

**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 Nos. 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	:	

**INTERIM ORDER
GRANTING IN PART AND DENYING IN PART
THE MOTION TO OVERRULE OBJECTIONS
AND COMPEL PRODUCTION FROM JOINT APPLICANTS**

On November 26, 2025, the 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. (Joint Applicants) filed applications (Joint Applications) to obtain the approval of the Commission under Chapters 11 and 22 of the Public Utility Code for a change of control of Aqua Pennsylvania, Inc., Aqua Pennsylvania Wastewater, Inc. (Aqua PA) and Peoples Natural Gas Company LLC (Peoples) to be affected 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 affiliated interest agreements to facilitate the sharing of resources and best practices created by the Merger between American Water and Essential Utilities. The Joint Application included written testimony and exhibits describing the Merger and the substantial affirmative public benefits it is expected to produce in Pennsylvania.

The Bureau of Investigation & Enforcement (I&E) and the Office of Small Business Advocate (OSBA) filed notices of appearance. The Office of Consumer Advocate (OCA), the Coalition for Affordable Utility Services and Energy Efficiency in Pennsylvania (CAUSE-PA), the Chester Water Authority (CWA), and Upland Borough, Delaware County, filed protests. The County of Delaware; East Whiteland Township, Chester County; Manchester Township, York County; Spring Garden Township, York County; West Manchester Township, York County; York Township, York County; City of Butler, Butler County; East Norriton Township; the Township of Lower Makefield, Bucks County; and North York Borough, York County; and the Utility Workers Union of America, AFL-CIO, Local 612 (UWUA) filed petitions to intervene.

The Joint Applications were assigned to Administrative Law Judge (ALJ) Mary D. Long and scheduled for a Prehearing Conference on January 22, 2026. By Prehearing Conference Order dated January 7, 2026, the Parties were directed to file prehearing memoranda.

The Prehearing Conference was held as scheduled by ALJ Long. The petitions to intervene of the County of Delaware, East Whiteland Township, East Norriton Township, UWUA, Township of Lower Makefield, the City of Butler, Manchester Township, North York Borough, Spring Garden Township, West Manchester Township, and York Township were granted.

On February 5, 2026, a Judge Change – Assignment Notice was issued, indicating the Presiding ALJ had been changed from ALJ Mary D. Long to ALJs Emily I. DeVoe and Ann Quimby.

On February 18, 2026, the County of Montgomery (Montgomery) filed a Petition to Intervene that included a Notice to Plead.

On March 12, 2026, Luis Francisco filed a document with the Commission's Secretary's Bureau that was attached to the docket by the Secretary's Bureau as a Petition to Intervene.

On March 17, 2026, the undersigned ALJs issued an Interim Order granting the County of Montgomery's Petition to Intervene.

On April 1, 2026, the International Union of Operating Engineers Local 542 (Local 542) filed a Petition to Intervene Out of Time.

On May 4, 2026, a Motion to Overrule Objections & Compel Production from Joint Applicants (Motion) was filed by the County of Delaware, County of Montgomery, City of Butler, East Whiteland Township, North York Borough and York Township (collectively, Moving Intervenors). The Motion contained a 5-day Notice to Plead.

On May 6, 2026, the undersigned ALJs issued an Interim Order granting Local 542's Petition to Intervene Out of Time.

On May 8, 2026, Joint Applicants filed an Answer to the Motion (Answer).

On May 12, 2026, the undersigned ALJs issued an Interim Order denying the Petition to Intervene filed by Luis Francisco.

The instant Order addresses the May 4, 2026 Motion to Overrule Objections and Compel Production from Joint Applicants filed by the Moving Intervenors.

DISCUSSION

According to the Motion and Answer, on April 17, 2026¹, the Moving Intervenors issued their first set of Interrogatories to Joint Applicants. Separate sets were submitted by each of the following intervenors: the County of Delaware, the County of Montgomery, the City of Butler, and East Whiteland Township. Collectively, York Township, Manchester Township, North York Borough, Spring Garden Township, and West Manchester Township submitted a single set of Interrogatories.² Joint Applicants objected to Interrogatories 2, 9, 10, and 11 as being overly broad, unduly burdensome,

¹ Per Joint Applicants, Set I Interrogatories were served at 2:07 p.m. on a Friday. Therefore, they are deemed served on Monday, April 20, 2026, in accordance with the Prehearing Order issued January 26, 2026.

