

EXHIBIT EE

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Rates/Ratemaking

1. Estimate the potential monthly incremental cost impact on existing and acquired customers following the actual results of the Buyer’s most recently adjudicated base rate proceeding, whether litigated or settled, allocating the fair market value of the acquired system according to the Buyer’s previously approved single-tariff pricing model.
 - a. In the case of a wastewater acquisition, a Buyer that employs a combined revenue requirement pursuant to 66 Pa. C.S. § 1311 will provide information assuming a combined water and wastewater revenue requirement consistent with its most recent adjudicated base rate proceeding.
 - b. If a Buyer has filed the thirty-day notice of 52 Pa. Code § 53.45(a), or has filed a rate case, it should calculate the above using data as proposed in its upcoming or filed rate case.

Response: Please refer to Appendix A of Aqua Statement No. 1, Direct Testimony of William C. Packer, included as Exhibit Y to the Application.

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Rates/Ratemaking

2. If the Buyer has a present intention to increase the acquired system’s rates to a certain level, please state the basis for the targeted rate.

Response: Aqua has no present intention to increase the Municipal Authority of the Borough of Greenville (“GWA”) rates to a targeted rate.

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Rates/Ratemaking

3. Provide the annual depreciation expense using the purchase price/proposed rate base. If the exact depreciation expense is not available, provide the best estimate of the annual depreciation expense. Show how the depreciation expense is calculated.

Response: Please refer to Appendix A of Aqua Statement No. 1, Direct Testimony of William C. Packer, included as Exhibit Y to the Application.

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Rates/Ratemaking

4. Provide an estimate of the annual gross revenue requirement of the municipal system under the Buyer's ownership. Provide the assumptions for the annual revenue requirement, including expected rate of return, expected depreciation expense, O&M expenses, etc.

Response: Please refer to Appendix A of Aqua Statement No. 1, Direct Testimony of William C. Packer, included as Exhibit Y to the Application.

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Rates/Ratemaking

5. Provide an estimate of the annual revenues of the municipal system under the Buyer's ownership. Provide the assumptions for the annual revenues, including both operating revenues and non-operating revenues.

Response: Please refer to Appendix A of Aqua Statement No. 1, Direct Testimony of William C. Packer, included as Exhibit Y to the Application.

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Rates/Ratemaking

6. Provide an estimate of the overall dollar and percentage rate impacts implicated from stand-alone rates that recover the Buyer’s estimated annual gross revenue requirement for the acquired system from the Seller’s customers.

Response: Please refer to Appendix A of Aqua Statement No. 1, Direct Testimony of William C. Packer, included as Exhibit Y to the Application.

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Rates/Ratemaking

7. Provide an estimate of the overall dollar and percentage rate impacts implicated from the following rates:
- a. For water applications, rates that recover the Buyer’s estimated annual net revenue requirement for the acquired system from the Buyer’s existing water customers.
 - b. For wastewater applications, both water and wastewater rates that recover the Buyer’s estimated annual net revenue requirement for the acquired system from the Buyer’s existing water and wastewater customers, respectively.

Response: Please refer to Appendix A of Aqua Statement No. 1, Direct Testimony of William C. Packer, included as Exhibit Y to the Application.

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Rates/Ratemaking

8. Other than the STAS, does Buyer’s current water/wastewater tariff include any provisions that would fall under “pass-through costs or charges imposed by the Commonwealth of Pennsylvania”?

Response: Aqua has a Distribution System Improvement Charge (“DSIC”) in its current water tariff.

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Rates/Ratemaking

9. Provide a listing of any entities that currently receive free service from the Seller.

Response: GWA does not bill itself for water used at its own facilities. GWA also does not bill municipalities for public hydrants. No other entity receives free water service.

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Rates/Ratemaking

10. In the next rate case, does buyer anticipate including the acquired system in a combined revenue requirement?

Response: Yes. Aqua anticipates including the GWA system in a combined revenue requirement in the next rate case.

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Rates/Ratemaking

11. If Seller has increased rates in the last year, please state the date of the increase and provide a copy of the new rate schedule and the total annual revenues produced under the new rates.

Response: GWA increased rates at its November 13, 2024 public meeting with rates effective January 1, 2025. Please see Application Exhibit H and Appendix A of Aqua Statement No. 1, Direct Testimony of William C. Packer, included as Exhibit Y to the Application.

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Rates/Ratemaking

12. Are there any leases, easements, and access to public rights-of-way that Buyer will need in order to provide service which will not be conveyed at closing? If yes, identify when the conveyance will take place and whether there will be additional costs involved.

Response: Aqua is not presently aware of any needed leases, easements or access to public rights-of-way that will not be transferred at Closing. The GWA is currently reviewing real property records to determine any needed easements and will be obtaining any needed easements in accordance with Article 6 of the Asset Purchase Agreement.

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Costs/Benefits

13. Provide a breakdown of the estimated transaction and closing costs. Provide invoices to support any transaction and closing costs that have already been incurred.

Response: The estimated total transaction and closing costs are included in the Application at paragraph 59. Please see below for a breakdown of costs projected through Closing. Please see Application Exhibit T1 for Gannett UVE invoices. Please see the attachments to SDR-13 for copies of other invoices incurred to date on the Application.

Legal	\$260,000
UVE	\$75,000
Engineering Assessment	\$24,019
Total	\$359,019

The costs shown above are estimated costs and are subject to change.

invoice



February 20, 2023
Project No: 0005511.112
Invoice No: 0083437

Tom Rafferty
Aqua Pennsylvania Southeast

Invoice Total: \$4,232.50

Project 0005511.112 Aqua PA-Greenville Water Authority, Mercer County
Email approval
Account #5381000
Order #5500M00169
Company Code 5500
Profit Center P5500000

Scope of Work:
- GIS Updates
- Draft Report
- Misc. Communication

Professional Services from December 31, 2022 to January 27, 2023

Phase 001 Draft Report
Task 001 Draft Report - Aqua PA

Professional Personnel

	Hours	Rate	Amount
Project Manager			1,782.50
Senior Designer			90.00
Designer			157.50
Environmental Specialist			2,150.00
Project Controller			52.50
Totals			4,232.50
Total Labor			4,232.50
		Subtotal (Task)	\$4,232.50

Billing Limits	Current	Prior	To-Date
Total Billings	4,232.50	0.00	4,232.50
Limit			20,000.00
Remaining			15,767.50
		Subtotal (Phase)	\$4,232.50
		Total this Invoice	\$4,232.50

Billing Backup

Monday, February 3, 2025

Entech Engineering Inc.

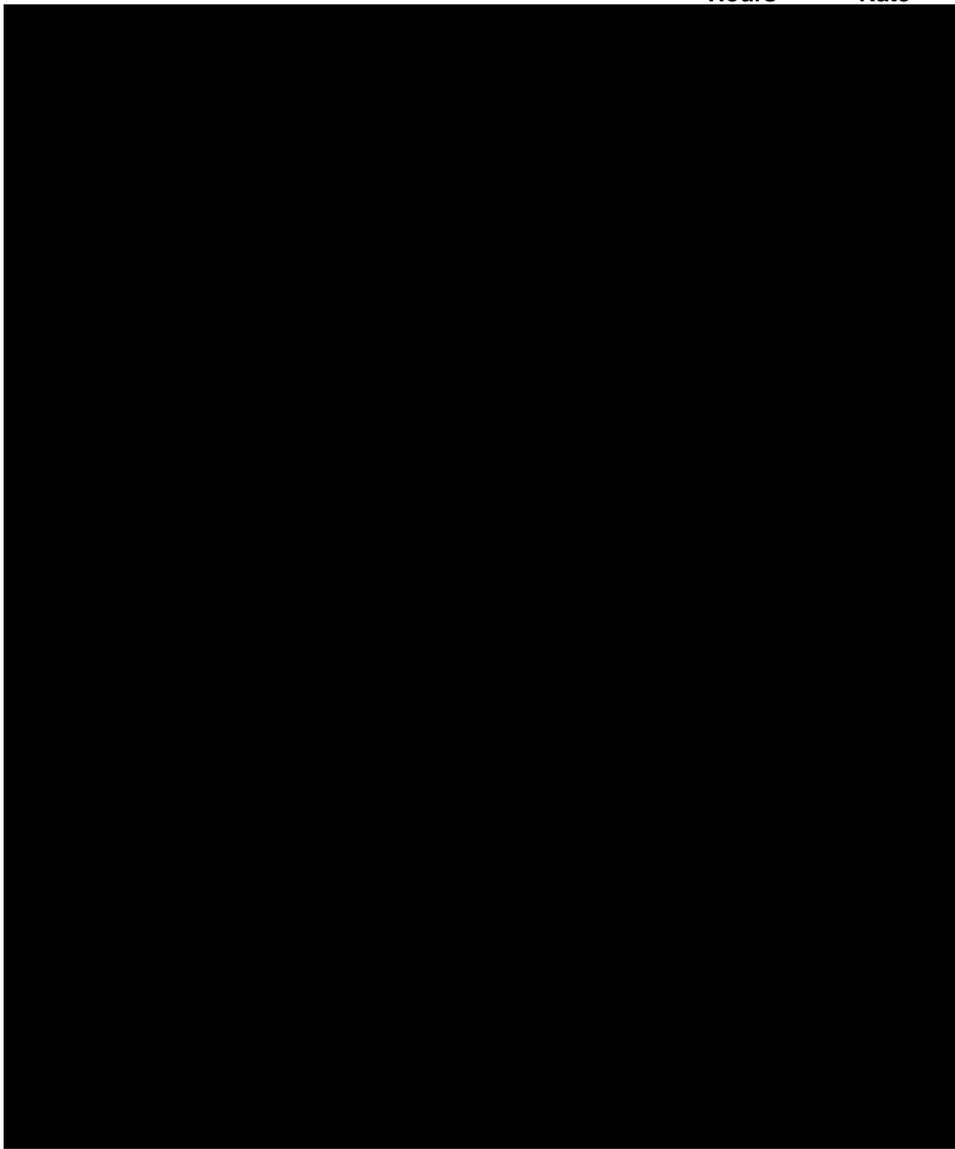
Invoice 0083437 Dated 2/20/2023

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Project	0005511.112	Aqua PA-Greenville Water Authority, Mercer County
Phase	001	Draft Report
Task	001	Draft Report - Aqua PA

Professional Personnel

Hours Rate Amount



542.50	
387.50	
387.50	
465.00	
60.00	
30.00	
105.00	
52.50	
200.00	
400.00	
600.00	
650.00	
300.00	
52.50	
4,232.50	
	4,232.50
	Subtotal (Task) \$4,232.50
	Subtotal (Phase) \$4,232.50
	Subtotal (Project) \$4,232.50
	Total this Report \$4,232.50

invoice



April 14, 2023
 Project No: 0005511.112
 Invoice No: 0084345

Tom Rafferty
 Aqua Pennsylvania Southeast
 762 West Lancaster Ave
 Bryn Mawr, PA 19010

Invoice Total: \$3,321.25

Project 0005511.112 Aqua PA-Greenville Water Authority, Mercer County
 Email approval
 Account #5381000
 Order #5500M00169
 Company Code 5500
 Profit Center P5500000

Scope of Work:
 - GIS Updates
 - Draft Report
 - Misc. Communication

Professional Services from February 25, 2023 to March 31, 2023

Phase 001 Draft Report
 Task 001 Draft Report - Aqua PA

Professional Personnel

	Hours	Rate	Amount
Project Manager			813.75
Senior Designer			180.00
Designer			577.50
Environmental Specialist			1,750.00
Totals			3,321.25
Total Labor			3,321.25

Subtotal (Task) \$3,321.25

Billing Limits	Current	Prior	To-Date
Total Billings	3,321.25	4,232.50	7,553.75
Limit			20,000.00
Remaining			12,446.25

