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January 27, 2021

Rosemary Chiavetta, Secretary
Pa. Public Utility Commission
P.O. Box 3265
Harrisburg PA 17105-3265

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

Dear Secretary Chiavetta:

Enclosed for filing please find the Joint Stipulation of Aqua Pennsylvania Wastewater, Inc., Borough of Upland, and Delaware County Regional Water Quality Control Authority in the above-referenced proceeding.

This document is being served on the Administrative Law Judges and all parties of record. The document was filed electronically with the Commission on this date.

Sincerely,



Enclosure

cc: Angela Jones, Administrative Law Judge
F. Joseph Brady, Administrative Law Judge
Office of Special Assistants
All parties of record

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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

**JOINT STIPULATION OF AQUA PENNSYLVANIA WASTEWATER, INC.,
BOROUGH OF UPLAND, AND DELAWARE COUNTY REGIONAL WATER
QUALITY CONTROL AUTHORITY**

Aqua Pennsylvania Wastewater, Inc. (“Aqua”), the Borough of Upland (“Upland”) and Delaware County Regional Water Quality Control Authority (“DELCORA”), (collectively “the Stipulating Parties”), pursuant to 52 Pa. Code § 5.234, enter into a Joint Stipulation to resolve their differences with regard to the above-captioned Pennsylvania Public Utility Commission (“Commission”) proceeding (“Application Proceeding”). The Parties Stipulate and Agree as follows.

STIPULATION TERMS

1. Upland has protested the above-captioned Application Proceeding, presented testimony, and litigated certain contractual issues relating to the proposed acquisition of DELCORA’s system assets by Aqua (“Proposed Transaction”). This Joint Stipulation between and among the Stipulating Parties resolves all issues associated with Upland’s Protest of the Application Proceeding.

2. Pursuant to an existing service agreement, Application Exhibits F139-F142, DELCORA provides retail wastewater service to residents and commercial customers located in Upland utilizing a collection system previously sold to DELCORA. In that service agreement,

Upland reserved rights relative to assignment of the contract and with respect to ownership of the collection system (“Reversionary Interests”). Pursuant to those Reversionary Interests, in the event DELCORA ceases to operate the collection system, the collection system reverts to ownership by Upland.

3. The Stipulating Parties agree as follows:

A. In a separate filing made concurrently with the filing of this Joint Stipulation, Upland will withdraw its Protest to the Application.

B. Within five (5) business days of the signing of this Joint Stipulation, Upland will Discontinue its Complaint against DELCORA and other parties in the Court of Common Pleas of Delaware County, No. CV-2020-007596 (“Civil Complaint”).

C. Concurrently with the signing of this Joint Stipulation, Upland, DELCORA, and Aqua will enter an agreement to toll the statute of limitations regarding the causes of action asserted in the Civil Complaint.

D. If the Commission issues an order granting the relief requested in the Application Proceeding, and Aqua and DELCORA proceed to closing on the Proposed Transaction, then immediately prior to closing (i) Upland and DELCORA will terminate their current service agreement under which DELCORA provides wastewater service to customers in Upland; (ii) Aqua will provide Upland monetary compensation; and (iii) Upland will terminate with prejudice any outstanding litigation related to the Proposed Transaction..

E. Upon closing of the Proposed Transaction, (i) all customers in Upland will become retail customers of Aqua, taking service in accordance with the provisions of Aqua’s tariffs applicable to retail customers in the former DELCORA service area; and (ii) DELCORA will

provide Upland customers with any and all benefits available to former DELCORA customers, including but not limited to payments from the Customer Assistance Trust.

4. Aqua, DELCORA and Upland request approval of this Stipulation by the Administrative Law Judges and the Commission that eliminates the need for the Commission to consider the current agreement between DELCORA and Upland under Section 507 of the Public Utility Code in this Application Proceeding.

Respectfully submitted,

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Dated: January 27, 2021

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of foregoing document upon the following parties by electronic mail. Service by first-class mail will be provided to any party that requests such service.

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January 27, 2021
Date



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