

August 21, 2018

VIA E-FILING

Jonathan P. Nase

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jnase@cozen.com

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor North
Harrisburg, PA 17120

Re: In re: Application of SUEZ Water Pennsylvania Inc. under Section 1102(a) of the Pennsylvania Public Utility Code, 66 Pa C.S. § 1102(a), for approval of (1) the transfer, by sale, of substantially all of the Township of Mahoning's assets, properties and rights related to its water distribution system to SUEZ Water Pennsylvania Inc., and (2) the rights of SUEZ Water Pennsylvania Inc. to begin to offer or furnish water distribution service to the public in portions of the Townships of Mahoning, Cooper and Valley, Montour County, Pennsylvania; Docket No. A-2018-3003519

In re: Application of SUEZ Water Pennsylvania Inc. under Section 1102(a) of the Pennsylvania Public Utility Code, 66 Pa C.S. § 1102(a), for approval of (1) the transfer, by sale, of substantially all of the Township of Mahoning's assets, properties and rights related to its wastewater collection and conveyance system to SUEZ Water Pennsylvania Inc., and (2) the rights of SUEZ Water Pennsylvania Inc. to begin to offer or furnish wastewater collection and conveyance service to the public in portions of the Townships; Docket No. A-2018-3003517

Petition for Protective Order

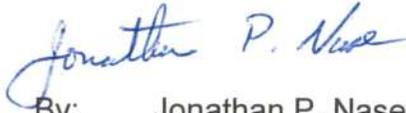
Dear Secretary Chiavetta:

Enclosed for filing on behalf of SUEZ Water Pennsylvania Inc. please find a Petition for Protective Order in the above-referenced matters. Copies have been served on the parties as indicated on the attached Certificate of Service.

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

Sincerely,

COZEN O'CONNOR

A handwritten signature in blue ink that reads "Jonathan P. Nase". The signature is written in a cursive style with a large initial "J".

By: Jonathan P. Nase
Counsel for *SUEZ Water Pennsylvania Inc.*

JPN:kmg
Enclosures

cc: Hon. Joel H. Cheskis
Per Certificate of Service
John D. Hollenbach, General Manager and Vice President

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

In re: Application of SUEZ Water Pennsylvania Inc. under :
Section 1102(a) of the Pennsylvania Public Utility Code, 66 :
Pa C.S. § 1102(a), for approval of (1) the transfer, by sale, of :
substantially all of the Township of Mahoning's assets, :
properties and rights related to its water distribution system to :
SUEZ Water Pennsylvania Inc., and (2) the rights of SUEZ :
Water Pennsylvania Inc. to begin to offer or furnish water :
distribution service to the public in portions of the Townships :
of Mahoning, Cooper and Valley, Montour County, :
Pennsylvania :

Docket No. A-2018-3003519

and

In re: Application of SUEZ Water Pennsylvania Inc. under :
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properties and rights related to its wastewater collection and :
conveyance system to SUEZ Water Pennsylvania Inc., and :
(2) the rights of SUEZ Water Pennsylvania Inc. to begin to :
offer or furnish wastewater collection and conveyance service :
to the public in portions of the Townships :

Docket No. A-2018-3003517

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing **Petition for Protective Order**, on behalf of SUEZ Water Pennsylvania Inc., upon the parties, listed below, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a party).

VIA E-MAIL AND FIRST CLASS MAIL

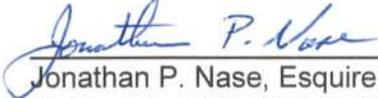
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Consultant for *Office of Consumer Advocate*


Jonathan P. Nase, Esquire
Counsel for *SUEZ Water Pennsylvania Inc.*

Date: August 21, 2018

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

ADMINISTRATIVE LAW JUDGE JOEL H. CHESKIS

In re: Application of SUEZ Water Pennsylvania Inc. under :
Section 1102(a) of the Pennsylvania Public Utility Code, 66 :
Pa C.S. § 1102(a), for approval of (1) the transfer, by sale, :
of substantially all of the Township of Mahoning’s assets, :
properties and rights related to its water distribution system : Docket No. A-2018-3003519
to SUEZ Water Pennsylvania Inc., and (2) the rights of :
SUEZ Water Pennsylvania Inc. to begin to offer or furnish :
water distribution service to the public in portions of the :
Townships of Mahoning, Cooper and Valley, Montour :
County, Pennsylvania :

and

In re: Application of SUEZ Water Pennsylvania Inc. under :
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Pa C.S. § 1102(a), for approval of (1) the transfer, by sale, :
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properties and rights related to its wastewater collection and : Docket No. A-2018-3003517
conveyance system to SUEZ Water Pennsylvania Inc., and :
(2) the rights of SUEZ Water Pennsylvania Inc. to begin to :
offer or furnish wastewater collection and conveyance :
service to the public in portions of the Townships of :
Mahoning, Cooper and Valley, Montour County, :
Pennsylvania :