Subtotal (Phase) \$3,321.25

Total this Invoice \$3,321.25

Outstanding Invoices

Number	Date	Balance
0083437	2/20/2023	4,232.50
Total		4,232.50

Billing Backup

Monday, February 3, 2025

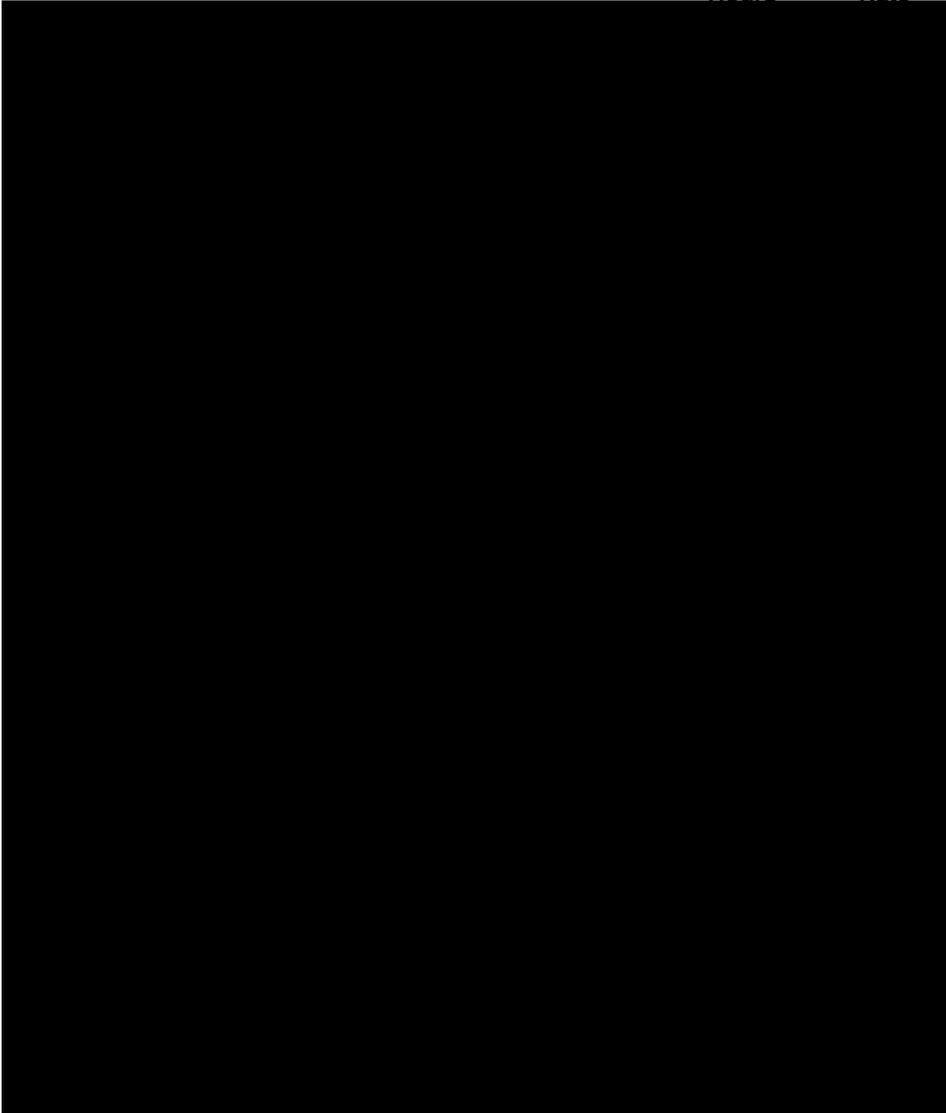
Entech Engineering Inc.

Invoice 0084345 Dated 4/14/2023

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Project	0005511.112	Aqua PA-Greenville Water Authority, Mercer County
Phase	001	Draft Report
Task	001	Draft Report - Aqua PA

Professional Personnel

	Hours	Rate	Amount
			465.00
			310.00
			38.75
			180.00
			52.50
			105.00
			157.50
			157.50
			105.00
			100.00
			600.00
			550.00
		400.00	
		100.00	
		3,321.25	

Total Labor **3,321.25**

Subtotal (Task) **\$3,321.25**

Subtotal (Phase) **\$3,321.25**

Subtotal (Project) **\$3,321.25**

Total this Report **\$3,321.25**

invoice



May 10, 2023
 Project No: 0005511.112
 Invoice No: 0084663

Tom Rafferty
 Aqua Pennsylvania Southeast
 762 West Lancaster Ave
 Bryn Mawr, PA 19010

Invoice Total: \$536.25

Project 0005511.112 Aqua PA-Greenville Water Authority, Mercer County
 Email approval
 Account #5381000
 Order #5500M00169
 Company Code 5500
 Profit Center P5500000

Scope of Work:
 - Draft Report
 - Progress Meeting
 - Misc. Communication

Professional Services from April 01, 2023 to April 28, 2023

Phase 001 Draft Report
 Task 001 Draft Report - Aqua PA

Professional Personnel

	Hours	Rate	Amount
Principal			87.50
Project Manager			116.25
Senior Designer			180.00
Designer			52.50
Environmental Specialist			100.00
Totals			536.25
Total Labor			536.25

Subtotal (Task) \$536.25

Billing Limits	Current	Prior	To-Date
Total Billings	536.25	7,553.75	8,090.00
Limit			20,000.00
Remaining			11,910.00

Subtotal (Phase) \$536.25

Total this Invoice \$536.25

Billing Backup

Monday, February 3, 2025

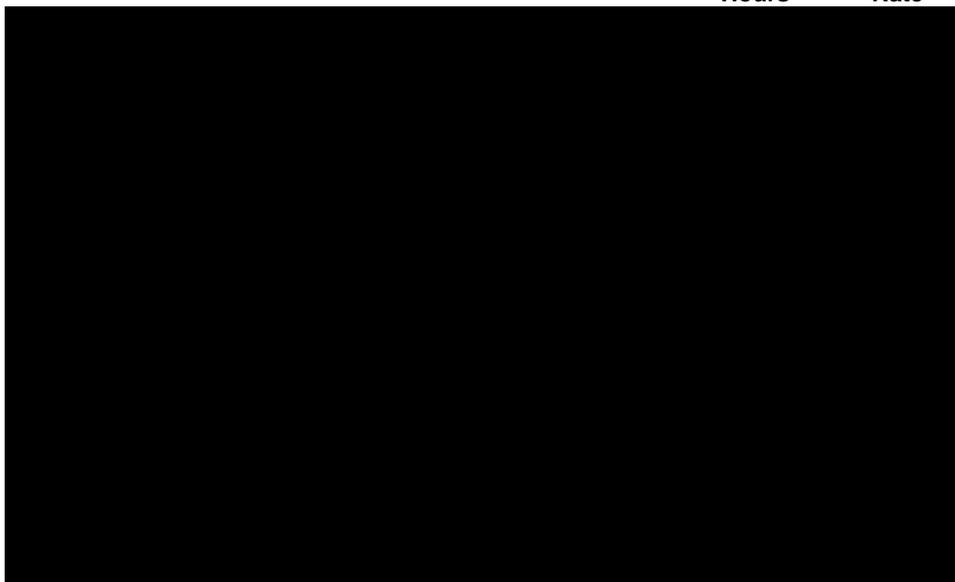
Entech Engineering Inc.

Invoice 0084663 Dated 5/10/2023

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Project	0005511.112	Aqua PA-Greenville Water Authority, Mercer County
Phase	001	Draft Report
Task	001	Draft Report - Aqua PA

Professional Personnel

	Hours	Rate	Amount
			87.50
			116.25
			180.00
			52.50
			100.00
			536.25
		536.25	
		Subtotal (Task)	\$536.25
		Subtotal (Phase)	\$536.25
		Subtotal (Project)	\$536.25
		Total this Report	\$536.25

invoice



June 06, 2023

Project No: 0005511.112

Invoice No: 0085078

Tom Rafferty
Aqua Pennsylvania Southeast
762 West Lancaster Ave
Bryn Mawr, PA 19010

Invoice Total: \$2,692.50

Project 0005511.112 Aqua PA-Greenville Water Authority, Mercer County

Email approval
Account #5381000
Order #5500M00169
Company Code 5500
Profit Center P5500000

Scope of Work:

- Draft Report
- Progress Meeting
- Misc. Communication

Professional Services from April 29, 2023 to May 26, 2023

Phase	001	Draft Report
Task	001	Draft Report - Aqua PA

Professional Personnel

	Hours	Rate	Amount
Principal			175.00
Project Manager			232.50
Senior Designer			60.00
Environmental Specialist			2,225.00
Totals			2,692.50
Total Labor			2,692.50

Subtotal (Task) \$2,692.50

Billing Limits	Current	Prior	To-Date
Total Billings	2,692.50	8,090.00	10,782.50
Limit			20,000.00
Remaining			9,217.50

