

BEFORE THE PENNSYLVANIA PUBLIC UTILITIES 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

Case Nos.:

A-2025-3058927

A-2025-3058928

A-2025-3058929

**INTERVENER, INTERNATIONAL UNION OF OPERATING ENGINEERS LOCAL 542'S
MEMORANDUM IN SUPPORT OF ITS MOTION TO COMPEL AND IN RESPONSE TO JOINT
APPLICANTS OBJECTIONS TO REQUEST FOR PRODUCTION OF DOCUMENTS**

Intervener, International Union of Operating Engineers Local 542 (Union), by and through its counsel, file this response in support of its position that the documents requested from American Water are relevant, not overly broad and burdensome and non-privileged.

In an effort to narrow this dispute the Union has offered to limit its request to the geographical area of Pennsylvania and New Jersey. The timeframe requested would remain the same going back to January 1, 2022. American Water replied that it will not provide these documents even with the limited scope.

1. The Union was granted intervener status on May 5, 2026.
2. On July 1, 2026 the Union propounded interrogatories requesting certain information. The information requested was:

All collective bargaining agreements between any labor organization and American Water Works Company. This request is directed at American Water Works company and any of its affiliates, subsidiaries or any other related companies. This request is for all collective bargaining agreements that were in effect during the relevant time. January 1, 2022 until the present date.

Any and all documents that would indicate the rates of pay, benefits, retirement benefits, insurance benefits, and any other remuneration of bargaining unit employees employed by American Water Works company and any of its affiliates, subsidiaries or any other related companies. (The Request for Production of Documents is attached hereto as Exhibit A).

3. After discussions with counsel for the Joint Applicants on July 6, 2026 the Joint Applicants filed objections to the Unions Request for Production of Documents. (The Objections to the Request for Production of Documents is attached hereto as Exhibit B).
4. The Union has communicated to counsel for the Joint Applicants that it would agree to limit the scope of this request to Pennsylvania and New Jersey only. The Joint Applicants refuse to withdraw objections.
5. Since limiting the geographical scope of the request, this should now make the objections by the Joint Applicants moot as to overly broad and burdensome. Accordingly the only issue before the Judge should be whether the documents are relevant.
6. The Joint Applicants have stated that all collective bargaining agreements shall stay in place and all relationships between labor organizations and the new company will be recognized.
7. As this merger will at some point become complete and there will likely be one entity as opposed to the two that now exist, the wages and benefits of each entity may become a point of contention.
8. In addition any disparity of wages will affect the job security of the members of all Unions under the proposed merger. It is axiomatic that when wages are unequal companies will either try to lower the wages of one group or seek to lower the wages by getting rid of higher paid employees. Accordingly, the wages of other employees at American Water directly affects the job security and compensation of the members of Local 542.
9. The wages and benefits will also impact the ability to retain present employees and attract new employees, thus impacting on rates and service to consumers.

10. The wages paid to American Water employees, who would be in direct competition for diminished jobs under the new company, is directly relevant to the job security and compensation of members of Local 542.
11. Since the Union has agreed to limit the geographic scope of its request, the Joint Applicants' argument that the request is overly broad and unduly burdensome is no longer applicable.
12. Accordingly since the documents are relevant to the Unions decision on the merger and the request has been limited in scope, the Joint Applicants should be compelled to produce the requested documents.

WHEREFORE, for the above stated facts and argument, International Union of Operating Engineers Local 542, submits that Joint Applicants be compelled to produce the documents pursuant to the Union's request.

Respectfully submitted



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CERTIFICATE OF SERVICE

I, Louis Agre, certify that I caused to be served a true and correct copy of the foregoing International Union Of Operating Engineers Local 542's Motion to Introduce Report on all interested parties in accordance with the requirements of 52 Pa. Code §§ 1.54 by electronic mail to the individuals listed below.

