



February 21, 2025

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VIA ELECTRONIC FILING

Ms. Rosemary Chiavetta, Secretary
Commonwealth of Pennsylvania
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120

**In re: Joint Application of Pennsylvania-American Water Company and Corner Water Supply and Service Corporation Pursuant to Section 1102 of the Public Utility Code, for approval of (1) the transfer to Pennsylvania-American Water Company, by sale, of all property of Corner Water Supply and Service Corporation used and useful in the public service; (2) the right of Pennsylvania-American Water Company to begin to offer, render, furnish and supply water service to the public in portions of Elk and Paint Townships in Clarion County, Pennsylvania, and (3) the abandonment by Corner Water Supply and Service Corporation of all water service
Docket No. A-2025-3052745 & A-2025-3052747**

Dear Secretary Chiavetta:

On behalf of Pennsylvania-American Water Company ("PAWC") and Corner Water Supply and Service Corporation ("Corner Water")(collectively "Joint Applicants") please find attached the Joint Applicants Petition for Protective Order in the above-referenced case.

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

Sincerely,

A handwritten signature in blue ink that reads "EK Fure".

Erin K. Fure

cc: The Honorable Administrative Law Judge Emily I. DeVoe (*via electronic mail*)
All Parties on the attached Certificate of Service (*via electronic mail*)

Respectfully Submitted,



Erin K. Fure, Esquire (PA ID #312245)
Pennsylvania-American Water Company
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***Attorney for Pennsylvania-American
Water Company***

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

ADMINISTRATIVE LAW JUDGE EMILY DEVOE

In re: Joint Application of Pennsylvania-	:	
American Water Company and Corner Water	:	
Supply and Service Corporation Pursuant to	:	
Section 1102 of the Public Utility Code, for	:	Docket Nos. A-2025-3052745
approval of (1) the transfer to Pennsylvania-	:	A-2025-3052747
American Water Company, by sale, of all	:	
property of Corner Water Supply and Service	:	
Corporation used and useful in the public	:	
service; (2) the right of Pennsylvania-	:	
American Water Company to begin to offer,	:	
render, furnish and supply water service to the	:	
public in portions of Elk and Paint Townships	:	
in Clarion County, Pennsylvania, and (3) the	:	
abandonment by Corner Water Supply and	:	
Service Corporation of all water service	:	

PETITION FOR PROTECTIVE ORDER

Pennsylvania-American Water Company (“PAWC”) and Corner Water Supply and Service Corporation (“Corner Water”) (collectively, the “Joint Applicants”) file this petition pursuant to 52 Pa. Code § 5.365 for the protection from public disclosure of certain confidential and proprietary information that the Joint Applicants have submitted to and exchanged in discovery in the above matter and which the Joint Applicants anticipate submitting to and exchanging with the Pennsylvania Public Utility Commission (“Commission”) and the parties during the course of these proceedings. In support, the Joint Applicants state as follows:

I. Procedural History

1. On September 25, 2024, PAWC and Corner Water entered into an Asset Purchase Agreement (“APA”) by which PAWC agreed to purchase all of the assets, properties, and rights of Corner Water’s System (other than the Excluded Assets as defined in Section 1.4 of the APA).

2. On December 31, 2024, PAWC and Corner Water filed a joint application (“Application”) at asking the Commission to approve the transfer, by sale, to PAWC, all property and rights of Corner Water used or useful in the public service in accordance with the APA under Section 1102(a) of the Public Utility Code, 66 Pa C.S. § 1102(a). In the Application, PAWC also requested the Commission to grant PAWC the right to offer or furnish water service to the public in portions of Elk and Paint Townships, Clarion County, Pennsylvania that are currently served by Corner Water and for Corner Water to abandon water service to those portions of the public it currently serves.

3. On January 17, 2025, Rebecca Lyttle, Esquire on behalf of the Office of Small Business Advocate (“OSBA”) filed a Notice of Appearance in this proceeding.

4. On January 28, 2025, the OSBA, filed a Protest, Notice of Intervention, Public Statement and Verification in this proceeding.

5. On January 29, 2025, the OSBA filed an Amended Protest, Amended Notice of Intervention, and Amended Public Statement in this proceeding.

