

COMMONWEALTH OF PENNSYLVANIA



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January 20, 2026

Via Electronic Filing

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:

Attached for electronic filing please find the Office of Consumer Advocate's Prehearing Memorandum in the above-referenced proceeding.

Copies have been served on the parties as indicated on the enclosed Certificate of Service.

Respectfully submitted,

/s/ Joel Cheskis

Joel Cheskis, Esq.

Senior Assistant Consumer Advocate

PA Attorney I.D. # 81617

JCheskis@paoca.org

Enclosures

cc: The Honorable Mary D. Long (**email only:** malong@pa.gov)
Certificate of Service

CERTIFICATE OF SERVICE

Joint Application of American Water Works :
Company, Inc., Essential Utilities Inc., :
Aqua Pennsylvania Wastewater Inc., : Docket Nos. A-2025-3058927
Peoples Natural Gas Company LLC and : A-2025-3058928
Alpha Merger Sub, Inc., for a Certificate of : A-2025-3058929
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., and Peoples Natural Gas :
Company LLC :

I hereby certify that I have this day filed electronically on the Commission’s electronic filing system and served a true copy of the following document, the Office of Consumer Advocate’s Prehearing Conference Memorandum, upon parties of record in this proceeding in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a participant), in the manner and upon the persons listed below.

Dated this 20th day of January 2026.

SERVICE BY E-MAIL ONLY

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/s/ Joel Cheskis

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Dated: January 20, 2026

Counsel for:
Darryl A. Lawrence
Consumer Advocate

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

| | | |
|--------------------------------------|---|----------------------------|
| Joint Application of American Water | : | |
| Works Company, Inc., Essential | : | |
| Utilities Inc., Aqua Pennsylvania | : | |
| Wastewater Inc., Peoples Natural Gas | : | Docket Nos. A-2025-3058927 |
| Company LLC and Alpha Merger Sub, | : | A-2025-3058928 |
| Inc., for a Certificate of Public | : | A-2025-3058929 |
| 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., | : | |
| and Peoples Natural Gas Company | : | |
| LLC | : | |

**PREHEARING MEMORANDUM
OF THE
OFFICE OF CONSUMER ADVOCATE**

Pursuant to Section 333 of the Public Utility Code, 66 Pa. C.S. Section 333, and in response to the January 7, 2026, Prehearing Conference Order issued in the above-captioned matter, the Office of Consumer Advocate (OCA) provides the following information:

I. INTRODUCTION AND PROCEDURAL HISTORY

On November 26, 2025, American Water Works Company, Inc. (American Water), and Essential Utilities, Inc. f/k/a Aqua America, Inc., Aqua Pennsylvania, Inc. (Aqua PA) and Aqua Pennsylvania Wastewater (Aqua PA WW), Peoples Natural Gas Company LLC (Peoples) (collectively, Essential), and Alpha Merger Sub, Inc. (Merger Sub) (collectively, the Joint Applicants) filed with the Public Utility Commission (Commission) a Joint Application (Joint Application). Through this filing, the Joint Applicants seek approval of the Commission under

Chapters 11, 21 and 22 of the Public Utility Code for a change of control of Aqua PA and Peoples to be affected by the merger of Essential and Merger Sub, a wholly owned subsidiary of American Water (the Merger). If approved, the Joint Application proposes that Essential would continue as the surviving corporation and would be a wholly owned subsidiary of American Water. American Water would become the corporate parent of Essential and all its subsidiaries.

The OCA filed a Protest in response to the Joint Application on December 15, 2025, to help ensure that the proposed transaction is in accordance with Sections 1102 and 2210 of the Public Utility Code and all other applicable statutes, regulations, and Commission orders. On December 16, 2025, the Office of Small Business Advocate (OSBA) filed a Notice of Intervention. On December 22, 2025, the Pennsylvania Utility Law Project (PULP) filed a Notice of Appearance on behalf of the Coalition for Affordable Utility Services and Energy Efficiency in Pennsylvania (CAUSE-PA). Additional Protests and Petitions to Intervene have subsequently been filed in this proceeding as well by City of Butler, County of Delaware, East Whiteland Township, Manchester Township, Spring Garden Township, West Manchester Township, York Township, East Norriton Township, Chester Water Authority, Upland Borough, Lower Makefield Township and North York Borough. Various consumers, elected officials, the Utility Workers Union of America, AFL-CIO, Local 612 and others have also expressed interest in this matter.

