



Thomas J. Sniscak
(717) 703-0800
tjsniscak@hmslegal.com

Melissa A. Chapaska
(717) 703-0815
machapaska@hmslegal.com

Kevin J. McKeon
(717) 703-0801
kjmckeon@hmslegal.com

Phillip D. Demanchick
(717) 703-0812
pddemanchick@hmslegal.com

Whitney E. Snyder
(717) 703-0807
wesnyder@hmslegal.com

100 North Tenth Street, Harrisburg, PA 17101 Phone: 717.236.1300 Fax: 717.236.4841 www.hmslegal.com

August 8, 2022

VIA ELECTRONIC FILING

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, Filing Room
Harrisburg, PA 17120

Re: Application of Aqua Pennsylvania Wastewater, Inc. pursuant to Sections 1102, 1329 and 507 of the Public Utility Code for approval of the acquisition by Aqua of the wastewater system assets of the Delaware County Regional Water Quality Control Authority; Docket No. A-2019-3015173; **SUNOCO PARTNERS MARKETING & TERMINALS, L.P./ENERGY TRANSFER PREHEARING CONFERENCE MEMORANDUM**

Dear Secretary Chiavetta:

Attached for filing with the Commission is Sunoco Partners Marketing & Terminals, L.P./Energy Transfer's Prehearing Conference Memorandum in the above-referenced proceedings. If you have any questions regarding this filing, please contact the undersigned.

Very truly yours,

/s/ Whitney E. Snyder

Thomas J. Sniscak
Kevin J. McKeon
Whitney E. Snyder
Melissa A. Chapaska
Phillip D. Demanchick

*Counsel for Sunoco Partners Marketing
& Terminals, L.P./Energy Transfer*

WES/das
Enclosure

cc: Honorable F. Joseph Brady (fbrady@pa.gov)
Pamela McNeal (pmcneal@pa.gov)
Per Certificate of Service

**BEFORE THE
PENNSYLVANIA PUBLIC UTILIT COMMISSION**

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

**PREHEARING CONFERENCE MEMORANDUM
OF SUNOCO PARTNERS MARKETING & TERMINALS, L.P.**

TO THE HONORABLE F. JOSEPH BRADY:

Pursuant to 52 Pa. Code § 5.222(d) and the Initial Prehearing Conference on Remand Order Sunoco Partners Marketing & Terminals, L.P./Energy Transfer (“SPMT”) submits this prehearing conference memorandum.

A. IDENTIFICATION AND STATUS OF ANY ONGOING LITIGATION RELATED TO THIS CASE

SPMT is not a party to litigation before the Commission or in any other forum related to this proceeding. SPMT is aware of the County of Delaware’s (County) appeal to the Commonwealth Court of the Pennsylvania Public Utility Commission’s (PUC or Commission) Order in this proceeding dated March 30, 2021, as well as litigation involving the County, Delaware County Regional Water Quality Control Authority (DELCORA), and Aqua Pennsylvania Wastewater, Inc. (Aqua) in the Delaware County Court of Common Pleas. SPMT defers to the parties participating in those proceedings as to the status of those proceedings.

B. NEED FOR ADDITIONAL DIRECT AND REBUTTAL TESTIMONY

SPMT submits that substantial additional testimony is required in this remand proceeding. The Commission’s Order was clear that the remand is to address any matters necessary and

appropriate “so as to permit a *full evaluation* of the Application pursuant to Sections 1102, 1329, and 507 of the Code,”¹ not solely changes to the trust and the impact of Aqua’s stipulations with various municipalities, which are both significant, complicated issues in their own right.

The PUC’s remand order was issued March 30, 2021, based on a record that closed November 2020. Thus, approximately 21 months have elapsed since the record closed. The question before the Commission is whether the Application satisfies the requisite standards now, given the passage of time and events that have occurred since the close of the prior record. At this point, the parties need to examine whether the transaction itself may have changed in that time. Other issues include potential impacts of the ongoing litigation between the County, DELCORA, and Aqua that involved the County seeking to dissolve DELCORA, the municipal stipulations and objections thereto, the stipulation with Kimberly-Clark Corporation and Kimberly-Clark Pennsylvania, LLC (Kimberly-Clark), other outstanding issues regarding what property is actually part of the proposed transaction, the extent of financial changes to both Aqua and DELCORA and how those changes may impact evaluation of the proposed transaction, any altered terms of the transaction such as purchase price, and any actions (or lack thereof) that Aqua has taken to resolve Highly Confidential issues that SPMT raised in this proceeding. In sum, SPMT believes significant additional discovery and testimony is needed to determine whether the proposed transaction is in the public interest as the transaction exists now as opposed to 21 months ago.

