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December 29, 2025

Via Electronic Filing
Matthew L. Homsher, Secretary Pennsylvania Public
Utility Commission Commonwealth Keystone Building
400 North Street, 2nd Floor North
P.O. Box 3265
Harrisburg, PA 17105-3265

Re: Joint Application of American Water Works Company, Inc., Essential Utilities, Inc., Aqua Pennsylvania, Inc., Aqua Pennsylvania Wastewater, Inc., Peoples Natural Gas Company LLC and Peoples Gas Company LLC and Alpha Merger Sub, Inc. for a Certificate of Public Convenience under Sections 1102(a)(3) and 2210(c) of the Public Utility Code and All Other Necessary Approvals to Effect a Change of Control of Aqua Pennsylvania, Inc., Aqua Pennsylvania Wastewater, Inc., and Peoples Natural Gas Company LLC
Docket Nos. A-2025-3058927; A-2025-3058928; A-2025-3058929

Protest of Upland Borough

Dear Secretary Homsher:

Please find the attached Protest of Upland Borough, Delaware County in the above noted proceeding. Service upon the parties is being made by email only.

Respectfully Submitted,

Michael L. Maddren
Counsel to Upland Borough

cc: Certificate of Service

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BEFORE THE PENNSYLVANIA PUBLIC UTILTY COMMISSION

Joint Application of American Water Works Company, Inc., Essential Utilities, Inc., Aqua Pennsylvania, Inc., Aqua Pennsylvania Wastewater, Inc., Peoples Natural Gas Company LLC and Peoples Gas Company LLC and Alpha Merger Sub, Inc. for a Certificate of Public Convenience under Sections 1102(a)(3) and 2210(c) of the Public Utility Code and All Other Necessary Approvals to Effect a Change of Control of Aqua Pennsylvania, Inc., Aqua Pennsylvania Wastewater, Inc., and Peoples Natural Gas Company LLC	:	Docket Nos.	A-2025-3058927 A-2025-3058928 A-2025-3058929

PROTEST OF

THE COALITION FOR AFFORDABLE UTILITY SERVICES AND ENERGY EFFICIENCY IN PENNSYLVANIA (*CAUSE-PA*)

I. INTRODUCTION

Pursuant to the provisions of the Rules of Practice and Procedure of the Pennsylvania Public Utility Commission (Commission), 52 Pa. Code §§ 5.51-5.53, and Chapters 11, 21, and 22 of the Public Utility Code, 66 Pa. C.S. §§ 1102, 1103; 2102; 2210, Upland Borough ("Upland"), through its undersigned counsel, hereby files this Protest to the captioned proceeding. On November 26, 2025, American Water Works Company, Inc. ("American Water"), Essential Utilities, Inc. f/k/a Aqua America, Inc. ("Essential"), Aqua Pennsylvania, Inc. ("Aqua PA") and Aqua Pennsylvania Wastewater, Inc. ("Aqua PA Wastewater"), Peoples Natural Gas Company LLC ("Peoples"), and Alpha Merger Sub, Inc. ("Merger Sub") (collectively the "Joint Applicants")

filed a Joint Application seeking the Commission to allow a change of control of Aqua PA, Aqua PA Wastewater, and Peoples to be affected by the merger of Essential and Merger Sub, a wholly owned subsidiary of American Water. If the Joint Application is approved, Essential would continue as the surviving corporation as a wholly owned subsidiary of American Water, resulting in Aqua PA, Aqua PA Wastewater, and Peoples becoming indirect subsidiaries of American Water and part of the same family of companies as American Water's Pennsylvania water and wastewater company Pennsylvania American Water Company.

The Chester Water Authority ("CWA") and the Delaware County Regional Water Quality Control Authority ("DELCORA"), each of which service Upland residents, are acquisition targets of Aqua PA and Aqua PA Wastewater, respectively. Upland submits this Protest in order to ensure that the Application is approved only if it: 1) is found to be in the public interest; 2) provides substantial affirmative benefits to the public, which includes the current and future ratepayers of American Water, Essential, Aqua PA, Aqua PA Wastewater, and Peoples as well as the public as a whole; 3) it does not have an anti-competitive or discriminatory impact; 4) the acquiring entities honor all terms and conditions of Aqua PA Wastewater's agreement to acquire DELCORA's assets, including any obligation to acquire infrastructure from Upland and to establish a ratepayer protection trust as more fully set forth in the amendment to DELCORA's articles filed on December 19, 2019; and 4) it is in accordance with applicable Pennsylvania law, including the Public Utility Code and Commission regulations as well as applicable court precedent.

II. PROTESTANT INFORMATION AND STANDING

1. The Protestant is Upland Borough, Delaware County, Pennsylvania.
2. Upland's administrative offices are located at 224 Castle Avenue, Upland, PA 19015
3. Upland Borough residents are primarily of low to moderate income, and are serviced by CWA and DELCORA, whose assets are targeted for acquisition by Aqua PA and Aqua PA

Wastewater in matters currently pending before the courts of the Commonwealth.

4. Should the acquisition of CWA and/or DELCORA occur, the merger has the significant likelihood of affecting the terms, conditions, and quality of service, including a future impact on rates that will be charged to Upland Borough residents.
5. Upland asserts that other participants in this proceeding do not adequately represent these interests.
6. Upland has standing to participate because its residents are likely will suffer a direct, immediate, and substantial injury to an interest because of this proceeding. *See* Tripps Park v. Pa. PUC, 415 A.2d 967 (Pa. Commw. 1980). Additionally, Upland Borough has a financial stake in this proceeding as Aqua PA Wastewater has committed to pay Upland $700,000.00 in the event of it closing its proposed acquisition of DELCORA per the stipulation filed before the Commission at docket no. A-2019-3015173.

