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EXHIBIT F33

AGREEMENT, DATED JULY 14, 1976, BY AND AMONG  
TOWNSHIP OF DARBY, DARBY CREEK JOINT  
AUTHORITY, DELCORA AND MUCKINIPATES AUTHORITY

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A G R E E M E N T

THIS AGREEMENT is made as of the *FOURTEENTH* day of *JULY*, 1976, between TOWNSHIP OF DARBY, a *MUNICIPALITY (FIRST CLASS TOWNSHIP)* of the Commonwealth of Pennsylvania ("Municipality"), DARBY CREEK JOINT AUTHORITY ("DCJA"), a Pennsylvania municipality authority, and MUCKINIPATES AUTHORITY ("MA"), a Pennsylvania municipality authority, and DELAWARE COUNTY REGIONAL WATER QUALITY CONTROL AUTHORITY ("DELCORA"), also a Pennsylvania municipality authority.

RECITALS

A. DCJA and MA were organized by various Townships and Boroughs in Delaware County, and certain other municipalities have subsequently become members of them. Municipality is now a member of one or more of said Authorities.

B. Pursuant to various agreements between DCJA and MA, and its members, including especially Agreements dated October 15, 1952, and August 5, 1952, as previously amended and supplemented (the "Existing Members' Agreements"), DCJA and MA, have constructed and formerly operated for their respective members a system of interceptor sewers and pumping stations (collectively the "Existing Conveyance System") and sewage treatment plants (the "Existing Plants").

C. By orders of the State Department of Environmental Resources dated May 5, 1972 various municipal authorities and industries in Delaware County, including DCJA and MA, have been ordered to negotiate with DELCORA for the future treatment of sewage in regional facilities, specifically in the case of DCJA, MA and Central Delaware County Authority (collectively, the "Eastern Authorities") at the Southwest Treatment Plant of the City of Philadelphia. Pursuant to said orders and various engineering studies and regulatory approvals DELCORA has entered into separate but similar Service Agreements with each of the Eastern Authorities, including one dated as of April 1, 1973 between DELCORA and DCJA, and one dated May 1, 1973 between DELCORA and MA (the "Service Agreements"), copies of which have been delivered to Municipality.

D. DELCORA has entered into an agreement with the City of Philadelphia (the "Philadelphia Agreement") for treatment by said City of sewage from the Eastern Delaware County Service Area of DELCORA (as defined in the Service Agreement), which includes the area served by the Eastern Authorities. Said Agreement has been approved by DCJA and MA.

E. The Service Agreements continue for a term of forty-nine years, with subsequent renewal rights, but the corporate existence of the Eastern Authorities terminates prior thereto.

F. DELCORA has issued sewer revenue bonds dated May 1, 1974 to finance construction of the initial part of the new conveyance system required to transport sewage to the City of Philadelphia, and the term of said bond issue will exceed the present remaining life of said Authorities. Although said bond issue was indirectly secured in part by the County of Delaware, in order to obtain the best possible rate of interest on said bonds for the benefit of all parties being served by the facilities so financed, agreements have been entered into, as of May 1, 1973, with the members of the Eastern Authorities excepting only Darby Township.

F-1. DELCORA intends to issue shortly its sewer revenue bonds to finance its contribution toward the construction of the improvements to the Philadelphia Southwest plant under the terms of the Philadelphia Agreement, a copy of which has been furnished to Municipality, and other portions of its overall regional program. Although this issue will be indirectly secured in part by the County of Delaware, and by the Agreements between DELCORA and the other members of the Eastern Authorities, the parties hereto have determined to enter into this Agreement on behalf of the Municipality.

G. It is not intended by this Agreement to alter the present ownership of the Existing Conveyance System or either Existing Plant (except for small tracts conveyed for pumping stations) or the operation of the Existing Conveyance System.

H. The above mentioned orders and the Service Agreements both require that operation of the Existing Plants be terminated as soon as sufficient capacity becomes available in the regional facilities pursuant to the Philadelphia Agreement.

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

1. Municipality hereby approves execution of the Service Agreements by DCJA and MA, and recognizes DELCORA as the sole treatment agency for sewage emanating from that portion of Municipality's area served by the Existing Conveyance System.

2. DELCORA agrees to accept all sewage delivered to it from Municipality through the Existing Conveyance System and transport it to the City of Philadelphia for treatment, all pursuant to the Service Agreement and the Philadelphia Agreement.

3. Municipality agrees to pay to DCJA and MA at least quarterly for prompt repayment to DELCORA, upon receipt of bills from the respective Authorities, Municipality's proportionate share of the amounts payable by said Authorities under the Service Agreements, said proportion to be based upon the same formula and procedures specified in the Existing Members' Agreements. For purposes of said Agreements, the aforementioned payments will be deemed to be payments toward the cost of operation of the Existing Plants, but

until termination of operation thereof will be in addition to the payments for said Plants, under the Existing Members' Agreements.

4. Pending the negotiation and execution of subsequent Agreements concerning the Existing Conveyance System and related matters, Municipality hereby approves an extension of the terms of the Existing Members' Agreement, all other Agreements between Municipality and DCJA and MA relating to the Existing Conveyance Systems and the corporate existence of DCJA and MA to December 31, 2022, and will promptly enact an Ordinance authorizing an appropriate amendment of DCJA's and MA's Articles of Incorporation to carry out such extension of corporate existence. Upon the execution of such subsequent Agreements in form satisfactory to Municipality, then the terms of existence of DCJA and MA and of the Existing Members' Agreements may be terminated.

