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File #: 215835

May 4, 2026

VIA ELECTRONIC FILING

Matthew L. Homsher, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor North
P.O. Box 3265
Harrisburg, PA 17105-3265

Re: Joint Application of American Water Works Company, Inc., Essential Utilities, Inc., Aqua Pennsylvania, Inc., Aqua Pennsylvania Wastewater, Inc., Peoples Natural Gas Company, LLC, and Alpha Merger Sub, Inc., for a Certificate of Public Convenience under Sections 1102(a)(3) and 2210(c) of the Public Utility Code and All Other Necessary Approvals to Effect a Change of Control of Aqua Pennsylvania, Inc., Aqua Pennsylvania Wastewater, Inc., and Peoples Natural Gas Company, LLC. Docket Nos. A-2025-3058927, 2025-3058928, A-2025-3058929

Dear Secretary Homsher:

Enclosed for filing on behalf of American Water Works Company, Inc., Essential Utilities, Inc. Aqua Pennsylvania, Inc., Aqua Pennsylvania Wastewater, Inc., Peoples Natural Gas Company LLC, and Alpha Merger Sub, Inc. (the "Joint Applicants") is the Answer to the document filed by Luis Francisco on March 12, 2026.

Copies will be provided as indicated on the Certificate of Service.

Respectfully Submitted,



Garrett P. Lent

GPL/tjc

Attachment

Matthew L. Homsher, Secretary
May 4, 2026
Page 2

cc: The Honorable Emily I. DeVoe (*via email w/attachment*)
The Honorable Ann Quimby (*via email w/attachment*)
Certificate of Service

CERTIFICATE OF SERVICE

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

VIA ELECTRONIC MAIL

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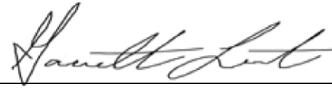
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VIA EMAIL / CERTIFIED MAIL: RETURN RECEIPT REQUESTED

Luis Francisco
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Allentown, PA 18109
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Date: May 4, 2026



Garrett Lent

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of American Water Works Company, Inc., Essential Utilities, Inc., Aqua Pennsylvania, Inc., Aqua Pennsylvania Wastewater, Inc., Peoples Natural Gas Company LLC, and Alpha Merger Sub, Inc. for a Certificate of Public Convenience under Sections 1102(a)(3) and 2210(c) of the Public Utility Code and All Other Necessary Approvals to Effect a Change of Control of Aqua Pennsylvania, Inc., Aqua Pennsylvania Wastewater, Inc., and Peoples Natural Gas Company LLC	:	
	:	Docket No. A-2025-3058927
	:	A-2025-3058928
	:	A-2025-3058929

ANSWER OF AMERICAN WATER WORKS COMPANY, INC., ESSENTIAL UTILITIES, INC., AQUA PENNSYLVANIA, INC., AQUA PENNSYLVANIA WASTEWATER, INC., PEOPLES NATURAL GAS COMPANY LLC, AND ALPHA MERGER SUB, INC. TO THE PETITION TO INTERVENE OF LUIS FRANCISCO

I. INTRODUCTION AND OVERVIEW

Pursuant to the 52 Pa. Code § 5.66, American Water Works Company, Inc. (“American Water”), Essential Utilities, Inc. f/k/a Aqua America, Inc. (“Essential”),¹ Aqua Pennsylvania, Inc. (“Aqua PA”) and Aqua Pennsylvania Wastewater, Inc. (“Aqua PA WW”),² Peoples Natural Gas Company LLC (“Peoples”), and Alpha Merger Sub, Inc. (“Merger Sub”) (collectively, the “Joint Applicants”) submit this Answer to the Petition to Intervene (the “Petition”) of Luis Francisco (“Petitioner”) in the above-referenced proceedings. Specifically, the Petitioner lacks a valid interest in the proposed Merger, has failed to allege specific relief that the Pennsylvania Public Utility Commission (“Commission”) can or should grant, and has failed to allege good cause for

¹ Aqua America, Inc. changed its name to Essential Utilities, Inc. on February 3, 2020, following its acquisition of Peoples.

² Unless otherwise specified herein, references to Aqua PA also include Aqua PA WW, which is a wholly-owned subsidiary of Aqua PA.

his intervention out of time because he has not alleged that he was unaware of this proceeding. In support thereof, the Joint Applicants state as follows:

II. ANSWER TO SPECIFIC AVERMENTS

1. Admitted.

2. Denied. The Joint Applicants are without sufficient knowledge or information as to the claims that the Petitioner is the “primary bondholder under the Mortgage of 1941 (Exhibit 4.1.17) and Supplement No. 63 (May 2025),” or that he “seeks to ensure that the unreported debt obligations identified in the 1941 Indenture are legally validated and addressed as part of the financial restructuring of the resulting entity,” and therefore deny the same.

By way of further response, the Petitioner claims to be the primary bondholder of bonds issued by the Rutherford Heights Water Supply Company. Documents related to the corporate and transactional background tracing the history of the Rutherford Water Company are attached hereto as **Exhibit A** and **Exhibit B**, which the Joint Applicants found by conducting research on the matter. By way of summary, a 1942 Application before the Commission for the sale of the Lower Paxton-Suburban Water Company to the Harrisburg Suburban Water Company states that the Harrisburg Suburban Water Company was formerly the Rutherford Water Company. The name change was the result of a reorganization under the Act of June 20, 1911 (P.L. 1092), following the foreclosure of a mortgage and the sale of the property rights and franchises of the Rutherford Heights Water Supply Company. The purchasers of the property reorganized on December 28, 1925, and the reorganization was approved by the Public Service Commission on February 16, 1926. Over the years, Harrisburg Suburban Water Company acquired various other regional water companies. In 1962, Harrisburg Suburban Water Company merged with United Water Pennsylvania, Inc. (“United”), which was approved by the Commission on December 23,

1962 (A-90814). United later changed its name to SUEZ Water Pennsylvania, Inc. (“SUEZ”) in 2015. In 2021, Veolia Environmental S.A., Veolia North America, Inc. Suez S.A., SUEZ, and SUEZ Water Bethel Inc. signed a combination agreement that went into effect in early 2022, as evidenced by the Commission’s Order attached hereto as **Exhibit C**. None of the Joint Applicants have ever acquired the Rutherford Heights Water Supply Company or any interest in this entity over the course of their respective histories. Thus, the bonds that the Petitioner purports to claim as having an interest have no relationship to, and will not be affected by, the proposed merger.³

3. Denied. The Joint Applicants lack sufficient knowledge or information as to what the Petitioner refers to when he requests a “Forensic Audit of the 63 Supplements to verify the total outstanding liability,” or a “Settlement via Conversion” to “exchange of validated bond debt into Preferred Shares of the surviving corporation,” with the shares carrying “Fixed Dividends for perpetual family maintenance” and “Full Voting Rights to protect Petitioner's interest in corporate governance,” and therefore denies the same.

By way of further response, these averments appear to be requests for relief to which no responsive pleading is required. To the extent a response is deemed necessary, the Joint Applicants deny that the Petitioner is entitled to the relief requested or that the Commission is authorized to grant the relief sought.

