

COMMONWEALTH OF PENNSYLVANIA



DARRYL A. LAWRENCE
Consumer Advocate

OFFICE OF CONSUMER ADVOCATE
555 Walnut Street, 5th Floor, Forum Place
Harrisburg, Pennsylvania 17101-1923
(717) 783-5048
(800) 684-6560

 @pa_oca
 /pennoca
FAX (717) 783-7152
consumer@paoca.org
www.oca.pa.gov

September 9, 2025

Via Electronic Filing

Matthew L. Homsher, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120

Re: Section 1329 Application of Aqua Pennsylvania,
Inc. for the Acquisition of the Water System
Assets of the Municipal Authority of the Borough
of Greenville situated within the Borough of
Greenville, Hempfield Township, Sugar Grove
Township, and West Salem Township, Mercer
County, Pennsylvania
Docket No. A-2024-3049015

Dear Secretary Homsher:

Attached for electronic filing, please find the Office of Consumer Advocate's Prehearing Memorandum in this proceeding.

Copies have been served on the parties as indicated on the enclosed Certificate of Service.

Respectfully submitted,

/s/ Katie Kennedy
Katie Kennedy, Esq.
Assistant Consumer Advocate
PA Attorney I.D. # 317237
Email: KKennedy@paoca.org

Enclosures

cc: Administrative Law Judge Katrina L. Dunderdale (Via her Legal Assistant: kloukas@pa.gov)
Certificate of Service

CERTIFICATE OF SERVICE

Section 1329 Application of Aqua :
Pennsylvania, Inc. for the Acquisition of the : Docket No. A-2024-3049015
Water System Assets of the Municipal :
Authority of the Borough of Greenville :
situated within the Borough of Greenville, :
Hempfield Township, Sugar Grove :
Township, and West Salem Township, :
Mercer County, Pennsylvania :

I hereby certify that I have this day filed electronically on the Commission’s electronic filing system and served a true copy of the following document, the Office of Consumer Advocate’s Prehearing Memorandum, upon parties of record in this proceeding in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a participant), in the manner and upon the persons listed below.

Dated this 9th day of September 2025.

SERVICE BY E-MAIL ONLY

Alexander R. Stahl, Esq.
Aqua Pennsylvania, Inc.
762 West Lancaster Avenue
Bryn Mawr, PA 19010
astahl@aquaamerica.com
Counsel for Aqua PA

Rebecca Lyttle, Esq.
Assistant Small Business Advocate
Office of Small Business Advocate
Forum Place
555 Walnut Street, 1st Floor
Harrisburg, PA 17101
relyttle@pa.gov
Counsel for OSBA

Courtney L. Schultz, Esq.
Kruti B. Patel, Esq.
Saul Ewing Amstein & Lehr, LLP
1500 Market Street
Centre Square West, 38th Floor
Philadelphia, PA 19102
Courtney.schultz@saul.com
Kruti.patel@saul.com
Counsel for Aqua PA

Carrie B. Wright, Esq.
Bureau of Investigation & Enforcement
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120
carwright@pa.gov
Counsel for I&E

James E. Douglas, Esq.
Douglas, Joseph, & Olson
409 North Hermitage Road
Hermitage, PA 16148
jedouglas@douglasjoseph.com
*Counsel for the Borough of Greenville and
the Greenville Municipal Water Authority*

Counsel for:
Darryl A. Lawrence
Consumer Advocate

Office of Consumer Advocate
555 Walnut Street
5th Floor, Forum Place
Harrisburg, PA 17101-1923
Phone: 717-783-5048
Fax: 717-783-7152

Dated: September 9, 2025

/s/ Katie Kennedy
Katie Kennedy
Assistant Consumer Advocate
PA Attorney I.D. # 317237
Email: KKennedy@paoca.org

Harrison W. Breitman
Assistant Consumer Advocate
PA Attorney I.D. # 320580
Email: HBreitman@paoca.org

