996410 RECLASS-Rental of Building Real Property	0
****	6996041	6996041 Rental of Building Real Property	-4,318.00
		Leases - Building	709,442.05
****	5307030	5307030 Rent Expense - Equipment (Office & Other)	78,265.34
5500	5996420	5996420 RECLASS-Rental of Equipment	17,769.00
****	6996042	6996042 Rental of Equipment	-57,264.71
		Leases - Equipment	38,769.63
5500	5307090	5307090 Rent Expense - Miscellaneous	6,142.62
		Leases - Other	6,142.62
		Total Leases	754,354.30
		Transportation	
****	5303170	5303170 Automobile Repairs/Maintenance	65,399.44
****	5304210	5304210 Auto Parts & Supplies	1,069,973.15
5500	5399070	5399070 Vehicle Expenses-Fleet System- Maintenance	239,488.94
		Transportation - Services & Maintenance	1,374,861.53
****	5307040	5307040 Rent Expense - Vehicles	0
5500	5399077	5399077 Transportation - Vehicle Leases	82,024.61
		Transportation - Leases	82,024.61
****	5304510	5304510 Gasoline	1,651,828.68
5500	5304515	5304515 Diesel Fuel	263,686.41
5500	5304516	5304516 Natural Gas Fuel	15,671.81
5500	5304520	5304520 Fuel-Off Hwy Equip	8,765.55
		Transportation - Fuel	1,939,952.45
5500	5303175	5303175 Contractor Srvcs-Transportation-Corp Claims Mgmt	31,509.66
5500	5399079	5399079 Transportation-Crash	35,638.95
****	5996500	5996500 RECLASS-Transportation Expenses	-246,668.93
****	8720500	8720500 Transportation Overhead	-4,699.95
		Transportation - Other	-184,220.27
****	6996050	6996050 Transportation Expenses	-1,097,063.62
		Capitalized Transportation	-1,097,063.62
		Total Transportation	2,115,554.70
		Miscellaneous Expenses	
****	5308010	5308010 Subscriptions	98,695.26
****	5308021	5308021 Professional Dues	6,210.47
****	5308041	5308041 Industry Assoc Dues	21,069.06
****	5308090	5308090 Other Dues&Membershp	688,469.65
		Dues & Subscriptions	814,444.44
****	5310010	5310010 Operating Permits	5,176.44
****	5310020	5310020 Licensing Fees	792,940.26
****	5310050	5310050 Environmental Fees	12,643.74
		Licenses & Permits	810,760.44
5500	5310080	5310080 Bank Fees	14,097.33
****	5310085	5310085 Bond Servicing Fees	241,511.82
		Bank Fees	255,609.15
****	5302010	5302010 Travel Expense	267,361.39
****	5302015	5302015 Travel - Meals (50% Non-Deductible)	207,334.41
****	5302016	5302016 Travel - Meals (100% Deductible)	1,331.99
5500	5302020	5302020 Entertainment Expense	35,071.29
****	5302021	5302021 Entertainment Expense - Non-Deductible	85,341.57
5500	5302022	5302022 Entertainment Expense-50% Non-Deductible	10,398.28
		Travel & Entertainment	606,838.93
****	5303830	5303830 Advertising	69,514.38
5500	5399110	5399110 Chamber of Commerce & Civic Org	266,661.75
5500	6996060	6996060 Advertising Expense	-300
		Public Relations	335,876.13
5500	5399210	5399210 Penalties - Operating - Nondeductible-WTR/WWTR	46,589.00
		Fines & Penalties	46,589.00
****	5304310	5304310 Office Supplies	455,180.76

Financial Statement Version for AQUA

0L Ledger
10 Currency type Company code currency
USD Amounts in United States Dollar
2023.01 -2023.12 Reporting periods
2022.01 -2022.12 Comparison periods

