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July 16, 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 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. ("Joint Applicants")** is the **Answer Of The Joint Applicants To The Untimely Motion To Compel Responses To The Set I Interrogatories Of The International Union Of Operating Engineers Local 542**, in the above-captioned proceeding.

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.)

DB1/ 171719571.1

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**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	:	Docket Nos. A-2025-3058927
CONVENIENCE UNDER SECTIONS	:	A-2025-3058928
1102(A)(3) AND 2210(C) OF THE PUBLIC	:	A-2025-3058929
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	:	

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 Untimely Motion To Compel Responses To The Set I Interrogatories Of The International Union Of Operating Engineers Local 542** on the following individuals in the matter specified in accordance with the requirements of 52 Pa. Code § 1.54:

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Dated: July 16, 2026

DB1/ 171723443.1

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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

**ANSWER OF THE JOINT APPLICANTS TO THE UNTIMELY MOTION TO
COMPEL RESPONSES TO THE SET I INTERROGATORIES OF THE
INTERNATIONAL UNION OF OPERATING ENGINEERS LOCAL 542**

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”),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 file this Answer opposing the untimely Motion to Compel submitted by the International Union of Operating Engineers Local 542 (“Local 542”) regarding Local 542’s Set 1 Interrogatories (the “Motion”).³ Copies of Joint Applicants’ Objections to the Set I Interrogatories

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 Under the discovery modifications adopted in this proceeding, Local 542 should have served and filed its Motion on Thursday, July 9, 2026. See Prehearing Order (dated Jan. 26, 2026), p. 8 (“Motions to dismiss objections

served by Local 542 are attached to this Answer as Appendix A. For the reasons set forth in the Joint Applicants' Objections and in their Answer below, Local 542's 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")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 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.

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:

and/or direct the answering of interrogatories and/or production of documents will be filed within three (3) business days of service of written objections."'). The Motion was served untimely on Monday July 13, 2026, and failed to include a Notice to Plead. The Joint Applicants are nonetheless submitting this Answer in accordance with 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").

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.

[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.

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. In the Interim Order, the Administrative Law Judges (the “ALJs”) explained that Local 542 is the collective bargaining representative of certain employees of Aqua PA and further noted Local 542’s averments that the largest bargaining unit’s collective bargaining agreement with Aqua PA expires in September of 2026.⁵

Local 542 served its Set 1 Interrogatories on July 1, 2026. 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 except for seeking agreements in effect from January 1, 2022, to present. 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 except for seeking materials from January 1, 2022, to the present.

⁵ Interim Order (dated May 5, 2026), p. 5.

The Joint Applicants objected to the Set 1 Interrogatories as overly broad, unduly burdensome, and seeking information that is not relevant to this proceeding.⁶ Subsequent to service of the Joint Applicants' Objections, Local 542 offered to modify both interrogatories to limit the requests to the geographical areas of Pennsylvania and New Jersey. The Joint Applicants responded that the modifications did not resolve the Joint Applicants' objections to the Set Interrogatories.

II. ARGUMENT

The ALJs should deny Local 542's Motion because the Motion was untimely filed and because the Set I Interrogatories constitute an improper fishing expedition seeking irrelevant material during a time of collective bargaining negotiations between Local 542 and Aqua PA. First, under the discovery modifications that have been in place since January 26, 2026, Local 542 had three business days after service of the Objections to file a motion to compel.⁷ As the Joint Applicants' Objections were served on July 6, 2026, Local 542's Motion was due on July 9, 2026. The Motion instead was served untimely on July 13, 2026, and failed to include a Notice to Plead. Although the Joint Applicants are submitting a timely Answer to the Motion,⁸ the Joint Applicants urge the ALJs to exercise their discretion and deny the Motion for failure to be timely filed.⁹

⁶ As explained in the Joint Applicants' Objections, 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.

⁷ See Prehearing Order (dated Jan. 26, 2026), p. 8 ("Motions to dismiss objections and/or direct the answering of interrogatories and/or production of documents will be filed within three (3) business days of service of written objections.").

⁸ 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").

⁹ See, e.g., *Petition of Pennsylvania-Am. Water Co. for A Declaratory Order Regarding the Provision of Water Serv. to Eric H. Talbert*, Docket No. P-2020-3018499, 2023 WL 2366860, at *16 (Order entered Mar. 2, 2023) ("[W]e conclude the ALJ acted in accordance with 52 Pa. Code § 5.342(g), and acted within her discretion in

Second, while Local 542 asserts in the Motion (p. 3) that its requests are “limited in scope,” in reality, the Set I Interrogatories, as modified, are broad-brush requests for years of Pennsylvania and New Jersey materials including: (1) “all” collective bargaining agreements between “any labor organization” and American Water or “any of its affiliates, subsidiaries or any other related companies”; and (2) “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.”