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Section 1329 Application of Aqua	:	
Pennsylvania, Inc. for the Acquisition of the	:	
Water System Assets of the Municipal	:	Docket No. A-2024-3049015
Authority of the Borough of Greenville	:	
situated within the Borough of Greenville,	:	
Hempfield Township, Sugar Grove	:	
Township, and West Salem Township,	:	
Mercer County, Pennsylvania	:	

PREHEARING MEMORANDUM
OF THE
OFFICE OF CONSUMER ADVOCATE

Pursuant to Section 333 of the Public Utility Code, 66 Pa. C.S. Section 333, the Commission’s regulations at 52 Pa. Code Sections 5.221-5.224, and in response to the May 12, 2025, Prehearing Conference Order issued by the Honorable Administrative Law Judge (ALJ) Katrina L. Dunderdale of the Office of Administrative Law Judge (OALJ) of the Pennsylvania Public Utility Commission (Commission) in the captioned proceeding, the Office of Consumer Advocate (OCA) provides the following information:

I. INTRODUCTION

On April 25, 2025, Aqua Pennsylvania, Inc. (Aqua or Company) filed an Application under Sections 507, 1102, 1329 and 2102 of the Public Utility Code seeking Commission approval for the acquisition of the water treatment and distribution system assets (System) of the Municipal Authority of the Borough of Greenville (GWA), and the right of Aqua to begin to offer, render, furnish and supply water service in the areas served by the GWA in the requested territory, and

approval of the ratemaking rate base of the assets as determined under Section 1329(c)(2) (Application). 66 Pa. C.S. §§ 507, 1102, 1329 and 2102. Aqua provides water and wastewater utility service to approximately 522,000 customers – 458,000 water and 64,000 wastewater – across 32 counties in the Commonwealth. GWA furnishes water service to approximately 2,731 customers in Mercer County.

On May 23, 2025, the Office of Small Business Advocate (OSBA) filed a Notice of Appearance, and on June 5, 2025, the OSBA filed a Notice of Intervention and Public Statement.

Also on May 23, 2025, Aqua filed a letter with the Secretary's Bureau requesting that the Commission extend its initial review period of the Application from May 29, 2025 to June 13, 2025. On May 27, 2025, the Commission granted Aqua's request for extension.

On June 9, 2025, the OCA filed a Protest and Public Statement and a Notice of Appearance of counsel.

On June 10, 2025, the Commission's Bureau of Investigation and Enforcement (I&E) filed a Notice of Appearance.

By Secretarial Letter dated June 30, 2025, the Commission conditionally accepted the Application. The Commission required that individual notice be provided to Aqua's potentially affected existing water and wastewater customers, that Aqua ensure concurrent notice is provided to all current GWA customers, and that newspaper notice be provided in the Greenville area. Upon completion, Aqua was directed to file proof of publication of the newspaper notice with the Commission.

On or about July 2, 2025, the Borough of Greenville Petitioned to Intervene in this proceeding.

On July 3, 2025, Aqua filed a letter, stating that it had begun providing individualized notice of the proposed acquisition to its water customers which are the potentially affected customers in this transaction in accordance with the June 30, 2025, Secretarial Letter. Then, on August 7, 2025, Aqua filed a letter, with an attached verification, stating that it had complied with the notice requirements contained in the June 30, 2025, Secretarial Letter.

By Secretarial Letter dated August 11, 2025, the Commission informed Aqua that it had accepted the Application for filing.

On August 13, 2025, ALJ Dunderdale issued a Prehearing Conference Order, directing the parties to submit a prehearing conference memorandum on or before noon on September 9, 2025.

II. ISSUES

Based upon a preliminary analysis of Aqua's filing, the OCA has compiled a list of issues that it anticipates will be included in its review of the proposed acquisition. It is anticipated that other issues may arise and may be pursued as discovery proceeds, and the OCA reserves the right to pursue such issues in discovery and testimony.

The OCA has identified the following issues that may require further review as follows:

1. The OCA submits that additional information is required to determine if approval of the Application is in fact warranted under applicable legal standards.
2. The OCA will review the reasonableness and validity of Aqua's and GWA's Utility Valuation Expert (UVE) appraisals.
3. The OCA submits that while rates will not be determined in this case, the rate impact of the proposed acquisition price of \$18,000,000 must be considered in this case when weighing whether this application should be approved. The OCA will review the rate impact and determine whether a rate stabilization plan is necessary to warrant approval of the Application.

