

# Morgan Lewis

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May 8, 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 for filing in the above-captioned proceedings is the **Answer of the Joint Applicants to the Motion to Overrule Objections and Compel Production of Certain Set I Interrogatories of the County of Delaware, County of Montgomery, City of Butler, East Whiteland Township, North York Borough, and York Township.**

As indicated in the Certificate of Service, copies have been served upon the presiding Administrative Law Judges and 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.)

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**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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

**CERTIFICATE OF SERVICE**

I hereby certify that I have this date served true and correct copies of the **Answer of the Joint Applicants to the Motion to Overrule Objections and Compel Production of Certain Set I Interrogatories of the County of Delaware, County of Montgomery, City of Butler, East Whiteland Township, North York Borough, and York Township** on the following individuals in the matter specified in accordance with the requirements of 52 Pa. Code § 1.54:

**VIA ELECTRONIC MAIL**

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Dated: May 8, 2026

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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

**ANSWER OF THE JOINT APPLICANTS TO THE MOTION TO OVERRULE  
OBJECTIONS AND COMPEL PRODUCTION OF CERTAIN SET I  
INTERROGATORIES OF THE COUNTY OF DELAWARE, COUNTY OF  
MONTGOMERY, CITY OF BUTLER, EAST WHITELAND TOWNSHIP, NORTH  
YORK BOROUGH, AND YORK TOWNSHIP**

Pursuant to 52 Pa. Code § 5.342(g)(1), 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”),<sup>2</sup> 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 file this Answer opposing the Motion to Overrule Objections and Compel Production submitted by the County of Delaware, County of Montgomery, City of Butler, East Whiteland Township, North York Borough and York Township (collectively, the “Municipal

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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.

Intervenors”)<sup>3</sup> regarding the Municipal Intervenors’ Set 1 Interrogatories,<sup>4</sup> Question Nos. 2, 9, 10 and 11 (the “Motion”).<sup>5</sup> Copies of Joint Applicants’ Objections to each of the Set I Interrogatories served by the Municipal Intervenors are attached to this Answer as Appendix A. For the reasons set forth in the Joint Applicants’ Objections and in their Answer, below, the Municipal Intervenors’ Motion should be denied, and the Joint Applicants’ Objections should be sustained.

## **I. BACKGROUND**

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”)<sup>6</sup> 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 the 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.

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<sup>3</sup> The Joint Applicants note that additional intervenors, specifically Manchester Township, Spring Garden Township, and West Manchester Township, were identified in the Notice to Plead but were not identified as moving intervenors in the Motion.

<sup>4</sup> Specifically, separate Set I Interrogatories were submitted by: (1) the County of Delaware; (2) the County of Montgomery; (3) the City of Butler; (4) East Whiteland Township; and (5) York Township, Manchester Township, North York Borough, Spring Garden Township, and West Manchester Township. As noted previously, Manchester Township, Spring Garden Township, and West Manchester Township were not identified as moving intervenors in the Motion.

<sup>5</sup> The Municipal Intervenors served their Motion on Tuesday, May 5, 2026, and therefore Answers to the Motion are due on Friday, May 8, 2026, under the discovery modifications adopted in this proceeding. *See* Prehearing Order (dated Jan. 26, 2026), p. 8 (“Answers to motions to dismiss objections and/or direct the answering of interrogatories, and/or request for production will be filed within three (3) business days of service of such motions”). The Joint Applicants note that the Notice to Plead appended to the Motion erroneously stated that Answers must be filed within five days.

<sup>6</sup> 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.

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. In *City of York v. Pa. P.U.C.*, 449 Pa. 136, 295 A.2d 825 (1972) (“*City of York*”), the Pennsylvania Supreme Court articulated the legal standard for approval of public utility mergers and acquisitions known as the public benefits test:

[A] certificate of public convenience approving a merger is not to be granted unless the Commission is able to find affirmatively that public benefit will result from the merger . . . . [T]hose seeking approval of a utility merger [are required] to demonstrate more than the mere absence of any adverse effect upon the public . . . . [T]he proponents of a merger [are required to] demonstrate that the merger will affirmatively promote the ‘service, accommodation, convenience, or safety of the public’ in some substantial way.

In accordance with *City of York*, 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.

The Municipal Intervenors served their Set 1 Interrogatories on April 17, 2026.<sup>7</sup> Each of the Set I Interrogatories consisted of 21 questions, except for the Set I Interrogatories of the County of Delaware, which consisted of 28 questions. 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 the requesting Municipal Intervenor over a historic 5-year

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<sup>7</sup> As explained in the Joint Applicants’ Objections, the Municipal Intervenors served their 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.”).

period. Interrogatory No. 9 requests the identification of “any and all pending, proposed, or anticipated litigation” related to municipal services offered or provided by the Joint Applicants and/or their subsidiaries within the territory of the requesting Municipal Intervenor. Interrogatory No. 10, as revised by Municipal Intervenors’ counsel on April 23, 2026, requests the identification of “any and all pending, proposed, or anticipated transactions currently being considered by either of the Joint Applicants” regarding the acquisition or sales of utilities or municipal services in Pennsylvania. Finally, Interrogatory No. 11 requests “all discovery responses from any other proceedings” seeking approval of the Merger in other jurisdictions.

The Joint Applicants objected to the Set 1 Interrogatories only to the extent the interrogatories related to subjects that are not relevant to any matters properly at issue in this proceeding and/or were overly broad and unduly burdensome.<sup>8</sup> Notably, and as described in the Joint Applicants’ Objections and below in this Answer, as part of the responses to the Set I Interrogatories served on Monday May, 4, 2026, the Joint Applicants have provided reasonably-scoped responses to Interrogatory Nos. 2, 9, 10, and 11. The Commission should not compel the production of any further information.

