**BEFORE THE**

**PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Pennsylvania Public Utility Commission, *et al*. :

:

v. : R-2021-3027385, *et al.*

:

Aqua Pennsylvania, Inc. :

Pennsylvania Public Utility Commission, *et al*. :

:

v. : R-2021-3027386, *et al*.

:

Aqua Pennsylvania Wastewater, Inc. :

**PROTECTIVE ORDER**

Upon consideration of the Motion for a Protective Order that was filed by Aqua Pennsylvania, Inc., and Aqua Pennsylvania Wastewater, Inc. (collectively “Aqua PA” or the “Company”) on October 14, 2021, the motion is granted.

THEREFORE,

IT IS ORDERED THAT:

The information subject to this Protective Order is all correspondence, documents, data, information, studies, methodologies and other materials, furnished in this proceeding, which are reasonably believed by the producing Party to be of a proprietary or confidential nature and which are so designated by being marked “CONFIDENTIAL” or “HIGHLY CONFIDENTIAL” protected material. Such materials will be referred to below as “Proprietary Information.” When a statement or exhibit is identified for the record, the portions thereof that constitute Proprietary Information shall be designated as such for the record.

This Protective Order applies to the following categories of materials: (a) the producing Party may designate as “CONFIDENTIAL” those materials which customarily are treated by that Party as sensitive or proprietary, which are not available to the public, and which, if disclosed freely, would subject that Party or its clients to risk of competitive disadvantage or other business injury; (b) the producing Party may designate as “HIGHLY CONFIDENTIAL” protected material those materials which, in the producing Party’s reasonable judgment, are of such a commercially sensitive nature among the Parties (or of such a private, personal nature) that the producing Party is able to justify a heightened level of confidential protection with respect to those materials. The producing Party shall endeavor to limit their designation of information as CONFIDENTIAL or Highly confidential protected material.

Proprietary Information shall be made available to counsel for a Party, subject to the terms of this Protective Order. Such counsel shall use or disclose the Proprietary Information only for purposes of preparing or presenting evidence, cross examination, argument, or settlement in this proceeding. To the extent required for participation in this proceeding, counsel for a Party may afford access to Proprietary Information subject to the conditions set forth in this Protective Order.

Information deemed as “CONFIDENTIAL”, shall be made available to a “Reviewing Representative” who is a person that has signed a Non-Disclosure Certificate attached as Appendix A, and who is:

(a) An attorney for a statutory advocate pursuant to 52 Pa. Code § 1.8, or a counsel who has entered an appearance in this proceeding for a Party ;

(b) Attorneys, paralegals, and other employees associated for purposes of this case with an attorney described in Paragraph 4(a);

(c) An expert or an employee of an expert retained by a Party for the purpose of advising, preparing for or testifying in this proceeding; or

(d) Employees or other representatives of a Party appearing in this proceeding with significant responsibility for this docket.

With regard to the Commission’s Bureau of Investigation and Enforcement (“I&E”), information deemed as “CONFIDENTIAL” shall be made available to I&E Prosecutors subject to the terms of this Protective Order. The I&E Prosecutors shall use or disclose the CONFIDENTIAL information only for purposes of preparing or presenting evidence, cross examination, argument, or settlement in this proceeding. To the extent required for participation in this proceeding, the I&E Prosecutors may afford access to CONFIDENTIAL information only to I&E’s experts, without the need for the execution of a Non-Disclosure Certificate, who are full-time employees of the Commission and bound by all the provisions of this Protective Order by virtue of the I&E Prosecutors’ execution of a Non-Disclosure Certificate.

With regard to the Office of Consumer Advocate (“OCA”) and the Office of Small Business Advance (“OSBA”), counsel for the OCA and OSBA may afford access to CONFIDENTIAL information to the Consumer Advocate and Small Business Advocate (or an individual acting in such capacity), respectively, without the need for execution of a Non-Disclosure Certificate. The Consumer Advocate and Small Business Advocate (or an individual acting in such capacity) are bound by all of the provisions of the Protective Order by virtue of the OCA counsel’s and OSBA counsel’s execution of a Non-Disclosure Certificate.

Information deemed as “HIGHLY CONFIDENTIAL” protected material, may be provided to a “Reviewing Representative” who has signed a Non-Disclosure Certificate attached as Appendix A and who is:

(a) An attorney for a statutory advocate pursuant to 52 Pa. Code § 1.8 or a counsel who has entered an appearance in this proceeding for a Party;

(b) An attorney, paralegal, or other employee associated for purposes of this case with an attorney described in Paragraph 5(a);

© An outside expert or an employee of an outside expert retained by a Party for the purposes of advising, preparing for or testifying in this proceeding; or

(d) A person designated as a Reviewing Representative for purposes of Highly Confidential PROTECTED MATERIAL.

With regard to I&E, information deemed as “HIGHLY CONFIDENTIAL” protected material shall be made available to the I&E Prosecutors subject to the terms of this Protective Order. The I&E Prosecutors shall use or disclose the HIGHLY CONFIDENTIAL protected material only for purposes of preparing or presenting evidence, cross examination, argument, or settlement in this proceeding. To the extent required for participation in this proceeding, the I&E Prosecutors may afford access to HIGHLY CONFIDENTIAL protected material, only to I&E’s experts, without the need for the execution of a Non-Disclosure Certificate, who are full-time employees of the Commission and bound by all the provisions of this Protective Order by virtue of the I&E Prosecutors’ execution of a Non-Disclosure Certificate.