4. Denied. The averments contained in Paragraph 4 of the Complaint are requests for relief to which no responsive pleading is required. To the extent a response is deemed necessary,

³ The Joint Applicants note that, based upon the public input hearing testimony provided by Petitioner, Petitioner’s belief that Rutherford Heights Water Supply Company has any relationship to the Joint Applicants is based upon his use of an undetermined artificial intelligence or “AI” tool. Based upon this testimony and the information set forth in this Answer, the Joint Applicants have reason to believe that Petitioner’s alleged interest in this proceeding is based upon a misunderstanding caused by the use of the undetermined AI tool. As of the date of this Answer, the transcript of the public input hearing testimony provided by Petitioner is not currently available.

the Joint Applicants deny that the Petitioner is entitled to the relief requested or that the Commission is authorized to grant the relief sought.

In further response, this Petition was served on the Joint Applicants on March 31, 2026, while the deadline to file a Petition to Intervene was December 29, 2025. The Petitioner, however, does not allege that he was unaware of the proceeding or provide any explanation for why this Petition was served on the Joint Applicants three months after the intervention deadline. It is admitted that counsel for the Joint Applicants stated that the schedule proposed in this case permitted sufficient time for “individuals or entities that may come into the proceeding will still have sufficient time to develop discovery, develop testimony, if they so desire.”⁴ The Joint Applicants did not state that they would not oppose *any* late-filed applications. In addition, Administrative Law Judge Long explained that “I think the solution here is to simply be very - take a broad view of late interventions. If for some reason there is an entity that was not aware of it.”⁵ The Petitioner makes no reference to his unawareness of the Joint Applicants’ proposed Merger and does not allege good cause to allow his Petition to Intervene Out-of-Time. Therefore, the Petition should be denied in its entirety.

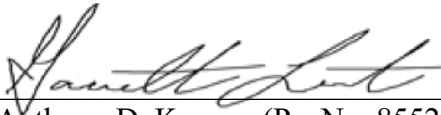
⁴ Tr. at 48-49.

⁵ Tr. at 49.

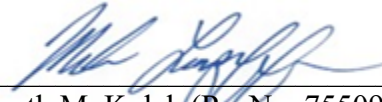
III. CONCLUSION

WHEREFORE, for the foregoing reasons, the Joint Applicants respectfully request that the Commission deny the petition to intervene filed by Luis Francisco and reject all other relief requested therein.

Respectfully submitted,



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Wastewater, Inc., Peoples Natural Gas
Company LLC*

Date: May 4, 2026

EXHIBIT A

Harrisburg Suburban Water Company

Before

THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

In Re: Application of HARRISBURG SUBURBAN WATER COMPANY and LOWER PAXTON-SUBURBAN WATER COMPANY, for a certificate of public convenience, evidencing the Commission's requisite approval of the sale by Lower Paxton-Suburban Water Company of all its property, real, personal and mixed, including all its franchises, contracts, rights-of-way and agreements, together with all the rights and privileges of Lower Paxton-Suburban Water Company thereunder, and the purchase of the same by Harrisburg Suburban Water Company.

Application Docket
No. **A61302**

1942
DOCKETED
APPLICATION DOCKET
30 1942
ENTRY No. **X**

RECORD FOLDER

To THE HONORABLE, THE PENNSYLVANIA PUBLIC UTILITY COMMISSION:

The joint petition of HARRISBURG SUBURBAN WATER COMPANY and LOWER PAXTON-SUBURBAN WATER COMPANY respectfully represents:

1. That the names and addresses of your petitioners are - HARRISBURG SUBURBAN WATER COMPANY, 600 North Second Street, Harrisburg, Dauphin County, Pennsylvania; LOWER PAXTON-SUBURBAN WATER COMPANY, 600 North Second Street, Harrisburg, Dauphin County, Pennsylvania.

2. That the names and address of counsel for the petitioners are - W. S. T. HURLOCK, JR., NAUMAN, SMITH & HURLOCK, Fifth Floor, Bergner Building, Harrisburg, Pennsylvania.

3. That your petitioner, Harrisburg Suburban Water Company, is a corporation organized under the laws of the Commonwealth of Pennsylvania, on December 28th, 1925, formed by reorganization proceedings as authorized by the Act of June 20th, 1911, P. L. 1092; having first secured the approval of the Commission to such reorganization.

*Ch. 2842 - Nauman, Smith and Hurlock
Am. \$10.00 - Recd. E. L.
RECEIVED
ISSUED
3/25/42*

Harrisburg Suburban Water Company, formerly Rutherford Water Company, is a reorganization, under the Act of June 20, 1911, (P. L. 1092), following the foreclosure of a mortgage and the sale of the property rights and franchises of Rutherford Heights Water Supply Company. The purchasers of the property reorganized December 28, 1925, and the reorganization was approved by the Public Service Commission February 16, 1926. The authorized capital stock was fixed by the reorganization at \$75,000.00 of which \$50,000.00 was issued and paid to the purchasers of the property and franchises of Rutherford Heights Water Supply Company as part consideration for the conveyance of the same to Rutherford Water Company. On March 31, 1926, Rutherford Water Company purchased all the property and franchises of Penbrook Water Company (said Penbrook Water Company having \$25,000 outstanding capital stock) for \$25,000. capital stock of Rutherford Water Company issued by said Rutherford Water Company to the Penbrook Water Company. This purchase was approved by the Public Service Commission May 3, 1926. By proper corporate action taken, the authorized capital stock was increased from \$75,000.00 to \$150,000.00 on October 18th, 1929; at which time additional capital stock in the amount of \$15,000.00 par value was issued as full payment for the purchase by the Rutherford Water Company of all of the property and franchises of the Paxtang Water Supply Company.

Harrisburg Suburban Water Company now has the charter and franchise right to render water service in the Boroughs of Paxtang and Penbrook, and the Township of Swatara, all in the County of Dauphin, Pennsylvania.

4. That your petitioner, Harrisburg Suburban Water Company, has an authorized capital stock of \$150,000.00, and there are presently outstanding, 1800 shares of the par value of \$50.00 each, representing in the aggregate, \$90,000.00 of said common stock.

A balance sheet of Harrisburg Suburban Water Company, as of December 31st, 1941, is attached hereto, marked Exhibit "A", and made a part hereof. An income statement for the year ending December 31st, 1941, is

attached hereto, marked Exhibit "B", and made a part hereof.

5. That your petitioner, Harrisburg Suburban Water Company, is an operating company, and is now furnishing water to the public in the Borough of Paxtang, the Borough of Penbrook, and in the Township of Swatara, all in the County of Dauphin, Pennsylvania.

6. That Lower Paxton-Suburban Water Company is a corporation duly created under the provisions of an Act of 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, and Letters Patent were duly issued by the Governor of the said Commonwealth under the Great Seal of the State on January 27th, 1937.

7. That the incorporation of your petitioner, Lower Paxton-Suburban Water Company, was duly approved by the Water and Power Resources Board under date of November 18th, 1936, and by the Public Service Commission of the Commonwealth of Pennsylvania on January 18th, 1937, (Application Docket No. 34754).

