

Morgan Lewis

Mark A. Lazaroff

Partner

+1.215.963.4603

mark.lazaroff@morganlewis.com

January 20, 2026

VIA eFILING

Matthew L. Homsher, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120

**Re: Joint Application Of American Water Works Company, Inc., Essential Utilities, Inc., Aqua Pennsylvania, Inc., Aqua Pennsylvania Wastewater, Inc., Peoples Natural Gas Company LLC, And Alpha Merger Sub, Inc. For A Certificate Of Public Convenience Under Sections 1102(a)(3) And 2210(c) Of The Public Utility Code And All Other Necessary Approvals To Effect A Change Of Control Of Aqua Pennsylvania, Inc., Aqua Pennsylvania Wastewater, Inc., And Peoples Natural Gas Company LLC
Docket Nos. A-2025-3058927, A-2025-3058928 and A-2025-3058929**

Dear Secretary Homsher:

Enclosed please find the **Petition of the Joint Applicants for Protective Order** in the above captioned matter.

As indicated in the Certificate of Service, copies have been served upon all parties of record.

If you have any questions, please contact me directly at 215.963.4603. Thank you.

Very truly yours,



Mark A. Lazaroff

MAL/ap

Enclosures

c: Per Certificate of Service (w/encls.)

Morgan, Lewis & Bockius LLP

2222 Market Street
Philadelphia, PA 19103-3007
United States

T +1.215.963.5000
F +1.215.963.5001

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

**JOINT APPLICATION OF AMERICAN :
WATER WORKS COMPANY, INC., :
ESSENTIAL UTILITIES, INC., AQUA :
PENNSYLVANIA, INC., AQUA :
PENNSYLVANIA WASTEWATER, INC., :
PEOPLES NATURAL GAS COMPANY :
LLC AND ALPHA MERGER SUB, INC. :
FOR A CERTIFICATE OF PUBLIC : **Docket Nos. A-2025-3058927**
CONVENIENCE UNDER SECTIONS : **A-2025-3058928**
1102(A)(3) AND 2210(C) OF THE PUBLIC : **A-2025-3058929**
UTILITY CODE AND ALL OTHER :
NECESSARY APPROVALS TO EFFECT :
A CHANGE OF CONTROL OF AQUA :
PENNSYLVANIA, INC., AQUA :
PENNSYLVANIA WASTEWATER, INC., :
AND PEOPLES NATURAL GAS :
COMPANY LLC :**

CERTIFICATE OF SERVICE

I hereby certify that I have this date served true and correct copies of the **Petition for Protective Order of American Water Works Company, Inc., Essential Utilities, Inc., Aqua Pennsylvania, Inc., Aqua Pennsylvania Wastewater, Inc., Peoples Natural Gas Company LLC, and Alpha Merger Sub, Inc.** on the following individuals in the matter specified in accordance with the requirements of 52 Pa. Code § 1.54:

VIA ELECTRONIC MAIL

Mary D. Long
Office of Administrative Law Judge
Pennsylvania Public Utility Commission
301 Fifth Avenue, Suite 220
Pittsburgh, PA 15222
malong@pa.gov

Harrison W. Breitman
Joel Cheskis
Johnathan M. Longhurst
Crystal Zook
Office of Consumer Advocate
555 Walnut Street
5th Floor, Forum Place
Harrisburg, PA 17101-1923
PAWCAquaExternal@paoca.org
Counsel for Office of Consumer Advocate

Scott B. Granger
Director and Chief Prosecutor
Pennsylvania Public Utility Commission
Bureau of Investigation and Enforcement
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120
sgranger@pa.gov
Counsel for Bureau of Investigation and Enforcement

Steven C. Gray
Small Business Advocate
Office of Small Business Advocate
555 Walnut Street
1st Floor, Forum Place
Harrisburg, PA 17101
sgray@pa.gov
*Counsel for the Office of Small Business
Advocate*

Thomas Wyatt
Matthew S. Olesh
Matthew E. Selmasska
Obermayer Rebmann Maxwell & Hippel LLP
Centre Square West
1500 Market Street, Suite 3400
Philadelphia, PA 19102
Thomas.Wyatt@obermayer.com
Matthew.Olesh@obermayer.com
Matthew.selmasska@obermayer.com
*Counsel for City of Butler, County of Delaware,
East Whiteland Township, Manchester
Township, North York Borough, Spring Garden
Township, West Manchester Township and York
Township.*

