



Erin K. Fure  
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March 3, 2026

**VIA ELECTRONIC FILING**

Matthew Homsher, Secretary  
Commonwealth of Pennsylvania  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
400 North Street  
Harrisburg, PA 17120

**In re: Application of Pennsylvania-American Water Company for  
Approval of the Right to Offer, Render, Furnish or Supply Water  
Service to the Public in an Additional Portion of Newberry  
Township, York County, Pennsylvania (Southern Crossing  
Development)**

**Docket No. A-2025-3059514**

Dear Secretary Homsher:

In response to your letter dated February 17, 2026, attached for filing is Pennsylvania American Water Company's responses to Data Request Set I, regarding the above referenced proceeding.

Should you have any questions, please feel free to contact me.

Sincerely,

A handwritten signature in blue ink that reads "EK Fure".

Erin K. Fure

cc: All Parties on the attached Certificate of Service (*via electronic mail*)  
James Kennedy (*Bureau of Technical Utility Services*) (*via electronic mail*)  
Zach Johnson (*via electronic mail*)

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of Pennsylvania-American Water Company for Certificate of Public Convenience for Approval of the Right to Offer, Render, Furnish and Supply Water Service to the Public in Additional Portion of Newberry Township, York County, Pennsylvania (Southern Crossing Development)	: : : Docket No. A-2025-3059514 : : :
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**CERTIFICATE OF SERVICE**

I hereby certify that I am on this day serving the above-referenced Pennsylvania-American Water Company's **Data Responses** in the above-referenced matter upon the persons and in the manner indicated below, which service satisfies the requirements of 52 Pa. Code §1.54 (relating to service by a party).

**SERVICE VIA ELECTRONIC MAIL ON MARCH 3, 2026**

Darryl A. Lawrence, Consumer Advocate  
Office of Consumer Advocate  
555 Walnut Street  
5<sup>th</sup> Floor, Forum Place  
Harrisburg, PA 17101-1923  
[ra-oca@paoca.org](mailto:ra-oca@paoca.org)

NazAarah Sabree, Small Business Advocate  
Office of Small Business Advocate  
555 Walnut Street  
1<sup>st</sup> Floor, Forum Place  
Harrisburg, PA 17101  
[ra-sba@pa.gov](mailto:ra-sba@pa.gov)

Alison Kaster, Director  
Pennsylvania Public Utility Commission  
Bureau of Investigation and Enforcement  
400 North Street  
PO Box 3265  
Harrisburg, PA 17105  
[akaster@pa.gov](mailto:akaster@pa.gov)

Dated: March 3, 2026

Respectfully submitted,



Erin K. Fure, Esquire (PA ID #312245)  
Counsel  
852 Wesley Drive  
Mechanicsburg, PA 17055  
Phone: 717-550-1556

**Attorney for Pennsylvania-American  
Water Company**

**Application of Pennsylvania-American Water Company for the Approval of the Right to Offer, Render, Furnish or Supply Water Service to the Public in an Additional Portion  
Newberry Township, York County, Pennsylvania  
Docket No. A-2025-3059514**

**Pennsylvania-American Water Company's Responses to TUS Set I**

**A-1.** In Section 7 of the Application, PAWC estimated a cost of \$19,818.80 for permits and inspections. Please identify the permits required to provide water service to the requested territory, the status of each permit, and the estimated cost of each permit.

**Response:** Developer permits have been separated out and their pricing within the revised cost estimate which is attached as **TUS A-1\_Attachment**. All required permits have been issued. Final approval of the Development Plan by Newberry Township will occur upon approval of the service territory extension.

**Responsible Witness:** Zach Johnson, Supervisor, Field Operations -Mechanicsburg  
Pennsylvania-American Water Company

**Date:** March 3, 2026

**Application of Pennsylvania-American Water Company for the Approval of the Right to  
Offer, Render, Furnish or Supply Water Service to the Public in an Additional Portion  
Newberry Township, York County, Pennsylvania**

**Docket No. A-2025-3059514**

**TUS A-1 Attachment**

Updated Opinion of Probable Construction Costs

**OPINION OF PROBABLE CONSTRUCTION COSTS**

CLIENT: Escambia Properties, LLC  
 PROJECT NAME: Southern Crossings  
 DESCRIPTION: PAWC Expansion - Newberry  
 PROJECT NO.: 21-0191  
 PREPARED BY: ZEG  
 DATE PREPARED: 24-Feb-26



WATER DISTRIBUTION	Quantity	Unit	x	Unit Price	= \$	Cost
Connect to Existing Main	1	LS	x	\$1,150.00	=	\$1,150.00
8" Ductile Iron Pipe	2,503	LF	x	\$70.00	=	\$175,210.00
1" Copper Service Pipe (PAWC Service)	2,430	LF	x	\$35.00	=	\$85,050.00
Mainline Fittings	21	EA.	x	\$616.00	=	\$12,936.00
8" Valves and Boxes	30	EA.	x	\$2,750.00	=	\$82,500.00
6" Ductile Iron Pipe - Hydrant Lateral	75	LF	x	\$55.00	=	\$4,125.00
Fire Hydrant Assembly	7	EA.	x	\$6,300.00	=	\$44,100.00
Thrust Blocks	31	EA.	x	\$295.00	=	\$9,145.00
2B Stone Bedding and Initial Backfill	1,109	TONS	x	\$18.00	=	\$19,962.00
Test and Flush	2,503	LF	x	\$1.00	=	\$2,503.00
<b>Water Total</b>						<b>\$436,681.00</b>
Contingency				10%	=	\$43,668.10
Preliminary/Final Plan Approval (Developer)					=	\$250,000.00
Individual NPDES Permit (Developer)					=	\$50,000.00
DEP/USACE Joint Permit (Developer)					=	\$75,000.00
PAWC Inspections				5%	=	\$21,834.05
<b>TOTAL ESTIMATED CONSTRUCTION COST</b>						<b>\$877,183</b>

**Application of Pennsylvania-American Water Company for the Approval of the Right to Offer, Render, Furnish or Supply Water Service to the Public in an Additional Portion Newberry Township, York County, Pennsylvania  
Docket No. A-2025-3059514**

**Pennsylvania-American Water Company's Responses to TUS Set I**

**A-2.** In Section 8 of the Application, PAWC indicated that it is already certificated to provide water service in Fairview Township and referenced Docket No. A-2015-2486532 as the application that granted PAWC the right to provide water service within the portion of Fairview Township that includes Phase 1 of the Development. However, it appears that Docket No. A-2015-2486532 is for a Pennsylvania-American Water Company – Wastewater Division application and the Order granted the right to provide wastewater service in Fairview Township. Please provide evidence that PAWC is already certificated to provide water service in the portion of Fairview Township for Phase 1 portion of the Development

**Response:**

Pennsylvania-American Water Company is certificated to provide water service throughout Fairview Township based on the former Riverton Water Company's acquisition and consolidation of Fairview Township Water Company, Susquehanna Water Supply Company, Allen Spring Water Company, East Pennsboro Water Company, and Mountain Water Company to form Riverton Consolidated Water Company. The Fairview Township Water Company Letters Patent are provided in **TUS A-2\_Attachment**. The Agreement of Merger and Consolidation dated February 10, 1904 is provided in **TUS A-2.1\_Attachment**. Additionally, by Order entered September 25, 1986 at Docket No. A-211450F002, Riverton Consolidated Water Company and Keystone Water Company merged to form Pennsylvania-American Water Company; see **TUS A-2.2\_Attachment**.

**Responsible Witness:** Jana Hurst, Senior Paralegal  
Pennsylvania-American Water Company

**Date:** March 3, 2026

**Application of Pennsylvania-American Water Company for the Approval of the Right to Offer, Render, Furnish or Supply Water Service to the Public in an Additional Portion Newberry Township, York County, Pennsylvania**

**Docket No. A-2025-3059514**

**TUS A-2 Attachment**

Letters Patent of Fairview Township Water Company

*To the Governor of the Commonwealth of Pennsylvania:*

SIR:—In compliance with the requirements of an act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An act to provide for the incorporation and regulation of certain corporations," approved the 29th day of April, A. D. 1874, and the several supplements thereto, the undersigned ALL of whom are citizens of Pennsylvania, having associated themselves together for the purpose hereinafter specified, and desiring that they may be incorporated, and that letters patent may issue to them and their successors according to law, do hereby certify:

1st. The name of the proposed corporation is  
FAIRVIEW TOWNSHIP WATER COMPANY

2d. Said corporation is formed for the purpose of  
 Supplying and furnishing water to the public and such individuals partnerships or corporations residing or being in the Township of Fairview, York County, and State of Pennsylvania, as may desire the same.

3d. The business of said corporation is to be transacted in Fairview Twp. York Co., Penna.

4th. Said corporation is to exist for the term of 9 9 9 years.

5th. The names and residences of the subscribers and the number of shares subscribed by each, are as follows:

NAME.	RESIDENCE.	No. OF SHARES.
Patricio Russ,	Harrisburg, Pa.	96
J. H. Reiff,	New Cumberland, Pa.	2
G. H. Reiff,	New Cumberland, Pa.	2

6th. The number of directors of said corporation is fixed at THREE and the names and residences of the directors who are chosen directors for the first year are as follows:

NAME.	RESIDENCE.
J. H. Reiff,	New Cumberland, Pa.
G. H. Reiff,	" " "
Patricio Russ,	Harrisburg, Pa.

7th. The amount of the capital stock of said corporation is \$5,000,00/100.- divided into 100 shares of the par value of \$50,00/100.-, and \$500,00/100.- being ten per centum of the capital stock, has been paid in cash to the Treasurer of said corporation, whose name and residence are:

Patricio Russ, Harrisburg, Pa.

Patricio Russ, (SEAL) J. H. Reiff, (SEAL)  
G. H. Reiff, (SEAL)

State of Pennsylvania, }  
County of Dauphin } ss:

Before me a Notary Public in and for the county aforesaid, personally came the above named Patricio Russ, J. H. Reiff, and G. H. Reiff,

who in due form of law acknowledge the foregoing instrument to be their act and deed for the purposes therein specified.

Witness my hand and Seal of office, the Twenty Ninth day of December A.D. 1903.

[SEAL.]

Wm. C. Armor, Notary Public.

State of Pennsylvania, }  
County of Dauphin } ss:

My Commission expires April 19, 1907.

Personally appeared before me this 29th day of December A.D. 1903, Patricio Russ, J. H. Reiff, and Geo. H. Reiff,

who being duly sworn, according to law, depose and say that the statements contained in the foregoing instrument are true.

Sworn and subscribed before me, the day and year aforesaid,

Patricio Russ,

Wm. C. Armor, Notary Public.

J. H. Reiff,

[SEAL.]

My Commission expires April 19, 1907.

G. H. Reiff,

EXECUTIVE CHAMBER.

Harrisburg, Dec. 31, 1903.

To the Secretary of the Commonwealth:

Having examined the within application and found it to be in proper form, and within the purposes of the class of corporations specified in section two, of the act, entitled "An act to provide for the incorporation and regulation of certain corporations," approved April 29th, A. D. 1874, and the several supplements thereto, I hereby approve the same, and direct that letters patent issue according to law.

Saml W. Pennypacker,

Governor.

SECRETARY'S OFFICE.

PENNSYLVANIA, SS:

Enrolled in Charter Book No. 79, page 267.

Witness my hand and Seal of office, at Harrisburg, this 31st day of December A.D. 1903.

[SECRETARY'S SEAL.]

Lewis E. Beitler,

Secretary of the Commonwealth.

Certified to Auditor General, Dec. 31st 1903.

Depy.

IN THE NAME AND BY AUTHORITY OF THE  
Commonwealth of Pennsylvania,  
EXECUTIVE DEPARTMENT.

To all to whom these Presents shall come, Greeting:

Whereas, In and by an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act to provide for the incorporation and regulation of certain corporations," approved the twenty-ninth day of April, Anno Domini one thousand eight hundred and seventy-four, and the supplements thereto, the Governor of this Commonwealth is authorized and required to issue Letters Patent to all corporations formed under the provisions of said acts, embraced within the second class named therein.

And Whereas, The stipulations and conditions in said Act of the General Assembly and the supplements thereto have been fully complied with by

*Fairview Township Water Company,*

Therefore, Know Ye, That under authority of the Constitution and laws of said Commonwealth in such case made and provided, I Do by these Presents, which I have caused to be made Patent and sealed with the Great Seal of the State, create, erect and incorporate the subscribers to the stock of said corporation, their associates and successors, and also those who may thereafter become subscribers or holders of the stock of the said corporation, into a body politic and corporate in deed and in law, by the name chosen and hereinbefore specified who shall have succession *for the term of nine hundred and twenty nine years* and shall be invested with and have and enjoy all the powers, privileges and franchises incident to a corporation and be subject to all the duties, requirements and restrictions specified and enjoined in and by the said Acts of the General Assembly and all other laws of this Commonwealth.

Given under my hand and the Great Seal of the State, at the City of Harrisburg, this *thirty first*  
day of *December* in the year of our Lord one thousand nine hundred and  
*three* and of the Commonwealth the one hundred and twenty *eighth*

BY THE GOVERNOR:

*Saml W. Pennypacker*  
*Frank M. Fuller*  
Secretary of the Commonwealth



OFFICE OF THE  
**SECRETARY OF THE COMMONWEALTH OF PENNSYLVANIA**

*Harrisburg,* December 2, 1931.

Pennsylvania, ss:

I DO HEREBY CERTIFY, That the foregoing and annexed is a full, true and correct copy of Certificate of Incorporation of "FAIRVIEW TOWNSHIP WATER COMPANY", together with full, true and correct copy of Letters Patent issued thereon, as the same appear of record in this Office.



*IN TESTIMONY WHEREOF, I have here-  
unto set my hand and caused the seal of  
the Secretary's Office to be affixed, the day  
and year above written.*

*Geo. D. Thorne*  
Deputy Secretary of the Commonwealth

**Application of Pennsylvania-American Water Company for the Approval of the Right to Offer, Render, Furnish or Supply Water Service to the Public in an Additional Portion Newberry Township, York County, Pennsylvania**

**Docket No. A-2025-3059514**

**TUS A-2.1 Attachment**

Agreement of Merger and Consolidation dated February 10, 1904 PAWC's (then Riverton Water Company) acquisition of Fairview Township Water Company, Susquehanna Water Supply Company, Allen Spring Water Company, East Pennsboro Water Company, and the Mountain Water Company to form "Riverton Consolidated Water Company".

AGREEMENT OF MERGER AND CONSOLIDATION

By and between the  
RIVERTON WATER COMPANY, SUSQUEHANNA WATER SUPPLY  
COMPANY, ALLEN SPRING WATER COMPANY, EAST  
PENNSBORO WATER COMPANY, FAIRVIEW  
TOWNSHIP WATER COMPANY and the  
MOUNTAIN WATER COMPANY OF  
NEW CUMBERLAND.

Forming the  
RIVERTON CONSOLIDATED WATER COMPANY

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AGREEMENT OF CONSOLIDATION AND MERGER made the 10th day of February, 1904, by and between the Riverton Water Company, by its directors, namely; B. F. Meyers, Patricio Russ, James H. Warden, Charles D. Stucker, Peter F. Pendergast, J. C. Hutton, J. H. Reiff; the Susquehanna Water Supply Company, by its directors, namely; Patricio Russ, B. F. Meyers, J. C. Hutton, W. K. Meyers, Charles D. Stucker; the Allen Spring Water Company, by its directors, namely; B. F. Meyers, J. C. Hutton, James H. Warden, Patricio Russ, Charles D. Stucker; the East Pennsboro Water Company, by its directors, namely; B. F. Meyers, J. C. Hutton, James H. Warden, Patricio Russ, Charles D. Stucker; the Fairview

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George H. Reiff

Township Water Company, by its directors, namely; Patricio Russ, J. H. Reiff, and the Mountain Water Company of New Cumberland, by its directors, namely; Patricio Russ, Charles D. Stucker, J. C. Hutton, the said companies being corporations duly created and existing under the laws of the Commonwealth of Pennsylvania.

WHEREAS the said Riverton Water Company was organized under the Act of April 29th 1874, and the several supplements thereto, as will appear by letters patent, dated the 2nd day of June, A. D. 1892, enrolled in Charter Book No. 38, page 18, and entered in the Recorders Office in and for Cumberland County, in Miscellaneous Record Book No. 14 page 146, for the purpose of supplying water to the village of Riverton, Cumberland County, Pa. and to such persons, partnerships, corporations and associations residing therein and adjacent thereto as may desire the same,

AND WHEREAS by virtue of authority granted to them in a mortgage record in Cumberland County in Mortgage Book No. 37, page 108, the Commonwealth Trust Company, by deed dated November 19, 1903, conveyed to Patricio Russ all the right, title and interest of the said Riverton Water Company.

AND WHEREAS on December 16, 1903, the persons for and on <sup>was</sup> whose account the said The Riverton Water Company, purchased met and formed the present Riverton Water Company and filed a certificate <sup>of</sup> reorganization in accordance with the law, said Riverton Water Company having a capital stock of \$50,000 divided into 1000 shares of \$50.00 each, and an indebtedness to Patricio Russ in addition to the same in the sum of \$50,000.

AND WHEREAS the said The Susquehanna Water Supply Company was organized under the Act of April 29, 1874, and the several supplements thereto as will appear by reference to letters patent dated the 6th day of December A. D. 1897, enrolled in Charter Book No. 51, page 292, and entered in the Recorder's Office in and for Cumberland County in Miscellaneous Record Book No. 22, page 285, for the purpose of supplying water to the Borough of Camp Hill, Cumberland County, Pa., and to such persons, partnerships, corporations and associations residing therein and adjacent thereto as may desire the same having a capital stock of \$5,000, divided into 100 shares of the par value of \$50.00 each, and no bounded indebtedness,

AND WHEREAS the Allen Spring Water Company was organized under the Act of April 29th, 1874, as will appear by letters patent dated the 9th day of December, 1901, enrolled in Charter Book No. 65, page 275, and entered in the Recorder's Office in and for Cumberland County in Miscellaneous Record Book No. 20, page 243, for the purpose of supplying water to the public in the Township of Allen, County of Cumberland and State of Pennsylvania, except all such portions of said Township as may be covered by the Riverton Water Company to such persons, partnerships, corporations residing therein or adjacent thereto, having a capital stock of \$500, divided into 10 shares, par value \$50. each, no bonded indebtedness.

