



February 14, 2019

Jonathan P. Nase

VIA E-FILING

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Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
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400 North Street, 2nd Floor North
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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.

ANSWER OF PEOPLES NATURAL GAS COMPANY LLC AND PEOPLES GAS COMPANY LLC TO THE AMENDED MOTION OF EQUITRANS, L.P. TO DISMISS OBJECTIONS AND COMPEL ANSWERS TO INTERROGATORIES AND REQUESTS FOR PRODUCTION OF DOCUMENTS AND REQUESTS FOR ADMISSION

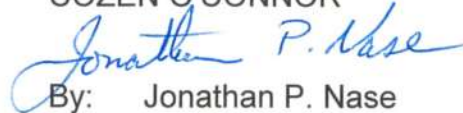
Dear Secretary Chiavetta:

Enclosed for filing with the Commission please find the Answer of Peoples Natural Gas Company LLC and Peoples Gas Company LLC to the Amended Motion of Equitrans, L.P. to Dismiss Objections and Compel Answers to Interrogatories and Requests for Production of Documents and Requests for Admission 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, please contact me. Thank you for your attention to this matter.

Sincerely,

COZEN O'CONNOR



By: Jonathan P. Nase
Counsel for *Peoples Natural Gas Company*
LLC and Peoples Gas Company LLC

JPN:kmg
Enclosures

cc: Honorable Mary D. Long
Per Certificate of Service
William H. Roberts, II, Esq.
Lynda Petrichevich

**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. :

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

AND NOW COMES, Peoples Natural Gas Company LLC ("Peoples Natural Gas") and Peoples Gas Company LLC ("Peoples Gas") (collectively, the "Applicants"), pursuant to 52 Pa. Code § 5.342(g)(1), to file this Answer ("Answer") to the Amended Motion to Dismiss Objections and Compel Answers to Interrogatories and Requests for Production of Documents and Requests for Admission (the "Motion") filed by Equitrans, L.P., on February 11, 2019. The Applicants respectfully request that the Motion be denied in its entirety. In support whereof, the Applicants state as follows:

I. ANSWER

1. Admitted.

2. Admitted.

3A. On the afternoon of February 4, 2019, counsel for the Applicants contacted counsel for Equitrans to convey oral objections and attempt informally to resolve this discovery dispute. Counsel spoke again on February 6, 2019. These attempts to resolve the discovery dispute were unsuccessful.

On February 7, 2019, counsel for Equitrans contacted counsel for Peoples in a further attempt to resolve the dispute. As of the date of the filing of this Answer, the dispute remains unresolved but Peoples remains open to engaging in further discussions with Equitrans in order to reach a mutually-acceptable resolution.

3. This paragraph states a request for relief to which no response is required. By way of further response, Counsel for Equitrans served her original Motion to Compel on Peoples by first class mail. It was not received by Peoples's Counsel until February 12, 2019. Peoples acknowledges receipt of the Amended Motion by e-mail on February 11, 2019.

4. Peoples' Objections is a written document that speaks for itself. As stated in Paragraphs 20 and 22 of the Objections, the Applicants object to all of the Interrogatories, Requests for Production of Documents, and Requests for Admission (collectively, the "Discovery") on the ground that the Discovery seeks information beyond the scope of permissible discovery, pursuant to 52 Pa. Code § 5.321(c), which 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.

5. This paragraph states legal conclusions to which no response is necessary.

6. This paragraph states legal conclusions to which no response is necessary. By way of further answer, the issues in this proceeding are: whether the proposed buyer is financially, technically and legally fit to own and operate the acquired 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), and 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). Evidence that is not relevant to those issues will not be admissible at the hearing.

The information sought in the Discovery is not relevant to the issues identified above, and so will not be admissible at the hearing. Moreover, the information sought in the Discovery is not likely to lead to the discovery of admissible evidence.

To demonstrate that the Discovery seeks information that is not relevant to the issues in this proceeding, and is not calculated to lead to the discovery of relevant information, Peoples’ Objections gave an extensive (but not exhaustive) list of irrelevant inquiries. Considering that these inquiries form the bulk of Equitrans’ Discovery, Peoples objects to the entire Discovery.

The irrelevant requests for admission include 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.

...

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.

These requests for admission concern past contractual issues between Peoples and Equitrans. Notably, Equitrans did not ask for an admission that Peoples is in breach of any of the agreements referenced. Moreover, even if these were current contractual disputes, they would be private disputes between the parties. These disputes do not implicate the public interest. Additionally, this proceeding could offer Equitrans no redress for its grievances. Rather, Equitrans’ redress for any grievances it may have against Peoples would be in other forums, such

as a civil court or the Federal Energy Regulatory Commission. Consequently, these issues should not cause the instant application proceeding to bog down.

The ultimate question before the Commission in this proceeding is whether to approve the proposed acquisition of Peoples by Aqua America, Inc., Aqua Pennsylvania, Inc. and Aqua Pennsylvania Wastewater Inc. (together, "Aqua"). Equitrans' Discovery is irrelevant to the fitness of Aqua, nor does it pertain to the issue of whether Aqua's acquisition of Peoples will have substantial affirmative public benefits.

Equitrans is seeking to use the Commission's discovery process in this case to extract admissions, documents, or information that would only be relevant in other proceedings, such as contract cases filed in the courts or even proceedings instituted by Equitrans at the Federal Energy Regulatory Commission. This is an abuse of the Commission's discovery process.

