

COMMONWEALTH OF PENNSYLVANIA



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July 27, 2026

Via Electronic Mail Only

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Re: Joint Application of UGI Utilities, Inc. and Argo Infrastructure Partners LLC for a Certificate of Public Convenience Under Chapter 11 of the Public Utility Code and all other Necessary Approvals (I) For the Conversion of UGI Utilities, Inc. to UGI Utilities, LLC, (II) to Effect a Division of the Assets and Liabilities of UGI Utilities, LLC, (III) To Establish a New Entity to Own and Operate the Assets of UGI Utilities, LLC – Electric Division and Provide Retail Electric Service as a Public Utility, (IV) For the Sale and Transfer of the Membership

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July 27, 2026
Page 2

Purchase Interests in the New Entity to a New Limited Liability Company to be Formed, Owned and Controlled by an Affiliate of Argo Infrastructure Partners LLC, and (V) for the Cessation and Abandonment of any and all Retail Electric Service in Pennsylvania for UGI Utilities, Inc.

Docket Nos.:
A-2026-3063610
A-2026-3063612
A-2026-3063614

Dear Counsel:

Enclosed please find the Office of Consumer Advocate's Protest in this matter.

Respectfully submitted,

/s/ Katie Kennedy
Katie Kennedy, Esq.
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PA Attorney I.D. # 317237
Email: KKennedy@paoca.org

Enclosures

cc: The Honorable Charles E. Rainey, Jr. (email only: crainey@pa.gov)
Secretary Matthew L. Homsher (Letter and Certificate of Service only)
Certificate of Service

CERTIFICATE OF SERVICE

Joint Application of UGI Utilities, Inc.	:	
and Argo Infrastructure Partners LLC	:	
for a Certificate of Public Convenience	:	
Under Chapter 11 of the Public Utility	:	
Code and all other Necessary Approvals	:	
(I) For the Conversion of UGI Utilities,	:	
Inc. to UGI Utilities, LLC, (II) to Effect	:	
a Division of the Assets and Liabilities	:	
of UGI Utilities, LLC, (III) To Establish	:	Docket Nos. A-2026-3063610
a New Entity to Own and Operate the	:	A-2026-3063612
Assets of UGI Utilities, LLC – Electric	:	A-2026-3063614
Division and Provide Retail Electric	:	
Service as a Public Utility, (IV) For the	:	
Sale and Transfer of the Membership	:	
Purchase Interests in the New Entity to	:	
a New Limited Liability Company to be	:	
Formed, Owned and Controlled by an	:	
Affiliate of Argo Infrastructure Partners	:	
LLC, and (V) for the Cessation and	:	
Abandonment of any and all Retail	:	
Electric Service in Pennsylvania for	:	
UGI Utilities, Inc.	:	

I hereby certify that I have this day filed electronically on the Commission's electronic filing system and served a true copy of the following document, the Office of Consumer Advocate's Protest, upon parties of record in this proceeding in accordance with the requirements of 52 Pa. Code Section 1.54 (relating to service by a participant), in the manner and upon the persons listed below.

Dated this 27th day of July, 2026.

SERVICE BY E-MAIL ONLY

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Dated: July 27, 2026

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BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Joint Application of UGI Utilities, Inc.	:	
and Argo Infrastructure Partners LLC	:	
for a Certificate of Public Convenience	:	
Under Chapter 11 of the Public Utility	:	
Code and all other Necessary Approvals	:	
(I) For the Conversion of UGI Utilities,	:	
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Division and Provide Retail Electric	:	
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Sale and Transfer of the Membership	:	
Purchase Interests in the New Entity to	:	
a New Limited Liability Company to be	:	
Formed, Owned and Controlled by an	:	
Affiliate of Argo Infrastructure Partners	:	
LLC, and (V) for the Cessation and	:	
Abandonment of any and all Retail	:	
Electric Service in Pennsylvania for	:	
UGI Utilities, Inc.	:	

