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August 7, 2020

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor
Harrisburg, PA 17120

VIA ELECTRONIC FILING

**RE: Application of Aqua Pennsylvania Wastewater, Inc. Pursuant to Sections 1102, 1329 and 507 of the Public Utility Code for Approval of its Acquisition of the Wastewater System Assets of the Delaware County Regional Water Quality Control Authority
Docket No. A-2019-3015173**

Dear Secretary Chiavetta:

Attached for filing with the Pennsylvania Public Utility Commission is the Petition of the County of Delaware, Pennsylvania for a Stay of the Section 1329 Application of Aqua Pennsylvania Wastewater, Inc. for the Acquisition of Delaware County Regional Water Quality Control Authority's Wastewater System Assets and Request for Commission Review and Answer to a Material Question, in the above-referenced proceeding.

The County respectfully requests that the Commission take any action necessary to render a decision on the Petition in advance of the September 2, 2020 Prehearing Conference for the above-captioned docket.

As shown by the attached Certificate of Service and per the Commission's March 20, 2020, Emergency Order, all parties to this proceeding are being duly served via email only due to the current COVID-19 pandemic. Upon lifting of the aforementioned Emergency Order, we can provide parties with a hard copy of this document upon request.

Sincerely,

McNEES WALLACE & NURICK LLC

By

A handwritten signature in black ink, appearing to read 'Adeolu A. Bakare', is written over a horizontal line.

Adeolu A. Bakare

Counsel to the County of Delaware, Pennsylvania

c: Administrative Law Judge Angela T. Jones
Certificate of Service

CERTIFICATE OF SERVICE

I hereby certify that I am this day serving a true copy of the foregoing document upon the participants listed below in accordance with the requirements of Section 1.54 (relating to service by a participant).

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Adeolu A. Bakare

Counsel to the County of Delaware,
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Dated this 7th day of August, 2020, in Harrisburg, Pennsylvania

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of Aqua Pennsylvania	:	
Wastewater, Inc. pursuant to Sections 507,	:	
1102 and 1329 of the Public Utility Code	:	Docket No. A-2019-3015173
for, inter alia, approval of the acquisition of	:	
the wastewater system assets of the	:	
Delaware County Regional Water Quality	:	
Control Authority	:	

**PETITION OF THE COUNTY OF DELAWARE, PENNSYLVANIA
FOR A STAY OF THE SECTION 1329 APPLICATION OF AQUA
PENNSYLVANIA WASTEWATER, INC. FOR THE ACQUISITION OF
DELAWARE COUNTY REGIONAL WATER QUALITY
CONTROL AUTHORITY'S WASTEWATER SYSTEM ASSETS AND
REQUEST FOR COMMISSION REVIEW
AND ANSWER TO A MATERIAL QUESTION**

BEFORE THE HONORABLE PENNSYLVANIA PUBLIC UTILITY COMMISSION

NOW COMES the County of Delaware, Pennsylvania (the "County"), by and through counsel, pursuant to 52 Pa. Code §§ 1.15, 5.41, 5.302, who files this Petition for Stay respectfully requesting the Pennsylvania Public Utility Commission ("PUC" or "Commission") stay all substantive proceedings in this docket – relating to the Application of Aqua Pennsylvania Wastewater, Inc. ("Aqua") to acquire the system assets of the Delaware County Regional Water Quality Control Authority ("DELCORA") (the "Application"). This Petition for Stay requests that the Commission stay the instant proceeding involving Aqua's Application until there is a final determination in the pending Delaware County Court of Common Pleas Action at Docket No. CV-2020-003185 (the "Common Pleas Action") resolving disputed issues that directly bear on Aqua's Application. Pursuant to 52 Pa. Code § 5.302, this Petition for Stay seeks Commission review and disposition of the following Material Question:

Should Aqua's Application be stayed until there is a final determination in the pending Court of Common Pleas Action at Docket No. CV-2020-003185 regarding (1) the County's complaint against DELCORA's creation of a Rate Stabilization Trust; and (2) the County's Ordinance 2020-4 (providing for the orderly termination of DELCORA pursuant to the Municipality Authorities Act), each issue directly bearing on Aqua's PUC Application?

Proposed Answer: Yes.

The County notes the Petition for Reconsideration of Staff Action it filed on June 23, 2020, ("June 23 Petition") is still pending before the Commission. The June 23 Petition asked that the Commission require Aqua to comply with Section 1329(d)(1)(v) of the Public Utility Code, 66 Pa. C.S. § 1329(d)(1)(v), and amend its Application to include all relevant documents related to the applicable rate stabilization plan prior to the Commission's acceptance of Aqua's Application. Through this Petition, the County additionally requests the Commission issue a stay of this proceeding involving Aqua's Application through January 31, 2021, in order to allow sufficient time for issuance of a final decision in the Common Pleas Action.

The County respectfully requests that the Commission take any action necessary to render a decision on the Petition in advance of the September 2, 2020 Prehearing Conference for the above-captioned docket.

In support thereof, the County states as follows:

I. Procedural History Before the Commission

1. By Secretarial Letter dated December 30, 2019, the Commission acknowledged receipt of Aqua's Letter/Notice of Licensed Engineer and Utility Valuation Expert Engagement Concerning Acquisition of the Delaware County Regional Water Quality Control Authority, Delaware and Chester Counties Sanitary Wastewater Collection and Treatment System, which was received by the Commission on Thursday, December 26, 2019.

2. Aqua filed the Application on or about March 3, 2020. Pursuant to the Commission's Section 1329 Implementation Order, Commission staff began its pre-acceptance review of the Application.

3. On May 18, 2020, the County filed a Petition to Intervene in this proceeding.

4. As referenced in the County's Petition to Intervene, the County filed a Complaint against DELCORA in the Court of Common Pleas of Delaware County.¹

5. On June 11, 2020, the Commission issued a Secretarial Letter ("June 11 Secretarial Letter") conditionally accepting Aqua's Application, subject to Aqua's completion of the notifications and conditions established in the June 11 Secretarial Letter. The June 11 Secretarial Letter expressly stated it was a staff determination subject to reconsideration by the Commission by a petition made pursuant to Section 5.44 of the Commission's procedural regulations. A true and correct copy of the June 11 Secretarial Letter is attached to this Petition for Stay as Exhibit 1.

6. On June 23, 2020, the County filed the Petition for Reconsideration of Staff Action requesting that the Commission rescind Staff's conditional acceptance of Aqua's Application. The County asked the Commission to reissue the June 11 Secretarial Letter with this additional condition placed upon Aqua: that Aqua comply with Section 1329(d)(1)(v) of the Public Utility Code and amend its Application to include all relevant documents related to the rate stabilization plan (referenced in Paragraph 36 of the Application and in various direct testimony statements²). The County explained that DELCORA's formation of the Trust and the associated plan to stabilize post-transaction rates through Trust disbursements to Aqua was a "rate stabilization plan" *required*

¹ See County Petition to Intervene, n. 2. On June 15, 2020, the County filed an Amended Complaint against DELCORA in the Common Pleas Action.

² See, e.g., Aqua Statement No. 2 (Direct Testimony of William C. Packer) and Aqua Statement No. 3 (Direct Testimony of Erin M. Feeney).

to be included in an application made pursuant to Section 1329 of the Public Utility Code. The County asserted that the incomplete documentation regarding DELCORA's rate stabilization plan renders the Application deficient under Section 1329.

7. On July 9, 2020, Aqua filed an Answer ("July 9 Answer") to the County's June 23 Petition. In its Answer, Aqua claimed that its Application does not propose a rate stabilization plan and argued that DELCORA's plan to "stabilize" rates through the Trust is not a PUC-jurisdictional rate stabilization plan within the context of Section 1329. July 9 Answer at 4.

8. On July 14, 2020, the Commission issued a Secretarial Letter ("July 14 Secretarial Letter") stating that the instant docket "is currently inactive pending the satisfaction of the conditions established by the Commission in its June 11, 2020 Secretarial Letter..." and "[i]f Aqua satisfies all of these conditions and Docket No. A-2019-3015173 becomes active as a result of the satisfaction of the conditions, the Petition for Reconsideration of Staff Action filed by the County of Delaware, Pennsylvania, and any responsive filings thereto, will be accepted into the docket and assigned for formal action and disposition." (footnote omitted). A true and correct copy of the July 14 Secretarial Letter is attached to this Petition for Stay as Exhibit 2.

9. On July 14, 2020, the County filed an Answer and Reply to a New Matter raised in Aqua's July 9 Answer to the County's June 23 Petition ("July 14 Reply").

10. In the July 14 Reply, the County explained that, on July 2, 2020, the Delaware County Court of Common Pleas entered an Order granting Aqua's Petition to Intervene in the Common Pleas Action. The County explained that the July 2 Common Pleas Order is relevant to the Commission's disposition of the County's June 23 Petition because it provides the Commission with more complete information upon which to render a decision.

11. On July 23, 2020, Aqua filed a letter with the Commission asserting that Aqua has satisfied the conditions identified in the June 11 Secretarial Letter and requesting the Commission "finaliz[e] acceptance of the Application by July 27, 2020, at the latest, and publish notice of the filing of the Application in the Pennsylvania Bulletin on August 15, 2020...."

12. On July 27, 2020, the Commission issued a Secretarial Letter ("July 27 Secretarial Letter") accepting Aqua's Application without requiring Aqua to provide all rate stabilization plan documents applicable to the proposed transaction. The July 27 Secretarial Letter accepted the Application and activated the above-captioned docket.³ A copy of the July 27 Secretarial Letter is attached to this Petition for Stay as Exhibit 3.

