

**BEFORE THE PENNSYLVANIA PUBLIC UTILITIES 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 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

Case Nos.:

A-2025-3058927

A-2025-3058928

A-2025-3058929

**NOTICE TO PLEAD**

YOU ARE HEREBY ADVISED THAT, PURSUANT TO 52 PA. CODE § 5.66, YOU MAY ANSWER THE ENCLOSED JOINT PETITION TO INTERVENE OUT OF TIME WITHIN TWENTY (20) DAYS OF THE DATE OF SERVICE HEREOF. YOUR ANSWER TO THE JOINT PETITION TO INTERVENE MUST BE FILED WITH THE SECRETARY OF THE PENNSYLVANIA PUBLIC UTILITY COMMISSION, P.O. BOX 3265, HARRISBURG, PA 17105-3265. A COPY SHOULD ALSO BE SERVED ON THE UNDERSIGNED COUNSEL.



Louis Agre, Esquire

PA ID# 52428

P.O. Box 35144

Philadelphia PA, 19128

[LouAgreLaw@gmail.com](mailto:LouAgreLaw@gmail.com)

(215) 852 -6548

**BEFORE THE PENNSYLVANIA PUBLIC UTILITIES 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 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

Case Nos.:

A-2025-3058927

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**PETITION TO INTERVENE OUT OF TIME**

Pursuant to 52 Pa. Code §§ 5.71, 5.72 and 5.74, the International Union of Operating Engineers, Local 542, by and through its counsel, Louis Agre, files this Petition to Intervene Out of Time with the Pennsylvania Public Utility Commission (the "Commission") in the above-captioned Joint Application of American Water Works Company, Inc. (hereinafter "American Water"), Essential Utilities, Inc., Aqua Pennsylvania, Inc. (hereinafter "Aqua"), Aqua Pennsylvania Wastewater, Inc., Peoples Natural Gas Company LLC (hereinafter "Peoples"), 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. The Application directly affects the interests of the International Union of Operating Engineers, Local 542 (Petitioner, Union or Operators) which are not adequately represented by any existing party. For the reasons that follow, the Operators respectfully request that the Commission grant this Petition to Intervene, and in support thereof aver as follows:

1. Petitioner International Union of Operating Engineers, Local 542 is a labor organization with over 5000 members in Pennsylvania and Delaware. Its headquarters are located at 1375 Virginia Dr., Fort Washington Pennsylvania, 19034.
2. The Petitioner has a substantial interest in these proceedings. Since 2012 has entered into collective bargaining agreements with Aqua of Pennsylvania and other Aqua entities in both fresh water and wastewater facilities.
3. There are approximately 300 of their members employed at Aqua of Pennsylvania in all facets and job classifications. These employees are covered under various collective bargaining agreements between the Petitioner and various Aqua entities. The collective bargaining agreements run from various periods.
4. The potential determinations in this proceeding may have a direct impact on Petitioner's members with respect to their wages, hours and working conditions.
5. As the collective bargaining representatives of workers employed by Aqua, the Petitioner's intervention serves the public interest as well as the interests of the members. Petitioner can provide the Commission relevant and necessary information related to the proceedings, including wage rates, local employment impacts, and workforce development investments that may affect safe and reliable natural gas and other distribution services. No other party in this proceeding can represent the interests of the Petitioner and its members.
6. Petitioner seeks to intervene to represent and protect the interests of its members at Aqua of Pennsylvania. Specifically, the union seeks to ensure that these employees retain the same benefits and protections provided for in its collective bargaining agreement. It also seeks to ensure that the succeeding organization adheres to all requirements evolving the operation

of its business and the use of its employees to the benefit of the customers of the succeeding organization.

7. 52 Pa. Code § 5.72 sets forth the eligibility requirements for a party to intervene and provides in part as follows:

- a. Persons. A petition to intervene may be filed by a person claiming a right to intervene or an interest of such nature that intervention is necessary or appropriate to the administration of the statute under which the proceeding is brought. The right or interest may be one of the following:
  - i. A right conferred by statute of the United States or of the Commonwealth;
  - ii. An interest which may be directly affected and which is not adequately represented by existing participants, and as to which the petitioner may be bound by the action of the Commission in the proceeding;
  - iii. Another interest of such nature that participation of the petitioner may be in the public interest.

