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File #: 214162

January 20, 2026

VIA ELECTRONIC FILING

Matthew L. Homsher, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor
Harrisburg, PA 17101

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 for filing on behalf of American Water Works Company, Inc., Essential Utilities, Inc., Aqua Pennsylvania, Inc., Aqua Pennsylvania Wastewater, Inc., and Peoples Natural Gas Company, LLC (the "Joint Applicants") are the Preliminary Objections to the Formal Protest of Upland Borough, Delaware County.

Copies will be provided in accordance with the attached Certificate of Service.

Respectfully submitted,


Garrett P. Lent

GPL/dmc
Enclosure

cc: The Honorable Mary D. Long (*via email; w/attachment*)
Certificate of Service

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been served upon the following persons, in the manner indicated, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a participant).

VIA ELECTRONIC MAIL

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Date: January 20, 2026



Garrett Lent

**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 No. A-2025-3058927
	:	A-2025-3058928
	:	A-2025-3058929

NOTICE TO PLEAD

YOU ARE HEREBY ADVISED THAT, PURSUANT TO 52 PA. CODE § 5.101, YOU MAY FILE AN ANSWER TO THE ENCLOSED PRELIMINARY OBJECTIONS WITHIN TEN (10) DAYS OF THE DATE OF SERVICE HEREOF. YOUR ANSWER TO THE PRELIMINARY OBJECTIONS 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.


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Respectfully submitted,


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*Wastewater, Inc., Peoples Natural Gas
Company LLC*

Date: January 20, 2026

(“Protest”) filed by Upland Borough, Delaware County (“Protestant”) be summarily dismissed in its entirety and with prejudice.

As explained below, the Protestant alleges it has an interest in this proceeding because its residents are currently serviced by the Chester Water Authority (“CWA”) and the Delaware County Regional Water Quality Control Authority (“DELCORA”), whose assets are target for acquisition by Aqua PA and Aqua PA WW, with such acquisition subject to active and ongoing litigation. (Protest ¶ 3.) While the Protestant alleges that, if the acquisition of CWA and/or DELCORA occur, the merger may have a future impact on borough residents, and that it has a financial interest in this proceeding, even accepting the facts alleged as true, Protestant’s interest is neither substantial, direct, nor immediate. Rather, it is highly attenuated and insufficient to confer standing for it to Protest the pending Merger Application. Therefore, the Joint Applicants respectfully request that the Protest be dismissed in its entirety and with prejudice pursuant to Section 5.101(a)(7) of the Commission’s regulations, 52 Pa. Code § 5.101(a)(7), because the Protestant lacks standing to bring the Protest.

In support thereof, the Joint Applicants state as follows:

I. BACKGROUND

1. American Water is a public utility holding company that is incorporated in Delaware and maintains its corporate headquarters in Camden, New Jersey. American Water and its subsidiaries employ more than 6,700 dedicated professionals who provide water and wastewater services to 3.5 million customer connections, or more than 14 million people in 14 states, including Pennsylvania, and on 18 military installations. American Water utilities’ primary operating assets include approximately 80 surface water treatment plants, 520 groundwater treatment plants, 190 wastewater treatment plants, 54,500 miles of transmission, distribution, and collection mains and

pipes, 1,200 groundwater wells, 1,800 water and wastewater pumping stations, 1,100 treated water storage facilities, and 75 dams.

2. Essential is a publicly-traded public utility holding company organized under the laws of the Commonwealth of Pennsylvania and headquartered in Bryn Mawr, Pennsylvania. Essential provides water, wastewater, and natural gas service to approximately 5.5 million people through its operating subsidiaries in Pennsylvania, Ohio, North Carolina, Illinois, Indiana, Kentucky, New Jersey, Texas, and Virginia.

3. Aqua PA and Aqua PA WW are Pennsylvania corporations headquartered in Bryn Mawr, Pennsylvania. Aqua PA furnishes water service to approximately 459,000 customers and wastewater service, through Aqua PA WW, to approximately 68,000 customers (representing a population of approximately 1.59 million people) in 33 counties in Pennsylvania. Aqua PA and Aqua PA Wastewater are each a “public utility” as that term is defined in Section 102 of the Code and, therefore, are subject to regulation by the Commission. Aqua PA is a direct subsidiary of Essential. Essential owns 100% of the stock of Aqua PA. Peoples is a Pennsylvania limited liability company headquartered in Pittsburgh, Pennsylvania.