AND WHEREAS the said The East Pennsboro Water Company was organized under the Act

of April 29, 1874, and the several supplements thereto as will appear by letters patent dated the 11th day of December, 1901, enrolled in Charter Book No 65, page 269, and entered in the Recorder's office in and for Cumberland County in Miscellaneous Record Book No 20, page 246, for the purpose of supplying water to the public in the Township of East, Pennsboro, County of Cumberland and State of Pennsylvania, except all such portions of said Township as may be covered by the Riverton Water Company, to such persons, partnerships, corporations residing therein or adjacent thereto, having a capital stock of \$500, divided into 10 shares of the par value of \$50.00 each, and no bonded indebtedness.

AND WHEREAS the Fairview Township Water Company was organized under the Act of April 29th, 1874, and the several supplements thereto as will appear by reference to letters patent, dated the 31st day of Dec. A. D. 1903, and enrolled in Charter Book No. 79, page 267, and entered in the Recorder's Office in and for York County in Record Book No. 13 Y, page 266, for the purpose of supplying and furnishing water to the public and such individuals, partnerships, corporation residing in the Township of Fairview, York County and State of Pennsylvania as may desire the same, having a capital stock of \$5000, divided into 100 shares of the par value of \$50.00 each, and no bonded indebtedness.

AND WHEREAS the said The Mountain Water Company of New Cumberland was organized under the Act of April 29th, 1874, and the several supplements thereto, as will appear by letters patent, dated the 20th day of February, 1896, enrolled in Charter Book No. 49, page 63, and entered in the Recorder's Office in and for Cumberland County in Miscellaneous Record Book No. 15, page 526, for the purpose of supplying water to the public at the Borough of New Cumberland, Cumberland County, Pennsylvania and to such persons, partnerships and associations residing therein and adjacent thereto as may desire the same, having a capital stock of \$10,000 divided into 200 shares of the par value of \$50 each and a bonded indebtedness of \$20,000.

AND WHEREAS it is the desire of the said corporations, parties hereto, as expressed by the action of the board of directors of each corporation to merge and consolidate the franchises as they are by law authorized in that behalf to do.

NOW THIS AGREEMENT WITNESSETH the said companies hereto in consideration of the premises do hereby agree that upon due approval of this agreement by the stockholders of the said corporations, parties hereto, and the filing of this agreement or a copy thereof and the certificates of the secretaries of the said corporations of the approval of the stockholders of this agreement as required by law with the Secretary of the Commonwealth of Pennsylvania, the said corporations shall be deemed and taken to be one corporation by the name provided in this agreement and act of consolidation, possessing all the rights, privileges and franchises heretofore vested in each of them and subject to all the restrictions, disabilities and duties of each of the said corporations, the terms and conditions of such merger and consolidation shall, be and are as follows:

FIRST,- The name, style and title of said consolidated corporation shall be Riverton Consolidated Water Company.

SECOND,- The number of directors shall be fixed at five and the names and residences of those who shall be directors are as follows:

NAME	RESIDENCE
Patricio Russ	Harrisburg, Penna.
Peter F. Pendergast	Harrisburg, Penna.
J. C. Hutton	Harrisburg, Penna.
Charles D. Stucker	Harrisburg, Penna.
J. H. Reiff	New Cumberland, Penna.

The other officers of said corporation shall be a President, Secretary and Treasurer as follows:

NAME	RESIDENCE
Patricio Russ	Harrisburg, Penna., President.
J. H. Reiff	New Cumberland, Penna., Secretary.
J. H. Reiff	New Cumberland, Penna., Treasurer.

The said directors and officers to serve until others are chosen in their places.

THIRD,- The capital stock of said consolidated corporation shall be \$100,000 divided into 2000, shares of the par value of \$50.00 each all of which shall be fully paid up stock.

FOURTH,- The capital stock of each of said corporations, parties hereto, shall be converted into that of the new or consolidated corporation in the manner following,- the holder of each share of the Riverton Water Company shall be entitled to one share in the consolidated company, the holder of each share of the Susquehanna Water Supply Company shall be entitled to one share in the consolidated company, the holder of each share of the Allen Spring Water Company shall be entitled to one share in the consolidated company, the holder of each share of the East Pennsboro Water Company shall be entitled to one share in the consolidated company, the holder of each share of the Fairview Township Water Company shall be entitled to four-fifths of a share in the consolidated company, the holder of each share of the Mountain Water Company of New Cumberland shall be entitled to four shares of the consolidated company.

FIFTH,- The Mountain Water Company of New Cumberland has a bounded indebtedness of \$20,000, the Riverton Water Company an indebtedness of \$50,000.

SIXTH,- The said consolidated corporation shall be subject to and regulated by the corporate rights, privileges, franchises, duties and obligations existing under or by force of each and all of the several certificates of incorporation and letters patent thereunder as aforesaid and the several acts of assembly, principal or supplementary relating to any or all of said corporations, parties hereto,- all of said corporations having been organized under the provisions of the Constitution of the State of Pennsylvania adopted December 16th, 1873, and under the act of April 29th, 1874,

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and the supplements thereto.

SEVENTH,- Upon the consummation of this act of consolidation all and singular the rights, privileges and franchises of each of said corporations, parties hereto, and all the property, real, personal and mixed and all the debts due on whatever account as well as stock subscriptions and other things in action belonging to each of such corporations parties hereto, shall be taken and deemed to be transferred to and vested in the said consolidated or new corporation without further act or deed and all property and all and every other interest shall be as effectually the property of the said consolidated or new corporation as they were of the said corporations, parties hereto, and the title to real estate either by deed or otherwise vested in any of said corporations, parties hereto, shall not be deemed to revert or be in any way impaired by reason of this act and agreement or consolidation, provided however, that all the rights of creditors and all liens upon the property of each of said corporations, parties hereto, shall continue unimpaired and the respective constituent corporations, parties hereto, may be deemed to be in existence to preserve the same and all debts, duties and liabilities of each of said constituent corporations shall thenceforth attach to the said new corporation and may be enforced against it to the same extent and by the same process as if said debts, duties and liabilities had been contracted by it.

IN WITNESS WHEREOF the directors of the said Riverton Water Company, the directors of the said The Susquehanna Water Supply Company, the directors of the Allen Spring Water Company, the directors of the East Pennsboro Water Company, the directors of the said Fairview Township Water Company and the directors of the Mountain Water Company of New Cumberland have hereunto set their hands and seals and caused the common or corporate seal of the respective corporations to be hereto affixed, duly attested, dated the day and year first above written.

RIVERTON WATER COMPANY

By

- B. P. Meyers, President.(Seal)
- B. P. Meyers, (Seal)
- James H. Worden, (Seal)
- Chas. D. Stucker,, (Seal) Directors.
- Peter P. Pendergast, (Seal)
- Patricie Russ, (Seal)
- J. H. Reiff, (Seal)
- J. C. Hutton, (Seal)

ATTEST:

J. C. Hutton,  
(Seal) Secretary.

THE SUSQUEHANNA WATER SUPPLY COMPANY

By

- Chas. D. Stucker, President(Seal)
- Chas. D. Stucker, (Seal)
- B. P. Meyers, (Seal)

ATTEST:  
J. C. Hutton,  
(Seal) Secretary.

Patricio Russ, (Seal)  
J. C. Hutton, (Seal) Directors.  
W. K. Meyers (Seal)

ALLEN SPRING WATER COMPANY

By

B. F. Meyers, President. (Seal)

B. F. Meyers, (Seal)

James H. Worden, (Seal) Directors.

Patricio Russ, (Seal)

J. C. Hutton, (Seal)

Chas. D. Stucker, (Seal)

ATTEST:  
J. C. Hutton,  
(Seal) Secretary.

EAST PENNSBORO WATER COMPANY,

By

B. F. Meyers, President. (Seal)

B. F. Meyers, (Seal)

James H. Worden, (Seal)

Patricio Russ, (Seal) Directors.

J. C. Hutton, (Seal)

Chas. D. Stucker, (Seal)

ATTEST:  
J. C. Hutton,  
(Seal) Secretary.

FAIRVIEW TOWNSHIP WATER COMPANY

By

J. H. Reiff (Seal)

J. H. Reiff (Seal) Directors.

Patricio Russ (Seal)

Geo. H. Reiff (Seal)

ATTEST:  
Patricio Russ,  
(Seal) Secretary.

MOUNTAIN WATER COMPANY OF NEW GUMBERLAND

By

J. C. Hutton, (Seal)

J. C. Hutton, (Seal) Directors.

Chas. D. Stucker, (Seal)

Patricio Russ, (Seal)

ATTEST:  
Patricio Russ,  
(Seal) Secretary.

State of Pennsylvania )  
: SS:  
County of Dauphin )

Be it remembered, that on this 10 day of Feb., 1904, before me,  
the subscriber, a Notary Public, in and for said county and state, personally appeared  
J. C. Hutton, who being by me duly sworn according to law, deposes and says, that he is

the Secretary of the Riverton Water Company, that he was personally present at the execution of the foregoing agreement, and caused the corporate seal of the said company to be affixed thereto; that the seal so affixed is the common or corporate seal of said company; that the said agreement was duly executed by and as the act and deed of the said company for the uses and purposes therein mentioned, by authority of the Board of Directors thereof, and that the signature of B. F. Meyers, as President, and this deponent as Secretary to said agreement, are their own and proper respective handwritings.

Witness my hand and seal of office the day and year aforesaid.

Wm. C. Armor,

(Seal)

Notary Public.

My commission expires April 19, 1907.

OFFICE OF THE RIVERTON WATER COMPANY

Harrisburg, Pa. February 10th, 1904.

I hereby certify that the foregoing agreement entered into by and between the Boards of Directors of the Riverton Water Company, The Susquehanna Water Supply Company, Allen Spring Water Company, East Pennsboro Water Company, Fairview Township Water Company and Mountain Water Company of New Cumberland was submitted to the stockholders of the Riverton Water Company, at a meeting thereof called separately for the purpose of taking the same into consideration and voting for or against the approval, adoption, ratification and conformation of the same, which meeting was this day held at the principal office of the company at Harrisburg, County of Dauphin, State of Pennsylvania, of which meeting notice was waived by each and every stockholder of said company, the form of said waiver being as follows:

"To the Board of Directors of the Riverton Water Company.

We the undersigned stockholders of the Riverton Water Company do hereby request that you call a meeting of the stockholders of the company to be held on the 10 day of Feb 1904, at 7 P. M. for the purpose of voting upon the adoption or rejection of an agreement for the purchase by the Riverton Consolidated Water Company of the franchises and all the property real, personal and mixed of the Riverton Water, Susquehanna Water Supply Company, Allen Spring Water Company, East Pennsboro Water Company, Fairview Township Water Company, Mountain Water Company of New Cumberland and the sale thereof by the Riverton Water Company, Susquehanna Water Supply Company, East Pennsboro Water Company, Allen Spring Water Company, Mountain Water Company of New Cumberland, and Fairview Township Water Company and for the merger and consolidation of the Riverton Water Company, Susquehanna Water Supply Company, East Pennsboro Water Company, Allen Spring Water Company, Mountain Water Company of New Cumberland and Fairview Township Water Company into and with the Riverton Consolidated Water Company, we are the holders of the number of shares of the stock of the company set opposite our names respectively, and we do hereby waive the notice of the meeting of the stockholders which we do hereby request

you to call required to be given by the laws of the Commonwealth of Pennsylvania or by any by laws of the Riverton Water Company and do hereby signify our assent to the holding of said election upon said date with like effect as if the notice required by law had been duly given.

NAME	NUMBER OF SHARES.
Patricio Russ	973
B. F. Meyers	10
James H. Worden	5
Charles D. Stucker	5
J. C. Hutton	5
J. H. Reiff	1
Peter F. Pendergast	1

I further certify that the persons who signed the said waiver constituted all the stockholders of said company and were the owners of all the capital stock of the said company at the date thereof.

I further certify that at the time of such submission the capital stock consisted of 1000 shares of the par value of \$50.00 each and that the holders of 995 shares voted in favor of the consummation, ratification and adoption of said agreement, said vote being more than a majority in amount of the entire capital stock of said company and that no votes were cast in opposition thereto.

I do further certify that the agreement hereto attached is the original agreement entered into by the said corporations, sealed with their respective seals, signed by their respective Presidents, Directors and Secretaries.

J. C. Hutton,  
Secretary.

(Seal)

State of Pennsylvania )  
                                  : SS:  
County of Dauphin     )

Be it remembered, that on this 10 day of Feb. 1904, before me the subscriber, a Notary Public, in and for said county and state, personally appeared J. C. Hutton, who being by me duly sworn, according to law, deposes and says, that he is the secretary of The Susquehanna Water Supply Company, that he was personally present at the execution of the foregoing agreement, and caused the corporate seal of the said company to be affixed thereto; that the seal so affixed is the common or corporate seal of said company; that the said agreement was duly executed by and as the act and deed of the said company for the uses and purposes therein mentioned, by authority of the Board of Directors thereof, and that the signature of Charles D. Stucker as President and this deponent as Secretary to said agreement, are their own and proper respective handwriting.

Witness my hand and seal of office the day and year aforesaid.

(Seal)

Wm. C. Armor, Notary Public.  
My commission expires April 19, 1907.

OFFICE OF THE SUSQUEHANNA WATER SUPPLY COMPANY

Harrisburg, Penna., February 10th, 1904

I hereby certify that the foregoing agreement entered into by and between the Board of Directors of the Riverton Water Company, The Susquehanna Water Supply Company, Allen Spring Water Company, East Pennsboro Water Company, Fairview Township Water Company and Mountain Water Company of New Cumberland was submitted to the stockholders of the Susquehanna Water Supply Company at a meeting thereof called separately for the purpose of taking the same into consideration and voting for or against the approval adoption, ratification and confirmation of the same, which meeting was this day held at the principal office of the company at Harrisburg, County of Dauphin, State of Pennsylvania, of which meeting notice was waived by each and every stockholder of said company, the form of said waiver being as follows:

"To the Board of Directors of the Susquehanna Water Supply Company.

We, the undersigned stockholders of the Susquehanna Water Supply Company do hereby request that you call a meeting of the stockholders of the company to be held on the 10 day of Feb. 1904 at 7.40 P. M. for the purpose of voting upon the adoption or rejection of an agreement for the purchase by the Riverton Consolidated Water Company of the franchises and all the property, real, personal and mixed, of the Riverton Water Company, Susquehanna Water Supply Company, Allen Spring Water Company, East Pennsboro Water Company, Fairview Township Water Company, Mountain Water Company of New Cumberland, and the sale thereof by the Riverton Water Company, Susquehanna Water Supply Company, East Pennsboro Water Company, Allen Spring Water Company, Mountain Water Company of new Cumberland and Fairview Township Water Company and for the merger and consolidation of the Riverton Water Company, Susquehanna Water Supply Company, East Pennsboro Water Company, Allen Spring Water Company, Mountain Water Company of New Cumberland and Fairview Township Water Company into and with the Riverton Consolidated Water Company we are the holders of the number of shares of the stock of the company set opposite our names respectively, and we do hereby waive the notice of the meeting of the stockholders which we do hereby request you to call, required to be given by the laws of the Commonwealth of Pennsylvania or by any by laws of the Susquehanna Water Supply Company and do hereby signify our assent to the holding of the said election upon said date with like effect as if the notice required by law had been duly given.

NAME	NUMBER OF SHARES
Patricio Russ,	60
B. F. Meyers,	25
J. C. Hutton,	5
W. K. Meyers,	5
Charles D. Stucker,	5

I further certify that the persons who signed the said waiver constituted all the stockholders of said company and were the owners of all the capital stock of the said

company and were the owners of all the capital stock of the said company at the date thereof.

I further certify that at the date of such submission the capital stock consisted of 100 shares of the par value of \$50.00 each, and that the holders of 95 shares voted in favor of the consummation, ratification and adoption of said agreement, said vote being more than a majority in amount of the entire capital stock of said company and that no votes were cast in opposition thereto.

I do further certify that the agreement hereto attached is the original agreement entered into by the said corporations, sealed with their respective seals, signed by their respective Presidents, Directors and Secretaries.

J. C. Hutton,

(Seal)

Secretary.

State of Pennsylvania . )  
: SS:  
County of Dauphin )

Be it remembered, that on this 10 day of Feb. 1904, before me, the subscriber, a Notary Public, in and for said county and state, personally appeared J. C. Hutton, who being by me duly sworn according to law, deposes and says, that he is the secretary of the Allen Spring Water Company, that he was personally present at the execution of the foregoing agreement, and caused the corporate seal of the said company to be affixed thereto; that the seal so affixed is the common or corporate seal of said company; that the said agreement was duly executed by and as the act and deed of the said company for the uses and purposes therein mentioned, by authority of the board of directors thereof, and that the signature of B. F. Meyers, as president, and this deponent as secretary to said agreement, are their own and proper respective handwritings.

Witness my hand and seal of office the day and year aforesaid.

Wm. C. Armor,

(Seal)

Notary Public.

My commission expires April 19, 1907.

OFFICE OF THE ALLEN SPRING WATER COMPANY

Harrisburg, Pa. February 10th, 1904.

I hereby certify that the foregoing agreement entered into by and between the Board of Directors of the Riverton Water Company, The Susquehanna Water Supply Company, Allen Spring Water Company, East Pennsboro Water Company, Fairview Township Water Company and Mountain Water Company of New Cumberland was submitted to the stockholders of the Allen Spring Water Company, at a meeting thereof called separately for the purpose of taking the same into consideration and voting for or against the approval, adoption, ratification and conformation of the same, which meeting was this day held at the principal office of the company at Harrisburg, County of Dauphin, State of Pennsylvania, of which meeting notice was waived by each and every stockholder of said company, the form of

said waiver being as follows;

"To the Board of Directors of the Allen Spring Water Company.

We the undersigned stockholders of the Allen Spring Water Company do hereby request that you call a meeting of the stockholders of the company to be held on the 10 day of Feb. 1904, at 7.20 P. M. for the purpose of voting upon the adoption or rejection of an agreement for the purchase by the Riverton Consolidated Water Company of the franchises and all the property real, personal and mixed of the Riverton Water, Susquehanna Water Supply Company, Allen Spring Water Company, East pennsboro Water Company, Fairview Township Water Company, Mountain Water Company of New Cumberland and the sale thereof by the Riverton Water Company, Susquehanna Water Supply Company, East Pennsboro Water Company Allen Spring Water Company, Mountain Water Company of New Cumberland, and Fairview Township Water Company and for the merger and consolidation of the Riverton Water Company, Susquehanna Water Supply Company, East Pennsboro Water Company, Allen Spring Water Company Mountain Water Company of New Cumberland and Fairview Township Water Company into and with the Riverton Consolidated Water Company, we are the holders of the number of shares of the stock of the company set opposite our names respectively, and we do hereby waive the notice of the meeting of the stockholders which we do hereby request you to call required to be given by the laws of the Commonwealth of Pennsylvania or by any by laws of the Allen Spring Water Company and do hereby signify our assent to the holding of said election upon said date with like effect as if the notice required by law had been duly given.