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DATED: July 12, 2026

EXHIBIT

A

BEFORE THE PENNSYLVANIA PUBLIC UTILITIES 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

Case Nos.:

A-2025-3058927

A-2025-3058928

A-2025-3058929

**REQUEST FOR PRODUCTION OF DOCUMENTS DIRECTED AT JOINT
APPLICANTS AND SPECIFICALLY TO AMERICAN WATER WORKS
COMPANY**

Pursuant to the Pennsylvania Rules of the Pennsylvania Utility Commission
Intervener, International Union of Operating Engineers Local 542 by their attorney,
hereby requests that Joint Applicants, but specifically American Water Works
Company, Inc., produce for inspection and copying, the documents set forth below.

1. If any form of privilege or other protection from disclosure is
claimed as a ground for withholding a document requested to be produced, set forth
with respect to the document, the date, title, identity of the author, subject matter
(without revealing the information for which a privilege is claimed), and each and

every fact or basis on which you claim your privilege, with sufficient specificity to permit the PUC to make a determination as to whether the claim of privilege is valid.

2. If any document request is objected to on grounds of overbreadth, you are instructed to respond to the document request as narrowed to conform to your objection within the thirty (30) day period allowed for a response.

3. "Document" means all documents as defined in the Pennsylvania Rules of the Pennsylvania Utilities Commission (including, but not limited to, written, typewritten, printed, recorded, charted, taped, graphic, magnetic, photographed, filmed, and computer-based matter) and any drafts or copies thereof.

4. "Correspondence" when used herein includes letters, telegrams, mailgrams, telexes, memoranda, and any other documents used to make or record communications.

5. Unless otherwise indicated in the particular Request for Production of Documents, you are instructed to respond to all Requests with documents from the time period from January 1, 2022 up to the date this Request for Production of Documents is served.

REQUEST FOR PRODUCTION OF DOCUMENTS

1. All collective bargaining agreements between any labor organization and American Water Works Company. This request is directed at American

Water Works company and any of its affiliates, subsidiaries or any other related companies. This request is for all collective bargaining agreements that were in effect during the relevant time. January 1, 2022 until the present date.

2. Any and all documents that would indicate the rates of pay, benefits, retirement benefits, insurance benefits, and any other remuneration of bargaining unit employees employed by American Water Works company and any of its affiliates, subsidiaries or any other related companies.



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DATE: July 1, 2026

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I hereby certify that a true and correct copy of the foregoing document has been served upon the following persons, VIA electronic mail

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DATE: July 1, 2026

EXHIBIT

B

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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

**OBJECTIONS OF THE JOINT APPLICANTS TO THE
DISCOVERY REQUESTS (SET 1) OF THE INTERNATIONAL UNION OF
OPERATING ENGINEERS LOCAL 542**

Pursuant to 66 Pa.C.S. § 333(d) and 52 Pa. Code § 5.342, American Water Works Company, Inc. (“American Water”), Essential Utilities, Inc. f/k/a Aqua America, Inc. (“Essential”),¹ Aqua Pennsylvania, Inc. (“Aqua PA”),² Aqua Pennsylvania Wastewater, Inc. (“Aqua PA WW”), and Peoples Natural Gas Company LLC (“Peoples”), and Alpha Merger Sub, Inc. (“Merger Sub”) (collectively, the “Joint Applicants”) hereby object to the Discovery Requests to Joint Applicants, Question Nos. 1 and 2, issued by the International Union of Operating Engineers Local 542 (“Local 542”) on July 1, 2026 (the “Set 1 Interrogatories”). A copy of Local 542’s Set 1 Interrogatories is attached to these Objections as Appendix A.

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.

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.³

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”)⁴ 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.

2. Local 542 submitted a Petition to Intervene Out of Time in this proceeding on April 1, 2026, which was granted by Interim Order issued on May 5, 2026.

3. In the Interim Order, the Administrative Law Judges explained that Local 542 is the collective bargaining representative of certain employees of Aqua PA and further noted Local

³ In accordance with the January 26, 2026 Prehearing Order in this proceeding, the Joint Applicants informally notified Local 542 that they had objections to the Set 1 Interrogatories on July 2, 2026.

⁴ 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.

