

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of Aqua Pennsylvania, Inc.,	:	
pursuant to Sections 1102 and 1329 of the	:	
Public Utility Code for: (1) Approval of its	:	A-2024-3049015
Acquisition of the Water System Assets of the	:	
Greenville Municipal Water Authority	:	
Situated within the Borough of Greenville,	:	
Hempfield Township, and West Salem Township,	:	
Mercer County, Pennsylvania; (2) Approval of the	:	
Right to Begin to Offer, Render, Furnish and	:	
Supply Water Service to the Public in the Borough	:	
Of Greenville, Hempfield Township, and West	:	
Salem Township, Mercer County, Pennsylvania;	:	
And (3) an Order Approving the Acquisition that	:	
Includes the Ratemaking Rate Base of the Water	:	
System Assets pursuant to Section 1329(c)(2) of the	:	
Public Utility Code.	:	
Request for Approval of Contracts, including	:	
Assignments of Contracts, between Aqua	:	
Pennsylvania, Inc., and the Municipal Authority of	:	
The Borough of Greenville, pursuant to Section 507	:	
Of the Public Utility Code.	:	

PROTECTIVE ORDER

On May 14, 2024, Aqua Pennsylvania, Inc. (Aqua PA) filed with the Pennsylvania Public Utility Commission (the Commission) its Notice of Licensed Engineer and Utility Valuation Expert Engagement Concerning Acquisition of the Greenville Water Authority, Water Treatment and Distribution System.

On April 25, 2025, Aqua Pennsylvania, Inc. (Aqua PA) filed with the Commission an Application requesting approval of its acquisition of the water system assets of the Municipal Authority of the Borough of Greenville (GWA) pursuant to Sections 1102 and 1329 of the Public Utility Code (the Code). The Application included a request the Commission

approve certain municipal contracts, between Aqua PA and GWA, pursuant to Section 507 of the Code.

On June 5, 2025, the Office of Small Business Advocate (OSBA) filed a Notice of Intervention and Public Statement as well as a Notice of Appearance for Rebecca Lyttle, Esquire.

On June 9, 2025, the Office of Consumer Advocate (OCA) filed a Protest to the Application and Notice of Appearance for Harrison W. Breitman, Esquire and Katherine Kennedy, Esquire.

On June 10, 2025, the Bureau of Investigation and Enforcement (BIE) filed a Notice of Appearance for Carrie B. Wright, Esquire.

On June 30, 2025, the Commission issued the Secretarial Letter which, *inter alia*, conditionally accepted the Application for filing and directed Aqua PA to serve copies of the Application upon designated entities, to provide individualized notice to affected customers and to publish notice of the filing of the Application in a newspaper of general circulation. Aqua complied with the requirements of the conditional acceptance letter.

On July 9, 2025, the Borough of Greenville (Greenville) filed its Petition to Intervene.

On July 9, 2025, the Greenville Municipal Water Authority of the Borough of Greenville (GWA) filed its Petition to Intervene.

On August 11, 2025, the Commission issued the Secretarial Letter by which the Commission informed Aqua PA that the Commission had accepted the Application for filing.

This matter was assigned to the Office of Administrative Law Judge (OALJ) for disposition and Administrative Law Judge Katrina Dunderdale (ALJ Dunderdale) was assigned to preside over the proceeding. On August 12, 2025, the OALJ issued a Call-In Telephonic

Prehearing Conference Notice scheduling the prehearing conference for September 10, 2025. On September 13, 2025, the presiding officer issued a Prehearing Conference Order which indicated the issues to be addressed at the Prehearing Conference and directed the parties to file prehearing memoranda on or before September 9, 2025.

On September 8, 2025, Aqua PA filed its Petition for Protective Order, in which Aqua PA sought to protect from public disclosure certain confidential and proprietary information which has been or may be submitted and exchanged in discovery. Aqua PA contended the request should be granted pursuant to 52 Pa. Code § 5.365(a), which provides a request for protective order will be granted if a party can demonstrate that potential harm will result from the public disclosure of the information and that harm will be substantial. Aqua PA asserted confidential and/or proprietary information was contained within the materials already exchanged and within materials the utility anticipated it would exchange with the Commission and/or the parties. Aqua PA averred no party objected to the entry of the proposed protective order.

The following parties submitted Prehearing Conference Memorandums, as directed by the Prehearing Conference Order on or before September 9, 2025: Aqua PA, Greenville Borough, OCA, BIE, and OSBA.

On September 10, 2025, the presiding officer conducted the prehearing conference at which the following parties participated: Aqua PA, Greenville, BIE, OCA, and OSBA. This Prehearing Order sets forth the procedural matters addressed at the prehearing conference.

On September 22, 2025, the presiding officer issued the Prehearing Order and the Interim Order informing the parties about the requirements for the upcoming evidentiary hearings in this proceeding.

THEREFORE,

IT IS ORDERED:

1. That a Protective Order is granted with respect to all correspondence, documents, data, information, studies, methodologies and other materials, furnished in this proceeding, which are 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.” For example, but without limitation, “Highly Confidential” information may include Proprietary Information that constitutes or describes: (a) customer names or customer prospects’ names, phone numbers, addresses, 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. 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.

2. That 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 that 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 HIGHLY CONFIDENTIAL protected material.

3. That 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, case preparation,

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.

