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June 8, 2026

VIA ELECTRONIC FILING

Matthew L. Homsher, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor North
P.O. Box 3265
Harrisburg, PA 17105-3265

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, 2025-3058928, A-2025-3058929

Dear Secretary Homsher:

Enclosed for filing is the Brief in Opposition of American Water Works Company, Inc. (“American Water”), Essential Utilities, Inc. f/k/a Aqua America, Inc. (“Essential”), Aqua Pennsylvania, Inc. (“Aqua PA”), Aqua Pennsylvania Wastewater, Inc. (“Aqua PA WW”), Peoples Natural Gas Company LLC (“Peoples”), and Alpha Merger Sub, Inc. (“Merger Sub”) (collectively, the “Joint Applicants”), in response to the Petition for Interlocutory Review filed by Luis Francisco (“Petitioner”) in the above-referenced proceeding.

Copies will be provided as indicated on the Certificate of Service.

Respectfully Submitted,



Garrett P. Lent

GPL/tjc

Attachment

Matthew L. Homsher, Secretary

June 8, 2026

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cc: The Honorable Emily I. DeVoe (*via email w/attachment*)
The Honorable Ann Quimby (*via email w/attachment*)
Certificate of Service

CERTIFICATE OF SERVICE

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

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Date: June 8, 2026



Garrett Lent

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of American Water :
Works Company, Inc., Essential Utilities, :
Inc., Aqua Pennsylvania, Inc., Aqua :
Pennsylvania Wastewater, Inc., Peoples : Docket No. A-2025-3058927
Natural Gas Company LLC, and Alpha : A-2025-3058928
Merger Sub, Inc. for a Certificate of : A-2025-3058929
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 :

**JOINT APPLICANTS' BRIEF IN OPPOSITION TO
LUIS FRANCISCO'S PETITION FOR INTERLOCUTORY REVIEW**

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Date: June 8, 2026

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I. INTRODUCTION

Pursuant to Section 5.302(b) of the regulations of the Pennsylvania Public Utility Commission (“Commission”),¹ American Water Works Company, Inc. (“American Water”), Essential Utilities, Inc. f/k/a Aqua America, Inc. (“Essential”),² Aqua Pennsylvania, Inc. (“Aqua PA”) and Aqua Pennsylvania Wastewater, Inc. (“Aqua PA WW”),³ Peoples Natural Gas Company LLC (“Peoples”), and Alpha Merger Sub, Inc. (“Merger Sub”) (collectively, the “Joint Applicants”) hereby file this Brief in Opposition to the Petition for Interlocutory Review submitted by Luis Francisco (the “Petitioner”) on May 20, 2026 (the “Petition”).⁴ For the reasons explained herein, the Petition does not present a genuine question or dispute that warrants interlocutory review. Rather, the Petitioner asks the Administrative Law Judges (“ALJs”) assigned to the above-referenced proceedings to reevaluate an Initial Decision regarding his interest in the proceeding that the ALJs have already considered and rejected. Further, the Petition should be denied because: (1) the Petition fails to show that interlocutory review is necessary to prevent substantial prejudice or expedite the conduct of the proceedings; and (2) the Petitioner’s arguments lack merit.

II. PROCEDURAL SUMMARY

The above-captioned proceeding was initiated on November 26, 2025, when the Joint Applicants filed an application (the “Joint Application”) to obtain the approval of the Commission

¹ 52 Pa. Code § 5.302(b).

² Aqua America, Inc. changed its name to Essential Utilities, Inc. on February 3, 2020, following its acquisition of Peoples.

³ Unless otherwise specified herein, references to Aqua PA also include Aqua PA WW, which is a wholly-owned subsidiary of Aqua PA.

⁴ Mr. Francisco’s May 20, 2026, submission was styled as a Petition for Reconsideration of the Interim Order. However, on May 29, 2026, the ALJs informed the parties of record that Mr. Francisco’s Petition for Reconsideration would be classified by the Commission as a Petition for Interlocutory Review. The Secretarial Letter issued on May 29, 2026, by the ALJs stated that “interested parties may submit a brief supporting or opposing the Petition as soon as possible, but no later than ten days of service of this Secretarial Letter (i.e., June 8, 2026)” pursuant to 52 Pa. Code § 5.302(b).

under Chapters 11 and 22 of the Public Utility Code (“Code”) for a change of control of Aqua PA and Peoples to be effected by the merger of Essential and Merger Sub, a wholly owned subsidiary of American Water (the “Merger”). The Joint Applicants also 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.