NAME	NUMBER OF SHARES
B. F. Meyers,	2
Patricio Russ,	2
J. C. Hutton,	2
James H. Worden,	2
Charles D. Stucker,	2

I further certify that the persons who signed the said waiver constituted all the stockholders of said company and were the owners of all the capital stock of the said company at the date thereof.

I further certify that at the time of such submission the capital stock consisted of 10 shares of the par value of \$50.00 each and that the holders of 10 shares voted in favor of the consummation, ratification and adoption of said agreement, said vote being more than a majority in amount of the entire capital stock of said company and that no votes were cast in opposition thereto.

I do further certify that the agreement hereto attached is the original agreement entered into by the said corporations, sealed with their respective seals, signed by their respective Presidents, Directors and Secretaries.

(Seal)

J. C. Hutton,

Secretary.

//

State of Pennsylvania )  
 : SS:  
 County of Dauphin )

Be it remembered, that on this 10 day of Feb. 1904, before me, the subscriber, a Notary Public, in and for said county and state, personally appeared J. C. Hutton, who being by me duly sworn according to law, deposes and says, that he is the Secretary of the East Pennsboro Water Company, that he was personally present at the execution of the foregoing agreement, and caused the corporate seal of the said company to be affixed thereto; that the seal so affixed is the common or corporate seal of said company; that the said agreement was duly executed by and as the act and deed of the said company for the uses and purposes therein mentioned, by authority of the Board of Directors thereof, and that the signature of B. F. Meyers, as president, and this deponent as secretary to said agreement, are their own and proper respective handwriting. Witness my hand and seal of office the day and year aforesaid.

Wm. C. Armor,

(Seal)

Notary Public.

My commission expires April 19, 1907.

OFFICE OF THE EAST PENNSBORO WATER COMPANY

Harrisburg, Pa. February 10, 1904.

I hereby certify that the foregoing agreement entered into by and between the Board of Directors of the Riverton Water Company, The Susquehanna Water Supply Company, Allen Spring Water Company, East Pennsboro Water Company, Fairview Township Water Company and Mountain Water Company of New Cumberland was submitted to the stockholders of the East Pennsboro Water Company, at a meeting thereof called separately for the purpose of taking the same into consideration and voting for or against the approval, adoption, ratification and confirmation of the same, which meeting was this day held at the principal office of the company at Harrisburg, County of Dauphin, State of Pennsylvania, of which meeting notice was waived by each and every stockholder of said company, the form of said waiver being as follows:

"To the Board of Directors of East Pennsboro Water Company.

We the undersigned stockholders of the East Pennsboro Water Company we do hereby request that you call a meeting of the stockholders of the company to be held on the 10 day of Feb. 1904, at 7.10 A. M. for the purpose of voting upon the adoption or rejection of an agreement for the purchase by the Riverton Consolidated Water Company of the franchises and all the property real, personal and mixed of the Riverton Water ----- Susquehanna Water Supply Company, Allen Spring Water Company, East Pennsboro Water Company, Fairview Township Water Company, Mountain Water Company of New Cumberland and the sale thereof by the Riverton Water Company, Susquehanna Water Supply Company, East Pennsboro Water Company, Allen Spring Water Company, Mountain Water Company of New

Cumberland, and Fairview Township Water Company and for the merger and consolidation of the Riverton Water Company, Susquehanna Water Supply Company, East Pennsboro Water Company, Allen Spring Water Company, Mountain Water Company of New Cumberland and Fairview Township Water Company into and with the Riverton Consolidated Water Company, we are the holders of the number of shares of the stock of the company set opposite our names respectively, and we do hereby waive the notice of the meeting of the stockholders which we do hereby request you to call required to be given by the laws of the Commonwealth of Pennsylvania or by any by laws of the Esst Pennsboro Water Company and do hereby signify our assent to the holding of said election upon said date with like effect as if the notice required by law had been duly given.

NAME	NUMBER OF SHARES
B. F. Meyers	2
Patricio Russ	2
J. C. Hutton	2
James H. Worden	2
Charles D. Stucker	2

I further certify that the persons who signed the said waiver constituted all the stockholders of said company and were the owners of all the capital stock of the said company at the date thereof.

I further certify that at the time of such submission the capital stock consisted of 10 shares of the par value of \$50.00 each and that the holders of 8 shares voted in favor of the consummation, ratification and adoption of said agreement, said vote being more than a majority in amount of the entire capital stock of said company and that no votes were cast in opposition thereto.

I do further certify that the agreement hereto attached is the original agreement entered into by the said corporations, sealed with their respective seals, signed by their respective Presidents, Directors and Secretaries.

J. C. Hutton,

(Seal)

Secretary.

State of Pennsylvania     )  
                                   : SS:  
 County of Dauphin        )

Be it remembered, that on this 10 day of Feb. 1904, before me the subscriber, a Notary Public, in and for said county and state, personally appeared Patricio Russ, who being by me duly sworn, according to law, ~~according to law~~, deposes and says, that he is the secretary of the Fairview Township Water Company, that he was personally present at the execution of the foregoing agreement, and caused the corporate seal of the said company to be affixed thereto; that the seal so affixed is the common or corporate seal of said company; that the said agreement was duly executed by and as the act and deed of the said company for the uses and purposes therein mentioned, by authority of the Board of Directors thereof, and that the signature of J. H. Reiff, as

President, and this deponent as secretary to said agreement, are their own and proper respective handwriting.

Witness my hand and seal of office the day and year aforesaid.

Wm. C. ARMOR,

(Seal)

Notary Public.

My commission expires April 19, 1907.

OFFICE OF THE FAIRVIEW TOWNSHIP WATER COMPANY

Harrisburg, Penna., February 10th, 1904.

I hereby certify that the foregoing agreement entered into by and between the Boards of Directors of the Riverton Water Company, The Susquehanna Water Supply Company, Allen Spring Water Company, East Pennsboro Water Company, Fairview Township Water Company and Mountain Water Company of New Cumberland was submitted to the stockholders of the Fairview Township Water Company at a meeting thereof called separately for the purpose of taking the same into consideration and voting for or against the approval, adoption, ratification and confirmation of the same, which meeting was this day held at the principal office of the company at Harrisburg, County of Dauphin, State of Pennsylvania, of which meeting notice was waived by each and every stockholder of said company, the form of said waiver being as follows;

"To the Board of Directors of the Fairview Township Water Company.

We, the undersigned stockholders of the Fairview Township Water Company, do hereby request that you call a meeting of the stockholders of the company to be held on the 10 day of February, 1904, at 7.50 P. M. for the purpose of voting upon the adoption or rejection of an agreement for the purchase by the Riverton Consolidated Water Company of the franchises and all the property, real, personal and mixed, of the Riverton Water Company, Susquehanna Water Supply Company, Allen Spring Water Company, East Pennsboro Water Company, Fairview Township Water Company, Mountain Water Company of New Cumberland, and the sale thereof by the Riverton Water Company, Susquehanna Water Supply Company, East Pennsboro Water Company, Allen Spring Water Company, Mountain Water Company of New Cumberland and Fairview Township Water Company and for the merger and consolidation of the Riverton Water Company, Susquehanna Water Supply Company, East Pennsboro Water Company, Allen Spring Water Company, Mountain Water Company of New Cumberland and Fairview Township Water Company into and with the Riverton Consolidated Water Company, we are the holders of the number of shares of the stock of the company set opposite our names respectively, and we do hereby waive the notice of the meeting of the stockholders which we do hereby request you to call, required to be given by the laws of the Commonwealth of Pennsylvania or by any by laws of the Fairview Township Water Company and do hereby signify our assent to the holding of the said election upon said date with like effect as if the notice required by law had been duly given.

NAME	NUMBER OF SHARES
Patricio Russ	96
J. H. Reiff	2
G. H. Reiff	2

I further certify that the persons who signed the said waiver constituted all the stockholders of said company and were the owners of all the capital stock of the said company at the date thereof.

I further certify that at the date of such submission the capital stock consisted of 100 shares of the par value of \$50.00 each, and that the holders of 100 shares voted in favor of the consummation, ratification and adoption of said agreement, said vote being more than a majority in amount of the entire capital stock of said company and that no votes were cast in opposition thereto.

I do further certify that the agreement hereto attached is the original agreement entered into by the said corporations, sealed with their respective seals, signed by their respective Presidents, Directors and Secretaries.

Patricio Russ,

(Seal)

Secretary.

State of Pennsylvania     )  
                                      ; SS:  
County of Dauphin         )

Be it remembered, that on this 10 day of Feb. 1904, before me, the subscriber, a Notary Public, in and for said county and state,, personally appeared Patricio Russ, who being by me duly sworn, according to law, deposes and says, that he is the secretary of the Mountain Water Company of New Cumberland, that he was personally present at the execution of the foregoing agreement, and caused the corporate seal of the said company to be affixed thereto; that the seal so affixed is the common or corporate seal of said company; that the said agreement was duly executed by and as the act and deed of the said company for the uses and purposes therein mentioned, by authority of the Board of Directors thereof, and that the signature of J. C. Hutton as President, and this deponent as Secretary to said agreement, are their own and proper respective handwriting.

Witness my hand and seal of office the day and year aforesaid.

Wm. C. Armor,

(Seal)

Notary Public.

My commission expires April 19, 1907.

OFFICE OF THE MOUNTAIN WATER COMPANY OF NEW CUMBERLAND

Harrisburg, Penna. February 10th, 1904.

I hereby certify that the foregoing agreement entered into by and between the Board of Directors of the Riverton Water Company, The Susquehanna Water Supply Company, Allen Spring Water Company, East Pennsboro Water Company, Fairview Township Water Company and

Mountain Water Company of New Cumberland was submitted to the stockholders of the Mountain Water Company of New Cumberland at a meeting thereof called separately for the purpose of taking the same into consideration and voting for or against the approval, adoption, ratification and confirmation of the same, which meeting was this day held at the principal office of the company at Harrisburg, County of Dauphin, State of Pennsylvania, of which meeting notice was waived by each and every stockholder of said company, the form of said waiver being as follows:

"To the Board of Directors of the Mountain Water Company of New Cumberland.

We, the undersigned stockholders of the Mountain Water Company of New Cumberland do hereby request that you call a meeting of the stockholders of the company to be held on the 10 day of Feb. 1904, at 7.30 P. M. for the purpose of voting upon the adoption or rejection of an agreement for the purchase by the Riverton Consolidated Water Company of the franchises and all the property, real, personal and mixed, of the Riverton Water Company, Susquehanna Water Supply Company, Allen Spring Water Company, East Pennsboro Water Company, Fairview Township Water Company, Mountain Water Company of New Cumberland, and the sale thereof by the Riverton Water Company, Susquehanna Water Supply Company, East Pennsboro Water Company, Allen Spring Water Company, Mountain Water Company of New Cumberland and Fairview Township Water Company and for the merger and consolidation of the Riverton Water Company, Susquehanna Water Supply Company, East Pennsboro Water Company, Allen Spring Water Company, Mountain Water Company of New Cumberland and Fairview Township Water Company into and with the Riverton Consolidated Water Company, we are the holders of the number of shares of the stock of the company set opposite our names respectively, and we do hereby waive the notice of the meeting of the stockholders which we do hereby request you to call, required to be given by the laws of the Commonwealth of Pennsylvania or by any by laws of the Mountain Water Company of New Cumberland and do hereby signify our assent to the holding of the said election upon said date with like effect as if the notice required by law had been duly given.

NAME	NUMBER OF SHARES
Patricio Russ	197
J. C. Hutton	1
Charles D. Stucker	1
W. K. Meyers	1

I further certify that the persons who signed the said waiver constituted all the stockholders of said company and were the owners of all the capital stock of the said company at the date thereof.

I further certify that at the date of such submission the capital stock consisted of 200 shares of the par value of \$50.00 each, and that the holders of 199 shares voted in favor of the consummation, ratification and adoption of said agreement, said vote being more than a majority in amount of the entire capital stock of said company and that no

votes were cast in opposition thereto.

I do further certify that the agreement hereto attached is the original agreement entered into by the said corporations, sealed with their respective seals, signed by their respective Presidents, Directors and Secretaries.

Patricio Russ,  
Secretary.

(Seal)

EXECUTIVE DEPARTMENT  
Office of the Governor

Harrisburg, Pa. Feb. 17, 1904.

Let letters patent issue.

Saml. W. Pennypacker,  
Governor.

Filed in the office of the Secretary of the Commonwealth, on the 17th day of February A. D. 1904.

Lewis E. Beitler,  
Deputy Secretary of the Commonwealth.

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IN THE NAME AND BY AUTHORITY OF THE  
COMMONWEALTH OF PENNSYLVANIA,



Executive Department.

To all to whom these Presents shall come, Greeting:

Whereas, In and by an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled " An Act supplementary to an act, entitled ' An Act to provide for the incorporation and regulation of certain corporations,' approved the twenty-ninth day of April, Anno Domini one thousand eight hundred and seventy-four, providing for the merger and consolidation of certain corporations," approved the twenty-ninth day of May, Anno Domini one thousand nine hundred and one, the Governor of this Commonwealth is authorized and required to issue **LETTERS PATENT** to all corporations organized in accordance with the above recited act.

And Whereas, The directors of the Riverton Water Company, the directors of the Susquehanna Water Supply Company, the directors of the Allen Spring Water Company, the directors of the East Pennsboro Water Company, the directors of the Fairview Township Water Company and the directors of the Mountain Water Company of New Cumberland.

corporations heretofore organized under the act entitled " An Act to provide for the incorporation and regulation of certain corporations," Approved April twenty-ninth, one thousand eight hundred and seventy-four, and the supplements thereto, have this day filed in the office of the Secretary of the Commonwealth a joint agreement, under the corporate seal of each corporation, for the merger and consolidation of said corporations, duly approved by the stockholders of each of said companies ;

Therefore, Know Ye, That under authority of the Constitution and laws of said Commonwealth in such case made and provided, I **DO BY THESE PRESENTS**, which I have caused to be made **PATENT** and sealed with the Great Seal of the State, declare the said consolidated corporation to be and erect it into a body corporate and politic in deed and in law, by the name, style and title of RIVERTON CONSOLIDATED WATER COMPANY

and entitled to all of the privileges, immunities, franchises and powers conferred by the act entitled "An Act supplementary to an act, entitled 'An Act to provide for the incorporation and regulation of certain corporations ' approved the twenty-ninth day of April, one thousand eight hundred and seventy-four, providing for the merger and consolidation of certain corporations," approved the twenty-ninth day of May, Anno Domini one thousand nine hundred and one.



Given under my hand and the Great Seal of the State, at the City of Harrisburg, this seventeenth day of February in the year of our Lord one thousand nine hundred and four and of the Commonwealth the one hundred and twenty-eight

By the Governor: Saml. W. Pennypacker

Frank M. Fuller  
*Secretary of the Commonwealth.*

**Application of Pennsylvania-American Water Company for the Approval of the Right to Offer, Render, Furnish or Supply Water Service to the Public in an Additional Portion Newberry Township, York County, Pennsylvania**

**Docket No. A-2025-3059514**

**TUS A-2.2\_Attachment**

**Application of Riverton Consolidated Water Company and Keystone Water Company for Approval of: The Transfer by Merger of all the Waterworks Property and Rights of Riverton Consolidated Water Company; the Right of Keystone Water Company to Begin to Offer, Render, Furnish, or Supply Water Service to the Public in Fairview Township, York County; the Boroughs of Camp Hill, Lemoyne, New Cumberland, Shiremanstown, West Fairview and Wormleysburg, The Township of East Pennsboro Lower Allen, Silver Spring, and Portions of the Townships of Upper Allen and Hampden, Cumberland County and the Abandonment of Riverton Consolidated Water Company of all Water Service**

**Name changes to Pennsylvania-American Water Company**

**Application filed: July 24, 1986 – Docket No. A-211450F002 - pp. 2-43  
Order Adopted and Entered and Certificate of Public Convenience Issues:  
September 25, 1986 – pp. 43-46**

BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION

In re: Application of Riverton	:	
Consolidated Water Company and	:	
Keystone Water Company for approval	:	Application Docket
of:	:	No.                   , 1986
	:	
the transfer by merger of all	:	
the waterworks property and rights	:	
of Riverton Consolidated Water	:	
Company to Keystone Water Company,	:	
	:	
the right of Keystone Water	:	
Company to begin to offer, render,	:	
furnish or supply water service to	:	
the public in Fairview Township,	:	
York County; the Boroughs of Camp	:	
Hill, Lemoyne, New Cumberland,	:	
Shiremanstown, West Fairview and	:	
Wormleysburg, the Townships of East	:	
Pennsboro, Lower Allen, Silver	:	
Spring, and portions of the	:	
Townships of Upper Allen and Hampden,	:	
Cumberland County,	:	
	:	
the abandonment by Riverton	:	
Consolidated Water Company of all	:	
water service.	:	

To the Pennsylvania Public Utility Commission:

1. The names and addresses of the Applicants are:

Riverton Consolidated Water Company ("Riverton")  
800 West Hersheypark Drive  
Hershey, PA 17033

Keystone Water Company ("Keystone")  
800 West Hersheypark Drive  
Hershey, PA 17033

2. The name and address of Applicants' attorney is:

Michael D. Klein, Esq.  
800 West Hersheypark Drive  
Hershey, PA 17033

3. Attached hereto as Exhibit A is a statement containing (a) a brief corporate history of Riverton; (b) a statement of the purpose for which it was incorporated; (c) a description of its corporate territory and of the territory in which it actually furnishes service to the public; and (d) a description of the service that it furnishes to the public.

4. Attached hereto as Exhibit B is a statement containing (a) a brief corporate history of Keystone; (b) a statement of the purpose for which it was incorporated; (c) a description of its corporate territory and of the territory in which it actually furnishes service to the public; and (d) a description of the service that it furnishes to the public.