PETITION FOR PROTECTIVE ORDER

SUEZ Water Pennsylvania Inc. (“SWPA”) files this petition pursuant to 52 Pa. Code § 5.365 for the protection from public disclosure of certain confidential and proprietary information that SWPA has included in its application in the above matters and which SWPA

anticipates submitting to and exchanging with the Pennsylvania Public Utility Commission (“Commission”) and the parties during the course of these proceedings. In support, SWPA states as follows.

1. On July 23, 2018, SWPA filed applications in the above-referenced matters under Section 1102(a) of the Pennsylvania Public Utility Code (“Code”), 66 Pa. C.S. § 1102(a), and Section 1329 of the Code, 66 Pa. C.S. § 1329, requesting (among other things) approval from the Commission to issue Certificates of Public Convenience to SWPA for the transfer to SWPA, by sale, of all of the assets, properties, and rights related to the water distribution system (“Water System”) and the wastewater collection and conveyance system (“Wastewater System”) (collectively, the “Systems”) of the Township of Mahoning (“Mahoning”) and to set the fair market value of the acquisitions for rate-base ratemaking purposes (the “Applications”).

2. By Secretarial Letter dated August 8, 2018, the Commission accepted the Applications for filing.

3. The Pennsylvania Office of Consumer Advocate (“OCA”) filed a Protest and Public Statement on August 10, 2018. Counsel for the Commission’s Bureau of Investigation and Enforcement (“I&E”) filed their Notices of Appearance on August 13, 2018.

4. The Application and its appendices along with additional materials that SWPA anticipates exchanging in this proceeding pursuant to Commission rules and regulations, formal and informal discovery procedures, testimony or oral examination, or as a courtesy to parties contain information that SWPA considers confidential and proprietary.

5. Section 5.365(a) of the Commission’s regulations provides that a petition for protective order will be granted “when a party demonstrates that the potential harm to the party of providing the [confidential or proprietary] information would be substantial and that the harm to the party if the information is disclosed without restriction outweighs the public’s interest in free and open access to the administrative hearing process.” The factors that the Commission evaluates include: “(1) The extent to which the disclosure would cause unfair economic or competitive damage. (2) The extent to which the information is known by others and used in similar activities.

(3) The worth or value of the information to the party and to the party's competitors. (4) The degree of difficulty and cost of developing the information. (5) Other statutes or regulations dealing specifically with disclosure of the information." See 52 Pa. C.S. § 5.365(a)(1)-(5).

6. Confidential and proprietary information contained in the Application and in materials SWPA anticipates will be exchanged during these proceedings would cause SWPA unfair economic or competitive disadvantage because the information that SWPA would seek to protect is not generally known, is valuable to SWPA, derives value in part due to SWPA's efforts to maintain the confidentiality of the information, and could be valuable to competitors (and, in turn, harmful to SWPA) if disclosed publically.

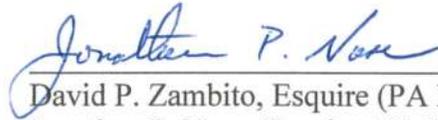
7. The issuance of a protective order adequate to cover all parties and establish procedures in accordance with 52 Pa. Code § 5.365 for the provision of information believed to be confidential or proprietary would serve administrative economy and efficiency by obviating the need for parties to address confidential/proprietary concerns on a piecemeal basis every time confidential/proprietary information is requested.

8. The proposed protective order included with this Petition is in the usual accepted form, consistent with due process rights and evidentiary burdens. It allows parties to retain the right to question or challenge the confidential or proprietary nature of information; to challenge the admissibility of confidential or proprietary information; to refuse or object to the production of confidential or proprietary information on any proper ground; to seek disclosure of confidential or proprietary information beyond that allowed in the Protective Order; and to seek additional measures of protection beyond those provided in the Protective Order. The Protective Order also provides that the party claiming that the information is confidential or proprietary retains the burden of demonstrating that such designation is necessary and appropriate.

9. Counsel for SWPA has contacted Counsel for I&E, OCA, and Mahoning and they advise that they do not object to the entry of the proposed protective order.

WHEREFORE SUEZ Water Pennsylvania Inc. requests that the Pennsylvania Public Utility Commission enter the Protective Order included with this Petition.

Respectfully submitted,

A handwritten signature in blue ink that reads "Jonathan P. Nase". The signature is written in a cursive style and is positioned above a horizontal line.

