



CALIFORNIA
AMERICAN WATER

California Public Utilities Commission

Affiliate Transaction Rules

Compliance Plan

CALIFORNIA-AMERICAN WATER COMPANY

For Rules Adopted in D.10-10-019

[as modified by D.11-10-034 and corrected by D.12-01-042]

EFFECTIVE DATE: June 1, 2021

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INTRODUCTION

In compliance with Rule VIII.C of the California Public Utilities Commission (“Commission”) Rules for Water and Sewer Utilities Regarding Affiliate Transactions and the Use of Regulated Assets for Non-Tariffed Utility Services adopted in D.10-10-019, as modified by D.11-10-034 and corrected by D.12-01-042 (“Rules”), California-American Water Company (U210W) (“California American Water”) has prepared and files this 2021 Compliance Plan (“2021 Plan”). California American Water’s 2021 Plan includes a variety of procedures and mechanisms which, when taken as a whole, provides a comprehensive approach to compliance with the Rules. Although every procedure and mechanism may not be specifically described herein, the Rules will be implemented by means of a combination of one or more of the following:

- Development and distribution of written policies or procedures;
- Education/training for and communications to employees of California American Water and California American Water affiliates;
- Collection of relevant records for required reports and reviews;
- Monitoring affiliate transactions and overall compliance on a continuing basis; and
- Corrective actions as needed.

California American Water’s Affiliate Transaction Rules Compliance Committee (“ATRCC”) is responsible for overall compliance and interpretation of the Rules and their application to particular transactions. The ATRCC provides education, direction and oversight of all matters pertaining to training and implementation of the Rules. The compliance tools that the ATRCC uses include: employee communications and education/training; issuance of procedures governing affiliate transactions and reporting requirements; and ongoing monitoring necessary to comply with the Rules. The ATRCC reports to the Affiliate Transaction Rules Executive Committee, which provides oversight and guidance to the ATRCC.

In the following pages, each Rule is shown in bold type. Following each Rule, in normal type, is a description of the actions to be taken by California American Water to comply with the Rule (where applicable).

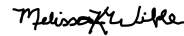
The undersigned verify that the adequacy of the specific mechanisms and procedures described in this 2021 Plan are believed to be sufficient to ensure that the utility is not utilizing the parent company or any of its affiliates not covered by the Rules as a conduit to circumvent any of the Rules:

California-American Water Company

American Water Works Company, Inc.



Richard Svindland, President



Melissa Wikle, Vice President &
Controller

Affiliate Transaction Rules

RULE I. Jurisdiction and Applicability

I.A.

These Rules apply to all Class A and Class B California public utility water and sewer corporations or companies subject to regulation by the California Public Utilities Commission (Commission).

California American Water Compliance: As a Class A water utility subject to Commission regulation, California American Water affirms that these Rules apply to it and its employees. California American Water has implemented and will continue to implement appropriate procedures and mechanisms as needed to help ensure compliance with the Rules. Further, California American Water's training materials and resources will reference the respective compliance requirements associated with each Rule (as applicable).

I.B.

These Rules apply to transactions between a Commission-regulated utility and another affiliated entity that is engaged in the provision of products that use water or sewer services or the provision of services that relate to the use of water or sewer services, including the utility's parent company, and to the utility's use of regulated assets for non-tariffed utility services, unless specifically modified or exempted by the Commission. Transactions between a Commission-regulated utility and an affiliated utility regulated by a state regulatory commission (whether the utility is located in California or elsewhere) are exempt from these Rules, except for provisions of Rule IV.B and Rule X.

California American Water Compliance: California American Water affirms that the Rules apply to transactions with its covered affiliates, as defined in Rule I.B. California American Water has implemented and will continue to implement appropriate procedures and mechanisms to help ensure compliance with the applicability provisions of Rule I.B. Appendix A contains a list of all affiliates of California American Water, as defined in Rule II.E., and for each affiliate a description of its purposes or activities, and the applicability of the Rules to the affiliates. California American Water reserves the right to reclassify an affiliate as the activities of that affiliate dictate.

I.C.

Utilities shall comply with all applicable State and Federal statutes, laws and administrative regulations.

California American Water Compliance: California American Water affirms that it will comply with all applicable State and Federal statutes, laws and administrative regulations to which it is subject.

I.D.

Existing Commission rules for each utility and its parent company continue to apply except to the extent they conflict with these Rules. In such cases, these Rules supersede prior rules and guidelines, provided that nothing herein shall preclude (1) the Commission from adopting other utility-specific guidelines; or (2) a utility or its parent company from adopting other utility-specific guidelines, with advance Commission approval through

Decision or Resolution. In the case of ambiguity regarding whether a conflict exists, there shall be a rebuttable presumption that these Rules apply.

California American Water Compliance: California American Water interprets this Rule and Rule I.E. to mean that an affiliate rule existing at the time the Rules were adopted is superseded if the subject matter of that rule is addressed by the Rules. As such, California American Water believes that all of its previously existing affiliate rules (established in D.02-12-068) were superseded as of June 30, 2011.

I.E.

Where these Rules do not address an item currently addressed in a utility’s existing rules imposed by this Commission, which govern that utility’s transactions with its affiliate(s) or its use of regulated assets for non-tariffed utility services, the existing utility-specific rules continue to apply for that item only.

California American Water Compliance: California American Water interprets this Rule and Rule I.D. to mean that an affiliate rule existing at the time the Rules were adopted is superseded if the subject matter of that rule is addressed by the Rules. As such, California American Water believes that all of its previously existing affiliate rules (established in D.02-12-068) were superseded as of June 30, 2011.

I.F.

These Rules do not preclude or stay any form of civil relief, or rights or defenses thereto, that may be available under state or federal law.

California American Water Compliance: California American Water affirms the Commission’s intent that the Rules do not preclude or stay any form of civil relief, or rights or defenses thereto, that may be available under state or federal law.

I.G.

A California utility that is also a multi-state utility and subject to the jurisdiction of other state regulatory commissions, may file an application with this Commission, served on all parties to this proceeding and its most recent general rate case, requesting a limited exemption from these Rules or a part thereof, for transactions between the utility solely in its capacity serving its jurisdictional areas wholly outside of California, and its affiliates if such out-of-state operations do not substantially affect the utility’s operations and the operating costs inside California. The applicant has the burden of proof.

