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December 29, 2025

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

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 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

Dear Secretary Homsher:

Enclosed please find the Petition to Intervene and Verification filed on behalf of the Petitioner, the Township of Lower Makefield, Bucks County, Pennsylvania in the above-captioned proceedings.

Copies will be served upon all known parties in this proceeding via E-mail and the Commission's E-Filing System.

Thank you for your careful attention to this matter. Please do not hesitate to contact me if you have any questions.

Very truly yours,

Maureen B. Carlton, Esquire
For CURTIN & HEEFNER LLP

MBC/apg
Enclosure
cc: All Parties of Record (*via e-mail only*)
David W. Kratzer, Jr., Manager Lower Makefield Township (*via e-mail only*)

3630216.1/59729

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY 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 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**

NOTICE TO PLEAD

YOU ARE HEREBY ADVISED THAT, PURSUANT TO 52 PA. CODE § 5.66, YOU MAY ANSWER THE ENCLOSED PETITION TO INTERVENE WITHIN TWENTY (20) DAYS OF THE DATE OF SERVICE HEREOF. YOUR ANSWER TO THE PETITION TO INTERVENE MUST BE FILED WITH THE SECRETARY OF THE PENNSYLVANIA PUBLIC UTILITY COMMISSION, P.O. BOX 3265, HARRISBURG, PA 17105-3265. A COPY SHOULD ALSO BE SERVED ON THE UNDERSIGNED COUNSEL FOR LOWER MAKEFIELD TOWNSHIP.

Respectfully submitted,

CURTIN & HEEFNER LLP

Dated: December 29, 2025

/s/ Maureen B. Carlton, Esquire

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BEFORE THE
PENNSYLVANIA PUBLIC UTILITY 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 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**

PETITION TO INTERVENE
OF THE TOWNSHIP OF LOWER MAKEFIELD

AND NOW comes Petitioner, the Township of Lower Makefield, Bucks County, Pennsylvania, by and through its counsel, Maureen B. Carlton, Esquire, Andrew P. Griffin, Esquire, Aaron D. Nelson, Esquire, and the law firm of Curtin & Heefner LLP, which files this Petition to Intervene pursuant to 52 Pa. Code § 5.71(a)(2), seeking an order of intervention by the Public Utility Commission and averring in support thereof as follows:

I. Introduction.

1. Petitioner, the Township of Lower Makefield (the "Township"), is a political subdivision of the Commonwealth of Pennsylvania duly organized under The Second Class Township Code, 53 P.S. § 65101, et seq., and with its municipal offices located at 1100 Edgewood Road, Yardley PA 19067.

2. On or about November 26, 2025, American Water Works Company, Inc., Essential Utilities, Inc., Aqua Pennsylvania, Inc., Aqua Pennsylvania Wastewater, Inc., Peoples Natural Gas

Company LLC, and Alpha Merger Sub, Inc. (collectively, the "Applicants") filed a Joint Application 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 (the "Joint Application") with the Pennsylvania Public Utility Commission (the "Commission").

3. Specifically, the Applicants sought approval of the following affiliate interest agreements upon the closing of the merger proposed within their Joint Application:

> (a) The execution of a service agreement with American Water Works Service Company, Inc. by Aqua Pennsylvania, Inc., Aqua Pennsylvania Wasterwater, Inc., and Peoples Natural Gas Company LLC;
>
> (b) The execution of a financial services agreement with American Water Capital Corporation by Aqua Pennsylvania, Inc., Aqua Pennsylvania Wasterwater, Inc., and Peoples Natural Gas Company LLC; and
>
> (c) The execution of an office space lease by Aqua Pennsylvania, Inc. and American Water Works Service Company, Inc.

4. Within their Joint Application, the Applicant's aver, in summary, that the "[t]he enhanced scale and operational efficiency of the combined company will support continued investment in water and wastewater infrastructure in Pennsylvania and across the country" and that "[t]ogether, American Water [Works Company, Inc.] and Essential [Utilities, Inc.] will be better able to maintain the average customer water and wasterwater bill that is affordable in communities that the combined companies will serve." (Joint Application, ¶ 1). See generally City of York v. Pennsylvania Public Utility Commission, 295 A.2d 825, 828 (Pa. 1972) (holding that applicants for approval of utility merger must demonstrate that the proposed merger "will affirmatively promote the 'service, accommodation, convenience, or safety of the public' in some substantial way"). See also 66 Pa.C.S. § 1103(a) (providing that "[a] certificate of public convenience shall be granted by

order of the [C]ommission, only if the [C]ommission shall find or determine that the granting of such certificate is necessary or proper for the service, accommodation, convenience, or safety of the public").

