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February 11, 2019

VIA E-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., 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:

On behalf of Equitrans, L.P., please find enclosed for electronic filing an Amended Motion to Dismiss Objections and Compel Answers ("Motion") to include the Notice to Plead that was inadvertently omitted from the Motion filed on February 8, 2019, in the above-captioned proceeding.

Copies have been served on all parties as indicated in the attached Certificate of Service.

Very truly yours,


Tanya C. Leshko

TCL/tlg
Enclosure
cc: Certificate of Service

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of Aqua America Inc., Aqua	:	
Pennsylvania Inc., Aqua Pennsylvania	:	
Wastewater Inc., and Peoples Natural Gas	:	Docket No. A-2018-3006061
Company LLC for all of the Authority and	:	Docket No. A-2018-3006062
Necessary Certificates of Public Convenience	:	Docket No. A-2018-3006063
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.	:	

CERTIFICATE OF SERVICE

I hereby certify that this day I served a copy of the foregoing document upon the persons listed below in the manner indicated in accordance with the requirements of 52 Pa. Code § 1.54.

Via Email and First Class Mail

Honorable Mary D. Long
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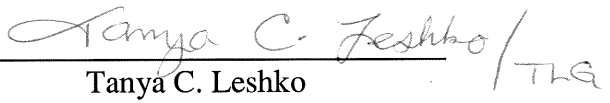
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Date: February 11, 2019



Tanya C. Leshko

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Administrative Law Judge
Mary D. Long

Joint Application of Aqua America Inc., Aqua :
Pennsylvania Inc., Aqua Pennsylvania :
Wastewater Inc., and Peoples Natural Gas : Docket No. A-2018-3006061
Company LLC for all of the Authority and : Docket No. A-2018-3006062
Necessary Certificates of Public Convenience : Docket No. A-2018-3006063
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. :

NOTICE TO PLEAD

TO: David P. Zambito
Jonathan P. Nase
Cozen O'Connor
17 North Second Street, Suite 1410
Harrisburg, PA 17101

You are hereby notified that the attached Motion to Dismiss Objections and Compel Answers to Interrogatories and Requests Production of Documents, and Requests for Admission ("Motion") states that the response period for this Motion is shortened to three (3) business days from service of this Notice, in accordance with the Prehearing Order signed on January 24, 2019 by presiding Administrative Law Judge Mary D. Long. If you do not file a timely written response to the enclosed Motion, the presiding Administrative Law Judge may rule on this Motion without further input.

File with:

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
P.O. Box 3265
Harrisburg, PA 17105-3265

With a copy to:

Tanya C. Leshko
Alan M. Seltzer
Buchanan Ingersoll & Rooney, PC
409 North Second Street, Suite 500
Harrisburg, PA 17101

Dated: February 11, 2019



Tanya C. Leshko, Esquire

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of Aqua America Inc., Aqua	:	
Pennsylvania Inc., Aqua Pennsylvania	:	
Wastewater Inc., and Peoples Natural Gas	:	Docket No. A-2018-3006061
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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.	:	

**AMENDED MOTION OF EQUITRANS, L.P. TO DISMISS OBJECTIONS OF
PEOPLES NATURAL GAS COMPANY LLC AND PEOPLES GAS COMPANY LLC
AND TO COMPEL ANSWERS TO INTERROGATORIES AND REQUESTS FOR
PRODUCTION OF DOCUMENTS AND THE REQUESTS FOR ADMSSION
DIRECTED TO THE JOINT APPLICANTS**

Pursuant to Section 5.342(g) of the Pennsylvania Public Utility Commission's ("PUC" or "Commission") regulations, 52 Pa. Code § 5.342(g), Equitrans, L.P. ("Equitrans") hereby files this Motion to Dismiss Objections and Compel Answers to Interrogatories and the Production of Documents, and Requests for Admission ("Motion") in the above-captioned proceeding. In support of this Motion, Equitrans represents as follows:

I. INTRODUCTION AND BACKGROUND

1. On November 13, 2018, Peoples Natural Gas Company LLC, Peoples Natural Gas Company LLC – Equitable Division, and Peoples Gas Company LLC, (collectively, "Peoples") together with Aqua America, Inc., Aqua Pennsylvania, Inc., and Aqua Pennsylvania Wastewater, Inc. (collectively, "Aqua")¹ filed with the Commission a joint application for all of the authority and necessary certificates of public convenience to approve a change in control of

¹ Aqua and Peoples are referred to herein as the "Joint Applicants."

Peoples by way of the purchase of all of LDC Funding LLC’s membership interests in Peoples by Aqua America Inc. (“Joint Application”). Numerous parties, including Equitrans, filed Petitions to Intervene in the proceeding, which were granted by Administrative Law Judge Mary D. Long (“ALJ”).

2. Equitrans served Interrogatories and Requests for Production of Documents-Set I and Requests for Admission-Set I (collectively, “Discovery Requests”), directed to the Joint Applicants on February 1, 2019. In accordance with 52 Pa. Code Section 5.342(g), the Discovery Requests are attached hereto as Exhibit A.

3A. Although Peoples and Equitrans were unable to discuss orally the alleged objections to the Discovery Requests within the time period specified by the ALJ in the Prehearing Order dated January 24, 2019 (“Prehearing Order”), on February 6, 2019, Peoples submitted timely written Objections to the entirety of the Discovery Requests. In accordance with 52 Pa. Code Section 5.342(g), the Objections are attached hereto as Exhibit B.

3. Equitrans hereby files this Motion in accordance with the Prehearing Order, and requests that the Joint Applicants be directed to timely respond to all of the Discovery Requests for the reasons specified below. Peoples’ Objections to the Discovery Requests are meritless.

II. ARGUMENT

4. Peoples alleges in conclusory fashion that *all* of the information sought by Equitrans in the Discovery Requests is exempt from discovery, on the grounds that the Discovery Requests seek information not relevant to the issues to be addressed in this proceeding and not likely to lead to the discovery of admissible evidence. Although Peoples restated some of the Discovery Requests in its Objections, the Objections are essentially a blanket objection on the basis of relevance to the Discovery Requests in their entirety. As discussed more fully

herein, Peoples has not even attempted to meet the high standard of proving Equitrans' Discovery Requests are irrelevant or beyond the proper scope of permissible discovery in this proceeding. Because the Objections are unspecific, as noted above, this Motion appends rather than repeats the Discovery Requests in their entirety.

5. Under the Commission's regulations, "a party may obtain discovery **regarding any matter**, not privileged, which is relevant to the subject matter involved in the pending action, whether it relates to the claim or defense of the party seeking discovery or to the claim or defense of another party, including the existence, description, nature, content, custody, condition and location of any books, documents, or other tangible things and the identity and location of persons having knowledge of a discoverable matter." 52 Pa. Code 5.321(c) (Emphasis added). Further, "[i]t is not ground for objection that the information sought will be inadmissible at hearing if the information sought appears reasonably calculated to lead to the discovery of admissible evidence." *Id.* The Commonwealth Court has further reinforced the broad scope of discoverable information, stating that "relevancy should be interpreted broadly and liberally, and any doubts regarding the relevancy of subject matter should be resolved in favor of relevancy." *Koken v. One Beacon Ins. Co.*, 911 A.2d 1021, 1025 (Pa. Commw. Ct. 2006) (hereinafter "*Koken*"). As additionally emphasized by the Commonwealth Court, the party contending that discovery is not relevant has the burden of proving irrelevancy. *Id.*

6. Peoples espouses the standard for approval of an application of a change of control, that is, financial, technical and legal fitness to operate a utility, as if that standard can narrow the scope of evidence that may be admissible in the proceeding. (Objections, § 23). That implication is completely incorrect. First, as noted above, the scope of discovery before the Commission is *broad*, with the burden being on the party seeking to show the information is

irrelevant. Second, Peoples alleges that Equitrans seeks information pertaining to specific contractual and other disputes between Equitrans and Peoples which, if produced, could be used by Equitrans to its advantage “in other ongoing negotiations and issues (including operational issues) with Peoples that are wholly unrelated to this proceeding.” (Objections, § 24). Absolutely nothing could be more relevant to this proceeding than *operational* issues. Operational issues are a main focus of this proceeding. For example, the Direct Testimony of Richard S. Fox² addresses the specific topic of the “Shared Operations Post-Transaction” of Peoples and Aqua and notes, among other operational details, that the day-to-day operations of Peoples and Aqua will be largely unaffected where the natural gas pipeline and distribution systems are concerned.³ Equitrans objects to the unsubstantiated allegation that the Commission’s discovery process is being abused by its wholly legitimate and relevant inquiry into Peoples’ ability and willingness to honor its existing contractual and operational obligations to Equitrans post-merger, given Peoples’ apparent inability or unwillingness to do so currently and Peoples’ stated intent to maintain current operations, management and leadership post-merger.⁴

7. Peoples is one of Equitrans’ largest customers. They are counterparties to a variety of agreements associated with pipeline and other assets that were conveyed to Peoples by Equitrans following Commission approval of the merger between Peoples and Equitable Gas Company that included the transfer of certain pipeline assets. The Commission approved the merger on November 14, 2013 at Docket Nos. A-2013-2353647; A-2013-2353649; A-2013-2353651. The Discovery Requests are Equitrans’ attempt to explore the nature of Peoples’ performance under contracts and with respect to facilities that provide service to the public.

