

BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Joint Application of Aqua America, Inc. for	:	
approval to acquire ownership of Peoples	:	
Natural Gas Company LLC, Peoples Natural	:	
Gas Company LLC-Equitable Division, and	:	
Peoples Gas Company LLC, through the	:	
purchase of LDC Funding LLC. LDC	:	Docket Nos. A-2018-3006061
Funding LLC is the indirect parent of Peoples	:	A-2018-3006062
Natural Gas Company LLC, Peoples Natural	:	A-2018-3006063
Gas Company LLC-Equitable Division and	:	
Peoples Gas Company LLC. Under the	:	
proposed transaction, LDC Funding LLC will	:	
become a direct subsidiary of Aqua America,	:	
Inc.	:	

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**PREHEARING CONFERENCE MEMORANDUM  
OF THE  
PENNSYLVANIA INDEPENDENT OIL & GAS ASSOCIATION**

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**To the Honorable Mary D. Long, Administrative Law Judge:**

Pursuant to Section 333 of the Public Utility Code, 66 Pa.C.S. § 333, and Your Honor's Prehearing Conference Order dated January 4, 2019, the Pennsylvania Independent Oil & Gas Association (PIOGA) submits this prehearing conference memorandum.

**BRIEF HISTORY OF PROCEEDINGS**

On November 13, 2018, Aqua America, Inc., Aqua Pennsylvania, Inc., Aqua Pennsylvania Wastewater, Inc. (Aqua), Peoples Natural Gas Company LLC, and Peoples Gas Company LLC (Peoples Companies) (collectively, "Applicants") filed an application seeking approval of the Pennsylvania Public Utility Commission (PUC) of the change in control of Peoples as well as all other approvals and certificates appropriate, customary or necessary under

the Public Utility Code to carry out the acquisition. On December 21, 2018, PIOGA filed and served its petition to intervene in this proceeding.

### **SERVICE LIST**

PIOGA's entry on the service list is:

Kevin J. Moody, Esquire  
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### **WITNESS AND SUBJECT MATTER OF TESTIMONY**

PIOGA has not yet determined whether it will present witnesses or the specific subject matter of any testimony to address the issues identified below or the issues that may be raised by other parties.

### **ISSUES TO BE ADDRESSED**

Within the context of determining whether this acquisition is in the public interest, PIOGA intends to address how the change in control of the Peoples Companies from investment management entities to a holding company that provides regulated public utility water and wastewater services through its operating subsidiaries will affect the operations of the Peoples Companies and its services to PIOGA member producers and therefore also to the customers of the Peoples Companies, including programs intended to maintain or increase the availability and throughput of Pennsylvania natural gas on the Peoples' pipeline systems, and their pipeline replacement and abandonment programs. PIOGA reserves the right to identify, address and raise other issues that may affect PIOGA's interests as well as to address issues raised by other parties that may affect PIOGA's interests.

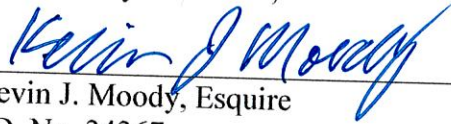
**PROPOSED LITIGATION SCHEDULE**

PIOGA will cooperate with the parties and Your Honor to establish a reasonable litigation schedule to adjudicate this proceeding.

**MODIFICATION OF DISCOVERY RULES**

PIOGA is amenable to reasonable modifications to the Commission's discovery rules as has become customary to accommodate reduced response times and email service and other concerns that arise.

Respectfully submitted,



Kevin J. Moody, Esquire

I.D. No. 34367

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Dated: January 17, 2019

## CERTIFICATE OF SERVICE

I hereby certify that I have this day, January 17, 2019, served a true and correct copy of PIOGA's Prehearing Memorandum upon the parties listed below in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a party).

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A handwritten signature in blue ink that reads "Kevin J. Moody". The signature is written in a cursive style and is positioned above a horizontal line.

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