PROTEST OF THE
OFFICE OF CONSUMER ADVOCATE

Pursuant to 52 Pa. Code Sections 5.51, *et seq.*, the Office of Consumer Advocate (OCA) files this Protest to the Joint Application of UGI Utilities, Inc. (UGI) and Argo Infrastructure Partners LLC (Argo) filed with the Public Utility Commission (Commission) on June 24, 2026 (Joint Application). Through this filing, the Joint Applicants seek approval of the Pennsylvania Commission under Chapters 11 and 28 of the Public Utility Code: (I) For the Conversion of UGI to UGI Utilities, LLC; (II) to Effect a Division of the Assets and Liabilities of UGI Utilities, LLC; (III) To Establish a New Entity to Own and Operate the Assets of UGI Utilities, LLC – Electric

Division and Provide Retail Electric Service as a Public Utility; (IV) For the Sale and Transfer of the Membership Purchase Interests in the New Entity to a New Limited Liability Company to be Formed, Owned and Controlled by an Affiliate of Argo; and (V) for the Cessation and Abandonment of any and all Retail Electric Service in Pennsylvania for UGI. If approved, the Joint Application proposes that would ultimately allow UGI to create a new entity, Wyoming Valley Electric LLC (Wyoming Valley Electric or Company), transfer ownership and operation of its electric utility operations to Wyoming Valley Electric, transfer all its interests in Wyoming Valley Electric to a newly formed Argo-controlled entity, and allow UGI to cease and abandon the ownership and operation of the utility assets and retail electric service it provides to its Electric Division customers in Luzerne and Wyoming Counties, Pennsylvania.

The OCA files this Protest in order to ensure that the approvals and certificates of public convenience are granted only if they are “necessary or proper for the service, accommodation, convenience or safety of the public,” pursuant to 66 Pa. C.S. Sections 1102, 1103(a), and meet all legal requirements of the Public Utility Code.

Specifically, the OCA avers as follows:

1. The Protestant is:

Darryl A. Lawrence, Consumer Advocate
Office of Consumer Advocate
555 Walnut Street, 5th Floor, Forum Place
Harrisburg, PA 17101-1923
Telephone: (717) 783-5048

Throughout this Protest, the Protestant will be referred to as the Office of Consumer Advocate or OCA.

2. The OCA's attorneys are:

Christy M. Appleby, Esq.
Senior Assistant Consumer Advocate

Jacob D. Guthrie, Esq.
Katherine “Katie” M. Kennedy, Esq.
Johnathan M. Longhurst, Esq.
Crystal M. Zook, Esq.
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3. The OCA is authorized by law to represent the interests of Pennsylvania's utility consumers in all matters before the Commission.¹ The OCA files this Protest to ensure that the interests of UGI's Electric Division ratepayers are protected.

4. Section 1102(a)(3) of the Public Utility Code requires a public utility to obtain a certificate of public convenience prior to acquiring or transferring any tangible or intangible property used or useful in the public service.²

5. The Code further requires that a certificate shall only be granted upon findings that the granting of such certificate is “necessary or proper for the service, accommodation, convenience or safety of the public.”³

6. Section 1103(a), as interpreted by *City of York*, requires that the proposed transaction “affirmatively promote the service, accommodation, convenience or safety of the public in some substantial way.”⁴

7. Section 1103 explicitly allows the Commission to impose conditions upon the issuance of a certificate of public convenience.⁵ Section 1103(a) of the Code provides: “The

¹ 71 Pa. Stat. Ann. §§ 309-1 *et seq.*

² 66 Pa. C.S. § 1102(a)(3).

³ 66 Pa. C.S. § 1103(a); *City of York v. Pa. PUC*, 295 A.2d 825, 828 (Pa. Cmwlth. Ct. 1972) (*City of York*); *see also Popowsky v. Pa. PUC*, 937 A.2d 1040, 1054-57 (Pa. 2007).