8. The Union seeks intervention in the proceeding for due cause shown for the following reasons:

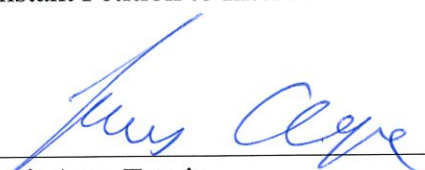
- a. The Union is the exclusive certified collective bargaining representative of over 300 production, maintenance and clerical employees of Aqua, which employees are required in many respects to conduct themselves in accordance with regulations of the Commission;
- b. The Union seeks to ensure that the succeeding organization adheres to the regulations of the Commission as those regulations impact the employees represented by the Union;

- c. The Union seeks to further ensure that the succeeding organization acts in accordance with Commission regulations relative to the said employees and that the succeeding organization honors its contractual and legal commitments to the said employees; and
  - d. The Union seeks to protect the interests of all individuals who could be affected by the proposed transaction set forth in the Joint Application, including a potential rate impact since the Union has extensive knowledge regarding the manner in which Aqua conducts its business, which knowledge will be of significant assistance in providing for efficient delivery of water and processing waste water to the customers of the succeeding organization.
9. The Union has a substantial and bona fide interest in the subject matter of this docket and its interests cannot be represented or protected adequately by other existing parties to this docket.
10. As the representative of the employees who will be directly involved in providing utility services to the residents and entities who will receive those services, the Union submits that its intervention is in the public interest.  
  
The Union intends to play an active role in the PUC's decision-making process and its participation herein will not unduly prejudice any party.
11. Petitioner has a substantial and *bona fide* interest in the subject matter of this docket and its interests cannot be represented or protected adequately by other existing parties to this docket.
12. As the representative of the employees who will be directly involved in providing utility services to the residents and entities who will receive those services, Petitioner submits that their intervention is in the public interest.
13. Petitioner will actively participate in all proceedings in this matter affecting their interests.

14. Petitioner intends to play an active role in the PUC's decision-making process and their participation herein will not unduly prejudice any party, nor cause any undue delay in these proceedings.
15. Petitioner does not routinely monitor PUC filings because they typically do not impact their interests.
16. Upon hearing that American water was attempting to purchase Aqua, business agent for the Operators Union, Matt Toomey, sent Aqua a request for information regarding the sale. The Request for information Toomey sent Aqua, is provided for under both the collective bargaining agreement and the federal Labor Management Relations Act (see attached as Exhibit A the request for information and Aqua's response).
17. Aqua failed and refused to comply with the Union's request for information. As such the union was not in a position to file a timely petition to intervene.
18. Petitioner does not dispute the fact that it is late in filing the present petition, such lateness should be excused. First, Aqua refused to respond in full detail to the Petitioners request for information. The Petitioner was weighing its options to decide what to do next. Aqua should not be rewarded for its intransigence in not following the law and the collective bargaining agreement.
19. In addition, the Petitioner ran into several obstacles in finding qualified legal counsel that was willing to represent the union in this matter. Finally the union and Aqua were in collective bargaining in at least one location and the Union thought that much of what was at issue in this merger could be handled at the bargaining table. That has not happened.
20. Upon learning of the Joint Application, Petitioner promptly assessed the Joint Application and determined that their interests and the interests of their members would be impacted by any decision of the Commission, determined that it was necessary to intervene in these proceedings, and immediately filed the within Joint Petition to Intervene.

21. Had Petitioner learned before December 29, 2025 that this Joint Application had been filed, it would have filed their Petition to Intervene before that date.
22. While this Petition is being filed beyond December 29, 2025, Petitioner avers that a late filing of this Petition to Intervene will not prejudice any party.
23. Petitioner further avers that allowing the filing of this Petition beyond December 29, 2025, is in the public interest because it will result in additional and important information being made available to all parties and to the Commission in resolving this application.
24. Petitioner is fully aware of the deadlines established in this case and will take prompt action to ensure that there will be no delay due to its intervention.
25. Petitioner fully accepts the schedule set forth in this case and will not seek to alter that schedule.
26. Pursuant to 52 Pa. Code §§ 1.53 and 1.54, counsel consents to service of all documents by electronic mail.

WHEREFORE the International Union of Operating Engineers, Local 542, respectfully request that the Commission grant the instant Petition to Intervene in this proceeding.



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Louis Agre, Esquire  
PA ID# 52428  
P.O. Box 35144  
Philadelphia PA, 19128  
[LouAgreLaw@gmail.com](mailto:LouAgreLaw@gmail.com)  
(215) 852 -6548

DATED: April 1, 2026

**BEFORE THE PENNSYLVANIA PUBLIC UTILITIES 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 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

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A-2025-3058928  
A-2025-3058929

**PROPOSED ORDER**


AND NOW this \_\_\_\_\_ day of \_\_\_\_\_ 2026, upon consideration of the Petition to Intervene Out of Time filed by the International Union of Operating Engineers, Local 542, it is hereby ordered that said Joint Petition is hereby granted.

