

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

A-2025-3058927
A-2025-3058928
A-2025-3058929

NOTICE TO PLEAD

TO: Parties at Docket Nos. A-2025-3058927, *et al.*

Pursuant to 52 Pa. Code § 5.103 and the Prehearing Order, you are hereby notified that Intervenor, County of Delaware, City of Butler, East Whiteland Township, North York Borough, York Township, Spring Garden Township, West Manchester Township, and Manchester Township, have filed a Motion to Overrule Objections and Compel Production from Joint Applicants at the above-referenced dockets, to which you may file an answer within 5 days as set by the Prehearing Order.

Your failure to answer will allow the Commission to rule on the Motion without a response from you, thereby requiring no other proof. All pleadings such as an Answer to this Joint Motion must be filed with the Secretary of the Pennsylvania Public Utility Commission at P.O. Box 3265, Harrisburg, PA 17105-3265, with a copy served on the undersigned counsel.

/s/ Matthew S. Olesh

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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

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**MOTION TO OVERRULE OBJECTIONS AND COMPEL PRODUCTION
FROM JOINT APPLICANTS**

Intervenors, County of Delaware, County of Montgomery, City of Butler, East Whiteland Township, North York Borough, and York Township, (jointly “Moving Intervenors”), by and through its undersigned attorneys, hereby submits the instant Motion to Overrule Objections and Compel Production from American Water Works Company, Inc., Essential Utilities, Inc. f/k/a Aqua America, Inc., Aqua Pennsylvania, Inc., Aqua Pennsylvania Wastewater, Inc., Peoples Natural Gas Company LLC, and Alpha Merger Sub, Inc. (collectively, the “Joint Applicants”) and in support thereof avers:

I. FACTUAL BACKGROUND

1. On or about November 26, 2025, 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. (the “Joint Applicants”) filed for approval of a merger between these companies and the issuance of a certificate of public convenience for the resulting combined entity.

2. On or about December 26, 2025, Intervenor, County of Delaware, City of Butler, East Whiteland Township, York Township, Manchester Township, West Manchester Township, and Spring Garden Township, filed their Petitions to Intervene in this matter.

3. On or about January 12, 2026, Intervenor, North York Borough, filed its Petition to Intervene in this matter.

4. On or about January 20, 2026, Joint Applicants, filed a Petition for Protective Order (the “Petition”) seeking a court order regarding confidentiality and to restrict access of parties and certain “restricted persons” (as defined in ¶ 3(a) of the Petition) to designated production.

5. Administrative Law Judge Mary D. Long was assigned to preside over the proceeding and an Initial Prehearing Conference was noticed for January 22, 2026.

6. At the January 22, 2026 Prehearing Conference, ALJ Long granted the Moving Intervenor’s Petitions to Intervene.

7. On April 17, 2026 Moving Intervenor issued their first sets of interrogatories to Joint Applicants.

8. On April 27, 2026, Joint Applicants filed Objections to Interrogatories 2, 9, 10, and 11 in Moving Intervenor’s first sets of interrogatories.

9. Moving Intervenor’s Interrogatory No. 2 reads:

Provide copies of all correspondence between Joint Applicants and [Moving Intervenor] in the last five years concerning any proposals to purchase or serve, agreements regarding services such as meter reading reports, proposed changes to agreements, and/or assignment of any agreements between Joint Applicants and/or their subsidiaries and [Moving Intervenor].

See Delaware County First Set of Interrogatories directed to Joint Applicants, Exhibit “A.”

10. Moving Intervenor’s Interrogatory No. 9 reads:

Identify any and all pending, proposed, or anticipated litigation, including jurisdiction, docket number, and party identities, involving or relating to the municipal services offered and/or provided by Joint Applicants and/or their subsidiaries within [Moving Intervenor].

See Exhibit "A."

11. Moving Intervenors' Interrogatories No. 10 reads, as slightly revised following consultation with counsel for Joint Applicants:

Identify any and all pending, proposed, or anticipated transactions currently being considered by either of the Joint Applicants involving the acquisition and/or sale of utilities and/or municipal services in Pennsylvania.

See Exhibit "A."

12. Moving Intervenors' Interrogatories No. 11 reads:

Provide all discovery responses from any other proceedings seeking approval of the Proposed Transaction in other jurisdictions.

See Exhibit "A."

