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May 21, 2021

Rosemary Chiavetta, Secretary  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
400 North Street  
Harrisburg, PA 17105-3265  
rchiavetta.pa.gov

**RE: Docket No. A-2020-3019859; Application of Pennsylvania-American Water Company to Acquire Valley Township's Water Treatment and Distribution System**

Dear Secretary Chiavetta:

We serve as counsel to Valley Township ("Township") in the above matter and are submitting, with this letter, the Township's Petition to Intervene.

This document is being served via electronic mail on the Administrative Law Judges presiding over this matter and all parties of record. The document was also filed electronically with the Public Utility Commission on this date.

Very truly yours,

Matthew S. Olesh

cc: The Honorable Conrad A. Johnson, Administrative Law Judge  
The Honorable Emily I. DeVoe, Administrative Law Judge  
Nick Miskanic  
All parties of record

**BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of Pennsylvania-American Water Company under Section 1102(a) of the Pennsylvania Public Utility Code, 66 Pa. C.S. § 1102(a), for approval of (1) the transfer, by sale, of substantially all of Valley Township's assets, properties and rights related to its water treatment and distribution system to Pennsylvania-American Water Company, and (2) the rights of Pennsylvania-American Water Company to begin to offer or furnish water service to the public in Valley Township, and in a portion of West Caln and East Fallowfield Townships, Chester County, Pennsylvania

A-2020-3019859

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**NOTICE TO PLEAD**

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YOU ARE HEREBY ADVISED THAT, PURSUANT TO 52 PA. CODE § 5.66, YOU MAY ANSWER THE ENCLOSED PETITION TO INTERVENE WITHIN TWENTY (20) DAYS OF THE DATE OF SERVICE HEREOF. YOUR ANSWER TO THE PETITION TO INTERVENE MUST BE FILED WITH THE SECRETARY OF THE PENNSYLVANIA PUBLIC UTILITY COMMISSION, P.O. BOX 3265, HARRISBURG, PA 17105-3265. A COPY SHOULD ALSO BE SERVED ON THE UNDERSIGNED COUNSEL FOR VALLEY TOWNSHIP.

/s/ Thomas Wyatt

Thomas Wyatt, Esquire (PA I.D. 89342)  
Matthew S. Olesh, Esquire (PA I.D. 206553)  
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Thomas.Wyatt@obermayer.com  
Matthew.Olesh@obermayer.com

Dated: May 21, 2021

**BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of Pennsylvania-American Water Company under Section 1102(a) of the Pennsylvania Public Utility Code, 66 Pa. C.S. § 1102(a), for approval of (1) the transfer, by sale, of substantially all of Valley Township's assets, properties and rights related to its water treatment and distribution system to Pennsylvania-American Water Company, and (2) the rights of Pennsylvania-American Water Company to begin to offer or furnish water service to the public in Valley Township, and in a portion of West Caln and East Fallowfield Townships, Chester County, Pennsylvania

A-2020-3019859

**PETITION TO INTERVENE**

Pursuant to 52 Pa. Code §§ 5.71, 5.72 and 5.74, Valley Township (“Valley” or the “Township”), by and through its attorneys, Obermayer Rebmann Maxwell & Hippel LLP, hereby files with the Pennsylvania Public Utility Commission (the “Commission”) this Petition to Intervene in the above-captioned Application of Pennsylvania-American Water Company (“PAWC”) for approval of (1) the transfer, by sale, of substantially all of Valley Township’s assets, properties and rights related to its water treatment and distribution system to PAWC, and (2) the rights of PAWC to begin to offer or furnish water service to the public in Valley Township, and in a portion of West Caln and East Fallowfield Townships, Chester County, Pennsylvania.

The Application directly affects the interests of Valley, which are not adequately represented by any existing party. For the reasons that follow, Valley respectfully requests that the Commission grant its Petition to Intervene, and in support thereof avers as follows:

1. Valley is a Township of the Second Class located in Chester County, Pennsylvania.

2. Valley's business address is 1145 West Lincoln Highway, Coatesville, PA 19320.
3. Valley owns, operates and maintains the Township's water system (the "Water System"), which distributes approximately 65 million gallons per year of drinking water to approximately 1,669 customers. The Water System provides water service to Valley residents, as well as 22 residents of West Caln Township and East Fallowfield Township.
4. Valley is interested in the above-captioned docket as a party to the agreement under which PAWC seeks approval to acquire Valley's assets, properties and rights related to its Water System.
5. Valley supports the Application filed by PAWC at this docket.
6. 52 Pa. Code § 5.72 sets forth the eligibility requirements for a party to intervene and provides in part as follows:
  - (a) Persons. A petition to intervene may be filed by a person claiming a right to intervene or an interest of such nature that intervention is necessary or appropriate to the administration of the statute under which the proceeding is brought. The right or interest may be one of the following:
    - (1) A right conferred by statute of the United States or of the Commonwealth;
    - (2) An interest which may be directly affected and which is not adequately represented by existing participants, and as to which the petitioner may be bound by the action of the Commission in the proceeding;
    - (3) Another interest of such nature that participation of the petitioner may be in the public interest.

7. Valley seeks intervention in the proceeding for due cause shown for the following reasons:

- (a) Valley is a party to the Asset Purchase Agreement (the “APA”) for its Water System, which distributes approximately 65 million gallons per year of drinking water to approximately 1,669 customers. The Water System provides water service to Valley residents, as well as 22 residents of West Caln Township and East Fallowfield Township;
- (b) As contemplated in the APA, Valley will be the recipient of the proceeds of the sale of its Water System; and
- (c) PAWC’s Application relies on Valley’s consent to the sale of the Water System.

8. Valley has a substantial and bona fide interest in the subject matter of this docket and its interests cannot be represented or protected adequately by other existing parties to this docket.

9. As a party to the APA and the recipient of the proceeds from the sale of the Water System, Valley submits that its intervention is in the public interest.

10. Valley intends to play an active role in the Commission’s decision-making process and its participation herein will not unduly prejudice any party.

WHEREFORE Valley respectfully requests that the Commission grant the instant Petition to Intervene in this proceeding.

Respectfully submitted,

/s/ Thomas Wyatt  
Thomas Wyatt, Esquire (PA I.D. 89342)

Matthew S. Olesh, Esquire (PA I.D. 206553)  
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Dated: May 21, 2021

**VERIFICATION**

I, Patrice Proctor, Chairwoman of the Board of Supervisors for Valley Township, hereby verify that the statements of fact made in the foregoing petition are true and correct to the best of my knowledge, information and belief and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements made herein are subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

  
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Patrice Proctor

Dated: May 21, 2020

**CERTIFICATE OF SERVICE**

I, Thomas Wyatt, Esq., hereby certify that I have served a true and correct copy of the foregoing Petition to Intervene upon the parties listed below in accordance with the requirements of 52 Pa. Code §§ 1.54 (relating to service by a party) via electronic mail.

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/s/ Thomas Wyatt  
Thomas Wyatt, Esquire

Dated: May 21, 2021