With regard to the OCA and OSBA, counsel for the OCA and OSBA may afford access to HIGHLY CONFIDENTIAL protected material to the Consumer Advocate and Small Business Advocate (or an individual acting in such capacity), respectively, without the need for the execution of a Non-Disclosure Certificate. The Consumer Advocate and Small Business Advocate (or an individual acting in such capacity) are bound by all of the provisions of the Protective Order by virtue of the OCA counsel’s and OSBA counsel’s execution of a Non-Disclosure Certificate.

Provided, further, that in accordance with the provisions of Sections 5.362 and 5.365(e) of the Commission’s Rules of Practice and Procedure, 52 Pa. Code §§ 5.362, 5.365(e), any Party may, by subsequent objection or motion, seek further protection with respect to HIGHLY CONFIDENTIAL protected material, including, but not limited to, total prohibition of disclosure or limitation of disclosure only to particular Parties.

For purposes of this Protective Order, a Reviewing Representative may not be a “Restricted Person.”

(a) A “Restricted Person” shall mean: (i) an officer, director, stockholder, partner, or owner of any competitor of the Parties or an employee of such an entity if the employee’s duties involve marketing or pricing of the competitor’s products or services, or if the employee of such entity’s duties involve strategic business decisions and activities in which the use of the Proprietary Information could be reasonably expected to cause competitive harm to the Parties; (ii) an officer, director, stockholder, partner, or owner of any affiliate of a competitor of the Parties (including any association of competitors of the Parties) or an employee of such an entity if the employee’s duties involve marketing or pricing of the competitor's products or services; (iii) an officer, director, stockholder, owner or employee of a competitor of a customer of the Parties if the Proprietary Information concerns a specific, identifiable customer of the Parties; and (iv) an officer, director, stockholder, owner or employee of an affiliate of a competitor of a customer of the Parties if the Proprietary Information concerns a specific, identifiable customer of the Parties; provided, however, that no expert shall be disqualified on account of being a stockholder, partner, or owner unless that expert’s interest in the business would provide a significant motive for violation of the limitations of permissible use of the Proprietary Information. For purposes of this Protective Order, stocks, partnership or other ownership interests valued at more than $10,000 or constituting more than a 1% interest in a business establishes a significant motive for violation.

(b) If an expert for a Party, another member of the expert’s firm or the expert’s firm generally also serves as an expert for, or as a consultant or advisor to, a Restricted Person, said expert must: (i) identify for the Parties each Restricted Person and each expert or consultant; (ii) make reasonable attempts to segregate those personnel assisting in the expert’s participation in this proceeding from those personnel working on behalf of a Restricted Person; and (iii) if segregation of such personnel is impractical the expert shall give to the producing Party written assurances that the lack of segregation will in no way jeopardize the interests of the Parties or their customers. The Parties retain the right to challenge the adequacy of the written assurances that the Parties’ or their customers’ interests will not be jeopardized. No other persons may have access to the Proprietary Information except as authorized by order of the Commission.

A Reviewing Representative that satisfies the requirements of Paragraphs 4(a) through 4(d) or 5(a) through 5(c) above and who is not a “Restricted Person” under Paragraph 6 shall be considered a “qualified” Reviewing Representative. In the event that a Party wishes to designate as a Reviewing Representative a person not described in Paragraphs 4(a) through 4(d) or 5(a) through 5(c) above, or a person that is a Restricted Person under Paragraph 6, the Party shall seek agreement from the producing Party. If an agreement is reached and, subject to execution and delivery of the Non-Disclosure Certificate attached as Appendix A, that person shall be a qualified Reviewing Representative with respect to those materials. If no agreement is reached, the Party shall submit the disputed designation to the presiding Administrative Law Judge for resolution.

A qualified “Reviewing Representative” for Proprietary Information may review and discuss Proprietary Information with their client or with the entity with which they are employed or associated, to the extent that the client or entity is not a “Restricted Person”, but may not share with or permit the client or entity to review the “CONFIDENTIAL” information and/or “HIGHLY CONFIDENTIAL” protected material. Such discussions must be general in nature and not disclose specific Proprietary Information. Counsel for I&E, OCA, and OSBA may share Proprietary Information with the I&E Director, Consumer Advocate, and Small Business Advocate (or an individual acting in such capacity), respectively, without obtaining a Non-Disclosure Certificate from these individuals, provided however, that these individuals otherwise abide by the terms of this Protective Order.

Information deemed Proprietary Information shall not be used except as necessary for the conduct of this proceeding, nor shall it be disclosed in any manner to any person except a Reviewing Representative who is engaged in the conduct of this proceeding and who needs to know the information in order to carry out that person’s responsibilities in this proceeding. Reviewing Representatives may not use information contained in any Proprietary Information obtained through this proceeding to give any Party or any competitor of any Party a commercial advantage.

