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December 26, 2018

VIA ELECTRONIC FILING

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

RE: Joint Application of Aqua America Inc., Aqua Pennsylvania Inc., Aqua Pennsylvania Wastewater Inc., and Peoples Natural Gas Company LLC for All of the Authority and 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, and A-2018-3006063

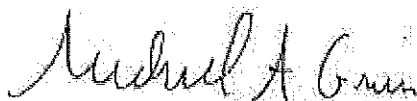
Dear Secretary Chiavetta:

Enclosed for filing is the Petition to Intervene of Duquesne Light Company ("Duquesne Light") in the above-captioned matter.

Copies of the Petition have been served in accordance with the attached Certificate of Service. Should you have any questions, please feel free to contact me.

Best Regards,

STEVENS & LEE



Michael A. Gruin

Enclosure

cc: Certificate of Service
Honorable Mary D. Long, Administrative Law Judge

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of Aqua America Inc., Aqua : Docket Nos. A-2018-3006061
Pennsylvania Inc., Aqua Pennsylvania : A-2018-3006062
Wastewater Inc., and Peoples Natural Gas : A-2018-3006063
Company LLC for All of the Authority and :
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 DUQUESNE LIGHT COMPANY

Pursuant to 52 Pa. Code §§5.71 – 5.74, and the notice published in the *Pennsylvania Bulletin* on December 1, 2018, Duquesne Light Company, by and through the undersigned counsel, submits this Petition to Intervene in the above-referenced matter and in support thereof respectfully avers as follows:

1. The Petitioner is Duquesne Light Company (“Duquesne Light”), a public utility and electric distribution company as defined in Sections 102 and 2803 of the Public Utility Code, 66 Pa. C.S.A. 102, 2803.
2. Duquesne Light furnishes electric service to approximately 590,000 customers throughout its certificated service territory, which includes portions of Allegheny and Beaver Counties and encompasses approximately 817 square miles.
3. Duquesne Light is a customer of Peoples Natural Gas and receives natural gas services from Peoples Natural Gas at the following locations:

Site	Address
Woods Run Building 5	2833 New Beaver Ave, Pittsburgh 15233
Woods Run Building 6	2825 New Beaver Ave, Pittsburgh 15233

Preble Service Center	2645 New Beaver Ave, Pittsburgh 15233
New Manchester	2515 Preble Ave, Pittsburgh 15233
Seymour Street	1800 Seymour St, Pittsburgh 15233
McKeesport Service Center	270 Center St, McKeesport 15132

4. Duquesne Light is represented in this matter by the following counsel:

David T. Fisfis, Esquire
Vice President, General Counsel & Corporate Secretary
Tishekia E. Williams, Esquire
Assistant General Counsel, Regulatory
Duquesne Light Company
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Linda R. Evers (PA ID No. 81428)
Stevens & Lee
111 N. Sixth Street
Reading, PA 19601
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email: lre@stevenslee.com

The Company requests that the Commission and all parties of record serve copies of all discovery requests and answers, correspondence, Commission Orders and any documents issued in this proceeding on counsel for Duquesne Light at the above addresses.

5. On November 13, 2018, Aqua America, Inc. (“Aqua America”) and its subsidiaries, Aqua Pennsylvania, Inc. (“Aqua PA”) and Aqua Pennsylvania Wastewater, Inc. (“Aqua PA

Wastewater”) and the Peoples Natural Gas Company, LLC (“Peoples Natural Gas”) and Peoples Gas Company, LLC (“Peoples Gas”) (collectively the “Applicants”) filed a Joint Application requesting all necessary approvals from the Pennsylvania Public Utility Commission (“Commission”) to authorize the change in control of Peoples Natural Gas and Peoples Gas (collectively, the “Peoples Companies”) to Aqua America.

6. Notice of the Joint Application was published in the Pennsylvania Bulletin on December 1, 2018.

7. The Commission’s regulations at 52 Pa. Code § 5.72(a) provide that “A petition to intervene may be filed by a person claiming a right to intervene or an interest of such nature that intervention is necessary or appropriate to the administration of the statute under which the proceeding is brought. The right or interest may be one of the following:

- a. A right conferred by statute of the United States or of the Commonwealth.
- b. 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.
- c. Another interest of such nature that participation of the petitioner may be in the public interest.

8. Duquesne Light meets the standard for intervention because it’s interest may be directly affected by the proposed transaction and is not adequately represented by existing participants.

9. Duquesne Light seeks to intervene in this proceeding in order to address issues related to, *inter alia*:

- How the proposed change in control will impact the Peoples Companies’ distribution rates, reliability, customer service, and quality of service
- Whether the proposed change in control will provide affirmative benefits to the Peoples Companies’ customers

10. Duquesne Light may identify other issues of concern which may arise as the proceeding develops, and reserves the right to address such issues as they arise.

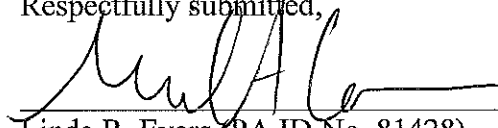
11. The interests of Duquesne Light are not adequately represented by any other participant in this proceeding, the outcome of which will be binding upon Duquesne Light.

12. As a customer of the Peoples Companies, and in light of the substantial economic and employment benefit that Duquesne Light provides throughout Allegheny County and the surrounding region, including within the service territory of the Peoples Companies, Duquesne Light has a direct and substantial interest in this proceeding, and Duquesne Light's participation is in the public interest.

13. Duquesne Light requests that it be permitted to intervene as a party in order to adequately represent and protect its interests in this proceeding.

WHEREFORE, Duquesne Light Company respectfully requests that its Petition to Intervene be granted and that it be accorded full party status in the above-captioned proceeding.

Respectfully submitted,



Linda R. Evers (PA ID No. 81428)

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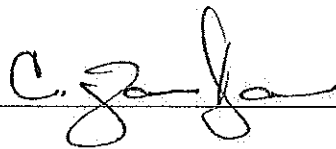
**BEFORE THE
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Company LLC for All of the Authority and	:	
Necessary Certificates of Public Convenience to	:	
Approve a Change in Control of Peoples	:	
Natural Gas Company LLC and Peoples Gas	:	
Company, LLC by Way of the Purchase of All	:	
of LDC Funding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

VERIFICATION

I, C. James Davis, holding the title Director, Rates, Energy Procurement, and FERC/RTO Affairs with Duquesne Light Company, hereby state that the facts set forth in the foregoing Petition to Intervene of Duquesne Light Company are true and correct to the best of my knowledge, information and belief, and that I expect to be able to prove the same at a hearing if held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

Date: December 26, 2018



**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of Aqua America Inc., Aqua
Pennsylvania Inc., Aqua Pennsylvania Wastewater
Inc., and Peoples Natural Gas Company LLC for
All of the Authority and Necessary Certificates of
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Membership Interests by Aqua America Inc.

Docket Nos. A-2018-3006061
A-2018-3006062
A-2018-3006063

CERTIFICATE OF SERVICE

I hereby certify that on this 26th day of December, 2018, copies of the foregoing Petition to Intervene have been served upon the persons listed below via Electronic Mail and First Class U.S. Mail in accordance with the requirements of 52 Pa. Code Sections 1.54 and 1.55.

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(Counsel for Peoples)

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Mechanicsburg, PA 17050
(*Counsel for U.S. Steel*)



DATE: December 26, 2018

Michael A. Gruin