The Joint Application was assigned to Administrative Law Judge Mary D. Long (ALJ Long) for investigation and scheduling of hearings to determine whether the Joint Application complies with the standards set forth in the Public Utility Code. On January 7, 2026, ALJ Long issued a Prehearing Conference Order, and a Prehearing Conference has been scheduled for 11:00 a.m. on Thursday, January 22, 2026.

II. ISSUES AND SUB-ISSUES

Preliminarily, the OCA has identified the following areas that require consideration:

a. Legal Standard.

The OCA will examine whether the proposed transaction is in the public interest and is “necessary or proper for service, accommodation, convenience, or safety of the public.”¹ The Joint Application states that the proposed Merger “will create the nation’s largest regulated water and wastewater utility ... that is well positioned to renew crucial water infrastructure, improve affordability, drive sustainable service enhancements for customers, and support innovative technology.” Joint Application at ¶ 34. The Joint Application states that the proposed Merger will do the same for Peoples. Joint Application at ¶ 34. The Joint Application asserts that the proposed Merger will “produce substantial public benefits” by creating a company with “financial strength and operational flexibility,” “enhanced expertise in infrastructure improvement, innovation, and environmental stewardship,” “commitment to employees,” and continued “community presence.” Joint Application at ¶¶ 34(a) – (d). The Joint Application does not provide sufficient detail regarding how the proposed Merger will effectuate these objectives, and how all of these objectives are in the public interest or provide a substantial affirmative public benefit. The OCA will review the proposed Merger to ensure that it is in the public interest, is “necessary or proper for the service, accommodation, convenience or safety of the public”, and provides a substantial affirmative public benefit.

¹ 66 Pa. C.S. § 1103(a); see also, PPL Electric Utilities Corp. v. Pa. PUC, 2020 Pa. Commw. Unpub. LEXIS 521 (Pa. Commw. Oct. 27, 2020).

b. Impact on Rates.

The OCA will examine whether the transaction will have any impact on the rates paid by ratepayers. The Joint Applicants assert that the proposed Merger will not result in increased rates to the customers of Aqua PA, Aqua PA WW, and Peoples because the Commission-approved rates in effect when the proposed Merger occurs would not change as a result of the proposed Merger, “Aqua PA and Peoples will not seek rate recovery of any acquisition adjustment or ‘goodwill’ associated with the proposed Merger or of transaction costs incurred by the Joint Applicants or their affiliates.” Joint Application at ¶ 32; Joint Application St. 2 at 5-6, St. 5 at 10. The OCA will explore any potential impacts from this merger that may result in any increase in rates.

c. Whether Any Benefits will be Flowed through to Ratepayers.

The OCA will review any benefits of the transaction for ratepayers and whether those benefits will be flowed through to ratepayers. The Joint Applicants aver that “the Merger will generate synergies” which will “result in overall aggregate cost avoidance or cost saving opportunities,” “improve efficiency,” and “lead to cost efficiencies in various functional areas.” Joint Application at ¶¶ 32, 34a, Joint Application St. 1 at 15-16, St. 3 at 8-9. The Joint Applicants note “there will be some costs to achieve Merger-related synergies” but that customers will realize future benefits because rates will be lower than they would be if the proposed Merger does not occur. Joint Application St. 1 at 16. The Joint Application does not provide details as to what these “synergies” would be, and how they would accomplish the Joint Applicants’ claims. The Joint Application also does not provide specificity as to what costs the Joint Applicants expects to be incurred in achieving these “synergies” and if those related costs have the ability to translate to lower costs in future rate cases as claimed.

d. Impacts on Competition.

The Joint Applicants suggest that the proposed merger will not result in anti-competitive or discriminatory conduct in the retail market for natural gas in Pennsylvania because “American Water does not own or operate any companies that directly or indirectly compete with Peoples” and because “[t]he Merger would also not result in any change in rates or changes to the gas operations or customer choice programs of Peoples.” Joint Application at ¶ 35; Joint Application St. 1. at 18, St. 4 at 12. These claims should be examined to ensure there would be no anti-competitive or discriminatory conduct as a result of the proposed merger.

e. Quality of Service and Customer Service.

The OCA will review the Joint Applicant’s quality of service and how that quality of service may be impacted by this transaction. The OCA will seek to ensure that the companies’ customers receive safe, adequate and reliable service consistent with the Public Utility Code if the transaction is approved. In addition, the OCA will explore the implications of this merger and resulting “synergies” on current service quality, customer service performance, and affordability programs. The OCA will explore the Applicant’s filing that describes quality of service benefits and merger related commitments.

f. Affiliated Interest Agreements.

