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July 18, 2025

VIA ELECTRONIC FILING

Matthew L. Homsher, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17105-3265

**In re: I&E Petition to Request the Commission Open a
Section 529 Investigation Into the Acquisition of Rock
Spring Water Company
Docket No. P-2024-3051313**

Dear Secretary Homsher:

On behalf of Pennsylvania-American Water Company, please find attached for filing its Further Prehearing Memorandum in the above-referenced case.

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

Sincerely,

A handwritten signature in blue ink that reads "Elizabeth Rose Triscari".

Elizabeth Rose Triscari

Enclosure

cc: The Honorable Administrative Law Judge John M. Coogan (*via electronic mail*)
All Parties on the Attached Certificate of Service (*via electronic mail*)

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Pennsylvania Public Utility Commission Bureau of :
Investigation and Enforcement Petition to Request : Docket No.
the Commission Open : P-2024-3051313
A Section 529 Investigation into the Acquisition :
of Rock Spring Water Company :

CERTIFICATE OF SERVICE

I hereby certify that I am on this 18th day of July, 2025, serving the above-referenced Further Prehearing Memorandum upon the person listed below and, in the matter, indicated, which service satisfies the requirements of 52 Pa. Code § 1.54 (related to service by a party).

SERVICE BY ELECTRONIC MAIL ON JULY 18, 2025

Carrie B. Wright, Esq. Pennsylvania Public Utility Commission Bureau of Investigation and Enforcement 400 North Street Harrisburg, PA 17120 carwright@pa.gov	Alexander R. Stahl, Esquire Aqua Pennsylvania, Inc. 762 West Lancaster Avenue Bryn Mawr, PA 19010 astahl@aquaamerica.com
Rod Beard, Esquire Beard Law Company 101 N. Allegheny Street Bellefonte, PA 16823 rod@beardlawco.com	Melanie El Atieh, Esquire Jacob Guthrie, Esquire Office of Consumer Advocate 555 Walnut St. 5 th Floor Forum Place Harrisburg, PA 17101 OCARockSpring@paoca.org
Steven Gray, Esquire Rebecca Lyttle, Esquire Office of Small Business Advocate 555 Walnut Street, First Floor Harrisburg, PA 17101 sgray@pa.gov relyttle@pa.gov	J. Roy Campbell Rock Spring Water Company 1750 Tadpole Rd. Furnace PA 16865 Rsw5@comcast.net

<p>Robert A. Mix, Esquire Robert Mix Law 211 Kimport Ave. Boalsburg, PA 16827 Bmix470@gmail.com</p>	<p>Amanada Chaplin, Esquire Glenn Masser, Esquire Pennsylvania DEP Northcentral Regional Office 208 West Third Street Suite 101 Williamsport, PA 17701 achaplin@pa.com gmasser@pa.gov</p>
<p>Elizabeth Ann Dupuis, Esquire Morgan M. Madden, Esquire Babst Calland Clements & Zomnir 330 Innovation Boulevard Suite 302 State College, PA 16803 bdpuis@babstcalland.com mmadden@babstcalland.com</p>	

Respectfully submitted,



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**Counsel for Pennsylvania-American Water
Company**

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Pennsylvania Public Utility Commission,	:	
Bureau of Investigation and Enforcement	:	
	:	P-2024-3051313
v.	:	
	:	
Rock Spring Water Company	:	

**FURTHER PREHEARING CONFERENCE MEMORANDUM OF
PENNSYLVANIA-AMERICAN WATER COMPANY**

AND NOW COMES Pennsylvania-American Water Company (“PAWC”), pursuant to 52 Pa. Code § 5.222(d) and in compliance with the Prehearing Conference Order issued by the Honorable Administrative Law Judge John M. Coogan (the “ALJ”) on June 27, 2025, to file this Further Prehearing Conference Memorandum in the above-referenced matter. In support thereof, PAWC states as follows:

I. INTRODUCTION AND PROCEDURAL HISTORY

1. On September 20, 2024, the Bureau of Investigation and Enforcement (“I&E”) of the Pennsylvania Public Utility Commission (“PUC”) filed a Petition to Request the Commission Open a Section 529 Investigation into the Acquisition of Rock Spring Water Company (“Rock Spring”). I&E is represented in this matter by Carrie B. Wright, Esq.

2. On October 9, 2024, the Office of Consumer Advocate (“OCA”) filed a Notice of Intervention and Public Statement. The OCA was initially represented by Jacob D. Guthrie, Esq. and Emily A. Farren, Esq. On February 6, 2025, Melanie El Atieh, Esq. filed her Notice of

Appearance as additional counsel representing the OCA. On February 19, 2025, Emily A. Farren, Esq., withdrew her appearance on behalf of the OCA.