5. Riverton furnishes service to a total of 22,891 customers consisting of:

residential	20,418
commercial	2,181
industrial	15
fire protection	165
other	112

6. Keystone furnishes service to a total of 69,633 customers consisting of:

residential	62,632
commercial	5,789
industrial	327
public	555
other	330

7. There are attached hereto balance sheets of Riverton (Exhibit C) and Keystone (Exhibit D) as of June 30, 1986.

8. There are attached hereto income accounts of Riverton (Exhibit E) and Keystone (Exhibit F) for the 12 months ended June 30, 1986.

9. All the annual reports, tariffs, certificates of notification, applications for certificates of valuation, applications for approval of the issuance of securities, and securities certificates filed with your Honorable Commission by Riverton and Keystone and by their predecessor and constituent companies are made part hereof by reference.

10. Pursuant to a Plan and Agreement of Merger, in the form attached hereto as Exhibit G, Riverton will transfer to Keystone all of its franchises and property, real, personal and mixed. After the merger, the name of the surviving corporation shall be changed to Pennsylvania American Water Company. The merger is authorized by the Business Corporation Law, Act of May 5, 1933, P.L. 364, as amended, 15 P.S. §1901, and pursuant to said Act, the Plan and Agreement of Merger and the necessary certificate will be forwarded for approval and filing to the Department of State. Applicants will advise the Commission when the certificate is filed.

11. Pursuant to the Plan and Agreement of Merger, Keystone proposes to acquire the property described in paragraph 10 above by converting the total number of shares of Common Stock of Riverton, par value \$50 per share, issued and outstanding immediately prior to the Merger, into 95,330 shares of Keystone Common Stock, no par value. Reference is hereby made to the Securities Certificate to be filed later in respect of the Common Stock of Keystone proposed to be issued in exchange for the Common Stock of Riverton. Also, the annual sinking fund requirements applicable to the Keystone Preferred Stock 5.80% and 9.75% series and the Riverton Preferred Stock 4.90% and 9.35% series will be increased. Reference is hereby made to

the Securities Certificates in respect of the changes in the sinking funds of Keystone and Riverton to be filed later.

12. A statement of the fixed capital or utility plant of Riverton to be transferred is set forth in the balance sheet attached hereto as Exhibit C.

13. No investment securities are to be transferred in connection with the merger.

14. There is attached hereto a pro forma balance sheet as of June 30, 1986 of Keystone giving effect to the transfer. (Exhibit H)

15. There is attached hereto a pro forma consolidated income account of Riverton and Keystone for the 12 months ended June 30, 1986, with intercompany items eliminated. (Exhibit I)

16. There are attached hereto copies of the tentative journal entries that Keystone will make to record the transfer in its accounts. (Exhibit J)

17. There are attached hereto certified copies of the meeting minutes of the boards of the directors of Riverton (Exhibit K) and Keystone (Exhibit L) authorizing the transfer herein proposed. Certified copies of the approval of the stockholders of the respective Companies will be supplied by amendment.

18. The nature and additional locations of the proposed service are the providing of water service to the public in the Riverton certificated service area, all of such service being identical as to nature and location as that now furnished by Riverton.

19. Keystone will adopt Riverton's tariff applicable to service to Riverton's customers.

20. Keystone will finance the transfer by merger by issuing additional shares of Keystone Common Stock.

21. The proposed transaction would probably result in certain operating

efficiencies such as the possibility of the interchange of employees and equipment, the pooling of funds and a greater ability to obtain the financing of Keystone's facilities on a long-term basis.

22. Keystone and Riverton are affiliated with each other in that American Water Works Company, Inc., a Delaware corporation, owns all of the outstanding voting capital stock of both Keystone and Riverton.

23. Riverton has paid all special and general assessments made against it by your Honorable Commission pursuant to Section 1201 of the Public Utility Law.

24. Keystone hereby assumes responsibility for the payment of the amounts of any and all lawful special and general assessments which your Honorable Commission may make, pursuant to said Section 1201 of said law, against Riverton from the dates of the next preceding special and general assessments to the date of the transfer herein proposed.

25. Keystone is now furnishing service in the territory set forth in paragraph 4 above, under its original Letters Patent and as a result of various subsequent extensions of its charter and Commission certificate authority, which Commission proceedings relating thereto are incorporated hereby by reference.

26. No additional capital will be required by Keystone for the purpose of financing the matters and things involved in this application.

27. Other than Riverton, no corporation, partnership, or individual is now furnishing or has corporate or franchise rights to furnish service similar to that to be rendered by Keystone in the territory covered by this application, and no competitive condition will be created.

28. Keystone proposes to render service in the territory presently served by Riverton through the water system presently owned by Riverton with such extensions and additions thereto as shall be necessary to enable Keystone to furnish and maintain adequate, efficient, safe and reasonable water service to the public in the territory presently served by Riverton.

29. As indicated in paragraph 19 above, Keystone will adopt Riverton's tariff applicable to service to Riverton's customers.

30. The estimated annual revenues and expenses of Keystone in the territory covered by this application are the revenues and expenses currently experienced by Riverton, as set forth in the Statement of Income attached hereto as Exhibit E.

31. Approval of the application of Keystone for approval of the right to begin to offer, render, furnish or supply water service to the public in Fairview Township, York County; the Boroughs of Camp Hill, Lemoyne, New Cumberland, Shiremanstown, West Fairview and Wormleysburg, the Townships of East Pennsboro, Lower Allen, Silver Spring, and portions of the Townships of Upper Allen and Hampden, Cumberland County, is necessary or proper for the reasons set forth in paragraph 21 hereof.

32. Approval of the application of Riverton for approval of the abandonment by Riverton of all water service is necessary or proper for the reasons set forth in paragraph 21 hereof.

Wherefore, Riverton and Keystone pray your Honorable Commission to issue a Certificate of Public Convenience as follows:

- (a) pursuant to the provisions of Section 202(e) of the Public Utility Law, as amended [66 Pa. C.S.A. §1102(a)(3)], authorizing the

acquisition by Keystone and the transfer by merger by Riverton of all the waterworks property and rights of Riverton,

- (b) pursuant to the provisions of Section 202(a) of the Public Utility Law, as amended [66 Pa. C.S.A. §1102(a)(1)], all authorizing the right of Keystone to begin to offer, render, furnish or supply water service to the public in Fairview Township, York County; the Boroughs of Camp Hill, Lemoyne, New Cumberland, Shiremanstown, West Fairview and Wormleysburg, the Townships of East Pennsboro, Lower Allen, Silver Spring, and portions of the Townships of Upper Allen and Hampden, Cumberland County,
- (c) pursuant to the provisions of Section 202(b) of the Public Utility Law, as amended [66 Pa. C.S.A. §1102(a)(2)], authorizing the abandonment by Riverton of all water service.

RIVERTON CONSOLIDATED WATER COMPANY

By: 

President

KEYSTONE WATER COMPANY

By: 

President





## RIVERTON CONSOLIDATED WATER COMPANY

Riverton Consolidated Water Company is the product of the merger and consolidation of the following companies:

1. Riverton Water Company
2. The Susquehanna Water Supply Company
3. Allen Spring Water Company
4. East Pennsboro Water Company
5. Fairview Township Water Company
6. The Mountain Water Company of New Cumberland
7. Hampden Water Company
8. Shiremanstown Water Company
9. West Shore Water Company
10. Silver Spring Water Company

The first six of the above companies were merged and consolidated to form Riverton Consolidated Water Company and Letters Patent were issued on February 17, 1904. Riverton Consolidated Water Company acquired all of the franchises and property of Hampden Water Company, Shiremanstown Water Company and West Shore Water Company on January 14, 1929. Letters Patent in connection with the merger of Silver Spring Water Company into Riverton Consolidated Water Company were issued on March 29, 1966.

The Riverton Water Company was organized on June 2, 1892, for the purpose of supplying water to the public at Riverton, Cumberland County, Pennsylvania.

The Susquehanna Water Supply Company was organized on December 6, 1897, for the purpose of supplying water to the Borough of Camp Hill, Cumberland County, Pennsylvania.

Allen Spring Water Company was organized on December 11, 1901, for the purpose of supplying water to the public in the Township of Allen, Cumberland County, Pennsylvania.

East Pennsboro Water Company was organized on December 9, 1901, for the purpose of supplying water to the public in the Township of East Pennsboro, Cumberland County, Pennsylvania.

Fairview Township Water Company was organized on December 31, 1903, for the purpose of supplying water to the public in the Township of Fairview, York County, Pennsylvania.

The Mountain Water Company of New Cumberland was organized on February 20, 1896, for the purpose of supplying water to the public in the Borough of New Cumberland, Cumberland County, Pennsylvania.

Hampden Water Company was organized on March 9, 1927, for the purpose of supplying water to the public in a specifically described portion of Hampden Township, Cumberland County, Pennsylvania.

Shiremanstown Water Company was organized on August 31, 1903, for the purpose of furnishing water to the public in the Borough of Shiremanstown, Cumberland County, Pennsylvania.

West Shore Water Company was organized on February 2, 1910, for the purpose of furnishing a supply of water to the public in the Township of East Pennsboro, Cumberland County, Pennsylvania.

Silver Spring Water Company was formed on December 16, 1965, for the purpose of supplying water to the public in Silver Spring Township, Cumberland County, Pennsylvania.

On October 19, 1984, Riverton Consolidated Water Company was granted a Certificate of Public Convenience to furnish water service to the public in Rossmoyne Industrial Park portion of Upper Allen Township, Cumberland County.

On August 28, 1985, Riverton Consolidated Water Company acquired the water distribution system of Hampden Water Company and began to offer or furnish water service to the public in a portion of Hampden Township known as Ridgeland and/or Ridgeland Farms, Cumberland County.

On March 13, 1986, Riverton Consolidated Water Company acquired the water distribution system of Summerdale Water Company and began to offer or furnish water service to the public in additional portions of East Pennsboro Township, Cumberland County.

By virtue of the foregoing transactions, Riverton Consolidated Water Company now possesses all necessary rights to supply water to the public in Fairview Township, York County, the Boroughs of Camp Hill, Lemoyne, New Cumberland, Shiremanstown, West Fairview and Wormleysburg, the Townships of East Pennsboro, Lower Allen, Silver Spring, and portions of Upper Allen and Hampden Townships, Cumberland County.

KEYSTONE WATER COMPANY

Keystone Water Company is a product of the merger of fourteen operating water companies with and into White Deer Mountain Water Company on July 31, 1973. These fourteen operating water companies were as follows:

The Bangor Water  
Company (now Bangor  
District)

The Berwick Water  
Company (now Berwick  
District)

Biglerville Water  
Company (now Biglerville  
District)

Canawacta Water Supply  
Company (now Susquehanna  
District)

The Clark's Summit Water  
Company (now Abington  
District)

The Consumers Water Company  
of Montrose, Pa. (now  
Montrose District)

The Hallstead Water Company  
(now Hallstead District)

Moshannon Valley Water  
Company (now Moshannon  
Valley District)

The Mountain City Water  
Company (now Frackville  
District)

Norristown Water Company  
(now Norristown District)

Northumberland Water Company  
(now Northumberland District)

Palmyra Water Company  
(now Palmyra District)

The Thompson Borough Water  
Company (now Thompson  
District)

Yardley Water Company  
(now Yardley District)

Simultaneously with the merger on July 31, 1973, the Company's name was legally changed from White Deer Mountain Water Company to Keystone Water Company.

White Deer Mountain Water Company was incorporated on September 27, 1899. On March 1, 1929, White Deer Mountain Water Company acquired all of the assets and franchises of Citizens Water Company of Milton, East Buffalo Water Company, Kelly Water Company, The Lewisburg Water Company, Mountain Water Company, The Watsonstown Water Company, White Deer Creek Water Supply Company and Mountain Water Ice Company.

On June 24, 1932, White Deer Mountain Water Company extended its charter territory into a portion of the Township of Delaware.

On May 4, 1976, Keystone Water Company extended the territory in which it may operate to include all of Lower Makefield Township, Bucks County, Pennsylvania.

The Bangor Water Company (now Bangor District) was incorporated on June 17, 1884. On March 22, 1938, its charter territory was extended into a tract of land in Washington Township known as Flicksville No. 1. On March 22, 1938, it extended its charter territory to include an additional portion of Washington Township known as Flickville No. 2. On April 11, 1938, its charter territory was extended into upper Market Street and into Meyers Crossing, Ackermanville District. On June 18, 1940, its charter territory was extended into Sterling Mill District. On August 18, 1941, it acquired all of the franchises and property of Roseto Water Company. On June 12, 1967, it acquired all of the assets and franchises of [The Bangor Plainfield Water Company,] The Bangor Washington Water Company and Joseph H. Beers, t/a West Bangor Water Company.

The Berwick Water Company was incorporated on March 13, 1818. On February 16, 1931, it acquired all of the franchises and property of Briarcreek Water Supply Company, West Berwick Water Supply Company and West Salem Water Supply Company. On October 8, 1931, it acquired all of the assets and franchises of Nescopeck Water Supply Company.

The Biglerville Water Company was incorporated on September 5, 1908.

Canawacta Water Supply Company was incorporated on November 24, 1899. On January 18, 1930, it acquired all of the franchises and property of The Susquehanna Water Company and The Lanesboro Water Company.

The Clark's Summit Water Company was incorporated on February 14, 1893. On May 1, 1929, it acquired all of the franchises and property of North Abington Water Company.

The Consumers Water Company of Montrose, Pa. was incorporated on August 31, 1892.

The Hallstead Water Company was incorporated on April 14, 1892. On January 18, 1930, it acquired all of the franchises and property of The Great Bend Water Company.

Moshannon Valley Water Company was originally incorporated in the name of The Citizens Water Company on July 21, 1904, by Agreement of Merger and Consolidation between The Citizens Water Company and The Philipsburg Water Company. On October 15, 1923, by Agreement of Consolidation and Merger between The Citizens Water Company, Cold Spring Water Company, The Some Water Company of South Philipsburg, The Peoples Water Company of Rush Township and Decatur Water Company,

The Citizens Water Company was reorganized. On February 21, 1928, the name of the company was changed to Citizens Water Service Company. On December 31, 1969, Moshannon Valley Water Company was formed by virtue of a Plan and Agreement of Merger between The Osceola Water Supply Co. and Morris Water Company with and into Citizens Water Service Company.

The Mountain City Water Company was incorporated on April 7, 1883. On December 17, 1915, its charter territory was extended to include Altamont. On December 7, 1916, its charter territory was extended to include Englewood. On February 24, 1938, it extended its charter territory into two tracts of land in West Mahanoy Township and New Castle Township.

Norristown Water Company was incorporated on April 6, 1925. On August 6, 1907, it acquired all of the property and rights of Norristown Insurance and Water Company. On March 29, 1963, The Bridgeport Water Company, Inter-Township Water Company, Providence Water Supply Company, West Norriton Water Company and Whitpain Water Company were merged with and into Norristown Water Company by virtue of an Agreement of Merger. On February 12, 1970, the Company acquired all of the assets and franchises of Worcester Township Water Company.

Northumberland Water Company was incorporated on July 29, 1892.

Palmyra Water Company was formed on January 27, 1921. On November 8, 1929, the company acquired all of the franchises and property of Londonderry Water Company. On November 7, 1930, the name of the Company was changed to Palmyra Water Company.

The Thompson Borough Water Company was originally incorporated on July 24, 1891.

Yardley Water Company was originally incorporated on December 19, 1900. On July 9, 1954, it extended its charter territory into a certain tract of land in Falls Township adjacent to Lower Makefield Township. On December 8, 1954, it extended its charter territory into a certain tract of land in an additional area of Falls Township adjacent to Lower Makefield Township. The latter two tracts of land were generally known as Pennsbury Heights. On November 27, 1956, it extended its charter territory into a certain tract of land in Falls Township adjacent to Lower Makefield Township known as Glen Ridge Estates. On April 16, 1958, the Company's name was changed from Yardley Water and Power Company to Yardley Water Company. In 1961, the Company's charter territory was extended into a tract of land on the west side of Makefield Road in Falls Township generally known as Mayfair Farms, Inc. On September 10, 1964, the Company extended its charter territory into an additional tract of land in Falls Township known as Woods' End Park, Inc.

On June 25, 1982, all the waterworks property and rights of Hershey Water Company were merged into Keystone Water Company and Keystone began to offer or furnish service to the public in the Town of Hershey and portions of the villages of Hockersville and Swatara, Dauphin County.

On July 11, 1985, Keystone Water Company acquired the distribution system of Annville Township Authority and began to offer or furnish water service to the public in additional portions of Annville, North Annville and South Annville Townships, Lebanon County.

The Citizens Water Company was reorganized. On February 21, 1928, the name of the company was changed to Citizens Water Service Company. On December 31, 1969, Moshannon Valley Water Company was formed by virtue of a Plan and Agreement of Merger between The Osceola Water Supply Co. and Morris Water Company with and into Citizens Water Service Company.

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On July 11, 1985, Keystone Water Company acquired the distribution system of Annville Township Authority and began to offer or furnish water service to the public in additional portions of Annville, North Annville and South Annville Townships, Lebanon County.

Attached : \_\_\_\_\_ is a description of the service territory of Keystone Water Company which it has acquired over the years as the result of the various acquisitions and mergers described above.

