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| PUC logo | COMMONWEALTH OF PENNSYLVANIAPENNSYLVANIA PUBLIC UTILITY COMMISSIONP.O. BOX 3265, HARRISBURG, PA 17105-3265 | **IN REPLY PLEASE REFER TO OUR FILE** |

November 23, 2016

Docket No. A-2016-2537209

Utility Code: 230073

DAVID P. ZAMBITO

COUNSEL FOR PENNSYLVANIA-AMERICAN WATER COMPANY

COZEN O’CONNER

17 NORTH SECOND STREET, SUITE 1410

HARRISBURG, PA 17101

RE: Joint Application of PAWC [wastewater division] and the Sewer Authority of the City of Scranton; compliance with ordering paragraph 4: Executed Amended Asset Purchase Agreement

Dear Mr. Zambito:

Per Commission Order entered October 19, 2016, ordering paragraph 4, in the above referenced docket, Pennsylvania - American Water Company [wastewater division] (the Company) filed an executed Amended Asset Purchase Agreement dated October 31, 2016, between the City of Scranton and the Company. Commission Staff acknowledges said filing noting that suspension or further investigation does not appear warranted at this time. However, this does not constitute a determination that the filing is just, lawful or reasonable, but only that further investigation does not appear warranted at this time, and is without prejudice to any formal complaints timely filed.

As further noted in ordering paragraphs 5 and 6 of that same order, we are enclosing the following:

* Certificate of Public Convenience evidencing Pennsylvania - American Water Company’s [wastewater division] right under Sections 1102(a)(1) and 1102(a)(3) of the Pennsylvania Public Utility Code, 66 Pa. C.S. §§ 1102(a)(1) and 1102(a)(3), to:
	+ (a) acquire, by sale, substantially all of The Sewer Authority of the City of Scranton’s Sewer System and Sewage Treatment Works assets, properties, and rights related to its wastewater collection and treatment system to Pennsylvania - American Water Company, and
	+ (b) begin to offer or furnish wastewater service, which includes combined storm/wastewater service, to the public in the City of Scranton and the Borough of Dunmore, Lackawanna County, Pennsylvania; and
* Certificate of Filing under Section 507 of the Pennsylvania Public Utility Code, 66 Pa. C.S. § 507, for the Asset Purchase Agreement By and Between The Sewer Authority of the City of Scranton, as Seller, and Pennsylvania - American Water Company, as Buyer, dated March 29, 2015.

 If you have any questions in this matter, please contact John Van Zant, Bureau of Technical Utility Services, at (717) 787-3810 or jvanzant@pa.gov.

 Sincerely,

 Rosemary Chiavetta

 Secretary

Enclosures: certificates

cc: Tanya McCloskey, Office of Consumer Advocate

 John Evans, Office of Small Business Advocate

 Richard Kanaskie, PUC BI&E

 John Van Zant, PUC TUS Water/Wastewater