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January 20, 2026

VIA eFILING

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 and A-2025-3058929**

Dear Secretary Homsher:

Enclosed please find the **Answer of American Water Works Company, Inc. and Alpha Merger Sub, Inc. to the Petition to Intervene of Lower Makefield Township** in the above captioned matter.

As indicated in the Certificate of Service, copies have been served upon all parties of record.

If you have any questions, please contact me directly at 215.963.4603. Thank you.

Very truly yours,



Mark A. Lazaroff

MAL/ap

Enclosures

c: Per Certificate of Service (w/encls.)

DB1/ 165708152.1

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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 : **Docket Nos. A-2025-3058927**
CONVENIENCE UNDER SECTIONS : **A-2025-3058928**
1102(A)(3) AND 2210(C) OF THE PUBLIC : **A-2025-3058929**
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 :**

CERTIFICATE OF SERVICE

I hereby certify that I have this date served true and correct copies of the **Answer of American Water Works Company, Inc. and Alpha Merger Sub, Inc. to the Petition to Intervene of the Township of Lower Makefield** on the following individuals in the matter specified in accordance with the requirements of 52 Pa. Code § 1.54:

VIA ELECTRONIC MAIL

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Dated: January 20, 2026

DB1/ 165708196.1

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

JOINT APPLICATION OF AMERICAN	:	
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ESSENTIAL UTILITIES, INC., AQUA	:	
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PENNSYLVANIA WASTEWATER, INC.,	:	
PEOPLES NATURAL GAS COMPANY	:	
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PENNSYLVANIA, INC., AQUA	:	
PENNSYLVANIA WASTEWATER, INC.,	:	
AND PEOPLES NATURAL GAS	:	
COMPANY LLC	:	

**ANSWER OF AMERICAN WATER WORKS COMPANY, INC AND ALPHA MERGER
SUB, INC. TO THE PETITION TO INTERVENE OF
THE TOWNSHIP OF LOWER MAKEFIELD**

I. INTRODUCTION AND OVERVIEW

Pursuant to the 52 Pa. Code § 5.66, American Water Works Company, Inc. (“American Water”) and Alpha Merger Sub, Inc. (“Merger Sub”) (collectively, the “American Water Applicants”) submit this Answer to the Petition to Intervene (the “Petition”) of the Township of Lower Makefield (“Township”) in the above-referenced proceedings. The application filed by the American Water Applicants, Essential Utilities, Inc. f/k/a Aqua America, Inc. (“Essential”),¹ Aqua Pennsylvania, Inc. (“Aqua PA”),² and Peoples Natural Gas Company LLC (“Peoples”) (the “Joint

¹ Aqua America, Inc. changed its name to Essential Utilities, Inc. on February 3, 2020 following its acquisition of Peoples.

² Unless otherwise specified herein, references to Aqua PA also include Aqua PA WW, which is a wholly-owned subsidiary of Aqua PA.

Application”) seeks Pennsylvania Public Utility Commission (“Commission”) approval under Chapters 11 and 22 of the Public Utility Code for a change in control of Aqua PA and Peoples to be effected by the proposed merger of Essential and Merger Sub, a wholly owned subsidiary of American Water (the “Merger”). As explained below, the Township is attempting to interject into this case alleged interests that are outside the scope of this merger proceeding.

The Township’s interest in this proceeding, as set forth in its Petition, arises from its geographic location within Pennsylvania American-Water Company’s (“PAWC’s) water service area and Aqua PA WW’s service area. PAWC is an American Water operating subsidiary. However, PAWC is not a party to this proceeding, and the Merger only involves a change in the ultimate ownership and control of Aqua PA and Peoples – not PAWC. Following completion of the Merger, American Water will remain the ultimate corporate parent of PAWC, and Aqua PA, Peoples and PAWC will remain separate utilities as they are today. In short, the Commission’s decision in this proceeding will have no impact on PAWC, including its ownership, operations, service, and rates. Nonetheless, the Township seeks to intervene to make sure its residents that are currently PAWC customers will receive water service at reasonable rates in accordance with the Public Utility Code if American Water decides to consolidate PAWC and Aqua PA operations in the future. However, a general interest in full compliance with the law does not confer standing to intervene in a Commission proceeding.³

The Administrative Law Judge (“ALJ”) has express authority under the Commission’s

³ See, e.g., *Application of Artesian Water Pennsylvania, Inc., for Approval to Begin to Offer, Render, Furnish or Supply Water Serv. to the Pub. in Additional Territory in Portions of New Garden Twp., Chester Cty., Pennsylvania*, A-2014-2451241, 2015 WL 1976284, at *9 (Apr. 22, 2015) (citing *Ken R. ex rel. C.R. v. Arthur Z.*, 682 A.2d 1267, 1270 (Pa. 1996); *In re El Rancho Grande, Inc.*, 437 A.2d 1150 (Pa. 1981); *William Penn Parking Garage, Inc. v. City of Pittsburgh*, 346 A.2d 269, 282-284 (Pa. 1975)).