David P. Zambito, Esquire (PA ID 80017)
Jonathan P. Nase, Esquire (PA ID 44003)
Cozen O'Connor
17 North Second Street, Suite 1410
Harrisburg, PA 17101
dzambito@cozen.com
jnase@cozen.com
(717) 703-5892

Date: August 21, 2018

Counsel for *SUEZ Water Pennsylvania Inc.*

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

In re: Application of SUEZ Water Pennsylvania Inc. under :
Section 1102(a) of the Pennsylvania Public Utility Code, 66 :
Pa C.S. § 1102(a), for approval of (1) the transfer, by sale, :
of substantially all of the Township of Mahoning’s assets, :
properties and rights related to its water distribution system : Docket No. A-2018-3003519
to SUEZ Water Pennsylvania Inc., and (2) the rights of :
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water distribution service to the public in portions of the :
Townships of Mahoning, Cooper and Valley, Montour :
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and

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conveyance system to SUEZ Water Pennsylvania Inc., and :
(2) the rights of SUEZ Water Pennsylvania Inc. to begin to :
offer or furnish wastewater collection and conveyance :
service to the public in portions of the Townships of :
Mahoning, Cooper and Valley, Montour County, :
Pennsylvania :

PROTECTIVE ORDER

THEREFORE, upon consideration of the Petition for Protective Order filed by the applicant in the above matters and any response thereto,

IT IS ORDERED:

1. That the Petition for Protective Order is granted with respect to all materials and information identified in Paragraph 2 below, which are filed with the Pennsylvania Public Utility Commission (“Commission”), produced in discovery, or otherwise presented during these

proceedings. All persons now and hereafter granted access to the materials and information identified in Paragraph 2 of this Protective Order shall use and disclose such information only in accordance with this Protective Order.

2. That materials subject to this Protective Order are all correspondence, documents, data, information, excerpts, summaries, studies, methodologies and other materials (including materials derived therefrom) which a party or an affiliate of a party furnishes in this proceeding pursuant to Commission rules and regulations, formal and informal discovery procedures, testimony or oral examination, or provided as a courtesy to a party to this proceeding, which are claimed to be of a proprietary or confidential nature and which are designated “PROPRIETARY INFORMATION” or “CONFIDENTIAL AND PROPRIETARY” or “PRIVILEGED AND CONFIDENTIAL” (hereinafter collectively referred to as “Proprietary Information”).

3. That, in addition, the parties may designate extremely sensitive Proprietary Information as “HIGHLY CONFIDENTIAL INFORMATION” or “HIGHLY CONFIDENTIAL MATTER” (hereinafter referred to as “Highly Confidential Information”) and thus secure the additional protections set forth in this Protective Order pertaining to such material.

4. That Proprietary Information and Highly Confidential Information produced in this proceeding shall be made available, solely for use in this proceeding, to the Commission and its Staff, the Commission’s Bureau of Investigation and Enforcement (“I&E”), the Office of Consumer Advocate (“OCA”), the Township of Mahoning (“Mahoning”), and additional parties, if any. To the extent that Proprietary Information or Highly Confidential Information is placed in the Commission’s report folders, such information shall be handled in accordance with routine Commission procedures inasmuch as the report folders are not subject to public disclosure. To the extent that Proprietary Information or Highly Confidential Information is placed in the Commission's testimony or document folders, such information shall be separately bound, conspicuously marked, and accompanied by a copy of this Protective Order. Public inspection of Proprietary Information and Highly Confidential Information shall be permitted only in accordance with this Protective Order.

5. That Proprietary Information and Highly Confidential Information shall be made available to counsel of record in this proceeding pursuant to the following procedures:

a. Proprietary Information. To the extent required for participation in this proceeding, a party's counsel, upon execution of the attached Appendix A, may afford access to Proprietary Information made available by another party ("the producing party") to the party's expert(s) and staff. Any information provided under this provision may be used only for and to the extent that it is necessary for participation in this proceeding. Any person obtaining information disclosed through this provision may not use that information to gain any commercial advantage and any person obtaining information may not forward it to any person to gain commercial advantage.

b. Highly Confidential Information. Where information is asserted to be Highly Confidential Information, it will be made available for inspection and review as provided for in this Protective Order and copying only as specified herein. The producing party shall permit counsel for I&E, and OCA (individually "public advocate" and collectively the "public advocates") and other counsel to take custody of a copy of such Highly Confidential Information, provided that it shall not be copied, except for counsel, and the public advocates' in-house staff, independent consultants, or non-lawyer representatives, in accordance with the protocols set forth below and shall be returned as provided for in this Protective Order. Such Highly Confidential Information may be provided by a public advocate to its eligible in-house staff without the need for execution of Appendix A. Additionally, such Highly Confidential Information may be provided by a public advocate or other counsel to its eligible independent consultants (as defined in 52 Pa. Code § 5.365(d)) or other non-lawyer representatives who are assisting counsel with these proceedings, provided that such consultants and non-lawyer representatives execute and return the attached Appendix A to the producing party pursuant to Paragraph 6 of this Protective Order.