8. That your petitioner, Lower Paxton-Suburban Water Company, was formed for the purpose of supplying water to the public in Lower Paxton Township, Dauphin County, Pennsylvania, and to such persons, partnerships and corporations residing therein as may desire the same, and designated as its source of supply in its application for a charter, "Water will be obtained, by purchase, from the Water Department of the City of Harrisburg. A connection will be made with the main of the said Water Department, located in the Jonestown Road, in Susquehanna Township, Pennsylvania, at a point 1476', measured along said Jonestown Road, southwest of the Lower Paxton-Suburban Township Line, at which point the present main of the said Water Department terminates. The water which will be thus obtained is filtered water and is taken by the City from the Susquehanna River, and is the same water which is being supplied in said City by the said Water Department."

9. That your petitioner, Lower Paxton-Suburban Water Company, has an authorized capital stock of ten shares of no par value common stock, with a stated capital applicable thereto of \$500.00, and \$500.00, being 100% of the stated capital, has been paid in cash to the Treasurer of said corporation.

A balance sheet of Lower Paxton-Suburban Water Company, as of December 31st, 1941, is attached hereto, marked Exhibit "C", and made a part hereof. An income statement for the year ending December 31st, 1941, for said company, is attached hereto, marked Exhibit "D", and made a part hereof.

Comparative balance sheets, for the five years, 1937 through 1941, both inclusive, as of December 31st of each of said years, are attached hereto, marked Exhibit "E", and made a part hereof. There is also shown on Exhibit "E", the number of customers served by Lower Paxton-Suburban Water Company, as of the close of each of the aforesaid years. This Exhibit shows that on December 31st, 1937, only 16 customers were served, while on December 31st, 1941, 175 customers were served by this company.

There is also attached hereto, a statement of cash advanced and payrolls, materials and expenses paid for the account of Lower Paxton-Suburban Water Company by Harrisburg Suburban Water Company and/or Gennett, Eastman & Fleming, Inc., from 1937 to December 31st, 1941. Said statement is marked Exhibit "F", and made a part hereof.

10. That under date of March 11th, 1937, your petitioner, Harrisburg Suburban Water Company, offered to purchase from your petitioner, Lower Paxton-Suburban Water Company, all its property, real, personal and mixed, including all franchises, rights and privileges of the said company thereunder, for the sum of \$500.00 in cash.

11. That under date of March 11th, 1937, your petitioner, Lower Paxton-Suburban Water Company, being thereunto duly authorized by its Board

of Directors and by its stockholders, agreed to accept the said offer of Harrisburg Suburban Water Company, and to sell all its property, real, personal and mixed, including all franchises, contracts, rights-of-way and agreements, together with all the rights and privileges of the said company thereto, for the sum of \$500.00 in cash.

12. That the said sale was made under the authority of the first section of the Act of June 2, 1915, and the fifth section of the Act of April 17, 1876, which amends section 23 of the Act of April 29, 1874, and this application is made under Article III, Section 3 (c) and Article V, Sections 18 and 19 of the Public Service Company Law of the Commonwealth of Pennsylvania.

13. That no person, firm or corporation is now rendering, or has charter rights to render service similar to that of your petitioners in the chartered territory of either of your petitioners.

14. That your petitioner, Harrisburg Suburban Water Company, has filed with the Water and Power Resources Board, the certificate required by the Act of June 7, 1907, Section 3, designating the river, stream or body of water from which it proposes to take or use water, and stipulating that the right heretofore existing either in it or in Lower Paxton-Suburban Water Company, to take or use water from any river, stream or other body of water not so designated, shall be forfeited, and is forfeited and surrendered, and has also filed a written acceptance under the seal of the said corporation, authorized by a majority of the stockholders thereof, both of the Act of June 7, 1907, and of the Act of April 13, 1905.

15. That under date of April 16th, 1937, your petitioners filed a joint application, seeking the approval of the sale of the property and franchises of Lower Paxton-Suburban Water Company to Harrisburg Suburban Water Company, in accordance with the plan originally presented to the Public Service Commission of the Commonwealth of Pennsylvania, in December of 1936. No protest was entered by any party. This proceeding was docketed in the

In the proceedings for the approval of the incorporation of Lower Paxton-Suburban Water Company, at Application Docket No. 34754, Folder No. 1 and Folder No. 2, it had been specifically stated of record that the sole purpose in forming the said company was to enlarge the chartered territory of the Harrisburg Suburban Water Company, by the sale of all of the assets and franchises of Lower Paxton-Suburban Water Company to it. This application was approved by the Public Service Commission. Subsequently, a joint application for the approval of the consolidation was filed with the Pennsylvania Public Utility Commission, at Application Docket No. 35346-1937, and although in the aforesaid application for the approval of the incorporation of the Lower Paxton-Suburban Water Company, counsel had specifically requested that such application be refused, unless the Public Service Commission was willing to subsequently approve the consolidation of said company with Harrisburg Suburban Water Company, the joint application was refused on August 3rd, 1937.

A petition for reconsideration was duly filed in September of 1937, in which was recited the entire background and history of the proceeding. Subsequently, in January of 1938, the Commission refused the prayer of the petition for reconsideration, and affirmed the report and order of August 3rd, 1937, with the proviso, however, that application for the approval of such consolidation could be filed with the Commission within six months or a year.

16. The chartered territory of the Harrisburg Suburban Water Company is contiguous to the chartered territory of the Lower Paxton-Suburban Water Company, as is more clearly set forth and shown on a map attached hereto, marked Exhibit "G", and made a part hereof. Both companies obtain their supply of water for service in their chartered territory, by purchase, from the City of Harrisburg. The point at which the water is purchased by each of said companies is indicated on the aforesaid map, Exhibit "G".

There is also indicated on said map, the location of the principal pipe lines of the two said companies in this territory.

17. The tariff rates charged by each of said companies are identical for the same type of service. A copy of the tariff on file with your Honorable Commission, of the Harrisburg Suburban Water Company, is attached hereto, marked Exhibit "H", and made a part hereof. A copy of the tariff on file with your Honorable Commission, of the Lower Paxton-Suburban Water Company, is attached hereto, marked Exhibit "I", and made a part hereof.

18. That the approval of this application, with the resultant consolidation of the Harrisburg Suburban Water Company and Lower Paxton-Suburban Water Company, will eliminate certain present duplications of costs in the items of taxes and insurance, and of general administrative salaries and expenses. By eliminating the costs required to be incurred by reason of keeping two sets of books for the two companies, and the duplicate supervision of the said companies, it is estimated that there will be an annual saving of approximately \$590.00.

19. That the approval of this application will inure to the benefit of the public in the territory served by these two companies, by eliminating a difficult roundabout way of financing any extensions or betterments in the territory of Lower Paxton-Suburban Water Company, and will permit the completion of the project contemplated at the time said company was incorporated. No person will in any way be injured by said consolidation, and as set forth in the original proceeding before your Honorable Commission, at Application Docket No. 35346, there will be no change in the rates charged by the Harrisburg Suburban Water Company by reason of said consolidation. The growth in the number of consumers from 16 in 1937, to 175 in 1941, is a clear indication that the acquisition of this additional territory by the Harrisburg Suburban Water Company will not be a drain on the finances of the Harrisburg Suburban Water Company, which would in any way affect its existing rate structure. This is brought out only because the refusal of the afore-

said joint application, for approval of the consolidation of these two companies, was partially predicated upon such fear, entertained by certain members of the Commission's staff.

