



Excellence Delivered As Promised

April 20, 2020

Via email to manager@valleytownship.org

Ms. Carol R. Lewis
Township Manager
Valley Township
890 West Lincoln Highway
P.O. Box 467
Coatesville, PA 19320

Dear Ms. Lewis:

Fair Market Value Appraisal

In response to your request, Gannett Fleming Valuation and Rate Consultants, LLC (“Gannett Fleming”) is pleased to submit this cost proposal to provide Valley Township (“Township”) with a fair market value appraisal of Valley Township’s water system assets (“Water System”) consistent with the date of the Engineer’s Assessment.

SCOPE OF SERVICES

Gannett Fleming proposes to conduct a fair market value appraisal of the Water System in compliance with the Uniform Standards of Professional Appraisal Practices, employing the cost, market and income approaches. It should be noted that Gannett Fleming will utilize asset cost information provided by the Engineering Assessment of the Water System’s assets.

Fair market value is defined as “the price, expressed in terms of cash equivalents, at which property would change hands between a hypothetical willing and able buyer and a hypothetical willing and able seller, acting at arm’s length in an open and unrestricted market, when neither is under compulsion to buy or sell and when both have reasonable knowledge of the relevant facts.”

As stated, the standard of value for this engagement is fair market value. The premise of value is going concern. The going concern premise of business value assumes that the business will continue running normally using all of its assets to produce income and will continue operating beyond the valuation date.

Gannett Fleming will value the Water System’s assets as a group under the premise that they collectively comprise an ongoing operating business enterprise. In accordance with 66 Pa.

Gannett Fleming Valuation and Rate Consultants, LLC

1010 Adams Avenue • Audubon, PA 19403-2402
t: 610.650.8101 • f: 610.650.8190
www.GannettFleming.com

Gannett Fleming

Ms. Carol R. Lewis
Coatesville, PA 19320

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C.S. Section 1329, the original source of funding for any part of the assets of the selling utility will not be relevant to the determination of the value of said assets.

We will accept all information and data provided by the Water System as it pertains to this assignment “as is” after a limited review. That is, we will neither audit nor verify any data, original cost study, financial records or operating data provided for this assignment.

We will provide direct testimony summarizing our fair market value appraisal suitable for filing before the Pennsylvania Public Utility Commission (PAPUC).

SITE INSPECTION

We will visit or inspect the Water System’s facilities and rely on the information provided by the Engineering Assessment of the Water System’s assets provided by the Water System.

APPRAISAL REPORT

We will prepare a written document to substantiate our opinion. Our appraisal will be developed consistent with the Uniform Standards of Professional Appraisal Practices. Our valuation will include a detailed analysis and will be presented in a narrative comprehensive, “stand-alone” document for your use. The estimate of value that results from a valuation engagement will be expressed as a conclusion of value to be used for the purposes stated above.

Although our valuation is intended to estimate fair market value, we assume no responsibility for the inability of a seller or buyer to obtain a sale or purchase contract at that price.

QUALIFICATIONS

Since 1915, Gannett Fleming and its predecessors have been helping clients in public pricing policy and related financial matters for managerial purposes, before regulatory commissions and in courts of law. Our staff has considerable experience in providing an array of specialized financial services to support the core needs and objectives of our clients.

Our specialized financial services encompass utility valuations, economic valuation studies, cost of capital studies, depreciation studies, rate studies, lead lag studies, analyses of public utility accounting systems, debt financing reports, economic and demographic studies, financial decision studies, optimum capital structure, debt service levels, dividend policy, private placement of debt, financial benchmarking, and conducting property inventories.

Gannett Fleming

Ms. Carol R. Lewis
Coatesville, PA 19320

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April 20, 2020

We design each study and its related report to meet the specific requirements of our clients. These studies require objective analyses of basic data, informed professional judgment, and clear presentation of the results. Our staff includes professionals specialized in public utility accounting and ratemaking, valuation, cost of capital, lead lag, depreciation, associated technical services, and financial analysis. We are experienced utility valuation experts who determine fair market value using the cost, market and income approaches in accordance with 66 Pa. C.S. Section 1329. We are a registered Municipal Advisor with the Securities & Exchange Commission (SEC); and are a subsidiary of Gannett Fleming, Inc.

Gannett Fleming is approved as a "Utility Valuation Expert" by the PAPUC within the context of 66 Pa. C.S. Section 1329, Valuation of Acquired Water and Wastewater Systems.

FIDUCIARY DUTY

Gannett Fleming has a fiduciary duty to, and will, provide a thorough, objective, and fair market valuation using the cost, market and income approaches in accordance with 66 Pa. C.S. Section 1329 and Pennsylvania laws.

Gannett Fleming attests that it does not derive any material financial benefit from the sale of, or purchase of, a selling utility other than fees for services rendered. Gannett Fleming also verifies it does not have any immediate family members who are directors, officers or employees of either an acquiring public utility, entity or selling utility within a 12-month period of the date of hire to perform an appraisal. We further affirm that Gannett Fleming is not directly or indirectly owned, partnered or in any way affiliated with a water/wastewater distribution company.