KEYSTONE WATER COMPANY

Keystone Water Company is a corporation organized under the Act of April 29, 1874, P.L. 73, known as the Corporation Act of 1874, pursuant to Letters Patent duly granted September 27, 1899, for the purpose of supplying water to the public in the Township of White Deer, Union County, Pennsylvania. As a result of various subsequent extensions of its charter and Commission certificate authority, Keystone Water Company now possesses all requisite charter and Commission certificate authority to furnish water service to the public, and is presently furnishing water service to the public, in the following municipalities:

All, or portions of, the Boroughs of Milton and Watsontown, the Townships of Delaware, West Chillisquaque and Turbot in Northumberland County, Pennsylvania, and the Borough of Lewisburg, the Townships of East Buffalo, Buffalo, Kelly and White Deer, Union County, Pennsylvania;

All, or portions of, the Boroughs of Bangor and Roseto, the Township of Upper Mt. Bethel and adjacent territory in Washington and Plainfield Townships, Northampton County, Pennsylvania;

All, or portions of, the Borough of Berwick and adjacent territory in Briarcreek Township, Columbia County, Pennsylvania, and the Borough of Nescopeck and adjacent territory in Salem Township, Luzerne County, Pennsylvania;

All, or portions of, the Borough of Biglerville and adjacent territory in Butler Township, Adams County, Pennsylvania;

All, or portions of, the Boroughs of Susquehanna and Lanesboro and adjacent territory in Oakland and Harmony Townships, Susquehanna County, Pennsylvania;

All, or portions of, the Boroughs of Clark's Summit, Dalton, Clarks Green and adjacent territory in Abington Township, South Abington Township and Glenburn Township, Lackawanna County, Pennsylvania;

All, or portions of, the Borough of Montrose, the Township of Bridgewater, Susquehanna County, Pennsylvania;

All, or portions of, the Boroughs of Hallstead and Great Bend and adjacent territory in Great Bend Township, Susquehanna County, Pennsylvania;

All, or portions of, the Boroughs of Philipsburg and South Philipsburg, the Township of Rush, Centre County, Pennsylvania, and the Boroughs of Osceola Mills and Chester Hill, the Townships of Decatur and Morris, Clearfield County, Pennsylvania;

All, or portions of, the Borough of Frackville and adjacent territory in West Mahanoy, Butler and New Castle Townships, Schuylkill County, Pennsylvania;

All, or portions of, the Boroughs of Norristown and Bridgeport, the Townships of Whitpain, West Norriton, Worcester, Plymouth, Lower Providence, East Norriton and Upper Merion, Montgomery County, Pennsylvania;

All, or portions of, the Borough of Northumberland and adjacent territory in Point Township, Northumberland County, Pennsylvania;

All, or portions of, the Borough of Palmyra and adjacent territory in Annville, North Annville, South Annville and North Londonderry Townships, in Lebanon County, Pennsylvania, and the Townships of Derry and South Hanover in Dauphin County.

All, or portions of, the Borough of Thompson, Susquehanna County, Pennsylvania;

All, or portions of, the Borough of Yardley and adjacent territory in Lower Makefield Township and Falls Township, Bucks County, Pennsylvania.

## RIVERTON CONSOLIDATED WATER COMPANY

## BALANCE SHEET

## ASSETS

	<u>JUN 30, 1986</u>	<u>JUN 30, 1985</u>
Utility plant -----	\$ 20,694,714	\$ 18,758,161
Construction work in progress -----	154,308	256,964
Accumulated depreciation -----	2,240,178CR	1,858,834CR
Utility plant acquisition adjustments -----	10,931CR	
Other utility plant adjustments -----		
	<u>18,597,913</u>	<u>17,156,291</u>
Nonutility property -----	216	216
Other investments -----	1,500	1,500
Current assets		
Cash and cash equivalents -----	3,975	50,794
Temporary investments -- at cost plus accrued interest -----		225,295
Customer accounts receivable -----	377,826	337,432
Allowance for uncollectible accounts -----	12,355CR	11,523CR
Unbilled revenues -----	780,331	737,803
Federal income tax refund due from associated company -----		
Miscellaneous receivables -----	24,376	1,766
Materials and supplies -- at average cost -----	89,536	117,042
Other -----	158,043	171,233
	<u>1,421,732</u>	<u>1,629,842</u>
Deferred debits		
Debt and preferred stock expense -----	46,797	54,576
Expense of rate proceedings -----	9,392	41,364
Preliminary survey and investigation charges -----		
PREMATURE PROPERTY RETIREMENTS		
Other -----	86,301	95,459
	<u>142,490</u>	<u>191,399</u>
	<u>\$ 20,163,851</u>	<u>\$ 18,979,248</u>

## CAPITAL AND LIABILITIES

Common stock -----	\$ 1,819,600	\$ 1,819,600
Paid-in capital -----	1,302,400	1,302,400
Retained earnings -----	3,184,052	3,008,482
	<u>6,306,052</u>	<u>6,130,482</u>
Total common equity -----		
Preferred stock -----	561,500	578,000
Long-term debt -----	6,913,000	6,930,000
Total capitalization -----	<u>13,780,552</u>	<u>13,638,482</u>
Current liabilities		
Bank debt -- pending issuance of securities -----	316,000	
Current portion of long-term debt -----	17,000	17,000
Accounts payable -----	188,735	326,974
Taxes accrued -----	135,387	113,968
Interest accrued -----	159,346	159,378
Customer deposits -----	1,024	
Dividends declared -----	10,188	10,485
Other -----	188,864	224,421
	<u>1,016,544</u>	<u>852,226</u>
Deferred credits		
Customer advances for construction -----	2,111,331	1,577,367
Deferred income taxes -----	552,976	360,717
Deferred investment tax credits -----	665,934	568,610
Other -----		3,839CR
	<u>3,330,241</u>	<u>2,502,855</u>
Contributions in aid of construction -----	2,036,514	1,985,685
	<u>\$ 20,163,851</u>	<u>\$ 18,979,248</u>

RIVERTON CONSOLIDATED WATER COMPANY

KEYSTONE WATER COMPANY

BALANCE SHEET

ASSETS

	<u>JUN 30, 1986</u>	<u>JUN 30, 1985</u>
Utility plant -----	\$ 71,731,566	\$ 64,808,172
Construction work in progress -----	1,818,160	924,233
Accumulated depreciation -----	6,331,031CR	5,514,599CR
Utility plant acquisition adjustments -----	44,180CR	42,679CR
Other utility plant adjustments -----	<u>67,174,515</u>	<u>60,175,127</u>
Nonutility property -----	92,706	259,138
Other investments -----	<u>                    </u>	<u>                    </u>
Current assets		
Cash and cash equivalents -----	12,690	12,649
Temporary investments — at cost plus accrued interest -----	<u>                    </u>	<u>                    </u>
Customer accounts receivable -----	1,276,241	1,636,323
Allowance for uncollectible accounts -----	80,530CR	91,144CR
Unbilled revenues -----	2,708,723	2,667,411
Federal income tax refund due from associated company -----	274,304	<u>                    </u>
Miscellaneous receivables -----	36,567	92,599
Materials and supplies — at average cost -----	367,284	336,184
Other -----	<u>478,051</u>	<u>529,492</u>
	<u>5,073,330</u>	<u>5,183,514</u>
Deferred debits		
Debt and preferred stock expense -----	191,300	170,631
Expense of rate proceedings -----	133,631	116,863
Preliminary survey and investigation charges -----	<u>                    </u>	<u>                    </u>
PREMATURE PROPERTY RETIREMENTS		
Other -----	<u>310,206</u>	<u>397,887</u>
	<u>635,137</u>	<u>685,381</u>
	<u>\$ 72,975,688</u>	<u>\$ 66,303,160</u>

CAPITAL AND LIABILITIES

Common stock -----	\$ 4,465,875	\$ 4,465,875
Paid-in capital -----	1,639,383	1,639,381
Retained earnings -----	17,528,214	17,111,750
Total common equity -----	<u>23,633,472</u>	<u>23,217,006</u>
Preferred stock -----	784,000	802,000
Long-term debt -----	<u>28,360,000</u>	<u>22,537,000</u>
Total capitalization -----	<u>52,777,472</u>	<u>46,556,006</u>
Current liabilities		
Bank debt — pending issuance of securities -----	652,000	2,274,000
Current portion of long-term debt -----	177,000	178,000
Accounts payable -----	1,144,693	689,800
Taxes accrued -----	201,455	269,268
Interest accrued -----	913,031	652,735
Customer deposits -----	11,965	97,901
Dividends declared -----	14,523	14,873
Other -----	<u>796,092</u>	<u>936,202</u>
	<u>3,910,759</u>	<u>5,112,779</u>
Deferred credits		
Customer advances for construction -----	6,993,773	6,260,628
Deferred income taxes -----	1,175,612	873,324
Deferred investment tax credits -----	2,386,145	1,934,846
Other -----	<u>2,727CR</u>	<u>42,874</u>
	<u>10,552,803</u>	<u>9,111,672</u>
Contributions in aid of construction -----	<u>5,734,654</u>	<u>5,522,703</u>
	<u>\$ 72,975,688</u>	<u>\$ 66,303,160</u>

KEYSTONE WATER COMPANY

RIVERTON CONSOLIDATED WATER COMPANY

STATEMENT OF INCOME AND RETAINED EARNINGS

	TWELVE Months to date	JUN 30, 1986	JUN 30, 1985
OPERATING REVENUES		\$ 5,620,560	\$ 4,729,336
OPERATING EXPENSES			
Operation and maintenance		2,753,999	2,556,236
Depreciation		360,605	230,652
Taxes on operating income			
General		214,287	220,888
State income		120,532	42,315
Federal income		621,368	283,520
		<u>4,070,791</u>	<u>3,333,611</u>
UTILITY OPERATING INCOME		<u>1,549,769</u>	<u>1,395,725</u>
OTHER INCOME			
Allowance for funds used during construction		5,687	16,140
Miscellaneous other income		6,007	776,448 *
		<u>1,561,463</u>	<u>2,188,313</u>
OTHER DEDUCTIONS			
Amortization of preferred stock expense		236	236
Amortization of utility plant adjustments			
Miscellaneous other deductions		2,335	85,569
Taxes on other income and deductions			
General		4	8,005CR
State income		20	31,078CR
		<u>2,595</u>	<u>46,722</u>
INCOME BEFORE INTEREST CHARGES		<u>1,558,868</u>	<u>2,141,591</u>
INTEREST CHARGES			
Interest on long-term debt		638,738	640,501
Amortization of debt expense		7,544	7,589
Interest on bank debt		7,465	74,143
Other interest			
		<u>653,747</u>	<u>722,233</u>
NET INCOME		<u>905,121</u>	<u>1,419,358</u>
RETAINED EARNINGS AT BEGINNING OF PERIOD		<u>3,008,482</u>	<u>2,016,418</u>
		<u>3,913,603</u>	<u>3,435,776</u>
DIVIDENDS			
Preferred stock		41,380	42,567
Common stock		688,173	384,727
		<u>729,553</u>	<u>427,294</u>
RETAINED EARNINGS AT END OF PERIOD		<u>\$ 3,184,050</u>	<u>\$ 3,008,482</u>

RIVERTON CONSOLIDATED WATER COMPANY 12 MONTHS ENDED JUN 30, 1986

\*Included extraordinary item resulting from accumulated depreciation adjustment of \$767,312.

KEYSTONE WATER COMPANY

STATEMENT OF INCOME AND RETAINED EARNINGS

	TWELVE Months to date	JUN 30, 1986	JUN 30, 1985
OPERATING REVENUES		\$ 20,618,754	\$ 19,135,002
OPERATING EXPENSES			
Operation and maintenance		11,578,811	10,605,494
Depreciation		1,076,337	812,678
Taxes on operating income			
General		1,095,363	887,581
State income		245,865	280,019
Federal income		1,489,360	1,472,765
		<u>15,485,736</u>	<u>14,058,537</u>
UTILITY OPERATING INCOME		5,133,018	5,076,465
OTHER INCOME			
Allowance for funds used during construction		53,307	45,420
Miscellaneous other income		102,707	4,945,562*
GAIN (LOSS) ON SALE OF PROPERTY			3,900
		<u>5,289,032</u>	<u>10,071,347</u>
OTHER DEDUCTIONS			
Amortization of preferred stock expense		250	250
Amortization of utility plant adjustments		10,070	33,352
Miscellaneous other deductions			
Taxes on other income and deductions			
General		9,203	8,559
State income		4,514	3,254CR
Federal income		19,999	13,629CR
		<u>44,036</u>	<u>25,278</u>
INCOME BEFORE INTEREST CHARGES		5,244,996	10,046,069
INTEREST CHARGES			
Interest on long-term debt		2,711,233	2,162,140
Amortization of debt expense		28,927	25,378
Interest on bank debt		42,207	142,331
Other interest		3,437	2,628
		<u>2,785,804</u>	<u>2,332,477</u>
NET INCOME		2,459,192	7,713,592
RETAINED EARNINGS AT BEGINNING OF PERIOD		17,111,750	11,201,925
		<u>19,570,942</u>	<u>18,915,517</u>
DIVIDENDS			
Preferred stock		58,809	60,208
Common stock		1,983,920	1,743,558
		<u>2,042,729</u>	<u>1,803,766</u>
RETAINED EARNINGS AT END OF PERIOD		\$ 17,528,213	\$ 17,111,751

KEYSTONE WATER COMPANY

12 MONTHS ENDED JUN 30, 1986

\*Includes extraordinary item resulting from accumulated depreciation adjustment of \$4,940,974.

AGREEMENT AND PLAN OF MERGER

THIS IS AN AGREEMENT AND PLAN OF MERGER dated as of February 28, 1986, between KEYSTONE WATER COMPANY, a Pennsylvania corporation ("Keystone") and RIVERTON CONSOLIDATED WATER COMPANY, a Pennsylvania corporation ("Riverton").

The Boards of Directors of Keystone and Riverton deeming it to be advantageous to their respective corporations and their stockholders, have duly approved this Agreement and its execution. Accordingly, the parties hereto agree as follows:

1. Merger. Riverton shall merge into Keystone (the "Merger") pursuant to provisions of the Pennsylvania Business Corporation Law (Act of May 5, 1933, P.L. 364, as amended) (the "BCL") on the terms and subject to the conditions and requirements hereinafter stated. The separate existence of Riverton shall cease and Keystone shall be the surviving corporation and shall continue its existence under Pennsylvania law. Without limitation upon the effect of the Merger as provided by law, all the rights, powers, privileges, franchises and property, real, personal and mixed, of Riverton shall be transferred to and vested in Keystone without any further act or deed or any order or decree of any court or other tribunal.

2. Name. Upon the Merger becoming effective, the name of the surviving corporation shall be changed to "Pennsylvania American Water Company."

3. Directors and Officers. Upon the Merger becoming effective, the Board of Directors of the surviving corporation shall consist of seven persons who shall be the persons who were members of the Board of Directors of Keystone and Riverton immediately prior to the Merger. The respective terms of office of such persons shall expire on the dates that their terms of office as directors of Keystone and Riverton were to expire. The officers of Keystone and Riverton at the time the Merger becomes effective shall hold the same offices in the surviving corporation. The names of the directors and officers of the surviving corporation are as follows. Their address is 800 West Hersheypark Drive, Hershey, Pennsylvania 17033.

<u>Name</u>	<u>Office(s)</u>
J. James Barr	Director
W. K. Gemmill	Director
G. W. Johnstone	Director
J. V. LaFrankie	Director
Marilyn W. Lewis	Director
L. D. Mellendorf	Director
G. C. Smith	Director and President

Richard D. Hugus	Vice President and Treasurer
J. C. Downs	Vice President
M. D. Klein	Secretary
E. J. Patterson, Jr.	Assistant Secretary
E. A. Owens	Assistant Treasurer
R. W. Freeston	Comptroller
P. A. Mecca	Assistant Comptroller

4. Conversion of Stock. Upon the merger becoming effective:

(a) The total number of shares of the Common Stock of Riverton, par value \$50.00 per share ("Riverton Common Stock"), issued and outstanding immediately prior to the Merger, shall, without any action on the part of the holder thereof, become and be converted into 95,001 shares of Keystone Common Stock, no par value, and outstanding certificates representing shares of Riverton Common Stock shall be exchanged by the holder thereof, after the Merger becomes effective, for a new certificate for the appropriate number of shares bearing the name of the surviving corporation;

(b) Each share of Preferred Stock, par value \$100.00 per share, of Keystone ("Preferred Stock"), and each share of Preference Stock, par value \$100.00 per share, of Keystone ("Preference Stock"), issued and outstanding immediately prior to the Merger shall be and shall continue to be one share of Preferred Stock or Preference Stock, as the case may be, of the surviving corporation;

(c) Each share of Preferred Stock, par value \$100.00 per share, of Riverton issued and outstanding immediately prior to the merger shall, without any action on the part of the holder thereof, become and be converted into preferred shares of Keystone Preferred Stock, \$100 par value per share, and shall continue to be one share of Preferred Stock of the surviving corporation.

(d) All authorized shares of Keystone Preferred Stock and Preference Stock shall continue to be authorized after the Merger; and

(e) After the Merger the surviving corporation will not have any authorized class of shares ranking prior to or on a parity with the Preferred Stock or the Preference Stock, except such as were authorized immediately preceding the Merger.

5. Dissenters' Rights. The rights and remedies of a dissenting stockholder under Sections 1515 and 1908 of the BCL shall be afforded to any holder of Keystone Common Stock, Preferred Stock or Preference Stock and Riverton Common Stock or Preferred Stock who objects to this Agreement and who takes the steps necessary to perfect his rights. Keystone and Riverton will make whatever payments are to be made to such dissenting stockholders in the exercise of such rights.

6. Conditions Precedent. The Merger shall take place only if:

(a) The Pennsylvania Public Utility Commission issues a certificate of public convenience approving the transactions contemplated by this Agreement and all other requirements prescribed by law are satisfied; and

(b) This Agreement is approved by (i) the holders of a majority of the outstanding Keystone Preferred Stock, Preference Stock and Keystone Common Stock entitled to vote on the Merger, taken together, and (ii) the holders of a majority of the outstanding Riverton Preferred and Common Stock entitled to vote on the merger, taken together.

7. Modification and Termination. Notwithstanding the fact that the conditions set forth in paragraph 6 hereof may have been satisfied, at any time before the Merger becomes effective, (a) this Agreement may be modified in any manner not inconsistent with its general purpose by the Boards of Directors of Keystone and Riverton; (b) this Agreement may be terminated by the Board of Directors of Keystone if because of the number of shares of Keystone Common Stock, Preferred Stock and Preference Stock exercising dissenters' rights or for any other reason it shall appear that the consummation of the Agreement would be inadvisable, in which event this Agreement shall be void and of no further effect; and (c) this Agreement may be terminated by the Board of Directors of Riverton if because of the number of shares of Riverton Common Stock or Preferred Stock exercising dissenters' rights or for any other reason it shall appear that the consummation of the Agreement would be inadvisable, in which event this Agreement shall be void and of no further effect.

8. Effective Date. The Merger shall take effect upon the approval of this Agreement by the Pennsylvania Department of State evidenced by the issuance of a certificate of merger.

Executed as of the day and year first above written.

