**BEFORE THE**

**PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of Peoples Natural :A-2013-2353647

Gas Company LLC, Peoples TWP LLC, and :A-2013-2353649

Equitable Gas Company, LLC :A-2013-2353651

**PREHEARING ORDER**

On March 19, 2013, Peoples Natural Gas Company LLC (“Peoples”), Peoples TWP LLC (“Peoples TWP”), and Equitable Gas Company, LLC (“Equitable”) (hereinafter collectively referred to as the “Applicants”) filed a Joint Application for all of the Authority and the Necessary Certificates of Public Convenience 1) to Transfer all of the Issued and Outstanding Limited Liability Company Membership Interest of Equitable Gas Company, LLC to PNG Companies, LLC, 2) to Merge Equitable Gas Company LLC with Peoples Natural Gas Company, LLC, 3) to Transfer Certain Storage and Transmission Assets of Peoples Natural Gas Company LLC to Affiliates of EQT Corporation, 4) to Transfer Certain Assets between Equitable Gas Company, LLC and Affiliates of EQT Corporation, 5) for Approval of Certain Ownership Changes Associated with the Transaction, 6) for approval of Certain Associated Gas Capacity and Supply Agreements, and 7) for approval of Certain Changes in the Tariff of Peoples Natural Gas Company LLC.

On April 2, 2013, the Applicants filed proofs of publication indicating that the notice prescribed by the Secretary’s Bureau of the Pennsylvania Public Utility Commission (“Commission”) had been published in the *Pittsburgh Post-Gazette* and in the *Tribune-Review*. Notice of the Joint Application was published in the *Pennsylvania Bulletin* on March 30, 2013. *See* 43 Pa.B. 1814.

On April 8, 2013, the Commission’s Bureau of Investigation and Enforcement (“BI&E”) entered a Notice of Appearance. On April 10, 2013, the Office of Small Business Advocate (“OSBA”) filed a Notice of Intervention, Protest, Public Statement and Notice of Appearance. On April 11, 2013, the Office of Consumer Advocate (“OCA”) filed a Notice of Intervention, Protest and Public Statement.

Protests and Petitions to Intervene were filed by the following: Dominion Retail, Inc. and Interstate Gas Supply, Inc.; Utility Workers Union of America, Local 666; The Pennsylvania State University; Snyder Brothers, Inc.; United Steelworkers International Union, Local 12050; International Brotherhood of Electrical Workers, Local 1956; Peoples-Equitable Merger Intervenors; Pennsylvania Independent Oil & Gas Association (“PIOGA”); Retail Energy Supply Association; Unities States Steel Corporation; Dominion Transmission, Inc., and; Citizens for Pennsylvania’s Future (“Penn Future”).

A Prehearing Conference was held on Thursday, May 9, 2013. This Prehearing Order memorializes the matters decided and agreed upon by the parties attending the conference.

**Litigation Schedule**

The undersigned Administrative Law Judge (“ALJ”) ordered the following litigation schedule:

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| Date | Event |
| May 29, 2013 | Service of Applicants’ Supplemental Written Direct Testimony |
| July 24, 2013 | Service of Written Direct Testimony of All Other Parties |
| August 19, 2013 | Service of Written Rebuttal Testimony |
| September 6, 2013 | Service of Written Surrebuttal Testimony |
| September 9, 2013 | Service of Rejoinder Testimony Outlines |
| September 11-13, 2013 | Technical Evidentiary Hearings in Harrisburg |
| September 30, 2013 | Filing and Service of Main Briefs |
| October 9, 2013 | Filing and Service of Reply Briefs |

The parties are reminded of the Commission’s requirements for the preparation and filing of written testimony. 52 Pa. Code §5.412. Written testimony must be accompanied by all exhibits to which it relates. The above-stated dates are in-hand dates for service on the parties and the Presiding ALJ. The parties and the Presiding ALJ agree to accept email transmission of such material, so long as the subject email is received by the time set forth above and on the date due, and provided the email is followed the next business day by sending a hard copy of the same material via first-class mail postage prepaid to the parties designated on the Service List attached to this Order. The email address of the Presiding ALJ is: [mhoyer@pa.gov](mailto:mhoyer@pa.gov). The Presiding ALJ will not accept facsimile transmissions greater than ten pages in length without prior authorization. If in doubt, please call his office at (412‑565-3550).

Hearings will begin promptly at **10:00 a.m.** each day. The parties must confer before commencement of the hearings to schedule their witnesses so as to avoid “holes” or “dead time” during the hearings.

**Motion for Admission *Pro Hac Vice***

PIOGA filed a Motion for Admission *Pro Hac Vice* to permit Randall S. Rich, Esquire to appear in the above-captioned matter on behalf of PIOGA. No parties objected to the Motion at the Prehearing Conference and it was granted.

**Petitions to Intervene**

The Petitions to Intervene of the following parties are granted: Dominion Retail, Inc. and Interstate Gas Supply, Inc.; Utility Workers Union of America, Local 666; The Pennsylvania State University; Snyder Brothers, Inc.; United Steelworkers International Union, Local 12050; International Brotherhood of Electrical Workers, Local 1956; PIOGA; United States Steel Corporation; Dominion Transmission, Inc.; and Penn Future.