Sean Kilkenny
Alex J. Baumler
Kilkenny Law, LLC
519 Swede Street
Norristown, PA 19401
sean@skilkennylaw.com
alex@skilkennylaw.com
Counsel for East Norriton Township

Ria M. Pereira
Lauren N. Berman
Elizabeth R. Marx
John W. Sweet
Levi A. Phillips
Pennsylvania Utility Law Project
118 Locust Street
Harrisburg, PA 17101
pulp@pautilitylawproject.org
*Counsel for the Coalition for Affordable
Utility Services and Energy Efficiency in
Pennsylvania*

Maureen B. Carlton
Andrew P. Griffin
Aaron D. Nelson
Curtin & Heefner LLP
1040 Stony Hill Road, Suite 150
Yardley, PA 19067
mbc@curtinheefner.com
apg@curtinheefner.com
adn@curtinheefner.com
Counsel for Township of Lower Makefield

Kevin Dooley Kent
Joseph W. Jesiolowski
Clark Hill PLC
Two Commerce Square
2001 Market Street, Suite 2620
Philadelphia, PA 19103
kkent@clarkhill.com
jjesiolowski@clarkhill.com
Counsel for Chester Water Authority

Michael L. Maddren
Murphy Maddren Ltd
6 Dickinson Drive
Suite 115
Chadds Ford, PA 19317
mike@murphymaddren.com
Counsel for Upland Borough

Samuel J. Pasquarelli
Sherrard, German & Kelly PC
535 Smithfield Street
Suite 300
Pittsburgh, PA 15222
samuel.pasquarelli@sgkpc.co
*Counsel for Utility Workers Union of
America, AFL-CIO, Local 612*



Kenneth M. Kulak (Pa. No. 75509)
Mark A. Lazaroff (Pa. No. 315407)
Catherine G. Vasudevan (Pa. No. 210254)
Brooke E. McGlinn (Pa. No. 204918)
Morgan, Lewis & Bockius LLP
2222 Market Street
Philadelphia, PA 19103
ken.kulak@morganlewis.com
mark.lazaroff@morganlewis.com
catherine.vasudevan@morganlewis.com
brooke.mcglinn@morganlewis.com

Dated: January 20, 2026

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

JOINT APPLICATION OF AMERICAN	:	
WATER WORKS COMPANY, INC.,	:	
ESSENTIAL UTILITIES, INC., AQUA	:	
PENNSYLVANIA, INC., AQUA	:	
PENNSYLVANIA WASTEWATER, INC.,	:	
PEOPLES NATURAL GAS COMPANY	:	
LLC AND ALPHA MERGER SUB, INC.	:	DOCKET NOS. A-2025-3058927
FOR A CERTIFICATE OF PUBLIC	:	A-2025-3058928
CONVENIENCE UNDER SECTIONS	:	A-2025-3058929
1102(A)(3) AND 2210(C) OF THE PUBLIC	:	
UTILITY CODE AND ALL OTHER	:	
NECESSARY APPROVALS TO EFFECT A	:	
CHANGE OF CONTROL OF AQUA	:	
PENNSYLVANIA, INC., AQUA	:	
PENNSYLVANIA WASTEWATER, INC.,	:	
AND PEOPLES NATURAL GAS	:	
COMPANY LLC	:	

PETITION OF THE JOINT APPLICANTS FOR PROTECTIVE ORDER

American Water Works Company, Inc. (“American Water”), Essential Utilities, Inc. f/k/a Aqua America, Inc. (“Essential”), Aqua Pennsylvania, Inc. (“Aqua PA”), Aqua Pennsylvania Wastewater, Inc. (“Aqua PA WW”), Peoples Natural Gas Company LLC (“Peoples”), and Alpha Merger Sub, Inc. (“Merger Sub”) (collectively, the “Joint Applicants”) file this Petition pursuant to 52 Pa. Code § 5.423(b) for the entry of a Protective Order, in the form attached hereto as Appendix A, to limit the disclosure of confidential and proprietary information (“Confidential Information”) produced in discovery or submitted for the record by any party in the above-referenced matter. In further support of this Petition, the Joint Applicants state as follows:

1. On November 26, 2025, the Joint Applicants filed an application (the “Joint Application”) to obtain the approval of the Pennsylvania Public Utility Commission (“PUC” or “Commission”) under Chapters 11 and 22 of the Public Utility Code (“Code”) for a change of control of Aqua PA and Peoples to be effected by the merger of Essential and Merger Sub, a

wholly owned subsidiary of American Water (the “Merger”). The Joint Applicants also sought all other certificates of public convenience and other necessary approvals to effect the proposed Merger and approval of certain affiliate interest agreements.