4. Peoples provides natural gas service to approximately 700,000 customers in 18 counties in Western Pennsylvania. Peoples is a “public utility” and “natural gas distribution company” as those terms are defined respectively in Sections 102 and 2201 of the Code, and is subject to regulation by the Commission. Peoples is an indirect subsidiary of Essential. Essential owns 100% of the membership interests of LDC Funding LLC (“Funding”), which owns 100% of the ownership interests in PNG Companies LLC (“PNG”). PNG owns 100% of the ownership interests in Peoples.

5. On November 26, 2025, the Joint Applicants filed a Joint Application for 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 Application”).

6. Material to these Preliminary Objections, on December 29, 2025, Formal Protests were submitted by Upland Borough and Chester Water Authority.

7. The Joint Applicants herein file this Preliminary Objection to the Protest. For the reasons explained below, the Joint Applicants respectfully request that the Commission summarily dismiss the Protest, as the Protestant lacks standing to file a Protest regarding the proposed merger of the Joint Applicants.

II. STANDARD OF REVIEW

8. Pursuant to the Commission’s regulations, preliminary objections in response to a pleading may be filed on several grounds, including:

- (1) Lack of Commission jurisdiction or improper service of the pleading initiating the proceeding.
- (2) Failure of a pleading to conform to this chapter or the inclusion of scandalous or impertinent matter.
- (3) Insufficient specificity of a pleading.
- (4) Legal insufficiency of a pleading.
- (5) Lack of capacity to sue, nonjoinder of a necessary party or misjoinder of a cause of action.
- (6) Pendency of a prior proceeding or agreement for alternative dispute resolution.
- (7) Standing of a party to participate in the proceeding.

52 Pa. Code § 5.101(a) (emphasis added).

9. In ruling on preliminary objections, the Presiding Officer must accept as true all well-pled allegations of material facts as well as all inferences reasonably deducible therefrom. *Stilp v. Commonwealth.*, 910 A.2d 775, 781 (Pa. Cmwlth. 2006) (“*Stilp*”) (citing *Dep’t of Gen. Servs. v. Bd. of Claims*, 881 A.2d 14 (Pa. Cmwlth. 2005)), *affirmed* 974 A.2d 491 (Pa. 2009). However, the Presiding Officer need not accept as true conclusions of law, unwarranted inferences from facts, argumentative allegations, or expressions of opinion. *Stanton-Negley Drug Co. v. Dep’t of Pub. Welfare*, 927 A.2d 671, 673 (Pa. Cmwlth. 2007), *affirmed*, 962 A.2d 670 (Pa. 2009). Notwithstanding, any doubt must be resolved in favor of the non-moving party. *Stilp* at 781.

10. In addition, the Presiding Officer must determine whether, based on the factual pleadings, if recovery is possible. *See Rok v. Flaherty*, 527 A.2d 211, 214 (Pa. Cmwlth. 1987) (citation omitted). Indeed, for preliminary objections to be sustained, it must appear with certainty that the law will permit no recovery. *See Stilp* at 781; *Milliner v. Enck*, 709 A.2d 417, 418 (Pa. Super. 1998) (quoting *Santiago v. Pa. Nat. Mut. Cas. Ins. Co.*, 613 A.2d 1235, 1238 (Pa. Super. 1992)).

III. PRELIMINARY OBJECTIONS

A. PRELIMINARY OBJECTION NO. 1 – THE PROTEST SHOULD BE DISMISSED BECAUSE THE PROTESTANT LACKS STANDING TO FILE A PROTEST TO THE MERGER APPLICATION

11. The Joint Applicants incorporate by reference Paragraphs 1 through 10 as if fully set forth herein.

12. The Protest should be dismissed because the Protestant is not a customer of the Joint Applicants, does not receive utility service from the Joint Applicants, and the only interest alleged is based upon actions that may occur in the future. Therefore, the Protestant lacks standing to file a Protest about the proposed merger of the Joint Applicants.