Reviewing Representatives shall execute a Non-Disclosure Certificate:

(a) A Reviewing Representative shall not be permitted to inspect, participate in discussions regarding, or otherwise be permitted access to Proprietary Information pursuant to this Protective Order unless that Reviewing Representative has first executed a Non-Disclosure Certificate, provided that if an attorney qualified as a Reviewing Representative has executed such a certificate, the paralegals, secretarial and clerical personnel under the attorney's instruction, supervision or control need not do so, nor do Commission employees assisting I&E as noted above in Paragraphs 4 and 5. A copy of each Non-Disclosure Certificate shall be provided to counsel for the Parties asserting confidentiality prior to disclosure of any Proprietary Information to that Reviewing Representative.

(b) Attorneys and outside experts qualified as Reviewing Representatives are responsible for ensuring that persons under their supervision or control comply with this Protective Order.

None of the Parties to this proceeding waive their right to pursue any other legal or equitable remedies that may be available in the event of actual or anticipated disclosure of Proprietary Information.

The Parties shall designate data or documents as constituting or containing Proprietary Information by marking the documents “CONFIDENTIAL” or “HIGHLY CONFIDENTIAL” protected material. Where only part of data compilations or multi-page documents constitutes or contains Proprietary Information, the Parties, insofar as reasonably practicable within discovery and other time constraints imposed in this proceeding, shall designate only the specific data or pages of documents that constitute or contain Proprietary Information. The Proprietary Information shall be served upon the Parties hereto only in an envelope (or electronic message) separate from the nonproprietary materials, and the envelope (or electronic message) shall be conspicuously marked “CONFIDENTIAL” or “HIGHLY CONFIDENTIAL” protected material.

The Parties will consider and treat the Proprietary Information as within the exemptions from disclosure provided in Section 335(d) of the Public Utility Code, 66 Pa.C.S. § 335(d), and the Pennsylvania Right-to-Know Act, 65 P.S. §§ 67.101 *et seq.*, until such time as the information is found to be non-proprietary. In the event that any person or entity seeks to compel the disclosure of Proprietary Information, the non-producing Party shall promptly notify the producing Party in order to provide the producing Party an opportunity to oppose or limit such disclosure.

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

Part of any record of this proceeding containing Proprietary Information, including but not limited to all exhibits, writings, testimony, cross examination, argument, and responses to discovery, and including reference thereto as mentioned in Paragraph 14 above, shall be sealed for all purposes, including administrative and judicial review, unless such Proprietary Information is released from the restrictions of this Protective Order, either through the agreement of the Parties to this proceeding or pursuant to an order of the Commission.

The Parties shall retain the right to question or challenge the confidential or proprietary nature of Proprietary Information and to question or challenge the admissibility of Proprietary Information. If a Party challenges the designation of a document or information as proprietary, the Party providing the information retains the burden of demonstrating that the designation is appropriate. In the event of a question or challenge to the designation of “CONFIDENTIAL” or “HIGHLY CONFIDENTIAL” protected material, the Parties shall make a good faith effort to narrow the designation of the Proprietary Information so that information can be provided in a form that is not “CONFIDENTIAL” or “HIGHLY CONFIDENTIAL” protected material.

The Parties shall retain the right to question or challenge the admissibility of Proprietary Information; to object to the production of Proprietary Information on any proper ground; and to refuse to produce Proprietary Information pending the adjudication of the objection.

Within 30 days after a Commission final order is entered in the above-captioned proceeding, or in the event of appeals, within thirty days after appeals are finally decided, the Parties, upon request, shall either destroy or return to the Parties all copies of all documents and other materials not entered into the record, including notes, which contain any Proprietary Information. In the event that a Party elects to destroy all copies of documents and other materials containing Proprietary Information instead of returning the copies of documents and other materials containing Proprietary Information to the Parties, the Party shall certify in writing to the producing Party that the Proprietary Information has been destroyed.

Dated: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

The Hon. Administrative Law Judge Mary D. Long

**APPENDIX A**

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| --- | --- | --- |
| Pennsylvania Public Utility Commission, et. al  v.  Aqua Pennsylvania, Inc. and Aqua Pennsylvania Wastewater, Inc. | :  :  :  :  :  : | Docket Nos. R-2021-3027385,  R-20213027386 et. al |

**NON-DISCLOSURE CERTIFICATE**

**TO WHOM IT MAY CONCERN:**

The undersigned is the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (the retaining Party). The undersigned has read and understands the Protective Order deals with the treatment of Proprietary Information, and the undersigned is a (check ONE):

€ Reviewing Representative for CONFIDENTIAL information.

€ Reviewing Representative for CONFIDENTIAL & HIGHLY CONFIDENTIAL information.