Subtotal (Phase) \$2,692.50

Total this Invoice \$2,692.50

Outstanding Invoices

Number	Date	Balance
0084663	5/10/2023	536.25
Total		536.25

Billing Backup

Monday, February 3, 2025

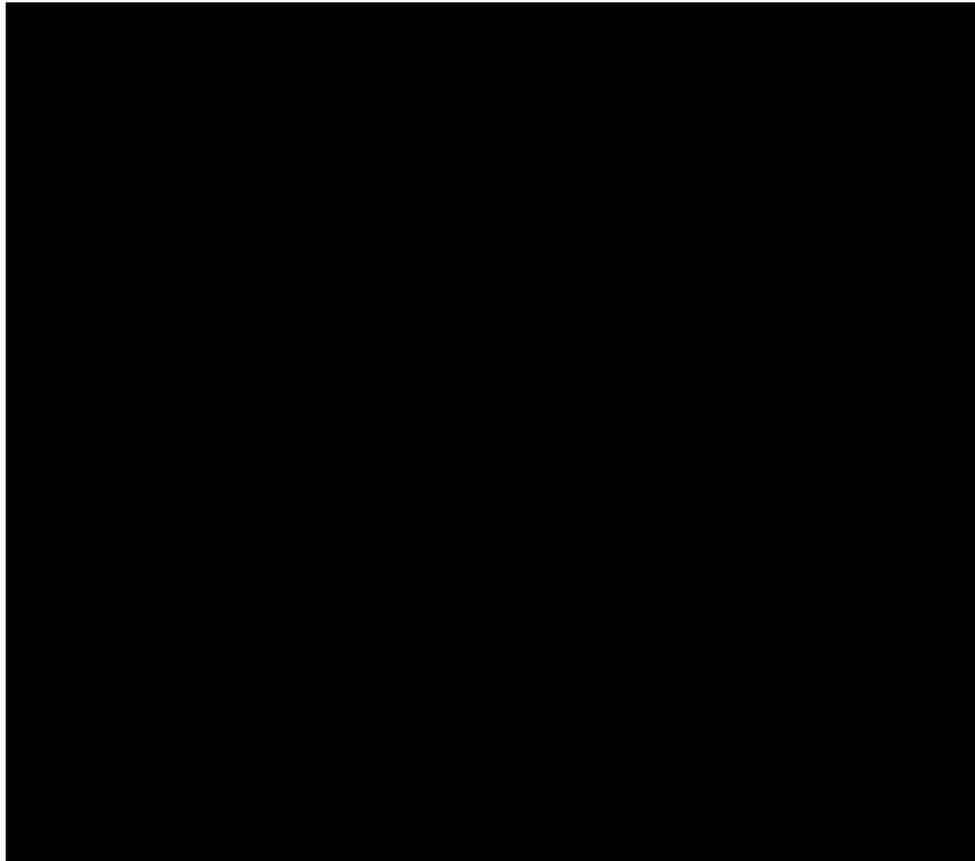
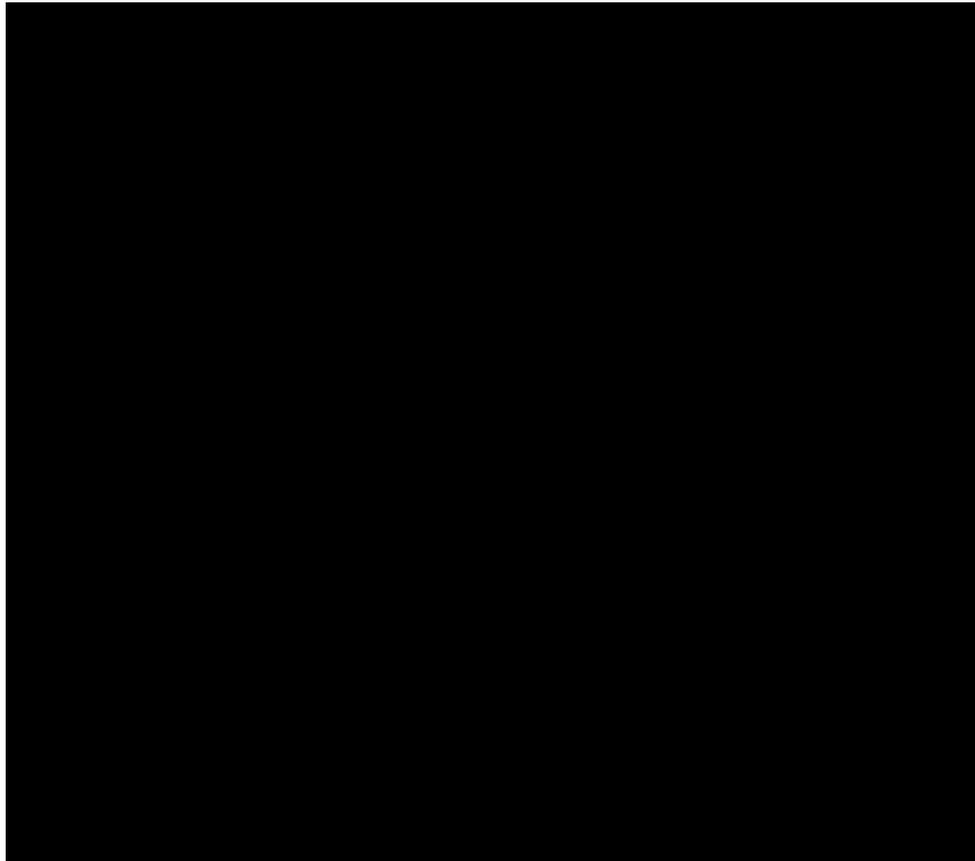
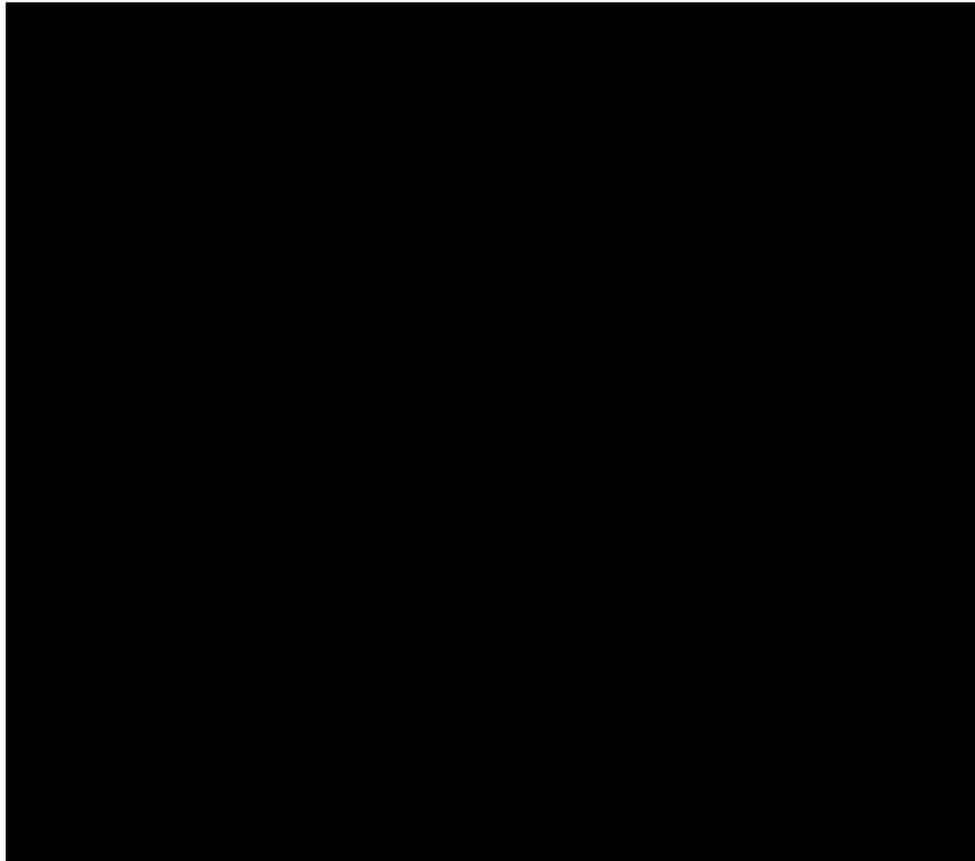
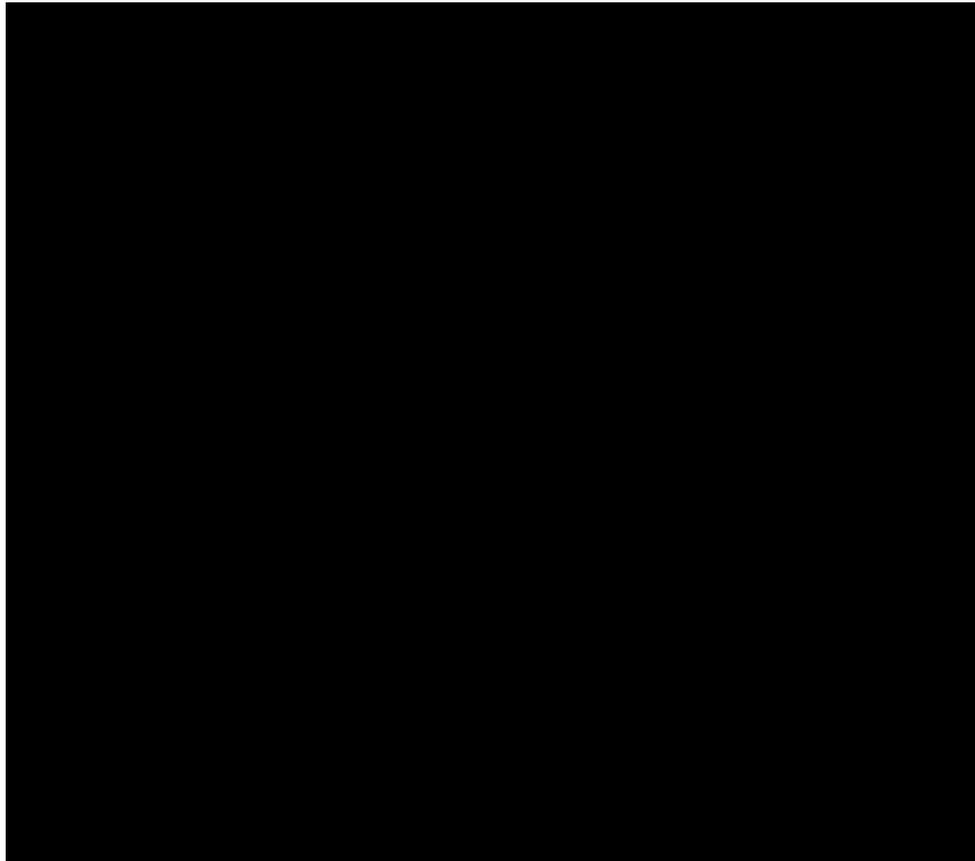
