

PENNSYLVANIA-AMERICAN WATER COMPANY

I, ANDREW L. SWOPE, Secretary of Pennsylvania-American Water Company, a Pennsylvania corporation (the "Company") DO HEREBY CERTIFY that below is a true and correct copy of resolutions duly adopted by the Board of Directors of the Company by Unanimous Consent dated November 30, 2020, that such resolutions have not been amended or rescinded and are still in full force and effect.

WHEREAS, the City of York, Pennsylvania (the "City"), which leases the assets comprising the City's municipal wastewater system (the "York WW System") from the York City Sewer Authority under a long-term lease, and operates the entire York WW System, has issued a request (the "RFP") seeking proposals for the purchase of the York WW System through an asset purchase agreement, pursuant to which a buyer shall acquire the York WW System and provide wastewater service, appropriate and necessary management of the York WW System, and operation and maintenance services associated with the York WW System; and

WHEREAS, the Company desires to submit a response to the RFP for the purchase of the York WW System (the "RFP Response"); and

WHEREAS, the Company engaged in due diligence efforts and desires to (1) submit to the City its RFP Response on or before December 9, 2020, and if the Company is chosen by the City to proceed further, (2) enter into negotiations with respect to the terms and conditions of an asset purchase agreement and related contracts, agreements, instruments, certificates and other documents, to acquire the York WW System; and

WHEREAS, based on all of the foregoing, the Company requests the proper officers including but not limited to the President or a Vice President of the Company be authorized to (1) submit the RFP Response, to include, among other things, a maximum aggregate purchase price to be offered for the York WW System of up to \$225,000,000 in cash (inclusive of any advanced payments that may be included in the RFP Response), and (2) negotiate the terms and conditions of, and execute and deliver, an asset purchase agreement and other appropriate contracts, agreements, instruments, certificates and other documents, related to the purchase of the York WW System.

NOW, THEREFORE, BE IT RESOLVED that the Board hereby authorizes and delegates authority to the proper officers including but not limited to the President or a Vice President of the Company to (1) authorize the submission by the Company of the RFP Response, to include, among other things, a maximum aggregate purchase price to be offered for the York WW System of up to \$225,000,000 in cash (inclusive of any advanced payments that may be included in the RFP Response), and (2) negotiate the terms and conditions of, and execute and deliver, an asset purchase agreement and other appropriate contracts, agreements, instruments, certificates and documents related to the purchase of the York WW System; and further

RESOLVED, that the proper officers of the Company, or their designees, are hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things as they may determine necessary to complete the purpose of this resolution; and further

RESOLVED, that all prior acts, executions and deliveries taken by each officer or the Company or his or her designee in connection with the subject matter of the foregoing actions and resolutions be and hereby are approved, adopted, ratified and confirmed in all respects as the acts and deeds of the Company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of this Company this 16th day of December, 2020.



  
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Secretary