



David P. Zambito

Chair, Utility & Energy

Harrisburg

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David is chair of the firm's Utility & Energy Practice Group and focuses his work on regulatory, commercial, and development issues involving utilities. He has dedicated his career to defending private enterprise against governmental overreach.

David practices before state and federal regulatory agencies, representing clients in the energy (natural gas and electricity), water, wastewater, telecommunications, and transportation industries. He is experienced in base rate, certificate of public convenience, purchased gas cost, steam cost, distribution system improvement charge, electric and natural gas supplier licensing, formal complaint, safety investigation, securities registration, management audit, affiliated interest, rulemaking, policy-making, and tariff proceedings before the PA Public Utility Commission. He has successfully handled approvals of mergers and acquisitions of regulated public utilities, including acquisitions by equity funds, and has helped to defend utilities against a hostile takeover attempt. He has also represented clients in disputes between regulated public utilities and municipal authorities, and has assisted developers and large institutional clients (such as universities and health systems) in negotiating utility contracts.

David serves as the Office Managing Partner of the firm's Harrisburg office. He has also served on the firm's Board of Directors, Management Committee, Shareholder Nominating Committee (Co-Chairing for two years), and Marketing Committee.

From 2001 to 2004, David served as counsel to the former chairman of the Pennsylvania Public Utility Commission Glen R. Thomas. Prior to state service, he served three years as a captain in the U.S. Army Judge Advocate General's Corps. While in the Army, he practiced as a courts-martial prosecutor and a special assistant U.S. attorney for the Western District of Kentucky.

David was named to the *Central Penn Business Journal* Power List for Law in 2024, The Best Lawyers in America list from 2023 to 2024, and the *City & State Pennsylvania* Energy & Environment Power 100 in 2023. In 2005, the *Central Penn Business Journal* named him one of Central Pennsylvania's "Forty Under 40," and in 2004, *The Legal Intelligencer* named him a "Lawyer on the Fast Track." In 2002, he was commissioned by Pennsylvania Governor Mark Schweiker as a member of the Pennsylvania Homeland Security Council. In 2008, he served as a member of the Pennsylvania Governor's Sustainable Water Infrastructure Task Force, Legislative/Regulatory Work Group. In 2007, he served on the York County, Pa., Commissioners' Transition Team.

He is an active participant on the Pennsylvania Public Utility Commission's Procedural Rules Committee and serves as a faculty planner for the Pennsylvania Bar Institute's Public Utility Law Conference. He is a member of the American Legion Post No. 799 in York, Pennsylvania.

David received his bachelor's degree from Grove City College, graduating *magna cum laude*. He earned his J.D., from The Dickinson School of Law. He was a member of the *Dickinson Law Review* and on the Appellate Moot Court Board.

Experience

Mergers & Acquisitions

Practice Areas

- Utility & Energy
- Infrastructure
- Telecommunications

Industry Sectors

- Education
- Renewable Energy

Education

- Dickinson School of Law, J.D., 1997
- Grove City College, B.A., *magna cum laude*, 1994

Bar Admissions

- Pennsylvania

Court Admissions

- Pennsylvania Supreme Court
- U.S. District Court -- Middle District of Pennsylvania

Affiliations

- Pennsylvania Bar Association - Public Utility Law Section
- Energy Association of Pennsylvania - Affiliate Member
- Order Sons of Italy in America - Grand Lodge of Pennsylvania
- The American Legion

Awards & Honors

- Power List for Law, Central Penn Business Journal, 2024
- Best Lawyers in America, 2023-2025
- Energy & Environment Power 100, City & State Pennsylvania, 2023
- Rising Star, Super Lawyers, 2005-2008
- Forty Under 40, Central Penn Business Journal, 2005
- Lawyer on the Fast Track, The Legal Intelligencer, 2004
- U.S. Army, Honorable Discharge, 2001
- U.S. Army Commendation Medal, 2000
- U.S. Army Instructor Badge, 1999
- U.S. Army Parachutist Badge, 1998
- Commandant's List, U.S. Army Judge Advocate General's School, 1998