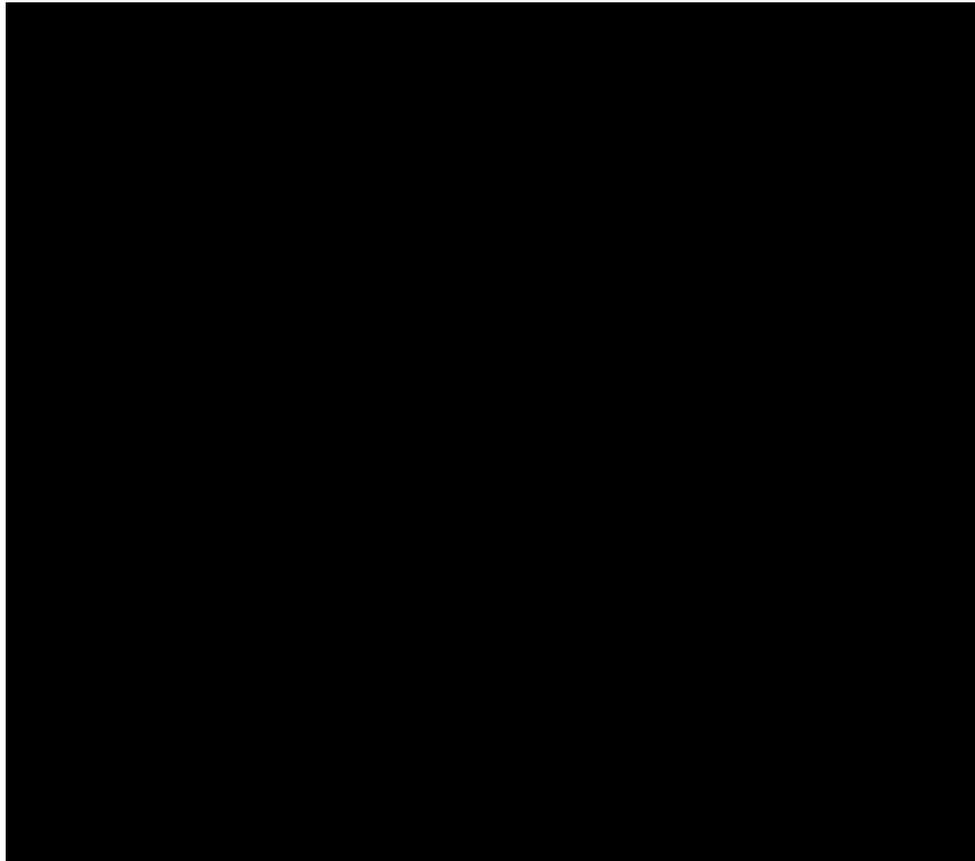
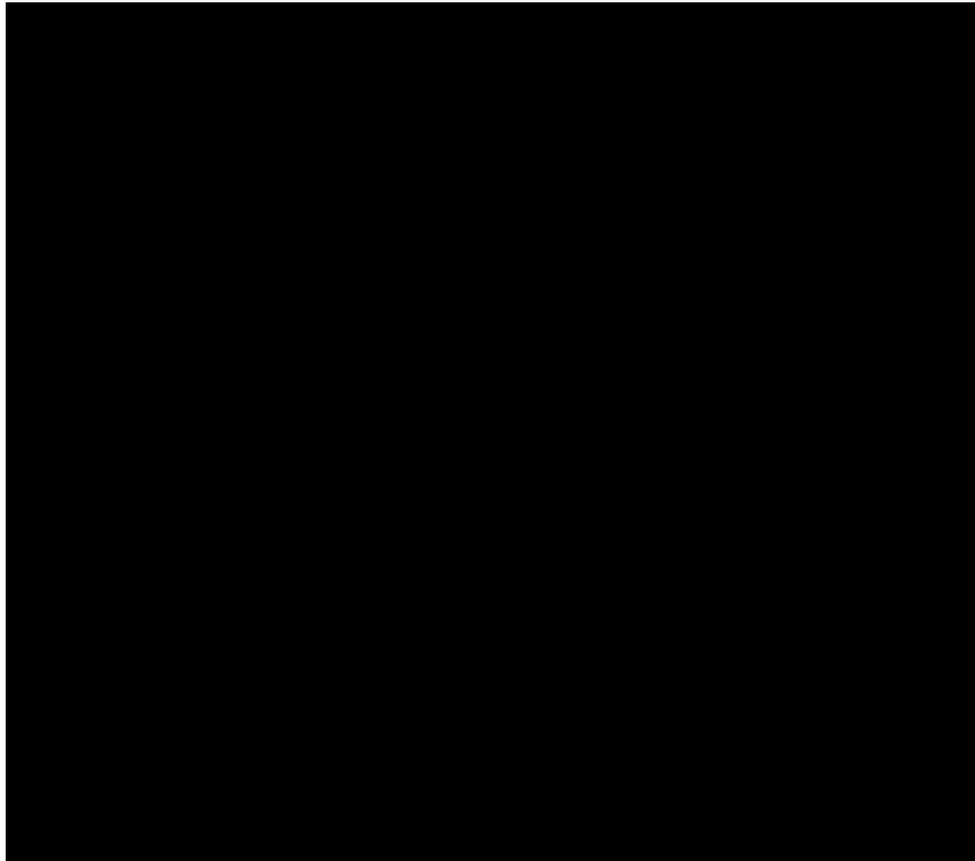
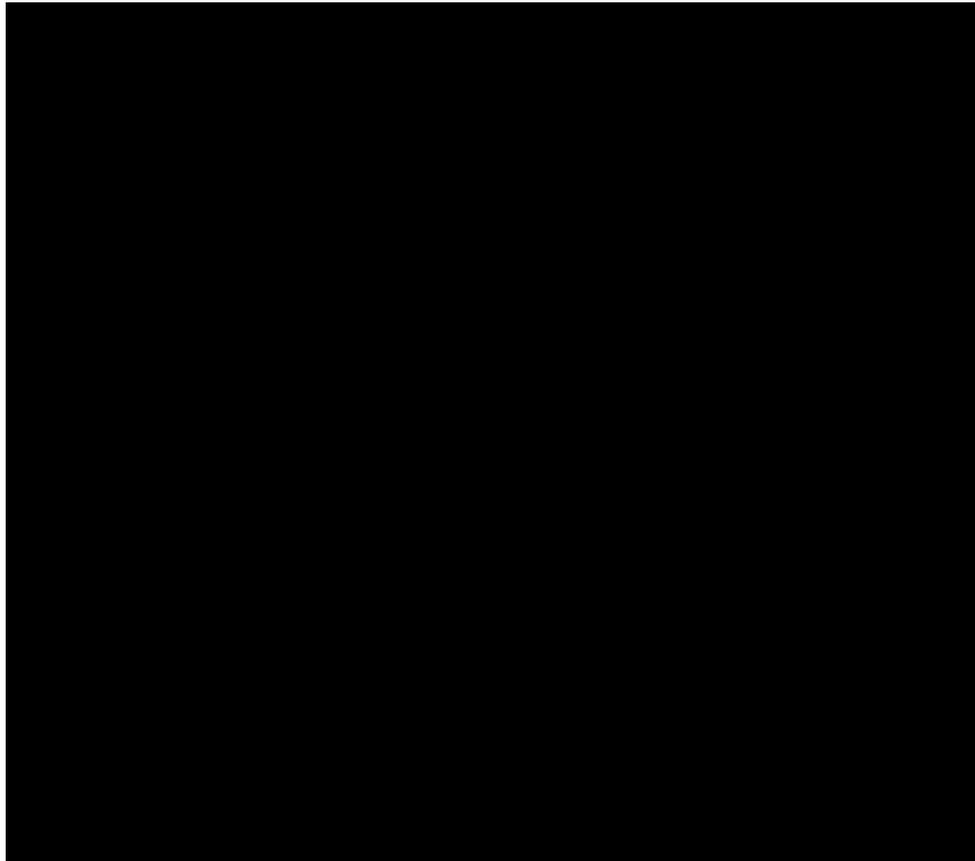
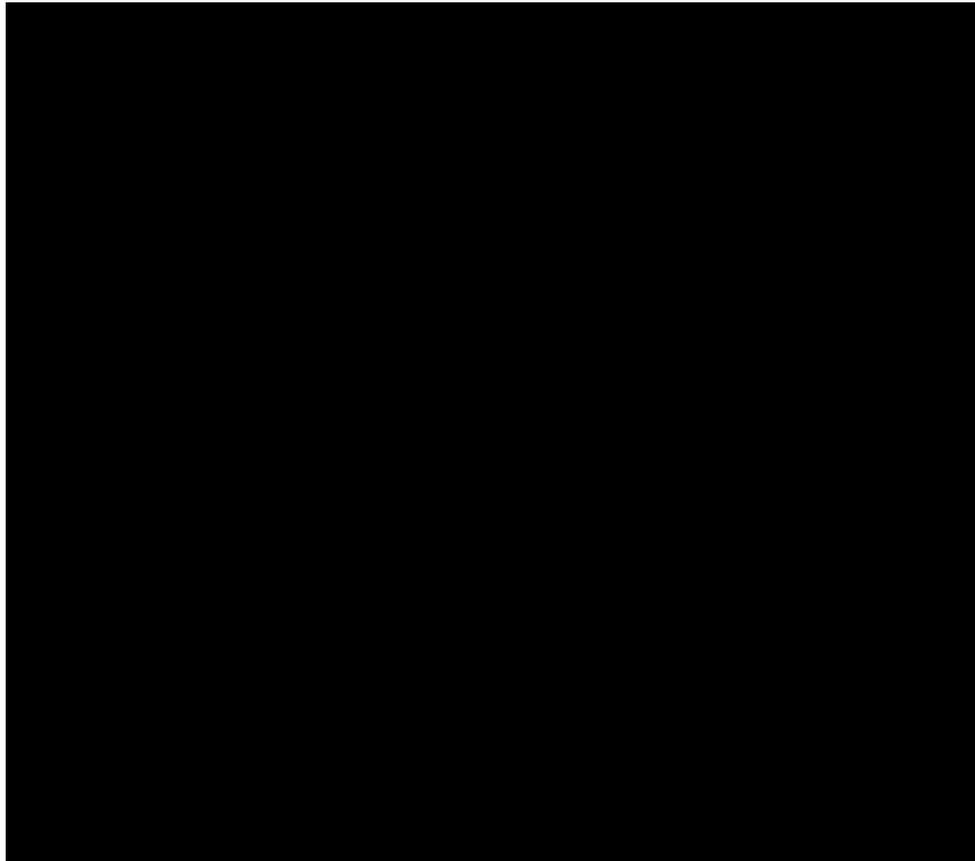
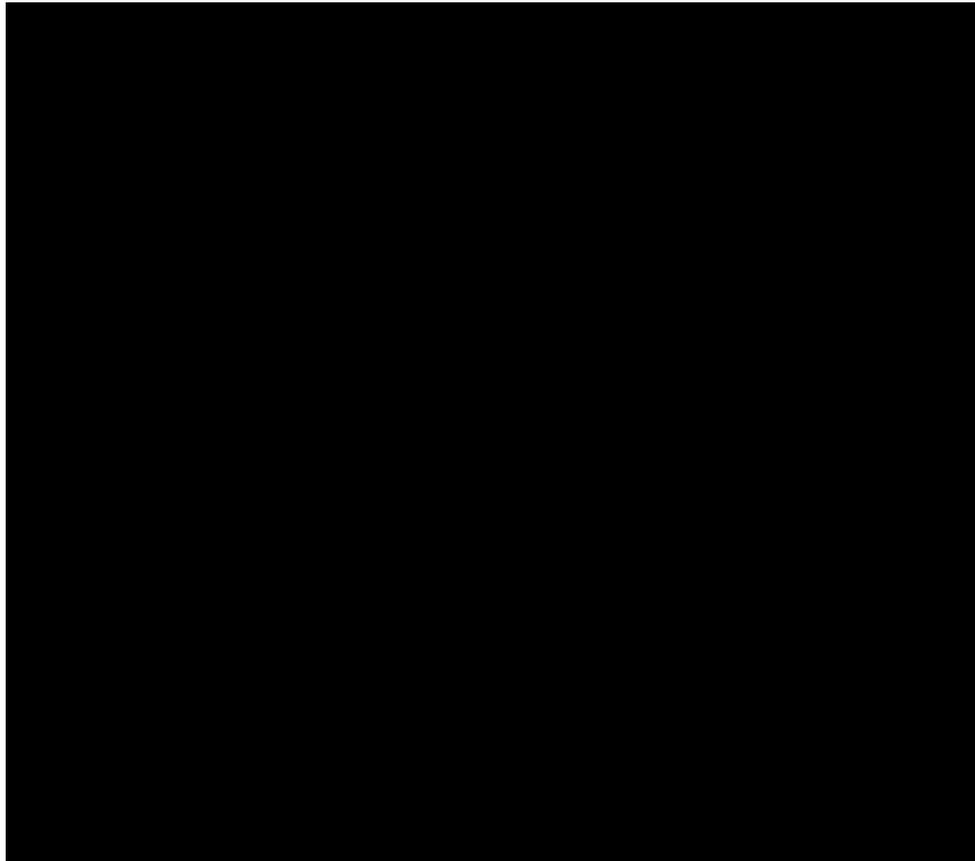
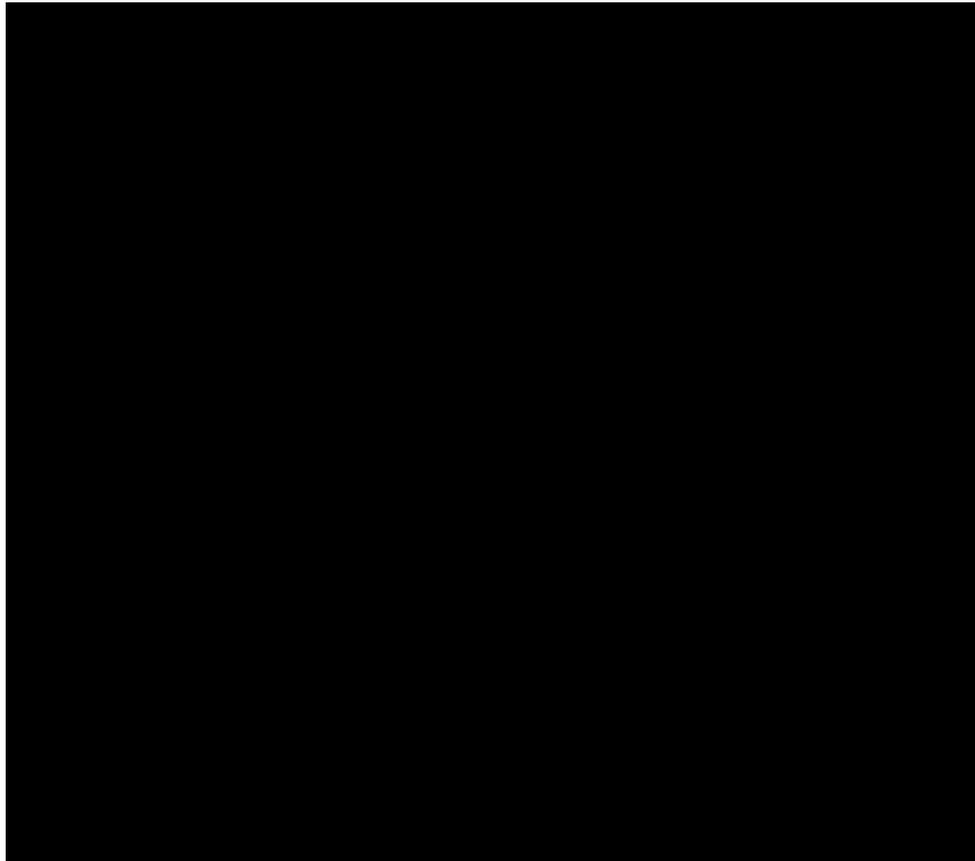
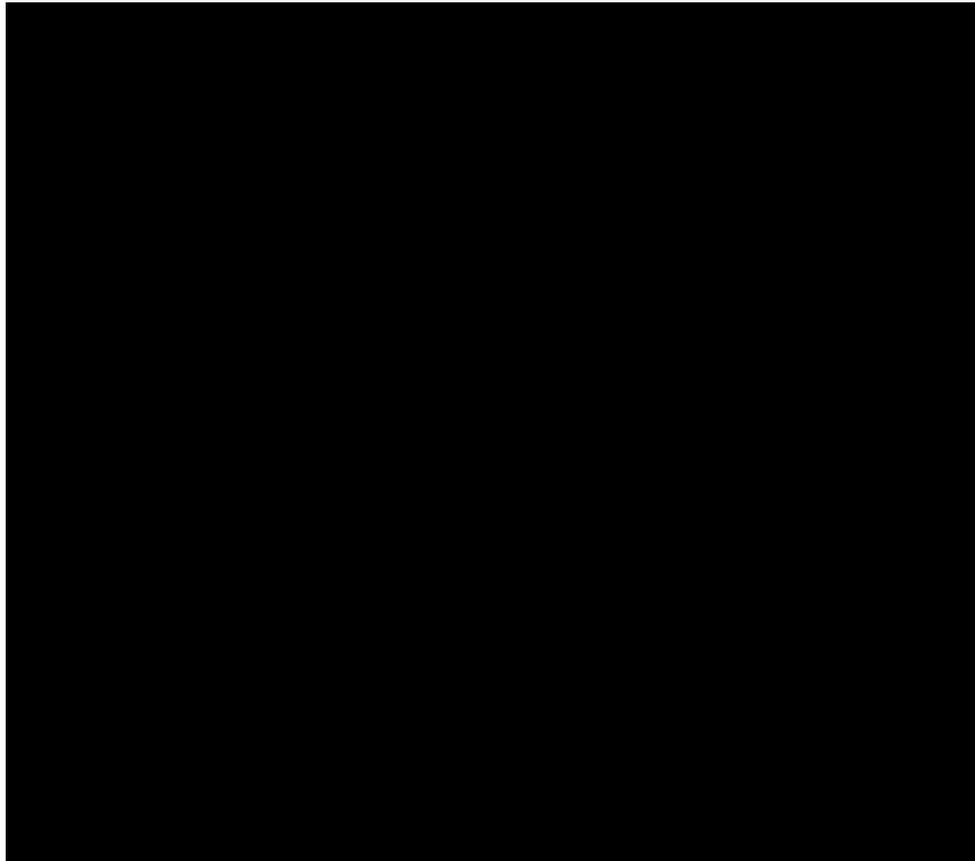
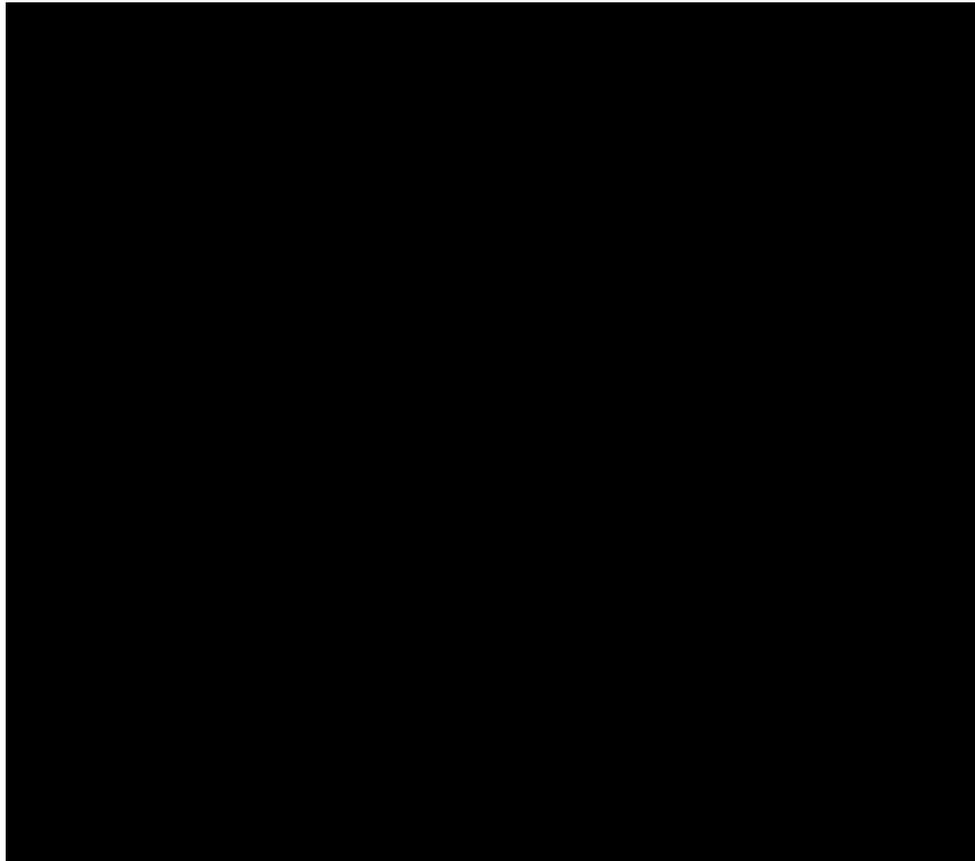
Entech Engineering Inc.