² Statement No. 4, Direct Testimony of Richard S. Fox.

³ Statement No. 4, Direct Testimony of Richard S. Fox, at p. 14, line 7.

⁴ See, e.g., Statement No. 3, Direct Testimony of Morgan K. O’Brien, at p. 6, lines 3-4; 9-13.

Equitrans is attempting to understand whether and how its concerns about possible deficiencies in Peoples' current service and performance would be impacted or addressed under Aqua's management.

8. The specific operational issues that form the basis of Equitrans' Discovery Requests are ones which have occurred and continue to occur between (i) a natural gas distribution company (i.e., Peoples) seeking the imprimatur of this Commission on the safety, reliability and efficiency of its current operations based upon its own representations that such operations will continue exactly as they are post-merger, and (ii) a midstream contractual party (i.e., Equitrans) whose experience calls into question whether Peoples' operations are safe, reliable, or efficient, particularly with respect to the assets and facilities over which the parties interact. The issues in question impact the service, accommodation, convenience and safety of the public under Section 1103 of the Public Utility Code ("Code"), as well as Peoples' willingness and ability to honor obligations assumed when this Commission approved the Peoples-Equitable merger cited above. These questions are relevant to the issues involved in this proceeding.

9. In its Objections, Peoples has completely ignored the broad public interest standard for certificates of public convenience under Code Section 1103(a) which requires, among other things, that a certificate of public convenience should be granted by the Commission " ... only if the commission shall find or determine that the granting of such certificate is necessary or proper for the service, accommodation, convenience, or safety of the public . . . and may impose such conditions as it may deem to be just and reasonable." 66 Pa. C. S. § 1103(a). The Commission must ensure that the Joint Application and the relief requested therein satisfy this broad public interest standard, including concerns about the safety and

reliability of Peoples' facilities and its willingness and ability to perform its existing contractual commitments.

10. The Commission has a clear duty and legal obligation to investigate all available evidence related to matters relevant to an application for a certificate of public convenience. In this proceeding, the Commission must inquire into the topics placed at issue by the Joint Applicants' own filed testimony. Aqua has touted its advanced operational efficiency and expected improvement in efficiency of replacement of underground pipe.⁵ Further, the Joint Applicants are seeking confirmation and approval from the Commission that safe, reliable, and efficient operations will continue after the transaction closes,⁶ which confirmation is contingent upon an assumption that operations currently are, in fact, safe, reliable, and efficient. Unreasonably cutting off discovery on the issues addressed by the Discovery Requests is inconsistent with the Commission's broad investigative powers in proceedings like this one. At a minimum, Equitrans should be permitted in *discovery* to raise and investigate these issues, independent of whether the information is ultimately deemed relevant for evidentiary purposes at *hearing*, as is contemplated by the Commission's regulations at 5.321(c).

11. To the extent Peoples objects to the five-year period for the information sought in the Discovery Requests,⁷ it should be noted that the Discovery Requests are quite specific and therefore limited in scope. Further, the five-year time period relates directly to the date when Peoples acquired the assets that are the subject matter of the Discovery Requests. The narrow scope of the questions, together with a duration that corresponds to the time when the assets were acquired will, contrary to Peoples' unsupported assertion⁸ otherwise, allow Peoples to conduct a

⁵ Statement No. 1, Prepared Direct Testimony of Christopher H. Franklin, at p. 10, lines 12-13.

⁶ Statement No. 2, Direct Testimony of Daniel J. Schuller, Joint Applicants Exhibit DJS-1, at p. 23.

⁷ Objections, Paragraph 27.

⁸ Objections, § 27.

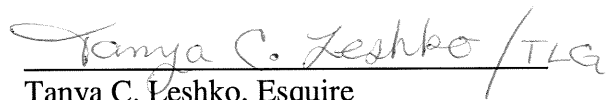
reasonable and efficient investigation in providing the requested information. Furthermore, a five-year time period was utilized by the Laborers District Council of Western PA in its interrogatories and requests for production at LDCWP-15.⁹ Joint Applicants did not object to a five-year time period in that instance.

III. CONCLUSION

WHEREFORE, Equitrans respectfully requests that Your Honor reject Peoples Objection to Equitrans' Discovery Requests and grant this Motion and such other relief as may be just and reasonable under the circumstances.

Respectfully submitted,

Dated: February 11, 2019


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Attorneys for Equitrans, L.P.

⁹ See, Interrogatories and Requests for Production, Set I, filed by Laborers District Council of Western PA, at LDCWP-15, and answer filed thereto by Joint Applicants.

Exhibit A

Buchanan Ingersoll & Rooney PC

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February 1, 2019

VIA EMAIL AND FIRST CLASS MAIL

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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 Counsel:

Enclosed please find Equitrans, L.P. Interrogatories and Requests for Production of Documents – Set I to Joint Applicants, in the above-captioned proceeding.

Copies have been served on all parties as indicated in the attached Certificate of Service.

Very truly yours,



Tanya C. Leshko

TCL/tlg
Enclosure

cc: Rosemary Chiavetta, Secretary (*letter and Certificate of Service only via efilng*)
Certificate of Service

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of Aqua America Inc., Aqua	:	
Pennsylvania Inc., Aqua Pennsylvania	:	
Wastewater Inc., and Peoples Natural Gas	:	Docket No. A-2018-3006061
Company LLC for all of the Authority and	:	Docket No. A-2018-3006062
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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.	:	

**EQUITRANS, L.P. INTERROGATORIES AND
REQUESTS FOR PRODUCTION OF DOCUMENTS - SET I
TO JOINT APPLICANTS**

Equitrans, L.P. (“Equitrans”) submits the following interrogatories and requests for production of documents (collectively, “Data Requests”) to Aqua America, Inc. (“Aqua America”) and its subsidiaries, Aqua Pennsylvania, Inc. (“Aqua PA”), Aqua Pennsylvania Wastewater, Inc., (“Aqua PA Wastewater”), along with Peoples Natural Gas Company LLC (“Peoples Natural Gas”), and Peoples Gas Company LLC (“Peoples Gas”) (hereinafter, collectively the “Joint Applicants” or the “Company”), pursuant to 66 Pa. C. S. § 333 and 52 Pa. Code §§ 5.341 *et seq.*, to be answered by those officers, employees, or agents who may be cognizant of the requested facts and who are authorized to answer on behalf of the Company.

Dated: February 1, 2019

INSTRUCTIONS FOR PRODUCTION OF DOCUMENTS AND INTERROGATORIES¹

1. Please begin each response on a separate page. This requirement does not apply to subparts of responses.
2. For each Data Request, please identify the preparer or the person under whose direct supervision the response was prepared.
3. Please designate the Data Request(s) or any subpart(s) in response to which any document or narrative response is provided.
4. In producing Documents in response to these Data Requests, please produce Documents within your possession, custody, or control. Possession, custody, or control includes constructive possession such that you need not have actual physical possession.
5. If any document responsive to any of these Data Requests has been destroyed or is otherwise unavailable, please identify and describe (1) the subject matter and content of the document; (2) all persons involved in the destruction or removal of the document; (3) the date of the document's destruction or removal; and (4) the reasons for the destruction or other unavailability of the document.
6. Subject to instruction 7 below, please produce the Documents in single-page format with a unique Bates number for each page. For all electronic Documents with attachments (such as an e-mail with attachments), please electronically associate the attachment with the e-mail, with the attachment following the e-mail sequentially in the production. If You have any questions regarding form of production, please contact the undersigned so that they do not delay your production.
7. Notwithstanding instruction 6 above, for Documents that are in the form of spreadsheets, audio, database, and video files, and any other files that cannot be imaged, please produce them in native form with unique Bates numbers associated with the native Documents.
8. All produced Documents should be organized and labeled to correspond to these Data Requests or as the Documents are kept in the ordinary course of business.
9. Each of these Data Requests shall be considered to be continuing in nature. If you do not now have data or Documents responsive to a particular Data Request, but later obtain possession, custody, or control of such data or documents, please furnish such data and/or Documents immediately thereafter.
10. If you cannot respond to a Data Request completely, please provide the answer to the extent possible, explain why You cannot respond to the Data Request completely, and provide all information and knowledge in your possession, custody, or control regarding the incomplete response.
11. If any data or Document responsive to any Data Request is unavailable, please identify the data or Document, provide an explanation concerning why the data or Document is unavailable, and state where the data or Document can be obtained.

¹ Capitalized terms not otherwise defined shall have the meanings specified in the Definitions Section of these Instructions.