5. Amounts payable by Municipality hereunder will be payable solely from the current revenues of the Municipality derived from the imposition of sewer rents and charges and other revenues from operation of the existing sewage collection system of Municipality, as it may be enlarged from time to time. Municipality agrees to continue operating said system and impose and collect rents and charges for the use thereof which together with all other revenues from operation of said system will be sufficient

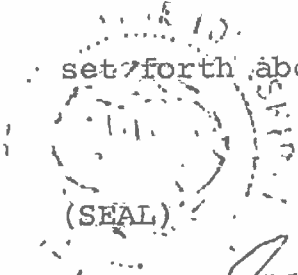
to provide in each year 110% of the cost of operating said system, providing for any debt service and making the payments due under this Agreement and any other Agreements relating to sewage service. To the extent that sewer revenues of Municipality are insufficient in any year to comply with the foregoing requirement, Municipality will promptly increase its sewer rentals and charges by an amount sufficient to provide in the immediately following year for the deficiency and future compliance with such requirement.

6. Municipality hereby approves the transfer by DCJA to DELCORA, for a nominal consideration, of land for pumping stations adjacent to the Existing Plants plus necessary easements.

7. Except as provided in the prior sections hereof, this Agreement shall not modify or affect any of the existing obligations between Municipality and DCJA and MA.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement by their duly authorized officers as of the date

set forth above.



Attest:

Joseph M. Saul  
JOSEPH M. SAUL

TOWNSHIP OF DARBY

BY

E. J. Dolan  
EDWARD J. DOLAN

(SEAL)

Attest:

Anthony DeAngelis

DARBY CREEK JOINT AUTHORITY

BY

A. P. Schuerman

(SEAL)

Attest:

Seamus M. O'Malley

MUCKINIPATES AUTHORITY

BY

William M. Fisher

(SEAL)

Attest:

James J. Weythes

DELAWARE COUNTY REGIONAL WATER  
QUALITY CONTROL AUTHORITY

BY

John J. O'Malley



TOWNSHIP OF DARBYRESOLUTION APPROVING AND AUTHORIZING EXECUTION OF  
AGREEMENT WITH DARBY CREEK JOINT AUTHORITY, MUCKINIPATES  
AUTHORITY AND DELAWARE COUNTY REGIONAL WATER QUALITY  
CONTROL AUTHORITY.

WHEREAS, the Township of Darby (the "Municipality") is a member of Darby Creek Joint Authority and also of Muckinipates Authority (the "Existing Joint Authorities"); and

WHEREAS, the Existing Joint Authorities and other large dischargers of sewage in Delaware County participated in a detailed study of the feasibility of sewage treatment on a regional basis in the watersheds of Delaware County, which resulted in a report by Albright & Friel, a Division of Betz Environmental Engineers, Inc., showing substantial economies in a proposed system of regional treatment facilities; and

WHEREAS, more recently the State Department of Environmental Resources has issued orders to the Existing Joint Authorities and others requiring them to negotiate with Delaware County Regional Water Quality Control Authority ("DELCORA") for the treatment of sewage in regional plants provided by DELCORA; and

WHEREAS, there has been presented to this meeting a proposed Agreement, similar to those previously executed by all municipalities in Eastern Delaware County except for the Municipality, and which recites more of the details concerning the proposed arrangements for the new regional system; and

WHEREAS, the proposed Agreement has the effect of approving execution by both of the Existing Joint Authorities of separate but similar Service Agreements with DELCORA, and also commits the Municipality to pay to the Existing Joint Authorities this Municipality's share of the costs payable by such Authorities for sewage treatment in the regional facilities, said share to be determined by the provisions of the separate existing agreements between this Municipality and the Existing Joint Authorities; and

WHEREAS, the proposed Agreement will not affect the ownership of this Municipality's collection system or of the Existing Joint Authorities systems of existing interceptors, but merely provides for a better and more economical treatment of sewage at new large-scale treatment facilities, as required by applicable State orders.

WHEREAS, Section 4 of the proposed Agreement requires extension of the term of corporate existence of the Existing Joint Authorities, and the Board of said Authority has proposed an amendment to the Authority's Articles of Incorporation to carry out such extension.

NOW, THEREFORE, it is hereby resolved by the Board of Commissioners of the Township of Darby as follows:

1. The proposed Agreement between this Municipality, DELCORA and the Existing Joint Authorities is hereby approved in the form presented to this meeting.

2. The appropriate officers of the Municipality are hereby authorized and directed to execute and deliver an Agreement with the abovementioned parties in substantially the form approved herein, with such changes as the officers executing the same may approve, their execution thereof to constitute conclusive evidence of such approval.

3. The execution of an amendment to the respective Articles of Incorporation of the Existing Joint Authorities, to extend the corporate existence of both of such Authorities to December 31, 2022, as proposed by the respective Boards of said Authorities, is hereby approved.

4. The Secretary of the Municipality is hereby authorized and directed to deliver to each of the Existing Joint Authorities and to DELCORA certified copies of this Resolution.

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I hereby certify that I am the duly appointed and acting Secretary of the Township of Darby (the "Municipality") and that the foregoing is a correct copy of the full text of a Resolution properly adopted by the BOARD OF COMMISSIONERS of the Municipality, at a meeting of said TOWNSHIP COMMISSIONERS properly called and held on JULY 14, 1976 which Resolution has been included in the minutes of said meeting, has not been amended or supplemented and remains in full force on the date

hereof.

WITNESS my signature and the Seal of the Municipality.

  
Secretary

(Township Seal)

Dated: July 14, 1976