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July 25, 2025

VIA ELECTRONIC FILING

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

In re: Joint Application of American Water Works Company Inc., Pennsylvania-American Water Company, Nexus Regulated Utilities LLC and Community Utilities of Pennsylvania, Inc.

Docket No. A-2025-3055551, et al.

Dear Secretary Homsher:

On behalf of Pennsylvania-American Water Company, please find attached for filing its 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 Erin L. Gannon (*via electronic mail*)
All Parties on the Attached Certificate of Service (*via electronic mail*)

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

In re: Joint Application of American Water :
Works Company Inc., Pennsylvania-American :
Water Company, Nexus Regulated : Docket No. A-2025-3055551, *et al.*
Utilities LLC and Community Utilities of :
Pennsylvania, Inc. :

CERTIFICATE OF SERVICE

I hereby certify that on the 25th day of July, 2025 the above-referenced Prehearing Memorandum upon the people, via electronic mail, which service satisfies the requirements of 52 Pa. Code §1.54 (relating to service by a party).

SERVED VIA ELECTRONIC MAIL ON JULY 25, 2025

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Jacob D. Guthrie, Assistant Consumer Advocate
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Harrisburg, PA 17101-1923

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Office of Small Business Advocate
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Respectfully submitted,



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***On behalf of American Water Works
Company, Inc. and Pennsylvania-American
Water Company***

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of American Water Works Company :
Inc., Pennsylvania-American Water Company, Nexus : Docket Nos. A-2025-3055551, *et*
Regulated Utilities LLC and Community Utilities of : *al.*
Pennsylvania, Inc. :

**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 Erin L. Gannon (the “ALJ”) on July 17, 2025, to file this Prehearing Conference Memorandum in the above-referenced matter. In support thereof, PAWC states as follows:

I. INTRODUCTION AND PROCEDURAL HISTORY

1. On June 3, 2025, the Joint Application (the “Joint Application”) of American Water Works Company, Inc. (“American Water”), PAWC, Nexus Regulated Utilities, LLC (“Nexus”) and Community Utilities of Pennsylvania, Inc. (“CUPA”) was filed. Among other things, the Joint Application requests that the Pennsylvania Public Utility Commission (“Commission”) approve: (a) the transfer of control of CUPA from Nexus to American Water; (b) the transfer to PAWC, by merger, of all assets of CUPA used or useful in the public service (the “Systems”); (c) PAWC’s right to begin to offer, render, furnish, or supply water and/or wastewater services in the areas served by the Systems; and (d) CUPA’s abandonment of all water and wastewater service in the Commonwealth.

2. By correspondence dated June 4, 2025, the Commission's Secretary directed American Water and PAWC to (a) serve copies of the Joint Application on the Department of Environmental Protection, municipalities in the proposed service area, and other identified entities; and (b) publish notice of the Joint Application in a newspaper of general circulation in the area involved once a week for two consecutive weeks. This correspondence was not served on the Joint Applicants until June 13, 2025. Consequently, by correspondence dated June 30, 2025, the deadline for filing proof of compliance was extended until July 10, 2025. On June 30, 2025 and July 8, 2025, PAWC filed proof that it served copies of the Joint Application, and published notice of the Joint Application, as directed by the June 4, 2025 correspondence.

3. Notice of the Joint Application was published in the *Pennsylvania Bulletin* on June 14, 2025. 55 *Pa. B.* 4167-4168. This notice stated that formal protests and petitions to intervene were due on or before Monday, June 30, 2025.

4. On June 17, 2025, Rebecca Lyttle, Esq., filed her Notice of Appearance on behalf of the Office of Small Business Advocate ("OSBA"). The OSBA filed its Protest on June 25, 2025.

5. On June 30, 2025, the Office of Consumer Advocate ("OCA") filed its Protest. The OCA is represented by Christy Appleby, Esq. and Jacob Guthrie, Esq.

6. On July 11, 2025, the Commission issued a Notice of Initial Telephonic Prehearing Conference, notifying the parties that a Prehearing Conference had been scheduled for July 29, 2025.

7. On July 17, 2025, the ALJ issued her Prehearing Conference Order.

8. On July 18, 2025, the Joint Applicants filed a Petition for Protective Order. In it, they represented that they had been advised that OSBA and OCA had no objections to the Petition for Protective Order.

9. On July 23, 2025, the ALJ granted the Petition for Protective Order.

II. COUNSEL

10. Counsel for PAWC are:

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III. SERVICE OF DOCUMENTS

11. 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

12. PAWC submits that the transfer of control of CUPA and the subsequent merger of the Systems with and into PAWC (the “Transactions”) complies with 66 Pa. C.S. § 1102 and 1103. As an existing public utility, PAWC is presumed to possess the legal, financial and technical fitness to own and operate the Systems. In addition, the Transactions provide an affirmative public benefit of a substantial nature.

13. PAWC and CUPA will briefly be affiliated with each other upon the closing of the Stock Purchase Agreement. PAWC submits that approval of the Stock Purchase Agreement and the Statement of Merger as an affiliated interest agreement is reasonable and consistent with the public interest, as required by 66 Pa. C.S. § 2102.

14. PAWC also requests that the Commission issue Certificates of Filing or approvals for several agreements between PAWC and a municipal corporation.

V. WITNESSES

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

Mr. Michael Salvo

Mr. Salvo 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) 554-2700. Mr. Salvo will provide an overview of the Transactions. He will also explain why the Transactions are in the public interest and provide affirmative public benefits of a substantial nature. In addition, he will explain why PAWC is legally, financially and technically fit to acquire and operate the 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 the Systems and how they will be integrated into PAWC’s existing water and wastewater systems. He will also address PAWC’s technical fitness to run the Systems, together with the benefits of the Transactions.

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) 340-2077. Dr. Chard will testify to PAWC’s financial fitness to acquire and operate the System. She will also discuss the potential rate implications of the Transactions.

Reservation of Right to Call Additional Witnesses

PAWC reserves the right to call additional witnesses and to present testimony on additional issues that may arise during the course of the proceeding.

VI. LITIGATION SCHEDULE

16. The parties are still trying to negotiate a consensus litigation schedule. In the meantime, PAWC proposes the following litigation schedule:

Event	Date
Prehearing Conference	July 29, 2025
Joint Applicants’ Direct	August 26, 2025
Other Parties’ Direct	September 24, 2025
Rebuttal	October 8, 2025
Surrebuttal	October 23, 2025

Outline of Oral Rejoinder	Noon on October 29, 2025
Evidentiary Hearings	October 30 and 31, 2025
Main Briefs	November 21, 2025
Reply Briefs	December 8, 2025

VII. DISCOVERY RULES

13. 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

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

[Signature appears on next page.]

Respectfully submitted,



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Counsel for *Pennsylvania-American Water Company*

Dated: July 25, 2025