On March 12, 2026, the Petitioner filed a document with the Commission’s Secretary’s Bureau, intended to be a Petition to Intervene, which was attached to the docket by the Secretary’s Bureau as such. In the document, the Petitioner claims that he is “a primary bondholder under the Mortgage of 1941 (Exhibit 4.1.17) and Supplement No. 63 (May 2025),” and is seeking “to ensure that the unreported debt obligations identified in the 1941 Indenture are legally validated and addressed as part of the financial restructuring of the resulting entity.”⁵ The document filed by the Petitioner included a certificate of service, but the certificate did not list all parties to this proceeding, and not all parties were served. Additionally, the document did not include a notice to plead.

On April 14, 2026, the ALJs assigned to the above-referenced proceedings issued an Interim Order to ensure the document filed by Luis Franscisco on March 12, 2026, was served on all parties and provided a May 4, 2026, deadline for answers and objections to the Petitioner’s filing.

On April 21, 2026, the Petitioner testified at a public input hearing and presented five exhibits, which were admitted without objection.⁶ The exhibits admitted into the record at the

⁵ Petition to Intervene at 1.

⁶ The Joint Applicants note that, based upon the public input hearing testimony provided by Petitioner, Petitioner’s belief that Rutherford Heights Water Supply Company has any relationship to the Joint Applicants is based upon his use of an undetermined artificial intelligence (“AI”) tool. Based upon this testimony and the information set forth in

public input hearing appear to be documents prepared by the Petitioner, including Word documents and email copies. No exhibit bears the signature of any individual other than the Petitioner or purports to be issued by any other individual or entity. In these documents, the Petitioner alleges the existence of “First Mortgage Gold Bonds” issued and payable by Rutherford Heights Water Supply Company (“Rutherford”). These bonds allegedly reached maturity in 1941, and, along with “53 unredeemed interest coupons,” remain unredeemed and in the Petitioner’s possession.

On May 4, 2026, Joint Applicants filed an Answer to the Petition to Intervene filed by the Petitioner.

On May 5, 2026, the ALJs issued an Interim Order denying the Petitioner’s Petition to Intervene.

On May 20, 2026, the Petitioner filed a submission styled as a Petition for Reconsideration of the Interim Order. The Petitioner failed to serve the Petition for Reconsideration on the parties of record and failed to include a Certificate of Service in accordance with 52 Pa. Code § 1.54.

On May 22, 2026, the ALJs placed a Secretarial Letter on the record of the docket and served it electronically on the parties of record, along with a copy of the Petitioner’s filing.

On May 29, 2026, the ALJs informed the parties of record that Mr. Francisco’s Petition for Reconsideration would be classified by the Commission as a Petition for Interlocutory Review.

For the reasons explained below, the Petitioner fails to meet the high standard for the Commission to grant interlocutory review. Therefore, the Petitioner’s Petition for Interlocutory Review should be denied.

this Answer, the Joint Applicants have reason to believe that Petitioner’s alleged interest in this proceeding is based upon a misunderstanding caused by the use of the undetermined AI tool. Tr. 188 (“Q. [ATTORNEY LENT] And when you conducted your research into the history of Rutherford Heights Water Supply Company, did you perform that research, or was it performed using artificial intelligence? A. [MR. FRANCISCO] Exactly. AI.”).

III. LEGAL STANDARD

Under Section 5.302 of the Commission’s regulations, a party may file a petition requesting interlocutory “review and answer to a material question which has arisen or is likely to arise.” 52 Pa. Code § 5.302(a). Such a petition must present “the question to be answered” and provide “the compelling reasons why interlocutory review will prevent substantial prejudice or expedite the conduct of the proceeding.” *Id.* (emphasis added).

The Pennsylvania Public Utility Code (“Code”) states that:

an interlocutory appeal from a ruling of the presiding officer on discovery shall be allowed only upon certification by the presiding officer that the ruling involves an important question of law or policy which should be resolved at that time.... An interlocutory appeal shall not result in a stay of the proceedings except upon a finding by the presiding officer and the commission that extraordinary circumstances exist.⁷

Interlocutory review will not be granted except upon a showing by a petitioner that “extraordinary circumstances” or “compelling reasons” for review exist.⁸ Interlocutory review is appropriate only where an applicant proves “that without interlocutory review some harm would result which would not be reparable through normal avenues, that the relief sought should be granted now rather than later, and that granting interlocutory review would ‘prevent substantial prejudice or expedite the proceeding.’”⁹

The Commission has explained:

[T]he correctness or erroneousness of the ALJ’s ruling...is not a relevant consideration...The pertinent consideration is whether interlocutory review is necessary, in order to prevent substantial prejudice, that is that the error and any

⁷ 66 Pa. C.S. § 333(h).