20. That the proposed sale is necessary and proper for the service, accommodation and convenience of the public for the reasons hereinbefore set forth.

WHEREFORE, your petitioners pray that your Honorable Commission issue a certificate of public convenience, under the provisions of Article II, Section 202 (e) of the Public Utility Law, evidencing its approval of the sale and transfer of all of the property, real, personal and mixed, of your petitioner, Lower Paxton-Suburban Water Company, to your petitioner, Harrisburg Suburban Water Company, including all its franchises, contracts, rights-of-way, and agreements, together with all the rights, privileges, etc., of the said company thereunder, to your petitioner, Harrisburg Suburban Water Company, and will evidence such approval by the issuance of a certificate of public convenience, as provided by law.

And your petitioners will ever pray, etc.

HARRISBURG SUBURBAN WATER COMPANY

By F. H. Eastman
President

LOWER PAXTON-SUBURBAN WATER COMPANY

By F. H. Eastman
President

COMMONWEALTH OF PENNSYLVANIA

SS:

COUNTY OF DAUPHIN

Personally appeared before me, a Notary Public in and for said Commonwealth and County, FRANK H. EASTMAN, who being duly sworn according to law, doth depose and say that he is President of HARRISBURG SUBURBAN WATER COMPANY, one of your petitioners herein, and that the facts set forth in the foregoing petition are true and correct to the best of his knowledge and belief.

Frank H Eastman

Sworn to and subscribed before me this 20th day of March, A. D. 1942.

Geo. W. Light

Notary Public

NOTARY PUBLIC

My Commission Expires: **My Commission expires Jan. 19, 1943**

COMMONWEALTH OF PENNSYLVANIA

SS:

COUNTY OF DAUPHIN

Personally appeared before me, a Notary Public in and for said Commonwealth and County, FRANK H. EASTMAN, who being duly sworn according to law, doth depose and say that he is President of LOWER PAXTON-SUBURBAN WATER COMPANY, one of your petitioners herein, and that the facts set forth in the foregoing petition are true and correct to the best of his knowledge and belief.

Frank H Eastman

Sworn to and subscribed before me this 20th day of March, A. D. 1942.

Geo. W. Light

Notary Public

My Commission Expires: **NOTARY PUBLIC My Commission expires Jan. 19, 1943**

BALANCE SHEET

A S S E T S

Dec. 31, 1941

Fixed

Fixed Capital Inst.
Cons. Work in Progress

\$412,656.01

412,656.01

Current

Cash
Accts. Rec. (Cons.)
Accts. Rec. (Others)
Materials & Supplies
Investments

895.45
12,747.42
1,431.40
4,571.70

31.00
19,676.97

Accrued, Deferred & Prepaid

Insurance Prepaid, etc.
Unamortized Debt, Disc. & Expenses
Accrued Interest Rec.

252.70
7,735.78

7,988.48

TOTAL ASSETS

440,321.46

L I A B I L I T I E S

Capital Stock

90,000.00

Current

Accts. Payable
Notes Payable

5,698.60

45,000.00
50,698.60

Funded Debt

1st Mort. 4% Bonds

133,650.00

Accrued

Taxes Accrued
Interest Accrued
Insurance Accrued

1,595.82
961.09

16.37
2,573.28

Deferred

Advances by Consumers to be
Refunded in Water
Unamort. Prem. on Debt

5,875.64

6,300.00
12,175.64

Reserves

Reserve for Deprec.
Reserve for Uncoll. Accts.

62,759.97

254.95
63,014.92

Surplus

Surplus due to Appraisal
Capt. Surplus - Contrib.
Earned Surplus

50,512.84

2,948.19

34,747.99
88,209.02

TOTAL LIABILITIES

440,321.46

INCOME, PROFIT & LOSS STATEMENT

Year 1941

OPERATING REVENUES

Metered Domestic Sales		\$36,849.71
Metered Commercial Sales		835.87
Metered Industrial Sales		18,506.09
Metered Public Sales		2,051.42
Unmetered Domestic Sales		21.00
Unmetered Private Fire Protection		351.60
Unmetered Public Fire Protection		4,456.66
Consumers' Disc. Allowed		<u>1,716.43</u>
Gross Operating Revenue		\$61,355.92

OPERATING EXPENSES

Water Purchased for Resale	22,338.46	
Dis. Syst.-Labor & Expenses	1,234.17	
Dist. Syst. - Maintenance	1,173.09	
Gen'l. Adm. Sal. & Expenses	9,225.52	
Taxes & Insurance	2,248.34	
Uncoll. Accounts	33.79	
Other Gen. Expenses	465.80	
Maint. of Gen. Prop.	<u>604.66</u>	
Total Operating Expenses		<u>\$37,323.83</u>

Non-Operating Earnings \$24,032.09

308.57

OTHER DEDUCTIONS

Interest	5,940.76	
Amor. of Debt. Disc. & Exp. over Amort. of Prem. on Debt.	60.87	
Depreciation	<u>5,135.58</u>	<u>\$11,137.21</u>
Net Income to Surplus		\$13,203.45

BALANCE SHEET

December 31, 1941

A S S E T S

Fixed Capital	\$ 41,653.34
Cash	1,037.10
Accts. Receivable	822.09
Deferred Charges	621.80
	<hr/>
Total Assets.	<u>\$ 44,134.33</u>

L I A B I L I T I E S

Notes Payable	\$ 1,000.00
Accts. Payable	33,698.15
Advances for Line Cons.)	
Refundable in Water)	152.25
Accrued Taxes & Insurance	181.90
Reserve for Depreciation	1,210.55
Earned Surplus	461.02
Capital Surplus (Contrb.)	7,852.50
Capital Stock	500.00
	<hr/>
Total Liabilities	<u>\$ 44,134.33</u>

December 31 - 1941

Notes Payable

U. S. Pipe & Foundry Co.
Dated Oct. 2, 1941 - 4% Due 1/2/42 \$ 1,000.00

Accounts Payable

Gannett, Eastman & Fleming, Inc.	32,575.46
United States Pipe & Foundry Co.	1,020.00
W.A. Waddell (Labor Payroll Dec. 1941 a/c)	16.75
Penna. Dept. of Highways (Permits)	26.00
City of Harrisburg (December 1941 a/c for water)	<u>59.94</u>
	<u>\$33,698.15</u>

EXHIBIT "C"

INCOME, PROFIT & LOSS STATEMENT

Year 1941

INCOME

Metered Sales of Water	\$3,029.57
Unmetered Sales of Water	450.00
Less Discounts Allowed	115.94
	<hr/>
Gross Income	\$3,363.63

EXPENSES

Water Purchased	892.67 ✓
Dist. System Exp.	128.15
Gen'l. Adm. Sal. & Exp.	1,046.26
Depreciation	545.67 ✓
Taxes and Insurance	230.88 ✓
Interest	73.00
P.U.C. Expense	<hr/>
Total Expenses	\$2,916.63
Net Income	\$ 447.00

EXHIBIT "D"