Company Code	Account Number	Text for B/S P&L Item	Total of Reporting Period
****	5304320	5304320 Postage, Shipping, & Freight	254,685.95
****	5304350	5304350 Office Furn & Equip	117,815.23
****	5304360	5304360 Promotion Supplies	81,527.52
****	5304410	5304410 Purchasing Card Expenses-MC	-553,289.72
		Office Supplies	355,919.74
****	5309010	5309010 Utilities - Electric and Gas	34,390.13
5500	5309020	5309020 Utilities - Phone	975.2
****	5309021	5309021 Utilities - Wireless Services-Cell Phones & Pagers	0
****	5309025	5309025 Utilities - Communications	1,567,015.89
****	5309030	5309030 Utilities - Water	93,258.82
****	5309040	5309040 Utilities - Other	11,138.46
		Utilities	1,706,778.50
****	5310090	5310090 Miscellaneous Fees	15,403.77
5500	5310100	5310100 Other Misc – PFAS	35.29
5500	5320140	5320140 Land Rights & Right of Way Fees	58,150.00
5500	5399040	5399040 Lost Discount Exp	21,259.28
5500	5399050	5399050 Regulatory Deferrals/Amortization	339,418.00
****	5399900	5399900 Miscellaneous Expense	-2,682,511.83
5500	5399910	5399910 Miscellaneous Expense - Acct Recon Write-offs	40,569.91
****	6996751	6996751 Other Miscellaneous Expense	-159,542.01
		Other Miscellaneous	-2,367,217.59
****	5303900	5303900 Conversion-Projects	2,934,767.06
****	5399061	5399061 CIAC-Project offset	14,607,882.01
****	5399062	5399062 Contrib in Aid of Constr - Non-Cash - Non-Taxable	-4,668,608.79
****	5399064	5399064 Contrib in Aid of Constr - Cash - Non-Taxable	-9,924,812.26
5500	5399074	5399074 Vehicle Purchases	2,076,584.07
****	5399310	5399310 Advances for Construction - Non-Cash - Non-Taxable	-13,419,569.16
****	5399315	5399315 Advances for Construction - Cash - Non-Taxable	2,809,659.49
****	5399340	5399340 Salvage Proceeds	-926,564.14
****	5996750	5996750 RECLASS-Miscellaneous Expense	12,000.00
****	5996850	5996850 RECLASS-Capital Overhead	32,025.49
****	6996075	6996075 Miscellaneous Expense	-4,821,105.46
****	6996081	6996081 CIAC	-14,460.96
****	6996082	6996082 CAC	10,609,909.67
****	6996085	6996085 Capital Overhead	-27,259.93
****	8720400	8720400 A&G Capital Support Overhead	-1,879.36
****	8720900	8720900 Engineering Overhead	-2,237.49
		Capital Miscellaneous & Overheads	-723,669.76
		Total Miscellaneous Expenses	1,841,928.98
		Insurance	
****	5305010	5305010 Injury Expenses	4,486,444.02
5500	5305020	5305020 Damages - Property	471,843.59
5500	5305030	5305030 Claims Reimburse	-2,684.12
****	5305050	5305050 Worker's Compensation Claim Expenses	837,498.90
****	5305060	5305060 Worker's Compensation Admin	76,137.00
****	5306010	5306010 Insurance-Directors&Officers/Fiduciary/Crime	2,011,396.00
5500	5306060	5306060 Insurance-General Property	135,544.08
****	5996560	5996560 RECLASS-Insurance Vehicle	0
****	5996570	5996570 RECLASS-Insurance General Liability	0
****	5996580	5996580 RECLASS-Insurance Workman's Compensation	0
****	5996590	5996590 RECLASS-Insurance Other	0
5500	6996056	6996056 Insurance Vehicle	0
5500	6996057	6996057 Insurance General Liability	-1,411,574.66
5500	6996058	6996058 Insurance Workman's Compensation	-281,581.98
5500	6996059	6996059 Insurance Other	-618,993.42
		Total Insurance	5,704,029.41
		Bad Debt	
****	5311020	5311020 Uncollect Accts Exp-Writeoffs	4,703,937.02
****	5311030	5311030 Uncollect Accts Exp-Recovery of Bad Debt	-493,483.76
****	5311040	5311040 Uncollect Accts Exp-Reserve Change	-1,805,486.13