BASIS FOR COMPENSATION

Gannett Fleming will perform the above services, and other related services that you may authorize, based on hourly billing rates for our personnel in effect when we perform the work, plus the reimbursement of direct expenses. Direct expenses include transportation, meals, lodging and incidental expenses incurred while traveling and any other expenses required as a result of the assignment that are not incidental to the normal conduct of business. Attached is a copy of our billing rates currently in effect. We will render invoices monthly for services performed during the preceding month.

Based on our experience, we estimate the cost for a complete study, direct testimony, and other filing requirements will range from \$25,000 to \$30,000. The actual charges for these services will, of course, depend on the time required to complete the assignment and the extent to which data are provided. The availability and quality of the required data sources of information will affect the final cost.

Gannett Fleming

Ms. Carol R. Lewis
Coatesville, PA 19320

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April 20, 2020

SCHEDULE

The fair market value appraisal should be completed within 45-days to 60-days of completion of the Engineering Assessment, and timely receipt of an executed proposal and the requested data.

Based on the understanding outlined in this letter, we propose that Valley Township retain Gannett Fleming Valuation and Rate Consultants, LLC to perform the services as outlined in this letter. If this letter proposal is acceptable, please have it executed below by an individual authorized to bind Valley Township, and then scan and email a copy to me at hwalker@gfnet.com, with a copy to Cheryl Rutter at crutter@gfnet.com.

We thank Valley Township for this opportunity to provide valuation services in connection with the fair market value appraisal of the Water System's assets. We look forward to acceptance of our proposal and to a successful project.

Respectfully Submitted,

GANNETT FLEMING VALUATION
AND RATE CONSULTANTS, LLC



HAROLD WALKER, III
Manager, Financial Studies

Valley Township accepts the foregoing Proposal and authorizes Gannett Fleming Valuation and Rate Consultants, LLC to proceed with the services described herein.

ACCEPTED BY:



(Signature)

Carol R. Lewis

(Printed Name)

Manager / Treasurer

(Title)

April 20, 2020

(Date)

Gannett Fleming

Ms. Carol R. Lewis
Coatesville, PA 19320

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April 20, 2020

GANNETT FLEMING VALUATION AND RATE CONSULTANTS, LLC

<u>Personnel</u>	<u>Hourly Rate</u>
SUPERVISORY STAFF	
W. M. Stout, Principal Consultant	\$300.00
P. R. Herbert, Senior Consultant	280.00
J. J. Spanos, President	280.00
H. Walker, III, Manager, Financial Studies	250.00
J. F. Wiedmayer, Jr., Project Manager, Depreciation	230.00
N. W. Allis, Vice President	230.00
C. E. Heppenstall, Senior Project Manager, Rate Studies	230.00
STAFF	
Senior Project Engineer	250.00
Analysts and Engineers	180.00
Associate Analysts and Engineers	170.00
Assistant Analysts and Engineers	160.00
Senior Technicians	120.00
Support Staff	120.00



Valley Township

BOARD OF SUPERVISORS
1145 West Lincoln Highway
Coatesville, PA 19320

(610) 384-5751/FAX (610) 384-2746

Board Members

Patrice Proctor, Chairwoman
Kathy O'Doherty, Vice-Chairwoman
Christopher Lehenky, Member
Sharon Yates, Member
Carmen Boyd, Member

November 3, 2020

Mr. Scott Fogelsanger
Senior Manager, Business Development
Pennsylvania American Water Company
852 Wesley Drive
Mechanicsburg, PA 17055

RE: Valley Township, Chester County, Pennsylvania
Gannett Fleming Sewer System Utility Valuation Expert Fees

Dear Mr. Fogelsanger,

Please be advised that to the best of my knowledge and belief, as of the date of this letter, the total fees paid to utility valuation expert Gannett Fleming in connection with the sewer system utility valuation is \$30,400.00. A specific breakdown of fees and costs can be seen on the attachment marked as **Exhibit A**.

Sincerely,

Handwritten signature of Patrice Proctor in cursive.

Patrice Proctor
Chairwoman
Valley Township Board of Supervisors

EXHIBIT A
GANNETT FLEMING INVOICES



Excellence Delivered As Promised

Gannett Fleming Valuation and Rate Consultants, LLC

Valley Township
Attn: Carol R. Lewis, Township Manager
890 West Lincoln Highway
P.O. Box 467
Coatesville, PA 19320

ACH/EFT Payment Information:
ABA: 031312738
Account No.: 5003165655
Account Name: Gannett Fleming

Check Payment Information:
Gannett Fleming Valuation and Rate Consultants,
LLC
PO Box 829160
Philadelphia, PA 19182-9160

Project: 067442
Invoice No: 067442*5376
Invoice Date: August 7, 2020

Federal EIN: 46-4413705
Send Remit Info: AccountsReivable@gfnet.com

Note: TO PREVENT IMPOSTER FRAUD: If you receive any notification of a change in payment instructions, you should call our Accounts Receivable department at 717-763-7211 to verify the authenticity of the change. We cannot be held responsible for a misdirected payment as a result of your not confirming authenticity of requested changes to payment instructions or "imposter hacks" to your system.