## **II. ARGUMENT**

In their Motion (p. 6), the Municipal Intervenors broadly assert that the information requested in Interrogatory Nos. 2, 9, 10, and 11 is needed to evaluate the potential benefits of the Merger. They lament an alleged “paucity” of information provided by the Joint Applicants in discovery and argue their requests are “narrowly tailored” to seek information on potential Merger

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<sup>8</sup> As explained in the Joint Applicants’ Objections, in accordance with the January 26, 2026, Prehearing Order in this proceeding, the Joint Applicants informally notified the Municipal Intervenors that they had objections to certain of the Set 1 Interrogatories on April 22, 2026, and began discussions on April 23, 2026, to attempt to resolve such objections.

benefits. In reality, the Municipal Intervenors are engaging in a “fishing expedition” through their broad-brush requests for years of historic communications, all current and potential litigation regarding certain undefined municipal services, all pending or potential acquisitions or sale of utilities or municipal services in Pennsylvania, and all discovery responses from the seven other states where Merger approval is being sought.

While the scope of discovery under the Commission’s regulations is certainly broad,<sup>9</sup> it is not boundless. Matters outside the scope of a proceeding – such as discovery responses from parties in different state regulatory proceedings in other jurisdictions under different legal and regulatory frameworks – are not relevant to the Commission’s assessment of the Merger under the Pennsylvania legal and regulatory framework and, therefore, are not a valid subject for the issuance of discovery.<sup>10</sup> The Joint Applicants have already served reasonably-scoped responses to Interrogatory Nos. 2, 9, 10, and 11 as described in the Objections and below in this Answer. Because further responses to the Municipal Intervenors’ overly broad requests would involve matters that are not within the scope of this Merger approval proceeding and would impose an undue burden on the Joint Applicants, the Motion should be denied in its entirety.

### **III. ANSWERS TO THE AVERMENTS IN THE NUMBERED PARAGRAPHS OF THE MUNICIPAL INTERVENORS’ MOTION**

1. Denied as stated. On November 26, 2025, the Joint Applicants filed the Joint Application to obtain Commission approval of the Merger. The Joint Applicants also requested

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<sup>9</sup> See, e.g., *City of Pittsburgh v. Pa. Pub. Util. Comm’n*, 526 A.2d 1243, 1249 (Pa. Commw. Ct. 1987).

<sup>10</sup> See, e.g., *Re Structural Separation of Bell Atlantic-Pennsylvania, Inc. Retail and Wholesale Operations*, Docket No. M-00001353, 2000 Pa. PUC LEXIS 59 at \*7-9 (Order entered Sept. 28, 2000) (affirming the Administrative Law Judge’s decision to reject evidence as “beyond the scope of the proceeding.”); *Pa. P.U.C. v. Pennsylvania-American Water Co.*, Docket Nos. R-00932670, *et al.*, 1994 Pa. PUC LEXIS 120 at \*158 (Order entered July 26, 1994) (“The ALJ concluded as follows: ‘I agree with OTS that the issues raised by OCA are outside the scope of this investigation. . . .’ ”); *Re Gas Cost Rate No. 5*, 57 Pa. P.U.C. 158, 160 (1983) (“The testimony stricken by the ALJ addresses, in part, matters broader than the scope of the instant proceeding.”).

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.

2 -3. Admitted.

4. Admitted in part. It is admitted that the Joint Applicants submitted a Petition for Protective Order on January 20, 2026. By way of further response, the Petition included a form of Protective Order addressing the disclosure of confidential and proprietary information and requested that the Administrative Law Judge (“ALJ”) assigned to this proceeding grant the Petition and enter a Protective Order consistent with the form.

5. Admitted.

6. Admitted in part, denied in part. At the January 22, 2026, Prehearing Conference, the ALJ granted intervention for all the Municipal Intervenors, except for Montgomery County. Montgomery County submitted a Petition to Intervene on February 18, 2026, and that Petition was granted on March 19, 2026.

7. Denied as stated. As explained earlier, because the Set I Interrogatories were served at 2:07 p.m. on Friday, April 17, 2026, the discovery requests are deemed served on Monday, April 20, 2026, in accordance with the Prehearing Order issued on January 26, 2026.

8. Denied as stated. The Joint Applicants served their Objections on all parties to this proceeding on April 27, 2026.

9-10. Admitted.

11. Admitted in part, denied in part. It is denied that the revised Interrogatory No. 10 is reflected in Exhibit “A” to the Motion.

12. Admitted.

13. Denied as stated. The Joint Applicants' Objections, which are appended to this Answer, speak for themselves. By way of further response, Exhibit "B" to the Motion only provides a copy of the Joint Applicants' Objections to the Set I Interrogatories of the County of Delaware.

14. Paragraph No. 14 of the Motion is a request for relief to which an answer is not required.

15-21. It is not necessary to specifically admit or deny averments of law. It is notable that in this "Legal Standard" section, the Municipal Intervenors fail to acknowledge that discovery must be "relevant to the subject matter involved in the pending action." *See* 52 Pa. Code § 5.321(c).

22-23. Denied for the reasons set forth in Section II above, which are incorporated herein by reference as if set forth at length. By way of further response, the responses to Motion paragraphs 24-42 below address Municipal Intervenors' arguments regarding the individual Interrogatories Nos. 2, 9, 10, and 11.

24. Denied in part, admitted in part. It is admitted that Interrogatory No. 2 is seeking correspondence between the Joint Applicants and the requesting Municipal Intervenor. It is denied that such a request for correspondence over a five-year period is narrowly tailored, as is asserted in Motion paragraph 23, or that such correspondence is relevant to whether the Merger should be approved and/or the assessment of any potential affirmative public benefits associated with the Merger.