5. Pursuant to Section 2210(a) (pertaining to mergers involving natural gas distribution companies or natural gas suppliers) of the Public Utility Code, 66 Pa.C.S. §§ 101, et seq., the Commission is also required to consider "(1) [w]hether the proposed merger, consolidation, acquisition or disposition is likely to result in anticompetitive or discriminatory conduct, including the unlawful exercise of market power, which will prevent retail gas customers from obtaining the benefits of a properly functioning and effectively competitive retail natural gas market[; and] (2) [t]he effect of the proposed merger, consolidation, acquisition or disposition on the employees of the natural gas distribution company and on any authorized collective bargaining agent representing those employees."

II. Petitioner's Interest in the Proceedings.

6. The Township encompasses approximately 18.3 square miles within Bucks County, Pennsylvania and has a current population of approximately thirty-three thousand (33,000) residents.

7. The Board of Supervisors of the Township, acting as the governing body of the Township, duly elected by the residents of the Township, is authorized to file this Petition. See generally 53 P.S. § 65402.

8. The Township, through its Board of Supervisors, is delegated the general power to "make and adopt any ordinances, bylaws, rules and regulations . . . necessary for the proper management, care and control of the [T]ownship and its finances and [for] the maintenance of peace, good government health and [the] welfare of the [T]ownship and its citizens, trade, commerce and

manufacturers." 53 P.S. § 66506.

9. The majority of the Township's water service is currently provided by Pennsylvania-American Water Company, which is a subsidiary of one of the Applicants, American Water Works Company, Inc., while the majority of the Township's sewer service is provided by another one of the Applicants, Aqua Pennsylvania Wastewater, Inc.

10. Consequently, the Township and its residents are directly affected by the Joint Application and aver that there is reasonable likelihood that the relief requested in the Joint Application may be unnecessary or improper for the service, accommodation, convenience, or safety of its residents, and that, if detrimental effects were to occur, such effects would have an adverse impact on the residents of the Township.

III. Grounds for Petitioners Intervention.

11. The Township's eligibility to intervene in the above-captioned matter is governed by Section 5.72 of the administrative regulations promulgated by the Commission. 52 Pa. Code § 5.72 (providing, in pertinent part, that "[t]he right or interest [to intervene] may be . . . (2) [a]n interest which may be directly affected and which is not adequately represented by existing participants, and as to which the petitioner may be bound by the action of the Commission in the proceeding[; or] (3) [a]nother interest of such nature that participation of the petitioner may be in the public interest."); see also Allegheny Reprod. Health Ctr. v. Pennsylvania Dep't of Hum. Services, 225 A.3d 902, 910 (Pa. Cmwlth. 2020) (recognizing that the Pennsylvania Commonwealth Court "noted that the standard for intervention in a proceeding before the "[Commission] is easily satisfied" in Sunoco Pipeline L.P. v. Dinniman, 217 A.3d 1283, 1288 (Pa. Cmwlth. 2019)) (overruled on other grounds by Allegheny Reprod. Health Ctr. v. Pennsylvania Dep't of Hum. Services, 309 A.3d 808 (Pa. 2024)).

See also Sunoco Pipeline L.P., 217 A.3d at 1288-1289 (explaining that "[t]he grant of intervention to a party is not 'recognition by the [Commission] that the intervenor has a direct interest in the proceeding or might be aggrieved by an order of the [Commission] in the proceeding,' only that the intervenor's participation will advance the public interest.") (quoting 52 Pa. Code § 5.75(c)).

12. The Commission may only grant the Joint Application if the Commission finds that the "granting of such . . . is necessary or proper for the service, accommodation, convenience, or safety of the public." 66 Pa.C.S. § 1103(a) (providing, additionally, that the Commission "may impose such conditions as it may deem to be just and reasonable" in granting a certificate of public convenience).

13. In making its determination, the Commission is "not required to secure legally binding commitments or to quantify benefits where this may be impractical, burdensome or impossible; rather the [Commission] properly applies a preponderance of the evidence standard to make factually-based determinations (including predictive ones informed by expert judgment) concerning certification matters." Popowsky v. Pennsylvania Pub. Util. Comm'n, 937 A.2d 1040, 1054 (Pa. 2007).