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- Represented SteelRiver Infrastructure Fund North America LP in its \$4.25 billion sale of Peoples Natural Gas Company LLC and Peoples Gas Company LLC to Aqua America, Inc. (now Essential Utilities, Inc.), including negotiation of regulatory provisions of the purchase and sale agreement and obtaining required regulatory approvals from the Pennsylvania Public Utility Commission (PA PUC Docket No. A-2018-3006061).
- Represented Pennsylvania-American Water Company in its \$235 million fair market value acquisition of the York City wastewater system assets, including negotiation of seven bulk wastewater agreements (PA PUC Docket No. A-2021-3029704).
- Represented Hercules Intermediate Holdings LLC in obtaining PA PUC approval of the transfer of control of Laurel Pipe Line Company, L.P., from Buckeye Partners, L.P. to IFM Global Infrastructure Fund (PA PUC Docket No. A-2019-3011685).
- Represented Pennsylvania American Water Company with respect to regulatory and real estate matters in connection with its \$195 million acquisition of the wastewater system assets of the Scranton Sewer Authority. The transaction represents one of the largest wastewater acquisitions in the company's history and required a complex regulatory approval process by the Pennsylvania Public Utility Commission, among other governmental agencies, including a finding of commission jurisdiction over combined sanitary and stormwater wastewater services. The transaction also required resolution of complicated real estate issues, such as obtaining clear title to hundreds of wastewater pipeline easements over public and private lands.
- Represented Pennsylvania-American Water Company in its \$159 million acquisition of the combined sanitary and stormwater system assets of the Municipal Authority of the City of McKeesport, Pennsylvania. This was the first successful acquisition under a new Pennsylvania law, 66 Pa. C.S. § 1329, that permits a public utility to acquire the assets of a municipal water or wastewater system and rate base the fair market value rather than the depreciated original cost (PA PUC Docket No. A-2017-2606103).
- Represented SUEZ in Pennsylvania Public Utility Commission approval of the \$15 billion combination of SUEZ into Veolia. Pennsylvania was one of five state regulatory approvals required for the transfer of control of SUEZ's regulated water/wastewater companies. (PA PUC Docket No. A-2021- 3026515).
- Represented Cordia Holdings LLC in its 2024 acquisition of the microgrid plant at the Allegheny County Airport, the steam plant at the Allegheny County Building, and the combined heat and power plant at the Allegheny Health Network Wexford Hospital from Peoples Natural Gas Company LLC in Pittsburgh, for \$165 million.
- Obtained Pennsylvania Public Utility Commission approval of KKR Infrastructure's acquisition of Clearway Energy's district steam and chilled water systems in Pittsburgh and Harrisburg. Commission approval was one of only two required regulatory approvals for the \$1.9 billion transaction. (PA PUC Docket No. A-2021- 3029619).
- Represented Pennsylvania-American Water Company in its \$92 million fair market value rate base acquisition of the wastewater system of Exeter Township, Berks County, Pa. (PA PUC Docket No. A-2018-3004933).
- Represented Pennsylvania-American Water Company in its \$28.6 million fair market value rate base acquisition of the wastewater system of Sadsbury Township, Chester County, Pa. (PA PUC Docket No. A-2018-3002437).

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- Represented Talen Energy Corporation in state regulatory matters for its \$165 million sale of Interstate Energy Company, an intrastate natural gas and oil transportation company regulated by the Pennsylvania Public Utility Commission, to Adelphia Gateway, LLC, a subsidiary of New Jersey Resources Corporation.
- Represented Clearway Energy in its acquisition of the combined heat and power plant of Duquesne University, including negotiation of relevant agreements and obtaining a Pennsylvania Public Utility Commission Chief Counsel Opinion that steam service from the plant would not be jurisdictional public utility service.
- Negotiated the asset purchase agreement, and handled Pennsylvania Public Utility Commission regulatory approvals, on behalf of SUEZ Water Pennsylvania Inc. in connection with its \$9.5 million fair market value acquisition of the water and wastewater systems of Mahoning Township, Pa.
- Represented SUEZ Water Pennsylvania, Inc. in its acquisition of the assets of the Kensington Water Company, a public water utility in Franklin County, Pa.
- Represented SteelRiver Infrastructure Fund North America LP in its acquisition of Peoples Natural Gas Company LLC (formerly Dominion Peoples) and Peoples TWP LLC (formerly T. W. Phillips Gas & Oil Company).
- Represented Securus Technologies, Inc. in change of control proceedings involving equity funds.