25. Denied in part, admitted in part. It is admitted that the Joint Applicants objected to Interrogatory No. 2. The Joint Applicants' Objections, which are appended to this Answer, speak for themselves. It is further admitted that, in response to Interrogatory No. 2, the Joint Applicants

produced any active agreements between the Joint Applicants and/or their subsidiaries in Pennsylvania entered into in the last five years with the requesting Municipal Intervenor. It is denied that production of “all correspondence” between the Joint Applicants and the Municipal Intervenors themselves, as requested in Interrogatory No. 2, with the alleged purposes of ensuring “compliance with past and future agreements,” understanding the “interpretation and enforcement” of agreements, and learning about “how the Joint Applicants view” the Municipal Intervenors, is relevant to whether the Merger should be approved and/or the assessment of any potential affirmative public benefits associated with the Merger.

26. Denied. The Joint Applicants are without sufficient knowledge of the data retrieval processes or personnel changes of each Municipal Intervenor and, on that basis, deny the averments concerning the abilities of each Municipal Intervenor to locate correspondence between itself and the Joint Applicants and/or their subsidiaries. By way of further response, the Municipal Intervenors’ complaint about the “cost” and “extensive searches” that would be required if the Municipal Intervenors had to locate and identify their own correspondence with the Joint Applicants simply reinforces the Joint Applicants’ objection that Interrogatory No. 2 is so broad that it constitutes an improper “fishing expedition,” intended to defray the Municipal Intervenors’ own efforts and costs, and that does not even purport to focus upon issues properly within the scope of this proceeding.

27. Denied for the reasons set forth in Section II and the answers to Paragraphs Nos. 24-26 above, which are incorporated herein by reference as if set forth at length.

28. Denied in part, admitted in part. It is admitted that the Joint Applicants objected to Interrogatory No. 9. The Joint Applicants’ Objections, which are appended to this Answer, speak for themselves.

29. Denied in part, admitted in part. It is admitted that Interrogatory No. 9 requests the identification of “any and all pending, proposed, or anticipated litigation” related to municipal services offered or provided by the Joint Applicants and/or their subsidiaries within the territory of the requesting Municipal Intervenor. It is further admitted that, in response to Interrogatory No. 9, the Joint Applicants produced Commission docket numbers for all pending Commission proceedings that involve water, wastewater, or natural gas service offered and/or provided by the Joint Applicants and/or their subsidiaries within the boundaries of the requesting Municipal Intervenor. Such information permits the Municipal Intervenors to review all publicly available information in all pending Commission proceedings related to such services in their territory. It is denied that production of “any and all pending, proposed, or anticipated litigation” requested in Interrogatory No. 9, with the alleged purposes of identifying “anticipated risks” to services, is relevant to whether the Merger should be approved and/or the assessment of any potential affirmative public benefits associated with the Merger.

30. Denied for the reasons set forth in Section II and the answer to Paragraph No. 29 above, which are incorporated herein by reference as if set forth at length.

31. Denied for the reasons set forth in Section II and the answer to Paragraphs Nos. 29-30 above, which are incorporated herein by reference as if set forth at length.

32. Paragraph No. 32 of the Motion is a request for relief to which an answer is not required.

33. Denied in part, admitted in part. It is admitted that the Joint Applicants objected to Interrogatory No. 10. The Joint Applicants’ Objections, which are appended to this Answer, speak for themselves. It is denied that Joint Applicants are “incorrect” in objecting to Interrogatory No. 10. Information about potential future acquisitions and business opportunities is not relevant to

assessing whether the Merger should be approved and/or the assessment of any potential affirmative public benefits associated with the Merger. Further, there is also precedent that the information sought in Interrogatory No. 10 is not discoverable. In Pennsylvania-American Water Company's ("PAWC's") 2011 base rate case, the presiding ALJ 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.<sup>11</sup> 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."<sup>12</sup> The ALJ 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, explaining that "the standard for discovery is relevance, not curiosity." Although Joint Applicants cited this precedent in their Objections, the Municipal Intervenors chose not to acknowledge the precedent or explain why it should not apply in this case. Finally, the Municipal Intervenors also failed to acknowledge in their Motion that, in response to Interrogatory No. 10, the Joint Applicants produced all 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,

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<sup>11</sup> *Pa. P.U.C. v. Pa.-Am. Water Co.*, Docket Nos. R-2011-2232243 et al. (Order on Motion to Compel entered July 21, 2011) pp. 21-22.

<sup>12</sup> *Id.* at 21.

or changes in control. Such information permits the Municipal Intervenors to review all publicly available information in all pending Commission proceedings where Commission approval is being sought for acquisitions, mergers, or changes in control.

34. Denied for the reasons set forth in Section II and the answer to Paragraph No. 33 above, which are incorporated herein by reference as if set forth at length. By way of further response, it is denied that production of “any and all pending, proposed, or anticipated transactions” requested in Interrogatory No. 10, with the alleged purposes of identifying entities “that could be added to the combined entity in short order” and the “likelihood of and speed of institution of rate increases”, is relevant to whether the Merger should be approved and/or the assessment of any potential affirmative public benefits associated with the Merger. Further, if there are future transactions of the type identified in Interrogatory No. 10 that involve utilities subject to Commission jurisdiction, such transactions would be subject to Commission review and approval.

35. Denied for the reasons set forth in Section II and the answer to Paragraphs Nos. 33-34 above, which are incorporated herein by reference as if set forth at length. By way of further response, the Merger itself will not change the utility services or the utility service territories of the Joint Applicants’ subsidiaries.

36. Paragraph No. 36 of the Motion is a request for relief to which an answer is not required.

37. Denied in part, admitted in part. It is admitted that the Joint Applicants objected to Interrogatory No. 11. The Joint Applicants’ Objections, which are appended to this Answer, speak for themselves.