The Retail Energy Supply Association filed a Petition to Intervene but subsequently filed a Petition to Withdraw its Petition to Intervene.[[1]](#footnote-1) Although the Petition to Withdraw the Petition to Intervene was not discussed at the Prehearing Conference, the same is hereby granted and the Retail Energy Supply Association is not a party in this proceeding and will not be included on the Service List.

**Parties**

The Applicants, BI&E, OCA, OSBA, Dominion Retail, Inc. and Interstate Gas Supply, Inc.; Utility Workers Union of America, Local 666; The Pennsylvania State University; Snyder Brothers, Inc.; United Steelworkers International Union, Local 12050; International Brotherhood of Electrical Workers, Local 1956; Peoples-Equitable Merger Intervenors; PIOGA; Unities States Steel Corporation; Dominion Transmission, Inc.; and Penn Future are parties to this proceeding.

**Public Input Hearings**

The OCA requested one telephonic Public Input Hearing. At present there are no Public Input Hearings scheduled, however, the parties were ordered to discuss Public Input Hearing(s) among themselves. The OCA was ordered to report to the Presiding ALJ via email on or before May 23, 2013 with the agreed upon date(s), time(s), type and procedures for conducting a Public Input Hearing or Hearings.

## Issues

In their respective prehearing memoranda, the parties identified various issues they may wish to pursue. The reader is directed to these documents to review a recitation of these issues. Additional issues may arise as the discovery process unfolds.

## Discovery

The parties shall engage in informal discovery whenever and wherever possible in an attempt to resolve any discovery disputes amicably. 52 Pa. Code §5.322. If this process fails, the parties have recourse to the Commission’s procedures for formal discovery, as herein modified. 52 Pa. Code §§5.321, *et* *seq*. The parties must not send the Presiding ALJ discovery material or cover letters, unless attached to a motion to compel. All motions to compel must contain a certification of counsel of the informal discovery undertaken and their efforts to resolve their discovery disputes informally. If a motion to compel fails to contain such certification, the Presiding ALJ will contact the parties and direct them to pursue informal discovery.

The OCA requested modification of the Commission’s procedures for formal discovery. With the agreement of all parties attending the prehearing conference, that request is hereby granted. Therefore, the following modified discovery procedure applies to this case:

1. Answers to written interrogatories shall be served in-hand within fifteen (15) calendar days of service prior to the service of Other Parties’ Direct Testimony on July 24, 2013 and within ten (10) calendar days of service after that date.
2. Objections to interrogatories shall be communicated orally within three (3) calendar days of service of the interrogatories; unresolved objections shall be served to the ALJ in writing within five (5) days of service of the interrogatories.
3. Motions to dismiss objections and/or direct the answering of interrogatories shall be filed within three (3) calendar days of service of the written objections.
4. Answers to motions to dismiss objections and/or answering of interrogatories shall be filed within three (3) calendar days of service of such motions.
5. Ruling over such motions shall be issued, if possible, within seven (7) calendar days of the filing of the motion.
6. Responses to requests for document production, entry for inspection, or other purposes shall be served in-hand within ten (10) calendar days.

7. Requests for admissions shall be deemed admitted unless answered within ten (10) calendar days or objected to within five (5) calendar days of service.

8. Any discovery served after 12:00 p.m. on a Friday or the day before a Pennsylvania state holiday will be deemed to have been served on the following business day for purposes of tracking due dates.

**Settlement and Stipulations**

The parties are reminded it is the Commission’s policy to encourage settlements. 52 Pa. Code §5.231(a). The parties are strongly urged to seriously explore this possibility. If settlement is not feasible, the parties are encouraged to stipulate to any matters they reasonably can to expedite this proceeding, lessen the burden of time and expenses in litigation on all parties and conserve precious administrative hearing resources. 52 Pa. Code §§5.232 and 5.234. All stipulations entered into by the parties must be reduced to writing, signed by the parties to be bound thereby, and moved into the record during the hearings in this case. An exception to this requirement may occur when circumstances of time and expediency warrant. If so, an oral presentation of a stipulation is permissible, if it is followed by a reduction to writing as herein directed.

**Cross-Examination**

Friendly cross-examination or cumulative cross-examination during hearings will not be permitted. 52 Pa. Code §§5.76 & 5.243.

**Briefs and Reply Briefs**

The parties must comply with 52 Pa. Code §§5.501, *et* *seq*., regarding the preparation and filing of briefs.[[2]](#footnote-2) Briefs must include proposed Findings of Fact, with citations to the record, proposed Conclusions of Law and proposed Ordering paragraphs. Page limitations on briefs and a common brief outline will be discussed on or before the last day of hearing. Where possible, the parties shall submit to the Presiding ALJ one hard copy of their briefs and one copy by email. The electronic version of a brief must be prepared on an IBM compatible system in Microsoft Office Word 2010 format or in an earlier version of this software application. If in doubt, please call the office of the Presiding ALJ for clarification.

**Modification**

Any of the provisions of this Prehearing Order may be modified upon motion and good cause shown by any party in interest.

Date: May 14, 2013

Mark A. Hoyer

Administrative Law Judge

1. The Petition to Withdraw was captioned as a Notice of Withdrawal. It was filed on May 8, 2013. [↑](#footnote-ref-1)
2. In a Secretarial Letter dated August 16, 2012, the Commission announced that it is temporarily waiving certain regulations. By this letter the Commission eliminated the requirement to file nine additional paper copies, beyond a signed original, of both briefs and reply briefs. [↑](#footnote-ref-2)