13. Also, on July 27, 2020, the Commission issued a hearing notice, which reflected the assignment of the docket to the Commission's Office of Administrative Law Judge with Administrative Law Judge Angela Jones presiding.

II. Procedural History in and Relevant to the Common Pleas Action

14. On or about October 20, 1971, the County created DELCORA.

15. Pursuant to Section 5619 of the Municipality Authorities Act ("Authorities Act"), the County has the exclusive right, power and authority to terminate DELCORA. 53 Pa.C.S. § 5619.

16. On May 14, 2020, while the Commission's Docket Number A-2019-3015173 was inactive, the County filed a complaint against DELCORA and the Trust in the Court of Common Pleas of Delaware County, docked at CV-2020-003185 (*i.e.*, the Common Pleas Action), asserting

³ The July 27 Secretarial Letter also noted that the Commission will publish notice of the Application in the August 15, 2020, edition of the *Pennsylvania Bulletin* with a protest deadline of August 31, 2020.

that DELCORA's creation of the Trust violates DELCORA's Articles of Incorporation, was *ultra vires*, and violates the Authorities Act.⁴

17. On June 3, 2020, the County Council approved and enacted Ordinance 2020-4 directing the orderly termination of DELCORA. A true and correct copy of the County's Ordinance is attached to this Petition for Stay as Exhibit 4.

18. On June 15, 2020, the County filed an Amended Complaint in the Common Pleas Action, seeking a Court Order enforcing Ordinance 2020-4 to terminate DELCORA.

19. On June 15, 2020, Aqua filed a Petition to Intervene in the Common Pleas Action. Aqua states that the Asset Purchase Agreement dated September 17, 2019 ("Asset Purchase Agreement") "is structured in such a way as to protect DELCORA's customers by capping all rate increases for customers at 3% per year, by placing the proceeds of the sale (after paying down DELCORA's obligations) into an independently managed irrevocable trust for the benefit of these customers, with Univest Bank and Trust Co. serving as trustee ("Univest")." Aqua Petition to Intervene at ¶ 5.

20. However, Aqua's Answer in Opposition to the County's Petition for Reconsideration of Staff Action asserts that the Commission does not have jurisdiction over the Trust. Aqua Answer at 8.

21. Aqua's Petition to Intervene in the Common Pleas Action also states "[a]lthough the Amended Complaint and the Ordinance do not expressly purport to challenge or attack the enforceability of the APA, the practical effect of the relief requested in the Amended Complaint and the Ordinance constitutes a direct attack on the APA if in fact the County is permitted to terminate DELCORA prior to closing on the APA." Aqua Petition to Intervene at ¶ 22.

⁴ All documents in the Common Pleas Action are available by searching the Delaware County Court's website at <https://delcopublicaccess.co.delaware.pa.us/search/case> under Docket No. CV-2020-003185.

22. By order issued July 2, 2020, the Honorable Barry C. Dozor granted Aqua's Petition to Intervene in the Common Pleas Action. Judge Dozor's Order states "this Court determines that Aqua has a real financial interest, [is] referred to as a third party beneficiary of the DELCORA Trust Agreement... This court finds that the impact of this case on the agreement between Aqua and DELCORA will be direct, significant and real." A true and correct copy of Judge Dozor's Order is attached to this Petition for Stay as Exhibit 5.

23. The County notes that the County did not name Aqua as a party to the Common Pleas Action; the County named only DELCORA and the Trust as defendants.

24. Aqua inserted itself as an intervenor into the Common Pleas Action. Since successfully intervening into the Common Pleas Action, Aqua has made itself an active participant.

25. On July 22, 2020, Aqua filed a Petition for Preliminary Injunction ("Preliminary Injunction") in the Common Pleas Action in which Aqua does not challenge the County's right to ultimately terminate DELCORA, but seeks to enjoin the County from terminating DELCORA prior to Closing on the proposed transaction. A true and correct copy of Aqua's Preliminary Injunction is attached as Exhibit 6.

26. On July 29, 2020, Judge Dozor issued a Scheduling Order and Order Confirming Interim Stay ("Scheduling Order"). The Scheduling Order sets dates for hearings on the County's Complaint (regarding the Trust) and Aqua's Preliminary Injunction (regarding termination of DELCORA), commencing with an initial hearing on September 9, 2020 and ending with a final hearing on October 21, 2020.

III. Petition for Stay and Request for Commission Review and Answer to the Material Question.

27. The County respectfully submits that due to the litigation in the Court of Common Pleas, the Commission should, under its discretionary authority under the Public Utility Code,

66 Pa. C.S. § 501, and/or the doctrine of primary jurisdiction, place a stay on the instant proceeding involving Aqua's Application until there is a final determination on the related matters currently before the Delaware County Court of Common Pleas.

A. Consideration of Aqua's Application is Premature Due to Unresolved Issues Regarding DELCORA's Formation and Administration of the Trust Intended to Administer the Rate Stabilization Plan.

28. When reviewing a petition/application for stay, the Commission applies the Pennsylvania Supreme Court's factors and analysis in *Pa. PUC v. Process Gas Consumers Group*, 467 A.2d 805 (Pa. 1983). *See Implementation of Act 40 of 2017; Petition of Cypress Renewables, LLC for a Stay et al.*, Docket No. M-2017-2631527, 2018 Pa. PUC LEXIS 286 (Order entered Aug. 2, 2018); *see also Application of Artesian Water Pa., Inc. et al.*, Docket No. G-2019-3013700 *et al.*, 2020 Pa. PUC LEXIS 86 (Order entered May 21, 2020). The Commission will grant a Petition for Stay when:

1. The petitioner makes a strong showing that he is likely to prevail on the merits;
2. The petitioner has shown that without the requested relief, he will suffer irreparable injury;
3. The issuance of a stay will not substantially harm other interested parties in the proceedings; and
4. The issuance of a stay will not adversely affect the public interest.

Petition of Cypress Renewables, 2018 Pa. PUC LEXIS 286 (citing *Process Gas Consumers Group*, 467 A.2d at 809-809). While the Commission generally considers petitions for stay in the context of a PUC Order pending appeal, the County suggests that the application of some or all of the *Process Gas* factors may assist the Commission in rendering a decision on its Petition for Stay.

29. There is no dispute that DELCORA's formation and administration of the Trust intended to fund the rate stabilization plan is integral to the transaction structured by Aqua and DELCORA. The Memorandum of Understanding ("MOU") included in Aqua Statement No. 2 (Appendix B to the Direct Testimony of William C. Packer) describes at least a portion of Aqua's responsibilities under DELCORA's rate stabilization plan and in relation to the Trust.

3. Aqua Wastewater shall calculate the customer assistance payment amount for each DELCORA customer and the total customer assistance payment amount for each billing period, and shall provide its calculation, along with any and all information necessary to confirm the calculation of both payment amounts to the designated calculation agent.
4. DELCORA shall timely direct the Trustee under the Trust Agreement to transfer to Aqua Wastewater by Fedwire amount equal to the total customer assistance amount confirmed by the designated calculation agent for the applicable billing period.

As demonstrated by the MOU, the rate stabilization to be provided by Aqua in the form of "customer assistance payments" is contingent on distributions from the Trust which is subject to legal challenge before the Delaware County Court of Common Pleas.

30. The County is likely to succeed on the merits in demonstrating before the Court of Common Pleas that the Trust Agreement and the Asset Purchase Agreement were entered into in violation of the Authorities Act, 53 Pa. C.S. § 5601 *et seq.* Specifically, the County has alleged that DECLORA violated the Authorities Act by: (1) creating the Trust when it had no power to do so; (2) devising a funding structure through which DELCORA would continue to exist and hold and distribute public monies, even after transferring the sewer system it was created to operate; (3) adopting a funding process in the Trust which is contrary to and violates DELCORA's Articles of Incorporation; and (4) refusing to comply with the mandates of County Ordinance 2020-4.

31. As the only incorporating municipality of DELCORA, the County has clear legal rights and a vested interest in the legality of the Trust and the termination of DELCORA (which are properly before the Court of Common Pleas and not the PUC). Without allowing for the Common Pleas Action to proceed prior to the PUC Application, the County will suffer irreparable injury through the protracted and unnecessary litigation that would occur were the PUC to deny this Petition for Stay. Additionally, the Commission, the ALJ and other intervenors in the PUC Application docket would be faced with the prospect of litigating an Application subject to a 6-month review period while key components of the Application remain subject to and conditioned upon the outcome of active litigation.

32. Aqua and DELCORA view the Trust as a key justification for the transaction and contend the Trust confers benefits to the DELCORA customers. Accordingly, this is critical to the ALJ's and Commission's review and adjudication of the "public interest" component of the proposed transaction. *See* Aqua Application at 8. However, the County's challenges to the legality of the Trust remain pending before the county court. Accordingly, the Commission cannot effectively discharge its duties to review and adjudicate Aqua's Application while such fundamental components of the Application remains uncertain pending active litigation. This is consistent with Judge Dozor's Order in the Common Pleas Action, in which he writes "[t]his court finds that the impact of this case on the agreement between Aqua and DELCORA will be direct, significant and real." *See* Exhibit 5.