² The interrogatories submitted by the Moving Intervenors are virtually identical. They differ in that the questions identified the specific Intervenor(s) as applicable. For example, Delaware County requested "copies of all correspondence between Joint Applicants and Delaware County" in Interrogatory 2.

and/or as seeking materials not reasonably related to the proceeding. Joint Applicants noted they provided reasonably-scoped responses and argued the Commission should not compel further production.

According to the Motion and the Answer, Interrogatory 2 reads as follows:

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

According to the Motion and the Answer, Interrogatory 9 reads 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 [Moving Intervenor].

According to the Motion and the Answer, Interrogatory 10 (as revised by counsel) reads 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.

According to the Motion and the Answer, Interrogatory 11 reads as follows:

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

The Public Utility Codes provides for the use of interrogatories in Section 333(d). This section indicates, in pertinent part, as follows:

(d) Interrogatories.--Any party to a proceeding may serve written interrogatories upon any other party for purposes of discovering relevant, unprivileged information...Each interrogatory which requests information not previously supplied at a prehearing conference or hearing shall be answered separately and fully in writing under oath, unless it is objected to, in which event the reasons for the objections shall be stated in lieu of an answer. The party upon whom the interrogatories have been served shall serve a copy of the answers and objections within a reasonable time, unless otherwise specified, upon the party submitting the interrogatories. The party submitting the interrogatories may petition the presiding officer for an order compelling an answer to an interrogatory or interrogatories to which there has been an objection or other failure to answer.

66 Pa. C.S. § 333(d).

Additionally, Chapter 5, Subchapter D of Title 52 of the Pennsylvania Code addresses discovery. 52 Pa. Code § 5.321(c) states as follows:

(c) *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.

52 Pa. Code § 5.321(c).

52 Pa. Code § 5.361 sets forth limitations on discovery, including prohibitions as set forth below:

(a) Discovery or deposition is not permitted 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.

52 Pa. Code § 5.361.

Regarding Interrogatory number 2, the Moving Intervenors are seeking correspondence between Joint Applicants and themselves concerning proposals, agreements, proposed changes to agreements, and/or assignment of agreements. Moving Intervenors argue Joint Applicants “are in a far superior position” to access and produce the materials, noting that because Moving Intervenors are government entities, identifying pertinent correspondence is “nearly impossible” due to changes in governance and personnel. Joint Applicants argue Moving Intervenors seek correspondence that is presumably already within their possession, which demonstrates that the request is an “improper fishing expedition.”

Importantly, we emphasize that the Moving Intervenors are seeking correspondence between themselves and the Joint Applicants. To task Joint Applicants with providing documents to which the Moving Intervenors should already have access is unreasonably burdensome. Joint Applicants’ objection is sustained regarding Interrogatory number 2.

Regarding Interrogatory number 9, the Moving Intervenors seek identification of any litigation (pending, proposed, or anticipated) relating to municipal services offered or provided by Joint Applicants within each Moving Intervenor (meaning within Delaware County, for example). The request includes identification of the jurisdiction, docket number, and party identities. Moving

Intervenors argue this information would allow them to identify anticipated risks to services within their jurisdictions. Joint Applicants' objection indicates the term "municipal services" is too broad, and that the request is not confined to litigation in Pennsylvania or any geographic scope. Joint Applicants note they are willing to provide docket numbers only for applicable pending Commission proceedings. Moving Intervenors argue that unless Joint Applicants are not aware of what services they offer in with each Moving Intervenor's area, the objection is meritless. Moving Intervenors further note that each request pertains to the jurisdictional boundaries of the respective Moving Intervenors.

