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File #: 213777

April 10, 2026

***VIA ELECTRONIC FILING***

Matthew L. Homsher, Secretary  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
400 North Street  
Harrisburg, PA 17101

**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 No. A-2025-3058927  
Docket No. A-2025-3058928  
Docket No. A-2025-3058929**

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Dear Secretary Homsher:

Enclosed for filing is the above-captioned Answer 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. to the Petition to Intervene of the International Union of Operating Engineers, Local 542 in the above-referenced transactions.

Copies will be provided per the attached Certificate of Service.

Matthew L. Homsher, Secretary  
April 10, 2026  
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Respectfully submitted,

A handwritten signature in black ink, appearing to read "Garrett P. Lent". The signature is written in a cursive style with a large initial "G" and "L".

Garrett P. Lent

GPL/sll  
Attachment

cc: Certificate of Service

## CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document has been served upon the following persons, in the manner indicated, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a participant).

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Date: April 10, 2026



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Garrett P. Lent

**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 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 No. A-2025-3058927
	:	A-2025-3058928
	:	A-2025-3058929

**ANSWER 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. TO THE PETITION TO INTERVENE OF THE INTERNATIONAL UNION OF OPERATING ENGINEERS, LOCAL 542**

**I. INTRODUCTION AND OVERVIEW**

Pursuant to 52 Pa. Code § 5.66, American Water Works Company, Inc. (“American Water”), Essential Utilities, Inc. f/k/a Aqua America, Inc. (“Essential”),<sup>1</sup> Aqua Pennsylvania, Inc. (“Aqua PA”) and Aqua Pennsylvania Wastewater, Inc. (“Aqua PA WW”),<sup>2</sup> Peoples Natural Gas Company LLC (“Peoples”), and Alpha Merger Sub, Inc. (“Merger Sub”) (collectively, the “Joint Applicants”) submit this Answer to the Petition to Intervene (the “Petition”) of the International Union of Operating Engineers, Local 542 (the “Union” or “Petitioner”) in the above-referenced proceedings. Specifically, the Union has failed to allege good cause for its intervention out of time because it has not alleged that it was unaware of this proceeding. Rather, as evidenced by the

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<sup>1</sup> Aqua America, Inc. changed its name to Essential Utilities, Inc. on February 3, 2020, following its acquisition of Peoples.

<sup>2</sup> Unless otherwise specified herein, references to Aqua PA also include Aqua PA WW, which is a wholly-owned subsidiary of Aqua PA.

correspondence included in Exhibit A to the Petition and the Union’s own averments, the Union was aware of the proposed merger (“Merger”) as early as November 2025. In support thereof, the Joint Applicants state as follows:

## II. ANSWER TO SPECIFIC AVERMENTS

1. Admitted.

2. Admitted in part and denied in part. It is admitted that the Union has previously entered into collective bargaining agreements with Aqua PA and other Aqua entities. It is denied that the Union “has a substantial interest in these proceedings.”<sup>3</sup> The Union’s stated interest in this proceeding, as set forth in its petition, arises from its members’ employment by Aqua PA and other Aqua entities. However, a general interest in full compliance with the law does not confer standing to intervene in a Commission proceeding.<sup>4</sup> Further, the Commission’s decision in this proceeding will have no impact on the Joint Applicants’ employees who are represented by the Union, including, *inter alia*, their wages, hours, or working conditions. It is further denied that the Commission’s review of the transaction can or will result in changes to the relationship between Aqua PA and the Union; such relationships are the subject of collective bargaining agreements outside the scope of the Commission’s purview.<sup>5</sup> Thus, the Union has failed to allege that it possesses a substantial, direct, and immediate interest in the specific subject matter of this proceeding.

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<sup>3</sup> Petition at ¶ 2.

<sup>4</sup> See, e.g., *Application of Artesian Water Pennsylvania, Inc., for Approval to Begin to Offer, Render, Furnish or Supply Water Serv. to the Pub. in Additional Territory in Portions of New Garden Twp., Chester Cty., Pennsylvania*, A-2014-2451241, 2015 WL 1976284, at \*9 (Apr. 22, 2015) (citing *Ken R. ex rel. C.R. v. Arthur Z.*, 682 A.2d 1267, 1270 (Pa. 1996); *In re El Rancho Grande, Inc.*, 437 A.2d 1150 (Pa. 1981); *William Penn Parking Garage, Inc. v. City of Pittsburgh*, 346 A.2d 269, 282-284 (Pa. 1975)).