13. Joint Applicants has objected to each of these Interrogatories as being overly broad, unduly burdensome, and/or as seeking materials not reasonably related to this proceeding. *See* Joint Applicants' Objections, Exhibit "B."

14. Joint Applicants' objections should be overruled as the objected to interrogatories are tailor to the specific needs of the Moving Intervenors to evaluate the impacts of the proposed merger upon the Moving Intervenors and their constituents, and seek only relevant and non-privileged information.

II. LEGAL AGRUMENT

A. Legal Standard

15. Chapter 5 Subchapter D of Pa. Code Title 52 governs the discovery process in Formal Proceedings before the Public Utilities Commission.

16. Pursuant to 52 Pa. Code §5.341, “a party may serve upon another party written interrogatories to be answered by the party served or, if the party served is a public or private corporation, similar entity or a partnership or association, by an officer or agent, who shall furnish the information as is available to the party.” 52 Pa. Code §5.341.

17. Further, under 52 Pa. Code §5.349, “[a] party may request another party to produce or inspect documents as part of interrogatories.” 52 Pa. Code §5.349.

18. In the event of a failure by a responding party to provide responsive production and/or answers, “[t]he party submitting the request may move for an order under § 5.342(e) with respect to an objection or to other failure to respond to the request or any part thereof, or failure to permit inspection as requested.” 52 Pa. Code §5.349.

19. When “a party fails to appear, answer, file sufficient answers, file objections, make a designation or otherwise respond to discovery requests, as required under this subchapter” the commission or officer “may, on motion, make an appropriate order” including on a motion for sanctions. 52 Pa. Code §5.371.

20. 52 Pa. Code §5.361, in pertinent part, limits discovery which is: “(1) sought in bad faith; (2) would cause unreasonable annoyance, embarrassment, oppression, burden or expense to the deponent, a person or party; (3) relates to matter which is privileged; (4) would require the making of an unreasonable investigation by the deponent, a party or witness;” and where “the information requested has been previously provided, the answering party shall specify the location of the information.” 52 Pa. Code §5.361(a) and (c).

21. No other limitations are included in the Rules for Formal Proceedings before the Public Utilities Commission.

B. Argument Pertaining to All Requests/Objections – The Information Produce By The Joint Applicants Thus Far Has Not Provided Any Real Information about the Efficiencies or Other Benefits (If Any) That Will Result from the Proposed Transaction.

22. As a threshold matter, the Moving Intervenors’ discovery seeks information relevant to the potential benefits – if any – of the Proposed Transaction because there has been a paucity of such information provided by the Joint Applicants in discovery.

23. Each of the requests at issue in the instant motion is narrowly tailored to try and obtain this information.

24. For example, Interrogatory No. 2 in each set seeks all correspondence between the Joint Applicants and the Moving Intervenors. Moving Intervenors are trying to ascertain what impact the Proposed Transaction will have on them and their residents but have been unable to do so based on the sparse information provided by the Joint Applicants. Correspondence pertaining to proposals made by either of the Joint Applicants will be useful in determining how the Joint Applicants view the Moving Intervenors and the provision of service in their respective jurisdictions.

C. Joint Applicants’ Objections To Moving Intervenors’ Interrogatory No. 2 Should Be Overruled As It Is Specifically Tailored To The Seek Information On Agreements And Proposals Directly Impacting Moving Intervenors, Are Needed To Ensure Joint Applicants’ Compliance With Same, And Are Narrowly Tailored To Seek Only Relevant Non-Privileged Information In The Custody Of Joint Applicants And/Or Its Subsidiaries

25. Joint Applicants object to Interrogatory No. 2 on the alleged basis that it is overly broad in that it requests “all correspondence” between the individual Joint Applicants and each individual Moving Intervenor regarding any proposals or agreements between them within the last five years. Joint Applicants further contend that Moving Intervenors would be in an equal or better position to locate these materials. Joint Applicants instead offer to produce materials related solely to active agreements. This is insufficient and will not serve the purpose of the interrogatory to ensure

compliance with past and future agreements involving Joint Applicants through enabling the Moving Intervenors to identify all applicable commitments made by Joint Applicants to Moving Intervenors. Any correspondence made by Joint Applicants to the Moving Intervenors is directly pertinent to any interpretation and enforcement of any proposal or agreement between them. Joint Applicants should therefore be directed to produce same.