6. On February 4, 2025, the Bureau of Technical Utility Services issued TUS Data Request Sets 1 and 2.

7. On February 3, 2025, PAWC filed its Proof of Publication and Certificate of Service show all affected municipalities and entities were served with the Application.

8. On February 13, 2025, a Call-In Prehearing Conference Notice was issued scheduling a prehearing conference for February 19, 2025 before Administrative Law Judge (“ALJ”) Emily DeVoe at 11:00 a.m.

9. On February 13, 2025, Steven Gray, Esquire filed a Notice of Appearance as additional counsel on behalf of the OSBA.

10. On February 14, 2025, Melanie El Atieh, Esquire and Ryan Morden, Esquire filed a Notice of Intervention, Protest *Nunc Pro Tunc*, and a Public Statement on behalf of the Office of Consumer Advocate (“OCA”).

II. Background

11. The Application and discovery materials that have already been exchanged, along with additional materials that the Joint Applicants anticipate 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 the Joint Applicants consider confidential and proprietary.

III. Legal Standards

12. Section 5.365(a) of the Commission’s regulations provide 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).

IV. The ALJ Should Issue the Requested Protective Order

13. Disclosure of confidential and proprietary information contained in the materials the Joint Applicants have exchanged, or anticipate will be exchanged during these proceedings, would cause the Joint Applicants unfair economic or competitive disadvantage because the information that the Joint Applicants would seek to protect is not generally known, is valuable to the Joint Applicants, derives value in part due to the Joint Applicants' efforts to maintain the confidentiality of the information, and could be valuable to competitors (and, in turn, harmful to the Joint Applicants) if disclosed publicly.

14. 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.

15. 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.

16. Counsel for the Joint Applicants contacted Counsel for the OSBA and OCA, and they advise that they do not object to the entry of the proposed protective order.

WHEREFORE the Joint Applicants respectfully request that the Honorable Administrative Law Judge Emily DeVoe enter the Protective Order included with this Petition.

Respectfully submitted,



Erin Fure, Esquire (PA ID #312245)
852 Wesley Drive
Mechanicsburg, PA 17055
Phone: (717) 550-1556
E-mail: erin.fure@amwater.com

Counsel for *Pennsylvania-American Water Company*

Date: February 21, 2025

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PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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In re: Joint Application of Pennsylvania-	:	
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approval of (1) the transfer to Pennsylvania-	:	A-2025-3052747
American Water Company, by sale, of all	:	
property of Corner Water Supply and Service	:	
Corporation used and useful in the public	:	
service; (2) the right of Pennsylvania-	:	
American Water Company to begin to offer,	:	
render, furnish and supply water service to the	:	
public in portions of Elk and Paint Townships	:	
in Clarion County, Pennsylvania, and (3) the	:	
abandonment by Corner Water Supply and	:	
Service Corporation of all water service	:	

PROTECTIVE ORDER

THEREFORE, upon consideration of the petition for protective order filed by Pennsylvania-American Water Company (“PAWC”) and Corner Water Supply and Service Corporation (“Corner Water”) (collectively, the “Joint Applicants”) in the above matters and any response thereto,

IT IS ORDERED:

1. That the Petition for a 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 PAWC; Corner Water; the Office of Consumer Advocate (“OCA”); and the Office of Small Business Advocate (“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, Corner Water, 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, Corner Water'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 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 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

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ADMINISTRATIVE LAW JUDGE EMILY DEVOE

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American Water Company and Corner Water :
Supply and Service Corporation Pursuant to :
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in Clarion County, Pennsylvania, and (3) the :
abandonment by Corner Water Supply and :
Service Corporation 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 _____, 2025, 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 appears on next page.]

SIGNATURE

PRINT NAME

ADDRESS

EMPLOYER

DATE

VERIFICATION

I, Tracy Baer hereby state that the facts above set forth in the above Petition are true and correct to the best of my knowledge, information and belief, and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements made herein are made subject to the penalties of 18 Pa. Cons. Stat. §4904 relating to unsworn falsification to authorities.

Tracy Baer

Tracy Baer, Senior Manager – Business Development
Pennsylvania-American Water Company

Dated: 2/21/2025