Rate Proceedings

- Represented SUEZ Water Pennsylvania Inc. in its 2009, 2011, 2015, and 2018 General Base Rate Proceedings (PA PUC Docket Nos. R-2009-2122887, R-2011-2232985, R-2015-2462723, R-2018-3000834).
- Represented Pennsylvania-American Water Company in its 2022 base rate proceeding on acquisition and bulk agreement issues (PA PNC Docket No. R-2022-3031672).
- Represented Pennsylvania-American Water Company in its 2020 Base Rate Proceeding before the Pennsylvania Public Utility Commission, which was fully litigated with strong opposition from the Pennsylvania Office of Consumer Advocate and the Pennsylvania Office of Small Business Advocate, among others, who argued against a rate increase because of the economic circumstances caused by the COVID-19 pandemic. In a 152-page Opinion and Order, the PUC approved an annual revenue increase of \$70.5 million, finding that PAWC was constitutionally entitled under the Takings Clause to a return on and of its investment in providing service to the public. To mitigate the impact on low-income customers, PAWC implemented enhanced customer assistance programs and delayed utility service terminations for non-payment (PA PUC Docket No. R-2020-3019369).
- Represented Pennsylvania-American Water Company in its 2017 base rate proceeding before the Pennsylvania Public Utility Commission (PA PUC Docket No. R-2017-2595853) in which the company was awarded an increase in annual operating revenues of \$61.85 million (9.4 percent).
- Represented SUEZ Water Bethel Inc. in its 2011 General Base Rate Proceeding (PA PUC Docket No. R-2011-2270261).
- Represented Peoples Natural Gas Company LLC in its 2010 and 2011 General Base Rate Proceedings and 2011 and 2012 Purchased Gas Cost Proceedings (PA PUC Docket Nos. R-2010-2201702, R-2012-2285985, R-2011-2228694 & R-2012-2292082).

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- Represented the Borough of Indiana in a rate case seeking PUC approval to raise sewer rates for customers outside the Borough's boundaries (PA PUC Docket No. R-2018-3003141).
- Represented Hidden Valley Utility Services, L.P., in a case seeking PUC approval to raise water and wastewater rates for the first time in more than 13 years (PA PUC Docket Nos. R-2018-3001306 and 3001307).
- Represented Pennsylvania-American Water Company in its \$13 million fair market value rate base acquisition of the wastewater system of Royersford Borough, Montgomery County, Pa. (PA PUC Docket No. A-2020-3019634).
- Represented Superior Water Company Inc. in connection with General Base Rate Proceedings.
- Represented NRG Energy Center Pittsburgh LLC in its 2006 General Base Rate Proceeding.
- Represented NRG Energy Center Harrisburg LLC in its General Base Rate Proceedings since 2004.
- Participated on behalf of competitor utilities and large commercial and industrial customers in numerous general base rate proceedings before the Pennsylvania Public Utility Commission.

Other Utility-Related Proceedings

- Represented SpaceX and its subsidiary, Starlink Services, LLC, in obtaining Eligible Telecommunications Carrier (ETC) status from the Pennsylvania Public Utility Commission (PA PUC Docket No. P-2021-3023580).
- Represented Peoples Natural Gas Company LLC in its successful challenge to Duquesne Light Company's attempt to increase its back-up service rate for combined heat and power projects by 220 percent (PA PUC Docket No. R-2108-3000124).
- Represented Peoples Natural Gas Company LLC in its voluntary Energy Efficiency & Conservation Plan Proceeding (PA PUC Docket No. M-2017-2640306).
- Obtained a service territory expansion and related affiliated interest and municipal contract approvals for NRG Energy Center Pittsburgh LLC for the development of a new thermal facility at the University of Pittsburgh Medical Center – Mercy Hospital in Pittsburgh.
- Represented SUEZ Water Pennsylvania Inc. in obtaining Pennsylvania Public Utility Commission approval for its Long-Term Infrastructure Improvement Plan, which approval was necessary for the company to continue to charge its Distribution System Improvement Charge of up to 7.5 percent of billed revenues between base rate cases (PA PUC Docket No. P-2017-2589724).
- Represented a large Electric Generation Supplier before the PA PUC in defense of a complaint brought by a coalition of industrial and commercial customers regarding charges stemming from the January 2014 polar vortex events. (PA PUC Docket No. C-2014-2425989).
- Represented The Trustees of the University of Pennsylvania and the University of Pennsylvania Health System in various steam, electricity, and natural gas matters, including the arbitration and negotiation of their long-term steam service agreements with Veolia Energy Philadelphia, Inc. (now Vicinity Energy Philadelphia, Inc.) and the related long-term lease of the campus steam distribution system.
- Assisted Perdue AgriBusiness Incorporated in various aspects of the development of a Soybean Processing Facility in Lancaster County, Pa., including the negotiation of utility contracts and oversight of team of local counsel.