Invoice 0085078 Dated 6/6/2023

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Project	0005511.112	Aqua PA-Greenville Water Authority, Mercer County
Phase	001	Draft Report
Task	001	Draft Report - Aqua PA

Professional Personnel

	Hours	Rate	Amount
			175.00
			232.50
			60.00
			650.00
			150.00
			325.00
			150.00
			50.00
			300.00
			200.00
			400.00
			2,692.50
Total Labor			2,692.50
		Subtotal (Task)	\$2,692.50
		Subtotal (Phase)	\$2,692.50
		Subtotal (Project)	\$2,692.50
		Total this Report	\$2,692.50

invoice



February 13, 2024
 Project No: 0005511.112
 Invoice No: 0089195

Thomas Rafferty
 Aqua Pennsylvania Southeast
 762 West Lancaster Ave
 Bryn Mawr, PA 19010

Invoice Total: \$6,868.75

Project 0005511.112 Aqua PA-Greenville Water Authority, Mercer County
 Entech Proposal: P-230721.000

- Scope of Work:
- Report coordination, reviewing questions & comms with GMWA
 - Updating report with new data
 - Misc. communication

Payment Summary:
 Aqua Previously Paid: \$10,782.50
 Aqua Current Invoice: \$6,868.75
 Aqua Total Invoiced: \$17,651.25

GNVL Previously Paid: \$5,375.88
 GNVL Current Invoice: \$12,279.11
 GNVL Total Invoiced: \$17,654.99

Professional Services from December 30, 2023 to January 26, 2024

Phase	001	Draft Report
Task	001	Draft Report - Aqua PA

Professional Personnel

	Hours	Amount
Senior Engineer/Project Manager		1,520.00
Senior Designer		2,503.75
Environmental Specialist		2,845.00
Totals		6,868.75
Total Labor		6,868.75
	Subtotal (Task)	\$6,868.75
	Subtotal (Phase)	\$6,868.75
	Total this Invoice	\$6,868.75

invoice



March 08, 2024
Project No: 0005511.112
Invoice No: 0089650

Invoice Total: \$5,773.25

Tom Rafferty
Aqua Pennsylvania Southeast
762 West Lancaster Ave
Bryn Mawr, PA 19010

Project 0005511.112 Aqua PA-Greenville Water Authority, Mercer County
Entech Proposal: P-230721.000

Scope of Work:
- Report coordination, reviewing questions & comms with GMWA
- Updating report with new data
- Issue Final Report

Payment Summary:
Aqua Previously Paid: \$10,782.50
Aqua Current Invoice: \$5,773.25
Aqua Total Invoiced: \$23,424.50

GNVL Previously Paid: \$5,375.88
GNVL Current Invoice: \$5,766.75
GNVL Total Invoiced: \$23,421.74

Professional Services from January 27, 2024 to February 23, 2024

Phase 001 Draft Report
Task 001 Draft Report - Aqua PA

Professional Personnel

	Hours	Amount
Principal		82.50
Senior Engineer/Project Manager		92.50
Senior Designer		2,718.75
Designer		220.00
Environmental Specialist		2,520.00
Project Controller		12.00
Technical Assistant		127.50
Totals		5,773.25
Total Labor		5,773.25
	Subtotal (Task)	\$5,773.25
	Subtotal (Phase)	\$5,773.25
	Total this Invoice	\$5,773.25

invoice



May 07, 2024
Project No: 0005511.112
Invoice No: 0090617
Due Date: July 06, 2024
Invoice Total: \$594.50

Tom Rafferty
Aqua Pennsylvania Southeast
762 West Lancaster Ave
Bryn Mawr, PA 19010

Project 0005511.112 Aqua PA-Greenville Water Authority, Mercer County
Entech Proposal: P-230721.000

Aqua Admin: Tom Rafferty

Entech Project Manager: Bryon Killian
Email: bkillian@entecheng.com

Scope of Work:
- Final Report

Payment Summary:
Aqua Previously Paid: \$23,424.50
Aqua Current Invoice: \$594.50
Aqua Total Invoiced: \$24,019.00

GNVL Previously Paid: \$23,421.74
GNVL Current Invoice: \$599.25
GNVL Total Invoiced: \$24,020.99

Professional Services from March 30, 2024 to April 26, 2024

Phase	001	Draft Report
Task	001	Draft Report - Aqua PA

Professional Personnel

	Hours	Amount	
Senior Designer		594.50	
Totals		594.50	
Total Labor			594.50
		Subtotal (Task)	\$594.50
		Subtotal (Phase)	\$594.50
		Total this Invoice	\$594.50



Check Payment Information:
 Gannett Fleming Valuation and Rate Consultants, LLC
 PO Box 829160, Philadelphia, PA 19182-9160 Federal EIN: 46-4413705
ACH/EFT Payment Information:
 Account Name: Gannett Fleming Companies ABA: 031312738
 Account No.: 5003165655
 Send Remit Info: AccountsReceivable@gfnet.com
 Send Audit Inquiries: GovtContractAudit@gfnet.com
 All Other Inquires Contact the Project Team

Attention: Accounts Payable
Aqua Pennsylvania, Inc.
762 Lancaster Avenue
Bryn Mawr, PA 19010
UNITED STATES

Invoice : 0000035715
Invoice Date : 5/9/2024
Due Date : 6/8/2024
Project : 079769
Project Name : Aqua Pennsylvania-FMV-Greenville
 Water
Bill Term : 01

For Professional Services Rendered Through 4/26/2024

Contract : GFC750519
Contract Name : Aqua Pennsylvania, Inc.-GFC750519
Contract Date : 4/19/2024

"Vendor No. 4000001913
 Company - 5500
 Account - 5831000
 Internal Order Number (Work Order) - 5500M00169
 Aqua Contact - Thomas R. Rafferty - TFRafferty@aquaamerica.com
 GF Contact - Cheryl Rutter
 Preferred Email Address - crutter@gfnet.com"

000 - Fair Market Value - Greenville Water
 Assets

Total :

	Current
	Billings
	9,260.00
	<hr/>
	9,260.00
	<hr/>
Current Billings	9,260.00
Amount Due This Bill	US <u><u>9,260.00</u></u>

Harold Walker III

000 - Fair Market Value - Greenville Water Assets

Rate Labor

<i>Class</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
Harold Walker III			8,700.00
Support Staff			560.00
Total Rate Labor			9,260.00
Total Bill Task : 000 - Fair Market Value - Greenville Water Assets			9,260.00

Total Project : 079769 - Aqua Pennsylvania-FMV-Greenville Water

9,260.00



Check Payment Information:
 Gannett Fleming Valuation and Rate Consultants, LLC
 PO Box 829160, Philadelphia, PA 19182-9160 Federal EIN: 46-4413705
ACH/EFT Payment Information:
 Account Name: Gannett Fleming Companies ABA: 031312738
 Account No.: 5003165655
 Send Remit Info: AccountsReceivable@gfnet.com
 Send Audit Inquiries: GovtContractAudit@gfnet.com
 All Other Inquires Contact the Project Team

Attention: Accounts Payable
Aqua Pennsylvania, Inc.
762 Lancaster Avenue
Bryn Mawr, PA 19010
UNITED STATES

Invoice : 0000038384
Invoice Date : 7/11/2024
Due Date : 8/10/2024
Project : 079769
Project Name : Aqua Pennsylvania-FMV-Greenville
 Water
Bill Term : 01

For Professional Services Rendered For 4/27/2024 Through 6/28/2024

Contract : GFC750519
Contract Name : Aqua Pennsylvania, Inc.-GFC750519
Contract Date : 4/19/2024

Vendor No. 4000001913
 Company - 5500
 Account - 5381000
 Profit Center - P5500000
 Internal Order Number (Work Order) - 5500M00169
 Aqua Contact - Thomas R. Rafferty - TFRafferty@aquaamerica.com
 GF Contact - Cheryl Rutter
 Preferred Email Address - crutter@gfnet.com

000 - Fair Market Value - Greenville Water
 Assets

Total :

	Current
	Billings
	5,200.00
	<hr/>
	5,200.00
	<hr/>
Current Billings	5,200.00
Amount Due This Bill	US <u><u>5,200.00</u></u>

Harold Walker III

000 - Fair Market Value - Greenville Water Assets

Rate Labor

<i>Class</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
Harold Walker III			4,640.00
Senior Analyst			210.00
Support Staff			350.00
Total Rate Labor			5,200.00
Total Bill Task : 000 - Fair Market Value - Greenville Water Assets			5,200.00

Total Project : 079769 - Aqua Pennsylvania-FMV-Greenville Water

5,200.00



Check Payment Information:
 Gannett Fleming Valuation and Rate Consultants, LLC
 PO Box 829160, Philadelphia, PA 19182-9160 Federal EIN: 46-4413705
ACH/EFT Payment Information:
 Account Name: Gannett Fleming Companies ABA: 031312738
 Account No.: 5003165655
 Send Remit Info: AccountsReceivable@gfnet.com
 Send Audit Inquiries: GovtContractAudit@gfnet.com
 All Other Inquires Contact the Project Team

Attention: Accounts Payable
Aqua Pennsylvania, Inc.
762 Lancaster Avenue
Bryn Mawr, PA 19010
UNITED STATES

Invoice : 0000039885
Invoice Date : 8/14/2024
Due Date : 9/13/2024
Project : 079769
Project Name : Aqua Pennsylvania-FMV-Greenville
 Water
Bill Term : 01

For Professional Services Rendered For 6/29/2024 Through 7/26/2024

Contract : GFC750519
Contract Name : Aqua Pennsylvania, Inc.-GFC750519
Contract Date : 4/19/2024

Vendor No. 4000001913
 Company - 5500
 Account - 5381000
 Profit Center - P5500000
 Internal Order Number (Work Order) - 5500M00169
 Aqua Contact - Thomas R. Rafferty - TFRafferty@aquaamerica.com
 GF Contact - Cheryl Rutter
 Preferred Email Address - crutter@gfnet.com

	Current Billings
000 - Fair Market Value - Greenville Water Assets	14,140.00
Total :	14,140.00
Current Billings 14,140.00 Amount Due This Bill US 14,140.00	

Harold Walker III

Outstanding Receivables	Invoice Number	Date	Amount	Balance Due
	0000038384	7/11/2024	5,200.00	5,200.00
				5,200.00

000 - Fair Market Value - Greenville Water Assets

Rate Labor

<i>Class</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
Harold Walker III			12,470.00
Senior Technician			1,040.00
Support Staff			630.00
Total Rate Labor			14,140.00
Total Bill Task : 000 - Fair Market Value - Greenville Water Assets			14,140.00

Total Project : 079769 - Aqua Pennsylvania-FMV-Greenville Water

14,140.00



Check Payment Information:
 Gannett Fleming Valuation and Rate Consultants, LLC
 PO Box 829160, Philadelphia, PA 19182-9160 Federal EIN: 46-4413705
ACH/EFT Payment Information:
 Account Name: Gannett Fleming Companies ABA: 031312738
 Account No.: 5003165655
 Send Remit Info: AccountsReceivable@gfnet.com
 Send Audit Inquiries: GovtContractAudit@gfnet.com
 All Other Inquires Contact the Project Team

Attention: Accounts Payable
Aqua Pennsylvania, Inc.
762 Lancaster Avenue
Bryn Mawr, PA 19010
UNITED STATES

Invoice : 0000041605
Invoice Date : 9/19/2024
Due Date : 10/19/2024
Project : 079769
Project Name : Aqua Pennsylvania-FMV-Greenville
 Water
Bill Term : 01

For Professional Services Rendered For 7/27/2024 Through 9/13/2024

Contract : GFC750519
Contract Name : Aqua Pennsylvania, Inc.-GFC750519
Contract Date : 4/19/2024

Vendor No. 4000001913
 Company - 5500
 Account - 5381000
 Profit Center - P5500000
 Internal Order Number (Work Order) - 5500M00169
 Aqua Contact - Thomas R. Rafferty - TFRafferty@aquaamerica.com
 GF Contact - Cheryl Rutter
 Preferred Email Address - crutter@gfnet.com

000 - Fair Market Value - Greenville Water
 Assets

Total :

	Current
	Billings
	1,230.00
	<hr/>
	1,230.00
Current Billings	<hr/> 1,230.00
Amount Due This Bill	US <hr/> <hr/> 1,230.00

Harold Walker III

000 - Fair Market Value - Greenville Water Assets

Rate Labor

<i>Class</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
Harold Walker III			1,160.00
Support Staff			70.00
Total Rate Labor			1,230.00
Total Bill Task : 000 - Fair Market Value - Greenville Water Assets			1,230.00

Total Project : 079769 - Aqua Pennsylvania-FMV-Greenville Water

1,230.00

May 5, 2023

Aqua Pennsylvania Wastewater, Inc.
762 W. Lancaster Avenue
Bryn Mawr PA 19010
Invoice: 228538

Re: Acquisition of Water System Assets from Greenville Borough
LM Account Number: 180379.0052 (0033)

Please remit payment to:
Lamb McErlane PC
Attn.: Billing Department
PO Box 565
West Chester, PA 19381-0565

For Services Rendered in connection with the acquisition of the water system assets.