33. Finally, issuance of a stay will not substantially harm other parties or adversely impact the public interest. All parties are served by a clear resolution regarding the legality of the Trust and the termination of DELCORA prior to adjudication of Aqua's PUC Application involving both disposition of funds from the contested Trust and a transfer of assets from

DELCORA. With regard to any concerns that a stay may impact the potential transaction, the Asset Purchase Agreement specifically establishes that the Outside Date for Closing on the transaction shall be 60 days following the unappealable resolution of any litigation concerning the transaction, including applicable PUC proceedings. *See* Asset Purchase Agreement at 8 (defining "Outside Date"). Accordingly, the transacting parties would not be prejudiced because the Asset Purchase Agreement contemplates Closing to occur *after* any necessary litigated proceedings.

34. Judicial economy and administrative efficiency support the issuance of a stay. Waiting for resolution in the Common Pleas Action will enable the Commission to conduct an efficient review of Aqua's Application without uncertainty regarding the pending legal claims challenging the legality of the proposed transaction under the Authorities Act or the ultimate counterparty to the proposed transaction. Accordingly, the issuance of a stay serves the public interest.

35. For the reasons set forth above, the Commission should defer consideration of the Application until January 31, 2021 to allow for resolution of these issues in the Common Pleas Action. If a Final Order has not been issued in the Common Pleas Action by January 31, 2021, the Commission can revisit this matter at such time.

B. Consideration of Aqua's Application is Premature Due to Unresolved Issues Regarding the Termination of DELCORA.

36. As indicated above, the County enacted Ordinance 2020-4 directing the orderly termination of DELCORA. County Council unanimously approved and enacted the Ordinance in accordance with the Authorities Act on June 3, 2020. *See* Exhibit 4. Consistent with established precedent, the Ordinance orders DELCORA to cooperate with the County towards an orderly

windup of DELCORA's operations.⁵ As detailed therein, such cooperation includes satisfying DELCORA's outstanding debts and obligations and to take all actions necessary to remove any impediments to its termination. *Id.* The Ordinance further instructs DELCORA to refrain from taking any action or expending any funds inconsistent with DELCORA's windup of its affairs and termination. *See* 53 Pa.C.S. §5607(c) (authorizing the incorporating municipality to specify the powers and purposes of the authority from time to time).

37. Aqua has filed a Preliminary Injunction with the Court of Common Pleas seeking to enjoin the County from enforcing the Ordinance and terminating DELCORA in advance of the Closing on the transfer of DELCORA's system to Aqua.

38. The County will succeed in enforcing the Ordinance and terminating DELCORA. The County created DELCORA in October of 1971. Exhibit 4. As the only incorporating municipality of DELCORA, the County has a clear legal right to terminate DELCORA. Regardless of the potential sale transaction, the County is entitled to a writ of mandamus requiring DELCORA to take all necessary steps to terminate and to comply with the Ordinance (and the Authorities Act) directing the termination of DELCORA.

39. As with the litigation of the Trust, the Commission, the ALJ, and the other intervenors would be irreparably harmed by the prospect of litigating a voluminous record under a 6-month timeframe while the ultimate existence of the counterparty to the Asset Purchase Agreement remains subject to litigation. Enforcement of the County's termination Ordinance could have significant impacts on the proposed transaction, particularly as Aqua has suggested its

⁵ *Township of Forks v. Forks Twp. Mun. Sewer Auth.*, 759 A.2d 47, 53, 2000 Pa. Commw. LEXIS 494, *10 (Pa. Commw. 2000) (“[T]he creating municipality has the power to dissolve its authority under Section 18A once the impediments of Sections 14 and 18 are removed, particularly the discharge of all indebtedness, regardless of its character. Under the Act, the power to dissolve includes the power to order the Authority, prior to dissolution, to remove legally removable impediments...”).

entry into the Asset Purchase Agreement was conditioned on DELCORA remaining the counterparty. Aqua Petition to Intervene at ¶ 9.

40. The County further avers that its proposed stay would not harm parties to the PUC proceeding or the public interest. All parties are served by a clear resolution regarding the corporate existence of DELCORA and ownership of the sewer system. The proposed stay also comports with the language in the Asset Purchase Agreement allowing for Closing after conclusion of necessary legal proceedings. *See supra* ¶ [33].

41. For the same reasons adduced above in relation to the disputed Trust issues, consideration of the *Process Gas* analysis favors granting the proposed stay of proceedings to allow the Commission, the ALJ, and the parties to conduct a reasonable, thorough, and efficient investigation of Aqua's Application. *See supra* ¶ 32-33.

C. As an Alternative to the *Process Gas* Factors, the Doctrine of Primary Jurisdiction also Supports Issuance of the Proposed Stay.

42. The doctrine of primary jurisdiction is a jurisprudential rule allowing administrative agencies and courts of common pleas to defer to each other when litigation, parties, and jurisdictional issues overlap. Its purpose is to "allocate adjudicatory responsibility between courts and agencies." *Sunrise Energy, LLC v. FirstEnergy Corp.*, 148 A.3d 894, 903 (Pa. Cmwlth. 2016).

43. Pursuant to the doctrine, a trial court may defer to the ruling of an agency to enable the trial court to benefit from the agency's views on issues within the agency's competence. *See Elkin v. Bell Tel. Co.*, 420 A.2d 371 (Pa. 1980); *Sunrise Energy*, 148 A.3d at 903. However, some issues fall exclusively under the jurisdiction of a trial court and not the Commission. For example, the PUC generally lacks authority over civil claims seeking damages. *See Fairview Water Co. v. Pa. PUC*, 502 A.2d 162, 166-167 (Pa. 1985); *see also In re Condemnation of Sunoco Pipeline*,

143 A.3d 1000, 1018-19 (Pa. Cmwlth. 2016) (explaining that the Court of Common Pleas retained jurisdiction to evaluate the validity of an easement).

44. Where resolution of a claim does not hinge or depend on a PUC regulation or the PUC's particular expertise, a trial court should not refer the matter to the PUC under the doctrine of primary jurisdiction. *Ostrov v. I.F.T., Inc.*, 586 A.2d 409, 414-416 (1991) (citing *DeFrancesco v. Western Pa. Water Co.*, 453 A.2d 595, 596-597 (Pa. 1982)). Similarly, where the PUC's jurisdiction is not exclusive and where administrative remedies are not adequate and complete, an action for civil relief and damages may be brought in court. *See Di Santo v. Dauphin Consol. Water Supply*, 436 A.2d 197, 202 (Pa. Super. Ct. 1981). Here, the County asks the PUC to stay the Application proceeding and allow the Court of Common Pleas to first rule on claims challenging the legality of the Trust Agreement that is a core component of Aqua's proposed acquisition of DELCORA and the termination of DELCORA.

45. The County is not suggesting that the Commission lacks jurisdiction over a Section 1329 application by a public utility to acquire the assets of a municipal authority. It is axiomatic that the Commission has jurisdiction to review Aqua's Application. But, as discussed above, the Commission may not have jurisdiction over many substantive issues fundamental to the Application.

46. The County respectfully requests the Commission defer exercise of its jurisdiction by staying this proceeding and allowing the non-PUC jurisdictional issues critical to the proposed transaction to proceed in the forum that the applicable parties have chosen – the Delaware County Court of Common Pleas.

47. The County notes that neither DELCORA nor Aqua have raised the doctrine of primary jurisdiction in the Common Pleas Action.⁶ To the contrary, Aqua intervened in the Common Pleas Action and asserted that the Amended Complaint and the Ordinance were a "direct attack on the APA." Aqua Petition to Intervene at ¶ 22. The Delaware County Court of Common Pleas agreed and issued the Order stating "[t]his court finds that the impact of this case on the agreement between Aqua and DELCORA will be direct, significant and real." *See* Exhibit 5

48. The County respectfully requests that, for the reasons set forth above, the Commission grant this Petition for Stay.

D. Commission Review of the Material Question

49. The Commission's Regulations establish that: "[d]uring the course of a proceeding, a party may file a timely petition directed to the Commission requesting review and answer to a material question which has arisen or is likely to arise." 52 Pa. Code § 5.302(a).

50. The County recognizes the Commission's Secretary has already transferred Aqua's Application to the Office of Administrative Law Judge. Nonetheless, the County's Petition for Reconsideration of Staff Action has not been adjudicated.

51. Moreover, the initial call-in Prehearing Conference before the presiding ALJ is not scheduled until September 2, 2020. Given the six-month timeframe for Commission adjudication of a Section 1329 application and the Commission's recent acceptance of Aqua's Application, the County respectfully submits the Material Question should be immediately addressed by the Commission. Unlike a request for interlocutory review of discovery matters under Section 5.304

⁶ At this point, by not raising the doctrine of primary jurisdiction in the Common Pleas Action, Aqua and DELCORA have waived the opportunity to raise it. However, even if they had the ability to raise it, the issues in the Common Pleas Action do not arise under the Public Utility Code. While these issues significantly affect a case within the Commission's jurisdiction, the Commission has limited, if any, subject matter jurisdiction over the Common Pleas Action.

of the Commission's regulations or other matters generally raised throughout administrative litigations, *see* 52 Pa. Code § 5.304, the Petition for Stay presents a jurisdictional matter for resolution at the outset of this proceeding. The County thus requests that the Commission act to stay this proceeding and its associated six-month timeline to provide an opportunity for the Delaware County Court of Common Pleas to issue a determinative ruling on the civil claims impacting Aqua's Application, including the Trust and the termination of DELCORA.⁷

52. The Commission reserves authority to grant a stay of proceedings without oral argument to protect the substantial rights of the parties. *See* 52 Pa. Code § 5.303(a)(1). As discussed above, the County, as the only incorporating municipality of DELCORA, has clear legal rights and a vested interest in the legality of the Trust, the termination of DELCORA, and the related issues in Aqua's PUC Application proceeding. Granting this Petition for Stay will serve the public interest by avoiding protracted and inefficient litigation and potential re-litigation at the PUC were the Commission to deny this Petition for Stay.