542's averments that the largest bargaining unit's collective bargaining agreement with Aqua PA expires in September of 2026.⁵

4. As previously noted, Local 542 issued its Set 1 Interrogatories on July 1, 2026. The Joint Applicants hereby object to Question Nos. 1 and 2.

II. OBJECTIONS

5. 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).

6. 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.)

7. 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

⁵ May 5, 2026 Interim Order, p. 5.

(4) Would require the making of an unreasonable investigation by the deponent, a party or witness.

8. Local 542 Interrogatory (Set 1) No. 1 states as follows:

All collective bargaining agreements between any labor organization and American Water Works Company. This request is directed at American Water Works company and any of its affiliates, subsidiaries or any other related companies. This request is for all collective bargaining agreements that were in effect during the relevant time. January 1, 2022 until the present date.

9. The Joint Applicants object to Interrogatory No. 1 because it is overly broad, unduly burdensome, and seeks information that is not relevant to this proceeding. In particular, Interrogatory No. 1 requests “all” collective bargaining agreements between “any labor organization” and American Water or “any of its affiliates, subsidiaries or any other related companies” without any limitations (including without any geographic limitations) except for seeking agreements in effect from January 1, 2022 to present. 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. Notably, none of American Water’s subsidiaries (including Pennsylvania-American Water Company) are a party to this proceeding.

10. 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. While Local 542 may believe that obtaining a large number of American Water collective bargaining agreements would be beneficial for Local 542’s own negotiations concerning the Aqua PA collective bargaining agreement expiring in September 2026, such agreements are not relevant to this merger proceeding. The Commission’s decision in this proceeding will not impact the wages, hours or working conditions of the Joint

Applicants' employees who are represented by Local 542. The proposed merger is a "stock for stock" transaction and, as such, all of the obligations and responsibilities of both Aqua PA and Local 542 continue both before and after the transaction's closing. Aqua PA and Peoples will continue to operate as separate utility subsidiaries after the merger and all Aqua PA and Peoples collective bargaining agreements will be honored after the transaction closes.⁶

11. Local 542 Interrogatory (Set 1) No. 2 states as follows:

Any and all documents that would indicate the rates of pay, benefits, retirement benefits, insurance benefits, and any other remuneration of bargaining unit employees employed by American Water Works company and any of its affiliates, subsidiaries or any other related companies.

12. The Joint Applicants object to Interrogatory No. 2 because it is overly broad, unduly burdensome, and seeks information that is not relevant to this proceeding. In particular, Interrogatory No. 2 requests, "any and all documents" regarding "rates of pay, benefits, retirement benefits, insurance benefits, and any other remuneration of bargaining unit employees" for employees of American Water "and any of its affiliates, subsidiaries or any other related companies" without any limitations (including without any geographic limitations) except for seeking materials from January 1, 2022 to present. Once again, the Joint Applicants note that none of American Water's subsidiaries (including Pennsylvania-American Water Company) are a party to this proceeding.

13. Interrogatory No. 2 is even broader than Interrogatory No. 1, is outside the permissible bounds of discovery set forth in 66 Pa.C.S. § 333(d) and the Commission's applicable regulations, and would be unduly burdensome for the Joint Applicants to compile. As explained above, the proposed merger under review in this proceeding will not impact the wages, hours, or

⁶ See, e.g., Joint Applicants St. No. 1-R, p. 23.

working conditions on the Joint Applicants' employees who are represented by Local 542. Importantly, Aqua PA and Peoples will remain separate utility subsidiaries after the merger and will honor their collective bargaining agreements after the transaction closes.

14. Finally, to the extent Local 542 is seeking the voluminous labor-related information requested in Interrogatories No. 1 and 2 to support ongoing collective bargaining agreement negotiations, such interrogatories are outside the scope of permissible discovery under 52 Pa. Code § 5.361(a) which excludes discovery sought in bad faith.

III. CONCLUSION

WHEREFORE, for the foregoing reasons, Joint Applicants' Objections to Local 542's Interrogatories (Set 1) Nos. 1 and 2 should be sustained.

[Signature Page Follows]

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Date: July 6, 2026



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