c. No other persons may have access to the Proprietary or Highly Confidential Information except as authorized by order of the Commission or of the presiding

Administrative Law Judge. No person who may be entitled to receive, or who is afforded access to any Proprietary or Highly Confidential Information, shall use or disclose such information for the purposes of business or competition, or any purpose other than the preparation for and conduct of this proceeding or any administrative or judicial review thereof.

6. Prior to making Proprietary or Highly Confidential Information available to any independent consultant or non-lawyer representatives, counsel shall, except as specifically exempted under Paragraph 5(b) of this Protective Order, deliver a copy of this Protective Order to such person and shall receive a written acknowledgment from that person in the form attached to this Protective Order and designated as Appendix A. Counsel shall promptly deliver to the producing party a copy of the executed Appendix A.

7. A producing party shall designate data or documents as constituting or containing Proprietary or Highly Confidential Information by affixing an appropriate proprietary stamp or type-written designation on such data or documents. Where only part of data compilations or multi-page documents constitutes or contains Proprietary or Highly Confidential Information, the producing party shall designate only the specific data or pages of documents which constitute or contain Proprietary or Highly Confidential Information.

8. Any public reference to Proprietary or Highly Confidential Information by counsel or persons afforded access thereto shall be to the title or exhibit reference in sufficient detail to permit persons with access to the Proprietary or Highly Confidential Information to fully understand the reference and not more. The Proprietary or Highly Confidential Information shall remain a part of the record, to the extent admitted, for all purposes of administrative or judicial review.

9. Part of any record of this proceeding containing Proprietary or Highly Confidential Information, including but not limited to all exhibits, writings, testimony, cross examination, argument and responses to discovery, and including reference thereto as mentioned in Ordering paragraph 8 above, shall be sealed for all purposes, including administrative and

judicial review, unless such Proprietary or Highly Confidential Information is released from the restrictions of this Protective Order, either through the agreement of the parties or pursuant to Order of the Administrative Law Judge, the Commission or appellate court. Unresolved challenges arising under paragraph 10 shall be decided on petition by the presiding officer or the Commission as provided by 52 Pa. Code § 5.365(a). All such challenges will be resolved in conformity with existing rules, regulations, orders, statutes, precedent, *etc.*, to the extent that such guidance is available.

10. The parties affected by the terms of this Protective Order shall retain the right to question or challenge the confidential or proprietary nature of Proprietary or Highly Confidential Information; to question or challenge the admissibility of Proprietary or Highly Confidential Information; to refuse or object to the production of Proprietary or Highly Confidential Information on any proper ground, including but not limited to irrelevance, immateriality or undue burden; to seek an order permitting disclosure of Proprietary or Highly Confidential Information beyond that allowed in this Protective Order; and to seek additional measures of protection of Proprietary or Highly Confidential Information beyond those provided in this Protective Order. If a challenge is made to the designation of a document or information as Proprietary or Highly Confidential, the party claiming that the information is Proprietary or Highly Confidential retains the burden of demonstrating that the designation is necessary and appropriate.

11. This Protective Order shall continue to be binding throughout and after the conclusion of this proceeding.

12. Upon completion of this proceeding, including any administrative or judicial review, all copies of all documents and other materials, including notes, which contain any Proprietary or Highly Confidential Information, shall be immediately returned upon request to the party furnishing such Proprietary or Highly Confidential Information. In the alternative, parties may provide an affidavit of counsel affirming that the materials containing or reflecting Proprietary or Highly Confidential Information have been destroyed.

Dated: _____

Administrative Law Judge

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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service to the public in portions of the Townships of :
Mahoning, Cooper and Valley, Montour County, :
Pennsylvania :

ACKNOWLEDGMENT

TO WHOM IT MAY CONCERN:

The undersigned is the _____ of _____ (the receiving party).

The undersigned has read the Protective Order dated _____, 2018, and understands that it deals with the treatment of Proprietary and Highly Confidential Information. The undersigned agrees to be bound by, and to comply with, the terms and conditions of said Protective Order. In

the case of an independent expert, the undersigned represents that he/she has complied with the provisions of paragraph 5 of the Protective Order prior to submitting this Acknowledgement.

SIGNATURE

PRINT NAME

ADDRESS

EMPLOYER

DATE: _____