Dated: \_\_\_\_\_

Mary D. Long  
Administrative Law Judge

**VERIFICATION**

I do hereby depose and state that the facts contained in the foregoing are true and correct to the best of my knowledge, information and belief. This verification is made subject to the penalties of 18 Pa.C.S. §4904, relating to unsworn falsification to authorities.

  
\_\_\_\_\_  
John Judge  
Business Agent International Union of Operating Engineers  
Local 542

Date: April 1, 2026

## CERTIFICATE OF SERVICE

I, Louis Agre, certify that I caused to be served a true and correct copy of the foregoing Notice of Entry of Appearance on all interested parties in accordance with the requirements of 52 Pa. Code §§ 1.54 by electronic mail to the individuals listed below.

The Honorable Mary D. Long  
Administrative Law Judge Pennsylvania Public  
Utility Commission  
Commonwealth Keystone Building  
400 North Street  
Harrisburg, PA 17120  
[malong@pa.gov](mailto:malong@pa.gov)

Allison Kaster, Esquire  
PA PUC BIE Legal Technical  
400 North Street, 2<sup>nd</sup> Floor West  
Harrisburg, PA 17120  
[akaster@pa.gov](mailto:akaster@pa.gov)

Kimberly A. Joyce, Esquire  
Alexander R. Stahl, Esq.  
Essential Utilities Inc.  
762 W. Lancaster Ave  
Bryn Mawr, PA 19010  
[kajoyce@aquaamerica.com](mailto:kajoyce@aquaamerica.com)  
[astahl@aquaamerica.com](mailto:astahl@aquaamerica.com)

Harrison W. Breitman, Esquire  
Joel Cheskis, Esquire  
Johnathan M. Longhurst, Esquire  
Crystal Zook, Esquire  
PA Office of Consumer Advocate  
Forum Place  
555 Walnut Street, 5th Floor  
Harrisburg, PA 17101  
[pawcaquaexternal@paoca.org](mailto:pawcaquaexternal@paoca.org)  
[hbreitman@paoca.org](mailto:hbreitman@paoca.org)  
[jlonghurst@paoca.org](mailto:jlonghurst@paoca.org)  
[jcheskis@paoca.org](mailto:jcheskis@paoca.org)  
[czook@paoca.org](mailto:czook@paoca.org)

Kenneth M. Kulak, Esquire  
Mark A. Lazaroff, Esquire  
Catherine G. Vasudevan, Esquire  
Brooke E. McGlinn, Esquire  
Morgan, Lewis & Bockius LLP  
2222 Market Street  
Philadelphia, PA 19103-3007  
[ken.kulak@morganlewis.com](mailto:ken.kulak@morganlewis.com)  
[mark.lazaroff@morganlewis.com](mailto:mark.lazaroff@morganlewis.com)  
[catherine.vasudevan@morganlewis.com](mailto:catherine.vasudevan@morganlewis.com)  
[brooke.mcglinn@morganlewis.com](mailto:brooke.mcglinn@morganlewis.com)

Anthony D. Kanagy, Esquire  
Garrett P. Lent, Esquire  
Hayley E. Wilburn, Esquire  
Emily S. Grecu, Esquire  
Post & Schell P.C.  
17 North Second Street, Suite 500  
Harrisburg, PA 17101  
[akanagy@postschell.com](mailto:akanagy@postschell.com)  
[glent@postschell.com](mailto:glent@postschell.com)  
[hwilburn@postschell.com](mailto:hwilburn@postschell.com)  
[egrecu@postschell.com](mailto:egrecu@postschell.com)

Thomas Wyatt, Esquire  
Matthew Olesh Esquire  
Matthew Selmasska Esquire  
Obermayer Rebmann Maxwell & Hippel, LLP  
Centre Square West  
1500 Market Street, Suite 3400  
Philadelphia, PA 19102  
[thomas.wyatt@obermayer.com](mailto:thomas.wyatt@obermayer.com)  
[matthew.olash@obermayer.com](mailto:matthew.olash@obermayer.com)  
[matthew.selmasska@obermayer.com](mailto:matthew.selmasska@obermayer.com)

