

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

ELECTRONIC JOINT APPLICATION OF AQUA)	
AMERICA, INC., STEELRIVER INFRASTRUCTURE)	
FUND NORTH AMERICA LP, STEELRIVER LDC)	CASE NO.
INVESTMENTS LP, LDC PARENT LLC, LDC)	2018-00369
FUNDING LLC, LDC HOLDINGS LLC, PNG)	
COMPANIES LLC, PEOPLES GAS KY LLC, AND)	
DELTA NATURAL GAS COMPANY, INC. FOR)	
APPROVAL OF AN ACQUISITION OF)	
OWNERSHIP AND CONTROL OF PNG)	
COMPANIES LLC AND DELTA NATURAL GAS)	
COMPANY, INC.)	

COMMISSION STAFF'S SECOND REQUEST FOR INFORMATION
TO AQUA AMERICA, INC., STEELRIVER INFRASTRUCTURE FUND NORTH
AMERICA LP, STEELRIVER LDC INVESTMENTS LP, LDC PARENT, LLC, LDC
FUNDING, LLC, LDC HOLDINGS, LLC, PNG COMPANIES, LLC, PEOPLES GAS KY,
LLC, AND DELTA NATURAL GAS COMPANY, INC.

Aqua America, Inc. (Aqua America), Steelriver Infrastructure Fund North America LP (SRIFNA), Steelriver LDC Investments LP (SRLDCI), LDC Parent, LLC (LDC Parent), LDC Funding, LLC (LDC Funding), LDC Holdings, LLC (LDC Holdings), PNG Companies, LLC (PNG), Peoples Gas Ky, LLC (Peoples), and Delta Natural Gas Company, Inc. (Delta) (collectively, Joint Applicants), pursuant to 807 KAR 5:001, are to file with the Commission the original and an electronic version of the following information. The information requested herein is due on January 7, 2019. Responses to requests for information in paper medium shall be appropriately bound, tabbed, and indexed. Electronic documents shall be in portable document format (PDF), shall be searchable

and shall be appropriately bookmarked. Each response shall include the name of the witness responsible for responding to the questions related to the information provided.

Each response shall be answered under oath or, for representatives of a public or private corporation or a partnership or association or a governmental agency, be accompanied by a signed certification of the preparer or the person supervising the preparation of the response on behalf of the entity that the response is true and accurate to the best of that person's knowledge, information, and belief formed after a reasonable inquiry.

Joint Applicants shall make timely amendment to any prior response if they obtain information that indicates that the response was incorrect when made or, though correct when made, is now incorrect in any material respect. For any request to which Joint Applicants fail or refuse to furnish all or part of the requested information, Joint Applicants shall provide a written explanation of the specific grounds for its failure to completely and precisely respond.

Careful attention shall be given to copied material to ensure that it is legible. When the requested information has been previously provided in this proceeding in the requested format, reference may be made to the specific location of that information in responding to this request. When applicable, the requested information shall be separately provided for total company operations and jurisdictional operations. When filing a paper containing personal information, Joint Applicants shall, in accordance with 807 KAR 5:001, Section 4(10), encrypt or redact the paper so that personal information cannot be read.

1. Refer to Joint Applicants' response to Commission Staff's First Request for Information (Staff's First Request), Item 1.b. As originally requested, identify and explain any barriers to Delta employees seeking to bid on job openings at Aqua America, or vice versa, that exist currently, i.e., before the proposed transaction.

2. Refer to Joint Applicants' response to Staff's First Request, Item 3. Confirm that Aqua America, PNG, and Delta intend to retain an independent director on Delta's post-closure board.

3. Refer to the Joint Applicants' response to Staff's First Request, Item 10 and the Attorney General's First Request for Information (Attorney General's First Request), Item 9. Explain how Delta can both retain its existing, stand-alone capital structure and access Aqua America's "broad range of capital sources," without the need to allocate Aqua America's capital structure to Delta.

4. Refer to the Joint Applicants' response to Staff's First Request, Item 13. Provide examples of the best practices held by Aqua America that could translate to natural gas pipeline replacement programs.

5. Refer to the Joint Applicants' response to the Attorney General's First Request, Items 10 and 28. Explain whether Delta plans to implement a Customer Choice program as a result of the proposed transaction.


Gwen R. Pinson
Executive Director
Public Service Commission
P.O. Box 615
Frankfort, KY 40602

DATED DEC 26 2018

cc: Parties of Record

*Allison Brown
Wyatt, Tarrant & Combs, LLP
500 West Jefferson Street
Suite 2800
Louisville, KENTUCKY 40202-2898

*Monica Braun
STOLL KEENON OGDEN PLLC
300 West Vine Street
Suite 2100
Lexington, KENTUCKY 40507-1801

*Peoples Gas KY, LLC
375 North Shore Drive
Suite 600
Pittsburgh, PA 15212

*Delta Natural Gas Company, Inc.
3617 Lexington Road
Winchester, KY 40391

*Honorable Byron J Leet
Wyatt, Tarrant & Combs, LLP
250 West Main Street
Suite 1600
Lexington, KENTUCKY 40507-1746

*Rebecca W Goodman
Assistant Attorney General
Office of the Attorney General Office of Rate
700 Capitol Avenue
Suite 20
Frankfort, KENTUCKY 40601-8204

*Frank Mellen
Wyatt, Tarrant & Combs, LLP
500 West Jefferson Street
Suite 2800
Louisville, KENTUCKY 40202-2898

*Richard Northern
Wyatt, Tarrant & Combs, LLP
500 West Jefferson Street
Suite 2800
Louisville, KENTUCKY 40202-2898

*Justin M. McNeil
Office of the Attorney General Office of Rate
700 Capitol Avenue
Suite 20
Frankfort, KENTUCKY 40601-8204

*Honorable Robert M Watt, III
Attorney At Law
STOLL KEENON OGDEN PLLC
300 West Vine Street
Suite 2100
Lexington, KENTUCKY 40507-1801

*Kent Chandler
Assistant Attorney General
Office of the Attorney General Office of Rate
700 Capitol Avenue
Suite 20
Frankfort, KENTUCKY 40601-8204

*Larry Cook
Assistant Attorney General
Office of the Attorney General Office of Rate
700 Capitol Avenue
Suite 20
Frankfort, KENTUCKY 40601-8204