BALANCE SHEETS

<u>ASSETS</u>	<u>Dec.31</u> <u>1941</u>	<u>Dec.31</u> <u>1940</u>	<u>Dec.31</u> <u>1939</u>	<u>Dec.31</u> <u>1938</u>
Fixed Capital	\$41,653.34	31,728.83	20,767.19	10,073.07
Cash	1,037.10	977.84	261.89	410.84
Accts.Receivable	822.09	628.93	358.81	131.46
Deferred Charges	<u>621.80</u>	<u>660.68</u>	<u>699.56</u>	<u>738.44</u>
Total Assets	\$44,134.33	33,996.28	22,087.45	11,353.81

LIABILITIES

Notes Payable	1,000.00			1,200.00
Accts. Payable	33,698.15	27,139.14	17,146.47	7,458.97
Advances for line construction (refundable)	152.25	605.76	1,052.57	1,258.73
Accrued Interest				12.00
Accrd. Taxes & Ins.	181.90	87.39	27.68	
Reserve for Deprec.	1,210.55	664.88	244.00	130.95
Earned Surplus	461.02	943.39	1,128.27	914.34
Capital Surplus (Contrib.)	7,852.50	5,942.50	4,245.00	1,707.50
Capital Stock	<u>500.00</u>	<u>500.00</u>	<u>500.00</u>	<u>500.00</u>
Total Liabilities	\$44,134.33	33,996.28	22,087.45	11,353.81

Customers	175	137	76	33
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LOWER PAXTON SUBURBAN WATER COMPANY
INCOME, PROFIT AND LOSS STATEMENT

	<u>1941</u>	<u>1940</u>	<u>1939</u>	<u>1938</u>
<u>INCOME</u>				
Metered Sales of Water	\$3,029.57	1,893.78	1,044.03	378.43
Unmetered " " "	450.00	320.00	150.00	
Less Discts. allowed	115.94	70.90	33.67	12.20
Gross Income	3,363.63	2,142.88	1,160.36	366.23
<u>EXPENSES</u>				
Water Purchased	892.67	558.48	258.36	85.03
Distr. System Exp.	128.15	164.86	251.31	91.45
Gen. Adm. Sal. & Exp.	1,046.26	663.90	565.30	551.81
Depreciation	545.67	420.88	113.05	112.63
Taxes & Insurance	230.88	144.48	102.77	34.81
Interest	73.00		81.00	58.50
P.U.C. Expense		.40		.31
Total Expenses	2,916.63	1,953.00	1,371.79	934.54
Net Income	447.00	189.88	211.43	568.31

**STATEMENT OF CASH ADVANCED AND PAYROLLS, MATERIALS, & EXPENSES
PAID FOR THE ACCOUNT OF LOWER PAXTON SUBURBAN WATER COMPANY BY
HARRISBURG SUBURBAN WATER COMPANY AND GANNETT, EASTMAN & FLEMING, INC. TO DEC. 31, 1941**

Year	By Harrisburg Suburban Water Company	By Gannett, Eastman & Fleming, Inc.	Purposes of Advances		
			Fixed Capital	Operating Expenses	Cash for Federal Capital Expenditures
1937	Second Quarter	\$1,048.20	\$1,048.20 ✓	164.04	522.50 ✓
1937	Third Quarter		378.51		
1937	Fourth Quarter	781.26	781.26 ✓		
1937	Fourth Quarter		104.40	166.50	
1938	First Quarter	969.64	969.64 ✓		
1938	First Quarter		112.90		
1938	Second Quarter	533.50	11.00 ✓	168.20	
1938	Second Quarter		140.38	1.40 ✓	
1938	Second Quarter	571.98	55.58 ✓	235.75	515.00 ✓
1938	Third Quarter		743.59	74.35	
1939	Fourth Quarter		215.03	83.29	
1939	First Quarter	979.34	55.50 ✓	340.32	200.00
1939	Second Quarter		1,230.70	197.68	1,000.00
1939	Third Quarter	2,571.02	475.66 ✓	145.38	4,500.00
1939	Fourth Quarter	2,240.49	595.11 ✓	198.83	1,500.00
1940	First Quarter	203.83	5.00 ✓	186.65	
1940	Second Quarter	2,724.68	1,038.03 ✓	10.64	1,500.00
1940	Second Quarter	936.70	926.06 ✓		
1940	Third Quarter		442.95 ✓	386.92	2,000.00
1940	Third Quarter	193.50	192.10 ✓	1.40	
1940	Fourth Quarter		745.91	183.32	
1940	Fourth Quarter	243.68	224.96 ✓	18.72 ✓	
1941	First Quarter		169.66 ✓	226.13	
1941	First Quarter	3.75	2.50 ✓	1.25	
1941	Second Quarter	95.75	273.59 ✓	281.94	
1941	Second Quarter		94.50 ✓	1.25	
1941	Third Quarter	377.32	352.26 ✓	207.85	
1941	Third Quarter		371.70 ✓	5.62	
1941	Fourth Quarter		3,350.02 ✓		200.00
1941	Fourth Quarter	1,947.69	1,947.69 ✓	296.14	
	Transferred		16,941.49		
	Total amount owed by		3,696.47		11,937.50
	L.P.S.W.Co. to G.E.&F.Inc. 12/31/41		7,702.97		
			7,702.97		
					\$32,575.46 ✓

GANNETT, EASTMAN & FLEMING, INC.

OVERSIZE

DOCUMENTS

HARRISBURG SUBURBAN WATER COMPANY

HARRISBURG, PA.

TARIFFS ON FILE

with

PENNSYLVANIA PUBLIC UTILITY COMMISSION

as of

JANUARY 1, 1941

INCLUDING:

Pa. P.U.C. Supplement	No.		Pa. P.U.C. No.		Effective
	1	to	1		April 1
	2	"	"	"	" May
	3	"	"	"	" July
	4	"	"	"	" January
					" January

SCHEDULE OF RATES

Penbrook and Paxtang Boroughs and Swatara Township
Excluding Oberlin & Vicinity

FLAT RATES

Domestic, Commercial or Industrial Service

Hydrant, plain nozzle, per annum\$ 8.00
" screw nozzle, per annum 12.00

This rate applies only to hydrants attached to 5/8" pipe laterals or less, located outside of the building on the property of the consumer, where no other fixtures exist on the property

Fire Hydrants (Public)

Borough and Township hydrants, each per annum 40.00

Fire Protection (Private)

Fire Hydrant, installed by Company, each per annum 40.00
Fire Hydrant, installed by Consumer, " " " 30.00
2" Hose connection, each opening per annum 18.00
1" Hose connection, " " " " 10.00

Automatic Sprinklers or Standpipe Connections

For each 4" Connection or less to main, per annum 25.00
This charge includes the installation of 250 sprinkler heads of approved type.

For next 100 heads or less, each per annum09
" " 100 " " " " " "08
For all over 450 heads, " " " " " "07

For each 6" Connection or less to main, per annum 50.00
This charge includes the installation of 570 sprinkler heads of approved type.
For all over 570 heads, each per annum..... .07

Private fire protection service will not be rendered for any period of less than one year, and no deductions or allowances will be made during any one year.

(C) Indicates Change or Addition.