III. WITNESSES / EVIDENCE

The OCA intends to present the direct, rebuttal, and surrebuttal testimony, as may be necessary, of the witness identified below. The OCA’s witness is:

Ratemaking Rate Base Value/Fair Market Value/Rate Impact	David J. Garrett Resolve Utility Consulting PLLC 101 Park Avenue Suite 1125 Oklahoma City, OK 73102
--	---

The OCA reserves the right to call additional witnesses and will inform the ALJ and the parties if the OCA determines that any additional witnesses may be necessary.

IV. PUBLIC INPUT HEARINGS

The OCA will be prepared to discuss public input hearings at the prehearing conference. The parties to this case have agreed to in-person public input hearings as referenced in the proposed schedule below. Both in-person public input hearings will be conducted on September 18, 2025, with one held in the afternoon and the other in the evening. The OCA requests that the date, time and location be placed on the hearing notice and all advertisements regarding the public input hearings.

The OCA respectfully requests that the Commission publish notice of the public input hearings in the general circulation portion of the Sharon Herald Newspaper. Additionally, the OCA respectfully requests that both the Company and GWA publish notice of the public input hearings on all of their existing social media platforms at least thrice per week prior to the occurrence of the public input hearings.

V. PROPOSED SCHEDULE

The OCA, Aqua, GWA, I&E, and OSBA have agreed to the following procedural schedule. The proposed procedural schedule was also sent to her Honor:

Direct Testimony of other parties	Friday, September 19, 2025
In-Person Public Input Hearings	Thursday, September 18, 2025 @ 1pm & 6pm
Rebuttal	Friday, September 26, 2025 ^[1]
Surrebuttal	Friday, October 3, 2025
Written Rejoinder	Tuesday, October 7, 2025 – by 2pm
Evidentiary Hearing	Thursday, October 9 and Friday, October 10, 2025
Receipt of Transcript	Tuesday, October 14, 2025
Main Brief	Tuesday, October 28, 2025
Reply Brief	Tuesday, November 4, 2025

The OCA respectfully requests that given the abbreviated schedule that a one-day turnaround for the transcript also be provided for the public input hearing in addition to the evidentiary hearing transcript.

The Prehearing Conference Order states that hard copies are not necessary for the Presiding Officer. The OCA respectfully requests that the Presiding Officer permit electronic service to all parties without the requirement of a follow-up hard copy.

VI. SERVICE ON THE OCA

The OCA will be represented in this case by the attorneys listed below:

^[1] OCA will submit either Supplemental Direct Testimony or Rebuttal Testimony addressing comments made at the Public Input Hearing, depending on when the Transcript of the Public Input Hearing is available.

Harrison W. Breitman, Assistant Consumer Advocate
Katie Kennedy, Assistant Consumer Advocate

Office of Consumer Advocate
555 Walnut Street, 5th Floor, Forum Place
Harrisburg, PA 17101-1923
Telephone: (717) 783-5048
Fax: (717) 783-7152
E-mail: OCAGreenville1329@PAOCA.ORG

The OCA created a group e-mail address, provided above. This is the only e-mail address that is required for service on the OCA. The OCA's group e-mail address will provide the emailed materials to all members of the OCA team including the consultant listed above.

For the purposes of the Prehearing Conference, Ms. Kennedy will be the primary attorney speaking on behalf of the OCA.

VII. SETTLEMENT

The OCA is willing to participate in settlement discussions.

VIII. DISCOVERY

In conjunction with its proposed schedule, the OCA proposes the following modifications to the Commission's procedural rules regarding discovery. The OCA requests that the Presiding Officer direct that the modifications will take effect when addressed during the on the record prehearing conference and apply to all future discovery requests served on and after the date of the prehearing conference of September 10, 2025. The OCA also requests that any outstanding interrogatories or requests for admissions are due no later than 10 calendar days after the Prehearing Conference to the extent such responses are due later than such date, in accordance with Paragraph A below.