C. NEED FOR ADDITIONAL WITNESSES

At this time, SPMT does not anticipate presenting additional witnesses, but reserves its right to do so if it deems necessary in response to information produced in discovery, issues or evidence raised by other parties. SPMT intends to present testimony as needed from the following

¹ March 30, 2021 Remand Order at Ordering Paragraph 2, Order at p. 16 and Order at n.7.

witnesses who testified previously in this proceeding: Edward Human, Howard Woods, and Kevin Smith.

D. SCHEDULING DEADLINES FOR ADDITIONAL BRIEFS AND REPLY BRIEFS

SPMT is willing to cooperate with the other parties to reach a mutually agreeable schedule. Any schedule must provide enough time for discovery and rounds of responsive testimony to fully examine the proposed transaction as it exists now. SPMT notes that while Aqua sought from the Commission an order specifying an accelerated schedule on remand,² neither the PUC's March 30, 2021 Remand Order nor the PUC's July 26, 2022 Order Lifting Stay of Remand Proceedings granted such relief and therefore it was denied. Aqua voluntarily waived the statutory deadline with no contingencies on March 10, 2021. This matter must proceed on a schedule that allows for full development of all issues by all parties.

E. NEED FOR ADDITIONAL PUBLIC INPUT HEARINGS

SPMT takes no position on whether additional public input hearings are necessary or appropriate.

F. SCHEDULING NEW EVIDENTIARY HEARINGS

See SPMT Position on Additional Brief and Reply Briefs in Section D.

² March 25, 2022 Letter from Aqua to the Commission.

Respectfully submitted,

/s/ Whitney E. Snyder

Thomas J. Sniscak, Esq. (PA ID No. 33891)

Kevin J. McKeon, Esq. (PA ID No. 30428)

Whitney E. Snyder, Esq. (PA ID No. 316625)

Melissa A. Chapaska, Esq. (PA ID No. 319449)

Phillip D. Demanchick Jr., Esq. (PA ID No. 324761)

Hawke, McKeon & Sniscak LLP

100 North Tenth Street

Harrisburg, PA 17101

Tel: (717) 236-1300

tjsniscak@hmslegal.com

kjmckeon@hmslegal.com

wesnyder@hmslegal.com

machapaska@hmslegal.com

pddemanchick@hmslegal.com

Dated: August 8, 2022

*Attorneys for Sunoco Partners Marketing
& Terminals, L.P./Energy Transfer*

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the forgoing document upon the persons listed below in accordance with the requirements of § 1.54 (relating to service by a party).

VIA ELECTRONIC MAIL ONLY

Alexander R. Stahl, Esquire
Aqua Pennsylvania
762 W. Lancaster Avenue
Bryn Mawr, PA 19010
astahl@aquaamerica.com

*Counsel for Aqua Pennsylvania Wastewater,
Inc.*

Christine Maloni Hoover, Esquire
Erin L. Gannon, Esquire
Harrison G. Breitman, Esquire
Office of Consumer Advocate
555 Walnut Street, 5th Floor
Harrisburg, PA 17101
OCADELCORA@paoca.org

Steven C. Gray, Esquire
Office of Small Business Advocate
555 Walnut Street, 1st Floor
Harrisburg, PA 17101
sgray@pa.gov

Samantha L. Newell, Esquire
Patrick F. Seymour, Esquire
Michael P. Clarke, Esquire
Rudolph Clarke, LLC
Seven Neshaminy Interplex
Suite 200
Trevose, PA 19053
snewell@rudolphclarke.com
pseymour@rudolphclarke.com
mclarke@rudolphclarke.com

