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January 16, 2019

Rosemary Chiavetta, Secretary
Pa. Public Utility Commission
P.O. Box 3265
Harrisburg PA 17105-3265

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

Dear Secretary Chiavetta:

Enclosed for filing in the above-referenced proceeding please find the Prehearing
Memorandum of Utility Workers Union of America, Local 612.

The document is being served on all parties of record, and was filed electronically with
the Commission on this date.

Sincerely,



Enclosure

cc: Mary K. Long, Administrative Law Judge
All parties of record

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 Necessary Certificates of Public	:	Docket No. A-2018-3006061
Convenience to Approve a Change in Control of	:	Docket No. A-2018-3006062
Peoples Natural Gas Company LLC, and Peoples	:	Docket No. A-2018-3006063
Gas Company LLC By Way of the Purchase of	:	
All of LDC Funding LLC's Membership Interests	:	
by Aqua America, Inc.	:	

PREHEARING MEMORANDUM OF
UTILITY WORKERS UNION OF AMERICA, LOCAL 612

In accordance with the Administrative Law Judge's Prehearing Conference Order dated January 4, 2019, and 52 Pa. Code § 5.222(d)(1), Utility Workers Union of America, Local 612 ("UWUA"), hereby files this Prehearing Memorandum and provides the following information to the Administrative Law Judge and the parties to this proceeding.

Procedural History: UWUA filed a Petition to Intervene on December 11, 2018.

Issues: UWUA has reviewed the exhibits and testimony filed by the Joint Applicants. At this stage, UWUA has not yet identified any specific issues on which it would file direct testimony. UWUA will focus its attention on issues that could have a direct and substantial impact on its members. This will include, but not be limited to, the "effect of the proposed ... acquisition ... on the employees of the natural gas distribution company and on any authorized collective bargaining agent representing those employees" which the Commission is required to consider. 66 Pa. C.S. § 2210(a)(2).

UWUA also will carefully examine other issues that may affect its members, such as any effects of the proposed transaction on the safety and reliability of service. UWUA has not determined the extent to which it will need to participate in order to represent the interests of its members, but it will pursue these issues, as necessary, through discovery, cross-examination, direct and rebuttal testimony, and the filing of briefs and other pleadings, as required to protect its interests.

Witnesses: UWUA has not identified the need for, or identity of, any witnesses at this time. If it is determined that a witness is necessary, UWUA will notify the Administrative Law Judge and parties as soon as that person is identified.

Discovery: UWUA has initiated discovery by serving its first set of interrogatories and requests for production of documents. Responses are not yet due to those requests. UWUA is not requesting any modifications to the Commission's discovery rules, but it reserves the right to do so if an expedited schedule is adopted for this proceeding.

Representation: UWUA requests that its entry on the service list be for its attorney listed below. Pursuant to 52 Pa. Code § 1.54(b)(3), UWUA consents to the electronic service of all documents at the e-mail address shown below.

Schedule: Counsel for UWUA will work with counsel for other parties and the Administrative Law Judge to develop a schedule for this proceeding. UWUA notes that the Purchase Agreement dated as of October 22, 2018, by and between LDC Parent LLC, as Seller and Aqua America, Inc., as Buyer, ("Purchase Agreement") provides that regulatory approvals must be received by April 22, 2020. Aqua America described this provision on page 3 of its October 22, 2018, Form 8-K filed with the U.S. Securities and

Exchange Commission, as follows: “The Purchase Agreement may be terminated at any time prior to the closing by mutual written consent of the Company and Seller, or by either party in the event the Acquisition is not completed by October 22, 2019 (subject to extension to April 22, 2020 to obtain necessary regulatory approvals) (the “Outside Date”), and in other customary circumstances.”

Allegedly Confidential Information: As UWUA noted in its Petition to Intervene, the Joint Applicants have stated that their entire Purchase Agreement is “highly confidential” and that no public version is available. This is not accurate. Aqua America publicly filed the full text of the Purchase Agreement (excluding schedules) as an attachment to its October 22, 2018, Form 8-K filed with the U.S. Securities and Exchange Commission. UWUA respectfully requests, therefore, that the Administrative Law Judge direct the Joint Applicants to remove the “highly confidential” designation from the body of the Purchase Agreement (excluding schedules) and to publicly file the same with the Commission. The Purchase Agreement has been marked by the Joint Applicants twice: Appendix A to the Application and Exhibit DJS-2.

Respectfully submitted,



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Counsel for UWUA Local 612

Dated: January 16, 2019

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of **Prehearing Memorandum of Utility Workers Union of America, Local 612**, upon the following parties by electronic mail (where an email address is shown) and first-class mail.

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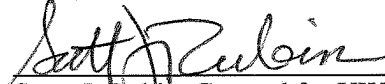
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Jan. 16, 2019
Date



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