⁸ See *In re Application of Knights Limousine Service, Inc.*, 59 Pa. PUC 538, 540, 1985 Pa. PUC LEXIS 46, at *4 (Order entered July 11, 1985) (“*Knights Limousine*”).

⁹ *Pa. PUC v. Philadelphia Gas Works*, Docket Nos. R-2022-3034229 et al., 2023 PA. PUC LEXIS 129, at *23 (Order entered May 18, 2023) (quoting *Knights Limousine*).

prejudice flowing therefrom, could not be satisfactorily cured during the normal Commission review process.¹⁰

In addition, the “avoidance of reversal and remand is not the type of expedition of the proceeding which our rule contemplates.”¹¹

Moreover, it is well-established that the Commission generally disfavors petitions for interlocutory review because “the preferred approach is to permit proceedings to move forward in the normal course in order to provide all parties, the presiding officer, and the Commission with a full opportunity to develop the record, brief issues, and present arguments at each stage.”¹² As a result, in determining “substantial prejudice,” the Commission considers whether the alleged error, and any prejudice flowing from that issue, could not be satisfactorily cured during the normal Commission review process.¹³

IV. ARGUMENT

In his Petition, the Petitioner does not explicitly ask the Commission to answer a material question.¹⁴ However, he generally avers that the ALJs erred in denying his Petition to Intervene. The sole argument raised by the Petitioner in his Petition, *i.e.*, that he should be granted intervenor status based on his claim that he is the “primary bondholder under the Mortgage of 1941 (Exhibit 4.1.17) and Supplement No. 63 (May 2025),” was previously raised before the ALJs in the

¹⁰ *Re Pennsylvania Gas and Water Company*, Docket Nos. I-840377 et al, 58 Pa.P.U.C. 411, 415-16 (Order entered June 22, 1984) (emphasis in original).

¹¹ *Id.* at 415.

¹² *City of Reading & Centre Park Historic District v. UGI Utilities, Inc.*, Docket Nos. C-2015-2516051, et al., p. 7 (Order entered Feb. 9, 2017) (“*City of Reading*”) (citing *Re: Philadelphia Gas Works Universal Service and Energy Conservation Plan*, Docket No. M-00072021, p. 3 (Order entered Oct. 23, 2009)).

¹³ *City of Reading*, p. 7 (Order entered Feb. 9, 2017) (citing *Joint Application of Bell Atlantic Corp. & GTE Corp.*, Docket No. A-310200F0002, et al. (Order entered June 10, 1999); *Pa. PUC v. Frontier Communications of Pa. Inc.*, Docket No. R-00984411 (Order entered Feb. 11, 1999); *In re: Knights Limousine Service, Inc.*, 59 Pa. P.U.C. 538 (1985)).

¹⁴ *See* Petition, p. 1.

Petitioner's Petition to Intervene.¹⁵ As explained herein, this request is not new and was previously considered and rejected by the ALJs in their Interim Order. The Commission should deny the Petitioner's Petition for Interlocutory Review for several reasons.

First, nowhere in the Petition does the Petitioner provide compelling reasons why interlocutory review will prevent substantial prejudice or expedite the conduct of the proceeding. The Petitioner also fails to explain how any substantial prejudice allegedly created by the Interim Order cannot be satisfactorily cured during the normal Commission review process. As stated above, interlocutory review requires extraordinary circumstances and compelling reasons, which are essential to avoid harm that is not reparable through normal avenues and that would result in substantial prejudice, or to expedite the conduct of the proceeding. Further, granting or denying intervention is a procedural matter within the authority of the assigned ALJs, and interlocutory review of such issues is highly disfavored.

Here, the standard for interlocutory review is not satisfied. The ALJs' denial of the Petition to Intervene, where no legally sufficient ground exists, is not a compelling or extraordinary reason. Simply put, there is no error to address, and the Petition raises no new argument that was not properly and previously rejected by the ALJs. In addition, no compelling reasons exist in light of the explanation of Rutherford's corporate history, summarized by the Joint Applicants in their Answer to the Petition to Intervene, including the attached documents.