26. Further, Joint Applicants are in a far superior position than Moving Intervenors to access and produce the requested materials. Moving Intervenors are municipal and government entities engaged in providing services and governance to the public through various regions of the Commonwealth. The very nature of government work is that there are periodic changes in governance and personnel engaged therein. This can and does lead to periodic changes in who may be corresponding or engaging with one or more of the Joint Applicants. Such changes make identifying pertinent correspondence nearly impossible and far more burdensome for the Moving Intervenors than for the multi-billion dollar corporations comprising the Joint Applicants. In saying that Moving Intervenors should perform these extensive searches, Joint Applicants are effectively seeking to force the costs of their merger upon the citizens of Pennsylvania and the public at large. Joint Applicants objections to Moving Intervenors' Interrogatories No. 2 should therefore be overruled.

27. As noted above, this information is directly relevant in this case because having an understanding of proposals previously made by the Joint Applicants with respect to the Moving Intervenors will help them understand Joint Applicants' motivations with respect to Moving Intervenors and whether anything pertaining to those proposals might be sought as part of the Proposed Transaction.

D. Joint Applicants' Objections To Moving Intervenors' Interrogatory No. 9 Should Be Overruled As This Interrogatory Seeks Materials Within The Control Of Joint Applicants Related To Potential Or Current Litigation Which Would Directly Impact The Interests Of Moving Intervenors And Potentially Lead To Additional Transaction Costs, Expense, And/Or Service Impacts Upon Moving Intervenors And Their Constituents.

28. Joint Applicants next object to Moving Intervenors' Interrogatories No. 9 on the basis that they are overly broad and seek information not relevant to these proceedings. Moving Intervenors' disagree with both alleged bases for objection.

29. Interrogatory No. 9, as appearing above in ¶10, seeks to identify pending, proposed or anticipated litigation involving the municipal services (which Joint Applicants claim is an overbroad term) offered by Joint Applicants within the jurisdictions of each of the Moving Intervenors. Joint Applicants instead offer to provide solely the docket numbers for current litigation. This is insufficient as it would not permit the Moving Intervenors to identify anticipated risks – of which only Joint Applicants could be aware – to services within Moving Intervenors' jurisdictions, including any litigation that may be contemplated but is not yet pending (as well as any other litigation that is not yet publicly filed).

30. Interrogatories No. 9 are specifically tailored to limit the requests to municipal services within the requesting jurisdiction (i.e., County of Delaware only seeks materials related to proposed, pending, or anticipated litigation in the County of Delaware). In this context, the request is specifically tailored to relevant information pertaining to each of the Moving Intervenors and is not overly broad. Further, the request seeks materials related to the “municipal services offered and/or provided . . . within [Moving Intervenor].” Joint Applicants argue that this is not limited in scope or services referenced. This is fundamentally absurd. Unless Joint Applicants are unaware of what services they offer in, for instance, County of Delaware, or even what services they offer to the public generally, this is clearly an unwarranted and meritless objection.

31. Again, each request pertains to the jurisdictional boundaries of the respective Moving Intervenors.

32. Therefore, Joint Applicants' Objections to Interrogatories No. 9 should be overruled.

E. Joint Applicants' Objections To Moving Intervenors' Interrogatory No. 10 Should Be Overruled As It Seeks Materials Involved In An Evaluation Of The Impact Of Future Service Alterations, Rate Adjustments, And/OR Potential Monopsony And Monopoly Concerns In Utility Services Impacting Moving Intervenors And Their Constituents.

33. Joint Applicants object to Moving Intervenors' Interrogatories No. 10 on the basis that they seek information not reasonably relevant to this proceeding. This is incorrect because the extent of currently anticipated, proposed, or considered transactions or acquisitions within Pennsylvania will strongly impact the overall monopoly and monopsony concerns involved in Joint Applicants proposed merger.

34. In the event the proposed merger is allowed to proceed, knowledge other entities, municipal or otherwise, that could be added to the combined entity in short order thereafter, will directly impact the services offered by Joint Applicants in the Commonwealth and the likelihood of and speed of institution of rate increases through the Commonwealth and within the jurisdictions of Moving Intervenors directly.

35. Moreover, evaluation of the Proposed Transaction necessarily involves a consideration as to the Joint Applicants' proposed service area after the transaction closes. Anticipated transactions involving the Joint Applicants, which may not themselves close until after the closing of the Proposed Transaction, would have a direct, material impact on this.