38. Denied. It is hardly “non-sensical,” as the Municipal Intervenors contend, to object to providing all discovery responses from proceedings conducted by seven different state regulatory agencies in other jurisdictions under different legal and regulatory frameworks as overly broad. Producing such discovery responses would also be unduly burdensome. The Joint Applicants alone have responded to over 1,000 discovery requests (many with multiple subparts) in those proceedings and the responses themselves, with attachments, would exceed 1,000 pages on a consolidated basis. 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. It is notable that the Municipal Intervenors do not even expressly limit their request to discovery responses provided by the Joint Applicants in other jurisdictions. Further, the Municipal Intervenors have not asserted that they have any knowledge of the subject of discovery requested and produced in the other proceedings. This broad-brushed request is exactly the type of “fishing expedition” that should be prohibited. Finally, the Municipal Intervenors also failed to acknowledge in their Motion that, in response to Interrogatory No. 11, the Joint Applicants produced all docket numbers for all pending proceedings seeking approval of the proposed Merger in other jurisdictions. Such information permits the Municipal Intervenors to review all publicly available information in the pending Merger proceedings in other states.

39. Denied for the reasons set forth in Section II and the answer to Paragraph No. 38 above, which are incorporated herein by reference as if set forth at length.

40. Denied for the reasons set forth in Section II and the answer to Paragraph No. 38 above, which are incorporated herein by reference as if set forth at length. By way of further response, the Municipal Intervenors have the docket numbers for all proceedings seeking approval of the proposed Merger and may review the publicly available filings of the Joint Applicants to

understand what the Joint Applicants “have asserted as potential benefits” of the Merger in those proceedings.

41. Denied for the reasons set forth in Section II and the answer to Paragraphs Nos. 38 and 40 above, which are incorporated herein by reference as if set forth at length. By way of further response, the Municipal Intervenor has the docket numbers for all proceedings seeking approval of the proposed Merger and may review the publicly available filings of the Joint Applicants to understand “what commitments have been made by any of the Joint Applicants” in those proceedings. The Municipal Intervenor could also issue discovery asking the Joint Applicants to identify commitments made in other Merger approval proceedings.

42. Denied for the reasons set forth in Section II and the answer to Paragraphs Nos. 38-41 above, which are incorporated herein by reference as if set forth at length.

43-44. Paragraph Nos. 43 and 44 of the Motion are a request for relief to which an answer is not required.

WHEREFORE, for the foregoing reasons, the Municipal Intervenor’s Motion should be denied, the Joint Applicant’s Objections to the Municipal Intervenor’s Interrogatories (Set 1) Nos. 2, 9, 10, and 11 should be sustained, and the ALJs should issue an Order directing that the Company is not required to furnish any further answer to those Interrogatories.

*[Signature Page Follows]*

Respectfully submitted,



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

Date: May 8, 2026



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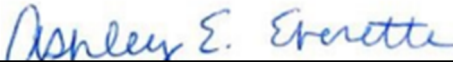
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*Counsel for American Water Works Company, Inc.  
and Alpha Merger Sub, Inc.*

**VERIFICATION**

I, **Ashley E. Everette**, hereby state that the facts set forth in the enclosed Answer 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 if held in this matter. I understand that the statements herein are made subject to the provisions and penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

Date: May 8, 2026

  
\_\_\_\_\_  
Ashley E. Everette

**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.,  
LLC, AND PEOPLES NATURAL GAS  
COMPANY LLC**

**DOCKET NO. A-2025-3058927  
DOCKET NO. A-2025-3058928  
DOCKET NO. A-2025-3058929**

**VERIFICATION**

I, Daniel Schuller, hereby declare that I am the Executive Vice President and Chief Financial Officer at Essential Utilities, Inc., that, as such, I am authorized to make this verification on its behalf; that the facts set forth in the foregoing are true and correct to the best of my knowledge, information, and belief; and that I make this verification subject to the penalties of 18 Pa. C.S.A. § 4904 pertaining to false statements to authorities.

Signed by:  
*Daniel J. Schuller*  
9DA7D0592516469..

DATE: April 27, 2026

---

Daniel Schuller  
Executive Vice President  
Chief Financial Officer  
Essential Utilities, Inc.

**APPENDIX A**

**Joint Applicants' Objections Served on April 27, 2026**

# Morgan Lewis

**Mark A. Lazaroff**

Partner

+1.215.963.4603

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April 27, 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 for filing in the above-captioned proceedings is a **Certificate of Service** evidencing service of the following documents:

1. **Objections of the Joint Applicants to the Discovery Requests (Set 1) of the County of Delaware;**
2. **Objections of the Joint Applicants to the Discovery Requests (Set 1) of the County of Montgomery;**
3. **Objections of the Joint Applicants to the Discovery Requests (Set 1) of the City of Butler;**
4. **Objections of the Joint Applicants to the Discovery Requests (Set 1) of East Whiteland Township; and**
5. **Objections of the Joint Applicants to the Discovery Requests (Set 1) of York Township, Manchester Township, North York Borough, Spring Garden Township, and West Manchester Township.**

**Morgan, Lewis & Bockius LLP**

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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.)

