
EXHIBIT B2

AMENDMENT NO. 1 TO ASSET PURCHASE AGREEMENT

FIRST AMENDMENT TO ASSET PURCHASE AGREEMENT

DATED FEBRUARY 24, 2020

THIS FIRST AMENDMENT TO THE ASSET PURCHASE AGREEMENT ("First Amendment") is made as of the 24th day of February, 2020 between the Delaware County Regional Water Quality Control Authority ("DELCORA"), a municipal authority organized and existing under the Pennsylvania Municipal Authorities Act of 1945, and Aqua Pennsylvania Wastewater Inc. ("Aqua"), a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania.

RECITALS:

WHEREAS, Aqua and DELCORA entered into that certain Asset Purchase Agreement dated September 17, 2019 ("APA");

WHEREAS, Aqua and DELCORA desire to amend certain provisions of the APA to become effective upon the date of this First Amendment; and

WHEREAS, the parties hereto desire to reaffirm all other provisions of the APA not specifically amended hereby.

NOW, THEREFORE, the parties hereto, intending to be legally bound, hereby agree as follows:

1. The last paragraph of Section 2.01 is hereby deleted in its entirety and replaced with the language set forth below. The remainder of Section 2.01 remains unchanged.

"EXCEPT AS EXPRESSLY SET FORTH IN THIS AGREEMENT, THE SELLER MAKES NO EXPRESS OR IMPLIED REPRESENTATION OR WARRANTY REGARDING ANY REPRESENTATION REGARDING THE FUTURE PROFITABILITY OR FUTURE EARNINGS PERFORMANCE OF THE ACQUIRED ASSETS OR THE SYSTEM OR ANY FUTURE RATEMAKING THAT MAY BE ALLOWED BY THE PAPUC FOR ANY OF THE ACQUIRED ASSETS. NOTWITHSTANDING THE FOREGOING, ALL IMPLIED WARRANTIES OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE ARE VALID UNTIL THE TIME OF CLOSING."

2. The last full sentence of Section 5.08 is hereby deleted in its entirety.
3. All other provisions, terms, and conditions of the APA not specifically amended by this First Amendment remain in full force and effect. Aqua and DELCORA reaffirm the APA as amended hereby.

[THIS SPACE INTENTIONALLY LEFT BLANK; SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, the parties hereto have duly executed this First Amendment on the date first written above.

AQUA PENNSYLVANIA WASTEWATER,
INC.

DELAWARE COUNTY REGIONAL WATER
QUALITY CONTROL AUTHORITY

By: 

By: _____

Printed: MARC A. LUED

Printed: _____

Its: PRESIDENT

Its: _____

IN WITNESS WHEREOF, the parties hereto have duly executed this First Amendment on the date first written above.

AQUA PENNSYLVANIA WASTEWATER,
INC.

DELAWARE COUNTY REGIONAL WATER
QUALITY CONTROL AUTHORITY

By: _____

By: Robert J. Willert

Printed: _____

Printed: Robert J. Willert

Its: _____

Its: Executive Director