3. On October 10, 2024, PAWC filed a Petition to Intervene. PAWC was initially represented by Elizabeth Rose Triscari, Esq. On October 24, 2024, Teresa K. Harrold, Esq., David P. Zambito, Esq. and Jonathan P. Nase, Esq., filed their Notices of Appearance as additional counsel on behalf of PAWC.

4. Also on October 10, 2024, Alexander R. Stahl, Esq. filed a Notice of Appearance on behalf of Aqua Pennsylvania, Inc. (“Aqua”). Aqua filed a Petition to Intervene on October 16, 2024.

5. On October 11, 2024, the Commission issued an Initial Telephonic Prehearing Conference Notice notifying the parties of a prehearing conference to be held at 10:00 a.m. on October 30, 2024. On October 15, 2024, the ALJ issued his Prehearing Conference Order.

6. On October 21, 2024, the State College Borough Water Authority (“SCBWA”) filed a Petition to Intervene.

7. On October 23, 2024, the Office of Small Business Advocate (“OSBA”) filed a Notice of Intervention, Public Statement and Verification. Also on October 23, 2024, Rebecca Lyttle, Esq. filed her Notice of Appearance on behalf of the OSBA. On February 12, 2024, Steven C. Gray entered his Notice of Appearance as additional counsel on behalf of the OSBA.

8. On October 28, 2024, the Pennsylvania Department of Environmental Protection (“DEP”) filed a Petition to Intervene. DEP is represented in this matter by Amanda K. Chaplin, Esq.

9. On October 28, 2024, Prehearing Memoranda were filed by SCBWA; OCA; I&E; PAWC; Aqua; OSBA; DEP; and Veolia Water Pennsylvania, Inc.

10. On November 5, 2024, the ALJ issued Prehearing Order #1. That Order granted the petitions to Intervene filed by PAWC, Aqua, SCBWA, and DEP. That Order also established a procedural schedule for this matter.

11. On November 11, 2024, Ferguson Township (“Ferguson”) filed a Petition to Intervene. Ferguson is represented by Elizabeth A. Dupuis, Esq. and Morgan M. Madden, Esq.

12. On December 2, 2024, the ALJ issued Prehearing Order #2 granting Ferguson’s Petition to Intervene.

13. On December 9, 2024, Rock Spring filed proof that it had notified customers of the commencement of the instant Section 529 Investigation.

14. On December 10, 2024, James N. Bryant, Esq. and Carolyn M. Larrabee, Esq. filed their Notices of Appearance on behalf of Rock Spring.

15. On January 15, 2025, the Commission issued a notice of Telephonic Hearing for April 29 and 30, 2025.

16. On February 6, 2025, the OCA filed a Petition for Interim Emergency Order.

17. On February 7, 2025, the Commission issued a notice of Telephonic Hearing scheduling an Evidentiary Hearing on February 14, 2025 on the OCA’s Petition for Interim Emergency Order.

18. Also on February 7, 2025, the ALJ issued his Prehearing Order for Telephone Hearing Regarding Petition for Interim Emergency Order.

19. Further on February 7, 2025, Rock Spring filed its Answer to the OCA’s Petition for Interim Emergency Order.

20. On February 11, 2025, DEP and PAWC filed Answers to the OCA’s Petition for Interim Emergency Order.

21. On February 13, 2025, the SCBWA filed its Answer and New Matter to the OCA's Petition for Interim Emergency Order.

22. The Evidentiary Hearing was held as scheduled on February 14, 2025.

23. On February 14, 2025, the ALJ issued his Briefing Order on the OCA's Petition for Interim Emergency Order.

24. Briefs were filed by PAWC, Aqua, SCBWA, I&E, Rock Spring,¹ DEP, and the OCA. The OSBA filed a letter in lieu of a brief.

25. On February 21, 2025, the ALJ issued his Order Granting Petition for Issuance of an Interim Emergency Order and Certifying Material Question to the Commission. This Order appointed PAWC as receiver of Rock Spring pursuant to 66 Pa. C.S. § 529(g) as of the date following entry of the Commission's Final Order on the OCA's Petition for Interim Emergency Order. The ALJ certified the granting of relief to the Commission as a material question requiring interlocutory review.

26. PAWC and the SCBWA submitted briefs. The OCA and DEP filed letters notifying the Commission they would not be filing a brief.

27. On March 4, 2025, James N. Bryant, Esq. and Carolyn M. Larrabee, Esq., filed a Motion to Withdraw as Counsel for Rock Spring, alleging that irreconcilable difference had arisen between Rock Spring and its counsel.