The undersigned agrees to be bound by and comply with the terms and conditions of said Protective Order.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

SIGNATURE

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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DATE ADDRESS

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

EMPLOYER

**R-2021-3027385 - PA PUBLIC UTILITY COMMISSION v. AQUA PENNSYLVANIA INC**

**R-2021-3027386 – PA PUBLIC UTILITY COMMISSION V. AQUA PENNSYLVANIA WASTEWATER INC**

*UPDATED 10-21-21*

MICHAEL W HASSELL ESQUIRE

POST & SCHELL PC

17 NORTH SECOND STREET 12TH FLOOR

HARRISBURG PA 17101-1601

717.612.6029

mhassell@postschell.com

Accepts EService

ED HOFFMAN JR ESQUIRE

612 HAMILTON STREET

SUITE 202G

ALLENTOWN PA 17101

[ed@hoffmanhoalaw.com](mailto:ed@hoffmanhoalaw.com)

*Representing Camp Stead Property Owners Association*

*C-2021-3028928 – AQUA PENNSYLVANIA WASTEWATER INC*

MARTHA BRONSON

100 MASTERS DR

POTTSTOWN PA 19464

615-881-2679

MARTHA.BRONSON@AON.COM

Accepts EService

*C-2021-3028132 – AQUA PENNSYLVANIA INC*

NEIL KUGELMAN

NEIL KUGELMAN

802 Harston Lane

GLENSIDE PA 19038

2154315095

NEIL@KUGELMANTEAM.COM

Accepts EService

*C-2021-3028139 – AQUA PENNSYLVANIA INC*

GEOFFREY A RHINE

251 Herringbone Ln

BENSALEM PA 19020

215-639-4984

Rhineg@hotmail.com

Accepts EService

*C-2021-3028170 - AQUA PENNSYLVANIA INC*

THEODORE J VOLTOLINA III

219 Mill Pond Dr

EXTON PA 19341

4849942111

ted.voltolina@gmail.com

Accepts EService

*C-2021-3028194 – AQUA PENNSYLVANIA INC*

AARON NATHANIEL BROWN

2204 HUNSBERGER DR

ROYERSFORD PA 19468

2567146506

aaronb07@gmail.com

Accepts EService

*C-2021-3028279 – AQUA PENNSYLVANIA INC*

DALE W MARKOWITZ

920 Stoneybrook Dr

SPRINGFIELD PA 19064

markowd2@verizon.net

Accepts EService

*C-2021-3028280 – AQUA PENNSYLVANIA WASTEWATER INC*

DARREN DISTASIO

12 Karin Drive

TUNKHANNOCK PA 18657

5702405186

drrad44@gmail.com

Accepts EService

*C-2021-3028285 – AQUA PENNSYLVANIA INC*

DEENA G DENESOWICZ

DEENA DENESOWICZ

901 Biddle Lane

PHOENIXVILLE PA 19460

2154706488

dsgnrad@aol.com

Accepts EService

*C-2021-3028288 – AQUA PENNSYLVANIA INC*

HARRIET LITZ ESQUIRE

LAW OFFICES OF MULLANEY & MULLANEY

3881 WEST SKIPPACK PIKE

SKIPPACK PA 19474

610-584-4416

HLITZ@MULLANEYLAW.COM

KEITH D ANTHONY

116 SIR LYONNESSE COURT

BLAKELEE PA 18610

[kanthonyflstc@comcast.net](mailto:kanthonyflstc@comcast.net)

*C-2021-3028444 – AQUA PENNSYLVANIA WASTEWATER INC*

VIVIAN GEORGE

THE MAIDS

949 Bankbridge Rd

SEWELL NJ 08080

1609820277

themaids@bellatlantic.net

Accepts EService

*C-2021-3028310 – AQUA PENNSYLVANIA INC*

NICK PANACCIO

2944 WINDSOR AVENUE

WILLOW GROVE PA 19090

215-825-5690

NICK.PANACCIO@VERIZON.NET

*C-2021-3028331 – AQUA PENNSYLVANIA INC*

RICHARD REGNIER

PO BOX 348

NEWTOWN SQUARE PA 19073

610-353-4466

RAREGNIER@AOL.COM

*C-2021-3028332 – AQUA PENNSYLVANIA INC*

GERALD R DINUNZIO JR

1517 Woodland Rd

WEST CHESTER PA 19382

gmoney136@gmail.com

Accepts EService

*C-2021-3028362 – AQUA PENNSYLVANIA INC*

SCOTT B GRANGER ESQUIRE

PA PUC BUREAU OF INVESTIGATION & ENFORCEMENT

SECOND FLOOR WEST

400 NORTH STREET

HARRISBURG PA 17120

717-425-7593

sgranger@pa.gov

Accepts EService

NANCY REEDMAN

510 TRENTON ROAD

LANGHORNE PA 19047

215-917-5360

[NREEDMAN@COMCAST.NET](mailto:NREEDMAN@COMCAST.NET)

*C-2021-3028405 - AQUA PENNSYLVANIA INC*

STEPHANIE B BORIS

25 LAKES EDGE RD

ROYERSFORD PA 19468

**610.246.7631**

[stephbieloski@gmail.com](mailto:stephbieloski@gmail.com)

*C-2021-3028443 – AQUA PENNSYLVANIA WASTEWATER INC*

MICHAEL MCCALL

2457 WILLIAMSON COURT

BENSALEM PA 19020

215-757-9554

GOGREENMIKE@COMCAST.NET

*C-2021-3028413 – AQUA PENNSYLVANIA INC*

JENNIFER BUCKLEY

PULSE TECHNOLOGIES

44 Grandview Drive

ROYERSFORD PA 19468

267-875-6173

jenbuckley35@gmail.com

Accepts EService

*C-2021-3028160 – AQUA PENNSYLVANIA WASTEWATER INC*

CARL JOHN MARTINSON

102 Cypress Point

AVONDALE PA 19311

cjmartinson@msn.com

Accepts EService

*C-2021-3028312 – AQUA PENNSYLVANIA WASTEWATER INC*

ELIZABETH O'NEILL

810 PLUMTRY DRIVE

WEST CHESTER PA 19382

810-513-1996

[ELK722@GMAIL.COM](mailto:ELK722@GMAIL.COM)