Ria Pereira, Esquire  
Lauren Berman, Esquire  
Elizabeth R. Marx, Esquire  
John Sweet, Esquire  
Levi Phillips, Esquire  
PA Utility Law Project  
118 Locust Street  
Harrisburg, PA 17101  
[rpereira@pautilitylawproject.org](mailto:rpereira@pautilitylawproject.org)  
[lberman@pautilitylawproject.org](mailto:lberman@pautilitylawproject.org)  
[emarx@pautilitylawproject.org](mailto:emarx@pautilitylawproject.org)  
[jsweet@pautilitylawproject.org](mailto:jsweet@pautilitylawproject.org)  
[lphillips@pautilitylawproject.org](mailto:lphillips@pautilitylawproject.org)

Maureen B. Carlton, Esquire  
Andrew Griffin, Esquire  
Aaron Nelson, Esquire  
Curtin & Heefner, LLP 1040  
Stony Hill Road Yardley,  
PA 19067  
[mbc@curtinheefner.com](mailto:mbc@curtinheefner.com)  
[apg@curtinheefner.com](mailto:apg@curtinheefner.com)  
[adn@curtinheefner.com](mailto:adn@curtinheefner.com)

Meagan Moore, Esquire  
PNG Companies, LLC  
375 North Shore Drive, Suite 600  
Pittsburgh, PA 15212  
[meagan.moore@peoples-gas.com](mailto:meagan.moore@peoples-gas.com)

Steven C. Gray, Esquire  
Office of Small Business  
Advocate Forum Place  
555 Walnut Street, 1<sup>st</sup> Floor  
Harrisburg, PA 17101  
[sgray@pa.gov](mailto:sgray@pa.gov)

Michael Maddren, Esquire  
Murphy Maddren, LTD  
6 Dickinson Drive, Suite 115  
Chadds Ford, PA 19317  
[mike@murphymaddren.com](mailto:mike@murphymaddren.com)

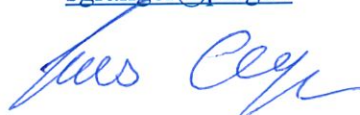
Alex J. Baumler, Esquire  
Lamb McErlane PC  
24 East Market Street, Box 565  
West Chester, PA 19381  
[alex@skilkennylaw.com](mailto:alex@skilkennylaw.com)

Joseph W. Jesiolowski, Esquire  
Kevin D. Kent, Esquire  
Clark Hill PLC  
Clark Hill Two Commerce Square  
2001 Market Street, Suite 2620  
Philadelphia, PA 19103  
[jjesiolowski@clarkhill.co](mailto:jjesiolowski@clarkhill.co),  
[kkent@clarkhill.com](mailto:kkent@clarkhill.com)

Samuel J. Pasquarelli, Esquire  
Sherrard, German & Kelly, PC  
535 Smithfield Street, Suite 300  
Pittsburgh, PA 15222  
[samuel.pasquarelli@sgkpa.com](mailto:samuel.pasquarelli@sgkpa.com)

Alexander R. Stahl, Esquire  
Kimberly Joyce, Esquire  
762 West Lancaster Avenue  
Bryn Mawr PA 19010  
[astahl@aquaamerica.com](mailto:astahl@aquaamerica.com)  
[kajoyce@aquaamerica.com](mailto:kajoyce@aquaamerica.com)

Scott B. Granger Esquire  
Pa PUC Bureau of Investigation &  
Enforcement  
400 North Street, 2<sup>nd</sup> Floor West Harrisburg  
PA 17120  
[sgranger@pa.gov](mailto:sgranger@pa.gov)



Dated: April 1, 2026

# **EXHIBIT A**

## Kelly Nori

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**From:** Matt Toomey  
**Sent:** Monday, March 30, 2026 4:00 PM  
**To:** agrelou@gmail.com; Kelly Nori; Mark Dickens; John Judge  
**Subject:** Fwd: [EXTERNAL] RFI from IUOE Local 542 10 31 25

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

Matt Toomey

Business Agent IUOE Local 542

215-317-1606

Begin forwarded message:

**From:** "Frankhouser, Rob" <Robert.Frankhouser@peoples-gas.com>  
**Date:** November 11, 2025 at 10:56:52 AM EST  
**To:** Matt Toomey <matt.toomey@iuoe542.com>  
**Cc:** "Duerr, Todd M" <TMDuerr@aquaaamerica.com>, Mark Dickens <mark.dickens@iuoe542.com>  
**Subject:** RE: [EXTERNAL] RFI from IUOE Local 542 10 31 25

Matt,

Aqua's responses to your requests are in red below.

All Disclosure Schedules

Please provide a complete copy of all Disclosure Schedules to the merger agreement – including but not limited to Section 3.10, 4.10 and 5.7 referenced in the Agreement and Plan of Merger filed with the SEC on October 26, 2025.