The Joint Applicants proposed a number of affiliated interest agreements as part of the transaction that could impact the above proposed corporate structure and ratepayers. Joint Application at ¶¶ 27-30, Joint Application St. 2 at 10-13. Each of these Affiliated Interest Agreements should be examined by the Commission to ensure that no cross-subsidization results and that the Agreements are in the public interest. Additionally, the Commission should consider

how the proposed Merger may raise issues related to the interaction of affiliated interest agreements, siting of facilities, and rates. These issues should be resolved before any approval of the proposed Merger.

g. Other Issues.

As the proposed transaction is further analyzed, additional issues may arise that warrant review.

III. WITNESSES

The OCA intends to present the direct, rebuttal and surrebuttal testimony, as may be necessary, of Ralph C. Smith and Barbara R. Alexander. Mr. Smith and Ms. Alexander will present testimony in written form and will also attach various exhibits, documents and explanatory information that will assist in the presentation of the OCA's case. Mr. Smith and Ms. Alexander's contact information is:

Ralph C. Smith
Larkin Associates
15728 Farmington Road
Livonia, MI 48154

Barbara Alexander
Barbara Alexander Consulting LLC
44 Beech St.
Hallowell, ME 04347

The OCA specifically reserves the right to call additional witnesses, as necessary. As soon as the OCA has determined if an additional witness or witnesses will be necessary for any portion of its case, all parties of record will be notified.

IV. SERVICE ON THE OCA

The OCA will be represented in this case by Senior Assistant Consumer Advocate Harrison Breitman, Senior Assistant Consumer Advocate Joel Cheskis, Assistant Consumer Advocate Johnathan Longhurst and Assistant Consumer Advocate Crystal Zook as follows:

Harrison W. Breitman, Esquire
Senior Assistant Consumer Advocate
Joel H. Cheskis, Esquire
Senior Assistant Consumer Advocate
Johnathan M. Longhurst, Esquire
Assistant Consumer Advocate
Crystal M. Zook, Esquire
Assistant Consumer Advocate
555 Walnut Street, 5th Floor, Forum Place
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Telephone: (717) 783-5048

The OCA has created a group e-mail address for purposes of providing service to the OCA attorneys and consultants: PAWCAquaExternal@paoca.org. This is the only email address that is required for service on the OCA. The OCA's group email address will provide the emailed materials to all members of the OCA team including the consultants listed above. Furthermore, the OCA respectfully requests that electronic service only be permitted without the requirement that a follow up hard copy be sent.

For the purposes of the Prehearing Conference, Johnathan Longhurst will be the primary attorney speaking on behalf of the OCA. Mr. Longhurst will be dialing into the prehearing conference from 717-576-1105.

V. PROCEDURAL SCHEDULE

The parties have mutually agreed to the following procedural schedule:

| | |
|--------------------------|---------------------------|
| Other Parties' Direct | Thursday, May 21, 2026 |
| All Parties' Rebuttal | Thursday, June 25, 2026 |
| All Parties' Surrebuttal | Thursday, July 23, 2026 |
| All Parties' Rejoinder | Wednesday, July 29, 2026 |
| Hearings | Tues-Thurs, Aug 4-6, 2026 |
| Main Brief | Thursday, Sept 3, 2026 |
| Reply Brief | Thursday, Sept. 24, 2026 |

The OCA requests that the dates included in any litigation schedule in this matter be considered “in-hand” dates and that electronic service on the due date will satisfy the “in-hand” requirement.

VI. PUBLIC INPUT HEARINGS

The OCA will be prepared to discuss public input hearings at the prehearing conference. Given the multiple Pennsylvania companies involved, the size of their respective customer bases, and the requests for public input hearings and complaints received thus far in this matter, the OCA respectfully requests that twelve (12) public input hearings be held, ten (10) in-person and two (2) telephonic, for the customers impacted by this rate filing. The OCA opposes conducting public input hearings on Mondays or Fridays due to the general low turnout on those days.

Attached as **Appendix A** is the OCA’s proposed draft Notice for the Public Input Hearing (to be completed with details as determined by the presiding ALJ).

The OCA specifically requests the following for public input hearings:

- A. Given the size of the customer base and service territory, a total of twelve (12) Public Input Hearings be held, ten (10) in-person and two (2) telephonic.

