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June 9, 2017

Via Electronic Filing

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17105-3265

In re: Docket No. A-2017-2605434
Application of Aqua Pennsylvania Wastewater, Inc. pursuant to Sections 1102 and 1329
of the Public Utility Code for Approval of its Acquisition of the Wastewater System Assets
of Limerick Township

Dear Secretary Chiavetta:

We are counsel to Aqua Pennsylvania Wastewater, Inc. in the above matter and are submitting, via electronic filing with this letter, the Company's Petition for Protective Order. Copies of the Petition are being served upon the persons and in the manner set forth on the certificate of service attached to it.

Very truly yours,

THOMAS, NIESEN & THOMAS, LLC

By

Thomas T. Niesen

cc: Certificate of Service (w/encl.)
Alexander R. Stahl, Esquire (w/encl.)

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of Aqua Pennsylvania Wastewater, Inc., : Docket No. A-2017-2605434
**pursuant to Sections 1102 and 1329 of the Public Utility :
Code for: (1) approval of the acquisition by Aqua of the :
wastewater system assets of Limerick Township situated :
within a portion of Limerick Township and within a :
portion of the Borough of Royersford, Montgomery :
County, Pennsylvania; (2) approval of the right of Aqua :
to begin to offer, render, furnish and supply wastewater :
service to the public in a portion of Limerick Township, :
Montgomery County, Pennsylvania; and (3) an order :
approving the acquisition that includes the ratemaking :
rate base of the Limerick Township wastewater system :
assets pursuant to Section 1329(c)(2) of the Public Utility :
Code :**

PETITION OF AQUA PENNSYLVANIA WASTEWATER, INC.
FOR PROTECTIVE ORDER

AND NOW comes Aqua Pennsylvania Wastewater, Inc. (“Aqua” or the “Company”), by its attorneys, and, pursuant to 52 Pa. Code § 5.365, petitions the Pennsylvania Public Utility Commission (“Commission”) for entry of a Protective Order. In support thereof, Aqua submits as follows:

1. This proceeding concerns the Application of Aqua, filed May 19, 2017, for approval of its acquisition of the wastewater system assets of Limerick Township pursuant to Sections 1102 and 1329 of the Public Utility Code.

2. By Secretarial Letter dated May 31, 2017, served by electronic service on June 6, 2017, the Commission, *inter alia*, acknowledged receipt of the Application and advised that notice of its filing would be published in the Pennsylvania Bulletin on June 10, 2017. The Application was assigned to Docket No. A-2017-2605434.

3. Materials which Aqua has furnished in this proceeding and materials which Aqua and other parties will be furnishing pursuant to Commission rules and regulations, formal and informal discovery procedures, testimony or oral examination or as a courtesy to parties contain

information and will contain information that the producing party considers confidential or proprietary.

4. The issuance of a protective order adequate to cover all parties and establish procedures in accordance with 52 Pa. Code § 5.365 for the provision of information believed to be confidential or proprietary would serve administrative economy and efficiency by obviating the need for parties to address confidential/proprietary concerns on a piecemeal basis every time confidential/proprietary information is requested.

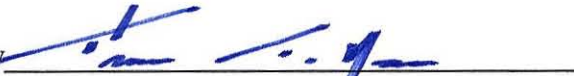
5. The proposed protective order included with this Petition is in the usual accepted form, consistent with due process rights and evidentiary burdens. It allows parties to retain the right to question or challenge the confidential or proprietary nature of information; to challenge the admissibility of confidential or proprietary information; to refuse or object to the production of confidential or proprietary information on any proper ground; to seek disclosure of confidential or proprietary information beyond that allowed in the Protective Order; and to seek additional measures of protection beyond those provided in the Protective Order. The Protective Order also provides that the party claiming that the information is confidential or proprietary retains the burden of demonstrating that such designation is necessary and appropriate.

6. Counsel for Aqua has contacted Counsel for the Bureau of Investigation and Enforcement and the Pennsylvania Office of Consumer Advocate and they advise that they do not object to the entry of the proposed protective order. The Office of Small Business Advocate has advised that it will not participate in this matter.