California American Water Compliance: Rule I.G. does not apply to California American Water because California American Water does not operate outside of the State of California.

I.H.

A California utility’s affiliates that operate entirely outside of California are exempt from Rule III.B and Rule III.C of these Rules, for transactions between the utility and such affiliates, if the affiliates’ operations do not substantially affect the utility’s operations and the operating costs inside California.

California American Water Compliance: The affiliates of California American Water listed as Classification 4 in Appendix A operate entirely outside of California and their operations do not

substantially affect California American Water’s operations and the operating costs inside California. Therefore, the affiliates so listed in Appendix A are exempt from Rules III.B. and III.C. The list of such exempt affiliates in Appendix A excludes affiliates that under Rule I.B. are otherwise exempt from Rules III.B. and III.C. because they: 1) are not engaged in the provision of products that use water or sewer services or the provision of services that relate to the use of water or sewer services; or 2) are regulated by a state regulatory commission. California American Water reserves the right to reclassify an affiliate as the activities of that affiliate dictate.

I.I.

These Rules shall be interpreted broadly, to effectuate the Commission’s stated objectives of protecting consumer and ratepayer interests and, as an element thereof, preventing anti-competitive conduct.

California American Water Compliance: California American Water affirms the Commission’s intent that the Rules should be broadly interpreted.

RULE II. Definitions

II.A. “Parent company” or “parent”

“Parent company” or “parent” is the entity, including a holding company or corporation, that owns, or has substantial operational control (as defined in Rule II.E) of, the regulated utility.

II.B. “Utility”

“Utility” (unless specified as a water utility) refers to all water utilities and sewer utilities regulated by the Commission.

II.C. “Water utility”

“Water utility” refers to all water utilities regulated by the Commission.

II.D. “Sewer utility”

“Sewer utility” refers to all sewer utilities regulated by the Commission.

II.E. “Affiliate”

“Affiliate” means any entity whose outstanding voting securities are more than 10 percent owned, controlled, directly or indirectly, by a utility, by its parent company, or by any subsidiary of either that exerts substantial operational control.

For purposes of these Rules, “substantial operational control” includes, but is not limited to, the possession, directly or indirectly of the authority to direct or cause the direction of the management or policies of a company. A direct or indirect voting interest of more than 10 percent by the utility in an entity’s company creates a rebuttable presumption of substantial operational control.

For purposes of these Rules “affiliate” includes the utility’s parent company, or any company that directly or indirectly owns, controls, or holds the power to vote more than 10 percent of the outstanding voting securities of a utility or its parent company.

Regulated subsidiaries of a utility, the revenues and expenses of which are subject to regulation by the Commission and are included by the Commission in establishing rates for the utility, are not included within the definition of affiliate for the purpose of these Rules. However, these Rules apply to all interactions any such regulated subsidiary has with other affiliated unregulated entities covered by these Rules.

For the purposes of this Rule, “affiliate” shall not include a mutual water company, a joint powers authority, other governmental or quasi-governmental agency or authority, a public/private partnership, a watermaster board, a water basin association, or a groundwater management authority in which a utility participates or in which a utility is a member or shareholder.

II.F. “Costs”

“Costs” are used in these Rules to refer to the total expenses assigned or allocated to different projects or activities through the utility’s and parent company’s accounting systems. Cost categories include:

- 1. *Direct Costs.*** Direct costs are costs that can be clearly identified to specific projects or activities because the resource in question, or some measurable portion of that resource, has been dedicated to the project or activity. An example would be the hours of a worker’s time spent on the effort, materials purchased and used specifically on that effort, or the proportion of a machine’s hours dedicated to the effort.
- 2. *Direct Overhead Costs.*** For organizations that produce multiple outputs, direct overhead costs are the common costs of a subset of the organization, such as supervisors and support staff of a division not assigned or traceable to specific projects, or machinery shared among a subset of the company’s projects. Such overhead costs require allocation to specific projects through proxies and methodologies designed to accurately reflect the particular production aspects of each project; e.g., some processes are more capital-intensive than others and need less supervision input. Allocation methodologies for direct overhead costs can make use of several factors, often activity-based and often using “cost causation” as one of the principles in their design.
- 3. *Indirect Overhead Costs.*** Indirect overhead costs are functions that affect the entire organization, such as the headquarters building, the Chief Executive Officer and Chief Financial Officer, General Counsel and associated legal support, personnel departments, security for this building or these offices, shareholder and public relations, insurance, depreciation, advertising, and similar functions. These are real costs of the organization and must be allocated to the ongoing projects and activities to determine the total cost of each. These are also sometimes called “General Overhead Costs.”

As of the date of this 2019 Plan, Chief Executive Officer costs of California American Water's parent company are not allocated to California American Water.

4. ***Fully-loaded*** (also known as fully-allocated) costs. Fully-loaded (or fully-allocated) costs refer to the total cost of a project or activity, which is the sum of Direct, Direct Overhead, and Indirect Overhead costs, as defined in Rule II.F.1, 2 and 3.

II.G. “Transaction”

“Transaction” means any transfer of an item of value such as a good, service, information or money between a utility and one or more of its affiliates.

II.H. “Property”

“Property” refers to any right or asset, tangible or intangible, to which an entity has legal or equitable title.

II.I. “Real Property”

“Real property” refers to any interest in real estate including leases, easements, and water rights.

II.J. “Customer”

“Customer” means any person, firm, association, corporation or governmental agency supplied or entitled to be supplied with water, wastewater, or sewer service for compensation by a utility.

II.K. “Customer information”

“Customer information” means non-public information and data specific to a utility customer which the utility acquired or developed in the course of its provision of utility services.

II.L. “Cross-subsidy”

“Cross-subsidy” means the unauthorized over-allocation of costs to captive ratepayers resulting in under-allocation of costs to a utility affiliate.

California American Water Compliance: California American Water will apply these definitions in the administration of its compliance with the Rules.

RULE III. Utility Operations and Service Quality

III.A.

A utility shall not allow transactions with affiliates to diminish water utility staffing, resources, or activities in a manner that would result in degradation of the reliability, efficiency, adequacy, or cost of utility service or an adverse impact on customer service. Utility management attention shall not be diverted to such transactions in a way that would result in such degradation. The utility’s parent and affiliates shall not acquire utility assets at any price if such transfer of assets would impair the utility’s ability to fulfill its obligation to serve or to operate in a prudent and efficient manner.