METER RATES

<u>All Services</u>	<u>Per 1000 Gallons</u>
For the first 9000 gallons per quarter	\$.33-1/3
" " next 10000 " " "30
" " " 20000 " " "20
" " " 25000 " " "16
" " " 30000 " " "12
" all over 94000 " " "10

Special Meter Rates

For a 6" Service, a minimum or service charge of \$350.00 per month shall be paid, for which no water is allowed, plus a consumption charge of \$.08 per thousand gallons.

All metered consumers shall be subject to a quarterly minimum charge, based on the required size of meter to render adequate service.

<u>Size of Meter</u>	<u>Per Quarter Per Meter Per Consumer</u>
5/8" to 3/4"	\$ 3.00
1 inch	5.25
1-1/2 inch	10.16
2 inch	14.12

The consumer shall pay the minimum charge only when the amount resulting by applying the meter rates to the quantity of water consumed is less than the said minimum charge. When such amount is greater than said minimum charge, then that shall constitute the bill for service rendered.

(C) Indicates Change or Addition.

SCHEDULE OF RATES
FOR THAT PART OF SWATARA TOWNSHIP
IN
OBERLIN AND VICINITY

FLAT RATES

Fire Hydrants (Public)
Township Hydrants, each per annum \$40.00 ✓

METER RATES

All Services

All consumption; per 1000 gallons37½ (C)

All metered consumers shall be subject to the
quarterly minimum charge.

Per Consumer
Per Meter

Minimum charge per quarter 3.75 (C)

The consumer shall pay the minimum charge
only when the amount resulting by applying the meter
rates to the quantity of water consumed is less than
said minimum charge. When such amount is greater
than said minimum charge then that shall constitute
the bill for service rendered.

(C)

(C) Indicates Change or Addition.

LOWER PAXTON-SUBURBAN WATER COMPANY
HARRISBURG, PA.

RATES AND RULES
GOVERNING THE
FURNISHING OF WATER
IN
LOWER PAXTON TOWNSHIP
DAUPHIN COUNTY, PA.

Issued August 1, 1937
By: George W. Light
Treasurer
600 N. Second Street
Harrisburg, Pa.

Effective September 1, 1937

EXHIBIT "I"

SCHEDULE OF RATES

METER RATES - All Classes of Service

				<u>Per 1000 Gals.</u>
First 9,000	gallons	per	quarter	\$ 0.33-1/3
Next 10,000	"	"	"	0.30
" 20,000	"	"	"	0.20
" 25,000	"	"	"	0.16
" 30,000	"	"	"	0.12
Over 94,000	"	"	"	0.10

All metered consumers shall be subject to a quarterly minimum charge, based upon the required size of meter to render adequate service, as follows:

<u>Size of Meter</u>	<u>Minimum Charge per Quarter per Meter</u>
5/8" and 3/4"	\$ 3.00
1 inch	5.25
1 1/2 inch	10.16
2 inch	14.12

The consumer shall pay the minimum charge only when the amount resulting by applying the meter rates to the quantity of water consumed is less than the said minimum charge. When such amount is greater than said minimum charge, then the former shall constitute the bill for service rendered.

SCHEDULE OF RATES
(Continued)

FLAT RATES

Domestic, Commercial or Industrial Service

Hydrant, plain nozzle, per annum	\$ 8.00
Hydrant, screw nozzle, per annum	12.00

This rate applies only to hydrants attached to 5/8" pipe laterals or less, located outside of the building on the property of the consumer, where no other fixtures exist on the property.

Fire Protection (Public)

Township Hydrants, each, per annum	\$40.00
------------------------------------	---------

Fire Protection (Private)

Fire Hydrants, installed by Company, each, per annum	\$40.00
Fire Hydrants, installed by Consumer, each, " "	\$30.00
2-inch Hose Connection, each opening, per annum	\$18.00
1-inch Hose Connection, each opening, per annum	\$10.00

Private fire protection service will not be rendered for any period of less than one year, and no deductions or allowances will be made during any one year.

Proof of Publication of Notice in Harrisburg Telegraph

Under Act No. 597, Approved May 16, 1920

SECRETARY'S OFFICE
PUBLIC UTILITY COM.

Commonwealth of Pennsylvania, }
County of Dauphin, } ss:

P. L. Deaner being duly sworn according to law deposes and says:

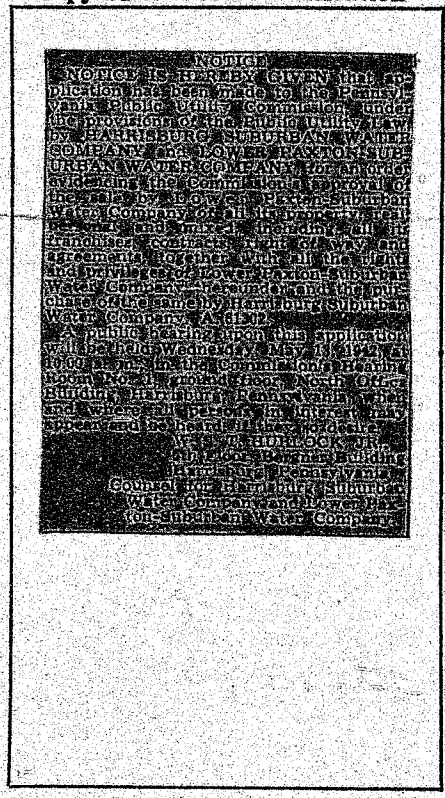
He is ASSISTANT SECRETARY of THE TELEGRAPH PRESS, a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, with its principal office and place of business at 216 Locust Street, in the City of Harrisburg, County of Dauphin, State of Pennsylvania; that the said Company is the owner and publisher of the HARRISBURG TELEGRAPH a newspaper of general circulation printed and published at 216 Locust Street, in the City, County and State aforesaid; that the HARRISBURG TELEGRAPH was established in 1831 and has been continuously published ever since: that the printed notice of publication which is securely attached hereto is exactly as printed and published in its regular editions and issues which appeared on the May 1 - 8, A. D. 1942

Affiant further deposes and says that he is duly authorized by said Company to verify this statement, and that neither he nor said Company is interested in the subject matter of said printed notice or advertising, and that all of the allegations of this statement as to the time, place and character of publication are true.

RESOLVED. That the President, Vice-President, Secretary, Assistant Secretary and Treasurer of this corporation and they are hereby severally authorized and empowered to execute the verified statement in the proofs of publication on behalf of this corporation as the owner and publisher of the Harrisburg Telegraph as required by the Newspaper Advertising Act, Act of May 16, 1929, P. L. 1784.

P. L. Deaner

Copy of Notice or Publication



Sworn to and subscribed before me this 9th day of May
A. D. 1942

[Signature]
Notary Public

Statement of Advertising Costs

35 Lines @ .15 \$ 5.25
35 " @ .10 3.50

My Commission Expires March

To THE TELEGRAPH PRESS, Dr.

For Publishing the notice or publication attached hereto

on the above stated dates \$ 8.75

Probating same \$.50

Total \$ 9.25

ROCKETED
MAY 12 1942

Publisher's Receipt for Advertising Costs

THE TELEGRAPH PRESS, publisher of the HARRISBURG TELEGRAPH a newspaper of general circulation hereby acknowledges receipt of the aforesaid notice and publication costs and certifies that the same have been duly paid.