DB1/ 168700716.1

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**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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

**CERTIFICATE OF SERVICE**

I hereby certify that I have this date served true and correct copies of the following documents on the following individuals in the matter specified in accordance with the requirements of 52 Pa. Code § 1.54:

1. **Objections of the Joint Applicants to the Discovery Requests (Set 1) of the County of Delaware;**
2. **Objections of the Joint Applicants to the Discovery Requests (Set 1) of the County of Montgomery;**
3. **Objections of the Joint Applicants to the Discovery Requests (Set 1) of the City of Butler;**
4. **Objections of the Joint Applicants to the Discovery Requests (Set 1) of East Whiteland Township; and**
5. **Objections of the Joint Applicants to the Discovery Requests (Set 1) of York Township, Manchester Township, North York Borough, Spring Garden Township, and West Manchester Township.**

VIA ELECTRONIC MAIL

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---

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Dated: April 27, 2026

DB1/ 168701271.1



Commonwealth of Pennsylvania  
**Pennsylvania Public Utility Commission**  
 Harrisburg, PA 17105-3265  
**EFILING - FILING DETAIL**

Date Created	Filing Number
4/27/2026	3028082

Your filing has been electronically received. Upon review of the filing for conformity with the Commission's filing requirements, a notice will be issued acknowledging acceptance or rejection (with reason) of the filing. The matter will receive the attention of the Commission and you will be advised if any further action is required on your part.

The date filed on will be the current day if the filing occurs on a business day before or at 4:30 p.m. (EST). It will be the next business day if the filing occurs after 4:30 p.m. (EST) or on weekends or holidays.

**Docket Number:** A-2025-3058927

**Case Description:** A-2025-3058928

A-2025-3058929

Joint Application of American Water Works Co. et al. for Approval of a Change of Control

**Transmission Date:** 4/27/2026 4:19 PM

**Filed On:** 4/27/2026 4:19 PM

**eFiling Confirmation Number:** 3028082

File Name	Document Type	Upload Date
2026-04-27 JA Letter to PAPUC encl Cert. of Service for Objections to Discovery.pdf	Certificate of Service	4/27/2026 4:19:13 PM

For filings exceeding 250 pages, the PUC is requiring that filers submit one paper copy to the Secretary's Bureau within three business days of submitting the electronic filing online. Please mail the paper copy along with copy of this confirmation page to Secretary, Pennsylvania Public Utility Commission, 400 North Street, Harrisburg PA 17120 a copy of the filing confirmation page or reference the filing confirmation number on the first page of the paper copy.

**No paper submission is necessary for filings under 250 pages.**

You can view a record of this filing and previous filings you have submitted to the PUC by using the links in the Filings menu at the top of the page. Filings that have been submitted within the last 30 days can be viewed by using the Recent Filings link. Older filings can be viewed by using the search options available in the Filing History link.

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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

**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”),<sup>1</sup> Aqua Pennsylvania, Inc. (“Aqua PA”),<sup>2</sup> 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”)

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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.

on April 17, 2026 (the “Set 1 Interrogatories”).<sup>3</sup> 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.<sup>4</sup>

## **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”)<sup>5</sup> 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.

---

<sup>3</sup> 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.”).

<sup>4</sup> 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.

<sup>5</sup> 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.<sup>6</sup>

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)

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<sup>6</sup> 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.<sup>7</sup> 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.”<sup>8</sup> 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.

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<sup>7</sup> *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.

<sup>8</sup> *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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Pennsylvania, Inc., Aqua Pennsylvania  
Wastewater, Inc., Peoples Natural Gas  
Company LLC*

Date: April 27, 2026



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## **APPENDIX A**

### **INTERROGATORIES (SET I) OF THE COUNTY OF DELAWARE**

**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.

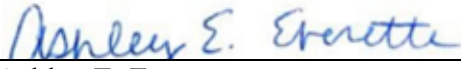
**DELCO-I-28**

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?

**VERIFICATION**

I, **Ashley E. Everett**, hereby state that the facts set forth in the enclosed Objections 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 if held in this matter. I understand that the statements herein are made subject to the provisions and penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

Date: April 27, 2026



---

Ashley E. Everett

**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.,  
LLC, AND PEOPLES NATURAL GAS  
COMPANY LLC**

**DOCKET NO. A-2025-3058927  
DOCKET NO. A-2025-3058928  
DOCKET NO. A-2025-3058929**

**VERIFICATION**

I, Daniel Schuller, hereby declare that I am the Executive Vice President and Chief Financial Officer at Essential Utilities, Inc., that, as such, I am authorized to make this verification on its behalf; that the facts set forth in the foregoing are true and correct to the best of my knowledge, information, and belief; and that I make this verification subject to the penalties of 18 Pa. C.S.A. § 4904 pertaining to false statements to authorities.

Signed by:  
*Daniel J. Schuller*  
9DA7D0592516469..

DATE: April 27, 2026

---

Daniel Schuller  
Executive Vice President  
Chief Financial Officer  
Essential Utilities, Inc.

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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

**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”),<sup>1</sup> Aqua Pennsylvania, Inc. (“Aqua PA”),<sup>2</sup> 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 Montgomery

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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.

(“MontCo”) on April 17, 2026 (the “Set 1 Interrogatories”).<sup>3</sup> A copy of MontCo’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.<sup>4</sup>

## 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”)<sup>5</sup> 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.

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<sup>3</sup> MontCo 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.”).

<sup>4</sup> In accordance with the January 26, 2026 Prehearing Order in this proceeding, the Joint Applicants informally notified MontCo that they 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.

<sup>5</sup> 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. MontCo submitted a Petition to Intervene in this proceeding on February 18, 2026, which was granted by Interim Order issued on March 19, 2026.

3. As previously noted, MontCo 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. MontCo Interrogatory (Set 1) No. 2 states as follows:

Provide copies of all correspondence between Joint Applicants and MontCo 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 MontCo.

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 MontCo 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, MontCo is seeking correspondence between the Joint Applicants and MontCo itself. The fact that MontCo would rather the Joint Applicants expend the time and resources to search for and produce correspondence that is presumably already within MontCo’s possession underscores that this request is indeed an improper fishing expedition intended to defray MontCo’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 MontCo. The production of additional information should not be required.

9. MontCo 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 MontCo.

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 MontCo. The production of additional information should not be required.