ATTEST:

KEYSTONE WATER COMPANY

M. Klein  
Secretary

By:

[Signature]  
President

[Corporate Seal]

ATTEST:

RIVERTON CONSOLIDATED WATER COMPANY

M. Klein  
Secretary

By:

[Signature]  
President

[Corporate Seal]

## PRO FORMA KEYSTONE AND RIVERTON

## BALANCE SHEET

ASSETS	JUN 30, 1986	JUN 30, 1985
Utility plant -----	\$ 92,426,280	\$ 83,566,333
Construction work in progress -----	1,972,468	1,181,197
Accumulated depreciation -----	8,571,209CR	7,373,433CR
Utility plant acquisition adjustments -----	55,111CR	42,679CR
Other utility plant adjustments -----		
	<u>85,772,428</u>	<u>77,331,418</u>
Nonutility property -----	92,922	259,354
Other investments -----	1,500	1,500
Current assets		
Cash and cash equivalents -----	16,665	63,443
Temporary investments -- at cost plus accrued interest -----		225,295
Customer accounts receivable -----	1,654,067	1,973,755
Allowance for uncollectible accounts -----	92,885CR	102,667CR
Unbilled revenues -----	3,489,054	3,405,214
Federal income tax refund due from associated company -----	274,304	
Miscellaneous receivables -----	60,943	94,365
Materials and supplies -- at average cost -----	456,820	453,226
Other -----	636,094	700,725
	<u>6,495,062</u>	<u>6,813,356</u>
Deferred debits		
Debt and preferred stock expense -----	238,097	225,207
Expense of rate proceedings -----	143,023	158,227
Preliminary survey and investigation charges -----		
<b>PREMATURE PROPERTY RETIREMENTS</b>		
Other -----	396,507	493,346
	<u>777,627</u>	<u>876,780</u>
	<u>\$ 93,139,539</u>	<u>\$ 85,282,408</u>
<b>CAPITAL AND LIABILITIES</b>		
Common stock -----	\$ 6,285,475	\$ 6,285,475
Paid-in capital -----	2,941,783	2,941,781
Retained earnings -----	20,712,266	20,120,232
<b>Total common equity</b> -----	<b>29,939,524</b>	<b>29,347,488</b>
Preferred stock -----	1,345,500	1,380,000
Long-term debt -----	35,273,000	29,467,000
<b>Total capitalization</b> -----	<b>66,558,024</b>	<b>60,194,488</b>
Current liabilities		
Bank debt -- pending issuance of securities -----	968,000	2,274,000
Current portion of long-term debt -----	194,000	195,000
Accounts payable -----	1,333,428	1,016,774
Taxes accrued -----	336,842	383,236
Interest accrued -----	1,072,377	812,113
Customer deposits -----	12,989	97,901
Dividends declared -----	24,711	25,358
Other -----	984,956	1,160,623
	<u>4,927,303</u>	<u>5,965,005</u>
Deferred credits		
Customer advances for construction -----	9,105,104	7,837,995
Deferred income taxes -----	1,728,588	1,234,041
Deferred investment tax credits -----	3,052,079	2,503,456
Other -----	2,727CR	39,035
	<u>13,883,044</u>	<u>11,614,527</u>
Contributions in aid of construction -----	7,771,168	7,508,388
	<u>\$ 93,139,539</u>	<u>\$ 85,282,408</u>

PRO FORMA KEYSTONE AND RIVERTON

PRO FORMA KEYSTONE AND RIVERTON

STATEMENT OF INCOME AND RETAINED EARNINGS

	TWELVE Months to date	JUN 30, 1986	JUN 30, 1985
OPERATING REVENUES		\$ 26,239,314	\$ 23,864,338
OPERATING EXPENSES			
Operation and maintenance		14,332,810	13,161,730
Depreciation		1,436,942	1,043,330
Taxes on operating income			
General		1,309,650	1,108,469
State income		366,397	322,334
Federal income		2,110,728	1,756,285
		<u>19,556,527</u>	<u>17,392,148</u>
UTILITY OPERATING INCOME		6,682,787	6,472,190
OTHER INCOME			
Allowance for funds used during construction		58,994	61,560
Miscellaneous other income		108,714	5,722,010 *
GAIN (LOSS) ON SALE OF PROPERTY			3,900
		<u>6,850,495</u>	<u>12,259,660</u>
OTHER DEDUCTIONS			
Amortization of preferred stock expense		486	486
Amortization of utility plant adjustments			
Miscellaneous other deductions		12,405	118,921
Taxes on other income and deductions			
General		9,203	8,559
State income		4,518	11,259CR
Federal income		20,019	44,707CR
		<u>46,631</u>	<u>72,000</u>
INCOME BEFORE INTEREST CHARGES		6,803,864	12,187,660
INTEREST CHARGES			
Interest on long-term debt		3,349,971	2,802,641
Amortization of debt expense		36,471	32,967
Interest on bank debt		49,672	216,474
Other interest		3,437	2,628
		<u>3,439,551</u>	<u>3,054,710</u>
NET INCOME		3,364,313	9,132,950
RETAINED EARNINGS AT BEGINNING OF PERIOD		20,120,232	13,218,343
		<u>23,484,545</u>	<u>22,351,293</u>
DIVIDENDS			
Preferred stock		100,189	102,775
Common stock		2,672,093	2,128,285
		<u>2,772,282</u>	<u>2,231,060</u>
RETAINED EARNINGS AT END OF PERIOD		\$ 20,712,263	\$ 20,120,233

PRO FORMA KEYSTONE AND RIVERTON 12 MONTHS ENDED JUN 30, 1986

\*Includes extraordinary item resulting from accumulated depreciation adjustment of \$5,708,286.

Tentative journal entries that Keystone will make to record the merger in its accounts.

MERGER OF RIVERTON CONSOLIDATED WATER COMPANY  
WITH AND INTO KEYSTONE WATER COMPANY

JOURNAL ENTRIES RECORDING MERGER  
AS OF JUNE 30, 1986

Other Investments	\$6,306,052	
Common Stock		\$1,191,625
Paid-in Capital		5,114,427

Issue 95,330 shares of Keystone Water Company stock in exchange for 36,392 shares of Riverton Consolidated Water Company common stock.

Paid-in Capital (Keystone Water Company)	\$3,184,052	
Common Stock (Riverton Consolidated Water Company)	1,819,600	
Paid-in Capital (Riverton Consolidated Water Company)	1,302,400	
Retained Earnings (Riverton Consolidated Water Company)	3,184,052	
Other Investments (Keystone Water Company)		\$6,306,052
Retained Earnings (Keystone Water Company)		3,184,052

Record merger of Riverton Consolidated Water Company with and into Keystone Water Company and cancellation of 36,392 shares of Riverton common stock.

Minutes of Regular Meeting of the Board of Directors

Directors'  
4/30/86

of Riverton Consolidated Water Company

Page No.

held at American Water Works Company, Inc., 3908 Kennett Pike,

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at 8:30 Wilmington, Delaware  
A. M. o'clock, on Wednesday, April 30, 1986

Present: J. James Barr                      J.V. LaFrankie  
          W.K. Gemmill                        L.D. Mellendorf  
          G.W. Johnstone                     G.C. Smith

*constituting a majority and quorum of the Board of Directors necessary for the transaction of business.*

Also present: R.E. Harner                M.D. Klein  
                  R.D. Hugus                    R.M. Ross

Mr. G.C. Smith, President of the Company, called the meeting to order and presided as Chairman, and Mr. M.D. Klein, Secretary of the Company, acted as Secretary of the meeting.

The minutes of the meeting of the Board of Directors held on February 28, 1986 were presented to the meeting, and on motion duly made and seconded, the following resolution was adopted:

RESOLVED, that the minutes of the meeting of the Board of Directors held on February 28, 1986 be and the same hereby are approved in the form presented to this meeting.

The Company's financial statements were reviewed and discussed. As a part of this review, the Company's current financial position as it relates to its available funds, temporary debt and its current construction budget was also discussed.

The Chairman recommended that the Board declare the regular quarterly dividend on the preferred stock and a dividend on the common stock of this Company. The Board then considered the earnings of the Company, the earned surplus of the Company available for dividends and the cash position of the Company.

After discussion, the following resolutions were introduced and, on motion duly made and seconded, unanimously adopted:

RESOLVED, that out of earned surplus of the Company a dividend of \$1.225 per share on the 4.90% Cumulative Preferred Stock of the Company, being the regular quarterly dividend for the period ending June 30, 1986, be and hereby is declared payable on July 1, 1986, to stockholders of record at the close of business on June 10, 1986.

RESOLVED, that out of earned surplus of the Company a dividend of \$2.3375 per share on the 9.35% Cumulative Preferred Stock of the Company, being the regular quarterly dividend for the period ending June 30, 1986, be and hereby is declared payable on July 1, 1986, to stockholders of record at the close of business on June 10, 1986.

RESOLVED, that out of earned surplus of the Company a dividend of \$4.45 per share on the Common Capital Stock of this Company be and hereby is declared payable on June 27, 1986, to stockholders of record at the close of business on June 17, 1986.

The rate case status report was reviewed and discussed by the Board.

The operations report of the Company was reviewed and discussed.

The Chairman advised the Board that as of the date of this meeting, there is no pending litigation in which the Company is a party.

The Chairman reported to the Board regarding the Company's Affirmative Action Program, which was reviewed, discussed and reaffirmed by the Board.

The budget project status report was reviewed and discussed by the Board.

The Chairman presented a status report of the Company's proposed acquisition of the Summerdale Water Company. He reported that Public Utility Commission approval of the Application was granted by an Order adopted on March 12 and entered March 27. The closing on the water system purchase is planned for May 16.

The Chairman discussed with the Board the proposed merger of the Company with and into Keystone Water Company. The Chairman recommended that the merger be accomplished pursuant to the Agreement and Plan of Merger which was submitted to the Board and filed with the minutes of the meeting. In addition, he recommended that the Officers of the Company be authorized to take any and all appropriate action to effectuate the merger. After a discussion and upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the merger of the Company with and into Keystone Water Company be and it is hereby authorized and approved. Further, the Agreement and Plan of Merger is approved and the Officers of the Company are hereby authorized to take any and all appropriate action to effectuate the merger.

After a general discussion of the operations of the Company, and upon motion duly made, seconded and unanimously adopted, the meeting adjourned.

  
Secretary

AGREEMENT AND PLAN OF MERGER

THIS IS AN AGREEMENT AND PLAN OF MERGER dated as of February 28, 1986, between KEYSTONE WATER COMPANY, a Pennsylvania corporation ("Keystone") and RIVERTON CONSOLIDATED WATER COMPANY, a Pennsylvania corporation ("Riverton").

The Boards of Directors of Keystone and Riverton deeming it to be advantageous to their respective corporations and their stockholders, have duly approved this Agreement and its execution. Accordingly, the parties hereto agree as follows:

1. Merger. Riverton shall merge into Keystone (the "Merger") pursuant to provisions of the Pennsylvania Business Corporation Law (Act of May 5, 1933, P.L. 364, as amended) (the "BCL") on the terms and subject to the conditions and requirements hereinafter stated. The separate existence of Riverton shall cease and Keystone shall be the surviving corporation and shall continue its existence under Pennsylvania law. Without limitation upon the effect of the Merger as provided by law, all the rights, powers, privileges, franchises and property, real, personal and mixed, of Riverton shall be transferred to and vested in Keystone without any further act or deed or any order or decree of any court or other tribunal.

2. Name. Upon the Merger becoming effective, the name of the surviving corporation shall be changed to "Pennsylvania American Water Company."

3. Directors and Officers. Upon the Merger becoming effective, the Board of Directors of the surviving corporation shall consist of seven persons who shall be the persons who were members of the Board of Directors of Keystone and Riverton immediately prior to the Merger. The respective terms of office of such persons shall expire on the dates that their terms of office as directors of Keystone and Riverton were to expire. The officers of Keystone and Riverton at the time the Merger becomes effective shall hold the same offices in the surviving corporation. The names of the directors and officers of the surviving corporation are as follows. Their address is 800 West Hersheypark Drive, Hershey, Pennsylvania 17033.

<u>Name</u>	<u>Office(s)</u>
J. James Barr	Director
W. K. Gemmill	Director
G. W. Johnstone	Director
J. V. LaFrankie	Director
Marilyn W. Lewis	Director
L. D. Mellendorf	Director
G. C. Smith	Director and President

Richard D. Hugus	Vice President and Treasurer
J. C. Downs	Vice President
M. D. Klein	Secretary
E. J. Patterson, Jr.	Assistant Secretary
E. A. Owens	Assistant Treasurer
R. W. Freeston	Comptroller
P. A. Mecca	Assistant Comptroller

4. Conversion of Stock. Upon the merger becoming effective:

(a) The total number of shares of the Common Stock of Riverton, par value \$50.00 per share ("Riverton Common Stock"), issued and outstanding immediately prior to the Merger, shall, without any action on the part of the holder thereof, become and be converted into 95,001 shares of Keystone Common Stock, no par value, and outstanding certificates representing shares of Riverton Common Stock shall be exchanged by the holder thereof, after the Merger becomes effective, for a new certificate for the appropriate number of shares bearing the name of the surviving corporation;

(b) Each share of Preferred Stock, par value \$100.00 per share, of Keystone ("Preferred Stock"), and each share of Preference Stock, par value \$100.00 per share, of Keystone ("Preference Stock"), issued and outstanding immediately prior to the Merger shall be and shall continue to be one share of Preferred Stock or Preference Stock, as the case may be, of the surviving corporation;

(c) Each share of Preferred Stock, par value \$100.00 per share, of Riverton issued and outstanding immediately prior to the merger shall, without any action on the part of the holder thereof, become and be converted into preferred shares of Keystone Preferred Stock, \$100 par value per share, and shall continue to be one share of Preferred Stock of the surviving corporation.

(d) All authorized shares of Keystone Preferred Stock and Preference Stock shall continue to be authorized after the Merger; and

(e) After the Merger the surviving corporation will not have any authorized class of shares ranking prior to or on a parity with the Preferred Stock or the Preference Stock, except such as were authorized immediately preceding the Merger.

5. Dissenters' Rights. The rights and remedies of a dissenting stockholder under Sections 1515 and 1908 of the BCL shall be afforded to any holder of Keystone Common Stock, Preferred Stock or Preference Stock and Riverton Common Stock or Preferred Stock who objects to this Agreement and who takes the steps necessary to perfect his rights. Keystone and Riverton will make whatever payments are to be made to such dissenting stockholders in the exercise of such rights.

6. Conditions Precedent. The Merger shall take place only if:

(a) The Pennsylvania Public Utility Commission issues a certificate of public convenience approving the transactions contemplated by this Agreement and all other requirements prescribed by law are satisfied; and

(b) This Agreement is approved by (i) the holders of a majority of the outstanding Keystone Preferred Stock, Preference Stock and Keystone Common Stock entitled to vote on the Merger, taken together, and (ii) the holders of a majority of the outstanding Riverton Preferred and Common Stock entitled to vote on the merger, taken together.

7. Modification and Termination. Notwithstanding the fact that the conditions set forth in paragraph 6 hereof may have been satisfied, at any time before the Merger becomes effective, (a) this Agreement may be modified in any manner not inconsistent with its general purpose by the Boards of Directors of Keystone and Riverton; (b) this Agreement may be terminated by the Board of Directors of Keystone if because of the number of shares of Keystone Common Stock, Preferred Stock and Preference Stock exercising dissenters' rights or for any other reason it shall appear that the consummation of the Agreement would be inadvisable, in which event this Agreement shall be void and of no further effect; and (c) this Agreement may be terminated by the Board of Directors of Riverton if because of the number of shares of Riverton Common Stock or Preferred Stock exercising dissenters' rights or for any other reason it shall appear that the consummation of the Agreement would be inadvisable, in which event this Agreement shall be void and of no further effect.

8. Effective Date. The Merger shall take effect upon the approval of this Agreement by the Pennsylvania Department of State evidenced by the issuance of a certificate of merger.

Executed as of the day and year first above written.

ATTEST:

KEYSTONE WATER COMPANY

M. O. Klein  
Secretary

By:

[Signature]  
President

[Corporate Seal]

ATTEST:

RIVERTON CONSOLIDATED WATER COMPANY

M. O. Klein  
Secretary

By:

[Signature]  
President

[Corporate Seal]

*Minutes of Regular Meeting of the Board of Directors*

of Keystone Water Company

held at American Water Works Company, Inc., 3908 Kennett Pike,

Wilmington, Delaware  
at 9:00 A.M. o'clock, on Wednesday, April 30, 1986

Directors'  
4/30/86

Page No.

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*Present:* J. James Barr                      J.V. LaFrankie  
              W.K. Gemmill                      L.D. Mellendorf  
              G.W. Johnstone                     G.C. Smith

*constituting a majority and quorum of the Board of Directors necessary for the transaction of business.*

*Also present:* R.E. Harner                M.D. Klein  
                  R.D. Hugus                        R.M. Ross

Mr. G.C. Smith, President of the Company, called the meeting to order and presided as Chairman, and Mr. M.D. Klein, Secretary of the Company, acted as Secretary of the meeting.

The minutes of the meeting of the Board of Directors held on February 28, 1986 were presented to the meeting, and on motion duly made and seconded, the following resolution was adopted:

RESOLVED, that the minutes of the meeting of the Board of Directors held on February 28, 1986 be and the same hereby are approved in the form presented to this meeting.

The Company's financial statements were reviewed and discussed. As a part of this review, the Company's current financial position as it relates to its available funds, temporary debt and its current construction budget was also discussed.

The Chairman recommended that the Board declare the regular quarterly dividend on the preferred stock and a dividend on the common stock of this Company. The Board then considered the earnings of the Company, the earned surplus of the Company available for dividends and the cash position of the Company.

After discussion, the following resolutions were introduced and, on motion duly made and seconded, unanimously adopted:

RESOLVED, that out of earned surplus of the Company a dividend of \$1.45 per share on the 5.80% Preferred Stock of this Company, being the regular quarterly dividend for the period ending June 30, 1986, be and hereby is declared payable on July 1, 1986, to stockholders of record at the close of business on June 10, 1986.

RESOLVED, that out of earned surplus of the Company a dividend of \$2.4375 per share on the 9.75% Preferred Stock of this Company, being the regular quarterly dividend for the period ending June 30, 1986, be and hereby is declared payable on July 1, 1986, to stockholders of record at the close of business on June 10, 1986.

RESOLVED, that out of earned surplus of the Company a dividend of \$1.75 per share on the 7% Cumulative Preferred Stock of this Company, being the regular quarterly dividend for the period ending June 30, 1986, be and hereby is declared payable on July 1, 1986, to stockholders of record at the close of business on June 10, 1986.

RESOLVED, that out of earned surplus of the Company a dividend of \$1.196 per share on the Common Stock of this Company be and hereby is declared payable on June 27, 1986 to stockholders of record at the close of business on June 17, 1986.