California American Water Compliance: California American Water provides training and issues periodic communications to its employees educating them on the requirements of the Rules.

III.B

Except as otherwise provided by these Rules, a utility shall not

1. Provide leads to its affiliates;

California American Water Compliance: California American Water has implemented procedures and mechanisms to comply with Rule III.B.1.

California American Water provides training and issues periodic communications to its employees educating them on the requirements of the Rules.

California American Water interprets this Rule to not prohibit affiliates from providing leads to California American Water, especially with respect to potential acquisitions of water or sewer systems that may ultimately be regulated by the Commission.

California American Water further interprets this Rule to mean that a utility advising its parent (which is an affiliate under the current definition) of a potential purchase of a water or sewer system is not considered to be providing a lead if California American Water, not the parent company, will be making the purchase.

2. Solicit business on behalf of its affiliates;

California American Water Compliance: California American Water has implemented procedures and mechanisms to comply with Rule III.B.2. California American Water provides training and issues periodic communications to its employees educating them on the requirements of the Rules.

3. Acquire information on behalf of or to provide to its affiliates;

California American Water Compliance: California American Water has implemented procedures and mechanisms to comply with Rule III.B.3. California American Water provides training and issues periodic communications to its employees educating them on the requirements of the Rules.

California American Water interprets this Rule to exclude information exchanged with its parent company regarding potential purchases of water or sewer systems. In addition, California American Water interprets this rule to exclude sharing of such information for the purposes of corporate support, shared services and access to capital which are expressly permitted by Rule V.B.

4. Share market analysis reports or any other types of proprietary or non-publicly available reports, including but not limited to market, forecast, planning or strategic reports, with its affiliates, except that a utility may share such information with a parent under the condition that the parent does not share the information with any other entity;

California American Water Compliance: California American Water has implemented procedures and mechanisms to comply with Rule III.B.4. California American Water provides

training and issues periodic communications to its employees educating them on the requirements of the Rules.

California American Water interprets this Rule to exclude any information that an employee might otherwise legally disclose to others after termination of employment. Further, sharing of such reports for the purposes of corporate support, shared services and access to capital are expressly permitted by Rule V.B.

5. Request authorization from its customers to pass on customer information exclusively to its affiliates;

California American Water Compliance: California American Water has implemented procedures and mechanisms to comply with Rule III.B.5. California American Water provides training and issues periodic communications to its employees educating them on the requirements of the Rules.

6. Give the appearance that the utility speaks on behalf of its affiliates; or

California American Water Compliance: California American Water has implemented procedures and mechanisms to comply with Rule III.B.6. California American Water provides training and issues periodic communications to its employees educating them on the requirements of the Rules.

7. Represent that, as a result of the affiliation with the utility, its affiliates or customers of its affiliates will receive any different treatment by the utility than the treatment the utility provides to other, unaffiliated companies or their customers.

California American Water Compliance: California American Water has implemented procedures and mechanisms to comply with Rule III.B.7. California American Water provides training and issues periodic communications to its employees educating them on the requirements of the Rules.

8. Provisions 3, 4 and 5 of Rule III.B shall not apply to utility affiliates that are non-profit and whose sole purpose is to serve the functions of regulated utilities, the parents of regulated utilities, governmental or non-profit entities, including non-profit affiliates of regulated utilities.

California American Water Compliance: California American Water acknowledges the exceptions provided for in Rule III.B.8. Further, in accordance with Advice Letter 1112 filed with the Commission on February 8, 2016, provisions 3, 4, and 5 of Rule III.B. do not apply to California American Water transactions with AWI, Inc.

9. Utilities may file an Advice Letter seeking an exemption to Rule III.B.8 within ninety days of the effective date of the Commission decision adopting these rules, requesting that a non-profit affiliate subject to Rule III.B.8 be allowed to serve the functions of other affiliates, as long as those other affiliates provide no more than five per cent of the annual revenues of the non-profit affiliate.

California American Water Compliance: California American Water filed Advice Letter 879 requesting the exemption authorized by this Rule for American Water Works Service Company,

Inc. (“Service Company”). The Advice Letter became effective on March 11, 2011. Therefore, provisions 3, 4, and 5 of Rule III.B. do not apply to the Service Company.

III.C.

Except as provided for elsewhere in these rules, if a utility provides customer or utility information, services, or unused capacity or supply to an affiliate, it must offer such customer or utility information, services, or unused capacity or supply to all similarly situated market participants in a non-discriminatory manner, which includes offering on a timely basis.

California American Water Compliance: California American Water has implemented procedures and mechanisms to comply with Rule III.C. California American Water provides training and issues periodic communications to its employees educating them on the requirements of the Rules. Further, if California American Water offers customer or utility information, services or unused capacity or supply to an affiliate in a transaction governed by this Rule, California American Water will make such information available to all similarly situated market participants in a posting on California American Water’s web site.

RULE IV. Separation

IV.A

The utility shall maintain accounting records in accordance with Generally Accepted Accounting Principles, the Commission’s Uniform System of Accounts, Commission decisions and resolutions, and the Public Utilities Code.

California American Water Compliance: California American Water affirms that it maintains its accounting records in accordance with Generally Accepted Accounting Principles, the Commission’s Uniform System of Accounts, relevant Commission decisions and resolutions, and that its accounting records are consistent with the provisions in Public Utilities Code sections 314 and 701.

IV.B

The utility, its parent and other affiliated companies shall allocate common costs among them in such a manner that the ratepayers of the utility shall not subsidize any parent or other affiliate of the utility.

California American Water Compliance: California American Water affirms that it has adequate procedures, mechanisms or policies in place to comply with Rule IV.B. California American Water will apply the definitions in Rule II.F. to comply with Rule IV.B. All such costs are reviewed and approved in each of California American Water’s general rate cases.

IV.C

The utility shall list all shared directors and officers between the utility and its affiliates in its annual report to the Commission. Not later than 30 days following a change to this list, the utility shall notify the Director of the Division of Water and Audits and the Director of the Division of Ratepayer Advocates of the change(s).

California American Water Compliance: California American Water has implemented procedures and mechanisms to comply with Rule IV.C. California American Water will provide

a list of all shared directors and officers between the utility and its affiliates in its annual reports to the Commission.

IV.D

Employees transferred or temporarily assigned from the utility to an affiliate shall not use non-public, proprietary utility information gained from the utility in a discriminatory or exclusive fashion to the benefit of the affiliate to the detriment of unaffiliated competitors.