36. Based on the foregoing, Moving Intervenors request that Joint Applicants Objections to Interrogatories No. 10 be overruled.

F. Joint Applicants' Objections To Moving Intervenors' Interrogatory No. 11 Should Be Overruled As It Seeks Materials Which Joint Applicants Has Already Produced In Related Proceedings, Making It Easily Accessible To Joint Applicants, And Is Necessary To Ensure Joint Applicants Is Not Making Contrary Statements To Other Bodies Related To The Proposed Merger's Impacts On The Public

37. Lastly, Joint Applicants object to Moving Intervenors' Interrogatories No. 11 on the basis that they are overly broad, unduly burdensome, and seek information not reasonably relevant to this proceeding.

38. Firstly, it is non-sensical for the Joint Applicants to assert that a request to produce discovery responses that have already compiled and produced could be unduly burdensome or overly broad. Moving Intervenors do not seek new information, only that which has already been produced in response to requests to Joint Applicants in other jurisdictions. Thus, the objection that this request is unduly burdensome or overly broad should be overruled.

39. Second, information provided by Joint Applicants in regulatory proceedings in other jurisdictions that also seek approval of the proposed merger are both relevant and pertinent to the proceedings in the Commonwealth and a full evaluation of the implications thereof.

40. As noted above, Joint Applicants have offered very little in this proceeding that could plausibly serve to justify the Proposed Transaction. Moving Intervenors seek to understand what – if anything – Joint Applicants have asserted in other proceedings as potential benefits of the Proposed Transaction so as to understand whether they could plausibly be asserted as benefits in this proceeding (and if not, why that would be the case). The same would be true for any potential harms.

41. Moreover, in order to understand the impacts of the proposed merger upon their constituents, Moving Intervenors must be aware of the statements and representations made by the Joint Applicants throughout the approval process. Moving Intervenors must know of and understand

what commitments have been made by any of the Joint Applicants in order to secure regulatory approval elsewhere.

42. While this proceeding only concerns the provision of utility service in Pennsylvania, the Proposed Transaction extends well beyond the Commonwealth and representations, statements, and purported benefits elsewhere could very well be relevant to these proceedings and, at the very least, could lead to the discovery of other relevant information.

43. As Joint Applicants must be held to a burden of making consistent commitments and statements through the merger process and to ensure the Moving Intervenors rights are upheld, Joint Applicants' Objection to Interrogatories No. 11 should be overruled.

III. CONCLUSION

44. Based on the forgoing, Moving Intervenors, County of Delaware, County of Montgomery, City of Butler, East Whiteland Township, North York Borough, and York Township, respectfully request that this Honorable Court enter an Order granting the instant Motion and direct the Joint Applicants to provide complete responses to Moving Intervenors' Interrogatories to Joint Applicants.

Respectfully submitted,

/s/ Matthew S. Olesh

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Counsel for Moving Intervenors

Dated: May 4, 2026

CERTIFICATION OF COUNSEL

I, Matthew Olesh, Esq., hereby certify that I attempted to resolve the issues in the aforementioned motion informally through a telephone/video conference with counsel for the Joint Applicants, but that such efforts were unsuccessful and that the Joint Applicants were informed of the Moving Intervenors' intention to seek relief via motion practice.

Dated: May 4, 2026

/s/ Matthew Olesh _____
Matthew Olesh, Esquire

CERTIFICATE OF SERVICE

I, Matthew Olesh, Esq., hereby certify that I have served a true and correct copy of the foregoing Motion to Overrule Objections and Compel Production from Joint Applicants was served upon all parties to this proceeding in accordance with the requirements of 52 Pa. Code §§ 1.54 (relating to service by a party) via electronic mail and e-filing.

Dated: May 4, 2026

/s/ Matthew Olesh _____
Matthew Olesh, Esquire

VERIFICATION

I, Matthew S. Olesh, counsel for County of Delaware, City of Butler, East Whiteland Township, North York Borough, York Township, Spring Garden Township, West Manchester Township, and Manchester Township, hereby state that the facts set forth in the preceding motion are true and correct to the best of my knowledge, information and belief and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).