4. That information deemed as “CONFIDENTIAL” may 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 Pennsylvania Public Utility Commission’s Bureau of Investigation and Enforcement (BIE), information deemed as “CONFIDENTIAL” shall be made available to BIE Prosecutors subject to the terms of this Protective Order. The BIE 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 BIE Prosecutors may afford access to CONFIDENTIAL information only to BIE’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 BIE Prosecutors’ execution of a Non-Disclosure Certificate.

With regard to the Office of Consumer Advocate (OCA) and the Office of Small Business Advocate (OSBA), counsel for OCA and OSBA may afford access to CONFIDENTIAL information to the Consumer Advocate, Deputy 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, Deputy 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 OCA counsel's and OSBA counsel's execution of a Non-Disclosure Certificate.

5. That 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);
- (c) 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 BIE, information deemed as "HIGHLY CONFIDENTIAL" protected material shall be made available to the BIE Prosecutors subject to the terms of this Protective Order. The BIE 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 BIE Prosecutors may afford access to HIGHLY CONFIDENTIAL protected

material, only to BIE'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 Protective Order by virtue of the BIE Prosecutors' execution of a Non-Disclosure Certificate.

With regard to OCA and OSBA, counsel for OCA and OSBA may afford access to HIGHLY CONFIDENTIAL protected material to the Consumer Advocate, Deputy 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, Deputy 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 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.

6. 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 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, 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; (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 (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.

(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.

7. A Reviewing Representative that satisfies the requirements of Paragraphs 4(a) through 4(d) or 5(a) through 5(d) 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) above, or a person that is a Restricted Person under Paragraph 6, the party shall seek agreement from the party providing the Proprietary Information. If an agreement is reached, that person shall be a Reviewing Representative with respect to those materials. If no agreement is reached, the party shall submit the disputed designation to the presiding Administrative Law Judges for resolution.

8. 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 BIE, OCA and OSBA may share Proprietary Information with the BIE Director and the BIE Deputy Chief Prosecutor, Consumer Advocate, Deputy 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.

9. 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.

10. 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 BIE 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.

11. That none of the parties 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.

12. That 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 through electronic service) separate from the nonproprietary materials, and the envelope (or electronic service) shall be conspicuously marked "CONFIDENTIAL" or "HIGHLY CONFIDENTIAL" protected material.

13. 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 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.

14. That 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.

15. That 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.

16. That 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.

17. That if any person who has had access to Proprietary Information subsequently is assigned to perform any duties which would make that person ineligible to be a Reviewing Representative of “Confidential” or “Highly Confidential” information, that person shall immediately inform the producing Party of his or her new duties, shall dispose of any Proprietary Information and any information derived therefrom in his or her possession, and shall continue to comply with the requirements of this Protective Order with regard to the Proprietary Information to which that person previously had access.

18. That no other persons may have access to the Proprietary Information except as authorized by order of the Pennsylvania Public Utility Commission (“Commission”) or the Presiding Administrative Law Judge.

19. That 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.

20. That, 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

APPENDIX A

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of Aqua Pennsylvania, Inc., :
pursuant to Sections 1102 and 1329 of the :
Public Utility Code for: (1) Approval of its : A-2024-3049015
Acquisition of the Water System Assets of the :
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Request for Approval of Contracts, including :
Assignments of Contracts, between Aqua :
Pennsylvania, Inc., and the Municipal Authority of :
The Borough of Greenville, pursuant to Section 507 :
Of the Public Utility Code. :

TO WHOM IT MAY CONCERN:

The undersigned is a Reviewing Representative or _____ of
_____, a Party to this proceeding (Party and/or Receiving Party). By
signature below, the undersigned acknowledges having read the Protective Order dated
September 23, 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.

DATE

SIGNATURE

PRINT NAME

ADDRESS

EMPLOYER

A-2024-3049015 - APPLICATION OF AQUA PENNSYLVANIA, INC., PURSUANT TO SECTIONS 1102 AND 1329 OF THE PUBLIC UTILITY CODE FOR: (1) APPROVAL OF ITS ACQUISITION OF THE WATER SYSTEM ASSETS OF THE GREENVILLE MUNICIPAL WATER AUTHORITY SITUATED WITHIN THE BOROUGH OF GREENVILLE, HEMPFIELD TOWNSHIP, AND WEST SALEM TOWNSHIP, MERCER COUNTY, PENNSYLVANIA; (2) APPROVAL OF THE RIGHT TO BEGIN TO OFFER, RENDER, FURNISH AND SUPPLY WATER SERVICE TO THE PUBLIC IN THE BOROUGH OF GREENVILLE, HEMPFIELD TOWNSHIP, AND WEST SALEM TOWNSHIP, MERCER COUNTY, PENNSYLVANIA; AND (3) AN ORDER APPROVING THE ACQUISITION THAT INCLUDES THE RATEMAKING RATE BASE OF THE WATER SYSTEM ASSETS PURSUANT TO SECTION 1329(C)(2) OF THE PUBLIC UTILITY CODE.
REQUEST FOR APPROVAL OF CONTRACTS, INCLUDING ASSIGNMENTS OF CONTRACTS, BETWEEN AQUA PENNSYLVANIA, INC., AND THE MUNICIPAL AUTHORITY OF THE BOROUGH OF GREENVILLE, PURSUANT TO SECTION 507 OF THE PUBLIC UTILITY CODE.

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