13. Under Pennsylvania law, “[i]n seeking judicial resolution of a controversy, a party must establish as a threshold matter that he has standing to maintain the action.” *Stilp v. Commonwealth*, 940 A.2d 1227, 1233 (Pa. 2007). “[T]he core concept of standing is that a person who is not adversely affected in any way by the matter he seeks to challenge is not aggrieved thereby and has no standing to obtain a judicial resolution of his challenge.” *Fumo v. City of Phila.*, 972 A.2d 487, 496 (Pa. 2009) (citing *Wm. Penn Parking Garage, Inc. v. City of Pittsburgh*, 346 A.2d 269, 280-81 (Pa. 1975)).

14. To have standing, a party must establish that its interest is substantial, direct, and immediate. *See Del-Aware Unlimited. v. Commonwealth*, 551 A.2d 1117, 1121 (Pa. Cmwlth. 1988) (citation omitted); *1000 Grandview Ass’n v. Mt. Washington Assocs.*, 434 A.2d 796, 797 (Pa. Super. 1981) (citation omitted); *see also George v. Pa. PUC*, 735 A.2d 1282, 1286 (Pa. Cmwlth. Ct. 1999) (explaining that the three requirements for a party to have standing are: (1) the party must have a substantial interest in the subject matter of the litigation; (2) the interest must be direct; and (3) the interest must be immediate and not a remote consequence).

15. The Pennsylvania Commonwealth Court elaborated on each of the three requirements for standing as follows:

A 'substantial' interest is an interest in the outcome of the litigation which surpasses the common interest of all citizens in procuring obedience to the law. A 'direct' interest requires a showing that the matter complained of caused harm to the party's interest. An 'immediate' interest involves the nature of the causal connection between the action complained of and the injury to the party challenging it and is shown where the interest the party seeks to protect is within the zone of interests sought to be protected by the statute or the constitutional guarantee in question. Both the immediacy and directness requirements primarily depend upon the causal relationship between the claimed injury and the action in question.

George v. Pa. PUC, 735 A.2d 1282, 1286 (Pa. Cmwlth. Ct. 1999) (citations omitted).

16. The Commission has held that, in general, a complainant must be the respondent's customer to have standing to file a complaint about its utility service. *See Stephanie Phillips c/o David Nowakowski v. Pennsylvania Electric Company*, Docket No. C-2019-3013027, 2021 Pa. PUC LEXIS 608 (Opinion and Order entered Dec. 16, 2021); and *Hatchigian v. PECO Energy Co.*, Docket No. C-2015-2477331 (Opinion and Order entered July 21, 2016). *See also Re: Pennsylvania American Water Company*, 85 Pa. P.U.C. 548 (1995); and *Pa. PUC v. Marietta Gravity Water Company*, 87 Pa. P.U.C. 864 (1997). The same legal standard is afforded to a protestant who brings a protest against an application. *See Application of Keystone Taxi Service LLC*, 2016 Pa. PUC LEXIS 29, Docket No. A-2015-2505658, (Order entered January 28, 2016).

17. The Commission has also previously held that owning property within a utility's service territory without being a customer of the utility is insufficient to establish standing. *See Applications of Pennsylvania-American Water Co.*, 1995 Pa. PUC LEXIS 197, *20-22, Docket Nos. A-212285F019, *et al.* (Order entered Oct. 26, 1995) ("*Pennsylvania-American Water Co.*"). In *Pennsylvania-American Water Co.*, the utility filed applications seeking Commission approval to acquire three small water systems. *Id.* at *2. In an effort to gain standing, the protestants purported to purchase property in the utility's service area, although the protestants were neither customers of the utility nor the smaller companies that were being acquired. *Id.* at *16-20. In the Initial Decision, the presiding officer dismissed the protestant's case for lack of standing because the protestants were not customers of the utility. The Commission affirmed the Initial Decision on this point, explaining:

The [Protestants], in our view, lack standing because they have failed to demonstrate an interest which is direct, substantial, immediate, and not a remote consequence of the action. In order to have standing, a party must have a direct interest in the subject matter of the particular litigation, and the party's interest must be immediate and pecuniary, and not a remote consequence of the judgment. The interest must be substantial.

We note that the [Protestants] failed to perfect their ownership of the properties in question. **However, we hasten to point out that mere ownership of land within a certificated service territory of a utility is not the same as being a customer of that utility.** We note further that the [Protestants] never made application for water service from the Transferors, have never been billed for water service, and have never paid for water service. Accordingly, we conclude that the [Protestants] lack standing. . .

