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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 **Prehearing Conference Memorandum of the Joint Applicants** 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.)

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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 **Prehearing Conference Memorandum 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.** 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

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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.	:	DOCKET NOS. A-2025-3058927
FOR A CERTIFICATE OF PUBLIC	:	A-2025-3058928
CONVENIENCE UNDER SECTIONS	:	A-2025-3058929
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	:	

PREHEARING CONFERENCE MEMORANDUM OF THE JOINT APPLICANTS

Pursuant to Section 5.222(d) of the regulations of the Pennsylvania Public Utility Commission (“PUC” or “Commission”) and the Prehearing Conference Order issued by Administrative Law Judge Mary D. Long on January 7, 2026, American Water Works Company, Inc. (“American Water”), Essential Utilities, Inc. f/k/a Aqua America, Inc. (“Essential”),¹ Aqua Pennsylvania, Inc. (“Aqua PA”),² Aqua Pennsylvania Wastewater, Inc. (“Aqua PA WW”), Peoples Natural Gas Company LLC (“Peoples”), and Alpha Merger Sub, Inc. (“Merger Sub”) (collectively, the “Joint Applicants”) submit this Prehearing Conference Memorandum.

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.

I. INTRODUCTION

On November 26, 2025, the Joint Applicants filed an application (the “Joint Application”) to obtain the approval of the Commission under Chapters 11 and 22 of the Public Utility Code (“Code”)³ for a change of control of Aqua PA and Peoples to be effected by the merger of Essential and Merger Sub, a wholly owned subsidiary of American Water (the “Merger”). The Joint Applicants also requested that the Commission approve, under Chapter 21 of Code, certain new affiliate interest agreements to facilitate the sharing of resources and best practices created by the Merger between American Water and Essential utilities. The Joint Application included extensive written testimony and exhibits describing the Merger and the substantial affirmative public benefits it is expected to produce in Pennsylvania.

On December 1, 2025, the Commission issued a Secretarial Letter confirming receipt of the Joint Application, advising that Notice of the filing of the proceeding would appear in the Saturday, December 13, 2025 issue of the *Pennsylvania Bulletin*, and directing the Joint Applicants to publish notice of the Joint Application in a newspaper having a general circulation in the area involved and file proof of publication. The Secretarial Letter also specified that the deadline for filing protests and petitions to intervene was December 29, 2025.

Notice of the Joint Application was published in the *Pennsylvania Bulletin* on December 13, 2025 and in general circulation newspapers as directed by the Commission.

Notices of Appearance were filed on behalf of Essential, Aqua PA, Aqua PA WW, and Peoples on December 2, 2025, by the Office of Small Business Advocate (“OSBA”) on December 5, 2025, by the Office of Consumer Advocate (“OCA”) on December 15, 2025 by the Coalition

³ 66 Pa.C.S. §§ 101 et seq. Hereafter, a “Section” will refer to a section of the Code unless stated or the context indicates otherwise.

for Affordable Utility Services in Pennsylvania (“CAUSE-PA”) on December 19, 2025, and by the Chester Water Authority as well as the Townships of East Whiteland, Lower Makefield, Manchester, Spring Garden, West Manchester and York and the City of Butler and County of Delaware on December 29, 2025.

Petitions to Intervene were filed on December 16, 2025, by the OSBA as well as the City of Butler, the County of Delaware and the Townships of East Norriton, East Whiteland, Manchester, Spring Garden, West Manchester and York on December 26, 2025. On January 7, 2026, the Utility Workers Union of America, AFL-CIO, Local 612 (the “Union”) filed a Petition to Intervene Out of Time. On January 12, 2026, North York Borough filed a Petition to Intervene, which was also filed untimely. Public Statements and Protests were filed by the OCA on December 15, 2025, by CAUSE-PA on December 19, 2025, and by Upland Borough and the Chester Water Authority on December 29, 2025. State Senator Carolyn T. Comitta filed a Letter of Opposition on December 29, 2025.

On January 20, 2026, the Joint Applicants filed Answers in Opposition to Petition to Intervene in response to the petitions of the City of Butler, Manchester Township, Spring Garden Township, West Manchester Township, the Township of Lower Makefield, and North York Borough (collectively, the “Petitions”). Each of those municipality’s interest in this proceeding is based on its location within the service area of American Water’s operating subsidiary, Pennsylvania-American Water Company (“PAWC”). 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. In short, the Commission’s decision in this proceeding will have no impact on PAWC, including its ownership, operations, service, and rates. Accordingly, the Joint Applicants oppose the Petitions because the petitioners do not have a sufficient “interest” in the

instant merger proceeding to warrant intervention under the Commission’s regulations at 52 Pa. Code § 5.72.

Also on January 20, 2026, the Joint Applicants filed Preliminary Objections to the Protests of Upland Borough and Chester Water Authority. Each of these entities’ alleged interest in the proceeding is based upon an attenuated interest conditioned upon future events (e.g., the acquisition of certain wastewater systems by Aqua PA WW), which are not within the scope of this proceeding. As such, the Joint Applicants oppose these Protestants because the protestants have failed to allege legally sufficient grounds to have standing in this proceeding.