<sup>5</sup> The Joint Applicants also note that the Union does not and cannot allege a direct interest in this proceeding under 66 Pa.C.S. § 2210(a)(2) since that provision is only applicable to employees of a natural gas distribution company and the Union’s members are not employed by a natural gas distribution company. There is no analogous provision in the Public Utility Code applicable to stock for stock transactions related to water/wastewater utilities.

3. Admitted in part and denied in part. It is admitted that the Union has members employed by Aqua PA, and that those members' employment is subject to various collective bargaining agreements between the Union and Aqua PA or its affiliates. It is denied that the Union has alleged a substantial, immediate, and direct interest in the specific subject matter of this proceeding for the reasons set forth in Paragraph No. 2, *supra*, which are incorporated herein by reference.

4. Denied. It is denied that the proposed Merger may have a direct impact on Petitioner's members with respect to their "wages, hours, and working conditions"<sup>6</sup> for the reasons set forth in Paragraph No. 2, *supra*, which are incorporated herein by reference. The proposed Merger does not alter the fundamental relationship between the Joint Applicants, specifically Aqua PA and the Union. This is a "stock for stock" transaction and, as such, all obligations and responsibilities of both Aqua PA and the Union continue both before and after the transaction's closing.

5. Admitted in part and denied in part. It is admitted that the Union is the collective bargaining representative of certain workers employed by Aqua PA. It is denied that the Union's alleged interest and ability to "provide the Commission relevant and necessary information related to the proceedings, including wage rates, local employment impacts, and workforce development investments"<sup>7</sup> gives rise to the level of interest required for intervention. A general interest in full compliance with the law does not confer standing to intervene in a Commission proceeding. The Union expresses "[m]ere conjecture about possible future harm," which does not confer a direct interest in the subject matter of a proceeding.<sup>8</sup> As previously set forth in Paragraph No. 2, *supra*,

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<sup>6</sup> Petition at ¶ 4.

<sup>7</sup> Petition at ¶ 5.

<sup>8</sup> *Application of Consumers Pennsylvania Water Company Shenango Valley Division*, Docket No. A-212750F0007 (Order Entered Jan. 11, 2001), at 11.

the information that the Union purports to be able to provide will not be impacted by the proposed Merger. By way of further response, the Joint Applicants are without sufficient knowledge of information as to whether “no other party can represent the interests of the Petitioner and its members” and, therefore, deny the same.

6. Denied. The averments of Paragraph No. 6 are denied for the reasons set forth in Paragraph Nos. 2 and 5, *supra*, which are incorporated herein by reference. By way of further response, it is denied that the Union’s alleged interest in ensuring that its members as employees of Aqua PA are represented and protected gives rise to an “interest” in the instant Merger proceeding that satisfies the minimum requirements of 52 Pa. Code § 5.72(a)(2) for the Commission to authorize intervention. This averment amounts to no more than a general interest in compliance with the law, which, as previously explained, is insufficient to convey a direct, immediate, and substantial interest in the subject matter of a proceeding.

7. Denied. The averments of Paragraph No. 7 seek to characterize the Commission’s regulations at 52 Pa. Code § 5.72, which, as a written document, speaks for itself.

8. Admitted in part and denied in part. The averments of Paragraph No. 8 are denied for the reasons set forth in Paragraph Nos. 2, 5, and 6, *supra*, which are incorporated herein by reference. By way of further response, it is admitted that the Union is the collective bargaining representative of workers employed by Aqua PA. It is denied that the averments of Paragraph 8 constitute “due cause” for intervention in this proceeding. As previously stated in Paragraph Nos. 2, 5, and 6, *supra*, the issues raised by the Union in the above-referenced proceedings do not give rise to a “interest” in the instant Merger proceeding that satisfies the minimum requirements of 52 Pa. Code § 5.72(a)(2) for the Commission to authorize intervention, and the Union and its members

will not be impacted by the proposed Merger. Accordingly, the Union has no interest in the specific subject matter of this proceeding sufficient to warrant granting its Petition.

9. The allegations of Paragraph No. 9 are conclusions of law to which no response is required and, therefore, are denied as stated.

10. The averments of Paragraph No. 10 are denied for the reasons set forth in Paragraph Nos. 2, 5, 6, and 8, *supra*, which are incorporated herein by reference. By way of further response, the Joint Applicants are without knowledge or information sufficient to form a belief as to the remaining allegations of Paragraph No. 10 and, therefore, deny those allegations and demand proof thereof, if deemed relevant.

11. The allegations of Paragraph No. 11 are conclusions of law to which no response is required and, therefore, are denied as stated.

12. Denied. The averments of Paragraph No. 12 are denied for the reasons set forth in Paragraph No. 10, *supra*, which is incorporated herein by reference.

