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July 18, 2025

VIA ELECTRONIC FILING

Matthew L. Homsher, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17105-3265

In re: Joint Application of American Water Works Company Inc.,
Pennsylvania-American Water Company, Nexus Regulated
Utilities LLC and Community Utilities of Pennsylvania,
Inc.

Docket No. A-2025-3055551, *et al.*

Dear Secretary Homsher:

On behalf of Pennsylvania-American Water Company (“PAWC”) and Community Utilities of Pennsylvania, Inc. (“CUPA”)(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 "Elizabeth Rose Triscari".

Elizabeth Rose Triscari

Enclosure

cc: The Honorable Administrative Law Judge Erin L. Gannon (*via electronic mail*)
All Parties on the Attached Certificate of Service (*via electronic mail*)

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

In re: Joint Application of American Water :
Works Company Inc., Pennsylvania-American :
Water Company, Nexus Regulated : Docket No. A-2025-3055551, *et al.*
Utilities LLC and Community Utilities of :
Pennsylvania, Inc. :

CERTIFICATE OF SERVICE

I hereby certify that on the 18th day of July, 2025 the above-referenced Petition upon the people, via electronic mail, which service satisfies the requirements of 52 Pa. Code §1.54 (relating to service by a party).

SERVED VIA ELECTRONIC MAIL ON JULY 18, 2025

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Respectfully submitted,



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***On behalf of American Water Works
Company, Inc. and Pennsylvania-American
Water Company***

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Administrative Law Judge Erin L. Gannon

Joint Application of American Water Works Company :
Inc., Pennsylvania-American Water Company, Nexus : Docket Nos. A-2025-3055551,
Regulated Utilities LLC and Community Utilities of : *et al.*
Pennsylvania, Inc. :

PETITION FOR PROTECTIVE ORDER

Pennsylvania-American Water Company (“PAWC”) and Community Utilities of Pennsylvania, Inc. (“CUPA”) (individually, an “Applicant” and together, 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 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 June 3, 2025, the Joint Application (the “Joint Application”) of American Water Works Company, Inc. (“American Water”), PAWC, Nexus Regulated Utilities, LLC (“Nexus”) and CUPA was filed. Among other things, the Joint Application requests that the Commission approve: (a) the transfer of control of CUPA from Nexus to American Water; (b) the transfer to PAWC, by merger, of all assets of CUPA used or useful in the public service (the “Systems”);

(c) PAWC's right to begin to offer, render, furnish, or supply water and/or wastewater services in the areas served by the Systems; and (d) CUPA's abandonment of all water and wastewater service in the Commonwealth.

2. By correspondence dated June 4, 2025, the Commission's Secretary directed American Water and PAWC to (a) serve copies of the Joint Application on the Department of Environmental Protection, municipalities in the proposed service area, and other identified entities; and (b) publish notice of the Joint Application in a newspaper of general circulation in the area involved once a week for two consecutive weeks. This correspondence was not served on the Joint Applicants until June 13, 2025. Consequently, by correspondence dated June 30, 2025, the deadline for filing proof of compliance was extended until July 10, 2025. On June 30, 2025 and July 8, 2025, PAWC filed proof that it served copies of the Joint Application, and published notice of the Joint Application, as directed by the June 4, 2025 correspondence.

3. Notice of the Joint Application was published in the *Pennsylvania Bulletin* on June 14, 2025. 55 *Pa. B.* 4167-4168.

4. On June 17, 2025, Rebecca Lyttle, Esq., filed her Notice of Appearance on behalf of the Office of Small Business Advocate ("OSBA"). The OSBA filed its Protest on June 25, 2025.

5. On June 30, 2025, the Office of Consumer Advocate ("OCA") filed its Protest. The OCA is represented by Christy Appleby, Esq. and Jacob Guthrie, Esq.

II. Background

6. The Joint Applicants anticipate filing and exchanging materials in this proceeding pursuant to Commission rules and regulations, formal and informal discovery procedures,

testimony or oral examination, or as a courtesy to parties, that contain information the Joint Applicants consider confidential and proprietary.

III. Legal Standards

7. 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).