2. The Joint Applicants have received, and expect to continue to receive, interrogatories that may require the production of Confidential Information or documents containing Confidential Information. Additionally, in the course of this proceeding, parties other than the Joint Applicants may be requested to produce information and documents they consider confidential. Accordingly, the entry of a Protective Order covering Confidential Information produced by any party in response to discovery and Confidential Information that parties may seek to introduce in evidence will facilitate the orderly and efficient progress of this proceeding.

3. The form of Protective Order attached as Appendix A is the same or similar to Protective Orders entered in other proceedings filed at the Commission.¹

¹ *E.g., Pa. P.U.C. v. Pa.-Am. Water Co.*, Docket Nos. R-2025-3057983 and R-2025-3058051, Order Granting Motion for a Protective Order (January 9, 2026) (Administrative Law Judges Jeffrey A. Watson and Emily I. DeVoe); *Pa. P.U.C. v. Pa.-Am. Water Co.*, Docket Nos. R-2023-304189 and R-2023-304190, Order Granting Petition for a Protective Order (January 5, 2025) (Deputy Chief Administrative Law Judge Christopher P. Pell and Administrative Law Judge John M. Coogan); *Pa. P.U.C. v. Pa.-Am. Water Co.*, Docket Nos. R-2022-3031672 and R-2022-3031673, Order Granting Motion for a Protective Order (July 15, 2022) (Deputy Chief Administrative Law Judge Joel H. Cheskis); *Pa. P.U.C. v. Pa.-Am. Water Co.*, Docket Nos. R-2020-3019369 and R-2020-3019371, First Interim Order Granting Respondent’s Petition for Protective Order (June 26, 2020) (Administrative Law Judge Conrad A. Johnson).

WHEREFORE, for all of the foregoing reasons, this Petition should be granted and a Protective Order in the form attached hereto as Appendix A should be issued.

Respectfully submitted,



Anthony D. Kanagy (Pa. No. 85522)
Garrett P. Lent (Pa. No. 321566)
Hayley E. Wilburn (Pa. No. 336055)
Emily S. Grecu (Pa. No. 337777)
Post & Schell P.C.
17 North Second Street, Suite 500
Harrisburg, PA 17101
Phone: (717) 731-1970
Email: akanagy@postschell.com
glent@postschell.com
hwilburn@postschell.com
egrecu@postschell.com

Counsel for Essential Utilities Inc., Aqua Pennsylvania, Inc., Aqua Pennsylvania Wastewater, Inc., Peoples Natural Gas Company LLC



Kenneth M. Kulak (Pa. No. 75509)
Mark A. Lazaroff (Pa. No. 315407)
Catherine G. Vasudevan (Pa. No. 210254)
Brooke E. McGlinn (Pa. No. 204918)
Morgan, Lewis & Bockius LLP
2222 Market Street
Philadelphia, PA 19103
Phone: 215.963.5384
Email: ken.kulak@morganlewis.com
mark.lazaroff@morganlewis.com
catherine.vasudevan@morganlewis.com
brooke.mcglinn@morganlewis.com

Counsel for American Water Works Company, Inc. and Alpha Merger Sub, Inc.

Dated: January 20, 2026

APPENDIX A

FORM OF PROTECTIVE ORDER

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

JOINT APPLICATION OF AMERICAN	:	
WATER WORKS COMPANY, INC.,	:	
ESSENTIAL UTILITIES, INC., AQUA	:	
PENNSYLVANIA, INC., AQUA	:	
PENNSYLVANIA WASTEWATER, INC.,	:	
PEOPLES NATURAL GAS COMPANY	:	
LLC AND ALPHA MERGER SUB, INC.	:	DOCKET NOS. A-2025-3058927
FOR A CERTIFICATE OF PUBLIC	:	A-2025-3058928
CONVENIENCE UNDER SECTIONS	:	A-2025-3058929
1102(A)(3) AND 2210(C) OF THE PUBLIC	:	
UTILITY CODE AND ALL OTHER	:	
NECESSARY APPROVALS TO EFFECT A	:	
CHANGE OF CONTROL OF AQUA	:	
PENNSYLVANIA, INC., AQUA	:	
PENNSYLVANIA WASTEWATER, INC.,	:	
AND PEOPLES NATURAL GAS	:	
COMPANY LLC	:	

PROTECTIVE ORDER

This Protective Order is hereby GRANTED with respect to all documents and information, as identified below, produced or presented, or hereafter produced or presented in this proceeding. All persons now or hereafter granted access to such documents and/or information shall use and maintain the same only in strict accordance with this Protective Order.