28. At the Public Meeting of March 13, 2025, the Commissioners adopted the Joint Motion of Chairman Stephen M. De Frank and Commissioner John F. Coleman, Jr. which adopted the ALJ's Order Granting Petition for Issuance of an Interim Emergency Order and Certifying Material Question, as modified. Among other things, the Joint Motion specified the powers and

¹ Two briefs were filed on behalf of Rock Spring, one by the owners of the company and the other by its attorneys.

duties of PAWC as Receiver of the Rock Spring water system (the “System”). The Commission’s Opinion and Order was entered on March 21, 2025.

29. On March 17, 2025, PAWC filed a Motion to Stay the Proceeding, asking that the proceeding be stayed for a period of 90 days after March 21, 2025 (the date on which the Opinion and Order was entered).

30. On March 19, 2025, the ALJ issued his Order Granting Motion to Stay for the requested 90-day period.

31. In accordance with the Appendix attached to the Commission’s Opinion and Order entered March 21, 2025, PAWC filed a status report on May 20, 2025.

32. On June 23, 2025, PAWC filed correspondence notifying the Commission that Rock Spring and SCBWA had not reached an agreement for the sale and purchase of the System. This correspondence further stated: “Because 90 days have passed without an agreement between SCBWA and Rock Spring and no Abandonment Application has been filed, PAWC requests that a further prehearing conference be scheduled.”

33. On June 27, 2025, the Commission issued a notice of Further Telephonic Prehearing Conference, notifying the parties that a Further Prehearing Conference had been scheduled for 10:00 a.m. on July 23, 2025. On that same date, the ALJ issued his Prehearing Conference Order.

II. COUNSEL

34. Counsel for PAWC are:

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III. SERVICE OF DOCUMENTS

35. PAWC's attorneys are authorized to accept service on behalf of PAWC in this proceeding. PAWC agrees to receive service of documents electronically in this proceeding and requests that all listed counsel for PAWC receive electronic service.

IV. ISSUES

36. The ultimate issue in this proceeding is whether the Commission should order a capable public utility to acquire Rock Spring, after evaluating alternatives and determining whether the statutory requirements of Section 529 have been met. If the Commission decides that Rock Spring is to be acquired, the Commission must identify the capable public utility that is to acquire Rock Spring. If the acquiring capable public utility and Rock Spring are able to agree on a purchase price, the Commission must determine whether that price is reasonable. If the acquiring capable public utility and Rock Spring are unable to agree on a purchase price, the Commission will order the acquiring capable public utility to acquire Rock Spring by eminent domain. PAWC, as the current Receiver of Rock Spring and owner of water systems in relatively close proximity

to Rock Spring will participate in this proceeding to help assist the Commission in evaluating these issues. PAWC remains supportive of SCBWA's acquisition of Rock Spring if they are able to come to an agreement as an alternative to the Commission ordering a capable public utility to acquire Rock Spring.

V. WITNESSES

37. PAWC expects to present testimony from the following witnesses:

Mr. Marcus Kohl

Mr. Kohl is a Director of Business Development for PAWC. His business address is 852 Wesley Drive, Mechanicsburg, PA 17011 and his business phone number is (717) 265-6902. Mr. Kohl will provide information about PAWC's legal and financial fitness and its experience with acquiring public and municipal utility systems.

Mr. Michael Guntrum

Mr. Guntrum is a Senior Project Engineer for PAWC. His business address is 852 Wesley Drive, Mechanicsburg, PA 17011 and his phone number is (717) 531-3328. Mr. Guntrum will describe PAWC's water and wastewater systems and its technical fitness. He can also address any engineering issues that may arise.

Dr. Christina Chard

Dr. Chard is Senior Director of Rates and Regulatory for PAWC. Her business address is 1600 Pennsylvania Avenue, Charleston, WV 25302 and her phone number is (304) 741-2219. Dr. Chard will testify to PAWC's financial fitness and any other financial or rate issues that may arise.

VI. LITIGATION SCHEDULE

38. PAWC is continuing to discuss the schedule with the other parties and hopes to reach a consensus by the Prehearing Conference. Tentatively, PAWC proposes the following schedule:

Further/Updated Direct Testimony of all parties	August 27, 2025
Rebuttal Testimony	September 17, 2025
Surrebuttal Testimony	October 1, 2025
Evidentiary Hearings	October 14-15, 2025
Main Brief	October 31, 2025
Reply Brief	November 14, 2025

VII. DISCOVERY RULES

39. This case does not have a statutory deadline. Consequently, PAWC does not believe there is a need for any modification of the Commission's discovery rules.

VIII. SETTLEMENT

PAWC is willing to participate in settlement discussions in this matter.

Respectfully submitted,



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Counsel for *Pennsylvania-American Water
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Dated: July 18, 2025