12. If, in the course of responding to these Data Requests, you determine that any instruction, definition, or Data Request is ambiguous, contact counsel for Equitrans for any necessary clarification. In any such case, the response should set forth the language You feel is ambiguous and the interpretation you are using in responding to the Data Request.
13. In addition to the requirements of paragraphs 20 and 21 below, if any Document covered by any Data Request is withheld for whatever reason, including any privilege, please furnish a list identifying the date, type, and nature all each withheld Document and the legal basis and rationale for withholding it from production.
14. If you object to, or otherwise decline to answer all or any portion of any Data Request, please provide all Documents and information called for in that portion of the Data Request to which you do not object or decline to answer. If you object to any request on the ground that it is too broad (i.e., that it calls for Documents that you contend are not relevant to the subject matter of this proceeding), please provide such Documents as you believe to be within the proper scope of discovery. If you object to any Data Request on the ground that it would constitute an undue burden to provide a response, please provide such requested Documents as can be supplied without undertaking such undue burden.
15. For each Data Request, identify and provide the names, job title and employer of all individuals responsible for providing the response and provide the certification of the response.
16. All Data Requests shall be construed inclusively, rather than exclusively, e.g., the words "and" or "or" shall be construed conjunctively or disjunctively, whichever makes the request more inclusive. The words "and" and "or" should be construed either conjunctively or disjunctively as necessary to include information within the scope of a Request, rather than to exclude information therefrom.
17. The singular form of a word includes the plural and vice versa.
18. Items referred to in the masculine include those in the feminine, and items referred to in the feminine include those in the masculine.
19. You shall answer each Data Request separately and fully.
20. If you are unable to answer fully any Interrogatory, answer to the extent possible and specify the reasons for your inability to answer in full.
21. In answering these Data Requests, furnish all information that is available to You, including information in the possession of your attorneys, agents, consultants, or investigators, and not merely such information of your own knowledge. If any of the Data Requests cannot be answered in full after exercising due diligence to secure the requested information, please so state and answer to the extent possible, specifying your inability to answer the remainder, and stating whatever information You have concerning the unanswered portions. If your answer is qualified in any particular, please set forth the details of such qualification.
22. For any requests with subparts, please provide a complete separate response to each subpart as if the subpart was propounded separately.

23. If information or documents responsive to any of these Data Requests has previously been provided in this proceeding in response to a discovery request by any participant, please provide a specific cross-reference. There is no need to make a duplicate response.

DEFINITIONS FOR PRODUCTION OF DOCUMENTS AND INTERROGATORIES

1. "*Application*" means the application filed by the Joint Applicants before the Pennsylvania Public Utility Commission at the Docket Nos. referenced in the caption of the case on page 1 hereof.
2. "*Commission*" or "*PUC*" means the Pennsylvania Public Utility Commission.
3. "*Communication*" means the conveyance of information or anything else (whether in the form of facts, ideas, comments, inquiries, or otherwise).
4. "*CPC*" means Certificate of Public Convenience.
5. "*Document*" means the original and all drafts of all written and graphic matter, however produced or reproduced, of any kind or description, whether or not sent or received, and all copies thereof which are different in any way from the original (whether by interlineation, date-stamp, notarization, indication of copies sent or received, or otherwise), including without limitation, any emails, paper, book, account, photograph, blueprint, drawing, sketch, schematic, agreement, contract, memorandum, press release, circular, advertising material, correspondence, letter, telegram, telex, object, report, opinion, investigation, record, transcript, hearing, meeting, study, notation, working paper, summary, intra-office communication, diary, chart, minutes, index sheet, computer software, computer-generated records or files, however stored, check, check stub, delivery ticket, bill of lading, invoice, record or recording or summary of any telephone or other conversation, or of any interview or of any conference, or any other written, recorded, transcribed, punched, taped, filmed, or graphic matter of which You have or have had possession, custody or control, or of which You have knowledge.
6. "*Identify*" when used with regard to a Document means to state the type of Document (e.g., letter, email, memorandum, tariff provision, report, etc.), its date, its author(s), addressee(s) and recipient(s), and any file number or control number or Bates number assigned to the Document.
7. "*Identify*" when used with regard to a corporation or other form of business organization, means to state the full name of such corporation or business organization.
8. "*Identify*" when used with regard to an individual, means to state the individual's name, present or last known employer or place of business, and position or title of the individual during the relevant time.
9. "*Person*" means, without limiting the generality of its meaning, every natural person, partnership, association (whether formally organized or *ad hoc*), corporation, joint venture, or other legal business entity, as well as any governmental entity or agency.
10. "*Related to*" or "*relating to*" means relating to, referring to, reflecting, discussing, describing, evidencing, supporting, providing a basis for, or constituting.
11. "*You,*" or "*Your,*" means the Joint Applicants unless the context clearly suggests otherwise, together with their attorneys, consultants, employees, agents, representatives, officers and directors, and any other person acting on their behalf, including any affiliate, division, department, predecessor, corporation, general partner, or partnership through which they now conduct or have conducted business affairs.

**EQUITRANS, L.P INTERROGATORIES AND
REQUESTS FOR PRODUCTION OF DOCUMENTS - SET I
TO JOINT APPLICANTS**

DOCKET NO. A-2018-3006061, et al.

1. Provide all studies or reports prepared by or for Peoples from 2011 through 2018 related to the topic of Lost and Unaccounted For Gas for any portion of Peoples' system that interconnects with Equitrans' Allegheny Valley Connector pipeline system.
2. Identify and describe all incidents within the last five (5) years in which Peoples and/or its employees or agents have damaged and/or had any accidents involving any of Equitrans' facilities or assets. Provide all Documents in support of your answer.
3. Identify and describe all incidents within the last five (5) years in which Peoples and/or its employees or agents have taken any action to remove locks or otherwise tamper with Equitrans' equipment. Provide all Documents in support of your answer.
4. Identify and describe all incidents within the last five (5) years in which Peoples and/or its employees or agents have obtained unmeasured gas supply from Equitrans due to tampering with or bypassing of Equitrans' measurement equipment, and the response of both Peoples and Equitrans to those incidents. Provide all Documents in support of your answer.
5. Identify and describe all requests within the last five (5) years Peoples has made to Equitrans for the establishment of temporary taps from Equitrans' facilities in Pennsylvania and West Virginia to provide service to Peoples' customers or equipment. Provide all Documents in support of your answer.
6. Identify and describe all incidents within the last five (5) years in which Equitrans or its agents have communicated with Peoples or its agents regarding issues with Peoples' equipment located in the yard for Equitrans' Wall compressor station, including but not limited to issues regarding automated valves, Emergency Shut Down (ESD) trips, equipment leaks, and systems testing. Provide all Documents in support of your answer.
7. Identify and describe all incidents within the last five (5) years in which Peoples or its agents made a request to Equitrans or its agents to provide additional feeds to Peoples' distribution/gathering systems during cold weather. Provide all Documents in support of your answer.
8. With reference to the response to Request No. 7, provide all Documents in support of system improvements undertaken by Peoples within the last five (5) years to address low pressure conditions/gas supply shortages in order to maintain adequate service to customers.
9. Identify and describe all incidents within the last five (5) years in which Peoples or its agents made a request to Equitrans or its agents to start and stop compression at any of

Equitrans' compressor stations, including the reasons the requests were made. Provide all Documents in support of your answer.

10. Identify and describe all incidents within the last five (5) years in which Equitrans or its agents have provided information to Peoples about Peoples' need to procure sufficient gas commodity supply for Peoples' customers. Provide all Documents in support of your answer.
11. Identify and describe all incidents within the last five (5) years of out-of-service times and repairs made to the Hilltop Road meter (located on Hilltop Road in Collier Township, Pennsylvania) and the Harmony Road meter (located on Harmony Road in McCandless Township, Pennsylvania), and all connects thereto including upstream filters. Provide all Documents in support of your answer.
12. Identify and describe all incidents within the last five (5) years where Peoples and Equitrans and/or their employees and agents relied upon estimated usage due to the failure of any meters, interconnects or other equipment or infrastructure including, but not limited to, the Hilltop interconnect (located on Hilltop Road in Collier Township, Pennsylvania), the Daybrook interconnect (located in Daybrook, West Virginia), the Oakridge interconnect (located on Oakridge Road in South Fayette Township, Pennsylvania), and the Moon Run interconnect (located on Campbells Run Road in Robinson Township, Pennsylvania). Provide all Documents in support of your answer.
13. Is the regulator set located at Farm Lane in Forward Township, Pennsylvania owned by Peoples? Provide all Documents in support of your answer.
14. Identify and describe any and all Documents and other support demonstrating that the regulator set located at Farm Lane in Forward Township, Pennsylvania is necessary for Peoples' natural gas delivery system and/or to maintain service to its customers. Provide all Documents in support of your answer.
15. Identify and describe any and all incidents within the last five (5) years where scheduled work on tie-ins between Peoples' and Equitrans' systems was rescheduled. Provide all Documents in support of your answer.
16. Identify and describe any and all incidents within the last five (5) years where scheduled shut-downs of Peoples' facilities or equipment that affected or impacted Equitrans have been rescheduled. Provide all Documents in support of your answer.
17. Identify and describe any and all dead-end systems supplied by Equitrans' assets for which Peoples has not developed supplemental feeds. Provide all Documents in support of your answer.
18. Identify and describe any and all incidents within the last five (5) years where Peoples' has calibrated measurement equipment at the McKeesport meter station, or has failed to properly and timely calibrate measurement equipment pursuant to manufacturers'

requirements at the McKeesport meter station. Provide all Documents in support of your answer.