53. Additionally, on March 20, 2020, the Commission issued an Emergency Order captioned "Suspension of Regulatory and Statutory Deadlines; Modification to Filing and Service Requirements" in which the Commission reserved the right to waive any statutory or regulatory deadline for action *sua sponte*, without request by any other party, in any proceeding in which it

⁷ With regard to the 6-month timeframe for issuance of a final order on Applications filed pursuant to Section 1329 of the Public Utility Code, the County submits that ongoing adjudications before the Delaware County Court of Common Pleas presents extraordinary circumstances warranting exercise of Commission discretion to grant the requested stay. Issuance of the stay under these more unusual circumstances (where the Applicant has implicated the subject matter of the Application in litigated proceedings before another tribunal) is consistent with the Commonwealth Court's finding that strictly procedural deadlines imposed upon the Commission are directory rather than mandatory. *Public Serv. Water Co. v. Pennsylvania Pub. Util. Comm'n*, 165 Pa. Commw. 463, 645 A.2d 423, 1994 Pa. Commw. LEXIS 340 (Pa. Commw. Ct. 1994) (finding that "the language of § 332(h), that the commission 'shall rule upon such exceptions within 90 days after filing,' is directory and not mandatory and thus, the commission's November 2, 1993 order was not untimely.").

has determined that strict adherence to an established deadline will interfere with its ability to administer the Public Utility Code. Docket No. M-2020-3019262, *ratified* March 25, 2020.

54. The Commission's review of the instant petition will occur during the COVID-19 pandemic and the Commission has already acknowledged that strict adherence to deadlines may not be possible. Particularly under these circumstances, an order staying all substantive proceedings in this matter would be in the public interest.

E. Conclusion

55. Aqua's Section 1329 Application involves an array of complex disputed issues that should be resolved before the Delaware County Court of Common Pleas prior to adjudication of Aqua's Application at the Commission. Accordingly, for the reasons discussed herein, the County requests the Commission grant this Petition for Stay and answer the Proposed Material Question in the affirmative.

WHEREFORE, the County of Delaware, Pennsylvania, respectfully requests the Pennsylvania Public Utility Commission expeditiously answer the proposed Material Question in the affirmative, grant the foregoing Petition for Stay, and issue an order staying the proceedings at PUC Docket No. A-2019-3015173 through the shorter of January 31, 2021, or such time until the Delaware County Court of Common Pleas enters a Final Order at Docket No. CV-2020-003185. The County respectfully requests that the Commission take any action necessary to render a decision on the Petition in advance of the September 2, 2020 Prehearing Conference for the above-captioned docket.

Respectfully submitted,

McNEES WALLACE & NURICK LLC

By 

Adeolu A. Bakare (I.D. No. 208541)
Robert F. Young (I.D. No. 55816)
Kenneth R. Stark (I.D. No. 312945)
McNEES WALLACE & NURICK LLC
100 Pine Street
P.O. Box 1166
Harrisburg, PA 17108-1166
Phone: (717) 232-8000
Fax: (717) 237-5300
abakare@mcneeslaw.com
ryoung@mcneeslaw.com
kstark@mcneeslaw.com

Counsel to the County of Delaware,
Pennsylvania

Dated: August 7, 2020



COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
400 NORTH STREET, HARRISBURG, PA 17120

June 11, 2020

Exhibit 1
Page 1 of 2

IN REPLY PLEASE
REFER TO OUR FILE

Docket No. A-2019-3015173

Utility Code 230240

THOMAS T NIESEN ESQUIRE
THOMAS NIESEN & THOMAS LLC
212 LOCUST STREET SUITE 302
HARRISBURG PA 17101
tniesen@tntlawfirm.com

Re: Aqua Pennsylvania Wastewater, Inc. Section 1329 Application for Acquisition of Delaware County Regional Water Quality Control Authority's Wastewater System Assets at Docket No. A-2019-3015173

Dear Attorney Niesen:

The Commission writes to inform you that, upon review of the supplemental materials provided, it has conditionally accepted for filing the above-captioned application, as amended (Application).

It will be necessary for Aqua Pennsylvania Wastewater, Inc. (APW) to serve copies of the Application then file proof of such service with the Commission, pursuant to 52 Pa. Code §§ 1.57 and 1.58, upon the following entities:

1. Each city, borough, town, township, county, and related planning office, which is included, in whole or in part, in the proposed service area;
2. Each water or wastewater utility, municipal corporation or authority which provides water or wastewater collection, treatment, or disposal service to the public and whose service area abuts or is within 1 mile of the service area proposed in the application; and
3. The Office of Consumer Advocate, Office of Small Business Advocate, Office of Attorney General, and the Department of Environmental Protection's central and appropriate regional office.

APW and Aqua Pennsylvania, Inc. (Aqua) are directed, upon receipt of this letter, to provide individualized notice of the proposed acquisition to all potentially affected APW and Aqua customers, consistent with the Commission's Final Supplemental Implementation Order entered February 28, 2019, at Docket No. M-2016-2543193. APW will inform the Commission when it begins providing such individualized notice. APW is also directed to ensure concurrent notice to all current Delaware County Regional Water Quality Control Authority wastewater customers in similar fashion. Additionally, APW shall publish the notice once a week for two consecutive weeks in a newspaper having a general circulation in the area involved and file proof of publication with the Commission after publication has occurred.

Additionally, APW shall further amend its Application to: 1) include a complete copy of the agreement provided as the Application's Exhibit F101 that includes all the agreement's referenced attachments, or provide evidence this agreement will not be assumed by APW and replace the agreement with a *pro forma* copy of the instrument APW intends to execute or assume in place of the incomplete agreement; and 2) include a complete copy of the agreement provided as the Application's Exhibit F103 that includes all the agreement's referenced attachments, or provide evidence this agreement will not be assumed by APW. These supplemental materials shall be verified pursuant to 52 Pa. Code § 1.36.

Upon completion of the notifications and conditions established herein, APW shall file a verification letter at this docket, indicating satisfaction of these notifications and conditions. The Commission will then issue a Secretarial Letter finalizing acceptance of the filing. After final acceptance of the filing, pursuant to 52 Pa. Code § 5.14, the Commission will proceed with publishing notice of the Application in the *Pennsylvania Bulletin*. This matter will receive the attention of the Commission and you will be advised of any further necessary procedure.

If you are dissatisfied with the resolution of this matter, you may, as set forth in 52 Pa. Code § 5.44, file a petition for reconsideration from the actions of staff with the Commission within 20 days of the date this letter is served.

Sincerely,

A handwritten signature in black ink, appearing to read "Rosemary Chiavetta", written in a cursive style.

Rosemary Chiavetta
Secretary

cc: Tanya McCloskey, Office of Consumer Advocate, tmccloskey@paoca.org
John Evans, Office of Small Business Advocate, jorevan@pa.gov
Richard Kanaskie, PUC Bureau of Investigation and Enforcement, rkanskie@pa.gov
Alex Stahl, Aqua Pennsylvania Wastewater, Inc., astahl@aquaamerica.com



COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
400 NORTH STREET, HARRISBURG, PA 17120

Exhibit 2
Page 1 of 2

IN REPLY PLEASE
REFER TO OUR FILE
A-2019-3015173

July 14, 2020

**Re: Aqua Pennsylvania Wastewater, Inc. Section 1329 Application for
Acquisition of Delaware County Regional Water Quality Control
Authority's Wastewater System Assets
Docket No. A-2019-3015173**


Dear Counsel:

Please be advised that on June 23, 2020, the Commission received the filing titled "Petition of the County of Delaware, Pennsylvania for Reconsideration of Staff Action by Secretarial Letter dated June 11, 2020" at Application Docket No. A-2019-3015173. That docket, however, is currently inactive pending the satisfaction of the conditions established by the Commission in its June 11, 2020 Secretarial Letter (*June Secretarial Letter*).

In the *June Secretarial Letter*, the Commission stated that - "it has conditionally accepted for filing the above-captioned application, as amended (Application)." Specifically the Commission noted that Aqua Pennsylvania Wastewater, Inc. (APW) must do the following, *inter alia*: (1) serve a copy of the Application on entities named in the *June Secretarial Letter*; (2) provide individualized notice of the proposed acquisition to all potentially affected APW and Aqua Pennsylvania, Inc. customers; (3) inform the Commission when it begins providing such individualized notice; (4) was directed to ensure concurrent notice to all current Delaware County Regional Water Quality Control Authority wastewater customers in similar fashion; (5) APW shall publish the notice once a week for two consecutive weeks in a newspaper having a general circulation in the area involved and file proof of publication with the Commission after publication has occurred; (6) shall further amend its Application to: a) include a complete copy of the agreement provided as the Application's Exhibit F101 that includes all the agreement's referenced attachments, or provide evidence this agreement will not be assumed by APW and replace the agreement with a *pro forma* copy of the instrument APW intends to execute or assume in place of the incomplete agreement; and b) include a complete copy of the agreement provided as the Application's Exhibit F103 that includes all the agreement's referenced attachments, or provide evidence this agreement will not be assumed by APW; and (7) that upon completion of the notifications and conditions established herein, APW shall file a verification letter at this docket, indicating satisfaction of these notifications and conditions.

