



Todd S. Stewart
Office: 717 236-1300 x242
Direct: 717 703-0806
tsstewart@hmslegal.com

100 North Tenth Street, Harrisburg, PA 17101 Phone: 717.236.1300 Fax: 717.236.4841 www.hmslegal.com

December 31, 2018

VIA ELECTRONIC FILING

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, Filing Room
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, and A-2018-3006063; **PETITION TO INTERVENE OF THE NATURAL GAS SUPPLIER PARTIES AND THE RETAIL ENERGY MARKETERS ASSOCIATION**

Dear Secretary Chiavetta:

Enclosed for electronic filing with the Commission is the Answer of the Natural Gas Supplier Parties to the Office of Consumer Advocate's Petition for Reconsideration in the above-captioned docket. Copies of the Answer have been served in accordance with the attached Certificate of Service.

Thank you for your attention to this matter. If you have any questions related to this filing, please do not hesitate to contact my office.

Very truly yours,

Todd S. Stewart
*Counsel for Natural Gas Supplier Parties and The
Retail Energy Supply Association*

TSS/jld
Enclosure

cc: The Honorable Mary D. Long
Per Certificate of Service

CERTIFICATE OF SERVICE

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

VIA ELECTRONIC AND FIRST CLASS MAIL

The Honorable Mary D. Long
Administrative Law Judge
Pennsylvania Public Utility Commission
Piatt Place
301 5th Avenue, Suite 200
Pittsburgh, PA 15222
malong@pa.gov

Michael W. Hassell, Esquire
Michael W. Gang, Esquire
Garrett P. Lent, Esquire
Post & Schell, P.C.
17 North Second Street, 12th Fl.
Harrisburg, PA 17101
mhassell@postschell.com
mgang@postschell.com
glent@postschell.com
Counsel for Aqua

J.D. Moore, Esquire
Christine M. Hoover, Esquire
Darryl A. Lawrence, Esquire
Harrison W. Breitman, Esquire
Office of Consumer Advocate
555 Walnut Street
5th Floor Forum Place
Harrisburg, PA 17101-1923
JMoore@paoca.org
CHoover@paoca.org
DLawrence@paoca.org
HBreitman@paoca.org

Melvin L. Vatz, Esquire
247 Fort Pitt Blvd. 4th Floor
Pittsburgh, PA 15222
mvatz@vatzlaw.com
Counsel for Laborers' Dist. Council of W. PA

Carrie Wright, Esquire
Erica L. McLain, Esquire
Pennsylvania Public Utility Commission
Bureau of Investigation & Enforcement
PO Box 3265
Harrisburg, PA 17105-3265
carwright@pa.gov
ermclain@pa.gov

Kimberly A. Joyce, Esquire
Alexander R. Stahl, Esquire
Aqua America, Inc.
762 West Lancaster Avenue
Bryn Mawr, PA 19010
kajoyce@aquaamerica.com
astahl@aquaamerica.com
Counsel for Aqua

David P. Zambito, Esquire
Jonathan P. Nase, Esquire
Cozen O'Connor
17 North Second Street, Suite 1410
Harrisburg, PA 17101
dzambito@cozen.com
jnase@cozen.com
Counsel for Peoples

William H. Roberts II, Esquire
Peoples Natural Gas Company, LLC
375 North Shore Drive
Pittsburg, PA 15212
William.h.robertsii@people-gas.com
Counsel for Peoples

Brian Petrusk, Esquire
LiUNA, Mid-Atlantic Region
11951 Freedom Drive, Suite 310
Reston, VA 20190
bpetruska@maliuna.org
Counsel for Laborers' Dist. Council of W. PA

Kevin J. Moody, Esquire
PA Independent Oil & Gas Association
212 Locust Street, Suite 300
Harrisburg, PA 17101
kevin@pioga.org
Counsel for PIOGA

Derrick P. Williamson, Esquire
Barry A. Naum, Esquire
Spilman Thomas & Battle, PLLC
1100 Bent Creek Blvd., Suite 101
Mechanicsburg, PA 17050
dwilliamson@spilmanlaw.com
bnaum@spilmanlaw.com
Counsel for U.S. Steel

Brian C. Wauhop, Esquire
Buchanan Ingersoll & Rooney, PC
409 North Second Street, Suite 500
Harrisburg, PA 17101
Brian.wauhop@bipc.com
Counsel for Equitrans

Matthew Eggerding, Esquire
2200 Energy Drive
Canonsburg, PA 15317
meggerding@equitransmidstream.com
Counsel for Equitrans

Erin K. Fure, Esquire
Office of Small Business Advocate
300 North Second Street, Suite 202
Harrisburg, PA 17101
efure@pa.gov

Scott J. Rubin, Esquire
333 Oak Lane
Bloomsburg, PA 17815
Scott.j.rubin@gmail.com
Counsel for UWUA

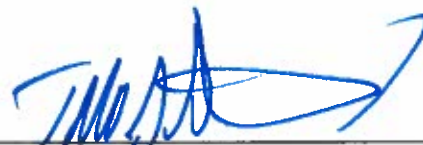
David T. Fisfis, Esquire
Tishekia E. Williams, Esquire
Duquesne Light Company
411 Seventh Avenue
Pittsburgh, PA 15219
dfisfis@duqlight.com
twilliams@duqlight.com
Counsel for Duquesne