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- Represented Peoples Natural Gas Company LLC in obtaining affiliated interest agreement approvals for debt issuances and the formation of a service company (PA PUC Docket Nos. G-2010-2168478 & G-2012- 2290014).
- Represented EnerPenn USA, LLC d/b/a YEP Energy in obtaining its Pennsylvania electric generation supplier license.
- Successfully represented an Electric Generation Supplier (EGS) before the PUC in defense of a Petition for Declaratory Order brought by the Office of Small Business Advocate seeking an order that the EGS was prohibited from recovering certain charges imposed on small businesses pursuant to the electric generation supply contracts between the EGS and the small businesses. Winning the case on preliminary objections, arguing that the Commission lacked jurisdiction over the dispute as it required an interpretation of the provisions of the electric generation supply contracts. (PA PUC Docket No. P-2014-2421556).
- Filed a petition on behalf of water utility to implement the Pennsylvania Public Utility Commission's Statement of Policy on "Acquisitions of Viable Water and Wastewater Systems."
- Represented NRG Energy Center Harrisburg LLC and NRG Energy Center Pittsburgh LLC in defending against a takeover attempt by Exelon Corporation.
- Represented Pennsylvania-American Water Company in two civil disputes with municipal authorities involving service territory and the ability of municipal authorities to compete with private enterprise under the Pennsylvania Municipality Authorities Act.
- Represented Aqua Pennsylvania, Inc. in increasing its Distribution System Improvement Charge (DSIC) from 5% to 7.5% of billed revenues (PA PUC Docket No. R-2008-2079310) and drafted the Statement of Policy.
- Represented NRG Energy Center Harrisburg LLC in abandoning service to approximately 25 customers (PA PUC Docket No. A-2011-2239521).
- Successfully settled prosecutions of 16 Uber Drivers in association with Pennsylvania Public Utility Commission Bureau of Investigation & Enforcement prosecution of Uber for operating without a Certificate of Public Convenience.
- Defended Securus Technologies, Inc. in various customer complaint cases filed with Pennsylvania Public Utility Commission.

Right-To-Know Law Proceedings

- Represented Perdue AgriBusiness, LLC in a Right-to-Know Law appeal to the Pennsylvania Office of Open Records involving the refusal of Hellam Township, York County, Pennsylvania to disclose certain public records related to the Township's opposition to the development of a soybean proceeding plant in Lancaster County, Pennsylvania.
- Represented Securus Technologies in its Right-to-Know Law appeal to the Pennsylvania Office of Open Records involving the refusal of the Pennsylvania Public Utility Commission to disclose certain public records related to a transfer of control application approval.
- Filed an *amicus curiae* brief for the Energy Association of Pennsylvania with the Commonwealth Court of Pennsylvania regarding a Right to Know Request to the Pennsylvania Public Utility Commission by *The Wall Street Journal*.

Appeals Before Commonwealth Court of Pennsylvania

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- Participated in numerous appeals to the Commonwealth Court of Pennsylvania from final actions of the Pennsylvania Public Utility Commission.
- Argued successfully on behalf of Pennsylvania-American Water Company before an *En Banc* Panel of the Commonwealth Court of Pennsylvania in *North Fayette County Municipal Authority v. Municipal Authority of Westmoreland County and Pennsylvania-American Water Company*, No. 1327 C.D. 2018 (Pa. Cmwlth., Opinion and Order entered Jan. 6, 2020), involving competition between municipal authorities under the Pennsylvania Municipality Authorities Act.