*Counsel for Delaware County Regional Water
Quality Control Authority*

Gina L. Miller, Esquire
Erika L. McLain, Esquire
Bureau of Investigation and Enforcement
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120
ginmiller@pa.gov
ermclain@pa.gov

Kenneth D. Kynett, Esquire
Charles G. Miller, Esquire
Petrikin, Wellman, Damico, Brown & Petrosa
109 Chesley Drive
Media, PA 19063
kdk@petrikin.com
cgm@petrikin.com

Counsel for Edgmont Township

Adeolu A. Bakare, Esquire
Robert F. Young, Esquire
Kenneth R. Stark, Esquire
McNees Wallace & Nurick LLC
P.O. Box 1166
Harrisburg, PA 17108-1166
abakare@mcneeslaw.com
ryoung@mcneeslaw.com
kstark@mcneeslaw.com

Counsel for Delaware County
Cynthia Pantages
C&L Rental Properties, LLC
P. O. Box 516
Lake Harmony, PA 18624
cyndipantages@gmail.com

Edward Clark, Jr.
Treasure Lake Property Owners Assoc.
13 Treasure Lake
Dubois, PA 15801
gm@treasurelake.us

John F. Povilaitis, Esquire
Alan M. Seltzer, Esquire
Buchanan Ingersoll & Rooney
409 North Second Street
Suite 500
Harrisburg, PA 17101-1357
John.povilaitis@bipc.com
Alan.seltzer@bipc.com

*Counsel for Aqua-Pennsylvania Wastewater,
Inc.*

Ross Schmucki
218 Rutgers Avenue
Swarthmore, PA 19081
rschmucki@gmail.com

Robert W. Scott, Esquire
Robert W. Scott, P.C.
205 North Monroe Street
P.O. Box 468
Media, PA 19063
rscott@robertwscottpc.com

Counsel for the Borough of Ambler

Justin G. Weber, Esquire
Michelle M. Skjoldal, Esquire
Troutman, Pepper, Hamilton & Saunders, LLP
100 Market Street
Suite 200
P.O. Box 1181
Harrisburg, PA 17108
Justin.weber@troutman.com
Michelle.skjoldal@troutman.com

*Counsel for Kimberly-Clark Corp. &
Kimberly-Clark Pennsylvania, LLC*

Jason T. Ketelsen, Esquire
Troutman, Pepper, Hamilton & Saunders, LLP
3000 Two Logan Square
18th & Arch Street
Philadelphia, PA 19103
Jason.ketelsen@troutman.com

*Counsel for Kimberly-Clark Corp. &
Kimberly-Clark Pennsylvania, LLC*

Joseph L. Vullo, Esquire
Burke, Vullo, Reilly & Roberts
1460 Wyoming Avenue
Forty Fort, PA 18704
jlvullo@bvrrlaw.com

*Counsel for Southwest Delaware County
Municipal Authority*

John McLaughlin, Esquire
Tiffany R. Allen, Esquire
Benjamin Patchen Esquire
Campbell Durrant, P.C.
One Belmont Avenue, Suite 300
Bala Cynwyd, PA 19004
jmclaughlin@cdblawn.com
tallen@cdblawn.com
bpatchen@cdblawn.com

Counsel for Receiver for the City of Chester

Patricia Kozel
15 Hazzard Run Road
Lake Harmony, PA 18624
Pattyk6@icloud.com

Marc Machlin, Esquire
Troutman, Pepper, Hamilton & Saunder, LLP
2000 K Street
Suite 600
Washington, DC 20006
Marc.machlin@troutman.com

*Counsel for Kimberly-Clark Corp. &
Kimberly-Clark Pennsylvania, LLC*

Lawrence and Susan Potts
11 Chestnut Street
P.O. Box 522
Lake Harmony, PA 18624
Susie01213@aol.com

Peter Ginoplus
P.O. Box 197
Lake Harmony, PA 18624
pete@kidderfax.com

/s/ Whitney E. Snyder

Thomas J. Sniscak, Esquire
Kevin J. McKeon, Esquire
Whitney E. Snyder, Esquire
Melissa A. Chapaska, Esquire

Dated: August 8, 2022