
EXHIBIT F13

AMENDMENT TO AGREEMENT, DATED MARCH 9,
1999, BY AND AMONG BOROUGH OF MORTON,
CENTRAL DELAWARE COUNTY AUTHORITY AND DELCORA

BOROUGH OF MORTON
DELAWARE COUNTY, PENNSYLVANIA

RESOLUTION NO. 99-02

WHEREAS, the Borough of Morton is a member of Central Delaware County Authority ("CDCA"), a joint municipal authority of nine municipalities; and

WHEREAS, sewage waste from CDCA's service area, including from the Borough of Morton, is conveyed by the Delaware County Regional Water Quality Control Authority ("DELCORA") to the City of Philadelphia's Southwest Water Pollution Treatment Plant ("Philadelphia Plant"); and

WHEREAS, on May 1, 1973, DELCORA, CDCA and the Borough of Morton entered into an Agreement (the "Three-Party Agreement") which approved execution by CDCA of a Service Agreement with DELCORA, authorized the transport of sewage to the Philadelphia Plant for treatment, and committed the municipality to pay its share of the cost of such treatment, such share to be determined by the provisions of the prior existing agreements between CDCA and its member municipalities; and

WHEREAS, DELCORA proposes to divert the sewage flow generated from CDCA's service area to DELCORA'S Western Regional Treatment Plant in Chester (Chester Plant"), which diversion will avoid periodic flow exceedances at the Philadelphia Plant and is expected to reduce overall annual operation and maintenance costs; and

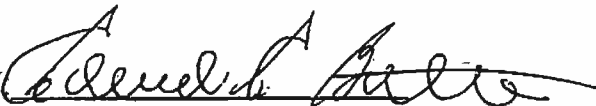
WHEREAS, DELCORA has proposed an Amendment to the Three-Party Agreement which would permit all or a portion of sewage flow from CDCA member municipalities to be transported for treatment to the Chester Plant in lieu of the Philadelphia Plant, which amendment has heretofore been approved by CDCA subject

to approval by its member municipalities;


NOW THEREFORE, it is hereby resolved by the elected officials of the `Borough of Morton as follows:

1. The proposed amendment to the Three-Party Agreement between DELCORA and CDCA is hereby approved in the form presented to this meeting.
2. The appropriate officers of the Borough of Morton are hereby authorized and directed to execute the Amendment with the above-mentioned parties.
3. The Secretary is hereby authorized and directed to deliver to CDCA and DELCORA certified copies of this Resolution.

RESOLVED, this 13th day of January, A.D. 1999.

BY 
Edward Battle
Council President

ATTEST: 
Dick Marino
Borough Secretary

APPROVED: 
Philip Costa, Mayor
Borough of Morton

AMENDMENT TO AGREEMENT

This Amendment to the Agreement between the parties dated May 1, 1973 (Agreement) is made this ~~6th~~ day of ~~March~~⁹, 1998 between, the Borough of Morton, a Municipal Corporation of the Commonwealth of Pennsylvania ("Municipality"), Central Delaware County Authority ("CDCA"), a Pennsylvania Municipal Authority, and the Delaware County Regional Water Quality Control Authority ("DELCORA"), also a Pennsylvania Municipal Authority.

RECITALS

- A. DELCORA and CDCA entered into a Service Agreement, dated December 1, 1973 and amendments thereto on April 21, 1981 and on ~~March 9~~^{March 9}, 1998. DELCORA has also entered into service agreements with Darby Creek Joint Authority and Muckinipates Authority. All of the aforesaid agreements were entered into for the purpose of developing a conveyance system (hereinafter collectively called the "Eastern Delaware County Conveyance System") to convey sewage from the Eastern Delaware County Service Area to the existing Southwest Water Pollution Control Plant (hereinafter called the "City Plant") of the City of Philadelphia (hereinafter called the "City") for treatment. DELCORA has entered into an agreement with the City for such treatment (the "City Agreement").

- B. In order to implement the Service Agreement on May 1, 1973, DELCORA, CDCA, and Municipality, which is a member of the CDCA, first entered into the Agreement which is the subject of this Amendment.
- C. The Eastern Delaware County Conveyance System constitutes a single interconnected system of sewage conveyance for the Eastern Delaware County Area located within the service areas of the CDCA, Darby Creek Joint Authority and Muckinipates Authority for conveyance of sewage to the City Plant.
- D. Due to excessive stormwater inflow into the sewer systems of the Eastern Delaware County Service Area, DELCORA periodically exceeds the flow limits prescribed by the City Agreement. DELCORA has negotiated an amendment (City Amendment) to the City Agreement dated May 1, 1995 and as a result, DELCORA will undertake a project to abate the excessive flow problem. Among other things, the City Amendment includes a financial settlement agreement of disputed payments and the requirement that DELCORA proceed with a project to eliminate flow exceedances within five years of the date DELCORA submitted its plan of action to the City (Plan). The Plan was submitted to the City by DELCORA on May 11, 1995 and was subsequently approved by the City on June 14, 1995.

- E. In accordance with the Plan, DELCORA will construct the Chester By-Pass which is a force main from DELCORA's Central Delaware County Pumping Station (CDPS) to connect with an existing force main near DELCORA's Chester Pumping Station in the City of Chester, thus allowing the diversion of a portion of the Eastern Delaware County Service Area flows to DELCORA's Western Regional Treatment Plant (WRTP). In addition, DELCORA will make modifications at the WRTP and the Central Delaware County, Chester and Kimberly Clark Pumping Stations as needed to accommodate the additional flows. Under normal operation, Darby Creek Joint Authority and Muckinipates Authority service area flows will be conveyed to the City Plant and CDCA service area flows will be conveyed to the WRTP.
- F. Believing it to be in the best interest of the public, particularly the CDCA members, the parties hereto desire to continue their relationship in accordance with the terms of the 199⁹~~8~~ Amendment which further amended the Service Agreement.

NOW, THEREFORE, the parties hereto, in consideration of the premises and intending to be legally bound, hereby agree as follows:

1. Paragraph 2 of the Agreement shall be and is amended to read as follows:

2. DELCORA agrees to accept all sewage delivered to it from Municipality through the Eastern Delaware County Conveyance System and transport it to the WRTP and/or to the City of Philadelphia for treatment, all pursuant to the Service Agreement and the Philadelphia Agreement.
2. This Amendment may be executed in any number of counterparts, each of which shall be regarded for all purposes as an original, but each counterpart shall together constitute one and the same instrument.
3. All other terms and conditions of this May 1, 1973 Agreement are to remain in full force and effect and the same are hereby ratified and confirmed.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective duly authorized officers and their respective seals to be hereunto affixed.

[SEAL]

BOROUGH OF MORTON

Attest:

Richard J. Marino

By:

James C. Butler

[SEAL]

CENTRAL DELAWARE COUNTY
AUTHORITY

Attest:

James Straccia

By:

Jeff B. O'Hara

[SEAL]

DELAWARE COUNTY REGIONAL
WATER QUALITY CONTROL
AUTHORITY

Attest:

Dale J. Hody

By:

Stanley R. Kester