B. The in-person public input hearings include a combination of daytime and evening hearings at a location with accessible and free parking or easy access to public transportation.

C. The telephonic public input hearings include a combination of daytime and evening hearings.

D. Pre-registration be either encouraged or required for telephonic hearings only, and if required, pre-registration be required by 10:00 a.m. on the day of the telephonic Public Input Hearing at which the witness seeks to testify.

E. Hearing exhibits, such as cross examination exhibits and a list of evidence to be moved into the record (i.e., a party's list of pre-served testimony and exhibits), be required to be submitted to the ALJs by 10:00 a.m. the day before the Public Input Hearing at which the witness seeks to testify.

F. The Commission's notice of the Public Input Hearings will include the phone numbers and access codes necessary for participants to use to fully access all telephonic Public Input Hearings.

G. The Company will be required to, at a minimum, generate a notice of the Public Input Hearings that contains are relevant information as to date, time, location, and phone numbers and access codes and further be required to advertise the notice: (1) in the general readership section (not legal section) of local newspapers within the service territory; (2) on its website; and (3) in social media posts which the Company utilizes to advertise generally.

H. That the other parties involved in the proceeding, including the OCA, be permitted to review these public input announcements prior to their publication and distribution and have input into which publications the ads are placed.

I. In addition to the Company publishing the notice in a newspaper of general circulation for its service territories, the OCA respectfully requests that the Company post notice of the public input hearings on all of their social media platforms at least twice per week during each week prior to the scheduled dates of the public input hearings.

J. The Company be directed to send notice of the public input hearings via a bill insert during a billing cycle to occur shortly after this prehearing conference and prior to the scheduled dates of the public input hearings.

VII. DISCOVERY

In order to effectively investigate and adequately develop a record on these issues, the OCA requests modifications to the Commission's procedural rules on a going-forward basis as set forth below. It is the OCA's understanding that neither Company nor any other party oppose these proposed discovery rule modifications.

- A. Answers to written interrogatories and requests for document production, entry for inspection, or other purposes shall be served in-hand within ten (10) calendar days of service.
- B. Objections to interrogatories and/or requests for production shall be communicated orally to the propounding party within three (3) calendar days of service of the interrogatories; unresolved objections shall be served in writing to the propounding party within five (5) calendar days of service of the interrogatories and/or requests for production.
- C. Motions to dismiss objections and/or direct the answering of interrogatories and/or requests for production shall be filed within five (5) business days of service of written objections.
- D. 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.
- E. Requests for admissions will be deemed admitted unless answered within ten (10) calendar days or objected to within five (5) calendar days of service.
- F. Answers to on-the-record data requests shall be served in-hand within five (5) calendar days of the requests.
- G. Any discovery or discovery-related pleadings (such as objections, motions, and answers to same) served after 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 OCA proposes that the deadlines should be reduced as follows:

- A. Answers to interrogatories and responses to requests for document production, entry for inspection, or other purposes shall be served within five (5) calendar days of service of the interrogatories or requests for production.
- B. Objections to interrogatories and/or requests for production shall be communicated orally to the propounding party within two (2) calendar days of service; unresolved objections shall be served on the propounding party in writing within three (3) calendar days of service of the interrogatories and/or requests for production.
- C. 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.
- D. 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.
- E. Requests for admission shall be deemed admitted unless answered or objected to within three (3) calendar days of service.
- F. 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.

VII. SETTLEMENT

The OCA stands ready to participate in settlement discussions.

Respectfully Submitted,

/s/ Joel Cheskis

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Dated: January 20, 2026

OCA APPENDIX A

NOTICE OF IN-PERSON AND TELEPHONIC PUBLIC INPUT HEARINGS

For Pennsylvania-American Water Company (PAWC) and Aqua America, Inc. (Essential)
Merger Application

Docket Nos.
A-2025-3058927, et al.

The Pennsylvania Public Utility Commission (PUC) will conduct twelve (12) Public Input Hearings concerning the proposed merger filed by PAWC and Essential on November 26, 2025, seeking a merger of the two companies and their related affiliates. The in-person and telephonic hearings will be held at the following times and places:

Presiding Officer: Administrative Law Judge Mary D. Long

IN-PERSON PUBLIC INPUT HEARINGS
Pre-registration is not required.