11. MontCo Interrogatory (Set 1) No. 10, as revised by MontCo’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.<sup>6</sup>

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, MontCo’s inquiry is outside the permissible bounds of discovery set forth in 66 Pa. C.S. §333(d) 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.

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<sup>6</sup> MontCo’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, MontCo’s counsel proposed the revised language to narrow Question No. 10.

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.<sup>7</sup> 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."<sup>8</sup> 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.

15. MontCo 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.

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<sup>7</sup> *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.

<sup>8</sup> *Id.* at 21.

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. MontCo 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 Montgomery'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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Wastewater, Inc., Peoples Natural Gas  
Company LLC*

Date: April 27, 2026

## **APPENDIX A**

### **INTERROGATORIES (SET I) OF THE COUNTY OF MONTGOMERY**

**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 Montgomery 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.

**MONTCO-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 Montgomery (“MontCo”).

**MONTCO-I-2**

Provide copies of all correspondence between Joint Applicants and MontCo 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 MontCo.

**MONTCO-I-3**

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

**MONTCO-I-4**

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

**MONTCO-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.

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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.

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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.

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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.

**MONTCO-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 MontCo.

**MONTCO-I-10**

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

**MONTCO-I-11**

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

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

**MONTCO-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 MontCo? If so, please provide all documents, reports, investigative materials, or other materials relating to said analysis, investigation, or evaluation.

**MONTCO-I-14**

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

**MONTCO-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 MontCo? If so, please provide all documents, reports, investigative materials, or other materials relating to said analysis, investigation, or evaluation.

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

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How do the Joint Applicants anticipate that the Proposed Transaction will impact the municipal services provided or to be provided in MontCo? 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 MontCo?

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

**MONTCO-I-19**

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

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

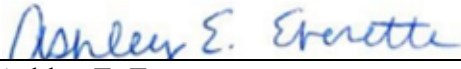
**MONTCO-I-21**

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?

**VERIFICATION**

I, **Ashley E. Everett**, hereby state that the facts set forth in the enclosed Objections 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 if held in this matter. I understand that the statements herein are made subject to the provisions and penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

Date: April 27, 2026



---

Ashley E. Everett

**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.,  
LLC, AND PEOPLES NATURAL GAS  
COMPANY LLC**

**DOCKET NO. A-2025-3058927  
DOCKET NO. A-2025-3058928  
DOCKET NO. A-2025-3058929**

**VERIFICATION**

I, Daniel Schuller, hereby declare that I am the Executive Vice President and Chief Financial Officer at Essential Utilities, Inc., that, as such, I am authorized to make this verification on its behalf; that the facts set forth in the foregoing are true and correct to the best of my knowledge, information, and belief; and that I make this verification subject to the penalties of 18 Pa. C.S.A. § 4904 pertaining to false statements to authorities.

Signed by:  
*Daniel J. Schuller*  
9DA7D0592516469..

DATE: April 27, 2026

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Daniel Schuller  
Executive Vice President  
Chief Financial Officer  
Essential Utilities, Inc.

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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

**OBJECTIONS OF THE JOINT APPLICANTS TO THE DISCOVERY REQUESTS  
(SET 1) OF THE CITY OF BUTLER**

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”),<sup>1</sup> Aqua Pennsylvania, Inc. (“Aqua PA”),<sup>2</sup> 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 City of Butler (“Butler”) on

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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.

April 17, 2026 (the “Set 1 Interrogatories”).<sup>3</sup> A copy of Butler’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.<sup>4</sup>

## 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”)<sup>5</sup> 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.

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<sup>3</sup> Butler 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.”).

<sup>4</sup> In accordance with the January 26, 2026 Prehearing Order in this proceeding, the Joint Applicants informally notified Butler 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.

<sup>5</sup> 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. Butler 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, Butler 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. Butler Interrogatory (Set 1) No. 2 states as follows:

Provide copies of all correspondence between Joint Applicants and Butler 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 Butler.

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 Butler 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, Butler is seeking correspondence between the Joint Applicants and Butler itself. The fact that Butler would rather the Joint Applicants expend the time and resources to search for and produce correspondence that is presumably already within Butler’s possession underscores that this request is indeed an improper fishing expedition intended to defray Butler’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 Butler. The production of additional information should not be required.

9. Butler 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 Butler.

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 Butler. The production of additional information should not be required.

11. Butler Interrogatory (Set 1) No. 10, as revised by Butler’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.<sup>6</sup>

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, Butler’s inquiry is outside the permissible bounds of discovery set forth in 66 Pa. C.S. §333(d) and

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<sup>6</sup> Butler’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, Butler’s counsel proposed the revised language to narrow Question No. 10.

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.<sup>7</sup> 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.”<sup>8</sup> 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.

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<sup>7</sup> *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.

<sup>8</sup> *Id.* at 21.

15. Butler 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. Butler 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 City of Butler'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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Hayley E. Wilburn (Pa. No. 336055)  
Emily S. Grecu (Pa. No. 337777)  
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*Counsel for Essential Utilities Inc., Aqua  
Pennsylvania, Inc., Aqua Pennsylvania  
Wastewater, Inc., Peoples Natural Gas  
Company LLC*

Date: April 27, 2026



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Mark A. Lazaroff (Pa. No. 315407)  
Catherine G. Vasudevan (Pa. No. 210254)  
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*Counsel for American Water Works Company, Inc.  
and Alpha Merger Sub, Inc.*

## **APPENDIX A**

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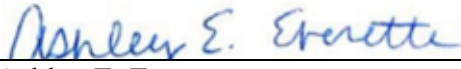
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**VERIFICATION**

I, **Ashley E. Everett**, hereby state that the facts set forth in the enclosed Objections 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 if held in this matter. I understand that the statements herein are made subject to the provisions and penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

Date: April 27, 2026



\_\_\_\_\_  
Ashley E. Everett

**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.,  
LLC, AND PEOPLES NATURAL GAS  
COMPANY LLC**

**DOCKET NO. A-2025-3058927  
DOCKET NO. A-2025-3058928  
DOCKET NO. A-2025-3058929**

**VERIFICATION**

I, Daniel Schuller, hereby declare that I am the Executive Vice President and Chief Financial Officer at Essential Utilities, Inc., that, as such, I am authorized to make this verification on its behalf; that the facts set forth in the foregoing are true and correct to the best of my knowledge, information, and belief; and that I make this verification subject to the penalties of 18 Pa. C.S.A. § 4904 pertaining to false statements to authorities.