This Protective Order is being entered to facilitate the orderly production of information and documents during discovery and the presentation of evidence at the hearings in this case and to provide adequate protection of Confidential Information without prejudicing the rights of parties to have reasonable access to information that becomes part of the evidentiary record.

THEREFORE, IT IS ORDERED THAT:

1. Any information provided to the Pennsylvania Public Utility Commission (“Commission”) or any parties in connection with the above-captioned proceeding that a producing party claims constitutes or contains Confidential Information shall be specifically

identified and marked as Confidential Information. The producing party shall designate data or documents as constituting or containing Confidential Information by affixing a conspicuous “CONFIDENTIAL” stamp or typewritten designation on such data or documents. Where only part of data compilations or multi-page documents constitutes or contains Confidential Information, the producing party, insofar as reasonably practicable within time constraints imposed in this proceeding, shall designate only the specific data or pages of documents which constitute or contain Confidential Information and shall serve such documents separately from non-confidential information.

2. Each document and the information contained therein designated as “Confidential Information” shall be used by the recipient solely for purposes relating to the prosecution, review and processing of this proceeding and for no other purpose; and such documents and information shall be maintained in secure files, separate from public information, until returned to the producing party or destroyed pursuant to the terms hereof. Confidential Information shall not be disclosed or otherwise uploaded, in whole or in part, to any publicly available or third-party artificial intelligence system (“AI”), large language model, generative AI tool, or similar machine-learning technology (including, without limitation, publicly accessible AI services or models), where such use could result in Confidential Information being retained, incorporated into training data, learned, reproduced, disclosed, or made accessible to any third-party.

3. With respect to all Confidential Information, it is further ORDERED that:

(a) Access to the documents designated as “Confidential Information,” and to the information contained therein, shall be limited to the parties and their identified attorneys, employees, and consultants whose examination of the Confidential Information is required for the

conduct of this proceeding. For purposes of this Protective Order, a recipient may not be a “Restricted Person” absent agreement of the party producing the Confidential 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 Confidential 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 Confidential 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 Confidential 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 establish a significant motive for violation. A “Restricted Person” shall not include an expert for the Office of Small Business Advocate or Office of Consumer Advocate. 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 (other than an expert or expert firm retained by the Office of Small Business Advocate or Office of Consumer Advocate), 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.

(b) Recipients of Confidential Information shall not disclose the contents of the documents produced pursuant to this Protective Order to any person(s) other than their identified employees and any identified witnesses/consultants whom they may retain in connection with this proceeding, irrespective of whether any such expert is retained specially and is not expected to testify, or is called to testify in this proceeding. All employees (except Bureau of Investigation & Enforcement ("BI&E") witnesses who are full-time employees and shall be entitled to receive documents without individually executing a Certification), consultants or experts of any of the parties bound by this Protective Order who are to receive copies of documents or information produced pursuant to this Protective Order shall have executed a copy of the Certification attached hereto as Appendix A, which executed Certification shall be forthwith provided to counsel for the producing party with copies to counsel for other parties. The BI&E Prosecutors who enter an appearance in this proceeding shall represent that all BI&E witnesses/employees will be bound by this Protective Order. The Consumer Advocate, the Deputy Consumer Advocate, the Small Business Advocate, and support staff in the OCA and OSBA do not need to execute a Non-Disclosure Certificate, provided that the OCA's and the OSBA's counsel execute the Certification attached as Appendix A.

(c) No other disclosure of Confidential Information shall be made to any person or entity except with the express written consent of the producing party or upon further order of the Commission or of any Court of competent jurisdiction which may review these matters.