IV. The Administrative Law Judge Should Issue the Requested Protective Order

8. Disclosure of confidential and proprietary information contained in materials the Joint Applicants anticipate will be exchanged during these proceedings would cause the Joint Applicants unfair economic or competitive disadvantage because the information that they would seek to protect is not generally known, is valuable to the Joint Applicants, derives value in part due to the Joint Applicant's 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.

9. 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.

10. 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.

11. Counsel for the Joint Applicants have contacted Counsel for the OCA and the OSBA and neither party object to the entry of the proposed protective order. Counsel for the Joint Applicants also contacted Counsel for the Bureau of Investigation and Enforcement (“I&E”) and was advised that I&E will not participate in this proceeding.

WHEREFORE Pennsylvania-American Water Company requests that Administrative Law Judge Erin L. Gannon enter the Protective Order included with this Petition.

[Signatures appear on next page.]

Respectfully submitted,



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Attorneys for *Pennsylvania-American Water Company*

Date: July 18, 2025

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of American Water Works Company :
Inc., Pennsylvania-American Water Company, Nexus : Docket Nos. A-2025-3055551,
Regulated Utilities LLC and Community Utilities of : *et al.*
Pennsylvania, Inc. :

PROTECTIVE ORDER

THEREFORE, upon consideration of the petition for protective order filed by the Joint Applicants in the above matter 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 Paragraphs 2 and 3 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 Paragraphs 2 and 3 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) whether produced or reproduced or stored on paper, cards, tape, disk, film, electronic facsimile, magnetic or optical memory, computer storage devices or any other devices or media, including, but not limited to, electronic mail (e-mail), 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. For example, but without limitation, “Highly Confidential” information may include Proprietary Information that constitutes or describes: (a) customer names or customer prospects’ names, addresses, annual volumes of water and/or wastewater usage, or other customer-identifying information; (b) marketing plans; (c) competitive strategies or service alternatives; (d) market share projections; (e) competitive pricing or discounting information; and (f) marketing materials that have not yet been used.

4. That Proprietary Information and Highly Confidential Information produced in this proceeding shall be made available, solely for use in this proceeding, to Pennsylvania-American Water Company (“PAWC”); Community Utilities of Pennsylvania, Inc. (“CUPA”); the Office of Consumer Advocate (“OCA”); 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. Information deemed “Proprietary” shall be provided to a “Reviewing Representative.” For purposes of “Proprietary Information,” a “Reviewing Representative” is a person who has signed a Non-Disclosure Certificate (except that the Consumer Advocate, the Deputy Consumer Advocate, the Small Business Advocate, and support staff in the OCA, and the OSBA do not need to execute a Non-Disclosure Certificate, provided that the OCA’s, and the OSBA’s counsel execute a Non-Disclosure Certificate) and is:

1. An attorney for a public advocate pursuant to 52 Pa. Code § 1.8 or an attorney who has formally entered an appearance in this proceeding on behalf of a party;
2. An attorney, paralegal, or other employee associated for purposes of this case with an attorney described in subparagraph 5(a)(1) above;
3. An expert or an employee of an expert retained by a party for the purpose of advising that party or testifying in this proceeding on behalf of that party;
4. Employees or other representatives of a party to this proceeding who have significant responsibility for developing or presenting the party’s positions in this docket; or
5. A person mutually agreed to by the party producing the Proprietary Information and the party requesting to designate a Reviewing Representative pursuant to this subparagraph.

b. Information deemed “HIGHLY CONFIDENTIAL” shall be provided to a Reviewing Representative, provided, however that a Reviewing Representative, for purposes of “HIGHLY CONFIDENTIAL” protected material, is limited to a person who has signed a Non-Disclosure Certificate (except that the Consumer Advocate, the Deputy Consumer Advocate, the Small Business Advocate, and support staff in the OCA, and the OSBA do not need to execute a Non-Disclosure Certificate, provided that the OCA’s, and the OSBA’s counsel execute a Non-Disclosure Certificate) and is:

1. An attorney for a public advocate pursuant to 52 Pa. Code § 1.8 or an attorney who has formally entered an appearance in this proceeding on behalf of a party;