California American Water Compliance: California American Water has implemented procedures and mechanisms to comply with Rule IV.D. California American Water will provide training and/or documentation to employees transferred or temporarily assigned to affiliates covered by this Rule.

IV.E

All employee movement between a utility and its affiliates, as defined in Rule I.B, shall be consistent with the following provisions:

IV.E.1

A utility shall track and report to the Commission all employee movement between the utility and affiliates, consistent with Rule VIII.F.

California American Water Compliance: California American Water interprets this Rule as being applicable to permanent movement only (as opposed to temporary or intermittent use under Rule IV.E.3.) and has implemented procedures and mechanisms to comply with Rule IV.E.1. California American Water includes this information in its annual reports to the Commission.

IV.E.2

When an employee of a utility is transferred, assigned, or otherwise employed by the affiliate, the affiliate shall make a one-time payment to the utility in an amount equivalent to 15% of the employee's base annual compensation. All such fees paid to the utility shall be accounted for in a separate memorandum account to track them for future ratemaking treatment on an annual basis, or as otherwise necessary to ensure that the utility's ratepayers receive the fees. This transfer payment provision does not apply to clerical workers.

California American Water Compliance: California American Water has implemented procedures and mechanisms to comply with Rule IV.E.2. Separate memorandum accounts were established to track any such fees via Advice Letter 910 (water service) and Advice Letter 18 (sewer service).

IV.E.3

Utility employees may be used on a temporary or intermittent basis (less than 30% of an employee's chargeable time in any calendar year) by affiliates only if:

- a. All such use is documented, priced and reported in accordance with these Rules and existing Commission reporting requirements, except that when the affiliate obtains the services of a non-executive employee, compensation to the utility shall be priced at a minimum of the greater of fully loaded cost plus 5% of direct labor cost, or fair**

market values. When the affiliate obtains the services of an executive employee, compensation to the utility shall be priced at a minimum of the greater of fully loaded cost plus 15% of direct labor cost, or fair market value;

- b. Utility needs for utility employees always take priority over any affiliate requests;
- c. No more than 10% of full time equivalent utility employees may be on loan at a given time;
- d. Utility employees agree, in writing, that they will abide by these Rules; and
- e. Affiliate use of utility employees shall be conducted pursuant to a written agreement approved by the appropriate utility and affiliate officers.

California American Water Compliance: California American Water has implemented procedures and mechanisms to comply with Rule IV.E.3. If applicable, California American Water will include any such use of its employees in its annual reports to the Commission.

RULE V. Shared Corporate Support

V.A.

A utility, its parent company, or a separate affiliate created solely to perform corporate support services may share with its affiliates joint corporate oversight, governance, support systems, and personnel as further specified in these Rules. Any shared support shall be priced, reported and conducted in accordance with these Rules as well as other applicable Commission pricing and reporting requirements.

California American Water Compliance: California American Water has implemented procedures and mechanisms to comply with Rule V.A. The portion of the fully loaded costs of shared corporate support services that benefits an affiliate are charged to the benefitted affiliate. California American Water interprets this Rule as requiring allocations to be made pursuant to Rule IV.B., currently effective general rate case decisions, or other applicable pricing and reporting requirements specifically identified by the Commission.

V.B.

Corporate support shall not be shared in a manner that allows or provides a means for the transfer of confidential information from the utility to the affiliate, creates the opportunity for preferential treatment or unfair competitive advantage, leads to customer confusion, or creates significant opportunities for cross-subsidy of affiliates. The restriction on transfer of confidential information from the utility to the affiliate does not apply to corporate support, shared services and access to capital.

California American Water Compliance: California American Water has implemented procedures and mechanisms to comply with Rule V.B. California American Water provides training to its employees and affiliate employees and issues periodic communications to its employees educating them on the requirements of the Rules.

V.C.

Examples of services that may be shared include: corporate governance and oversight, payroll, taxes, shareholder services, insurance, financial reporting, financial planning and analysis, corporate accounting, corporate security, human resources (compensation,

benefits, employment policies), employee records, regulatory affairs, lobbying, legal, and pension management, engineering, water or sewage for resale, water storage capacity, and purchasing of water distribution systems.

California American Water Compliance: California American Water affirms that all of the services listed in Rule V.C. may be shared. California American Water interprets this Rule to allow for additional services, other than those specifically prohibited by Rule V.D., to be shared.

V.D.

Examples of services that may not be shared include: hedging and financial derivatives and arbitrage services, and marketing.

California American Water Compliance: California American Water has implemented procedures and mechanisms to comply with Rule V.D. California American Water provides training and issues periodic communications to employees educating them on the requirements of the Rules.

RULE VI. Pricing of Goods and Services between the Utility and Its Affiliate(s)

To the extent that these Rules do not prohibit the transfer of goods and services between a utility and its affiliates:

VI.A.

Transfers from the utility to its affiliates of goods and services offered by the utility on the open market will be priced at fair market value.

VI.B.

Transfers from an affiliate to the utility of goods and services offered by the affiliate on the open market shall be priced at no more than fair market value.

VI.C.

For goods or services for which the price is regulated by a state agency, that price shall be deemed to be the fair market value, except that in cases where more than one state commission regulates the price of goods or services, this Commission's pricing provisions govern.

VI.D.

Goods and services produced, purchased or developed to be offered on the open market by the utility shall be provided to the utility's affiliates and unaffiliated companies on a nondiscriminatory basis, except as otherwise required or permitted by these Rules or applicable law.

VI.E.

Transfers from the utility to its affiliates of goods and services not produced, purchased or developed to be offered on the open market by the utility shall be priced at fully allocated cost plus 5% of direct labor cost.

VI.F.

Transfers from an affiliate to the utility of goods and services not produced, purchased or developed to be offered on the open market by the affiliate shall be priced at the lower of fully loaded cost or fair market value.

VI.G.

The utility shall develop a verifiable and independent appraisal of fair market value for any goods or services that are transferred to any affiliated company at fair market value under these Rules. The Commission's staff shall have access to all supporting documents used in the development of the fair market value. If sufficient support for the appraisal of fair market value does not exist to the reasonable satisfaction of the Commission's staff, the utility shall hire an independent consultant acceptable to the Commission staff to reappraise the fair market value for these transactions.