19. Provide all Documents supporting or relating to the first contact to Peoples from Alexander and Anita Camesi of Moon Township, Pennsylvania raising Peoples' right to cross the Camesi's property.

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of Aqua America Inc., Aqua	:	
Pennsylvania Inc., Aqua Pennsylvania	:	
Wastewater Inc., and Peoples Natural Gas	:	Docket No. A-2018-3006061
Company LLC for all of the Authority and	:	Docket No. A-2018-3006062
Necessary Certificates of Public Convenience	:	Docket No. A-2018-3006063
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.	:	

CERTIFICATE OF SERVICE

I hereby certify that this day I served a copy of the foregoing document upon the persons listed below in the manner indicated in accordance with the requirements of 52 Pa. Code § 1.54.

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Date: February 1, 2019



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February 1, 2019

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Bryn Mawr, PA 19010

William H. Roberts II, Esquire
Peoples Natural Gas Company LLC
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Pittsburgh, PA 15212

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 Counsel:

Enclosed please find the Requests for Admission by Equitrans, L.P. to Joint Applicants – Set I in the above-captioned proceeding.

Copies have been served on all parties as indicated in the attached Certificate of Service.

Very truly yours,



Tanya C. Leshko

TCL/tlg
Enclosure

cc: Rosemary Chiavetta, Secretary (*letter and Certificate of Service only via efilng*)
Certificate of Service

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of Aqua America Inc., Aqua	:	
Pennsylvania Inc., Aqua Pennsylvania	:	
Wastewater Inc., and Peoples Natural Gas	:	Docket No. A-2018-3006061
Company LLC for all of the Authority and	:	Docket No. A-2018-3006062
Necessary Certificates of Public Convenience	:	Docket No. A-2018-3006063
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.	:	

**REQUESTS FOR ADMISSION BY EQUITRANS, L.P.
TO JOINT APPLICANTS – SET I**

Pursuant to 66 Pa.C.S. § 333(e) and 52 Pa. Code §§ 5.350, Equitrans, L.P. (“Equitrans”) requests admission of the truth of the following matters from Aqua America, Inc. (“Aqua America”) and its subsidiaries, Aqua Pennsylvania, Inc. (“Aqua PA”), Aqua Pennsylvania Wastewater, Inc., (“Aqua PA Wastewater”), along with Peoples Natural Gas Company LLC (“Peoples Natural Gas”), and Peoples Gas Company LLC (“Peoples Gas”) (hereinafter, collectively the “Joint Applicants” or the “Company”) – Set I to be answered separately and fully in writing within twenty (20) days from the date of service.

INSTRUCTIONS

A. Each request for admission shall be accorded a separate answer on a separate piece of paper and each subpart shall be accorded a separate answer. Each request for admission or subpart thereof shall be specifically admitted or denied.

B. Please restate the request for admission immediately preceding each response.

C. Please identify the name, title, and business address of each person(s) providing each response and provide the date the response was created.

D. Any denial of a request for admission shall include any information related to the denial that is sufficient to explain the complete basis for denial of the request for admission.

E. Any denial of a request for admission shall specify as much of the request for admission as is true and shall only qualify or deny the remainder.

F. You are reminded that a request for admission is admitted unless, within 20 days after service of the request, you answer or make a proper objection to the request signed by you or counsel.

REQUESTS FOR ADMISSION

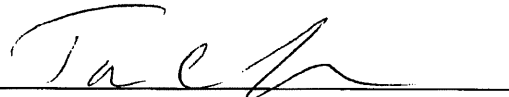
Joint Applicants are requested to admit the truth of the following:

1. Peoples is a party to a certain Odorization Agreement dated December 17, 2013 between Equitrans, L.P. and Peoples Natural Gas Company (“Odorization Agreement No. 1”).
2. Odorization Agreement No. 1 required, among other things, that Peoples prepare and implement a transition plan designed to eliminate Peoples’ dependence on the upstream odorant levels provided by Equitrans by July 1, 2015.
3. Peoples failed to complete the transition plan described in Request No. 2 by July 1, 2015.
4. Peoples is a party to a certain Odorization Agreement dated June 30, 2015 between Equitrans, L.P. and Peoples Natural Gas Company (“Odorization Agreement No. 2”).
5. Odorization Agreement No. 2 contained, among other things, a revised transition plan under which Peoples intended to eliminate Peoples’ dependence on the upstream odorant levels provided by Equitrans by December 31, 2016.
6. Peoples failed to complete the transition plan described in Request No. 5 by December 31, 2016.
7. Peoples is a party to a certain Interim Delivery Measurement Agreement dated December 17, 2013 between Equitrans, L.P. and Peoples Natural Gas Company (“Interim Delivery Measurement Agreement No. 1”).
8. Under Interim Delivery Measurement Agreement No. 1, Peoples was required, among other things, to install all necessary equipment at delivery interconnects needed to measure all gas delivered from the Allegheny Valley Connector to Peoples and its affiliates.

9. Peoples failed to install meters in accordance with the schedule specified in Section 1 of Interim Delivery Measurement Agreement No. 1.
10. Peoples is a party to a certain Interim Delivery Measurement Agreement dated September 17, 2015 between Equitrans, L.P. and Peoples Natural Gas Company (“Interim Delivery Measurement Agreement No. 2”).
11. Interim Delivery Measurement Agreement No. 2 required Peoples, among other things, to install all necessary equipment at delivery interconnects needed to measure all gas delivered from Equitrans’ Allegheny Valley Connector pipeline system to Peoples and its affiliates.
12. Peoples failed to install all necessary equipment at delivery interconnects needed to measure all gas delivered from Equitrans’ Allegheny Valley Connector pipeline system to Peoples and its affiliates as required and contemplated by Interim Delivery Measurement Agreement No. 2.
13. Peoples Natural Gas Company LLC is a party to a certain interconnect agreement dated December 17, 2013 between Equitrans, L.P. and Peoples Natural Gas Company (“Interconnect Agreement”).
14. The Interconnect Agreement requires Peoples, among other obligations and actions, to provide notice to Equitrans of any and all repairs or changes to the Interconnect facilities.
15. Peoples failed to provide proper notice to Equitrans as required and contemplated by the Interconnect Agreement when Peoples was performing rebuilding work on the Heath Road interconnection station located near Gill Hall Road in Jefferson Township, Pennsylvania.
16. During the last five (5) years, Peoples has failed to properly and timely calibrate measurement equipment pursuant to manufacturers’ requirements at the McKeesport meter station.
17. The regulator set located at Farm Lane in Forward Township, Pennsylvania was transferred to EQT Corporation during the transfer of the Allegheny Valley Connector assets in connection with the sale of the Equitable Gas Company to Peoples Natural Gas, docketed before the Pennsylvania Public Utility Commission at Docket Nos. A-2013-2353647, 2353649, 2353651.
18. Peoples has maintained the regulator set located at Farm Lane in Forward Township, Pennsylvania on its Pennsylvania jurisdictional books in plant in service accounts.

Respectfully submitted,

Dated: February 1, 2019

A handwritten signature in black ink, appearing to read 'Tanya C. Leshko', is written over a horizontal line.

Tanya C. Leshko (PA ID No. 78787)

Alan M. Seltzer (PA ID No. 27890)

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Counsel to Equitrans, L.P.

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of Aqua America Inc., Aqua	:	
Pennsylvania Inc., Aqua Pennsylvania	:	
Wastewater Inc., and Peoples Natural Gas	:	Docket No. A-2018-3006061
Company LLC for all of the Authority and	:	Docket No. A-2018-3006062
Necessary Certificates of Public Convenience	:	Docket No. A-2018-3006063
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.	:	

CERTIFICATE OF SERVICE

I hereby certify that this day I served a copy of the foregoing document upon the persons listed below in the manner indicated in accordance with the requirements of 52 Pa. Code § 1.54.

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Date: February 1, 2019

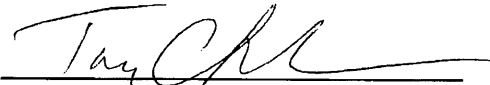

Tanya C. Leshko

Exhibit B



February 6, 2019

VIA E-MAIL AND FIRST CLASS MAIL

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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 et al.

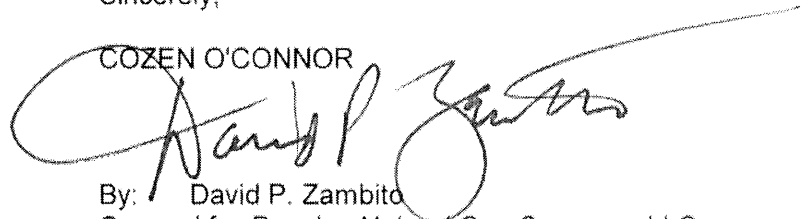
OBJECTIONS OF THE PEOPLES NATURAL GAS COMPANY LLC AND PEOPLES GAS COMPANY LLC TO THE INTERROGATORIES AND REQUESTS FOR PRODUCTION OF DOCUMENTS, AND THE REQUESTS FOR ADMISSION - SET I, PROPOUNDED BY EQUITRANS, L.P.

