

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of Aqua America, Inc. for	:	
approval to acquire ownership of Peoples	:	
Natural Gas Company LLC, Peoples Natural	:	
Gas Company LLC-Equitable Division, and	:	
Peoples Gas Company LLC, through the	:	
purchase of LDC Funding LLC. LDC	:	Docket Nos. A-2018-3006061
Funding LLC is the indirect parent of Peoples	:	A-2018-3006062
Natural Gas Company LLC, Peoples Natural	:	A-2018-3006063
Gas Company LLC-Equitable Division and	:	
Peoples Gas Company LLC. Under the	:	
proposed transaction, LDC Funding LLC will	:	
become a direct subsidiary of Aqua America,	:	
Inc.	::	

**PETITION TO INTERVENE
OF THE
PENNSYLVANIA INDEPENDENT OIL & GAS ASSOCIATION**

Pursuant to 52 Pa. Code § 5.72-5.75, the Pennsylvania Independent Oil & Gas Association (PIOGA) petitions to intervene in this proceeding. In support of its intervention, PIOGA avers as follows.

1. PIOGA is the principal nonprofit trade association representing oil and natural gas interests in Pennsylvania. PIOGA’s members include natural gas producers and Pennsylvania Public Utility Commission-licensed natural gas suppliers and marketers (NGSs) that produce, transport and market natural gas, including Pennsylvania Appalachian “conventional” and “unconventional” production, on the pipeline systems of Peoples Natural Gas Company LLC (Peoples), Peoples Natural Gas Company LLC–Equitable Division (Peoples-Equitable) and Peoples Gas Company LLC (Peoples-Gas) (collectively, “Peoples Companies”) for system supply and to transportation customers.

2. Through their pipelines systems, the Peoples Companies provide gathering and other services to PIOGA member producers and NGSs.

3. PIOGA and its producer members are participants in Peoples' Production Enhancement Services (PES) program intended to increase the availability and throughput of Pennsylvania natural gas on the Peoples' pipeline systems. PIOGA and its producer members are also parties to a confidential Rate AGS (Appalachian Gathering Service) agreement with Peoples-Equitable. The PES program and the confidential Rate AGS agreement are currently in effect.

4. PIOGA is a signatory to the Joint Settlement Agreement at Docket Nos. A-2013-2353647, A-2013-2353649 and A-2013-2353651 concerning the acquisition by Peoples and Peoples Gas of the Equitable Gas Company LLC, which imposes ongoing commitments on the Peoples Companies that affect the interests of PIOGA and its member producers and NGSs.

5. The operations of PIOGA member producers and NGSs are directly affected by the services and agreements described above, as well as by the pipeline infrastructure repair, replacement and abandonment plans and activities of the Peoples Companies. As one purpose of Aqua America's acquisition of the Peoples Companies is alignment of the Applicants' infrastructure-replacement philosophies, the interests of PIOGA and its producer and NGS members described above will be directly affected by the change in ownership control of the Peoples Companies from investment management entities to a holding company that provides regulated public utility services through its operating subsidiaries.

6. PIOGA does not have sufficient information at this point to determine whether the proposed change in ownership control will positively or adversely impact its interests and the

interests of its producer and NGS members but, nonetheless, PIOGA and its members will be bound by the Commission's determinations in these proceedings.

7. PIOGA's interests and the interests of its members cannot be adequately represented by any other party in this proceeding, including any PIOGA member that may participate individually that may raise issues specific to its relationships with the Peoples Companies or any other non-PIOGA member producer or NGS.

8. PIOGA's intervention is also in the public interest. PIOGA has consistently participated in the Peoples Companies' annual Section 1307(f) proceedings as well as the previous base rate cases of Peoples and Peoples-Equitale, all of which places PIOGA in a position to contribute to the development of the record in this matter as a result of that past experience.

WHEREFORE, PIOGA respectfully requests that its petition to intervene in these proceedings be granted.

Respectfully submitted,



Kevin J. Moody, Esquire
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Dated: December 21, 2018

VERIFICATION

I, Daniel J. Weaver, President and Executive Director of the Pennsylvania Independent Oil & Gas Association (PIOGA), hereby states that the facts set forth above are true and correct to the best of my knowledge, information and belief, and that PIOGA expects to be able to prove the same at a hearing held in these proceedings. I understand that the statements herein are made subject to the penalties of 18 Pa.C.S § 4904 (relating to unsworn falsification to authorities).

A handwritten signature in black ink, appearing to read "Daniel J. Weaver". The signature is written in a cursive, flowing style.

Daniel J. Weaver

Date: December 21, 2018

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true and correct copy of PIOGA's Petition to Intervene upon the Presiding Officer and parties listed below in accordance with requirements of 52 Pa. Code § 1.54 (relating to service by a party).

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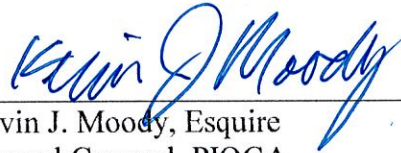
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A handwritten signature in blue ink that reads "Kevin J. Moody". The signature is written in a cursive style and is positioned above a horizontal line.

Kevin J. Moody, Esquire
General Counsel, PIOGA

Date: December 21, 2018