California American Water Compliance: California American Water has implemented procedures and mechanisms to comply with these Rules. California American Water provides training and issues periodic communications to employees educating them on the requirements of the Rules.

RULE VII. Financial Health of the Utility

VII.A.

The parent shall provide the utility with adequate capital to fulfill all of its service obligations prescribed by the Commission.

California American Water Compliance: California American Water maintains communications with its parent to appropriately comply with Rule VII.A.

VII.B.

If the parent is publicly traded, the utility shall notify the Director of the Commission's Division of Water and Audits and the Director of the Division of Ratepayer Advocates in writing within 30 days of any downgrading to the bonds of the parent, another affiliate, and/or the utility, and shall include with such notice the complete report of the issuing bond rating agency.

California American Water Compliance: California American Water has implemented procedures and mechanisms to comply with Rule VII.B. California American Water regularly requests this information from appropriate affiliate representatives.

VII.C.

The creation of a new affiliate by the parent or another affiliate shall not adversely impact the utility's operations and provision of service.

California American Water Compliance: California American Water maintains communications as necessary with its parent and affiliates to appropriately comply with this Rule.

VII.D.

Debt of the utility's parent or other affiliates shall not be issued or guaranteed or secured by the utility.

California American Water Compliance: California American Water has adequate procedures, mechanisms or policies in place to comply with Rule VII.D.

VII.E.

Financial Separation. Within three months of the effective date of the decision adopting these Rules, each utility with a parent company shall file a Tier III advice letter proposing provisions that are sufficient to prevent the utility from being pulled into the bankruptcy of its parent company. The process specified by the Advice Letter Filing shall include a verification that the provisions have been implemented and signed by the utility's senior management (e.g., the Chief Executive Officer, Chief Financial Officer, and General Counsel).

California American Water Compliance: Pursuant to the conditions stated in the letter from Commission Executive Director Paul Clanon to California Water Association Attorney Jose E. Guzman, Jr., dated December 9, 2010, California American Water complied with this Rule by filing its Tier III Advice Letter No. 884 on March 31, 2011. The compliance deadline for this Rule was extended by the Executive Director of the Commission until the Commission adopted a resolution on the matter due to the significant differences in interpretation of the Rules between the water utilities and the Division of Ratepayer Advocates (now known as the Public Advocates Office). California American Water's Advice Letter No. 884 was adopted by the Commission on August 14, 2014. California American Water has implemented its provisions and will maintain appropriate procedures and mechanisms as necessary to help ensure compliance with this Rule.

VII.F.

Rules VI, VII, VIII(B) and VIII(C) adopted in Decision 97-12-011 (applicable to California Water Service Company), and Rules 12, 13, 15 and 16 adopted in Decision 98-06-068 (applicable to Golden State Water Company), continue in effect for those companies only.

This Rule does not apply to California American Water.

RULE VIII Regulatory Oversight

VIII.A

The officers and employees of the utility and its affiliated companies shall be available to appear and testify in any proceeding before the Commission involving the utility. If, in the proper exercise of the Commission staff's duties, the utility cannot supply appropriate personnel to address the staff's reasonable concerns, then the appropriate staff of the relevant utility affiliated companies including, if necessary, its parent company, shall be made available to the Commission staff.

California American Water Compliance: California American Water maintains appropriate procedures and mechanisms to help ensure compliance with Rule VIII.A. California American Water will continue to make the relevant officers and employees of the utility and its covered affiliates available to testify before the Commission, as necessary or required, consistent with the provisions of Public Utility Code Section 314 and Decision 02-12-068.

VIII.B

The utility and its affiliated companies shall provide the Commission, its staff, and its agents with access to the relevant books and records of such entities in connection with the exercise by the Commission of its regulatory responsibilities in examining any of the costs sought to be recovered by the utility in rate proceedings or in connection with a transaction or transactions between the utility and its affiliates. The utility shall continue to maintain

its books and records in accordance with all Commission rules. The utility's books and records shall be maintained and housed available in California.

California American Water Compliance: California American Water maintains appropriate procedures and mechanisms to help ensure compliance with Rule VIII.B. California American Water will continue to make its relevant books and records open for examination by the Commission and its staff, consistent with the provisions of Public Utility Code Section 314 and Decision 02-12-068.

VIII.C.

Compliance Plans. Each utility shall include a compliance plan as part of its annual report, starting in 2011 with the 2010 annual report and biennially thereafter. The compliance plan shall include:

- 1. A list of all affiliates of the utility, as defined in Rule II.D, and for each affiliate a description of its purposes or activities, and whether the utility claims that Rule I.B makes any portion of these Rules applicable to the affiliate;**
- 2. A description of the procedures in place to assure compliance with these Rules; and**
- 3. A description of both the specific mechanisms and the procedures that the utility and parent company have in place to assure that the utility is not utilizing the parent company or any of its affiliates not covered by these Rules as a conduit to circumvent any of these Rules in any respect. The description shall address, but shall not be limited to (a) the dissemination of information transferred by the utility to an affiliate covered by these Rules, (2) the provision of services to its affiliates covered by these Rules or (c) the transfer of employees to its affiliates covered by these Rules in contravention of these Rules. A corporate officer from the utility and parent company shall verify the adequacy of these specific mechanisms and procedures to ensure that the utility is not utilizing the parent company or any of its affiliates not covered by these Rules as a conduit to circumvent any of these Rules.**

California American Water Compliance: California American Water filed its initial compliance plan with the Commission in March of 2011 and again in May of 2011. California American Water subsequently filed biennial Compliance Plans in June of 2013, June of 2015, May of 2017, June of 2019, and anticipates this Plan to be filed in or about June of 2021 or as otherwise authorized by the Commission. California American Water has implemented appropriate procedures and mechanisms to help ensure compliance with Rule VIII.C. California American Water has attached a current list of its affiliates to this 2021 Plan as Appendix A. California American Water believes its compliance plans comply with Rule VIII.C.

VIII.D

New Affiliates. Upon the creation of a new affiliate, the utility shall immediately notify the Commission of its creation, as well as posting notice of this event on its web site. No later than 60 days after the creation of this affiliate, the utility shall file an information-only filing, as provided for in Rule 6.1 of General Order 96-B, with the Director of the Commission's Division of Water and Audits, with service on the Director of the Division of Ratepayer Advocates. The advice letter shall state the affiliate's purpose or activities and whether the utility claims these Rules are applicable to the new affiliate, and shall include a

demonstration to the Commission that there are adequate procedures in place that will assure compliance with these Rules. The advice letter may include a request, including supporting explanation, that the affiliate transaction rules not be applied to the new affiliate. If the utility requests that the affiliate transactions rules not be applied to the new affiliate, in lieu of an information-only filing, the utility shall file a Tier 2 advice letter making such a request, including an explanation of why these Rules should not apply to the new affiliate.