Financial Statement Version for AQUA

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2023.01 -2023.12 Reporting periods
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Company Code	Account Number	Text for B/S P&L Item	Total of Reporting Period
5500	5996700	5996700 RECLASS-Bad Debt Expense	-58,223.73
5500	6996070	6996070 Bad Debt Expense	58,223.73
		Total Bad Debt	2,404,967.13
		Non Operating Expenses	
****	5381000	5381000 Acquisition Related Expenses	1,621,061.24
5500	6201011	6201011 Donations - 501(c)(3)	143,389.68
5500	6202021	6202021 Non Utility Civic/Politic Activities	-33,664.26
5500	6204011	6204011 Rent Expense - Non-Utility Operations	0
5500	6204020	6204020 Misc NonUtil Exp-Antennae	36,787.00
****	6204050	6204050 Misc NonUtil Exp-Non-Cust Rel	15,671.56
5500	6204080	6204080 Misc NonUtil Exp-Bill Mat&Serv	18,950.00
5500	6204130	6204130 Misc NonUtil-N-Cust-Trv & Pers	0
5500	6204140	6204140 Misc NonUtil-N-Cust-Act & Evt	700
****	6204150	6204150 Misc NonUtil Exp-Other	574,508.29
****	6204160	6204160 Misc NonUtil-Other-Prof Servic	209,487.56
5500	6204170	6204170 Misc NonUtil-Nontax Ded Bus Ex	348,148.00
		Total Non Operating Expenses	2,935,039.07
		Total Operations & Maintenance Expense	163,373,181.22
		Depreciation:	
****	5501001	5501001 Deprec Exp - Utility Plant	135,895,760.63
5550	5501091	5501091 Depreciation Expense - Non-Utility Plant	1.72
****	5502011	5502011 Amortization Expense - CIAC	-4,167,195.83
		Total Depreciation	131,728,566.52
		Amortization:	
****	5507011	5507011 Amortization Exp - Rate Case Expenses WT/WW	339,368.36
****	5507020	5507020 Regulatory Commission Amort - Other	0
****	5507070	5507070 Amort-Util Plant Acq Adj	-973,609.64
5500	6402421	6402421 Amort Debt Disc & Exp - Essential	146,922.45
		Total Amortization	-487,318.83
		Taxes Other Than Income:	
****	5310031	5310031 Assessment-PUC	2,496,817.50
****	5310032	5310032 Assessment-Consumer Advocate	876,032.00
****	5310033	5310033 Assessment-SBA	162,283.00
5500	5310034	5310034 Pumping Fees	0
****	5310035	5310035 Assessment-DPC	14,750.00
****	5702101	5702101 Property Taxes	12,891.67
****	5702120	5702120 Property Taxes-WT/WW	1,462,392.86
5500	5703100	5703100 Payroll Taxes	4,275,915.25
5500	5709101	5709101 Other Miscellaneous Taxes	6,015.65
5500	5709140	5709140 Other Taxes-PURTA	4,373,226.98
****	5996050	5996050 RECLASS-Employee Taxes	478.69
****	6996005	6996005 Payroll Tax	-1,394,424.53
****	8720100	8720100 Payroll Tax Overhead	-5,590.66
		Total Taxes Other Than Income	12,280,788.41
		TOTAL UTILITY COSTS & EXPENSES	306,895,217.32
		TOTAL OPERATING INCOME	-337,115,017.12
		OTHER (INCOME) EXPENSE	
		Interest Expense:	
5500	6499021	6499021 Interest Expense - Short Term Debt	1,220,801.41
		Interest on Short Term Debt	1,220,801.41
****	6499011	6499011 Interest Expense - Long Term Debt	85,181,884.42
		Interest on LTD	85,181,884.42
5500	6402430	6402430 Amort-Debt Issuance Costs	617,654.59
5500	6402440	6402440 Amort-Premium/Disc on Debt	-71,232.00
		Amortization of Debt Issuance Costs	546,422.59
		Interest on Long Term Debt	85,728,307.01
5510	6101910	6101910 Interest Inc-Banks	0
		Interest Income	0
		Other Interest (Income) Expense	0
****	5996800	5996800 Reclass-AFUDC-Debt	4,614.01