Matthew S. Olesh

Date: February 17, 2026

Exhibit 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.,
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, A2025-3059828 and A-2025-3058929

The County of Delaware Discovery Requests to Joint Applicants

These discovery requests are directed to American Water Works Company, Inc. (“AWWC”) and Essential Utilities, Inc. (“EU”) (collectively “Joint Applicants” or “JA”) individually and collectively and to each of the AWWC and EU utility subsidiaries operating in Pennsylvania. The defined term “Proposed Transaction” refers to the transaction for which the Joint Applicants seek PUC approval of pursuant to this proceeding.

DELCO-I-1

State the number of water and wastewater customers (and population served) to whom each of the Joint Applicants and/or their subsidiaries provides regulated or contracted service in each customer class (residential, commercial, bulk, etc.) in the County of Delaware (“DelCo”).

DELCO-I-2

Provide copies of all correspondence between Joint Applicants and DelCo in the last five years concerning any proposals to purchase or serve, agreements regarding services such as meter reading reports, proposed changes to agreements, and/or assignment of any agreements between Joint Applicants and/or their subsidiaries and DelCo.

DELCO-I-3

Provide all presentations given by any consultant to either/both of the Joint Applicants pertaining to the Proposed Transaction.

DELCO-I-4

Provide all documents and communications specifically pertaining to how the Proposed Transaction will impact any services provided by the Joint Applicants in DelCo.

DELCO-I-5

If the Proposed Transaction is approved, have you performed any analysis, evaluations, or investigations regarding who, if anyone, may compete with, present potential competition for purchase of, or be alternate purchasers for municipal services beside the Joint Applicants? If so, please provide any and all documents, reports, or communications, regarding said analysis, findings, or potential competitors.

DELCO-I-6

Do the Joint Applicants have any explicit or implicit agreements between them pertaining to the potential bidding on and purchase of municipal water, wastewater and/or gas systems prior to the Proposed Transaction closing? If so, identify, produce and state the contents of any such agreements.

DELCO-I-7

Identify any and all pending, proposed, or anticipated litigation, including jurisdiction, docket number, and party identities, involving or relating to the Proposed Transaction as it pertains to Pennsylvania and/or the approvals sought in this proceeding.

DELCO-I-8

Have you performed an evaluation or analysis of the impact of any of the potential or actual litigation detailed in response to the previous Interrogatory upon the Proposed Transaction, its viability, its potential outcome, or services to be offered or purchased within Pennsylvania? If so, please provide copies of any such evaluation or analysis, and/or related documents.

DELCO-I-9

Identify any and all pending, proposed, or anticipated litigation, including jurisdiction, docket number, and party identities, involving or relating to the municipal services offered and/or provided by Joint Applicants and/or their subsidiaries within DelCo.

DELCO-I-10

Identify any and all pending, proposed, or anticipated transactions currently being considered by either of the Joint Applicants.

DELCO-I-11

Provide all discovery responses from any other proceedings seeking approval of the Proposed Transaction in other jurisdictions.

DELCO-I-12

After closing of the Proposed Transaction, what entity will maintain day-to-day control and operation of the municipal services within DelCo?

DELCO-I-13

Have the Joint Applicants performed any analysis, investigation, or evaluations of the impact of the Proposed Transaction upon the operating expenses for the daily operations of the municipal

services within DelCo? If so, please provide all documents, reports, investigative materials, or other materials relating to said analysis, investigation, or evaluation.

DELCO-I-14

What plans for improvement of the municipal systems in DelCo, if any, have been considered and/or will be implemented after the Proposed Transaction is completed?

DELCO-I-15

Have the Joint Applicants performed any analysis, investigation, or evaluations of the impact of the Proposed Transaction upon the rates that they anticipate charging in DelCo? If so, please provide all documents, reports, investigative materials, or other materials relating to said analysis, investigation, or evaluation.

DELCO-I-16

Have you performed any analysis, investigation, or evaluations of the impact of the Proposed Transaction upon the operating expenses for the daily operations of the municipal services within DelCo? If so, please provide all documents, reports, investigative materials, or other materials relating to said analysis, investigation, or evaluation.

DELCO-I-17

Following the Proposed Transaction, do the Joint Applicants intend to continue with the prior plans of Aqua Pennsylvania, Inc. and Aqua Pennsylvania Wastewater, Inc. (jointly "Aqua") to purchase the municipal systems currently owned and operated by the Delaware County Regional Water Quality Control Authority ("DELCORA")?

DELCO-I-18

Do the Joint Applicants expect that the Proposed Transaction will require any change in the terms of the potential acquisition by Aqua of DELCORA? Has any party's consent to these changes been requested and provided?