⁴ *City of York*, 295 A.2d at 828.

⁵ 66 Pa. C.S. § 1103(a).

Commission, in granting such a certificate, may impose such conditions as it may deem to be just and reasonable.”⁶ The Commission should consider the imposition of conditions for this proposed Merger.

8. The Joint Application raises a number of important issues that must be resolved by the Commission before granting approval of this proposed Restructuring and Acquisition. Based upon the OCA’s preliminary review of the Joint Application, the Joint Application and proposals of the Joint Applicants as filed do not support a conclusion that the proposed Restructuring and Acquisition as a whole, is “necessary or proper for the service, accommodation, convenience or safety of the public,”⁷ or that it “affirmatively promote[s] the service, accommodation, convenience or safety of the public in some substantial way.”⁸ Preliminarily, the OCA has identified the following areas that require further consideration by the Commission and must be resolved prior to Commission approval of this Application:

a. Legal Standard

- i. The Joint Application does not provide sufficient detail to determine whether the proposed transaction provides affirmative public benefits and is “necessary or proper for the service, accommodation, convenience, or safety of the public.”⁹ The Joint Application asserts that the proposed transaction will “provide substantial affirmative benefits from enhanced opportunity to access capital, broad utility management and expertise.”¹⁰ The Joint Application does not provide sufficient detail regarding how all of these objectives are in the public interest or provide affirmative public benefit. The proposed Joint Application should be reviewed to ensure that it is in the public interest and is “necessary or proper for the service, accommodation, convenience or safety of the public.”¹¹

⁶ *Id.*

⁷ 66 Pa. C.S. § 1103(a).

⁸ *City of York* 295 A.2d at 828.

⁹ 66 Pa. C.S. § 1103(a).

¹⁰ Joint Application St. 1 at 23.

¹¹ 66 Pa. C.S. § 1103(a).

- b. Operational and Financial Impacts – The Joint Application and the Joint Applicants identify a number of operational and financial impacts that they believe will produce substantial affirmative benefits.¹² These claims should be explored, and any issues should be resolved prior to any approval of the proposed transaction. Preliminary potential impacts the OCA asserts must be explored are as follows:
- i. The Joint Applicants assert that the proposed transaction “will have no adverse impact on rates and service” because “the Company will continue to operate and charge duly authorized rates to customers under terms of service previously approved by this Commission as a Pennsylvania public utility subject to the continuing jurisdiction of the Commission and the outcome of its pending rate case.”¹³ The Joint Applicants’ claims should be further examined to determine whether the proposed transaction will result in increased rates in any future rate case.
 - ii. The Joint Applicants assert that after any Transition Service Agreement expires, the Company will need to hire new staff to supplement the UGI-Electric dedicated staff whose employment will be transferred to Wyoming Valley Electric.¹⁴ This future need to hire new staff, including high level staff currently shared with UGI Gas,¹⁵ should be reviewed to determine whether this would result in increased rates in any future rate case.
 - iii. The Joint Applicants state that Argo is “committed to maintaining and enhancing the customer service experience by supporting the Company’s locally managed customer service teams” that are “performing at a high level as part of UGI Electric” and that Argo “intends to help them maintain their superior performance as part of the Company by offering additional training opportunities and seeking to incorporate best practices by studying other utilities that have superior customer service.”¹⁶ The Joint Applicants should provide more details about the current customer service teams, including whether there are local teams managed in UGI Electric service area and whether there are customer service employees of UGI that are dedicated to the UGI Electric customers and, if so, whether those employees would also be transferred to the Company after the end of the proposed Transition Service Agreement. The Joint Applicant’s claims regarding maintaining and enhancing the

¹² Joint Application St. 1, St. 2.

¹³ Joint Application at ¶¶ 65-66; St. 1 at 23.

¹⁴ Joint Application at ¶ 73(k); St. 1 at 26-27; St. 2 at 10.