*C-2021-3028333 – AQUA PENNSYLVANIA WASTEWATER INC*

ERIK AND ILISHA SMITH

25 WEDGE COURT

POTTSTOWN PA 19464

610-329-1984

[ERIKMSMITH1970@GMAIL.COM](mailto:ERIKMSMITH1970@GMAIL.COM)

*C-2021-3028334 – AQUA PENNSYLVANIA WASTEWATER INC*

CURTIS AND MICHELE TABOR

147 MASTERS DRIVE

POTTSTOWN PA 19464

610-787-9558

CURTTABOR61@GMAIL.COM

*C-2021-3028335 – AQUA PENNSYLVANIA WASTEWATER INC*

GREGORY VALERIO

199 MASTERS DRIVE

POTTSTOWN PA 19464

610-310-0088

RVAM71@COMCAST.NET

*C-2021-3028336 - AQUA PENNSYLVANIA WASTEWATER INC*

JEROME D PERCH

PO BOX 295

327 KING ARTHUR RD

BLAKESLEE PA 18610

jdfish11@yahoo.com

Accepts EService

*C-2021-3028356 – AQUA PENNSYLVANIA WASTEWATER INC*

MICHAEL BRULL

23 Grandview Drive

ROYERSFORD PA 19468

610-908-4922

michael.r.brull@gmail.com

Accepts EService

*C-2021-3028361 – AQUA PENNSYLVANIA WASTEWATER INC*

JAMES BLESSING

88 LONGCROSS ROAD

LIMERICK PA 19468

610-948-6857

[JBLESSING@VERIZON.NET](mailto:JBLESSING@VERIZON.NET)

*C-2021-3028402 – AQUA PENNSYLVANIA WASTEWATER INC*

ELIZABETH YOST

2203 FOXMEADOW DRIVE

ROYERSFORD PA 19468

610-457-5189

[ELIZABETHJ1228@GMAIL.COM](mailto:ELIZABETHJ1228@GMAIL.COM)

*C-2021-3028407 – AQUA PENNSYLVANIA WASTEWATER INC*

TIM KEARNEY

SENATOR TIM KEARNEY

130 S State Rd Suite 101

SPRINGFIELD PA 19064

17177871350

cameron.allen@pasenate.com

Accepts EService

RAYMOND CAVALIERI

1126 Isabel Ln

WEST CHESTER PA 19380

6109370406

raycava@hotmail.com

Accepts EService

*C-2021-3028448 – AQUA PENNSYLVAINA INC*

BYRON GOLDSTEIN

MARCOM

2365 Geneva Ave

GLENSIDE PA 19038

2158845475

collegeadmissionscounselor@yahoo.com

Accepts EService

*C-2021-3028463 – AQUA PENNSYLVANIA INC*

ERIN L GANNON ESQUIRE

OFFICE OF CONSUMER ADVOCATE

555 Walnt Street 5th Floor

FORUM PLACE

HARRISBURG PA 17101

717-783-5048

egannon@paoca.org

Accepts EService

HARRISON W BREITMAN ATTORNEY

OFFICE OF CONSUMER ADVOCATE

555 Walnut Street 5th Floor

FORUM PLACE

HARRISBURG PA 17101

717-783-5048

hbreitman@paoca.org

Accepts EService

LAUREN GUERRA ATTORNEY

OFFICE OF CONSUMER ADVOCATE

116 Morefield Way

HARRISBURG PA 17050

717-919-8603

laureneguerra@gmail.com

Accepts EService

TIMOTHY NICHOLL

477 Braceland Drive

DOWNINGTOWN PA 19335

tnichol1@verizon.net

Accepts EService

*C-2021-3028471 – AQUA PENNSYLVANIA WASTEWATER INC*

ALYSSA REINHART

174 GROUSE RIDGE LANE

DRUMS PA 18222

570-578-6274

[LISS@PTD.NET](mailto:LISS@PTD.NET)

*C-2021-3028493 - AQUA PENNSYLVANIA WASTEWATER INC*

JAMES KOLB

211 SHINGLE MILL DRIVE

DRUMS PA 18222

570-406-9919

[JRTJIBBY@GMAIL.COM](mailto:JRTJIBBY@GMAIL.COM)

*C-2021-3028497 – AQUA PENNSYLVANIA WASTEWATER INC*

STEVEN C GRAY ESQUIRE

OFFICE OF SMALL BUSINESS ADVOCATE

FORUM PLACE

555 WALNUT STREET 1ST FLOOR

HARRISBURG PA 17101

717-783-2525

sgray@pa.gov

RONALD SCHNECK

6412 SENATE DRIVE

BETHLEHEM PA 18017

484-281-3719

[RON.SCHNECK68@GMAIL.COM](mailto:RON.SCHNECK68@GMAIL.COM)