2. An attorney, paralegal, or other employee associated for purposes of this case with an attorney described in subparagraph 5(b)(1);

3. An outside expert or an employee of an outside expert retained by a party for the purposes of advising that party or testifying in this proceeding on behalf of that party;

4. A person designated as a Reviewing Representative for purposes of HIGHLY CONFIDENTIAL protected material pursuant to Paragraph 5(e), below; or

5. A person mutually agreed to by the party producing the Highly Confidential Information and the party requesting to designate a Reviewing Representative pursuant to this subparagraph.

c. Provided, further, that in accordance with the provisions of Sections 5.362 and 5.431(e) of the Commission’s Rules of Practice and Procedure, 52 Pa. Code §§ 5.362 and 5.431(e), any party may, by 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.

d. 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.

e. In the event that a receiving party wishes to designate as a Reviewing Representative for “HIGHLY CONFIDENTIAL” material a person not described in paragraph 5(b)(i) through (iv) above, the receiving party must first seek agreement to do so from the disclosing party. If an agreement is reached, the designated individual shall be a Reviewing Representative pursuant to Paragraph 5(b)(v) above with respect to those materials. If no agreement is reached, the receiving party may submit the disputed designation to the presiding Administrative Law Judge for resolution.

6. For purposes of this Protective Order, a Reviewing Representative may not be a “Restricted Person” absent agreement of the party producing the Proprietary Information. A “Restricted Person” shall mean: (a) 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 advising another person who has such duties; (b) 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 or advising another person who has such duties; (c) an officer, director, stockholder, owner, agent or employee of a competitor of a customer of the parties or of a competitor of a vendor of the

parties if the Proprietary Information concerns a specific, identifiable customer or vendor of the parties; and (d) 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 violating 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 1% interest in a business (excluding ownership interests where the expert has no direct knowledge of such interest, or control over investment or business decisions, such as a mutual fund) establishes a significant motive for violation.

7. 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, that expert must: (1) identify for the parties each Restricted Person and all personnel in or associated with the expert's firm that work on behalf of the Restricted Person; (2) take all reasonable steps to segregate those personnel assisting in the expert's participation in this proceeding from those personnel working on behalf of a Restricted Person; and (3) 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 adversely affect 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 adversely affected. No other persons may have access to the Proprietary Information except as authorized by order of the Commission.

8. Prior to making Proprietary or Highly Confidential Information available to any independent consultant or non-lawyer representatives, counsel shall 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.

9. 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.

10. 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.

11. 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 10 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 12 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.

12. 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 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.

13. The parties shall retain the right to object to the production of Proprietary Information on any proper ground, including but not limited to irrelevance, immateriality or undue burden, and to refuse to produce Proprietary Information pending the adjudication of the objection.

14. That the Commission and all parties, including the statutory advocates and any other agency or department of state government, will consider and treat the Proprietary Information as within the exemptions from disclosure in Section 335(d) of the Pennsylvania Public Utility Code, 66 Pa. C.S. § 335(d), and the Pennsylvania Right-to-Know Act, 65 P.S. §§ 67.101 *et seq.* (the “RTKL”), until such information is found by a tribunal with jurisdiction to be not confidential or subject to one or more exemptions. In the event that any person or entity seeks to compel the disclosure of Proprietary Information under Section 335(d) and/or the RTKL, the Commission and/or the party receiving such request shall promptly notify the producing party in order to provide the producing party an opportunity to oppose or limit such disclosure. None of

the parties waive their right to pursue any available remedies that may be available in the event of actual or anticipated disclosure of Proprietary Information.

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

16. 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 receiving party, 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 the 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, upon request, the party shall certify in writing to the producing party that the Proprietary Information has been destroyed.

Dated: _____

Administrative Law Judge

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of American Water Works Company :
Inc., Pennsylvania-American Water Company, Nexus : Docket Nos. A-2025-3055551,
Regulated Utilities LLC and Community Utilities of : *et al.*
Pennsylvania, Inc. :

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

PRINT NAME

ADDRESS

EMPLOYER

DATE