DELCO-I-19

How do the Joint Applicants anticipate that the Proposed Transaction will impact the potential acquisition by Aqua of DELCORA?

DELCO-I-20

How will the service that Aqua anticipated providing to DELCORA's customers upon closing of the proposed transaction between Aqua and DELCORA be impacted by the Proposed Transaction?

DELCO-I-21

Following the Proposed Transaction, and if the potential purchase of DELCORA closes, what entity will control, operate, and/or own the municipal services currently owned by DELCORA?

DELCO-I-22

Have you performed any evaluations, investigations, or other analysis of the impact of the Proposed Transaction upon the potential daily operating costs/expenses of the DELCORA system?

DELCO-I-23

What plans for improvement or alteration of the DELCORA system, if any, have been considered and/or will be implemented in the event both the Proposed Transaction and potential purchase of DELCORA are completed?

DELCO-I-24

How do the Joint Applicants anticipate that the Proposed Transaction will impact the municipal services provided or to be provided in DelCo? Will any substations, treatment facilities, offices, or other facilities be closed or consolidated with existing systems? If so, how are these closings and/or consolidations projected to impact the provision of municipal services in DelCo?

DELCO-I-25

Do the Joint Applicants project that the Proposed Transaction will result in the loss of any jobs in or impacting DelCo currently being held by employees at either of the Joint Applicants? If so, which ones?

DELCO-I-26

Do the Joint Applicants project that DelCo and its residents will receive the benefits of any synergies resulting from the Proposed Transaction? If so, how and what are they?

DELCO-I-27

Identify all individuals who are currently or who have in the past been responsible for integration planning at either of the Joint Applicants.

DELCO-I-28

What decisions have been made to date as a result of the Joint Applicants' integration planning? Do the Joint Applicants anticipate any changes in call-center services, location, and/or hours? Do the Joint Applicants anticipate any other customer service changes?

Exhibit B

**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	:	

**OBJECTIONS OF THE JOINT APPLICANTS TO THE DISCOVERY REQUESTS
(SET 1) OF THE COUNTY OF DELAWARE**

Pursuant to 66 Pa.C.S. § 333(d) and 52 Pa. Code § 5.342, American Water Works Company, Inc. (“American Water”), Essential Utilities, Inc. f/k/a Aqua America, Inc. (“Essential”),¹ Aqua Pennsylvania, Inc. (“Aqua PA”),² Aqua Pennsylvania Wastewater, Inc. (“Aqua PA WW”), and Peoples Natural Gas Company LLC (“Peoples”), and Alpha Merger Sub, Inc. (“Merger Sub”) (collectively, the “Joint Applicants”) hereby object to the Discovery Requests to Joint Applicants, Question Nos. 2, 9, 10, and 11, issued by the County of Delaware (“DelCo”)

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

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

on April 17, 2026 (the “Set 1 Interrogatories”).³ A copy of DelCo’s Set 1 Interrogatories is attached to these Objections as Appendix A.

As explained below, the Joint Applicants object to the interrogatories identified above because the questions inquire into subjects that are not relevant to any matters properly at issue in this proceeding and/or are overly broad and unduly burdensome.⁴

I. RELEVANT BACKGROUND

1. On November 26, 2025, the Joint Applicants filed an application (the “Joint Application”) to obtain the approval of the Pennsylvania Public Utility Commission (the “Commission”) under Chapters 11 and 22 of the Public Utility Code (“Code”)⁵ 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 requested that the Commission approve, under Chapter 21 of Code, certain new affiliate interest agreements to facilitate the sharing of resources and best practices created by the Merger between American Water and Essential operating utilities. The Joint Application included extensive written testimony and exhibits describing the Merger and the substantial affirmative public benefits it is expected to produce in Pennsylvania.

³ DelCo served its Set 1 Interrogatories at 2:07 p.m. on Friday, April 17, 2026, and therefore such discovery requests are deemed served on the next business day – Monday, April 20, 2026 – under the discovery modifications adopted in this proceeding. *See* Prehearing Order (dated Jan. 26, 2026), p. 8 (“Any discovery or discovery related pleadings such as objections, motions, answers to motions served after 4:30 p.m. Monday through Thursday or on a Friday after 1:30 p.m. or on any business day preceding a state holiday shall be deemed to have been served on the following business day for purposes of tracking responsive due dates.”).

