

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)	
INVESTMENTS LP, LDC PARENT LLC, LDC)	Case No.
FUNDING LLC, LDC HOLDINGS LLC, PNG)	2018-00369
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..)	

ORDER

On November 20, 2018, 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) jointly filed an application, pursuant to KRS 278.020(6) and KRS 278.020(7), requesting approval of Aqua America's acquisition of indirect ownership and control of Peoples and Delta, utilities subject to the Commission's jurisdiction.

KRS 278.020(7) states that the Commission shall render a decision on an application for the acquisition of control of a jurisdictional utility within 60 days after the application was filed, unless it is necessary to continue the application for up to 60 additional days, for good cause. Based upon a review of the application, the Commission

finds that an investigation will be necessary and that the investigation cannot be completed by January 19, 2019. Therefore, the Commission will continue the application for up to 60 additional days, up to and including March 20, 2019.

The Commission also finds that a procedural schedule should be established for the orderly processing of this case. A procedural schedule is set forth in the Appendix to this Order.

IT IS THEREFORE ORDERED that:

1. This case shall be continued for 60 additional days, up to and including March 20, 2019.

2. The procedural schedule set forth in the Appendix to this Order shall be followed.

3. a. Responses to requests for information shall be appropriately bound, tabbed, and indexed, with the original in paper medium and an electronic version to the Commission. 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.

b. Each response shall be answered under oath or, for representatives of a public or private corporation or a partnership or an association or a governmental agency, be accompanied by a signed certification of the preparer or 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.

c. A party shall make timely amendment to any prior response if it obtains information which indicates that the response was incorrect when made or, though correct when made, is now incorrect in any material respect.

d. For any request to which a party fails or refuses to furnish all or part of the requested information, that party shall provide a written explanation of the specific grounds for its failure to completely and precisely respond.

e. Careful attention should 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.

f. Any party filing a paper containing personal information shall, in accordance with 807 KAR 5:001, Section 4(10), encrypt or redact the paper so that the personal information cannot be read.

4. Any party filing a paper with the Commission shall file an electronic copy in accordance with the electronic filing procedures set forth in 807 KAR 5:001, Section 8, and shall also file the original in paper medium. The original 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.

5. As set forth in 807 KAR 5:001, Section 4(11)(a), a person requesting permissive intervention in a Commission proceeding is required to demonstrate either (1) a special interest in the proceeding which is not adequately represented in the case, or (2) that the person requesting permissive intervention is likely to present issues or develop facts that will assist the Commission in fully considering the matter without unduly

complicating or disrupting the proceedings. Further, KRS 278.040(2) requires that a person seeking intervention must have an interest in the rates or service of a utility, as those are the only matters that are subject to the Commission's jurisdiction. Therefore, any person requesting to intervene in a Commission proceeding must state with specificity the person's special interest that is not otherwise adequately represented, or the issues and facts that the person will present that will assist the Commission in fully considering the matter. A mere recitation of the quantity of utility service consumed by the movant or a general statement regarding a potential impact of possible modification of rates will not be deemed sufficient to establish a special interest. In addition, any motion to intervene filed after December 5, 2018, shall also show good cause for being untimely. If the untimely motion is granted, the movant shall accept and abide by the existing procedural schedule.

6. Joint Applicants shall give notice of the hearing in accordance with the provisions set forth in 807 KAR 5:001, Section 9(2). In addition, the notice of hearing shall include the following statement: "This hearing will be streamed live and may be viewed on the PSC website, psc.ky.gov." At the time publication is requested, Joint Applicants shall forward a duplicate of the notice and request to the Commission.

7. At any public hearing in this matter, neither opening statements nor summarization of direct testimonies shall be permitted.

8. Pursuant to KRS 278.360 and 807 KAR 5:001, Section 9(9), a digital video recording shall be made of the hearing.

9. The Commission does not look favorably upon motions for continuance. Accordingly, motions for extensions of time with respect to the schedule herein shall be made in writing and will be granted only upon a showing of good cause.

10. Nothing contained herein shall prevent the Commission from entering further Orders in this matter.

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By the Commission

ENTERED
NOV 29 2018
KENTUCKY PUBLIC
SERVICE COMMISSION

ATTEST:


Executive Director

APPENDIX

APPENDIX TO AN ORDER OF THE KENTUCKY PUBLIC SERVICE
COMMISSION IN CASE NO. 2018-00369 DATED **NOV 29 2018**

Last day for intervention requests to be accepted.....12/05/18

All initial requests for information to Joint Applicants shall
be filed no later than 12/07/18

Joint Applicants shall file responses to initial requests for
information no later than..... 12/17/18

All supplemental requests for information to Joint Applicants
shall be filed no later than..... 12/28/18

Joint Applicants shall file responses to supplemental requests
for information no later than.....01/07/19

Intervenor testimony, if any, in verified prepared
form shall be filed no later than.....01/11/19

All requests for information to Intervenors shall
be filed no later than01/18/19

Intervenors shall file responses to requests for
information no later than01/28/19

Joint Applicants shall file, in verified form, its rebuttal
testimony no later than01/31/19

Last day for Joint Applicants to publish notice of hearing To be scheduled

Public Hearing to be held in Hearing Room 1
of the Commission’s offices at 211 Sower Boulevard,
Frankfort, Kentucky, for the purpose of cross-examination
of witnesses of Joint Applicants and Intervenors To be scheduled

Post-Hearing Briefs, if any To be scheduled

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