If APW satisfies all of these conditions and Docket No. A-2019-3015173 becomes active as a result of the satisfaction of the conditions, the Petition for Reconsideration of Staff Action filed by the County of Delaware, Pennsylvania, and any responsive filings thereto,¹ will be accepted into the docket and assigned for formal action and disposition.

Sincerely,

A handwritten signature in black ink, appearing to read "Rosemary Chiavetta". The signature is fluid and cursive, with the first name "Rosemary" written in a larger, more prominent script than the last name "Chiavetta".

Rosemary Chiavetta
Secretary

¹ We note that on July 9, 2020, APW filed an Answer to the filing of the County of Delaware, Pennsylvania.



COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
400 NORTH STREET, HARRISBURG, PA 17120

July 27, 2020

Exhibit 3
Page 1 of 2

IN REPLY PLEASE
REFER TO OUR FILE

Docket No. A-2019-3015173

Utility Code 230240

THOMAS T NIESEN ESQUIRE
THOMAS NIESEN & THOMAS LLC
212 LOCUST STREET SUITE 302
HARRISBURG PA 17101
TNIESEN@TNTLAWFIRM.COM

Re: Aqua Pennsylvania Wastewater, Inc. Section 1329 Application for the Acquisition of Delaware County Regional Water Quality Control Authority's Wastewater System Assets at Docket No. A-2019-3015173

Dear Attorney Niesen:

The Commission writes to inform you that it has accepted for filing Aqua Pennsylvania Wastewater, Inc.'s (APW's) above-captioned application (Application). Specifically, this letter acknowledges receipt of APW's verification that it has provided individualized notice of the Application to all potentially affected APW wastewater and Aqua Pennsylvania, Inc. water customers and finalizes acceptance of the filing for the Commission's consideration. The Commission will proceed with publishing notice of the Application in the August 15, 2020, edition of the *Pennsylvania Bulletin* with a protest deadline of August 31, 2020.

If you are dissatisfied with the resolution of this matter, you may, as set forth in 52 Pa. Code § 5.44, file a petition for reconsideration from the actions of staff with the Commission within 20 days of the date this letter is served.

Sincerely,

Rosemary Chiavetta
Secretary

cc: Tanya McCloskey, Office of Consumer Advocate tmccloskey@paoca.org
Christine Hoover, Office of Consumer Advocate cHoover@pa.o.ca.org
Erin Gannon, Office of Consumer Advocate EGannon@paoca.org
Santo Spataro, Office of Consumer Advocate SSpataro@paoca.org
Harrison Breitman, Office of Consumer Advocate HBreitman@paoca.org
John Evans, Office of Small Business Advocate jorevan@pa.gov
Erin Fure, Office of Small Business Advocate efure@pa.gov
Daniel Asmus, Office of Small Business Advocate dasmus@pa.gov
Richard Kanaskie, PUC Bureau of Investigation and Enforcement rkanaskie@pa.gov

Gina Miller, PUC Bureau of Investigation and Enforcement ginmiller@pa.gov
Erika McLain, PUC Bureau of Investigation and Enforcement ermclain@pa.gov
Alex Stahl, Aqua Pennsylvania Wastewater, Inc. astahl@aquaamerica.com
Adeolu Bakare, McNees, Wallace and Nurick, LLC abakare@mcneeslaw.com
Robert Young, McNees, Wallace and Nurick, LLC ryoung@mcneeslaw.com
Kenneth Stark, McNees, Wallace and Nurick, LLC kstark@mcneeslaw.com
Kenneth Kynett, Petriken, Damico, Brown & Petrosa kdk@petrikin.com
Charles Miller, Petriken, Damico, Brown & Petrosa cgm@petrikin.com
Thomas Wyatt, Obermayer Rebmann Maxwell & Hippel, LLP Wyatt@obermayer.com
Matthew Olesh, Obermayer Rebmann Maxwell & Hippel, LLP Olesh@obermayer.com
Scott Rubin, Southwest Delaware County Municipal Authority scott.j.rubin@gmail.com

COUNTY OF DELAWARE
PENNSYLVANIA
ORDINANCE NO. 2020-4

AN ORDINANCE OF THE COUNTY OF DELAWARE, COMMONWEALTH OF PENNSYLVANIA, TERMINATING THE DELAWARE COUNTY REGIONAL WATER QUALITY CONTROL AUTHORITY, APPROVING THE CERTIFICATE OF TERMINATION OF THE AUTHORITY, AND AUTHORIZING ALL ACTIONS NECESSARY TO EFFECTUATE THE SAME.

WHEREAS, the County of Delaware (the "County"), Commonwealth of Pennsylvania (the "Commonwealth") is a political subdivision of the Commonwealth; and

WHEREAS, prior to 1976, the County was governed by a Board of County Commissioners (the "Board of Commissioners") of the County; and

WHEREAS, in May 1975, the residents of the County approved a Home Rule Charter plan (the "Home Rule Charter"); and

WHEREAS, pursuant to the Home Rule Charter and effective as of January 1976, the County has been governed by a County Council (the "County Council") of the County; and

WHEREAS, the County, pursuant to a resolution adopted on October 20, 1971 by the Board of Commissioners, has heretofore incorporated the Delaware County Regional Water Quality Control Authority (the "Authority") pursuant to the Municipality Authorities Act of 1945, Act of May 2, 1945, P.L. 382, as amended and supplemented, and as subsequently codified as the Municipality Authorities Act, Act of Jun. 19, 2001, P.L. 287, 53 Pa.C.S. §5601 *et seq.* (the "Authorities Act"); and

WHEREAS, the County, as the municipality which incorporated the Authority, has the power to terminate the Authority in accordance with the Authorities Act; and

WHEREAS, the County acting through its County Council desires to enact this Ordinance to terminate the Authority in accordance with the Authorities Act and effectuate the transfer of all its property to the County and the assumption of all its liabilities by the County.

NOW THEREFORE, PURSUANT TO THE AUTHORITY CONTAINED IN THE COUNTY HOME RULE CHARTER AND THE PENNSYLVANIA MUNICIPALITIES AUTHORITIES ACT, THE COUNTY COUNCIL OF THE COUNTY OF DELAWARE DOES HEREBY ENACT AND ORDAIN AS FOLLOWS:

Section 1. The County Council hereby directs and orders that the Authority be terminated.

Section 2. The Authority is directed and ordered to take all actions necessary to effectuate its termination, including, but not limited to, the following:

2.01. The Authority shall immediately terminate and cease any activity that is not consistent with the County's directives contained herein and as required to effectuate its termination.

2.02. The Authority shall cooperate with the County in an orderly windup of its activities, and take all steps necessary to effectuate the transfer of all of its assets, funds and other property, including, as applicable, any regulatory permits, to the County, and the assumption of all of its liabilities by the County. The Authority shall continue to operate its system in the normal course during this windup.

2.03. The Authority shall satisfy any outstanding debts and obligations of the Authority and settle all other claims which may be outstanding against it; provided, however, that the Authority shall seek approval of the County Council prior to satisfying any such outstanding debts, obligations and claims, and shall cooperate with the County in the execution of any agreements, instruments, certificates, and other documents determined by the County to be necessary or appropriate to effectuate the satisfaction of any outstanding debts and obligations of the Authority.

2.04. The Authority shall approve, execute and deliver to the County on or prior to June 18, 2020 a Certificate of Termination, in the form attached hereto as **Exhibit A** (the "Certificate"), so that the County, as required by the Authorities Act, 53 Pa.C.S. §5619, may as and when appropriate file the executed Certificate with the necessary governmental authorities.

2.05. The Authority shall take all actions necessary to remove any impediments to its termination in accordance with the Authorities Act, subject, however to the prior approval of such actions by the County Council.

Section 3. The Authority hereby is prohibited from taking any action or expending any money in connection with any action that is inconsistent with its termination. The Authority shall not engage in any conduct or expend any money, directly or indirectly, for any purpose other than accomplishing the directives and objectives of the County as set forth in this Ordinance. Any expenditure of funds by the Authority that is contrary to the directives and objectives of the County as set forth in this Ordinance shall be a violation of the restrictions on the expenditure of funds of the Authority under the Authorities Act, 53 Pa.C.S. §5612 and a violation of the specification of projects to be undertaken by the Authority under the Authorities Act, 53 Pa.C.S. §5607(c).

Section 4. The County Council hereby approves the Certificate in the form attached hereto as **Exhibit A**.

Section 5. Upon enactment of this Ordinance and compliance with all executory provisions herein, the proper officers of the County Council are hereby authorized to file the Certificate in the Office of the Secretary of the Commonwealth of Pennsylvania.

Section 6. Upon receipt of the Certificate, the Secretary of the Commonwealth shall note the termination of existence of the Authority on the Authority's record of incorporation and return the Certificate with approval to the County Council. Upon receipt thereof, the proper

officers of the County Council are hereby authorized to record the Certificate in the Office of the Recorder of Deeds of Delaware County.

Section 7. Upon recordation of the Certificate with the Delaware County Recorder of Deeds, all property of the Authority shall pass to the County, the County shall assume any remaining liabilities of the Authority, and the Authority will be effectively terminated.