⁴ In accordance with the January 26, 2026 Prehearing Order in this proceeding, the Joint Applicants informally notified DelCo that it had objections to certain of the Set 1 Interrogatories on April 22, 2026, and began discussions on April 23, 2026, to resolve that discovery dispute.

⁵ 66 Pa.C.S. §§ 101 et seq. Hereafter, a “Section” will refer to a section of the Code unless stated or the context indicates otherwise.

2. DelCo submitted a Petition to Intervene in this proceeding on December 26, 2025. Intervention was granted at the Prehearing Conference held on January 22, 2026 as stated in the Prehearing Order issued on January 26, 2026.

3. As previously noted, DelCo issued its Set 1 Interrogatories on April 17, 2026. The Joint Applicants hereby object to Question Nos. 2, 9, 10, and 11.

II. OBJECTIONS

4. Section 333(d) of the Public Utility Code states, in pertinent part, as follows:

Interrogatories. – Any party to a proceeding may serve written interrogatories upon any other party for purposes of discovering *relevant, unprivileged* information.

66 Pa.C.S. § 333(d) (emphasis added).

5. The Commission’s regulations at 52 Pa. Code § 5.321(c) define the permissible scope of discovery in proceedings before the Commission as follows:

Scope. Subject to this subchapter, a party may obtain discovery regarding any matter, *not privileged, which is relevant to the subject matter involved in the pending action*, whether it relates to the claim or defense of the party seeking discovery or to the claim or defense of another party, including the existence, description, nature, content, custody, condition and location of any books, documents, or other tangible things and the identity and location of persons having knowledge of a discoverable matter. It is not ground for objection that the information sought will be inadmissible at hearing if the information sought appears reasonably calculated to lead to the discovery of admissible evidence. (Emphasis added.)

6. The Commission’s regulations at 52 Pa. Code § 5.361(a) further limit the scope of permissible discovery to exclude discovery which:

- (1) Is sought in bad faith.
- (2) Would cause unreasonable annoyance, embarrassment, oppression, burden or expense to the deponent, a person or party.
- (3) Relates to matter which is privileged
- (4) Would require the making of an unreasonable investigation by the deponent, a party or witness.

7. DelCo Interrogatory (Set 1) No. 2 states as follows:

Provide copies of all correspondence between Joint Applicants and DelCo in the last five years concerning any proposals to purchase or serve, agreements regarding services such as meter reading reports, proposed changes to agreements, and/or assignment of any agreements between Joint Applicants and/or their subsidiaries and DelCo.

8. The Joint Applicants object to Interrogatory No. 2 because it is overly broad, imposes an undue burden on the Joint Applicants, and would require an unreasonable investigation. In particular, Interrogatory No. 2 requests “all correspondence” regarding any proposals or agreements (or changes or assignments thereto) between the Joint Applicants and/or their subsidiaries and DelCo over a historic 5-year period. Such a broadly stated question on its face constitutes an improper “fishing expedition” that does not even purport to focus upon issues properly within the scope of this proceeding and would be unduly burdensome for the Joint Applicants to compile. In addition, DelCo is seeking correspondence between the Joint Applicants and DelCo itself. The fact that DelCo would rather the Joint Applicants expend the time and resources to search for and produce correspondence that is presumably already within DelCo’s possession underscores that this request is indeed an improper fishing expedition intended to defray DelCo’s own efforts and costs. Notwithstanding their objection, the Joint Applicants are willing to provide any active agreements between the Joint Applicants and/or their subsidiaries in Pennsylvania entered into in the last five years with DelCo. The production of additional information should not be required.

9. DelCo Interrogatory (Set 1) No. 9 states as follows:

Identify any and all pending, proposed, or anticipated litigation, including jurisdiction, docket number, and party identities, involving or relating to the municipal services offered and/or provided by Joint Applicants and/or their subsidiaries within DelCo.

10. The Joint Applicants object to Interrogatory No. 9 because it is overly broad and seeks information that is not relevant to this proceeding. The term “municipal services” is very broad and has not been tailored to any regulated utility service provided by the Joint Applicants and/or their subsidiaries in Pennsylvania. Further, the request is not confined to litigation in Pennsylvania, or *any* particular geographic scope. Notwithstanding their objection, the Joint Applicants are willing to provide Commission docket numbers for all pending Commission proceedings that involve water, wastewater or natural gas service offered and/or provided by Joint Applicants and/or their subsidiaries within DelCo. The production of additional information should not be required.