III. PROTEST

1. The Joint Application must be examined pursuant to Chapters 11, 21, and 22 of the Public Utility Code. 66 Pa. C.S. §§ 66 Pa. C.S. §§ 1102; 1103; 2102; 2210.
2. Section 1102 of the Public Utility Code requires that the Commission issue a Certificate of Public Convenience as a legal prerequisite to offering service, abandoning service and certain property transfers by a public utility or their affiliated interests. 66 Pa. C.S. § 1 102(a)(1)-(3). As set forth below, the Commission must also examine this transaction under the provisions of Chapters 21 and 22 of the Code.
3. Section 1103 requires that a certificate shall only be granted upon findings that "the granting of such certificate is necessary or proper for the service, accommodation, convenience, or safety of the public." 66 Pa. C.S. § 1103(a). The Supreme Court has found that this section of the Code requires a finding that a proposed merger will affirmatively

benefit the public and "affirmatively promote the 'service, accommodation, or convenience or safety of the public' in some substantial way." City of York v. Pa. P.U.C., 295 A.2d 825, 828 (Pa. 1973) (internal citations omitted); see Popowsky v. Pa. P.U.C., 937 A.2d 1040, 1054 (Pa. 2007).

4. Additionally, Section 1103 explicitly allows the Commission to impose conditions upon the issuance of a Certificate of Public Convenience. 66 Pa. C.S. § 1103(a). Section 1103(a) of the Code provides: "The Commission, in granting such certificate, may impose such conditions as it may deem to be just and reasonable."

5. If the Commission ultimately approves the proposed merger set forth in the Joint Application, Upland submits that the Commission must impose conditions to ensure that there are affirmative public benefits that are durable and that accrue broadly including to the benefit of the low income customers within Upland Borough in the event of an acquisition of either CWA or DELCORA.

6. Further, Section 2102 of the Code states that prior to any arrangement providing for the furnishing of certain services, *e.g.*, management, supervisory, construction, engineering, accounting, legal, or similar services, between a public utility and any affiliated interest, Commission approval must be obtained. 66 Pa. C.S. § 2102(a).

7. Upland submits that the following must be resolved prior to Commission approval:

   a) The Joint Application provides that the proposed Merger will not have any adverse impact on Aqua PA's or Peoples' rates. Joint Application ¶ 32. The Commission must examine the impact the proposed acquisition will have on the rates for the Applicants' customers.

   b) In addition to the consideration of rates, any approval should be conditioned upon the merged entity abiding by the terms of its proposed acquisitions of CWA and

DELCORA, should those acquisitions proceed.

c) The Joint Application provides only insubstantial assertions that the proposal will produce substantial public benefits to present or future ratepayers.

IV. LEGAL REPRESENTATION:

Upland is represented in this proceeding by:

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E-mail: mike@murphymaddren.com

Counsel for CAUSE-PA consents to the service of documents by electronic mail to mike@murphymaddren.com, as provided in 52 Pa. Code § 1.54(b)(3).

V. PRAYER FOR RELIEF AND CONCLUSION

WHEREFORE, Upland respectfully requests that the Pennsylvania Public Utility Commission:

(1) Refer this matter to the Office of Administrative Law Judge for the investigation and the scheduling of full evidentiary hearings, including necessary public input hearings, related to the Joint Application.

(2) Upland further requests that the Commission not approve this application unless it finds that: (a) the Application is in the public interest; (b) the Application provides substantial affirmative public benefits to the current and future ratepayers of American Water, Essential, Aqua PA, Aqua PA Wastewater, and Peoples, as well as the public generally; (c) the Application does not adversely affect retail competition in Pennsylvania; and, (d) the Application is in accordance with the public utility code.

(3) Additionally, Upland requests that the Commission impose such terms and conditions upon the proposed acquisition as are necessary to ensure that the Application meets the requirements set forth above and that the merged entity abide by the terms of Aqua PA's and Aqua PA Wastewater's proposed acquisitions of CWA and DELCORA, should those acquisitions survive judicial scrutiny.

Respectfully Submitted,
Murphy Maddren Ltd.

/s/ Michael L. Maddren
Michael L. Maddren
Counsel to Upland Borough
Phone – 610.565.1210
mike@murphymaddren.com

Date: December 29, 2025

BEFORE THE

PENNSYLVANIA PUBLIC UTILTY COMMISSION

Joint Application of American Water Works Company, Inc., Essential Utilities, Inc., Aqua Pennsylvania, Inc., Aqua Pennsylvania Wastewater, Inc., Peoples Natural Gas Company LLC and Peoples Gas Company LLC and Alpha Merger Sub, Inc. for a Certificate of Public Convenience under Sections 1102(a)(3) and 2210(c) of the Public Utility Code and All Other Necessary Approvals to Effect a Change of Control of Aqua Pennsylvania, Inc., Aqua Pennsylvania Wastewater, Inc., and Peoples Natural Gas Company LLC	:	Docket Nos.	A-2025-3058927 A-2025-3058928 A-2025-3058929

Certificate of Service

I hereby certify that I have this day served copies of the Protest of Upland Borough upon the parties of record in the above captioned proceeding in accordance with the requirements of 52 Pa. Code § 1.54.

VIA EMAIL ONLY

The Honorable Charles E. Rainey, Jr. Chief Administrative Law Judge Pennsylvania Public Utility Commission Commonwealth Keystone Building 400 North Street Harrisburg, PA 17120 crainey@pa.gov	Allison Kaster, Esq. Bureau of Investigation and Enforcement Pennsylvania Public Utility Commission 400 North Street Harrisburg, PA 17120 akaster@pa.gov
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Respectfully Submitted,
Murphy Maddren Ltd.

/s/ Michael L. Maddren

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Date: December 29, 2025