Financial Statement Version for AQUA

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Company Code	Account Number	Text for B/S P&L Item	Total of Reporting Period
****	5996801	5996801 Reclass-AFUDC-Equity	0
****	6404001	6404001 Allowance for Funds Used Dur Constr-Debt	-2,400,843.60
****	6499998	6499998 Capitalized AFUDC Debt - Project Use	2,714,480.06
****	6996080	6996080 AFUDC-Debt	-2,719,034.27
		AFUDC - Debt	-2,400,783.80
****	6103000	6103000 Allowance Funds Used During Construction-Equity	-5,557,656.46
****	6499999	6499999 Capitalized AFUDC Equity - Project Use	5,557,656.46
****	6996086	6996086 AFUDC-Equity	-5,557,716.26
		AFUDC - Equity	-5,557,716.26
		Allow For Funds Used During Construction	-7,958,500.06
		Total Interest Expense	78,990,608.36
		Other Net (Income) Expense:	
****	5380011	5380011 Operating Gain/Loss-Disposition of Assets	-559,076.21
		Gains from Sales of Property	-559,076.21
5500	6299100	6299100 Other Expense - Non-Service Cost Benefits-Pension	-3,301,298.00
5500	6299101	6299101 Other Expense - Non-Service Cost OPEB	-890,952.00
****	6299102	6299102 Nonqual - Non Service Cost	175,201.00
		Other Net Periodic Benefit Costs	-4,017,049.00
		Other Net (Income) Expense	-4,576,125.21
		TOTAL OTHER (INCOME) EXPENSE	74,414,483.15
		TOTAL INCOME BEFORE TAX & GAIN	-262,700,533.97
		INCOME TAXES	
		Income Taxes - Current	
****	6310011	6310011 Federal Income Tax Expense	3,343,359.97
5500	6310021	6310021 FIN 48 Federal Income Tax Expense	3,835,503.94
		Federal Taxes - Current	7,178,863.91
****	6311011	6311011 State Income Tax Expense	2,471,102.89
5500	6312011	6312011 FIN 48 State Income Tax Expense	866,618.47
		State Taxes - Current	3,337,721.36
		Total Income Taxes - Current	10,516,585.27
		Income Taxes - Deferred	
****	6320021	6320021 Defd Federal Income Tax Expense-Noncurr Asset	7,805,965.22
****	6320031	6320031 Defd Federal Income Tax Expense-Other Curr Liab	-9,270,776.55
****	6320041	6320041 Defd Federal Income Tax Expense-Plant Noncurr Liab	49,292,452.05
5500	6320046	6320046 Defd Federal Income Tax Expense-EDIT Amortization	907,929.00
****	6320051	6320051 Defd Federal Income Tax Expense-Other NC Liab	-48,414,765.01
5500	6320110	6320110 ITC-Def Future Periods-Federal	0
5500	6322011	6322011 Amortization - Deferred ITC	-253,412.00
		Federal Taxes - Deferred	67,392.71
****	6321021	6321021 Defd State Income Tax Expense-Noncurr Asset	10,425,341.35
****	6321031	6321031 Defd State Income Tax Expense-Other Curr Liab	-11,677,115.43
****	6321041	6321041 Defd State Income Tax Expense-Plant Noncurr Liab	21,468,268.07
****	6321051	6321051 Defd State Income Tax Expense-Other NC Liab	-2,847,346.07
		State Taxes - Deferred	17,369,147.92
		Total Income Taxes - Deferred	17,436,540.63
		TOTAL INCOME TAXES	27,953,125.90
		TOTAL NET INC BFR EQTY EARNG IN SUBSIDIARIES	-234,747,408.07
		Equity Earnings in Subsidiaries	
5500	4700311	4700311 Equity Earnings in Subsidiary-5510-Honesdale	-3,192,277.18
5500	4700312	4700312 Equity Earnings in Subsidiary-5550-Aqua PA Wastewa	-20,069,064.66
		Total Equity Earnings in Subsidiaries	-23,261,341.84
		TOTAL NET INCOME	-258,008,749.91
		NET INCOME AVAILABLE FOR COMMON	258,008,749.91
		TOTAL NET INCOME AVAILABLE FOR COMMON	0

VERIFICATION

I, Christopher P. Luning, Executive Vice President and General Counsel of Honesdale Consolidated Water Company, hereby state that the facts set forth in Aqua Pennsylvania, Inc.'s and Honesdale Consolidated Water Company's Joint Application, 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).

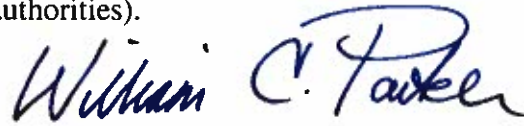


Christopher P. Luning
Executive Vice President and General Counsel
Honesdale Consolidated Water Company

Dated: July 3, 2024

VERIFICATION

I, William C. Packer, Vice President, Regulatory Accounting and Regional Controller of Aqua Pennsylvania, Inc., hereby state that the facts set forth in Aqua Pennsylvania, Inc.'s and Honesdale Consolidated Water Company's Joint Application, 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).



William C. Packer
Vice President, Regulatory Accounting and
Regional Controller
Aqua Pennsylvania, Inc.

Dated: July 3, 2024

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of Aqua Pennsylvania, :
Inc. and Honesdale Consolidated Water :
Company pursuant to Sections 1102 and : Docket No. A-2024-_____
2102 of the Public Utility Code for :
Approval the Transfer to Aqua : Docket No. A-2024-_____
Pennsylvania, Inc. Through Merger of All :
the Property of Honesdale Consolidated :
Water Company :

CERTIFICATE OF SERVICE

I hereby certify that I have this 3rd day of July 2024 served a true and correct copy of the foregoing document, upon the persons and in the manner indicated below:

VIA ELECTRONIC MAIL

Allison Kaster, Director and Chief Prosecutor
Bureau of Investigation and Enforcement
Pennsylvania Public Utility Commission
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Paul Diskin, Director
Bureau of Technical Utility Services
Pennsylvania Public Utility Commission
400 North Street
Harrisburg, PA 17120
pdiskin@pa.gov



Alexander R. Stahl

Dated: July 3, 2024