Services: \$ 3,081.25
Disbursements: \$0.00
Total: \$ 3,081.25

August 4, 2023

Aqua Pennsylvania Wastewater, Inc.
762 W. Lancaster Avenue
Bryn Mawr PA 19010
Invoice: 232782

Re: Acquisition of Water System Assets from Greenville Borough
LM Account Number: 180379.0052

Please remit payment to:
Lamb McErlane PC
Attn.: Billing Department
PO Box 565
West Chester, PA 19381-0565

For Services Rendered in connection with the acquisition of the water system assets.

Services: \$ 956.25
Disbursements: \$0.00
Total: \$ 956.25

September 8, 2023

Aqua Pennsylvania Wastewater, Inc.
762 W. Lancaster Avenue
Bryn Mawr PA 19010
Invoice: 234418

Re: Acquisition of Water System Assets from Greenville Borough
LM Account Number: 180379.0052

Please remit payment to:
Lamb McErlane PC
Attn.: Billing Department
PO Box 565
West Chester, PA 19381-0565

For Services Rendered in connection with the acquisition of the water system assets.

Services: \$ 4,143.75
Disbursements: \$0.00
Total: \$ 4,143.75

October 6, 2023

Aqua Pennsylvania Wastewater, Inc.
762 W. Lancaster Avenue
Bryn Mawr PA 19010
Invoice: 235815

Re: Acquisition of Water System Assets from Greenville Borough
LM Account Number: 180379.0052

Please remit payment to:
Lamb McErlane PC
Attn.: Billing Department
PO Box 565
West Chester, PA 19381-0565

For Services Rendered in connection with the acquisition of the water system assets.

Services: \$ 1,700.00
Disbursements: \$0.00
Total: \$ 1,700.00

November 6, 2023

Aqua Pennsylvania Wastewater, Inc.
762 W. Lancaster Avenue
Bryn Mawr PA 19010
Invoice: 237082

Re: Acquisition of Water System Assets from Greenville Borough
LM Account Number: 180379.0052

Please remit payment to:
Lamb McErlane PC
Attn.: Billing Department
PO Box 565
West Chester, PA 19381-0565

For Services Rendered in connection with the acquisition of the water system assets.

Services: \$ 743.75
Disbursements: \$0.00
Total: \$ 743.75

December 5, 2023

Aqua Pennsylvania Wastewater, Inc.
762 W. Lancaster Avenue
Bryn Mawr PA 19010
Invoice: 238608

Re: Acquisition of Water System Assets from Greenville Borough
LM Account Number: 180379.0052

Please remit payment to:
Lamb McErlane PC
Attn.: Billing Department
PO Box 565
West Chester, PA 19381-0565

For Services Rendered in connection with the acquisition of the water system assets.

Services: \$ 1,487.50
Disbursements: \$0.00
Total: \$ 1,487.50

January 8, 2024

Aqua Pennsylvania Wastewater, Inc.
762 W. Lancaster Avenue
Bryn Mawr PA 19010
Invoice: 240102

Re: Acquisition of Water System Assets from Greenville Borough
LM Account Number: 180379.0052

Please remit payment to:
Lamb McErlane PC
Attn.: Billing Department
PO Box 565
West Chester, PA 19381-0565

For Services Rendered in connection with the acquisition of the water system assets.

Services: \$ 0.00
Disbursements: \$ 0.00
Total: \$ 0.00

February 7, 2024

Aqua Pennsylvania Wastewater, Inc.
762 W. Lancaster Avenue
Bryn Mawr PA 19010
Invoice: 241646

Re: Acquisition of Water System Assets from Greenville Borough
LM Account Number: 180379.0052

Please remit payment to:
Lamb McErlane PC
Attn.: Billing Department
PO Box 565
West Chester, PA 19381-0565

For Services Rendered in connection with the acquisition of the water system assets.

Services: \$ 0.00
Disbursements: \$ 0.00
Total: \$ 0.00

March 1, 2024

Aqua Pennsylvania Wastewater, Inc.
762 W. Lancaster Avenue
Bryn Mawr PA 19010
Invoice: 243475

Re: Acquisition of Water System Assets from Greenville Borough
LM Account Number: 180379.0052

Please remit payment to:
Lamb McErlane PC
Attn.: Billing Department
PO Box 565
West Chester, PA 19381-0565

For Services Rendered in connection with the acquisition of the water system assets.

Services: \$ 0.00
Disbursements: \$ 0.00
Total: \$ 0.00

April 5, 2024

Aqua Pennsylvania Wastewater, Inc.
762 W. Lancaster Avenue
Bryn Mawr PA 19010
Invoice: 244573

Re: Acquisition of Water System Assets from Greenville Borough
LM Account Number: 180379.0052

Please remit payment to:
Lamb McErlane PC
Attn.: Billing Department
PO Box 565
West Chester, PA 19381-0565

For Services Rendered in connection with the acquisition of the water system assets.

Services: \$ 743.75
Disbursements: \$ 0.00
Total: \$ 743.75

May 7, 2024

Aqua Pennsylvania Wastewater, Inc.
762 W. Lancaster Avenue
Bryn Mawr PA 19010
Invoice: 246233

Re: Acquisition of Water System Assets from Greenville Borough
LM Account Number: 180379.0052

Please remit payment to:
Lamb McErlane PC
Attn.: Billing Department
PO Box 565
West Chester, PA 19381-0565

For Services Rendered in connection with the acquisition of the water system assets.

Services: \$ 1,168.75
Disbursements: \$ 0.00
Total: \$ 1,168.75

June 7, 2024

Aqua Pennsylvania Wastewater, Inc.
762 W. Lancaster Avenue
Bryn Mawr PA 19010
Invoice: 247861

Re: Acquisition of Water System Assets from Greenville Borough
LM Account Number: 180379.0052

Please remit payment to:
Lamb McErlane PC
Attn.: Billing Department
PO Box 565
West Chester, PA 19381-0565

For Services Rendered in connection with the acquisition of the water system assets.

Services: \$ 0.00
Disbursements: \$ 0.00
Total: \$ 0.00

August 6, 2024

Aqua Pennsylvania Wastewater, Inc.
762 W. Lancaster Avenue
Bryn Mawr PA 19010
Invoice: 250693

Re: Acquisition of Water System Assets from Greenville Borough
LM Account Number: 180379.0052

Please remit payment to:
Lamb McErlane PC
Attn.: Billing Department
PO Box 565
West Chester, PA 19381-0565

For Services Rendered in connection with the acquisition of the water system assets.

Services: \$ 1,168.75
Disbursements: \$ 0.00
Total: \$ 1,168.75

September 5, 2024

Aqua Pennsylvania Wastewater, Inc.
762 W. Lancaster Avenue
Bryn Mawr PA 19010
Invoice: 252142

Re: Acquisition of Water System Assets from Greenville Borough
LM Account Number: 180379.0052

Please remit payment to:
Lamb McErlane PC
Attn.: Billing Department
PO Box 565
West Chester, PA 19381-0565

For Services Rendered in connection with the acquisition of the water system assets.

Services: \$ 0.00
Disbursements: \$ 0.00
Total: \$ 0.00

October 4, 2024

Aqua Pennsylvania Wastewater, Inc.
762 W. Lancaster Avenue
Bryn Mawr PA 19010
Invoice: 253608

Re: Acquisition of Water System Assets from Greenville Borough
LM Account Number: 180379.0052

Please remit payment to:
Lamb McErlane PC
Attn.: Billing Department
PO Box 565
West Chester, PA 19381-0565

For Services Rendered in connection with the acquisition of the water system assets.

Services: \$ 1,062.50
Disbursements: \$ 0.00
Total: \$ 1,062.50

November 6, 2024

Aqua Pennsylvania Wastewater, Inc.
762 W. Lancaster Avenue
Bryn Mawr PA 19010
Invoice: 255520

Re: Acquisition of Water System Assets from Greenville Borough
LM Account Number: 180379.0052

Please remit payment to:
Lamb McErlane PC
Attn.: Billing Department
PO Box 565
West Chester, PA 19381-0565

For Services Rendered in connection with the acquisition of the water system assets.

Services: \$ 1,892.50
Disbursements: \$ 0.00
Total: \$ 1,892.50

December 9, 2024

Aqua Pennsylvania Wastewater, Inc.
762 W. Lancaster Avenue
Bryn Mawr PA 19010
Invoice: 256986

Re: Acquisition of Water System Assets from Greenville Borough
LM Account Number: 180379.0052

Please remit payment to:
Lamb McErlane PC
Attn.: Billing Department
PO Box 565
West Chester, PA 19381-0565

For Services Rendered in connection with the acquisition of the water system assets.

Services: \$ 3,612.50
Disbursements: \$ 0.00
Total: \$ 3,612.50

January 9, 2025

Aqua Pennsylvania Wastewater, Inc.
762 W. Lancaster Avenue
Bryn Mawr PA 19010
Invoice: 258882

Re: Acquisition of Water System Assets from Greenville Borough
LM Account Number: 180379.0052

Please remit payment to:
Lamb McErlane PC
Attn.: Billing Department
PO Box 565
West Chester, PA 19381-0565

For Services Rendered in connection with the acquisition of the water system assets.

Services: \$ 2,656.25
Disbursements: \$ 0.00
Total: \$ 2,656.25

February 5, 2025

Aqua Pennsylvania Wastewater, Inc.
762 W. Lancaster Avenue
Bryn Mawr PA 19010
Invoice: 260059

Re: Acquisition of Water System Assets from Greenville Borough
LM Account Number: 180379.0052

Please remit payment to:
Lamb McErlane PC
Attn.: Billing Department
PO Box 565
West Chester, PA 19381-0565

For Services Rendered in connection with the acquisition of the water system assets.

Services: \$ 7,376.25
Disbursements: \$ 0.00
Total: \$7,376.25

March 5, 2025

Aqua Pennsylvania Wastewater, Inc.
762 W. Lancaster Avenue
Bryn Mawr PA 19010
Invoice: 262140

Re: Acquisition of Water System Assets from Greenville Borough
LM Account Number: 180379.0052

Please remit payment to:
Lamb McErlane PC
Attn.: Billing Department
PO Box 565
West Chester, PA 19381-0565

For Services Rendered in connection with the acquisition of the water system assets.

Services: \$ 3,226.25
Disbursements: \$ 0.00
Total: \$3,226.25

SAUL EWING

LLP

Federal Identification Number: 23-1416352

www.saul.com

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

Invoice Number	4418834
Invoice Date	04/14/25
Client Number	383262
Matter Number	00003

Re: Greenville Water Authority Acquisition

FOR PROFESSIONAL SERVICES RENDERED THROUGH 03/31/25:

TOTAL AMOUNT OF THIS INVOICE 4,536.00

SAUL EWING

LLP

Federal Identification Number: 23-1416352

www.saul.com

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

Invoice Number	4411845
Invoice Date	03/13/25
Client Number	383262
Matter Number	00003

Re: Greenville Water Authority Acquisition

FOR PROFESSIONAL SERVICES RENDERED THROUGH 02/28/25:

TOTAL AMOUNT OF THIS INVOICE	3,059.10
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SAUL EWING

LLP

Federal Identification Number: 23-1416352

www.saul.com

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

Invoice Number	4404039
Invoice Date	02/13/25
Client Number	383262
Matter Number	00003

Re: Greenville Water Authority Acquisition

FOR PROFESSIONAL SERVICES RENDERED THROUGH 01/31/25:

TOTAL AMOUNT OF THIS INVOICE	1,109.87
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SAUL EWING

LLP

Federal Identification Number: 23-1416352

www.saul.com

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

Invoice Number	4396343
Invoice Date	01/09/25
Client Number	383262
Matter Number	00003

Re: Greenville Water Authority Acquisition

FOR PROFESSIONAL SERVICES RENDERED THROUGH 12/31/24:

TOTAL AMOUNT OF THIS INVOICE	616.50
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SAUL EWING

LLP

Federal Identification Number: 23-1416352

www.saul.com

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

Invoice Number	4373107
Invoice Date	10/07/24
Client Number	383262
Matter Number	00003

Re: Greenville Water Authority Acquisition

FOR PROFESSIONAL SERVICES RENDERED THROUGH 09/30/24:

TOTAL AMOUNT OF THIS INVOICE	308.25
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AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Costs/Benefits

14. Please describe known and anticipated general expense savings and efficiencies under Buyer’s ownership. State the basis for all assumptions used in developing these costs and provide all supporting documentation for the assumptions, if available.