The Chairman discussed the proposed financing to be entered into following the merger of the Company and Riverton Consolidated Water Company into Pennsylvania-American Water Company. He recommended that \$9 million in General Mortgage Bonds be issued on or about December 1, 1986, for 20 years, at 8.5% per year. After a general discussion, the Board authorized the Chairman to proceed with steps necessary to advance the proposed financing.

The rate case status report was reviewed and discussed by the Board.

The operations report of the Company was reviewed and discussed.

The litigation report was reviewed and discussed by the Board.

The Chairman reported to the Board regarding the Company's Affirmative Action Program, which was reviewed, discussed and reaffirmed by the Board.

The budget project status report was reviewed and discussed by the Board.

The Chairman requested approval from the Board for the following budget projects: Comprehensive Planning Study for Berwick and Riverton service areas and Comprehensive Plan for all districts of the Company; Hershey-Palmyra District—BP 86-4, Purchase Land for the Future Site of an Office and Distribution Center; BP 86-5, Design Office and Distribution Center.

After a general discussion and upon motion duly made and seconded, the budget projects were unanimously approved.

The Chairman presented a status report of the Company's proposed acquisition of the B&J Water Company. He reported that the Company's Application to the Pennsylvania Public Utility Commission was filed on March 31.

The Chairman discussed with the Board the proposed merger of Riverton Consolidated Water Company with and into the Company. The Chairman recommended that the merger be accomplished pursuant to the Agreement and Plan of Merger which was submitted to the Board and filed with the minutes of the meeting. In addition, he recommended that the Officers of the Company be authorized to take any and all appropriate action to effectuate the merger. After a discussion and upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the merger of Riverton Consolidated Water Company with and into the Company be and it is hereby authorized and approved. Further, the Agreement and Plan of Merger is approved and the Officers of the Company are hereby authorized to take any and all appropriate action to effectuate the merger.

The Chairman advised the Board that with the relocation of the Company's Hershey-Palmyra District office from 815 East Arch Street, Palmyra, to 5010 Lenker Street, Mechanicsburg, it was necessary to open a new corporate bank account.

After discussion, and upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that any of the officers of the Company be, and they hereby are, authorized and empowered to open a new corporate bank account for this Company with Dauphin Deposit Bank and Trust Company for the purpose of receiving items for deposit or collection; and further

RESOLVED, that all endorsements by this Company of checks, drafts and other instruments and orders for the payment of money deposited by or on behalf of this Company with such bank for credit or for collection may be made by any one of the individuals designated on the signature cards on file with said bank or by a hand-stamped impression in the name of this Company; and further

RESOLVED, that checks, drafts and other instruments and orders for the payment of money drawn to the order of this Company shall, when endorsed as provided in the foregoing resolution, be accepted by such bank only for deposit to the credit of this Company; and further

RESOLVED, that the Secretary or any Assistant Secretary of this Company be, and hereby is, authorized and empowered to

certify under the seal of this Company, and to deliver to said bank, a copy of these resolutions as evidence of its authority hereunder, and to deliver to said bank, from time to time, similarly certified, the names of the individuals authorized to endorse such checks, drafts and other instruments and orders for the payment of money, together with their specimen signatures and the specimen signatures of such individuals.

After a general discussion of the operations of the Company, and upon motion duly made, seconded and unanimously adopted, the meeting adjourned.

  
Secretary

AGREEMENT AND PLAN OF MERGER

THIS IS AN AGREEMENT AND PLAN OF MERGER dated as of February 28, 1986, between KEYSTONE WATER COMPANY, a Pennsylvania corporation ("Keystone") and RIVERTON CONSOLIDATED WATER COMPANY, a Pennsylvania corporation ("Riverton").

The Boards of Directors of Keystone and Riverton deeming it to be advantageous to their respective corporations and their stockholders, have duly approved this Agreement and its execution. Accordingly, the parties hereto agree as follows:

1. Merger. Riverton shall merge into Keystone (the "Merger") pursuant to provisions of the Pennsylvania Business Corporation Law (Act of May 5, 1933, P.L. 364, as amended) (the "BCL") on the terms and subject to the conditions and requirements hereinafter stated. The separate existence of Riverton shall cease and Keystone shall be the surviving corporation and shall continue its existence under Pennsylvania law. Without limitation upon the effect of the Merger as provided by law, all the rights, powers, privileges, franchises and property, real, personal and mixed, of Riverton shall be transferred to and vested in Keystone without any further act or deed or any order or decree of any court or other tribunal.

2. Name. Upon the Merger becoming effective, the name of the surviving corporation shall be changed to "Pennsylvania American Water Company."

3. Directors and Officers. Upon the Merger becoming effective, the Board of Directors of the surviving corporation shall consist of seven persons who shall be the persons who were members of the Board of Directors of Keystone and Riverton immediately prior to the Merger. The respective terms of office of such persons shall expire on the dates that their terms of office as directors of Keystone and Riverton were to expire. The officers of Keystone and Riverton at the time the Merger becomes effective shall hold the same offices in the surviving corporation. The names of the directors and officers of the surviving corporation are as follows. Their address is 800 West Hersheypark Drive, Hershey, Pennsylvania 17033.

<u>Name</u>	<u>Office(s)</u>
J. James Barr	Director
W. K. Gemmill	Director
G. W. Johnstone	Director
J. V. LaFrankie	Director
Marilyn W. Lewis	Director
L. D. Mellendorf	Director
G. C. Smith	Director and President

Richard D. Hugus	Vice President and Treasurer
J. C. Downs	Vice President
M. D. Klein	Secretary
E. J. Patterson, Jr.	Assistant Secretary
E. A. Owens	Assistant Treasurer
R. W. Freeston	Comptroller
P. A. Mecca	Assistant Comptroller

4. Conversion of Stock. Upon the merger becoming effective:

(a) The total number of shares of the Common Stock of Riverton, par value \$50.00 per share ("Riverton Common Stock"), issued and outstanding immediately prior to the Merger, shall, without any action on the part of the holder thereof, become and be converted into 95,001 shares of Keystone Common Stock, no par value, and outstanding certificates representing shares of Riverton Common Stock shall be exchanged by the holder thereof, after the Merger becomes effective, for a new certificate for the appropriate number of shares bearing the name of the surviving corporation;

(b) Each share of Preferred Stock, par value \$100.00 per share, of Keystone ("Preferred Stock"), and each share of Preference Stock, par value \$100.00 per share, of Keystone ("Preference Stock"), issued and outstanding immediately prior to the Merger shall be and shall continue to be one share of Preferred Stock or Preference Stock, as the case may be, of the surviving corporation;

(c) Each share of Preferred Stock, par value \$100.00 per share, of Riverton issued and outstanding immediately prior to the merger shall, without any action on the part of the holder thereof, become and be converted into preferred shares of Keystone Preferred Stock, \$100 par value per share, and shall continue to be one share of Preferred Stock of the surviving corporation.

(d) All authorized shares of Keystone Preferred Stock and Preference Stock shall continue to be authorized after the Merger; and

(e) After the Merger the surviving corporation will not have any authorized class of shares ranking prior to or on a parity with the Preferred Stock or the Preference Stock, except such as were authorized immediately preceding the Merger.

5. Dissenters' Rights. The rights and remedies of a dissenting stockholder under Sections 1515 and 1908 of the BCL shall be afforded to any holder of Keystone Common Stock, Preferred Stock or Preference Stock and Riverton Common Stock or Preferred Stock who objects to this Agreement and who takes the steps necessary to perfect his rights. Keystone and Riverton will make whatever payments are to be made to such dissenting stockholders in the exercise of such rights.

6. Conditions Precedent. The Merger shall take place only if:

(a) The Pennsylvania Public Utility Commission issues a certificate of public convenience approving the transactions contemplated by this Agreement and all other requirements prescribed by law are satisfied; and

(b) This Agreement is approved by (i) the holders of a majority of the outstanding Keystone Preferred Stock, Preference Stock and Keystone Common Stock entitled to vote on the Merger, taken together, and (ii) the holders of a majority of the outstanding Riverton Preferred and Common Stock entitled to vote on the merger, taken together.

7. Modification and Termination. Notwithstanding the fact that the conditions set forth in paragraph 6 hereof may have been satisfied, at any time before the Merger becomes effective, (a) this Agreement may be modified in any manner not inconsistent with its general purpose by the Boards of Directors of Keystone and Riverton; (b) this Agreement may be terminated by the Board of Directors of Keystone if because of the number of shares of Keystone Common Stock, Preferred Stock and Preference Stock exercising dissenters' rights or for any other reason it shall appear that the consummation of the Agreement would be inadvisable, in which event this Agreement shall be void and of no further effect; and (c) this Agreement may be terminated by the Board of Directors of Riverton if because of the number of shares of Riverton Common Stock or Preferred Stock exercising dissenters' rights or for any other reason it shall appear that the consummation of the Agreement would be inadvisable, in which event this Agreement shall be void and of no further effect.

8. Effective Date. The Merger shall take effect upon the approval of this Agreement by the Pennsylvania Department of State evidenced by the issuance of a certificate of merger.

Executed as of the day and year first above written.

ATTEST:

KEYSTONE WATER COMPANY

M. Klein  
Secretary

By:

[Signature]  
President

[Corporate Seal]

ATTEST:

RIVERTON CONSOLIDATED WATER COMPANY

M. Klein  
Secretary

By:

[Signature]  
President

[Corporate Seal]

PENNSYLVANIA  
PUBLIC UTILITY COMMISSION  
Harrisburg, PA 17120

Public Meeting held September 25, 1986

Commissioners Present:

Linda C. Taliaferro, Chairman  
Frank Fischl  
Bill Shane

Application of Keystone Water Company and the Riverton Consolidated Water Company for approval of (1) the transfer by merger of all the waterworks and rights of Riverton Consolidated Water Company to Keystone Water Company, (2) the right of Keystone Water Company to begin to offer, render, furnish or supply water service to the public in Fairview Township, York County; the Boroughs of Camp Hill, Lemoyne, New Cumberland, Shiremanstown, West Fairview and Wormleysburg, the Townships of East Pennsboro, Lower Allen, Silver Spring and portions of the Townships of Upper Allen and Hampden, Cumberland County and (3) the abandonment by Riverton Consolidated Water Company of all water service to the public. A-211450F002

O R D E R

BY THE COMMISSION:

On July 24, 1986, Riverton Consolidated Water Company and Keystone Water Company filed this Application seeking Commission approval for a Certificate of Public Convenience authorizing the transfer, by merger, of all the waterworks and rights of Riverton Consolidated Water Company to Keystone Water Company; for Keystone Water Company to begin to offer, render, furnish or supply water service to the public in Fairview Township, York County, the Boroughs of Camp Hill, Lemoyne, New Cumberland, Shiremanstown, West Fairview and Wormleysburg, the Townships of East Pennsboro, Lower Allen, Silver Spring and portions of the Townships of Upper Allen and Hampden, Cumberland County; and for the abandonment by Riverton Consolidated Water Company of all water service to the public.

Notice of the proposed transfer was published as required, and as of August 22, 1986, the last day of the protest period, no protests were filed.

Keystone Water Company and Riverton Consolidated Water Company are affiliated with each other in that American Water Works Company, Inc., a Delaware Corporation, owns all of the

outstanding voting capital stock of both companies.

The proposed merger is authorized by the Business Corporation Law, Act of May 5, 1933, P.L. 364, as amended, 15 P.S. 1901.

Keystone Water Company proposes to acquire the property of Riverton Consolidated Water Company by converting 36,392 shares of common stock of Riverton, par value \$50 per share, issued and outstanding immediately prior to the merger, into 95,330 shares of Keystone common stock, no par value.

Keystone Water Company anticipates filing a Securities Certificate for the common stock of Keystone Water Company which is proposed to be issued in exchange for the common stock of Riverton Consolidated Water Company. Also, the annual sinking fund requirements applicable to the Keystone preferred stock 5.8% and 9.75% series and the Riverton Consolidated Water's preferred stock 4.90% and 9.35% series will be increased.

No investment securities are to be transferred in connection with the merger.

After the merger; the name of the surviving corporation shall be changed to Pennsylvania American Water Company. No foreseeable negative effects are anticipated and the proposed transfer will probably result in improved operating efficiencies.

Section 1102(a)(2), (3), and (a)(4) of Pennsylvania Public Utility Code requires that the Keystone Water Company and The Riverton Consolidated Water Company obtain a Certificate of Public Convenience from the Commission to permit the merger and transfer of property.

The Commission has examined this application and determines it is necessary or proper for the service, accommodation, convenience or safety of the public and that a Certificate of Public Convenience be issue evidencing approval; THEREFORE,


IT IS ORDERED:

1. That the Application of Keystone Water Company and the Riverton Consolidated Water Company for approval of (1) the transfer by merger of all the waterworks and rights of Riverton Consolidated Water Company to Keystone Water Company, (2) the right of Keystone Water Company to begin to offer, render, furnish or supply water service to the public in Fairview Township, York County; the Boroughs of Camp Hill, Lemoyne, New Cumberland, Shiremanstown, West Fairview and Wormleysburg, the Townships of East Pennsboro, Lower Allen, Silver Spring and portions of the Townships of Upper Allen and Hampden, Cumberland County and (3) the abandonment by Riverton Consolidated Water Company of all water service to the public is hereby approved.

2. That a Certificate of Public Convenience be issued to Keystone Water Company and Riverton Consolidated Water Company evidencing our approval of the merger and transfer of property, and abandonment of service by Riverton.

3. That Keystone Water Company file with this Commission, within 30 days thereafter (1) the actual effective date of the transfer and (2) a detailed list of all expenses incurred to accomplish the transaction.

BY THE COMMISSION

  
Terry Rich,  
Secretary

(SEAL)

ORDER ADOPTED: September 25, 1986

ORDER ENTERED: September 25, 1986

PENNSYLVANIA  
PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF

Keystone Water Company and the Riverton Consolidated Water Company for approval of (1) the transfer by merger of all the waterworks and rights of Riverton Consolidated Water Company to Keystone Water Company, (2) the right of Keystone Water Company to begin to offer, render, furnish or supply water service to the public in Fairview Township, York County; the Boroughs of Camp Hill, Lemoyne, New Cumberland, Shiremanstown, West Fairview and Wormleysburg, the Townships of East Pennsboro, Lower Allen, Silver Spring and portions of the Townships of Upper Allen and Hampden, Cumberland County and (3) the abandonment of Riverton Consolidated Water Company of all water service to the public.

CERTIFICATE  
OF  
PUBLIC CONVENIENCE

A-211450  
Folder 2

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing had on the above entitled application, it has, by its report and order made and entered, a copy of which is attached hereto and made a part hereof, found and determined that the granting of said application is necessary or proper for the service, accommodation, convenience and safety of the public, and this certificate is issued evidencing its approval of the said application as set forth in said report and order.

In Testimony Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its Secretary at its office in the city of Harrisburg this 25th day of September, 19 86.

PENNSYLVANIA  
PUBLIC UTILITY COMMISSION

Attest:



Secretary



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THIS INDENTURE made the 30th day of December, 1986, between RIVERTON CONSOLIDATED WATER COMPANY ("Riverton") and KEYSTONE WATER COMPANY ("Keystone"), (name to be changed to Pennsylvania-American Water Company effective January 1, 1987), both corporations duly organized and existing under the laws of the Commonwealth of Pennsylvania, on the following premises.

WHEREAS, the Board of Directors of Riverton has duly adopted an Agreement and Plan of Merger dated February 28, 1986, said Agreement and Plan of Merger provided in part:

"1. Merger. Riverton shall merge into Keystone (the "Merger") pursuant to provisions of the Pennsylvania Business Corporation Law (Act of May 5, 1933, P.L. 364, as amended) (the "BCL") on the terms and subject to the conditions and requirements hereinafter stated. The separate existence of Riverton shall cease and Keystone shall be the surviving corporation and shall continue its existence under Pennsylvania law. Without limitation upon the effect of the Merger as provided by law, all the rights, powers, privileges, franchises and property, real, personal and mixed, of Riverton shall be transferred to and vested in Keystone without any further act or deed or any order or decree of any court or other tribunal."

AND WHEREAS, in pursuance of the above-referenced Agreement and Plan of Merger, all of the shareholders of Riverton, which were all of the persons who would have been entitled to vote at a meeting called for the purpose of approving such Agreement and Plan of Merger, duly considered such and by executing a writing which was immediately filed with the Secretary of said Corporation, authorized and consented to the transfer of the franchises and property, real, personal and mixed, of Riverton to Keystone pursuant to and in accordance with the Agreement and Plan of Merger between Riverton

and Keystone. The Agreement and Plan of Merger was duly filed and recorded on the 22nd day of December, 1986, in the Office of the Secretary of the Commonwealth of Pennsylvania.

AND WHEREAS, the parties hereto desire by this Indenture to confirm the transfer of franchises and property as aforesaid;

NOW, THEREFORE, THIS INDENTURE WITNESSETH: That the said Riverton Consolidated Water Company, in consideration of the premises and on one dollar in hand paid, the receipt of which is hereby acknowledged, hath granted, bargained, sold, assigned, disposed of and conveyed, and by these presents doth grant, bargain, sell, assign, dispose of and convey unto said Keystone Water Company, its successors and assigns, the franchises and all the property, real, personal and mixed, of the said Riverton Consolidated Water Company.

TOGETHER with all and singular the rights, liberties, privileges and appurtenances whatsoever thereunto belonging or in anywise appertaining, and also all the estate, right, title, interest, property, claim and demand whatsoever of it, the said Riverton Consolidated Water Company, in law, equity or otherwise howsoever, of, in and to the same.

TO HAVE AND TO HOLD the franchises and property, real, personal and mixed, hereinbefore mentioned or intended so to be, with the appurtenances unto the said Keystone Water Company, its successors and assigns, to and for the only proper use, benefit and

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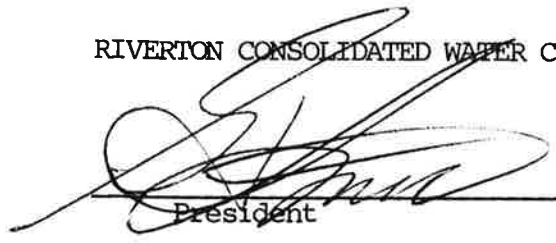
behoof of it, the said Keystone Water Company, its successors and assigns, forever.