Date: [Here]
Time: [Here]
Location: [Here]

TELEPHONIC PUBLIC INPUT HEARINGS
Pre-registration is [encouraged/required]. Read below.

Date: [Here]
Time: [Here]
Pre-registration is [encouraged/required] by [same day] at 10AM.

Date: [Here]
Time: [Here]

Pre-registration is [encouraged/required] by [same day] at 10AM.

Toll-free Conference Number: xxx.xxx.xxxx

PIN Number: xxxxxxxx

- You must dial the toll-free Conference number above
- You must enter the PIN number above when instructed
- You must speak your name when prompted, and press #
 - Then, the telephone system will connect you to the hearing

PRE-REGISTRATION FOR TELEPHONIC PUBLIC INPUT HEARINGS: To testify at the telephonic Public Input Hearings, pre-registration is [encouraged/required] by [day of the hearing] at 10AM. Failure to pre-register could result in you not being called to testify by the PUC judge. To pre-register to testify by telephone, please contact the PUC Judge's Legal Assistant, [name], by email at [email address] or by phone at [xxx.xxx.xxxx] and provide the requested information.

NEED ASSISTANCE WITH PRE-REGISTRATION? If you need assistance pre-registering to testify, you may have someone register for you, but they will need to provide the PUC Judge all the information listed above. Additionally, if more than one person in your household would like to testify, one person may pre-register for other individuals in the same household by providing the PUC Judge's Legal Assistant with the above-listed information for each individual.

REQUESTS FOR INTERPRETERS: If you require an interpreter, please pre-register as soon as possible. If you register too close to the hearing date, we may not have enough time to arrange for an interpreter. If you request an interpreter, the PUC will make reasonable efforts to have one present. AT&T Relay Service number for persons who are deaf or hearing-impaired: 1-800-654-5988.

HEARING EXHIBITS: If you have any hearing exhibits to which you will refer during the hearing, please email them to the PUC Judge's Legal Assistant, [name], at [email address]. The PUC Judge will forward your exhibits to all the parties. Exhibits for the public input hearing must be received by the PUC Judge by [the day before the hearing] at 10AM.

QUESTIONS? The Pennsylvania Office of Consumer Advocate (OCA) represents the interests of utility customers before the PUC. If you have questions about the public input hearings or the Company's requested rate increase, please contact the OCA toll free at 1-800-684-6560 or by email at consumer@paoca.org. Additionally, the OCA can help customers pre-register for the Public Input Hearings.

OTHER WAYS TO BE HEARD: If you want to be heard about the proposed rate increase but do not want or cannot testify at the Public Input Hearings, you may file a formal complaint or comment to the proposed rate increase. Please visit the PUC's website to use the applicable form available at <https://www.puc.pa.gov/complaints/formal-complaints/>



Commonwealth of Pennsylvania
Pennsylvania Public Utility Commission
Harrisburg, PA 17105-3265
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|--------------|---------------|
| 1/20/2026 | 2943167 |

Your filing has been electronically received. Upon review of the filing for conformity with the Commission's filing requirements, a notice will be issued acknowledging acceptance or rejection (with reason) of the filing. The matter will receive the attention of the Commission and you will be advised if any further action is required on your part.

The date filed on will be the current day if the filing occurs on a business day before or at 4:30 p.m. (EST). It will be the next business day if the filing occurs after 4:30 p.m. (EST) or on weekends or holidays.

Docket Number: A-2025-3058927

Case Description:

Transmission Date: 1/20/2026 10:43 AM

Filed On: 1/20/2026 10:43 AM

eFiling Confirmation Number: 2943167

| File Name | Document Type | Upload Date |
|-----------------------------------|-----------------------|-----------------------|
| OCA Prehearing Memorandum (6).pdf | Prehearing Memorandum | 1/20/2026 10:42:50 AM |

For filings exceeding 250 pages, the PUC is requiring that filers submit one paper copy to the Secretary's Bureau within three business days of submitting the electronic filing online. Please mail the paper copy along with copy of this confirmation page to Secretary, Pennsylvania Public Utility Commission, 400 North Street, Harrisburg PA 17120 a copy of the filing confirmation page or reference the filing confirmation number on the first page of the paper copy.

No paper submission is necessary for filings under 250 pages.

You can view a record of this filing and previous filings you have submitted to the PUC by using the links in the Filings menu at the top of the page. Filings that have been submitted within the last 30 days can be viewed by using the Recent Filings link. Older filings can be viewed by using the search options available in the Filing History link.