THE TELEGRAPH PRESS
Publisher of the HARRISBURG TELEGRAPH
A Newspaper of General Circulation
Date

By

This 17th day of September 1942

The undersigned hereby acknowledges receipt of
2 executed copies of order and certificate of public conven-
rendered by the Commission in Application Docket
No. 61302 under date of Sept. 9, 1942,
and accepts service thereof in behalf of _____

HARRISBURG SUBURBAN WATER COMPANY and LOWER PAXTON-
SUBURBAN WATER COMPANY, applicants.

W. S. [Signature]

RECORD
FOLDER

RECEIVED
FILE ROOM
SEP 17 1942
P. U. C.
OK-FILE-T. B. M.

EXHIBIT B

Suez History of Operations

SUEZ WATER PENNSYLVANIA INC.

On January 23, 1993, the Dallas Water Company, Inc. changed its name to General Waterworks of Pennsylvania, Inc. (“GWW of Pa.”). Effective December 31, 1993, Dauphin Consolidated Water Supply Company, Bloomsburg Water Company and Mechanicsburg Water Company merged into GWW of Pa. (A-210013F0003). On March 20, 1995, GWW of Pa. changed its name to United Water Pennsylvania Inc. This name change arose as a consequence of the merger between GWC Corporation, parent of General Waterworks Corporation, and United Water Resources. On July 17, 2008, the Commission approved the merger of Gaz de France and SUEZ, the corporate parent of United Water Pennsylvania Inc. (A-210013 - F0017). The Commission issued a Certificate of Public Convenience permitting United Water Pennsylvania Inc. to change its name to SUEZ Water Pennsylvania Inc. effective November 23, 2015 (A-210013).

SUEZ maintains four operations as follows:

Harrisburg Operation. SUEZ - Harrisburg Operation was originally incorporated under Pennsylvania law on June 9, 1903 as Dauphin Consolidated Water Supply Company, as a merger of the following companies, all of which were incorporated in 1901: Citizens Water Company of Dauphin Borough, Citizens Water Supply Company of Susquehanna Township, and Citizens Water Company of Middle Paxton Township. On February 6, 1903, the Pennsylvania Railroad Company organized the Enola Water Company for the purpose of constructing a water supply system in East Pennsboro Township, Cumberland County. On April 14, 1905, the railroad company organized the Progress Water Supply Corporation to construct a water supply system in Susquehanna Township, Dauphin County. In 1905, the Pennsylvania Railroad Company purchased the capital stock of Dauphin Consolidated Water Supply Company and, subsequently

Dauphin Consolidated Water Supply Company acquired the two water companies which had been organized by the railroad. In 1918, the domestic distribution system, adjacent to the northern limits of Harrisburg, was sold to the City of Harrisburg (the "City"), shortly following the annexation of that area by the City. In 1992, the domestic water system in Enola, East Pennsboro Township was sold to Riverton Water Company. In 1939, the company sold 4,420 acres of land in Clarke Valley to the City of Harrisburg for use as a new source of supply for the City.

The territory served and the plant in service of Dauphin Consolidated Water Supply Company was enlarged as a result of the following mergers and acquisitions:

- (a) Merger with Harrisburg Suburban Water Company, approved by the PUC on December 23, 1962 (A-90814);
- (b) Merger with Hummelstown Water Supply Company, approved by the PUC on March 8, 1965 (A-91942);
- (c) Acquisition of certain waterworks facilities owned by Watcopa, Inc., approved by the PUC on December 13, 1965 (A-92718);
- (d) Merger with the Marysville Water Company approved by the PUC on April 14, 1969 (A-95002);
- (e) Merger with Highspire Water Supply Company, approved by the PUC on March 29, 1977 (A-96469);
- (f) Linglestown Water Company - purchased 1986;
- (g) Newberry Water Company - purchased 1985; and
- (h) Edgemont Water system - purchased 1990.

Dallas Operation. SUEZ - Dallas Operation was formed by the merger of three (3) former companies of Dallas Water Company, Inc.: Harvey's Lake Water Company, Inc., Noxen Water Company, Inc. and Shavertown Water Company, Inc. On January 26, 1993, the PUC at Docket

No. A-210013F002 approved the name change from Dallas Water Company, Inc. to General Waterworks of Pennsylvania, Inc.

The predecessor companies of General Waterworks of Pennsylvania, Inc. were acquired by General Waterworks Corporation on May 16, 1990 in accordance with the PUC's Order entered on April 18, 1990 at Docket No. A-210013. The companies were acquired from Eastern Gas and Water Investment Company with principal offices at that time in King of Prussia, Pennsylvania. The company, known at that time as Dallas Water Company, can trace its incorporation back to August 21, 1893. Noxen Water Company can trace its date of incorporation back to May 12, 1922. The date of Harvey's Lake Water Company incorporation is unknown. On September 24, 2009, the Commission issued a Certificate of Public Convenience approving the Joint Application of United Water Pennsylvania Inc. and the Brown Manor Water Company for the acquisition by United Water of the water system assets of Brown Manor; and the right of United to begin to offer, render, furnish and supply water service to the public in a portion of Kingston Township, Luzerne County, Pennsylvania. (A-2009-2120406)

Bloomsburg Operation. SUEZ - Bloomsburg Operation was originally incorporated in 1877 as the Bloomsburg Water Company and then incorporated under the laws of Pennsylvania on September 5, 1879, as a private company servicing the Township of Bloomsburg. In the intervening years, the original company expanded through conventional development to serve outlying areas. In July 1986, the company was acquired by General Waterworks Corporation. PUC approval was granted by Order entered October 21, 1993 at Docket No. A-210013F0003. Effective December 31, 1993, the Bloomsburg Water Company was merged with and into General Waterworks of Pennsylvania, Inc., as an operating property of that company. In 2000, United Water Pennsylvania Inc. acquired the waterworks property of the Nuremberg and Scenic Knolls

divisions of National Utilities, Inc. in Schuylkill County, Pennsylvania. (A-210013.F.0010 and F.0011; A-210043F.2003). In 2018, SUEZ Water Pennsylvania Inc. received authority to serve an additional portion of Montour Township, Columbia County and a portion of Cooper Township, Montour County (A-2017-2626908).

Mechanicsburg Operation. SUEZ - Mechanicsburg Operation was originally incorporated in 1854 as the Mechanicsburg Gas and Water Company. In the intervening years the original company expanded through conventional development to service its growing service area. In 1954, the company was acquired by General Waterworks Corporation. The company continued to grow and in 1989 acquired the Grantham Water Company adding approximately 520 customers to the company's service area. In 2000, the company acquired Center Square Water Co., which provided water service in Upper Allen Township, Cumberland County. The Commission then approved the right of United Water Pennsylvania Inc. to offer, render, furnish or supply water service to the public in additional portions of Upper Allen Township, and the abandonment by Center Square Water Co. of all water service to the public. (A-210390F5000; A-210013F0012: A-210390F2000).

The following is a brief description of the territory SUEZ serves by municipality, approximate population and type of service it provides.

