

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of Appalachian Utilities, Inc. for a :
Certificate of Public Convenience Evidencing the :
Pennsylvania Public Utility Commission’s : A-2024-3046068
Approval of the Transfer of 40% of :
Outstanding and Issued Stock in Appalachian :
Utilities, Inc. :

Joint Application of Pennsylvania-American :
Water Company and Appalachian Utilities, Inc., :
Pursuant to Section 1102 of the Public Utility :
Code, for approval of (1) the transfer to American :
Water Works Company, Inc., by merger, of all :
property of Appalachian Utilities, Inc. used and :
useful in the public service; (2) the transfer to : A-2024-3046084
Pennsylvania-American Water Company, : A-2024-3046092
by merger, of all property of Appalachian :
Utilities, Inc. used or useful in the public service, :
(3) the right of Pennsylvania American Water :
Company to begin to offer, render, furnish and :
supply water service to the public in the Borough :
of Avis and Townships of Pine Creek and :
Dunnstable, Clinton County, Pennsylvania, and :
(4) the abandonment by Appalachian Utilities, :
Inc. of all water service. :

ORDER GRANTING PETITION FOR PROTECTIVE ORDER

On June 18, 2024, Appalachian Utilities, Inc. (Appalachian) and Pennsylvania-American Water Company (PAWC) (referred to herein as Joint Applicants) filed a Petition for Protective Order (Petition) pursuant to 52 Pa. Code § 5.365(a) in the above-captioned proceeding. In support of its Petition, The Joint Applicants averred that disclosure of confidential and proprietary information contained in the discovery of the Joint Applicants would cause them unfair economic or competitive disadvantage. Petition at 5, ¶23. The Joint Applicants further averred that a protective order would serve administrative economy and

efficiency by obviating the need for parties to address confidential/proprietary concerns on a piecemeal basis each time the information is requested. Petition at 5, ¶ 24.

Additionally, the Joint Applicants averred that the proposed Protective Order allows the 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; and to seek additional measures of protection beyond those provided in the proposed Protective Order. The proposed 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. Petition at 6, ¶ 25.

In its Petition, the Joint Applicants advised that it consulted with all other parties in this proceeding: the Office of Consumer Advocate (OCA), and the Office of Small Business Advocate (OSBA), and no party objects to the granting of the Petition. Petition at 6, ¶ 26.

By the authority granted under 52 Pa. Code §§ 5.362(a) and 5.365, and noting that there is no objection from the active parties in this matter, we will grant the Joint Applicants' Petition for Protective Order filed on June 18, 2024.

THEREFORE,

IT IS ORDERED THAT:

1. The Petition is hereby granted with respect to all materials and information identified in Paragraphs 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. The materials subject to this Protective Order are all correspondence, documents, data, information, excerpts, summaries, studies, methodologies, and other materials (including materials delivered therefrom) which a party or an affiliate of a party furnishes in the 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. 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. Proprietary Information and Highly Confidential Information produced in this proceeding shall be made available, solely for use in this proceeding to PAWC, Appalachian, OCA, and OSBA 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 (except that the Consumer Advocate, the Deputy Consumer Advocate, the Small Business Advocate, and support staff in OCA and OSBA need not execute Appendix A, provided that OCA's and OSBA's counsel execute Appendix A). 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 PAWC, Appalachian, OCA and OSBA 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 PAWC's, Appalachian's, the OCA's, and the OSBA's 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 the OCA or OSBA to the Consumer Advocate, the Deputy Consumer Advocate, the Small Business Advocate, or eligible in-house staff without the need for execution of Appendix A. Additionally, such Highly Confidential Information may be provided by the OCA or OSBA or other counsel to its eligible independent consultants (as defined in 52 Pa. Code § 5.365(d)) or other nonlawyer 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.

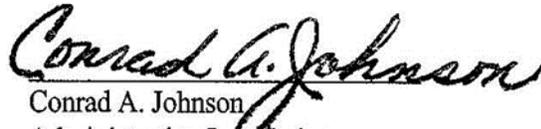
9. Part of any record of this proceeding containing Proprietary or Highly Confidential Information, including but not limited to all exhibits, writings, testimony, cross examination, argument and responses to discovery, and including reference thereto as mentioned in paragraph 8 above, shall be sealed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

Date: June 26, 2024


Conrad A. Johnson
Administrative Law Judge

_____/s/_____
Charece Z. Collins
Administrative Law Judge

APPENDIX A

**BEFORE THE
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by merger, of all property of Appalachian :
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(3) the right of Pennsylvania American Water :
Company to begin to offer, render, furnish and :
supply water service to the public in the Borough :
of Avis and Townships of Pine Creek and :
Dunnstable, Clinton County, Pennsylvania, and :
(4) the abandonment by Appalachian Utilities, :
Inc. of all water service. :

ACKNOWLEDGMENT

TO WHOM IT MAY CONCERN:

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

The undersigned has read the Protective Order dated _____, 2024, 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

A-2024-3046068 APPLICATION OF APPALACHIAN UTILITIES, INC. FOR A CERTIFICATE OF PUBLIC CONVENIENCE EVIDENCING THE PENNSYLVANIA PUBLIC UTILITY COMMISSION'S APPROVAL OF THE TRANSFER OF 40% OF OUTSTANDING AND ISSUED STOCK IN APPALACHIAN UTILITIES, INC.

A-2024-304 6084, A-2024-3046092 JOINT APPLICATION OF PENNSYLVANIA-AMERICAN WATER COMPANY AND APPALACHIAN UTILITIES, INC., PURSUANT TO SECTION 1102 OF THE PUBLIC UTILITY CODE

(SERVICE LIST REVISED 6/5/24)

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