*C-2021-3028547 – AQUA PENNSYLVANIA WASTEWATER INC*

JAMES GRAZIANO & ELAINE GRAZIANO

2132 HIGHLAND AVENUE

MORTON PA 19070

610-328-6241

KATEYEZ0405@GMAIL.COM

MATTHEW CICALESE

250 HARRISON AVENUE

ELKINS PARK PA 19027

267-664-8203

[CICALESE@GMAIL.COM](mailto:CICALESE@GMAIL.COM)

*C-2021-3028566 – AQUA PENNSYLVANIA WASTEWATER INC*

DOROTHY SHEARER

416 EAST TURNBERRY COURT

WEST CHESTER PA 19382

6102839355

dorothymshearer7@gmail.com

Accepts EService

*C-2021-3028556 – AQUA PENNSYLVANIA INC*

RONALD ROEBUCK & LORA ROEBUCK

71 EDGEROCK DRIVE

DRUMS PA 18222

570-956-1394

[A257330@AOL.COM](mailto:A257330@AOL.COM)

*C-2021-3028568 – AQUA PENNSYLVANIA WASTEWATER INC*

JOHN SWEET LEGAL COUNSEL

LAUREN BERMAN ESQUIRE

ELIZABETH R MARX ESQUIRE

RIA PEREIRA ATTORNEY

PA UTILITY LAW PROJECT

118 Locust Street

HARRISBURG PA 17101

717-701-3837

[jsweet@pautilitylawproject.org](mailto:jsweet@pautilitylawproject.org)

[lberman@pautilitylawproject.org](mailto:lberman@pautilitylawproject.org)

[emarx@pautilitylawproject.org](mailto:emarx@pautilitylawproject.org)

[rpereira@pautilitylawproject.org](mailto:rpereira@pautilitylawproject.org)

Accepts EService

KELLY FRICH

400 WYNCHESTER WAY

KENNETT SQUARE PA 19348

248-885-5418

[DANJFRICH@YAHOO.COM](mailto:DANJFRICH@YAHOO.COM)

*C-2021-3028665 – AQUA PENNSYLVANIA WASTEWATER INC*

JOHN GRASSIE

3852 KINGSTON WAY

BENSALEM PA 19020

267-475-6577

[JOHN3852@COMCAST.NET](mailto:JOHN3852@COMCAST.NET)

*C-2021-3028663 – AQUA PENNSYLVANIA INC*

ADAM ANDERS

129 Lambeth Ct

DOWNINGTOWN PA 19335

4849478448

adamanders101@gmail.com

Accepts EService

*C-2021-3028670 AQUA PENNSYLVANIA WASTEWATER INC*

HONORABLE JOHN KANE SENATOR

PENNSYLVANIA STATE SENATE

458 MAIN CAPITOL BUILDING

SENATE BOX 203009

HARRISBURG PA 17120-3009

717-787-4712

kane@pasenate.com

KYLE A BROPHY

1004 Andrews Avenue

COLLINGDALE PA 19023

6105299373

kyle.a.brophy@gmail.com

Accepts EService

*C-2021-3028712 – AQUA PENNSYLVANIA INC*

WILLIAM & CHARLEEN FALSONE

5315 PRESIDENTS DRIVE

BETHLEHEM PA 18017

610-739-2281

[cjfalsone@rcr.com](mailto:cjfalsone@rcr.com)

*C-2021-3028760 – AQUA PENNSYLVANIA WASTEWATER INC*

DANIEL SAVINO

PO BOX 63

BLAKESLEE PA 18610

917-826-6007

[GERRIS46@YAHOO.COM](mailto:GERRIS46@YAHOO.COM)

*C-2021-3028758 – AQUA PENNSYLVANIA INC*

HONORABLE CAROLYN COMITTA SENATOR

SENATE OF PENNSYLVANIA

SENATE BOX 203019

467 MAIN CAPITOL BUILDING

HARRISBURG PA 17120-3019

717-787-5709

SENATORCOMITTA@PASENATE.COM

KATIE MUTH SENATOR

SENATE OF PA

338 Main Street

ROYERSFORD PA 19468

610-792-2137

katie.muth@pasenate.com

Accepts EService

STEPHEN TIMOTHY GRUGEON

1001 Ridgehaven Road

WEST CHESTER PA 19382

tim.grugeon@gmail.com

Accepts EService

*C-2021-3028892 – AQUA PENNSYLVANIA WASTEWATER INC*

LYNNE GERMSCHEID

1118 PIERCE RD

NORRISTOWN PA 19403

610-420-0361

[lynne.germscheid@gmail.com](mailto:lynne.germscheid@gmail.com)

*C-2021-3028860 – AQUA PENNSYLVANIA WASTEWATER INC*

DEBORAH AND JAMES POPSON

119 BUCK RIDGE DR

DRUMS PA 18222

570-498-3985

popsondeb@gmail.com

*C-2021-3028868 – AQUA PENNSYLVANIA WASTEWATER INC*

MICHAEL ROBERTS

99 CLINTON STREET

SAYRE PA 18840

(570) 731-4062

[tiogapreservationworks@gmail.com](mailto:tiogapreservationworks@gmail.com)