- A. Answers to written interrogatories and requests for document production, entry for inspection, or other purposes shall be served in-hand within ten (10) calendar days of service.

- B. Objections to interrogatories and/or requests for production shall be communicated orally to the propounding party within three (3) calendar days of service of the interrogatories; unresolved objections shall be served in writing to the propounding party within five (5) calendar days of service of the interrogatories and/or requests for production.
- C. Motions to dismiss objections and/or direct the answering of interrogatories and/or requests for production shall be filed within five (5) business days of service of written objections.
- D. Answers to motions to dismiss objections and/or answering of interrogatories and/or requests for production shall be filed within three (3) business days of service of such motions.
- E. Requests for admissions will be deemed admitted unless answered within ten (10) calendar days or objected to within five (5) calendar days of service.
- F. Answers to on-the-record data requests shall be served in-hand within five (5) calendar days of the requests.
- G. Any discovery or discovery-related pleadings (such as objections, motions, and answers to same) served after served after 4:30 p.m. Monday through Thursday or after 1:30 p.m. on a Friday or the day before a holiday will be deemed to have been served on the next business day for purposes of calculating the due date for any responsive filing.

After rebuttal is served, the OCA proposes that the deadlines should be reduced as follows:

- A. Answers to interrogatories and responses to requests for document production, entry for inspection, or other purposes shall be served within five (5) calendar days of service of the interrogatories or requests for production.
- B. Objections to interrogatories and/or requests for production shall be communicated orally to the propounding party within two (2) calendar days of service; unresolved objections shall be served on the propounding party in writing within three (3) calendar days of service of the interrogatories and/or requests for production.
- C. Motions to dismiss objections and/or direct the answering of interrogatories and/or requests for production shall be filed within three (3) business days of service of written objections.
- D. Answers to motions to dismiss objections and/or direct the answering of interrogatories and/or requests for production shall be filed within three (3) business days of service of such motions.

- E. Requests for admission shall be deemed admitted unless answered or objected to within three (3) calendar days of service.
- F. Discovery requests and discovery related pleadings (such as objections, motions, and answers to same) served after 4:30 p.m. Monday through Thursday or after 1:30 p.m. on a Friday or the day preceding a holiday shall be deemed to have been served on the next business day.

IX. PREHEARING PROCEDURES

The OCA requests that the ALJ in their Prehearing Conference Order and Evidentiary Hearing Notice clarify that:

- A. An evidentiary hearing exhibit listing a party's inventory of such party's pre-served written testimonies and accompanying exhibits and verifications need not include as attachments all such pre-served testimony, exhibits, and verifications, and such list may be used by the party's counsel to identify the evidence for movement into the record at the hearing.
- B. Evidentiary hearing exhibits may be provided to the ALJs and parties by 10 A.M. the day before the start of evidentiary hearings with the exception of hearing exhibits related to rejoinder which may be provided by the end of the day on same day.
- C. Written testimony and accompanying exhibits and verifications, cross examination exhibits, and other evidentiary hearing exhibits admitted into evidence, shall be sent to the court reporter electronically by the Party sponsoring the exhibits by the close of business on the last day of hearings, with a copy provided to the Presiding Officer. This is in the interest of the environment and saving ratepayers money from the expenditure of printing voluminous hard copies.

Respectfully Submitted,

/s/ Katie Kennedy

Katie Kennedy

Assistant Consumer Advocate

PA Attorney I.D. # 317237

E-Mail: KKennedy@paoca.org

Harrison W. Breitman

Assistant Consumer Advocate

Pa. Attorney I.D. # 320580

E-Mail: HBreitman@paoca.org

Counsel for:

Darryl A. Lawrence

Consumer Advocate

Office of Consumer Advocate
555 Walnut Street, 5th Floor, Forum Place
Harrisburg, PA 17101-1923
Phone: (717) 783-5048
Fax: (717) 783-7152

DATED: September 9, 2025