11. DelCo Interrogatory (Set 1) No. 10, as revised by DelCo’s counsel on April 23, 2026, states as follows:

Identify any and all pending, proposed, or anticipated transactions currently being considered by either of the Joint Applicants involving the acquisition and/or sale of utilities and/or municipal services in Pennsylvania.⁶

12. The Joint Applicants object to Interrogatory No. 10 because it would require production of information about future acquisitions and business opportunities that are not reasonably related to matters addressed in this proceeding. The principal issue to be addressed in this case is whether the issuance of a certificate of public convenience granting the approvals required to effect the proposed Merger “is necessary or proper for the service, accommodation, convenience or safety of the public” in accordance with Section 1102(a)(3) of the Code. Therefore, DelCo’s inquiry is outside the permissible bounds of discovery set forth in 66 Pa. C.S. §333(d)

⁶ DelCo’s original Question No. 10 stated: “Identify any and all pending, proposed, or anticipated transactions currently being considered by either of the Joint Applicants.” Following consultation between the parties on the Joint Applicants’ informal objections to the Set 1 Interrogatories on April 23, 2026, DelCo’s counsel proposed the revised language to narrow Question No. 10.

and constitutes the kind of broad and unfocused “fishing expedition” that this Commission and the Pennsylvania trial and appellate courts have rejected as an impermissible form of discovery.

13. Moreover, in Pennsylvania-American Water Company’s (“PAWC’s”) 2011 base rate case, the presiding Administrative Law Judge granted PAWC’s Objection and dismissed the Office of Consumer Advocate’s (“OCA’s”) Motion to Compel, with respect to an OCA interrogatory that would have required the Company to produce information about contemplated future acquisitions or business opportunities.⁷ In that case, the OCA sought copies of the minutes of the Boards of Directors of PAWC and American Water. PAWC objected to the production of any of the Board of Directors’ minutes for American Water and to the production of the Board of Directors’ minutes for PAWC unless they were “redacted for information about contemplated future acquisitions/business opportunities, labor negotiations, and litigation/settlement discussion.”⁸ The Administrative Law Judge denied the OCA’s Motion to Compel and granted PAWC’s Objection, including PAWC’s Objection to producing its Board of Directors’ minutes unless they were redacted in the manner previously described. Accordingly, there is clear precedent that the information sought in Interrogatory No. 10 is not discoverable, in addition to being irrelevant for the reasons set forth in Paragraph No. 12 above.

14. Notwithstanding their objections, the Joint Applicants are willing to provide docket numbers for all pending Commission proceedings involving the Joint Applicants and/or their Pennsylvania subsidiaries where Commission approval is being sought for acquisitions, mergers, or changes in control. The production of additional information should not be required.

⁷ *Pa. P.U.C. v. Pa.-Am. Water Co.*, Docket No. R-2011-2232243 et al. (Order on Motion to Compel entered July 21, 2011) pp. 21-22.

⁸ *Id.* at 21.

15. DelCo Interrogatory (Set 1) No. 11 states as follows:

Provide all discovery responses from any other proceedings seeking approval of the Proposed Transaction in other jurisdictions.

16. The Joint Applicants object to Interrogatory No. 11 because it is overly broad, unduly burdensome, and would require production of information that is not reasonably related to matters addressed in this proceeding. The proposed Merger must be assessed by reference to Pennsylvania law and the Commission's regulations and orders, not those of the seven other states where approval of the transaction was sought. A broad-brush request for all discovery information provided to other entities in proceedings conducted by different state regulatory agencies in other jurisdictions under different legal and regulatory frameworks is outside the permissible bounds of discovery set forth in 66 Pa.C.S. § 333(d) and the Commission's applicable regulations. DelCo does not even expressly limit its request to discovery responses provided by the Joint Applicants in other jurisdictions. Notwithstanding their objection, the Joint Applicants are willing to provide docket numbers for all pending proceedings seeking approval of the proposed Merger in other jurisdictions.

III. CONCLUSION

WHEREFORE, for the foregoing reasons, Joint Applicant's Objections to the County of Delaware's Interrogatories (Set 1) Nos. 2, 9, 10, and 11 should be sustained if a mutually agreeable resolution is not reached by the parties.

[Signature Page Follows]

Respectfully submitted,



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