Harrisburg Operation. SUEZ - Harrisburg Operation serves domestic, commercial and industrial customers and furnishes public and private fire protection service to a population approximating 85,000 in Dauphin County in the Boroughs of Dauphin, Highspire, Hummelstown, Paxtang and Pennbrook (portion) and in the Townships of Derry (portion), Lower Paxton, Lower Swatara (portion), Middle Paxton, South Hanover (portion), Susquehanna (portion) and Swatara;

in York County in Newberry Township (portion); in Perry County in the Borough of Marysville, the Township of Rye (portion) and Penn Township (portion); in Cumberland County in East Pennsboro (portion). In 1986, the company purchased Linglestown Water Company in Lower Paxton Township, Dauphin County and Newberry Water Company in Newberry Township, York County. Then in 1990 the company purchased Edgemont Water System located in Susquehanna Township, Dauphin County. In 2008, the company purchased the water system assets of the Perry County Economic Development Corporation, in Penn Township, Perry County. (A-210013F0018)

Dallas Operation. SUEZ - Dallas Operation served domestic, commercial and industrial customers and furnishes private fire protection for a population of approximately 9,500 in Luzerne County, Boroughs of Dallas, Harvey's Lake -Village of Shaverstown and vicinity - Township of Dallas - Township of Kingston Lake Township - Lehman Township; Wyoming County - Township of Noxen -Village of Noxen and vicinity.

Bloomsburg Operation. SUEZ - Bloomsburg Operation serves domestic, commercial and industrial customers and furnishes public and private fire protection service to a population of approximately 23,000 in Columbia County - Town of Bloomsburg - Scott Township, South Centre Township - Hemloch Township (portion), Montour Township (portion); Montour County - Cooper Township (portion); the Village of Nuremberg, Township of North Union, Schuylkill County, Pennsylvania.

Mechanicsburg Operation. SUEZ - Mechanicsburg Operation serves domestic, commercial and industrial customers and furnishes public and private fire protection service for a population of approximately 17,500 in Cumberland county - the Borough of Mechanicsburg - Upper Allen Township (portion) - Lower Allen Township (portion) - Silver Spring Township

(portion) - Hampden Township (portion) - Monroe Township (portion) - York County - Monaghan Township (portion) - Fairview Township (portion) - Newberry Township (portion) - Carroll Township (portion).

EXHIBIT C

Commission's Recommended Decision: Suez—

Veolia Merger

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Harrisburg, PA 17105-3265**

Public Meeting held December 2, 2021

Commissioners Present:

Gladys Brown Dutrieuille, Chairman
John F. Coleman, Jr., Vice Chairman
Ralph V. Yanora

Joint Application of Veolia Environnement S.A.,	:	
Veolia North America, Inc., SUEZ S.A.,	:	A-2021-3026515
SUEZ Water Pennsylvania Inc.	:	A-2021-3026522
and SUEZ Water Bethel Inc. for all approvals	:	A-2021-3026523
pursuant to Sections 1102(a)(3), (4), and 1103	:	
of the Pennsylvania Public Utility Code, and	:	
as otherwise required under the Pennsylvania	:	
Public Utility Code for the change in control of	:	
SUEZ Water Pennsylvania Inc.	:	
and SUEZ Water Bethel Inc.	:	

ORDER

BY THE COMMISSION:

We adopt as our action the Recommended Decision of Deputy Chief Administrative Law Judge Joel H. Cheskis and Administrative Law Judge Charece Z. Collins, dated November 8, 2021;

THEREFORE,

IT IS ORDERED:

1. That the joint stipulation for the admission of the application and supporting testimony filed in this matter on October 27, 2021 is hereby approved and the parties are directed

to submit the requisite number of copies of those documents to the Commission's Secretary's Bureau for inclusion in the Commission's official files.

2. That the Joint Application filed by Veolia, Veolia North America, SUEZ, SWPA, and SWB (together, the SUEZ Pennsylvania Utilities) (collectively, Joint Applicants), as modified by the Joint Petition for Settlement filed on October 27, 2021, is approved without further modification.

3. The Joint Petition for Settlement filed on October 27, 2021 in this proceeding is approved without modification.

4. That the Commission's Secretary's Bureau issue Certificates of Public Convenience evidencing the right of Veolia Environnement S.A. and Veolia North America, Inc. under Sections 1102(a)(1) and 1102(a)(3) of the Pennsylvania Public Utility Code, 66 Pa. C.S. §§ 1102(a)(1) and 1102(a)(3), to acquire the water and wastewater system assets of SUEZ Water Pennsylvania Inc. and the water system assets of SUEZ Water Bethel Inc. through Veolia's acquisition of a majority or all of the outstanding shares of SUEZ in accordance with a Combination Agreement entered into between Veolia and SUEZ on May 14, 2021.

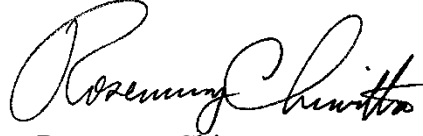
5. That within thirty (30) days following consummation of the Transaction approved by Ordering Paragraph No. 2 of the decision, Veolia North America, Inc. shall notify this Commission of the effective date of the Transaction and of the post-closing corporate structure selected by Veolia.

6. That if the Joint Applicants determine that the Transaction will not occur, they shall promptly file notice of such determination with the Commission.

7. That all such other approvals, certificates, and relief as may be necessary and required under the Public Utility Code for Veolia to be authorized to acquire a majority or all of the outstanding shares of SUEZ, in accordance with a Combination Agreement entered into between Veolia and SUEZ on May 14, 2021, are hereby issued.

8. That upon filing of either notice directed by Ordering Paragraph Nos. 5 or 6 of the decision, the proceedings at Docket Nos. A-2021-3026515, A-2021-3026522, A-2021-3026523 shall be marked closed.

BY THE COMMISSION,

A handwritten signature in black ink, appearing to read "Rosemary Chiavetta". The signature is written in a cursive, flowing style.

Rosemary Chiavetta
Secretary

(SEAL)

ORDER ADOPTED: December 2, 2021

ORDER ENTERED: December 2, 2021

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**


**JOINT APPLICATION OF AMERICAN
WATER WORKS COMPANY, INC.,
ESSENTIAL UTILITIES, INC., AQUA
PENNSYLVANIA, INC., AQUA
PENNSYLVANIA WASTEWATER, INC.,
PEOPLES NATURAL GAS COMPANY
LLC AND ALPHA MERGER SUB, INC.
FOR A CERTIFICATE OF PUBLIC
CONVENIENCE UNDER SECTIONS
1102(A)(3) AND 2210(C) OF THE PUBLIC
UTILITY CODE AND ALL OTHER
NECESSARY APPROVALS TO EFFECT
A CHANGE OF CONTROL OF AQUA
PENNSYLVANIA, INC., AQUA
PENNSYLVANIA WASTEWATER, INC.,
LLC, AND PEOPLES NATURAL GAS
COMPANY LLC**

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

VERIFICATION

I, Daniel Schuller, hereby declare that I am the Executive Vice President and Chief Financial Officer at Essential Utilities, Inc., that, as such, I am authorized to make this verification on its behalf; that the facts set forth in the foregoing are true and correct to the best of my knowledge, information, and belief; and that I make this verification subject to the penalties of 18 Pa. C.S.A. § 4904 pertaining to false statements to authorities.

DATE: May 4, 2026



Daniel Schuller

Executive Vice President
Chief Financial Officer
Essential Utilities, Inc.