Section 8. The County Council, its Chair and Vice Chair, and the Chief Clerk are all, individually and collectively, authorized to take any further action necessary to effectuate the termination of the Authority, the removal of any impediments to such termination, the satisfaction of any outstanding debts and obligations of the Authority (whether by assumption of such debts and obligations by the County or through the incurrence by the County in accordance with applicable law of indebtedness, the proceeds of which shall be used to satisfy such debts and obligations), the transfer of the Authority's funds and assets to the County, and the assumption of any liabilities of the Authority.

Section 9. All funds, assets and other property required by this Ordinance to be turned over by Authority to the County shall be held and utilized by the County in a manner consistent with applicable laws.

Section 10. All ordinances, parts of ordinances, resolutions or parts of resolutions inconsistent herewith be and the same are hereby rescinded, cancelled and annulled.

Section 11. If any sentence, clause, section or part of this Ordinance is found to be unconstitutional, illegal or invalid, for any reason, such unconstitutionality, illegality or invalidity shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of this Ordinance. It is hereby declared to be the legislative intent of the County Council that this Ordinance was enacted to terminate the Authority and should be interpreted to effectuate such intent.

Section 12. This Ordinance shall take effect on the earliest date permitted by law.

[Remainder of Page Intentionally Left Blank; Signatures Follow]

ENACTED AND ORDAINED by County Council of the County of Delaware,
Pennsylvania, this 3rd day of June, 2020.

BY: DELAWARE COUNTY COUNCIL



Brian P. Zidek, Chair

ATTEST:



Anne M. Coogan
Chief Clerk

CERTIFICATE OF CHIEF CLERK

I, the undersigned, the Chief Clerk of the County of Delaware ("County") Commonwealth of Pennsylvania, hereby certify that the foregoing and attached is a true copy of the Ordinance which was duly enacted at a meeting of the County Council (the "County Council") of the County held on June 3, 2020, at which a quorum was present and acting throughout, after due notice to the members of the County Council and to the public and which was at all time open to the public; that the same was duly recorded in the County Council's Ordinance Book and that a summary thereof was published as required by law in a newspaper of general circulation in the County Council. I further certify that the total number of members of the County Council is five and that the vote upon said Ordinance was called and duly recorded upon the minutes of the County Council and that the members of the County Council voted in the manner following:

	<u>Yes</u>	<u>No</u>	<u>Abstain</u>	<u>Absent</u>
Brian P. Zidek, Chair	<u>X</u>	_____	_____	_____
Dr. Monica Taylor, Vice Chair	<u>X</u>	_____	_____	_____
Kevin M. Madden	<u>X</u>	_____	_____	_____
Elaine Paul Schaefer	_____	_____	<u>X</u>	_____
Christine A. Reuther	<u>X</u>	_____	_____	_____

WITNESS my hand and seal of the County Council of the County of Delaware this 3rd day of June, 2020.

Anne M. Coogan
Chief Clerk

[SEAL]

EXHIBIT A
CERTIFICATE OF TERMINATION
OF THE
DELAWARE COUNTY REGIONAL WATER QUALITY CONTROL
AUTHORITY

THIS CERTIFICATE ("Certificate") is made this ____ day of June, 2020, by the Delaware County Regional Water Quality Control Authority ("Authority").

WHEREAS, pursuant to Ordinance No. 2020-4 of the County Council ("County Council") of the County of Delaware, Commonwealth of Pennsylvania (the "County"), the Authority was directed to take all actions necessary to effectuate its termination;

WHEREAS, pursuant to the Municipalities Authorities Act, 53 Pa.C.S. §5619, the Authority hereby submits this Certificate, requesting and advising that the County Council terminate the Authority's existence; and

WHEREAS, pursuant to the Municipalities Authorities Act, 53 Pa.C.S. §5619, the County Council is authorized to approve this Certificate by Ordinance.

NOW THEREFORE, the Authority, intending to be legally bound hereby, certifies as follows:

1. The Authority hereby submits this Certificate requesting its termination pursuant to Ordinance No. 2020-4 of the County and the Municipalities Authorities Act, 53 Pa.C.S. §5619.
2. The County Council is authorized to terminate the existence of the Authority based on the prior action of the County Board of Commissioners to create the Authority in 1971.
3. The Chair and Secretary of the Authority are hereby authorized to take all actions necessary to carry out the purposes of this Certificate and to effectuate the dissolution of the Authority.

IN WITNESS WHEREOF, the undersigned officers of the Authority, having been authorized by the Board of the Authority, have hereunto set their hands and seals the day and year first written above.

ATTEST:

DELAWARE COUNTY REGIONAL
WATER QUALITY CONTROL
AUTHORITY

(Assistant) Secretary

By: _____
(Vice) Chair

**PPIN THE COURT OF COMMON PLEAS OF DELAWARE COUNTY,
PENNSYLVANIA
CIVIL DIVISION**

COUNTY OF DELAWARE, PENNSYLVANIA	:	
Plaintiff	:	
v.	:	NO: CV- 2020-003185
	:	
DELAWARE COUNTY REGIONAL	:	
WATER QUALITY CONTROL AUTHORITY,	:	
et al.	:	
Defendants	:	

Carol Steinour Young, Esquire, Dana Chilson, Esquire, Thomas Markey, Esquire, William F. Martin, Esquire, Carl Ewald, Esquire,
for the Plaintiff

Nicholas Poduslenko, Esquire, Matthew S. Olesh, Esquire, Thomas S. Wyatt, Esquire,
for Defendant, DELCORA

Joel Frank, Esquire, Michael Puppio, Esquire,
for Intervenor/Defendant, Aqua Pennsylvania Wastewater

Andrew Reilly, Esquire, Jacquelyn Goffney, Esquire,
for Intervenor/Defendant, Southern Delaware County Authority

William Malone, Esquire,
for Intervenor/Defendant, Darby Creek Joint Authority

ORDER GRANTING PETITION TO INTERVENE BY AQUA

AND NOW, this 2 day of July 2020, upon consideration of the Petition to Intervene filed by Aqua on June 15, 2020, the Answer and New Matter filed by Delaware County on June 25, 2020 and as Amended¹ on June 30, 2020, and Aqua's Reply to the New Matter filed on June 30, 2020, as well as the Oral Argument heard on June 30, 2020, it is hereby **ORDERED AND DECREED** that the Petition to Intervene is

¹ This Court notes that the docket also reflects an Answer filed by the County on June 29, 2020; however, a review of this document reveals that is nearly identical to the Amended Answer filed on June 30, 2020 with the exception the a date of June 29, 2020 by the signature of Plaintiff's Counsel and the later's caption reads "Amended" and the former does not.

GRANTED as this Court determines that Aqua has a real financial interest, referred to as a third party beneficiary of the DELCORA Trust Agreement and that Aqua is integral to this case as DELCORA and Aqua entered into an Asset Purchase Agreement on September 17, 2019 (amended on February 24, 2020). This Court also notes that there is a plethora of references to Aqua by the County in both their Complaint and their Amended Complaint against DELCORA. The Court finds that impact of this case on the agreement between Aqua and DELCORA will be direct, significant and real. This Court interprets 231 Pa Code Section/ Pa.R.C.P. 2327(4) to find that the rule permits that interventions *shall* be permitted where a party requesting said intervention *may* be affected; therefore, this Court determines that the intervention by Aqua is necessary and required. Aqua shall therefore timely comply with the Rules of Civil Procedure and respond to the Amended Complaint filed by Plaintiffs in this case.

BY THE COURT:



Barry C. Dözor, J.

IN THE COURT OF COMMON PLEAS OF DELAWARE COUNTY, PENNSYLVANIA
COVER SHEET - NOTICE OF FILING OF MOTION OR PETITION UNDER
LOCAL RULES OF CIVIL PROCEDURE

CASE CAPTION:
County of Delaware, Pennsylvania v. Delaware County
Regional Water Control Authority and Uninvest Bank and Trust Co.

CIVIL CASE NO. 2020-003185

NATURE OF MATTER FILED: *(please check one)*

- | | | |
|--|---|--|
| <input checked="" type="checkbox"/> Petition Pursuant to Rule 206.1 | <input type="checkbox"/> Response to Petition | <input type="checkbox"/> Motion for Judgment on the Pleadings Pursuant to Rule 1034(a) |
| <input type="checkbox"/> Motion Pursuant to Rule 208.1 | <input type="checkbox"/> Response to Motion | <input type="checkbox"/> Summary Judgment Pursuant to Rule 1035.2 |
| <input type="checkbox"/> Family Law Petition/Motion Pursuant to Rule 206.8 | | |

**FILING PARTY IS RESPONSIBLE FOR SERVICE OF THE RULE RETURNABLE
DATE OR HEARING DATE UPON ALL PARTIES**

A motion or petition was filed in the above captioned matter on the 22 day of July, 2020, which:

- ☒ Requires you, Respondent, to file an Answer within twenty (20) days of the above date to this notice, or risk the entry of an Order in favor of the Petitioner. Answers must be filed and time stamped by the Office of Judicial Support by 4:30 PM on the following date August 11, 2020.

☐ Requires all parties, to appear at a hearing/conference on the ____ day of _____, _____, at ____ in Courtroom ____, Delaware County Courthouse, Media, Pennsylvania. At this hearing/conference you must be prepared to present all testimony and/or argument, and must ensure that your witnesses will be present.

☐ Was timely answered, thus requiring the scheduling of the following hearing in the above captioned matter on: _____, _____ at 10:00 AM in Courtroom ____.