Pennsylvania-American Water Co., at *20-21 (emphasis added) (citations omitted).

18. Protestant does not allege it is a customer and is not a customer. Protestant does not allege that it is provided utility service by any of the Joint Applicants, and is not provided utility service by any of the Joint Applicants.

19. Moreover, Protestant does not allege standing based upon ownership of property in the service territory of the Joint Applicants and, even if it did, this alone is not sufficient to confer standing to the Protestant.

20. Instead, the Protestant specifically alleges that its residents “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.” (Protest ¶ 3.) Protestant further concedes that the impact of the merger on its residents is premised upon a future event, i.e., the acquisition of CWA and/or DELCORA. (Protest ¶ 4.)

21. Accepting these averments as true, Protestant’s residents are customers of two entities, neither of which is currently an Aqua PA customer, and neither of which has yet been acquired by Aqua PA. Thus, Protestant’s alleged interest in this case is attenuated by at least three degrees; Protestant is not a customer of the Joint Applicants, its residents are not customers of the Joint Applicants, and its residents would only become customers of Aqua PA if it acquires certain systems serving Protestant’s residents in the future.

22. Additionally, while the Protestant attempts to allege a financial interest in this proceeding (Protest ¶ 6), this ignores the fact that, following completion of the Merger, Aqua PA WW will remain an individual operating utility in Pennsylvania, as it does today. The Joint Application does not propose to merge and/or consolidate any of the subject operating utilities at this time. Thus, Aqua PA WW will remain the entity bound by the terms and conditions of the stipulation cited by Protestant.

23. Furthermore, the Protestant lacks representational standing to bring a Protest in this proceeding. The general rule provides that an aggrieved party has standing in a case if they have a substantial, direct, and immediate interest that may be adversely affected. *Parents United for Better Schools v. School District of Philadelphia*, 614 A.2d 689 (Pa. Cmwlth. 1994). Ordinarily, one may not claim standing to vindicate the rights of a third party. *Concerned Taxpayers of Allegheny County v. Commonwealth*, 382 A.2d 490, 493-494 (Pa. Cmwlth. 1978) (citing *Barrows v. Jackson*, 346 U.S. 249, 255 (1953)). Moreover, the Protestant neither identifies its residents nor represents that it has any authority to represent those residents' purported services as part of its own interests in this proceeding. Therefore, any express or implied argument that the Protestant has asserted representational standing on behalf of its residents is similarly unavailing. Finally, even if the Protestant could successfully assert representational standing, and it cannot, the Protestant must disclose its members and explain whether one or more of its members will suffer a direct, immediate, and substantial injury. *See PPL 2015 Rate Case*, Docket No. R-2015-2469275 (ALJ Colwell Third Prehearing Order May 7, 2015) (requiring CAC and TASC to provide additional info on members and standing). The Protestant has failed to do so in its Protest.

11. Therefore, the Protestant has no interest, let alone a substantial, direct, and immediate interest necessary to confer standing to bring the Protest about the proposed merger of the Joint Applicants.

WHEREFORE, to the extent that the above-captioned Formal Protest is not dismissed in its entirety, the Joint Applicants respectfully request that the Protestant's request for relief be summarily dismissed pursuant to 52 Pa. Code § 5.101(a)(7).

IV. CONCLUSION

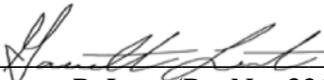
WHEREFORE, the Joint Applicants respectfully request that the Formal Protest filed by the Upland Borough, Delaware County, be dismissed in its entirety and with prejudice for the reasons set forth above.

Respectfully submitted,



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Wastewater, Inc., Peoples Natural Gas
Company LLC*

Date: January 20, 2026

**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.,
LLC, AND PEOPLES NATURAL GAS
COMPANY LLC**

**DOCKET NO. A-2025-3058927
DOCKET NO. A-2025-3058928
DOCKET NO. A-2025-3058929**

VERIFICATION

I, Daniel Schuller, hereby declare that I am the Executive Vice President and Chief Financial Officer at Essential Utilities, Inc., that, as such, I am authorized to make this verification on its behalf; that the facts set forth in the foregoing 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



Daniel Schuller
Executive Vice President
Chief Financial Officer
Essential Utilities, Inc.