While the scope of discovery under the Commission’s regulations is certainly broad,¹⁰ it is not boundless. The Commission’s decision in this merger proceeding will not impact the wages, hours, or working conditions of the Joint Applicants’ employees who are represented by Local 542. Aqua PA and Peoples will continue to operate as separate utility subsidiaries after the Merger, and American Water has committed to maintaining a sufficient workforce, operational facilities, and offices to continue to provide clean, safe, reliable, and affordable essential utility services to customers. This commitment includes honoring all Essential collective bargaining agreements under their terms as of closing, Aqua PA’s and Peoples’ pension obligations to employees, and PAWC’s collective bargaining agreements and pension obligations.¹¹

Matters outside the scope of a proceeding – in this instance, collective bargaining agreements and documents related to pay and benefits that will be unchanged by the transaction at issue (including agreements and documents unrelated to Pennsylvania employees or operations) – are not relevant to the Commission’s assessment of the Merger and whether it will provide

denying the motions for failure to be timely filed. *See, e.g.*, 66 Pa. C.S. §§ 331(d), 334(a); 52 Pa. Code § 5.483 (pertaining to ALJ’s discretion to control receipt of evidence and place reasonable limitations on discovery).”

¹⁰ *See, e.g.*, *City of Pittsburgh v. Pa. Pub. Util. Comm’n*, 526 A.2d 1243, 1249 (Pa. Commw. Ct. 1987).

¹¹ *See, e.g.*, Joint Applicants St. No. 1-R, pp. 7, 21, 23.

affirmative public benefits.¹² Further, responding to such broad requests for irrelevant information would impose an undue burden on the Joint Applicants. While Local 542 speculates in the Motion (p. 2) that wages and benefits “may become a point of contention” at some time in the future, such speculation does not confer relevance to the Set I Interrogatories, especially where the Joint Applicants have expressly stated that existing collective bargaining agreements will be honored after the transaction closes. Furthermore, to the extent that Local 542 contends that wages and benefits may be a point of contention because PAWC will be merged with Aqua PA at some point, no such merger is proposed in this proceeding, and any such merger, if proposed, will require Commission review and approval in a separate proceeding.

Finally, it cannot be ignored that these voluminous labor-related requests are occurring at a time when Local 542 has a collective bargaining agreement with Aqua PA that is near expiration. To the extent Local 542 is using the Set I Interrogatories 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.¹³ Notably, the Joint Applicants’ Objections raised concerns about whether the Set I Interrogatories were issued in good faith, and the Motion does not acknowledge or attempt to address those concerns.

¹² 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.”).

¹³ See also *J3 Energy Grp., Inc. v. West Penn Power Company and UGI Development Company*, Docket No. C-2011-2219920, 2014 WL 4374213, at *3-*5 (Order entered Aug. 21, 2014) (Denying a motion to compel and sustaining objections where the requesting party sought competitively sensitive information that was unrelated to the core legal questions at issue in the proceeding).

For all the foregoing reasons, the ALJs should dismiss the Motion and sustain the Joint Applicants' Objections to the Set I Interrogatories.

III. ANSWERS TO THE AVERMENTS IN THE NUMBERED PARAGRAPHS OF LOCAL 542'S MOTION

1. Admitted.

2. Denied as stated. The Set I Interrogatories, which are included in Appendix A to this Answer, speak for themselves.

3. Denied as stated. As explained in the Joint Applicants' Objections, which are included in Appendix A to this Answer, the Joint Applicants informally notified Local 542 that they had objections to the Set I Interrogatories on July 2, 2026. The Joint Applicants served their written Objections on all parties, including Local 542, on July 6, 2026.

4. Denied as stated. It is admitted that on July 7, 2026, counsel for Local 542 offered to limit its Set I interrogatories to the geographical area of Pennsylvania and New Jersey. The Joint Applicants subsequently responded that the modifications did not resolve the objections of the Joint Applicants.

5. Denied. Paragraph No. 5 appears to include a request for relief (a finding that portions of the Objections are moot) to which an answer is not required. By way of further response, the Joint Applicants deny that the only issue before the ALJs is whether the documents requested in the Set I Interrogatories are relevant. First, the ALJs should consider whether the Motion should be dismissed in its entirety because it was untimely filed as discussion in Section II of this Answer. Second, if the ALJs determine that a substantive review of the Motion is appropriate, each of the grounds identified in the Joint Applicants' Objections should be considered. As noted earlier, the Joint Applicants continue to object to the Set I Interrogatories,

as modified, as overly broad, unduly burdensome, and seeking information that is not relevant to this proceeding.