Signed by:  
*Daniel J. Schuller*  
9DA7D0592516469..

DATE: April 27, 2026

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Daniel Schuller  
Executive Vice President  
Chief Financial Officer  
Essential Utilities, Inc.

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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

**OBJECTIONS OF THE JOINT APPLICANTS TO THE DISCOVERY REQUESTS  
(SET 1) OF EAST WHITELAND TOWNSHIP**

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”),<sup>1</sup> Aqua Pennsylvania, Inc. (“Aqua PA”),<sup>2</sup> 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 East Whiteland Township (“East

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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.

Whiteland”) on April 17, 2026 (the “Set 1 Interrogatories”).<sup>3</sup> A copy of East Whiteland’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.<sup>4</sup>

## 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”)<sup>5</sup> 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.

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<sup>3</sup> East Whiteland 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.”).

<sup>4</sup> In accordance with the January 26, 2026 Prehearing Order in this proceeding, the Joint Applicants informally notified East Whiteland 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.

<sup>5</sup> 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. East Whiteland 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, East Whiteland 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. East Whiteland Interrogatory (Set 1) No. 2 states as follows:

Provide copies of all correspondence between Joint Applicants and any of the Joint Intervenors<sup>6</sup> 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 East Whiteland Township.

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 East Whiteland 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, East Whiteland is seeking correspondence between the Joint Applicants and East Whiteland itself. The fact that East Whiteland would rather the Joint Applicants expend the time and resources to search for and produce correspondence that is presumably already within East Whiteland’s possession underscores that this request is indeed an improper fishing expedition intended to defray East Whiteland’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 East Whiteland. The production of additional information should not be required.

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

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<sup>6</sup> The Joint Applicants note that “Joint Intervenors” was not defined or used in any other Set 1 Interrogatory. The Joint Applicants presume that “any of the Joint Intervenors” was intended to refer to “East Whiteland Township” consistent with the remainder of the Set 1 Interrogatories.

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 East Whiteland Township.

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 East Whiteland. The production of additional information should not be required.

11. East Whiteland Interrogatory (Set 1) No. 10, as revised by East Whiteland’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.<sup>7</sup>

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

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<sup>7</sup> East Whiteland’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, East Whiteland’s counsel proposed the revised language to narrow Question No. 10.

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, East Whiteland’s inquiry is outside the permissible bounds of discovery set forth in 66 Pa. C.S. §333(d) 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.<sup>8</sup> 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.”<sup>9</sup> 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.

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<sup>8</sup> *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.

<sup>9</sup> *Id.* at 21.

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.

15. East Whiteland 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. East Whiteland 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 East Whiteland Township'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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Hayley E. Wilburn (Pa. No. 336055)  
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*Counsel for Essential Utilities Inc., Aqua  
Pennsylvania, Inc., Aqua Pennsylvania  
Wastewater, Inc., Peoples Natural Gas  
Company LLC*

Date: April 27, 2026

## **APPENDIX A**

### **INTERROGATORIES (SET I) OF EAST WHITELAND TOWNSHIP**

**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**

**East Whiteland Township 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.

**EAST WHITELAND-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 East Whiteland Township.

**EAST WHITELAND-I-2**

Provide copies of all correspondence between Joint Applicants and any of the Joint Intervenors 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 East Whiteland Township.

**EAST WHITELAND-I-3**

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

**EAST WHITELAND-I-4**

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

**EAST WHITELAND-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.

**EAST WHITELAND-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.

**EAST WHITELAND-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.

**EAST WHITELAND-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.

**EAST WHITELAND-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 East Whiteland Township.

**EAST WHITELAND-I-10**

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

**EAST WHITELAND-I-11**

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

**EAST WHITELAND-I-12**

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

**EAST WHITELAND-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 East Whiteland? If so, please provide all documents, reports, investigative materials, or other materials relating to said analysis, investigation, or evaluation.

**EAST WHITELAND-I-14**

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

**EAST WHITELAND-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 East Whiteland? If so, please provide all documents, reports, investigative materials, or other materials relating to said analysis, investigation, or evaluation.

**EAST WHITELAND-I-16**

Do the Joint Applicants expect that the Proposed Transaction will require any change in the terms of the transaction and relationship between East Whiteland and Aqua? Has East Whiteland's consent to these changes been requested and provided?

**EAST WHITELAND-I-17**

How do the Joint Applicants anticipate that the Proposed Transaction will impact the municipal services provided or to be provided in East Whiteland? 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 East Whiteland?

**EAST WHITELAND-I-18**

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

**EAST WHITELAND-I-19**

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

**EAST WHITELAND-I-20**

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

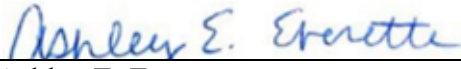
**EAST WHITELAND-I-21**

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?