The ALJs specifically considered and rejected the Petitioner's argument that he has an interest in the merger proceeding. Despite the Commission's liberal construction of 52 Pa. Code § 5.73, especially in cases involving *pro se* litigants, the ALJs found that the Petition to Intervene, and exhibits admitted at the public input hearing on April 21, 2026, failed to sufficiently establish

¹⁵ *See id.*

that Petitioner had an interest in the merger proceeding. The ALJs went on to say that the Petitioner failed to “demonstrate a link between the Rutherford bonds he allegedly holds and the proposed merger between Joint Applicants.”¹⁶

Second, the Petition should be denied on the merits. The Joint Applicants previously stated in their Answer to the Petitioner’s Petition to Intervene that none of the Joint Applicants have ever acquired Rutherford or any interest in this entity over the course of their respective histories.¹⁷ By way of summary, a 1942 Application before the Commission for the sale of the Lower Paxton-Suburban Water Company to the Harrisburg Suburban Water Company states that the Harrisburg Suburban Water Company was formerly the Rutherford Water Company. The name change was the result of a reorganization under the Act of June 20, 1911 (P.L. 1092), following the foreclosure of a mortgage and the sale of the property rights and franchises of Rutherford. Over the years, Harrisburg Suburban Water Company acquired various other regional water companies. In 1962, Harrisburg Suburban Water Company merged with United Water Pennsylvania, Inc. (“United”), which was approved by the Commission on December 23, 1962 (A-90814). United later changed its name to SUEZ Water Pennsylvania, Inc. (“SUEZ”) in 2015. In 2021, Veolia Environmental S.A., Veolia North America, Inc., Suez S.A., SUEZ, and SUEZ Water Bethel Inc. signed a combination agreement that went into effect in early 2022. Thus, the purported bonds that the Petitioner claims to hold have no relationship to any of the Joint Applicants and will not be affected by the proposed merger.

Further, in his Petition, the Petitioner states that the reason his Petition to Intervene was denied was due to a “lack of physical attachments in the electronic filing system,” and that “the Commission’s eFiling platform rejected [his] comprehensive evidence due to strict file-size

¹⁶ Interim Order at 6.

¹⁷ Answer to Petition to Intervene at 2-3.

limitations for heavy PDF documents.”¹⁸ The Petitioner then states that he will “cure the technical deficiency” by “hand-delivering the complete, official 90+ page Master Indenture of 1941 and Supplement 411 directly to the Secretary’s Bureau, alongside copies of [his] 52 Senior Bond Certificates.”¹⁹ However, Petitioner’s request is based upon documents he could and should have included in his initial filing but failed to include. This, too, does not meet the Commission’s high standard for interlocutory review.

However, even considering the additional documents submitted by the Petitioner, those documents do not demonstrate that he possesses a legally cognizable interest in this proceeding. While Petitioner includes an “Indenture of Mortgage dated as of January 1, 1941,” related to Philadelphia Suburban Water Company (a predecessor of Aqua Pennsylvania, Inc.), this document has no relationship to the Rutherford bonds provided by the Petitioner. It makes no reference to Rutherford or the Rutherford bonds. Thus, all the Petitioner has potentially shown is that he may have an interest in Rutherford, which has no relationship to any of the Joint Applicants.

Finally, the Joint Applicants note that interlocutory review is intended to “expedite the conduct of the proceeding.”²⁰ Not only has the Petitioner failed to show his request will expedite the conduct of the proceeding, but the opposite has also already occurred and will continue to occur if interlocutory review is granted. Indeed, Petitioner has made multiple filings that have required the ALJs and the Joint Applicants to expend significant time and resources to address.

For the Petitioner to meet the standard for granting interlocutory review, he cannot simply re-raise the same arguments that were considered and rejected by the ALJs. As explained herein, the ALJs previously considered and rejected the argument raised in the Petition. For these reasons,

¹⁸ Petition for Reconsideration at 1.

¹⁹ *Id.*

²⁰ 52 Pa. Code § 5.302(a).

the Petitioner has failed to show that he is entitled to the relief requested, *i.e.*, reconsideration of the ALJs' Interim Order, and the Petition should be denied in its entirety.

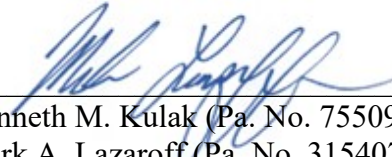
V. CONCLUSION

For the reasons set forth herein, the Joint Applicants respectfully request that the Pennsylvania Public Utility Commission deny Luis Francisco's Petition for Interlocutory Review.

Respectfully submitted,



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