This includes:

- All pension, 401(k), defined-benefit, and defined-contribution plan summaries and trust agreements;
- All health, dental, vision, and welfare plan documents, including summary plan descriptions and funding structures;
- Any executive or incentive compensation, severance, or deferred-compensation arrangements; and
- Any correspondence or internal memoranda describing anticipated changes or "harmonization" of employee benefit plans following the merger.

As we have publicly stated, and in accordance with the Merger Agreement, all union collective bargaining agreements will be honored. The Merger Agreement does not alter the fundamental relationship between Aqua and IUOE, Local 542. Additionally, this is a “stock for stock” transaction and, as such, all of the obligations and responsibilities of both Aqua and Local 542 continue both prior to closing of the transaction and after.

Aqua continues to value our partnership. To that end, for your convenience, the fully executed Merger Agreement and accompanying Exhibits, can be found publicly at the following link: [SEC Filing | Essential Utilities, Inc.](#) The additional documents requested are confidential and not publicly available. Accordingly, Essential/Aqua will not be providing copies in response to your inquiry as no relevant bargaining obligation exists.

## 2. Successor-Employer Integration and Implementation

Please provide all internal and external documents that describe:

- The integration plan or timeline for aligning personnel, payroll, or benefits between American Water and Essential Utilities.
- Any communication to employees or regulators concerning benefit-plan transitions.
- Any actuarial or consultant reports assessing post-merger labor or benefit liabilities.
- Any guidance issued to management regarding treatment of existing collective bargaining agreements or union-represented employees.

As you know, the merger was announced 16 days ago and will require regulatory approval from a number of regulatory agencies. American Water and Essential are establishing an integration team which will be responsible for considering many of the topics that you identified immediately above. This integration team has not been established yet and, as such, we do not have anything responsive to bullet points 1, 2, and 3. With respect to bullet point 4, as we stated above, this transaction “does not alter the fundamental relationship between Aqua and IUOE, Local 542” and “all union collective bargaining agreements will be honored”.

Please let me know if you have any additional questions.

Thanks,

Rob

---

**From:** Matt Toomey <matt.toomey@iuoe542.com>

**Sent:** Friday, October 31, 2025 10:02 AM

**To:** Frankhouser, Rob <robert.frankhouser@peoples-gas.com>

**Cc:** Duerr, Todd M <TMDuerr@aquaamerica.com>; Mark Dickens <mark.dickens@iuoe542.com>

**Subject:** [EXTERNAL] RFI from IUOE Local 542 10 31 25

<p><b>CAUTION:</b> This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.</p>
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Dear Rob,

Pursuant to the National Labor Relations Act and the Union's right to information necessary for the proper administration of our collective bargaining agreement and for effects bargaining related to the merger between American Water Works Company, Inc. and Essential Utilities, Inc., IUOE Local 542 formally requests the following information:

1. All Disclosure Schedules

Please provide a complete copy of all Disclosure Schedules to the merger agreement – including but not limited to Section 3.10, 4.10 and 5.7 referenced in the Agreement and Plan of Merger filed with the SEC on October 26, 2025.

This includes:

- All pension, 401(k), defined-benefit, and defined-contribution plan summaries and trust agreements;
- All health, dental, vision, and welfare plan documents, including summary plan descriptions and funding structures;
- Any executive or incentive compensation, severance, or deferred-compensation arrangements; and
- Any correspondence or internal memoranda describing anticipated changes or “harmonization” of employee benefit plans following the merger.

2. Successor-Employer Integration and Implementation

Please provide all internal and external documents that describe:

- The integration plan or timeline for aligning personnel, payroll, or benefits between American Water and Essential Utilities.
- Any communication to employees or regulators concerning benefit-plan transitions.
- Any actuarial or consultant reports assessing post-merger labor or benefit liabilities.
- Any guidance issued to management regarding treatment of existing collective bargaining agreements or union-represented employees.

This information is necessary for IUOE Local 542 to evaluate and protect the rights of our members, ensure the continuity of collectively bargained benefits, and engage in any required effects bargaining resulting from the merger.

Please provide the requested information within 10 business days. If any portion of this request cannot be fulfilled, please explain the reason in writing and identify the individual responsible for maintaining the requested records.

Sincerely,

Matt Toomey  
IUOE Local 542 Business Agent

215-317-1606

The information contained in this communication from the sender is confidential. It is intended solely for use by the recipient and others authorized to receive it. If you are not the recipient, you are hereby notified that any disclosure, copying, distribution or taking action in relation of the contents of this information is strictly prohibited and may be unlawful.