WHEREFORE Aqua Pennsylvania Wastewater, Inc. requests that the Pennsylvania Public Utility Commission enter the Protective Order included with this Petition.

Respectfully submitted,

AQUA PENNSYLVANIA WASTEWATER, INC.

By 

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Harrisburg, PA 17101
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Tel. No. (717) 255-7600

Counsel for Aqua Pennsylvania Wastewater, Inc.

Date: June 9, 2017

PROPOSED PROTECTIVE ORDER

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of Aqua Pennsylvania Wastewater, Inc., : Docket No. A-2017-2605434
**pursuant to Sections 1102 and 1329 of the Public Utility :
Code for: (1) approval of the acquisition by Aqua of the :
wastewater system assets of Limerick Township situated :
within a portion of Limerick Township and within a :
portion of the Borough of Royersford, Montgomery :
County, Pennsylvania; (2) approval of the right of Aqua :
to begin to offer, render, furnish and supply wastewater :
service to the public in a portion of Limerick Township, :
Montgomery County, Pennsylvania; and (3) an order :
approving the acquisition that includes the ratemaking :
rate base of the Limerick Township wastewater system :
assets pursuant to Section 1329(c)(2) of the Public Utility :
Code. :**

ORDER GRANTING PETITION FOR PROTECTIVE ORDER

On May 19, 2017, the Applicant, Aqua Pennsylvania Wastewater, Inc. (Aqua), filed an application with the Pennsylvania Public Utility Commission (Commission) by which it is seeking approval of: (1) the acquisition, by Aqua, of the wastewater system assets of Limerick Township, (2) the right of Aqua to begin to offer, render, furnish or supply wastewater service to the public in portions of Limerick Township, Montgomery County, Pennsylvania, and (3) an order approving the acquisition that includes the ratemaking rate base of the Limerick Township wastewater system assets pursuant to Section 1329(c)(2) of the Pennsylvania Public Utility Code. Receipt of the completed application was acknowledged by the Commission by Secretarial Letter dated May 31, 2017, and served, electronically, on June 6, 2017.

On June 9, 2017, Aqua filed a Petition for a Protective Order. In its Petition, Aqua's counsel, Thomas T. Niesen, Esquire, represented that he discussed the proposed Protective Order with counsel for the Bureau of Investigation and Enforcement (I&E) and the Pennsylvania Office of Consumer Advocate (OCA) and that neither of these entities objects to the issuance of the protective order attached to the petition. The Office of Small Business Advocate has advised that it will not participate in this matter.

Aqua's petition will be granted and the following Order is adopted:

ORDER

THEREFORE,

IT IS ORDERED:

1. That the Petition for a Protective Order is granted with respect to all materials and information identified in Paragraph 2 below, which are filed with the Pennsylvania Public Utility Commission (“Commission”), produced in discovery, or otherwise presented during these proceedings. All persons now and hereafter granted access to the materials and information identified in Paragraph 2 of this Protective Order shall use and disclose such information only in accordance with this Protective Order.

2. That materials subject to this Protective Order are all correspondence, documents, data, information, excerpts, summaries, studies, methodologies and other materials (including materials derived therefrom) which a party or an affiliate of a party furnishes in this proceeding pursuant to Commission rules and regulations, formal and informal discovery procedures, testimony or oral examination, or provided as a courtesy to a party to this proceeding, which are claimed to be of a proprietary or confidential nature and which are designated “PROPRIETARY INFORMATION” or “CONFIDENTIAL AND PROPRIETARY” or “PRIVILEGED AND CONFIDENTIAL” (hereinafter collectively referred to as “Proprietary Information”).

3. That, in addition, the parties may designate extremely sensitive Proprietary Information as “HIGHLY CONFIDENTIAL INFORMATION” or “HIGHLY CONFIDENTIAL MATTER” (hereinafter referred to as “Highly Confidential Information”) and thus secure the additional protections set forth in this Protective Order pertaining to such material.