Dear Ms. Leshko:

Enclosed please find the Objections of Peoples Natural Gas Company LLC and Peoples Gas Company LLC to the Interrogatories and Requests for Production of Documents – Set I and the Requests for Admission – Set I, propounded by Equitrans, L.P. in the above-referenced proceeding. A copy of this document has been served in accordance with the attached Certificate of Service.

If you have any questions regarding this filing, please direct them to me. Thank you for your attention to this matter.

Sincerely,

COZEN O'CONNOR


By: David P. Zambito
Counsel for Peoples Natural Gas Company LLC
and Peoples Gas Company LLC

DPZ:kmg
Enclosure

cc: Per Certificate of Service
Rosemary Chiavetta, Secretary (Cover Letter and Certificate of Service only)

**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 :	Docket No. A-2018-3006061
Peoples Gas Company LLC for all of the Authority :	A-2018-3006062
and the Necessary Certificates of Public :	A-2018-3006063
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. :	

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing **Objections of the Peoples Natural Gas Company LLC and Peoples Gas Company LLC to the Interrogatories and Requests for Production of Documents – Set I and the Requests for Admission – Set I, Propounded by Equitrans, L.P.**, 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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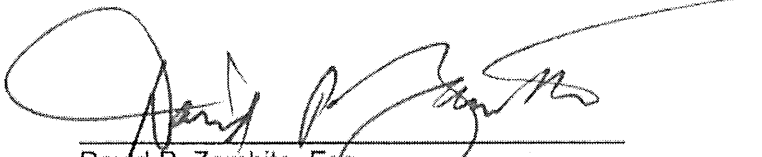
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David P. Zambito, Esq.
Counsel for *Peoples Natural Gas Company LLC* and *Peoples Gas Company LLC*

Date: February 6, 2019

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Administrative Law Judge Mary D. Long

Joint Application of Aqua America, Inc., Aqua :
Pennsylvania, Inc., Aqua Pennsylvania : Docket Nos. A-2018-3006061
Wastewater, Inc., Peoples Natural Gas Company : A-2018-3006062
LLC and Peoples Gas Company LLC for all of : A-2018-3006063
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. :

**OBJECTIONS OF THE APPLICANTS TO THE INTERROGATORIES AND
REQUEST FOR PRODUCTION OF DOCUMENTS, AND THE REQUESTS FOR
ADMISSION, PROPOUNDED BY EQUITRANS, L.P.**

AND NOW COMES, Peoples Natural Gas Company LLC (“Peoples Natural Gas”) and Peoples Gas Company LLC (“Peoples Gas”) (collectively, the “Applicants”), pursuant to 66 Pa. C.S. § 333(d) and 52 Pa. Code § 5.342, to file these Objections (“Objections”) to the Interrogatories and Requests for Production of Documents, as well as the Requests for Admission, Propounded by Equitrans, L.P. (“Equitrans”) to the Applicants (the “Discovery”). In support whereof, the Applicants state as follows:

I. PROCEDURAL HISTORY

1. On November 13, 2018, the Applicants, together with Aqua America, Inc. (“Aqua America”), Aqua Pennsylvania, Inc. (“Aqua PA”), Aqua Pennsylvania Wastewater, Inc. (“Aqua PA Wastewater”), filed the instant Application pursuant to Sections 1102(a)(3) and 2210(a)(1) of the Pennsylvania Public Utility Code (“Code”), 66 Pa. C.S. §§ 1102(a)(3) and 2210(a)(1), authorizing the change in control of Peoples Natural Gas and Peoples Gas to Aqua America by way of the purchase of all of the membership interests of LDC Funding LLC (“Funding”) by Aqua America.

2. On December 7, 2018, the OSBA filed its Notice of Intervention in this proceeding, together with the Notice of Appearance of Erin K. Fure, Esq.

3. On December 11, 2018, the Utility Workers Union of America, Local 612 filed a Petition to Intervene in this matter.

4. Also on December 11, 2018, counsel for the Bureau of Investigation and Enforcement (“I&E”) of the Pennsylvania Public Utility Commission (“PUC” or “Commission”) filed their Notices of Appearance.

5. On December 19, 2018, the Laborers’ District Council of Western Pennsylvania filed a Petition to Intervene.

6. Also on December 19, 2018, the Office of Consumer Advocate filed a protest and public statement.

7. On December 21, 2018, the Pennsylvania Independent Oil and Gas Association (“PIOGA”) filed a Petition to Intervene.

8. Also on December 21, 2018, U.S. Steel Corporation filed a Petition to Intervene.

9. Further on December 21, 2018, Equitrans filed a Petition to Intervene.

10. On December 26, 2018, Duquesne Light Company (“Duquesne Light”) filed a Petition to Intervene.

11. On December 27, 2018, the Coalition for Affordable Utility Service and Energy Efficiency in Pennsylvania (“CAUSE-PA”) filed a Petition to Intervene.

12. On December 31, 2018, the Natural Gas Supplier Parties (the “NGS Parties”) and The Retail Energy Supply Association (“RESA”) filed a Petition to Intervene.

13. Also on December 31, 2018, Direct Energy Business Marketing, LLC and Direct Energy Small Business, LLC (together, “Direct Energy”) filed a Petition to Intervene.

14. A prehearing conference was held on January 18, 2019. Counsel for all the parties appeared.

15. Administrative Law Judge Mary D. Long issued her Prehearing Order on January 24, 2019. That Order granted the Petitions to Intervene filed by the Utility Works Union of America, Local 612, Laborer’s District Council of Western Pennsylvania, PIOGA, U.S. Steel Corporation, Equitrans, Duquesne Light, CAUSE-PA, the NGS Parties and RESA, and Direct Energy. The Prehearing Order also modified the Commission’s discovery rules. Among other things, these modifications require the parties to attempt to resolve their discovery disputes informally.

II. OBJECTIONS

16. On February 1, 2019, Equitrans served the Applicants with the Discovery. A true and correct copy of this discovery is attached as **Appendix A**.

17. 52 Pa. Code § 5.342(c) permits a party to object to discovery requests.

18. As stated above, the Prehearing Order modified the Commission’s general rules of practice and procedure regarding discovery. Oral objections to discovery must be made

within three days of service of the discovery. If the parties are unable to resolve their discovery dispute, written objections are to be filed within five days of service of the discovery.

19. On the afternoon of February 4, 2019, counsel for the Applicants contacted the counsel for Equitrans to convey oral objections and attempt informally to resolve this discovery dispute. Counsel spoke again on February 6, 2019. These attempts were unsuccessful.

20. 52 Pa. Code § 5.321(c) states:

(c) *Scope.* Subject to this subchapter, a party may obtain discovery regarding any matter, not privileged, which is relevant to the subject matter involved in the pending action, whether it relates to the claim or defense of the party seeking discovery or to the claim or defense of another party, including the existence, description, nature, content, custody, condition and location of any books, documents, or other tangible things and the identity and location of persons having knowledge of a discoverable matter. It is not ground for objection that the information sought will be inadmissible at hearing if the information sought appears reasonably calculated to lead to the discovery of admissible evidence.

21. In addition, 52 Pa. Code § 5.361(a) states:

(a) Discovery or deposition is not permitted which:

- (1) Is sought in bad faith.
- (2) Would cause unreasonable annoyance, embarrassment, oppression, burden, or expense to the deponent, a person or party.
- (3) Relates to a matter which is privileged.
- (4) Would require the making of an unreasonable investigation by the deponent, a party or witness.

22. The Applicants object to all of the Discovery on the grounds that the Interrogatories, Requests for Production of Documents, and Requests for Admission seek information that is well beyond the scope of permissible discovery, pursuant to 52 Pa. Code § 5.321(c).

23. The standard for approval of an application for change of control, pursuant to 66 Pa. C.S. § 1102(a), is whether the proposed buyer is financially, technically and legally fit to own and operate the utility, *Seaboard Tank Lines, Inc. v. Pa. Pub. Util. Comm'n*, 502 A.2d 762, 764 (Pa. Cmwlth. 1985); *Warminster Township Mun. Auth. v. Pa. Pub. Util. Comm'n*, 138 A.2d

240, 243 (Pa. Super. 1958). In addition, the Commission will consider whether the transaction “affirmatively promotes the service, accommodation, convenience or safety of the public in some substantial way.” *City of York v. Pa. Pub. Util. Comm’n*, 449 Pa. 136, 151, 295 A.2d 825, 828 (1972).

24. The Discovery seeks information that will not be admissible in this proceeding, nor is it likely to lead to evidence that will be admissible. Some of the Discovery seeks information pertaining to specific contractual and other disputes between Equitrans and Peoples. Equitrans appears to be using the Commission’s discovery process as a “fishing expedition” to obtain information unrelated to the instant proceeding. Equitrans seeks information that it could not otherwise obtain and, if produced, could be used by Equitrans to its advantage in other on-going negotiations and issues (including operational issues) with Peoples that are wholly-unrelated to this proceeding. This is an abuse of the Commission’s discovery process.

25. The Discovery includes nineteen Interrogatories and Requests for Production of Documents. The following nine illustrative Interrogatories and Requests for Production of Documents demonstrate that the Interrogatories and Requests for Production of Documents are completely unrelated to the issues involved in this proceeding:

2. Identify and describe all incidents within the last five (5) years in which Peoples and/or its employees or agents have damaged and/or had any accidents involving any of Equitrans’ facilities or assets. Provide all Documents in support of your answer.