California American Water Compliance: California American Water has implemented procedures and mechanisms to help ensure compliance with Rule VIII.D. California American Water regularly requests this information from appropriate affiliate representatives.

VIII.E

Independent Audits. Commencing in 2013, and biennially thereafter, the utility shall have an audit performed by independent auditors if the sum of all unregulated affiliates' revenue during the last two calendar years exceeds 5% of the total revenue of the utility and all of its affiliates during that period. The audits shall cover the last two calendar years which end on December 31, and shall verify that the utility is in compliance with these Rules. The utility shall submit the audit report to the Director of the Division of Water and Audits and the Director of the Division of Ratepayer Advocates no later than September 30 of the year in which the audit is performed. The Division of Water and Audits shall post the audit reports on the Commission's web site. The audits shall be at shareholder expense.

California American Water Compliance: California American Water has implemented procedures and mechanisms to comply with this Rule. California American Water submitted its 2013, 2015, 2017, and 2019 audit reports to the Commission as required by Rule VIII.E.

VIII.F.

Annual Affiliate Transaction Reports. Each year, by March 31, the utility shall submit a report to the Director of the Division of Water and Audits and the Director of the Division of Ratepayer Advocates that includes a summary of all transactions between the utility and its affiliated companies for the previous calendar year. The utility shall maintain such information on a monthly basis and make such information available to the Commission's staff upon request. The summary shall include a description of each transaction and an accounting of all costs associated with each transaction although each transaction need not be separately identified where multiple transactions occur in the same account (although supporting documentation for each individual transaction shall be made available to the Commission staff upon request). These transactions shall include the following:

1. Services provided by the utility to the affiliated companies;
2. Services provided by the affiliated companies to the utility;
3. Assets transferred from the utility to the affiliated companies;
4. Assets transferred from the affiliated companies to the utility;
5. Employees transferred from the utility to the-affiliated companies;
6. Employees transferred from the-affiliated companies to the utility;

7. **The financing arrangements and transactions between the utility and the affiliated companies;**
8. **Services provided by and/or assets transferred from the parent holding company to affiliate company which may have germane utility regulations impacts; and**
9. **Services provided by and/or assets transferred from affiliated company to the parent holding company which may have germane utility regulation impacts.**

California American Water Compliance: California American Water maintains appropriate procedures and mechanisms to help ensure compliance with Rule VIII.F. California American Water affirms that, as part of its annual reports to the Commission, it will submit an affiliate transactions report to the Director of the Water Division (formerly known as the Director of the Division of Water and Audits) and the Director of the Public Advocates Office (formerly known as the Office of Ratepayer Advocates) that includes a summary of all transactions between the utility and its affiliated companies for the previous calendar year. With respect to Rules VIII.F.8 and VIII.F.9, California American Water interprets these rules to apply to affiliates and affiliate transactions covered in Rule I.B.

RULE IX. Confidentiality

Any records or other information of a confidential nature furnished to the Commission pursuant to these Rules that are individually marked Confidential are not to be treated as public records and shall be treated in accordance with P. U. Code § 583 and the Commission’s General Order 66-C, or their successors.

California American Water Compliance: California American Water will individually mark such records or information as Confidential.

RULE X. Provision of Non-tariffed Products and Services (NTP&S)

X.A.

Except as provided for in these rules, new products and services shall be offered through affiliates.

X.B.

A utility may only offer on the open market the following products and services:

1. **Existing products and services offered by the utility pursuant to tariff;**
2. **New products and services that are offered on a tariffed basis; and**
3. **Products and services that are offered on a non-tariffed basis (NTP&S) and that meet the following conditions:**
 - a) **The NTP&S utilizes a portion of the excess or unused capacity of a utility asset or resource;**
 - b) **Such asset or resource has been acquired for the purpose of and is necessary and useful in providing tariffed utility services;**

- c) **The involved portion of such asset or resource may only be used to offer the product or service on a non-tariffed basis without adversely affecting the cost, quality or reliability of tariffed utility products and services;**
- d) **The products and services can be marketed with minimal or no incremental ratepayer capital, minimal or no new forms of liability or business risk being incurred by utility ratepayers, and no undue diversion of utility management attention; and**
- e) **The utility's offering of the NTP&S does not violate any California law, regulation, or Commission policy regarding anticompetitive practices.**

X.C.

Revenues. Gross revenue from NTP&S projects shall be shared between the utility's shareholders and its ratepayers. In each general rate case, NPT&S revenues shall be determined and shared as follows:

- 1. Active NTP&S projects: 90% shareholder and 10% ratepayer.**
- 2. Passive NTP&S projects: 70% shareholder and 30% ratepayer.**
- 3. A utility shall classify all NTP&S as active or passive according to the table below. For a new NTP&S not listed in the table, which requires approval by the Commission by advice letter pursuant to Rule X.G, an "active" project requires a shareholder investment of at least \$125,000. Otherwise the new NTP&S shall be classified as passive. No costs recoverable through rates shall be counted toward the \$125,000 threshold.**
- 4. Revenues received that are specified in a contract as pass-through of costs, without any mark-up, shall be excluded when determining revenue sharing. If an advice letter is required pursuant to Rule X.G, the utility shall specify in the advice letter any items other than postage, power, taxes, and purchased water for which it proposes pass-through treatment and must obtain Commission approval for such treatment.**
- 5. For those utilities with annual Other Operating Revenue (OOR) of \$100,000 or more, revenue sharing shall occur only for revenues in excess of that amount. All NTP&S revenue below that level shall accrue to the benefit of ratepayers.**
- 6. For those utilities with annual OOR below \$100,000, there shall be no sharing threshold, and ratepayers shall accrue all benefits for non-tariffed products and services.**

X.D.

Cost Allocation. All costs, direct and indirect, including all taxes, incurred due to NTP&S projects shall not be recovered through tariffed rates. These costs shall be tracked in separate accounts and any costs to be allocated between tariffed utility services and NTP&S shall be documented and justified in each utility's rate case. More specifically, all

incremental investments, costs, and taxes due to non-tariffed utility products and services shall be absorbed by the utility shareholders, i.e., not recovered through tariffed rates.

