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December 21, 2018

E-FILED

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

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, A-2018-3006062, A-2018-3006063

Dear Secretary Chiavetta:

Enclosed please find a Notice of Appearance and Petition to Intervene on behalf of Equitrans, L.P. in the above-captioned proceedings.

Copies will be served on all known parties of record, as indicated on the attached Certificate of Service.

If you have any questions, please do not hesitate to contact me.

Sincerely,


Brian C. Wauhop

Enclosures

cc: Equitrans, L.P.
Parties of Record

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

| | | |
|--|---|---------------------------|
| Joint Application of Aqua America Inc., Aqua | : | |
| Pennsylvania Inc., Aqua Pennsylvania | : | |
| Wastewater Inc., and Peoples Natural Gas | : | Docket No. A-2018-3006061 |
| Company LLC for all of the Authority and | : | Docket No. A-2018-3006062 |
| Necessary Certificates of Public Convenience | : | Docket No. A-2018-3006063 |
| 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 EQUITRANS, L.P.

Pursuant to 52 Pa. Code §§ 5.72-5.75 of the Pennsylvania Public Utility Commission’s (“Commission”) regulations, Equitrans, L.P. (“Equitrans”) hereby files this Petition to Intervene (“Petition”) in the above captioned Joint Application (“Joint Application”), and in support thereof states as follows:

I. INTRODUCTION

1. Equitrans is a limited partnership organizing and existing under the laws of the Commonwealth of Pennsylvania. Equitrans owns, operates, acquires and develops natural gas transmission, storage, and gathering assets in the Appalachian Basin, including western Pennsylvania.

2. Equitrans’ transmission and storage system includes approximately 950 miles of FERC-regulated interstate gas pipelines that connect to seven interstate gas pipelines and local distribution companies, including Peoples Natural Gas. The transmission and storage system is supported by 18 associated natural gas storage reservoirs with approximately 857 million cubic

feet (“MMcf”) per day of maximum dependable withdrawal capacity and 41 Bcf of working gas capacity, 41 compressor units with compression of approximately 120,000 horsepower, and total throughput capacity of approximately 4.4 Bcf per day at year-end 2017. Equitrans’ gathering system includes approximately 1,500 miles of low-pressure gas gathering lines.

3. Equitrans’ principal place of business is:

625 Liberty Avenue
Suite 2000
Pittsburgh, PA 15222

Equitrans’ attorneys in this matter are:

Brian C. Wauhop
Buchanan Ingersoll & Rooney PC
409 North Second Street, Suite 500
Harrisburg, PA 17101-1357

Matthew Eggerding, Esquire
2200 Energy Drive
Canonsburg, PA 15317
(412) 553-5786
meggerding@equitransmidstream.com

Equitrans’ attorneys are authorized to accept service on behalf of Equitrans. Equitrans requests that the Commission and all parties of record serve copies of all documents and Commission orders in the above-captioned proceedings upon Equitrans’ attorneys.

4. On November 13, 2018, Aqua America, Inc. (“Aqua America”), Aqua Pennsylvania, Inc. (“Aqua PA”), Aqua Pennsylvania Wastewater Inc. (“Aqua PA Wastewater”), Peoples Natural Gas and Peoples Gas Company LLC (“Peoples Gas”) (together with Peoples Natural Gas, the “Peoples Companies”) filed an application with the Commission seeking, among other things, all necessary Commission authorization for Aqua America to purchase the

Peoples Companies, the effect of which would be a change in the ownership of Peoples Natural Gas and Peoples Gas, public utilities regulated by this Commission (“Joint Application”).

5. Aqua America is a water and wastewater utility holding company that currently provides service through its operating subsidiaries, Aqua PA and Aqua PA Wastewater, to various classes of customers in designated service territories throughout Pennsylvania. Aqua PA and Aqua PA Wastewater are Commission-certificated operating public water and wastewater utilities that provide service to various classes of customers in designated service territories within Pennsylvania. *See Joint Application*, at Paragraphs 8 and 11-14.

6. The Peoples Companies are Commission-certificated operating public natural gas utilities that provide service to various classes of customers in designated service territories within Pennsylvania. *See Joint Application*, at Paragraphs 15-20.

7. As noted further below, Equitrans has a substantial and material interest in the outcome of this proceeding and needs to protect that interest by intervening in the Complaint Proceeding as described further below.