II. ISSUES

The principal issue to be addressed in this case is whether the issuance of a certificate of public convenience granting the approvals required to effect the proposed Merger “is necessary or proper for the service, accommodation, convenience or safety of the public” in accordance with Section 1102(a)(3) of the Code. In *City of York v. Pa. P.U.C.*, 449 Pa. 136, 295 A.2d 825 (1972) (“*City of York*”), the Pennsylvania Supreme Court articulated the legal standard for approval of public utility mergers and acquisitions known as the public benefits test:

[A] certificate of public convenience approving a merger is not to be granted unless the Commission is able to find affirmatively that public benefit will result from the merger [T]hose seeking approval of a utility merger [are required] to demonstrate more than the mere absence of any adverse effect upon the public [T]he proponents of a merger [are required to] demonstrate that the merger will affirmatively promote the ‘service, accommodation, convenience, or safety of the public’ in some substantial way.

Further, in *Popowsky v. Pa. P.U.C.*, 937 A.2d 1040 (2007), the Pennsylvania Supreme Court interpreted the Code and the *City of York* standard as satisfied by a simple preponderance of benefits, which every customer is not required to receive, and that such burden can be shown by

the likelihood or probability of public benefits that need not be specifically quantified or guaranteed.

As set forth in the Joint Application and supporting direct testimony, the Merger will result in substantial affirmative public benefits as required by *City of York*. Combining the utilities of two industry leaders will create the nation's largest regulated water and wastewater utility with a combined market capitalization of about \$40 billion that is well positioned to renew crucial water infrastructure, improve affordability, drive sustainable service enhancements for customers, and support innovative technology. The same is true for Peoples in terms of infrastructure replacement, focus on affordability, driving sustainable enhancements for customers, and innovative technology. If approved, the sharing of resources and best practices will build upon American Water's and Essential's long track records of delivering safe and reliable services and produce substantial public benefits in several important ways.⁴ The Joint Applicants are also making specific employee-related commitments as well as additional commitments to ensure the Joint Applicants continue their role in their communities.⁵

In addition, the proposed Merger will have no adverse effects on Aqua PA's and Peoples' rates and service. Aqua PA's and Peoples' Commission-approved rates, rules and regulations, and the terms and conditions of service in effect when the Merger closes will not change as a result of the Merger.⁶ Moreover, Aqua PA and Peoples will not seek rate recovery of any acquisition

⁴ Joint Application, ¶ 34; Joint Applicants Statement No. 1 (Norton), pp. 8-21.

⁵ Joint Application, ¶ 34; Joint Applicants Statement No. 1 (Norton), pp. 17-21; Joint Applicants Statement No. 2 (Bowler), p. 12.

⁶ Joint Application, ¶¶ 31-33; Joint Applicants Statement No. 2 (Bowler), pp. 5-6; Joint Applicants Statement No. 5 (Schuller), p. 10.

adjustment or “goodwill” associated with the Merger or of transaction costs incurred by the Joint Applicants or their affiliates.⁷

The proposed Merger will also not have any adverse impact on natural gas competition or employees in Pennsylvania. American Water does not own or operate any companies that directly or indirectly compete with Peoples.⁸ Further, Peoples’ day-to-day operations will continue to be managed by dedicated local employees, including Michael Huwar, who will continue to serve as President of Peoples.⁹ Finally, the Joint Applicants have included the specific affiliate interest agreements for which they seek approval and have explained how these agreements, which are in the same form as approved form as previously approved by the Commission for PAWC or Aqua PA, will provide the combined company with more operational flexibility to share best practices and make the most productive use of all available resources after the Merger.¹⁰

The Joint Applicants are prepared to satisfy their burden of proof and demonstrate their entitlement to a certificate of public convenience in connection with the change of control of Aqua PA and Peoples to be effected by the merger of Essential and Merger Sub under Chapter 11 of the Code and applicable case law. In that regard, they will address all issues raised by the parties in their Protests/pleadings and such other issues that may arise during the course of the proceeding.

⁷ *Id.*

⁸ Joint Application, ¶ 35; Joint Applicants Statement No. 4 (Huwar), p. 12.

⁹ Joint Application, ¶ 35, Joint Applicants Statement No. 1 (Norton), pp. 16-17; Joint Applicants Statement No. 5 (Schuller), p. 10.

¹⁰ Joint Applicants Statement No. 2 (Bowler), pp. 11-13.

III. WITNESSES

The Joint Applicants intend to present the following witnesses in their case in chief in support of the Joint Application, but reserve the right to add such other witnesses as they deem appropriate upon further notice to the presiding Administrative Law Judge and the parties:

Cheryl Norton (Joint Applicants Statement No. 1) is American Water's Executive Vice President and COO. Ms. Norton briefly describes the Merger and summarizes the substantial affirmative public benefits that it will produce. She also explains the factors that make American Water and Essential so complementary.