*C-2021-3028869 – AQUA PENNSYLVANIA INC*

CHRISTY APPLEBY ESQUIRE

OFFICE OF CONSUMER ADVOCATE

555 Walnut Street 5th Floor

FORUM PLACE

HARRISBURG PA 17101

717-783-5048

cappleby@paoca.org

Accepts EService

GEORGE A BIBIKOS ESQUIRE

GA BIBIKOS LLC

5901 Jonestown Road #6330

HARRISBURG PA 17112

717-580-5305

[gbibikos@gabibikos.com](mailto:gbibikos@gabibikos.com)

*Representing Masthope Mountain Community Association*

Accepts EService

*C-2021-3028996 – AQUA PENNSYLVANIA WASTEWATER INC*

EDWARD L CLARK JR GENERAL MANAGER

TREASURE LAKE PROPERTY OWNERS ASSOCIATION

13 Treasure Lake

DUBOIS PA 15801

8143710711

GM@TreasureLake.us

Accepts EService

*C-2021-3029004 – AQUA PENNSYLVANIA INC*

*C-2021-3029006 – AQUA PENNSYLVANIA WASTEWATER INC*

CJ ZWICK ATTORNEY

LAW OFFICE OF CJ ZWICK

171 Beaver Drive

DUBOIS PA 15801

814-371-6400

cjz@zwick-law.com

Accepts EService

*C-2021-3029004 – AQUA PENNSYLVANIA INC*

*C-2021-3029006 – AQUA PENNSYLVANIA WASTEWATER INC*

ALEX J BAUMLER ESQUIRE

2501 STANBRIDGE STREET

EAST NORRITOWN PA 19401

**610.275.2800**

[alex@skilkennylaw.com](mailto:ALEX@SKILKENNYLAW.COM)

*Representing East Norritown Township*

Accepts eService

*C-2021-3029019 – AQUA PENNSYLVANIA WASTEWATER INC*

KEVIN AMERMAN

PO BOX 484

BLAKESLEE PA 18610

**570.236.2125**

[kevinamerman@hotmail.com](mailto:KEVINAMERMAN@HOTMAIL.COM)

*C-2021-3029063 – AQUA PENNSYLVANIA WASTEWATER INC*

JAMES WHARTON JR

436 KING ARTHUR ROAD

PO BOX 695

BLAKESLEE PA 18610

**484.557.6856**

[crescocoyote@gmail.com](mailto:CRESCOCOYOTE@GMAIL.COM)

*C-2021-3029065 – AQUA PENNSYLVANIA WASTEWATER INC*

GERARDO GIANNATTASIO

2828 OAKLEY AVENUE

BENSALEM PA 19020

**215.639.1618**

[vitto52@verizon.net](mailto:vitto52@verizon.net)

*C-2021-3029066 – AQUA PENNSYLVANIA INC*

ADEOLU A. BAKARE ESQUIRE

CHARIS MINCAVAGE ESQUIRE

MCNEES WALLACE & NURICK LLC

100 PINE STREET

P. O. BOX 1166

HARRISBURG, PA 17108-1166

PHONE: (717) 232-8000

[abakare@mcneeslaw.com](mailto:abakare@mcneeslaw.com)

[cmincavage@mcneeslaw.com](mailto:cmincavage@mcneeslaw.com)

*Representing Aqua Large Users Group*

*C-2021-3029089 – AQUA PENNSYLVAINA INC*

PETER AND KIM GINOPOLAS

PO BOX 197

LAKE HARMONY PA 18624Y

570.688.6644

[pete@kiddertax.com](mailto:pete@kiddertax.com)

*C-2021-3029096 – AQUA PENNSYLVANIA WASTEWATER INC*

YEFIM SHNAYDER

99-45 67 ROAD

APT 521

FOREST HILLS NY 11375

**718.897.8304**

[Yshnayder62@gmail.com](mailto:Yshnayder62@gmail.com)

*C-2021-3029134 – AQUA PENNSYLVANIA WASTEWATER INC*

ERIK MCELWAIN

924 OAKBOURNE ROAD

WEST CHESTER PA 19382

**303.324.0937**

[Erik.mcelwain@gmail.com](mailto:Erik.mcelwain@gmail.com)

*C-2021-3029135 -*

*AQUA PENNSYLVANIA INC*

MATTHEW AND ANDREA RIVERA

533 N WHITEHALL ROAD

NORRITON PA 19403

**610.630.8921**

[phillyrivera@yahoo.com](mailto:PHILLYRIVERA@YAHOO.COM)

*C-2021-3029154 – AQUA PENNSYLVANIA WASTEWATER INC*

JUDY BURTON

252 AVALANCHE LN

DRUMS PA 18222

**703.981.0417**

[Idoshop2@gmail.com](mailto:Idoshop2@gmail.com)

*C-2021-3029152 – AQUA PENNSYLVANIA INC – WATER*

*C-2021-3029139 – AQUA PENNSYLVANIA WASTEWATER INC*

BRIAN EDWARDS

109 CHAPEL CT

DOWNINGTOWN PA 19335

**610.269.3694**

[**terpbe@gmail.com**](mailto:terpbe@gmail.com)