14. A substantial majority, if not all, of the residents of the Township are customers of American Water Works Company, Inc. and/or Aqua Pennsylvania Wastewater, Inc.

15. In the event the operations of American Water Works Company, Inc. and/or Aqua Pennsylvania Wastewater, Inc. deteriorate as a result of the proposed merger, the service, accommodation, convenience, and safety of the Township and its residents may be severely and adversely affected in contravention of Section 1103(a) of the Public Utility Code, 66 Pa.C.S. § 1103(a).

16. Furthermore, the merger, as proposed in the Joint Application, may result in anticompetitive and discriminatory conduct, resulting in the unlawful exercise of market power to increase the rates charged to Township residents in the foreseeable future, such that the residents would be prevented from obtaining the benefits of a properly functioning and effectively competitive retail gas market in violation of Section 2210(a) of the Public Utility Code, 66 Pa.C.S. § 2210(a).

17. The interests of the Township would also be affected by any conditions imposed by the Commission, should it ultimately approve the Joint Application. See generally id. at 1103(a).

18. No other party can adequately or sufficiently represent the Township's interests in ensuring the proper management, care, and control of the Township, nor the Township's interest in the maintenance of the health and welfare of the Township and its residents, all of which may be threatened by the merger proposed in the Joint Application.

19. Therefore, the Township has a direct and substantial interest in the proceedings that cannot be adequately represented by any other party, thereby permitting it the right to intervene pursuant to 52 Pa. Code § 5.72(a)(2).

20. The Township's intervention would also advance the public interest by enabling the Township to represent the unique interests, needs, and concerns of its residents, thereby providing another adequate ground for intervention in these proceedings. See 52 Pa. Code § 5.72(a)(3). E.g. Sunoco Pipeline L.P., 217 A.3d at 1288-1289.

IV. Requested Relief.

WHEREFORE, Petitioner, the Township of Lower Makefield, respectfully requests that the Commission enter an order of intervention authorizing its intervention in the above-captioned matter, such that it may participate in the evidentiary hearings scheduled before the Commission and request

the denial of any aspect of the Joint Application that does not satisfy the mandatory factors set forth within the Public Utility Code and applicable administrative orders and case precedent.

Respectfully submitted,

CURTIN & HEEFNER LLP

Dated: December 29, 2025

/s/ Maureen B. Carlton, Esquire

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VERIFICATION

I, David W. Kratzer, Jr., Manager of the Petitioner, the Township of Lower Makefield, hereby state that that the averments contained in the foregoing Petition to Intervene are true and correct to the best of my knowledge, information, and belief. This Verification is made subject to the penalties of 18 Pa.C.S. § 4904, relating to unsworn falsification to authorities.

DATED: 12/29/2025

David W. Kratzer, Jr.

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY 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 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, Maureen B. Carlton, Esquire, hereby certify that a true and correct copy of the attached Petition to Intervene was served via the Commission's E-Filing System and e-mail upon the following individuals on the date indicated below:

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
Kenneth M. Kulak, Esq. Mark A. Lazaroff, Esq. Catherine G. Vasudevan, Esq. Brooke E. McGlinn, Esq. Morgan, Lewis & Bockius LLP 2222 Market Street Philadelphia, PA 19103 ken.kulak@morganlewis.com mark.lazaroff@morganlewis.com catherine.vasudevan@morganlewis.com brooke.mcglinn@morganlewis.com	Steven C. Gray, Esq. Office of Small Business Advocate Forum Place 555 Walnut Street, 1st Floor Harrisburg, PA 17101 sgray@pa.gov

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Harrison W. Breitman, Esq. Joel Cheskis, Esq. Johnathan M. Longhurst, Esq. Crystal Zook, Esq. Office of Consumer Advocate 555 Walnut Street 5th Floor, Forum Place Harrisburg, PA 17101 HBreitman@paoca.org JCheskis@paoca.org JLonghurst@paoca.org CZook@paoca.org PAWCAquaExternal@paoca.org	Ria M. Pereira, Esq., Lauren N. Berman, Esq., Elizabeth R. Marx, Esq., John W. Sweet, Esq., Levi A. Phillips, Esq. Pennsylvania Utility Law Project 118 Locust Street Harrisburg, PA 17101 pulp@pautilitylawproject.org
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Respectfully submitted,

CURTIN & HEEFNER LLP

Dated: December 29, 2025

/s/ Maureen B. Carlton, Esquire

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