4. That Proprietary Information and Highly Confidential Information produced in this proceeding shall be made available, solely for use in this proceeding, to the Commission and its Staff, the Commission's Bureau of Investigation and Enforcement ("I&E"), the Office of Consumer Advocate ("OCA") and additional parties, if any. To the extent that Proprietary Information or Highly Confidential Information is placed in the Commission's report folders, such information shall be handled in accordance with routine Commission procedures inasmuch as the report folders are not subject to public disclosure. To the extent that Proprietary Information or Highly Confidential Information is placed in the Commission's testimony or document folders, such information shall be separately bound, conspicuously marked, and accompanied by a copy of this Protective Order. Public inspection of Proprietary Information and Highly Confidential Information shall be permitted only in accordance with this Protective Order.

5. That Proprietary Information and Highly Confidential Information shall be made available to counsel of record in this proceeding pursuant to the following procedures:

a. Proprietary Information. To the extent required for participation in this proceeding, a party's counsel, upon execution of the attached Appendix A, may afford access to Proprietary Information made available by another party ("the producing party") to the party's expert(s) and staff. Any information provided under this provision may be used only for and to the extent that it is necessary for participation in this proceeding. Any person obtaining information disclosed through this provision may not use that information to gain any commercial advantage and any person obtaining information may not forward it to any person to gain commercial advantage.

b. Highly Confidential Information. Where information is asserted to be Highly Confidential Information, it will be made available for inspection and review as provided for in this Protective Order and copying only as specified herein. The producing party shall permit counsel for I&E and OCA (individually "public advocate" and collectively the "public advocates") and other counsel to take custody of a copy of such Highly Confidential Information, provided that it shall not be copied, except for counsel, and the public advocates' in-house staff, independent consultants, or non-lawyer

representatives, in accordance with the protocols set forth below and shall be returned as provided for in this Protective Order. Such Highly Confidential Information may be provided by a public advocate to its eligible in-house staff without the need for execution of Appendix A. Additionally, such Highly Confidential Information may be provided by a public advocate or other counsel to its eligible independent consultants (as defined in 52 Pa. Code § 5.365(d)) or other non-lawyer representatives who are assisting counsel with these proceedings, provided that such consultants and non-lawyer representatives execute and return the attached Appendix A to the producing party pursuant to Paragraph 6 of this Protective Order.

c. No other persons may have access to the Proprietary or Highly Confidential Information except as authorized by order of the Commission or of the presiding Administrative Law Judge. No person who may be entitled to receive, or who is afforded access to any Proprietary or Highly Confidential Information, shall use or disclose such information for the purposes of business or competition, or any purpose other than the preparation for and conduct of this proceeding or any administrative or judicial review thereof.

6. Prior to making Proprietary or Highly Confidential Information available to any independent consultant or non-lawyer representatives, counsel shall, except as specifically exempted under Paragraph 5(b) of this Protective Order, deliver a copy of this Protective Order to such person and shall receive a written acknowledgment from that person in the form attached to this Protective Order and designated as Appendix A. Counsel shall promptly deliver to the producing party a copy of the executed Appendix A.

7. A producing party shall designate data or documents as constituting or containing Proprietary or Highly Confidential Information by affixing an appropriate proprietary stamp or type-written designation on such data or documents. Where only part of data compilations or multi-page documents constitutes or contains Proprietary or Highly Confidential Information, the producing party shall designate only the specific data or pages of documents which constitute or contain Proprietary or Highly Confidential Information.

8. Any public reference to Proprietary or Highly Confidential Information by counsel or persons afforded access thereto shall be to the title or exhibit reference in sufficient detail to permit persons with access to the Proprietary or Highly Confidential Information to fully understand the reference and not more. The Proprietary or Highly Confidential Information shall remain a part of the record, to the extent admitted, for all purposes of administrative or judicial review.

9. Part of any record of this proceeding containing Proprietary or Highly Confidential Information, including but not limited to all exhibits, writings, testimony, cross examination, argument and responses to discovery, and including reference thereto as mentioned in Ordering paragraph 8 above, shall be sealed for all purposes, including administrative and judicial review, unless such Proprietary or Highly Confidential Information is released from the restrictions of this Protective Order, either through the agreement of the parties or pursuant to Order of the Administrative Law Judge, the Commission or appellate court. Unresolved challenges arising under paragraph 10 shall be decided on petition by the presiding officer or the Commission as provided by 52 Pa.Code § 5.365(a). All such challenges will be resolved in conformity with existing rules, regulations, orders, statutes, precedent, *etc.*, to the extent that such guidance is available.