*C-2021-3029159 – AQUA PENNSYLVANIA INC*

*C-2021-3029161 – AQUA PENNSYLVANIA WASTEWATER INC*

EDWARD COCCIA

2998 GREENRIDGE DRIVE

NORRISTOWN PA 19403

**215.859.3999**

[cocciae@verizon.net](mailto:cocciae@verizon.net)

*C-2021-3028870 – AQUA PENNSYLVANIA WASTEWATER INC*

JOHN DAY

614 RUNYON AVENUE

PISCATAWAY NJ 08854

**732.309.0551**

[john@johnday.us](mailto:john@johnday.us)

*C-2021-3028734 – AQUA PENNSYLVANIA WASTEWATER INC*

ROBERT DOLAN

313 KING ARTHUR RD

BLAKESLEE PA 18610

**484.238.5768**

[Robertdolan1@comcast.net](mailto:Robertdolan1@comcast.net)

*C-2021-3028798 – AQUA PENNSYLVANIA WASTEWATER INC*

ANTHONY GIOVANNONE

270 NORRISTOWN RD

BLUE BELL PA 19422

**610.637.7405**

[anthony.giova@verizon.net](mailto:anthony.giova@verizon.net)

*C-2021-3028794*

*C-2021-3028803*

*C-2021-3028802 – AQUA PENNSYLVANIA WASTEWATER INC*

SHEILA GUTZAIT

285 SIR BRADFORD RD

BLAKESLEE PA 18610

**570.643.6526**

[sgcy@ptd.net](mailto:sgcy@ptd.net)

*C-2021-3028634 – AQUA PENNSYLVANIA WASTEWATER INC*

RUDY AND BRANDI HOFBAUER

569 SIR JEOFFREY CT

POCONO LAKE OA 18347

856.816.8730

[spytronics@gmail.com](mailto:spytronics@gmail.com)

*C-2021-3028666 – AQUA PENNSYLVANIA WASTEWATER INC*

RONALD AND ALEXIS KOENING

32 HORSEHOE LANE

LEVITTOWN PA 19055

**215.704.2489**

[ronaldkoenig@comcast.net](mailto:ronaldkoenig@comcast.net)

*C-2021-3028483 – AQUA PENNSYLVANIA WASTEWATER INC*

JOAN LIPSKI

68 CROW HILL ROAD

FREEHOLD NJ 07728

**908.216.2230**

[ecologyinc@optionline.net](mailto:ecologyinc@optionline.net)

*C-2021-3028475 – AQUA PENNSYLVANIA WASTEWATER INC*

WILLIAM F AND ANA R LOFTUS

102 LADY ANN CT

BLAKESLEE PA 18610

786.351.3290

[williamloftus@bellsouth.net](mailto:williamloftus@bellsouth.net)

*C-2021-3028617 – AQUA PENNSYLVAINA WASTEWATER INC*

STEPHEN AND TERESA MASON

1346 CABIN RD

HATFIELD PA 19440

215.740.8038

[Mason1346@verizon.net](mailto:Mason1346@verizon.net)

*C-2021-3028576 – AQUA PENNSYLVANIA WASTEWATER INC*

DAVID MONROE

113 MERRIMENT LANE

BLAKESLEE PA 18610

570.332.4964

[poconocowboy@yahoo.com](mailto:poconocowboy@yahoo.com)

*C-2021-3028567 – AQUA PENNSYLVANIA WASTEWATER INC*

LISA RAMPONE

621 CHERRY LANE

PHOENIXVILLE PA 19460

484.985.0682

[lrampone@hotmail.com](mailto:lrampone@hotmail.com)

*C-2021-3028804 – AQUA PENNSYLVAINA WASTEWATER INC*

LORRAINE ROCCI

1112 FOXMEADOW DRIVE

ROYERSFORD PA 19468

610.948.0613

[Ilovepizza08@yahoo.com](mailto:Ilovepizza08@yahoo.com)

*C-2021-3028499 – AQUA PENNSYLVANIA WASTEWATER INC*

DAVID C ROSS

916 SIR LIONEL CT

POCONO LAKE PA 18347

609.602.2804

[Davidross465@gmail.com](mailto:Davidross465@gmail.com)

*C-2021-3028479 – AQUA PENNSYLVANIA WASTEWATER INC*

CAROLYN SICA

12 CHESTNUT ST

LAKE HARMONY PA 18624

609.577.1645

[sicarolyn@yahoo.com](mailto:sicarolyn@yahoo.com)

*C-2021-3028446 – AQUA PENNSYLVANIA WASTEWATER INC*

DEAN R SWINK

PO 323

POCONO LAKE PA 18342

570.643.1899

[Swink170@gmail.com](mailto:Swink170@gmail.com)

*C-2021-3028604 – AQUA PENNSYLVANIA WASTEWATER INC*

FRANCINE WEINER

1903 2nd STREET

LANGHORNE PA 19047

215.803.5563

[fhwhome@gmail.com](mailto:fhwhome@gmail.com)

*C-2021-3028639 – AQUA PENNSYLVANIA WASTEWATER INC*

TOM WOODWARD

2014 LOMBARD ST

PHILADELPHIA PA 19146

215.266.2377

[tomwdwd@comcast.net](mailto:tomwdwd@comcast.net)

*C-2021-3028927 - AQUA PENNSYLVANIA WASTEWATER INC*