X.E.

Annual Report of NTP&S Projects. Each utility shall include information regarding its NTP&S projects in its Annual Reports, including but not be limited to the following:

1. A detailed description of each NTP&S activity;
2. Whether and why it is classified active or passive;
3. Gross revenue received;
4. Revenue allocated to ratepayers and to shareholders, as established in the company's current general rate case;
5. A complete identification of all regulated assets used in the transaction;
6. A complete list of all employees (by position) that participated in providing the non-tariffed service, with amount of time spent on provision of the service;
7. If the NTP&S has been classified as active through advice letter submission, provide the number of the advice letter and the authorizing Resolution; and
8. If the NTP&S did not require approval through advice letter, provide the date notice was given to the Commission.

X.F.

When a utility initiates the offering of NTP&S that are designated as active or passive in the table below, the utility shall provide notice of such activity by letter to the Director of the Division of Water and Audits and the Program Manager of the Division of Ratepayer Advocates-Water Branch, within 30 days of instituting such activity.

X.G.

Provision of New NTP&S. Any water or sewer utility that proposes to engage in the provision of new NTP&S not included in the table below, using the excess capacity of assets or resources reflected in the utility's revenue requirement, and which are proposed to be classified as active as described herein, shall file a Tier 3 advice letter (see Resolution ALJ-202) with the Director of the Division of Water and Audits seeking Commission approval. The advice letter shall be served on the service list for Rulemaking 09-04-012 and the service list for the utility's current or most recent general rate case. The advice letter shall contain the following:

1. A full description of the proposed NTP&S, including, without limitation, the identity of parties served (if known), revenue and cost forecasts, and the term of any contract to be employed.
2. A description of the accounting method to be used to allocate the incremental costs between tariffed services and caused by the NTP&S.
3. Copies of all operative documents for the proposed service.

4. **A detailed description of any items other than postage, power, taxes, and purchased water for which the utility proposes pass-through treatment for purposes of calculating revenue sharing.**
5. **Complete identification of all utility regulated assets and personnel resources that will be used in the proposed transaction. Identify the particular excess capacity (or capacities) asset or resource to be used to provide the NTP&S.**
6. **A complete list of all employees that will participate in providing the service, with an estimate of the amount of time each will spend.**
7. **A showing that the proposed NTP&S may be offered without adversely affecting the cost, quality, or reliability of the utility services.**
8. **A showing of how the NTP&S will be marketed with minimal or no incremental ratepayer capital, minimal or no new forms of liability or business risk, and no undue diversion of utility management attention.**
9. **A showing of how the NTP&S does not violate any law, regulation, or Commission policy regarding anti-competitive practices.**
10. **A justification for classifying the NTP&S as active. The utility shall demonstrate that there is or will be incremental shareholder investment above \$125,000.**
11. **A statement that all risks incurred through this proposed NTP&S project shall be borne by the utility's shareholders.**
12. **A description of the market served by the proposed NTP&S project, a list or description of the current incumbents in that market, and an analysis of how the utility's entry into the market will affect the market's competitiveness. Include in this analysis a description of how the utility will guard against using anti-competitive pricing in this market.**
13. **Any other information, opinions, or documentation that might be relevant to the Commission's consideration of the NTP&S.**

California American Water Compliance: California American Water has implemented procedures and mechanisms to comply with Rule X. California American Water files reports on Non-Tariffed Products and Services with its annual reports to the Commission. California American Water provides training and issues periodic communications to employees educating them on the requirements of the Rules.

-END-

APPENDIX A

LIST OF AFFILIATES

California American Water's List of Affiliates appears on the following pages. Affiliates are classified as 1, 2, 3, 4, and 5. **Class 1** affiliates engage in the provision of products that use water or sewer services or the provision of services that relate to the use of water or sewer services. **Class 2** affiliates do not provide such products or services. **Class 3** affiliates provide such products or services but are regulated by a state regulatory commission. **Class 4** affiliates provide such products or services but their operations are entirely outside of California and do not substantially affect California American Water operations and operating costs. The Rules are applicable to **Class 5** affiliates in accordance with the referenced advice letter.

Classification	Applicability of Rules per Rules I.B and I.H
1	Applicable
2	Not Applicable
3	Only Rules IV.B and X are Applicable
4	Applicable except for Rules III.B and III.C
5	See Referenced Advice Letter

APPENDIX A TO AFFILIATE COMPLIANCE PLAN

California-American Water Company

List of Affiliates as of 6/1/2021

Classification	Entity Name	Domestic Jurisdiction	Business Purpose
1	American Industrial Water LLC	Ohio	Holding company for businesses providing industrial (non-potable) water service in the state of Ohio.
3	American Lake Water Company	Illinois	Owns, operates and maintains water pipeline and related facilities for transmission and provision of water from Lake Michigan.
4	American Water – Acciona Agua LLC	Delaware	Joint venture entity which contracted with Tampa Bay to remedy, operate and manage the Tampa Bay Seawater Desalination Plant.
2	American Water (USA), LLC	Delaware	Holding company.
4	American Water Canada Corp.	Ontario	Provides contracted operation and maintenance services for water and wastewater facilities in Canada.
2	American Water Capital Corp.	Delaware	Provides financing services for American Water Works Company, Inc. and its regulated utility subsidiaries.
4	American Water Carbon Services Corp.	Ontario	Supplies carbon regeneration services and materials to water facilities in Canada.
1	American Water Defense Services, LLC	Delaware	Provides water and/or wastewater services to government entities, including, but not limited to consulting, operations, maintenance, engineering and/or construction services.
1	American Water Enterprises Holding, LLC	Delaware	Holding company and provides water and wastewater contracted services.
1	American Water Enterprises, LLC	Delaware	Holding company and provides water and wastewater contracted services.
1	American Water Federal Services, LLC	Delaware	Provides water and/or wastewater services to government entities, including, but not limited to consulting, operations, maintenance, engineering and/or construction services.
1	American Water Military Services, LLC	Delaware	Provides contracted water and/or wastewater operation and maintenance services to government entities.
1	American Water Operations and Maintenance, LLC	Texas	Contracts for design, building and/or operations of water and wastewater facilities and operations, and maintenance and management of water and wastewater facilities in the US.
2	American Water Resources Holdings, LLC	Delaware	Holding company.
4	American Water Resources of Florida, LLC	Delaware	Provides service line protection programs in Florida.
4	American Water Resources of Texas, LLC	Delaware	Provides service line protection programs in Texas.
1	American Water Resources, LLC	Virginia	Provides service line protection programs.
4	American Water Services CDM, Inc.	Washington	Joint venture entity which operates the Tolt Water Treatment Facility located in Seattle, WA.
2	American Water Services, LLC	Delaware	Holding company.
1	American Water Works Company, Inc.	Delaware	Parent holding company; Rules applicable per Rule I.B.
1	American Water Works Service Company, Inc.	Delaware	Provides corporate support and shared services to American Water Works Company, Inc. and its subsidiaries.
5	AW Insurance LLC	Delaware	Registered series limited liability company and a special purpose captive insurance company with three series (Series A, Series B and Series C) for specific purposes. See A/L 1112 which was issued for AWI, Inc. which was converted into AW Insurance, LLC.
5	AW Insurance LLC - Series A	Delaware	See A/L 1112. Series A provides administrative services to American Water Works Company, Inc. and its subsidiaries via a loss collateral agreement related to certain self-insured losses administered by AWWC's commercial insurer, The Travelers Company.
5	AW Insurance LLC - Series B	Delaware	See A/L 1112. Series B currently writes TRIA coverage.
5	AW Insurance LLC - Series C	Delaware	See A/L 1112. Series C is intended to provide insurance coverage for American Water's Market Based Businesses.
1	AW Technologies, LLC	Delaware	Provides water and wastewater-related services, including water reuse services.

