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File #: 214162

July 6, 2026

VIA ELECTRONIC FILING

Matthew L. Homsher, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor
Harrisburg, PA 17101

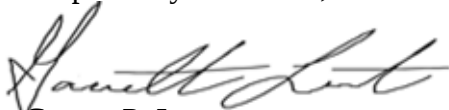
Re: Joint Application of American Water Works Company, Inc., Essential Utilities, Inc., Aqua Pennsylvania, Inc., Aqua Pennsylvania Wastewater, Inc., Peoples Natural Gas Company, LLC, and Alpha Merger Sub, Inc., for a Certificate of Public Convenience under Sections 1102(a)(3) and 2210(c) of the Public Utility Code and All Other Necessary Approvals to Effect a Change of Control of Aqua Pennsylvania, Inc., Aqua Pennsylvania Wastewater, Inc., and Peoples Natural Gas Company, LLC. Docket Nos. A-2025-3058927, A-2025-3058928, A-2025-3058929

Dear Secretary Homsher:

Enclosed for filing on behalf 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. (the "Joint Applicants") is the Answer to the Petition for Reconsideration of Luis Francisco in the above-referenced proceeding.

Copies will be provided in accordance with the attached Certificate of Service.

Respectfully submitted,



Garrett P. Lent

GPL/sll
Enclosure

Matthew L. Homsher, Secretary
July 6, 2026
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cc: The Honorable Emily I. DeVoe (*via email; w/attachments*)
The Honorable Ann Quimby (*via email; w/attachments*)
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: July 6, 2026



Garrett P. Lent

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of American Water	:	
Works Company, Inc., Essential Utilities,	:	
Inc., Aqua Pennsylvania, Inc., Aqua	:	
Pennsylvania Wastewater, Inc., Peoples	:	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' ANSWER
TO THE PETITION FOR RECONSIDERATION OF LUIS FRANCISCO**

I. INTRODUCTION

American Water Works Company, Inc. (“American Water”), Essential Utilities, Inc. f/k/a Aqua America, Inc. (“Essential”),¹ Aqua Pennsylvania, Inc. (“Aqua PA”) and Aqua Pennsylvania Wastewater, Inc. (“Aqua PA WW”),² Peoples Natural Gas Company LLC (“Peoples”), and Alpha Merger Sub, Inc. (“Merger Sub”) (collectively, the “Joint Applicants”) hereby file this Answer to the Petition for Reconsideration submitted by Luis Francisco (the “Petitioner”) on June 25, 2026 (the “Reconsideration Petition”).³ Petitioner seeks reconsideration of the Pennsylvania Public Utility Commission’s (“Commission”) Opinion and Order June 18, 2026, at the above-captioned dockets (the “*June 18 Order*”). Petitioner specifically requests that the Commission grant

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

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

³ Due to Petitioners’ failure to serve a copy of the Petition on all parties of record, the Commission served a copy of the Petition on all parties of record on July 2, 2026, and issued a Secretarial Letter regarding the same.

reconsideration to reverse its decision to deny the Petition for Interlocutory Review (“IR Petition”) submitted by Mr. Francisco.

As explained herein, Petitioner’s requests for reconsideration fails to raise any new arguments not previously heard by the Commission. For these reasons, and as explained further herein, the Reconsideration Petition fails to meet the Commission’s *Duick* standard for reconsideration, and should be denied.

II. BACKGROUND

1. 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 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.

2. 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.”⁴ The document filed by the Petitioner included a certificate of service, but the certificate did not list all parties to this

⁴ Petition to Intervene at 1.

proceeding, and not all parties were served. Additionally, the document did not include a notice to plead.

3. On April 14, 2026, the ALJs assigned to the above-referenced proceedings issued an Interim Order to ensure the document filed by Luis Francisco 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.

4. On April 21, 2026, the Petitioner testified at a public input hearing and presented five exhibits, which were admitted without objection.⁵ The exhibits admitted into the record at the 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.

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

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

7. On May 20, 2026, the Petitioner filed a submission styled as a Petition for Reconsideration of the Interim Order; this filing is the same as the IR Petition. The Petitioner

⁵ 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 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.").

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.

8. 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.

9. 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.

10. The Joint Applicants submitted a Brief in Opposition to the IR Petition on June 11, 2026.

11. On June 18, 2026, the Commission entered the *June 18 Order*. Therein, the Commission denied the IR Petition because Petitioner did not show "such compelling and extraordinary circumstances as would warrant our granting interlocutory appeal." *June 18 Order*, at p. 15. In addition, the Commission concluded that Petitioner did not show that "his intervention in this proceeding will prevent substantial prejudice or expedite the conduct of the proceeding." *Id.* The Commission went on to explain that the Petitioner had failed to demonstrate that he has an interest in the instant proceeding to satisfy the requirements for intervention. *Id.*, at p. 16.

12. On June 25, 2026, Mr. Francisco filed the Reconsideration Petition. Certain counsel for the Joint Applicants were not served with a copy of the Reconsideration Petition at that time.

13. On July 2, 2026, the Commission issued a Secretarial Letter serving a copy of the Reconsideration Petition on all parties of record because it appeared that Mr. Francisco failed to serve the Reconsideration Petition on all parties.