Moving Intervenors' request is sufficiently specific to their individual geographic areas. To the extent there is confusion over the term "municipal services," we find that only municipal *public utility* services (as that phrase is defined in the Public Utility Code³) are relevant. Joint Applicants' objection is sustained in part and overruled in part with regard to Interrogatory number 9.

Regarding Interrogatory number 10, Moving Intervenors seek identification of all transactions (pending, proposed or anticipated) that Joint Applicants are currently considering involving acquisition or sale of utilities and/or municipal services in Pennsylvania. Moving Intervenors argue if the merger is permitted, and other entities are "added to the combined entity in short order thereafter" it could directly impact service and rates. Joint Applicants submit the request is impermissibly broad and "unfocused" but agreed to provide docket numbers for 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 undersigned ALJs agree Interrogatory number 10 is overly broad. That said, we believe the Joint Applicants' offer to provide docket numbers for pending Commission proceedings involving the Joint Applicants and/or their Pennsylvania subsidiaries where Commission approval is being sought is reasonable and appropriate. Joint Applicants' objection is sustained in part and overruled in part regarding Interrogatory number 10.

Finally, regarding Interrogatory number 11, Moving Intervenors seek all discovery responses from any other proceedings seeking approval of the Proposed Transaction in other

³ See 66 Pa. Code § 102.

jurisdictions. Moving Intervenors argued it is “non-sensical” that production of discovery responses that have already been compiled would be overly burdensome or broad. Further, Moving Intervenors argue Joint Applicants have not provided sufficient information to justify the proposed transaction at this point, and that Joint Applicants must be held to a burden of making “consistent commitments” through the merger process. Joint Applicants noted the request is not limited to Joint Applicants’ discovery responses in other jurisdictions. Joint Applicants argue the request is overly broad and burdensome and that the proposed merger must be assessed by reference to Pennsylvania law and the Commission’s regulations and orders, as opposed to the laws of seven other states where approval of the transaction was sought. Joint Applicants noted they were willing to provide docket numbers for all pending proceedings seeking approval of the proposed merger in other jurisdictions.

We agree that interrogatory number 11 is unreasonably broad and burdensome. Additionally, discovery responses provided in other jurisdictions are likely tailored to the laws and regulations of those jurisdictions, which may be substantially different from those of Pennsylvania. Joint Applicants’ offer to provide docket numbers for all pending proceedings seeking approval of the proposed merger in other jurisdictions is reasonable and appropriate. This information should provide the Moving Intervenors with the ability to ensure Joint Applicants are making “consistent commitments.” Therefore, Joint Applicants’ objection is sustained in part and overruled in part regarding Interrogatory number 11.

THEREFORE,

IT IS ORDERED:

1. That the Motion to Overrule Objections and Compel Production from Joint Applicants is granted in part and denied in part.
2. That Joint Applicants’ objection regarding Interrogatory number 2 is sustained.

3. That Joint Applicants’ objection regarding Interrogatory 9 is overruled in part and sustained in part. Joint Applicants shall provide a full and complete response to the following: “Identify any and all pending, proposed, or anticipated litigation, including jurisdiction, docket number, and party identities, involving or relating to the municipal *public utility* services offered and/or provided by Joint Applicants and/or their subsidiaries within [Moving Intervenor], with the term “*public utility*” having the definition found in 66 Pa. Code § 102.”

4. That Joint Applicants’ objection regarding Interrogatory number 10 is overruled in part and sustained in part. Joint Applicants shall provide docket numbers for pending Commission proceedings involving the Joint Applicants and/or their Pennsylvania subsidiaries where Commission approval is being sought.

5. That Joint Applicants’ objection regarding Interrogatory number 11 is overruled in part and sustained in part. Joint Applicants provide docket numbers for all pending proceedings seeking approval of the proposed merger in other jurisdictions.

Date: June 9, 2026

/s/
Emily I. DeVoe
Administrative Law Judge

Date: June 9, 2026

/s/
Ann Quimby
Administrative Law Judge

A-2025-3058927, A-2025-3058928, & A-2025-3058929 - 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

Revised May 6, 2026

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