Classification Legend
1 - Applicable
2 - Not Applicable
3 - Only Rules IV.B and X Applicable
4 - Applicable Except for Rules III.B and III.C
5 - See Referenced Advice Letter

Classification	Entity Name	Domestic Jurisdiction	Business Purpose
1	AWIP Holdings LLC	Delaware	Owns, holds and manages certain intellectual property assets of American Water Works Company, Inc.
5	BlackRock, Inc.	Delaware	See A/L 990-B. To California American Water's knowledge, BlackRock is an investment management holding company. BlackRock purchased stock of American Water Works Company, Inc.
3	Bluefield Valley Water Works Company	Virginia	Regulated utility provides water and/or wastewater service in Virginia.
2	Braemar Acres Limited	Ontario	Former real estate holding company currently in process of dissolution.
4	Edison Water Company	New Jersey	Provides operation and maintenance contracted services for Township of Edison, New Jersey water system.
4	EMC American Water Canada, Inc.	Federally Chartered	Provides operation and maintenance of water and wastewater facilities in Canada.
3	Environmental Disposal Corp.	New Jersey	Regulated utility providing wastewater service in New Jersey.
1	Environmental Management, LLC	Missouri	Provides design, build and operation services for the water and wastewater assets of industrial firms and municipalities.
2	E'Town Properties, Inc.	Delaware	Holds real estate for development or sale.
4	E'Town Services, LLC	New Jersey	Provides operation and maintenance contracted wastewater services for the City of Elizabeth, New Jersey.
4	Georgia-American Water Company LLC	Delaware	Holding company for utility operations in the state of Georgia.
3	Hawaii-American Water Company	Nevada	Regulated utility providing water and/or wastewater service in Hawaii.
3	Illinois-American Water Company	Illinois	Regulated utility providing water and/or wastewater service in Illinois.
3	Indiana-American Water Company, Inc.	Indiana	Regulated utility providing water and/or wastewater service in Indiana.
3	Iowa-American Water Company	Delaware	Regulated utility providing water and/or wastewater service in Iowa.
3	Kentucky-American Water Company	Kentucky	Regulated utility providing water and/or wastewater service in Kentucky.
2	Laurel Oak Properties Corporation	Delaware	Capital asset management company.
4	L berty Water Company	New Jersey	Provides operation and maintenance contracted water services for the City of Elizabeth, New Jersey.
3	Maryland-American Water Company	Maryland	Regulated utility providing water and/or wastewater service in Maryland.
4	Michigan-American Water Company	Michigan	Utility providing water and/or wastewater service in Michigan.
3	Missouri-American Water Company	Missouri	Regulated utility providing water and/or wastewater service in Missouri.
3	Mt. Ebo Sewage Works, Inc.	New York	Regulated utility providing water and/or wastewater service in New York.
3	New Jersey-American Water Company, Inc.	New Jersey	Regulated utility providing water and/or wastewater service in New Jersey.
3	New York American Water Company, Inc.	New York	Regulated utility providing water and/or wastewater service in New York.
2	OMI/Thames Water Stockton, Inc.	Delaware	Not currently engaged in any business activities.
1	One Water Street LLC	New Jersey	Building and leasing the new corporate headquarters for American Water Works Company, Inc.
3	Pennsylvania-American Water Company	Pennsylvania	Regulated utility providing water and/or wastewater service in Pennsylvania.
1	Pivotal Home Solutions, LLC	Delaware	Provides home warranty plans, including gas/water/sewer line, HVAC and electric plans.
4	Prism-Berlie (Windsor) Limited	Ontario	Provides contracted operation of pelletizing facility in Windsor, Ontario.
3	Tennessee-American Water Company	Tennessee	Regulated utility providing water and/or wastewater service in Tennessee.
2	TWH LLC	Delaware	Holding company.
2	TWNA, Inc.	Delaware	Holding company.

Classification Legend **3 - Only Rules IV.B and X Applicable**
1 - Applicable **4 - Applicable Except for Rules III.B and III.C**
2 - Not Applicable **5 - See Referenced Advice Letter**

Classification	Entity Name	Domestic Jurisdiction	Business Purpose
5	The Vanguard Group	Pennsylvania	See A/L 1169-A. To California American Water's knowledge, Vanguard is an investment advisor to a global investment management company. Vanguard purchased stock of American Water Works Company, Inc.
3	Virginia-American Water Company	Virginia	Regulated utility providing water and/or wastewater service in Virginia.
3	West Virginia-American Water Company	West Virginia	Regulated utility providing water and/or wastewater service in West Virginia.

Classification Legend

- 1 - Applicable
- 2 - Not Applicable
- 3 - Only Rules IV.B and X Applicable
- 4 - Applicable Except for Rules III.B and III.C
- 5 - See Referenced Advice Letter