regulations to limit the participation of intervenors.⁴ The American Water Applicants therefore request that ALJ Mary D. Long exercise her authority to limit the scope of the Township’s intervention in this merger proceeding to exclude issues related to PAWC and its customers.⁵

In further support of their request, the American Water Applicants respond to the specific paragraphs of the Petition as follows:

II. ANSWER TO SPECIFIC AVERMENTS

1. Admitted.
2. Admitted.
3. Admitted.
4. Denied. The averments of Paragraph No. 4 seek to characterize Section 2210(a) of the Public Utility Code, 66 Pa.C.S. § 2210(a), which as a written document speaks for itself.
5. Admitted.
6. Admitted.
7. Admitted.
8. Admitted.
9. Admitted.
10. Denied. It is specifically denied that the Township and its residents that are PAWC customers are “directly affected” by the Joint Application. By way of further answer, when the Merger is complete, Essential will be a wholly-owned subsidiary of American Water. As explained in the Joint Application, American Water is not proposing to merge Aqua PA and PAWC

⁴ 52 Pa. Code § 5.75 (providing that the presiding officer “may, if found to be appropriate, authorize limited participation” by an intervenor).

⁵ Essential, Aqua PA and Peoples do not object to the Township’s intervention in this proceeding with respect to issues related to Aqua PA WW.

at this time. The fact that PAWC currently provides water service to the Township's residents is not an "interest" that could be directly affected in any way by the Commission's granting the Joint Application. Accordingly, the Township should not be permitted to litigate issues related to PAWC and its customers in this proceeding.

11. The allegations of Paragraph No. 11 are conclusions of law to which no response is required and, therefore, are deemed denied.

12. The allegations of Paragraph No. 12 are conclusions of law to which no response is required and, therefore, are deemed denied.

13. The allegations of Paragraph No. 13 are conclusions of law to which no response is required and, therefore, are deemed denied.

14. Denied as stated. PAWC – not American Water – provides water service to customers within the Township's boundaries.

15. Denied for the reasons set forth in Section I and Paragraph No. 10 above, which are incorporated herein by reference. Again, it is specifically denied that the Merger will impact PAWC or its customers, including Township residents that currently receive water service from PAWC. Aqua PA and PAWC will remain separate utilities following completion of the Merger. American Water is not seeking Commission approval to merge Aqua PA and PAWC or consolidate any Pennsylvania operations in this proceeding.

16. The allegations of Paragraph No. 16 are conclusions of law to which no response is required and, therefore, are deemed denied.

17. Denied for the reasons set forth in Section I, Paragraph No. 10 and Paragraph No. 15 above, which are incorporated herein by reference. The fact that PAWC currently provides

water service to the Township's residents is not an "interest" that could be directly affected by any conditions imposed by the Commission in its final order in this proceeding.

18. Denied for the reasons set forth in Section I, Paragraph No. 10, Paragraph No. 15 and Paragraph No. 17 above, which are incorporated herein by reference. By way of further answer, it is denied that the Township's alleged interests in ensuring "the proper management, care and control of the Township" and maintaining the "health and welfare" of the Township and its residents gives rise to an "interest" in the instant merger proceeding that that satisfies the minimum requirements of 52 Pa. Code § 5.72(a)(2) for the Commission to authorize intervention to pursue issues related to PAWC and its customers. This averment amounts to no more than a general interest in compliance with the law, which, as previously explained, is insufficient to convey a direct, immediate, and substantial interest in the subject matter of a proceeding

19. The allegations of Paragraph No. 19 are conclusions of law to which no response is required and, therefore, are deemed denied.

20. The American Water Applicants are without knowledge or information sufficient to form a belief as to the remaining allegations of Paragraph No. 20 and, therefore, deny those allegations and demand proof thereof, if deemed relevant.

III. CONCLUSION

WHEREFORE, for the foregoing reasons, the American Water Applicants respectfully request that the ALJ exercise her authority to limit the scope of the intervention of Lower

Makefield Township to exclude issues related to Pennsylvania-American Water Company and its customers.

Respectfully submitted,



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*Counsel for American Water Works Company,
Inc. and Alpha Merger Sub, Inc.*

Date: January 20, 2026

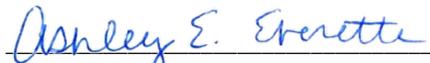
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PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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PENNSYLVANIA WASTEWATER, INC.,	:	
AND PEOPLES NATURAL GAS	:	
COMPANY LLC	:	

VERIFICATION

I, Ashley E. Everette, hereby declare that I am Vice President, Rates and Regulatory at American Water Works Service Company, Inc.; that I am authorized to make this verification; that the facts set forth in the foregoing Answer are true and correct to the best of my knowledge, information, and belief; and that I make this verification subject to the penalties of 18 Pa. C.S.A. § 4904 pertaining to false statements to authorities.

DATE: January 20, 2026



Ashley E. Everette
Vice President, Rates and Regulatory
American Water Works Service Company, Inc