David Bowler (Joint Applicants Statement No. 2) is the Executive Vice President and Chief Financial Officer ("CFO") of American Water. He describes the Merger and the economic aspects of the transaction and financial benefits arising from the merger, including enhanced access to capital. Mr. Bowler also discusses other post-Merger commitments and proposed affiliated interest agreements.

Colleen Arnold (Joint Applicants Statement No. 3) is President of the Aqua companies of Essential. Ms. Arnold provides an overview of Essential and Aqua PA, discusses the current and post-Merger management of Aqua PA, discusses Aqua PA's current infrastructure improvement and replacement efforts, and discusses its existing customer and community commitments. Ms. Arnold also describes various benefits associated with the proposed Merger.

Michael Huwar (Joint Applicants Statement No. 4) is President of the Peoples subsidiary of Essential. He provides an overview of Peoples and an explanation of how it is managed. Mr. Huwar also describes Peoples' pipeline replacement efforts, including the rehabilitation of the Goodwin Tombaugh gathering system. He further addresses Peoples' prior settlement

commitments and explains why American Water will be able to build on the benefits initiated by Essential after the Peoples acquisition.

Daniel Schuller (Joint Applicants Statement No. 5) is the Executive Vice President and CFO of Essential. He provides support regarding Essential's current corporate ownership structure and its financial statements. He offers support on the financial benefits of the Merger.

IV. DISCOVERY

The Joint Applicants propose that discovery should be conducted in accordance with the Commission's regulations at 52 Pa. Code, Chapter 5, Subchapter D subject to the following modifications:

1. Answers to written interrogatories and requests for document production, entry for inspection, or other purposes shall be served in-hand within fourteen (14) calendar days of service.¹¹
2. Objections to interrogatories and/or requests for production shall be communicated orally to the propounding party within three (3) business days of service of the interrogatories; unresolved objections shall be served in writing to the propounding party within five (5) business days of service of the interrogatories and/or requests for production.
3. Motions to dismiss objections and/or direct the answering of interrogatories shall be filed within five (5) business days of service of the written objections.
4. 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.

¹¹ All references in the proposed discovery rule modifications to calendar day due dates assume that due dates falling on a Saturday, Sunday or holiday default to the next business day.

5. Requests for admissions will be deemed admitted unless answered within ten (10) calendar days or objected to within five (5) business days of service.

6. Answers to on-the-record data requests shall be served in-hand within seven (7) calendar days of the requests.

7. Any discovery or 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 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 testimony is served, the Joint Applicants propose that the deadlines should be reduced as follows:

1. Answers to interrogatories and responses to requests for document production, entry for inspection, or other purposes shall be served within five (5) business days of service of the interrogatories or requests for production.

2. Objections to interrogatories and/or requests for production shall be communicated orally to the propounding party within two (2) business days of service; unresolved objections shall be served on the propounding party in writing within three (3) business days of service of the interrogatories and/or requests for production.

3. 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.

4. 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.

5. Requests for admission shall be deemed admitted unless answered or objected to within three (3) business days of service.

6. 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.

In addition, by separate Petition being filed contemporaneously with the Joint Applicants' Prehearing Memorandum, the Joint Applicants are requesting that the ALJ enter a Protective Order to cover confidential and proprietary information and documents. As explained in the Joint Applicants' Petition, the proposed Protective Order is substantially the same as Protective Orders approved in other recent proceedings.

V. PROPOSED PROCEDURAL SCHEDULE

The Joint Applicants propose the following schedule for this proceeding:

Application Filing	November 26, 2025
Prehearing Conference	January 22, 2026
Other Parties' Direct Testimony	May 21, 2026
Rebuttal Testimony	June 25, 2026
Surrebuttal Testimony	July 23, 2026
Written Rejoinder Testimony or Outlines of Oral Rejoinder	July 29, 2026
Hearings and Oral Rejoinder	August 4-6, 2026
Main Briefs	September 3, 2026
Reply Briefs	September 24, 2026

The Joint Applicants have reached agreement with I&E, OCA, OSBA, and CAUSE-PA regarding the above proposed schedule.

VI. SERVICE LIST

The Joint Applicants request that the official service list for the Joint Applicants be as follows:

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The Joint Applicants also request that a copy of all correspondence, discovery, testimony, and other materials sent to the Joint Applicants be provided to Andrea Preate via electronic mail at andrea.preate-regni@morganlewis.com and to Thomas Connolly via electronic mail at tconnolly@postschell.com.

As requested in the January 7, 2026 Prehearing Conference Order, please be advised that Mr. Mark Lazaroff will serve as the lead representative for the Joint Applicants, American Water, and Merger Sub for purposes of the prehearing conference. Mr. Garrett Lent will serve as lead representative for Aqua PA, Aqua PA WW, and Peoples. Other counsel for the Joint Applicants will be participating and available during the prehearing conference as needed.

VII. SETTLEMENT

The Joint Applicants intend to engage in settlement discussions with the parties in this proceeding in order to facilitate an effective and timely resolution of this matter.

[Signature Page Follows]

Respectfully submitted,



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Date: January 20, 2026