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File #: 214162

August 7, 2026

VIA ELECTRONIC FILING

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

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

Dear Secretary Homsher:

Enclosed for filing is the Answer of American Water Works Company, Inc. ("American Water"), Essential Utilities, Inc. f/k/a Aqua America, Inc. ("Essential"), Aqua Pennsylvania, Inc. ("Aqua PA"), Aqua Pennsylvania Wastewater, Inc. ("Aqua PA WW"), Peoples Natural Gas Company LLC ("Peoples"), and Alpha Merger Sub, Inc. ("Merger Sub") (collectively, the "Joint Applicants"), in response to the Motion to Compel filed by Luis Francisco ("Mr. Francisco"), on August 3, 2026 in the above-referenced proceeding.

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

Respectfully Submitted,



Garrett P. Lent

GPL/tjc

Attachment

Matthew L. Homsher, Secretary
August 7, 2026
Page 2

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

CERTIFICATE OF SERVICE

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

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VIA EMAIL / CERTIFIED MAIL: RETURN RECEIPT REQUESTED

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Date: August 7, 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	:	

**ANSWER OF THE JOINT APPLICANTS TO THE
MOTION TO COMPEL OF LUIS FRANCISCO**

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”), Peoples Natural Gas Company LLC (“Peoples”), and Alpha Merger Sub, Inc. (“Merger Sub”) (collectively, the “Joint Applicants”) hereby file this Answer opposing the Motion to Compel submitted by Luis Francisco (“Mr. Francisco”). For the reasons set forth in the Joint Applicants’ Answer below, Mr. Francisco’s Motion should be denied.

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.

I. BACKGROUND

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.

On March 12, 2026, Mr. Francisco 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, Mr. Francisco 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.”³ The document filed by Mr. Francisco included a certificate of service, but the certificate did not list all parties to this proceeding, and not all parties were served. Additionally, the document did not include a notice to plead.

On April 14, 2026, the Administrative Law Judges (“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 Mr. Francisco’s filing.

³ Petition to Intervene at p. 1.

On April 21, 2026, Mr. Francisco testified at a public input hearing and presented five exhibits, which were admitted without objection.⁴ The exhibits admitted into the record at the public input hearing appear to be documents prepared by Mr. Francisco, including Word documents and email copies. No exhibit bears the signature of any individual other than Mr. Francisco or purports to be issued by any other individual or entity. In these documents, Mr. Francisco 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 Mr. Francisco’s possession.

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

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

On May 20, 2026, Mr. Francisco filed a submission styled as a Petition for Reconsideration of the Interim Order; this filing is the same as the Petition for Interlocutory Review (“IR Petition”) discussed below. Mr. Francisco failed to serve the Petition for Reconsideration on the parties of record and failed to include a Certificate of Service in accordance with 52 Pa. Code § 1.54.

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

⁴ The Joint Applicants note that, based upon the public input hearing testimony provided by Mr. Francisco, Mr. Francisco’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 Mr. Francisco’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.”).

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.

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

On June 18, 2026, the Commission entered an Opinion and Order (“June 18 Order”). Therein, the Commission denied the IR Petition because Mr. Francisco did not show “such compelling and extraordinary circumstances as would warrant our granting interlocutory appeal.”⁵ In addition, the Commission concluded that Mr. Francisco did not show that “his intervention in this proceeding will prevent substantial prejudice or expedite the conduct of the proceeding.”⁶ The Commission went on to explain that Mr. Francisco had failed to demonstrate that he had an interest in the instant proceeding to satisfy the requirements for intervention.⁷

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

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

On July 6, 2026, the Joint Applicants submitted an Answer to Mr. Francisco’s Petition for Reconsideration.

On July 16, 2026, the Commission issued an Opinion and Order granting reconsideration pending review of, and consideration on, the merits of Mr. Francisco’s Petition for Reconsideration.

⁵ June 18 Order, at p. 15.

⁶ *Id.*

⁷ *Id.*, at p. 16.

On July 18, 2026, Mr. Francisco filed a Petition for Stay and Supersedeas.⁸

On July 28, 2026, the Joint Applicants submitted an Answer to Mr. Francisco's Petition for Stay and Supersedeas.

On July 29, 2026, Mr. Francisco filed a reply to the Joint Applicants' Answer to the Petition for Stay and Supersedeas.

On August 3, 2026, Mr. Francisco filed the instant Motion to Compel.

On August 6, 2026, the Commission ruled upon Mr. Francisco's Petition for Reconsideration, denying his request to seek reconsideration of the June 18 Order, denying his Petition for Stay and Supersedeas, and preventing him from filing any petition, motion, or other document or submission in relation thereto in this proceeding.⁹

For the reasons explained below, the Motion to Compel should be denied.

II. ARGUMENT

The ALJs should deny Mr. Francisco's Motion because the Motion is flawed. The Motion affords no basis for his participation as a party, and offers no evidence to support that he should be served with testimony in this proceeding. Simply put, Mr. Francisco is currently not an active party to the above-referenced proceeding; his intervention was denied by the ALJs, and interlocutory review of this determination was denied by the Commission.¹⁰ Mr. Francisco's Motion references a Secretarial Letter issued by the Commission on July 2, 2026, as evidence of "explicitly placing [Mr. Francisco] into the record as an active Party of Record."¹¹ While the

⁸ The date of service on the Supersedeas Petition is Saturday, July 18, 2026; however, it was served upon counsel by email on Monday, July 20, 2026.