3. Identify and describe all incidents within the last five (5) years in which Peoples and/or its employees or agents have taken any action to remove locks or otherwise tamper with Equitrans’ equipment. Provide all Documents in support of your answer.

4. Identify and describe all incidents within the last five (5) years in which Peoples and/or its employees or agents have obtained unmeasured gas supply from Equitrans due to tampering with or bypassing of Equitrans’ measurement equipment, and the response of both Peoples and Equitrans to those incidents. Provide all Documents in support of your answer.

...

6. Identify and describe all incidents within the last five (5) years in which Equitrans or its agents have communicated with Peoples or its agents regarding issues with Peoples' equipment located in the yard for Equitrans' Wall compressor station, including but not limited to issues regarding automated valves, Emergency Shut Down (ESC) trips, equipment leaks, and systems testing. Provide all Documents in support of your answer.

...
9. Identify and describe all incidents within the last five (5) years in which Peoples or its agents made a request to Equitrans or its agents to start and stop compression at any of Equitrans' compressor stations, including the reasons the requests were made. Provide all Documents in support of your answer.

...
15. Identify and describe any and all incidents within the last five (5) years where scheduled work on tie-ins between Peoples' and Equitrans' systems was rescheduled. Provide all Documents in support of your answer.

16. Identify and describe any and all incidents within the last five (5) years where scheduled shut-downs of Peoples' facilities or equipment that affected or impacted Equitrans have been rescheduled. Provide all Documents in support of your answer.

...
18. Identify and describe any and all incidents within the last five (5) years where Peoples' has calibrated measurement equipment at the McKeesport meter station, or has failed to properly and timely calibrate measurement equipment pursuant to manufacturers' requirements at the McKeesport meter station. Provide all Documents in support of your answer.

19. Provide all Documents supporting or relating to the first contact to Peoples from Alexander and Anita Camesi of Moon Township, Pennsylvania raising Peoples' right to cross the Camesi's property.

26. The Discovery includes eighteen Requests for Admissions. The following twelve illustrative Requests for Admissions demonstrate that the Requests for Admission are completely unrelated to the issues involved in this proceeding:

1. Peoples is a party to a certain Odorization Agreement dated December 17, 2013 between Equitrans, L.P. and Peoples Natural Gas Company ("Odorization Agreement No. 1").

2. Odorization Agreement No. 1 required, among other things, that Peoples prepare and implement a transition plan designed to eliminate Peoples' dependence on the upstream odorant levels provided by Equitrans by July 1, 2015.

3. Peoples failed to complete the transition plan described in Request No. 2 by July 1, 2015.

4. Peoples is a party to a certain Odorization Agreement dated June 30, 2015 between Equitrans, L.P. and Peoples Natural Gas Company ("Odorization Agreement No. 2").

5. Odorization Agreement No. 2 contained, among other things, a revised transition plan under which Peoples intended to eliminate Peoples' dependence on the upstream odorant levels provided by Equitrans by December 31, 2016.

6. Peoples failed to complete the transition plan described in Request No. 5 by December 31, 2016.

7. Peoples is a party to a certain Interim Delivery Measurement Agreement dated December 17, 2013 between Equitrans, L.P. and Peoples Natural Gas Company (Interim Delivery Measurement Agreement No. 1").

8. Under Interim Delivery Measurement Agreement No. 1, Peoples was required, among other things, to install all necessary equipment at delivery interconnects needed to measure all gas delivered from the Allegheny Valley Connector to Peoples and its affiliates.

9. Peoples failed to install meters in accordance with the schedule specified in Section 1 of Interim Delivery Measurement Agreement No. 1.

...

13. Peoples Natural Gas Company LLC is a party to a certain interconnect agreement dated December 17, 2013 between Equitrans, L.P. and Peoples Natural Gas Company ("Interconnect Agreement").

14. The Interconnect Agreement requires Peoples, among other obligations and actions, to provide notice to Equitrans of any and all repairs or changes to the Interconnect Facilities.

15. Peoples failed to provide proper notice to Equitrans as required and contemplated by the Interconnect Agreement when Peoples was performing rebuilding work on the Heath Road interconnection station located near Gill Hall Road in Jefferson Township, Pennsylvania.

27. In addition, to the extent that the Interrogatories and Requests for Production of Documents request that Peoples undertake a review of its records for five years or more (Interrogatories and Requests for Production of Documents Nos. 1-12, 15-16, and 18), the Discovery violates 52 Pa. Code § 5.361(a)(4) by requiring Peoples to make an unreasonable investigation.

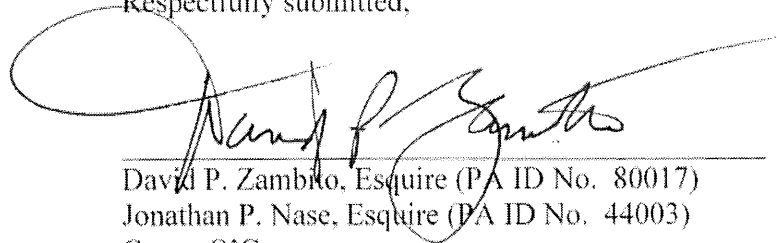
28. Moreover, to the extent that the Interrogatories and Requests for Production of Documents request that Peoples provide information regarding communications between Equitrans and Peoples that were initiated by Equitrans or its agents (Interrogatories and Requests for Production of Documents Nos. 6 and 10), the Discovery violates 52 Pa. Code § 5.361(a)(2)

because it causes unreasonable annoyance, oppression, or burden on Peoples to provide information to Equitrans about Equitrans' own actions.

III. CONCLUSION AND REQUEST FOR RELIEF

WHEREFORE, for all of the reasons set forth above, the Applicants respectfully request that their objections be sustained, and that the Interrogatories, Requests for Production of Documents, and Requests for Admission Propounded by Equitrans, L.P. on February 1, 2019, be stricken.

Respectfully submitted,



Dated: February 6, 2019

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Counsel for *Peoples Natural Gas Company LLC*

APPENDIX A

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February 1, 2019

VIA EMAIL AND FIRST CLASS MAIL

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Alexander R. Stahl, Esquire
Aqua America, Inc.
762 West Lancaster Avenue
Bryn Mawr, PA 19010

William H. Roberts II, Esquire
Peoples Natural Gas Company LLC
375 North Shore Drive
Suite 600
Pittsburgh, PA 15212

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 Counsel:

Enclosed please find Equitrans, L.P. Interrogatories and Requests for Production of Documents – Set I to Joint Applicants, in the above-captioned proceeding.

Copies have been served on all parties as indicated in the attached Certificate of Service.

Very truly yours,



Tanya C. Leshko

TCL/tlg
Enclosure

cc: Rosemary Chiavetta, Secretary (*letter and Certificate of Service only via e-filing*)
Certificate of Service

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of Aqua America Inc., Aqua	:	
Pennsylvania Inc., Aqua Pennsylvania	:	
Wastewater Inc., and Peoples Natural Gas	:	Docket No. A-2018-3006061
Company LLC for all of the Authority and	:	Docket No. A-2018-3006062
Necessary Certificates of Public Convenience	:	Docket No. A-2018-3006063
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.	:	

**EQUITRANS, L.P. INTERROGATORIES AND
REQUESTS FOR PRODUCTION OF DOCUMENTS - SET I
TO JOINT APPLICANTS**

Equitrans, L.P. ("Equitrans") submits the following interrogatories and requests for production of documents (collectively, "Data Requests") to Aqua America, Inc. ("Aqua America") and its subsidiaries, Aqua Pennsylvania, Inc. ("Aqua PA"), Aqua Pennsylvania Wastewater, Inc., ("Aqua PA Wastewater"), along with Peoples Natural Gas Company LLC ("Peoples Natural Gas"), and Peoples Gas Company LLC ("Peoples Gas") (hereinafter, collectively the "Joint Applicants" or the "Company"), pursuant to 66 Pa. C. S. § 333 and 52 Pa. Code §§ 5.341 *et seq.*, to be answered by those officers, employees, or agents who may be cognizant of the requested facts and who are authorized to answer on behalf of the Company.