At this hearing, all parties must be prepared to present all testimony and/or argument and **must ensure that their witnesses will be present.**

☐ Qualifies as an Uncontested Motion or Petition, and as such requires neither an answer from the Respondent nor the scheduling of a hearing in this matter.

☐ Has been assigned to Judge _____.

FOR OFFICE USE ONLY

Mailing date: _____

Processed by: _____

**IN THE COURT OF COMMON PLEAS
OF DELAWARE COUNTY, PENNSYLVANIA**

COUNTY OF DELAWARE,	:	No. CV-2020-003185
<i>Plaintiff</i>	:	
v.	:	
DELAWARE COUNTY REGIONAL	:	
WATER CONTROL AUTHORITY and	:	
DELCORA RATE STABILIZATION FUND	:	
TRUST AGREEMENT BETWEEN	:	
DELAWARE COUNTY REGIONAL	:	
WATER CONTROL AUTHORITY, AS	:	
SETTLOR, AND UNIVEST BANK AND	:	
TRUST CO., AS TRUSTEE	:	
<i>Defendants</i>	:	
and	:	
AQUA PENNSYLVANIA WASTEWATER,	:	
INC.	:	
<i>Intervenor</i>	:	

ORDER

AND NOW, this ____ day of _____, 2020, upon consideration of the Petition for Preliminary Injunctive Relief filed by Intervenor Aqua Pennsylvania Wastewater, Inc. (“Aqua”), and the response(s) thereto, if any, it is hereby

ORDERED that the Petition is **GRANTED**; and it is further

HELD that Aqua has satisfied the prerequisites to entitlement to preliminary injunctive relief; and it is further

ORDERED that the County is hereby enjoined and restrained from terminating the Delaware County Regional Water Control Authority (“Delcora”) prior to closing on the Aqua/Delcora Asset Purchase Agreement; and it is further

ORDERED that the County is hereby enjoined and restrained from interfering in any way with Aqua’s existing contractual relationship with Delcora; and it is further

ORDERED that Aqua shall post a bond in the amount of \$100.00 within five days of the date that this Order is entered on the docket.

BY THE COURT:

, J.

LAMB McERLANE PC

Joel L. Frank - #46601
John J. Cunningham, IV - #70975
Scot R. Withers - #84309
24 E. Market Street – Box 565
West Chester, PA 19381-0565

RAFFAELE & PUPPIO, LLP

Michael V. Puppio, Jr. - #62320
19 West Third Street
Media, PA 19063

*Counsel for Intervenor,
Aqua Pennsylvania Wastewater, Inc.*

**IN THE COURT OF COMMON PLEAS
OF DELAWARE COUNTY, PENNSYLVANIA**

COUNTY OF DELAWARE,	:	No. CV-2020-003185
<i>Plaintiff</i>	:	
v.	:	
DELAWARE COUNTY REGIONAL	:	
WATER CONTROL AUTHORITY and	:	
DELCORA RATE STABILIZATION FUND	:	
TRUST AGREEMENT BETWEEN	:	
DELAWARE COUNTY REGIONAL	:	
WATER CONTROL AUTHORITY, AS	:	
SETTLOR, AND UNIVEST BANK AND	:	
TRUST CO., AS TRUSTEE	:	
<i>Defendants</i>	:	
and	:	
AQUA PENNSYLVANIA WASTEWATER,	:	
INC.	:	
<i>Intervenor</i>	:	

**INTERVENOR AQUA PENNSYLVANIA WASTEWATER, INC.’S
PETITION FOR PRELIMINARY INJUNCTIVE RELIEF**

Intervenor, Aqua Pennsylvania Wastewater, Inc. (“Aqua”), by and through its undersigned counsel, hereby files this Motion for Preliminary Injunctive Relief.

1. Delaware County Regional Water Control Authority (“Delcora”) is a municipal authority formed by the County pursuant to the Municipal Authorities Act of 1945 (now codified

in the Municipal Authorities Act, 53 Pa.C.S. §§ 5601 et seq. (the “MAA”)) in 1971, for the purpose of collecting, conveying and treating wastewater generated by residents and businesses located in the County.¹

2. Aqua is a provider of wastewater utility service in Pennsylvania.

3. In 2019, when faced with dramatically increasing estimated capital costs that would substantially increase rates that would have to be charged to its customers, Delcora engaged in discussions with Aqua for the purchase of Delcora’s system.

4. Following negotiations between them, as well as multiple open houses and public meetings wherein the potential acquisition was discussed, Delcora and Aqua entered into an Asset Purchase Agreement (“APA”) on September 17, 2019 (amended on February 24, 2020).

5. The APA is structured in such a way as to protect Delcora’s customers by capping all rate increasers for customers at 3% per year.

6. Through a separate Delcora Trust Agreement, Delcora agreed to place the proceeds of the sale (after paying down Delcora’s obligations) into an independently managed irrevocable trust for the benefit of Delcora’s customers, with Univest Bank and Trust Co. serving as trustee (“Univest”).

7. Aqua is identified as a third party beneficiary under the Delcora Trust Agreement.

8. As a municipal authority that is governed by the MAA, Delcora has all of the rights, powers and duties that are set forth in the MAA, including the right and power to sell its system to an investor owned utility such as Aqua.

¹ Delcora also provides services to certain residents and businesses in Chester County.

9. The APA was properly authorized and properly entered into by Delcora in full compliance with law and the MAA, and constitutes a binding, enforceable agreement and contractual obligation of Delcora.

10. The APA is fundamentally based upon Delcora having the knowledge required to make the representations and warranties upon which Aqua relied in agreeing to the APA and establishing the terms thereof, including the purchase price.

11. The APA contains multiple provisions which in effect mandate that Delcora proceed to closing on the sale to Aqua prior to any dissolution of Delcora by the County, which provisions can only be satisfied by Delcora prior to closing, and not the County, as evidenced by the following summary of relevant provisions of the APA:

Representations & Warranties	
Article IV, intro language	Seller (Delcora) makes its representations and warranties “[a]s a material inducement to Buyer (Aqua) to enter into this Agreement and to consummate the transactions contemplated by this Agreement....”
4.06	Seller must be able to confirm that there are no undisclosed liabilities for the system as of Closing.
4.09	The APA involves hundreds of distinct interests in real property and the ongoing searches may reveal many more. Seller is required to confirm at Closing that Aqua is getting all of Seller’s real property interests. Only Delcora will have knowledge regarding whether the real property disclosure schedule (Schedule 4.09) remains accurate and complete.
4.13	Delcora’s environmental representations and warranties are critical to the APA. The County, if it was permitted to dissolve Delcora prior to Closing, will be unable to determine whether the representations and warranties remain true and correct at Closing. Moreover, Aqua agreed to allow Delcora to make several representations and warranties subject to Delcora’s knowledge of the conditions covered in those specific representations and warranties (4.13 (a), (b), (d), (f), (g) and (h)), which the County would be unable to make.
4.14	The transaction requires that Seller’s permits be transferred. However, there is no indication that the County is prepared or would be permitted to assume the DEP permits that are required to operate this system.

4.15	The transaction requires the assignment of approximately 200 service contracts, many of which require the consent of the counterparty(ies). Several of the consents have been secured. Many of those required concessions and assurances by Delcora and/or Aqua. All consents secured thus far were based upon the understanding that the provision of service would be transferred from Delcora to Aqua. The County is in no position to honor some of the obligations that were made.
4.17(b)	This section provides assurance that the assets Aqua agreed to buy are sufficient to run the system. The County would be unable to make this representation at Closing.
9.03	This section requires that the Seller update representations and warranties within 3 days of becoming aware of information that implicates a disclosure, which Delcora alone would know.
12.02	Seller must certify at Closing that the representations and warranties made as of the date the parties signed the APA (9/17/19) remain true and correct as of the date of Closing. The County is not in a position to make that Closing certification. As a result, the Closing itself would be jeopardized or Aqua would be forced to decide whether to terminate or accept a substantially diluted closing certification, given the County's lack of knowledge of the issues set forth in the representations and warranties.
Other Provisions	
7.06	The section makes Closing contingent upon PUC approval. Given the existence of customers outside of Delaware County, the County would need to secure a 1 st PUC approval to take Delcora's assets back, then the subsequent sale to Aqua would require a 2 nd PUC approval, which could nullify the pending application to approve the sale directly from Delcora to Aqua and could threaten the outside closing date.
9.01	This section requires the Seller to operate the system in the ordinary course between signing and closing. The County has no ability to do so.
Article VIII- Indemnity	
8.01 / 8.02	Seller's representations and warranties survive Closing for a full year, which means the County would be at risk of an indemnity claim for that full amount of time, in a situation where the County assumed obligations for representations and warranties that the County knows little to nothing about.
8.05(c)	Subject to certain carve-outs, Aqua agreed to cap Delcora's post-closing indemnity obligation for failed representations and warranties at 5% of the purchase price. If Aqua had known that it would have to go to closing with a seller that has no knowledge of the system, Aqua never would have agreed to cap its post-closing indemnity right at 5% of the purchase price.

15.09	The County's intended action with Delcora would qualify as an assignment of Delcora's rights and obligations under the APA, thereby requiring Aqua's consent.
15.11	The parties have a right of specific performance under this Agreement.

12. The County is itself incapable of operating Delcora, even for a short period of time, if Delcora was terminated before closing on the sale to Aqua.