Invoice Period: May 23, 2020 through July 3, 2020

Project Manager : Harold Walker III **hwalker@gfnet.com**

Fair Market Value Appraisal - Wastewater

Summary of Current Charges

Phase 000	- FAIR MARKET VALUE APP-WASTEWATER	\$	5,400.00
	Total Charges		<u>\$ 5,400.00</u>
	Total Due This Invoice		\$5,400.00

Gannett Fleming Valuation and Rate Consultants, LLC

Phase 000 -- Fair Market Value App-Wastewater

Labor Costs			
<u>Labor Classification</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Associate Analyst	1.00	\$ 170.00	\$ 170.00
Harold Walker	19.00	250.00	4,750.00
Support Staff	4.00	120.00	480.00
			<hr/>
	Total Labor Costs		\$ 5,400.00
	Total Phase -- 000		<hr/> \$ 5,400.00

Gannett Fleming Valuation and Rate Consultants, LLC

Valley Township
Attn: Carol R. Lewis, Township Manager
890 West Lincoln Highway
P.O. Box 467
Coatesville, PA 19320

ACH/EFT Payment Information:
ABA: 031312738
Account No.: 5003165655
Account Name: Gannett Fleming

Check Payment Information:
Gannett Fleming Valuation and Rate Consultants,
LLC
PO Box 829160
Philadelphia, PA 19182-9160

Project: 067442
Invoice No: 067442*5397
Invoice Date: August 20, 2020

Federal EIN: 46-4413705
Send Remit Info: AccountsReceivable@gfnet.com

Note: TO PREVENT IMPOSTER FRAUD. If you receive any notification of a change in payment instructions, you should call our Accounts Receivable department at 717-763-7211 to verify the authenticity of the change. We cannot be held responsible for a misdirected payment as a result of your not confirming authenticity of requested changes to payment instructions or "imposter hacks" to your system.

Invoice Period: July 4, 2020 through July 31, 2020

Project Manager : Harold Walker III **hwalker@gfnet.com**

Fair Market Value Appraisal - Wastewater

Summary of Current Charges

Phase 000	- FAIR MARKET VALUE APPRAISAL - WASTEWATER	\$ 20,300.00
	Total Charges	\$ 20,300.00
	Total Due This Invoice	\$20,300.00

Gannett Fleming Valuation and Rate Consultants, LLC

Phase 000 -- Fair Market Value App-Wastewater

Labor Costs**Labor Classification****Hours****Rate****Amount**

Associate Analyst

8.00

\$ 170.00

\$ 1,360.00

Harold Walker

72.00

250.00

18,000.00

John J. Spanos

1.00

280.00

280.00

Support Staff

5.50

120.00

660.00

Total Labor Costs**\$ 20,300.00****Total Phase -- 000****\$ 20,300.00**



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Gannett Fleming Valuation and Rate Consultants, LLC

Valley Township
Attn: Carol R. Lewis, Township Manager
890 West Lincoln Highway
P.O. Box 467
Coatesville, PA 19320

ACH/EFT Payment Information:
ABA: 031312738
Account No.: 5003165655
Account Name: Gannett Fleming

Check Payment Information:
Gannett Fleming Valuation and Rate Consultants,
LLC
PO Box 829160
Philadelphia, PA 19182-9160

Project: 067442
Invoice No: 067442*5495
Invoice Date: September 22, 2020

Federal EIN: 46-4413705
Send Remit Info: AccountsReceivable@gfnet.com

Note: TO PREVENT IMPOSTER FRAUD, if you receive any notification of a change in payment instructions, you should call our Accounts Receivable department at 717-763-7211 to verify the authenticity of the change. We cannot be held responsible for a misdirected payment as a result of your not confirming authenticity of requested changes to payment instructions or "imposter hacks" to your system.

Invoice Period: August 1, 2020 through August 28, 2020

Project Manager : Harold Walker III hwalker@gfnet.com

Fair Market Value Appraisal - Wastewater

Summary of Current Charges

Table with 3 columns: Description, Amount, Total. Row 1: Phase 000 - FAIR MARKET VALUE APPRAISAL - WASTEWATER \$ 4,700.00. Row 2: Total Charges \$ 4,700.00. Row 3: Total Due This Invoice \$4,700.00

Handwritten circled number 2240

Handwritten number 01.408.3130

Gannett Fleming Valuation and Rate Consultants, LLC

Phase 000 -- Fair Market Value App-Wastewater

Labor Costs			
<u>Labor Classification</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Analyst	1.50	\$ 180.00	\$ 270.00
Associate Analyst	4.00	170.00	680.00
Harold Walker	13.00	250.00	3,250.00
John J. Spanos	0.50	280.00	140.00
Support Staff	3.00	120.00	360.00
			<hr/>
	Total Labor Costs		\$ 4,700.00
	Total Phase -- 000		<hr/> \$ 4,700.00