4. The acceptance by the parties of documents or information which has been identified and marked as Confidential Information shall not serve to create a presumption that the material is in fact entitled to any special status in these or any other proceedings. Accordingly, as provided in 52 Pa. Code § 5.365, a party receiving Confidential Information retains the right, either before or after receipt of such Confidential Information, to challenge the legitimacy of the claim that the information is proprietary. Any party may initiate such a challenge by notifying the Commission, with reasonable notice to all other parties, that it wishes to challenge the designation of the material as Confidential Information. In that event, the producing party, as the provider of the Confidential Information, shall have the burden of proving that the material is entitled to protected status. However, notwithstanding such challenge, all parties shall continue to treat the documents and information subject to challenge as Confidential Information in accordance with the terms of this Protective Order, pending resolution by the Commission of the dispute as to its status.

5. The producing party retains the right to seek restrictions on the production, distribution and use by other parties of the Confidential Information beyond the protection expressly afforded such Confidential Information by this Protective Order, including, but not limited to, the limitation of disclosure to only specific parties that have executed the Certification and/or the prohibition of disclosure of “CONFIDENTIAL” information to specific parties even if such parties have executed the Certification.

6. This Protective Order shall not operate as a determination, for any purpose, that any documents or information produced pursuant to this Protective Order are either admissible or inadmissible in these or any other proceedings.

7. Documents or other materials containing Confidential Information filed with the Commission in this proceeding, including but not limited to pre-filed testimony and pre-filed exhibits, shall be labeled "CONFIDENTIAL" and shall be deemed filed under seal. During evidentiary hearings, if any, in this proceeding, all persons present for such hearings shall be subject to the terms of this Protective Order and may be required to so affirm for purposes of the record. The portion of the record containing the Confidential Information, including the portions of transcripts of oral testimony discussing Confidential Information, shall be placed under seal.

8. The Commission and any other state agency that may have access to, or receive copies of, the Confidential Information will deem and treat such information as within the exemption from disclosure provided in the Public Utility Code set forth at 66 Pa.C.S. § 335(d), and the Pennsylvania Right-to-Know Act set forth in 65 P.S. § 67.708(b) until such time as the information may be found to be non-proprietary by the Commission or by a court of competent jurisdiction.

9. Confidential Information which is placed on the record of this proceeding under seal shall remain with the Commission under seal after the conclusion of the proceeding. If such Confidential Information is provided to appellate courts for the purposes of appeal(s) from this proceeding, such information shall be provided, and shall remain, under seal.

10. Upon the final resolution of proceedings in which Confidential Information has been provided, which includes the exhaustion of appeals, if any, all documents and other materials containing Confidential Information shall, within thirty (30) days of the producing party's request,

be either: (1) returned to counsel for the producing party; or (2) destroyed. If a receiving party chooses to destroy the Confidential Information, then it shall, in the case of the BI&E, notify the producing party, and in the case of all other parties, certify to the producing party, that the Confidential Information has been destroyed by it and its employees, consultants, and other representatives, and that the terms of this Protective Order have been satisfied. Provided, however, that the signatory parties may maintain in their official files copies of all pleadings, briefs, statements, exhibits and transcripts in this proceeding and, further provided, that all such pleadings, briefs, statements, exhibits and transcripts containing Confidential Information shall remain subject to the terms of this Protective Order.

11. A single copy of documents returned to the producing party or certified as destroyed upon resolution of this proceeding, as provided in this Protective Order, shall be kept on file at the producing party's offices for two years after the final resolution of this proceeding, as defined previously, for review by the parties under the terms of this Protective Order upon at least twenty days' notice to counsel for the producing party.

12. The issuance of this Protective Order shall not prejudice the producing party's right to challenge the production of any documents or information sought in discovery by any party on the grounds that such documents or information are not properly discoverable.

IT IS HEREBY ORDERED:

Dated: _____, 2026

Mary D. Long
Administrative Law Judge

APPENDIX A

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

JOINT APPLICATION OF AMERICAN	:	
WATER WORKS COMPANY, INC.,	:	
ESSENTIAL UTILITIES, INC., AQUA	:	
PENNSYLVANIA, INC., AQUA	:	
PENNSYLVANIA WASTEWATER, INC.,	:	
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PENNSYLVANIA, INC., AQUA	:	
PENNSYLVANIA WASTEWATER, INC.,	:	
AND PEOPLES NATURAL GAS	:	
COMPANY LLC	:	

TO WHOM IT MAY CONCERN:

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

The undersigned has read, and understands that, the Protective Order deals with the treatment of Confidential Information. The undersigned agrees to be bound by, and comply with, the terms and conditions of said Order, which are incorporated herein by reference.

SIGNATURE

PRINT NAME

ADDRESS

EMPLOYER

DATE