Response: GWA current operating expenses are approximately \$1.475M. Aqua estimates annual operating and maintenance expenses of approximately \$1.405M, based on GWA’s operating expenses presented in the 2023 financial statements adjusted by the Company. The assumed reduction in operating costs is based on Aqua’s experience and estimates of costs during the first year of operations. Please also refer to the Direct Testimony of William C. Packer (Aqua Statement No. 1), included in the Application as Exhibit Y, for further costs/benefits of the system under the Buyer’s ownership.

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Costs/Benefits

15. Please provide a copy of the Seller’s request for proposals (if there was one) and any accompanying exhibits with respect to the proposed sale of the system.

Response: There was no request for proposals for the GWA system.

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Costs/Benefits

16. Please provide a copy of the proposal and exhibits of the Buyer for the purchase of Seller's system.

Response: There was no request for proposals for the GWA system. Aqua and GWA entered into a Letter of Intent for the sale of the System. Please see SDR-16 Attachment 1.



CONFIDENTIAL

June 8, 2022

Mr. Thomas Strahler, Chairman
Greenville Water Authority
44 Clinton Street
Greenville, PA 16125

Re: Letter of Intent regarding the Greenville Water Authority

Dear Mr. Strahler:

Thank you for providing Aqua Pennsylvania, Inc. (“Aqua”) with the opportunity to explore a partnership and conduct diligence on the water assets of the Greenville Municipal Water Authority (“GWA”). Aqua, a subsidiary of Essential Utilities, has been providing water and wastewater services for almost 140 years. We currently serve approximately 1.4 million people across 33 counties in Pennsylvania.

GWA has a long tradition of being a well-managed water service provider in Mercer County, Pennsylvania. However, the increasing costs associated with maintaining compliance with state and federally mandated programs, along with the challenge of funding capital requirements have made it increasingly difficult for communities throughout Pennsylvania to maintain that same high level of quality.

We believe that an acquisition by Aqua could provide an outcome that would be a win for all stakeholders including Greenville Borough, GWA customers and employees, and Aqua customers. Aqua is prepared to commit the resources necessary to successfully complete a transaction with GWA in an expedient manner. To determine whether an acquisition is in the best interest of all stakeholders, we are requesting that Aqua and the GWA (the “Parties” or individually a “Party”) enter into an exclusive negotiation period. During such time, Aqua will have the opportunity to conduct due diligence, negotiate the key terms of the acquisition and complete an Asset Purchase Agreement.

This letter of intent (“LOI”) states the key terms under which Aqua is interested in exploring an acquisition of the GWA water assets, including:

I. Employees

Aqua commits to offer to hire all GWA employees, subject to standard hiring practices, under similar compensation and benefits packages. Aqua will offer all employees world-class safety and training programs, enhanced career growth prospects, and opportunities for expanded community involvement. Aqua has a robust onboarding process, which it has used for many similar situations to ensure Aqua answers any GWA questions and eases the transition to Aqua. We want every GWA employee to be a happy addition to our Aqua family.

II. Due Diligence and Assets Purchase Agreement

Our interest to date is based on publicly available data. The final terms of a transaction is subject to our satisfactory review and conclusions that are reached as a result of our due diligence investigations. To facilitate this process, and to be able to finalize the agreements of the Parties, Aqua proposes to conduct operational (including site visits), legal, environmental, compliance and financial due diligence as soon as possible. We believe with GWA's assistance that Aqua can complete diligence within sixty (60) days of the full execution of this letter.

During this same time, we will have counsel prepare a formal Asset Purchase Agreement and related agreements reflecting our understanding and containing such terms and conditions as are appropriate. The Asset Purchase Agreement will also be subject to the review and approval of the Pennsylvania Public Utility Commission ("PUC").

III. Exclusivity

Aqua anticipates that we will need to expend a substantial amount of time, effort and money to complete our diligence of the GWA assets in order to move forward with an acquisition. In consideration of our efforts, Aqua requests that we be given up to 180 days from the full execution of this LOI (the "Exclusivity Period") during which time we are the only entity that is given access to GWA's records for purposes of reviewing the acquisition of the GWA assets. **Accordingly, GWA represents that, until the end of the Exclusivity Period, Aqua will be the only person or entity that will be given access to GWA's records for purposes of acquiring the GWA assets. GWA agrees that neither it, nor any of its board members, directors, officers, employees, representatives, advisors or consultants, shall directly or indirectly solicit other offers for the purchase of GWA's assets prior expiration of the Exclusivity Period. Should GWA receive an unsolicited, bona fide offer to purchase the assets ("Unsolicited Offer") of the GWA at any time prior to expiration of the Exclusivity Period, then GWA shall promptly notify Aqua in writing of the receipt of such offer, enclosing a full and complete copy of said offer to purchase. GWA shall not publicly disclose, review, consider, vote to accept, or take any other action regarding any Unsolicited Offer received during the Exclusivity Period.**

IV. Confidentiality

Unless mutually agreed in writing, neither party will disclose to any third party or utility company (other than their respective officers, directors, employees, agents, financing sources and

other representatives who have a need to know such information in furtherance of the transaction) the terms of this LOI, our discussions or any information received in relation to the transaction.

V. Governing Law; Enforceability; Termination

This letter shall be governed by the laws of the Commonwealth of Pennsylvania, without giving effect to any choice or conflict of laws principles thereof. Sections IV and V of this letter constitute the only binding and enforceable contractual obligations herein and both shall survive the expiration, termination or withdrawal of this letter. Both Parties acknowledge and agree that neither of them is otherwise obligated hereunder to execute an agreement of sale. Neither Party will be obligated to purchase or sell the GWA assets until such time as they sign a definitive Asset Purchase Agreement containing all the terms and conditions applicable to the sale and purchase of the GWA assets. This letter will automatically terminate and be of no further force or effect upon the execution of the Asset Purchase Agreement. Notwithstanding anything to the contrary contained herein, the termination of this letter will not affect any rights or obligations that either party has under Sections IV and V herein.

VI. Conclusion

This LOI does not constitute an agreement of sale for the purchase of the assets of the GWA. Rather, if Aqua is satisfied with the results of its due diligence activities and the liabilities identified by that due diligence, each of the Parties will utilize its best efforts to enter into an Asset Purchase Agreement acceptable to it and its counsel, containing usual and customary provisions and representations. The agreement will be prepared by our counsel, will contain the provisions set forth above, and other traditional covenants, warranties and representations.

If you are in agreement with this letter, please sign and return one copy to me so we may proceed as described above.

Sincerely,



Marc A. Lucca
President, Aqua Pennsylvania

CONFIRMED AND AGREED,

By: Thomas C Straiker

Name: THOMAS C STRAIKER

Title: BOARD CHAIRMAN

Date: 7-13-22



CONFIDENTIAL

November 18, 2022

Mr. Thomas Strahler, Chairman
Greenville Municipal Water Authority
44 Clinton Street
Greenville, PA 16125

Re: First Amendment to Letter of Intent (LOI) regarding the Greenville
Municipal Water Authority (GMWA)

Dear Mr. Strahler:

On June 8th, 2022, the Greenville Municipal Water Authority (GMWA) entered into a Letter of Intent (LOI) with Aqua Pennsylvania, Inc. (Aqua) providing the opportunity for Aqua to explore a partnership and conduct diligence on the water assets of GMWA. The purpose of this letter is to amend the language in Section III. Exclusivity as set forth below to extend the Exclusivity Period up to and including February 28, 2023. All other terms of the LOI remain fully in effect.

III. Exclusivity

Aqua anticipates that we will need to expend a substantial amount of time, effort and money to complete our diligence of the GMWA assets in order to move forward with an acquisition. In consideration of our efforts, Aqua requests that we be given up to 5:00 p.m. on Tuesday, February 28, 2023 (the "Exclusivity Period") during which time we are the only entity that is given access to GMWA records for purposes of reviewing the acquisition of the GMWA assets. **Accordingly, GMWA represents that, until the end of the Exclusivity Period, Aqua will be the only person or entity that will be given access to GMWA's records for purposes of acquiring the GMWA assets. GMWA agrees that neither it, nor any of its board members, directors, officers, employees, representatives, advisors or consultants, shall directly or indirectly solicit other offers for the purchase of GMWA's assets prior expiration of the Exclusivity Period. Should GMWA receive an unsolicited, bona fide offer to purchase the assets ("Unsolicited Offer") of the GMWA at any time prior to expiration of the Exclusivity Period, then GMWA shall notify Aqua in writing of the receipt of such offer, enclosing a full and complete copy of said offer to purchase. GMWA shall not publicly disclose, review,**

consider vote to accept or take any other action regarding any Unsolicited Offer received during the Exclusivity Period.

If you are in agreement with this First Amendment to the Letter of Intent, please sign and return one copy to me so we may proceed as described above.

Sincerely,



Marc A. Lucca
President, Aqua Pennsylvania

CONFIRMED AND AGREED:

By: Thomas C. Strahler

Name: THOMAS C. STRAHLER

Title: BOARD CHAIRMAN

Date: 12-14-22

Copy: Mr. Jasson Urey, Greenville Borough Manager

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Costs/Benefits

17. Provide a copy of the Buyer’s offer to purchase the Seller’s system and the Seller’s response to that offer.

Response: Please see SDR-16 Attachment 1 regarding Aqua’s and GWA’s letter of intent to purchase the System. Please see the Asset Purchase Agreement agreed upon by Aqua and GWA for the offer to purchase the system, included in as Application Exhibit B. Please see SDR-17 Attachment 1 for the GWA meeting minutes which sets for the vote on the sale of the GWA system to Aqua. Resolutions were not passed, a vote on the record at the GWA meetings constituted GWA’s response to the offer.

GREENVILLE WATER AUTHORITY
REGULAR MEETING OF THE
BOARD OF DIRECTORS
Wednesday April 12, 2023 4:30 PM

Present

Directors: Tom Strahler, Chairman Present
Linda Zuschlag, Vice Chairman Absent, Excused (ill)
Chad Sankey, Secretary Present (via phone)
Robert Stuver, Treasurer Present
Stephanie Williams, Asst. Secretary/Treasurer Present

Employees: Jessica Kent, Authority Manager

Engineer: Macy Divens, PE, Entech Engineering

Solicitor: Jim Douglas, Esq., Douglas, Joseph, and Olson Attorneys

Press: Caleb Straight, Record Argus

Visitors: Jasson Urey, Manager, Town of Greenville
Ellen Pardee, Greenville Area EDC
Zack Martin, Aqua

Meeting called to order at 4:32PM by Mr. Strahler.

Minutes of the March 8, 2023 meeting were reviewed. Motion made by Mr. Stuver to accept the minutes as presented and seconded by Ms. Williams. Motion carried by unanimous vote.

Treasurer's report was given by Mr. Stuver as follows:

Balance Ending	Restricted	Unrestricted	Committed	Available
\$1,204,099.65	\$672,420.10	\$531,679.55	\$280,000.00	\$251,679.55

Motion made by Mr. Sankey to approve the Treasurer's report and seconded by Ms. Williams. Motion carried by unanimous vote.

Jasson Urey presented proposal outlining a plan for proceeds from the proposed sale of the Authority.

April 12, 2023 Regular Board Meeting

Ms. Divens presented the Engineers Status Report.

Mortimer Excavating submitted pay request #1 in the amount of \$887,512.50 for Contract 2022-01 and it is recommended for approval of payment. Motion made by Mr. Stuver to approve Mortimer Excavating pay request #1 in the amount of \$887,512.50 and seconded by Mr. Sankey. Motion carried by unanimous vote.

Gildea Group submitted pay request #1 in the amount of \$35,910.00 for Contract 2022-02 and it is recommended for approval of payment. Motion made by Mr. Stuver to approve Gildea Group pay request #1 in the amount of \$35,910.00 and seconded by Mr. Sankey. Motion carried by unanimous vote.

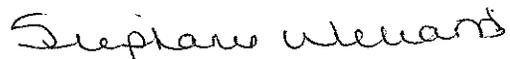
Ms. Kent presented the manager's report; she reviewed revenues versus expenses and capital expenses for the month of March.

Motion made by Ms. Williams to accept Aqua's proposal to purchase the Authority for 18M and seconded by Mr. Stuver. Discussion was held regarding Aqua's proposal to purchase the Authority. Motion passed by a vote of 3-1, with Mr. Sankey voting no.

Ms. Kent presented proposal for Liability Insurance with Great Lakes Insurance Associates with an annual premium of \$31,373.00. Motion made made by Ms. Williams to accept Liability Insurance with Great Lakes Insurance Associates with an annual premium of \$31.373.00 and seconded by Mr. Stuver. Motion carried by unanimous vote.

Motion made to authorize Tom Strahler to select and retain a PUC approved UVE for the Authority at a cost not to exceed \$50,000 and seconded by Mr. Sankey. Motion carried by unanimous vote.

Meeting adjourned at 5:38 PM.