13. The County has no history or experience managing, operating or controlling a sewer system and, as a result, is not qualified to safely provide service to Delcora's customers as required by the Public Utility Commission ("PUC").

14. The County has not been authorized by the PUC to provide public sewer service to Delcora's customers and does not have the appropriate permits required by the PUC to safely perform Delcora's obligations.

15. The County's inexperience in operating sewer systems puts the safety of all customers at risk and jeopardizes the quality and operation of the sewer system's assets – many of which are capital assets and equipment which need routine maintenance and capital improvements to continue to operate properly.

16. The County does not employ enough qualified or trained employees or support staff to perform operations, maintenance, billing or administrative functions necessary to operate Delcora.

17. The APA is subject to PUC approval, which is the subject of an application filed by Aqua that is pending before the PUC at Docket No. A-2019-3015173 ("PUC Application").

18. On May 14, 2020, the County filed a Complaint against Delcora asserting four separate causes of action.

19. On May 18, 2020, the County sought to intervene in the PUC Application proceeding, stating “the Application is not in the public interest”, that “the County intends to file a formal protest . . . detailing the scope of issues and adverse impacts resulting from the Application,” and that the County “is also particularly interested in exploring broader public interest issue related to the APA”.

20. On June 3, 2020, the County passed Ordinance No. 2020-4 (the “Ordinance”).

21. On June 11, 2020, the PUC conditionally accepted the PUC Application.

22. On June 15, 2020, the County filed an Amended Complaint asserting five separate causes of action.

23. Count I of the Amended Complaint asserts a claim for alleged violation by Delcora of its own Articles of Incorporation, and requests a judgment finding that Delcora’s adoption of the funding mechanism set forth in the Trust is a violation of the Articles of Incorporation.

24. Counts II, III and IV of the Amended Complaint assert claims for various alleged statutory violations, and the relief requested includes an order terminating the Trust and preventing funding of the Trust.

25. Count V of the Amended Complaint requests a Writ of Mandamus compelling Delcora to comply with the Ordinance.

26. The Ordinance provides *inter alia* that “County Council hereby directs and orders that [Delcora] be terminated.” (Ordinance, Section 1).

27. Although the Amended Complaint and the Ordinance do not expressly or directly purport to challenge the enforceability of the APA, the practical effect of the relief requested in the Amended Complaint and the Ordinance constitutes an attack on the APA if in fact the County is permitted to terminate Delcora prior to closing on the APA.

28. The County's attempt to intervene in the PUC Application proceeding constitutes a direct attack on the APA.

29. Moreover, in recent weeks, members of County Council have made public statements both formally and informally reflecting the County's intent to prevent the sale of Delcora's system to Aqua.

30. On June 3, 2020, during a Delaware County Council public meeting, Council Chairman Brian Zidek stated: "I am against the sale of Delcora to Aqua." Other County Council members voiced a similar sentiment.

31. By letter dated July 16, 2020, from Delaware County Council addressed to "Local Leaders", County Council stated: "County Council has filed a lawsuit to block this sale by DELCORA, because it is not in the long-term interests of the County and its taxpayers and rate payers."

32. Any effort to scuttle the APA or the sale of Delcora's system to Aqua, or any effort to dissolve Delcora prior to closing on the APA, would be a blatant violation of the MAA, the law and Aqua's contractual rights.

Request for Injunctive Relief

33. The County should be enjoined and restrained from terminating Delcora prior to the closing on the Aqua/Delcora APA, and enjoined and restrained from interfering in any way with Aqua's existing contractual relationship with Delcora.

34. The requested injunction is necessary to prevent irreparable harm that cannot be adequately compensated by damages. Although Aqua does not contest the County's general right to terminate Delcora, any such termination cannot occur prior to closing on the Asset Purchase Agreement because the County will be unable to make the representations and warranties that were

fundamental to the Asset Purchase Agreement. Because the County – through its then-existing County Council – and Delcora have already determined that the Asset Purchase Agreement would be in the public interest (in consideration of all of the factors identified in Delcora’s Petition for Injunctive Relief), irreparable harm would occur to Aqua, Delcora and Delcora’s ratepayers in the event that the requested injunctive relief is not granted.

35. Termination of Delcora prior to closing would immediately result in multiple violations of state and federal law. These violations constitute per se irreparable harm, warranting an injunction. *See Firearm Owners Against Crime v. Lower Merion Twp.*, 151 A.3d 1172, 1180 (Pa. Cmwlth. 2016) (“the violation of an express statutory provision constitutes per se irreparable harm”); *Wolk v. Sch. Dist. of Lower Merion*, 2020 Pa. Cmwlth. LEXIS 209, at *30 (Pa. Cmwlth. 2020) (“For purposes of injunctive relief, statutory violations constitute irreparable harm per se.”); *Pennsylvania Pub. Util. Comm’n v. Israel*, 52 A.2d 317, 322 (Pa. 1947) (“When the Legislature declares certain conduct to be unlawful it is tantamount in law to calling it injurious to the public. For one to continue such unlawful conduct constitutes irreparable injury.”). Pennsylvania law is clear that the loss of sewage disposal services “is a harm that cannot be compensated with monetary damages.” *Cosner v. United Penn Bank*, 517 A.2d 1337, 1341 (Pa. Super. 1986); *see also Strasburg Assocs. v. West Bradford Twp.*, 24 Pa. D. & C.3d 465, 473 (C.P. Chester County 1981) (holding that preventing treatment of sewage would have caused irreparable harm when it would have caused pollution of stream and where “the disposal of solid waste generated in all of Chester County would have been seriously impeded and adversely affected, giving rise to an immediate hazard of unknown proportion.”).

36. Greater injury would result from refusing the injunctive relief than from granting it, because the termination of Delcora prior to closing would render the County unable to make the

required representations and warranties and may scuttle a transaction that has already been found by all parties to be in the public's interest.

37. The injunction will restore the parties to the status quo that existed at the time the Asset Purchase Agreement was executed by the parties, and prior to the County's attempt to terminate Delcora prior to closing on the Asset Purchase Agreement. Delcora would continue providing its customers with uninterrupted, safe wastewater conveyance and treatment service through closing, at which point Aqua would take over and provide the same.

38. Aqua has a clear right to relief and is likely to prevail on the merits, because Aqua has a fully binding and enforceable agreement to acquire Delcora's system, which requires the representations and warranties that can only be made by Delcora.

39. The injunction is reasonably suited to abate the offending activity, as it does not seek to challenge the County's ability to terminate Delcora – it only seeks to preserve the Asset Purchase Agreement by requiring that closing occur prior to termination of Delcora.

40. The injunction will not adversely affect the public interest, because the Asset Purchase Agreement has already been found by the County – through its then-existing County Council – to be in the public interest for all of the reasons set forth in Delcora's Petition for Injunctive Relief.

WHEREFORE, Aqua respectfully requests that this Honorable Court enter an Order, in the form attached hereto, granting the relief set forth therein.

Respectfully submitted,

LAMB McERLANE PC

Date: July 22, 2020

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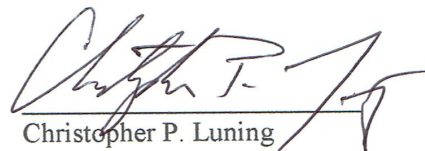
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*Counsel for Intervenor,
Aqua Pennsylvania Wastewater, Inc.*

VERIFICATION

I, Christopher P. Luning, verify and affirm that the statements made in the foregoing pleading are true and correct to the best of my knowledge, information and belief. I understand that the statements are subject to the penalties of 18 Pa. C.S.A. §4904 relating to unsworn falsification to authorities.

Date: _____


Christopher P. Luning

PUBLIC ACCESS POLICY CERTIFICATE OF COMPLIANCE

I hereby certify that this filing complies with the provisions of the *Public Access Policy of the Unified Judicial System of Pennsylvania: Case Records of the Appellate and Trial Courts* that require filing confidential information and documents differently than non-confidential information and documents.

LAMB McERLANE PC

Date: July 22, 2020

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**IN THE COURT OF COMMON PLEAS
OF DELAWARE COUNTY, PENNSYLVANIA**

COUNTY OF DELAWARE,	:	No. CV-2020-003185
<i>Plaintiff</i>	:	
v.	:	
DELAWARE COUNTY REGIONAL	:	
WATER CONTROL AUTHORITY and	:	
DELCORA RATE STABILIZATION FUND	:	
TRUST AGREEMENT BETWEEN	:	
DELAWARE COUNTY REGIONAL	:	
WATER CONTROL AUTHORITY, AS	:	
SETTLOR, AND UNIVEST BANK AND	:	
TRUST CO., AS TRUSTEE	:	
<i>Defendants</i>	:	
and	:	
AQUA PENNSYLVANIA WASTEWATER,	:	
INC.	:	
<i>Intervenor</i>	:	

CERTIFICATE OF SERVICE

This is to certify that in this case complete copies of the foregoing have been served upon the following person(s), by the following means and on the date(s) stated:

<u>Name</u>	<u>Means of Service</u>	<u>Date of Service</u>
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Via Electronic Mail

July 22, 2020

LAMB McERLANE PC

Date: July 22, 2020

By: /s/ Joel L. Frank
Joel L. Frank
Attorney I.D. No. 46601

VERIFICATION

I, Adeolu A. Bakare, Counsel to the County of Delaware, Pennsylvania, hereby state that the facts above set forth are true and correct to the best of my knowledge, information and belief, and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

August 7, 2020



Signature