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	A-2025-3058927 A-2025-3058928 A-2025-3058929

PREHEARING CONFERENCE MEMORANDUM OF THE COUNTY OF DELWARE

The County of Delaware (the "County"), by and through its undersigned attorneys, submits this prehearing memorandum pursuant to the Prehearing Conference Order in advance of the January 22, 2026 Prehearing Conference in this matter.

I. Background

This proceeding concerns the November 26, 2025 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. (the "Joint Applicants") for approval of a merger between these companies and the issuance of a certificate of public convenience for the resulting combined entity.

Administrative Law Judge Mary D. Long was assigned to preside over the proceeding. An Initial Prehearing Conference has been noticed for January 22, 2026. Judge Long issued the Prehearing Conference Order on January 7, 2026, which requires the parties to file and serve their prehearing memoranda by January 20, 2026.

On December 26, 2025, the County submitted a Petition to Intervene in this matter, and consequently submits this prehearing memorandum.

II. Issues

A. Extension of Notice and Intervention Period

Issue: Should the Pennsylvania Public Utility Commission extend the period by which parties have the opportunity to file protests and/or seek intervention in response to the Joint Applicants' application?

The County's Position: Yes. The result of the timing of the filing of the application resulted in a notice and intervention period that ran over the holidays, likely resulting in many parties missing out on their opportunity to intervene. Moreover, recent filings by the Joint Applicants suggest that not all notices that were attempted were successfully provided, as publication that was sought in at least one newspaper did not occur as intended. An extension of the intervention period, with direct notice provided to all of the Joint Applicants' customers, would help to ensure that all affected parties have adequate notice of the application and could seek to intervene and/or protest if they so choose.

B. Public Hearings

Issue: Should the Pennsylvania Public Utility Commission order that public hearings be held in connection with the Joint Applicants' application?

The County's Position: Yes, the County believes that public hearings would be beneficial to allow for public comment on the proposed transaction, and would request that at least one be held for the benefit of its residents.

C. Approval of Application

Issue: Should the Pennsylvania Public Utility Commission approve the Joint Applicants' application, approve the merger, and issue the requested certificate of public convenience and other approvals?

The County's Position: Due to the paucity of substantive information in the Joint Applicants' application, the County respectfully submits that it is premature to take a firm position as to whether the application should be approved. Rather, the County submits that active participation in this proceeding, including through discovery and hearings, is required in order to make a determination that the proposed transaction is in the public interest and satisfies the stringent requirements for approval. As to the County specifically, it intends to actively pursue all information needed to determine what impact the proposed merger transaction will have on its residents/constituents, as well as on pending transactions.

III. Witnesses

The County anticipates presenting the testimony of a witness in support of its position(s) in this proceeding but has not yet determined the identity of its witness. The County reserves its right to call additional witnesses if necessary, and agrees to notify Administrative Law Judge Long and the parties promptly should it determine that any additional witnesses will be called.

IV. Litigation Schedule

The County is willing to work with Administrative Law Judge Long and the parties to develop an agreed-upon litigation schedule. The County has reviewed proposals circulated by various parties in advance of the January 22, 2026 Prehearing Conference and finds none to be objectionable, with preference to the proposal from the statutory advocates which provides for additional time in this matter, which the County respectfully submits will very likely be necessary

due to the complexity of the proposed transaction and lack of information in the Joint Applicants' application.

V. Discovery

The County has no objection to the modifications of the discovery rules proposed by various parties in advance of the January 22, 2026 Prehearing Conference and will comply with any modifications that Administrative Law Judge Long deems to be appropriate.

VI. Designation of Primary Counsel

For purposed of the Prehearing Conference, the County designates Matthew Olesh as primary counsel.

Respectfully submitted,

/s/ Matthew S. Olesh

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Dated: January 20, 2026

CERTIFICATE OF SERVICE

I, Matthew Olesh, Esq., hereby certify that I have served a true and correct copy of the foregoing Prehearing Memorandum upon all parties to this proceeding in accordance with the requirements of 52 Pa. Code §§ 1.54 (relating to service by a party) via electronic mail and e-filing.

Dated: January 20, 2026

/s/ Matthew Olesh
Matthew Olesh, Esquire