6. Denied as stated. As explained in the Joint Applicants' Objections, 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.¹⁴ By way of further response, as explained in Section II of this Answer, 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.

7. Denied. The Joint Applicants are seeking approval of 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, and such Merger will not occur without Commission approval. The Joint Applicants are not seeking approval for any merger of PAWC and Aqua PA. Further, as explained in Section II of this Answer: (1) 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; and (2) whether wages and benefits "may become a point of contention" at some time in the future does not make the Set I Interrogatories relevant to this proceeding.

8. Denied. As explained in Section II of this Answer: (1) 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; and (2) whether wages and benefits "may become

¹⁴ See, e.g., Joint Applicants St. No. 1-R, p. 23.

a point of contention” at some time in the future does not make the Set I Interrogatories relevant to this proceeding.

9. Denied in part and admitted in part. The Joint Applicants admit that, as a general matter, wages and benefits can help attract and retain employees. The remaining averments are denied. For the reasons set forth in Section II of this Answer, 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. By way of further response, the Joint Applicants have not proposed any changes to the rates of Aqua PA, Peoples, or PAWC in this proceeding.

10. Denied for the reasons set forth in Section II and the answers to Paragraph Nos. 6-7 above, which are incorporated herein by reference as if set forth at length.

11. Denied for the reasons set forth in Section II and the answer to Paragraph No. 5 above, which are incorporated herein by reference as if set forth at length.

12. It is denied that the documents requested in the Set I Interrogatories are relevant or limited in scope for the reasons set forth in Section II of this Answer. The remainder of Paragraph No. 12 of the Motion is a request for relief to which an answer is not required.

WHEREFORE, for the foregoing reasons, Local 542's Motion should be denied, the Joint Applicant's Objections to the Set I Interrogatories should be sustained, and the ALJs should issue an Order directing that the Joint Applicants are not required to furnish any answer to those Interrogatories.

[Signature Page Follows]

Respectfully submitted,



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Dated: July 16, 2026



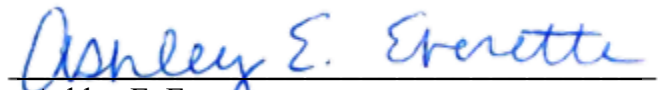
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*Counsel for American Water Works Company, Inc.
and Alpha Merger Sub, Inc.*

VERIFICATION

I, **Ashley E. Everette**, hereby state that the facts set forth in the foregoing 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: July 16, 2026



Ashley E. Everette

APPENDIX A

Objections of the Joint Applicants
to the Requests for Production of Documents (Set 1)
of the
International Union of Operating Engineers Local 542

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July 6, 2026

VIA eFILING

Matthew L. Homsher, Secretary
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**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 **Objections of the Joint Applicants to the Requests for Production of Documents (Set 1) of the International Union of Operating Engineers Local 542.**

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

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Enclosures

c: Per Certificate of Service (w/encls.)

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AND PEOPLES NATURAL GAS	:	
COMPANY LLC	:	

CERTIFICATE OF SERVICE

I hereby certify that I have this date served true and correct copies of the **Objections of the Joint Applicants to the Requests for Production of Documents (Set 1) of the International Union of Operating Engineers Local 542** on the following individuals in the matter specified in accordance with the requirements of 52 Pa. Code § 1.54:

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**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 renumeration 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 renumeration 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]

Respectfully submitted,



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APPENDIX A

Requests for Production of Documents (Set 1)
of the
International Union of Operating Engineers Local 542

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July 1, 2026

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RE: 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

Dear Counsel:

The undersigned represents International Union of Operating Engineers Local 542. Attached please find request for production of documents directed at the joint applicants, specifically American Water. Copies are being served, VIA electronic mail on all parties per the attached Certificate of Service.

Very truly yours,



Louis Agre

CERTIFICATE OF SERVICE

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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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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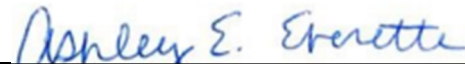
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DATE: July 1, 2026

VERIFICATION

I, **Ashley E. Everette**, hereby state that the facts set forth in the Objections of the Joint Applicants to the Discovery Requests (Set 1) of the International Union Of Operating Engineers Local 542 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: July 6, 2026



Ashley E. Everette