¹⁵ Joint Application St. 2 at 10.

¹⁶ Joint Application St. 2 at 11.

customer service experience should be examined in full to ensure there would be no deterioration if the proposed transaction is approved.

- iv. The Joint Applicants aver that Argo will maintain charitable contributions consistent with the existing levels of corporate charitable contributions, community support and economic development provided by UGI-Electric for three years after the proposed Acquisition is completed.¹⁷ The Joint Applicants should provide information as to what will happen after those three years and the potential resulting impact to those communities after the initial three years should be examined.
 - v. The Joint Applicants do not mention any impact to low-income customers or the impact on the operation of the Company's low-income Customer Assistance Program (CAP). The proposed transaction should be reviewed to ensure low-income consumers and CAP customers will not be adversely impacted.
- c. Costs and Benefits of Transaction – The Joint Application explains what it sees as the various costs and benefits of the proposed transaction. In addition to issues that may arise and require further review, the OCA has identified the following claims as ones to be explored, and resolved prior to any approval of the proposed transaction:
- i. The Joint Applicants assert that an important benefit of the proposed transaction is that the Company will have access to substantial capital at competitive prices through Argo and Holdings that it will not have to share with UGI Gas.¹⁸ The Joint Applicants should provide more information as to how this access to capital would be expanded, how this access to capital would benefit ratepayers and how any benefit would be translated to ratepayers. The Joint Applicants further state that Argo will ensure the Company has the resources to meet applicable requirements for safety, service reliability and capital improvements.¹⁹ The Joint Applicants should explain how this benefit goes beyond just continuing the status quo or provides substantial affirmative public benefits.
 - ii. The Joint Applicants commit to not passing on to the Company's customers any goodwill associated with the proposed acquisition nor any transaction costs associated with the

¹⁷ Joint Application at ¶ 73(d); St. 2 at 15.

¹⁸ Joint Application at ¶ 73(a); St. 2 at 9.

¹⁹ Joint Application at ¶ 73(b); St. 2 at 11.

proposed transaction.²⁰ The Joint Applicants should provide more information regarding their definition of transaction costs that will not be passed on and whether that includes any transition costs or whether the Joint Applicants expect that transition costs will be borne by the Company's ratepayers. The Joint Applicants' claims should be further examined to determine whether the proposed transaction will result in increased rates in any future rate case.

- iii. The Joint Applicants assert that in connection with the proposed transaction, UGI and the Company will enter into a Transition Services Agreement (TSA) under which "UGI will provide, or cause to be provided," certain administrative and operational services to the Company during a transition period following Closing"²¹ which, "[u]nless otherwise specified in the TSA, the service period is 12 months from the Closing."²² Under the TSA, key services provided would be: (i) billing and customer care services; (ii) information technology services; (iii) finance and accounting services; (iv) rates and regulatory services; (v) human resources services; (vi) purchasing and materials management; (vii) energy supply services; (viii) communications and community relations services; and (ix) vehicle fleet maintenance and management services."²³ In their commitments, the Joint Applicants commit that the proposed transaction will not result in a net reduction in employment levels due to involuntary attrition for at least 12 months after the closing of the proposed transaction.²⁴ The Joint Applicants also make certain commitments regarding non-union and union compensation and benefits.²⁵ The Joint Applicants should clarify how these commitments provide substantial affirmative public benefits and also further address the fact that under the TSA, much of the employment, possibly for an entire 12 months from the date of the closing of the proposed transaction, would still be considered under UGI and not the Company. If that is the case, the Joint Applicants should potentially be required to continue this commitment for 12 months beyond the end of any TSA, not from a closing date of the proposed transaction.
- iv. The Joint Applicants make several commitments regarding capital expenditures, the payment of dividends from the

²⁰ Joint Application, St. 2 at 12.

²¹ Joint Application at ¶ 73(j); St. 1 at 25.

²² Joint Application at ¶ 73(j); St. 1 at 26.

