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August 31, 2020

Rosemary Chiavetta, Secretary
Pa. Public Utility Commission
P.O. Box 3265
Harrisburg PA 17105-3265

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

Dear Secretary Chiavetta:

Enclosed for filing in the above-referenced proceeding please find the Prehearing
Memorandum of Upland Borough.

This document is being served on the Administrative Law Judge and all parties of record.
The document was filed electronically with the Commission on this date.

Sincerely,



Enclosure

cc: Angela Jones, Administrative Law Judge
All parties of record

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

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

PREHEARING MEMORANDUM OF
UPLAND BOROUGH

In accordance with the Administrative Law Judge's Further Corrected Prehearing Conference Order dated August 17, 2020, and 52 Pa. Code § 5.222(d)(1), Upland Borough ("Upland") hereby files this Prehearing Memorandum and provides the following information to the Administrative Law Judge and the active parties to this proceeding.

Procedural History: On August 7, 2020, Upland filed a Protest against the proposed acquisition of the wastewater assets of Delaware County Regional Water Quality Control Authority ("DELCORA") by Aqua Pennsylvania Wastewater, Inc. ("Aqua").

Issues: Upland has reviewed Aqua's Application and exhibits, the direct testimony of witnesses from Aqua and DELCORA, and numerous responses to interrogatories provided by Aqua and DELCORA (including responses to discovery propounded by Upland). Based on that information, Upland intends to address the following issues:

- Whether DELCORA has the right to transfer to Aqua the property used to serve Upland;
- Whether an agreement exists between Aqua and Upland that Aqua is permitted to file with the Commission under 66 Pa. C.S. § 507;

- Whether it is consistent with the public convenience and necessity for Aqua to acquire the assets and contract rights of DELCORA;
- Whether Aqua's acquisition of the assets and contract rights of DELCORA would affirmatively promote the service, accommodation, convenience, or safety of the public in some substantial way; and
- Whether it is consistent with the public interest, the law, and the Pennsylvania Constitution for Aqua to acquire the assets of DELCORA without providing appropriate credit to customers who contributed property to DELCORA.

Witnesses: Upland intends to provide written direct testimony from Michael Ciach, Borough Manager, and Christine Peterson, President of Borough Council, business address: 224 Castle Ave., Upland, PA 19015, business phone: (610) 874-7317.

Service List: Upland requests that its entry on the service list should be for its counsel, as follows:

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Pursuant to 52 Pa. Code § 1.54(b)(3), counsel consents to the electronic service of all documents at the e-mail address shown above.

Settlement: Upland is willing to discuss full or partial settlements or stipulations with Aqua and/or DELCORA to attempt to limit the issues that must be litigated before this Commission.

Schedule: Counsel for Upland has been working with counsel for other parties to develop a schedule for this proceeding. It is hoped that a consensus schedule will be provided to the Administrative Law Judge at or before the prehearing conference.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Scott J. Rubin".

Scott J. Rubin (PA Sup. Ct. ID 34536)

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Counsel for Upland Borough

Dated: August 31, 2020

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing document upon the following parties by electronic mail. Service by first-class mail will be provided to any party that requests such service.

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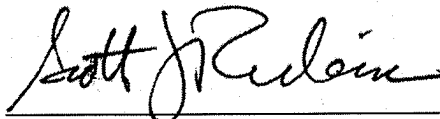
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Representing

August 31, 2020
Date



Scott J. Rubin, Counsel for
Upland Borough