Michael A. Gruin, Esquire
Stevens & Lee
17 North Second Street, 16th Floor
Harrisburg, PA 17101
mag@stevenslee.com
Counsel for Duquesne

Linda R. Evers, Esquire
Stevens & Lee
111 N. 6th Street
Reading, PA 19601
lre@stevenslee.com
Counsel for Duquesne

Elizabeth R. Marx, Esquire
Kadeem G. Morris, Esquire
Patrick M. Cicero, Esquire
John W. Sweet, Esquire
Pennsylvania Utility Law Project
118 Locust Street
Harrisburg, PA 17101
pulp@palegalaid.net
Counsel for CAUSE-PA

DATED: December 31, 2018



Todd S. Stewart

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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	:	Docket No. A-2018-3006061
Necessary Certificates of Public Convenience	:	A-2018-3006062
to Approve a Change in Control of Peoples	:	A-2018-3006063
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 THE NATURAL GAS SUPPLIER PARTIES
AND THE RETAIL ENERGY MARKETERS ASSOCIATION**

TO THE HONORABLE MARY D. LONG

NOW COME the Natural Gas Supplier Parties (“NGS Parties”)¹ and The Retail Energy Supply Association, (“RESA”)²(collectively “NGS/RESA”) by and through counsel, Hawke McKeon & Sniscak, LLP, and hereby petition to intervene in the above-captioned request for approval for Aqua America, Inc. (“Aqua”) to assume control of the Peoples Natural Gas Companies, LLC and Peoples Gas Company LLC (“Peoples”) by purchasing all of the

¹ For purposes of this proceeding, the NGS Parties include Dominion Energy Solutions, Inc. (“DES”) and Shipley Choice LLC d/b/a Shipley Energy (“Shipley”).

² The viewpoints expressed in this filing represent the position of the Retail Energy Supply Association (RESA) as an organization but may not represent the views of any particular member of the Association. Founded in 1990, RESA is a broad and diverse group of more than twenty retail energy suppliers dedicated to promoting efficient, sustainable and customer-oriented competitive retail energy markets. RESA members operate throughout the United States delivering value-added electricity and natural gas service at retail to residential, commercial and industrial energy customers. More information on RESA can be found at www.resausa.org.

membership interests thereof. As stated more completely below, NGS/RESA have serious concerns regarding the acquisition of what amounts to three natural gas distribution company (“NGDC”) service territories by an organization, that while a sizable public utility, is largely an infrastructure company and a company with no experience in the natural gas commodity market.

On or about November 13, 2018, Aqua and Peoples filed a Joint Application for approval of the above noted transaction. By Secretarial Letter dated November 19, 2018, interested parties were instructed to file Petitions to Intervene and other similar pleadings no later than December 31, 2018. Finally, by Notice issued December 21, 2018, this matter was assigned to Presiding Administrative Law Judge Mary D. Long and set for a telephonic prehearing conference on January 18, 2019. NGS/RESA have previously participated in Peoples’ proceedings before this Commission and possess the requisite standing to participate in this proceeding as discussed below.

1. RESA is a trade association of more than 20 competitive suppliers of energy, and has standing as an association, to represent the collective interest of its members in proceedings that address such issues; and, such participation is otherwise in the public interest. 52 Pa. Code § 5.41, *et seq.* RESA’s unique interest cannot adequately be represented by any other party. As discussed below, there are several competitive market concerns at issue in this proceeding, with the potential for more to be realized as discovery proceeds.

2. The NGS Parties are an ad hoc group of NGSs that currently serve or expect to soon serve customers in most of the NGDC service territories in Pennsylvania and in Peoples in particular.

3. As NGSs that serve customers in Pennsylvania, NGS/RESA has experience in competitive markets and has a direct interest in the future structure of the market in western

Pennsylvania, which includes the three Peoples entities at issue in this proceeding. Initially, NGS/RESA is concerned with the notion of an infrastructure company, such as Aqua, being responsible for the operation of three NGDCs and the exposure to commodity markets that necessarily follows. NGS/RESA intend to advocate for a post-merger structure that addresses these concerns along with operational issues that are of concern to particular members of the coalition.

4. NGS/RESA's participation will further the public interest by providing a voice for the natural gas suppliers that participate in its service territory. NGS/RESA's intervention in this proceeding satisfies the requirements of 52 Pa. Code § 52.72(a) in that it has "[a]n 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"; and, because it will promote the public interest.

Accordingly, NGS/RESA request that their intervention in this proceeding be granted and that they be afforded full party status.

Respectfully submitted,



Todd S. Stewart
Attorney I.D. No. 75556
Hawke McKeon & Sniscak, LLP
100 North Tenth Street
Harrisburg, PA 17101
Telephone: 717-236-1300
Facsimile: 717-236-4841
tsstewart@hmslegal.com

DATED: December 31, 2018

*Counsel for Natural Gas Supplier Parties
and The Retail Energy Supply Association*