²³ Joint Application at ¶ 73(j); St. 1 at 26.

²⁴ Joint Application at ¶ 73(g); St. 2 at 14.

²⁵ Joint Application at ¶ 73(g); St. 2 at 14.

Company to Holdings.²⁶ These commitments should be reviewed to ensure that they are in the public interest and are “necessary or proper for the service, accommodation, convenience or safety of the public.”²⁷

- d. Corporate Structure of UGI Utilities, Inc. – The Joint Applicants state that the first step of the Acquisition by Argo is to convert UGI Utilities, Inc. into an LLC, UGI Utilities, LLC “[t]o facilitate and effectuate the sale of its electric assets and business operated by UGI Electric to a purchaser.”²⁸ The proposed conversion should be reviewed to ensure that it is in the public interest and is “necessary or proper for the service, accommodation, convenience or safety of the public.”²⁹
- e. Division of UGI Assets and Liabilities – The Joint Application states that the second step of the Acquisition by Argo is to effect a “Division to separate its assets and liabilities” between those staying with UGI for operation of UGI Gas and the electric assets being allocated to the new Company. Joint Application ¶¶ 14-15. This proposed Division should be closely reviewed to determine whether a separate Certificate of Public Convenience is required to enact such a division, considering that it would include the transfer of UGI-Electric’s assets and liabilities to the Company.³⁰ If required, the Division should be reviewed to ensure that it is in the public interest and is “necessary or proper for the service, accommodation, convenience or safety of the public.”³¹
- f. Corporate Structure of New Company: The Joint Applicants assert that Holdings and Argo “will implement a capital structure at the Company that is consistent with market practice for electric utilities in Pennsylvania.”³² If this proposed transaction is going to be approved, the Joint Applicants should provide more details regarding the proposed capital structure so it can be reviewed to ensure it is in the public interest prior to any proposed transaction, not after.³³ Moreover, the Joint Applicants assert that the Company will not assume any debt from UGI-Electric but will instead need to issue its own debt under the above proposed capital structure.³⁴ This should be reviewed to ensure that it is in the public interest and is “necessary or proper for the service, accommodation, convenience or safety of the public.”³⁵

²⁶ Joint Application St. 2 at 15.

²⁷ 66 Pa. C.S. § 1103(a).

²⁸ Joint Application at ¶¶ 14-15, 24.

²⁹ 66 Pa. C.S. § 1103(a); *Elec. Utils. Corp. v. Pa. PUC*, 2020 Pa. Commw. Unpub. 521, at *8-22 (Pa. Cmwlth. 2020)

³⁰ 66 Pa. C.S. § 1103(a).

³¹ 66 Pa. C.S. § 1103(a).

³² Joint Application St. 2 at 12; Joint Application ¶¶ 74(viii).

³³ See 66 Pa C.S. § 1103(a).

³⁴ Joint application St. 1 at 15.

³⁵ *Id.*

- g. Continuity of Service – The Commission should ensure that the transaction includes all necessary commitments to ensure continuity of safe and reliable service.³⁶
- h. Penn Estates Criteria – The Commission should examine the Joint Applicants’ claim that the Penn Estates criteria has been satisfied.³⁷ The Penn Estates Criteria requires the examination of (1) Capital Allocation to Operating and Maintenance Expenses; (2) Corporate Governance/Sarbanes-Oxley Compliance; (3) Expected Term of Ownership; (4) Experience as an Owner and Operator of Utilities; (5) Community Presence; (6) Nature and Objectives for the Various Affiliated Relationships; (7) Fees Paid to and Services Performed By Affiliates; (8) Limits on Usage of Leverage and Other Capital Structure Protections; (9) Transparency on Corporate Structure Issues; and (10) Creditworthiness.³⁸

9. As the proposed transaction is further analyzed, additional issues may arise that warrant review.

10. Although the Joint Application requests that the Commission consider the Joint Application on an expedited basis to allow the proposed Merger to close on or by April 2027, a full and thorough analysis of the transaction must be undertaken by the Commission prior to any determination.³⁹ Such a time constraint is inappropriate given the size and complexities associated with the proposed Merger and will not allow for the development of an adequate record upon which the Commission could base its decision. The Commission must base its decision on substantial evidence of record, and such a time constraint will likely impair the development of a complete record for Commission review.⁴⁰ The Joint Applicants have otherwise not demonstrated why such expedited treatment of the Joint Application is in the public interest. Therefore, an expedited litigation schedule is not appropriate.