Similarly, the following Interrogatories and Requests for Production of Documents are completely unrelated to the issues 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.

It is self-evident that incidents involving the removal of locks on Equitrans' equipment (which incidents, in fact, involved jointly owned facilities and also include the removal of locks on Peoples' equipment by Equitrans), or the date of contacts between Peoples and Mr. and Mrs. Camesi, are completely irrelevant to the ultimate question before the Commission in this proceeding: whether to approve the proposed acquisition of Peoples by Aqua. There is nothing in the Discovery that in any way relates to Aqua's purchase of Peoples or Aqua's management of Peoples after closing on the acquisition. Equitrans' discovery is clearly a "fishing expedition" to obtain information about events unrelated to the proposed transaction.

Equitrans' Amended Motion attempts to show how its irrelevant inquiries are in fact relevant to this proceeding. These arguments are unpersuasive. For example, Equitrans tries to argue that Peoples' alleged unwillingness or inability to honor its obligations to Equitrans during the past five years are relevant to Aqua's post-merger management of Peoples. Equitrans'

Discovery, however, nowhere asks for information about whether or how Aqua will address these deficiencies after closing on the transaction. In other words, the arguments in the Amended Motion lack a nexus to Equitrans' actual Discovery requests. Consequently, Equitrans' arguments cannot save its flawed Discovery requests.

7. As stated above, Equitrans' argument that it 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" is unpersuasive. The Discovery primarily relates to events that allegedly occurred during the past five years; there is little to nothing in the Discovery that in any way relates to Peoples' service and performance under Aqua's management after the closing.

In its Petition to Intervene, filed on December 21, 2018, Equitrans averred that its interest in this case is to understand to what extent the merger will impact one of its largest customers or the long-term service agreements and the pipeline facilities between them. There was no mention of concern with Peoples' service and performance.

Subsequently, on January 9, 2019, Peoples filed a protest in an Equitrans proceeding before the Federal Energy Regulatory Commission seeking a rate reduction that would flow through to Peoples' customers. Then, Equitrans filed significant discovery in this proceeding, and only now asserts an interest in Peoples' current service and performance.

8. Equitrans' attempt to portray its Discovery as related to Section 1103 is similarly unavailing. Peoples is not "seeking the imprimatur of this Commission on the safety, reliability and efficiency of its current operations." This case involves the question of whether Aqua's acquisition of Peoples will have substantial public benefits. Those benefits may include changes in Peoples' current operations.

Moreover, the ALJ should not allow Equitrans to turn this case into an investigation into “Peoples’ willingness and ability to honor obligations assumed when this Commission approved the Peoples-Equitable merger.” This case is a straightforward Section 1103 Application proceeding; it is not some sort of compliance proceeding. The ALJ should not permit Equitrans to hijack this proceeding to pursue its own goals. Rather, the ALJ should require Equitrans to pursue appropriate remedies for its purported grievances elsewhere.

9. This paragraph repeats Equitrans’ assertions in Paragraph 6 and 8 above. Peoples incorporates by reference its arguments in those paragraphs.

10. Equitrans again offers arguments that have no nexus to its actual Discovery. To support its Motion, Equitrans cites Aqua’s testimony regarding its operational efficiency and improvements in the replacement of underground pipe. How is that testimony relevant to the objected-to Discovery? It isn’t. The Discovery does not request information regarding Aqua’s operational efficiency or replacement of underground pipe.

11. Finally, Peoples objected to the Interrogatories and Requests for Production of Documents to the extent that they requested that Peoples undertake a review of its records for five years. This violates 52 Pa. Code § 5.361(a)(4) by requiring Peoples to make an unreasonable investigation. Equitrans attempts to claim that a review of five years’ worth of records is reasonable because that time period relates to the date that Peoples acquired the assets. As stated above, this case is not some sort of compliance proceeding to investigate whether Peoples has honored the obligations assumed when the Commission approved the Peoples-Equitable merger. Additionally, not all of the questions pertain to Peoples’ assets; some pertain to communications between Peoples and Equitrans, and others pertain to accidents involving

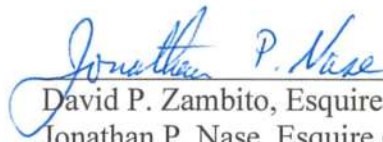
Equitrans' facilities. Again, the weak connection between Equitrans' arguments and its actual Discovery requests should cause the ALJ to reject those arguments.

II. CONCLUSION AND REQUEST FOR RELIEF

WHEREFORE, for all of the reasons set forth above, the Applicants respectfully request that the Administrative Law Judge deny the Motion and sustain the Objections of Peoples to all of the Interrogatories, Requests for Production of Documents, and Admissions Propounded by Equitrans, L.P. on February 1, 2019.

Respectfully submitted,

Dated: February 14, 2019



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VERIFICATION

I, Morgan K. O'Brien, hereby state that the facts set forth above are true and correct to the best of my knowledge, information and belief and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

February 14, 2019

Morgan K. O'Brien

**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 **Answer of Peoples Natural Gas Company LLC and Peoples Gas Company LLC to the Amended Motion of Equitrans, L.P. to Dismiss Objections and Compel Answers to Interrogatories and Requests for Production of Documents and Requests for Admission**, 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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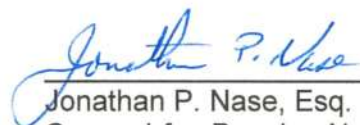
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Date: February 14, 2019