⁹ August 6 Order, at pp. 16-17.

¹⁰ See Interim Order Denying Petition to Intervene Filed by Luis Francisco and the Commission's June 18 Opinion and Order, which denied Mr. Francisco's Petition for Interlocutory Review.

¹¹ Motion at p. 1.

Commission did issue a Secretarial Letter on July 2, 2026, the Secretarial Letter did not confer Mr. Francisco party status to the above-referenced proceeding. Instead, it indicated that Mr. Francisco's Petition for Reconsideration was not properly served on all active parties and ensured that all parties were aware of his filing. As Mr. Francisco is not an active party to the above-referenced proceeding, his inclusion on the Certificate of Service and service of testimony to him are not required.

Further, Mr. Francisco alleges prejudice and constitutional violations, which are also without merit. Specifically, Mr. Francisco claims that the Joint Applicants' withholding of testimony from a party "constitutes an egregious and bad-faith violation of procedural due process."¹² As described above, Mr. Francisco has previously claimed intervenor status under his belief that purported Rutherford Heights Water Supply Company bonds, which he alleges to possess, provide him with a valid interest in the Joint Applicants' merger proceeding. As explained by the Joint Applicants in their Answer to Mr. Francisco's Petition to Intervene through a discussion on the company's history, his status as an intervenor is not proper, as the purported bonds he claims to possess have no relationship to, and will not be affected by, the proposed merger.¹³ Therefore, Mr. Francisco's due process requirements have been met as he sought intervention but was properly denied by the Commission.

For all the foregoing reasons, the ALJs should dismiss Mr. Francisco's Motion.

¹² *Id.*

¹³ For a more fulsome discussion of the history of the Rutherford Heights Water Supply Company bonds Mr. Francisco purports to be in possession of, *see* the Joint Applications' Answer to Mr. Francisco's Petition to Intervene.

III. ANSWERS TO THE AVERMENTS IN THE NUMBERED PARAGRAPHS OF MR. FRANCISCO’S MOTION

1. Admitted in part and denied in part. Specifically, it is admitted that the Commission issued a Secretarial Letter on July 2, 2026. It is denied that the Commission’s Secretarial Letter issued on July 2, 2026, “explicitly plac[ed] [Mr. Francisco] into the record as an active Party of Record.”¹⁴ By way of further response, the Secretarial Letter stated that Mr. Francisco’s Petition for Reconsideration was not properly served on all active parties and ensured that all parties were aware of his filing. It is denied that, as a result of the Secretarial Letter, all parties to the proceeding are “legally bound to serve [Mr. Francisco] with any and all filings under 52 Pa. Code §§ 1.51-1.59.”

2. Admitted in part and denied in part. It is admitted that on July 29, 2026, counsel for the Joint Applicants filed a cover letter indicating that the rejoinder testimony of the Joint Applicants was served on all parties of record. Mr. Francisco’s characterization of a “Violation of Procedural Rules” is denied because all parties of record were served with copies of the rejoinder testimony of the Joint Applicants on July 29, 2026.

3. Denied. Specifically, it is denied that Mr. Francisco, as a “Party of Record was completely excluded from the Joint Applicants’ official Certificate of Service dated July 29, 2026.”¹⁵ By way of further response, and as previously stated, Mr. Francisco is not an active party of record. Inclusion of a non-party on the Certificate of Service or providing service of testimony on a non-party is not required by the Commission’s regulations. Therefore, Mr. Francisco’s omission from the Certificate of Service and his lack of receipt of the Joint Applicants’ rejoinder testimony were proper.

¹⁴ Motion at p. 1.

¹⁵ *Id.*

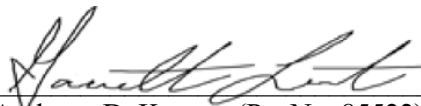
4. Denied. Specifically, it is denied that the “Joint Applicants are attempting to rush a multi-billion-dollar merger through the final evidentiary phase” or “actively withholding testimonies from a party.”¹⁶ As previously explained, Mr. Francisco is not an active party to this proceeding and is, therefore, not required to be included on the Certificate of Service or be served with the parties’ rejoinder testimony. Mr. Francisco’s attempts to intervene in the proceeding or join as a party in other ways have all been properly denied by the ALJs and the Commission, and there has been no “egregious and bad-faith violation of procedural due process” in the Commission’s doing so.¹⁷

¹⁶ *Id.*

¹⁷ *Id.*

WHEREFORE, for all the foregoing reasons, the Joint Applicants respectfully request that the Pennsylvania Public Utility Commission deny Luis Francisco's Motion to Compel.

Respectfully submitted,

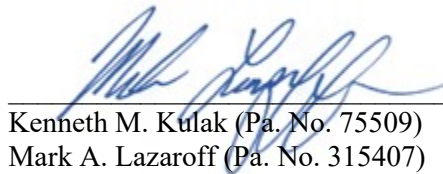


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Dated: August 7, 2026