**VERIFICATION**

I, **Ashley E. Everett**, hereby state that the facts set forth in the enclosed Objections 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 if held in this matter. I understand that the statements herein are made subject to the provisions and penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

Date: April 27, 2026



---

Ashley E. Everett

**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.,  
LLC, AND PEOPLES NATURAL GAS  
COMPANY LLC**

**DOCKET NO. A-2025-3058927  
DOCKET NO. A-2025-3058928  
DOCKET NO. A-2025-3058929**

**VERIFICATION**

I, Daniel Schuller, hereby declare that I am the Executive Vice President and Chief Financial Officer at Essential Utilities, Inc., that, as such, I am authorized to make this verification on its behalf; that the facts set forth in the foregoing are true and correct to the best of my knowledge, information, and belief; and that I make this verification subject to the penalties of 18 Pa. C.S.A. § 4904 pertaining to false statements to authorities.

Signed by:  
*Daniel J. Schuller*  
9DA7D0592516469..

DATE: April 27, 2026

---

Daniel Schuller  
Executive Vice President  
Chief Financial Officer  
Essential Utilities, Inc.

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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

**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”),<sup>1</sup> Aqua Pennsylvania, Inc. (“Aqua PA”),<sup>2</sup> 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 York Township, Manchester Township, North York Borough, Spring Garden Township, and West Manchester Township (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.

“York Parties”) on April 17, 2026 (the “Set 1 Interrogatories”).<sup>3</sup> A copy of the York Parties’ 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.<sup>4</sup>

## 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”)<sup>5</sup> 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.

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<sup>3</sup> The York Parties served their 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.”).

<sup>4</sup> In accordance with the January 26, 2026 Prehearing Order in this proceeding, the Joint Applicants informally notified the York Parties that they 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.

<sup>5</sup> 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. The York Parties 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, the York Parties issued their 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. York Parties Interrogatory (Set 1) No. 2 states as follows:

Provide copies of all correspondence between Joint Applicants and York Parties 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 any of the York Parties.

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 each of the York Parties 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, York Parties is seeking correspondence between the Joint Applicants and the York Parties themselves. The fact that the York Parties would rather the Joint Applicants expend the time and resources to search for and produce correspondence that is presumably already within the York Parties’ possession underscores that this request is indeed an improper fishing expedition intended to defray the York Parties’ 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 the York Parties. The production of additional information should not be required.

9. York Parties 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 any of the York Parties.

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 any of the York Parties. The production of additional information should not be required.

11. York Parties Interrogatory (Set 1) No. 10, as revised by York Parties’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.<sup>6</sup>

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, the York Parties inquiry is outside the permissible bounds of discovery set forth in 66 Pa. C.S.

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<sup>6</sup> The York Parties’ 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, the York Parties’ counsel proposed the revised language to narrow Question No. 10.

§333(d) 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.<sup>7</sup> 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.”<sup>8</sup> 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

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<sup>7</sup> *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.

<sup>8</sup> *Id.* at 21.

Pennsylvania subsidiaries where Commission approval is being sought for acquisitions, mergers, or changes in control. The production of additional information should not be required.

15. York Parties 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. The York Parties do 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 York Parties' 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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Company LLC*

Date: April 27, 2026

## **APPENDIX A**

**INTERROGATORIES (SET I) OF YORK TOWNSHIP, MANCHESTER TOWNSHIP,  
NORTH YORK BOROUGH, SPRING GARDEN TOWNSHIP, AND WEST  
MANCHESTER TOWNSHIP**

**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**

**Discovery Requests to Joint Applicants of York Township, Manchester Township,  
North York Borough, Spring Garden Township, and West Manchester Township**

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.

**YORK-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 each of York Township, Manchester Township, North York Borough, Spring Garden Township, and West Manchester Township (the “York Parties”).

**YORK-I-2**

Provide copies of all correspondence between Joint Applicants and any of the York Parties 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 any of the York Parties.

**YORK-I-3**

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

**YORK-I-4**

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

**YORK-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.

**YORK-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.

**YORK-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.

**YORK-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.

**YORK-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 any of the York Parties.

**YORK-I-10**

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

**YORK-I-11**

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

**YORK-I-12**

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

**YORK-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 each of the York Parties? If so, please provide all documents, reports, investigative materials, or other materials relating to said analysis, investigation, or evaluation.

**YORK-I-14**

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

**YORK-I-15**

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

**YORK-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 each of the York Parties? If so, please provide all documents, reports, investigative materials, or other materials relating to said analysis, investigation, or evaluation.

**YORK-I-17**

How do the Joint Applicants anticipate that the Proposed Transaction will impact the municipal services provided or to be provided in each of the York Parties? 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 each of the York Parties?

**YORK-I-18**

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

**YORK-I-19**

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

**YORK-I-20**

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

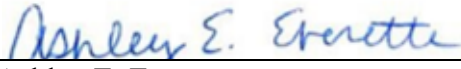
**YORK-I-21**

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?

**VERIFICATION**

I, **Ashley E. Everett**, hereby state that the facts set forth in the enclosed Objections 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 if held in this matter. I understand that the statements herein are made subject to the provisions and penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

Date: April 27, 2026



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Ashley E. Everett

**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.,  
LLC, AND PEOPLES NATURAL GAS  
COMPANY LLC**

**DOCKET NO. A-2025-3058927  
DOCKET NO. A-2025-3058928  
DOCKET NO. A-2025-3058929**

**VERIFICATION**

I, Daniel Schuller, hereby declare that I am the Executive Vice President and Chief Financial Officer at Essential Utilities, Inc., that, as such, I am authorized to make this verification on its behalf; that the facts set forth in the foregoing are true and correct to the best of my knowledge, information, and belief; and that I make this verification subject to the penalties of 18 Pa. C.S.A. § 4904 pertaining to false statements to authorities.

DATE: April 27, 2026

Signed by:  
*Daniel J. Schuller*  
9DA7D0592516469..

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Daniel Schuller  
Executive Vice President  
Chief Financial Officer  
Essential Utilities, Inc.