UNDER AND SUBJECT to the lien of the following mortgages heretofore executed and delivered by The Riverton Consolidated Water Company:

- (1) Indenture of Mortgage, dated as of January 1, 1939, as supplemented, to The Commonwealth National Bank (successor to The Harrisburg Trust Company), as Trustee.
- (2) Indenture of Mortgage, dated as of May 1, 1968, as supplemented, to Fidelity Bank, National Association (successor to The Fidelity Bank), as Trustee.

IN WITNESS WHEREOF, the said Riverton Consolidated Water Company has caused its common or corporate seal to be hereunto affixed, and the President or Vice President of said Corporation, by virtue of the authority vested in him, has hereunto affixed his signature, and the Secretary of said Corporation has duly attested the execution hereof the day and year first above written.


RIVERTON CONSOLIDATED WATER COMPANY

  
\_\_\_\_\_  
President



[CORPORATE SEAL]

Attest:

  
\_\_\_\_\_  
Secretary

COMMONWEALTH OF PENNSYLVANIA :  
: SS.  
COUNTY OF DAUPHIN :

Before me, a Notary Public in and for the Commonwealth and County aforesaid, personally appeared Gerald C. Smith who, being duly sworn according to law, did depose and state that he is President of Riverton Consolidated Water Company and that, being authorized to do so, he executed the foregoing instrument for the purposes therein contained by signing the name of the Corporation by himself as President.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 31<sup>st</sup> day of December, 1986.

Kathy E. Eshleman  
Notary Public

My Commission Expires:

KATHY E. ESHLEMAN, NOTARY PUBLIC  
BERRY TOWNSHIP, DAUPHIN COUNTY  
MY COMMISSION EXPIRES NOV. 16, 1987  
Member, Pennsylvania Association of Notaries

State of Pennsylvania, ]  
County of York

Recorded in Record Book W.S. Page 443  
the 3<sup>rd</sup> day of February, A.D. 1987  
John C. Morris  
RECORDER OF DEEDS



I hereby certify that the residence  
of the Testator or Grantor is

Pennsylvania - American Water Co  
800 Hershey Park Dr. Hershey, Pa 17033  
James D. Freeten  
Grantor or Attorney



COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF REVENUE  
BUREAU OF INDIVIDUAL TAXES  
POST OFFICE BOX 8910  
HARRISBURG, PA 17105-8910

**REALTY TRANSFER TAX  
STATEMENT OF VALUE**

**See Reverse for Instructions**

RECORDER'S USE ONLY	
State Tax Paid	
Book Number	
Page Number	
Date Recorded	

Complete each section and file in duplicate with Recorder of Deeds when (1) the full value/consideration is not set forth in the deed, (2) when the deed is without consideration, or by gift, or (3) a tax exemption is claimed. A Statement of Value is not required if the transfer is wholly exempt from tax based on: (1) family relationship or (2) public utility easement. If more space is needed, attach additional sheet(s).

**A CORRESPONDENT - All inquiries may be directed to the following person:**

Name	Telephone Number:
Michael D. Klein, Esq., Corporate Secretary	Area Code ( 717 ) 533-5000
Street Address	State Zip Code
800 West Hersheypark Drive Hershey	PA 17033

**B TRANSFER DATA**

Grantor(s)/Lessor(s)	Date of Acceptance of Document
Riverton Consolidated Water Company	December 30, 1986
Grantee(s)/Lessee(s)	
Keystone Water Company	
Street Address	Street Address
800 West Hersheypark Drive	800 West Hersheypark Drive
City State Zip Code	City State Zip Code
Hershey PA 17033	Hershey PA 17033

**C PROPERTY LOCATION**

Street Address	City, Township, Borough	
various locations	Fairview Township	
County	School District	Tax Parcel Number
York	West Shore	

**D VALUATION DATA**

1. Actual Cash Consideration	2. Other Consideration	3. Total Consideration
N/A	+ N/A	= N/A
4. County Assessed Value	5. Common Level Ratio Factor	6. Fair Market Value
N/A	X N/A	= N/A

**E EXEMPTION DATA**

1a. Amount of Exemption Claimed	1b. Percentage of Interest Conveyed
N/A	N/A

**2. Check Appropriate Box Below for Exemption Claimed**

- Will or intestate succession \_\_\_\_\_ (Name of Decedent) \_\_\_\_\_ (Estate File Number)
- Transfer to Industrial Development Agency.
- Transfer to agent or straw party. (Attach copy of agency/straw party agreement).
- Transfer between principal and agent. (Attach copy of agency/straw trust agreement). Tax paid prior deed \$ \_\_\_\_\_.
- Transfers to the Commonwealth, the United States, and Instrumentalities by gift, dedication, condemnation or in lieu of condemnation. (Attach copy of resolution).
- Transfer from mortgagor to a holder of a mortgage in default. Mortgage Book Number \_\_\_\_\_, Page Number \_\_\_\_\_.
- Corrective deed (Attach copy of the prior deed).
- Statutory corporate consolidation, merger or division. (Attach copy of articles).
- Other (Please explain exemption claimed, if other than listed above.) \_\_\_\_\_

Under penalties of law, I declare that I have examined this Statement, including accompanying information, and to the best of my knowledge and belief, it is true, correct and complete.

Signature of Correspondent or Responsible Party	Date
<i>Michael D. Klein</i>	1-28-87

(SEE REVERSE)

AGREEMENT AND PLAN OF MERGER

THIS IS AN AGREEMENT AND PLAN OF MERGER dated as of February 28, 1986, between KEYSTONE WATER COMPANY, a Pennsylvania corporation ("Keystone") and RIVERTON CONSOLIDATED WATER COMPANY, a Pennsylvania corporation ("Riverton").

The Boards of Directors of Keystone and Riverton deeming it to be advantageous to their respective corporations and their stockholders, have duly approved this Agreement and its execution. Accordingly, the parties hereto agree as follows:

1. Merger. Riverton shall merge into Keystone (the "Merger") pursuant to provisions of the Pennsylvania Business Corporation Law (Act of May 5, 1933, P.L. 364, as amended) (the "BCL") on the terms and subject to the conditions and requirements hereinafter stated. The separate existence of Riverton shall cease and Keystone shall be the surviving corporation and shall continue its existence under Pennsylvania law. Without limitation upon the effect of the Merger as provided by law, all the rights, powers, privileges, franchises and property, real, personal and mixed, of Riverton shall be transferred to and vested in Keystone without any further act or deed or any order or decree of any court or other tribunal.

2. Name. Upon the Merger becoming effective, the name of the surviving corporation shall be changed to "Pennsylvania American Water Company."

3. Directors and Officers. Upon the Merger becoming effective, the Board of Directors of the surviving corporation shall consist of seven persons who shall be the persons who were members of the Board of Directors of Keystone and Riverton immediately prior to the Merger. The respective terms of office of such persons shall expire on the dates that their terms of office as directors of Keystone and Riverton were to expire. The officers of Keystone and Riverton at the time the Merger becomes effective shall hold the same offices in the surviving corporation. The names of the directors and officers of the surviving corporation are as follows. Their address is 800 West Hersheypark Drive, Hershey, Pennsylvania 17033.

<u>Name</u>	<u>Office(s)</u>
J. James Barr	Director
W. K. Gemmill	Director
G. W. Johnstone	Director
J. V. LaFrankie	Director
Marilyn W. Lewis	Director
L. D. Mellendorf	Director
G. C. Smith	Director and President

Richard D. Hugus	Vice President and Treasurer
J. C. Downs	Vice President
M. D. Klein	Secretary
E. J. Patterson, Jr.	Assistant Secretary
E. A. Owens	Assistant Treasurer
R. W. Freeston	Comptroller
P. A. Mecca	Assistant Comptroller

4. Conversion of Stock. Upon the merger becoming effective:

(a) The total number of shares of the Common Stock of Riverton, par value \$50.00 per share ("Riverton Common Stock"), issued and outstanding immediately prior to the Merger, shall, without any action on the part of the holder thereof, become and be converted into 95,001 shares of Keystone Common Stock, no par value, and outstanding certificates representing shares of Riverton Common Stock shall be exchanged by the holder thereof, after the Merger becomes effective, for a new certificate for the appropriate number of shares bearing the name of the surviving corporation;

(b) Each share of Preferred Stock, par value \$100.00 per share, of Keystone ("Preferred Stock"), and each share of Preference Stock, par value \$100.00 per share, of Keystone ("Preference Stock"), issued and outstanding immediately prior to the Merger shall be and shall continue to be one share of Preferred Stock or Preference Stock, as the case may be, of the surviving corporation;

(c) Each share of Preferred Stock, par value \$100.00 per share, of Riverton issued and outstanding immediately prior to the merger shall, without any action on the part of the holder thereof, become and be converted into preferred shares of Keystone Preferred Stock, \$100 par value per share, and shall continue to be one share of Preferred Stock of the surviving corporation.

(d) All authorized shares of Keystone Preferred Stock and Preference Stock shall continue to be authorized after the Merger; and

(e) After the Merger the surviving corporation will not have any authorized class of shares ranking prior to or on a parity with the Preferred Stock or the Preference Stock, except such as were authorized immediately preceding the Merger.

5. Dissenters' Rights. The rights and remedies of a dissenting stockholder under Sections 1515 and 1908 of the BCL shall be afforded to any holder of Keystone Common Stock, Preferred Stock or Preference Stock and Riverton Common Stock or Preferred Stock who objects to this Agreement and who takes the steps necessary to perfect his rights. Keystone and Riverton will make whatever payments are to be made to such dissenting stockholders in the exercise of such rights.

6. Conditions Precedent. The Merger shall take place only if:

(a) The Pennsylvania Public Utility Commission issues a certificate of public convenience approving the transactions contemplated by this Agreement and all other requirements prescribed by law are satisfied; and

(b) This Agreement is approved by (i) the holders of a majority of the outstanding Keystone Preferred Stock, Preference Stock and Keystone Common Stock entitled to vote on the Merger, taken together, and (ii) the holders of a majority of the outstanding Riverton Preferred and Common Stock entitled to vote on the merger, taken together.

7. Modification and Termination. Notwithstanding the fact that the conditions set forth in paragraph 6 hereof may have been satisfied, at any time before the Merger becomes effective, (a) this Agreement may be modified in any manner not inconsistent with its general purpose by the Boards of Directors of Keystone and Riverton; (b) this Agreement may be terminated by the Board of Directors of Keystone if because of the number of shares of Keystone Common Stock, Preferred Stock and Preference Stock exercising dissenters' rights or for any other reason it shall appear that the consummation of the Agreement would be inadvisable, in which event this Agreement shall be void and of no further effect; and (c) this Agreement may be terminated by the Board of Directors of Riverton if because of the number of shares of Riverton Common Stock or Preferred Stock exercising dissenters' rights or for any other reason it shall appear that the consummation of the Agreement would be inadvisable, in which event this Agreement shall be void and of no further effect.

8. Effective Date. The Merger shall take effect upon the approval of this Agreement by the Pennsylvania Department of State evidenced by the issuance of a certificate of merger.

Executed as of the day and year first above written.

ATTEST:

KEYSTONE WATER COMPANY

M. Klein  
Secretary

By:

[Signature]  
President

[Corporate Seal]

ATTEST:

RIVERTON CONSOLIDATED WATER COMPANY

M. Klein  
Secretary

By:

[Signature]  
President

[Corporate Seal]



**Application of Pennsylvania-American Water Company for the Approval of the Right to Offer, Render, Furnish or Supply Water Service to the Public in an Additional Portion  
Newberry Township, York County, Pennsylvania  
Docket No. A-2025-3059514**

**Pennsylvania-American Water Company's Responses to TUS Set I**

**A-4.** In Section 20 of the Application, PAWC indicated that service in the requested territory will have no adverse effect upon the service furnished or the rates charged to other customers. Please explain how approval of the Application will benefit PAWC's existing customers.

**Response:** Approval of this application will result in more customers being connected to PAWC's system without significant upfront capital costs required by the Company. An increase in customers along this system will allow PAWC to divide operating costs among more customers and keep lower rates for all PAWC customers.

**Responsible Witness:** Zach Johnson, Supervisor, Field Operations -Mechanicsburg  
Pennsylvania-American Water Company

**Date:** March 3, 2026

**Application of Pennsylvania-American Water Company for the Approval of the Right to Offer, Render, Furnish or Supply Water Service to the Public in an Additional Portion Newberry Township, York County, Pennsylvania**

**Docket No. A-2025-3059514**

**TUS A-3 Attachment**

Revised Exhibit "M" showing Qualified Private Fire Hydrants in Revenues and Expenses

**Estimated Annual Revenue and Expense  
in Application Territory  
Water**

Line No.		99 Residential Customers	9 Private Fire Hydrants	<b>Total</b>
1	<b>Annual Revenue</b>			
2	Meter Size	5/8"		
3	Average Monthly Usage (100 Gallons)	32.01		
4	Monthly Service Charge	\$18.80	\$26.89	
5	Usage Charge per 100 Gallons	\$1.8772		
6	Usage Charge	\$60.09		
7	Monthly Total Revenue	\$78.89	\$26.89	
8	Annual Revenue per Customer (Ln. 7 x 12 months)	\$946.68	\$322.68	\$1,269.36
9				
10	Estimated Annual Residential Revenue	\$93,721.32		\$93,721.32
11	Estimated Annual Private Fire Hydrants Revenue		\$2,904.12	\$2,904.12
12				
13	<b>Total Estimated Annual Revenues</b>			<b>\$96,625.44</b>
14				
15	<b>Estimated Annual Expenses</b>			
16				
17	Estimated Annual Expenses (99 Residential Customers)	\$18,894.22		\$18,894.22
18	Estimated Annual Expenses (9 Private Fire Hydrants)		\$585.47	\$585.47
19				
20	<b>Total Estimated Expenses Per Year</b>			<b>\$19,479.69</b>
21				
22	<b>Net Income (Ln. 13 - Ln. 20)</b>			<b>\$77,145.75</b>

**Revised Exhibit M**

**Application of Pennsylvania-American Water Company for the Approval of the Right to Offer, Render, Furnish or Supply Water Service to the Public in an Additional Portion  
Newberry Township, York County, Pennsylvania  
Docket No. A-2025-3059514**

**Pennsylvania-American Water Company's Responses to TUS Set I**

**A-5.** The map of the requested territory provided as the Application's Exhibit B-1 indicated that the requested territory is approximately 30.03 acres, and PAWC indicated in the Application that the requested territory is approximately 29.18 acres. Please clarify the total area of the requested territory.

**Response:** The approximately 30.03 acres shown in the exhibit should be used for the water territory expansion.

**Responsible Witness:** Zach Johnson, Supervisor, Field Operations -Mechanicsburg  
Pennsylvania-American Water Company

**Date:** March 3, 2026

**Application of Pennsylvania-American Water Company for the Approval of the Right to Offer, Render, Furnish or Supply Water Service to the Public in an Additional Portion  
Newberry Township, York County, Pennsylvania  
Docket No. A-2025-3059514**

**Pennsylvania-American Water Company's Responses to TUS Set I**

**A-6.** The unexecuted Water Facilities Line Extension Agreement (Line Extension Agreement), provided as the Application's Exhibit G, indicated in Paragraph 14 "The per customer refund, for a residential customer, shall be determined as follows: for each street service connection made for a residential customer, the refund will be three times the average annual revenue of a residential customer." Please provide an estimate of the refund to be paid by PAWC to the Developer for the residential customers.

**Response:** For every metered water connection Pennsylvania American Water will refund \$2,840.04. This development has proposed 99 metered connections and estimates being eligible for \$281,163.96 in refunds.

**Responsible Witness:** Zach Johnson, Supervisor, Field Operations -Mechanicsburg  
Pennsylvania-American Water Company

**Date:** March 3, 2026

**Application of Pennsylvania-American Water Company for the Approval of the Right to Offer, Render, Furnish or Supply Water Service to the Public in an Additional Portion Newberry Township, York County, Pennsylvania  
Docket No. A-2025-3059514**

**Pennsylvania-American Water Company's Responses to TUS Set I**

**A-7.** Exhibit M of the Application indicated that 99 5/8-inch meters will be installed in the requested territory. However, meter costs are not included in the Application or the Opinion of Probable Construction Costs provided as the Application's Exhibit H. Please provide the estimated costs of water meters to be installed by PAWC in the requested territory and explain how PAWC will fund meter installation costs (e.g., internally generated funds, short-term debt, etc.).

**Response:** Current cost of 5/8<sup>th</sup> in meters is \$99.00. PAWC funds these cost using short term debt.

**Responsible Witness:** Zach Johnson, Supervisor, Field Operations -Mechanicsburg  
Pennsylvania-American Water Company

**Date:** March 3, 2026

**Application of Pennsylvania-American Water Company for the Approval of the Right to Offer, Render, Furnish or Supply Water Service to the Public in an Additional Portion  
Newberry Township, York County, Pennsylvania  
Docket No. A-2025-3059514**

**Pennsylvania-American Water Company's Responses to TUS Set I**

**A-8.** The Application and the Opinion of Probable Construction Costs provided as the Application's Exhibit H do not appear to include pipe sizes, material types, quantities, and costs for service lines. Please provide a breakdown of estimated pipe sizes, material types, quantities, and costs for service lines, confirm that these costs will be funded by the Developer, and clarify whether the refund to be paid by PAWC to the Developer includes these costs.

**Response:** For the 99 – 1" Copper service lines and connections up to the right of way the total cost estimates \$85,050.00. Averaging \$859.10 per service line. All cost associated with the services will be funded by the developer and Pennsylvania American Water refunds \$2,840.04 for every metered connection made onto the main extension.

**Responsible Witness:** Zach Johnson, Supervisor, Field Operations -Mechanicsburg  
Pennsylvania-American Water Company

**Date:** March 3, 2026

## VERIFICATION

I, Zach Johnson, hereby state that the facts above set forth in the attached Data Responses are true and correct to the best of my knowledge, information and belief, and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements made herein are made subject to the penalties of 18 Pa. Cons. Stat. §4904 relating to unsworn falsification to authorities.



Zach Johnson – Supervisor, Field Operations  
Pennsylvania-American Water Company

Dated: 3-1-2026

## VERIFICATION

I, Jana Hurst, hereby state that the facts above set forth above in the attached Data Responses are true and correct to the best of my knowledge, information and belief, and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements made herein are made subject to the penalties of 18 Pa. Cons. Stat. §4904 relating to unsworn falsification to authorities.



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Jana Hurst, Senior Paralegal  
Pennsylvania American Water Company

Dated: March 3, 2026