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December 21, 2018

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor
Harrisburg, PA 17120

VIA ELECTRONIC FILING

**Re: Joint Application of Aqua America, Inc., Aqua Pennsylvania, Inc., Aqua Pennsylvania Wastewater, Inc., Peoples Natural Gas Company LLC and Peoples Gas Company LLC for all of the Authority and the Necessary Certificates of Public Convenience to Approve a Change in Control of Peoples Natural Gas Company LLC and Peoples Gas Company LLC by Way of the Purchase of All of LDC Funding LLC's Membership Interests by Aqua America, Inc.;
Docket Nos. A-2018-3006061, *et al.***

Dear Secretary Chiavetta:

Please find enclosed for filing with the Pennsylvania Public Utility Commission ("PUC" or "Commission") the Petition to Intervene of United States Steel Corporation, in the above-referenced matter.

This document was filed electronically with the Commission on this date. All parties are being served a copy of this document in accordance with the enclosed Certificate of Service.

Please contact me if you have any questions concerning this filing.

Sincerely,

SPILMAN THOMAS & BATTLE, PLLC

By 

Derrick Price Williamson
Barry A. Naum

BAN/sds

Enclosures

c: Chief Administrative Law Judge Charles E. Rainey (via First-Class Mail)
Certificate of Service

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of Aqua America, Inc.,	:	
Aqua Pennsylvania, Inc., Aqua Pennsylvania	:	
Wastewater, Inc., Peoples Natural Gas	:	Docket Nos. A-2018-3006061
Company LLC and Peoples Gas Company	:	A-2018-3006062
LLC for all of the Authority and the	:	A-2018-3006063
Necessary Certificates of Public	:	
Convenience to Approve a Change in	:	
Control of Peoples Natural Gas Company	:	
LLC and Peoples Gas Company LLC by	:	
Way of the Purchase of All of LDC Funding	:	
LLC's Membership Interests by Aqua	:	
America, Inc.	:	

**PETITION TO INTERVENE OF
UNITED STATES STEEL CORPORATION**

TO THE HONORABLE PENNSYLVANIA PUBLIC UTILITY COMMISSION:

Pursuant to 52 Pa. Code Sections 5.71 through 5.74, United States Steel Corporation ("U.S. Steel" or "Petitioner"), hereby files this Petition to Intervene in the above-captioned proceedings.

In support thereof, the Petitioner state as follows:

1. Petitioner is U.S. Steel.
2. The name and address of the Petitioner's attorneys are:

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3. On November 13, 2018, Aqua America, Inc. ("Aqua America"), Aqua Pennsylvania, Inc. ("Aqua PA"), Aqua Pennsylvania Wastewater, Inc. ("Aqua PA Wastewater"),

Peoples Natural Gas Company LLC ("Peoples Natural Gas"), and Peoples Gas Company LLC ("Peoples Gas") (collectively, "Applicants" or "Joint Applicants") filed with the Pennsylvania Public Utility Commission ("PUC" or "Commission") a Joint Application that proposes the acquisition of Peoples Natural Gas and Peoples Gas (collectively, "Peoples Companies") by Aqua America through the purchase of the interests of LDC Funding LLC ("Funding"), the parent company of the Peoples Companies.

4. U.S. Steel employs over 5,400 full-time employees at its numerous facilities in and around Allegheny County, Pennsylvania, including its Clairton Coke Plant, Irvin Plant, and Edgar Thomson Plant. These operations are all located within Peoples Natural Gas's service territory, making U.S. Steel one of the largest, if not the single largest, customer on the Peoples Natural Gas system. U.S. Steel currently takes natural gas delivery service from Peoples Natural Gas's Equitable Division pursuant to a negotiated delivery supply agreement under Rate Schedule DDS.

6. The Joint Application presents a unique and interesting question related to the fitness of a water and wastewater utility to acquire a natural gas utility, and therefore raises issues of concern for U.S. Steel. Among other things, the proposed merger may impact the reliability of natural gas delivery, customer service, and quality of service that the Petitioner currently receives. Furthermore, although the Joint Application cites a number of affirmative "benefits" that the proposed merger may produce for the Joint Applicants,¹ the Applicants make no specific explanation of any express, tangible benefits to the ratepayers of either utility, including their largest customers like U.S. Steel, nor do Joint Applicants offer any commitment to extend such benefits to their customers. The Joint Application also raises significant questions related to the impact of the merger on the competitive Pennsylvania natural gas market, which is an issue of

¹ See generally Joint Application, pp. 27-29.

significant important to U.S. Steel. Accordingly, U.S. Steel intends to actively participate in this matter to address these and other relevant issues.

7. The proposed merger and resolution of the attendant issues may directly affect the interests of U.S. Steel, and these interests are not adequately represented by existing participants in the case. Further, given the substantial economic and employment benefit that U.S. Steel are of such a nature that its participation is in the public interest. See 52 Pa. Code § 5.72(a)(2) & (3).

WHEREFORE, United States Steel Corporation request that the Commission grant this Petition to Intervene and provide the Petitioner with full party status in this proceeding.

Respectfully submitted,

By 

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Counsel to United States Steel Corporation

Dated: December 21, 2018

VERIFICATION

I, Barry A. Naum, Counsel to United States Steel Corporation, hereby state that the facts set forth in the foregoing Petition to Intervene are true and correct to the best of my knowledge, information, and belief. I understand that the statements made herein are made subject to 18 Pa.C.S. § 4904 (pertaining to unsworn falsification to authorities).

Date: December 21, 2018



Barry A. Naum

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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Necessary Certificates of Public	:	
Convenience to Approve a Change in	:	
Control of Peoples Natural Gas Company	:	
LLC and Peoples Gas Company LLC by	:	
Way of the Purchase of All of LDC Funding	:	
LLC's Membership Interests by Aqua	:	
America, Inc.	:	

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing document upon the following parties to this proceeding in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by participant).

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Dated: December 21, 2018