II. ELIGIBILITY TO INTERVENE

8. A person or entity’s eligibility to intervene in proceedings before this Commission is governed by the Commission’s regulations at 52 Pa. Code § 5.72. A proposed intervenor must demonstrate that it has a right to intervene or has an interest of such nature that intervention is necessary or appropriate to the proceeding. The requisite “right or interest” may be established by one of the following:

1. A right conferred by statute of the United States or the Commonwealth.
2. An interest which may be directly affected and which is not adequately represented by existing participants, and as to which the petitioner may be bound by the action of the Commission in the proceeding.

3. Another interest of such nature that participation of the petitioner may be in the public interest.

52 Pa. Code § 5.72.

9. By Notice published in the Pennsylvania Bulletin, the Commission set a deadline of December 31, 2018 for the filing of petitions to intervene in this proceeding.

10. As discussed further below, Equitrans has a direct interest in this proceeding that is not adequately represented by any other party.

III. EQUITRANS SATISFIES THE CRITERIA FOR INTERVENTION

11. Equitrans satisfies the criteria for intervention set forth in 52 Pa. Code §5.72(a)(2). The Peoples Companies are current customers of Equitrans pursuant to long-term transmission and storage service agreements with primary terms expiring in 2034. Equitrans delivers substantial volumes of natural gas directly into the Peoples Companies' distribution systems for ultimate delivery to consumers. Equitrans has a substantial and direct interest in understanding whether and to what extent the transaction underlying the Joint Application will impact one of Equitrans' largest customers or the long-term service agreements between Equitrans and the Peoples Companies.

12. Equitrans is also interested in assessing and monitoring the pipeline facilities between Equitrans and the Peoples Companies, and whether approval of the Joint Application will impact these facilities.

13. Therefore, Equitrans has a direct and substantial interest in this proceeding that cannot be adequately represented by the existing parties.

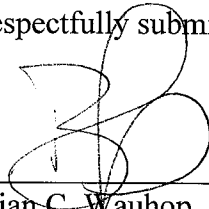
IV. CONCLUSION

14. Equitrans is prepared to participate in this proceeding in a manner that is consistent with the need to protect its interests and does not unduly interfere with the prompt adjudication of the proceeding. No party will be prejudiced by Equitrans' intervention in this proceeding, and this intervention is meritorious because of Equitrans' substantial, direct and material interest in the outcome of the issues described above.

15. Accordingly, for the reasons specified above, Equitrans requests that this Petition be granted.

WHEREFORE, Equitrans, L.P. respectfully requests that the Commissions grant this Petition to Intervene and such other relief as may be just and reasonable under the circumstances.

Respectfully submitted,



Brian C. Wauhop
P.A. I.D. No. 306695
BUCHANAN INGERSOLL & ROONEY PC
409 North Second Street, Suite 500
Harrisburg, PA 17101-1357
(717) 237-4975


Attorneys for Equitrans, L.P.

Dated: December 20, 2018

VERIFICATION

I, Matthew Eggerding, do hereby verify that the averments contained in the foregoing document are true and correct to the best of my knowledge, information and belief, and that I am authorized to sign this verification. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S.A. §4904 relating to unsworn declarations made to authorities.

Dated: December 20, 2018



Matthew Eggerding
Senior Counsel

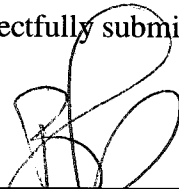
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| Purchase of All of LDC Funding LLC's | : | |
| Membership Interests by Aqua America Inc. | : | |
| | : | |

NOTICE OF APPEARANCE

Please enter the appearance of Brian C. Wauhop and Buchanan Ingersoll & Rooney, PC in the above-captioned proceeding on behalf of Equitrans, L.P. I am authorized to accept service on behalf of said party in this matter and request a copy of each document hereafter issued by the Commission in this proceeding.

Respectfully submitted,



Dated: December 21, 2018

Brian C. Wauhop
BUCHANAN INGERSOLL & ROONEY PC
409 North Second Street
Suite 500
Harrisburg, PA 17101-1357
(717) 237-4975

Attorney for Equitrans, L.P.

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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing documents have been served via email and/or First-Class mail *(unless other noted below)* upon the following persons, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a participant).

The Honorable Charles E. Rainey Jr.
Chief Administrative Law Judge
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400 North Street
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Pennsylvania Public Utility Commission
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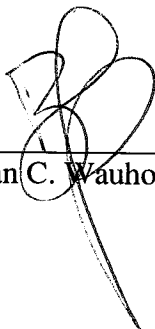
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(Counsel for Laborers' District Council of
Western Pennsylvania)

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(Counsel for Utility Workers Union
of America, Local 612)

DATE: December 21, 2018



Brian C. Wauhopp