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January 17, 2019

VIA ELECTRONIC FILING

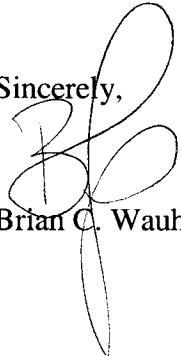
Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120

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 for electronic filing please find Equitrans, L.P.'s Prehearing Conference Memorandum with regard to the above-referenced matter. Copies will be served in accordance with the attached Certificate of Service.

Sincerely,



Brian C. Wauhop

Enclosure

cc: Hon. Mary D. Long w/enc.
Certificate of Service

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of Aqua America Inc., Aqua : A-2018-3006061
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 by :
Way of the Purchase of All of LDC Funding LLC's :
Membership Interests by Aqua America Inc. :

Joint Application of Aqua America Inc., Aqua : A-2018-3006062
Pennsylvania Inc., Aqua Pennsylvania Wastewater :
Inc., and Peoples Natural Gas Company LLC :
Equitable Division for All of the Authority and :
Necessary Certificates of Public Convenience to :
Approve a Change in Control of Peoples Natural :
Gas Company LLC Equitable Division by Way of :
the Purchase of All of LDC Funding LLC's :
Membership Interests by Aqua America Inc. :

Joint Application of Aqua America Inc., Aqua : A-2018-3006063
Pennsylvania Inc., Aqua Pennsylvania Wastewater :
Inc., and Peoples Gas Company LLC for All of the :
Authority and Necessary Certificates of Public :
Convenience to Approve a Change in Control of :
Peoples Gas Company LLC by Way of the :
Purchase of All of LDC Funding LLC's :
Membership Interests by Aqua America Inc. :

**PREHEARING CONFERENCE MEMORANDUM
OF EQUITRANS, L.P.**

TO THE HONORABLE ADMINISTRATIVE LAW JUDGE ANGELA T. JONES:

Equitrans, L.P. (“Equitrans”) hereby submits this Prehearing Conference Memorandum in accordance with 52 Pa. Code § 5.222 of the regulations of the Pennsylvania Public Utility Commission (“Commission”) and the Prehearing Conference Order of the Administrative Law Judge (“ALJ”) dated January 4, 2019.

I. PROCEDURAL HISTORY

On November 13, 2018, Aqua America, Inc. (“Aqua America”), Aqua Pennsylvania, Inc. (“Aqua PA”), Aqua Pennsylvania Wastewater Inc. (“Aqua PA Wastewater,” collectively with the other Aqua entities, “Aqua”), 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 (“Joint Applicants”), 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”).

On December 7, 2018, the Office of Small Business Advocate (“OSBA”) filed a Notice of Intervention.

On December 10, 2018, OSBA served discovery upon the Joint Applicants in the form of Interrogatories, Set I.

On December 11, 2018, the Utility Workers of America, Local 612 filed a Petition to Intervene. That same day, the Commission’s Bureau of Investigation and Enforcement (“BIE”) filed notices of appearance.

On December 19, 2018, the Laborer’s District Council of Western Pennsylvania filed a Petition to Intervene. That same day, the Pennsylvania Office of Consumer Advocate (“OCA”) filed a Protest and Public Statement regarding the Joint Application.

On December 20, 2018, the Joint Applicants served separate objections and responses to OSBA’s Interrogatories, Set I.

On December 21, 2018, Equitrans, the Pennsylvania Independent Oil and Gas Association and United States Steel Corporation each filed separate Petitions to Intervene.

On Decemebr 21, 2018, a Pre-hearing Conference Notice was issued scheduling an Initial Call-in Telephonic Prehearing Conference on January 18, 2019 at 10:00a.m.

On December 26, 2018, Duquesne Light Company filed a Petition to Intervene.

On December 27, 2018, CAUSE-PA filed a Petition to Intervene.

On December 28, 2018, OSBA filed Motions to Compel Responses and Dismiss Objections to its Interrogatories, Set I.

On December 31, 2018, Direct Energy filed a Petition to Intervene. That same day, Dominion Energy, Shipley Choice and the Retail Energy Supply Association filed a Petition to Intervene.