13. The Joint Applicants are without knowledge or information sufficient to form a belief as to the allegations of Paragraph No. 13 and, therefore, deny those allegations and demand proof thereof, if deemed relevant.

14. The Joint Applicants are without knowledge or information sufficient to form a belief as to the allegations of Paragraph No. 14 and, therefore, deny those allegations and demand proof thereof, if deemed relevant.

15. The Joint Applicants are without knowledge or information sufficient to form a belief as to the allegations of Paragraph No. 15 and, therefore, deny those allegations and demand proof thereof, if deemed relevant.

16. Admitted. In further answer, the communications provided by Petitioner show that the Union was aware of the proposed merger as early as November 2025 and that various regulatory approvals would be required. *See* Paragraph Nos. 17 and 18, *supra*.

17. Denied. It is denied that Aqua PA “failed and refused to comply with the Union’s request for information.” By way of further response, Aqua PA provided the fully executed Merger Agreement and accompanying Exhibits and provided the public link to that information. The Joint Applicants publicly stated that, and in accordance with the Merger Agreement, all union collective bargaining agreements will be honored. The proposed merger is a “stock for stock” transaction and, as such, all of the obligations and responsibilities of both Aqua PA and the Union continue both before and after the transaction’s closing. As a result, no relevant bargaining obligation exists related to the proposed transaction documentation. In further response, Aqua PA responded to the Union’s request for information on November 11, 2025, a full 48 days before the deadline to intervene on December 29, 2025, providing ample time for the Union to assess whether it had an interest in intervention.

18. Admitted in part and denied in part. The averments of Paragraph No. 18 are denied for the reasons set forth in Paragraph No. 17, *supra*, which is incorporated herein by reference. By way of further response, it is denied that the Union has alleged good cause for allowing it to intervene out of time in this proceeding. By way of further response, part of the Union’s alleged basis for intervening out of time is that there were “several obstacles in finding qualified legal counsel that was willing to represent the union in the matter.”<sup>9</sup> The Joint Applicants are without knowledge or information sufficient to form a belief as to this allegation and, therefore, deny this allegation and demand proof thereof, if deemed relevant. The Union, however, does not allege that

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<sup>9</sup> Petition at ¶ 19.

it was unaware of the proceeding. It is admitted that counsel for the Joint Applicants stated during the Prehearing Conference on January 22, 2026 that the schedule proposed in this case permitted sufficient time for individuals or entities that may come into the proceeding to develop discovery and testimony.<sup>10</sup> However, that was more than two months ago. Further, the Joint Applicants did not state that they would not oppose *any* late-filed applications. Administrative Law Judge Long explained that “I think the solution here is to simply be very - take a broad view of late interventions. *If for some reason there is an entity that was not aware of it.*”<sup>11</sup> As noted herein, the Union does not allege that it was unaware of this proceeding. By way of further response, it is denied that Aqua PA has acted with “intransigence in not following the law and the collective bargaining agreement.” As stated in Paragraph No. 17, *supra*, the Joint Applicants could not provide copies of the information requested by the Union because it is confidential and no relevant bargaining obligation exists.

19. The Joint Applicants are without knowledge or information sufficient to form a belief as to the allegations of Paragraph No. 19 and, therefore, deny those allegations and demand proof thereof, if deemed relevant.

20. The Joint Applicants are without knowledge or information sufficient to form a belief as to the allegations of Paragraph No. 20 and, therefore, deny those allegations and demand proof thereof, if deemed relevant.

21. The Joint Applicants are without knowledge or information sufficient to form a belief as to the allegations of Paragraph No. 21 and, therefore, deny those allegations and demand proof thereof, if deemed relevant.

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<sup>10</sup> Tr. at 48-49.

<sup>11</sup> Tr. at 49 (emphasis added).

22. The Joint Applicants are without knowledge or information sufficient to form a belief as to the allegations of Paragraph No. 22 and, therefore, deny those allegations and demand proof thereof, if deemed relevant.

23. Denied. The Union's Petition to Intervene should be denied because it has failed to allege good cause for its intervention out of time, and the "additional and important information" it claims it is able to provide will not be impacted by the proposed Merger.

24. Paragraph No. 24 of the Petition relates to the deadlines established for the proposed Merger to which no responsive pleading is required.

25. Paragraph No. 25 of the Petition relates to the schedule set forth for the proposed Merger to which no responsive pleading is required.

26. Paragraph No. 26 of the Petition relates to the Union's communication preferences to which responsive pleading is required.

### III. CONCLUSION

WHEREFORE, for the foregoing reasons, the Joint Applicants respectfully request that the Commission deny the petition to intervene filed by the International Union of Operating Engineers, Local 542, and reject all other relief requested therein.

Respectfully submitted,



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