Dated: February 1, 2019

INSTRUCTIONS FOR PRODUCTION OF DOCUMENTS AND INTERROGATORIES¹

1. Please begin each response on a separate page. This requirement does not apply to subparts of responses.
2. For each Data Request, please identify the preparer or the person under whose direct supervision the response was prepared.
3. Please designate the Data Request(s) or any subpart(s) in response to which any document or narrative response is provided.
4. In producing Documents in response to these Data Requests, please produce Documents within your possession, custody, or control. Possession, custody, or control includes constructive possession such that you need not have actual physical possession.
5. If any document responsive to any of these Data Requests has been destroyed or is otherwise unavailable, please identify and describe (1) the subject matter and content of the document; (2) all persons involved in the destruction or removal of the document; (3) the date of the document's destruction or removal; and (4) the reasons for the destruction or other unavailability of the document.
6. Subject to instruction 7 below, please produce the Documents in single-page format with a unique Bates number for each page. For all electronic Documents with attachments (such as an e-mail with attachments), please electronically associate the attachment with the e-mail, with the attachment following the e-mail sequentially in the production. If You have any questions regarding form of production, please contact the undersigned so that they do not delay your production.
7. Notwithstanding instruction 6 above, for Documents that are in the form of spreadsheets, audio, database, and video files, and any other files that cannot be imaged, please produce them in native form with unique Bates numbers associated with the native Documents.
8. All produced Documents should be organized and labeled to correspond to these Data Requests or as the Documents are kept in the ordinary course of business.
9. Each of these Data Requests shall be considered to be continuing in nature. If you do not now have data or Documents responsive to a particular Data Request, but later obtain possession, custody, or control of such data or documents, please furnish such data and/or Documents immediately thereafter.
10. If you cannot respond to a Data Request completely, please provide the answer to the extent possible, explain why You cannot respond to the Data Request completely, and provide all information and knowledge in your possession, custody, or control regarding the incomplete response.
11. If any data or Document responsive to any Data Request is unavailable, please identify the data or Document, provide an explanation concerning why the data or Document is unavailable, and state where the data or Document can be obtained.

¹ Capitalized terms not otherwise defined shall have the meanings specified in the Definitions Section of these Instructions.

12. If, in the course of responding to these Data Requests, you determine that any instruction, definition, or Data Request is ambiguous, contact counsel for Equitrans for any necessary clarification. In any such case, the response should set forth the language You feel is ambiguous and the interpretation you are using in responding to the Data Request.
13. In addition to the requirements of paragraphs 20 and 21 below, if any Document covered by any Data Request is withheld for whatever reason, including any privilege, please furnish a list identifying the date, type, and nature all each withheld Document and the legal basis and rationale for withholding it from production.
14. If you object to, or otherwise decline to answer all or any portion of any Data Request, please provide all Documents and information called for in that portion of the Data Request to which you do not object or decline to answer. If you object to any request on the ground that it is too broad (i.e., that it calls for Documents that you contend are not relevant to the subject matter of this proceeding), please provide such Documents as you believe to be within the proper scope of discovery. If you object to any Data Request on the ground that it would constitute an undue burden to provide a response, please provide such requested Documents as can be supplied without undertaking such undue burden.
15. For each Data Request, identify and provide the names, job title and employer of all individuals responsible for providing the response and provide the certification of the response.
16. All Data Requests shall be construed inclusively, rather than exclusively, e.g., the words "and" or "or" shall be construed conjunctively or disjunctively, whichever makes the request more inclusive. The words "and" and "or" should be construed either conjunctively or disjunctively as necessary to include information within the scope of a Request, rather than to exclude information therefrom.
17. The singular form of a word includes the plural and vice versa.
18. Items referred to in the masculine include those in the feminine, and items referred to in the feminine include those in the masculine.
19. You shall answer each Data Request separately and fully.
20. If you are unable to answer fully any Interrogatory, answer to the extent possible and specify the reasons for your inability to answer in full.
21. In answering these Data Requests, furnish all information that is available to You, including information in the possession of your attorneys, agents, consultants, or investigators, and not merely such information of your own knowledge. If any of the Data Requests cannot be answered in full after exercising due diligence to secure the requested information, please so state and answer to the extent possible, specifying your inability to answer the remainder, and stating whatever information You have concerning the unanswered portions. If your answer is qualified in any particular, please set forth the details of such qualification.
22. For any requests with subparts, please provide a complete separate response to each subpart as if the subpart was propounded separately.

23. If information or documents responsive to any of these Data Requests has previously been provided in this proceeding in response to a discovery request by any participant, please provide a specific cross-reference. There is no need to make a duplicate response.

DEFINITIONS FOR PRODUCTION OF DOCUMENTS AND INTERROGATORIES

1. "*Application*" means the application filed by the Joint Applicants before the Pennsylvania Public Utility Commission at the Docket Nos. referenced in the caption of the case on page 1 hereof.
2. "*Commission*" or "*PUC*" means the Pennsylvania Public Utility Commission.
3. "*Communication*" means the conveyance of information or anything else (whether in the form of facts, ideas, comments, inquiries, or otherwise).
4. "*CPC*" means Certificate of Public Convenience.
5. "*Document*" means the original and all drafts of all written and graphic matter, however produced or reproduced, of any kind or description, whether or not sent or received, and all copies thereof which are different in any way from the original (whether by interlineation, date-stamp, notarization, indication of copies sent or received, or otherwise), including without limitation, any emails, paper, book, account, photograph, blueprint, drawing, sketch, schematic, agreement, contract, memorandum, press release, circular, advertising material, correspondence, letter, telegram, telex, object, report, opinion, investigation, record, transcript, hearing, meeting, study, notation, working paper, summary, intra-office communication, diary, chart, minutes, index sheet, computer software, computer-generated records or files, however stored, check, check stub, delivery ticket, bill of lading, invoice, record or recording or summary of any telephone or other conversation, or of any interview or of any conference, or any other written, recorded, transcribed, punched, taped, filmed, or graphic matter of which You have or have had possession, custody or control, or of which You have knowledge.
6. "*Identify*" when used with regard to a Document means to state the type of Document (*e.g.*, letter, email, memorandum, tariff provision, report, etc.), its date, its author(s), addressee(s) and recipient(s), and any file number or control number or Bates number assigned to the Document.
7. "*Identify*" when used with regard to a corporation or other form of business organization, means to state the full name of such corporation or business organization.
8. "*Identify*" when used with regard to an individual, means to state the individual's name, present or last known employer or place of business, and position or title of the individual during the relevant time.
9. "*Person*" means, without limiting the generality of its meaning, every natural person, partnership, association (whether formally organized or *ad hoc*), corporation, joint venture, or other legal business entity, as well as any governmental entity or agency.
10. "*Related to*" or "*relating to*" means relating to, referring to, reflecting, discussing, describing, evidencing, supporting, providing a basis for, or constituting.
11. "*You*," or "*Your*," means the Joint Applicants unless the context clearly suggests otherwise, together with their attorneys, consultants, employees, agents, representatives, officers and directors, and any other person acting on their behalf, including any affiliate, division, department, predecessor, corporation, general partner, or partnership through which they now conduct or have conducted business affairs.

**EQUITRANS, L.P INTERROGATORIES AND
REQUESTS FOR PRODUCTION OF DOCUMENTS - SET I
TO JOINT APPLICANTS**

DOCKET NO. A-2018-3006061, et al.

1. Provide all studies or reports prepared by or for Peoples from 2011 through 2018 related to the topic of Lost and Unaccounted For Gas for any portion of Peoples' system that interconnects with Equitrans' Allegheny Valley Connector pipeline system.
2. Identify and describe all incidents within the last five (5) years in which Peoples and/or its employees or agents have damaged and/or had any accidents involving any of Equitrans' facilities or assets. Provide all Documents in support of your answer.
3. Identify and describe all incidents within the last five (5) years in which Peoples and/or its employees or agents have taken any action to remove locks or otherwise tamper with Equitrans' equipment. Provide all Documents in support of your answer.
4. Identify and describe all incidents within the last five (5) years in which Peoples and/or its employees or agents have obtained unmeasured gas supply from Equitrans due to tampering with or bypassing of Equitrans' measurement equipment, and the response of both Peoples and Equitrans to those incidents. Provide all Documents in support of your answer.
5. Identify and describe all requests within the last five (5) years Peoples has made to Equitrans for the establishment of temporary taps from Equitrans' facilities in Pennsylvania and West Virginia to provide service to Peoples' customers or equipment. Provide all Documents in support of your answer.
6. Identify and describe all incidents within the last five (5) years in which Equitrans or its agents have communicated with Peoples or its agents regarding issues with Peoples' equipment located in the yard for Equitrans' Wall compressor station, including but not limited to issues regarding automated valves, Emergency Shut Down (ESD) trips, equipment leaks, and systems testing. Provide all Documents in support of your answer.
7. Identify and describe all incidents within the last five (5) years in which Peoples or its agents made a request to Equitrans or its agents to provide additional feeds to Peoples' distribution/gathering systems during cold weather. Provide all Documents in support of your answer.
8. With reference to the response to Request No. 7, provide all Documents in support of system improvements undertaken by Peoples within the last five (5) years to address low pressure conditions/gas supply shortages in order to maintain adequate service to customers.
9. Identify and describe all incidents within the last five (5) years in which Peoples or its agents made a request to Equitrans or its agents to start and stop compression at any of