Stephanie Williams
Asst. Secretary/Treasurer

Transcribed by: Shannon McClimans
Draft review by: Board

GREENVILLE WATER AUTHORITY
REGULAR MEETING OF THE
BOARD OF DIRECTORS
Wednesday September 13, 2023 4:30 PM

Present

Directors: Tom Strahler, Chairman Present
Linda Zuschlag, Vice Chairman Absent
Chad Sankey, Secretary Present
Robert Stuver, Treasurer Present
Stephanie Williams, Asst. Secretary/Treasurer Present

Employees: Jessica Kent, Authority Manager

Engineer: Macy Divens, PE, Entech Engineering

Solicitor: Jim Douglas, Esq., Douglas, Joseph, and Olson Attorneys, Phone

Press: None

Visitors: Jasson Urey, Manager, Town of Greenville

Meeting called to order at 4:30PM by Mr. Strahler.

Minutes of the August 9, 2023 meeting were reviewed. Motion made by Ms. Williams to accept the minutes as presented and seconded by Mr. Stuver. Motion carried by unanimous vote.

Treasurer's report was given by Mr. Stuver as follows:

Balance Ending	Restricted	Unrestricted	Committed	Available
\$1,719,510.94	\$1,191,054.40	\$528,456.40	\$280,000.00	\$248,456.54

Motion made by Mr. Sankey to approve the Treasurer's report and seconded by Ms. Williams. Motion carried by unanimous vote.

September 13, 2023 Regular Board Meeting

Entech Engineering presented the Engineers Report with no significant updates.

Ms. Kent presented the manager's report; she reviewed revenues versus expenses and capital expenses for the month of August.

Ms. Kent presented the 2024 Minimum Municipal Obligation (MMO) for the Authority's Pension Plan for the Board's review.

Motion was made by Mr. Stuver to approve and sign the Asset Purchase Agreement with Aqua, seconded by Ms. Williams. Motion carried by unanimous vote.

Meeting adjourned at 5:45 PM.

A handwritten signature in black ink, appearing to read "Chad Sankey". The signature is written in a cursive, flowing style.

Chad Sankey
Secretary

Transcribed by: Shannon McClimans

Draft review by: Board

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Appraisals

18. For each UVE in this case, please provide the following, if not already provided:
- a. A list of valuations of utility property performed by the UVE;
 - b. A list of appraisals of utility property performed by the UVE
 - c. A list of all dockets in which the UVE submitted testimony to a public utility commission related to the appraisal of utility property; and
 - d. An electronic copy of or electronic link to testimony in which the UVE testified on public utility fair value acquisitions in the past two years.

Response:

- a. Please see Mr. Walker's Curriculum Vitae attached as Appendix HW-1 to Mr. Walker's direct testimony, included as Exhibit DD to the Application (Aqua Statement No. 6). Starred items represent dockets where Mr. Walker presented testimony related to the appraisal of utility property.
- b. Please see Mr. Walker's response to a. above.
- c. Please see Mr. Walker's response to a. above.
- d. In the past two years, Mr. Walker submitted testimony in the below dockets. Links to the dockets where Mr. Walker testified are below:
 - i. Shenandoah Borough – A-2022-3034143
<https://www.puc.pa.gov/docket/A-2022-3034143>
 - ii. City of Beaver Falls – A-2022-3033138
<https://www.puc.pa.gov/docket/A-2022-3033138>
 - iii. Butler Area Sewer Authority – A-2022-3037047
<https://www.puc.pa.gov/docket/A-2022-3037047>
 - iv. Borough of Brentwood – A-2021-3024058
<https://www.puc.pa.gov/docket/A-2021-3024058>

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
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- v. Greenville Sanitary Authority – A-2023-3041695
<https://www.puc.pa.gov/docket/A-2023-3041695>

- vi. Elizabeth Borough Municipal Authority – A-2025-3052983
<https://www.puc.pa.gov/docket/A-2025-3052983>

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Appraisals

18. For each UVE in this case, please provide the following, if not already provided:
- a. A list of valuations of utility property performed by the UVE;
 - b. A list of appraisals of utility property performed by the UVE
 - c. A list of all dockets in which the UVE submitted testimony to a public utility commission related to the appraisal of utility property; and
 - d. An electronic copy of or electronic link to testimony in which the UVE testified on public utility fair value acquisitions in the past two years.

Response:

- a. Please see Mr. D'Ascendis' Curriculum Vitae attached as Attachment A to Exhibit X, direct testimony of Dylan W. D'Ascendis.
- b. Please see Mr. Dylan D'Ascendis' response to a., above.
- c. Please see Mr. Dylan D'Ascendis' response to a., above.
- d. Links to the dockets where Mr. D'Ascendis testified are below:
 - i. Greenville Sanitary Authority Wastewater Collection and Treatment System – Docket No. A-2023-3041695
<https://www.puc.pa.gov/docket/A-2023-3041695>
 - ii. Towamencin Township – Docket No. A-2023-3040661;
<https://www.puc.pa.gov/docket/A-2023-3040661>
 - iii. Shenandoah Borough Water System – Docket No. A-2022-3034143;
<https://www.puc.pa.gov/docket/A-2022-3034143>
 - iv. City of Beaver Falls – Docket No. A-2022-3033138;
<https://www.puc.pa.gov/docket/A-2021-3033138>

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Appraisals

19. Please explain each discount rate used in the appraisals, including explanations of the capital structure, cost of equity and cost of debt. State the basis for each input. Provide all sources, documentation, calculations and/or workpapers used in determining the inputs.

Response: Please see the direct testimony of Harold Walker III, included as Exhibit DD to the Application (Aqua Statement No. 6) at p. 20-22, Exhibit Q to the Application (Gannett Appraisal), and **CONFIDENTIAL** Gannett electronic workpapers.

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Appraisals

19. Please explain each discount rate used in the appraisals, including explanations of the capital structure, cost of equity and cost of debt. State the basis for each input. Provide all sources, documentation, calculations and/or workpapers used in determining the inputs.

Response: Please see the direct testimony of Dylan W. D'Ascendis, Application Exhibit X at p. 23-25. Information on the discount rate can also be found in Application Exhibit R (ScottMadden Appraisal), Section VI.D., p. 9-10 and in Appendix J to the appraisal.

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Appraisals

20. Please explain whether the UVE used replacement cost or reproduction cost and why that methodology was chosen.

Response: Gannett Fleming used the original cost new (OCN) to calculate the trended original cost (TOC) measures, or the reproduction cost of the depreciable assets by multiplying the OCN by specific cost indices. We converted reproduction cost new to replacement cost new (RCN) after factoring in obsolescence. We used the TOC method because the mandated use of the Engineering Assessment's original cost essentially dictates the use of TOC over the reproduction cost or the replacement cost methods. Please see the direct testimony of Harold Walker III, included as Exhibit DD to the Application (Aqua Statement No. 6) at p. 16-18 for an explanation of why this method was chosen.

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Appraisals

20. Please explain whether the UVE used replacement cost or reproduction cost and why that methodology was chosen.

Response: ScottMadden used both the replacement cost and reproduction cost methodologies. In a majority of instances, the engineering assessment performed by Entech Engineering, Inc. (see ScottMadden Appraisal Appendix D) only provided estimated replacement costs. However, in instances in which engineering assessment provided original costs used an original cost new ("OCN") method to calculate the trended original cost ("TOC") of the assets. The TOC was arrived at by using the Handy-Whitman Index and the Producers Pricing Index which results in a current reproduction value. Please see the direct testimony of Dylan W. D'Ascendis, Application Exhibit X at p. 15-18.

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Appraisals

21. Please provide a copy of the source for the purchase price and number of customers for each comparable acquisition used in the appraisals.

Response: Please see pages 11 to 88 of Exhibit 23 (workpapers) from Exhibit Q to the Application (Gannett Appraisal) for the source for the purchase price and number of customers for each comparable acquisition used in the Gannett Appraisal.

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Appraisals

21. Please provide a copy of the source for the purchase price and number of customers for each comparable acquisition used in the appraisals.

Response: Please see Application Exhibit R (ScottMadden Appraisal) Appendix E.

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Appraisals

22. Have Buyer's and Seller's UVE corresponded with regard to their respective fair market value appraisals of the assets at issue in this case? If yes, provide the following information:
- a. Identify the nature and date(s) of correspondence;
 - b. Identify the type(s) of correspondence (i.e. written, verbal, etc); and,
 - c. Provide copies of any written correspondence exchanged between the UVEs

Response: No. The Buyer's and Seller's UVE did not correspond with regard to their respective fair market value appraisals of the assets at issue in this case.

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Appraisals

22. Have Buyer's and Seller's UVE corresponded with regard to their respective fair market value appraisals of the assets at issue in this case? If yes, provide the following information:
- a. Identify the nature and date(s) of correspondence;
 - b. Identify the type(s) of correspondence (i.e. written, verbal, etc); and,
 - c. Provide copies of any written correspondence exchanged between the UVEs

Response: No.

Respondents: Zach Martin
Area Manager of Aqua Pennsylvania, Inc.
Scott Steffy
Project Engineer III of Aqua Pennsylvania, Inc.
Date: 04/25/2025

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Miscellaneous

23. Are there any outstanding compliance issues that the Seller’s system has pending with the PA Department of Environmental Protection. If yes, provide the following information:
- a. Identify the compliance issue(s);
 - b. Provide an estimated date of compliance;
 - c. Explain Buyer’s anticipated or actual plan for remediation;
 - d. Provide Buyer’s estimated costs for remediation; and,
 - e. Indicate whether the cost of remediation was or is anticipated to be factored into either or both fair market valuation appraisals offered in this proceeding.

Response:

a-d.

1. As stated in Aqua Statement No. 3, Direct Testimony of Scott Steffy, included as Exhibit AA to the Application, there are lead service lines (“LSLs”) present in the System, including service lines of unknown material that need to be identified. GWA submitted an inventory to DEP in October 2024. Upon Closing Aqua will incorporate the System into its Customer-Owned Lead Service Line Replacement Program, to identify and replace LSLs in the system. Environmental Protection Agency (“EPA”) regulations require replacement of all LSLs within by 2037, unless modified by the EPA. Costs will be dependent on the extent of LSLs are identified throughout the System.
2. While there are not operational compliance issues pending with the DEP, please see Aqua Statement No. 2, Direct Testimony of Zach Martin, included as Exhibit Z to the Application, for operational issues that have been identified by Aqua and how Aqua will address those issues.

Respondents: Zach Martin
Area Manager of Aqua Pennsylvania, Inc.
Scott Steffy
Project Engineer III of Aqua Pennsylvania, Inc.
Date: 04/25/2025

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

- e. Please see responses from utility valuation experts.

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Miscellaneous

23. Are there any outstanding compliance issues that the Seller's system has pending with the PA Department of Environmental Protection. If yes, provide the following information:
- a. Identify the compliance issue(s);
 - b. Provide an estimated date of compliance;
 - c. Explain Buyer's anticipated or actual plan for remediation;
 - d. Provide Buyer's estimated costs for remediation; and,
 - e. Indicate whether the cost of remediation was or is anticipated to be factored into either or both fair market valuation appraisals offered in this proceeding.

Response:

- a.-d. Please see the response of Zach Martin and Scott Steffy to this SDR.
- e. Gannett Fleming's appraisal did not factor in specific projected remediation cost. However, the income approach does factor in (deduct) estimated capital expenditures when calculating future net cash flows. Historical remediation cost is reflected in the cost approach to the extent they are included in the Engineers Assessment's inventory.

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Miscellaneous

23. Are there any outstanding compliance issues that the Seller's system has pending with the PA Department of Environmental Protection. If yes, provide the following information:
- a. Identify the compliance issue(s);
 - b. Provide an estimated date of compliance;
 - c. Explain Buyer's anticipated or actual plan for remediation;
 - d. Provide Buyer's estimated costs for remediation; and,
 - e. Indicate whether the cost of remediation was or is anticipated to be factored into either or both fair market valuation appraisals offered in this proceeding.

Response:

- a.-d. Please see the response of Zach Martin and Scott Steffy to this SDR.
- e. Please see the Direct Testimony of Dylan W. D'Ascendis, included in the Application as Exhibit X (GWA Statement No. 3) at p. 22-23 for an explanation of the capital improvements included in Mr. D'Ascendis valuation appraisal (see also Application Exhibit R (ScottMadden Appraisal), Appendix F).

Respondent: Zach Martin
Area Manager of Aqua Pennsylvania, Inc.
Scott Steffy
Project Engineer III of Aqua Pennsylvania, Inc.
Date: 04/25/2025

AQUA PENNSYLVANIA, INC.
MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE
Section 1329 Application Standard Data Requests

Miscellaneous

24. Are there any outstanding compliance issues that the Seller's system has pending with the US Environmental Protection Agency. If yes, provide the following information:
- a. Identify the compliance issue(s);
 - b. Provide an estimated date of compliance;
 - c. Explain Buyer's anticipated or actual plan for remediation;
 - d. Provide Buyer's estimated costs for remediation; and
 - e. Indicate whether the cost of remediation was or is anticipated to be factored into either or both fair market valuation appraisals offered in this proceeding.

Response: Please see the responses to SDR-23. The DEP holds primacy regulatory authority in Pennsylvania.