10. The parties affected by the terms of this Protective Order shall retain the right to question or challenge the confidential or proprietary nature of Proprietary or Highly Confidential Information; to question or challenge the admissibility of Proprietary or Highly Confidential Information; to refuse or object to the production of Proprietary or Highly Confidential Information on any proper ground, including but not limited to irrelevance, immateriality or undue burden; to seek an order permitting disclosure of Proprietary or Highly Confidential Information beyond that allowed in this Protective Order; and to seek additional measures of protection of Proprietary or Highly Confidential Information beyond those provided in this Protective Order. If a challenge is made to the designation of a document or information as Proprietary or Highly Confidential, the party claiming that the information is Proprietary or Highly Confidential retains the burden of demonstrating that the designation is necessary and appropriate.

11. This Protective Order shall continue to be binding throughout and after the conclusion of this proceeding.

12. Upon completion of this proceeding, including any administrative or judicial review, all copies of all documents and other materials, including notes, which contain any Proprietary or Highly Confidential Information, shall be immediately returned upon request to the party furnishing such Proprietary or Highly Confidential Information. In the alternative, parties may provide an affidavit of counsel affirming that the materials containing or reflecting Proprietary or Highly Confidential Information have been destroyed.

Dated: June , 2017

Steven K. Haas
Administrative Law Judge

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of Aqua Pennsylvania Wastewater, Inc.,	:	A-2017-2605434
pursuant to Sections 1102 and 1329 of the Public	:	
Utility Code for: (1) approval of the acquisition by	:	
Aqua of the wastewater system assets of Limerick	:	
Township situated within a portion of Limerick	:	
Township and within a portion of the Borough of	:	
Royersford, Montgomery County, Pennsylvania; (2)	:	
approval of the right of Aqua to begin to offer, render,	:	
furnish and supply wastewater service to the public in	:	
a portion of Limerick Township, Montgomery	:	
County, Pennsylvania; and (3) an order approving the	:	
acquisition that includes the ratemaking rate base of	:	
the Limerick Township wastewater system assets	:	
pursuant to Section 1329(c)(2) of the Public Utility	:	
Code	:	

ACKNOWLEDGMENT

TO WHOM IT MAY CONCERN:

The undersigned is the _____ of _____ (the receiving party). The undersigned has read the Protective Order dated June _____, 2017, and understands that it deals with the treatment of Proprietary and Highly Confidential Information. The undersigned agrees to be bound by, and to comply with, the terms and conditions of said Protective Order. In the case of an independent expert, the undersigned represents that he/she has complied with the provisions of paragraph 5 of the Protective Order prior to submitting this Acknowledgement.

SIGNATURE

PRINT NAME

ADDRESS

EMPLOYER

DATE: _____

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of Aqua Pennsylvania Wastewater, Inc., : Docket No. A-2017-2605434
**pursuant to Sections 1102 and 1329 of the Public Utility :
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wastewater system assets of Limerick Township :
situated within a portion of Limerick Township and :
within a portion of the Borough of Royersford, :
Montgomery County, Pennsylvania; (2) approval of the :
right of Aqua to begin to offer, render, furnish and :
supply wastewater service to the public in a portion of :
Limerick Township, Montgomery County, :
Pennsylvania; and (3) an order approving the :
acquisition that includes the ratemaking rate base of the :
Limerick Township wastewater system assets pursuant :
to Section 1329(c)(2) of the Public Utility Code :**

CERTIFICATE OF SERVICE

I hereby certify that I have this 9th day of June, 2017, served a true and correct copy of the foregoing Petition of Aqua Pennsylvania Wastewater, Inc. for Protective Order, upon the persons and in the manner set forth below:

VIA ELECTRONIC AND 1ST CLASS MAIL

The Honorable Steven K. Haas
Administrative Law Judge
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