³⁶ Joint Application ¶¶ 64; 67, 71.

³⁷ Joint Application ¶¶ 74(i) – (x); St. 2 at 5-8.

³⁸ *Application of Penn Estates Utilities, Inc., Utilities, Inc., Utilities, Ind. Of Pennsylvania and Utilities, Inc. – Westgate for Approval of Stock Transfer Leading to a Change in Control of their Parent Corporation, Utilities, Inc.*, A-210072F0003 (October 2, 2006), Order at 3-10.

³⁹ Joint Application at ¶ 84.

⁴⁰ 66 Pa. C.S. §703(e).

11. The OCA respectfully requests that the Commission ensure that all other sections of the Public Utility Code and the proposed restructuring and acquisition proceeding are reasonable and consistent with the applicable law and Commission regulations.

WHEREFORE, the Office of Consumer Advocate requests that the Pennsylvania Public Utility Commission investigate and decide the Joint Application, hold evidentiary hearings, impose conditions if supported by the evidentiary record, and take such other actions as are found to be appropriate under the circumstances.

Respectfully submitted,

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PUBLIC STATEMENT OF THE
OFFICE OF CONSUMER ADVOCATE
PURSUANT TO 71 P.S. SECTION 309-4(e)

Act 161 of the Pennsylvania General Assembly, 71 P.S. Section 309-2, as enacted July 9, 1976, authorizes the Consumer Advocate to represent the interests of consumers before the Pennsylvania Public Utility Commission (Commission). In accordance with Act 161, and for the following reasons, the Consumer Advocate determined to file a Protest and participate in proceedings before the Commission involving the proposed Joint Application of UGI Utilities, Inc. (UGI) and Argo Infrastructure Partners, LLC (Argo) (collectively, the Joint Applicants).

On June 24, 2026, UGI and Argo filed a Joint Application seeking approval of the Commission under Chapters 11 and 28 of the Public Utility Code: (I) For the Conversion of UGI to UGI Utilities, LLC; (II) to Effect a Division of the Assets and Liabilities of UGI Utilities, LLC; (III) To Establish a New Entity to Own and Operate the Assets of UGI Utilities, LLC – Electric Division and Provide Retail Electric Service as a Public Utility; (IV) For the Sale and Transfer of the Membership Purchase Interests in the New Entity to a New Limited Liability Company to be Formed, Owned and Controlled by an Affiliate of Argo; and (V) for the Cessation and Abandonment of any and all Retail Electric Service in Pennsylvania for UGI. If approved, the Joint Application would ultimately allow UGI to create a new entity, Wyoming Valley Electric LLC, transfer ownership and operation of its electric utility operations to Wyoming Valley Electric LLC, transfer all its interests in Wyoming Valley Electric LLC to a newly formed Argo-controlled entity, and allow UGI to cease and abandon the ownership and operation of the utility assets and retail electric service it provides to its Electric Division customers in Luzerne and Wyoming Counties, Pennsylvania.

The OCA has determined to participate in these proceedings to protect the interests of UGI Electric's customers. Through its participation in this proceeding the OCA seeks to ensure that the contribution of assets, approvals, granting of certificates, and other transactions occur only if it is "necessary or proper for the service, accommodation, convenience, or safety of the public" and that UGI Electric's customers are afforded the protections to which they are entitled under the Public Utility Code and the Commission's regulations.