- Equitrans' compressor stations, including the reasons the requests were made. Provide all Documents in support of your answer.
10. Identify and describe all incidents within the last five (5) years in which Equitrans or its agents have provided information to Peoples about Peoples' need to procure sufficient gas commodity supply for Peoples' customers. Provide all Documents in support of your answer.
 11. Identify and describe all incidents within the last five (5) years of out-of-service times and repairs made to the Hilltop Road meter (located on Hilltop Road in Collier Township, Pennsylvania) and the Harmony Road meter (located on Harmony Road in McCandless Township, Pennsylvania), and all connects thereto including upstream filters. Provide all Documents in support of your answer.
 12. Identify and describe all incidents within the last five (5) years where Peoples and Equitrans and/or their employees and agents relied upon estimated usage due to the failure of any meters, interconnects or other equipment or infrastructure including, but not limited to, the Hilltop interconnect (located on Hilltop Road in Collier Township, Pennsylvania), the Daybrook interconnect (located in Daybrook, West Virginia), the Oakridge interconnect (located on Oakridge Road in South Fayette Township, Pennsylvania), and the Moon Run interconnect (located on Campbells Run Road in Robinson Township, Pennsylvania). Provide all Documents in support of your answer.
 13. Is the regulator set located at Farm Lane in Forward Township, Pennsylvania owned by Peoples? Provide all Documents in support of your answer.
 14. Identify and describe any and all Documents and other support demonstrating that the regulator set located at Farm Lane in Forward Township, Pennsylvania is necessary for Peoples' natural gas delivery system and/or to maintain service to its customers. Provide all Documents in support of your answer.
 15. Identify and describe any and all incidents within the last five (5) years where scheduled work on tie-ins between Peoples' and Equitrans' systems was rescheduled. Provide all Documents in support of your answer.
 16. Identify and describe any and all incidents within the last five (5) years where scheduled shut-downs of Peoples' facilities or equipment that affected or impacted Equitrans have been rescheduled. Provide all Documents in support of your answer.
 17. Identify and describe any and all dead-end systems supplied by Equitrans' assets for which Peoples has not developed supplemental feeds. Provide all Documents in support of your answer.
 18. Identify and describe any and all incidents within the last five (5) years where Peoples' has calibrated measurement equipment at the McKeesport meter station, or has failed to properly and timely calibrate measurement equipment pursuant to manufacturers'

requirements at the McKeesport meter station. Provide all Documents in support of your answer.

19. Provide all Documents supporting or relating to the first contact to Peoples from Alexander and Anita Camesi of Moon Township, Pennsylvania raising Peoples' right to cross the Camesi's property.

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of Aqua America Inc., Aqua	:	
Pennsylvania Inc., Aqua Pennsylvania	:	
Wastewater Inc., and Peoples Natural Gas	:	Docket No. A-2018-3006061
Company LLC for all of the Authority and	:	Docket No. A-2018-3006062
Necessary Certificates of Public Convenience	:	Docket No. A-2018-3006063
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.	:	

CERTIFICATE OF SERVICE

I hereby certify that this day I served a copy of the foregoing document upon the persons listed below in the manner indicated in accordance with the requirements of 52 Pa. Code § 1.54.

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Date: February 1, 2019



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February 1, 2019

VIA EMAIL AND FIRST CLASS MAIL

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Alexander R. Stahl, Esquire
Aqua America, Inc.
762 West Lancaster Avenue
Bryn Mawr, PA 19010

William H. Roberts II, Esquire
Peoples Natural Gas Company LLC
375 North Shore Drive
Suite 600
Pittsburgh, PA 15212

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 Counsel:

Enclosed please find the Requests for Admission by Equitrans, L.P. to Joint Applicants – Set I in the above-captioned proceeding.

Copies have been served on all parties as indicated in the attached Certificate of Service.

Very truly yours,



Tanya C. Leshko

TCL/tlg
Enclosure

cc: Rosemary Chiavetta, Secretary (*letter and Certificate of Service only via e-filing*)
Certificate of Service

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of Aqua America Inc., Aqua	:	
Pennsylvania Inc., Aqua Pennsylvania	:	
Wastewater Inc., and Peoples Natural Gas	:	Docket No. A-2018-3006061
Company LLC for all of the Authority and	:	Docket No. A-2018-3006062
Necessary Certificates of Public Convenience	:	Docket No. A-2018-3006063
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.	:	

**REQUESTS FOR ADMISSION BY EQUITRANS, L.P.
TO JOINT APPLICANTS – SET I**

Pursuant to 66 Pa.C.S. § 333(e) and 52 Pa. Code §§ 5.350, Equitrans, L.P. (“Equitrans”) requests admission of the truth of the following matters from Aqua America, Inc. (“Aqua America”) and its subsidiaries, Aqua Pennsylvania, Inc. (“Aqua PA”), Aqua Pennsylvania Wastewater, Inc., (“Aqua PA Wastewater”), along with Peoples Natural Gas Company LLC (“Peoples Natural Gas”), and Peoples Gas Company LLC (“Peoples Gas”) (hereinafter, collectively the “Joint Applicants” or the “Company”) – Set I to be answered separately and fully in writing within twenty (20) days from the date of service.

INSTRUCTIONS

A. Each request for admission shall be accorded a separate answer on a separate piece of paper and each subpart shall be accorded a separate answer. Each request for admission or subpart thereof shall be specifically admitted or denied.

B. Please restate the request for admission immediately preceding each response.

C. Please identify the name, title, and business address of each person(s) providing each response and provide the date the response was created.

D. Any denial of a request for admission shall include any information related to the denial that is sufficient to explain the complete basis for denial of the request for admission.

E. Any denial of a request for admission shall specify as much of the request for admission as is true and shall only qualify or deny the remainder.

F. You are reminded that a request for admission is admitted unless, within 20 days after service of the request, you answer or make a proper objection to the request signed by you or counsel.

REQUESTS FOR ADMISSION

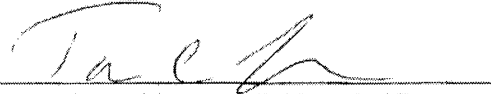
Joint Applicants are requested to admit the truth of the following:

1. Peoples is a party to a certain Odorization Agreement dated December 17, 2013 between Equitrans, L.P. and Peoples Natural Gas Company ("Odorization Agreement No. 1").
2. Odorization Agreement No. 1 required, among other things, that Peoples prepare and implement a transition plan designed to eliminate Peoples' dependence on the upstream odorant levels provided by Equitrans by July 1, 2015.
3. Peoples failed to complete the transition plan described in Request No. 2 by July 1, 2015.
4. Peoples is a party to a certain Odorization Agreement dated June 30, 2015 between Equitrans, L.P. and Peoples Natural Gas Company ("Odorization Agreement No. 2").
5. Odorization Agreement No. 2 contained, among other things, a revised transition plan under which Peoples intended to eliminate Peoples' dependence on the upstream odorant levels provided by Equitrans by December 31, 2016.
6. Peoples failed to complete the transition plan described in Request No. 5 by December 31, 2016.
7. Peoples is a party to a certain Interim Delivery Measurement Agreement dated December 17, 2013 between Equitrans, L.P. and Peoples Natural Gas Company ("Interim Delivery Measurement Agreement No. 1").
8. Under Interim Delivery Measurement Agreement No. 1, Peoples was required, among other things, to install all necessary equipment at delivery interconnects needed to measure all gas delivered from the Allegheny Valley Connector to Peoples and its affiliates.

9. Peoples failed to install meters in accordance with the schedule specified in Section 1 of Interim Delivery Measurement Agreement No. 1.
10. Peoples is a party to a certain Interim Delivery Measurement Agreement dated September 17, 2015 between Equitrans, L.P. and Peoples Natural Gas Company ("Interim Delivery Measurement Agreement No. 2").
11. Interim Delivery Measurement Agreement No. 2 required Peoples, among other things, to install all necessary equipment at delivery interconnects needed to measure all gas delivered from Equitrans' Allegheny Valley Connector pipeline system to Peoples and its affiliates.
12. Peoples failed to install all necessary equipment at delivery interconnects needed to measure all gas delivered from Equitrans' Allegheny Valley Connector pipeline system to Peoples and its affiliates as required and contemplated by Interim Delivery Measurement Agreement No. 2.
13. Peoples Natural Gas Company LLC is a party to a certain interconnect agreement dated December 17, 2013 between Equitrans, L.P. and Peoples Natural Gas Company ("Interconnect Agreement").
14. The Interconnect Agreement requires Peoples, among other obligations and actions, to provide notice to Equitrans of any and all repairs or changes to the Interconnect facilities.
15. Peoples failed to provide proper notice to Equitrans as required and contemplated by the Interconnect Agreement when Peoples was performing rebuilding work on the Heath Road interconnection station located near Gill Hall Road in Jefferson Township, Pennsylvania.
16. During the last five (5) years, Peoples has failed to properly and timely calibrate measurement equipment pursuant to manufacturers' requirements at the McKeesport meter station.
17. The regulator set located at Farm Lane in Forward Township, Pennsylvania was transferred to EQT Corporation during the transfer of the Allegheny Valley Connector assets in connection with the sale of the Equitable Gas Company to Peoples Natural Gas, docketed before the Pennsylvania Public Utility Commission at Docket Nos. A-2013-2353647, 2353649, 2353651.
18. Peoples has maintained the regulator set located at Farm Lane in Forward Township, Pennsylvania on its Pennsylvania jurisdictional books in plant in service accounts.

Respectfully submitted,

Dated: February 1, 2019



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**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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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.	:	

CERTIFICATE OF SERVICE

I hereby certify that this day I served a copy of the foregoing document upon the persons listed below in the manner indicated in accordance with the requirements of 52 Pa. Code § 1.54.

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