
EXHIBIT F69

AGREEMENT OF AMENDMENT, DATED SEPTEMBER 3, 2002,
BY AND AMONG DELCORA AND BOROUGH OF BROOKHAVEN

AGREEMENT OF AMENDMENT

This Agreement is made as of this 3rd day of September 2002 by and between the Delaware County Regional Water Quality Control Authority ("DELCORA"), as successor in interest to the City of Chester (the "City"), and the Borough of Brookhaven (the "Borough") for the purpose of amending the certain agreement dated September 25, 1964 between the City and the Borough (the "1964 Agreement").

WHEREAS, development has occurred in the Borough since the date of the 1964 Agreement; and

WHEREAS, as a result of such development, in addition to other factors, the amount of sewage flowing to the parties' respective wastewater treatment facilities has fluctuated over time; and

WHEREAS, because of such fluctuation, in addition to other factors, the parties mutually desire that sewage from certain properties that previously was treated by DELCORA be treated in the future by the Borough.

NOW, THEREFORE, in recognition of the above recitals, in exchange for the mutual consideration set forth herein, and intending to be legally bound, the parties hereby agree as follows:

1. **Amendment to Agreement.** Exhibit A of the 1964 Agreement is hereby amended to remove the forty-nine (49) properties highlighted on Exhibit 1 (the "Properties"), attached hereto and made part hereof, therefrom. This Amendment shall take effect as of January 1, 2003 (the "Effective Date").

2. **Indemnification.** The Borough hereby agrees to defend, indemnify and hold DELCORA harmless from and against any claim, suit or action arising from, or in any way related to, this Agreement or the transactions contemplated hereby and from and against any claim, suit or action in any way related to the Properties which arises on or after the Effective Date.

3. **Assumption and Absolution of Responsibility for Treatment and Conveyance.** As of the Effective Date, the Borough shall be solely responsible for the conveyance and treatment of wastewater produced by all of the Properties. As of the

Effective Date, DELCORA shall be absolved of any responsibility for the conveyance or treatment of wastewater produced by any of the Properties.

4. **Effect.** Except as specifically amended hereby, the Agreement, together with any amendments thereto, shall remain in full force and effect in accordance with its terms.

IN WITNESS WHEREOF, the parties set their hands and seals this 3rd day of September, 2002.

**DELAWARE COUNTY REGIONAL WATER
QUALITY CONTROL AUTHORITY**

[SEAL]

By: Stanley R. Kester
Stanley R. Kester
Chairman

Attest:

David G. Gorbey
David G. Gorbey
Secretary

BOROUGH OF BROOKHAVEN

[SEAL]

By: Vawn Donaway
Name: Vawn Donaway
Title: Council President

Attest:

Mary Ellen McKinley
Name: Mary Ellen McKinley
Borough Secretary