14. For the reasons explained below, the Reconsideration Petition should be denied.

III. LEGAL STANDARDS

15. The Commission's standard for reviewing petitions for rehearing, reopening of the record, and reconsideration following final orders is set forth in *Duick v. Pennsylvania Gas and Water Co.*, Docket No. C-R0597001 et al., 1982 Pa. PUC LEXIS 4, at *11-13 (Opinion and Order Upon Reconsideration dated Dec. 17, 1982) (emphasis added):

A petition for reconsideration, under the provisions of 66 Pa.C.S. § 703(g), may properly raise any matters designed to convince the Commission that it should exercise its discretion under this code section to rescind or amend a prior order in whole or in part. In this regard we agree with the Court in the Pennsylvania Railroad Company case, wherein it was said that “[p]arties ..., cannot be permitted by a second motion to review and reconsider, to raise the same questions which were specifically considered and decided against them....” What we expect to see raised in such petitions are new and novel arguments, not previously heard, or considerations which appear to have been overlooked or not addressed by the Commission.

Consequently, for a petition to warrant reconsideration by the Commission, it must demonstrate new and novel arguments that were raised below by the petitioner, but not previously considered by the Commission. The Commission has cautioned that the last portion of the operative language of the *Duick* standard—“by the Commission”—focuses on the deliberations of the Commission, not the arguments of the parties. See *Pa. PUC v. PPL Elec. Utils. Corp.*, Docket No. R-2012-2290597, p. 3 (Order entered May 22, 2014). Therefore, a petition for reconsideration cannot be used to raise new arguments or issues that should have been, but were not, previously raised.

16. A petition seeking relief under the *Duick* standard may properly raise any matter designed to convince the Commission that it should exercise its discretion to rescind or amend a prior order in whole or part. Importantly, however, the *Duick* standard does not permit a petitioner to raise issues and arguments considered and decided below such that the petitioner obtains a second opportunity to argue properly resolved matters. *Id.* Further, as explained by the

Pennsylvania Supreme Court, petitions for reconsideration of a final agency order may only be granted judiciously and under appropriate circumstances because such action results in the disturbance of final agency orders. *City of Pittsburgh v. Pa. Dep't of Transp.*, 490 Pa. 264, 416 A.2d 461 (1980).

17. As explained below, the Reconsideration Petition should be denied.

IV. **ARGUMENT**

18. The Petitioner asserts that reconsideration is appropriate because the Commission denied his IR Petition “based on an alleged failure to file a Certificate of Service or properly serve the Joint Applicants.” Reconsideration Petition, at p. 1. Petitioner then goes on to present several grounds in support of this claim. *Id.* Contrary to his arguments, the Petitioner fails to identify any errors of law or fact, or new arguments or evidence that warrant reconsideration.

19. At the outset, the Commission did not deny the Petitioner’s IR Petition for the reason stated. Rather, the Commission applied the standard applicable to requests for interlocutory review, and determined that “there is no reason to grant interlocutory review because the Petitioner has not stated any compelling reasons for us to do so.” *June 18 Order*, at p. 15. The Commission then went on to review the ALJs’ determination that the Petitioner lacked standing to participate in this matter, and determined that the ALJs correctly concluded the Petitioner did not establish that he has a valid interest in this proceeding. *Id.*, at p. 16. Petitioner’s request to intervene, and his request for interlocutory review of the ALJs’ determination that he failed to satisfy the requirements for intervention were fully heard and rejected.

20. The Reconsideration Petition identifies no other error of law or fact in the *June 18 Order*. Likewise, it raises no new or novel arguments regarding Petitioner’s request to intervene that have not already been heard or rejected by both the ALJs and the Commission. Rather, as correctly explained by the Commission:

As the ALJs explained, Mr. Francisco averred that he is a bondholder under a mortgage indenture and a lienholder of the 1911 Rutherford Heights Heritage Trust. Although Mr. Francisco offered five exhibits for the record at the Public Input Hearing of April 21, 2026, and also attached several-hundreds of pages of documents to his Petition, a careful review of these documents fails to demonstrate any link between the bonds he allegedly holds and the Merger. Other than providing a number of documents for the record, the Petitioner failed to demonstrate a link between the documents and the proposed transaction, as well as any proof that he is specifically linked to these documents. Without such linkage, the Petitioner is unable to establish that he has an interest in the instant proceeding to satisfy the requirements for intervention. Moreover, as explained by the Joint Applicants, the documents presented by the Petitioner do not appear to have any relationship to any of the Joint Applicants and will not be affected by the Merger. Mr. Francisco did not demonstrate otherwise.

Id., at p. 16.

21. For these reasons, the Reconsideration Petition fails to satisfy the *Duick* standard for reconsideration, and should be denied.

V. **CONCLUSION**

WHEREFORE, for all the foregoing reasons, the Joint Applicants respectfully request that the Pennsylvania Public Utility Commission deny Luis Francisco's Petition for Reconsideration of the Order entered June 18, 2026.

Respectfully submitted,

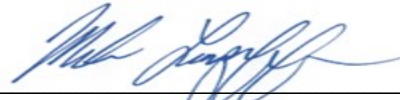


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