On December 31, 2018, Aqua filed responses to certain OSBA discovery requests, noting in the response materials that were confidential or highly confidential.

On January 2, 2019, BIE served Interrogatories.

On January 2, 2019, the Peoples Companies filed an Answer to OSBA's Motions to Compel.

On January 3, 2019, Aqua filed its Answer to OSBA's Motions to Compel.

On January 3, 2019, Administrative Law Judge Mary D. Long ("ALJ") issued an Interim Order on Motions to Compel holding disposition of the motions in abeyance and directing the parties to meet and discuss discovery issues. The January 3, 2019 Interim Order explained that any unresolved discovery issues would be disposed by order following the January 18, 2019 prehearing conference.

On January 4, 2019, the ALJ issued a Prehearing Conference Order outlining, among other things, that prehearing conference memoranda from full service list participants were due on January 17, 2018.

II. SERVICE OF DOCUMENTS

Equitrans requests that all documents be served on:

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Equitrans agrees to receive electronic service of documents in this proceeding and does not require hard copies follow. If materials are disseminated electronically, it is requested that copies be sent to brian.wauhopp@bipc.com and meggerding@equitransmidstream.com.

III. DISCOVERY

Initial discovery has taken place in this matter. However, Equitrans has not been provided with copies of any material exchanged. Equitrans is unable to state whether and to what extent it will need to engage in discovery until it reviews and evaluates the materials already exchanged in this matter (and future requests and responses). Likewise, Equitrans is equally unable to state whether and to what extent it will need to engage in discovery until it reviews and evaluates any testimony that may be submitted by any of the Joint Applicants or other intervenors or protestants in this matter. At this time, Equitrans proposes no modifications to the discovery rules that are set forth in the Commission's regulations at 52 Pa. Code §§ 5.321-5.372.

IV. TESTIMONY

Equitrans proposes that all testimony offered in this proceeding be in written question and answer form and served on the presiding ALJ and all parties well in advance of the scheduled evidentiary hearings to allow timely and complete discovery and adequate time to prepare cross-examination. In addition, Equitrans requests that all parties be directed to comply with the Commission's requirements at 52 Pa. Code § 5.412 governing the preparation and service of written testimony. These requirements include, but are not limited to, that written testimony be accompanied by all exhibits to which it relates and marked with numerical, sequential statement numbers.

V. PROPOSED SCHEDULE

To facilitate the timely conduct and conclusion of this proceeding, Equitrans has no objection to discussing a proposed schedule with the Joint Applicants and other parties.

VI. WITNESSES

At this time, Equitrans has not determined whether it will present a witness or provide testimony in this matter. However, Equitrans reserves the right to do so in the event issues or matters are raised that implicate the interests Equitrans seeks to protect. Equitrans will provide a witness list and testimony should that situation arise.

VII. ISSUES

The central issue in this matter appears to be whether the Joint Application satisfies the well-established legal standards applicable to Public Utility Code Chapter 11 governing the change of control of a public utility.

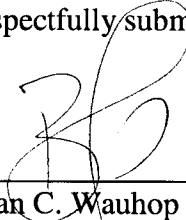
VIII. PROTECTION OF CONFIDENTIAL INFORMATION

To the extent submission of such material on Equitrans' part is necessary, Equitrans will only provide it on a restricted basis in accordance with any Protective Order that may be issued in this proceeding in accordance with the applicable Commission regulations.

IX. SETTLEMENT

Equitrans is willing to engage in settlement discussions with the parties, with the objective of achieving a mutually acceptable resolution of this matter, subject to the Commission's approval.

Respectfully submitted,



Dated: January 17, 2019

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CERTIFICATE OF SERVICE

I hereby certify that this day I served a copy of Equitrans, L.P.'s Prehearing Memorandum upon the persons listed below in the manner indicated in accordance with the requirements of 52 Pa. Code § 1.54.

Via Email and/or First Class Mail

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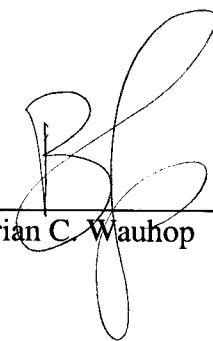
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Date: January 17, 2019



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